

IT IS HEREBY ADJUDGED  
and DECREED this is SO  
ORDERED.

The party obtaining this order is responsible for  
noticing it pursuant to Local Rule 9022-1.

Dated: February 04, 2004



*Randolph J. Haines*

RANDOLPH J. HAINES  
U.S. Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT  
IN AND FOR THE DISTRICT OF ARIZONA

In re:

DEXTER DISTRIBUTING CORPORATION,  
et al.,

Debtor(s).

In Proceedings Under Chapter 11

Case No. 03-03546-PHX-RJH

(Jointly Administered with Case Nos.  
03-03548-PHX-RJH and 03-04695-  
PHX-RJH through 03-04710-PHX-RJH,  
03-05427-PHX-RJH, 03-11513-PHX-RJH  
and 03-11515-PHX-RJH)

THIS FILING APPLIES TO:

- ALL DEBTORS  
 SPECIFIED DEBTORS

ORDER CONFIRMING PLAN OF  
REORGANIZATION

Commencing on the 21<sup>st</sup> day of January, 2004, came on for consideration  
the confirmation of Debtors' Amended Plan of Reorganization ("Plan"), which can  
be located at Dkt #734; and the Court having considered the Plan, the objections  
to the Plan, and the evidence presented, and having made findings of facts and  
conclusions of law stated on the record on January 28, 2004; and good cause  
appearing;

IT IS THEREFORE ORDERED,

1 A. The Plan, as modified and filed by Debtors on January 29, 2004, Dkt  
2 #734, is hereby confirmed.

3 B. The objections to confirmation filed on behalf of (i) Frank Caspare,  
4 Larry Dunning and Robert Rehm; (ii) the United States Trustee's Office (to the  
5 extent not previously withdrawn); (iii) Friends Investors, LLC; (iv) Robert and  
6 Brianna Dellheim, Robert Vescio, Rudolph A. Ouwens, and Pensco Pension  
7 Services FBO: Rudolph A. Ouwens, IRA; (v) Mortgages, Ltd., (vi) Umpqua Bank,  
8 and (vi) Olympic Coast Investment, Inc. are overruled.

9 C. The terms and provisions of the following stipulations, previously  
10 approved by the Court, shall be applicable and shall govern the treatment of the  
11 claims of the parties thereto under the Plan:

14 Claimant and Stipulating Party	15 Stipulation Date	16 Order Docket #
17 Fleet Business Credit	12/8/2003	606
18 Arizona Dept. of Revenue	12/16/2003	663
19 James Sell, as Receiver for ANMP <i>et al</i>	9/8/2003	466
20 Wachovia Small Business Capital	12/9/2003	679
21 Stillman Trust, <i>et al</i>	11/18/2003	631
22 Mortgages Ltd (with respect to Warehouse claim only)	11/25/2003	587
23 4D International	11/25/2003	587
24 M&M&M Group	11/18/2003	632
25 Official Unsecured Creditors' Committee	1/23/2004	732
26 Information Leasing Corporation	11/25/2003	

21 Pursuant to the stipulation with the Arizona Department of Revenue, an  
22 amortization schedule of the priority tax payments is attached hereto as Exhibit A.  
23 Also, as provided in their agreement, the terms of the stipulation between the  
24 Debtors and Wachovia Small Business Capital are hereby incorporated into the  
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1 Plan as confirmed. To the extent of any inconsistency between the terms of the  
2 Plan and the stipulation, the terms of the stipulation shall control.

3 D. The Court determines the "ANMP Investor Rate," as defined in §  
4 2.2.18 of the Plan to be eight percent (8%) per annum.

5 E. The Court determines the "General Claim Rate," as defined in §  
6 2.2.59 of the Plan to be seven percent (7%) per annum.

7 F. The Court determines the "Secured Claim Rate" as defined in §  
8 2.2.84 to be as follows:  
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Claimant	Property	Class	Rate
Mortgages, Ltd	Camelback	2.D.04 & 2.E.04	12.00%
Mortgages, Ltd.	44 <sup>th</sup> Street	2.D.05 & 2.E.05	8.00%
Olympic Coast	Spokane	2.D.09	12.00%
Umpqua Bank	Medford	2.D.10	8.00%
Olympic Coast	Portland	2.D.12	12.00%
Olympic Coast	Tacoma	2.D.17	8.00%
AEA Bank	Silverdale	2.E.08	13.00%
Helm Resources	Portland	2.E.12	13.00%
Friends Investor	Deer Valley	2.G.13	7.00%

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17 G. The Court shall defer any determination of the "Tax Claim Rate" and  
18 the "ANMP Liquidation Amount" until a determination of such amounts would be  
19 necessary to calculate the amount of distributions required under the Plan.

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21 H. The Reorganized Debtors are hereby appointed Disbursing Agents  
22 under the Plan.

23 I. The Court, following Confirmation of the Plan, shall retain jurisdiction  
24 over the Plan and over Debtors' cases and proceedings or other matters arising in  
25 or relating to Debtor's case as provided in the Plan. The Reorganized Debtors  
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1 may close this case following the first distribution to holders of General Claims.

2 J. As of the Effective Date defined in the Plan, the Debtors are  
3 discharged and released of any and all debts and Claims of any nature against  
4 Debtors that arose at any time before the entry of this Order, including, but not  
5 limited to, all principal and any and all interest accrued on such Claims, except as  
6 provided in the Plan pursuant to §1141(d)(1) of the Code. The discharge of  
7 Debtors shall be effective on the Effective Date, as to each Claim, regardless of  
8 whether a proof of Claim therefor was filed, whether the Claim is an Allowed  
9 Claim, or whether the holder thereof voted to accept the Plan.  
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12 DATED this \_\_ day of January, 2004.

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15 HONORABLE RANDOLPH J. HAINES  
16 UNITED STATES BANKRUPTCY JUDGE  
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payments reflected are 24 per page-to see next page enter next payment # in g7

**Name: Castle Megastore Corporation**

Date: 1/29/04

**TABLE DATA**

Total amount: **\$438,063.49**  
 Annual interest rate: 5.00%  
 Term in years: 5  
 Payments per year: 4  
 First payment due: 5/28/04

**TABLE DATA**

Table starts at date: 5/28/04  
 or at payment number: 1

**PERIODIC PAYMENT**

Entered payment:   
 Calculated payment: **\$24,890.94** *The table uses the calculated periodic payment amount unless you enter a value for "Entered payment".*

**CALCULATIONS**

Use payment of: **\$24,890.94** Beginning balance at payment 1: **438,063.49**  
 1st payment in table: 1 Cumulative interest prior to payment 1: **0.00**

**Table**

No.	Payment Date	Beginning Balance	Interest	Principal	Ending Balance	Cumulative Interest
1	5/28/04	438,063.49	5,475.79	19,415.14	418,648.35	5,475.79
2	8/28/04	418,648.35	5,233.10	19,657.83	398,990.51	10,708.90
3	11/28/04	398,990.51	4,987.38	19,903.56	379,086.95	15,696.28
4	2/28/05	379,086.95	4,738.59	20,152.35	358,934.60	20,434.87
5	5/28/05	358,934.60	4,486.68	20,404.26	338,530.35	24,921.55
6	8/28/05	338,530.35	4,231.63	20,659.31	317,871.04	29,153.18
7	11/28/05	317,871.04	3,973.39	20,917.55	296,953.49	33,126.57
8	2/28/06	296,953.49	3,711.92	21,179.02	275,774.47	36,838.48
9	5/28/06	275,774.47	3,447.18	21,443.76	254,330.71	40,285.67
10	8/28/06	254,330.71	3,179.13	21,711.80	232,618.91	43,464.80
11	11/28/06	232,618.91	2,907.74	21,983.20	210,635.71	46,372.54
12	2/28/07	210,635.71	2,632.95	22,257.99	188,377.71	49,005.48
13	5/28/07	188,377.71	2,354.72	22,536.22	165,841.50	51,360.20
14	8/28/07	165,841.50	2,073.02	22,817.92	143,023.58	53,433.22
15	11/28/07	143,023.58	1,787.79	23,103.14	119,920.43	55,221.02
16	2/28/08	119,920.43	1,499.01	23,391.93	96,528.50	56,720.02
17	5/28/08	96,528.50	1,206.61	23,684.33	72,844.17	57,926.63
18	8/28/08	72,844.17	910.55	23,980.39	48,863.78	58,837.18
19	11/28/08	48,863.78	610.80	24,280.14	24,583.64	59,447.98
20	2/28/09	24,583.64	307.30	24,583.64	0.00	59,755.27

Exhibit A