

**LEWIS
AND
ROCA**
LLP
LAWYERS

Phoenix Office
40 North Central Avenue
Phoenix, Arizona 85004-4429
Facsimile (602) 262-5747
Telephone (602) 262-5311

Tucson Office
One South Church Avenue
Suite 700
Tucson, Arizona 85701-1611
Facsimile (520) 622-3088
Telephone (520) 622-2090

Las Vegas Office
3960 Howard Hughes Parkway
5th Floor
Las Vegas, Nevada 89109
Facsimile (702) 990-3571
Telephone (702) 990-3570

Dustin Jones
Direct Dial: (602) 262-0207
Direct Fax: (602) 734-3940
Internet: DJones@lrlaw.com
Admitted in Arizona

FILED
01 FEB 22 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F92000000718

Our File Number 38496-00001

February 9, 2001

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

9000003748149--7
-02/23/01--01003--004
****192.50 *****43.75

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.

Withdr

FF #35
Cert 8.75

7 LEWIS FEB 26 2001

1096488.13



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,

A handwritten signature in black ink, appearing to read "Dustin C. Jones", written over a horizontal line.

Dustin C. Jones

DCJ/mio
Enclosures

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



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.

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

BC Real Estate Investments, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Lewis and Roca, LLP

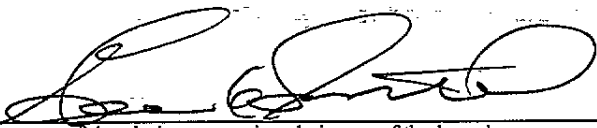
(Mailing Address)

40 North Central Avenue
Phoenix, AZ 85004-4429

(City/ State /Zip)

Attn: Gerald K. Smith
Plan Trustee

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature of the chairman or vice chairman of the board,
president, or any officer.


Title

Gerald K. Smith, Plan Trustee

Typed or printed name

Date

2/13/01

FILED
FEB 22 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

A handwritten signature in black ink, appearing to read 'Gerald K. Smith', is written over a horizontal line.

Gerald K. Smith, Plan Trustee