EXHIBIT A

So Ordered.

BA Lorch

OCT 25 2004

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

In re:	)	Chapter 11
	)	
Kiel Bros. Oil Company, Inc., and	)	Case No. 04-11121-BHL-11
KP Oil, Inc.	)	Case No. 04-11167-FJO-11
	)	
Debtors.	)	Jointly Administered under
	)	Case No. 04-11121-BHL-111

ORDER GRANTING DEBTORS' THIRD MOTION TO REJECT
CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY
ON LIMITED AND SHORTENED NOTICE

This matter is before the Court on the Debtors' Third Motion To Reject Certain Unexpired Leases of Nonresidential Real Property On Limited And Shortened Notice (the "Motion") filed by Kiel Bros. Oil Company, Inc. ("Kiel Bros.") and KP Oil, Inc. ("KP Oil"), the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") on October 15, 2004. In the Motion, Debtors seek entry of an order authorizing Kiel Bros. to reject each of the Leases2 effective as of the date Kiel Bros. surrenders possession of the Leased Premises to the Lessors via written notice and the return of unrestricted entry rights, which shall be effective as of the date the Debtors tender delivery of the written notice.

The Court, having reviewed the Motion, objections to the Motion (the "Objections") filed or expressed at the hearing on the Motion held on October 25, 2004 (the "Hearing"), and considering the argument of counsel and others at the Hearing, and considering the representation of Debtors that in order to address concerns of public health and safety, the Debtors have or will with respect to Underground Storage Tanks ("USTs") at the sites of rejected leases: (a) remove the petroleum products from the USTs; (b) lock and secure the USTs to prevent the use of the USTs; (c) file the UST closure notification documents with the State environmental agency; and (d) if the Debtors do not own USTs at a site, notify the landlord (a "Landlord") of the closure of the USTs and notify the State environmental agency that the Debtors are no longer the operator of the USTs (the "Tank Closure Procedures"), and being otherwise duly advised, now resolves the Objections and GRANTS the Motion, it appearing to the Court that it has been made for good cause. Accordingly,

IT IS HEREBY ORDERED:

A. Debtors are authorized , pursuant to 11 U.S.C. § 365 to reject the Leases;

C. The Landlord shall have the right to show, lease, and sell the Premises during the Removal Period provided that the Landlord may not sell or lease Debtor owned inventory or personal property as part of a new lease without the written consent of Debtors;

D. The Debtors are authorized to dispose of any Debtor-owned personal property or inventory at the Premises through removal, sale, or otherwise to the Landlord or any other party upon as much prior written notice as is practical under the circumstances and given the nature of the property (but in no event shall such prior written notice be less than three (3) business days unless the property is perishable), to the Landlord or any party holding a security interest in such personal property or inventory, which notice shall set forth the proposed method of disposal;

E. This Order is conditioned upon the Debtors' representation that it has complied or will comply with the Tank Closure Procedures, and Debtors shall provide to any Landlord, upon request, evidence of Debtors' notification to the applicable authority of closure, temporary or otherwise, of USTs at the Premises;

F. Subject to the establishment of the Effective Date, and any Landlord waiver of claim or agreement of Landlord to indemnify Debtors contained in any agreements executed in connection with the lease rejection and termination, nothing herein shall affect, impair or prejudice the rights of Debtors and Debtors' estates and other parties to the rejected or terminated leases with respect to any and all claims or causes of action regarding the rejected or terminated leases and underlying transactions related to the leases.

G. Nothing in this Order affects the Debtors' right or ability to enter into agreements with Landlord prior to or after rejection of a Lease with respect to environmental matters, including without limitation agreements for the assignment of Debtors' rights under state UST funds applicable to the closure and/or removal of USTs and any subsequent remediation.

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Distribution:

Core Group
2002 List
Affected Lessors identified in the Motion

1 On June 15, 2004, the Court entered an Order Granting Motion for Joint Administration of Kiel Bros. Oil Company, Inc. ("Kiel Bros.") (Case No. 04-92128-BHL-11) and KP Oil, Inc. ("KP") (Case No. 04-92129-BHL-11) under Case No. 04-92128-BHL-11. The Kiel Bros. and KP bankruptcy cases (the "Cases") were filed in the New Albany Division of the United States Bankruptcy Court for the Southern District of Indiana. On June 17, 2004, by order of the Court, the Cases were transferred to the Indianapolis Division. Kiel Bros. has been assigned a new case number of 04-11121-BHL-11 and KP has been assigned a new case number of 04-11167-FJO-11 and the Cases are jointly administered under 04-11121-BHL-11.

2 Capitalized terms used herein and not defined shall have the same meaning ascribed to them as in the Motion.