

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
SOUTHERN DIVISION**

<b>In re:</b>	)	
	)	
<b>STEWART R. DUDLEY,</b>	)	<b>CHAPTER 11</b>
	)	
<b>Debtor.</b>	)	<b>CASE NO.: 16-01842-TOM</b>
	)	

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**ORDER GRANTING TRUSTEE’S FIRST AMENDED EXPEDITED MOTION  
PURSUANT TO SECTIONS 105, 363 AND 365 OF THE BANKRUPTCY CODE AND  
BANKRUPTCY RULES 2004, 6004 AND 6006, FOR AN ORDER (A) APPROVING  
SALE AND AUCTION PROCEDURES IN CONNECTION WITH SALE OF CERTAIN  
ASSETS; (B) SCHEDULING A HEARING ON THE AUCTION PROCEDURES;  
(C) AUTHORIZING THE SALE OF CERTAIN ASSETS FREE AND CLEAR OF LIENS,  
CLAIMS, ENCUMBRANCES AND OTHER INTERESTS;  
AND (D) GRANTING RELATED RELIEF**

Upon consideration of the Chapter 11 Trustee (the “Trustee’s”) First Amended Expedited Motion Pursuant to Sections 105, 363 and 365 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004 and 6006, for an Order (A) Approving Sale and Auction Procedures in Connection with Sale of Certain Assets; (B) Scheduling a Hearing on the Auction Procedures; (C) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests; and (D) Granting Related Relief (“the Amended Auction Motion”) [Doc.#418 and #451, collectively]<sup>1</sup>; and the Auction Motion having been served by regular mail upon Debtor’s Counsel, all listed creditors of the Debtor, including the United States Bankruptcy Administrator, and the Court having considered all objections to the Auction Motion; and this Court having considered the relief sought in the Auction Motion and having found that the legal and factual basis set for establish good cause to grant the relief requested, it is hereby

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<sup>1</sup> Terms not defined in this Order shall have the defined meaning set forth in the Amended Auction Motion.  
539667

ORDERED, ADJUDGED and DECREED THAT:

1. The Amended Auction Motion be, and hereby is, granted on the terms and conditions set forth therein;

2. The Trustee is authorized and directed to conduct an auction, for the Old Car Heaven Vehicle Collection (as set forth on **Exhibit "A"** which is attached and incorporated by reference for all purposes), through the assistance and direction of Tom Mack Auctions on December 2, 2017 at the Old Car Heaven facility in Birmingham, Alabama (the "Auction"). The Auctioneer's compensation shall be limited to twelve percent (12%) of the actual bid price which does not include the ten percent (10%) buyer's premium the Auctioneer is entitled to charge buyers, but not the Trustee or bankruptcy Estate;

3. On the day of the Auction, each unit in the Old Car Heaven Vehicle Collection shall be sold and transferred free and clear of all liens, pledges, claims, security interests, encumbrances and interests of any kind with all such liens, pledges, claims, security interests, encumbrances and interests attaching to the proceeds of sale to the same extent and in the same order of priority as each such interest now attaches to or affects the respective vehicle, subject to this Court's power to determine the validity, extent and priority of any such liens, pledges, claims, security interests, encumbrances or other interests;

4. The objections to the Amended Auction Motion asserted by Magnify, LLC ("Magnify"), Torch Holdings, LLC ("Torch"), and Ahrian Dudley ("Ahrian") are all overruled. The Trustee and counsel for Magnify, Torch Holdings, Ahrian, C. Ray Dudley ("Ray Dudley"), the children of Mr. and Mrs. Dudley (the "Children"), and all related entities and affiliates shall cooperate in the process and procedure of transferring each unit of the Old Car Heaven Vehicle

Collection to the Estate for the purpose of effectuating the sale in accordance with 11 U.S.C. § 363. Magnify, Torch, Ahrian, Ray Dudley and the Children reserve all of their rights regarding all net proceeds resulting from the Auction, and it is made without waiver as to any and all existing rights, legal arguments and defenses each may have, including those related to Adversary Proceeding 17-00052 pending with this Court and the ultimate distribution of the Auction proceeds;

5. All net proceeds of the Auction shall be held by the attorney for the Trustee, in his trust account, pending further order of this Court;

6. There are sound business reasons for the Trustee, pursuant to Section 363(b) of the Bankruptcy Code, to effectuate the transactions described in the Amended Auction Motion and the sale of the Old Car Heaven Vehicle Collection. Further, the Trustee is acting in accordance with the provisions of Section 363(b) and (f) of the Bankruptcy Code. The Auction is a commercially reasonable method to liquidate the Old Car Heaven Vehicle Collection given the facts of this case, the pending Chapter 11 proceeding and its current posture, the evidence presented; and the argument of counsel;

7. A Purchaser shall not be deemed to be a successor to or of the Debtor (or any of Magnify, Torch, Ahrian, Ray Dudley, and/or the Children) as a result of the acquisition of a vehicle pursuant to the terms of the Amended Auction Motion and this Order;

8. Each and every federal, state, and local governmental agency or department (including without limitation, state departments of motor vehicles or departments of public safety) shall be, and hereby is, directed to accept this Order and any and all documents and instruments necessary and appropriate to consummate the transaction contemplated by the Amended Auction

Motion, including, without limitation, documents and instruments for recording in any governmental agency or department required to transfer to the Purchaser the names and any and all other licenses or permits necessary for the operation that is associated with any unit within the Old Car Heaven Vehicle Collection;

9. The terms and provisions of the Amended Auction Motion and this Order shall be binding in all respects upon, and shall inure to the benefit of the Purchaser, the Debtor, his family and/or related entities or affiliates, the Debtor's estate, and their successors and assigns, including any trustee that may be appointed in this case or any superseding case under Chapter 7 of the Bankruptcy Code;

10. The Trustee, Debtor, Magnify, Torch, Ahrian, Ray Dudley, the Children, and the Purchaser are authorized and directed to take the necessary actions to consummate the transactions contemplated by the Amended Auction Motion and execute all documents and instruments of assignment, transfer and sale that are necessary and appropriate to implement the Amended Auction Motion and this Order;

11. Not later than 12:00 noon (local prevailing time), on December 8, 2017 the Trustee shall file with the Court a pleading that shall include, without limitation, the following:

(i) A report of sale describing the outcome of the Auction, including the purchase price for each vehicle;

(ii) A list of all bidders qualified by the Auctioneer;

(iii) A detailed description of the advertising and marketing actually performed by the Auctioneer (or its designee) prior to the Auction and the amount of money spent on all marketing and advertising;

(iv) A request that the sale was conducted in a commercially reasonable manner, without collusion, and that the Trustee, Auctioneer and/or each purchaser acted in “good faith” as contemplated by 11 U.S.C. § 363(m); and

(v) A request for all other necessary and appropriate relief.

12. The Sale Hearing to consider ratification of the Auction results is scheduled for Monday, December 11, 2017 at 10:00 a.m. (local prevailing time);

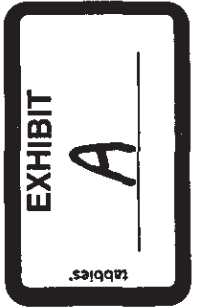
13. This Court shall retain jurisdiction to determine any claims, disputes or causes of action arising out of or relating to the Auction, the Old Car Heaven Vehicle Collection or any of the transactions contemplated under the Amended Auction Motion and/or this Order;

14. Notice of the Amended Auction Motion and all hearings scheduled thereon constituted good and sufficient notice of the sale proposed in the Amended Auction Motion to all parties entitled to such notice.

Dated this the 10th day of October, 2017.

/s/ Tamara O. Mitchell  
JUDGE TAMARA O. MITCHELL  
UNITED STATES BANKRUPTCY COURT

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Dudley/Matter No.: 20244

Old Car Heaven – Vehicles to be Auctioned

#	Make	Model	Year	Description	Est. Price	VIN:
1	Buick	Roadster	1928	Blue/black	Unknown	Engine #2072558
2	Buick	Century	1938	2-door; Coupe; Black	Unknown	Engine #63482453
3	Buick	Super Riviera	1950	2-door; Black/white with red interior	Unknown	55916759
4	Cadillac	Eldorado Biarritz	1957	2-door; Convertible; Red	Unknown	5762059513
5	Cadillac	Sedan	1938	Convertible; Black	Unknown	387529131
6	Chevrolet	-	1955	4-door post; Needs restore	Unknown	55N058513
7	Chevrolet	3100	1954	5-window; Pickup-truck	Unknown	H54N011765
8	Chrysler	Imperial	1937	Convertible; 4-door; Maroon	Unknown	6728654
9	Chrysler	Roadster	1929	Needs restoration; parts missing	Unknown	Engine #C1-15063
10	Chrysler	Imperial	1931	Dual cowl; Convertible; Maroon	Unknown	7802482
11	Chrysler	Imperial	1932	Dual cowl; Convertible; Red/maroon	Unknown	172-12
12	Chrysler	Imperial	1929	Duel cowl; Convertible; Blue/blue	Unknown	Engine #R278450
13	Chrysler	Roadster	1930s	Yellow	Unknown	CPE-328-CD
14	Chrysler	300	1959	Tangerine; 2x4 bbls; weak paint	Unknown	0506 592 M591
15	Chrysler	300	1965	Brown; 4-speed; needs paint	Unknown	100584343
16	Chrysler	Newport 300	1962	Heony; 2x4 bbls; White; Fender damage	Unknown	C453146776
17	Chrysler	New Yorker	1940	2-door; Convertible; Maroon	Unknown	8423186879
18	Chrysler	New Yorker	1970	No wheels or tires	Unknown	6614558
19	Chrysler	300	1965	2-door; Yellow	Unknown	CH41T0C189199
20	Chrysler	300	1970	Convertible; Tan	Unknown	C453190121
21	Chrysler	Imperial	1966	2-door; Convertible; Maroon	Unknown	CM27T0C225467
22	Chrysler	300L	1967/68	Convertible; Maroon	Unknown	YM27J63127239
23	Chrysler	New Yorker	1963	Wagon; No engine; Blue	Unknown	C453149292
24	Chrysler	New Yorker	1956	Convertible; Hemi; Pink	Unknown	8723175876
25	Chrysler	Sedan	1926	4-door	Unknown	Engine #CCJ2448
26	Chrysler		1936	Convertible; Light blue/grey; CO: 103 AZW	Unknown	30864

#	Make	Model	Year	Description	Est. Price	VIN:
27	Chrysler	New Yorker	1950	Convertible; Red; AZ: 720N	Unknown	7130680
28	Chrysler	300	1955	Hemi; 2x4 bbl; 2-door; Coupe; White	Unknown	None Found
29	Chrysler	300 Cross Ram	1961	Convertible; Copper w/ tan top	Unknown	8413154857
30	Chrysler		1966	Coupe; 2-door; Red/black top; WA: 695 UUQ	Unknown	CM23G63159057
31	Chrysler	300	?	Coupe; 2-door; Silver/black roof w/ red stripe	Unknown	C453285618
32	Desoto		1941	Convertible; Blue/white top	Unknown	None Found
33	Desoto	-	1956	Convertible; Hemi 2-4's; Red/white; missing wheel covers	Unknown	50381576
34	Desoto	Roadster	1930's	Yellow/Black	Unknown	5001183
35	Desoto	Firedome V8	1955/56	Powerflite; White w/ red stripe	Unknown	64025952
36	Dodge	-	1938	Convertible; Beige	Unknown	4073735
37	Dodge	<i>Sedan</i>	1938	4-door; Maroon	Unknown	30033034
38	Dodge	Royal Hemi	1955	2-door; Coupe; Grey/black	Unknown	34841103
39	Dodge	Luxury Liner	1941	2-door; Convertible; Tan	Unknown	30306760
40	Dodge	-	1959/60	Convertible; Incomplete - needs restore	Unknown	VIN plate missing
41	Dodge	Polara	1961	2-door; White	Unknown	5113108367
42	Dodge	Royal Lancer	1956	Convertible; Hemi; Black	Unknown	34858469
43	Dodge	Lancer	1956	Convertible; Hemi; Red/black	Unknown	34924338
44	Dodge	<i>Wagon</i>	1958	Unrestored; Gold/white	Unknown	38539552
45	Dodge		1955/56	2-door; Aqua	Unknown	34935254
46	Dodge	Royal V8	1954	Powerflite; Convertible; Pink/tan top; AL: VCM 404	Unknown	38534013
47	Dodge Bros.	<i>Truck</i>	1937	Grey/Black	Unknown	Engine #C1652467
48	Facel	Vega Paris III	1963	Red/black hood; Plate - 4HXY059	Unknown	FBA 095
49	Ford	-	1947	2-door; Convertible; White; Twin carbs/Offy heads	Unknown	11722566
50	Ford	<i>Wagon</i>	1939	Military; R-hand drive; Green	Unknown	11A 502 C
51	Jaguar	XK120	1951	Chevrolet engine; Red/Red	Unknown	Chassis #647564
52	Jaguar	XJS V12	1989	Viper engine; Convertible; AL: 58K50H3	Unknown	SAJHV4843KCI58048
53	LaSalle	-	1938	2-door; Convertible; Black; Older restoration	Unknown	2281386
54	Nash	Statesman	1951	4-door; Brown/tan	Unknown	K-480948
55	Nash	Metropolitan	1954	Black/white	Unknown	E-85074

#	Make	Model	Year	Description	Est. Price	VIN
56	Nash	-	1952	Convertible; Maroon	Unknown	F97203
57	Nissan	350Z	2003	Coupe; Maroon; AL: LRD 1	Unknown	JN1AZ34D43T106952
58	Oldsmobile	-	1934	Coupe; Blue	Unknown	L29486
59	Oldsmobile	-	1937	4-door; Convertible; Maroon; R-Hand Drive	Unknown	53447
60	Packard	120	1940	2-door; Convertible; Green	Unknown	1399-2074
61	Packard	Super 8	1939	2-door; Coupe; Blue with paint/interior issues	Unknown	1275-2253
62	Packard	Boat tail	1931	Convertible; Maroon	Unknown	50577
63	Packard	Super 12	1939	2-door; Convertible; Red	Unknown	413234
64	Packard	Packard Twin Six	1915	4-door; Touring car; Convertible; Black	Unknown	82832
65	Plymouth	Convertible	1935	2-door; Convertible; Primer grey	Unknown	VIN missing
66	Plymouth	Sedan	1936	4-door; Green	Unknown	VIN missing
67	Plymouth	Roadster	1931	Blue/black	Unknown	Body #384 467
68	Plymouth	Deluxe	1935	2-door; Convertible; Maroon	Unknown	2581901
69	Plymouth	Special Deluxe	1948	2-door; Convertible; Blue metallic; non-original int.	Unknown	11982176
70	Plymouth	Deluxe	1940	2-door; Convertible; Red	Unknown	11038049
71	Plymouth	Fury	1961	Convertible; Black/blue	Unknown	3317161704
72	Plymouth	Sedan	1937	Delivery body	Unknown	K1-3-3726
73	Plymouth	Special Deluxe	1949	2-door; Convertible; Red; Iowa issued VIN plate	Unknown	12331286
74	Plymouth	Cambridge	1952	2-door; Convertible; Blue	Unknown	VIN missing
75	Plymouth	Belvedere	1955	Convertible; Blue	Unknown	15739942
76	Plymouth	Wagon	1959	Unrestored; Tan	Unknown	LP2L18285
77	Plymouth		1939	Convertible; White/tan top	Unknown	P8291276
78	Plymouth	Suburban Custom	1957	Wagon; Light blue/green	Unknown	14361200
79	Pontiac	-	1938	2-door; Convertible; Black/red interior	Unknown	8DA12255
80	Rolls Royce	Silver Wraith	1952	Maroon/Black	Unknown	LBLW31