

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))

FINAL ORDER (I) AUTHORIZING THE
DEBTORS TO PAY CERTAIN PREPETITION TAXES AND FEES,
(II) AUTHORIZING FINANCIAL INSTITUTIONS TO HONOR AND PROCESS
RELATED CHECKS AND TRANSFERS, AND (III) GRANTING RELATED RELIEF

Upon the motion ("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 a final order (this "Final Order") pursuant to sections 363(b), 507(a), 541, 1107, and 1108 of the Bankruptcy Code and Bankruptcy Rule 6003, (i) authorizing, but not directing, the Debtors to remit and pay, (or use tax credits to offset) the Taxes and Fees in the ordinary course of business, (ii) authorizing financial institutions to receive, honor, process, and pay all checks or electronic transfers related to such payments and obligations to the extent directed by the Debtors in accordance with this Motion and to the extent the Debtors have sufficient funds standing to their credit with such Bank, whether such checks were presented or electronic requests were submitted before or after the Petition Date, (iii) authorizing all of the Debtors' banks to rely on the Debtors' designation of any particular check or electronic payment request as appropriate pursuant to this Motion, without any duty of further inquiry, and without liability for following the Debtors' instructions, and (iv) granting related relief, all as more fully described in the Motion; and this Court having subject matter 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 consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of the Motion having been provided and upon all the proceedings had before the Court; and the Court having reviewed the Motion; and the Court being satisfied 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 relief requested in the Motion is GRANTED on a final basis as set forth herein. Capitalized terms used but not defined in herein will have the meanings ascribed to such terms in the Motion.
2. The Debtors are authorized, but not directed, to: (a) negotiate, pay, and remit (or use tax credits to offset) the obligations that arose or accrued in the ordinary course of business on account of the Taxes and Fees prior to the Petition Date and that will become due and owing in the ordinary course of business during the pendency of these chapter 11 cases at such time when the Taxes and Fees are payable; and (b) negotiate and pay Taxes and Fees that arise or accrue in the ordinary course of business on a post-petition basis.
3. All applicable banks and other financial institutions are hereby authorized to receive, process, honor and pay any and all checks, drafts, wires, check transfer



transfers evidencing amounts paid by the Debtors under this Final 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 Final 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 Final Order that are dishonored or rejected.

4. To the extent that the Debtors have overpaid any Taxes and Fees arising during or relating to any period of time, the Debtors are authorized to seek tax refunds.

5. Notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

6. This Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied.

7. 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.

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

Enter:

Honorable Carol A. Doyle

United States Bankruptcy Judge

Dated:

Prepared by:

Bojan Guzina (ARDC # 6277585)
Jackson T. Garvey (ARDC #6320652)
One South Dearborn Street
Chicago, Illinois 60603
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PROPOSED ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION

Exhibit 1

Governmental Authorities

GOVERNMENTAL AUTHORITY	ADDRESS	CITY	STATE OR PROVINCE	ZIP CODE	TYPE
Indiana Bureau of Motor Vehicles	Indiana Government Center North, Room 402, 100 North Senate Avenue	INDIANAPOLIS	IN	46204	Sales Tax, Registration Fees
Cook County Treasurers Office	118 North Clark Street, Room 112	CHICAGO	IL	60602	Sales, Cook County Tax
Illinois Department of Revenue	100 West Randolph Street	CHICAGO	IL	60601	Sales Tax, Registration Fees, Income Tax, Motor Fuel Tax, IFTA
Wisconsin Department of Motor Vehicles	4822 Madison Yards Way	MADISON	WI	53705	Vehicle license plate fees, Vehicle title fees, Counter service fees, Other fees
Illinois Secretary of State	213 State Capitol	SPRINGFIELD	IL	62756	Sales Tax, Registration Fees, Motor Vehicle Dealer, IRP - Apportioned Plates
Wisconsin Department of Revenue	2135 Rimrock Road	MADISON	WI	53713	Sales Tax, Registration Fees, Income Tax, Revenue Seller's Permit, WI Business Tax Registration
Joliet City Collector	150 W Jefferson St.	JOLIET	IL	60432	Sales Tax, Registration Fees, Public Garage/Second Hand Sales
Department of the Treasury, Internal Revenue Service	Department of the Treasury, Internal Revenue Service Center	KANSAS CITY	MO	64999-0002	Income Tax
City of Chicago Department of Finance	Chicago Department of Finance - Tax Division 333 S State Street, DePaul Center Room 300	CHICAGO	IL	60604	Use Tax for Nontitled Personal Property, Personal Property Lease Transaction Tax
Internal Revenue Service	Internal Revenue Service, PO Box 804525	CINCINNATI	OH	45280-4525	Heavy Highway Vehicle Use Tax
City of Aurora	65 Water Street	AURORA	IL	60505	Certificate of Occupancy and Compliance
City of Chicago	Dept of Business Affairs, 121 North LaSalle Street, Room 800	CHICAGO	IL	60602	Motor Vehicle Services License, Limited Business License, Motor Vehicle Services License
Town of Cicero	Business License Dept, Town of Cicero, 4949 W Cermak Rd	CICERO	IL	60804	Business License (Auto Sales/Dealership)
City of Elgin	150 Dexter Court	ELGIN	IL	60120	General Business License

GOVERNMENTAL AUTHORITY	ADDRESS	CITY	STATE OR PROVINCE	ZIP CODE	TYPE
Village of Melrose Park	Business License Renewal, Village of Melrose Park, 1000 North 25th Avenue	MELROSE PARK	IL	60160	Business License
Village of Palatine	Village of Palatine, 200 East Wood Street	PALATINE	IL	60067	Business License, Alarm Permit
City of Waukegan	City of Waukegan, 100 North Martin Luther King Jr Avenue	WAUKEGAN	IL	60085	General Business License, OCCUPANCY CERTIFICATE, Alarm System Permit, Auto Repair Permit
City of Milwaukee	Office of the City Clerk License Division, 200 East Wells Street, Room 105, Milwaukee, WI, 53202	MILWAUKEE	WI	53202	Secondhand Motor Vehicle Dealer's License, Certificate of Occupancy
Illinois Dept of Financial & Professional Regulation, Consumer Credit Section	Illinois Dept of Financial & Professional Regulation, Consumer Credit Section, 100 West Randolph Street, Suite 9-100	CHICAGO	IL	60601	CILA
Illinois Commerce Commission	Illinois Commerce Commission, Attn: Processing and Information, 527 East Capitol Ave	SPRINGFIELD	IL	62701	Safety Relocator Registration
Wisconsin Department of Transportation	Wisconsin Dept of Transportation, Dealer & Agent Section, 4802 Sheboygan Avenue, Room 201	MADISON	WI	53707	Motor Vehicle Dealer, Motor Vehicle Business Individual Credential
Department of Financial Institutions	Dept of Financial Institution, 201 West Washington Avenue, Suite 500, Madison, WI, 53703	MADISON	WI	53703	Sales Finance
Illinois Department of Insurance	Illinois Dept of Insurance, 320 West Washington Street	SPRINGFIELD	IL	62767	Business Entity Producer, Premium Finance Company
Federal Motor Carrier Safety Administration	1200 New Jersey Avenue SE	WASHINGTON	DC	20590	Registration/Authority