

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

In re: TOTAL FINANCE INVESTMENT INC., Debtor. ¹ Tax I.D. No. 46-4893753	Chapter 11 Case No. 19-03734 (CAD)
In re: CAR OUTLET HOLDING INC., Debtor. Tax I.D. No. 46-4888362	Chapter 11 Case No. 19-03737 (CAD)
In re: CAR OUTLET AC LLC, Debtor. Tax I.D. No. 46-4982282	Chapter 11 Case No. 19-03740 (CAD)
In re: FULL SERVICE AUTO REPAIR AC LLC, Debtor. Tax I.D. No. 46-4996920	Chapter 11 Case No. 19-03744 (CAD)

¹ The Debtors' mailing address is 3400 N. Pulaski Rd, Chicago, IL 60641.



In re: TODO SEGURO AC LLC, Debtor. Tax I.D. No. 46-4997099	Chapter 11 Case No. 19-03746 (CAD)
In re: TODO SEGURO PREMIUM FINANCE AC LLC, Debtor. Tax I.D. No. 46-5013775	Chapter 11 Case No. 19-03748 (CAD)
In re: TOTAL FINANCE AC LLC, Debtor. Tax I.D. No. 46-4981965	Chapter 11 Case No. 19-03752 (CAD)

**DEBTORS' MOTION FOR ENTRY OF AN
ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Total Finance Investment Inc. and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) submit this motion (this “Motion”), pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 1015-1 of the Local Rules for the United States Bankruptcy Court for the Northern District of Illinois (the “Local Rules”), for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), (i) directing the joint administration of the Debtors’ chapter 11 cases and the consolidation thereof for procedural purposes only and

(ii) granting certain related relief. In support of this Motion, the Debtors submit the *Declaration of Andrew DeLuca in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings* (the "First Day Declaration"),² filed contemporaneously herewith and incorporated herein by reference. In further support of this Motion, the Debtors respectfully state as follows:

STATUS OF THE CASES AND JURISDICTION

1. On the date hereof (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Court"). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No party has requested the appointment of a trustee or examiner in these cases, and no statutory committee has been appointed.

2. The Court has 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. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory and other bases for the relief requested in this Motion are Bankruptcy Rule 1015(b) and Local Rule 1015-1.

BACKGROUND OF THE DEBTORS

5. Additional information regarding the Debtors' businesses, capital structure and the circumstances preceding the Petition Date may be found in the First Day Declaration.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the First Day Declaration.

RELIEF REQUESTED

6. By this Motion, the Debtors request entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**, directing joint administration of the above-captioned cases for procedural purposes only pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1.

7. Specifically, the Debtors respectfully request that the Court maintain one file and one docket for the Debtors' cases under the case of Debtor Total Finance Investment Inc., and that the cases be administered under a consolidated caption, as follows:

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

In re:

TOTAL FINANCE INVESTMENT INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 19-03734 (CAD)

(Jointly Administered)

¹ 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.

8. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors' cases, other than the case of Total Finance Investment Inc., to reflect the joint administration of these chapter 11 cases:

An order has been entered in this case in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of the United States Bankruptcy Court for the Northern District of Illinois directing the procedural consolidation and joint administration of the following chapter 11 cases: Total Finance Investment Inc., Car Outlet Holding Inc., Car Outlet AC LLC, Full Service Auto Repair AC LLC, Todo Seguro AC LLC, Todo Seguro Premium Finance AC LLC, and Total

Finance AC LLC. The docket in the chapter 11 case of Total Finance Investment Inc., Case No. 19-03734 (CAD), should be consulted for all matters affecting this case.

9. Finally, the Debtors request that the Court permit use of a combined service list and combined notices.

BASIS FOR RELIEF REQUESTED

10. Bankruptcy Rule 1015(b) provides that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” FED. R. BANKR. P. 1015(b). In addition, Local Rule 1015-1 provides that “[t]wo or more cases are related if . . . the cases involve persons or entities that are affiliates as defined in § 101(2) of the Bankruptcy Code.” Total Finance Investment Inc. is a Debtor in these chapter 11 cases and an affiliate of each of the other Debtors. Accordingly, this Court has the authority to grant the relief requested herein pursuant to Bankruptcy Rule 1015(b).

11. Joint administration of these chapter 11 cases will promote efficiency and will ease the administrative burden on the Court and all parties in interest in these cases. The Debtors operate integrated businesses with significant overlap in ownership and control while also participating in a number of shared financial and operational systems. As a result, many of the motions, hearings and orders in these cases will affect all of the Debtors. Joint administration of these cases will reduce fees and costs by avoiding duplicative filings, objections, notices and hearings. Joint administration also will allow the United States Trustee for the Northern District of Illinois (the “U.S. Trustee”) and all other parties in interest to monitor these cases with greater ease and efficiency.

12. Further, joint administration of these chapter 11 cases will not prejudice or adversely impact the rights of the Debtors’ respective constituencies because the relief sought herein is purely procedural and is not intended to affect substantive rights. Each creditor may

still file a claim against estates of individual Debtors, as applicable. Moreover, all constituencies will benefit from the reduced costs that will result from the joint administration of these chapter 11 cases.

13. For these reasons, the Debtors submit that the relief requested herein is in the best interest of their estates and will reduce administrative burdens on the Court and all parties in interest, and therefore should be granted.

NOTICE

14. Notice of this Motion will be provided to (i) the U.S. Trustee; (ii) the holders of the thirty (30) largest unsecured claims against the Debtors (on a consolidated basis); (iii) BMO as Administrative Agent under the Prepetition Credit Facility and DIP Facility and counsel thereto; (iv) Westlake as Lender under the Prepetition Subordinated Term Loan and counsel thereto; (v) 11 x 11, LLC as Administrative Agent under the Prepetition Junior Subordinated Term Loan and counsel thereto; (vi) the United States Attorney's Office for the Northern District of Illinois; (vii) the Internal Revenue Service; (viii) the United States Department of Justice; (ix) the state Attorneys General for Illinois and Wisconsin; and (x) any party that has requested notice pursuant to Bankruptcy Rule 2002. As this Motion is seeking "first day" relief, the Debtors will serve copies of this Motion as required by Local Rule 9013-2(E). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

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WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto, granting the relief requested herein and any further relief the Court may deem just and proper.

Dated: February 13, 2019
Chicago, Illinois

SIDLEY AUSTIN LLP

/s/ Bojan Guzina

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

Exhibit A

Proposed Order

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

In re: TOTAL FINANCE INVESTMENT INC., Debtor. ¹ Tax I.D. No. 46-4893753	Chapter 11 Case No. 19-03734 (CAD)
In re: CAR OUTLET HOLDING INC., Debtor. Tax I.D. No. 46-4888362	Chapter 11 Case No. 19-03737 (CAD)
In re: CAR OUTLET AC LLC, Debtor. Tax I.D. No. 46-4982282	Chapter 11 Case No. 19-03740 (CAD)
In re: FULL SERVICE AUTO REPAIR AC LLC, Debtor. Tax I.D. No. 46-4996920	Chapter 11 Case No. 19-03744 (CAD)

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In re: TODO SEGURO AC LLC, Debtor. Tax I.D. No. 46-4997099	Chapter 11 Case No. 19-03746 (CAD)
In re: TODO SEGURO PREMIUM FINANCE AC LLC, Debtor. Tax I.D. No. 46-5013775	Chapter 11 Case No. 19-03748 (CAD)
In re: TOTAL FINANCE AC LLC, Debtor. Tax I.D. No. 46-4981965	Chapter 11 Case No. 19-03752 (CAD) Ref. Docket No. ____

**ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² 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 (this “Order”), pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1, (i) directing the joint administration of the Debtors’ chapter 11 cases and the consolidation thereof for procedural purposes only and (ii) granting certain related relief, all as more fully described in the Motion; and upon consideration of the First Day Declaration; and the Court having jurisdiction

² All capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Motion.

over this matter pursuant to 28 U.S.C. § 1334 and the 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 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 relief requested in the Motion is GRANTED as set forth herein.
2. The Debtors' chapter 11 cases shall be jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1 and consolidated for procedural purposes only. The Debtors are authorized to use a combined service list and combined notices.
3. The Clerk of the Court shall maintain one file and one docket for the Debtors' jointly administered chapter 11 cases, which file and docket shall be the file and docket for the chapter 11 case of Total Finance Investment Inc., Case No. 19- 03734 (CAD).
4. All pleadings filed in the Debtors' chapter 11 cases shall bear a consolidated caption in the following form:

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

In re:

TOTAL FINANCE INVESTMENT INC., *et al.*,¹
Debtors.

Chapter 11

Case No. 19-03734 (CAD)

(Jointly Administered)

¹ 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.

5. The Clerk of the Court shall make a docket entry, substantially in the following form, in each of the Debtors' cases, other than the case of Total Finance Investment Inc., to reflect the joint administration of these chapter 11 cases:

An order has been entered in this case in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of the United States Bankruptcy Court for the Northern District of Illinois directing the procedural consolidation and joint administration of the following chapter 11 cases: Total Finance Investment Inc., Car Outlet Holding Inc., Car Outlet AC LLC, Full Service Auto Repair AC LLC, Todo Seguro AC LLC, Todo Seguro Premium Finance AC LLC, and Total Finance AC LLC. The docket in the chapter 11 case of Total Finance Investment Inc., Case No. 19-03734 (CAD), should be consulted for all matters affecting this case.

6. The requirements of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 2002(n) are hereby satisfied.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Debtors' chapter 11 cases, the Debtors, or the Debtors' estates.

8. The terms and conditions of this Order are immediately effective and enforceable upon its entry.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

10. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2019
Chicago, Illinois

THE HONORABLE CAROL A. DOYLE
UNITED STATES BANKRUPTCY JUDGE

Prepared by:

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PROPOSED ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION