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Our File Number 38496-00001

February 9, 2001

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300003748143--6  
-02/23/01--01003--004  
\*\*\*\*192.50 \*\*\*\*105.00

Re: **Withdrawal of Foreign Authority for Boston Chicken, Inc., and BC  
Real Estate Investments, Inc. and R&A Foodservices, L.P.**

Dear Sir or Madam:

Lewis and Roca LLP represents Gerald K. Smith, Esq., the Plan Trustee of the confirmed Plan of Reorganization of the Boston Chicken entities authorized to do business in the State of Florida and listed on Attachment A (United States Bankruptcy Court for the District of Arizona, Case No. B98-12547-ECF-CGC through 98-12570-ECF-CGC, jointly administered) (collectively, the "BCI Entities").

The State of Florida was sent the **NOTICE OF COMMENCEMENT OF CASE**, dated October 13, 1998 whereby notice was given of the commencement of the bankruptcy proceeding. Among other notices mailed in the bankruptcy proceeding, you were also sent the **THIRD AMENDED PLAN** (the "Bankruptcy Plan"), which was filed with the Court on May 3, 2000, confirmed on May 15, 2000 by the **ORDER CONFIRMING DEBTOR'S THIRD AMENDED PLAN** (the "Confirmation Order"), and was made effective on May 26, 2000.

The Bankruptcy Plan provides that the BCI Entities "shall not continue to exist...as separate legal entities" and are therefore dissolved after the effective date of the Plan; that "the Confirmation Order effectuates such dissolution;" and that "dissolution of [the BCI Entities is] final on the effective date." (See Section IV, paragraph G of the Bankruptcy Plan). Accordingly, Certificates of Dissolution have been filed with the Delaware Secretary of State.

Pursuant to the Bankruptcy Plan and in an effort to comply with Florida law, enclosed please find the two APPLICATIONS BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA for **Boston Chicken, Inc.**, and **BC Real Estate Investments, Inc.** and a CERTIFICATE OF CANCELLATION for R&A Foodservices, L.P. in order to withdraw authority for these BCI Entities to transact business within the State of Florida.

B96-382 CR

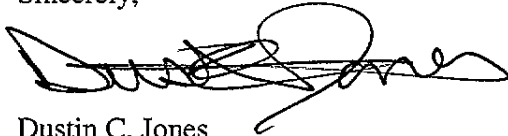
FF 52.50  
CC 52.50

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LAWYERS

I have also enclosed the requisite \$192.50 filing fee for the BCI Entities. Please file these certificates and confirm to me that all steps have been taken to put into effect the withdrawal so that the records of the State of Florida reflect such withdrawal. Please confirm.

Your assistance and prompt attention to these matters is greatly appreciated.

Sincerely,



Dustin C. Jones

DCJ/mio  
Enclosures

cc: Gerald K. Smith, Esq.  
Scott DeWald, Esq.

FILED  
01 FEB 22 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399-0001



**ATTACHMENT A**  
**BOSTON CHICKEN ENTITIES**  
**AUTHORIZED TO DO BUSINESS**  
**IN THE**  
**STATE OF FLORIDA**

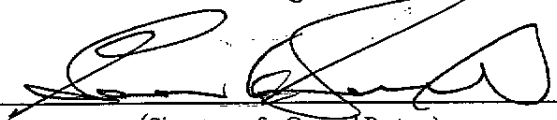
Boston Chicken, Inc.  
BC Real Estate Investments, Inc.  
R&A Foodservices, L.P.

FILED  
01 FEB 22 PM 5:00  
SECRETARY OF STATE  
OF FLORIDA

**CERTIFICATE OF CANCELLATION  
FOR**

R&A Foodservice, L.P.  
(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.174, Florida Statutes, this foreign limited partnership hereby submits this certificate of cancellation in order to cancel its registration with the Florida Department of State.

  
(Signature of a General Partner)

Gerald K. Smith, Plan Trustee  
(Typed or Printed name of General Partner Signing Above)

STATE OF ARIZONA

COUNTY OF MARICOPA

On this 13 day of FEBRUARY, 2001, GERALD K. SMITH  
personally appeared before me,

- ☐ who is personally known to me  
☐ whose identity I proved on the basis of \_\_\_\_\_

Marie H. Mancino  
Notary Public Signature

MARIE H. MANCINO  
Notary's Printed Name

Seal

My Commission Expires: \_\_\_\_\_



## CERTIFICATE OF PLAN TRUSTEE

I, Gerald K. Smith, Plan Trustee of the **DEBTOR'S THIRD AMENDED PLAN FILED MAY 3, 2000** ("Plan"), hereby certify that provision for the filing of this instrument is contained in the Plan, which was confirmed on May 15, 2000 by the **ORDER CONFIRMING DEBTOR'S THIRD AMENDED PLAN FILED MAY 3, 2000** by the United States Bankruptcy Court for the District of Arizona, which court has jurisdiction over this proceeding under 28 USC §§ 157 and 1334, General Order No. 126 issued on June 28, 1984, and Amended General Order adopted August 28, 1984 (amended May 20, 1985) of the United States District Court for the District of Arizona for the reorganization of the corporation.



Gerald K. Smith, Plan Trustee

FILED  
01 FEB 22 PM 5:00  
SECRETARY OF STATE  
TULSA, OKLAHOMA