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40 North Central Avenue
Phoenix, Arizona 85004-4429
Facsimile (602) 262-5747
Telephone (602) 262-5311

Gerald K. Smith State Bar No: 001428
Email: gsmith@lrllaw.com
Boston Chicken Plan Trustee
c/o Lewis and Roca LLP

FILED

JUL 14 2000

KEVIN E. O'BRIEN, CLERK
UNITED STATES
BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA**

In Re:)
BCE WEST, L.P., *et al.*,)
Debtor,)
EID #38-3196719)

Chapter 11
Case Nos. B98-12547-ECF-CGC
through 98-12570-ECF-CGC
(Jointly Administered)

**AGREED ORDER RE: FINAL
APPLICATION OF HUNTLEY
FINANCIAL GROUP, LTD., REAL
ESTATE CONSULTANT TO THE
DEBTORS FOR APPROVAL OF
COMPENSATION AND
REIMBURSEMENT OF
EXPENSES**

1752

The "Final Application Of Huntley Financial Group, Ltd., Real Estate Consultant To The Debtors For Approval Of Compensation And Reimbursement Of Expenses" (the "Huntley Fee Application") filed by Huntley Financial Group, Inc. ("Huntley") came on for final hearing before the undersigned in his Courtroom 6, 2929 N. Central Avenue, 10th Floor, Phoenix, Arizona 85067-4151 at 11:00 a.m. on June 14, 2000. Appearances are reflected in the record. Written objections to the Huntley Fee Application were filed by General Electric Capital Corporation, Bank of America, N.A. and Gerald K. Smith, the Plan Trustee for the Boston Chicken estates, and a reply was filed by Huntley.

1 This Court, having considered the Huntley Fee Application and the opposition and
2 supporting papers filed in connection therewith and the arguments of counsel at the June
3 14, 2000 hearing, and based on the findings of fact stated on the record at the hearing, and
4 good cause appearing, NOW THEREFORE,

5
6 IT IS ORDERED, THAT:

- 7 1. The "Fees-Monthly" in the amount of \$180,000, which have already been paid in
8 full by the Debtors, are allowed in full;
- 9 2. The "Fees-Lease Restructures" in the amount of \$380,755, of which \$190,377 have
10 already been paid in full, are allowed in full;
- 11 3. No decision was made at the hearing with respect to the requested "Fees-Claim
12 Negotiations-Cash Proceeds" in the amount of \$16,723 (all of which had already
13 been paid by the Debtors), pending the parties' efforts to resolve the objections with
14 respect thereto. By their execution of this Order, Huntley and the objecting parties
15 stipulate and agree, and it is hereby ordered, that the final allowed amount of
16 Huntley's fees with respect to this item shall be \$11,023.20;
- 17 4. The requested "Fees-Claim Negotiations-Claim Avoidance" in the amount of
18 \$271,684 are not allowed, and pursuant to the agreement of the objecting parties at
19 the hearing, the final allowed amount of such fees shall be \$1,350; and
- 20 5. The "Costs Relating to Final Fee Application Period" in the amount of \$86,251,
21 which have already been paid in full by the Debtors, are allowed in full;
- 22
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1 6. As a result of the foregoing, the final balance due to Huntley is \$186,028.20, as
2 follows:
3

	<u>TOTAL ALLOWED</u>	<u>PAID</u>	<u>BALANCE DUE</u>
4 Fees-Monthly	\$ 180,000.00	\$ 180,000.00	\$ 0
5 Fees-Lease Restructurings	\$ 380,755.00	\$ 190,377.00	\$ 190,378.00
6 Fees-Claim Negotiations-Cash Proceeds	\$ 11,023.20	\$ 16,723.00	\$ (5,699.80)
7 Fees-Claim Negotiations-Claim	\$ 1,350.00	\$ 0	\$ 1,350.00
8 Avoidance			
9 Costs	\$ 86,251.00	\$ 86,251.00	\$ 0
10 Totals	\$ 659,379.20	\$ 473,351.00	\$ 186,028.20

11 7. Gerald K. Smith is hereby authorized and directed to pay to Huntley the final
12 balance set forth above, in the amount of \$186,028.20, upon entry of this Order.
13

14 8. Nothing herein is intended to limit Huntley's entitlement to fees for transactions
15 falling within the scope of the last sentence of Paragraph 4 of the Huntley
16 engagement letter.
17

18 9. Huntley's right to appeal this Order is not limited by paragraph 4 hereof.
19

20 Dated: ~~June~~ ^{July 14} 2000
21

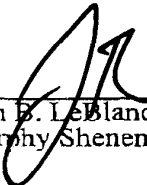
22 BY THE BANKRUPTCY COURT
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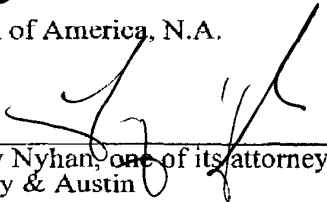
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25 UNITED STATES BANKRUPTCY JUDGE
26 HON. CHARLES G. CASE III

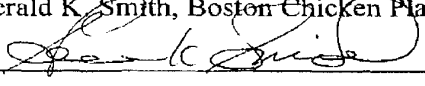
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AGREED TO AS TO FORM AND
CONTENT, AND STIPULATED
TO AS TO PARAGRAPH 3:

General Electric Capital Corporation

By: 
Jean B. LeBlanc, one of its attorneys
Murphy Sheneman Julian & Rogers

Bank of America, N.A.
By: 
Larry Nyhan, one of its attorneys
Sidley & Austin

Gerald K. Smith, Boston Chicken Plan Trustee


Huntley Financial Group, Ltd.

By: _____
James Stang, one of its attorneys
Pachulski, Stang, Ziehl, Young & Jones, P.C.

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