

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

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

**FINAL ORDER (I) PROHIBITING UTILITY PROVIDERS
FROM ALTERING, REFUSING OR DISCONTINUING UTILITY SERVICE,
(II) DETERMINING ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE UTILITY
SERVICES, (III) ESTABLISHING PROCEDURES FOR DETERMINING ADEQUATE
ASSURANCE OF PAYMENT, 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 (i) prohibiting the Utility Providers from altering, refusing, or discontinuing service to the Debtors, (ii) determining adequate assurance of payment for future utility services, (iii) establishing procedures for determining adequate assurance of payment to the Utility Providers, and (iv) granting related relief, 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 in this order but not defined below will have the meanings ascribed to them in the Motion.

2. Absent compliance with the procedures set forth in the Motion and this Final Order, all Utility Providers are prohibited from altering, refusing, or discontinuing service on account of the commencement of these chapter 11 cases, any unpaid prepetition charges, or any perceived inadequacy of the Proposed Adequate Assurance, and all Utility Providers are deemed to have received adequate assurance of payment in accordance of section 366 of the Bankruptcy Code.

3. Funds held in the Adequate Assurance Account and any Adequate Assurance Deposit on account of any Utility Service Provider will be returned to the Debtors upon the earlier of (i) reconciliation and payment by the Debtors of the Utility Provider's final invoice in accordance with applicable non-bankruptcy law following the Debtors' termination of utility services from such Utility Provider, and (ii) the effective date of any chapter 11 plan or such other time as these chapter 11 cases may be closed, without further order of the Court; provided that there are no outstanding disputes related to postpetition payments due.

4. The Adequate Assurance Deposit, in conjunction with the Debtors' cash on hand, cash flow from operations, and their proposed use of cash collateral and debtor in possession financing, demonstrate the Debtors' ability to pay for future utility services in the ordinary course of business (collectively, the "Proposed Adequate Assurance") and constitute sufficient adequate assurance to the Utility Providers. Any liens or other interests in any funds deposited into the Adequate Assurance Account will be subordinate to the Utility Providers' respective interests in the Adequate Assurance Deposits.

5. The following Adequate Assurance Procedures are hereby approved in their entirety:



(a) Within three (3) business days of the date upon which this Final Order is entered, the Debtors will fax, e-mail, serve by overnight mail, or otherwise expeditiously send a copy of this Motion and the order to each Utility Provider listed on the Utility Service List.

(b) Any Utility Provider desiring additional assurances of payment beyond the Adequate Assurance Deposit, whether in the form of deposits, prepayments, or otherwise, must serve a request (an “Additional Assurance Request”) so that it is actually received by: (i) the Debtors, Total Finance Investment Inc., 3400 N Pulaski Rd., Chicago, Illinois, 60641, Attn: Kenichiro Hoshika; and (ii) proposed counsel to the Debtors, Sidley Austin LLP, One South Dearborn Street, Chicago, Illinois 60603, Attn: Bojan Guzina and Jackson T. Garvey (collectively, the “Notice Parties”).

(c) Any Additional Assurance Request must: (i) be made in writing; (ii) set forth the account number and location for which utility services are provided; (iii) include a summary of the Debtors' payment history relevant to the affected account(s), including any security deposits; (iv) certify the amount that is equal to two weeks of utility service it provides to the Debtors, calculated as a historical average over the past twelve (12) months; (v) certify that it currently is not paid in advance for its services; (vi) explain why the Utility Provider believes the Debtors' Proposed Adequate Assurance is not sufficient adequate assurance of future payment; and (vii) specify the amount and nature of assurance of payment that would be satisfactory to the Utility Provider.

(d) If a Utility Provider fails to serve on the Notice Parties an Additional Assurance Request, such Utility Provider will be (i) deemed to have received adequate assurance of payment “satisfactory” to such Utility Provider in compliance with section 366 of the Bankruptcy Code; and (ii) prohibited from discontinuing, altering, or refusing service to, or discriminating against, the Debtors on account of the commencement of the Debtors' chapter 11 cases or any unpaid prepetition charges, or requiring additional assurance of payment other than the Proposed Adequate Assurance.

(e) Upon the Debtors' receipt of an Additional Assurance Request, the Debtors will have until the later of (i) fourteen (14) days from the receipt of such Additional Assurance Request, and (ii) thirty (30) days from the Petition Date (collectively, the “Resolution Period”) to negotiate with such Utility Provider to resolve such Utility Provider's Additional Assurance Request; provided, however, that the Resolution Period may be extended by mutual consent of the Debtors and the Utility Provider.

(f) The Debtors may, in their sole discretion and without further order of this Court, resolve any Additional Assurance Request by mutual agreement with a Utility Provider if the Debtors determine that such Additional Assurance Request is reasonable, and may, in connection with any such agreement and in their sole discretion, provide a Utility Provider with additional adequate assurance of future payment, which may include but will not be limited to cash deposits, prepayments or other forms of security, in each case, without further order of this Court.

(g) To the extent any Utility Provider receives any other value from the Debtors as adequate assurance of payment, the Debtors may reduce the Adequate Assurance Deposit maintained in the Adequate Assurance Account on account of such Utility Provider by the amount of such other value.

(h) If the Debtors determine that the Additional Assurance Request is not reasonable or are unable to reach an alternative resolution with the Utility Provider within Resolution Period, the Debtors will file a motion pursuant to section 366(c) of the Bankruptcy Code (a “Determination Motion”) seeking a determination from the Court that the Adequate Assurance Deposit Account, together with any additional consideration the Debtors offer, constitutes adequate assurance of payment.

(i) Pending resolution of any such Determination Motion, the relevant Utility Provider will be prohibited from altering, refusing, or discontinuing service to the Debtors on account of: (i) unpaid charges for prepetition services; (ii) a pending Additional Assurance Request; (iii) any objections filed in response to the Proposed Adequate Assurance; or (iv) the commencement of these chapter 11 cases.

(j) Absent compliance with the Adequate Assurance Procedures and the terms of the Proposed Interim Order and the Proposed Final Order, the Debtors' Utility Providers are prohibited from altering, refusing, or discontinuing service on account of the commencement of these chapter 11 cases and/or any unpaid charges for prepetition services provided to any of the Debtors and are deemed to have received adequate assurance of payment in accordance with section 366 of the Bankruptcy Code.

6. The Debtors are authorized, in their sole discretion, to amend the Utility Service List attached as Exhibit 1 to this Final Order to add or delete any Utility Provider, and this Final Order will apply to any Utility Provider that is subsequently added to the Utility Service List. Any such amended Utility Service List will be filed with this Court.

7. The inclusion of any entity on, or the omission of any entity from, the Utility Service List will not be deemed an admission by the Debtors that such entity is or is not a "utility" within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

8. For those Utility Providers that are subsequently added to the Utility Service List, the Debtors will serve a copy of this Final Order and the Motion on the subsequently added Utility Provider and deposit one-half of the Debtors' average monthly cost of utility services in the Adequate Assurance Account for the benefit of such Utility Provider, and any such subsequently added entities will make any Additional Assurance Request in accordance with the Adequate Assurance Procedures.

9. The Debtors may terminate the services of any Utility Provider and are immediately authorized to reduce the Adequate Assurance Deposit by the amount held on account of such terminated Utility Provider; provided that there are no outstanding disputes related to postpetition payments due.

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

11. Notice of the Motion will be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules for the United States Bankruptcy Court for the Northern District of Illinois are satisfied by such notice.

12. 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: March 07, 2019

Prepared by:

Bojan Guzina (ARDC # 6277585)
Jackson T. Garvey (ARDC #6320652)
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**PROPOSED ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION**

Exhibit 1
Utility Service List

Utility Provider	Account Number	Address	Service Type	Average Half Month Expense
Nicor Gas	85-32-93-7624-9	PO Box 5407 Carol Stream IL 60197	Gas	\$3,250
Nicor Gas	11-00-97-6009 8	PO Box 5407 Carol Stream IL 60197	Gas	
Nicor Gas	22-83-07-5424 2	PO Box 5407 Carol Stream IL 60197	Gas	
Nicor Gas	06-70-04-6790 2	PO Box 5407 Carol Stream IL 60197	Gas	
Nicor Gas	52-24-73-3584 8	PO Box 5407 Carol Stream IL 60197	Gas	
Nicor Gas	01-31-58-2511 5	PO Box 5407 Carol Stream IL 60197	Gas	
Nicor Gas	68-08-59-0188 9	PO Box 5407 Carol Stream IL 60197	Gas	
Nicor Gas	68-34-98-9685 9	PO Box 5407 Carol Stream IL 60197	Gas	
North Shore Gas	0605185113-00014	PO Box 2968 Milwaukee WI 53201	Gas	\$4,000
North Shore Gas	0610074907-00001	PO Box 2968 Milwaukee WI 53201	Gas	
North Shore Gas	0610074907-00002	PO Box 2968 Milwaukee WI 53201	Gas	
People's Gas	0610074907-00006	PO Box 2968 Milwaukee WI 53201	Gas	\$3,200
People's Gas	0605185113-00017	PO Box 2968 Milwaukee WI 53201	Gas	
People's Gas	0605185113-00015	PO Box 2968 Milwaukee WI 53201	Gas	
People's Gas	0605185113-00016	PO Box 2968 Milwaukee WI 53201	Gas	
People's Gas	0610074907-00005	PO Box 2968 Milwaukee WI 53201	Gas	
People's Gas	0610074907-00004	PO Box 2968 Milwaukee WI 53201	Gas	
People's Gas	0601335983-00001	PO Box 2968 Milwaukee WI 53201	Gas	
People's Gas	0608271237-00001	PO Box 2968 Milwaukee WI 53201	Gas	
We Energies	0251-850-281	P.O. Box 90001 Milwaukee WI 53290	Gas	\$950
We Energies	8253-303-498	P.O. Box 90001 Milwaukee WI 53290	Gas	
ComEd	611488049	PO Box 6111 Carol Stream, IL 60197-6111	Electric	\$1,350
ComEd	3559748018	PO Box 6111 Carol Stream, IL 60197-6111	Electric	
ComEd	3559042011	PO Box 6111 Carol Stream, IL 60197-6111	Electric	
Constellation NewEnergy, Inc.	8400717	P.O. Box 4640 Carol Stream, IL 60197	Electric	\$10,500
Constellation NewEnergy, Inc.	8400718	P.O. Box 4640 Carol Stream, IL 60197	Electric	
Constellation NewEnergy, Inc.	8400738	P.O. Box 4640 Carol Stream, IL 60197	Electric	
Constellation NewEnergy, Inc.	8400742	P.O. Box 4640 Carol Stream, IL 60197	Electric	
Constellation NewEnergy, Inc.	8400736	P.O. Box 4640 Carol Stream, IL 60197	Electric	
Constellation NewEnergy, Inc.	8400735	P.O. Box 4640 Carol Stream, IL 60197	Electric	
Constellation NewEnergy, Inc.	8400731	P.O. Box 4640 Carol Stream, IL 60197	Electric	
Constellation NewEnergy, Inc.	8400733	P.O. Box 4640 Carol Stream, IL 60197	Electric	
Constellation NewEnergy, Inc.	8400732	P.O. Box 4640 Carol Stream, IL 60197	Electric	
Constellation NewEnergy, Inc.	8400740	P.O. Box 4640 Carol Stream, IL 60197	Electric	
Constellation NewEnergy, Inc.	8400741	P.O. Box 4640 Carol Stream, IL 60197	Electric	
Constellation NewEnergy, Inc.	8400739	P.O. Box 4640 Carol Stream, IL 60197	Electric	

Utility Provider	Account Number	Address	Service Type	Average Half Month Expense	
AT&T	815 773-1019 506 6	PO Box 5080 Carol Stream IL 60197	Internet / Telephone		
AT&T	630 820-5341 056 4	PO Box 5080 Carol Stream IL 60197	Internet / Telephone		
AT&T	630 820-5341 056 4	PO Box 5080 Carol Stream IL 60197	Internet / Telephone		
AT&T	847 221-2923 074 1	PO Box 5080 Carol Stream IL 60197	Internet / Telephone		
AT&T	630 820-5341 056 4	PO Box 5080 Carol Stream IL 60197	Internet / Telephone		
AT&T	630 820-5341 056 4	PO Box 5080 Carol Stream IL 60197	Internet / Telephone		
AT&T	630 820-5341 056 4	PO Box 5080 Carol Stream IL 60197	Internet / Telephone		
AT&T	630 820-5341 056 4	PO Box 5080 Carol Stream IL 60197	Internet / Telephone		
AT&T	414 282-9095 433 6	PO Box 5080 Carol Stream IL 60197	Internet / Telephone		
AT&T	773 539-3521 948 3	PO Box 5080 Carol Stream IL 60197	Internet / Telephone		
AT&T	773 267-9800 107 3	PO Box 5080 Carol Stream IL 60197	Internet / Telephone		
AT&T	773 283-5866 469 3	PO Box 5080 Carol Stream IL 60197	Internet / Telephone		
AT&T	630 499-8178 475 1	PO BOX 5014 Carol Stream 60197	Internet / Telephone		
AT&T	773 685-1083 340 8	PO Box 5080 Carol Stream IL 60197	Internet / Telephone		
AT&T	157070983	PO BOX 5014 Carol Stream 60197	Internet / Telephone		\$54
Comcast	8771 20 060 1518992	PO Box 3001 Southeastern PA 19398	Internet / Telephone		\$1,700
Comcast	8771 20 060 1517861	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 20 124 0428841	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 30 041 1305570	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 20 032 0836535	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 20 032 0923283	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 20 142 0988689	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 30 022 1287067	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 10 123 1009735	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 10 019 1191624	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 10 019 1215019	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 10 019 1283942	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 20 168 0342635	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 30 004 2653844	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 30 021 2443059	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 30 004 2598783	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 30 004 2645782	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 30 051 1732517	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 30 052 1660880	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 20 060 1518992	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 20 060 1517861	PO Box 3001 Southeastern PA 19398	Internet / Telephone		
Comcast	8771 20 124 0428841	PO Box 3001 Southeastern PA 19398	Internet / Telephone		

Utility Provider	Account Number	Address	Service Type	Average Half Month Expense
DLS INTERNET SERVICES	33404	PO Box 7426 Algonquin, IL 60102	Internet / Telephone	\$4,050
DLS INTERNET SERVICES	25475	PO Box 7426 Algonquin, IL 60102	Internet / Telephone	
DLS INTERNET SERVICES	39572	PO Box 7426 Algonquin, IL 60102	Internet / Telephone	
DLS INTERNET SERVICES	39732	PO Box 7426 Algonquin, IL 60102	Internet / Telephone	
DLS INTERNET SERVICES	39573	PO Box 7426 Algonquin, IL 60102	Internet / Telephone	
DLS INTERNET SERVICES	39632	PO Box 7426 Algonquin, IL 60102	Internet / Telephone	
DLS INTERNET SERVICES	39686	PO Box 7426 Algonquin, IL 60102	Internet / Telephone	
DLS INTERNET SERVICES	38461	PO Box 7426 Algonquin, IL 60102	Internet / Telephone	
Verizon Wireless	486326309-00001	PO Box 489 Newark, NJ 07101-0489	Internet/Telephone	\$1,900