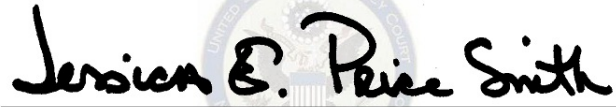


IT IS SO ORDERED.

Dated: 19 April, 2019 12:06 PM



JESSICA E. PRICE SMITH
UNITED STATES BANKRUPTCY JUDGE

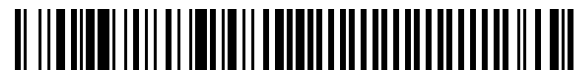
UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

| | | |
|-----------------------|---|------------------------------|
| In re: |) | |
| |) | Case No. 10-50494 |
| FAIR FINANCE COMPANY, |) | |
| |) | Chapter 7 |
| Debtor. |) | |
| |) | Judge Jessica E. Price-Smith |

**ORDER GRANTING THE TRUSTEE'S MOTION TO APPROVE SALE OF
PROPERTY FREE AND CLEAR OF ALL
LIENS, CLAIMS, AND ENCUMBRANCES**

This matter came before the Court on the *Trustee's Motion for to Approve Sale of Property Free and Clear of all Liens, Claims, and Encumbrances* (the "**Motion**") [D.I. ____].¹ The Court has considered the Motion and determined that the proposed sale pursuant to the guidelines discussed in the Motion constitutes a sound exercise of the Trustee's business judgment, and the relief requested is in the best interests of the Debtor, the estate, its creditors, and other parties-in-interest. Upon the record herein, after due deliberation thereon, good and sufficient cause appearing

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.



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therefore; and good and sufficient notice of the Motion having been given under the particular circumstances and no other or further notice need be given; it is hereby:

FOUND THAT:

1. The value to be received by the Trustee through the proposed sale to AGPC, Inc. is the highest and best available and represents a fair value for the Property.

2. The Trustee has articulated sound business justification for the sale of the Property to AGPC, Inc. free and clear of all liens, claims, encumbrances, liabilities and interests, and it is a reasonable exercise of the Trustee's business judgment to consummate the sale of the Property to AGPC, Inc. pursuant to the Motion.

3. The consummation of the Property sale by the Trustee is in the best interests of the Debtor, the estate, its creditors and all parties-in-interest.

4. The sale of the Property and the transfer thereof to AGPC, Inc. pursuant to this Order comply with all applicable provisions of Section 363 of the Bankruptcy Code.

5. The Trustee, AGPC, Inc., and their respective representatives, attorneys and advisors have acted in good faith in all respects relating to the sale of the Property. The terms of the Property sale were negotiated and entered into in good faith and from arm's length bargaining positions. AGPC, Inc. is entitled to the protections afforded under Section 363(m) of the Bankruptcy Code as transferee of the Property.

6. Notice of the Motion and of the relief requested therein was good and sufficient given the circumstances.

ORDERED, ADJUDGED, AND DECREED as follows:

1. The Motion is **GRANTED** in its entirety.

2. The Trustee is authorized to sell the Property free and clear of all liens, claims and encumbrances to AGPC, Inc. in accordance with the terms of the Purchase Agreement.

3. The Trustee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

4. All of the Trustee's interest in and to the Property shall be sold, conveyed, assigned and transferred to AGPC, Inc. free and clear of any and all liens, mortgages, pledges, security interests, restrictions, prior assignments, liabilities, obligations, encumbrances, charges, or claims of any and every kind, nature and description whatsoever, whether contingent or noncontingent, whether disputed or undisputed (collectively the "**Property Liens**"). For purposes of this Order, Property Liens shall also include, without limitation, claims arising out of pending litigation, those which arise or have arisen from the assessment of any taxes, including personal property taxes, the interest of any and all lien holders and claims of present and future tort and product liability claimants of any kind and nature whatsoever.

5. Any Property Liens on the Property shall attach to net sales proceeds, after payment of any cost of sale including, but not limited to, fees directly associated with the sale, pursuant to the Purchase Agreement.

6. All persons or entities holding any adverse claim shall be and hereby are enjoined, stayed and barred from pursuing or attempting to pursue or commencing any suits or proceedings, in law, in equity or otherwise to collect, recover or pursue any adverse claims against AGPC, Inc. or the Property.

7. The sale, conveyance, transfer and assignment of the Property to AGPC, Inc. pursuant to this Order shall be binding upon the Trustee, AGPC, Inc., the Debtor, all of the

Debtor's creditors, all persons having or asserting a claim against or interest in the Debtor or the Property, and all parties to any actions or proceedings.

8. This Order shall be binding upon and inure to the benefit of any successors or assigns of the Trustee, the Debtor, and AGPC, Inc.

9. Notice of the Motion was adequate and sufficient under the circumstances.

10. This Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

IT IS SO ORDERED.

#

Submitted by:

/s/ Kelly S. Burgan

Kelly S. Burgan (0073649)

Baker & Hostetler LLP

Key Tower

127 Public Square, Suite 2000

Cleveland, Ohio 44114

Telephone: 216.621.0200

Facsimile: 216.696.0740

abeachdell@bakerlaw.com

Counsel for the Trustee

SERVICE LIST

Electronic Mail Notice List

The following is the list of **parties** who are currently on the list to receive e-mail notice/service for this case.

- Richard M Bain bain@buckleyking.com, krupa@buckleyking.com
- Stephen M. Bales sbales@zieglermetzger.com, dmalloy@zieglermetzger.com
- Brian A Bash bashtrustee@bakerlaw.com, bbash@ecf.epiqsystems.com
- Brian A. Bash BBash@bakerlaw.com
- Brian A. Bash bashtrustee@bakerlaw.com, bbash@ecf.epiqsystems.com
- John E. Bator jbator@batorlaw.com, sbator@batorlaw.com
- Alexis Beachdell abeachdell@bakerlaw.com, fairfinancedocket@bakerlaw.com
- Kathryn A. Belfance kb@rlblp.com
- John B. Blanton jblanton@bakerlaw.com
- Thomas J Budd disneydiver@me.com, law@disneydiver.com
- Kelly Burgan kborgan@bakerlaw.com
- Patrick W. Carothers pcarothers@leechtishman.com, bankruptcy@leechtishman.com;ghauswirth@leechtishman.com;dtomko@leechtishman.com
- Anthony J. Cespedes ajc1253@yahoo.com
- William Gregory Chris wchris@rlblp.com, hkoerner@rlblp.com
- Michael L. Cioffi cioffi@blankrome.com
- LeGrand L Clark legrand.clark@atg.in.gov, stephanie.patrick@atg.in.gov
- Deborah A. Coleman dacoleman@hahnlaw.com, hlpcr@hahnlaw.com;mcsoulsby@hahnlaw.com;cmbeitel@hahnlaw.com
- Anthony J DeGirolamo ajdlaw@sbcglobal.net, amber_weaver@sbcglobal.net;G23630@notify.cincompass.com
- Rocco I. Debitetto ridebitetto@hahnlaw.com, cmbeitel@hahnlaw.com
- Duriya Dhinojwala ddhinojwala@bmdllc.com, ddhinojwala@icloud.com
- Michelle DiBartolo-Haglock mdibartolo@ttmlaw.com, mldibartolo@gmail.com
- Breaden M. Douthett bdouthett@bakerlaw.com, fairfinancedocket@bakerlaw.com
- J Douglas Drushal ddrushal@ccj.com, lehman@ccj.com
- Charles R. Dyas charles.dyas@btlaw.com
- Robert W. Eckinger rwe@eckingerlaw.com
- Joseph Esmont jesmont@bakerlaw.com, joe.esmont@gmail.com;cbkfuturesinc@bakerlaw.com
- Joseph Esmont jesmont@bakerlaw.com, joe.esmont@gmail.com;cbkfuturesinc@bakerlaw.com
- Joseph E. Ezzie jezzie@bakerlaw.com
- Gregory R Farkas gfarkas@frantzward.com, dlbeatrice@frantzward.com
- Adam Lee Fletcher afletcher@bakerlaw.com
- Dov Frankel dfrankel@taftlaw.com, BHORVATH@TAFTLAW.COM;CLE_Docket_Assist@taftlaw.com
- Leon Friedberg lfriedberg@cpmlaw.com, efiling@cpmlaw.com
- Ronald P. Friedberg rfriedberg@meyersroman.com, vvardon@meyersroman.com
- Marc P Gertz mpgertz@goldman-rosen.com, debm@goldman-rosen.com
- Matthew Gold courts@argopartners.net
- Eric R. Goodman egoodman@bakerlaw.com
- Harry W. Greenfield bankpleadings@bucklaw.com, young@buckleyking.com;toole@buckleyking.com;heberlein@buckleyking.com
- Harry W. Greenfield greenfield@buckleyking.com, young@buckleyking.com;toole@buckleyking.com;heberlein@buckleyking.com
- John J Guy johnguy@neo.rr.com
- John J Guy johnguy@neo.rr.com
- Adam Bradley Hall amps@manleydeas.com
- Scott Holbrook sholbrook@bakerlaw.com
- H Ritchey Hollenbaugh hrh@cpmlaw.com, knocera@cpmlaw.com;slq@cpmlaw.com
- Rachel Huston rachel.huston@ohioattorneygeneral.gov
- Joseph F. Hutchinson jhutchinson@bakerlaw.com, sszalay@bakerlaw.com
- Steven G Janik , 8382591420@filings.docketbird.com
- Steven G Janik steven.janik@janiklaw.com, 8382591420@filings.docketbird.com

- Cynthia A Jeffrey bknotice@reimerlaw.com
- Kenneth C Johnson kjohnson@bricker.com, lpickett@bricker.com
- Nathaniel R. Jones jones-n@blankrome.com
- Mitchell A. Karlan mkarlan@gibsondunn.com, ldunst@gibsondunn.com;nhart@gibsondunn.com;blutz@gibsondunn.com;mao@gibsondunn.com
- Patrick J Keating pkeating@bdblawn.com, sconard@bdblawn.com
- Scott J. Kelly scottkelly@skellylaw.com
- David Charles Knowlton dck@kckblawn.com
- John F Kostelnik jkostelnik@frantzward.com, dlbeatrice@frantzward.com
- Stuart A. Laven slaven@cavitch.com
- James Michael Lawniczak jlawniczak@calfee.com
- Trish D. Lazich trish.lazich@ohioattorneygeneral.gov, angelique.dennis-noland@ohioattorneygeneral.gov
- Stephen P Leiby sleiby@neolaw.biz, jackie@neolaw.biz
- Scott B. Lepene scott.lepene@thompsonhine.com, Christine.Broz@thompsonhine.com;ECFDocket@thompsonhine.com
- Jeffrey M. Levinson jml@jml-legal.com
- Patrick T. Lewis plewis@bakerlaw.com, sjeney@bakerlaw.com
- Quintin F. Lindsmith qlindsmith@bricker.com, cwarner@bricker.com
- David A Looney David@OhioAttorney.com, davelooney1@gmail.com
- Bruce J.L. Lowe blowe@taftlaw.com, CLE_Docket_Assist@taftlaw.com;SMcKean@taftlaw.com
- Thomas R Lucchesi tlucchesi@bakerlaw.com
- Thomas R Lucchesi tlucchesi@bakerlaw.com
- Crystal L. Maluchnik crystal.maluchnik@janiklaw.com
- Crystal L. Maluchnik crystal.maluchnik@janiklaw.com
- Grant A Mason gamason@millermast.com
- Matthew H Matheney mmatheney@bdblawn.com, bhajduk@bdblawn.com
- Shorain L. McGhee shorain@smcgheelaw.com
- David W. Mellott dmellott@beneschlaw.com
- Tarek E. Mercho tmercho@mercholegal.com
- David P. Meyer dmeyer@dmlaws.com, docket@dmlaws.com
- David Polan Meyer dmeyer@dmlaws.com
- Michael J Moran mike@gibsonmoran.com, moranecf@gmail.com;r55982@notify.bestcase.com
- Michael J Moran moranecf@yahoo.com, moranecf@gmail.com;r55982@notify.bestcase.com
- David A Mucklow davidamucklow@yahoo.com
- David A Mucklow davidamucklow@yahoo.com
- Steven J. Mulligan stevenmulligan@cox.net
- Maritza S. Nelson mnelson@bakerlaw.com
- F. Anthony Paganelli tony@tonypaganelli.com
- Lucas Keith Palmer palmer@ccj.com, aaichele@ralaw.com
- David C. Perduk dperduk@perduklaw.com, jody@perduklaw.com
- Mark A Phillips mphilips@beneschlaw.com, docket@beneschlaw.com;lbehra@beneschlaw.com;cgreen@beneschlaw.com
- Mark A Phillips mphilips@beneschlaw.com, docket@beneschlaw.com;lbehra@beneschlaw.com;cgreen@beneschlaw.com
- Larry G. Poulos larry_poulos@yahoo.com
- Kenneth G. Prabucki kprabucki@bakerlaw.com
- Kenneth G. Prabucki kprabucki@bakerlaw.com
- Clinton E. Preslan ndohbky@jbandr.com
- Clinton E. Preslan cpreslan@preslanlaw.com
- David F. Proano dproano@bakerlaw.com, fairfinancedocket@bakerlaw.com
- David F. Proano dproano@bakerlaw.com, fairfinancedocket@bakerlaw.com
- Stephen J Pruneski spruneski@rlblp.com
- Timothy J Richards trichards@frantzward.com, dlbeatrice@frantzward.com;timrichardslegal1976@gmail.com
- Mark Riemer mriemer@goldman-rosen.com
- Tim Robinson tim.robinson@dinsmore.com, lisa.geeding@dinsmore.com
- Tim Robinson tim.robinson@dinsmore.com, lisa.geeding@dinsmore.com

- James E. Rossow jim@rubin-levin.net, robin@rubin-levin.net;lisa@rubin-levin.net;atty_jer@trustesolutions.com
- James E. Rossow jim@rubin-levin.net, robin@rubin-levin.net;lisa@rubin-levin.net;atty_jer@trustesolutions.com
- Colin P. Sammon colin.sammon@janiklaw.com, Julie.Zakrzewski@Janiklaw.com
- Matthew J. Samsa msamsa@mcdonaldhopkins.com, docket@beneschlaw.com;cgreen@beneschlaw.com
- James Preston Schuck jschuck@bricker.com, cwarner@bricker.com
- Richard V. Singleton rsingleton@blankrome.com, kreda@blankrome.com;jhanner@blankrome.com
- Dale S Smith dsmith@frantzward.com, dlbeatrice@frantzward.com
- Sheldon Stein ssteindocs@gmail.com, kristine@steintrustee.com;sheldon@steintrustee.com
- Rachel L. Steinlage rsteinlage@meyersroman.com, jray@meyersroman.com;mnnowak@meyersroman.com
- Ray H Stoess raystoess@600westmain.com
- Megan D. Stricker mnovinc@davisyoung.com, gcampbell@davisyoung.com
- Timothy M. Sullivan tim@tmslaw.net, crystal@tmslaw.net
- Jonathan D. Sundheimer jsundheimer@btlaw.com
- Gregory D Swope gswope@kwgd.com, mhelmick@kwgd.com
- David J. Theising dtheising@harrisonmoberly.com
- Ronald N. Towne rtowne@neolaw.biz, awehener@neolaw.biz
- Vance P. Truman medinaatty@vancetruman.com
- United States Trustee (Registered address)@usdoj.gov
- Michael S Tucker mtucker@ulmer.com
- Nancy A. Valentine nancy.valentine@icemiller.com, carol.builder@icemiller.com
- Michael A. VanNiel mvanniel@bakerlaw.com
- Thomas C Wagner wagnert@tcwlawyers.com, wagnert@vwlawyers.com
- Daniel Rubin Warren dwarren@bakerlaw.com
- Wayne County Litigants ddrushal@ccj.com
- Nicholas L. White nwhite@bakerlaw.com, fairfinancedocket@bakerlaw.com
- Alicia Raina Whiting-Bozich whiting-bozich@buckleyking.com, heberlein@buckleyking.com
- Douglas Wolfe dwolfe@asmcapital.com
- Lenore Kleinman ust04 Lenore.Kleinman@usdoj.gov
- Maria D. Giannirakis ust06 maria.d.giannirakis@usdoj.gov

Manual Notice List

The following is the list of **parties** who are **not** on the list to receive e-mail notice/service for this case (who therefore require manual noticing/service).

Emily S. Donahue
Jackson Walker L.L.P.
2323 Ross Avenue, Suite 600
Dallas, TX 75202

Christine A. Arnold
6005 Twin Lakes Drive
Parma, OH 44219

Dennis S. Sumerix
18592 Edwards Road, Lot 171
Doylestown, OH 44230-9546

Leon Friedberg
Dennis J. Concilla
Carl A. Aveni
H. Ritchey Hollenbaugh
Carlile Patchen & Murphy LLP
366 Broad Street
Columbus, OH 43215

Robert Boote
Ballard Shahr LLP
919 North Market Street, 12th Floor
Wilmington, DE 19801-3034

Leslie C Heilman
Ballard Spahr LLP
919 North Market Street, 12th Floor
Wilmington, DE 19801-3034

Maria D. Giannirakis
Office of the United States Trustee
Howard M. Metzenbaum U.S. Courthouse
201 Superior Avenue East, Suite 441
Cleveland, OH 44114

Lothar Jung
12962 W. Linden Avenue
Parma, OH 44130-5817

John J. Kuster
Benjamin R. Nagin
Sidley Austin LLP
787 Seventh Avenue
New York, NY 10019

Eric W. Sleeper
Barton Barton & Plotkin LLP
420 Lexington Avenue
New York, NY 10170

Gary Sallee
11650 Olio Road, Suite 1000-333
Fishers, IN 46037

Robert Hanlon
Eileen Hanlon
P.O. Box 42
State Route 43
Mogadore, OH 44260

John McCauley, Esq.
J. Richard Kiefer, Esq.
Bingham McHale LLP
2700 Market Tower
10 West Market Street
Indianapolis, IN 46204

Tobey Daluz
Ballard Spahr LLP
919 North Market Street, 12th Floor
Wilmington, DE 19801-3034

Jay Jaffe
Faegre Baker Daniels LLP
600 E. 96th Street, Suite 600
Indianapolis, IN 46240

Michael V. Demczyk
12370 Cleveland Avenue, NW
P.O. Box 867
Uniontown, OH 44685

Charles Boerner
1848 Ritchie Road
Stow, OH 44224

JM Partners LLC
Attn: John Marshall
6800 Paragon Place, Suite 202
Richmond, VA 23230-1656

*KCC will serve this order on all creditors. A supplemental certificate of service will be filed.