

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

In re

ADVANTAGE HOLDCO, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 20-11259 (JTD)

(Jointly Administered)

**SUPPLEMENTAL DECLARATION OF ELIZABETH GREEN IN SUPPORT OF  
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING  
AND APPROVING THE EMPLOYMENT OF BAKER & HOSTETLER LLP  
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS NUNC PRO TUNC TO JUNE 9, 2020**

I, Elizabeth Green, being duly sworn, declare pursuant to 28 U.S.C. § 1746, under penalty of perjury that deposes and says:

1. I am a partner with the law firm of Baker & Hostetler LLP (“Baker” or the “Firm”)<sup>2</sup> with offices located at 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801 and am duly admitted to practice law in the State of Florida, the United States District Court for the Middle District of Florida, the United States District Court for the Southern District of Florida, the United States District Court for the Southern District of Texas, the United States District Court for the Northern District of Texas, and the United States Court of Appeals for the Eleventh and Second Circuits.

2. I submit this Supplemental Declaration pursuant to Rule 2014 of the Federal Rules of Civil Procedure in support of the *Application for Entry of an Order Authorizing and*

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<sup>1</sup> The 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). The Debtors’ address is 2003 McCoy Road, Orlando, Florida 32809.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

*Approving the Employment of Baker & Hostetler LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to June 9, 2020* (the “Application”). The information set forth herein regarding connections to parties-in-interest and fees and expenses is based primarily upon books and records of the Firm and information provided by other attorneys and personnel at Baker. Except as otherwise indicated herein, I have personal knowledge of the matters set forth herein, which is true and correct, and if called as a witness, would testify competently thereto.

3. In preparing this declaration, I and other attorneys within the Firm followed Baker’s conflict procedures, which are intended to adhere to the requirements of the Bankruptcy Code and Bankruptcy Rules for retention of professionals and the Rules of Professional Conduct governing members of the bar for the State of Florida.

4. After Baker filed the Application, the United States Trustee contacted Baker to inquire about additional parties that should be cleared through a conflicts resolution system. Accordingly, the Firm ran an additional list of interested parties in this case through the Firm’s conflicts resolution system. The additional list is attached hereto as Exhibit 1. The original list is attached hereto as Exhibit 2. Together, the parties-in-interest on Exhibits 1 and 2 are referred to as the “Selected Parties-in-Interest.”

5. In connection with preparing this Declaration, Baker submitted the names of the Selected Parties-in-Interest for review in the computerized conflict database system maintained by Baker. The Selected Parties-in-Interest names were obtained from the Debtors. Baker maintains and systematically updates its conflict check system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records. The conflict check system maintained by Baker is designed to include every matter on which the firm

is now or has been engaged, the entity for which the firm is now or has been engaged, and in each instance, the identity of related parties and adverse parties and the attorney in the firm that is knowledgeable about the matter. It is the policy of Baker that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, as well as related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by Baker.

6. The Selected Parties-in-Interest which Baker submitted to its conflict database include, but are not limited to, the following categories derived from various pleadings and docket entries as set forth on Exhibits 1 and 2, and as provided by the Debtors, which includes, the Debtors and affiliates, current and former directors and officers, major secured lenders, bankruptcy professionals, equity sponsor and affiliates, the United States Bankruptcy Judges in the District of Delaware, the United States Trustee's office for Region 3, and the top 30 unsecured creditors.

7. Upon a review of the report generated by our conflicts search, I do not represent and, to the best of my knowledge, none of the other attorneys of Baker currently represent, any of the searched entities except as set forth on the schedule annexed hereto as Exhibit 3. Except as otherwise provided, the various matters set forth on Exhibit 3 are unrelated to the Debtors or these Chapter 11 Cases.

8. I do not have and, to the best of my knowledge, none of the other attorneys of Baker has, any connection with the Debtors, its major creditors or any other significant Party-in-Interest which would disqualify Baker from this representation.

9. Based on the conflicts and connection search conducted and described herein, to

the best of my knowledge, neither I, or Baker, nor any partner, counsel, or associate thereof, insofar as I have been able to ascertain, have any connect with the Debtors or any other Selected Parties-in-Interest herein, except as stated below and as set forth on Exhibit 3.

10. From time to time, Baker may represent, or may have represented one or more of the Debtors' creditors or other parties in matters unrelated either to the Debtors' cases or to those entities' transactions or dealings with the Debtors. The Firm, however, is not representing any of those entities in these Chapter 11 Cases in any claims that they may have collectively or individually against the Debtors.

11. Neither I, Baker, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, its creditors or any other parties in interest herein, or their respective attorneys and accountants, except as stated herein.

12. Baker has previously worked with and may continue to work with one or more of the Debtors' professionals on various representations in matters unrelated to these Chapter 11 Cases, at times representing the same parties and at other times representing parties with similar interests or parties with adverse interests.

13. Baker is a "disinterested person" as that term is defined in section 101(14) of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), as modified by section 1103(b) of the Bankruptcy Code, in that the Firm, its partners, of counsel and associates:

- a. are not creditors, equity security holders or insiders of the Debtors;
- b. are not and were not within two (2) years before the date of the filing of the Debtors' Chapter 11 petition, a director, officer, or employee of the Debtors; and
- c. do not have an interest materially adverse to the interest of the Debtors' estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason, except as disclosed herein.

14. As of the date hereof, the Firm has conducted a review of potential conflicts as to the entities identified at Exhibits 1 and 2 hereto. Baker has followed its standard conflict procedures with respect to potential conflicts, and Baker is aware of its continuing obligation to review and supplement its conflict review pursuant Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1. Baker and certain of its partners, of counsel and associates may have in the past represented, and may currently represent and likely in the future will represent interested parties in connection with matters unrelated to this case. A list of potential conflicts, including parties in which Baker has any connection to, including those it represented, currently represents in unrelated matters is attached hereto as Exhibit 3.

15. Baker will not represent any of the entities identified on Exhibits 1 and 2 in their individual capacities in these Chapter 11 Cases. In the event that any of these entities takes a position that is adverse, either local counsel will serve as Committee counsel for such matters or the Committee will seek approval of retention of additional conflicts counsel as appropriate. If the Firm identifies any further such representations, the Firm shall make further disclosures as may be appropriate at that time.

16. The Firm intends to apply for compensation for professional services rendered in connection with these Chapter 11 Cases subject to approval of this Court and compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. Although Baker may utilize the services of additional attorneys, the principal attorneys likely to represent the Committee in this case are as follows:

<u>Individual</u>	<u>Position</u>	<u>Hourly Rate</u>
Elizabeth Green	Partner	\$720.00
Andrew Layden	Partner	\$430.00

Michael Delaney	Counsel	\$485.00
Danielle Merola	Associate	\$360.00

Other attorneys and paralegals may from time to time assist the Committee in connection with the matters herein described and are subject to periodic adjustment to reflect economic or other conditions.

17. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature and are subject to modification annually effective as of January 1st. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Baker will also charge for normal and customary expenses incurred in connection with these Chapter 11 Cases. The expenses charged include, among other things, telephone and telecopy toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, and transcription costs. Any such expenses will be recorded in accordance with Baker's customary practices, and will be incurred at the same rate as customarily charged in similar engagements or as otherwise limited by the local rules of the Court.

18. Subject to Court approval, and in consultation with its local counsel Morris James LLP so as to avoid duplication, the professional services that Baker will render to the Committee include, but shall not be limited to, the following:

- Provide legal advice and assistance to the Committee in its consultation with the Debtors relative to the Debtors' administration of its reorganization and the Chapter 11 Cases;

- Review and analyze all applications, motions, orders, statements of operations and schedules filed with the Court by the Debtors or third parties, advise the Committee as to their propriety, and after consultation with the Committee, take appropriate action;
- Prepare necessary applications, motions, responses, answers, orders, reports and other legal papers on behalf of the Committee;
- Represent the Committee at hearings held before the Court and communicate with the Committee regarding the issues raised, as well as the decisions of the Court; and
- Performing such other legal services to the Committee in connection with the prosecution of these Chapter 11 Cases as are necessary and appropriate.

19. In the Application and this Declaration, I disclose, in general, the services to be provided to the Committee by Baker. In some cases, the description of these services may appear duplicative of the services set forth in local counsel Morris James' retention application. Baker expects that it will take the lead role in drafting or responding to pleadings, or otherwise addressing issues. On other occasions, local counsel Morris James will be tasked to take the lead on issues and matters. In such instances, Baker and Morris James do not expect to duplicate services.

20. To the extent that Baker is assigned by the Committee, to perform new matters as requested by the Committee that may be necessary and proper in these proceedings and that are materially different from the above described services and the services described in the Application or this Declaration, Baker will file a supplemental declaration in accordance with Bankruptcy Rule 2014.

21. No promises have been received by the Firm nor by any partners, of counsel or associate thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with

these Chapter 11 Cases, except among the partners, of counsel and associates of the Firm.

22. To the extent that the Firm discovers any connection with any interested party or enters into any new relationship with any interested party, the firm will promptly supplement its disclosure to the Court.

23. In order to comply with the United States Trustees' Appendix B – Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases (the "U.S. Trustee Guidelines"), as required to be answered in all applications for employment filed under section 327 or 1103 of the Bankruptcy Code, which became effective on November 1, 2013, I make the following disclosures:

- a. Baker did not agree to a variation of its standard or customary billing arrangements for this engagement;
- b. None of the professionals included in this engagement have varied their rate based upon the geographic location of these Chapter 11 Cases; and
- c. The Committee retained Baker on June 9, 2020. The billing rates for the period prior to this application are the same as indicated in this application;
- d. Baker anticipates filing a budget at the time it files its interim fee applications, and any such budget it may file will be prior approved by the Committee. In accordance with the 2013 UST Guidelines, the budget may be amended as necessary to reflect changed circumstances or unanticipated developments.

The facts set forth in the Application and herein are true and correct to the best of my knowledge, information, and belief.

Dated: July 17, 2020  
Orlando, Florida

/s/ Elizabeth Green  
Elizabeth Green



**Exhibit 1 to Green Declaration**

Additional Parties List

**U.S. Trustee's Office – Region 3 – Trial Attorneys**

Andrew R. Vara, Esquire (U.S. Trustee)

T. Patrick Tinker, Esquire (Asst. U.S. Trustee)

Benjamin Hackman, Esquire

David L. Buchbinder, Esquire

Hannah M. McCollum, Esquire

Jane Leamy, Esquire

Juliet Sarkessian, Esquire

Linda Casey, Esquire

Linda Richenderfer, Esquire

Richard A. Schepacarter, Esquire

Timothy J. Fox, Jr., Esquire

Robert Agarwal

Lauren Attix

Denis Cooke

Holly Dice

Shakima L. Dortch

Diane Giordano

Christine Green

Nyanquoi Jones

James R. O'Malley

Michael Panacio

Edith A. Serrano

Rosa Sierra

Karen Starr

David Villagrana

Ramona Vinson

Dion Wynn

**United States Bankruptcy Judges in the District of Delaware**

Chief Judge Christopher S. Sontchi

Judge Brendan L. Shannon

Judge John T. Dorsey

Judge Kevin Gross

Judge Karen B. Owens

Judge Laurie Selber Silverstein

Judge Mary Walrath

**Judge Dorsey Staff**

Judicial Assistant Laura Haney

Courtroom Deputy Robert Cavello

**Top 30 Unsecured Creditors**

Aberdeen Standard Investments, Inc.

Highway Toll Administration, LLC

Priceline.com LLC

R.P.S.

Scottsdale Insurance Company

Element Fleet Management Corp.

Amadeus IT Group SA

C3/CustomerContactChannels, Inc.

Travelport, LP

Safelite Fulfillment, Inc.

Hertz

Pep Boys

United Rental Group LLC

TSD Rental LLC

Sabre GLBI, Inc.

Fleet Services Hawaii

EDS Facilities Services, Lmted.

Exultancy, Inc.

K.P. Properties

Persuade Loyalty LLC

Level 3 Communications LLC

Fareportal Inc.

RPM Freight Systems

City of Phoenix

Qu Agile Solutions PVT, LTD.

Cartrawler

Southwest.com

Arthur J. Gallagher

Auto Europe

Secure Parking USA, LLC

**Exhibit 2 to Green Declaration**

Original Parties List

**Debtors**

Advantage Holdco, Inc.

Advantage Opco, LLC

Advantage Vehicles, LLC

Advantage Vehicle Financing LLC

E-Z Rent A Car, LLC

Central Florida Paint & Body, LLC

RAC Vehicle Financing, LLC

**Debtors' Affiliated Entities, Previous Names and Previously Owned Entities**

2003 McCoy Road, LLC

2449276 Ontario Inc.

6811 Visitor Circle, LLC

Advantage Rent A Car, LLC

E-Z Rent A Car, Inc.

Hespouri Investments, LLC

Simply Wheelz, LLC

**Debtors' Restructuring Professionals**

Cole Schotz P.C.

Mackinac Partners, LLC

**Major Secured Lenders (Including Current and Former Administrative Agents)**

Enhanced Credit Supported Loan Fund, LP

Enhanced CSLF GP, LLC

Tree Line Direct Lending, LP

Tree Line Direct Lending GP, LLC

Tree Line Direct Lending Co-Investment, LP

HFC Acceptance, LLC

Merchants Automotive Group, Inc.

Mike Albert, Ltd.

Next gear Capital, Inc.  
Element Fleet Corporation  
Gelco Corporation  
The Bancorp Bank  
United Rental Group, LLC  
Westlake Flooring Company, LLC

**Equity Sponsor and Affiliates (Current and Former)**

The Catalyst Capital Group Inc.  
Catalyst Fund Limited Partnership III  
Catalyst Fund General Partner III Inc.  
Catalyst Fund Limited Partnership IV  
Catalyst Fund General Partner IV Inc.  
Catalyst Fund IV Parallel Limited Partnership  
Catalyst Fund IV Parallel General Partner Inc.  
CCGI Holdings III Inc.  
CCGI Holdings Fund III Limited Partnership  
Callidus Capital Corporation  
Xchange Technology Group LLC  
Gateway Casinos & Entertainment Inc.  
Natural Market Restaurants Corp.  
Sonar Entertainment, Inc.  
Geneba Properties N.V.  
Pacific Exploration & Production Corp.

**Current and Former Officers and Directors**

Alfred C. Farrell  
Gabriel de Alba  
Jim Riley  
Mehrdad Memarpouri  
Newton Glassman  
Scott D. Lieberman  
Scott Davido

Sherry A. Shultz

Steve Rostowsky

William (Bill) Plamondon

Stephen S. Gray



**Exhibit 3 to Green Declaration**

<b><u>CLIENT</u></b>	<b><u>RELATIONSHIP TO DEBTOR</u></b>	<b><u>MATTER</u></b>
Sonar Entertainment, Inc.	Equity Sponsor and Affiliate (Current and Former)	The firm previously represented Sonar Entertainment, Inc. in matters unrelated to the Debtors, but the lawyer who represented them is no longer at the firm.
Cole Schotz, P.C.	Professional	The firm has inactive and closed matters for Cole Schotz unrelated to the Debtors.
Bancorp Bank	Major Secured Lenders	The firm represented or represents Bancorp Bank and/or related entities in matters unrelated to the Debtors.
Stephen Gray	Professional	Stephen Gray is associated with closed matters for the firm unrelated to the Debtors.
EDS Service Solutions	Creditor	The firm appeared at the Committee Formation Meeting on behalf of Committee Member EDS Service Solutions. After the Committee voted to retain the firm as Committee Counsel, the firm no longer represents or represented EDS Service Solutions in its individual capacity as a creditor. Additionally, the firm represents EDS Service Solutions in matters unrelated to this case.
Southwest Airlines	Creditor	The firm currently represents Southwest Airlines in matters unrelated to the Debtors.

<b><u>PARTY</u></b>	<b><u>RELATIONSHIP TO BAKER</u></b>
Mayer Hoffman McCann P.C. (“MHM”) located in Ohio (“MHM Ohio”)	According to the Application to Employ CBIZ NY as the Committee’s Financial Advisor, MHM is an entity associated with CBIZ, Inc. with an office in Ohio, and MHM Ohio provides attest services for various employee benefit plans for Baker. According to CBIZ NY, no employee of either MHM Ohio or CBIZ NY are involved in the other’s matter. According to CBIZ NY, no one in MHM Ohio shall perform any services, or be involved with, the Debtors’ chapter 11 or related cases. CBIZ NY disclosed that these entities have unique servers and reporting lines and have no access to each other’s client files.

**(BAKER'S CONFLICT RESOLUTION PROCEDURE  
IS ONGOING, AND BAKER WILL UNDERTAKE  
TO SUPPLEMENT THIS AFFIDAVIT AS NECESSARY)**