

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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|--|---|---|
| In re: |) | Chapter 7 |
| |) | |
| SCOTT ACQUISITION CORP., <i>et al.</i> , |) | Case No. 04-12594 (PJW) |
| |) | (Jointly Administered and Consolidated) |
| Debtors. |) | |
| |) | |
| _____ |) | Re: D.I. <u>1241</u> |

**ORDER GRANTING TRUSTEE'S MOTION FOR ENTRY OF ORDER
AUTHORIZING SALE OF PROPERTY OF THE ESTATE
PURSUANT TO § 363 OF THE BANKRUPTCY CODE**

Upon consideration of the Motion for Entry of an Order Authorizing Sale of Property of the Estate Pursuant to § 363 of the Bankruptcy Code (the "Motion") filed by Montague S. Claybrook, the Chapter 7 Trustee (the "Trustee") of Scott Acquisition Corp. and Scotty's Inc., (the "Debtors"), and any response thereto, for good cause appearing, the sale contemplated by the Motion being in good faith, it is this ____ day of _____, 2008 hereby


ORDERED that the Motion is granted and the sale is not stayed under Fed. R. Bank. P. 6004(h); and it is further

ORDERED that pursuant to § 363(b) of the Bankruptcy Code, the Trustee, and his agents are authorized and empowered to sell all remaining right, title and interest in Debtors' known or unknown assets or claims which have not previously been sold, collected, assigned, transferred, encumbered or resolved (the "Remnant Assets") to Oak Point Partners, Inc. ("Oak Point") in accordance with the terms and conditions set forth in that Purchase Agreement and Assignment of Claims and Interests (the "Purchase Agreement") between the Trustee and Oak Point;

ORDERED that the Trustee is authorized to execute and deliver any instrument, document or agreement, including the Purchase Agreement, necessary to effectuate the sale of the Remnant Assets to Oak Point;

ORDERED that the Remnant Assets shall be transferred to Oak Point free and clear of all
liens, encumbrances or other interests.

Dated: Sept 17, 2008



Hon. Peter J. Walsh,
United States Bankruptcy Judge