

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Chapter 11
)	
AUTOMOTIVE PROFESSIONALS, INC.)	Case No. 07-6720
)	
Debtor.)	Honorable Carol A. Doyle

**ORDER APPROVING TRUSTEE'S SECOND
SETTLEMENT WITH CERTAIN DEALERS**

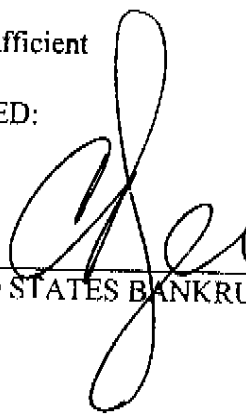
THIS MATTER COMING TO BE HEARD upon the motion (the "Motion") of Frances Gecker (the "Trustee"), not individually, but as Chapter 11 Trustee of the estate of Automotive Professionals, Inc. (the "Debtor"), for the entry of an order pursuant to 11 U.S.C. § 363(b) and Fed. R. Bankr. P. 9019, authorizing the Trustee to enter into settlement agreements with the dealers identified in Exhibit A hereto (the "Dealers") as set forth in Motion and Settlement Agreements attached to the Motion as Exhibits B and C (the "Settlement Agreements"); due written notice of the Motion having been served on all parties entitled thereto; the Court having heard the statements of counsel, and otherwise being fully advised of the premises, and the Court having jurisdiction over this core matter;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. The Trustee is authorized to enter into the Settlement Agreements, and all transfers set forth therein are hereby authorized.
3. Notice of the Motion is approved as sufficient

DATED: 12/20/07

ENTERED:



 UNITED STATES BANKRUPTCY COURT

Exhibit A

	State	Dealer	Dealer Code	Reference Number	Account Balance	Number of VSCs
DO	CT	Falvey's Motors	CT06760	30002592	129,495.71	595
AO	CT	Don Mallon Chevrolet	CT80220	30002576	55,254.08	186
DO	CT	Don Mallon Chevrolet	CT02350	30002576	92,981.32	313
		Total Don Mallon Chevrolet			148,235.40	499
AO	VA	Lindsay Chevrolet	VA80090	30002494	885,743.81	1,638
AO	VA	Alexandria Motor Cars	VA80110	30002503	760,368.42	1,468
		Total Lindsay Auto Group			1,646,112.23	3,106
DO	PA	Ross Ford South	PA15100	30002506	6,516.56	25
DO	PA	Family Chevrolet Buick	PA07230	3000985980	471,171.43	1,690
DO	PA	Ross Chevrolet-Geo-Olds	PA15030	3000986038	254,586.86	546
DO	PA	Ross Ford	PA08660	3000986053	177,705.69	472
DO	PA	Ross and Sons Chevrolet	PA05590	3000986087	361,867.81	1,220
		Total Kenny Ross Group			1,271,848.35	3,953
AO	CT	Terryville Chevrolet	CT80090	30002486	-	218
DO	CT	Disch Motor Group (Chevrolet)	CT03940	30002578	186,909.07	475
DO	CT	Dworkin Chevrolet	CT15850	30002505	86,932.44	604
DO	CT	Grossman Chevrolet	CT15000	30002595	83,604.15	132
DO	CT	Hammonasset Ford	CT15910	30002505	40,011.95	278
DO	CT	McDermott Chevrolet	CT11470	30002861	551,744.53	871
AO	MA	Santilli's Auto Sales	MA80960	30002487	-	168
DO	CT	Putnam Sales and Service	CT15570	30002534	102,758.87	209
DO	VA	Pinkerton Chevrolet	VA80210	30002652	2.90	45
DO	VA	Hart Motor Company	VA80930	30002652	4.20	65
AO	HI	Windward Ford - Makenna Hawaii	HI80110	30002638	382,551.59	1,003
AO	ID	Bronco Motors	ID80010	30002673	267,468.78	175
AO	ID	Broadway Ford	ID80140	30002692	349,061.36	608

Exhibit A

State	Dealer	Dealer Code	Reference Number	Account Balance	Number of VSCs	
AO	HI	Shelly Eurocars	HI80170	30002652	8.13	126
DO	IL	Haggerty Pontiac Buick GMC	IL10180	30002506	481,183.13	1,846
DO	TX	RHC Automotoive (Saturn of SA)	TX10950	30002571	109,055.91	238
AO	GA	Cobb Parkway Chevrolet	GA80180	30002658	225,443.47	1,080
AO	GA	BG Motors - Speedway Dodge	GA81070	30002658	20,665.65	99
AO	AR	Ron Blackwell Ford	AR80040	30002501	395,408.40	842
AO	MA	Kelly Automotive Group	MA80526	30002636	185,113.88	791
AO	MA	Kelly Jeep-Eagle	MA80522	30002636	88,227.48	377
AO	MA	Roland Kelly Nissan	MA80523	30002636	936.10	4
AO	MA	Kelly Nissan of Lynnfield	MA80524	30002636	51,719.56	221
AO	MA	Kelly Suzuki	MA80525	30002636	4,446.48	19
AO	MA	Roland Kelly Infiniti	MA80521	30002636	67,867.29	290
AO	MA	Kelly 114	MA80528	30002636	19,658.11	84
AO	MA	Kelly Brian D., Inc.	MA80527	30002636	234.03	1
		Total Kelly Group			418,202.93	1,787
AO	MA	Silko Motor Sales	MA80880	30002720	216,285.56	974
AO	PA	Reedman Chevrolet	PA80340	30002671	96,873.34	77
AO	PA	Reedman Corporation	PA80320	30002671	50,323.81	40
AO	PA	Reedman Automobiles	PA80330	30002671	46,549.53	37
		Total Reedman Group			193,746.68	154
AO	SC	Hancock Buick	SC80050	30002650	213,125.20	751
AO	HI	J-R 818 Kapiolani	HI80430	30002652	36.47	565
AO	HI	J-R Kona Acquisition	HI80450	30002652	9.10	141
		Grand Total			7,519,912.16	21,607