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CAMERON S. BURKE
CLERK IDAHO

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF IDAHO

In re:)	Chapter 11
)	Case No. 96-3050 ACH
Sawtooth Enterprises, Inc.)	OBJECTION TO MOTION FOR
dba The Buckin' Bagel)	ENTRY OF ORDER APPROVING SALE
)	OF PROPERTY FREE AND CLEAR OF
)	LIENS; MOTION TO ACCEPT
)	SUBSTITUTE BUYERS; ALTERNATIVE
)	MOTION TO COMPENSATE BROKER
Debtor.)	& <u>NOTICE OF HEARING</u>

I.

Pursuant to a pre petition listing agreement between Arthur Berry & Company (hereinafter "Broker") and Rick Haener, corporate officer and trustee in possession of Sawtooth Enterprises, Inc. dba The Buckin' Bagel (hereinafter "Debtor"), and pursuant to said order issued by this court post petition ratifying said listing agreement and authorizing Broker to continue marketing efforts on behalf of the above debtor for the purpose of realizing the highest net value possible out of the sale of some or all of the assets of the Debtor for the benefit of the creditors;

Broker moves this court to reject the \$165,000 offer to acquire the assets of the Debtor based upon the following:

1. Due to the Debtor's breach of fiduciary duty to the Broker in providing good faith assistance in the marketing effort of the company; and

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2. Due to Misrepresentation and disclosure of confidential information by Debtor's agents and affiliates relating to disclosure of buyer interest levels, purchase price offers and other material facts of Broker's prospective purchasers to insider Timothy Wells; and

3. Due to collusion on the part of Mr. Wells in contacting at least two of the original offerors on said property in the attempt to dissuade them from making final bids on the properties and to join him in some form of joint venture operation of the Ketchum, downtown Boise, and Fairview Avenue sites.

The Broker requests this court to reject the bid of purchaser/insider Timothy Wells.

II.

Broker moves this court to accept the four separate proposals noted below and attached hereto (or to counter purchasers' prior offers) for the sale of all assets of the Debtor in ascension of pre petition, rent obligations and certain lease obligations, to wit:

1. Downtown location: \$100,000 \$90,000 original offer attached.
Instructions received from Peter Sorenson, Buyer to increase offer to \$100,000.
Buyer, vacationing out of the country, to execute increased offer prior to hearing.
2. Ketchum location: \$86,000 Paul Reed, Buyer; Discussed
purchase offer retracted on advice of counsel, Terry Meyers, pending review of
this motion. \$76,000 prior offer attached.
3. Fairview location: \$5,500 purchase, Floyd Blamires, Buyer;
4. Commissary: \$7,500 purchase offer by Arthur Berry or
assigns for assets only, no assumption of lease obligation.

Total probable purchase price consideration is \$199,000 to be distributed by the court as follows:

1. 10% Broker commission \$19,900
2. Net consideration to Debtor \$179,100

III.

In the alternative, and based upon the improper conduct noted by agents and affiliated parties of the Debtor and to recover the approximate 60 hours of proposal services and

approximate \$1,000 of direct costs, Broker seeks to receive payment of his 10% real estate commission on any consideration paid by buyer Timothy Wells in the event Timothy Wells is determined to be the acceptable buyer.

Wherefore Broker moves this court as follows:

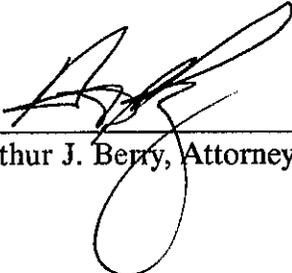
1. To deny the Timothy Wells offer;
2. To accept or counter the offers as noted in Paragraph 2 herein;
3. To, in the alternative, pay real estate commission of 10% to any consideration tendered by acceptable purchaser Timothy Wells or assigns;
4. For an order authorizing the distribution of the proceeds as described above;
5. For such other relief as is appropriate under the circumstances.

NOTICE OF HEARING

Broker is asking the Court to approve the above at a hearing before the United States Bankruptcy Court for the District of Idaho, on the **13th day of January, 1997 at 9:30 o'clock a.m.** at the fifth floor of the federal building and United States Court House, 550 W. Fort Street, MSC 042, Boise, ID 83724.

DATED this 8th day of January, 1997.

ARTHUR BERRY & COMPANY,
Court Appointed Broker



Arthur J. Berry, Attorney

Attachments

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