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COUNSEL FOR DEBTOR

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	Hearing: March 1, 2005 @10:30 a.m.

AGENDA FOR HEARINGS ON MARCH 1, 2005 @10:30 A.M.

TO THE HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE:

FFP Operating Partners, LP the above captioned debtor and debtor in possession, hereby submits its Agenda for Hearings on March 1, 2005 @10:30 a.m. as follows:

A. **Matter:** **Motion for Order: (1) Authorizing Debtor to Sell Equipment Located at Store #215, 4908 Shreveport Hwy., Tioga, Louisiana; and (2) Approving Such Sale Free and Clear of Liens Pursuant to 11 U.S.C. §363(f)**

Docket No.: **1281**
Response deadline: February 21, 2005
Status of the matter: Unopposed. Going forward. See draft order attached.

Related Documents:

1. Notice of Hearing [Docket Item #1283].

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By: */s/Mark Petrocchi*
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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 25th day of February, 2005 he caused a true and correct copy of the foregoing document to be served upon the persons listed on the attached mailing matrix.

/s/Mark Petrocchi
Mark Petrocchi

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

IN RE:	§	CHAPTER 11 PROCEEDING
	§	
FFP OPERATING PARTNERS, LP	§	CASE NO. 03-90171-BJH-11
	§	
DEBTOR,	§	

ORDER AUTHORIZING DEBTOR TO SELL EQUIPMENT LOCATED AT STORE #215, 4908 SHREVEPORT HWY., TIOGA, LOUISIANA; FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES

Came on for consideration the Motion for Order: (1) Authorizing Debtor to Sell Equipment located at Store #215, 4908 Shreveport Hwy., Tioga, Louisiana, and (2) Approving Such Sale, Free and Clear of Liens Pursuant to 11 U.S.C. §363(f), and the court having reviewed and considered the announcements made in open court, the proffer of evidence and the arguments of counsel, was of the opinion that the relief requested should be granted.

IT IS THEREFORE ORDERED that pursuant to §363(b) of the United States Bankruptcy Code, the Debtor be and is hereby authorized to sell the interest of the Debtor in the below described equipment located at Store #215, 4908 Shreveport Hwy., Tioga, Louisiana, owned by the Debtor to State of Louisiana Department of Transportation for a purchase price of $76,607.00 (the "Proceeds").

IT IS FURTHER ORDERED that pursuant to §363(f) of the Bankruptcy Code, the assets sold shall be conveyed to the purchaser free and clear of all liens, claims, encumbrances, and interests (collectively "Interest") except as provided herein, with any such Interest attaching to the sale Proceed. The sale of these assets shall not be free of ad valorem tax liens for the year 2004.

IT IS FURTHER ORDERED that any asset not belonging to the Debtor, including any assets owned by the landlord or any other party, shall not be conveyed or assigned by this order.

IT IS FURTHER ORDERED that the Debtor be and is hereby authorized and directed to pay a partial of the Proceeds to the State of Louisiana Taxing Authorities relating to its secured tax claim associated with unpaid 2003 ad valorem taxes through March of 2004, plus any additional interest and penalties have been paid and an additional amount equal to its pro rated share of 2005 ad valorem tax through the date of the closing of the sale.

IT IS FURTHER ORDERED that the Debtor shall place in a restricted account the proceeds of the sale of the property net of the ad valorem taxes paid by the Debtor in connection with the sale of assets.

End of Order # #

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