

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION

In Re: ) In Proceedings Under Chapter 11  
) Hon. Kathy A. Surratt-States  
)  
JUMP OIL COMPANY, INC., ) Case No. 13-41130-659  
) #92 4/22  
Debtor. )  
)

**ORDER APPROVING BIDDING PROCEDURES WITH RESPECT TO SALE OF  
SUBSTANTIALLY ALL THE ASSETS OF DEBTOR AND APPROVING THE FORM  
AND MANNER OF NOTICE OF SALE**

This matter having come before the Court on April 22, 2013 pursuant to Debtor's *Motion for Order Approving Bidding Procedures With Respect to Substantially All the Assets of Debtor* (the "Motion") filed by Debtor Jump Oil Company, Inc. ("Debtor"). The Motion seeks approval, among other things, of the sale of substantially all of Debtor's assets pursuant to the *Notice of Terms and Conditions of Proposed Auction Sale of Gasoline Stations and Related Assets (Jump Oil Company, Inc.)*, (the "Bid Procedures", a copy of which is attached hereto and incorporated herein as **Exhibit A**). Upon due consideration of the record as a whole, the argument of the parties, due and proper notice having been given, and for good cause shown:

**IT IS THEREFORE AND HEREBY ORDERED** that the Motion is GRANTED and the Bid Procedures, as set forth in **Exhibit A**, are approved and Debtor is authorized and directed to conduct the sale of its assets in accordance with the Bid Procedures and this Order.

**IT IS FURTHER ORDERED** that as to each of Debtor's retail outlets and/or gas stations currently operated under the Shell brand, by the Closing Deadline, a buyer must either (i) enter into a Wholesale Marketing Agreement ("WMA") with Shell that authorizes the buyer to supply such Shell-branded retail outlet, (ii) enter into a fuel supply agreement with a Shell-branded wholesaler that is authorized by Shell to supply such location with Shell-branded

Products, or (iii) debrand the retail outlet within forty-eight hours after the Closing in a manner consistent with **Exhibit B** attached hereto. Any such store that is not subject to a new Shell WMA shall cease operations until it is debranded. Prospective buyers of such retail outlets may contact Mr. Bill Fisher at [bill.fisher@shell.com](mailto:bill.fisher@shell.com) for information on becoming a Shell-branded wholesaler. The Debtor expressly excludes that certain Wholesale Marketer Agreement by and between the Debtor and Shell Oil Products US dated February 1, 2011, from the proposed sale, does not seek to assume or assign such agreement, and Shell is not under any obligation to enter into a new WMA with any prospective buyer.

**IT IS FURTHER ORDERED** that as to each retail outlet currently operated under the Phillips 66 and Conoco brands, by the Closing Deadline, a buyer must either (i) enter into a Branded Marketing Agreement (“BMA”) with Phillips 66 Company (“Phillips 66”) that authorizes the buyer to supply such Phillips 66 branded retail outlet, (ii) enter into a fuel supply agreement with a Phillips 66 branded marketer that is authorized by Phillips 66 to supply such location with Phillips 66 branded Products, or (iii) debrand the retail outlet within forty-eight hours after the Closing in a manner consistent with Phillips 66 debrand requirements. Any store that was operated as a Phillips 66 branded store prior to Closing but which is not subject to a new Phillips 66 BMA within forty-eight hours after the Closing and which has not been debranded, shall not continue to sell gasoline until it is debranded but may otherwise continue to operate. Prospective buyers of such retail outlets may contact Mr. Greg Still at [R.G.Still@p66.com](mailto:R.G.Still@p66.com) for information on becoming a Phillips 66 branded marketer by the Closing Deadline.

**IT IS FURTHER ORDERED** that said sale of the Property shall be free and clear of all liens, claims, and encumbrances pursuant to 11 U.S.C. §363 with all liens, claims, and encumbrances to attach to the proceeds of the sale. The sale shall be “where is” and “as is” condition and all faults and without any warranty as to title or condition from Debtor.

**IT IS FURTHER ORDERED** that the Court shall hold a final hearing (the “Sale Hearing”) to approve the sale(s) of Debtor’s assets contemplated in Debtor’s *Motion for Entry of an Order Pursuant to Sections 105(a), 363, 365 and 1146(c) of the Bankruptcy Code Authorizing Sale of Substantially All Assets of Debtor Free and Clear of Liens, Leases, Claims and Encumbrances, Subject to Higher and Better Offers* (the “Sale Motion”) and the Bid Procedures on June 24, 2013 at 11:00 A.M. in Courtroom 7 North, Thomas F. Eagleton Federal Courthouse, 111 S. Tenth Street, St. Louis, Missouri 63102.


**IT IS FURTHER ORDERED** that any Bidders (as defined in the Bid Procedures) shall comply in all respects with the Bid Procedures.

**IT IS FURTHER ORDERED** that all parties interested in bidding must submit their bids no later than **May 17, 2013 at 5:00 P.M.** (Prevailing Central Time) (the “Bid Deadline”) in accordance with the procedures set forth in the Bid Procedures and this Order.

**IT IS FURTHER ORDERED** that except as set forth above, nothing otherwise contained in this Order shall be deemed to deprive any party of the right to object timely to the Sale Motion, all of which rights will be expressly reserved by this Order.

**IT IS FURTHER ORDERED** that any objections to the relief requested in the Sale Motion must be in writing and filed with the Bankruptcy Court (electronic filing required) on or before June 17, 2013 at 5:00 P.M. (Prevailing Central Time) (the “Sale Objection Deadline”).

No later than five (5) business days after the date of this Order, Debtor is directed to serve a copy of said Order on all parties-in-interest not served electronically and is directed to file a certificate of service no later than two (2) business days after service.

  
KATHY A. SURRETT-STATES  
Chief United States Bankruptcy Judge

DATED: April 30, 2013  
St. Louis, Missouri  
jih

Order Prepared By:  
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