UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

IN RE:	:	CHAPTER 11
PIKE NURSERY HOLDING, LLC,	:	CASE NO. 07-79129-MGD
Debtor.	:	

CONDITIONAL OBJECTION TO DEBTOR'S MOTION FOR AUTHORITY TO SELL ASSETS FREE AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES PURSUANT TO 11 U.S.C. SECTIONS 105(a) AND 363(b), (f), AND (m)

COME NOW Administrative Creditors Pennington Seed, Inc., North Georgia Turf, Inc., Flowerwood Nursery, Inc., and I.M. Flowers, Inc. (collectively, the "Claimants"), and hereby conditionally object to the MOTION FOR AUTHORITY TO SELL ASSETS FREE AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES PURSUANT TO 11 U.S.C. SECTIONS 105(a) AND 363(b), (f), AND (m) (the "Sale Motion") filed by the Debtor, and respectfully show as follows:

1. On November 14, 2007 (the "Petition Date"), Pike Nursery Holding, LLC (the "Debtor") filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

2. The Claimants are each holders of administrative claims under 11 U.S.C. section 503(b)(9) and such claims are pending with this Court, some of which are set for continued hearing on Friday, February 29, 2008.

3. Debtor filed the Sale Motion on February 1, 2008. Through the Sale Motion, the Debtor seeks authority to, *inter alia*, sell and assign to a

purchaser assets of the Debtor, and for the sale to be free and clear of liens, claims, interests and encumbrances, with these to attach to the net proceeds generated from the sale of the assets. (Sale Motion, p. 6.)

4. The auction of Debtor's assets concluded late in the evening of February 26, 2008 and Claimants have since learned that the bid to be presented for approval at the sale hearing set for February 28, 2008 reflects a purchase price which will be sufficient to satisfy only a portion of the Debtor's secured claims and no other creditors in this case, including Claimants.

5. This Chapter 11 case, the Sale Motion, and the contemplated going concern and liquidation sales have been and continue to be for the primary if not exclusive benefit of Debtor's pre-petition lenders. Accordingly, in the event that proceeds of the sale are otherwise sufficient to satisfy only claims of secured creditors, the Debtor's pre-petition lenders must be required to satisfy the administrative claims associated with this case as a condition to any approval of the sale.

6. Grounds for assessment of Debtor's secured creditors for administrative expenses of this Estate include, *inter alia*, the post-petition encumbrance of previously unencumbered valuable real property of Debtor in Charlotte, N.C. such that post-petition financing would be made available to Debtor. Such post-petition financing served to benefit only secured creditors with interests in Debtor's personal property assets in that sale of Debtor's business as a going concern greatly enhanced the value of such personal property collateral.

Upon information and belief, the high bidder at the February 26, 2008 auction allocated $2 million to the Charlotte, N.C. real property.

7. The inventory supplied by Claimants to Debtor within twenty (20) days of the Petition Date, for which they are entitled to administrative claims pursuant to 11 U.S.C. section 503(b)(9), undoubtedly contributed to Debtor's ability to continue to operate post-petition, thus enhancing the price which could be obtained for Debtor's assets as a going concern.

Wherefore, based on the foregoing, Claimants:

(a) object to approval of the sale unless the conditions set forth above are satisfied;

(b) reserve the right to assert other and further objections at the time of any hearing regarding the Sale Motion; and

(c) seek such further relief as this Court deems just and proper.

This 27th day of February 2008.

COHEN POLLOCK MERLIN & SMALL, PC
Attorneys for Pennington Seed, Inc., North Georgia Turf, Inc., Flowerwood Nursery, Inc. and I.M. Flowers, Inc.

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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing has been served upon the following by U.S. Mail, properly addressed and postage prepaid, on this 27th day of February 2008.

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