

The following document has been retyped for readability. It is an accurate representation of the original document filed in the Columbus, OH bankruptcy Clerk's office by Sara Daneman and Larry Hackett on Monday, June 26, 2000.

My concerns include

(1) an apparent forgiveness by the Trustee of the final required payment of \$100,000 promised by Travel America in the confirmation process

(2) We are not convinced that all of the alleged \$50,000 payment to unsecured creditors went to "Priority" unsecured creditors as we believe is required.

(3) it gives them extra time beyond that prescribed in the confirmed plan (September 28, 2000 I believe) to complete their payments to unsecured creditors and

(4) the debtor (and the Trustee) allege in their cite (in re: H.R.P. Auto Center, Inc., 130 Bkrpty. 247 (N.D. OH 1991)) that the only alternative to completion of the terms of the plan is DISMISSAL! Members are strongly opposed to dismissal. We want the alternative to be conversion to 7.

The Trustee and the debtor allege that all of the assets are gone – there's nothing left in the estate and nothing for a Chapter 7 Trustee to do. We contend that causes of action against various parties have value to the estate and that, as a minimum, is something that a Chapter 7 Trustee could pursue.

(5) We also have a problem with the payments going directly to clients who are represented by attorneys. I initiated that discussion with Mr. Pettigrew and am satisfied that he will keep it in mind as he follows through on this case.

I am mindful of the deposition in California where Mr. Novelli testified that "Campgrounds are not assets – they cost me money. Memberships are assets." Well, he has apparently raided the Ohio corporation of the assets that he values and might very well be ready to dispatch the non-assets and the claims in the Ohio bankruptcy.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re: : **Case No. 97-54478**
:
Thousand Adventures of : **EIN: 34-1674741**
:
Ohio, Inc. :
:
Debtor : **Chapter 11, Judge Calhoun**

**ORDER ON MOTION ON UNITED STATES TRUSTEE'S
MOTION FOR ORDER CONVERTING CHAPTER 11 CASE**

This matter came on for hearing on June 22, 2000 on the Motion for Order Converting Chapter 11 Case filed by the United States Trustee's Office and Motion for Joinder in the United States Trustee's Motion to Convert and in the Alternative to Compel Performance of the Confirmed Plan and for an Accounting filed by members of the Ohio Committee and the Debtor's Response thereto. The Court having duly considered the pleadings and arguments of counsel present, finds that the United States Trustee and the Debtor have reached an agreement to address the concerns of the United States Trustee.

The Court finds that the parties agree that the Debtor shall take all necessary steps to achieve full claims resolution within sixty days from the entry of this Order. Within the sixty days, the Debtor shall file with the Court a report on priority claims and the proposed payment schedule in accordance with the Plan which provides that the claims shall be paid over a six year period in such increments as decided by the Debtor. In order to achieve full claims resolution within sixty days, the Debtor shall consider, for purposes of distribution, only those claims filed prior to the claims bar date and any amended claims filed on or before July 7,

2000.

Furthermore, the Debtor shall, within ninety days from the date of the entry of this order, make the second distribution of \$50,000.00 to the unsecured creditors with allowed claims and shall make payment to priority creditors with allowed claims, if required, pursuant to the terms of the Plan and shall file a Final Report and Account and an Application for Final Decree. The Final Report and Account shall include, but not limited to, an accounting of the second \$50,000.00 distribution to unsecured creditors and payments made, if required, to priority creditors.

The parties further agree that in the event the Debtor fails to comply with the above terms, the above case shall be dismissed pursuant to in re: H.R.P. Auto Center, Inc., 130 Bkrpty. 247 (N.D. OH 1991) . In the event that the Debtor fails to comply with these deadlines after the expiration of the ninety days, the United States Trustee shall file a notice with the Court of default by the Debtor which shall result in dismissal.

IT IS SO ORDERED.

Dated _____

Judge

APPROVED:

//S//
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Attorney for Debtor

//S//
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Parties served;

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and other interested parties