UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re USA DISCOUNTERS, LTD., *et al.*,[1] Debtors.	Chapter 11 Case No. 15-11755 (CSS) (Jointly Administered) **Re: Docket No.** 857

ORDER, PURSUANT TO BANKRUPTCY CODE SECTION 105(a) AND BANKRUPTCY RULE 9019, APPROVING THE SETTLEMENT AGREEMENT AMONG THE DEBTORS AND CERTAIN STATES PARTY THERETO

Upon the motion (the "Motion")[2] of USA Discounters, Ltd. ("USA Discounters") and its affiliated debtors and debtors in possession (the "Debtors") in the above-captioned jointly administered chapter 11 cases (the "Cases"), for entry of an order, pursuant to section 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), and Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), approving a proposed settlement agreement (the "Settlement Agreement") by and among the Debtors and the 49 States party thereto, as well as the District of Columbia, acting through their respective Attorneys General, Departments of Justice, or Offices of Consumer Protection (collectively the "Attorneys General"); and upon consideration of the Dorsey Declaration and the entire record of these chapter 11 Cases; and it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that the Motion is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that the Court

[1] The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: USA Discounters, Ltd. (5123); USA Discounters Holding Company, Inc. (8192); and USA Discounters Credit, LLC (3128). The Debtors' address is 6353 Center Drive, Building 8, Suite 101, Norfolk, Virginia, 23502.

[2] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion or the Settlement Agreement, as applicable.

may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of these Cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED, as set forth herein.

2. Pursuant to Bankruptcy Code section 105(a) and Bankruptcy Rule 9019, the Settlement Agreement, which is attached hereto as **Exhibit 1**, is approved in its entirety.

3. The Debtors and the Attorneys General are authorized and empowered to take such actions as may be necessary or appropriate to implement the terms of this Order and the Settlement Agreement, and to perform their respective obligations under the Settlement Agreement.

4. On the Effective Date of the Settlement Agreement, all the proofs of claim set forth on **Schedule 2** to the Settlement Agreement shall be deemed withdrawn with prejudice and the Debtors' claims and noticing agent is authorized to revise the claims register in these Cases to reflect the withdrawal of such claims other than the allocated portion of the Allowed Payment Claim forth on **Schedule 1** to the Settlement Agreement.

5. Upon the Effective Date of the Settlement Agreement, the Settlement Agreement shall be binding upon and shall inure to the benefit of the parties thereto and their respective

successors and assigns, including, for the avoidance of doubt, any trustee subsequently appointed on behalf the Debtors' estates.

6. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be effective immediately and enforceable upon its entry and the Debtors are not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order.

7. Subject to the terms of the Settlement Agreement, the Court retains jurisdiction and power with respect to all matters arising from or related to the implementation or interpretation of this Order. Without limitation, subject to the terms of the Settlement Agreement, the Court hereby retains jurisdiction and judicial power to enforce all the provisions of the Settlement Agreement (which shall be imposed and binding on the Parties through this Order as a judgment and consent decree), including the injunctive relief contained therein, and to resolve any disputes with respect to and enforce the Settlement Agreement as a "core" matter under 28 U.S.C. § 157(b).

Dated: Wilmington, Delaware

9-29, 2016

Honorable Christopher S. Sontchi
United States Bankruptcy Judge