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Attorneys for Mega RV Corp.,  
Debtor and Debtor in Possession

UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SANTA ANA DIVISION

In re:  
  
MEGA RV CORP., a California corporation;  
d/b/a McMahon's RV; d/b/a McMahon's RV  
Irvine; d/b/a McMahon's RV Colton; d/b/a  
McMahon's RV Palm Desert,  
  
Debtor and Debtor in Possession.

Case No. 8:14-bk-13770-MW

Chapter 7

**ORDER (1) APPROVING SECOND  
AMENDED DISCLOSURE STATEMENT;  
(2) SETTING HEARING ON  
CONFIRMATION OF SECOND  
AMENDED PLAN; AND (3) SETTING  
PROCEDURES AND DEADLINES**

Confirmation Hearing:

Date: September 16, 2015

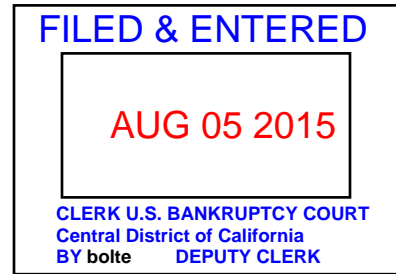
Time: 2:00 p.m.

Place: Courtroom 6C

Ronald Reagan Federal Building

411 West 4th Street

Santa Ana, CA 92701



On June 19, 2015, MEGA RV CORP., a California corporation, dba McMahon's RV; dba McMahon's RV Irvine; dba McMahon's RV Colton; and dba McMahon's RV Palm Desert ("Mega" or the "Debtor"), and the Official Committee of Creditors (the "Committee", and together with the Debtor the "Plan Proponents") appointed in the chapter 11 case of Mega RV Corp. filed the *Disclosure Statement Describing Joint Chapter 11 Plan of Liquidation Filed by Debtor and Official Committee of Unsecured Creditors Dated June 19, 2015* [Docket No. 649] (as subsequently amended by the First Amended Disclosure Statement and the Second Amended Disclosure Statement, the "Disclosure Statement"), the *Joint Chapter 11 Plan of Liquidation Filed by Debtor and Official Committee of Unsecured Creditors Dated June 19, 2015* [Docket No. 650] (as subsequently amended by the First Amended Plan and the Second Amended Plan, the "Plan"), and the *Motion for Entry of Order Approving: (A) the "Disclosure Statement Describing Joint Chapter 11 Plan of Liquidation filed by Debtor and Official Committee of Unsecured Creditors Dated June 19, 2015" as Containing Adequate Information; (B) the Form, Scope and Nature of Solicitation, Balloting, Tabulation and Notices with Respect to the "Joint Chapter 11 Plan of Liquidation filed by Debtor and Official Committee of Unsecured Creditors Dated June 19, 2015"; and (C) Related Confirmation Procedures, Deadlines and Notices* [Docket No. 651] (the "Motion").<sup>1</sup>

The Plan Proponents received two informal objections to the Disclosure Statement from: (i) the State Board of Equalization ("SBE") and (ii) GE Commercial Distribution Finance ("CDF"). Both of these objections were consensually resolved through amendments to the Disclosure Statement that are reflected in the *First Amended Disclosure Statement Describing First Amended Joint Chapter 11 Plan of Liquidation Filed by Debtor and Official Committee of Unsecured Creditors Dated July 20, 2015* [Docket No. 666] (the "First Amended Disclosure Statement") and the *First Amended Joint Chapter 11 Plan of Liquidation Filed by Debtor and Official Committee of Unsecured Creditors Dated July 20, 2015* [Docket No. 667] (the "First Amended Plan").

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<sup>1</sup> Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

1 Roadtrek Motorhomes, Inc. (“Roadtrek”) filed a formal objection to the Disclosure  
2 Statement [Docket No. 665] on July 13, 2015 (the “Roadtrek Objection”). Portfolio General  
3 Management Group, Inc. filed an objection to the scheduled hearing on the First Amended  
4 Disclosure Statement [Docket No. 670] (the “Portfolio Objection”) and Roadtrek filed a joinder  
5 to the Portfolio Objection.

6 The Plan Proponents filed the *Joint Reply of Official Committee of Unsecured Creditors*  
7 *and Debtor to: 1. Informal Disclosure Statement Objections; and 2 Roadtrek's Opposition to*  
8 *Disclosure Statement; Declaration of John A. Belcher in Support Thereof* [Docket No. 669] on  
9 July 20, 2015 and the *Joint Reply of Plan Proponents to Portfolio General Management Group,*  
10 *Inc.'s Objection to Hearing on Approval of Amended Disclosure Statement and Chapter 11 Plan*  
11 *and The Joinder of Roadtrek Motorhomes, Inc.* [Docket No. 679] on July 24, 2015.

12 The Court issued a tentative ruling on the Motion and the First Amended Disclosure  
13 Statement on July 24, 2015 (the “Tentative Ruling”). A hearing on the Motion and the First  
14 Amended Disclosure Statement was held on July 27, 2015 at 9:00 a.m. (the “Hearing”).  
15 Appearances at the Hearing were as noted on the record of the Hearing. At the Hearing, the  
16 Court adopted its Tentative Ruling regarding the Motion and the Disclosure Statement, and  
17 requested certain revisions to the Disclosure Statement be completed by August 3, 2015.

18 On August 3, 2015 at 2:00 p.m., the Court held a further telephonic hearing regarding the  
19 revisions to the First Amended Disclosure Statement and entered an order regarding the revisions  
20 subsequent to the telephonic hearing [Docket No. 689 on August 4, 2015 (the “August 4 Order”).

21 The Plan Proponents then filed the *Second Amended Disclosure Statement Describing*  
22 *Second Amended Joint Chapter 11 Plan of Liquidation Filed by Debtor and Official Committee of*  
23 *Unsecured Creditors Dated August 4, 2015* [Docket No. 690] (the “Second Amended Disclosure  
24 Statement”), the *Second Amended Joint Chapter 11 Plan of Liquidation Filed by Debtor and*  
25 *Official Committee of Unsecured Creditors Dated August 4, 2015* [Docket No. 691] (the “Second  
26 Amended Plan”), and the *Notice of: (A) Submission of Redlines of (1) Disclosure Statement, (2)*  
27 *Plan and (3) Confirmation Hearing Notice; (B) Submission of Exhibit 2 to Disclosure Statement;*  
28 *and (C) Publication of Banner Ad* [Docket No. 692] (the “Submission of Redlines”) which reflect

1 the revisions required by the Tentative Ruling and directed by the August 4 Order.

2 The Court has reviewed and considered, among other things, the Motion, the Disclosure  
3 Statement, the Plan, the First Amended Disclosure Statement, the First Amended Plan, the  
4 Roadtrek Objection, the Portfolio Objection, the Reply, the Portfolio Reply, the Second Amended  
5 Disclosure Statement and the Second Amended Plan. Based on this review and consideration, the  
6 Court finds that: (1) notice of the Motion was adequate and appropriate under the circumstances  
7 and no other notice need be given; (2) the Disclosure Statement (as amended by the First  
8 Amended Disclosure Statement and the Second Amended Disclosure Statement) contains  
9 adequate information within the meaning of section 1125(a) of the Bankruptcy Code; (3) that the  
10 Portfolio Objection is without merit and should be overruled; (4) the Roadtrek Objection was  
11 sustained in part as set forth in the Tentative Ruling and the August 4 Order [Docket No. 689];  
12 (5) granting the Motion as set forth herein is in the best interests of the estate and creditors; and  
13 (6) other good and sufficient cause to grant the Motion.

14 IT IS HEREBY ORDERED that:

- 15 1. The Motion is granted as set forth herein.
- 16 2. The Roadtrek Objection is sustained in part as set forth in the Tentative Ruling and  
17 the August 4 Order.
- 18 3. The Portfolio Objection is overruled.
- 19 4. The Disclosure Statement (as amended by the First Amended Disclosure  
20 Statement and the Second Amended Disclosure Statement) is approved.
- 21 5. The Plan Proponents are authorized to distribute the Disclosure Statement and  
22 utilize the Disclosure Statement to solicit acceptances and rejections to the Plan.
- 23 6. The Plan Proponents are authorized, prior to distribution, to conform the  
24 Disclosure Statement, the Plan, the Confirmation Hearing Notice and the Ballot to the terms of  
25 this Order, and to alter the format of such documents to facilitate their prompt and economical  
26 distribution (e.g., where applicable, single spacing the documents, removing pleading lines, and  
27 fixing any typographical errors).
- 28 7. On or before August 7, 2015, the Plan Proponents will serve (or cause to be

1 served) a “Solicitation Package” consisting of: (1) the Plan, (2) the Disclosure Statement, (3) the  
2 Confirmation Hearing Notice, amended as set forth on Exhibit 3 to the Submission of Redlines;  
3 and (4) the form of Ballot attached as Exhibit 3 to the Motion (if the intended recipient holds a  
4 claim in a Class that is entitled to vote on the Plan), on the following persons and entities:

- 5 a. All creditors that have filed a proof of claim in this chapter 11 case (other than  
6 creditors that filed a proof of claim that since has been disallowed, waived, or  
7 withdrawn by order of the Court, stipulation, or otherwise);
- 8 b. All creditors that the Debtor scheduled as holding one or more claims in its  
9 Schedules of Assets and Liabilities (the “Schedules”) in an amount in excess  
10 of \$0;
- 11 c. All non-debtor parties to unexpired leases and executory contracts with the  
12 Debtor, as identified in Schedule G of the Debtor’s Schedules;
- 13 d. The Office of the United States Trustee (the “U.S. Trustee”) and the  
14 governmental units enumerated in Bankruptcy Rule 2002(j) and LR 2002(b).

15 8. The Solicitation Package may be served pursuant to Paragraph 7 hereof by way of  
16 a USB Drive, containing electronic copies of the Solicitation Package in Adobe Acrobat (.pdf) or  
17 Microsoft Word (.doc or .docx) format; provided that the Ballot, where applicable, and the  
18 Confirmation Hearing Notice (which shall contain an index of the documents on the USB Drive),  
19 shall be served in hardcopy form.

20 9. With respect to transferred claims, if any, (1) if the notice of transfer of claim  
21 required by Bankruptcy Rule 3001(e)(2) if filed on or before entry of this Order, the Solicitation  
22 Package will be mailed to the transferee in accordance with the notice of transfer, and the  
23 transferee will be entitled to vote to accept or reject the Plan, and (2) if the notice of transfer is  
24 filed after entry of the Order, then the Solicitation Package will be mailed to the original claim  
25 holder, and the original claim holder will be entitled to vote to accept or reject the Plan.

26 10. Parties that do not qualify to receive a Solicitation Package pursuant to Paragraph  
27 7 of this Order, including, without limitation, parties listed on the list of creditors filed by the  
28 Debtor in accordance with Bankruptcy Rule 1007(a)(1) but who do not hold scheduled or filed

claims of any kind, shall be served with the Confirmation Hearing Notice only.

11. The Plan Proponents are authorized to: (1) cause the one-time publication of the Publication Notice, substantially in the form attached to the Motion as Exhibit 2, in the Orange County Register, on or before five (5) business days following entry of this Order, and (2) publish a banner ad regarding the Confirmation Hearing on [www.motorhome.com](http://www.motorhome.com), which Publication Notice and banner ad shall constitute adequate and sufficient notice of the contents of the Confirmation Hearing Notice on all unknown claimants and any other claimants that do not receive the Confirmation Hearing Notice.

12. The Plan Proponents are authorized to employ the following procedures for balloting and the tabulation of ballots with respect to the Plan.

- a. The amount of a claim for the purposes of ballot tabulation will be:
  - i. For a claim identified in the Schedules as non-contingent, liquidated, and undisputed in an amount in excess of \$0, and that has not been disallowed, waived, or withdrawn by order of the Court, stipulation, or otherwise prior to the Ballot Deadline (defined below), and for which no proof of claim has been timely filed, the claim amount as identified in the Schedules;
  - ii. For a timely-filed proof of claim that asserts a claim in a liquidated amount (whether or not additional unliquidated claims are also asserted therein), that is not the subject of a pending objection filed before the Ballot Deadline, and that has not been disallowed, waived, or withdrawn by order of the Court, stipulation, or otherwise prior to the Ballot Deadline, the liquidated amount identified in such proof of claim;
  - iii. For a timely-filed proof of claim that asserts a claim solely in an unliquidated amount, that is not the subject of a pending objection filed before the Ballot Deadline, and that has not been disallowed, waived, or withdrawn by order of the Court, stipulation, or otherwise prior to the Ballot Deadline, the amount of one dollar (\$1);

- iv. For a claim that is, in whole or in part, the subject of a pending objection filed before the Ballot Deadline, the undisputed amount, if any, of such claim, unless such claim is temporarily allowed under Bankruptcy Rule 3018(a) at or prior to the Confirmation Hearing; provided, however, that any creditor whose claim is the subject of a pending objection filed before the Ballot Deadline may nonetheless tender a ballot, which shall only be counted as it relates to the disputed amount of such claim upon the temporary allowance of such claim by the Court.
- b. If a creditor submits a ballot relating to a claim (i) for which there is no timely-filed proof of claim and there is no corresponding non-contingent, liquidated, and undisputed claim held by such creditor set forth in the Schedules, (ii) which has been disallowed, waived, or withdrawn by order of the Court, stipulation, or otherwise, or (iii) which is the subject of an unresolved objection filed prior to the Ballot Deadline, such ballot will not be counted unless otherwise ordered by the Court.
- c. Creditors that have claims in more than one voting class under the Plan must submit a separate ballot for each voting class. If a creditor uses a single ballot to vote claims in more than one class, such combined ballot will not be counted.
- d. If a creditor casts more than one eligible ballot with respect to the same claim before the Ballot Deadline, the last ballot received prior to that deadline shall supersede any prior ballot(s) by such creditor with respect to such claim. Any creditor that requires additional copies of a ballot may obtain an additional ballot pursuant to the instructions set forth in the Confirmation Hearing Notice and the ballots.
- e. Any ballot that is incomplete or not received by the Ballot Deadline shall not be counted; provided, however, that any ballot that is signed but that does not indicate an acceptance or rejection of the Plan shall be deemed to be a ballot

1 accepting the Plan.

2 f. James Behrens, an attorney at Greenberg Glusker Fields Claman & Machtinger  
3 LLP, or such other person designated by the Plan Proponents (the “Ballot  
4 Tabulator”) shall tabulate the ballots and prepare the appropriate reports with  
5 respect thereto. After tabulation of the ballots, a Plan Ballot Summary will be  
6 filed with the Court.

7 13. The deadline by which ballots to accept or reject the Plan must actually be  
8 received by the Ballot Tabulator shall be September 4, 2015 at 5:00 p.m. (Pacific time) (the  
9 “Ballot Deadline”).

10 14. The hearing on confirmation of the Plan (the “Confirmation hearing”) shall  
11 commence on September 16, 2015 at 2:00 p.m.

12 15. The Plan Proponents shall file their memorandum of law in support of  
13 confirmation of the Plan and serve such memorandum on the Notice Parties (identified in the  
14 following Paragraph) no later than August 26, 2015.

15 16. The deadline by which any party objecting to confirmation of the Plan must file  
16 and serve its objection and evidence in support thereof will be September 4, 2015. Any such  
17 objection must be in writing, specify the name and address of the party objecting, set forth the  
18 amount of the objecting party’s claims and any other grounds giving the objector standing to  
19 object, set forth the grounds for the objection, and be accompanied by the objecting party’s  
20 evidentiary support for its objection, including declarations made under penalty of perjury and  
21 other admissible documentary evidence. The objection and evidence in support thereof will be  
22 served on the following (the “Notice Parties”):

23 a. Counsel for the Committee, Greenberg Glusker Fields Claman & Machtinger  
24 LLP, Attn: Brian L. Davidoff and Courtney E. Pozmantier, 1900 Avenue of the  
25 Stars, Ste. 2100, Los Angeles, CA 90067; email:

26 bdavidoff@greenbergglusker.com and cpozmantier@greenbergglusker.com;

27 b. The Debtor, c/o GlassRatner Advisory & Capital Group, LLC, 19800

28 MacArthur Blvd., Suite 820, Irvine, CA 92612; email: missa@glassratner.com;



- c. Counsel for the Debtor, Goe & Forsythe LLP, Attn: Robert P. Goe, 18101 Von Karman Avenue, Suite 510, Irvine, California 92612; email: rgoe@goeforlaw.com;
- d. the Office Of the United States Trustee, Attn: Frank Cadigan, 411 West Fourth Street, Suite 9041, Santa Ana, CA 92701, email: Frank.Cadigan@usdoj.gov; and
- e. the Special Notice Parties.<sup>2</sup>

17. Any objection not timely filed and served will be deemed to be waived and to be deemed consent to the Court's entry of an order confirming the Plan.

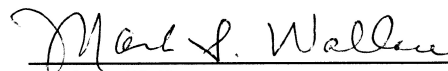
18. Any reply memorandum in support of confirmation of the Plan and/or in response to an objection to confirmation of the Plan, and any evidence in support thereof, shall be filed and served on the Notice Parties and any objecting parties no later than September 9, 2015.

19. The Ballot Tabulator shall file the Plan Ballot Summary with the Court no later than September 9, 2015.

20. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation and/or interpretation of this Order.

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Date: August 5, 2015

  
Mark S. Wallace  
United States Bankruptcy Judge

<sup>2</sup> A list of the Special Notice Parties may be obtained by contacting James Behrens at jbehrens@greenbergglusker.com.