

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

IN RE:

PIKE NURSERY HOLDING LLC,

Debtor.

CHAPTER 7

Case No. 07-79129-mgd

**REQUEST OF ARMSTRONG GARDEN CENTERS, INC. AND PIKE NURSERIES
ACQUISITION, LLC FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE**

1. On November 14, 2007 (the “Petition Date”), Pike Nursery Holding LLC (the “Debtor”) commenced the above-captioned case by filing a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code.
2. On February 1, 2008, the Debtor filed a motion to sell its assets and establish bidding procedures for such a sale. On February 8, 2008, the Court entered an Order granting the Debtor’s motion and establishing bidding procedures for the sale (the “Procedures Order”).
3. Pursuant to the Procedures Order, an auction sale (the “Auction Sale”) was conducted by the Debtor on February 26, 2008. At the Auction Sale, Armstrong Garden Centers, Inc. (“Armstrong”) appeared and confirmed a bid submitted previously for the purchase of certain assets of the Debtor (the “Purchased Assets”) and certain of the Debtor’s Executory Contracts (the “Assigned Contracts”), pursuant to a proposed agreement between the Debtor and Armstrong. The offer made by Armstrong at the auction was the highest and best offer for the Purchased Assets and the Assigned Contracts.
4. The Debtor moved the Court to enter an order to (1) Approve Sale to Armstrong Garden Centers, Inc. of Certain of the Debtor’s Assets Free and Clear of Liens, Claims, Encumbrances,

and Other Interests; (2) Authorize Assumption and Assignment of Executory Contracts and Unexpired Leases; (3) Establish Cure Amounts Therefor; and (4) Approve Other Related Relief (the “Motion for Sale”).

5. After a hearing on the Motion for Sale was held, and all objections were heard, the Court entered an Order approving the sale to Armstrong, authorizing the assumption and assignment of executory contracts and unexpired leases, establishing cure amounts, and approving other related relief on March 3, 2008 (the “Sale Order”). The Sale Order approved the sale pursuant to the terms set forth in the Asset Purchase Agreement with Armstrong, which was filed with the Court on February 29, 2008 (the “Asset Purchase Agreement”).

6. Under the Asset Purchase Agreement, the Debtor, among other things, sold to Armstrong certain equipment and vehicles which were attached as Exhibits B-1 and B-3 to the Asset Purchase Agreement. In addition, Armstrong assumed certain leases under the Asset Purchase Agreement.

7. On or about March 3, 2008 Armstrong assigned its rights under the Asset Purchase Agreement to Pike Nurseries Acquisition, LLC (“Pike Acquisition”).

8. Armstrong and Pike Acquisition are currently investigating claims arising out of the Asset Purchase Agreement and Sale Order for breach of contract and fraud. Although the investigation continues, as a precautionary measure, Armstrong and Pike Acquisition are filing this Request for Allowance of Administrative Expense in an amount to be determined after Armstrong and Pike Acquisition are able to complete their investigation into the claims. Armstrong and Pike Acquisition reserve the right to file an amendment or supplement to this Request for Allowance of Administrative Expense.

9. Armstrong and Pike Acquisition reserve all of their rights and remedies in regard to any and all claims arising out of the Asset Purchase Agreement and Sale Order, including, without limitation, the right to file a contested matter or adversary proceeding.

WHEREFORE, Armstrong and Pike Acquisition respectfully request that this Court enter an Order (A) allowing Armstrong and Pike Acquisition an administrative expense claim in an amount to be determined; and (B) granting Armstrong and Pike Acquisition such other and further relief as this Court deems just and appropriate.

This 10th day of June, 2008.

/s/ S. Elizabeth Hall

S. Elizabeth Hall

Georgia Bar No. 141718

MCKENNA LONG & ALDRIDGE LLP
303 Peachtree Street, Suite 5300
Atlanta, Georgia 30308
(404) 527-4000
(404) 527-4198 (facsimile)

Attorney for Armstrong Garden Centers,
Inc. and Pike Nurseries Acquisition, LLC

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing Request Of Armstrong Garden Centers, Inc. and Pike Nurseries Acquisition, LLC For Allowance Of Administrative Expense via the ECF System (as indicated) or by causing true and correct copies of same to be deposited in the United States Mail, first-class postage prepaid, addressed to the parties listed on the Service List attached hereto as Exhibit "A".

This 10th day of June, 2008.

/s/ S. Elizabeth Hall

S. Elizabeth Hall
Georgia Bar No. 141718

MCKENNA LONG & ALDRIDGE LLP
303 Peachtree Street, Suite 5300
Atlanta, Georgia 30308
(404) 527-4000
(404) 527-4198 (facsimile)

Attorney for Armstrong Garden Centers,
Inc. and Pike Nurseries Acquisition ,LLC

EXHIBIT "A"

SERVICE LIST

Leroy Culton, Esq. - via ECF
U.S. Trustee
362 Richard Russell Building
75 Spring Street, S.W.
Atlanta, Georgia 30303
E-Mail: leroy.culton@usdoj.gov

Marcus A. Watson
Finley, Colmer and Company
3091 Governors Lake Drive
Suite 450
Norcross, Georgia 30071

John A. Christy, Esq. - via ECF
Carole Thompson Hord, Esq. - via ECF
Schreeder, Wheeler & Flint, LLP
1100 Peachtree Street, Suite 800
Atlanta, Georgia 30309
E-Mail: jchristy@swflfp.com
E-Mail: chord@swflfp.com

J. Robert Williamson - via ECF
Scroggins & Williamson
1500 Candler Building
127 Peachtree Street, N.E.
Atlanta, Georgia 30303
E-Mail: rwilliamson@swlawfirm.com

William A. DuPre IV - via ECF
Paul M. Alexander- via ECF
Miller & Martin PLLC
1170 Peachtree Street, N.E.
Suite 800
Atlanta, Georgia 30309-7649
E-mail: bdupre@millerrmartin.com
E-mail: palexander@millmartin.com

Karen Fagin White - via ECF
Cohen Pollock Merlin & Small
3350 Riverwood Parkway
Atlanta, Georgia 30339
E-Mail: kfwhite@cpmas.com

Scott B. Riddle, Esq. - via ECF
Suite 2250, Resurgens Plaza
945 East Paces Ferry Road
Atlanta, Georgia 30326
E-Mail: sbriddle@mindspring.com

Ron C. Bingham, II, Esq. - via ECF
Thompson, O'Brien, Kemp & Nasuti, P.C.
40 Technology Parkway South
Suite 300
Norcross, Georgia 30092
E-Mail: rbingham@tokn.com

John C. Pennington - via ECF
Post Office Box 275
Helen, Georgia 30545
E-Mail: jcppc@alltel.net

Priscilla H. Douglas, Esq.
Corporate Counsel
California First Learning Corporation
18201 Van Karman Avenue
Suite 800
Irvine, California 92612

Christopher D. Buchanan
James R. Langdon - via ECF
Moore & Van Allen
100 North Tryon Street
Suite 4700
Charlotte, North Carolina 28202
E-Mail: jmlangdon@mvalaw.com

Jonathan S. Shenson
Klee, Tuchin, Bogdanoff & Stern, LLP
1999 Avenue of the Stars
39th Floor
Los Angeles, California 90067- 5061

Bruce Z. Walker - via ECF
Cohen Pollock Merlin & Small
3350 Riverwood Parkway
Suite 1600
Atlanta, Georgia 30339
E-Mail: bwalker@cpmas.com
E-Mail: mnewsome@cpmas.com

Sarah R. Borders - via ECF
Robert K. Ozols
King & Spalding LLP
1180 Peachtree Street, N.E.
Atlanta, Georgia 30309
E-Mail: sborders@kslaw.com

Michael W. Bishop, Esq. - via ECF
Looper Reed & McGraw, P.C.
1601 Elm Street, Suite 4100
Dallas, Texas 75201
E-Mail: mbishop@lrmlaw.com

Robert M.D. Mercer via ECF
Gwendolyn J. Godfrey - via ECF
Powell Goldstein, L.L.P.
Fourteenth Floor
One Atlantic Center
1201 West Peachtree Street, N.W.
Atlanta, Georgia 30309-3488
E-Mail: rmerc@pogolaw.com
E-Mail: ggodfrey@pogolaw.com

Jeffrey N. Pomerantz - via ECF
Jeffrey W. Dulberg - via ECF
Pachulski Stang Ziehl & Jones LLP
Eleventh Floor
10100 Santa Monica Boulevard
Los Angeles, California 90067- 4100
E-Mail: jpomerantz@pszjlaw.com
E-Mail: jdulberg@pszjlaw.com

Michael B. Hastings
Brandy M. Rapp
LcClairRyan
1800 Wachovia Tower
Drawer 1200
Roanoke, Virginia 24006

J. Hayden Kepner, Jr., Esq. - via ECF
Arnall Golden Gregory LLP
171 17th Street, S.W., Suite 2100
Atlanta, Georgia 30363
E-Mail: hkepner@agg.com

Paul H. Rosenblatt, Esq. - via ECF
Kilpatrick Stockton LLP
1100 Peachtree Street, N.E.
Suite 2800
Atlanta, Georgia 30309-4530
E-Mail: prosenblatt@kilpatrickstockton.com

Samuel D. Hicks
Hicks, Casey & Foster, P.C.
136 North Fairground Street
Suite 100
Marietta, Georgia 30060

William H. Short, Jr., Esq.
Haynsworth Sinkler Boyd, P.A.
Post Office Box 11889
Columbia, South Carolina 29211

American Express Bank FSB - via ECF
c/o Becket and Lee LLP
Post Office Box 3001
Malvern, Pennsylvania 19355-0701
E-Mail: notices@becket-lee.com

Samuel R. Arden, Esq. - via ECF
Hartman, Simons, Spielman & Wood LLP
6400 Powers Ferry Road, N.W.
Suite 400
Atlanta, Georgia 30339
E-Mail: sarden@hssw.com

American Express Travel/Related
Svcs Co - via ECF
c/o Becket and Lee LLP
Post Office Box 3001
Malvern, Pennsylvania 19355-0701
E-Mail: notices@becket-lee.com

Michael D. Payne, Esq. - via ECF
Lisa Ritchey Craig, Esq. - via ECF
McCullough, Payne & Haan, LLC
171 17th Street, N.W.
Atlanta, Georgia 30363
E-Mail: mpayne@mphlawfirm.com
E-Mail: lcraig@mphlawfirm.com

Recovery Management Systems Corp.
Attn: Ramesh Singh
25 S.E. 2nd Avenue, Suite 1120
Miami, Florida 33131-1605

David H. Conaway, Esq.
Shumaker, Loop & Kendrick, LLP
128 South Tryon Street, Suite 1800
Charlotte, North Carolina 28202

Jody Charles Campbell - via ECF
Webb, Tanner, Powell, Mertz & Wilson LLP
Post Office Box 1390
Lawrenceville, Georgia 30046-1390
E-Mail: jcampbell@wtpllp.com

Mark A. Baker - via ECF
Morris Schneider Prior Johnson & Freedman
1587 Northeast Expressway
Atlanta, Georgia 30329
E-Mail: M_Baker@Prommis.com

J. Dewayne Bunch, Esq.
McCoin, McCoin and Bunch
443 Worth Street, N.W.
Cleveland, Tennessee 37311

James C. Joedecke, Jr., Esq.
Ryan D. Worsley, Esq.
Andersen, Tate & Carr, P.C.
1505 Lakes Parkway, Suite 100
Lawrenceville, Georgia 30045
E-Mail: gconroy@atclawfirm.com

Charles M. Gisler, Esq.
165 North Main Street
Jonesboro, Georgia 30236-3568

Monrovia Nursery Company
Attn: Tyler Page
18331 East Foothill Boulevard
Azusa, California 91702

Thomas R. Walker, Esq. - via ECF
McGuire Woods LLP
The Proscenium
1170 Peachtree Street, N.E.
Atlanta, Georgia 30309
E-Mail: trwalker@mcguirewoods.com

Internal Revenue Service
Centralized Insolvency Operation
Post Office Box 21126
Philadelphia, Pennsylvania 19114

David W. Cranshaw - via ECF
Morris, Manning & Martin, LLP
1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, Georgia 30326
E-Mail: dhp@mmmlaw.com

Internal Revenue Service
Insolvency
Attn: District Director
Room 400 - Stop 334D
401 West Peachtree Street, N.W.
Atlanta, Georgia 30308

Michael F. Holbein, Esq. - via ECF
Arnall Golden Gregory LLP
171 17th Street, N.W.,
Suite 2100
Atlanta, Georgia 30363-1031
E-Mail: Michael.holbein@agg.com

Commissioner
Georgia Department of Labor
Sussex Place - Room 600
148 International Boulevard, N.E.
Atlanta, Georgia 30303

S. Elizabeth Hall, Esq. - via ECF
McKenna Long & Aldridge LLP
303 Peachtree Street, Suite 5300
Atlanta, Georgia 30308
E-Mail: ehall@mckennalong.com

United States Attorney General
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Vivieon B. Kelley, Esq. - via ECF
Troutman Sanders LLP
5200 Bank of America Plaza
600 Peachtree Street, N.E.
Atlanta, Georgia 30308-2216
E-Mail: vivieon.kelley@troutmansanders.com

U.S. Attorney
Civil Process Clerk
1800 Richard B. Russell Building
75 Spring Street, S.W.
Atlanta, Georgia 30303

J. Scott Jacobson, Esq.,
Melissa J. Perignat, Esq. - via ECF
Holt Ney Zatcoff & Wasserman, LLP
100 Galleria Parkway, Suite 600
Atlanta, Georgia 30339
E-Mail: mperignat@hnzw.com

Secretary of Labor
U.S. Department of Labor
Frances Perkins Building
200 Constitution Avenue, N.W.
Washington, D.C. 20210

William Rountree, Esq. - via ECF
Macey, Wilensky & Kessler, LLP
600 Marquis Two Tower
285 Peachtree Center Avenue, N.E.
Atlanta, Georgia 30303
E-Mail: wrountree@MaceyWilensky.com

Federal Trade Commission
Southeast Region
Attn: Bradley Elbein, Director
Suite 1500
225 Peachtree Street, N.E.
Atlanta, Georgia 30303

Ronald S. Gellert, Esq. - via ECF
Eckert Seamans Cherin & Mellott, LLC
Two Liberty Place
50 South 16th Street, 22nd Floor
Philadelphia, Pennsylvania 19102
E-Mail: rgellert@eckertseamens.com