

IT IS SO ORDERED.

Dated: 03:23 PM July 19 2012



**IN THE UNITED STATES BANKRUPTCY COURT
 NORTHERN DISTRICT OF OHIO
 EASTERN DIVISION AT AKRON**

IN RE:)	CASE NO. 10-50494
)	
FAIR FINANCE COMPANY)	IN PROCEEDINGS UNDER CHAPTER 7
)	
Debtor)	JUDGE MARILYN SHEA-STONUM
)	
)	ORDER APPROVING COMPROMISE
)	WITH UNITED EXPRESSLINE, INC.

This matter having been presented to the Court upon the Motion of Trustee to Approve Compromise With United Expressline, Inc. (the "Motion"),¹ and upon the Memorandum of Law In Support of the Motion; and the Court having considered the Motion, and it appearing that the compromise proposed is in the best interests of the Debtor's estate and its creditors, and after due deliberation and consideration of the facts and circumstances therein:

It is hereby ORDERED, ADJUDGED, and DECREED as follows:

1. The Motion is granted in its entirety.

¹ Terms capitalized but not defined herein shall have the meanings ascribed to them in the Motion and the Memorandum of Law in Support of the Motion.



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2. The Trustee is hereby authorized to compromise and settle the secured claim of Fair Holdings, Inc. against United, heretofore assigned to the Trustee, in the approximate amount of \$3,800,000, for \$600,000, subject to the following terms and conditions:

A. Closing of a sale by United Expressline, Inc. of all, or substantially all, of its assets to Trailer Acquisitions, Corp.

B. Payment by Trailer Acquisition Corp. at, or prior to, closing of the sale above described of the sum of \$100,000 to Brian A. Bash, Trustee for the Estate of Fair Finance Company.

C. Execution and delivery by Trailer Acquisition Corp. of the note payable to Brian A. Bash, Trustee for the Estate of Fair Finance Company, in the amount of \$500,000 and payable at the rate of \$18,333 per month, commencing 90 days from the date of closing and continuing monthly for a total of 12 consecutive months and thereafter providing for payment of \$11,666 per month, commencing in the month immediately following completion of the monthly payments totaling \$219,996, for 23 consecutive monthly installment payments, and a final payment made in the month immediately following the completion of the payments totaling \$268,318, in the amount of \$13,686.

D. Execution and delivery by Trailer Acquisition Corp. of a security agreement and a mortgage encumbering all of the assets acquired by Trailer Acquisition Corp. from United Expressline, Inc. to secure the payment of the note and which shall constitute a valid and subsisting lien upon all of said personal property and real estate, inferior solely to an anticipated obligation owing to The Huntington Capital Investment Company in the approximate amount of \$5,200,000.

E. Execution and delivery of a Note in favor of the Trustee with respect to the \$500,000 balance of the Settlement Amount remaining after the initial payment in accordance with its terms. Trailer Acquisition's four shareholders will guarantee payment of the Note in amounts equal to the percentage of ownership of each respective shareholder, as follows: Terry Whitesell 19% (\$95,000), Todd Bontrager 35% (\$175,000), David Wagner 23% (\$115,000), and Lynn Woodiwiss 23% (\$115,000), securing the entire obligation owing from Trailer Acquisition Corp. to Brian A. Bash, Trustee.

3. The Trustee and United Expressline, Inc. are hereby authorized and directed, without further order of this Court, to take such actions and sign such documents as may be necessary to implement and effectuate this Order.

4. The Court shall retain jurisdiction with respect to all matters arising from, or related to, this compromise and the implementation of this Order.

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Submitted by:

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/s/ Michael J. Moran

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