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| Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address | FOR COURT USE ONLY |
| *Individual appearing without attorney*  *Attorney for:* |
| **UNITED STATES BANKRUPTCY COURT**  **CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION** | |
| In re: | CASE NO.:  CHAPTER: 11 |
| **NOTICE OF MOTION AND MOTION TO**  **TO CONFIRM PLAN OF REORGANIZATION**  **OF DEBTOR WHO IS NOT AN INDIVIDUAL**  [11 U.S.C. § 1129; FRBP 3020(b)] |
| **Hearing Information**  DATE:  TIME:  COURTROOM: 1368, Roybal Federal Building  ADDRESS: 255 E. Temple Street, Los Angeles, CA 90012 |
| Debtor(s). |

1. Disclosure Statement and Plan of Reorganization

a. **Disclosure Statement**: Pursuant to FRBP 3016(b), a Disclosure Statement and Plan of Reorganization (the “DS and Plan”) was filed as docket entry #     . The DS and Plan are combined in one document to avoid confusion and contradiction. Sections I-VII and XI of the DS and Planconstitute the disclosure statement (the “DS”). The DS was approved by the Court pursuant to an order entered on (*date*)       .

b. **Plan of Reorganization**. Sections VIII-X of the DS and Planconstitute the plan of reorganization (the “Plan”).

c. **Identity of Plan Proponent.** Unless a trustee has been appointed, 11 U.S.C. §1121 provides Debtor a limited period within which only Debtor may propose a plan under chapter 11 of this title and a limited period within which only Debtor may seek acceptance of a plan under chapter 11 of this title. If a trustee has been appointed, or the exclusivity periods for filing or for soliciting acceptance of a plan under chapter 11 of this title have terminated, any party in interest may propose a plan.

In this Case, Plan Proponent (“Plan Proponent”) is:

Debtor

Other:

2. Motion to Confirm Plan. Pursuant to FRBP 9014(a), the Plan Proponent filed a motion requesting the court to confirm the Plan (“Motion to Confirm Plan”). The Motion to Confirm Plan is being served only on the U.S. trustee as required by FRBP 9034(i), and on parties in interest who filed a preliminary objection to confirmation of the Plan.

3. Hearing on Motion to Confirm Plan. 11 U.S.C. § 1128 requires a hearing on the Motion to Confirm Plan to determine if the Plan meets certain legal requirements, especially Bankruptcy Code §§ 1121-1129. The Motion to Confirm Plan is set on 21 days of notice pursuant to LBR 9013-1(d). In addition, on (*date*)       , the DS and Plan was served on the U.S. trustee and all claimants along with a Notice of Dates Related to Confirmation and Deadlines to (A) Submit Ballots, (B) File Preliminary Objection to Plan Confirmation, and (C) File Response to Motion to Confirm Plan (the “Notice of Deadlines”).

4. Filing and Serving a Response. All parties in interest may file a response to the Motion to Confirm Plan. If you wish to oppose the Motion to Confirm Plan, you must file and serve a written response no later than 14 days before the hearing and appear at the hearing. When serving a response, serve it on Plan Proponent and attorney for Plan Proponent, if any. If Plan Proponent is not the Debtor, then the Debtor and attorney for Debtor (if any) must also be served. If you fail to file a written response or fail to appear at the hearing, the court may treat such failure as a waiver of your right to oppose the Motion to Confirm Plan and may grant the Motion to Confirm Plan.

1. **DEADLINE** (*date*)**:**
2. **DEBTOR’S ADDRESS:**
3. **DEBTOR’S ATTORNEY’S ADDRESS:**

Do not mail the response. The Debtor’s attorney will be served by Notice of Electronic Filing; **or**

Mailing Address:

1. **PLAN PROPONENT’S ATTORNEY’S ADDRESS** (if proponent is not the Debtor)::

Do not mail the response. The Debtor’s attorney will be served by Notice of Electronic Filing; **or**

Mailing Address:

Date:

Signature of Plan Proponent/Attorney for Plan Proponent

Printed name of Plan Proponent/Attorney for Plan Proponent

**MOTION TO CONFIRM PLAN OF REORGANIZATION**

Section 1129(a) of the Bankruptcy Code sets forth the requirements that must be complied with before a plan of reorganization will be confirmed. 11 U.S.C. § 1129(a). The declarations and other evidence attached to this Motion demonstrate that, as to each of the requirements in 11 U.S.C. § 1129(a), the Plan and Plan Proponent have either satisfied the requirement or the requirement is inapplicable in this case.

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**I. LEGAL STANDARDS**

1. The Plan Complies with the Applicable Provisions of Chapter 11. 11 U.S.C. § **1129(a)(1)** requires that the Plan comply with the applicable provisions of title 11, generally 11 U.S.C. §§ 1122 and 1123, for a plan to be confirmed. 11 U.S.C. § 1122 governs the classification of claims while 11 U.S.C. § 1123 governs which plan provisions are mandatory and those that are permitted to be included.
2. All claims and interests, if any, have been classified in compliance with 11 U.S.C. § 1122 as follows:

1. For the reasons stated in the following paragraph(s), the Plan contains all and only plan provisions appropriate pursuant to 11 U.S.C. § 1123 including, but not limited to the designation of classes of claims and the specification of which claims are impaired and which are unimpaired.

1. Proponent Has Complied with the Applicable Provisions of Title 11. 11 U.S.C. § **1129(a)(2)** requires that Proponent has complied with the applicable provisions of Title 11, generally 11 U.S.C. § 1125, which governs the solicitation of acceptances of a plan, for the Plan to be confirmed. For the reasons stated in the following paragraph(s), the Plan complies with 11 U.S.C. § 1129(a)(2).

1. The Plan Has Been Proposed in Good Faith and not by Any Means Forbidden by Law. 11 U.S.C. § **1129(a)(3)** requires that the Plan be proposed in good faith and not by any means forbidden by law. For the reasons stated in the following paragraph(s), the Plan complies with 11 U.S.C. § 1129(a)(3).

1. Payment Disclosure. 11 U.S.C. § **1129(a)(4)** requires that, “Any payment made or to be made by Proponent, by the Debtor, or by a person issuing securities or acquiring property under the plan, for services or for costs and expenses in or in connection with the case, or in connection with the plan and incident to the case, has been approved by, or is subject to the approval of, the court as reasonable.” For the reasons stated in the following paragraph(s), the Plan complies with 11 U.S.C. §1129(a)(4).

1. Insider Employment or Retention Disclosure. 11 U.S.C. § **1129(a)(5)** requires that (a) Plan Proponent disclose the identity and affiliations of any individual proposed to serve after confirmation as a director, officer or voting trustee of the Debtor, an affiliate of the Debtor participating in a joint plan with the Debtor, or a successor of the Debtor under the Plan, (b) the appointment or continuance of the individual be consistent with the interest of creditors, equity security holders and with public policy and (c) Plan Proponent disclose the compensation to be paid to such individual.

In this Case:

11 U.S.C. § 1129(a)(5) is inapplicable because there are no individuals proposed to serve after

confirmation as a director, officer or voting trustee of the Debtor, and there are no affiliates of the Debtor

participating in the Plan, or

for the reasons stated in the following paragraph(s), the Plan complies with § 1129(a)(5).

1. Rate Changes Requiring Regulatory Approval. 11 U.S.C. § **1129(a)(6)** requires that any governmental regulatory entity with jurisdiction, after confirmation of the Plan, over the rates of the Debtor has approved any rate change provided for in the Plan, or such rate change is expressly conditioned on such approval.

In this Case:

11 U.S.C. § 1129(a)(6) is inapplicable because Debtor is not in a business where a regulatory

commission has jurisdiction over the rates charged, or

for the reasons stated in the following paragraph(s), the Plan complies with 11 U.S.C. §1129(a)(6).

1. Best Interest of Creditors Test. 11 U.S.C. § **1129(a)(7)** requires that with respect to each impaired class of claims or interests, each holder of a claim or interest of such class has accepted the Plan or will receive or retain under the Plan property of a value, as of the Effective Date, not less than the amount that such holder would receive or retain if the Debtor were liquidated under chapter 7 on such date. Exhibits B and C attached to the DS together with the Declaration of        and other evidence offered in support of this Motion establish that the Plan complies with 11 U.S.C. § 1129(a)(7) for the following reasons:

1. Degree of Plan Acceptance. 11 U.S.C. § **1129(a)(8)** requires that each class of claims either accepts the Plan or is not impaired under the Plan. The Plan Ballot Summary (Exhibit #1 attached to this Motion) and the declaration of        attached to the Motion establish the level to which the Plan is accepted, including:
2. **Acceptance by Ballots**: By claimants who were entitled to vote, and who voted to accept the Plan.
3. **Deemed Acceptance**: By claimants who were not impaired and therefore not entitled to vote (11 U.S.C. § 1126(f)), who were entitled to vote but did not vote [LBR 9013-1(h)], or who were members of an impaired class and at least two-thirds (2/3) in amount and more than one-half (1/2) in number of all allowed claims class members who actually voted, voted in favor of the Plan [11 U.S.C. § 1126(c)].
4. **Non-Acceptance**: By claimants who were entitled to vote, and voted to not accept the Plan, but whose claims receive treatment specified in 11 U.S.C. §§ 1129(a)(7), (9) or (10).

For the reasons stated in the paragraph that follows,

the Plan complies with 11 U.S.C. § 1129(a)(8) or,

11 U.S.C. § 1129(a)(8) has not been satisfied; and, Plan Proponent requests cramdown pursuant to 11 U.S.C. § 1129(b) and all the requirements for cramdown have been met, including that the plan does not discriminate unfairly, and is fair and equitable, with respect to each rejecting class of claims or interests.

1. Administrative and Priority Claim Treatment. 11 U.S.C. § **1129(a)(9)** requires that the Plan treat all priority claims consistent with the requirements of 11 U.S.C. § 507(a) which generally means that administrative claimants who have not agreed to accept other treatment and holders of non-priority tax claims that have rejected the Plan must be paid in full on the effective date; and, 11 U.S.C. § 507(a)(8) tax claims must be paid over a period not exceeding 5 years after the date of the order for relief and on terms that are not less favorable than the most favored nonpriority unsecured claim.

For the reasons stated in the following paragraph(s), the Plan complies with 11 U.S.C. § 1129(a)(9).

For each administrative claimant not being paid in full on the effective date, evidence that the

administrative claimant or claimants have agreed to accept other treatment is attached in Exhibit

to this Motion.

1. Minimum Acceptance Required for Plan Confirmation. 11 U.S.C. § **1129(a)(10)** requires that if a class of claims is impaired under the Plan, at least one class of claims that is impaired under the Plan has accepted the Plan, determined without including any acceptance of the Plan by any insider.

In this Case:

11 U.S.C. § 1129(a)(10) is inapplicable because there are no impaired classes of claims, or

for the reasons stated in the following paragraph(s), the Plan complies with 11 U.S.C. § 1129(a)(10).

1. Feasibility of Plan. 11 U.S.C. § **1129(a)(11)** requires that the Plan is feasible and not likely to be followed by a liquidation or need for further reorganization, unless such liquidation or reorganization is proposed in the plan. Evidence establishing the feasibility of the Plan is found in Exhibit D (attached to the DS and Plan) and in the Declaration of        and other evidence offered in support of this Motion. For the reasons stated in the following paragraph(s), the Plan complies with 11 U.S.C. § 1129(a)(11).

1. Payment of Fees. 11 U.S.C. § **1129(a)(12)** all fees payable under section 1930 of title 28, as determined by the Court at the hearing on confirmation of the Plan, have been paid or the Plan provides for the payment of all such fees on the effective date of the Plan. For the reasons stated in the following paragraph(s), the Plan complies with 11 U.S.C. § 1129(a)(12).

1. Continuance of Retiree Benefits.11 U.S.C. § **1129(a)(13)** provides that the Plan provides for the continuation after its effective date of payment of all retiree benefits, as that term is defined in section 1114 of this title, at the level established pursuant to [subsection (e)(1)(B)](https://1.next.westlaw.com/Link/Document/FullText?findType=L&pubNum=1000546&cite=11USCAS1114&originatingDoc=N4D4F15E02A2511E09714F4475B4D179A&refType=RB&originationContext=document&transitionType=DocumentItem&contextData=(sc.UserEnteredCitation)#co_pp_f570000012452) or (g) of section 1114 of this title, at any time prior to confirmation of the plan, for the duration of the period the debtor has obligated itself to provide such benefits.

In this Case:

11 U.S.C. § 1129(a)(4) is inapplicable because Debtor is not obligated for any retiree benefits as that

term is defined in section 1114, or

For the reasons stated in the following paragraph(s), the Plan complies with 11 U.S.C. § 1129(a)(13).

1. Domestic Support Obligations.11 U.S.C. § **1129(a)(14)** requires that if the Debtor is required by a judicial or administrative order, or by statute, to pay a domestic support obligation, the Debtor has paid all amounts payable under such order or such statute for such obligation that first become payable after the date of the filing of the petition.

In this Case:

11 U.S.C. § 1129(a)(14) is inapplicable because Debtor has not domestic support obligation(s), or

for the reasons stated in the following discussed in the paragraph which follows, the Plan complies

with 11 U.S.C. § 1129(a)(14).

1. Debtor’s Prospective Income. 11 U.S.C. § **1129(a)(15)** provides that where Debtor is an individual and the holder of an allowed unsecured claim objections to confirmation of the plan, “the value as of the effective date of the Plan, of the property to be distributed under the Plan on account of such claim is not less than the amount of such claim”, or “the value of the property to be distributed under the Plan or not less than the projected disposable income of the debtor [as defined in Section 1325(b)(2)] to be received during the 5-year period beginning on the date that the first payment is due under the plan, or during the period for which the plan provides payments, whichever is longer.”

In this case:

11 U.S.C. § 1129(a)(15) is inapplicable because the Debtor is not an individual, or

for the reasons stated in the following paragraph(s), the Plan complies with 11 U.S.C. § 1129(a)(15).

1. Corporate or Trust Transfers of Property 11 U.S.C. § **1129(a)(16)** requires that all transfers of property under the Plan be made in accordance with any applicable provisions of nonbankruptcy law that govern the transfer of property by a corporation or trust that is not a moneyed, business, or commercial corporation or trust.

In this case:

11 U.S.C. § 1129(a)(16) is inapplicable because Debtor is not a corporation or trust that is not a

moneyed, business, or commercial corporation or trust, or

for the reasons stated in the following paragraph(s), the Plan complies with 11 U.S.C. § 1129(a)(16).

**II. EVIDENCE IN SUPPORT OF MOTION TO CONFIRM PLAN**:

1. Declarations [LBR 9013-1(i)]

Principal of Debtor or Other Plan Proponent (must be attached to this Motion)

Person who completed service of the Notice of Deadlines

Person who prepared and authenticates the Plan Ballot Summary

Person who testifies that the Plan does not discriminate unfairly

Person who testifies that the Plan is fair and equitable

Other(s):

1. Exhibits: Documents Authenticated by Declarations [LBR 9013-1(c)(3)(A)]

Exhibit #1: Plan Ballot Summary and Ballots (must be attached to this Motion)

Exhibit #2:

Exhibit #3:

Exhibit #4:

Exhibit #5:

**III. RELIEF SOUGHT**. Based on the foregoing, the Plan Proponent requests that the court confirm the Plan and enter an order granting the Motion to Confirm Plan.

Date:

Signature of Plan Proponent/Attorney for Plan Proponent

Printed Name of Plan Proponent/Attorney for Plan Proponent

**DECLARATION OF        IN SUPPORT OF MOTION TO CONFIRM PLAN**

1. I,       declare under penalty of perjury under the laws of the United States of America that the following statements are true and based upon personal knowledge.
2. With respect to this bankruptcy case, Case No.:       , I am the principal of the:

Debtor (declarant cannot be an attorney for Debtor).

Other Plan Proponent:        (declarant cannot be an attorney for Plan Proponent).

1. Plan Proponent has proposed a Plan that is  an Operating Plan, or  a Liquidating Plan.
2. The Plan has a term of       year(s) or       month(s).
3. The effective date of the Plan is  14 days after order confirming Plan or  other date:       .
4. The Plan has been proposed in good faith and not by any means forbidden by law.
5. I have personally reviewed **Section V of the DS and Plan** (which contains assertions about sources of money to satisfy claims and interests) and the **Exhibit D of Section XI of the DS and Plan** (which contains projected income, expenses and plan payments); all information contained therein is true and correct and ~~that~~ the information establishes that the Plan is feasible.

Additional evidence supporting the feasibility of the Plan is attached as Exhibit      to this Motion.

Additional facts supporting the feasibility of the Plan are as follows:

1. I have personally reviewed **Section VII of the DS and Plan** (which contains a “liquidation analysis”) tion Analysis and **Exhibit C of section XI of the DS and Plan** (which contains assertions about valuation of estate property on a liquidation vs. going concern analysis); all information contained therein is true and correct, including the identity and valuation of the estate property listed.

Additional evidence demonstrating that impaired creditors will not receive less under the Plan than in

liquidation under chapter 7 is attached as Exhibit      to this Motion.

Additional facts demonstrating that impaired creditors will not receive less under the Plan than in liquidation

under chapter 7 are as follows:

Date:

Signature of Declarant

Printed name of Declarant

**PROOF OF SERVICE OF DOCUMENT**

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

A true and correct copy of the foregoing document entitled: **NOTICE OF MOTION AND MOTION TO CONFIRM PLAN OF REORGANIZATION OF DEBTOR WHO IS NOT AN INDIVIDUAL** [11 U.S.C. § 1129, FRBP 3020(b)]will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

**1**. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)**: Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*)

      , I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Service information continued on attached page

**2. SERVED BY UNITED STATES MAIL**:   
On (*date*)       , I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*)       , I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

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|  |  |  |
| *Date Printed Name* | *Printed Name* | *Signature* |