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ATTORNEYS FOR AMRESKO COMMERCIAL FINANCE, LLC

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

<b>In re:</b>	§	
	§	<b>Chapter 11 Case</b>
<b>HEARTLAND AUTOMOTIVE HOLDINGS,</b>	§	
<b>INC., et. al.</b>	§	<b>Case No. 08-40047 (dml-11)</b>
	§	
<b>Debtors.</b>	§	<b>Jointly Administered</b>
	§	

**RESPONSE OF AMRESKO COMMERCIAL FINANCE, LLC TO DISCOVERY  
MOTIONS OF THE DEBTORS, JIFFY LUBE INTERNATIONAL, INC. AND THE  
COMMITTEE OF UNSECURED CREDITORS [DOCKET NOS. 633, 635, 637, 654, 663]**

AMRESKO Commercial Finance, LLC (“AMRESKO”)<sup>1</sup> respectfully responds to the various discovery motions of the Debtors,<sup>2</sup> Jiffy Lube International, Inc. (“JLI”)<sup>3</sup> and the Official

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<sup>1</sup> AMRESKO appears as successor to AMRESKO Commercial Finance, Inc., as servicing agent for Wells Fargo Bank, N.A. (formerly Wells Fargo Bank Minnesota, N.A., formerly Norwest Bank Minnesota, N.A.), as indenture trustee and Delaware Trust Company, N.A. (formerly Delaware Trust Capital Management, Inc.) as owner trustee of the ACLC Franchise Loan Receivables Trust 1997-B, and as successor to AMRESKO Commercial Finance, Inc., as servicing agent for Wells Fargo Bank, N.A. (formerly Wells Fargo Bank Minnesota, N.A., formerly Norwest Bank Minnesota, N.A.), as trustee of the ACLC Franchise Loan Receivables Trust 1997-A; and AMRESKO also appears as Servicing Advisor for Deutsche Bank Trust Company Americas as Certificate Trustee of the Atherton Intermediate Funding 1998-A Grantor Trust, and for Deutsche Bank Trust Company Americas as Certificate Trustee of the Atherton Intermediate Funding 1999-A Grantor Trust (collectively, “AMRESKO”).

<sup>2</sup> The Debtor Rule 2004 motions are docketed at 633, 635 and 637.

<sup>3</sup> JLI’s motion is docketed at 654.

Committee of Unsecured Creditors (the “Committee”)<sup>4</sup> (collectively, the “Discovery Motions”) as follows:

1. AMRESO is the servicing advisor for a series of approximately 66 pre-petition secured loans (the “H-1 Loans”) in which Heartland Automotive Services, Inc. (“H-1”), one of the Debtor-subsidaries is the primary Debtor and Obligor, and HAS Holdings, Inc. is the corporate guarantor.

2. The H-1 Loans relate to the following H-1 Stores: 24, 887, 1367, 223, 256, 465, 613, 615, 854, 867, 1023, 1067, 1215, 1284, 1348, 1451, 1452, 1574, NE7, MN50, MN146, MN548, MN1371, SL282, SL924, SL979, SL980, SL1319, SL1331, SL1377, SL1395, SL1453, SL1572, 1454, 988, 47, 788, 486, 1382, 1135, 603, 1344, 108, 789, 1419, 8, KC244, KC491, KC496, KC353, KC26, KC578, KC1180, KC1355, KC1460, KC1628, 476, 760, 825, 829, 1335, 1519, 1617, 6, 20, 30, 134, 576, 1237, 1373, 1564, 42, 81, 148, 249, 540, 543, 577, 852, 1627, 1734, 1964, 1965, 1975, 1976, 2006, 29, 1046, 1584, and 2005 (the “H-1 Stores”).<sup>5</sup>

3. AMRESO’s total aggregate secured claims exceed \$25 million.

4. AMRESO takes no position regarding the merits of the Debtor and JLI motions. AMRESO supports the Committee’s efforts to pursue discovery from the Quad-C Parties.

5. AMRESO respectfully requests that any Order or procedure regarding the Discovery Motions include language requiring that: (a) AMRESO receive copies of all documents produced by any party; (b) AMRESO receive timely notice of any deposition or examination; and (c) AMRESO be permitted to participate in any examination.

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<sup>4</sup> The Committee motion seeking discovery from the Quad-C Parties is docketed at 663.

<sup>5</sup> The above listing of H-1 Guaranteed Stores and Loans is without waiver of any claim regarding stores or security interests mistakenly or inadvertently listed or not listed. All of such rights are expressly reserved and not waived.

6. AMRESKO is already a signatory to confidentiality agreements with the Debtors and AMRESKO will adopt and sign confidentiality agreements with all other parties to the Discovery Motions.

7. As the second largest creditor in these cases holding very sizable claims, AMRESKO believes that it is entitled to fully participate in the development of discovery, case negotiations, and litigation (if necessary) in these cases.

DATE: August 19, 2008

Respectfully submitted,

By: /s/ Jeffrey R. Fine  
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**ATTORNEYS FOR AMRESKO  
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**CERTIFICATE OF SERVICE**

I certify that on August 19, 2008, a true and correct copy of the above and foregoing was served through the Court's ECF system on all parties consenting to such service and by first-class mail to the parties below.

/s/ Jeffrey R. Fine

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