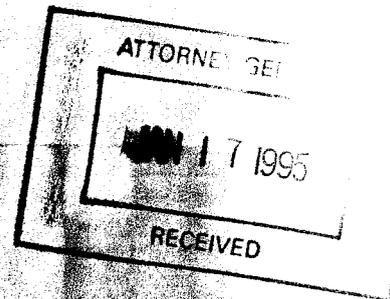


U.S. Bankruptcy Court
721 19th Street, Denver, CO 80202

0033

94 - 12794 cem



State of Utah Board and Division of Oil, Gas & Mining
c/o Utah Attorney General's Office
#3 Triad Suite 475
355 West North Temple
Salt Lake City , UT 84180-1203

FILED
STADFORD L. BOLTON, CLERK
JAN 13 1995
U.S. BANKRUPTCY COURT
DISTRICT OF COLORADO

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO

In re)
SUNNYSIDE COAL COMPANY,) Case No. 94 12794 CEM
Debtor.) Chapter 11

**ORDER SETTING HEARING, APPROVING FORM OF NOTICE,
AND SHORTENING AND LIMITING NOTICE**

This matter comes before the Court on Debtor's Motion for Orders (1) Setting Hearing on Notice and Procedure For Sale Of Assets, (2) Establishing Notice and Procedure for Sale Of Assets, (3) Approving Form of Notice, (4) Approving Breakup Fee, (5) Setting Hearing on Sale of Assets, (6) Authorizing Sale of Assets Outside the Ordinary Course of Business, Free and Clear of Liens, and (7) Shortening and Limiting Notice, and the Court being duly advised,

IT IS ORDERED that a hearing is set before this Court on Thursday, January 26, 1995, at 10:00 a.m., to consider the following portions of the Debtor's Motion: (a) establishing notice and procedure for sale of assets, (b) approving form of notice, (c) approving breakup fee, and (d) setting hearing on sale of assets; and

IT IS FURTHER ORDERED that the form of notice of the hearing on January 26, 1995 submitted by the Debtor and attached hereto as Exhibit A is approved; and

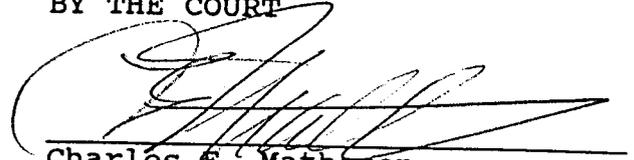
IT IS FURTHER ORDERED that the foregoing notice shall be mailed by the Debtor no later than January 17, 1995, to counsel for the Creditors Committee, counsel for Clay and Dan Tucker, the United States Trustee, all parties who have filed a written request for notice in this bankruptcy case, all known creditors holding security interests in any of the assets to be transferred pursuant to the terms of the sale proposed by the Debtor's Motion, and all persons and entities which are known by the Debtor to have expressed an interest in acquiring the assets to be sold pursuant to the Debtor's Motion, and that such notice,

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when sent, shall be deemed adequate and sufficient under Rule 2002(a), F.R.B.P., and L.B.R. 202.

Dated: January 13, 1995.

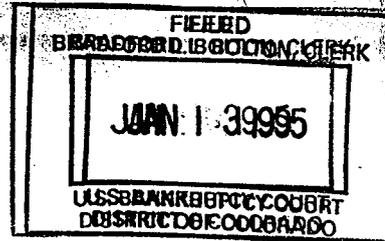
BY THE COURT



Charles E. Matheson
United States Bankruptcy Judge

UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLORADO IN BANKRUPTCY

Minutes of Proceedings



Date: January 13, 1995

In re:

SUNNYSIDE COAL COMPANY

Debtor(s),

Plaintiff(s)/Applicant(s),

vs.

Case No. 94-12794 CEM

Defendant(s)/Respondent(s). Proceeding No.

Present: Hon. Charles E. Matheson <i>Bankruptcy Judge</i>	Diann Fittipaldi Anne Riordan Tunnell <i>Courtroom Deputy</i>	Electronically Recorded <i>Court Reporter</i>
Trustee _____	Counsel <i>Leo Weiss</i>	
Debtor(s) _____	Counsel <i>Jack Smith</i>	
1. Creditor _____	Counsel <i>Caroline Fuller</i>	
2. Creditor _____	Counsel <i>Robert Clark</i>	
3. Creditor _____	Counsel _____	
4. Plaintiff _____	Counsel _____	
5. Defendant _____	Counsel _____	

Proceedings:

Approval of Form of Notice
Re: Proposed Sale Procedure and Breakup
Fee Procedure

No appearances Entry of Appearances and arguments made
 Witnesses sworn See attached list Exhibits entered See attached list
 Proposed Motion, Notice, and form of Order regarding procedures tendered to Court

Orders:

Relief sought in complaint/motion:
 Granted Denied Dismissed Awarded by default
 Judgment to enter for:
 Plaintiff Defendant Applicant Respondent
 In the amount of \$ _____
 Matter taken under advisement
 Oral findings and conclusions made of record
 Formal order or Judgment to enter
 Continued to January 26 1995 at 10:00 A.M. for Hearing re
 Procedures are approved, and Court enters proposed form of Order.

1/13/95

Date

FOR THE COURT:

Bradford L. Bolton, Clerk

By Diann Fittipaldi
Deputy Clerk

JHD