IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
CHI-CHI'S, INC., et al.,[1]	)	Case No. 03-13063 (JLP)
Debtors.	)	(Jointly Administered)
	)	
		Related Docket No. 1567 & 1588

ORDER RE: DEBTOR'S MOTION FOR ORDER AUTHORIZING THE SALE OF TWO PENNSYLVANIA LIQUOR LICENSES

Chi-Chi's, Inc. (the "Debtor") filed its motion ("Motion")[2] for an order authorizing the sale of two Pennsylvania liquor licenses (the "Licenses") pursuant to and as described in the Purchase and Sale Agreements attached to the Motion as Exhibits "A" and "B"; and it appearing that the Court has jurisdiction over this matter; and it appearing that proper and sufficient notice of the Motion was provided under the circumstances and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of the Debtor, creditors of the Debtor, and other parties-in-interest; and based upon the Motion and all supporting documents and affidavits, and based upon the record in this case; and after due deliberation and sufficient cause therefor,

[1] The Debtors consist of the following entities: Chi-Chi's, Inc., CCMR of Catonsville, Inc., CCMR of Cumberland, Inc., CCMR of Frederick, Inc., CCMR of Greenbelt, Inc., CCMR of Harford County, Inc., CCMR of Maryland, Inc., CCMR of Ritchie Highway, Inc., CCMR of Timonium, Inc., Chi-Chi's of West Virginia, Inc., CMM Dissolution, Inc., Koo Koo Roo, Inc., Maintenance Support Group, Inc., Koo Koo Roo Licensing Systems, Inc., The Hamlet Group, Inc., H.H. of Maryland, Inc., and H.H.K. of Virginia, Inc.

[2] Capitalized terms not defined herein shall have the meaning given to them in the Motion.

IT IS HEREBY FOUND AND DETERMINED THAT:

1. Keystone Apple, Inc. and Sydney, Inc. have purchased the Licenses in good faith as that term is used by section 365(m) of the Bankruptcy Code.

2. The form, manner, and extent of the notice of the Motion and the proposed sales are appropriate and adequate under the circumstances.

3. No objections to the Motion or the sales of the Licenses have been filed with the Court. Thus a hearing on this matter is not required.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is granted.

2. The sale of the Licenses to Keystone Apple, Inc. and Sydney, Inc. are approved and shall proceed as dictated by the Purchase and Sale Agreements attached as Exhibits "A" and "B" to the Motion, free and clear of all liens, claims and interests.

3. All funds received from Keystone Apple, Inc. and Sydney, Inc. in connection with the sales of the Licenses shall be held in two separate segregated bank accounts subject to all validly existing encumbrances and interests in the respective Licenses, which shall be deemed transferred to the proceeds, pending a further order of this Court.

4. The provisions of Fed. R. Bankr. P. 6004(g) and 6006(d) staying the effectiveness of this Order for 10 days are hereby waived, and this Order shall be effective immediately upon entry.

5. The Court shall retain jurisdiction over any matter or dispute arising from or relating to the implementation of this Order.

Dated: April 6, 2005

Honorable John L. Peterson
United States Bankruptcy Judge