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FILED
AUG 24 1999
KEVIN E. O'BRIEN, CLERK
UNITED STATES
BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF ARIZONA

In re:	Chapter 11
BCE WEST, LP, ET AL.,	Case Nos.: 98-12547 through 98-12570-ECF-CGC
Debtors.	(Jointly Administered)
	AGREED ORDER ON ADMINISTRATIVE EXPENSE MOTION OF DELL FINANCIAL SERVICES, LP

CAME ON FOR CONSIDERATION, on the date hereof, the "Motion of Dell Financial Services L.P. ("DFS") for Allowance and Payment of Administrative Expense" ("Motion"). Finding that notice of the Motion was proper and that the sole objection thereto was raised by the "Debtors" herein,[1] and DFS and the Debtors having reached an agreement

[1] The "Debtors" are comprised of the following debtors and debtors-in-possession in the above-referenced cases: BCE West, L.P., Boston Chicken, Inc., Mayfair Partners, L.P., BC Great Lakes, L.L.C., BC GoldenGate, L.L.C., B.C.B.M. Southwest, L.P., BC Boston, L.P., BC Superior, L.L.C., BC Heartland, L.L.C., BC Tri-States, L.L.C., Finest Foodservice, L.L.C., BC New York, L.L.C., R&A Food Services, L.P., P&L Food Services, L.L.C., Mid-Atlantic Restaurant Systems, Inc., BCI Massachusetts, Inc., BCI Southwest, Inc., BC Real Estate Investments, Inc., BCI Mayfair, Inc., Progressive Food Concepts, Inc., BCI R&A, Inc., BCI West, Inc., BCI Acquisition Sub, L.L.C., and Buffalo P&L Food Services, Inc.

resolving the objection as reflected and provided for in this their jointly submitted Agreed Order (this "Agreed Order"), said relief being in the estate's best interest, the Court is of the opinion that the Motion should be granted subject to the terms of this Agreed Order. Accordingly, it is

ORDERED, ADJUDGED and **DECREED** that, pursuant to 11 U.S.C. §§ 365(d)(10) and 503(b), DFS shall have, and hereby has, an allowed administrative expense claim in the undisputed, stipulated amount of $14,881.40 (the "Allowed Administrative Claim") arising from Debtors' post petition use of leased Products (defined in the Motion) for the benefit, and towards preservation, of the Debtors' estates. This determination, and all other provisions of this Agreed Order, are fully binding upon the Debtors and any of the Debtors' successors-in-interest, for all purposes, in the above-referenced Chapter 11 proceedings or in any proceedings arising from a conversion thereof. It is, furthermore,

ORDERED, ADJUDGED and **DECREED** that, pursuant to 11 U.S.C. §§ 507(a)(1) and 1129(a)(9)(A), DFS's Allowed Administrative Claim shall be fully paid, pursuant to the terms of the Debtors' confirmed Chapter 11 reorganization plan (the "Plan"), on the Plan's effective date; provided, however, that if the Debtors' cases are converted to proceedings under Chapter 7 of the United States Bankruptcy Code, or if the Debtors otherwise do not obtain confirmation of a plan of reorganization, DFS's Allowed Administrative Claim shall be fully paid pursuant to the bankruptcy laws then applicable in such circumstances.

DATED: August 24, 1999

HONORABLE CHARLES G. CASE, II
UNITED STATES BANKRUPTCY JUDGE

ENGELMAN BERGER, P.C.
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AGREED AND APPROVED:

By: _____

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