

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

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

ORDER (I) APPROVING (A) THE ADEQUACY OF THE DISCLOSURE STATEMENT AND (B) THE SOLICITATION AND VOTING PROCEDURES, (II) SCHEDULING CERTAIN DATES WITH RESPECT TO CONFIRMATION, AND (III) GRANTING RELATED RELIEF

Upon the motion (the "Motion") of Total Finance Investment Inc. and its affiliated debtors and debtors in possession above-captioned chapter 11 cases (collectively, the "Debtors") for entry of an order (this "Order"), pursuant to sections 1125, 1126, and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3016, 3017, 3018, and 3020, and Local Rule 3016-1, approving (a) the Disclosure Statement for the First Amended Joint Chapter 11 Plan of Reorganization for Total Finance Investment Inc. and its Debtor Affiliates [Docket No. 349] (including all exhibits thereto and as amended, modified, or supplemented from time to time, the "Disclosure Statement") and (b) the Solicitation and Voting Procedures, and (ii) scheduling certain dates with respect to confirmation, it is **HEREBY ORDERED THAT:**

1. The relief requested in the Motion is **GRANTED** as set forth herein. Capitalized terms used but not defined in this Order will have the meanings ascribed to them in the Motion.
2. The Disclosure Statement is hereby approved as providing Holders of Claims and Interests entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1) of the Bankruptcy Code.
3. The Disclosure Statement (including all applicable exhibits thereto) provides Holders of Claims, Holders of Interests, and other parties in interest with sufficient notice of the injunction, exculpation, and release provisions contained in Article IX of the Plan, in satisfaction of the requirements of Bankruptcy Rule 3016(c).
4. The Debtors provided adequate and sufficient notice of the hearing to consider approval of the Disclosure Statement, the manner in which a copy of the Disclosure Statement (and exhibits thereto, including the Plan) could be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.
5. The following dates are hereby established (subject to modification as necessary, which modifications will not require a hearing, but the Debtors will serve notice of such modifications on all affected parties) with respect to the solicitation of votes to accept or reject the Plan and confirmation of the Plan (all times prevailing Central Time):

Voting Record Date: May 2, 2019
Solicitation Deadline: May 6, 2019



Voting Deadline: June 5, 2019, at 4:00 p.m.

Plan Objection Deadline: June 5, 2019, at 4:00 p.m.

Deadline to File Voting Report: June 7, 2019

Deadline to File Confirmation Brief: June 7, 2019

Confirmation Hearing Date: June 12, 2019, at 11:00 a.m.

6. The Debtors are authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation and Voting Procedures, attached as Exhibit B to the Motion, which are hereby approved in their entirety.

7. In addition to the Disclosure Statement and exhibits thereto, including the Plan and this Order, the Solicitation Packages to be transmitted on or before the Solicitation Deadline to those Holders of Claims and Interests in the Voting Classes entitled to vote on the Plan as of the Voting Record Date, shall include the following, the form of each of which is hereby approved:

a. an appropriate ballot with voting instructions with respect thereto, together with a pre-addressed, postage prepaid return envelope;

b. the Cover Letter; and

c. the Confirmation Hearing Notice.

8. The Solicitation Package provides Holders of Claims and Interests entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules.

9. The Debtors are authorized, but not directed or required, to provide copies of this Order, the Disclosure Statement, and the Plan on CD-ROM or flash drive. The Ballots, Solicitation and Voting Procedures, the Cover Letter, and the Confirmation Hearing Notice will be provided in paper form. Any party that receives the materials in electronic format but would prefer to receive materials in paper format may contact the Solicitation Agent and request paper copies of the corresponding materials previously received in electronic format (to be provided at the Debtors' expense).

10. To avoid duplication and reduce expenses, the Debtors will make every reasonable effort to ensure that any Holder of a Claim who has filed duplicative Claims against a Debtor (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class as against that Debtor.

11. The Debtors will be excused from mailing a copy of the Solicitation Package and/or other solicitation materials to those entities to which the Debtors mailed a notice regarding the Motion and received a notice from the United States Postal Service or other carrier that such notice was undeliverable unless such entity provides the Debtors with an accurate address not less than ten (10) days prior to the Solicitation Deadline. Failure to distribute Solicitation Packages and/or other solicitation materials to such entities will not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline, and is not a violation of Bankruptcy Rule 3017(d).

12. The Solicitation Agent is authorized to assist the Debtors in: (a) distributing Solicitation Packages; (b) soliciting, receiving, tabulating, and reporting on Ballots cast on the Plan, and certifying to the Court the results of such balloting; (c) responding to inquiries from the Holders of Claims and

Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation and Voting Procedures, and objections to the Plan; (d) soliciting votes on the Plan; and (e) if necessary, contacting Creditors and Holders of Claims and Interests regarding the Plan.

13. The Solicitation Agent is also authorized to accept Ballots via electronic online transmission solely through a customized online balloting portal on the Debtors' case website. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective. Ballots submitted via the customized online balloting portal shall be deemed to contain an original signature.

14. The Confirmation Hearing Notice, which will be filed by the Debtors and served upon parties in interest in these chapter 11 cases on or before the Solicitation Deadline, constitutes adequate and sufficient notice of the hearings to consider approval of the Plan, the manner in which a copy of the Plan could be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. The Debtors will publish the Confirmation Hearing Notice (in a format modified for publication) one time on or before the Solicitation Deadline in the Chicago Tribune.

15. The Debtors are not required to provide Solicitation Packages to Holders of Claims or Interests in Non-Voting Classes, as such Holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, the Solicitation Agent will mail (first-class postage pre-paid) a Non-Voting Status Notice in lieu of Solicitation Packages, the form of each of which is hereby approved, to those parties—outlined below—that are not entitled to vote on the Plan:

(a) Unimpaired Claims—Conclusively Presumed to Accept. Holders of Claims in Classes 4, 5, and 6 are not Impaired under the Plan and, therefore, are conclusively presumed to have accepted the Plan. As such, Holders of such Claims will receive a Non-Voting Status Notice.

(b) Disputed Claims. Holders of Claims that are subject to a pending objection by the Debtors are not entitled to vote the disputed portion of their claim. As such, Holders of such Claims will a Disputed Claim Notice.

16. The Debtors will not provide the Holders of Class 8 Intercompany Claims and the Holders of Interests in Subsidiary Debtors in Class 10 with a Non-Voting Status Notice, Solicitation Package, or any other type of notice in connection with solicitation.

17. The Debtors are not required to mail Solicitation Packages or other solicitation materials to: (a) Holders of Claims that have already been paid in full during these chapter 11 cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court or (b) any party to whom the Motion was sent but was subsequently returned as undeliverable.

18. The Debtors are authorized to mail an Assumption Notice or a Rejection Notice regarding any Executory Contract or Unexpired Lease to the applicable counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan (as the case may be), as soon as reasonably practicable after the Solicitation Date but no later than seven (7) days prior to the Voting Deadline.

19. Counterparties to Executory Contracts and Unexpired Leases that receive an Assumption Notice

or a Rejection Notice, may file an objection to the Debtors' proposed assumption, rejection, and/or cure amount, as applicable. Such objections must be filed and actually received by the parties detailed in the applicable notice no later than 14 days after service of the applicable Assumption Notice or Rejection Notice.

20. Nothing in this Order will be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

21. All time periods referenced in this Order will be calculated in accordance with Bankruptcy Rule 9006(a).

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

Enter:



Honorable Carol A. Doyle

United States Bankruptcy Judge

Dated: April 25, 2019

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

ATTORNEYS FOR THE DEBTORS AND DEBTORS
IN POSSESSION