

SO ORDERED



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
Greenbelt Division**

IN RE:)	
)	
JOANNE’S BED & BACK STORES, INC.)	Case No. 08-14606 (TJC)
)	(Chapter 11)
Debtor)	

**ORDER AUTHORIZING THE ASSUMPTION AND ASSIGNMENT
OF THE NON-RESIDENTIAL REAL PROPERTY LEASES**

Upon consideration of the Motion for Entry of an Order Approving the Assumption and Assignment of the Non-Residential Real Estate Leases (the “Motion”), and for good cause shown, it is this hereby

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

ORDERED, that the assumption and assignment of the leases listed on Exhibit A hereto, be and is hereby APPROVED; and it is further

ORDERED, that the payment by The Healthy Back Store, LLC (“Healthy Back”) of the sum indicated on Exhibit A with respect to a particular lease shall be deemed to fully satisfy and cure any and all prepetition defaults under such lease; and it is further

ORDERED, that the Debtor is responsible for the payment of any sums accruing under the leases listed in Exhibit A between the Petition Date (as defined in the Motion) and the date of

this Order and Healthy Back shall have no liability for sums accruing during this period; and it is further

ORDERED, that upon the assignment of a lease listed in Exhibit A, the security deposit being held with respect to such lease shall be deemed held for the benefit of Healthy Back, shall secure Healthy Back's obligations under the lease, shall continue to be held by such landlord under the terms of the lease and shall not be subject to any claims by the landlord for sums that accrued under the lease through the date that the lease is assigned to Healthy Back; and it is further

ORDERED, that within fifteen days after closing on the sale of substantially all of the Debtor's assets, Healthy Back shall deliver to the landlords the cure payments in the amounts set forth on the attached Exhibit A.

Copies to:

Michael J. Lichtenstein, Esquire
Morton A. Faller, Esquire
Stephen A. Metz, Esquire
Shulman, Rogers, Gandal,
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11921 Rockville Pike, 3rd Floor
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Office of the U.S. Trustee
6305 Ivy Lane, Suite 600
Greenbelt, Maryland 20770

EXHIBIT A

Real Estate Leases to be Assigned and Assumed

	<u>Arrearages</u>	<u>Free Rent Period</u>	<u>Starting Rental Rate</u>
Rockville, MD	(30,711)	None	\$41.59/ft
Tysons, VA	0	None	\$50.00/ft
Gaithersburg, MD	0	None	\$33.99/ft
Alexandria, Virginia	0	2 Months	\$40.00/ft
Fredericksburg, VA	0	None	\$31.60/ft
Gainesville, VA	0	1 month	\$32.77/ft
Annapolis, MD	(8,274)	None	\$33.92/ft
Columbia, MD	(15,226)	2 months	\$36.00/ft

END OF ORDER