

DOCKET NO: CV-08-4036150 S : SUPERIOR COURT
STATE OF CONNECTICUT : J. D. OF HARTFORD
vs. : 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 :

ORDER AUTHORIZING CARLTON E. HELMING AND THE FIRM OF HELMING & COMPANY, P.C. TO CONDUCT THE PHASE II SALE OF THE THOMASTON PROPERTY FREE AND CLEAR OF LIENS

Upon consideration of the Motion For Order Approving Phase II Sale Of The Thomaston Property Free And Clear Of Liens (the "Motion"), filed by Carlton E. Helming, CPA and the Firm of Helming & Company, P.C. (collectively, the "Receiver"), by and through its counsel, Day Pitney LLP, pursuant to which Motion the Receiver seeks to sell that certain parcel of property located on East Main Street in Thomaston, Connecticut and more particularly described on the attached Schedule A (the "Thomaston Property"), including fixtures and improvements (a "Phase II Asset") free and clear of all liens, claims, charges and encumbrances ("Liens") specified in Schedule B attached hereto, after due notice and a hearing on the 2nd day of May, 2008, at 9:15 AM, and it appearing to the Court, after hearing the parties, that just cause exists to grant the Motion, it is hereby;

ORDERED, that the Motion is GRANTED; and it is further

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*Filed Hartford Superior Court 5/2/08 9:37am
Miller for / Lon Gorman*

ORDERED, that New England Oil Company is confirmed as the highest and best bidder for the Phase II Assets; and it is further

ORDERED, that, pursuant to the Motion, the Receiver is authorized to sell, "As Is Where Is", the Thomaston Property, as part of the Phase II Sale of Assets, free and clear of the Liens listed in the Motion and Schedule B hereto, which Liens shall attach to the net proceeds of the sale with the same validity, priority, force and effect which they now enjoy; and it is further

ORDERED, that, consistent with the Preliminary Consent Order¹, the net proceeds of the sale shall be deposited in an interest bearing escrow account and shall not be used for any purpose without further order of this Court; and it is further

ORDERED, that the Receiver and its counsel are authorized and directed to promptly close the Sale of the Thomaston Property as part of the Phase II Sale of Assets; and it is further

ORDERED, that this Order may operate as a release of the specified Liens against the Thomaston Property as part of the Phase II Sale of Assets, which Liens are specified in the Motion, as listed in attached Schedule B hereto; and it is further

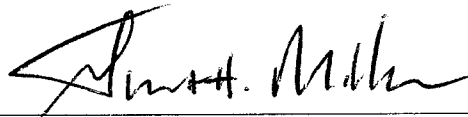
ORDERED, that this Court shall retain jurisdiction to adjudicate the validity, priority and extent of any and all Liens asserted against the Thomaston Property as part of the Phase II Sale of Assets, including those Liens specified in the Motion, as listed in attached Schedule B hereto, and

¹ Capitalized terms not otherwise defined herein shall have the definition ascribed to them in the Motion

to enter any supplemental orders with respect to the Motion necessary to effectuate a sale of the Thomaston Property as part of the Phase II Sale of Assets, free and clear of further Liens or legal or equitable rights; and it is further

ORDERED, that this Court shall retain jurisdiction and authority regarding the construction, interpretation, enforcement or modification of this Order and any sale documents including, without limitation, the adjudication of the claims and rights of any and all parties, whether legal or equitable, asserting a continuing interest in the Thomaston Property (whether by contract, statute or otherwise).

Signed at Hartford, Connecticut this 2nd day of May, 2008.



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

SCHEDULE A

PROPERTY DESCRIPTION

Commitment No. HART1438156

These three certain pieces or parcels of land:

FIRST PIECE:

A certain piece or parcel of land situated on the Easterly side of East Main Street in the Town of Thomaston, Litchfield County, Connecticut, known as Lot #7, bounded and described as follows:

Commencing on the westerly side of the property of the New York, New Haven and Hartford Railroad Co. distant 196 feet more or less, southwesterly from East Main Street; running thence at right angles to said property line in a northwesterly direction 100 feet to an iron pin; thence southerly at right angles to last mentioned line 75 feet more or less to an iron pin; thence southeasterly at right angles to said last described line 100 feet to the westerly line of property of said Railroad; thence northeasterly along the westerly line of the property of said Railroad Company 75 feet to the point, the place of beginning, together with a right of way from said property to East Main Street.

Being described as "Lot #7" on a certain plan or survey of land of Seth Thomas Clock Company, Thomaston, Conn., made by Chas. H. Erickson, Jr., Sept. 1912, being "Exhibit No. 3" of said survey on file in the office of the Town Clerk of Thomaston.

Together with a right to reversion to a certain parcel of land now belonging to the New York, New Haven and Hartford Railroad Company as described in a certain quit claim deed from Seth Thomas Clock Company to Naugatuck Railroad Company, dated April 7, 1881 and recorded in Thomaston Land Records, volume 3, Page 378.

SECOND PIECE:

That certain piece, parcel or tract of land with all the buildings, fixtures and improvements thereon standing, situated in the Town of Thomaston, County of Litchfield and State of Connecticut, and bounded and described as follows; to-wit:

BEGINNING at a point in the westerly line of right of way of the New York, New Haven and Hartford Railroad Company distant 48.1 feet south from the southerly line of East Main Street when measured along said westerly line of said right of way; thence southwesterly along said westerly line of said right of way, 100.08 feet to land of the Thomaston Lumber Company; thence northwesterly at right angles to the last described line, 100.4 feet to a stone-bound and other land of said The Thomaston Lumber Company; thence at right angles to the last described line in a northeasterly direction along other land of said The Thomaston Lumber Company, 40.4 feet to a stone bound; thence southeasterly along other land of said The Thomaston Lumber Company by a line which makes an angle of 108 degrees, 57 minutes at the south with the last described line, 60 feet to a stone bound; thence northeasterly along other land of said The Thomaston Lumber Company by a line making an angle of 132 degrees, 49 minutes at the north with the

last described line, 45.04 feet to an iron pin; thence southeasterly by a line making an angle of 111 degrees, 26 minutes at the south with the last described line, 25.57 feet, to the point or place of beginning, and being bounded: EASTERLY on the right of way of the New York, New Haven and Hartford Railroad Company, 190.08 feet; SOUTHERLY on land of said The Thomaston Lumber Company, 100.4 feet; WESTERLY on land of said The Thomaston Lumber Company, 46.4 feet; NORTHWESTERLY on land of said The Thomaston Lumber Company, 48 feet; WESTERLY again on land of said The Thomaston Lumber Company, 45.04 feet; NORTHERLY on land of said The Thomaston Lumber Company, 25 feet;

The above is intended to be an accurate description of the same premises as those described as "SECOND PAVEMENT" in a certain deed to the Grantor herein dated February 1, 1930, and recorded in Volume 24, Pages 75 and 76 of the Thomaston Land Records;

TOGETHER WITH a right of way in common with others over the following described premises, to-wit:

BEGINNING at a point in the southerly line of East Main Street and the westerly line of the right of way of the New York, New Haven and Hartford Railroad Company; thence southerly along the westerly line of said right of way by a line making an angle of 71 degrees, 10 minutes at the southwest with the said southerly line of said East Main Street, 48.5 feet to a point; thence northwesterly at approximate right angles to said last described line along the premises hereby conveyed, 25.57 feet to an iron pin; thence southwesterly along the premises hereby conveyed by a line making an angle of 111 degrees, 26 minutes at the south with the last described line, 45.04 feet to a stone bound; thence northwesterly along the premises hereby conveyed by a line making an angle of 132 degrees, 49 minutes at the north with the last described line, 60 feet to a stone bound; thence northeasterly along land of The Thomaston Lumber Company by a line making an angle of 51 degrees, 15 minutes at the northeast, 98.47 feet to a stone bound and the southwesterly corner of Canfield Lot so-called; thence easterly along the southerly line of Canfield Lot so-called by a line making an angle of 138 degrees, 42 minutes at the south with the last described line, 42 feet to a stone bound; thence northwesterly along the easterly line of said Canfield Lot making an angle of 123 degrees, 11 minutes at the north with the last described line, 46.58 feet to an iron pin in the southerly line of East Main Street; thence easterly along the southerly line of East Main Street, 38.57 feet to a stone point, the point or place of beginning.

The above is intended to be an accurate description of the same right of way described in the aforesaid deed to the Grantor herein dated February 1930, and recorded in Volume 24, Pages 75 and 76 of the Thomaston Land Records;

THIRD PIECE:

A certain piece or parcel of land situated off of East Main Street in the Town of Thomaston, County of Litchfield and State of Connecticut, and being shown and designated as land "To Be Deeded To The Innes Bros., Inc." on a map or plan entitled: "Map Of Portion Of Property Of The Innes Bros., Inc. & The Diamond National Corporation Off E. Main St. Thomaston, Conn. Scale - 1" = 20' February 1967 Kratzert & Jones Civil Engineers & Land Surveyors 176 N. Main St. Southington, Conn. Revised June 19, 79" which said map or plan is to be recorded in the Thomaston Town Clerk's office. Said premises are more particularly bounded and described as follows:

WESTERLY: By land now or formerly of Diamond National Corp. 47.33 feet;
SOUTHERLY: By land now or formerly of The Innes Bros., Inc., 100.00 feet;
EASTERLY: By land now or formerly of New York, New Haven & Hartford Railroad Co., 47.33 feet; and
NORTHERLY: By land now or formerly of The Innes Bros., Inc., 100.00 feet

Less a certain piece or parcel of land described in a Quit Claim Deed from Innes Brothers, Incorporated to Diamond International Corporation, which said parcel is bounded and described as follows:

A certain piece or parcel of land situated off of East Main Street in the Town of Thomaston, County of Litchfield and State of Connecticut, and being shown and designated as land "To Be Deeded To Diamond National Corp." on a map or plan entitled: "Map Of Portion Of Property Of The Innes Bros., Inc. & Diamond National Corporation Off E. Main St. Thomaston, Conn. Scale - 1" = 20' February 1967 Kratzert & Jones Civil Engineers & Land Surveyors 176 N. Main St. Southington, Conn. Revised June 19, 79" which said map or plan is to be recorded in the Thomaston Town Clerk's office. Said premises are more particularly bounded and

described as follows:

WESTERLY: By land now or formerly of Diamond National Corp., 17.5 feet;
SOUTHERLY: By land now or formerly of Diamond National Corp., 100.00 feet;
EASTERLY: By land now or formerly of New York, New Haven, & Hartford Railroad Co., 10 feet; and
NORTHERLY: By land now or formerly of The Innes Bros., Inc. 100.28 feet.

All the above said parcels are shown on a map entitled: "Map Of Portion Of Property Of The Innes Bros., Inc. & The Diamond National Corporation Off E. Main St. Thomaston, Conn. Scale 1" = 20' February 1967 Kratzert & Jones Civil Engineers & Land Surveyors 176 N. Main St. Southington, Conn." which map was recorded on July 20, 1979, to which reference may be had for a more accurate description.

SCHEDULE B

SCHEDULE B

Liens On The Thomaston Property of F & S Oil Company, Inc.

1) Open-End Commercial Mortgage Deed and Private Security Agreement from The F&S Oil Company to Citizens Bank of Massachusetts, in the principal amount of \$750,000.00, dated February 28, 2006, and recorded in March 8, 2006 in Volume 247 at Page 958 of the Thomaston Land Records.

2) Open-Ended Commercial Mortgage Deed and Private Security Agreement from The F & S Oil Company to RBS Citizens National Association in the principal amounts of \$550,000.00, \$7,500,000.00 and \$1,800,000.00, dated December 7, 2007 and recorded December 10, 2007 in Volume 262 at Page 78 of the Thomaston Land Records.

3) Conditional Assignment of Leases and Rents from the F & S Oil Company to RBS Citizens National Association dated December 7, 2007 and recorded December 10, 2007 in Volume 262 at Page 78 of the Thomaston Land Records.