

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

In re:) Chapter 11
)
TWG CAPITAL, INC.,) Case No. 12-11019-BHL-11
)
Debtor.)

**MOTION TO CONTINUE HEARING ON MOTION TO AUTHORIZE THE
REJECTION OF CERTAIN AGREEMENTS (Docket No. 73)**

TWG Capital, Inc., the debtor and debtor-in-possession in the above-captioned chapter 11 case (the "Debtor"), by counsel, moves (this "Motion") this Court to continue the hearing on the Debtor's *Motion to Authorize the Rejection of Certain Agreements* [Docket No. 73] (the "Rejection Motion") filed on October 3, 2012, to a date and time convenient for the Court after the Court's entry of the Settlement Order (as defined herein). In support of the Motion, the Debtor states as follows:

1. On October 3, 2012, the Debtor filed the Rejection Motion, seeking entry of an order authoring the Debtor to reject the LION Trust Agreements.¹ The Court set the Rejection Motion for hearing on November 8, 2012 at 10:00 a.m. (the "Rejection Motion Hearing"). Objections to the Rejection Motion are due three days prior to the Rejection Motion Hearing. As of the date of this Motion, no objections to the Rejection Motion have been served on the Debtor's counsel. Cause exists to continue the Rejection Motion Hearing.

2. Subsequent to filing the Rejection Motion, the Debtor reached a settlement with LION 2004 Receivable Trust ("LION"), which is the subject of the *Motion for Approval of*

¹ All capitalized terms not otherwise defined herein shall have the meaning ascribed to such term in the Rejection Motion.

Settlement of Claims Pursuant to Rule 9019 [Docket No. 123] (the "Settlement Motion") filed by the Debtor on November 5, 2012.

3. Pursuant to the Settlement Motion, the Debtor seeks entry of an order (the "Settlement Order") approving (i) the settlement of certain pre-petition claims and rejection damages claims arising under the LION Trust Agreements (the same agreements that are the subject of the Rejection Motion), (ii) the transfer and conveyance by the Debtor to LION of the Materials as defined in the term sheet evidencing the terms and conditions of the proposed settlement and attached to the Settlement Motion as Exhibit A (the "Term Sheet"); and (iii) the performance by the Debtor of all of its other obligations under the Term Sheet. The Term Sheet provides that the Debtor agrees to continue the hearing on the Rejection Motion pending the Court's ruling on the Settlement Motion.

4. Entry of the Settlement Order is anticipated to preclude any objection to the Rejection Motion by the counter-parties to the LION Trust Agreements – LION, Imagine International Reinsurance Limited, and Long Term Preferred Care, Inc. Accordingly, the Debtor requests that (i) the Rejection Motion Hearing be continued until a date and time after the Court's entry of the Settlement Order, and (ii) the deadline to file objections to the Rejection Motion be extended until three days prior to the rescheduled hearing on the Rejection Motion.

5. The relief requested in this Motion is not expected to delay any other matters presently scheduled in this case.

WHEREFORE, the Debtor respectfully requests that the Court enter an order (i) continuing the Rejection Motion Hearing until a date and time after the Court's entry of the Settlement Order, (ii) extending the objection deadline to file objections to the Rejection Motion

until three days prior to the rescheduled hearing on the Rejection Motion; and (iii) granting the Debtor such other and further relief as is just and proper.

Respectfully submitted,

FAEGRE BAKER DANIELS LLP

By: /s/ Jay Jaffe

Counsel for the Debtor and Debtor-in-Possession

Jay Jaffe (#5037-98)
Wendy W. Ponader (#14633-49)
600 E. 96th Street, Suite 600
Indianapolis, IN 46240
Telephone: (317) 569-9600
Facsimile: (317) 569-4800
jay.jaffe@FaegreBD.com
wendy.ponader@FaegreBD.com

Kayla D. Britton (#29177-06)
300 N. Meridian Street, Suite 2700
Indianapolis, IN 46204
Telephone: (317) 237-0300
Facsimile: (317) 237-1000
kayla.britton@FaegreBD.com

CERTIFICATE OF SERVICE

I hereby certify that on November 5, 2012, a copy of the foregoing pleading was filed electronically. Notice of this filing will be sent to the following parties through the Court's Electronic Case Filing System. Parties may access this filing through the Court's system.

Kay Dee Baird on behalf of Creditor LA/Shadeland Station, Inc.
kbaird@kdlegal.com, pdidandeh@kdlegal.com

Kayla D. Britton on behalf of Debtor TWG Capital, Inc.
kayla.britton@faegrebd.com, becky.turner@faegrebd.com; sarah.herendeen@faegrebd.com

Jason J. DeJonker on behalf of Creditor Continental Casualty Company
jdejonker@seyfarth.com

Robert S. Gebhard on behalf of Creditor Imagine International Reinsurance Limited
Robert.Gebhard@Sedgwicklaw.com

Christine K. Jacobson on behalf of Creditor International Real Estate Holding Company, LLC
cjacobson@katzkorin.com, dyoung@katzkorin.com; sdowden@katzkorin.com

Jay Jaffe on behalf of Debtor TWG Capital, Inc.
jay.jaffe@faegrebd.com, sarah.herendeen@faegrebd.com

James A. Knauer on behalf of Creditor The Huntington National Bank
jak@kgrlaw.com, tjf@kgrlaw.com

Beth Kramer on behalf of U.S. Trustee U.S. Trustee
beth.kramer@usdoj.gov

Michael K. McCrory on behalf of Creditor Fifth Third Bank, N.A.
mmccrory@btlaw.com, bankruptcyindy@btlaw.com

Henry Mestetsky on behalf of Creditor International Real Estate Holding Company, LLC
hmestetsky@katzkorin.com, dyoung@katzkorin.com; sdowden@katzkorin.com

Peter S. Partee on behalf of Creditor Carmel Funding, LLC
ppartee@hunton.com

Wendy W Ponader on behalf of Debtor TWG Capital, Inc.
wendy.ponader@faegrebd.com, sarah.herendeen@faegrebd.com

Carey D. Schreiber on behalf of Creditor LTC Global, Inc.
cschreiber@winston.com, chardman@winston.com

Jonathan David Sundheimer on behalf of Creditor Fifth Third Bank, N.A.
jsundheimer@btlaw.com, mstrange@btlaw.com

U.S. Trustee
ustpregion10.in.ecf@usdoj.gov

I further certify that on November 5, 2012, a copy of the foregoing pleading was mailed by first-class U.S. Mail, postage prepaid and properly addressed, to the following:

Stuart M. Rozen
Craig E. Reimer
Joshua M. Grenard
Mayer Brown LLP
71 South Wacker Drive
Chicago, IL 60606

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

AGIA
Attn: Premium Accounting
1155 Eugenia Place
Carpinteria, CA 93013

American Legion - Texas
Attn: Michael Palmquist
PO Box 140527
Austin, TX 78714

Anheuser-Busch Employees CU
1001 Lynch St
St. Louis, MO 63118

Bud Marcus & Associates, Inc
105 Beech Bark Ln
Towson, MD 21286-1616

Capitol Agency
PO Box 678
Attn: Lee Hays
Shawnee Mission, KS 66201

CBCA Administrators
PO Box 153061
Irving, TX 75015-3061

CBRE Heritage Park II
c/o CBRE
101 W Washington St, Ste 1000E
Indianapolis, IN 46204

Doug Bradle
25 Oak Ridge Drive
Pelham, AL 35124

David A. Ciancuillo
Mayer Brown LLP
71 S. Wacker Drive
Chicago, IL 60606

Frank McKenzie
30201 Anna Lake Lane
Underwood, MN 56586

James W. Wallace
717 Tamenend Trace
Fishers, IN 46037

Mary Pillow Kirk
2028 Earlington Drive
Nashville, TN 37215

National Registered Agents, Inc.
PO Box 927
Princeton Junction, NJ 08550-0927

San Diego County Credit Union
Attn: Insurance Department
6545 Sequence Dr
San Diego, CA 92121-4363

Seabury and Smith
Attn: Accounting Department
1777 West Lakes Parkway
West Des Moines, IA 50398

Steve Elliott
Stephen Elliott, Pres
10764 Spur Point Court
San Diego, CA 92130

U Of Washington Alumni Assoc
4333 Brooklyn Avenue NE
Seattle, WA 98185-9508

US Small Business Administration
409 3rd Street SW
Washington, DC 20416

Wachovia Insurance Agency
600 Highway 169 South #1200
Attn: Accounting
St Louis Park, MN 55426

Wolf & Associates
1119 E Winchester Ave
Spokane, WA 99218

Thomas A. Smith
Senak Keegan Gleason Smith &
Michaud, Ltd.
621 South Plymouth Court, Ste 100
Chicago, IL 60605

/s/ Jay Jaffe