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 (CGC)
	)	(Jointly Administered)
Debtors.	)	**Related Docket Nos. 883 and 926**

STIPULATION BETWEEN THE DEBTORS AND SIMON PROPERTY GROUP, L.P. REGARDING DEBTORS' MOTION FOR ORDER: (A) APPROVING SALE PROCEDURES IN CONNECTION WITH THE PROPOSED SALE OF THE RIGHT TO DIRECT AND DESIGNATE ASSIGNMENTS OF THE DEBTORS' LEASES AND SALES OF THE DEBTORS' REAL PROPERTY; (B) SCHEDULING AN AUCTION AND HEARING TO CONSIDER APPROVAL OF THE SALE; (C) APPROVING NOTICE OF AUCTION AND HEARING ON APPROVAL OF SALE; (D) PROSPECTIVELY APPROVING CERTAIN PROVISIONS OF SALE ORDER INCLUDING PROVISIONS WHICH (1) INVALIDATE THOSE LEASE TERMS THAT IMPAIR THE DEBTORS' ABILITY TO ASSIGN LEASES AND (2) EXTEND THE TIME TO ASSUME OR REJECT LEASES; AND (E) GRANTING RELATED RELIEF

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., several of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") and Simon Property Group, L.P. (the "Landlord") hereby stipulate (the "Stipulation") as follows:

[1] The related 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.

WHEREAS the Debtors and the Landlord entered into a lease (the "Lease") regarding the premises (CCI0048), which is located at 867 U.S. 31 North, Greenwood, IN (the "Premises").

WHEREAS on June 24, 2004, the Debtors filed the Motion for Order: (A) Approving Sale Procedures in Connection with the Proposed Sale of the Right to Direct and Designate Assignments of the Debtors' Leases and Sales of the Debtors' Real Property; (B) Scheduling an Auction and Hearing to Consider Approval of the Sale; (C) Approving Notice of Auction and Hearing on Approval of Sale; (D) Prospectively Approving Certain Provisions of Sale Order Including Provisions Which (1) Invalidate Those Lease Terms that Impair the Debtors' Ability to Assign Leases and (2) Extend the Time to Assume or Reject Leases; and (E) Granting Related Relief (Docket No. 883) (the "Motion").[2]

WHEREAS on July 7, 2004, the Landlord filed the Limited Objection of Simon Property Group, L.P. to the Motion (Docket No. 926) (the "Objection").

NOW THEREFORE, in consideration of the foregoing, and subject to the approval of the Court, it is hereby STIPULATED AND AGREED BY AND BETWEEN THE DEBTORS AND LANDLORD as follows:

1. The Purchaser's Designation Rights for the Lease shall expire (unless extended by further agreement of the parties) on December 31, 2004.

2. The Premises shall re-open (to the extent closed) on or before March 31, 2005 (unless extended by further agreement of the parties).

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[2] All capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

3. If the Lease has not been Designated to a purchaser of the Designation Rights to this Lease on or before December 31, 2004 and/or the Premises has not reopened on or before March 31, 2005, the Lease shall be deemed rejected and possession immediately returned to the Landlord, provided however, in the event Landlord objects to the Designation, the time periods hereunder shall be tolled until such time as said objection is resolved. Upon rejection the personal property and the liquor license associated with this Premises shall be retained by the Debtors.

4. All issues and defenses related to the Anti-Assignment Provisions, including but not limited to all Landlord's right pursuant to section 365 of the United States Bankruptcy Code, including cure amount, and including the use provisions, signage, or alterations to the Premises, shall be deferred until such time as a Designation is made by the Purchaser. The Landlord shall have ten (10) days after the Designation to object to the assignment of the Premises as it relates to the Anti-Assignment Provisions and other basis set forth in the Designation Order.

5. The Landlord hereby withdraws the Objection.

[Remainder of page intentionally left blank]

Notwithstanding anything herein to the contrary, the provisions of any Order entered on the Motion (the "Order") shall apply to the extent that the Order does not conflict with the terms of the Stipulation.

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SO ORDERED this 21 day of July, 2004.

Honorable Charles G. Case, II
United States Bankruptcy Judge