

DOCKET NO: HHD X03 CV-08-4036150 S : SUPERIOR COURT  
 :  
 STATE OF CONNECTICUT : COMPLEX LITIGATION  
 : DOCKET  
 :  
 V. : AT HARTFORD  
 :  
 THE F&S OIL COMPANY, INC. :  
 CARLSON FUEL OF MERIDEN, INC. :  
 CARLSON FUEL OIL, LLC, VILLAGE :  
 OIL, INC., U.S. FUELS, LLC, AND :  
 BOSSE GRAZIANO OIL COMPANY : DECEMBER 3, 2008

**ORDER GRANTING MOTION OF THE RECEIVER FOR AUTHORIZATION  
 TO TERMINATE THE PHASE III SALE OF THE BIO-DIESEL  
 FACILITY AND ABANDON THE BIO-DIESEL FACILITY**

Upon consideration of the Motion Of The Receiver For Authorization To Terminate Phase III Sale Of The Bio-Diesel Facility And Abandon The Bio-Diesel Facility To RBS Citizens, N.A. As The Senior Secured Creditor (the "Motion"), filed by Carlton E. Helming, CPA and the firm of Helming & Company, P.C. (collectively, the "Receiver"), court-appointed receiver of The F&S Oil Company, Inc. (the "Company") and its subsidiaries, affiliates and related entities including Carlson Fuel of Meriden, Inc., Carlson Fuel Oil, LLC, Village Oil, Inc., U.S. Fuels, LLC, and Bosse Graziano Oil Company (collectively, the "Subsidiaries"), pursuant to which the Receiver seeks an order authorizing the Receiver to: (a) terminate the Phase III Sale of assets ~~owned by the Company or the Subsidiaries~~ <sup>6/12/08</sup> used or to be used in connection with the physical plant and/or operation of the Estate's bio-diesel facility in Cheshire, Connecticut (the "Phase III Assets") (b) abandon the Phase III Assets; (c) allow RBS Citizens, N.A. ("Citizens")

41907844.2  
 Copies mailed 12/3/08 to all counsel of record and all counsel, etc. listed in certification of service attached to 11/21/08 Motion for Order Continuing Receivership (entry # 205). JM

Filed  
 S. Helming/TAC  
 12/03/08

208

and the State of Connecticut Department of Economic and Community Development (“DECD”) to foreclose upon or otherwise exercise their respective rights or remedies with respect to the Phase III Assets subject to law and all legal defenses, set-offs and counterclaims without prejudice to any party; (d) allow Cheshire Investment Corporation (the “Landlord”) to exercise its right of summary process; and (e) granting other related relief; and after due notice and a hearing, it appearing to the Court that just cause exists to grant the Motion, it is hereby

ORDERED, that the Motion is GRANTED as set forth herein; and it is further

ORDERED, that the Receiver is authorized to terminate the Phase III Sale process; and it is further

ORDERED, that the Receiver hereby abandons and relinquishes any interest the Receiver and/or the Receivership Estate has in the Phase III Assets; and it is further

ORDERED, that all rights and remedies of Citizens and DECD with respect to the Phase III Assets are fully reserved, and any stays or injunctions otherwise imposed by this Court with respect to the Phase III Assets are hereby terminated; and it is further

ORDERED, that on or before December 5, 2008, the Receiver shall: (i) relinquish to the Landlord all rights to possession and occupancy of those certain premises located at 264 Sandbank Road, Cheshire, Connecticut, consisting of a building containing approximately 9,000 square feet, along with 2,800 square feet of a building located at 270 Sandbank Road, Cheshire, Connecticut and four (4) 25,000 gallon underground fuel oil storage tanks (collectively the “Leased Premises”) which are the subject to a certain Indenture of Lease dated November 5, 2004 by and between the Landlord and Village Oil, Inc., subject to rights of Citizens, DECD, the Landlord,

Cheshire Investment Corporation and any other party holding an interest in property located on or in the Leased Premises; (ii) surrender to the Landlord any and all keys to the Leased Premises; and (iii) transmit to the Landlord any and all security codes required for entry onto or into the Leased Premises; and it is further

ORDERED, that the Receiver shall turn over to the Landlord, Cheshire Investment Corporation, a copy of all mechanic's lien papers and documentation received in connection with any mechanic's liens filed alleging any claim with respect to the Landlord, Village Oil and/or the Leased Premises and the Receiver shall further provide all documentation concerning the removal of Sodium Methalate from the Property which the Receiver has arranged for its removal prior to December 5, 2008 and that pending the effective abandonment pursuant to this Order, the Receiver shall continue to keep the heating system in the Leased Premises operational, pay utilities and fuel bills and continue to perform its obligations as Receiver with respect to the subject premises; and it is further

*G. Itz*

ORDERED, that the Receiver shall provide to the Landlord any and all environmental documentation in the possession or control of the Receiver, and make such documentation available to the Landlord with respect to any and all environmental information and documentation relating to the Leased Premises including without limitation all documents generated by the Receiver after the date of appointment of the Receiver in these proceedings; and it is further

*G. Itz*

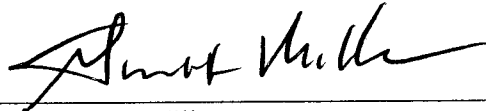
ORDERED, that the Receiver shall have leave to file Notices of Abandonment with respect to leased property, notifying the Court and the parties of the Receiver's intention to

abandon such leased property to the lessor, which abandonment shall be approved, authorized and effective unless an objection to such abandonment is filed and served so as to be received by the Court, the Receiver and counsel to the Receiver no later than ten (10) business days following the filing and service of the Notice of Abandonment; and it is further

ORDERED, that this Court shall retain jurisdiction and authority regarding the construction, interpretation, enforcement or modification of this Order; and it is further

ORDERED, that any and all rights of parties in interest, including, without limitation, lien rights, claims, priorities, defenses and counterclaims, are hereby reserved except as otherwise provided in this Order.

Signed at Hartford, Connecticut, this 3<sup>rd</sup> day of December, 2008.



---

Hon. Grant H. Miller  
Judge, Superior Court of the State of Connecticut