

1 JOHN N. TEDFORD, IV (State Bar No. 205537)
jtedford@DanningGill.com
2 ZEV SHECHTMAN (State Bar No. 266280)
zs@DanningGill.com
3 MICHAEL G. D'ALBA (State Bar No. 264403)
mdalba@DanningGill.com
4 DANNING, GILL, ISRAEL & KRASNOFF, LLP
1901 Avenue of the Stars, Suite 450
5 Los Angeles, California 90067-6006
Telephone: (310) 277-6006
6 Facsimile: (310) 277-5735



7 Attorneys for Airport Van Rental, Inc. and AVR
Vanpool, Inc., Debtors and Debtors in Possession
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9 **UNITED STATES BANKRUPTCY COURT**
10 **CENTRAL DISTRICT OF CALIFORNIA**
11 **LOS ANGELES DIVISION**

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14 AIRPORT VAN RENTAL, INC., et al.,¹
15 Debtors and Debtors in
16 Possession.

- 17 Affects all Debtors
18 Affects the following Debtor(s):
19
20

Case No. 2:20-bk-20876-BB
Chapter 11 (Jointly Administered)

**ORDER GRANTING DEBTORS'
MOTION FOR ORDER (1) APPROVING
DISCLOSURE STATEMENT,
(2) ESTABLISHING VOTING, PLAN
CONFIRMATION AND OTHER
PROCEDURES, (3) SCHEDULING PLAN
CONFIRMATION HEARING AND
SETTING OTHER RELATED DATES
AND DEADLINES, AND (4) PROVIDING
OTHER ANCILLARY AND RELATED
RELIEF**

Date: May 17, 2022
Time: 10:00 a.m.
Place: Courtroom 1539
255 East Temple Street
Los Angeles, California

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27 ¹ Pursuant to an order of the Court, this case is being jointly administered with a case filed by AVR Vanpool, Inc.,
28 a California corporation, case no. 2:20-bk-20883-BB. The case also was jointly administered with the following three
cases that have been dismissed: Airport Van Rental, Inc., a Georgia corporation, case no. 2:20-bk-20877-BB; Airport
Van Rental, Inc., a Nevada corporation, case no. 2:20-bk-20878-BB; and Airport Van Rental, LLP, a Texas limited
liability partnership, case no. 2:20-bk-20882-BB.

1 On May 17, 2022, the Court conducted a hearing on the *Motion for Order (1) Approving*
2 *Disclosure Statement, (2) Establishing Voting, Plan Confirmation and Other Procedures,*
3 *(3) Scheduling Plan Confirmation Hearing and Setting Other Related Dates and Deadlines, and*
4 *(4) Providing Other Ancillary And Related Relief (the **Motion**)* (docket no. 827) filed by debtors
5 and debtors in possession Airport Van Rental, Inc., and AVR Vanpool, Inc. (the “**Debtors**”), the
6 Honorable Sheri Bluebond, United States Bankruptcy Judge, presiding.² Appearances were as
7 noted on the record at the hearing.

8 The Court having considered the Motion and all papers filed in support thereof and in
9 opposition thereto, and having heard the statements of counsel at the hearing, for the reasons stated
10 on the record, for good cause appearing, it is

11 **ORDERED THAT:**

- 12 1. The Motion is **GRANTED** as set forth herein.

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14 **Disclosure Statement**

15 2. The *Disclosure Statement for First Amended Chapter 11 Plan of Reorganization*
16 *Dated May 24, 2022* (the “Disclosure Statement”) (docket no. 913) is **APPROVED** as containing
17 “adequate information” within the meaning of section 1125(a) of the Bankruptcy Code.

18 3. All objections, if any, to the Disclosure Statement or relief requested in the Motion
19 that have not been withdrawn or resolved prior to or at the hearing are overruled.

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28 ² Capitalized terms not otherwise defined in this order have the meanings ascribed to them in
the Motion.

Confirmation Hearing and Plan Confirmation Schedule

4. The following dates and deadlines in connection with the Solicitation Procedures and the Confirmation Hearing are **APPROVED**:

Event	Date
Voting Record Date	June 1, 2022
Solicitation Date	June 8, 2022
Rule 3018(a) Motion Deadline	June 22, 2022
Voting Resolution Event Deadline	July 13, 2022
Voting Deadline	July 20, 2022 at 4:00 p.m. (prevailing Pacific time)
Voting Report Deadline	July 22, 2022
Plan Objection Deadline	August 3, 2022
Deadline to file (1) replies to plan objections, and (2) briefs and declarations in support of plan confirmation	August 17, 2022
Confirmation Hearing	August 24, 2022 at 10:00 a.m. (prevailing Pacific time)

5. The Confirmation Hearing shall be held on **AUGUST 24, 2022, at 10:00 A.M.** (prevailing Pacific time). The Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice other than as indicated in any notice that is filed with the Court or by being announced in open court.

Distribution of Solicitation Packages

6. The proposed distribution and contents of the Solicitation Packages, which shall include the following, are **APPROVED**:

(a) a cover letter, substantially in the form attached as Exhibit “10” to the Motion (the “**Cover Letter**”), describing the contents of the Solicitation Package and providing instructions to obtain access, free of charge, to the Plan, Disclosure Statement and this Disclosure

1 Statement Order, and urging the holders of claims and interests in the voting classes to vote to
2 accept the Plan;

3 (b) the Confirmation Hearing Notice, substantially in the form attached as
4 Exhibit “3” to the Motion;

5 (c) the Disclosure Statement with all of its exhibits, including the Plan and all of
6 its exhibits;

7 (d) this Disclosure Statement Order;

8 (e) an applicable Ballot with instructions on submitting the Ballot; and

9 (f) any other materials ordered by the Court to be included as part of the
10 Solicitation Package.

11 7. On or before the Solicitation Date, the Debtors shall serve, by mail, the following
12 components of the Solicitation Package on each holder of a claim in a voting class:

13 (a) the Cover Letter;

14 (b) the Confirmation Hearing Notice; and

15 (c) an applicable Ballot with instructions on submitting the Ballot.

16 8. The Cover Letter shall include directions for obtaining access, free of charge, to the
17 Disclosure Statement and all exhibits (including the Plan and all exhibits thereto), this Disclosure
18 Statement Order, and all related notices via the Debtors’ restructuring website at
19 <https://cases.omniagentsolutions.com/home?clientId=3595> from which such materials may be
20 downloaded.

21 9. The Debtors shall not be required to mail a Solicitation Package or any other
22 materials related to voting or confirmation of the Plan to any person or entity from which the notice
23 of the Motion or other mailed notice in these Chapter 11 cases was returned as undeliverable, or
24 any similar reason, by the postal service, unless the Debtors are provided with accurate addresses
25 for such persons or entities before the Solicitation Date, and failure to mail Solicitation Packages or
26 any other materials related to voting or confirmation of the Plan to such persons or entities shall not
27 constitute inadequate notice of the Confirmation Hearing or the Voting Deadline and shall not
28 constitute a violation of Federal Rule of Bankruptcy Procedure 3017(d).

1 10. The Debtors shall serve, by mail, (1) the Confirmation Hearing Notice and (2) the
2 *Notice of Non-Voting Status to Holders of Claims and Equity Interests That Are Deemed to Accept*
3 *or Reject the Debtors' Proposed Chapter 11 Plan of Reorganization Dated March 16, 2012,*
4 substantially in the form attached as Exhibit "6" to the Motion (the "**Non-Voting Status Notice**")
5 to holders of claims and interests in Classes 7, 8, 13, 14, 16 and 17. The Debtors shall not be
6 required to mail a Solicitation Package or any other materials related to voting or confirmation of
7 the Plan to such holders, unless otherwise requested through the process set forth in the Non-
8 Voting Status Notice.

9 11. With respect to any claim subject to a claim objection pending as of the Solicitation
10 Date, in which such objection is seeking total disallowance of the claim (a "**Disputed Claim**"), the
11 Debtors shall serve, by mail, (1) the Confirmation Hearing Notice and (2) the *Notice with Respect*
12 *to Disputed Claims*, substantially in the form attached as Exhibit "7" to the Motion (the "**Disputed**
13 **Claim Notice**") to the holder of such claim. The Debtors shall not be required to mail a
14 Solicitation Package or any other materials related to voting or confirmation of the Plan to such
15 holders unless a Voting Resolution Event occurs, as provided in the Solicitation Procedures.
16 However, if the holder of a Disputed Claim files a Rule 3018(a) Motion on or before the Rule
17 3018(a) Motion Deadline, the Debtors shall send such holder a Solicitation Package, including an
18 applicable Ballot, as soon as practicable after such Rule 3018(a) Motion is filed. A Ballot returned
19 by a holder of a Disputed Claim in compliance with the Solicitation Procedures shall be counted
20 only to the extent that a Voting Resolution Event occurs on or before the Voting Resolution Event
21 Deadline.

22 12. With respect to any claim subject to a "reclassify" or "reduce and allow" objection
23 that is filed with the Court on or before the Solicitation Date, the Debtors shall serve the Disputed
24 Claim Notice, together with the components described in paragraph 7 of this order, to the holder of
25 such claim.

26 13. The Debtors shall not be required to deliver Solicitation Packages to counterparties
27 to the Debtors' executory contracts and unexpired leases that do not have scheduled claims or
28 claims based upon timely filed proofs of claims. With respect to executory contracts and unexpired

1 leases to be assumed under the Plan, the Debtors are authorized to serve such parties, by mail, with
2 a *Notice of Proposed Assumption of Executory Contracts and Unexpired Leases, and Deadline for*
3 *Objecting to Confirmation of Plan and Asserting Alleged Cure Amounts*, substantially in the form
4 of the notice attached as Exhibit “8” to the Motion (the “**Assumption and Cure Notice**”). With
5 respect to executory contracts and unexpired leases to be rejected under the Plan, the Debtors are
6 authorized to serve such parties, by mail, with a *Notice of Proposed Rejection of Executory*
7 *Contracts and Unexpired Leases, and Deadline for Objecting to Confirmation of Plan and*
8 *Asserting Alleged Cure Amounts*, substantially in the form of the notice attached as Exhibit “9” to
9 the Motion (the “**Rejection Notice**”). Any non-Debtor counterparty to an executory contract or
10 unexpired lease that fails to file and serve an objection to assumption of the executory contract or
11 unexpired lease, or the Debtors’ determination that the applicable cure amount is zero, by the Plan
12 Objection Deadline shall be deemed to consent to the assumption of such executory contract or
13 unexpired lease and to such cure amount.

14 14. Any party may request from the Debtors’ counsel a flash drive or paper copy of any
15 or all of the Solicitation Package materials that are provided in electronic format, at the Debtors’
16 expense. The Debtors’ counsel shall provide the requested materials as soon as reasonably
17 practicable.

18 15. The Debtors may substitute hard copies of all solicitation materials instead of
19 electronic format as may be necessary to achieve timely distribution of the Solicitation Package or
20 for any other reason.

21 22 **Solicitation Procedures**

23 16. The Solicitation Procedures attached as Exhibit “2” to the Motion are **APPROVED**
24 in all respects.

25 17. The forms of the Ballots attached as Exhibits “4” and “5” to the Motion are
26 **APPROVED** in all respects.

1 18. Solely for the purpose of voting to accept or reject the Plan and not for purposes of
2 the allowance of, or distribution on account of, a claim, the following hierarchy shall be used to
3 determine the amount of the claim associated with each claimant's vote:

4 (a) the claim amount (i) settled or agreed upon by the Debtors, as memorialized
5 in a document filed with this Court,³ (ii) set forth in an order of this Court, or (iii) set forth in a
6 document executed by the Debtors pursuant to authority granted by this Court;

7 (b) if subparagraph (a) does not apply, the claim amount allowed (temporarily or
8 otherwise) pursuant to a Voting Resolution Event under the Solicitation Procedures;

9 (c) if neither subparagraph (a) nor (b) applies, the claim amount asserted in a
10 proof of claim that has been timely filed (or deemed timely filed by this Court under applicable
11 law, or with respect the Debtors have agreed to accept as timely filed), except for any amounts that
12 have been paid or asserted on account of any interest accrued after the Petition Date;

13 (d) if none of subparagraphs (a)–(c) apply, the claim amount listed in the
14 Debtors' schedules (to the extent such claim is not superseded by a timely filed proof of claim);
15 *provided that* such claim is not scheduled for \$0.00 or as contingent, disputed, or unliquidated, or
16 has not been paid; and

17 (e) if none of subparagraphs (a)–(d) apply, such claim shall be disallowed for
18 voting purposes.

19 19. The Debtors' counsel shall process and tabulate Ballots in accordance with the
20 Solicitation Procedures and file a Voting Report on or before **JULY 22, 2022**, subject to any
21 extension granted by the Court. As set forth in full in the Solicitation Procedures, the following
22 Ballots shall not be counted:

23 (a) any Ballot submitted by a person who does not hold, or represent a person
24 that holds, a claim or interest in the applicable voting class as of the Voting Record Date;

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27 ³ For the avoidance of doubt, a holder of a claim that is the subject of a pending objection on a
28 "reclassify" or "reduce and allow" basis shall be entitled to vote such claim in the reclassified
priority or reduced amount contained in such objection absent a further order of the Court.

1 (b) any Ballot received after the Voting Deadline unless the Debtors have
2 granted an extension in writing (including by email) with respect to such Ballot;

3 (c) any Ballot delivered by facsimile transmission or any other means not
4 specifically approved herein or in the Solicitation Procedures;

5 (d) any Ballot that is illegible or contains insufficient information to permit the
6 identification of the claimant or interest holder;

7 (e) any Ballot that is submitted in an inappropriate form that is not the
8 appropriate Ballot for such claim or interest;

9 (f) any Ballot sent to a person other than the Debtors' counsel in the manner set
10 forth in the instructions set forth on the Ballot;

11 (g) any Ballot that is unsigned;

12 (h) any Ballot in which the claimant or interest holder has voted to both accept
13 and reject the Plan; or

14 (i) any Ballot that is not completed.

15 20. Notwithstanding anything to the contrary in the preceding paragraph of this order,
16 any Ballot without a vote, but which is otherwise executed and fully completed, shall constitute a
17 vote to accept the Plan.

18 21. The holder of a claim or interest may choose the method of delivery of its Ballot at
19 its own risk. Delivery of the Ballot shall be deemed made only when the properly executed Ballot
20 is actually received by the Debtors' counsel.

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22 **Confirmation Notices and Objection Procedures**

23 22. The form, manner and scope of the Confirmation Hearing Notice, the Non-Voting
24 Status Notice, the Disputed Claim Notice, the Assumption and Cure Notice, and the Rejection
25 Notice attached, respectively, as Exhibits "3," "6," "7," "8" and "9" to the Motion constitute good,
26 sufficient, and adequate notice to all parties in interest, comply with the requirements of due
27 process, and are **APPROVED**. Such notices are being provided by means reasonably calculated to
28 reach all interested persons, reasonably convey all the required information to inform all persons

1 affected thereby, and provide a reasonable time for a response and opportunity to object to the
2 relief requested. No other or further notice is necessary.

3 23. Objections and responses, if any, to confirmation of the Plan must (a) be in writing;
4 (b) conform to the Federal Rules of Bankruptcy Procedure and the Court's Local Bankruptcy
5 Rules; (c) state the name and address of the objecting party and the amount and nature of the claim
6 of such entity; (d) state with particularity the basis and nature of the party's objection to the Plan;
7 and (e) be filed with the Court on or before the Plan Objection Deadline. Any objection or other
8 response must be served upon the parties identified in the Confirmation Hearing Notice.

9 24. Objections to confirmation of the Plan not timely filed and served in accordance
10 with the provisions of this Disclosure Statement Order may not be considered by the Court.

11 25. The Debtors and other parties in interest may file and serve a reply or replies to any
12 objections or responses to confirmation of the Plan on or before **AUGUST 3, 2022**, together with
13 their brief(s) in support of confirmation of the Plan, subject to any extension granted by the Court.
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15 **Additional Relief**

16 26. The Debtors are authorized to take any action necessary or appropriate to implement
17 the terms of and the relief granted in this Disclosure Statement Order without seeking further order
18 of the Court.

19 27. The Debtors are authorized to make non-substantive or immaterial changes to the
20 Disclosure Statement, the Disclosure Statement Order, the Plan, the Ballots, the Solicitation
21 Procedures, the Solicitation Packages and all documents provided therein, the Confirmation
22 Hearing Notice, the Non-Voting Status Notice, the Assumption and Cure Notice, the Rejection
23 Notice, and related documents without further order of the Court, including changes to correct
24 typographical, grammatical, and formatting errors or omissions, and to make conforming changes
25 among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package
26 before their distribution.

27 28. In addition to accepting hard copy Ballots via first class mail, overnight courier, and
28 hand delivery, the Debtors are authorized to accept Ballots from voters via email.

1 29. Nothing in this Disclosure Statement Order shall be construed as a waiver of the
2 right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after
3 the Voting Record Date.

4 30. Notwithstanding any applicable Federal Rule of Bankruptcy Procedure or other
5 applicable rule, the terms and conditions of this Disclosure Statement Order shall be immediately
6 effective and enforceable upon its entirety.

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

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Date: May 27, 2022



Sheri Bluebond
United States Bankruptcy Judge