

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re: : Chapter 11
COMCAR INDUSTRIES, INC., *et al.*,¹ :
 : Case No. 20-11120 (LSS)
 :
 : (Jointly Administered)
Debtors. :
-----X Related D.I.: 1076, 1077, 1101 & 1103

**ORDER (I) APPROVING THE DEBTORS' COMBINED DISCLOSURE STATEMENT
AND PLAN ON AN INTERIM BASIS FOR SOLICITATION PURPOSES ONLY; (II)
ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF
VOTES TO ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT
AND PLAN; (III) APPROVING THE FORM OF BALLOT AND SOLICITATION
PACKAGES; (IV) ESTABLISHING THE VOTING RECORD DATE; (V) SCHEDULING
A COMBINED CONFIRMATION HEARING FOR FINAL APPROVAL OF THE
ADEQUACY OF DISCLOSURES IN, AND CONFIRMATION OF, THE COMBINED
DISCLOSURE STATEMENT AND PLAN; AND (VI) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")² of the Debtors for entry of an order (the "Interim Approval and Procedures Order," or, as used herein, this "Order"): (a) approving the *Debtors' Amended Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation* [D.I. 1103] (as amended, supplemented or otherwise modified from time to time, the "Combined Disclosure Statement and Plan") on an interim basis for solicitation purposes only; (b) establishing procedures

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: 9th Place Newberry, LLC (0359); 16th Street Pompano Beach, LLC (0278); CCC Spotting, LLC (0342); CCC Transportation, LLC (1058); Charlotte Avenue Auburndale, LLC (2179); Coastal Transport, Inc. (2918); Coastal Transport Logistics, LLC (7544); Comcar Industries, Inc. (8221); Comcar Logistics, LLC (2338); Comcar Properties, Inc. (9545); Commercial Carrier Corporation (8582); Commercial Carrier Logistics, LLC (7544); Commercial Truck and Trailer Sales Inc. (0722); Cortez Blvd. Brooksville, LLC (2210); CT Transportation, LLC (0997); CTL Distribution, Inc. (7383); CTL Distribution Logistics, LLC (7506); CTL Transportation, LLC (0782); CTTs Leasing, LLC (7466); Detsco Terminals, Inc. (9958); Driver Services, Inc. (3846); East Broadway Tampa, LLC (2233); East Columbus Drive Tampa, LLC (3995); Fleet Maintenance Services, LLC (1410); MCT Transportation, LLC (0939); Midwest Coast Logistics, LLC (7411); Midwest Coast Transport, Inc. (0045); New Kings Road Jacksonville, LLC (4797); Old Winter Haven Road Auburndale, LLC (4738); W. Airport Blvd. Sanford, LLC (0462); Willis Shaw Logistics, LLC (7341); WSE Transportation, LLC. The corporate headquarters and the mailing address for the Debtors listed above is 8800 Baymeadows Way West, Suite 200, Jacksonville, Florida 32256.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion or the Combined Disclosure Statement and Plan, as applicable.

for the solicitation and tabulation of votes to accept or reject the Combined Disclosure Statement and Plan, as set forth in **Exhibit 1** to this Order; (c) approving the form of Ballots and Solicitation Packages; (d) establishing the voting record date as January 1, 2021 (the “Voting Record Date”); (e) scheduling a final, combined hearing to consider (i) final approval of the adequacy of information in the Combined Disclosure Statement and Plan pursuant to section 1125 of the Bankruptcy Code and (ii) confirmation of the Plan pursuant to section 1129 of the Bankruptcy Code (the “Combined Confirmation Hearing”); and (f) granting related relief, pursuant to sections 105, 1125, 1126, and 1128 of title 11 of the Bankruptcy Code, Bankruptcy Rules 2002(b), 3016, 3017, 3018, 3020, and 9006, and Local Rule 3017-2; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion being good and sufficient notice thereof; and a hearing (the “Hearing”) having been held on January 21, 2021 to consider the relief requested in the Motion; and upon consideration of the Motion, the Combined Disclosure Statement and Plan, and the record of the Hearing; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors’ estates, their creditors and other parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and sufficient cause appearing therefor,

THIS COURT HEREBY FINDS AS FOLLOWS:

A. Pursuant to the Motion, the following chart sets forth the classes of Claims, their Impairment status and their right to vote:

Class	Type	Status Under Plan	Voting Status
1	Prepetition Term Loan Claims	Impaired	Entitled to Vote
2	Other Secured Claims	Unimpaired	Deemed to Accept
3	Other Priority Claims; Priority Tax Claims	Unimpaired	Deemed to Accept
4	General Unsecured Claims	Impaired	Entitled to Vote
5	CWI and Bostick Unsecured Claims	Impaired	Entitled to Vote
6	Intercompany Claims	Impaired	Deemed to Reject
7	Intercompany Equity Interests	Impaired	Deemed to Reject
8	Parent Equity Interests	Impaired	Deemed to Reject

B. The form of Ballots attached hereto as **Exhibits 4-A, 4-B** and **4-C**: (a) are consistent with Official Form No. 314, (b) adequately address the particular needs of these Chapter 11 Cases, (c) are appropriate for the Voting Classes, (d) provide an opportunity to opt out of the Releases, and (e) comply with Bankruptcy Rule 3017(d).

C. Ballots need not be provided to Holders of Claims and Interests in the Non-Voting Classes, including Holders of Claims and Interests that are either (i) Unimpaired and are conclusively presumed to have accepted the Combined Disclosure Statement and Plan in accordance with section 1126(f) of the Bankruptcy Code or (ii) Impaired but will neither retain nor receive any property under the Combined Disclosure Statement and Plan and are conclusively presumed to have rejected the Combined Disclosure Statement and Plan in accordance with section 1126(g) of the Bankruptcy Code.

D. The period during which the Debtors may solicit votes to accept or reject the Plan, as established by this Order, provides sufficient time for Claimholders in the Voting Classes to make informed decisions regarding whether to accept or reject the Combined Disclosure Statement and Plan, to opt out of the Third Party Releases, and timely submit their Ballots.

E. The Tabulation Procedures governing the solicitation and tabulation of votes to accept or reject the Combined Disclosure Statement and Plan, as set forth on **Exhibit 1** attached hereto and approved herein, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

F. The contents of the Solicitation Package and the procedures for providing notice of the Combined Confirmation Hearing and the other matters set forth in the Combined Confirmation Hearing Notice comply with Bankruptcy Rules 2002 and 3017 and Local Rule 3017-2, and, under the circumstances, constitute sufficient notice to all interested parties in accordance with Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Combined Disclosure Statement and Plan and Committee Support Letter are approved on an interim basis for solicitation purposes under section 1125 of the Bankruptcy Code, Bankruptcy Rule 3017, and Local Rule 3017-2. Any objections to the adequacy of information contained in the Combined Disclosure Statement and Plan on a final basis are expressly reserved for consideration at the Combined Confirmation Hearing.
3. The schedule set forth below relating to approval and confirmation of the Combined Disclosure Statement and Plan is hereby approved in its entirety, and the Court hereby finds the following schedule is consistent with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules:

DEADLINE/HEARING	DATE
Date Solicitation Will Commence	No later than January 28, 2021
Deadline to File Rule 3018 Motions	February 17, 2021 at 4:00 p.m. (EST)
Plan Supplement Deadline	February 19, 2021
Voting Deadline	February 28, 2021 at 4:00 p.m. (EST)
Deadline to Object to Rule 3018 Motions and the Combined Plan & Disclosure Statement	March 1, 2021 at 4:30 p.m. (EST)
Deadline to File Confirmation Brief & Confirmation Order	March 8, 2021 at 12:00 p.m. (EST)
Combined Confirmation Hearing	March 10, 2021 at 10:00 a.m. (EST)

4. The Combined Confirmation Hearing is hereby scheduled for **March 10, 2021 at 10:00 a.m. (Eastern Standard Time)**. The Combined Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Combined Confirmation Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed with this Court.

5. Objections to confirmation of the Combined Disclosure Statement and Plan on any ground, including adequacy of the information contained therein, if any, shall (a) be in writing, (b) comply with the Bankruptcy Rules and the Local Rules, (c) state with particularity the basis and nature of any objection to the adequacy of the Disclosure Statement and confirmation of the Plan; and (d) be filed with the this Court and served upon the Notice Parties, so as to be received by no later than **4:00 p.m. (Eastern Standard Time) on March 1, 2021. Unless an objection is timely filed and served, it may not be considered by this Court at the Combined Confirmation Hearing.** The deadline for the Debtors to file a memorandum of law in support of the adequacy of the information contained in, and Confirmation of, the Combined Disclosure Statement and Plan, including a reply to any objections to the Combined Disclosure Statement and Plan, and the

deadline for responses of any party supporting Confirmation of the Combined Disclosure Statement and Plan, shall be **March 8, 2021 at 12:00 p.m. (Eastern Standard Time)**.

6. Entry of this Order is without prejudice to any objection that may be raised to Confirmation of the Combined Disclosure Statement and Plan and without prejudice to the allowance of any Claims against any of the Debtors.

7. The Tabulation Procedures, as set forth in **Exhibit 1** attached hereto, are hereby approved in all respects.

8. The Combined Confirmation Hearing Notice and the Notice of Non-Voting Status, substantially in the forms attached hereto as **Exhibits 2** and **3**, are approved in all respects.

9. The Ballots, substantially in the forms attached hereto as **Exhibits 4-A**, **4-B**, and **4-C**, are in compliance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable rules, laws, and regulations, and the terms and conditions therein are approved in all respects.

10. The Debtors shall serve the Combined Confirmation Hearing Notice on (a) the U.S. Trustee, (b) all entities that are party to executory contracts and unexpired leases with the Debtors, other than those executory contracts and unexpired leases that have been assumed and assigned to the Purchasers or previously rejected by order of the Court, (c) all entities that are party to litigation with the Debtors, (d) all current and former employees, directors and officers (to the extent that contact information for former employees, directors and officers is available in the Debtors' records), (e) all regulatory authorities that regulate the Debtors' businesses, (f) the Office of the Attorney General for the State of Delaware, (g) the Internal Revenue Service and any other taxing authorities for the jurisdictions in which the Debtors maintain or conduct business, and (h) all parties who filed a request for service of notices under Bankruptcy Rule 2002. The Debtors shall

use best efforts to serve or caused to be served a copy of the Combined Confirmation Hearing Notice upon such parties no later than five (5) Business Days after the entry of this Order.

11. No later than **January 28, 2021**, the Solicitation Packages, containing the following materials, shall be sent via e-mail, where possible, or mailed by the Voting Agent to all Claimholders in Class 1 (Prepetition Term Loan Claims), Class 4 (General Unsecured Claims), Class 5 (CWI and Bostick Unsecured Claims), Class 6 (Intercompany Claims), Class 7 (Intercompany Equity Interests), and Class 8 (Parent Equity Interests) : (a) a cover letter from the Debtors describing the contents of the Solicitation Package (the “Cover Letter”); (b) the Combined Confirmation Hearing Notice; (c) the Combined Disclosure Statement and Plan, and all exhibits thereto (either on a CD-ROM or flash drive); (d) a copy of the Interim Approval and Procedures Order (without Exhibits 2 through 5); (e) an appropriate Ballot, including voting instructions, if applicable; (f) a copy of the Notice of Non-Voting Status, if applicable, (g) the Committee Support Letter; and (h) a pre-addressed stamped return envelope, if applicable.

12. Creditors who have filed duplicate proofs of Claim shall be entitled to receive only one Solicitation Package and shall be allowed one Ballot for voting that Claim.

13. With the exception of the Combined Confirmation Hearing Notice, the Debtors shall not be required to mail any documents or notices to any creditor whose Claim is not scheduled and who failed to timely file a Claim. The Debtors shall not be required to mail any documents or notices other than the Combined Confirmation Hearing Notice to any creditor whose Claim is scheduled at \$0 or as disputed, contingent or unliquidated and who failed to timely file a Claim.

14. The service of Solicitation Packages and other notices and documents described herein in the time and manner set forth in this Order constitutes adequate and sufficient notice of the Confirmation Hearing and no further notice is necessary.

15. The Voting 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.

16. The Debtors shall not be required to transmit Solicitation Packages to Claimholders in Class 2 (Other Secured Claims) and Class 3 (Other Priority Claims; Priority Tax Claims) (collectively, the "Non-Voting Classes") under the Combined Disclosure Statement and Plan. Instead, the Debtors shall cause to be emailed, to the extent possible, or mailed to Holders of Claims and Interests in the Non-Voting Classes: (a) the Combined Confirmation Hearing Notice, substantially in the form attached hereto as **Exhibit 2**, (b) the Notice of Non-Voting Status, substantially in the form attached hereto as **Exhibit 3**, and (c) the Plan Summary of the Combined Disclosure Statement and Plan, substantially in the form attached hereto as **Exhibit 5**.

17. The Voting Agent shall commence the mailing or transmittal of the Solicitation Packages no later than five (5) Business Days after entry of this Order.

18. Ballots must be received by the Voting Agent on or before **4:00 p.m. (Eastern Standard Time) on February 28, 2021** (the "Voting Deadline"), in accordance with the instructions on the Ballot, unless extended by the Debtors in their discretion in writing, even if the voting period has previously elapsed.

19. The Debtors are authorized and directed to file a Voting Report after the Voting Deadline expires and prior to the Combined Confirmation Hearing.

20. If any Claimholder seeks allowance of its Claim for voting purposes or to challenge the allowance of its Claim for voting purposes in accordance with the Tabulation Procedures, such

Claimholder must file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing its Claim or allowing its Claim in a different amount or classification for purposes of voting to accept or reject the Combined Disclosure Statement and Plan (a “Rule 3018 Motion”) and serve the Rule 3018 Motion on the Debtors so that it is received no later than **4:00 p.m. (prevailing Eastern Time) on February 17, 2021** (the “Rule 3018(a) Motion Deadline”). Any Ballot submitted by a Claimholder that files a Rule 3018 Motion shall be counted solely in accordance with the Tabulation Procedures and the other applicable provisions of this Order unless and until the underlying Claim or Interest is temporarily allowed by this Court for voting purposes in a different amount, after notice and a hearing. Any objection or response to a Rule 3018 Motion shall be filed and served no later than **4:00 p.m. (prevailing Eastern Time) on March 1, 2021** (the “3018 Objection Deadline”).

21. Any party timely filing and serving a Rule 3018(a) Motion shall be provided a Ballot by no later than three (3) Business days after the Rule 3018(a) Motion is filed and be permitted to cast a provisional vote to accept or reject the Plan, if such party is in a Voting Class. If, and to the extent that, the Debtors and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Voting Deadline, then at the Confirmation Hearing this Court shall determine whether the provisional Ballot should be counted as a vote on the Plan.

22. Nothing in this Order shall affect or limit any party’s rights to object to any Claim or Rule 3018(a) Motion.

23. Pursuant to Bankruptcy Rule 3017(d), **January 1, 2021** shall be the Voting Record Date for purposes of determining which Claimholders are entitled to receive a Ballot to vote to accept or reject the Combined Disclosure Statement and Plan (the “Voting Record Date”).³

³ For the avoidance of doubt, the Voting Record Date is established for voting purposes only and shall not affect who is entitled to receive Distributions under the Combined Disclosure Statement and Plan.

24. With respect to any transferred Claim, the transferee shall only be entitled to receive and cast a Ballot on account of such transferred Claim if: (a) all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date (including, without limitation, the passage of any applicable objection period) or (b) the transferee files, no later than the Voting Record Date, the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer.

25. The Plan Supplement must be filed with this Court no later than **February 19, 2021**, which filing is without prejudice to the Debtors' rights to amend or supplement the Plan Supplement.

26. In accordance with Local Rule 3017-2, objections not made at the time of the hearing on the Motion to the approval of (a) the voting procedures to be utilized, (b) the form of notice to be provided to creditors and interest holders of the Debtors, and (c) the form of Ballot which will be provided to creditors and interest holders entitled to vote on the Combined Plan and Disclosure Statement, shall not be considered at the time of the Combined Confirmation Hearing.

27. The Debtors are authorized to make non-material changes to the Combined Plan and Disclosure Statement, the Ballots, the Confirmation Hearing Notice, the Plan Summary, and related documents and any other materials in the Solicitation Package without further order of this Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Combined Plan and Disclosure Statement, the Ballots, the Combined Confirmation Hearing Notice, the Plan Summary, and related documents and any other materials in the Solicitation Package prior to their Distribution.

28. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

29. This Order shall be immediately effective and enforceable upon its entry.

30. The Debtors are hereby authorized to take all actions they deem necessary to effectuate the relief granted in this Order.

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

Dated: January 21st, 2021
Wilmington, Delaware
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LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE