

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

In re

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

Debtors.¹

Chapter 11

Case No. 20-11259 (CTG)

(Jointly Administered)

Re: Docket No. 123

**SUPPLEMENTAL DECLARATION OF MATTHEW PASCUCCI IN SUPPORT OF
DEBTORS' APPLICATION FOR ORDER PURSUANT TO SECTIONS 105(a)
AND 363(b) OF THE BANKRUPTCY CODE (I) AUTHORIZING THE DEBTOR
TO RETAIN MACKINAC PARTNERS, LLC TO PROVIDE THE DEBTORS WITH A
CHIEF RESTRUCTURING AND RELATED SERVICES, NUNC PRO TUNC TO THE
PETITION DATE AND (II) APPROVING THE AGREEMENT RELATED THERETO**

I, Matthew Pascucci, hereby declare:

1. On June 5, 2020, I submitted my declaration (the “Initial Declaration”) in support of the *Debtors’ Application for Order Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code (I) Authorizing the Debtor to Retain Mackinac Partners, LLC to Provide the Debtors with a Chief Restructuring and Related Services, Nunc Pro Tunc to the Petition Date and (II) Approving the Agreement Related Thereto* (the “Application”) [Docket No. 123],² seeking Court approval of the Debtors’ retention and employment of Mackinac Partners, LLC (“Mackinac”) to provide Chief Restructuring Officer (“CRO”) and related services.

2. On June 29, 2020, the Court entered the *Order Granting Debtors’ Application for Order (I) Authorizing the Debtors to Retain Mackinac Partners, LLC to Provide the Debtors with*

¹ 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 PO Box 2818, Windermere, FL, 34786.

² Capitalized terms used but not defined herein have the meaning provided in the Application.

A Chief Restructuring Officer and Related Services, Nunc Pro Tunc to the Petition Date and (II) Approving the Agreement Related Thereto [Docket No. 304] (the “Mackinac Retention Order”).

3. I submit this declaration to supplement the Initial Declaration as follows:

4. In May of 2021, Mackinac was acquired by Accordion Partners LLC (“Accordion”). As a result of the acquisition, Mackinac now operates as a subsidiary of Accordion.

5. Accordion and Mackinac provide similar services, including financial and operational consulting services.

MACKINAC’S DISINTERESTEDNESS

3. In connection with the acquisition, Accordion undertook to determine (a) whether it had any relationships that might cause Mackinac not to be disinterested or to hold or represent an interest adverse to the Debtors and (b) all “connections” (as such term is used in Bankruptcy Rule 2014) to the Debtors, their creditors, other parties in interest, the United States Trustee or any person employed in the Office of the United States Trustee.

4. To the best of my knowledge, information, and belief, neither Accordion nor any employee of Accordion is a creditor, an equity holder, or an insider of the Debtors. To the best of my knowledge, information and belief, neither Accordion nor any employee of Accordion is or was, within two (2) years before the Petition Date, a director, an officer, or an employee of the Debtors. Also, neither Accordion nor any Accordion employee will assist the Debtors in these chapter 11 cases nor are they related or connected to any United States Bankruptcy Judge for the District of Delaware, the U.S. Trustee, or any persons employed in the office of the U.S. Trustee.

5. To check potential relationships and connections in these chapter 11 cases, Accordion searched its client database to determine whether it had any relationship or

connection with the entities identified by the Debtors or their representatives as potential parties-in-interest listed on **Exhibit 1** hereto (collectively, the “**Potential Parties in Interest**”), the results of which, with details describing any connections, are listed on **Exhibit 2** hereto.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 29, 2021

/s/ Matthew Pascucci
Matthew Pascucci
Managing Director

Exhibit 1

Potential Parties in Interest

Potential Parties in Interest¹

¹ This list (and the categories contained herein) are for purposes of a conflicts check only and should not be relied upon by any party as a list of creditors or for any other purpose. As listing a party once allows our conflicts system to run a check on such party, we have attempted to remove duplicate entries where possible. Accordingly, a party that otherwise would fall under multiple categories is likely to be listed under only one category.

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

Debtors' Ordinary Course Banking, Accounting and Auditing Professionals

Bank of Hawaii, Inc.
Trust Bank (fka SunTrust Bank)

The Bancorp Bank
Wells Fargo Bank, N.A.
PricewaterhouseCoopers LLP

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

Counsel/Professionals to Major Secured Lenders

Brown Rudnick LLP
Fasken Martineau DuMoulin LLP

Perkins Coie LLP
Gunster, Yoakley & Stewart PA

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
Mehrddad Memarpouri
Newton Glassman

Scott D. Lieberman
Scott Davido
Sherry A. Shultz
Steve Rostowsky
William (Bill) Plamondon
Stephen S. Gray

Utility Providers

A Beep LLC
ACC Business Inc
Airport Rent A Car of Atlanta
All Points Communications of Austin LP
Amerigas Propane LP
AT&T
Atmos Energy
Bearcom
Broward County Aviation Dept
California Water Service
Century Link
City of Austin
City of Austin Airport
City of Ft. Lauderdale
City of Inglewood
Cogent Communications, Inc.
Comcast
Con Edison
Cox Business
CPS Energy
Denver Sanitary Co., Inc.
Denver Water
Dominion Energy
Duke Energy
Eversource Energy
Florida Light and Power
Frontier Communications
Fusion (f/k/a Birch Communications)
Goosetown Enterprises, Inc.

Greater Orlando Aviation Authority (Telephone)
Hawaiian Telecom
JJ'S Waste And Recycling
JRM Hauling & Recycling Services, Inc.
Lee County Utilities
Level 3 LLC
Malwarebytes
Massachusetts Port Authority
MITEL Net Solutions
Orlando Utilities Commission
Orlando Waste Paper Co Inc.
Pacific Gas and Electric Company
Public Service Company of New Mexico
Republic Services
Rocky Mountain Power
Royal Waste Services, Inc.
Salt Lake City Co
San Antonio Water System
Southern California Edison
Spectrum Brighthouse
Sprint
Tierzero Cloud Communications
Tiger Sanitation
T-Mobile
TXU Energy
Verizon Wireless
Waste Connections of Texas - Austin
Waste Management
Xcel Energy

Counterparties to Real Property and Personal Property Leases

Albuquerque International Sunport
Hartsfield Atlanta International Airport
Austin-Bergstrom International Airport
Nashville International Airport
Logan International Airport
Charlotte Douglas International Airport
Ronald Reagan Washington National Airport
Denver International Airport
Dallas/Fort Worth International Airport
El Paso International Airport
Newark Liberty International Airport
Fort Lauderdale-Hollywood International Airport
Daniel K. Inoyue International Airport/
Honolulu International Airport
George Bush International Airport
John F. Kenney International Airport
McCarran International Airport
Stratosphere Casino, Hotel & Tower
The Orleans

Suncoast Hotel and Casino
Main Street Station Casino
Los Angeles International Airport
LaGuardia Airport
Lihue Airport
Orlando International Airport
Miami International Airport
Will Rogers World Airport
Kahului Airport
O'Hare International Airport
Phoenix Sky Harbor International Airport
Raleigh-Durham International Airport
Southwest Florida International Airport
San Diego International Airport
San Antonio International Airport
Seattle-Tacoma International Airport
San Francisco International Airport
Salt Lake City International Airport
Tampa International Airport

Other Secured Creditors and Parties Who Have Filed Liens

Abs Partners Real Estate LLC
Adel Power
Adorrieanette Sutton
Adorrieanette Sutton
Allstate and Denise Becht
Allstate and Lynn Diresto
Allstate Insurance as Subrogee of David
Banecks
Allstate Northbrook Indemnity Aso Delia
Mejia
Arbella Mutual Ins. Aso Eric S. Seidel
Arbella Mutual Ins. Subrogee George Samia
Arizona Department of Taxation
Caballo trucking
Carl Joseph
Carrasquillo Torres, Jorge Luis
Celia Somers and Charles Bruno Weissfeld
Christine Colarusso
Christopher Legg
Country Wide Ins, Collette Brown
Country-Wide Ins. Aso Prince, Ann Marie
Dhiren Naik
Dr. Don A. Salyer
Dynadel, LLC
Emma Vasquez
Fordham Management NY Corp
Frankie Griffin and Nigel Peterson
Geico
Geico Aso Asm A. Wazed

Geico Indemnity Company Aso Doreen P. Clarke
Gloria Samuels
Government Employees Ins. Co as Subrogee
of Hoa Le and Ray Wong
Hawaii Consumer affairs
Interinsurance Exchange
Jade Graves
Jahangir Alam
Jaime Gutierrez
Jasmyn Alexander
Jennifer Joseph
Kim Florence MD
Lorenzo Cael d/b/a Miracles Collision
Marcelo Rodriguez
Matthew L. Beltramo, Esq.
Max Rodriguez Moreno Yalle
Maya Malone
Melissa Suzanne Huro
Munawar Mumtaz
Nadejda Martin
Nancy Gomez and Manuel Gomez
Octavio Aguillar and Jose Flores
Otto E. Finol
Paul Patterson
Progressive American Insurance Company Aso Hung
C. Tran
QLR Nine Inc.
Raynon Lawson
Ricardo Dominguez
Rohan A. Joseph
S&A, Inc., a Law Corporation
Shalesha N. Hernandez

Shawna Robinson and Wanda Woods Dobbins
Snell & Wilmer, LLP
Soto Crespo, Lizmari
State Farm a/s/o Denize Marie Moonoo
State Farm Aso Yvonne Lewis
State Farm Ins. and Rodney Yanke
State Farm Insurance Aso Ruben Gomez
Steve Galibov
Thomas Emanuel
Toddrick Brockington

Vermont Mutual Ins. Subrogee of Michael McCormick
William Fryer
Yan Chai Lin
Dimension Funding, LLC
CIT Bank, N.A.
The Bank of New York Mellon Trust Company, N.A.
Bank of Montreal
Toshiba Financial Services
Ally Financial
1st Source Bank

Major Benefits Administrators or Additional Third Party Administrators

Insperty PEO Services, L.P.

Insurers, Brokers, and Issuers of Surety Bonds

Arch Specialty Insurance Company
Argonaut Insurance Company
Arthur J. Gallagher & Co.
AXIS Insurance Company
Burlington Insurance Company
Capitol Specialty Insurance Corporation
Chubb Group of Insurance Companies
Continental Casualty Company
Endurance Assurance Corporation
Federal Insurance Company
Hartford Fire Insurance Company
International Fidelity Insurance Company
Indian Harbor Insurance Company

James River Insurance Company
Knightbrook Insurance Company
National Casualty Company
National Specialty Insurance Company
National Union Fire Insurance Company of
Pittsburg, Pa
Navigators Specialty Ins. Co.
Philadelphia Indemnity Insurance Company
RLI Insurance Company
Scottsdale Insurance Company
Tokio Marine Specialty Insurance Company
Underwriters at Lloyd's London (Hiscox)

Taxing and Other Significant Governmental Authorities

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| Aldine Independent School District | Georgia Department of Labor |
| Arizona Department of Revenue | Georgia Department of Revenue |
| Bexar County Tax Assessor | Georgia Department of Revenue - Unclaimed Property Program |
| Bexar County - State Comptroller | Georgia Environmental Protection Division |
| California Office of Tourism | Hawaii Department of Labor and Industrial Relations |
| California State Board of Equalization | Hawaii Department of Land & Natural Resources |
| California Air Resources Board | Hawaii Department of Taxation |
| California Department of Conservation | Hawaii State Tax Collector |
| California Department of Toxic Substances Control | Illinois Department of Labor |
| California Department of Water Resources | Illinois Department of Natural Resources |
| California Environmental Protection Agency | Illinois Department of Revenue |
| California Franchise Tax Board | Illinois Environmental Protection Agency |
| California Integrated Waste Management Board | Industrial Commission of Arizona |
| California Office of Tourism | Internal Revenue Service Local Office |
| California State Board of Equalization | IRS Department of Treasury |
| California State Controller's Office - Unclaimed Property Division | Massachusetts Department of Energy and Environmental Affairs |
| Charlotte Douglas International Airport | Massachusetts Department of Labor and Workforce Development |
| City and County of Denver | Massachusetts Department of Revenue |
| City of Austin | Nevada Department of Taxation |
| City of Boston | Nevada Division of Environmental Protection |
| City of College Park | Nevada Office of the Labor Commissioner |
| City of Dallas | Nevada State Treasurer - Unclaimed Property Division |
| City of El Paso | New Jersey Department of Environmental Protection |
| City of Forth Worth | New Jersey Department of Labor |
| City of Houston | New Jersey Department of the Treasury - Division of Administration |
| City of Newark | New Jersey Division of Taxation |
| Clark County Assessor | New Mexico Department of Labor |
| Colorado Department of Labor and Employment | New Mexico Environment Department |
| Colorado Department of Public Health and Environment | New Mexico Taxation & Revenue Department - Unclaimed Property Division |
| Colorado Department of Revenue | New York State Department of Environmental Conservation |
| Colorado State Treasury - Unclaimed Property Division | New York State Department of Labor |
| Commonwealth of Massachusetts | New York State Dept. of Taxation and Finance |
| Delaware Division of Revenue | North Carolina Department of Environmental Quality |
| Department of State Treasurer - Commonwealth of Massachusetts - Unclaimed Property Division | North Carolina Department of Labor |
| El Paso Tax Assessor | North Carolina Department of Revenue |
| Environmental Protection Agency - Region 2 | North Carolina State Treasurer – Unclaimed Property Division |
| Environmental Protection Agency - Region 3 | Office of Secretary of State of Arizona |
| Environmental Protection Agency - Region 4 | Office of Secretary of State of California |
| Environmental Protection Agency - Region 5 | Office of Secretary of State of Colorado |
| Environmental Protection Agency - Region 6 | Office of Secretary of State of Florida |
| Environmental Protection Agency - Region 8 | State Comptroller - Harris Sport Tax |
| Environmental Protection Agency - Region 9 | State of New Mexico - Tax Department |
| Environmental Protection Agency - Region 10 | Tarrant County, Tax Assessor |
| Florida de | Tennessee Department of Revenue |
| Florida Department of Environmental Protection | Texas Comptroller of Public Accounts |
| Florida Department of Health | The Port Authority of New York and New Jersey |
| Florida Department of Labor - Department of Economic Opportunity | Travis County Tax Office |
| Florida Department of Revenue (Tax) | |
| Florida Department of Revenue (Waste) | |
| Florida State Treasury - Unclaimed Property Division | |

Triangle Transit
Utah State Tax Commission
Wake County Revenue Department

Washington State Department of Revenue

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 Craig T. Goldblatt

United States Court Judges for the District of Delaware

Chief Judge Leonard P. Stark
Judge Colm F. Connolly
Judge Maryellen Noreika
Judge Richard G. Andrews
Chief Magistrate Judge Mary Pat Thyng
Magistrate Judge Christopher J. Burke
Magistrate Judge Jennifer L. Hall
Magistrate Judge Sherry R. Fallon

U.S. Court of Appeals Judges for the Third Circuit

Chief Judge D. Brooks Smith
Judge Anthony J. Scirica
Judge Cheryl Ann Krause
Judge D. Michael Fisher
Judge David J. Porter
Judge Jane R. Roth
Judge Joseph A. Greenaway, Jr.
Judge Julio M. Fuentes
Judge Kent A. Jordan
Judge L. Felipe Restrepo

Judge Marjorie O. Rendell
Judge Michael A. Chagares
Judge Morton I. Greenberg
Judge Patty Shwartz
Judge Paul B. Matey
Judge Peter J. Phipps
Judge Richard L. Nygaard
Judge Robert E. Cowen
Judge Stephanos Bibas
Judge Theodore A. McKee

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

Other Creditors and Parties In Interest

Aberdeen Standard Investments, Inc.
Volkswagen Group of America, Inc.
Element Fleet Management Corp.
Highway Toll Administration, LLC
Expedia, Inc.
Europcar
Priceline.com LLC
Scottsdale Insurance Company
R.P.S.
Amadeus IT Group SA
Knight Insurance Group
Travelport, LP
C3/CustomerContractChannels, Inc.
Safelite Fulfillment, Inc.
Pep Boys
Sabre GLBL, Inc.
Hertz
City of Phoenix
CarRentals.com Inc.

TSD Rental LLC
Exultancy, Inc.
Fleet Services Hawaii
Eds Facilities Services, Lmted.
Persuade Loyalty LLC
CarTrawler
Fareportal Inc.
QuAgile Solutiosn Pvt, Ltd.
RPM Freight Systems
Southwest.com
Level 3 Communications LLC
The Hertz Corporation
Expedia Group
Hotwire, Inc.

Orlando Rentco

Sixt

EXHIBIT 2

Connections With Potential Parties

EXHIBIT 2: LIST OF INTERESTED PARTIES SEARCHED

This information is being provided to supplement the Declaration of Matthew Pascucci in Support of the Application of the Debtors for an Order Authorizing the Retention and Employment and Designating Matthew Pascucci as Chief Restructuring Officer *Nunc Pro Tunc* to May 26, 2020. The relationships listed below are intended to supplement the Initial Declaration.

**DEBTORS' ORDINARY COURSE BANKING,
ACCOUNTING AND AUDITING PROFESSIONALS**

- PricewaterhouseCoopers LLP: Vendor-Business Relationship-Company business transactions.

UTILITY PROVIDERS

- Con Edison: Vendor-Business Relationship-Company business transactions

INSURERS, BROKERS, AND ISSUERS OF SURETY BONDS

- Hartford Fire Insurance Comapny: Vendor-Business Relationship-Company business transactions
- Philadelphia Indemnity Insurance Company: Profession Vendor-Business Relationship-Company business transactions

**TAXING AND OTHER SIGNIFICANT
GOVERNMENTAL AUTHORITIES**

- New York State Department of Labor: Vendor-Business Relationship-Company business transactions
- New York State Department of Taxation and Finance: Vendor-Business Relationship-Company business transactions