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IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF MARYLAND (Baltimore Division)

In re:

**FRANK'S NURSERY & CRAFTS, INC., et
al.,**

Debtors.

**Case Nos. 01-52415-JS through
01-52416-JS
(Chapter 11)
(Jointly Administered
(under Case No. 01-52415-JS)**

* * * * *

CONSENT ORDER (I) GRANTING DEBTORS' MOTION FOR ORDER AUTHORIZING THE DEBTORS TO ASSUME CERTAIN REAL PROPERTY SALE CONTRACTS WITH RESPECT TO STORE NO. 167, AND (II) AUTHORIZING SALE OF STORE NO. 167 FREE AND CLEAR OF LIENS AND ENCUMBRANCES

Upon consideration of the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), dated February 19, 2001, for an order, pursuant to sections 363 and 365 of title 11 of the United States Code (the "Bankruptcy Code"), as complemented by Rules 6004 and 6006 of the Federal Rules of Bankruptcy Procedure, authorizing the Debtors to assume certain prepetition real property sale contracts and consummate the transactions contemplated thereunder, as more fully set forth in the Motion; and notice of the Motion having been provided in the manner described in the Motion, and by way of the Debtors' Supplemental Notice of the Motion and Second Supplemental Notice of the Motion; and no other or further notice being necessary or required; and upon the Objection to Debtors' Motion for Order Authorizing Assumption of Certain Real Property Sale Contracts (the "Objection"), filed by LaSalle Bank, N.A., as Trustee for the Registered Certificate Holders of Midland Realty Acceptance Corp. Commercial Mortgage Pass-Through Certificates Series 1996-C1 (the "Trust" or "Respondent"); and it appearing that the Trust now consents to the relief sought

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U.S. BANKRUPTCY COURT
DISTRICT OF MARYLAND
BALTIMORE

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by the Motion as modified by the terms of this Consent Order; and upon findings by this Court that:

A. This Court has jurisdiction to hear and determine the Motion pursuant to 28 U.S.C. §§ 1897 and 1334;

B. Proper, timely, adequate and sufficient notice of the Motion has been provided and no other or further notice is required;

C. The sale by the Debtors of the Debtors' real property identified as "Store No. 167" in the Motion, and for which property a legal description is attached hereto as Exhibit A, in the amount and manner described below, is in the best interests of the Debtors, their estates and their creditors;

D. The terms of the agreement of sale of Store No. 167 (the "Store 167 Agreement") are the result of good faith and arm's length negotiations between the parties, and the Debtors have determined in the best exercise of their sound and reasonable business judgment that Store No. 167 should be sold to Universal Pool/Pool-A-Rama, or any assignee permitted under the Store 167 Agreement (the "Buyer"), and the consideration to be realized by the Debtors is fair and reasonable; and

E. The Buyer is a purchaser of Store No. 167 from the Debtors pursuant to 11 U.S.C. § 363 of the Bankruptcy Code, and its purchase of Store No. 167 is in good faith; as such, the Buyer is entitled to the protections set forth in 11 U.S.C. § 363(m); and after due deliberation and sufficient cause appearing therefor; it is on this 3rd day of April, 2001, hereby

ORDERED, that capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion; and it is further

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ORDERED, that the Debtors are authorized, but not directed, to assume the Store 167 Agreement, and to perform under the Store 167 Agreement in accordance with their respective terms, including, but not limited to, taking any actions as may be necessary or appropriate in connection with the assigning, transferring, granting, conveying and conferring Store No. 167 to the Buyer in accordance with the Store 167 Agreement; and it is further

ORDERED, that, pursuant to sections 105(a), 363(b) and 363(f) of the Bankruptcy Code, the Debtors are authorized and empowered to sell Store No. 167 to the Buyer for the amount of Eight Hundred Fifty Thousand Dollars (\$850,000) (the "Purchase Price") free and clear of all liens, claims and interests, with such liens, claims and interests of the Trust, if any, to attach to net proceeds; and it is further

ORDERED, that Eight Hundred Twenty Thousand Dollars (\$820,000) of said proceeds shall be paid to the Trust at closing to be applied to the Trust's allowed secured claim, subject to the rights and defenses of the Debtors and the Committee to challenge the validity, extent, or priority of the Trust's lien or the amount of the claim; and it is further

ORDERED, that the remaining Thirty Thousand Dollars of the Purchase Price shall be paid to the Debtors free and clear of any lien, claim and/or interest held by the Trust in lieu of any commission, costs or expenses obtainable by the Debtors pursuant to Section 506(c) of the Bankruptcy Code as to the sale of Store No. 167 only, which are expressly waived by the receipt of such \$30,000 unencumbered amount; and it is further

ORDERED, that the Trust, as evidenced by its consent below, has waived all claims to any fixtures or other alleged collateral of the Trust annexed to Store No. 167, whether sold as part of this sale or previously, and it is further

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ORDERED, that pursuant to Fed. R. Bankr. P. 6004(g) and 6006(d), the ten (10) day automatic stay of execution of this Order is modified to provide that the Debtors and other parties may immediately execute upon this Order and consummate the transactions to effectuate the sale of Store No. 167 to the Buyer as authorized by this Order; and it is further

ORDERED, that if the Debtors and the Buyer close the sale while an appeal of this Order is pending, such parties shall be entitled to rely upon the protections of 11 U.S.C. § 363(m) absent any stay pending appeal timely granted by a court of competent jurisdiction prior to such consummation; and it is further

ORDERED, that if any person or entity that has filed financing statements or other documents or agreements evidencing liens against or interests in Store No. 167 shall not have delivered to the Debtors prior to the closing, in proper form for filing and executed by the appropriate parties, termination statements, instruments of satisfaction, releases of all liens or interests which the person or entity holds against or in Store No. 167, the Debtors hereby are authorized and empowered to execute and file such statements, instruments, releases and other documents on behalf of the person or entity with respect to Store No. 167; and it is further

ORDERED, that this Court shall retain exclusive jurisdiction over the Debtors and the Buyer to hear and resolve any disputes arising from or related to the Motion, the sale of Store No. 167, and the implementation of this Order.

James F. Schneider
JAMES F. SCHNEIDER
United States Bankruptcy Judge

WHEN RECORDED RETURN TO:
Fidelity National Title
Insurance Company
100 West Big Beaver Road
Suite 140
Troy MI 48064

I hereby certify that the foregoing is a true copy of the original thereof now on file in this office.

Dated this 13th day of

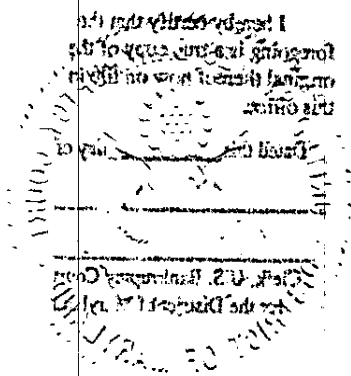
April 2001

[Signature]
Dep. Clerk, U.S. Bankruptcy Court
for the District of Maryland

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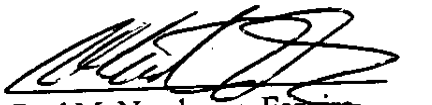
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JAN 10 2008

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READ AND AGREED:


Paul M. Nussbaum, Esquire
Martin T. Fletcher, Esquire
Whiteford, Taylor & Preston L.L.P.
Seven Saint Paul Street, Suite 1400
Baltimore, Maryland 21202

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Debtors in Possession

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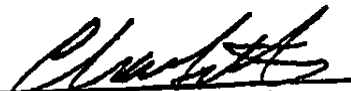
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PORTIONS OF LOTS 2, 3, 4, 5, AND 8 AND ALL OF LOT 9 IN WEATHERSFIELD INDUSTRIAL PARK SUBDIVISION IN THE NORTHWEST ¼ OF SECTION 32, TOWNSHIP 41 NORTH, RANGE 10 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED FEBRUARY 10, 1965 AS DOCUMENT NO. 19,379,765 AND THE CERTIFICATE OF CORRECTION RECORDED MARCH 3, 1965 AS DOCUMENT NO. 19,396,093, DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST SOUTHERLY CORNER OF SAID LOT 8; THENCE NORTH 38 DEGREES 32 MINUTES 22 SECONDS WEST ON AN ASSUMED BEARING ALONG THE SOUTHWESTERLY LINE OF LOT 8, SAID SOUTHWESTERLY LINE ALSO BEING THE NORTHEASTERLY LINE OF IRVING PARK ROAD A DISTANCE OF 381.45 FEET; THENCE NORTH 51 DEGREES 27 MINUTES 38 SECONDS EAST, A DISTANCE OF 120.55 FEET; THENCE NORTH 0 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE OF 125.00 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST A DISTANCE OF 100.00 FEET; THENCE SOUTH 0 DEGREES 00 MINUTES 00 SECONDS WEST, A DISTANCE OF 75.00 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE OF 297.82 FEET TO A POINT ON THE WESTERLY RIGHT OF WAY LINE OF MERCURY DRIVE; THENCE SOUTH 0 DEGREES 00 MINUTES 00 SECONDS WEST ALONG SAID WESTERLY RIGHT OF WAY LINE, A DISTANCE OF 95.50 FEET TO A POINT OF CURVATURE; THENCE SOUTHEASTERLY ALONG SAID WESTERLY RIGHT OF WAY LINE ALONG THE ARC OF A CIRCLE CONCAVE TO THE WEST, RADIUS 260.00 FEET, AN ARC DISTANCE OF 233.52 FEET TO A POINT OF TANGENCY; THENCE SOUTH 51 DEGREES 27 MINUTES 38 SECONDS WEST ALONG SAID WESTERLY RIGHT OF WAY LINE A DISTANCE OF 200.00 FEET TO THE PLACE OF BEGINNING, IN COOK COUNTY, ILLINOIS.

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