

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
: Chapter 11
BICOM NY, LLC, *et al.*,¹ :
: Case No. 17-11906(MEW)
Debtors. :
: (Jointly Administrated)
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**ORDER (I) APPROVING THE DISCLOSURE STATEMENT, (II) APPROVING
SOLICITATION PROCEDURES, FORMS OF BALLOTS AND CONSENT FORMS,
AND MANNER OF NOTICE, (III) SCHEDULING PLAN CONFIRMATION HEARING
AND APPROVING FORM AND MANNER OF RELATED NOTICE, AND (IV)
GRANTING RELATED RELIEF**

Upon the Plan Proponents'² motion for entry of an order: (i) approving the Disclosure Statement, (ii) approving solicitation procedures, forms of general ballots (the "General Ballots"), and manner of notice, (iii) scheduling plan confirmation hearing and approving form and manner of related notice, and (iv) granting related relief, as supplemented by the letter dated December 17, 2018, addressed to the Court which requested, inter alia, the approval of the Employee Ballot (with the General Ballots, collectively as the "Ballots") and the Non-Voting Consent Forms (the "Motion"); and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice

¹ The last four numbers of each Debtor's taxpayer identification number are BICOM NY, LLC (9990); ISCOM NY, LLC (1589); and Bay Ridge Automotive Company, LLC (0694).

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion as supplemented by the letter dated December 17, 2018.

need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties-in-interest, and that just cause exists for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is granted as set forth herein.
2. Any objections or responses filed with regard to the Motion or the relief granted herein that have not been withdrawn, waived, settled, or resolved pursuant to the terms of this Order, and all reservations of rights included therein, are hereby overruled and denied on the merits.

I. Approval of the Disclosure Statement and Disclosure Statement Notice

3. The Disclosure Statement is hereby approved as containing adequate information within the meaning of section 1125 of the Bankruptcy Code.
4. The Disclosure Statement Notice, a copy of which is attached hereto as **Exhibit 1**, complies with Bankruptcy Rules 2002 and 3017 and constitutes sufficient notice to all interested parties, and therefore is approved.

II. Approval of the Timeline for Soliciting Votes, Voting on the Plan, Filing Objections to the Plan, and Confirmation of the Plan

5. The following dates are hereby established with respect to the solicitation of votes, voting on the Plan, objecting to the Plan, and confirmation of the Plan:
 - a. **Submission of Ballots**: Creditors entitled to vote on the Plan may vote by submitting a Ballot to the Balloting Agent. To be counted, all Ballots must be properly executed, completed, delivered to, and **actually received** by **February 11, 2019 at 11:59 p.m. (Eastern Time)** (collectively, the “Voting Deadline”);
 - b. **Voting Record Date**: The first date of the Disclosure Statement Hearing (the “Record Date”) shall be the date for determining: (i) which holders

of Claims are entitled to vote to accept or reject the Plan; and (ii) whether Claims have been properly assigned or transferred pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the holder of the respective Claim;

- c. **Solicitation Deadline:** The Plan Proponents shall cause the mailing of (i) Solicitation Packages, including Ballots, or Consent Forms (as applicable) to Holders of Claims entitled to vote on the Plan and/or who are being asked to consent to their treatment under the Plan three (3) business days after entry of this Order (the “Solicitation Deadline”). The Balloting Agent shall be authorized, consistent with the terms of its retention, to prepare and serve Solicitation Packages on all creditors requiring notice in the Debtors’ chapter 11 cases;
- d. **Voting Allowance Motions:** The deadline to file a motion pursuant to Bankruptcy Rule 3018(a) to temporarily allow claims that are subject to objection shall be **January 23, 2019 at 4:00 p.m. (Eastern Time)**.
- e. **Confirmation Hearing:** The hearing to consider confirmation of the Plan (the “Confirmation Hearing”) will commence at **11:00 a.m. (Eastern Time), on February 13, 2019** before the Honorable Michael E. Wiles, United States Bankruptcy Judge, at the United States Bankruptcy Court, One Bowling Green, Courtroom 617, New York, NY 10004-1408. The Confirmation Hearing may be continued from time to time by the announcement of such continuance in open court or as indicated in any notice of agenda of matters scheduled for hearing filed with the Court by the Plan Proponents.
- f. **Plan Objection Deadline:** All objections to confirmation of the Plan (“Plan Objections”) shall be filed with the Court and served upon the parties identified in paragraph 27 herein such that they are **actually received** no later than **February 11, 2019 at 4:00 p.m. (Eastern Time)** (the “Plan Objection Deadline”);
- g. **Consolidated Reply to Plan Objections:** The Plan Proponents may file a consolidated reply to any timely-filed Plan Objections no later than **February 12, 2019 at 4:00 p.m. (Eastern Time)**;
- h. **Voting Report:** The Debtors shall file the tabulation of voting results with the Court no later than **February 12, 2019 at 11:59 p.m. (Eastern Time)**.

III. Approval of Solicitation Materials and Solicitation Packages

6. Unless otherwise set forth herein, the Solicitation Packages to be transmitted on or before the Solicitation Deadline to holders of all Claims shall include the following the forms of which are each hereby approved, either in paper or electronic format (CD-ROM):

- a notice (the “Confirmation Hearing Notice”), substantially in the form of **Exhibit 3** setting forth the dates established for filing objections to confirmation of the Plan and the date and time of the Confirmation Hearing;
- copy of this Order (without exhibits);
- a copy of the approved Disclosure Statement (with exhibits, including a copy of the Plan), such “copy” to be either in paper or in pdf. format on a CD-ROM;
- a Ballot (with instructions) or Employee Ballot (with instructions), as the case may be, for Holders of Claims entitled to vote on the Plan, in form attached hereto as **Exhibit 2** or **Exhibit 4**, as applicable;
- a return envelope, with postage prepaid, for mailing of the Ballot addressed to the ballot tabulation center at BICOM NY, LLC, et al. Ballot Processing c/o JND Corporate Restructuring 8269 E. 23rd Avenue, Suite 275, Denver, Co 80238;
- a letter from the Creditors’ Committee recommending that Holders of Claims entitled to vote on the Plan vote to accept the Plan and Holders of Claims being asked to consent to their treatment under the Plan consent to such treatment (the “Committee Letter”) substantially in the form attached hereto as **Exhibit 7**;
- To the extent applicable, a copy of the appropriate Non-Voting Consent Form for such Holder of the Claim; and

- such other materials as the Court may direct or approve, including supplemental solicitation materials the Plan Proponents may file with the Court

7. The form of Ballot attached hereto as **Exhibit 2** is hereby approved for purposes of voting on the Plan.

8. The form of Employee Ballot attached hereto as **Exhibit 4** is hereby approved for purposes of voting on the Plan and for soliciting consent from Holders of such Claims to their treatment under Plan.

9. The Non-Voting Consent Forms attached hereto as **Exhibits 5 and 6** are hereby approved for purposes of soliciting consent from Holders of such Claims to their treatment under the Plan.

10. The Committee Letter attached hereto as **Exhibit 7** is hereby approved for purposes of inclusion in the Solicitation Packet and encouraging Holders of Claims to support, vote for, and/or consent to the Plan, as applicable.

11. The Plan Proponents are authorized to prepare and distribute other or modified forms substantially conforming with the General Ballot, the Employee Ballot, and the Non-Voting Consent Forms, as the Plan Proponents deem necessary due to further refinement of the balloting process and/or modifications to the Plan.

IV. Approval of Solicitation and Voting Procedures

12. The Plan Proponents, through the Balloting Agent, are authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with the procedures fully set forth herein, which are hereby approved in their entirety.

13. A transferee of a Claim shall be entitled to receive a Solicitation Package and, if applicable, cast a Ballot on account of such Claim only if all actions necessary to effect the

transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by or before the Record Date, and only if the holder of the Claim is otherwise entitled to vote on the Plan. If a transferor has completed and submitted a Ballot to the Balloting Agent prior to the transfer of the Claim, the transferee shall be bound by such Ballot (and the consequences thereof).

14. The Plan Proponents shall cause Solicitation Packages to be sent by first-class mail or international mail, postage pre-paid, to: (i) all Holders of Claims in the manner described in the Motion; (ii) the U.S. Trustee; and (iii) any party that has filed an entry of appearance in these Chapter 11 Cases on or before the Record Date.

15. For purposes of voting only, each Claim entitled to vote on the Plan shall be temporarily allowed in accordance with the following rules:

a. except as otherwise provided below, a Claim will be temporarily Allowed for voting purposes (i) in the amount of such Claim as set forth in a timely filed proof of claim, or (ii) if no such proof of claim is filed, in the amount set forth on the Debtors' Schedules, provided such Claim is not marked as contingent, unliquidated, or disputed;

b. except as otherwise provided below, if a Claim is listed in the Schedules as contingent, unliquidated, or disputed, or listed in the amount of \$0.00, and a proof of claim was not timely filed, or if a proof of Claim was filed for which an order was entered disallowing such Claim or filed in the amount of \$0.00, then the holder of such Claim will not be treated as a creditor with respect to such Claim for voting and distribution purposes;

c. if a Claim is partially liquidated and partially unliquidated, the Claim shall be Allowed for voting purposes only in the liquidated amount;

d. if a proof of claim is filed as a contingent and/or unliquidated Claim, such Claim will be temporarily Allowed for voting purposes in the amount of \$1.00, unless an order has been entered allowing such Claim for voting purposes in an amount other than \$1.00; and

e. if a Claim has been estimated or Allowed by the Court, such Claim will be Allowed for voting purposes in the amount so estimated or Allowed by the Court.

16. If any Holder of a Claim entitled to vote on the Plan seeks to challenge the amount of its Claim for voting purposes, such creditor shall file with the Court a motion for an order, pursuant to Bankruptcy Rule 3018(a), temporarily allowing such Claim, for voting purposes only, in a different amount. To be considered, any Voting Allowance Motion must: (i) be filed with the Court and served on counsel for the Plan Proponents on or before the Voting Deadline; (ii) set forth with particularity the amount in which the movant believes its Claim should be Allowed for voting purposes along with an explanation and/or calculation justifying such amount; and (iii) include supporting evidence. All timely filed Voting Allowance Motions shall be heard at or prior to the Confirmation Hearing.

17. If a Holder of a Claim indicates an amount on its Ballot that is different than the amount otherwise calculated in accordance with the procedures set forth herein, such Claim shall be temporarily allowed for voting purposes in the lesser of the two said amounts.

18. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular class are to be aggregated as if such creditor held one Claim against a Debtor in such class, and the votes related to such Claims are to be treated as a single vote to accept or reject the Plan.³

³ To the extent that any Holder of a Claim with one or more Claims in a Voting Class has filed duplicate Proofs of Claim (meaning, the Proofs of Claim are in the same amount, with the same classification and asserting the same basis of claim) to be voted in such Class, the Plan Proponents propose that such creditor be supplied, to the extent possible, with only one Solicitation Package and one Ballot reflecting the vote of only one such Claim.

19. The Plan Proponents are permitted, but not obligated, to return to the respective voting entity defective or otherwise non-conforming Ballots received by the Balloting Agent, and to enclose instructions as to how such defect may be cured.

20. The Claim amount included on a Ballot (to the extent such amount is included) shall not be deemed to be an admission by the Plan Proponents as to the amount, validity, priority or allowance of such Claim, and the rights of the Debtors, the Committee and other interested parties to object to or seek estimation, subordination or any other modification, reclassification, or disallowance of any and all Claims are hereby preserved. Similarly, the transmission of a Non-Voting Consent Form to a Holder of a Claim, or their receipt thereof, shall not be deemed to be an admission by the Plan Proponents as to the amount, validity, priority or allowance of such Claim, and the rights of the Debtors, the Committee and other interested parties to object to or seek estimation, subordination or any other modification, reclassification or disallowance of any and all Claims are hereby preserved

21. The Debtors are hereby authorized to use the following voting and tabulation procedures:

- a. any Ballot which does not indicate an acceptance or rejection of the Plan shall not be counted;
- b. any Ballot which is unsigned, or otherwise does not bear an original signature, shall not be counted;
- c. if a creditor casts more than one Ballot voting the same Claim prior to the Voting Deadline, only the last properly-executed timely Ballot received by the Balloting Agent shall be counted;
- d. if a creditor casts simultaneous and otherwise duplicative Ballots voted inconsistently, such Ballots shall count as one vote accepting the Plan;
- e. each creditor shall be deemed to have voted the full temporarily-allowed amount of its Claim, except a creditor holding a wholly-disputed, wholly-

unliquidated or wholly-contingent Claim shall be deemed to have voted such Claim in the amount of \$0;

- f. since creditors may not split their vote within a class, each creditor shall vote all of its Claim in a particular class either to accept or reject the Plan;
- g. any Ballot that partially rejects and partially accepts the Plan shall not be counted;
- h. any Ballot that rejects and accepts the Plan shall not be counted;
- i. any Ballot that is illegible or contains insufficient information to permit the identification of the claimant or interest holder shall not be counted; and
- j. any Ballot cast by a person or entity that does not hold a Claim in a Voting Class shall not be counted.
- k. subject to contrary order of the Bankruptcy Court, the Plan Proponents reserve the right to reject any Ballots not in proper form, the acceptance of which would, in the opinion of the Plan Proponents or their counsel, not be in accordance with the provisions of this Order or the Bankruptcy Code; provided, however, the Plan Proponents shall notify any Holder submitting a Ballot not in proper form of any such defects and their intent to reject such Ballot if the alleged defects are not remedied. Any disputes regarding the form of any Ballot and/or whether it should be counted shall be determined by the Bankruptcy Court.

22. The Debtors are hereby authorized to accept Ballots via electronic, online transmission through a customized electronic Ballot using the electronic platform on Balloting Agent's website. Holders of Claims may cast an electronic ballot and electronically sign and submit such electronic Ballot via the electronic submission platform. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any electronic Ballot submitted in this manner and the creditor's electronic signature will be deemed to be an original signature that is legally valid and effective. For the avoidance of doubt, holders may only electronically cast Ballots via the Balloting Agent's electronic platform. Ballots

submitted by electronic mail, facsimile, or any other means of electronic submission not specifically authorized by the Solicitation Procedures shall not be counted.

23. The Plan Proponents shall be excused from any obligation to mail a Solicitation Package to any address from which the Debtors or the Balloting Agent received a mailing returned as undeliverable unless the Plan Proponents or the Balloting Agent are provided with a new deliverable mailing address before the Record Date, provided the Plan Proponents take commercially reasonable steps to locate an alternative address that does not lead to undeliverable mail and is unsuccessful in locating such an address. The burden shall be on a creditor or party-in-interest, rather than the Plan Proponents, to advise the Balloting Agent or the Debtors of any new address prior to the Record Date.

VI. Confirmation Hearing, Objection Procedures, and Notices

24. The notice and objection procedures for confirmation of the Plan set forth in the Motion are hereby approved.

25. The Confirmation Hearing Notice, attached hereto as **Exhibit 3** is approved.

26. The Plan Proponents may modify the Plan, pursuant to section 1127 of the Bankruptcy Code and Bankruptcy Rule 3019, prior to, during, or as a result of the Confirmation Hearing.

27. Plan Objections, if any, shall: (i) be in writing; (ii) conform to the Bankruptcy Rules and the Local Rules; (iii) state the name and address of the objecting party and the amount and nature of the Claim or interest of such party; (iv) state with particularity the basis and nature of any objection to the Plan; and (v) be filed with the Court, together with proof of service, and served so that they are received on or before the Plan Objection Deadline by the following parties: (a) counsel for the Debtors and Debtors-in-Possession WILK AUSLANDER LLP, 1515

Broadway, 43rd Floor, New York, New York 10036 (Attn: Eric J. Snyder, Esq. and Eloy A. Peral, Esq.); (b) counsel for the Creditors' Committee, MOSES & SINGER LLP, 405 Lexington Avenue, New York, New York 10174 (Attn: Alan E. Gamza, Esq. and Jessica K. Bonteque, Esq.); and (c) William K. Harrington, United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Richard C. Morrissey, Esq.).

28. Plan Objections that are not timely filed and served in accordance with the provisions of this Order shall be overruled.

29. The Plan Proponents and the Balloting Agent are authorized to take any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further Order of this Court.

30. The Plan Proponents are authorized to make non-substantive or immaterial changes to the Disclosure Statement, the Disclosure Statement Hearing Notice, the Confirmation Hearing Notice, the Plan, the Ballots, the Non-Voting Consent Forms, the Solicitation Packages, the Solicitation and Voting Procedures, the Committee Letter, the Voting and Tabulation Procedures and documents related to the foregoing without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan and any other materials in the Solicitation Packages before distribution.

31. This Order is effective immediately upon entry.

Dated: January 14, 2019
New York, New York

/s/ Michael E. Wiles
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

HEARING DATE: October 24, 2018 at 10:00 a.m. (EST)
OBJECTION DEADLINE: October 17, 2018 at 4:00 p.m. (EST)

WILK AUSLANDER LLP
1515 Broadway, 43rd Floor
New York, New York 10036
Telephone: (212) 981-2300
Eric J. Snyder, Esq.
Eloy A. Peral, Esq.

*Counsel for Debtors and
Debtors in Possession*

MOSES & SINGER LLP
405 Lexington Avenue
New York, New York 10174
Telephone: (212) 554-7800
Alan E. Gamza, Esq.
Jessica K. Bonteque, Esq.

*Counsel for the Official Committee
Of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
: Chapter 11
BICOM NY, LLC, *et al.*,¹ :
: Case No. 17-11906(MEW)
Debtors. :
: (Jointly Administrated)
----- X

**NOTICE OF HEARING TO CONSIDER: (I) APPROVAL OF DISCLOSURE
STATEMENT RELATING TO THE FIRST AMENDED JOINT PLAN OF
LIQUIDATION OF THE DEBTORS AND THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS; (II) PROCEDURES TO SOLICIT VOTES ON THE PLAN;
(III) AND RELATED RELIEF**

PLEASE TAKE NOTICE OF THE FOLLOWING:

On September 14, 2018, BICOM NY, LLC f/d/b/a Jaguar Land Rover Manhattan (“BICOM”), ISCOM NY, LLC f/d/b/a Maserati of Manhattan (“ISCOM”), and Bay Ridge Automotive Company, LLC f/d/b/a Bay Ridge Ford (“BRAC”) (collectively, as the “Debtors”), debtors and debtors-in-possession in the above Chapter 11 cases (the “Chapter 11 Cases”), and the Official Committee of Unsecured Creditors (the “Creditors’ Committee” together with the Debtors, the “Plan Proponents”) filed: (i) *The First Amended Joint Plan Of Liquidation Of The Debtors And Debtors-In-Possession And The Official Committee Of Unsecured Creditors* (the “Plan”) and the *Disclosure Statement For The First Amended Joint Plan Of Liquidation Of The Debtors And Debtors-In-Possession And The Official Committee Of Unsecured Creditors* (the “Disclosure Statement”); and (ii) the *Joint Motion For Entry Of An Order (I) Approving The Disclosure Statement, (II) Approving Solicitation Procedures, Forms Of Ballots, And Manner Of*

¹ The last four numbers of each Debtor’s taxpayer identification number are BICOM NY, LLC (9990); ISCOM NY, LLC (1589); and Bay Ridge Automotive Company, LLC (0694).

Notice, (III) Scheduling Plan Confirmation Hearing And Approving Form And Manner Of Related Notice, And (IV) Granting Related Relief (the “Motion”).

1. Copies of the Disclosure Statement, the Plan, and the Motion are available at <http://www.jndla.com/cases/bicom>, the website of the Debtors’ balloting and claims agent, JND Corporate Restructuring (“JND”). **Creditors and other parties-in-interest receiving this notice should periodically consult JND’s website (<http://www.jndla.com/cases/bicom>) for the most current information regarding the Disclosure Statement and the Plan, including revisions, changes and/or supplements thereto.**

2. A hearing (the “Disclosure Statement Hearing”) will be held before the Honorable Michael E. Wiles, United States Bankruptcy Judge, at the United States Bankruptcy Court, One Bowling Green, Courtroom 617, New York, NY 10004-1408, on **October 24, 2018 at 10:00 a.m. (prevailing Eastern Time)**, to consider the entry of an order finding, among other things, that the Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code, approving the Disclosure Statement, and granting the other relief requested in the Motion related to solicitation of voting on the Plan. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing.

3. Responses or objections, if any, to approval of the proposed Disclosure Statement, or the other relief sought by the Debtors in the Motion must: (i) be in writing; (ii) conform to the Bankruptcy Rules and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York; (iii) state the name and address of the objecting party and the amount and nature of the Claim of such party; (iv) state with particularity the basis of any objection or response and include, where appropriate, proposed language to be inserted in the Disclosure Statement to resolve any such objection or response; and (v) be filed, together with proof of service, with the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Courtroom 617, New York, NY 10004-1408 and served so as to be actually received prior to **October 17, 2018 at 4:00 p.m. (prevailing Eastern Time)** by counsel for: (i) the Debtors, WILK AUSLANDER LLP, 1515 Broadway, 43rd Floor, New York, New York 10036 (Attn: Eric J. Snyder and Eloy A. Peral); (ii) the Creditors’ Committee, MOSES & SINGER LLP, 405 Lexington Avenue, New York, New York 10174 (Attn: Alan E. Gamza and Jessica K. Bonteque); and (b) William K. Harrington, United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Richard C. Morrissey, Esquire).

4. Upon approval of the Disclosure Statement by the Bankruptcy Court, you will receive a copy of the Disclosure Statement, the Plan and various documents related thereto, unless otherwise ordered by the Bankruptcy Court.

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5. THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN MAY NOT BE SOLICITED UNTIL THE DISCLOSURE STATEMENT IS APPROVED BY AN ORDER OF THE BANKRUPTCY COURT.

Dated: New York, New York
September 14, 2018

WILK AUSLANDER LLP

By: /s/ Eric J. Snyder
Eric J. Snyder, Esq.
Eloy A. Peral, Esq.
1515 Broadway, 43rd Floor
New York, New York 10036
(212) 981-2300

*Counsel for the Debtors and
Debtors in Possession*

-and-

MOSES & SINGER LLP

By: /s/ Alan E. Gamza
Alan. E. Gamza, Esq.
Jessica K. Bonteque, Esq.
405 Lexington Avenue
New York, New York 10174
(212) 554-7800

*Counsel for the Official Committee
of Unsecured Creditors*

EXHIBIT 2

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re: :
: Chapter 11
BICOM NY, LLC, *et al.*,¹ :
: Case No. 17-11906 (MEW)
Debtors. :
: (Jointly Administrated)
----- X

CLASS [*] BALLOT FOR ACCEPTING OR REJECTING PLAN OF LIQUIDATION

BICOM NY, LLC f/d/b/a Jaguar Land Rover Manhattan ("BICOM"), ISCOM NY, LLC f/d/b/a Maserati of Manhattan ("ISCOM"), and Bay Ridge Automotive Company, LLC f/d/b/a Bay Ridge Ford ("BRAC") (collectively, the "Debtors"), debtors and debtors-in-possession in the above Chapter 11 cases (the "Chapter 11 Cases"), and the Official Committee of Unsecured Creditors (together with the Debtors, the "Plan Proponents") have filed its *First Amended Joint Plan of Liquidation* dated December 17, 2018 (the "Plan"). The Court has approved a disclosure statement with respect to the Plan (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a free copy by download at <http://www.jndla.com/cases/bicom>.

Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class [*] under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by JND Corporate Restructuring in original hard-copy at 8269 E. 23rd Avenue, Suite 275, Denver, CO 80238 or via online, electronic transmission at <http://www.jndla.com/cases/bicom> by

FEBRUARY 11, 2019 AT 11:59 P.M. EASTERN TIME

and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

¹ The last four numbers of each Debtor's taxpayer identification number are BICOM NY, LLC (9990); ISCOM NY, LLC (1589); and Bay Ridge Automotive Company, LLC (0694).

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Vote On Plan.

The undersigned, the holder of a Class ____ claim against a Debtor in the unpaid amount of \$ _____ (for purposes of this Ballot, it is not necessary and you should not adjust the principal amount for any accrued or unmatured interest):

Check one box only

☐ **Accepts the Plan**

☐ **Rejects the Plan**

Dated: _____

Print name: _____

Signature: _____ Title (if corporation or partnership) _____

Address: _____

Item 2. Plan Releases.

Article 11.2(c) of the Plan and Article VI(j)(1)(d) of the Disclosure Statement contain the following release (the "Third-Party Release") provision:

As of the Effective Date, in consideration for the obligations of the Debtors and Chase under this Plan, and the consideration and other contracts, instruments, releases, agreements, or documents to be entered into or delivered in connection with this Plan, each Releasing Party shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever released, waived, and discharged any and all liabilities whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that such Releasing Party has, had, or may have against any Released Party (which release shall be in addition to the discharge of Claims and termination of Equity Interests provided herein and under the Confirmation Order and the Bankruptcy Code), in

each case, in connection with, relating to, or arising out of, out-of-court restructuring efforts or the Chapter 11 Cases related to any of the Debtors, including, without limitation, (i) the negotiation of any settlements entered into with or by any of the Debtors or any other estate representatives, (ii) the formulation, preparation, dissemination, negotiation, filing, prosecution, approval or administration of the Disclosure Statement, this Plan (including any term sheets related hereto), the DIP Loan Documents, the Final DIP Financing Order, or (iii) any contract, instrument, release or other agreement or document created or entered into in connection with any such negotiations or settlements or the Disclosure Statement, this Plan, DIP Loan Documents, the Final DIP Financing Order, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, and the administration and implementation of the Plan; provided, however, the foregoing shall not waive or release any causes of action arising out of (i) any contractual obligations owing by any such party or (ii) the willful misconduct, gross negligence, intentional fraud or criminal conduct of any such party.

The definitions of the capitalized terms in the Third-Party Release are found in Article 1(B) to the Plan. Notably, "Released Parties" and "Releasing Parties" are defined in the Plan as follows:

"Released Parties" has the same meaning as Exculpated Party, which for the avoidance of doubt, does not include the Debtors' Principals or any related parties, affiliates of the Debtors, including but not limited to, BNF Brooklyn, BNF Partners, MTKN, White Plains, BNF NY, IFC, KAH, ACIM, ALIM, and 8904.

"Releasing Party" means, collectively and in each case in their, his, her or its capacity as such: (a) the Released Parties; (b) each Holder of a Claim who voted to accept the Plan; and (c) each Holder of a Claim who did not vote to accept this Plan but checked the box on the applicable Ballot indicating that they, he, she or it opt(s) to grant the releases provided in this Plan; and (d) with respect to each of the foregoing Entities in clauses (a) through (c), such Entities'/Entity's or Persons'/Person's successors and assigns.

ENTRY OF THE CONFIRMATION ORDER BY THE BANKRUPTCY COURT SHALL CONSTITUTE AN ORDER APPROVING THE THIRD PARTY RELEASE PURSUANT TO BANKRUPTCY RULE 9019, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THE THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD AND VALUABLE CONSIDERATION PROVIDED BY THE RELEASED PARTIES; (2) A GOOD FAITH SETTLEMENT AND COMPROMISE OF THE CLAIMS RELEASED BY THE THIRD PARTY RELEASE; (3) IN THE BEST INTERESTS OF THE DEBTORS AND ALL HOLDERS OF CLAIMS AND INTERESTS; (4) FAIR, EQUITABLE AND REASONABLE; (5) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR HEARING; AND (6) A BAR TO

ANY OF THE RELEASING PARTIES ASSERTING ANY CLAIM OR CAUSES OF ACTION RELEASED PURSUANT TO THE THIRD PARTY RELEASE.

IF YOU VOTE TO ACCEPT THE PLAN, YOU WILL BE DEEMED TO HAVE GRANTED THE RELEASES CONTAINED IN SECTION 11.2(c) OF THE PLAN, AS SET FORTH ABOVE. IF YOU VOTE TO REJECT THE PLAN AND YOU WISH TO RELEASE CLAIMS YOU MAY HAVE AGAINST THE RELEASED PARTIES AS SET FORTH ABOVE, YOU MAY CHECK THE BOX BELOW TO OPT INTO THE RELEASES; HOWEVER YOU ARE NOT REQUIRED TO DO SO.

Opt Into Third-Party Release

☐

Item 3. Instructions

PLEASE READ AND FOLLOW THE INSTRUCTIONS ON THE REVERSE SIDE OF THIS BALLOT CAREFULLY. PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT BY MAIL, HAND DELIVERY, OR OVERNIGHT COURIER SO THAT IT IS RECEIVED BY JND CORPORATE RESTRUCTURING, AT THE ADDRESS SET FORTH ABOVE BY 11:59 P.M. (EASTERN TIME) ON FEBRUARY 11, 2019.

IF YOU CHOOSE TO SUBMIT YOUR BALLOT VIA ONLINE, ELECTRONIC TRANSMISSION (<http://www.jndla.com/cases/bicom>), YOU DO NOT ALSO NEED TO SUBMIT A HARD-COPY ORIGINAL.

INSTRUCTIONS FOR COMPLETING THIS BALLOT

On _____, 2019, the United States Bankruptcy Court for the Southern District of New York approved the *Disclosure Statement For First Amended The Joint Plan Of Liquidation Of The Debtors And Debtors-In-Possession And The Official Committee Of Unsecured Creditors* (the "Disclosure Statement") for use by BICOM NY, LLC f/d/b/a Jaguar Land Rover Manhattan ("BICOM"), ISCOM NY, LLC f/d/b/a Maserati of Manhattan ("ISCOM"), and Bay Ridge Automotive Company, LLC f/d/b/a Bay Ridge Ford ("BRAC") (collectively, the "Debtors"), and the Official Committee of Unsecured Creditors (together with the Debtors, the "Plan Proponents") in soliciting acceptances or rejections of the Plan Proponents' Joint Plan Of Liquidation (the "Plan") from those Holders of Impaired Claims who are (or may be) entitled to receive Distributions under the Plan. Capitalized terms used in these instructions to your Ballot which are not defined have the meanings set forth in the Plan.

PLEASE READ THE DISCLOSURE STATEMENT AND PLAN CAREFULLY BEFORE COMPLETING THIS BALLOT.

This Ballot does *not* constitute and shall *not* be deemed to constitute (i) a proof of claim or an assertion of any Claim or (ii) an admission by the Plan Proponents, or any representative of the Estates, of the nature, validity, or amount of any Claim. This Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan.

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. Please indicate your vote by marking an “x” in the appropriate box in **Item 1** on the face of this Ballot. Alternatively, you may submit a Ballot by electronic, online transmission by visiting <http://www.jndla.com/cases/bicom>.

2. Your vote will be counted in the amount of your Claim that is fixed and not currently subject to dispute. Based upon the Debtors’ records, that amount is set forth on the bottom of each page of this Ballot. If any portion of your Claim is unliquidated, contingent, or disputed, that portion is not included in the amount of your Claim to be counted for voting purposes. If you desire to have your vote counted in a higher amount, you must move pursuant to Fed. R. Bankr. P. 3018(a) to obtain an order from the Bankruptcy Court temporarily allowing the unliquidated, contingent, or disputed portion of your Claim for voting purposes. Please note that the amount of your Claim as set forth at the bottom of the front side of this Ballot does not necessarily constitute an Allowed Claim under the Plan. That amount may be subject to further reconciliation and an objection may be interposed at a later date. Distributions under the Plan will be based upon Allowed Claims only.

3. There are two ways to submit your Ballot: (a) in original, hard-copy; or (b) via electronic, online transmission. You may choose either option. You need not do both.

(a) **ORIGINAL, HARD-COPY:**

After providing all remaining information requested on the face of this Ballot, please sign, date, and return this Ballot by mail, overnight courier, or hand delivery to the balloting agent, JND Corporate Restructuring (the “Balloting Agent”), at the following address:

BICOM NY, LLC, et al. Ballot Processing
c/o JND Corporate Restructuring
8269 E. 23rd Avenue, Suite 275
Denver, Co 80238

(b) **ELECTRONIC, ONLINE TRANSMISSION:**

Please visit <http://www.jndla.com/cases/bicom>.

4. BALLOTS MUST BE RECEIVED BY 11:59 P.M. (EASTERN TIME), ON FEBRUARY 11, 2019 (THE “VOTING DEADLINE”). IF A BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED. AN ENVELOPE ADDRESSED TO THE BALLOTING AGENT IS ENCLOSED FOR YOUR CONVENIENCE. THE BALLOTING AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE AND/OR E-MAIL TRANSMISSION.

5. The Plan will be accepted by the Class if it is accepted by the Holders of two-thirds in amount and more than one-half in number of the Claims in the Class that vote on the Plan. In the event that the Class rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you and all Holders of Claims in the Class if the Bankruptcy Court finds that the Plan has been accepted by at least one Class of Impaired Claims and that the Plan accords fair and equitable treatment to the Class or Classes rejecting it and otherwise satisfies the requirements of Section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all Holders of Claims against and Equity Interests in the Debtors (including those who abstain or reject the Plan and those who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.

6. You must vote all of your Claim within a single Class to either accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted. A Ballot that is properly executed but that fails to indicate acceptance or rejection of the Plan will not be counted.

7. Your signature is required in order for your vote and your election to be counted. You are also required to provide your social security number or federal tax I.D. number prior to receiving any Distribution under the Plan.

***VOTING DEADLINE: BALLOTS MUST BE RETURNED BY 11:59 P.M. (EASTERN TIME),
ON FEBRUARY 11, 2019.***

**BALLOTS CAST BY FACSIMILE AND/OR E-MAIL TRANSMISSION WILL NOT BE
COUNTED.**

EXHIBIT 3

WILK AUSLANDER LLP
1515 Broadway, 43rd Floor
New York, New York 10036
Telephone: (212) 981-2300
Eric J. Snyder, Esq.
Eloy A. Peral, Esq.

*Counsel for Debtors and
Debtors in Possession*

MOSES & SINGER LLP
405 Lexington Avenue
New York, New York 10174
Telephone: (212) 554-7800
Alan E. Gamza, Esq.
Jessica K. Bonteque, Esq.

*Counsel for the Official Committee
Of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re: :
: Chapter 11
BICOM NY, LLC, *et al.*,¹ :
: Case No. 17-11906(MEW)
Debtors. :
: (Jointly Administrated)
----- X

**NOTICE OF (I) OBJECTION AND VOTING DEADLINES;
(II) SOLICITATION AND VOTING PROCEDURES; (III) HEARING TO
CONFIRM DEBTORS AND THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS' JOINT CHAPTER 11 PLAN; AND (IV) CERTAIN OTHER
INFORMATION**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On _____, 2019, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Disclosure Statement Order") approving the Disclosure Statement (the "Disclosure Statement") Relating to *The Second Amended Joint Plan Of Liquidation Of The Debtors And Debtors-In-Possession And The Official Committee Of Unsecured Creditors* (the "Plan").

2. Additional copies of the Plan, the Disclosure Statement, the Disclosure Statement Order, and all other relevant materials are available for viewing at <http://www.jndla.com/cases/bicom> or may be obtained by contacting JND Corporate Restructuring, the Balloting Agent, (i) by email at BICOMINFO@jndlaw.com; or (ii) by telephone at 855-812-6112. Creditors and other parties-in-interest receiving this notice should

¹ The last four numbers of each Debtor's taxpayer identification number are BICOM NY, LLC (9990); ISCOM NY, LLC (1589); and Bay Ridge Automotive Company, LLC (0694).

periodically consult the Balloting Agent's website (<http://www.jndla.com/cases/bicom>) for the most current information regarding the Disclosure Statement and Plan including revisions, changes and/or supplements thereto.

3. A hearing (the "Confirmation Hearing") will be held before the Honorable Michael E. Wiles, United States Bankruptcy Judge, at the United States Bankruptcy Court, One Bowling Green, Courtroom 617, New York, NY 10004-1408, on **February 13, 2019 at 11:00 a.m. (Eastern Time)** to consider the entry of an order confirming the Plan. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing or in any notice of agenda filed with the Bankruptcy Court or otherwise.

4. If you are eligible to vote on the Plan, a Ballot for voting is enclosed in your Solicitation Package. The deadline for submitting Ballots accepting or rejecting the Plan is February 11, 2019 at 11:59 p.m. (Eastern Time) (the "Voting Deadline"). Parties eligible to vote on the Plan should read the Plan and Disclosure Statement carefully before submitting their Ballots. To be counted, Ballots must be completed and signed, in accordance with the instructions included with the Ballot, and returned to the Balloting Agent no later than the Voting Deadline.

5. If you are being asked to consent to your treatment under the Plan, a Consent Form is enclosed with your Solicitation Package. The deadline for submitting Consent Forms is February 11, 2019 at 11:59 p.m. (Eastern Time). Parties being asked to consent to the Plan should read the Plan and Disclosure Statement carefully before submitting their Consent Forms.

6. Any challenge by the Holder of a Claim to the allowance and/or amount of a Claim for voting purposes must: (i) be filed by motion on or before **January 23, 2019 at 4:00 p.m. (Eastern Time)** with the Bankruptcy Court, and served upon counsel for the Debtors and Debtors-in-Possession WILK AUSLANDER LLP, 1515 Broadway, 43rd Floor, New York, New York 10036 (Attn: Eric J. Snyder and Eloy A. Peral); (ii) counsel for the Creditors' Committee, MOSES & SINGER LLP, 405 Lexington Avenue, New York, New York 10174 (Attn: Alan E. Gamza and Jessica K. Bonteque), on or prior to the Voting Deadline; (ii) set forth with particularity the amount in which the movant believes its Claim should be Allowed for voting purposes along with an explanation and/or calculation justifying such amount; and (iii) include supporting evidence.

7. Any objections to confirmation of the Plan (each, a "Plan Objection") must: (i) be in writing; (ii) conform to the Bankruptcy Rules and the Local Rules; (iii) state the name and address of the objecting party and the amount and nature of the Claim of such party; (iv) state with particularity the basis of any objection or response and provide proposed language to remedy such objection; and (v) be filed, together with proof of service, with the Bankruptcy Court and served so as to be actually received prior to **4:00 p.m. (Prevailing Eastern Time) on February 11, 2019 by:** (a) counsel for the Debtors and Debtors-in-Possession WILK AUSLANDER LLP, 1515 Broadway, 43rd Floor, New York, New York 10036 (Attn: Eric J. Snyder, Esq. and Eloy A. Peral, Esq.); (b) counsel for the Creditors' Committee, MOSES & SINGER LLP, 405 Lexington Avenue, New York, New York 10174 (Attn: Alan E. Gamza,

Esq. and Jessica K. Bonteque, Esq.); and (c) William K. Harrington, United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Richard C. Morrissey, Esq.). Plan Objections not timely filed and served shall be overruled and not considered.

8. Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan.

9. THE PLAN PROPOSES AN INJUNCTION AND RELEASES. The Plan proposes that the following injunctions be entered, and Releases be granted, by the Bankruptcy Court:

RELEASES

- a. **Chase Release.** As of the Effective Date, Chase and its subsidiaries, affiliates, successors and assigns, current and former officers, directors, members, managers, principals, employees, agents, financial advisors, attorneys, accountants, consultants, insurers, reinsurers, underwriters, representatives and other professionals, in each case in their capacity as such (each, a "**Chase Released Party**") shall be deemed to be and hereby are forever released and discharged by the Debtors, the reorganized debtors, and their respective Estates from any and all claims (as defined in Section 101(5) of the Bankruptcy Code), obligations, rights, suits, demands, damages, actions, causes of action, debts, judgments, remedies and liabilities whatsoever, whether known or unknown, foreseen or unforeseen, direct or indirect, derivative, in law, equity or otherwise relating to any of the Debtors, any Estate or any current or former Assets of any Debtor and taking place on or before the Effective Date; provided, however, that Chase shall not be released from, and shall continue to be bound to perform its obligations under the Chase Settlement Agreement as incorporated into the Plan. Each Debtor, the Committee and any other representative of any Debtor's estate, hereby irrevocably covenant to refrain from, directly or indirectly, asserting any Claim or demand, or commencing, instituting or causing to be commenced, any proceeding of any kind against any Chase Released Party based upon any Claim, obligation, right, suit, demand, damage, action, cause of action, debt, judgment, remedy or liability released above. Further, no estate rights of any kind against any Chase Released Party have been assigned or transferred to any person or entity.
- b. **Debtors' Release of Claims Against Managers, Officers, Directors and Professional of the Debtors.** As of the Effective Date, Debtors shall be deemed to have released all claims in connection with or related to any action or omission taking place after the Commencement Date and prior to the Effective Date in any way relating to the Debtors, the Chapter 11 Cases, the Plan, the Committee, against the Debtors'

present and former managers, officers, employees, agents, financial advisors, attorneys and professionals; provided, however, the foregoing shall not waive or release any causes of action arising out of (i) any contractual obligations owing by any such party (ii) any Avoidance Actions or (iii) the willful misconduct, gross negligence, intentional fraud or criminal conduct of any such party.

- c. **Debtors' Release of Claims Against Creditor Representatives.** As of the Effective Date, Debtors shall be deemed to have released all claims in connection with or related to any action or omission taking place after the Commencement Date and prior to the Effective Date in any way relating to the Debtors, the Chapter 11 Cases, the Plan, or the Committee and its members, against the Committee and its members, or any of their respective employees, agents, financial advisors, attorneys and professionals; provided, however, the foregoing shall not waive or release any causes of action arising out of (i) any contractual obligations owing by any such party (ii) the willful misconduct, gross negligence, intentional fraud or criminal conduct of any such party.
- d. **Releasing Parties' Release of Claims Against Released Parties.** As of the Effective Date, in consideration for the obligations of the Debtors and Chase under this Plan, and the consideration and other contracts, instruments, releases, agreements, or documents to be entered into or delivered in connection with this Plan, each Releasing Party shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever released, waived, and discharged any and all liabilities whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that such Releasing Party has, had, or may have against any Released Party (which release shall be in addition to the discharge of Claims and termination of Equity Interests provided herein and under the Confirmation Order and the Bankruptcy Code), in each case, in connection with, relating to, or arising out of, out-of-court restructuring efforts or the Chapter 11 Cases related to any of the Debtors, including, without limitation, (i) the negotiation of any settlements entered into with or by any of the Debtors or any other estate representatives, (ii) the formulation, preparation, dissemination, negotiation, filing, prosecution, approval or administration of the Disclosure Statement, this Plan (including any term sheets related hereto), the DIP Loan Documents, the Final DIP Financing Order, or (iii) any contract, instrument, release or other agreement or document created or entered into in connection with any such negotiations or settlements or the Disclosure Statement, this Plan, DIP Loan Documents, the Final DIP Financing Order, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, and the administration and implementation of the Plan; provided, however,

the foregoing shall not waive or release any causes of action arising out of (i) any contractual obligations owing by any such party or (ii) the willful misconduct, gross negligence, intentional fraud or criminal conduct of any such party.

- e. For the avoidance of doubt and notwithstanding anything to the contrary in this Plan or otherwise, nothing herein shall release any claims that arose prior to the Effective Date against the Debtors' Principals or any related parties, affiliates of the Debtors, including but not limited to, BNF Brooklyn, BNF Partners, MTKN, White Plains, BNF NY, IFC, KAH, ACIM, ALIM, and 8904 and such claims shall be expressly preserved.

EXCULPATION

As of the Effective Date, each (i) Debtor, (ii) the Committee, (iii) each member the Committee, (iv) each Chase Released Party, (v) the respective financial advisors, attorneys, accountants, consultants and other professionals of each person or entity referred to in parts (i) through (iv) of this sentence (each an "Exculpated Party") shall neither have nor incur, and each Exculpated Party is hereby released and exculpated from, any Exculpated Claim or obligation, cause of action or liability for any Exculpated Claim, except for gross negligence or willful misconduct, but in all respects each Exculpated Party shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities under this Plan or in the context of each Debtor's Chapter 11 Case. No Holder of a Claim or Equity Interest or any other party-in-interest, including their respective agents, employees, representatives, financial advisors, attorneys, or affiliates, shall have any right of action against any Exculpated Party relating to, or arising out of the Exculpated Claims, except for such Exculpated Party's own willful misconduct or gross negligence; provided, however, that nothing in the Plan shall, or shall be deemed to, release or exculpate the Exculpated Parties with respect to their obligation or covenants arising pursuant to the Plan.

Remember of Page Intentionally Omitted

INJUNCTION

To the fullest extent provided in Section 1141 of the Bankruptcy Code, as of the Effective Date, all Persons that have held, currently hold or may hold a Claim or other debt or Liability or interest that is addressed in the Plan are permanently enjoined from taking any action on account of such Claims, debts, Liabilities, or interest, other than actions brought to enforce any rights or obligations under the Plan.

Dated: New York, New York
December __, 2019

WILK AUSLANDER LLP

By: _____
Eric J. Snyder, Esq.
Eloy A. Peral, Esq.
1515 Broadway, 43rd Floor
New York, New York 10036
(212) 981-2300

*Counsel for the Debtors and
Debtors in Possession*

-and-

MOSES & SINGER LLP

By: _____
Alan. E. Gamza, Esq.
Jessica K. Bonteque, Esq.
405 Lexington Avenue
New York, New York 10174
(212) 554-7800

EXHIBIT 4

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: :
 : Chapter 11
BICOM NY, LLC, *et al.*,¹ :
 : Case No. 17-11906 (MEW)
Debtors. :
 : (Jointly Administrated)
-----X

**CLASS 1 BALLOT FOR ACCEPTING OR REJECTING PLAN OF LIQUIDATION
AND CONSENT FORM FOR HOLDERS OF PRIORITY NON-TAX CLAIMANTS
(WAGE CLAIMS)**

BICOM NY, LLC f/d/b/a Jaguar Land Rover Manhattan ("BICOM"), ISCOM NY, LLC f/d/b/a Maserati of Manhattan ("ISCOM"), and Bay Ridge Automotive Company, LLC f/d/b/a Bay Ridge Ford ("BRAC") (collectively, the "Debtors"), debtors and debtors-in-possession in the above Chapter 11 cases (the "Chapter 11 Cases"), and the Official Committee of Unsecured Creditors (together with the Debtors, the "Plan Proponents") have filed its *Second Amended Joint Plan of Liquidation* dated December 17, 2018 (the "Plan"). The Court has approved a disclosure statement with respect to the Plan (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a free copy by download at <http://www.jndla.com/cases/bicom>.

Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class [1*] under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by JND Corporate Restructuring in original hard-copy at 8269 E. 23rd Avenue, Suite 275, Denver, CO 80238 or via online, electronic transmission at <http://www.jndla.com/cases/bicom> by

FEBRUARY 11, 2019 AT 11:59 P.M. EASTERN TIME

and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

¹ The last four numbers of each Debtor's taxpayer identification number are BICOM NY, LLC (9990); ISCOM NY, LLC (1589); and Bay Ridge Automotive Company, LLC (0694).

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Vote On Plan.

The undersigned, the holder of a Class 1[*] claim against a Debtor in the unpaid amount of \$ _____ (for purposes of this Ballot, it is not necessary and you should not adjust the principal amount for any accrued or unmatured interest):

Check one box only

☐ **Accepts the Plan**

☐ **Rejects the Plan**

Dated: _____

Print name: _____

Signature: _____ Title (if corporation or partnership) _____

Address: _____

Item 2. Plan Releases.

Article 11.2(c) of the Plan and Article VI(j)(1)(d) of the Disclosure Statement contain the following release (the "Third-Party Release") provision:

As of the Effective Date, in consideration for the obligations of the Debtors and Chase under this Plan, and the consideration and other contracts, instruments, releases, agreements, or documents to be entered into or delivered in connection with this Plan, each Releasing Party shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever released, waived, and discharged any and all liabilities whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, in law, equity, or otherwise, that such Releasing Party has, had, or may have against any Released Party (which release shall be in addition to

the discharge of Claims and termination of Equity Interests provided herein and under the Confirmation Order and the Bankruptcy Code), in each case, in connection with, relating to, or arising out of, out-of-court restructuring efforts or the Chapter 11 Cases related to any of the Debtors, including, without limitation, (i) the negotiation of any settlements entered into with or by any of the Debtors or any other estate representatives, (ii) the formulation, preparation, dissemination, negotiation, filing, prosecution, approval or administration of the Disclosure Statement, this Plan (including any term sheets related hereto), the DIP Loan Documents, the Final DIP Financing Order, or (iii) any contract, instrument, release or other agreement or document created or entered into in connection with any such negotiations or settlements or the Disclosure Statement, this Plan, DIP Loan Documents, the Final DIP Financing Order, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, and the administration and implementation of the Plan; provided, however, the foregoing shall not waive or release any causes of action arising out of (i) any contractual obligations owing by any such party or (ii) the willful misconduct, gross negligence, intentional fraud or criminal conduct of any such party.

The definitions of the capitalized terms in the Third-Party Release are found in Article 1(B) to the Plan. Notably, "Released Parties" and "Releasing Parties" are defined in the Plan as follows:

"Released Parties" has the same meaning as Exculpated Party, which for the avoidance of doubt, does not include the Debtors' Principals or any related parties, affiliates of the Debtors, including but not limited to, BNF Brooklyn, BNF Partners, MTKN, White Plains, BNF NY, IFC, KAH, ACIM, ALIM, and 8904.

"Releasing Party" means, collectively and in each case in their, his, her or its capacity as such: (a) the Released Parties; (b) each Holder of a Claim who voted to accept the Plan; and (c) each Holder of a Claim who did not vote to accept this Plan but checked the box on the applicable Ballot indicating that they, he, she or it opt(s) to grant the releases provided in this Plan; and (d) with respect to each of the foregoing Entities in clauses (a) through (c), such Entities'/Entity's or Persons'/Person's successors and assigns.

ENTRY OF THE CONFIRMATION ORDER BY THE BANKRUPTCY COURT SHALL CONSTITUTE AN ORDER APPROVING THE THIRD PARTY RELEASE PURSUANT TO BANKRUPTCY RULE 9019, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THE THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD AND VALUABLE CONSIDERATION PROVIDED BY

THE RELEASED PARTIES; (2) A GOOD FAITH SETTLEMENT AND COMPROMISE OF THE CLAIMS RELEASED BY THE THIRD PARTY RELEASE; (3) IN THE BEST INTERESTS OF THE DEBTORS AND ALL HOLDERS OF CLAIMS AND INTERESTS; (4) FAIR, EQUITABLE AND REASONABLE; (5) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR HEARING; AND (6) A BAR TO ANY OF THE RELEASING PARTIES ASSERTING ANY CLAIM OR CAUSES OF ACTION RELEASED PURSUANT TO THE THIRD PARTY RELEASE.

IF YOU VOTE TO ACCEPT THE PLAN, YOU WILL BE DEEMED TO HAVE GRANTED THE RELEASES CONTAINED IN SECTION 11.2(c) OF THE PLAN, AS SET FORTH ABOVE. IF YOU VOTE TO REJECT THE PLAN AND YOU WISH TO RELEASE CLAIMS YOU MAY HAVE AGAINST THE RELEASED PARTIES AS SET FORTH ABOVE, YOU MAY CHECK THE BOX BELOW TO OPT INTO THE RELEASES; HOWEVER YOU ARE NOT REQUIRED TO DO SO.

Opt Into Third-Party Release

☐

Item 3.

CONSENT FORM FOR HOLDERS OF PRIORITY NON-TAX CLAIMANTS (WAGE CLAIMS)

You are a former employee of one of the Debtors and you are owed money by one of the Debtors for wages. The law may require the Debtors to pay you everything you are owed upon the Effective Date of the Plan or in deferred payments, but because the funds are not available right now to make payments to you, the Plan Proponents are asking that you accept a partial payment now, and, should additional money be recovered by the Litigation Trust established under the Plan and become available for a distribution on account of your wage claim at a later date, you would receive a further payment at that time.

The Plan Proponents have set aside \$30,000.00 to be used to make the first partial payment (the "Initial Payment") to all people who are owed a wage claim. The Plan Proponents propose to distribute the Initial Payment proportionally between all people who are owed wage claims. Since the total wage claims that are owed by the Debtors is estimated at \$1.4 million, you are only receiving a small portion of your past due wages on the Effective Date of the Plan. In order for you to get paid your share of the Initial Payment and to have a chance to receive the rest of your wage claim (through the process outlined in the Plan), you need to consent to the Plan's proposed alternative treatment of your claim by checking the box on the next page that states "Agrees" and by returning this form as indicated in Item 4 (the instructions). If you do not consent to your proposed alternative treatment under the Plan, it is likely that the Plan will not be confirmed, which means you will not get your proportional share of the Initial Payment and the Plan Proponents believe your chances of ever receiving any part of your wage claim will be small. Moreover, if you do not agree to your treatment under the Plan you will, depending on what interpretation of the law the Bankruptcy Court adopts, prevent every holder of a wage claim who "Agrees" to their proposed treatment under the Plan from receiving an Initial Payment and likely the possibility of ever receiving any of their wage claim.

IF YOU DO NOT COMPLETE AND RETURN ITEM 3 OF THIS FORM OR IF YOU RETURN THIS BALLOT WITHOUT COMPLETING ITEM 3, THE PLAN PROPONENTS WILL ASK THE COURT TO DETERMINE THAT YOU HAVE AGREED TO ACCEPT THE TREATMENT UNDER THE PLAN (INITIAL PAYMENT UPON APPROVAL OF THE PLAN WITH THE REMAINDER OF THE CLAIM TO BE PAID AT A LATER DATE SHOULD THE LITIGATION TRUST RECOVER SUFFICIENT LITIGATION PROCEEDS FOR MONIES TO BE AVAILABLE FOR WAGE CLAIMANTS. HOWEVER, THERE IS NO ASSURANCE THAT THE COURT WILL AGREE WITH THIS CONTENTION, AND SO, ANY PERSON WHO WISHES TO CONSENT SHOULD RETURN A CONSENT FORM TO REMOVE ANY DOUBT AS TO THAT PERSON'S PREFERENCE.

The Holder of the Wage Claim identified in this Form:

☐ **Agrees** to the treatment for holders of Priority
Non-Tax Claims under the Plan

☐ **Does not agree** to the treatment for holders of
Priority Non-Tax Claims under the Plan.

PLEASE CHECK ONLY ONE BOX

Name: _____
(Print or Type)

Signature: _____

By: _____
(If Appropriate)

Claim Amount: _____

Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

Item 4. Instructions

PLEASE READ AND FOLLOW THE INSTRUCTIONS ON THE REVERSE SIDE OF THIS BALLOT AND CONSENT FORM CAREFULLY. PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND CONSENT FORM AND RETURN IT BY MAIL, HAND DELIVERY, OR OVERNIGHT COURIER SO THAT IT IS RECEIVED BY JND CORPORATE RESTRUCTURING, AT THE ADDRESS SET FORTH ABOVE BY 11:59 P.M. (EASTERN TIME) ON FEBRUARY 11, 2019.

IF YOU CHOOSE TO SUBMIT YOUR BALLOT AND CONSENT FORM VIA ONLINE, ELECTRONIC TRANSMISSION (<http://www.jndla.com/cases/bicom>), YOU DO NOT ALSO NEED TO SUBMIT A HARD-COPY ORIGINAL.

INSTRUCTIONS FOR COMPLETING THIS BALLOT AND CONSENT FORM

On _____, 2019, the United States Bankruptcy Court for the Southern District of New York approved the *Disclosure Statement For First Amended The Joint Plan Of Liquidation Of The Debtors And Debtors-In-Possession And The Official Committee Of Unsecured Creditors* (the “Disclosure Statement”) for use by BICOM NY, LLC f/d/b/a Jaguar Land Rover Manhattan (“BICOM”), ISCOM NY, LLC f/d/b/a Maserati of Manhattan (“ISCOM”), and Bay Ridge Automotive Company, LLC f/d/b/a Bay Ridge Ford (“BRAC”) (collectively, the “Debtors”), and the Official Committee of Unsecured Creditors (together with the Debtors, the “Plan Proponents”) in soliciting acceptances or rejections of the Plan Proponents’ Joint Plan Of Liquidation (the “Plan”) from those Holders of Impaired Claims who are (or may be) entitled to receive Distributions under the Plan. Capitalized terms used in these instructions to your Ballot which are not defined have the meanings set forth in the Plan.

PLEASE READ THE DISCLOSURE STATEMENT AND PLAN CAREFULLY BEFORE COMPLETING THIS BALLOT AND CONSENT FORM.

Neither the Ballot nor Consent Form constitute and shall *not* be deemed to constitute (i) a proof of claim or an assertion of any Claim or (ii) an admission by the Plan Proponents, or any representative of the Estates, of the nature, validity, or amount of any Claim. This Ballot and Consent Form are *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan.

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. Please indicate your vote by marking an “x” in the appropriate box in **Item 1** on the face of this Ballot. Alternatively, you may submit a Ballot by electronic, online transmission by visiting <http://www.jndla.com/cases/bicom>.

2. Your vote will be counted in the amount of your Claim that is fixed and not currently subject to dispute. Based upon the Debtors’ records, that amount is set forth on the bottom of each page of this Ballot. If any portion of your Claim is unliquidated, contingent, or disputed, that portion is not included in the amount of your Claim to be counted for voting purposes. If you desire to have your vote counted in a higher amount, you must move pursuant to Fed. R. Bankr. P. 3018(a) to obtain

an order from the Bankruptcy Court temporarily allowing the unliquidated, contingent, or disputed portion of your Claim for voting purposes. Please note that the amount of your Claim as set forth at the bottom of the front side of this Ballot does not necessarily constitute an Allowed Claim under the Plan. That amount may be subject to further reconciliation and an objection may be interposed at a later date. Distributions under the Plan will be based upon Allowed Claims only.

3. Item 3 is included because you are the holder of what is called a priority wage claim related to wages that are owed to you by one of the Debtors. The Plan Proponents are asking that you consent to alternative treatment provided by the Plan than what would be otherwise required by law because the Plan Proponents believe that the Plan represents the best chance for any recovery on your claim and all claims. You may elect to submit only Item 3 and consent to your alternative treatment under the Plan but elect to not return the full Ballot and cast a vote on the Plan. If you opt to only return Item 3, you need to complete, sign and return only Item 3 (which are pages 5 and 6 of this Ballot). If you only opt to submit Item 3 and not the entire Ballot you may submit Item 3 via E-Mail at bicominfo@jndlaw.com or via facsimile toll-free to 720-990-5211. If you opt to return the entire Ballot you do not need to separately sign Item 3. If you have questions regarding Item 3 please call 855-812-6112.

4. There are two ways to submit your Ballot and Consent Form (except as provided with regard to the Consent form in number 3): (a) in original, hard-copy; or (b) via electronic, online transmission. You may choose either option. You need not do both.

(a) **ORIGINAL, HARD-COPY:**

After providing all remaining information requested on the face of this Ballot, please sign, date, and return this Ballot by mail, overnight courier, or hand delivery to the balloting agent, JND Corporate Restructuring (the "Balloting Agent"), at the following address:

BICOM NY, LLC, et al. Ballot Processing
c/o JND Corporate Restructuring
8269 E. 23rd Avenue, Suite 275
Denver, Co 80238

(b) **ELECTRONIC, ONLINE TRANSMISSION:**

Please visit <http://www.jndla.com/cases/bicom>.

5. **BALLOTS MUST BE RECEIVED BY 11:59 P.M. (EASTERN TIME), ON FEBRUARY 11, 2019 (THE "VOTING DEADLINE"). IF A BALLOT IS RECEIVED AFTER THE VOTING DEADLINE, IT WILL NOT BE COUNTED. AN ENVELOPE ADDRESSED TO THE BALLOTING AGENT IS ENCLOSED FOR YOUR CONVENIENCE. THE BALLOTING AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE AND/OR E-MAIL TRANSMISSION.**

6. The Plan will be accepted by the Class if it is accepted by the Holders of two-thirds in amount and more than one-half in number of the Claims in the Class that vote on the Plan. In the event that the Class rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and

thereby make it binding on you and all Holders of Claims in the Class if the Bankruptcy Court finds that the Plan has been accepted by at least one Class of Impaired Claims and that the Plan accords fair and equitable treatment to the Class or Classes rejecting it and otherwise satisfies the requirements of Section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all Holders of Claims against and Equity Interests in the Debtors (including those who abstain or reject the Plan and those who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.

7. You must vote all of your Claim within a single Class to either accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted. A Ballot that is properly executed but that fails to indicate acceptance or rejection of the Plan will not be counted.

8. Your signature is required in order for your vote, election and consent to be counted. You are also required to provide your social security number or federal tax I.D. number prior to receiving any Distribution under the Plan.

DEADLINE: ALL BALLOTS AND CONSENT FORMS MUST BE RETURNED BY 11:59 P.M. (EASTERN TIME), ON FEBRUARY 11, 2019.

BALLOTS CAST BY FACSIMILE AND/OR E-MAIL TRANSMISSION WILL NOT BE COUNTED.

EXHIBIT 5

PLEASE READ: YOUR RIGHTS UNDER THE BANKRUPTCY CODE ARE AFFECTED

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re: : Chapter 11
:
BICOM NY LLC, *et al.*,¹ : Case No. 17-11906 (MEW)
:
Debtor. : (Jointly Administered)
:
-----X

**CONSENT FORM FOR POTENTIAL HOLDERS
OF PRIORITY TAX CLAIMS**

Dear Holder of Potential Priority Tax Claim:

Generally, in a chapter 11 case, the holders of allowed priority tax claims, such as your claim if allowed, do not have to vote or take any other action and are entitled to be paid the allowed amount of their claim either (i) on the effective date of the plan or (ii) in incremental payments with the last payment being made not later than five (5) years after the date the bankruptcy case began, unless the holder of a priority tax claim agrees to different treatment.

In these cases, as explained in the Disclosure Statement² approved by the Bankruptcy Court with respect to the Second Amended Plan of Liquidation of the Debtors and Debtors-in-Possession and the Official Committee of Unsecured Creditor (the "Plan"), there are currently no funds available to pay you or the other holders of priority tax claims (to the extent such claims are allowed) or holders of claims with a higher priority. Further, the availability, timing, and amount of any payment you receive under the Plan will depend on the success of lawsuits to be pursued pursuant to the Plan (as discussed in more detail in the Disclosure Statement). Thus, unless you and the other potential holders of priority tax claims (as well as the holders of administrative claims and certain other priority claims against the Debtors) agree to the treatment in the Plan, which is different and less favorable than what is contemplated by the Bankruptcy Code, the Debtors (i.e., BICOM NY, LLC, ISCOM NY, LLC and Bay Ridge Automotive Company, LLC) will either need (i) to withdraw the Plan and dismiss or convert their cases to Chapter 7 liquidation cases or (ii) litigate the allowance of your claim prior to proceeding to seek confirmation of the Plan. **If the cases are dismissed or converted to Chapter 7, the Debtors and the Official Committee of Unsecured Creditors (the "Creditors' Committee") believe the possibility that administrative creditors will receive any money on account of their claims will be significantly less than if the Plan is confirmed. If the Plan is not confirmed, creditors will not receive the benefit of JPMorgan Chase Bank, N.A. agreeing to, among other things: (1) subordinate, to a certain extent, its claims which are ahead of priority tax claims in the order of priority of claims under the Bankruptcy Code; and (2) provide some funding to the Liquidation Trust for the benefit of creditors. Alternatively, forcing**

¹ The last four digits of each Debtor's taxpayer identification number are as follows: BICOM NY, LLC (9990) ("BICOM"); ISCOM NY, LLC (1589) ("ISCOM"); and Bay Ridge Automotive Company, LLC (0694) ("Bay Ridge" and collectively with BICOM and ISCOM, the "Debtors").

² A copy of the Disclosure Statement can be found at the website maintained by the Debtors' noticing agent, JND Corporate Restructuring at: <http://www.jndla.com/cases/bicom>. A copy also may be requested by calling 855-812-6112.

the Debtors to litigate the allowance of your claim before confirmation of the Plan will delay (or possibly prevent) confirmation of the Plan and result in the incurrence of significant, likely unnecessary expenses to you and the Debtors' estates. The Debtors and Creditors' Committee, therefore, urge you to agree to the treatment of your claim as provided in the Plan, which is different than that provided under section 1129 of the Bankruptcy Code, by checking the applicable box below and by returning this form as indicated below.

As noted above, the Plan provides that holders of priority tax claims will not be paid on the Effective Date of the Plan but will instead be paid from the net proceeds of certain lawsuits to be filed by a Liquidation Trust established pursuant to the Plan. While the availability, amount, and timing of such recovery, if any, under the Plan is not known, the Debtors and Creditors' Committee believe that the Plan provides the best option for priority tax claimants and all creditors. Please note that the sum of \$30,000.00 will be paid to certain of the Debtors' former employees who hold priority wage claims under the Plan (which have a higher priority than priority tax claims). **IF YOU DO NOT COMPLETE AND RETURN THIS CONSENT FORM EITHER AGREEING OR NOT AGREEING TO YOUR TREATMENT UNDER THE PLAN, THE DEBTORS AND CREDITORS' COMMITTEE WILL ASK THE COURT TO DETERMINE THAT YOUR FAILURE TO DO SO MEANS YOU HAVE AGREED TO THE TREATMENT UNDER THE PLAN. HOWEVER, THERE IS NO ASSURANCE THAT THE COURT WILL AGREE WITH THIS CONTENTION, AND SO, ANY PERSON WHO WISHES TO CONSENT SHOULD RETURN A CONSENT FORM TO REMOVE ANY DOUBT AS TO THAT PERSON'S PREFERENCE.**

IMPORTANT

DEADLINE TO SUBMIT CONSENT FORM: 11:59 P.M., PREVAILING EASTERN TIME, ON FEBRUARY 11, 2019. THE DEBTORS AND CREDITORS' COMMITTEE RECOMMEND THAT YOU AGREE TO THE TREATMENT UNDER THE PLAN.

The potential Holder of the Priority Tax Claim identified in this Consent Form:

☐ Agrees to the treatment for holders of Priority Tax Claims under the Plan.

☐ Does not agree to the treatment for holders of Priority Tax Claims under the Plan.

PLEASE CHECK ONLY ONE BOX

Name: _____
(Print or Type)

Address: _____

Signature: _____

City, State, Zip Code: _____

By: _____
(If Appropriate)

Telephone Number: _____

Claim Amount: _____

Date Completed: _____

YOUR CONSENT FORM MUST BE FORWARDED IN AMPLE TIME SO THAT IT IS ACTUALLY RECEIVED BY 11:59 P.M., PREVAILING EASTERN TIME, ON FEBRUARY 11, 2019. PLEASE USE THE SELF-ADDRESSED STAMPED ENVELOPE TO RETURN YOUR CONSENT FORM OR SEND VIA FACSIMILE TOLL-FREE TO 720-990-5211 OR SEND VIA E-MAIL TO bicominfo@indla.com. YOU CAN ALSO SUBMIT THE SAME INFORMATION REQUESTED IN THIS

CONSENT FORM BY SENDING AN E-MAIL TO bicominfo@jndla.com.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS CONSENT FORM, PLEASE
CALL 855-812-6112.**

EXHIBIT 6

PLEASE READ: YOUR RIGHTS UNDER THE BANKRUPTCY CODE ARE AFFECTED

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
BICOM NY LLC, *et al.*,¹ : Case No. 17-11906 (MEW)
Debtor. : (Jointly Administered)
-----X

**CONSENT FORM FOR POTENTIAL HOLDERS
OF ADMINISTRATIVE EXPENSE CLAIMS**

Dear Potential Administrative Creditor:

Generally, in a chapter 11 case, the holders of allowed administrative claims, such as your claim if allowed, do not have to vote or take any other action and are entitled to be paid the allowed amount of their claim in full as a condition to the confirmation (i.e., approval) of a Plan of Reorganization or Plan of Liquidation. **The relevant section of the Bankruptcy Code, section 1129(a)(9), says that administrative claims have to be paid in full for such a plan to be confirmed unless the holder of an administrative claim has agreed to a different treatment for such claim.**

In these cases, as explained in the Disclosure Statement² approved by the Bankruptcy Court with respect to the Second Amended Plan of Liquidation of the Debtors and Debtors-in-Possession and the Official Committee of Unsecured Creditor (the "Plan"), there are currently no funds available to pay you or any other holders of administrative claims (to the extent such claims are allowed). Further, the availability, timing, and amount of any payment you receive under the Plan will depend on the success of lawsuits to be pursued pursuant to the Plan (as discussed in more detail in the Disclosure Statement). Thus, unless you and the other potential holders of administrative claims (as well as the holders of certain priority claims against the Debtors) agree to the treatment in the Plan, which is different and less favorable than what is contemplated by the Bankruptcy Code, the Debtors (i.e., BICOM NY, LLC, ISCOM NY, LLC and Bay Ridge Automotive Company, LLC) will either need (i) to withdraw the Plan and dismiss or convert their cases to Chapter 7 liquidation cases or (ii) litigate the allowance of your claim prior to proceeding to seek confirmation of the Plan. **If the cases are dismissed or converted to Chapter 7, the Debtors and the Official Committee of Unsecured Creditors (the "Creditors' Committee") believe the possibility that administrative creditors will receive any money on account of their claims will be significantly less than if the Plan is confirmed. If the Plan is not confirmed, creditors will not receive the benefit of JPMorgan Chase Bank, N.A. agreeing to, among other things: (1) subordinate, to a certain extent, its claims which are ahead of administrative claims in the order of priority of claims under the Bankruptcy Code; and (2) provide some funding to the Liquidation**

¹ The last four digits of each Debtor's taxpayer identification number are as follows: BICOM NY, LLC (9990) ("BICOM"); ISCOM NY, LLC (1589) ("ISCOM"); and Bay Ridge Automotive Company, LLC (0694) ("Bay Ridge" and collectively with BICOM and ISCOM, the "Debtors").

² A copy of the Disclosure Statement can be found at the website maintained by the Debtors' noticing agent, JND Corporate Restructuring at: <http://www.jndla.com/cases/bicom>. A copy also may be requested by calling 855-812-6112.

Trust for the benefit of creditors. Alternatively, forcing the Debtors to litigate the allowance of your claim before confirmation of the Plan will delay (or possibly prevent) confirmation of the Plan and result in the incurrence of significant, likely unnecessary expenses to you and the Debtors' estates. The Debtors and Creditors' Committee, therefore, urge you to agree to the treatment of your claim as provided in the Plan, which is different than that provided under section 1129 of the Bankruptcy Code, by checking the applicable box below and by returning this form as indicated below.

As noted above, the Plan provides that administrative claims will not be paid on the Effective Date of the Plan but will instead be paid from the net proceeds of certain lawsuits to be filed by a Liquidation Trust established pursuant to the Plan. While the availability, amount, and timing of such recovery, if any, under the Plan is not known, the Debtors and Creditors' Committee believe that the Plan provides the best option for administrative creditors. Please note that the sum of \$30,000.00 will be paid to certain of the Debtors' former employees who hold priority wage claims under the Plan (which is a lower priority than administrative claims) in order to facilitate confirmation of the Plan.

IF YOU DO NOT COMPLETE AND RETURN THIS CONSENT FORM EITHER AGREEING OR NOT AGREEING TO YOUR TREATMENT UNDER THE PLAN, THE DEBTORS AND CREDITORS' COMMITTEE WILL ASK THE COURT TO DETERMINE THAT YOUR FAILURE TO DO SO MEANS YOU HAVE AGREED TO THE TREATMENT UNDER THE PLAN. HOWEVER, THERE IS NO ASSURANCE THAT THE COURT WILL AGREE WITH THIS CONTENTION, AND SO, ANY PERSON WHO WISHES TO CONSENT SHOULD RETURN A CONSENT FORM TO REMOVE ANY DOUBT AS TO THAT PERSON'S PREFERENCE.

IMPORTANT

DEADLINE TO SUBMIT CONSENT FORM: 11:59 P.M., PREVAILING EASTERN TIME, ON FEBRUARY 11, 2019. THE DEBTORS AND CREDITORS' COMMITTEE RECOMMEND THAT YOU AGREE TO THE TREATMENT UNDER THE PLAN.

The potential Holder of the Administrative Expense Claim identified in this Consent Form:

☐ Agrees to the treatment for holders of Administrative Expense Claims under the Plan.

☐ Does not agree to the treatment for holders of Administrative Expense Claims under the Plan.

PLEASE CHECK ONLY ONE BOX

Name: _____
(Print or Type)

Address: _____

Signature: _____

City, State, Zip Code: _____

By: _____
(If Appropriate)

Telephone Number: _____

Claim Amount: _____

Date Completed: _____

YOUR CONSENT FORM MUST BE FORWARDED IN AMPLE TIME SO THAT IT IS ACTUALLY RECEIVED BY 11:59 P.M., PREVAILING EASTERN TIME, ON FEBRUARY 11, 2019. PLEASE USE THE SELF-ADDRESSED STAMPED ENVELOPE TO RETURN YOUR CONSENT FORM OR SEND VIA FACSIMILE TOLL-FREE TO 720-990-5211 OR SEND VIA E-MAIL TO bicominfo@indla.com.

**YOU CAN ALSO SUBMIT THE SAME INFORMATION REQUESTED IN THIS
CONSENT FORM BY SENDING AN E-MAIL TO bicominfo@jndla.com.**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS CONSENT FORM, PLEASE
CALL 855-812-6112.**

EXHIBIT 7

**THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
BICOM NY, LLC, ET AL.
CASE NO. 17-11906 (MEW)(BANKR. S.D.NY.) (the “Creditors’ Committee”)**

January 12, 2019

RE: BICOM NY LLC, D/B/A JAGUAR LAND ROVER MANHATTAN (“BICOM”), ISCOM NY D/B/A MASERATI OF MANHATTAN (“ISCOM”), AND BAY RIDGE AUTOMOTIVE COMPANY LLC (“BRAC” and collectively, the “Debtors”)

THE CREDITORS’ COMMITTEE BELIEVES THAT UNDER THE CIRCUMSTANCES HERE THE PLAN REPRESENTS THE BEST AND LIKELY THE ONLY MEANS FOR CREDITORS OF THE DEBTORS TO RECOVER ANYTHING ON THEIR CLAIMS AND URGES CREDITORS TO VOTE IN FAVOR OF THE PLAN AND, WHERE APPLICABLE, TO CONSENT TO THEIR TREATMENT UNDER THE PLAN NOTWITHSTANDING THAT IT MAY NOT CONFORM IN SOME INSTANCES TO THE BANKRUPTCY CODE. THE CREDITORS’ COMMITTEE BELIEVES THAT IF THE PLAN IS NOT CONFIRMED THE CASES WILL LIKELY BE DISMISSED OR CONVERTED TO CHAPTER 7. IF THIS OCCURS, CREDITORS WILL LIKELY NOT RECEIVE ANY RECOVERY ON ACCOUNT OF THEIR CLAIMS.

As discussed in the Disclosure Statement for Debtors’ Second Amended Joint Plan of Liquidation (the “Disclosure Statement”) and in the Debtors’ Second Amended Joint Plan of Liquidation (the “Plan”)¹, the Plan provides for the creation of a Liquidation Trust that will be funded by JP Morgan Chase Bank, N.A. (“Chase”) pursuant to the terms of the Chase Settlement Agreement that is part of and will be approved upon confirmation of the Plan. The Liquidation Trust will pursue various Causes of Action (which are the only Assets of the Debtors’ estates at this time) and the net proceeds recovered on such claims, if any, will be shared between Chase and creditors of the Debtors. Since, as discussed in the Disclosure Statement, the Debtors’ estates currently have no funds available to pursue such Causes of Action, absent confirmation of the Plan and the settlement with Chase therein, it is unlikely creditors will receive any recovery.

I. STEPS TO ENSURE THE PLAN IS CONFIRMED

- A.** If you are a creditor which is not entitled to vote on the Plan, you will have received Non-Voting Consent Form, such form asks that you consent to your treatment under the Plan. The Creditors’ Committee urges you to **AGREE** to the treatment of your claim as provided in the Plan, by checking the applicable box that states “**Accepts**” on the Consent Form and returning the Consent Form in accordance with the instructions contained in the Disclosure Statement, the voting procedures order accompanying the Disclosure Statement, the Plan and the Non-Voting Consent Form. **Non-Voting Consent Forms must be returned so as actually received by February 11, 2019, at 11:59 p.m. (Eastern Time) by**

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

using one of the three following methods: (i) by mail using the self-addressed stamped envelope contained in this package, (ii) by facsimile toll-free to 720-990-5211, or (iii) by e-mail to bicominfo@jndla.com.

- B. If you are the Holder of an Asserted Priority Non-Tax Claim (Wage Claim), you will have received an Employee Ballot/Consent Form that requests in Item 1 that you vote on the Plan and in Item 3 that you consent to the treatment of your claim under the Plan. The Creditors' Committee, urges you in Item 1 to vote **FOR** the Plan by checking the box on your official Employee Ballot/Consent Form that states:

☐ **Accepts the Plan**

and to also complete Item 3 and **AGREE** to the treatment of your claim as provided in the Plan by checking the applicable box that states "**Accepts**" on the Employee Ballot/Consent Form and returning the completed Employee Ballot/Consent Form in accordance with the instructions contained in the Disclosure Statement, the voting procedures order accompanying the Disclosure Statement, the Plan and the Employee Ballot/Consent Form. **The Employee Ballot must be returned so as actually received by February 11, 2019, at 11:59 p.m. (Eastern Time) either (i) by mail or hand-delivery to BICOM NY, LLC, et al. Ballot Processing c/o JND Corporate Restructuring, 8269 E. 23rd Avenue, Suite 275, Denver, Co 80238 or (ii) by using the electronic online transmission process at <http://www.jndla.com/cases/bicom>.**

The Consent Form portion of the Employee Ballot/Consent Form (Item 3) can also be returned separate from the Employee Ballot portion (Item 1) by using one of the three additional methods: (i) by mail using the self-addressed stamped envelope contained in this package, (ii) by facsimile toll-free to 720-990-5211; or (iii) by e-mail to bicominfo@jndla.com.

- C. If you are the Holder of any other type of claim that is entitled to vote on the Plan you should vote **FOR** the Plan by checking the box on your official Ballot that states:

☐ **Accepts the Plan**

and return your Ballot in accordance with the voting instructions described in the Ballot, the voting procedures order accompanying the Disclosure Statement, the Disclosure Statement, and the Plan. **Ballots must be returned so as actually received by February 11, 2019, at 11:59 p.m. (Eastern Time) either by mail or hand-delivery to (i) BICOM NY, LLC, et al. Ballot Processing c/o JND Corporate Restructuring, 8269 E. 23rd Avenue, Suite 275, Denver, Co 80238**

or (ii) by using the electronic online transmission process at <http://www.jndla.com/cases/bicom>.

II. ROLE OF THE CREDITORS' COMMITTEE IN THE CASES

The Creditors' Committee (which represents the interests of the Debtors' creditors) has played an active role in these cases in an effort to obtain the best possible recovery for the claims of unsecured creditors. The Plan is the product of intense negotiations between the Creditors' Committee, the Debtors, Chase, and other parties.

III. DISCUSSION OF COMMITTEE'S RECOMMENDATION

Notwithstanding our recommendation, each creditor must make its own independent determination as to whether the Plan is acceptable to that creditor and should consult with its own legal and/or financial advisors(s).

If you have any questions you should contact Jessica Bonteque at jbonteque@mosessinger.com or 212-554-7676.

Very truly yours.

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
BICOM NY, LLC, ET AL.