

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

In re:  
  
TOTAL FINANCE INVESTMENT INC., *et al.*,<sup>1</sup>  
  
Debtors.

Chapter 11  
  
Case No. 19-03734 (CAD)  
  
Jointly Administered  
  
Re: Docket Nos. 500, 501

**NOTICE OF ENTRY OF ORDER CONFIRMING THE SECOND AMENDED  
JOINT CHAPTER 11 PLAN OF REORGANIZATION FOR  
TOTAL FINANCE INVESTMENT INC. AND ITS DEBTOR AFFILIATES**

**TO ALL CREDITORS, INTEREST HOLDERS, AND OTHER PARTIES IN INTEREST:**

**PLEASE TAKE NOTICE** that on June 27, 2019, the United States Bankruptcy Court for the Northern District of Illinois (the “Bankruptcy Court”), entered an order [Docket No 501] (the “Confirmation Order”) confirming the *Second Amended Joint Chapter 11 Plan of Reorganization for Total Finance Investment Inc. and its Debtor Affiliates* [Docket No. 500] (with all supplements and exhibits thereto, the “Plan”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that any Holder of a Claim or Interest that timely and properly returns an Opt-Out Election Form, attached hereto as **Exhibit 1**, within twenty-one (21) days after the date of entry of the Confirmation Order, shall not be deemed a “Releasing Party” within the meaning of the Third-Party Release set forth in Article IX.F of the Plan *solely with respect to* the Serlin/Stillman Group.

**PLEASE TAKE FURTHER NOTICE** that the Plan is not effective and will not become effective until the conditions precedent to the Effective Date, as set forth in Article VIII.A of the Plan, are met. Holders of Claims and Interests entitled to a distribution pursuant to Article III of the Plan will receive such distribution on or after the Effective Date of the Plan, as specifically set forth therein. The Debtors will mail each recipient of this notice a notice of the occurrence of the Effective Date.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Total Finance Investment Inc. (3753); Car Outlet Holding Inc. (8362); Car Outlet AC LLC (2282); Full Service Auto Repair AC LLC (6920); Todo Seguro AC LLC (7099); Todo Seguro Premium Finance AC LLC (3775); and Total Finance AC LLC (1965). The Debtors’ mailing address is 3400 N. Pulaski Rd, Chicago, IL 60641.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Plan and the Confirmation Order.



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**PLEASE TAKE FURTHER NOTICE** that the Plan, the Plan Supplement, the Confirmation Order, and copies of all documents filed in these chapter 11 cases are available free of charge by visiting <http://www.kccllc.net/totalfinance> or by calling (866) 967-0496 within the United States or Canada, or +1 (310) 751-2696 if outside of the United States or Canada. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.ilnb.uscourts.gov>.

Dated: June 28, 2019  
Chicago, Illinois

SIDLEY AUSTIN LLP

*/s/ Bojan Guzina*

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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

**Exhibit 1**

**Opt-Out Election Form**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
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In re:

TOTAL FINANCE INVESTMENT INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 19-03734 (CAD)

Jointly Administered

Re: Docket Nos. 500, 501

**OPT-OUT ELECTION FORM**

Section IX.F of the Confirmed Plan contains the following Third-Party Release:

**Except as expressly provided in the Plan or the Confirmation Order, as of the Effective Date, each Releasing Party is deemed to expressly, conclusively, absolutely, unconditionally, irrevocably, and forever release, waive, void, extinguish, and discharge each and all of the Released Parties from any and all Claims, Interests, obligations, rights, demands, suits, judgments, Causes of Action, damages, debts, remedies, losses and liabilities of any nature whatsoever, including any derivative Claims or Causes of Action asserted or that may be asserted on behalf of the Debtors, the Reorganized Debtors, or their Estates, that such Releasing Party would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the Holder of any Claim or Interest, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, contract, tort or otherwise, based on or relating to, or in any manner arising from, in whole or in part, any act, omission, transaction, event, or other circumstance taking place or existing on or before the Effective Date (including before the Petition Date) in connection with or related to the Debtors, their respective assets and properties, the Debtors' restructuring efforts, the Chapter 11 Cases, the purchase, sale, transfer, or rescission of the purchase, sale, or transfer of any debt, security, asset, right, or interest of any or all of the Debtors or the Reorganized Debtors, the Restructuring Support Agreement, the DIP Facility, the Prepetition Debt Documents, the Plan, the Disclosure Statement, the Servicing Transfer, any related agreements, instruments, and other documents created or entered into before or during the Chapter 11 Cases, the pursuit of Confirmation, the administration and implementation of the Plan, including the distribution of property**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Total Finance Investment Inc. (3753); Car Outlet Holding Inc. (8362); Car Outlet AC LLC (2282); Full Service Auto Repair AC LLC (6920); Todo Seguro AC LLC (7099); Todo Seguro Premium Finance AC LLC (3775); and Total Finance AC LLC (1965). The Debtors' mailing address is 3400 N. Pulaski Rd, Chicago, IL 60641.

**under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date related or relating to any of the foregoing. Notwithstanding anything to the contrary in the foregoing, (i) the releases set forth above do not release any post-Effective Date obligations of any Entity under the Minority Shareholder Settlement Agreement, the Plan, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan, (ii) DLA Piper LLP, its current or former predecessors, successors, partners, shareholders, attorneys, agents, and employees will not be, and will not be deemed to be, Released Parties for the purposes of Section IX.F of the Plan with respect to any member of the Serlin/Stillman Group, and (iii) each direct and indirect subsidiary of the Sponsor other than the Debtors will be deemed to be a Releasing Party with respect to the Serlin/Stillman Group.**

“Released Parties” includes: (a) the Debtors, (b) the Reorganized Debtors, (c) the First Lien Credit Facility Agent/Lender, (d) the Second Lien Term Loan Lender, (e) the Sponsor, (f) the DIP Agent/Lender, (g) the Westlake Servicer, (h) the Plan Support Parties, (i) the Serlin/Stillman Group, and, with respect to each of the foregoing Entities specified in clauses (a) through (i), such Entities’ respective current directors, officers, employees, managers, financial advisors, attorneys, accountants, investment bankers, consultants, agents and professionals (solely in their capacities as such); provided, however, that DLA Piper LLP and its current or former predecessors, successors, partners, shareholders, attorneys, agents, and employees will not be, and will not be deemed to be, Released Parties with respect to any Causes of Action that have been or may be asserted by the Serlin/Stillman Group.

“Releasing Parties” include: (a) the Debtors, (b) the Reorganized Debtors, (c) the First Lien Credit Facility Agent/Lender, (d) the Second Lien Term Loan Lender, (e) the Sponsor, (f) the DIP Agent/Lender, (g) Westlake Servicer, (h) the A&R Financing Parties, (i) the Plan Support Parties, (j) the Serlin/Stillman Group, (k) with respect to each of the foregoing Entities specified in clauses (a) through (j), such Entities’ respective current directors, officers, employees, managers, financial advisors, attorneys, accountants, investment bankers, consultants, agents and professionals (solely in their capacities as such), and (l) all Holders of Claims and Interests not described in the foregoing clauses (a) through (k); provided, however, that any Holder of a Claim or Interest that opts out by making such election on its timely submitted Ballot, or, if not entitled to vote on the Plan, timely objects to the third-party releases in the Plan, will not be a “Releasing Party” for purposes of the Plan; and provided further that any Holder of a Claim or Interest that otherwise opts out in accordance with the Confirmation Order will not be a “Releasing Party” with respect to the members of the Serlin/Stillman Group or any of their current directors, officers, employees, managers, financial advisors, attorneys, accountants, investment bankers, consultants, agents and professionals (solely in their capacities as such) for purposes of the Plan.

**Please be advised the definitions of “Released Parties” and “Releasing Parties” under the Plan, filed on June 20, 2019, have been expanded to include the Serlin/Stillman Group.**

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

If you do not wish to be a “Releasing Party” with respect to the Serlin/Stillman Group, please select the following election and return this form in accordance with the instructions below. If you do not complete and return this form or return this form and do not select the following box, you will be deemed to release the Serlin/Stillman Group pursuant to Article IX.F of the Plan. The Third-Party Release is otherwise unaffected by this form.

**If you wish to opt-out of being a “Releasing Party,” please check the following box and complete this form:**

- I elect not to grant the releases contained in Section IX.F of the *Second Amended Joint Chapter 11 Plan of Reorganization for Total Finance Investment Inc. and Its Debtor Affiliates*, dated June 20, 2019 [Docket No. 500].

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name

\_\_\_\_\_  
Address

If you wish to opt-out of the Third-Party Release *solely as to the Serlin/Stillman Group*, please complete this form and return it by Email or First-Class Mail so as to actually be received by July 18, 2019 at the following address:

totalfinanceinfo@kccllc.com  
with a reference to “TF/CO Opt-Out” in the subject line

-or-

Total Finance Ballot Processing Center  
c/o KCC  
222 N Pacific Coast Highway, Suite 300  
El Segundo, California 90245