UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MISSOURI

In Re:	)	**In Proceedings Under Chapter 11**
	)	
ARROW SPEED WAREHOUSE, INC., *et al.*,	)	**Case No. 08-_____-**
	)	
Debtors.	)	**Jointly Administered**

MOTION FOR ORDER AUTHORIZING DEBTORS TO OPERATE THEIR BUSINESSES AND IMPLEMENTING AUTOMATIC STAY

Debtors Arrow Speed Warehouse, Inc. and Streetside Auto, LLC (collectively, "Debtors"), for their Motion for Order Authorizing Debtors to Operate their Businesses and Implementing the Automatic Stay (the "Motion"), state as follows:

1. Debtors commenced the captioned cases by filing separate voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code ("Code") on September 21, 2008 (the "Filing Date").

2. Debtors continue to manage their property as debtors-in-possession pursuant to Code §§ 1107 and 1108.

3. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 1334 and the Amended General Order of the United States District Court for the Western District of Missouri as amended. Venue of this case and Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. Established in 1957, Arrow Speed has served the automotive aftermarket for over 50 years. Corporate offices and the main warehouse are located at 686 South Adams in Kansas City, Kansas. This facility houses over 100,000 square feet of warehouse space, administrative offices and a centralized phone room. Arrow Speed has 213 employees. Branch warehouses totaling over 170,000 square feet are located in Tulsa, Oklahoma; St. Louis, Missouri; St. Paul, Minnesota; Houston, Texas; Dallas, Texas; and Nashville, Tennessee.

5. Street Side Auto is a wholly-owned subsidiary of Arrow Speed and is the only automotive specialty parts retailer on the internet offering a comprehensive selection of performance parts and truck accessories direct from the source.

6. Prior to the Filing Date, Debtors extensively marketed their assets to parties interested in either taking an equity interest in Debtors or purchasing substantially all of their assets. Extensive marketing efforts resulted in significant interest in Debtors' assets. As a result of the exhaustive marketing process, Debtors, in consultation with their secured lender, PNC Bank, entered into a letter of intent with Keystone Automotive Operations, Inc. on July 29, 2008. On September 21, 2008, Debtors signed an Asset Purchase Agreement ("APA") with Arrow Speed Acquisition Corp. or its designees. Simultaneous with filing the captioned bankruptcy cases, Debtors filed a motion seeking Court approval of certain auction, bid and sale procedures (the "Procedures"), assumption of the APA and sale of substantially all of Debtors' assets to Arrow Speed Acquisition Corp., subject to better and higher offers pursuant to the Procedures.

7. Debtors believe that the sale of assets pursuant to the APA and Procedures is in the best interest of the captioned estates, the creditors, their employees and community.

8. Debtors' financial condition per its books as of August 25, 2008 was as follows:

As of August 25, 2008	Amount ('000's)
Current Assets	$23,800
Total Assets	$26,034
Current Liabilities	$28,019
Total Liabilities	$31,641
Equity	$(5,607)
Net Sales	$70,710
Net Income (Loss)	$(3,077)

9. Debtors are seeking Court approval of the Procedures that would provide for the submission of competing bids, an auction and final sale hearing within six weeks of the Filing Date.

RELIEF REQUESTED

10. Code § 1108 authorizes a trustee to operate the business and manage of the properties of the estate in the ordinary course of business. Code § 1107 provides that, with certain exceptions not applicable here, a debtor in possession have all of the rights, powers and duties of a trustee in a case under Chapter 11. Accordingly, Debtors are authorized under the Code to operate their businesses and their properties in the ordinary course of their business without Court approval. Debtors may nevertheless find that certain parties with whom they do business are reluctant to continue their business relationships with Debtors without evidence that Debtors are so authorized.

11. Debtors respectfully request that this Court enter an Order, pursuant to Code § 105(a), that will serve to notify parties with whom Debtors do business that: (a) in the course of their business operations, Debtors are authorized to continue operating their business and manage their properties; (b) in the course of those operations, Debtors have the power to enter into all transactions (including obtaining services, supplies and inventory) that they could have entered into in the ordinary course their business and had there been no bankruptcy filing; and (c) suppliers and other parties may continue to engage in transactions with Debtors in the ordinary course of business in the same manner and upon the same terms and conditions as they did before the Filing Date.

12. The Code provides Debtors with various protections from their creditors. Specifically, Code § 362(a) provides for an automatic stay of:

a. the commencement or continuation, including the issuance or employment of process, of a judicial, administrative, or other action or proceeding against Debtors that was or could have been commenced before the commencement of the case under this title, or to recover a claim against Debtors that arose before the commencement of a case under this title;

b. the enforcement, against Debtors or against property of the captioned estates, of a judgment obtained before the commencement of the case under this title;

c. any act to obtain possession of property of the estates or to exercise control over property of the estates;

d. any act to create, perfect, or enforce any lien against property of the estates;

e. any act to create, perfect, or enforce any lien against property of Debtors to the extent that such lien secured a claim that arose before the commencement of the case under this title;

f. any act to collect, assess, or recover a claim against Debtors that arose before the commencement of the case under this title;

g. the setoff of any debt owing to Debtors that arose before the commencement of the case under this title against any claim against Debtors; and

h. the commencement or continuation of a proceeding before the United States Tax Court concerning Debtors.

13. Creditors unfamiliar with the automatic stay may attempt to proceed against Debtors' property despite the commencement of the captioned cases. Any such unilateral self-help action could jeopardize Debtors' sale efforts and result in irreparable harm to Debtors' estates and other parties in interest. Although the stay arises by operation of law, Debtors believe that a Court order is necessary and helpful to ensure creditor compliance with the stay. Accordingly, Debtors request that the Court enter an Order, pursuant to Code §§ 105, 362 and 366 to confirm the applicability of the automatic stay.

14. Code § 105(a) provides that the "court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." Therefore, this Court has the power to enter Orders of the kind requested herein. Debtors respectfully submit that such

Orders are appropriate and necessary to preserve Debtors' business, to prevent disruption of Debtors' operation, to provide creditors with notice of the automatic stay and to provide additional protection for their assets.

15. This Court has granted this type of relief because of the important of the automatic stay to preserve operations and avoid disruption of services. *See In re Wire Rope Corporation of America, Incorporated*, Case No. 02-50493 (Bankr. W.D. Mo. 2002); *In re Farmland Industries, Inc.*, Case No. 02-50557 (Bankr. W.D. Mo. 2002); *In re Valley Food Services, LLC*, Case No. 06-50038 (Bankr. W.D. Mo. 2006); and *In re Weld Wheel Industries, Inc.*, Case No. 06-42105 (August 17, 2006).

WHEREFORE, Debtors respectfully request that the Court enter an Order authorizing Debtors to operate their businesses, confirming the applicability of the automatic stay and granting such other and further relief as is just and proper.

Date: September 21, 2008

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