

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF NORTH CAROLINA
WINSTON-SALEM DIVISION**

IN RE:	§	
	§	
ASCO LIQUIDATING COMPANY,	§	Case Number 18-50018
	§	Chapter 11
Debtor.	§	

**MOTION OF DEBTOR-IN-POSSESSION FOR ORDER PURSUANT TO
SECTION 1121(b), (c)(3) and (d) OF THE BANKRUPTCY CODE
EXTENDING THE EXCLUSIVITY PERIODS FOR FILING DEBTOR'S
DISCLOSURE STATEMENT AND PLAN OF LIQUIDATION AND
SOLICITING ACCEPTANCE OF THE PLAN OF LIQUIDATION**

ASCO Liquidating Company, Debtor-in-Possession herein (the “Debtor”), by and through counsel, and pursuant to 11 U.S.C. §1121(b), (c)(3) and (d), moves the Court for an order extending the exclusivity periods for filing a disclosure statement and plan, and for soliciting acceptances of the plan (“Motion”). In further support of the Motion, Debtor respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of Debtor’s Chapter 11 case and this Motion in this District is proper pursuant to 28 U.S.C. § 1408. The statutory predicates for the relief requested herein are 11 U.S.C. § 1121(b), (c)(3) and (d) (“Bankruptcy Code”).

FACTS

2. Debtor is a corporation organized and existing under the laws of the State of North Carolina. Its principal business was the supply of original equipment manufacturer automotive replacement parts ("OEM Parts") and aftermarket automotive replacement parts ("Aftermarket Parts") for passenger vehicles and light duty trucks to automotive repair professionals. Its customers ranged from franchised automotive dealers, independent automotive dealers, repair shops, automotive fleets, government garage facilities, to the individual automobile enthusiast.

3. On January 8, 2018 (the "Petition Date"), Debtor commenced a case under Chapter 11 of Title 11, United States Code in this Court. Debtor remains in possession of some assets and continues to operate its business to wind down its affairs as Debtor-in-Possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

4. No trustee or examiner has been appointed in Debtor's Chapter 11 case. An official committee of unsecured creditors has been appointed herein pursuant to Section 1102 of the Bankruptcy Code.

5. On January 10, 2018, Debtor filed a motion to sell substantially all of its assets to a stalking horse bidder, or other successful bidder, at an auction sale ("Sale and Auction Bidding Procedures Motion") [Docket No. 38]. The Court entered an interim order on January 31, 2018, approving, *inter alia*, the form of asset purchase agreement, the auction bidding procedures, and the notice of auction sale

(“Sale and Auction Bidding Procedures Order”) [Docket No. 147]. The Court entered a final order on March 1, 2018, approving the sale of the assets to Elliott Auto Supply Co., Inc. d/b/a Factory Motor Parts (“FMP”) the successful bidder at the auction sale, free and clear of liens, claims and encumbrances, transferring liens, claims and encumbrances to the proceeds of sale, and authorizing the assumption and assignment of certain executory contracts and leases in connection with the sale of the assets (“Final Sale Order”) [Docket No. 203].

6. Debtor and FMP closed the sale of the assets on March 12, 2018.

7. Debtor and the Committee have been working in concert since mid-March to resolve certain claims issues and to formulate what it hopes will be a joint plan of liquidation (“Plan”) to submit to the Court with a Disclosure Statement. Debtor anticipates that it and the Committee will be able to agree on a proposed Plan, if additional time is provided for the parties to finalize their discussions and drafting.

RELIEF REQUESTED

8. By this Motion, Debtor seeks an extension, pursuant to Section 1121(d) of the Bankruptcy Code, of Debtor’s exclusive period for filing Disclosure Statement and Plan, as well as an extension of the period within which Debtor must obtain acceptance of its Plan.

9. The Court has set May 8, 2018, as the date by which Debtor must file its Disclosure Statement and Plan. Consequently, Debtor has until July 7, 2018, to obtain acceptance of the Plan by impaired classes.

10. Debtor seeks an additional thirty (30) days to draft a Disclosure Statement and develop a Plan in collaboration with the Committee.

11. The Plan will not be accepted by each class of claims impaired under the Plan before 180 days after the date of the order for relief. Thus, Debtor also seeks an extension of the period for soliciting acceptances of the Plan by an additional thirty (30) days.

12. Accordingly, Debtor seeks an extension of the respective periods through and including June 7, 2018, for filing of the Disclosure Statement and Plan and August 6, 2018, for obtaining acceptances of the Plan by impaired classes.

13. Section 1121(d) provides in pertinent part that,

On request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.

11 U.S.C. §1121(d).

14. This Motion has been timely submitted to the Court, and cause exists for granting the request herein due to the Debtor's good faith progress and efforts towards drafting a joint Plan with the Committee, which should streamline the plan confirmation process. Further this is the first request for an extension filed by Debtor.

15. Debtor has consulted with the Committee and it does not oppose this Motion.

NOTICE AND PRIOR MOTIONS

16. This Motion has been served on the Bankruptcy Administrator for the Middle District of North Carolina, the Committee, and all parties requesting notice. Debtor submits that no further notice of this Motion is necessary or required.

17. No previous request for the relief sought herein has been made to this or any other court.

WHEREFORE, Debtor respectfully request that the Court enter an order extending the time periods set forth in section 1121(b) and (c)(3) extending Debtor's exclusive period for filing a Disclosure Statement and Plan through and including June 7, 2018, as well as extending the period within which Debtor must obtain acceptance of the Plan through and including August 6, 2018, and grant Debtor such other and further relief as this Court may deem just and proper.

This the 3rd day of May, 2018.

/s/ Ashley S. Rusher
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**UNITED STATES BANKRUPTCY COURT
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CERTIFICATE OF SERVICE

The undersigned does hereby certify that she has this date served a copy of the **MOTION OF DEBTOR-IN-POSSESSION FOR ORDER PURSUANT TO SECTION 1121(b), (c)(3) and (d) OF THE BANKRUPTCY CODE EXTENDING THE EXCLUSIVITY PERIODS FOR FILING DEBTOR'S DISCLOSURE STATEMENT AND PLAN OF LIQUIDATION AND SOLICITING ACCEPTANCE OF THE PLAN OF LIQUIDATION** through the Court's CM/ECF system, and placing said copies in a first-class mail envelope, postage prepaid, and depositing same with the United States Postal Service, addressed to the parties on the attached list designated as "First Class Mail".

This the 3rd day of May, 2018.

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