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**ATTORNEYS FOR JIFFY LUBE INTERNATIONAL, INC. and
PENNZOIL-QUAKER STATE COMPANY d/b/a SOPUS PRODUCTS**

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

IN RE:	§	Chapter 11
	§	
HEARTLAND AUTOMOTIVE HOLDINGS,	§	Case No. 08-40047
INC., <i>et al.</i> ,	§	
	§	Jointly Administered
Debtors.	§	

**MOTION FOR EXPEDITED DISCOVERY IN CONNECTION WITH DEBTORS'
FIRST OMNIBUS MOTION PURSUANT TO 11 U.S.C. §365(A) FOR AUTHORITY TO
ASSUME CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL
PROPERTY AND RELATED MOTIONS**

Jiffy Lube International, Inc. (“Jiffy Lube”) files this its *Motion for Expedited Discovery in Connection with Debtors’ First Omnibus Motion Pursuant to 11 U.S.C. §365(a) for Authority to Assume Certain Unexpired Leases of Nonresidential Real Property and Related Motions* (the “Motion”) and in support of same, represents as follows:

1. On June 27, 2008, the Debtors filed a series of motions related to assumption of their real estate leases before the August 4, 2008 deadline for assumption. The Debtors’ First

Omnibus Motion Pursuant to 11 U.S.C. §365(a) for Authority to Assume Certain Unexpired Leases of Nonresidential Real Property (the “First Motion to Assume”) seeks authority to assume approximately eighty (80) leases in which Jiffy Lube is Debtors’ landlord¹. Jiffy Lube contests the relief requested in the First Motion to Assume. The Debtors have also filed a second and third motion to assume regarding other leases, many of which are subject to Contingent Assignment and Assumption Agreements executed by one of the Debtors, that Debtor’s lessor and Jiffy Lube, and pursuant to which Jiffy Lube has a right to an assignment of the Debtor’s lease in the event the Debtor defaults under the Jiffy Lube Franchise Agreement or the lease. The Debtors assert in their pleadings that the Contingent Assignment and Assumption Agreements are unenforceable.

2. The hearing on the First Motion to Assume and the other motions to assume is scheduled for July 22, 2008. Objections to the First Motion to Assume are due on July 14, 2008. Jiffy Lube anticipates objecting to the First Motion to Assume and the other motions to assume. Therefore, the motions present a contested matter under Bankruptcy Rule 9014 and the Bankruptcy Rules 7028 and 7034 apply. However, because the hearing is less than thirty days after the filing of the First Motion to Assume, discovery cannot be completed before the hearing without discovery being expedited.

3. On June 30, 2008, in response to the First Motion to Assume and the related pleadings filed by Debtors on June 27th, Jiffy Lube served a Notice of Deposition of Corporate Representatives of the Debtors and Subpoena Duces Tecum and noticed related depositions. Jiffy Lube’s Subpoena Duces Tecum requests that the Debtors produce documents by July 11, 2008. Jiffy Lube has served notices and subpoenas for Depositions for the following week. Jiffy

¹ The First Motion to Assume identifies JLI of Maryland, Inc. as the landlord on these leases. JLI of Maryland, Inc. has merged with and into Jiffy Lube International, Inc.

Lube requests that this court shorten the deadlines established by Rule 7030 (which incorporates Rule 7034 with respect to document productions) to require Debtors to respond to Jiffy Lube's document requests by July 11, 2008. This response date is required so that Jiffy Lube can review the documents and prepare for the depositions which it seeks to take the following week.

4. Prior to serving its discovery, Jiffy Lube provided Debtors' counsel with its document request and deposition notices and initiated discussions regarding the requests. No agreement has been reached with respect to the requested discovery, but discussions are ongoing. However, Jiffy Lube felt it necessary to file this motion before determining whether an agreement could be reached with the Debtors because of the very limited time period before the July 22 hearing.

5. The information requested in Jiffy Lube's discovery is necessary to evaluate the Debtors' ability to demonstrate adequate assurance of future performance. Because Jiffy Lube has been informed that Debtors are evaluating a future as something other than Jiffy Lube franchisees, Debtors' past performance as Jiffy Lube Service Centers is insufficient to demonstrate Debtors' ability to perform under a different business model. In addition, Jiffy Lube needs additional information to evaluate Debtors' ability to operate as Jiffy Lubes in full compliance with the terms of the franchise agreements. Jiffy Lube needs discovery to assess Debtors' future performance and to be prepared for the hearing.

Wherefore, premises considered, Jiffy Lube respectfully requests that this Court grant the Motion, enter an order requiring Debtors to respond to Jiffy Lube's document request by July 11, 2008 and to produce or allow access or permit inspection of all responsive documents not subject to a good faith objection, and grant to Jiffy Lube such other and further relief to which it is justly entitled.

Dated: July 1, 2008.

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CERTIFICATE OF SERVICE

I hereby certify that on July 1, 2008, a true and correct copy of the foregoing document was served (i) by e-mail on the parties listed below; (ii) by United States first class mail on the parties on the attached Limited Service List, and (iii) by e-mail on the parties who receive electronic notice in this case pursuant to the Court's ECF filing system.

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