

UNITED STATES BANKRUPTCY COURT  
 NORTHERN DISTRICT OF ILLINOIS  
 Eastern Division

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

**ORDER (I) APPROVING  
 CASE MANAGEMENT PROCEDURES, (II) APPROVING  
 THE NOTICE THEREOF, AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”) of the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) for entry of an order (this “Order”) (i) approving the notice, case management, and administrative procedures attached hereto as Exhibit 1, (ii) approving the notice thereof, and (iii) granting related relief, all as more fully set forth 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 the 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of the relief requested therein at a hearing before this Court; and all objections, if any, to the Motion having been withdrawn, resolved or overruled; and the relief requested in the Motion being in the best interests of the Debtors’ estates, their creditors and other parties in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; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.
2. The Debtors’ notice, claims, and solicitation agent, Kurtzman Carson Consultants LLC, is authorized to establish a case website available at [www.kccllc.net/totalfinance](http://www.kccllc.net/totalfinance), where, among other things, electronic copies of all Court Filings filed in these chapter 11 cases shall be posted within one business day of filing and may be viewed free of charge.
3. All time periods set forth in this Order or in the Case Management Procedures shall be calculated in accordance with Bankruptcy Rule 9006(a).
4. The following notice, case management, and administrative procedures (the "Case Management Procedures") are approved and shall govern all aspects of these chapter 11 cases:



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## I. Hearing Procedures.

5. All Matters to Be Heard at Omnibus Hearings. The Court shall schedule regular, monthly omnibus hearings to consider all Court Filings (as defined herein) in these chapter 11 cases (collectively, the “Omnibus Hearings”). Notwithstanding Local Rule 9013-1, parties may only schedule motions and other Requests for Relief (as defined herein) for hearing at an Omnibus Hearing scheduled to occur at least 14 days after service of the notice of the Request for Relief; provided that any party may request an emergency hearing pursuant to the Local Rules (an “Emergency Hearing”). Any Court Filing that purports to set a hearing on a date or time at which no Omnibus Hearing is scheduled shall automatically and without further order of the Court be scheduled to be heard at the next regularly scheduled Omnibus Hearing that is at least 14 days after the date such Court Filing is filed and served.

6. Initial Omnibus Hearings. The first five Omnibus Hearings shall be held at the following dates and times:

- a. \_\_\_\_\_, 2019 at \_\_\_\_\_ (prevailing Central Time);
- b. \_\_\_\_\_, 2019 at \_\_\_\_\_ (prevailing Central Time);
- c. \_\_\_\_\_, 2019 at \_\_\_\_\_ (prevailing Central Time);
- d. \_\_\_\_\_, 2019 at \_\_\_\_\_ (prevailing Central Time); and
- e. \_\_\_\_\_, 2019 at \_\_\_\_\_ (prevailing Central Time).

7. Subsequent Omnibus Hearings. At or before the last initial Omnibus Hearing set forth above, the Debtors shall request, and the Court shall schedule, additional Omnibus Hearings. Upon scheduling, the Claims & Noticing Agent shall post the dates and times of the Omnibus Hearings on the Case Website. Entities may contact the Claims & Noticing Agent for information concerning all scheduled Omnibus Hearings.

8. Hearing Agenda. Two business days before each hearing, the Debtors shall prepare a hearing agenda (each a “Proposed Hearing Agenda”) for the convenience of the Court and counsel. This Proposed Hearing Agenda shall not be determinative of the matters to be heard at the respective hearing or whether there will be a settlement or a continuance. The Proposed Hearing Agenda will include, to the extent known by the Debtors’ counsel:

- a. the title and docket number of each Court Filing scheduled for hearing, including the initial Request for Relief and any Objections (as defined herein) or other documents related thereto;
- b. notice of whether the matters are contested or uncontested;
- c. notice of whether the matters have settled or are proposed to be continued;
- d. other comments that will assist the Court; and
- e. a suggested order in which the matters should be addressed.

9. The Debtors are authorized, but not directed, to amend a Proposed Hearing Agenda to reflect any changes, such as if additional Court Filings are filed or if matters are settled, withdrawn, or adjourned before a hearing.

10. Telephonic Appearances. A party in interest shall be entitled to attend or participate in an

Omnibus Hearing or other hearing by telephone (such attendance or participation a “Telephonic Appearance”). Instructions for parties to make a Telephonic Appearance may be obtained by contacting counsel for the Debtors.

## II. Filing and Service Procedures.

11. All notices, motions, applications, and other requests for relief, all briefs, memoranda, affidavits, declarations, and other documents filed in support of or in connection with such papers seeking relief (collectively, “Requests for Relief”), all objections and other responses to Requests for Relief (collectively, “Objections”), and all replies and other responses to Objections (collectively, “Replies,” and, together with Requests for Relief, Objections, and all other filed documents, the “Court Filings”) shall be filed with the Court and served in accordance with the notice provisions of these Case Management Procedures.

### A. The Service List.

12. All Court Filings Served on the Service List. All Court Filings shall be served on the following parties (collectively, the “Service List”):

a. Master Service List. The Claims & Noticing Agent shall maintain a master service list (the “Master Service List”). The Master Service List shall include the following parties or their counsel, if known:

i. the Office of the United States Trustee for the Northern District of Illinois;

ii. the Debtors and their counsel;

iii. the members of any statutory creditors’ committee, and, until such committee is appointed, the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d);

iv. BMO Harris Bank N.A. as Agent under the Debtors’ prepetition revolving credit facility;

v. Westlake Services, LLC as Lender under the Debtors’ prepetition subordinated term loan;

vi. 11 x 11, LLC as Lender under the Debtors’ prepetition junior subordinated term loan;

vii. the Office of the United States Attorney for the Northern District of Illinois;

viii. the United States Department of Justice;

ix. the state attorneys general for Illinois and Wisconsin; and

x. the Internal Revenue Service.

b. 2002 List. The Claims & Noticing Agent shall maintain a list of all entities that have filed a request for service of filings pursuant to Bankruptcy Rule 2002 and the Local Rules (the “2002 List”).

i. Information Required for Service of Filings. A request for service of papers pursuant to

Bankruptcy Rule 2002 and the Local Rules (each, a “2002 Notice Request”) filed with the Court shall be deemed proper if, and only if, it includes the following information with respect to the entity filing such request: (A) name; (B) street address; (C) name of client(s), if applicable; (D) telephone number; and (E) electronic mail address. Notwithstanding the application of the Local Rules, all counsel must comply with this provision in order to receive papers.

ii. Electronic Mail Address Required. If a 2002 Notice Request fails to include an electronic mail address or a No-Electronic Mail Certification (as defined herein), the Claims & Noticing Agent shall forward a copy of the Case Management Procedures to such entity within five business days and specifically request an electronic mail address. If no electronic mail address is provided in response to such request, such entity shall not be added to the 2002 List and shall not be served with copies of Court Filings unless (A) such pleadings and/or documents directly affect such entity or (B) such entity submits a No-Electronic Mail Certification (as defined below).

iii. Certification Opting Out of Electronic Mail Service. Notwithstanding the immediately preceding paragraph, any individual or entity filing a 2002 Notice Request who does not maintain (and cannot practicably obtain) an electronic mail address and thereafter cannot receive service by electronic mail must include in the 2002 Notice Request a certification to that effect (a “No-Electronic Mail Certification”). The No-Electronic Mail Certification shall include a statement certifying that the individual or entity (a) does not maintain an electronic mail address and (b) cannot practicably obtain an electronic mail address at which the individual or entity could receive service by electronic mail. An entity submitting a No-Electronic Mail Certification shall be served with paper copies of any Court Filing by the entity making such Court Filing, by first class mail or private mail service, at such filing entity’s discretion.

iv. Changes in Information. It shall be the responsibility of each entity submitting a 2002 Notice Request to file with the Court an updated 2002 Notice Request as necessary to reflect changes to any notice information, including electronic mail address and contact person, and to serve a copy of such request upon the Debtors.

c. Affected Entities. This group shall be comprised of all entities with a particularized interest in the subject matter of the particular court filing (each, an “Affected Entity”).

13. Claims & Noticing Agent to Maintain 2002 List. At least every 15 days during the first 60 days of the Debtors’ chapter 11 cases, and, thereafter, at least every 30 days until confirmation of a chapter 11 plan, the Claims & Noticing Agent shall maintain and update the 2002 List by: (a) making any additions and deletions; (b) filing the updated 2002 List; (c) serving the updated 2002 List on the parties listed thereon; (d) filing a proof of service; and (e) simultaneously with the filing of the 2002 List, posting an updated version of the 2002 List on the Case Website.

#### B. Filing and Service of Court Filings Generally.

14. Electronic Filing. All Court Filings filed in these chapter 11 cases shall be filed electronically with the Court, using the Court’s electronic filing system (the “Electronic Filing System”), on the docket of the chapter 11 case of Debtor Total Finance Investment Inc.

15. Electronic Service. All Court Filings (other than service of a summons and complaint in an adversary proceeding or documents filed under seal) shall be electronically served by electronic mail on the Court’s Electronic Filing System, which shall be deemed to constitute proper service for all parties

who are sent such electronic mail service. Subject to the limited exclusions set forth herein, each entity that has filed a notice of appearance and a request for service of papers shall be deemed to have consented to electronic service of papers.

16. Paper Service of Certain Affected Entities. To the extent no electronic mail address of an Affected Entity is available, the Debtors (or any other entity filing and serving a Court Filing) shall serve such Affected Entity with paper copies of any Court Filing, served by first class mail or private mail service, at the Debtors' discretion (or the discretion of such other entity serving a Court Filing, as the case may be).

17. Waiver of Filing Deadlines. If any Court Filing is filed and served electronically via the Court's Electronic Filing System, the filing deadlines requiring three additional days' notice set forth in Rule 6 (e) of the Federal Rules of Civil Procedure made applicable to adversary proceedings by Bankruptcy Rule 7005(b)(2)(D), and Bankruptcy Rule 9006(f) shall not apply.

18. Notice of Filing. In accordance with Local Rule 5005-3(C)(4), a notice shall be affixed as the first page of each Court Filing. Each notice shall set forth the caption, descriptive title, and number of the action or proceeding in which the Court Filing is filed, the caption of these chapter 11 cases, the name of the judge presiding over these chapter 11 cases (or, if different, the name of the judge presiding over the action or proceeding in which the Court Filing is filed), and the date and time of the Omnibus Hearing (or other hearing, as ordered by the Court), if any, at which the matter will be heard (the "Applicable Hearing"). In addition, the notice shall set forth the date and time of the Objection Deadline (as defined and determined herein). The notice may also include a statement that the relief requested therein may be granted without a hearing if no objection is timely filed and served in accordance with these Case Management Procedures.

19. Certificates of Service. A certificate of service of any Court Filing (including any motion, in accordance with Local Rule 9013-1(C)(3)), including a Service List, shall be filed with the Court; provided that such certificate of service may be filed with the Court separately from the applicable Court Filing; provided, further, that no party shall be required to include the Service List when serving the certificate of service on recipients of such Court Filing.

20. Signature Block. In accordance with Local Rule 5005-3(C)(5), the signature block on the final page of any Court Filing shall contain the name, address, and telephone number of the attorney in active charge of the matter or the individual filing such Court Filing pro se.

21. Waiver of Page Limits. Unless otherwise specifically ordered by the Court, the 15-page limit set forth in Local Rule 5005-3(D) shall not apply to Court Filings in these chapter 11 cases.

22. Satisfaction of Section 342 of the Bankruptcy Code. Any Court Filing notice or other notice sent by the Debtors shall be deemed to comply with the requirements set forth in section 342(c)(1) of the Bankruptcy Code so long as the notice includes (as a footnote or otherwise) the name, address, and last four digits of the taxpayer identification number of each of the Debtors.

23. Joinders. An entity seeking to support any Court Filing may do so by filing an expression of support of such Court Filing (a "Joinder"). Unless otherwise ordered by the Court, filing a Joinder does not entitle such entity: (a) to be an independent proponent of the applicable Court Filing; (b) independently to support or oppose any related Court Filings; (c) independently to settle the Request for Relief that is the subject of the applicable Court Filing; or (d) independently to receive a ruling by the

Court on the Court Filing. The Court may deem a Joinder to be a brief in support of the applicable Court Filing, but the Court shall not consider any arguments or factual allegations contained in the Joinder but not in the Court Filing, and no entity shall be required to separately respond to the Joinder.

24. Right to Request Special Notice Procedures. Nothing in these Case Management Procedures shall prejudice the right (a) of any entity, including the Debtors, to move the Court to further limit or expand notice of contested matters and adversary proceedings upon a showing of good cause, including without limitation the right to file a motion seeking emergency ex parte relief or relief upon shortened notice, or (b) of any entity to request an enlargement or reduction of any time period under Bankruptcy Rule 9006 (b) or (c).

#### C. Filing and Service of Requests for Relief.

25. Requests for Relief to Be Heard at Omnibus Hearings. A Request for Relief filed and served 14 or more days before the next regularly scheduled Omnibus Hearing shall be set for hearing at such next regularly scheduled Omnibus Hearing. A Request for Relief filed and served fewer than 14 days before the next regularly scheduled Omnibus Hearing shall be set for hearing at the regularly scheduled Omnibus Hearing following such next regularly scheduled Omnibus Hearing.

26. Service of Requests for Relief. With respect to any Court Filing for which particular notice is required to be served on all creditors and parties with a particular interest in the relief sought by any motion, including Bankruptcy Rules 2002(a)(2) and (3), 4001, 6004, 6007, and 9019, parties shall serve all such filings only on the Master Service List, the 2002 List, and on the following Affected Entities, unless otherwise ordered by the Court:

a. in the case of the use, sale, lease, or abandonment of property, each entity asserting an interest in that property;

b. in the case of a motion for relief or modification of the automatic stay, each entity asserting a lien or encumbrance on the affected property;

c. in the case of a motion relating to the use of cash collateral or obtaining credit, each entity asserting an interest in the cash collateral or a lien or other interest in property upon which a lien or encumbrance is proposed to be granted;

d. in the case of a motion under Bankruptcy Rule 9019, each entity that is party to the relevant compromise and settlement or that may be directly affected by such compromise or settlement;

e. in the case of assumption, assignment, or rejection of an executory contract or unexpired lease, each entity that is party to the executory contract or unexpired lease;

f. in the case of any Objection filed directly in response to a Request for Relief or other Court Filing, the entity that filed such Request for Relief or other Court Filing; and

g. in the case of any matter for which the Bankruptcy Rules specifically require notice to all parties in interest, all parties in interest.

27. Notice Provisions Not Applicable to Certain Matters. Except as set forth in these Case Management Procedures or otherwise provided by order of the Court, the notice provisions of these

Case Management Procedures shall not apply to notices of the matters or proceedings described in the following Bankruptcy Rules:

- a. Bankruptcy Rule 2002(a)(1) (meeting of creditors pursuant to section 341 of the Bankruptcy Code);
- b. Bankruptcy Rule 2002(a)(2) (any proposed use, sale, or lease of property of the estate other than in the ordinary course of business, to the extent that such use, sale, or lease concerns all or substantially all of the Debtors' assets);
- c. Bankruptcy Rule 2002(a)(4) (hearing on the dismissal of a case or cases or the conversion of a case to another chapter);
- d. Bankruptcy Rule 2002(a)(5) (time fixed to accept or reject a proposed modification of a chapter 11 plan);
- e. Bankruptcy Rule 2002(a)(7) (time fixed for filing a proof of claim pursuant to Bankruptcy Rule 3003(c));
- f. Bankruptcy Rule 2002(b)(1) (time fixed for filing objections and any hearing to consider approval of a disclosure statement);
- g. Bankruptcy Rule 2002(b)(2) (time fixed for filing objections and any hearing to consider confirmation of a chapter 11 plan);
- h. Bankruptcy Rule 2002(d) (certain matters for which notice is to be provided to equity security holders);
- i. Bankruptcy Rule 2002(f)(1) (entry of an order for relief);
- j. Bankruptcy Rule 2002(f)(2) (dismissal or conversion of a case to another chapter of the Bankruptcy Code);
- k. Bankruptcy Rule 2002(f)(3) (time allowed for filing claims pursuant to Bankruptcy Rule 3002);
- l. Bankruptcy Rule 2002(f)(6) (waiver, denial, or revocation of a discharge as provided in Bankruptcy Rule 4006);
- m. Bankruptcy Rule 2002(f)(7) (entry of an order confirming a chapter 11 plan); and
- n. Bankruptcy Rule 2002(f)(8) (summary of the trustee's final report and account should a case be converted to chapter 7 of the Bankruptcy Code).

28. Automatic Extension of Certain Time Periods. If a Request for Relief to extend the time to take any action is filed prior to the expiration of the time period provided by the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, or any order of the Court, the time to so take action shall be automatically extended until the Court considers and rules upon the Request for Relief.

29. Requests for Relief to Include Proposed Order. Entities submitting written motions or other

Requests for Relief shall be required to include a proposed order with such Request for Relief.

D. Filing and Service of Objections and Replies.

30. Deadline to File and Serve Objections to Requests for Relief. Any Objection to a Request for Relief must be filed with the Court and served upon the entity filing the Request for Relief and those entities on the Service List by the following deadlines (each, as applicable, the "Objection Deadline"):

a. in the case of a Request for Relief filed 14 or more days before the Applicable Hearing, 4:00 p.m., prevailing Central Time, on the seventh calendar day before the Applicable Hearing;

b. in the case of a Request for Relief set for hearing on an expedited basis and filed fewer than 14 days before the Applicable Hearing, 12:00 p.m. prevailing Central Time, on the second business day before the Applicable Hearing; or

c. in any case, as otherwise ordered by the Court.

31. Deadline to File and Serve Replies. Replies shall be filed with the Court and served so as to actually be received by the Debtors, the entity that filed the initial Objection, and each Affected Entity by no later than 12:00 p.m., prevailing Central Time, on the business day before the Applicable Hearing.

32. Extension of Objection Deadline. Unless the Court states otherwise, the Objection Deadline may be extended with the consent of the entity filing the applicable Request for Relief.

33. Effect of Failure to File Objection by Objection Deadline. Failure to file an Objection by the Objection Deadline may cause the Court to not consider the Objection.

E. Filing and Service of Adversary Proceedings.

34. All Court Filings in any adversary proceeding commenced in these chapter 11 cases shall be served upon the Service List and any other entities required to be served under any applicable Bankruptcy Rule or Local Rule.

F. Filing and Service of Orders.

35. An entity that drafts an order that is entered by the Court is not required to serve copies of such order upon receipt thereof.

G. Granting a Request for Relief Without a Hearing.

36. Certificate of No Objection. Provided that the notice filed with the Request for Relief includes a statement that the Request for Relief may be granted and an order entered without a hearing unless a timely Objection is made, if the Objection Deadline applicable to a Request for Relief passes without an Objection's being filed or served in accordance with these Case Management Procedures, counsel to the entity who has filed the Request for Relief may file a certification indicating that no Objection has been filed or served (the "Certificate of No Objection").

37. Contents of Certificate of No Objection. By filing a Certificate of No Objection, counsel for the



entity that filed the applicable Request for Relief shall represent to the Court that the entity is unaware of any Objection to the Request for Relief and that counsel has reviewed the Court's docket for these chapter 11 cases and that no Objection appears thereon.

38. Order May Be Entered Without Hearing. Upon receipt of the Certificate of No Objection, the Court may enter an order granting the Request for Relief without further pleading, hearing, or request, and, once an order granting such Request for Relief is entered, no further hearing on the Request for Relief shall be held.

39. Request for Relief May Be Heard at Hearing. After a Certificate of No Objection has been filed, the Request for Relief may be heard at the next Omnibus Hearing if the Court does not enter an order granting the Request for Relief before such Omnibus Hearing.

Enter:

Honorable Carol A. Doyle

United States Bankruptcy Judge

Dated:

**Prepared by:**

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PROPOSED ATTORNEYS FOR THE DEBTORS AND  
DEBTORS IN POSSESSION