

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

IN RE:)
)
RED TOP RENTALS, INC.) CAUSE NO: 09-05229-JKC-11
)
DEBTOR.)
)
_____)

**ORDER ON MOTION FOR AUTHORITY TO CONDUCT
AUCTIONS FOR THE SALE AND TRANSFER OF
CERTAIN ASSETS OF THE DEBTOR FREE AND
CLEAR OF ALL LIENS, CLAIMS, INTERESTS,
CHARGES AND ENCUMBRANCES**

This matter is before the Court upon the *Motion for Authority to Conduct Auctions for the Sale and Transfer of Certain Assets of the Debtor Free and Clear of all Liens, Claims, Interests, Charges and Encumbrances* (the “Rolling Authority Motion”) filed by the debtor and debtor-in-possession (the “Debtor”). All defined terms used herein are the same as in the Motion.

The Court: (a) having reviewed the Rolling Authority Motion; (b) having reviewed various certificates of mailing filed in connection with the Rolling Authority Motion; (c) having reviewed the docket on this matter; and (d) being otherwise duly advised; HEREBY FINDS AND CONCLUDES: (i) that good cause exists for granting the Rolling Authority Motion; (ii) that no objections have been filed to the Rolling Authority Motion; (iii) that it is in the best

interest of the estate that the Debtor be granted authority to conduct auctions to sell Assets on a continual basis; (iv) the Debtor has plead sufficient cause for conducting auctions of the Assets; (v) a notice on the Rolling Authority Motion was docketed and distributed on September 17, 2009 [Docket #246]; and (vi) sufficient and proper notice of the Rolling Authority Motion has been provided pursuant to Code §§ 102(1) and 363 and Fed.R.Bank.P. 6004.

THE COURT THEREFORE ORDERS AS FOLLOWS: the Rolling Authority Motion is hereby granted.

IT IS FURTHER ORDERED THAT the Debtor is permitted to conduct auctions as described and detailed in the Rolling Authority Motion; in particular the Debtor is permitted to hold auctions as frequently as weekly, for as many items as the Debtor deems advisable and for whichever items the Debtor deems advisable. This authority expires on the date confirming the filing of the Debtor's Chapter 11 Plan. To continue with authority thereafter, the Debtor must file a notice, subject to a twenty-day objection period.

IT IS FURTHER ORDERED THAT the Debtor, Auctioneer or its agents may issue bills of sale to successful buyers at the auctions.

IT IS FURTHER ORDERED THAT terms of this order are controlling to the extent they differ from terms in the Rolling Authority Motion.

IT IS FURTHER ORDERED THAT all of the Assets sold by this order shall be and hereby are sold free and clear of all Interests.

IT IS FURTHER ORDERED THAT the Debtor is directed to file a report of sale of any auction held at which any of the Assets are sold.

IT IS FURTHER ORDERED THAT the buyers are entitled to the protection of §363(m) of the Code so long as they are not insiders of the Debtor.

IT IS FURTHER ORDERED THAT liens on the Assets shall attach to proceeds of sale with the same validity and priority as existed prior to such sale. It is further ordered that M&I may, but is not required to, use any proceeds to apply against the Equipment Loan.

This is a final order.

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Requested By:

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