

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

In re:	:	Chapter 11 Case
	:	
CF CAPITAL ASSETS LLC,	:	Case No. 05-11557 (PJW)
	:	
	:	
Debtor.	:	
	:	

**NOTICE OF BAR DATES FOR FILING  
PROOFS OF CLAIM**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

On January 23, 2006, the United States Bankruptcy Court for the District of Delaware entered an order (the “Bar Date Order”) establishing **March 8, 2006, AS THE GENERAL CLAIMS BAR DATE (the “General Bar Date”)** in the Chapter 11 case of the above-captioned debtor and debtor in possession. See Case Dkt. No. 276.

**CF Capital Assets, LLC d/b/a Convenient Food Mart** (the “Debtor”) has been engaged in the convenience store franchise business since February 2002. The Debtor’s headquarters are located at 467 North State Street, Painesville, Ohio 44077. As of the Petition Date, the Debtor, through various direct and indirect contractual relationships, had franchisees and other parties that owned and operated Convenient Food Marts at approximately 236 locations in the states of Ohio, New York, Pennsylvania, West Virginia, Indiana, Illinois, Nebraska, and Missouri. The Debtor also sells gasoline at approximately twenty-one (21) locations in Ohio and one location in New York, and typically owns the personal property and equipment used in connection with the sale of gasoline.

The Debtor was formed for the purpose of and has operated using the name Convenient Food Mart since its February 8, 2002, purchase of certain assets and assumption of certain liabilities. The named sellers were Convenient Food Mart, Inc. and its affiliates Convenient Food Mart Franchising Co., Convenient Food Mart Franchising of New York, Ltd., Financial Data Services, Ltd., Oak Real Estate, Ltd., Oak Real Estate I, Ltd., Octane Gas, Ltd., Orbit Franchising, Ltd., Orion Franchising, Ltd., Trademark Holdings, Ltd., and Best Stores Control, Inc. (collectively, the “Sellers”). None of the Sellers have current operations and none of the Sellers currently are debtors in bankruptcy.

On June 24, 2005, the Office of the United States Trustee (the “OUST”) appointed an official committee of unsecured creditors (the “Creditors’ Committee”) in this case. On September 7, 2005, an order was entered appointing Kurt Gwynne, Esquire (the “Examiner”) as an examiner to investigate (a) the above-described February 2002 sale by the Sellers to the Debtor; (b) the control exerted by Richard Fanslow or any entity controlled by Richard Fanslow

over the Debtor from February 2002 until the Petition Date; and (c) the assets and liabilities of the Debtor to determine the accuracy of the Debtor's filed Schedules of Assets and Liabilities and Statement of Financial Affairs. The Examiner filed his report on November 7, 2005. See Case Dkt. No. 205.

**Except as described below**, the Bar Date Order requires all Entities, as defined in § 101(15) of the Bankruptcy Code, including individuals, partnerships, corporations, estates, trusts, and governmental units that have or assert any prepetition claims (as defined herein) against the Debtor, to file a proof of claim with the Claims Agent so that such proof of claim is actually received on or before **March 8, 2006, 5:00 p.m.**, Eastern Time.

For your convenience, enclosed with this Notice is a proof of claim form, which form sets forth the amount of your claim as reflected in the Debtor's records and states whether your claim is listed as disputed, contingent, or unliquidated in the Debtor's schedules of assets and liabilities (as may be amended from time to time, the "Schedules") on file with the Delaware Bankruptcy Court. [Dkt. Nos. 92 (filed August 1, 2005) and 286 (filed January 26, 2006)] **The fact that you received a copy of this Notice has no bearing on whether you are an actual creditor with claim(s) to assert. If you are uncertain of your rights, you should consult legal counsel.**

#### **ENTITIES WHO MUST FILE A PROOF OF CLAIM**

Pursuant to the Bar Date Order, all Entities (as that term is defined in 11 U.S.C. §101(15)) asserting claims against the Debtor (whether secured, priority unsecured, or general unsecured), that arose or are deemed to have arisen prior to June 2, 2005, are required to file proofs of claim on or before the General Bar Date. Such Entities include, but are not limited to, the following: (1) Entities asserting claims against the Debtor arising out of contracts or leases, including without limitation executory contracts or leases that may have been rejected or terminated prior to entry of the Bar Date Order; (2) Entities asserting claims against the Debtor for unpaid wages, unreimbursed expenses, vacation pay, severance pay, unemployment compensation, workmen's compensation, unpaid health benefits, retiree benefits, pension benefits, or otherwise; (3) Entities asserting claims against the Debtor for goods or services of any kind; (4) Entities asserting claims against the Debtor arising out of or relating to the Debtor's February 2002 purchase of assets from and assumption of liabilities of the Sellers, including without limitation any claims for fraudulent transfer or successor liability; and (5) Entities asserting claims against the Debtor for personal injury or property damage.

Any Entity whose claims arise out of the rejection of an executory contract or unexpired lease, which rejection is approved after entry of the Bar Date Order but prior to the entry of an order confirming a chapter 11 plan in this case, must file a proof of claim on or before the later of (i) 30 days after service of the court order authorizing the rejection of such contract or lease and (ii) the General Bar Date (the "Rejection Bar Date").

If, subsequent to the mailing and/or publication of this Notice, the Debtor amends its Schedules to designate a claim as disputed, contingent or unliquidated, or to change the amount, nature or classification of a claim, the affected claim holder shall have until the later of (i) the General Bar Date or (ii) 30 days after service of the notice of such amendment, to file a proof of

claim or to amend any previously filed proof of claim in respect of such amended claim (the "Amended Schedule Bar Date").

Any Entity whose prepetition claim is (i) not listed or is improperly classified in the Schedules, (ii) listed in an incorrect amount, or (iii) listed as "disputed", "contingent" or "unliquidated", and such Entity desires to vote on any proposed chapter 11 plan or share in a distribution in this case which is different than what the classification or listing in the Schedules would provide for, such Entity must file a proof of claim with the Claims Agent on or before the General Bar Date.

The Bar Date Order further provides that the following claimants need not file a proof of claim by the General Bar Date: (1) those claimants who have already properly filed with the Court or Claims Agent a proof of claim against the Debtor; (2) those claimants (a) whose claim is not listed as "disputed", "contingent" or "unliquidated" in the Schedules and (b) who agree with the nature, classification and amount of such claim contained in the Schedules; and (3) those claimants whose claims previously have been approved by, or paid pursuant to, an order of the Bankruptcy Court.

### **CONSEQUENCE OF FAILURE TO FILE PROOF OF CLAIM**

Any Entity who is required to file a proof of claim, but who fails to do so in a timely manner, shall be forever barred, estopped and enjoined from: (1) asserting any claim such Entity has against the Debtor that is (a) in excess of the amount contained in the Schedules as liquidated, undisputed and not contingent or (b) for a different amount, nature or classification than is set forth in the Schedules (collectively, an "Unscheduled Claim"); and (2) with respect to such Unscheduled Claims, voting upon, or receiving distributions under, any chapter 11 plan filed or approved in this case. If it is unclear from the Schedules whether your claim is disputed, contingent or unliquidated as to amount or whether it is otherwise properly listed and classified, you should file a proof of claim on or before the General Bar Date. Any Entity relying on the Schedules has responsibility for determining that its claim is accurately listed therein.

### **RESERVATION OF RIGHTS**

The Debtor reserves the right to (1) amend, dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected on the Schedules as to amount, liability, nature, classification or otherwise; or (2) designate subsequently any claim as disputed, contingent or unliquidated. Nothing contained in this Notice or the Bar Date Order shall preclude the Debtor from objecting to any claim, whether scheduled or filed, on any available grounds.

### **TIME AND PLACE FOR FILING PROOFS OF CLAIM**

All proofs of claim must be filed with the Claims Agent **so as to be received by 5:00 p.m., Eastern Time**, on or before **March 8, 2006**, the Rejection Bar Date, or the Amended

Schedule Bar Date, whichever is applicable. Proofs of claim may be filed only in person or by courier service, hand delivery or mail addressed to:

IF CLAIM IS SENT VIA US MAIL:

Delaware Claims Agency, LLC  
As Agent For USBC-District of Delaware  
Re: CF Capital Assets LLC  
P.O. Box 515  
Wilmington, DE 19899

IF CLAIM IS SENT VIA HAND DELIVERY OR  
OVERNIGHT COURIER:

Delaware Claims Agency, LLC  
As Agent For USBC-District of Delaware  
Re: CF Capital Assets LLC  
230 North Market Street, Second Floor  
Wilmington, DE 19801

Proofs of claim will be deemed filed only when actually received by the Claims Agent in accordance with the instructions set forth above. **Proofs of claim cannot be filed or submitted by facsimile, telecopy or by electronic mail.**

The Claims Agent can be reached at (800) 838-6773 if there are any questions regarding the filing or processing of a Proof of Claim. Please note that the Claims Agent may not provide legal advice. If you wish to receive acknowledgment of the Claims Agent's receipt of your proof of claim, you must also submit a copy of your original proof of claim and a self-addressed, stamped envelope. You should attach to your completed proof of claim form copies of any writings upon which such claim is based. If the documents are voluminous, attach a summary.

**DEFINITION OF CLAIM**

For purposes of this Bar Date Notice, "claim" shall mean: (1) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (2) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured. 11 U.S.C. § 101(5).

**ADDITIONAL INFORMATION**

If you require additional information regarding the filing of a proof of claim, you may write to undersigned counsel for the Debtor. If you require advice as to whether you have claims against the Debtor, you should consult legal counsel of your choice.

Dated: January 26, 2006

**BLANK ROME LLP**

/s/Michael D. DeBaecke  
Michael D. DeBaecke (No. 3186)  
1201 North Market Street, Suite 800  
Wilmington, DE 19801  
(302) 425-6400

Counsel for CF Capital Assets LLC