

UNITED STATES BANKRUPTCY COURT
 NORTHERN DISTRICT OF ILLINOIS
 Eastern Division

In Re:)	BK No.: 19-03734
)	(Jointly Administered)
)	Chapter: 11
TOTAL FINANCE INVESTMENT INC.,)	Honorable Carol A. Doyle
et al.,)	
)	
Debtor(s))	

INTERIM ORDER AUTHORIZING DEBTORS TO (I) MAINTAIN AND ADMINISTER PREPETITION CUSTOMER PROGRAMS AND PRACTICES, (II) PAY AND HONOR RELATED PREPETITION AND POST-PETITION OBLIGATIONS, (III) PAY AND HONOR CREDIT CARD CHARGEBACKS AND PROCESSING FEES AND (IV) GRANTING RELATED RELIEF

Upon the motion (the "Motion") of Total Finance Investment Inc. and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") for entry of an order (this "Interim Order"), pursuant to sections 362(d), 363(b), and 541(d) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, (i) authorizing the Debtors to maintain and administer the Customer Programs, (ii) authorizing the Debtors to pay and otherwise honor the Customer Program Obligations, (iii) authorizing the Debtors to pay or otherwise honor the Processing Obligations, including authorizing the applicable Payment Processors to set off the Processing Obligations, and (iv) granting related relief, all as more fully described in the Motion; and upon consideration of the First Day Declaration; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and Internal Operating procedure 15(a) of the United States District Court for the Northern District of Illinois; and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); ~~and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of and the opportunity for a hearing on the Motion having been given under the circumstances and it appearing that no other or further notice need be provided other than as set forth in the Motion; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court; and all objections, if any, to the Motion having been withdrawn, resolved or overruled; and the relief requested in the Motion being in the best interests of the Debtors' estates, their creditors and other parties in interest; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; capitalized terms used but not otherwise defined herein shall have the meaning given to them in the Motion, and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:~~

1. The relief requested in the Motion is GRANTED on an interim basis as set forth herein.
2. The Final Hearing on the Motion shall be held on March 7, 2019 at 11:00 a.m., prevailing Central Time. Any objections or responses to entry of a final order on the Motion shall be filed on or before 4:00 p.m., prevailing Central Time, on February 28, 2019 (the "Objection Deadline") and served on the following parties: (i) the Debtors, Total Finance Investment Inc., 3400 N Pulaski Rd., Chicago, Illinois 60641, Attn: Kenichiro Hoshika (hoshika@caroutlet.com); (ii) proposed counsel to the Debtors, Sidley Austin LLP, One South Dearborn, Chicago, Illinois 60603



(bguzina@sidley.com) and Jackson T. Garvey (jgarvey@sidley.com), (iii) counsel to BMO, Chapman & Cutler LLP, 111 West Monroe Street, Chicago, Illinois 60603, Attn: David B. Audley (audley@chapman.com) and Mia D. D'Andrea (dandrea@chapman.com); (iv) counsel to Westlake Services LLC, Buchalter, Nemer, Fields and Younger, 1000 Wilshire Boulevard, Suite 100, Los Angeles, California 90017, Attn: William Brody (wbrody@buchalter.com); (v) counsel to 11 x 11, LLC, DLA Piper, 444 West Lake Street, Suite 900, Chicago, Illinois, 60606, Attn: Richard A. Chesley (richard.chesley@dlapiper.com) and Scott Kapp (scott.kapp@dlapiper.com); (vi) the Office of the United States Trustee for the Northern District of Illinois, 219 S Dearborn Street, Room 973, Chicago, Illinois 60604, Attn: Roman Sukley (roman.l.sukley@usdoj.gov); (vii) any statutory committee appointed in these chapter 11 cases; and (viii) any party that has requested notice pursuant to Bankruptcy Rule 2002.

3. The Debtors are authorized, but not directed, to maintain and administer the Customer Programs and pay or otherwise honor any Customer Program Obligations, whether arising before, on or after the Petition Date, in the ordinary course of business and consistent with past practice, as necessary and appropriate in the Debtors' business judgment.

4. All applicable banks and other financial institutions are hereby authorized to receive, process, honor and pay any and all checks, drafts, wires, check transfer requests or automated clearing house transfers evidencing amounts paid by the Debtors under this Interim Order whether presented prior to or after the Petition Date to the extent the Debtors have good funds standing to their credit with such bank or other financial institution. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Interim Order without any duty of further inquiry and without liability for following the Debtors' instructions. The Debtors are authorized to issue post-petition checks, or to effect post-petition wire transfer requests, in replacement of any checks or transfers in respect of the payments authorized to be paid pursuant to this Interim Order that are dishonored or rejected.

5. The Debtors are authorized, but not directed, to pay any prepetition Processing Obligations in an amount not to exceed \$25,000 and to continue paying the Processing Obligations in the ordinary course of business pursuant to the terms of the Payment Processing Agreements in a manner consistent with past practices.

6. Nothing contained in the Motion or this Interim Order is intended or should be construed to create an administrative priority claim on account of any of the Customer Programs.

~~7. Notwithstanding the relief granted in this Interim Order and any actions taken pursuant to such relief, nothing in this Interim Order shall be deemed (i) an admission as to the validity of any claim against the Debtors; (ii) a waiver of the Debtors' rights to dispute any claim; (iii) a promise or requirement to pay any prepetition claim; (iv) a waiver of any claims or causes of action that may exist against any creditor or interest holder; (v) an approval or assumption of any agreement, contract, or lease under section 365 of the Bankruptcy Code; (vi) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (vii) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to the Motion are valid, and the Debtors expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens.~~

8. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b) because the relief granted in this Interim Order is necessary to avoid immediate and irreparable harm to the Debtors'

estates.

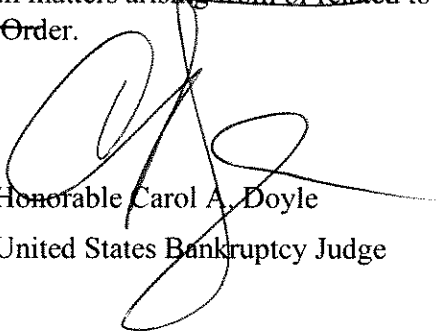
9. Notice of the Motion as provided for therein shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are waived by such notice.

10. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order are immediately effective and enforceable upon its entry.

~~11. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order in accordance with the Motion.~~

~~12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Interim Order.~~

Enter:


Honorable Carol A. Doyle
United States Bankruptcy Judge

Dated: 2/14/19

Prepared by:

Bojan Guzina (ARDC # 6277585)
Jackson T. Garvey (ARDC #6320652)
One South Dearborn Street
Chicago, Illinois 60603
Telephone: (312) 853-7000
Facsimile: (312) 853-7036

PROPOSED ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION