

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
ADVANTAGE HOLDCO, INC., <i>et al.</i> ,	)	Case No. 20-11259 (CTG)
	)	
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	
	)	<b>Re: Docket No. 952</b>

**LIMITED OBJECTION AND RESERVATION OF RIGHTS BY HFC ACCEPTANCE,  
LLC AND WESTLAKE FLOORING COMPANY, LLC TO MOTION FOR ORDER  
APPROVING DISCLOSURE STATEMENT ON AN INTERIM BASIS [ETC.]**

1. HFC Acceptance, LLC (“HFC”) and Westlake Flooring Company, LLC (“Westlake” and collectively with HFC, “Lessors”) submit this Limited Objection to the Motion for Order Approving Disclosure Statement (the “Disclosure Statement”) on an Interim Basis [etc.] [Dk. No. 952] (the “Motion”).

2. According to the Combined Disclosure Statement and Plan of Liquidation [Dk. No. 951] (the “Plan”), Debtors intend to pay certain Plan obligations from, among other things, “Residual Assets”. Residual Assets is defined to include “. . . claims against the Debtors’ fleet lenders relating to the disposition of the Debtors’ leased or financed vehicles, including but not limited to, liquidation/disposition recoveries in excess of amounts owed to such fleet lenders (i.e., “Positive Fleet Equity”).” Plan, Art. II, 118.

3. Yet, with respect to Lessors and perhaps other fleet lenders, there will likely be no such assets to recover. Debtors recently sought recovery of such alleged assets through a Motion to purportedly clarify an earlier order regarding surrender of fleet vehicles to various lessors and lenders, including Lessors [Dk. No. 895] (the “Clarification Motion”). Lessors (among others)

---

<sup>1</sup> Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Advantage Holdco, Inc. (4832); Advantage Opco, LLC (9101); Advantage Vehicles LLC (6217); E-Z Rent A Car, LLC (2538); Central Florida Paint & Body, LLC (1183); Advantage Vehicle Financing LLC (7263); and RAC Vehicle Financing, LLC (8375). Debtors’ address is 2003 McCoy Road, Orlando, Florida 32809 (collectively, “Debtors”).

objected to the Clarification Motion on the grounds that no amounts were owing to Debtors or that Debtors provided insufficient evidence and information to support their claims [Dk. No. 908] (the “Clarification Objection”).<sup>2</sup> At the hearing on the Clarification Motion, the Court denied the motion without prejudice.

4. To the extent that the Plan relies on the alleged positive fleet equity for its funding, Lessors believe the Disclosure Statement should make clear that many Fleet Lenders, including Lessors, dispute, and will continue to resist, any notion that they owe Debtors anything on account of alleged fleet equity. Accordingly, Lessors reserve all rights with respect thereto.

Dated: October 6, 2021  
Wilmington, Delaware

**HFC ACCEPTANCE, LLC  
WESTLAKE FLOORING COMPANY, LLC**

/s/ John H. Knight

John H. Knight (No. 3848)  
David T. Queroli (No. 6318)  
RICHARDS, LAYTON & FINGER, P.A.

One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801

Telephone: (302) 651-7700

Facsimile: (302) 651-7701

Email: [knight@rlf.com](mailto:knight@rlf.com)  
[queroli@rlf.com](mailto:queroli@rlf.com)

– and –

William S. Brody (admitted *pro hac vice*)  
Paul S. Arrow (admitted *pro hac vice*)  
BUCHALTER, A Professional Corporation  
1000 Wilshire Boulevard, Suite 1500  
Los Angeles, California 90017-1730  
Telephone: (213) 891-0700  
Facsimile: (213) 896-0400  
Email: [wbrody@buchalter.com](mailto:wbrody@buchalter.com)  
Email: [parrow@buchalter.com](mailto:parrow@buchalter.com)

*Counsel to HFC Acceptance, LLC,  
Westlake Flooring Company, LLC*

---

<sup>2</sup> A copy of the Clarification Objection is attached hereto as Exhibit 1, and provides more detail regarding Lessors’ position on the issue.