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*Proposed Attorneys for Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO DIVISION**

In re:  SHIFT TECHNOLOGIES, INC.,  Debtor.	Chapter 11  Case No. 23-30687 (HLB) Tax ID No. 82-5325852
In re:  SHIFT PLATFORM, INC.,  Debtor.	Chapter 11  Case No. 23-30688 (HLB) Tax ID No. 46-4260979
In re:  SHIFT OPERATIONS LLC,  Debtor.	Chapter 11  Case No. 23-30690 (HLB) Tax ID No. 46-5189219
In re:  SHIFT TRANSPORTATION LLC,  Debtor.	Chapter 11  Case No. 23-30691 (HLB) Tax ID No. 87-2682230
In re:  SHIFT INSURANCE SERVICES LLC,  Debtor.	Chapter 11  Case No. 23-30692 (HLB) Tax ID No. 87-3561403

1	In re:	Chapter 11
2	SHIFT FINANCE LLC,	
3	Debtor.	Case No. 23-30689 (HLB) Tax ID No. 47-4186332
4	In re:	Chapter 11
5	SHIFT MARKETPLACE HOLDINGS, LLC	
6	Debtor.	Case No. 23-30693 (HLB) Tax ID No. 88-2801796
7	In re:	Chapter 11
8	SHIFT MARKETPLACE, LLC,	
9	Debtor.	Case No. 23-30694 (HLB) Tax ID No. 88-2801587
10	In re:	Chapter 11
11	FAIR DEALER SERVICES, LLC,	
12	Debtor.	Case No. 23-30695 (HLB) Tax ID No. 35-2589847
13	In re:	Chapter 11
14	CARLOTZ, INC., a Delaware Corp.,	
15	Debtor.	Case No. 23-30697 (HLB) Tax ID No. 83-2456129
16	In re:	Chapter 11
17	CARLOTZ GROUP, INC.,	
18	Debtor.	Case No. 23-30698 (HLB) Tax ID No. 45-0701034
19	In re:	Chapter 11
20	CARLOTZ, INC., an Illinois Corp.,	
21	Debtor.	Case No. 23-30701 (HLB) Tax ID No. 86-3833309
22	In re:	Chapter 11
23	CARLOTZ NEVADA, LLC,	
24	Debtor.	Case No. 23-30699 (HLB) Tax ID No. 87-1955480
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In re:  CARLOTZ CALIFORNIA, LLC,  Debtor.
In re:  ORANGE PEEL, LLC,  Debtor.
In re:  ORANGE GROVE FLEET SOLUTIONS, LLC,  Debtor.
In re:  CARLOTZ LOGISTICS, LLC,  Debtor.

Chapter 11

Case No. 23-30700 (HLB)  
Tax ID No. 86-3833860

Chapter 11

Case No. 23-30703 (HLB)  
Tax ID No. 30-0746776

Chapter 11

Case No. 23-30704 (HLB)  
Tax ID No. 30-0809027

Chapter 11

Case No. 23-30702 (HLB)  
Tax ID No. 87-3561403

**MOTION OF DEBTORS FOR ENTRY OF AN  
ORDER (I) DIRECTING THE JOINT  
ADMINISTRATION OF THE DEBTORS'  
CHAPTER 11 CASES AND (II) GRANTING  
CERTAIN RELATED RELIEF**

Date: TBD  
Time: TBD  
Place: **Tele/Videoconference Appearances Only**  
United States Bankruptcy Court  
Courtroom 19, 16th Floor  
San Francisco, CA 94102

Shift Technologies, Inc. and its affiliates that are debtors and debtors in possession (collectively, “Shift,” the “Company,” or the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), move this Court pursuant to sections 105(a) and 342(c)(1) of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 1005, 1015(b), and 2002(n) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for the entry of an order, in substantially the form attached hereto as **Exhibit A**, directing the joint administration of the Debtors’ chapter 11 cases (collectively, the “Chapter 11 Cases”) and the consolidation thereof for procedural purposes only and granting certain related relief. In support of this Motion, the Debtors respectfully represent as follows:

### **JURISDICTION AND VENUE**

This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal. Feb. 22, 2016), Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District of California. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue for this matter is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The bases for the relief requested herein are sections 105(a) and 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 1015(b).

### **BACKGROUND**

On the date hereof (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or official committee of unsecured creditors has been appointed in these Chapter 11 Cases.

An overview of the Debtors’ history and businesses, a summary of the events leading to the commencement of these Cases, and the facts supporting this Motion are set forth in the *Declaration of Jason Curtis in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously herewith and incorporated by reference herein, and which establishes that the joint administration of these Cases is warranted and will ease the administrative

burden for the Court and the parties.

The organization chart attached as Exhibit 1 to the First Day Declaration describes the ownership structure of the Debtors. Each Debtor other than Shift Technologies, Inc. (“Shift Technologies”) is a wholly owned direct or indirect subsidiary of the Company.

### **RELIEF REQUESTED**

Through this Motion, the Debtors seek entry of an order, in substantially the form attached hereto as Exhibit A, directing the joint administration of the Chapter 11 Cases for procedural purposes only. The Debtors respectfully request that the Court maintain one file and one docket for the Chapter 11 Cases under the case of Shift Technologies, Inc., and that the Chapter 11 Cases be administered under the following consolidated caption (the “Proposed Caption”):

**UNITED STATES BANKRUPTCY COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO DIVISION**

In re:

SHIFT TECHNOLOGIES, INC., *et al.*,<sup>1</sup>  
Debtors.

Case No. 23-30687 (Lead Case)  
(Jointly Administered)

Date:  
Time:  
Place:

<sup>1</sup> The last four digits of Shift Technologies, Inc.’s tax identification number are 5852. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://omniagentsolutions.com/Shift>. The Debtors’ service address is 290 Division Street, Suite 400, San Francisco, California 94103.

The Debtors also request that a docket entry be entered on the docket in each of the Chapter 11 Cases, other than Shift Technologies, Inc., substantially as follows to reflect the joint administration of these Chapter 11 Cases:

An order has been entered in this case in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of Shift Technologies, Inc. and its affiliated debtors. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, the docket of Shift Technologies, Inc., Case No. 23-30687 (HLB), and such docket should be consulted for all matters affecting this chapter 11 case.

### **BASIS FOR RELIEF**

Bankruptcy Rule 1015(b) provides, in relevant part, that “[i]f a joint petition or two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b).

The Debtors are “affiliates,” as that term is defined in section 101(2) of the Bankruptcy Code. 11 U.S.C. § 101(2) (defining affiliate as an “entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor . . .”). Accordingly, this Court is authorized pursuant to Bankruptcy Rule 1015(b) to grant the relief requested. An order of joint administration relates to the routine administration of a case and may be entered by the Court in its sole discretion on an *ex parte* basis.

The joint administration of the Chapter 11 Cases will have several benefits, including (a) permitting the Clerk of the Court to utilize a single general docket for these Chapter 11 Cases and combine notices to creditors of the Debtors’ respective estates and other parties in interest; (b) avoiding the need for duplicative notices, motions and applications, thereby saving the Debtors’ estates time and expense; (c) enabling parties in interest to have a single point of reference for all matters relevant to these Chapter 11 Cases; (d) significantly reducing the volume of pleadings that otherwise would be filed with the Clerk of this Court; (e) rendering the completion of various administrative tasks less costly; and (f) minimizing the number of unnecessary delays associated

1 with the administration of separate chapter 11 cases.

2 Additionally, because this is not a motion for the substantive consolidation of the Debtors'  
3 estates, the rights of parties in interest will not be prejudiced or otherwise affected in any way by  
4 the entry of an order directing the joint administration of the Chapter 11 Cases for procedural  
5 purposes only.

6 Pursuant to section 342(c)(1) of the Bankruptcy Code, "[i]f notice is required to be given  
7 by the debtor to a creditor . . . such notice shall contain the name, address, and last 4 digits of the  
8 taxpayer identification number of the debtor." The Proposed Caption either contains or provides a  
9 link to the required information and, therefore, satisfies the terms of section 342(c) of the  
10 Bankruptcy Code.

11 For the reasons set forth above, the Debtors respectfully submit that the relief requested  
12 herein is in the best interests of the Debtors, their estates, creditors and other parties in interest and,  
13 therefore, should be granted.

14 **NOTICE**

15 Notice of this Motion will be provided to (i) the Office of the United States Trustee for  
16 Region 17 (Attn: Tracy Hope Davis, Esq. and Christina Goebelsmann, Esq.); (ii) the Debtors'  
17 secured lender Ally Bank; (iii) the parties listed on the Debtors' consolidated list of thirty (30)  
18 largest unsecured creditors in these Chapter 11 Cases; and (iv) those persons who have formally  
19 appeared in these Chapter 11 Cases and requested service pursuant to Bankruptcy Rule 2002. Based  
20 on the urgency of the circumstances surrounding this Motion and the nature of the relief requested  
21 herein, the Debtors respectfully submit that no further notice is required.

22  
23 Dated: October 9, 2023

**KELLER BENVENUTTI KIM LLP**

24  
25 By: /s/ Tobias S. Keller

26 Tobias S. Keller  
27 *Proposed Attorneys for Debtors*  
28 *and Debtors in Possession*

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**Exhibit A**  
**(Proposed Order)**



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**UNITED STATES BANKRUPTCY COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO DIVISION**

In re:  SHIFT TECHNOLOGIES, INC.,  Debtor.	Chapter 11  Case No. 23-30687 (HLB) Tax ID No. 82-5325852
In re:  SHIFT PLATFORM, INC.,  Debtor.	Chapter 11  Case No. 23-30688 (HLB) Tax ID No. 46-4260979
In re:  SHIFT OPERATIONS LLC,  Debtor.	Chapter 11  Case No. 23-30690 (HLB) Tax ID No. 46-5189219
In re:  SHIFT TRANSPORTATION LLC,  Debtor.	Chapter 11  Case No. 23-30691 (HLB) Tax ID No. 87-2682230
In re:  SHIFT INSURANCE SERVICES LLC,  Debtor.	Chapter 11  Case No. 23-30692 (HLB) Tax ID No. 87-3561403

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6	Debtor.	Case No. 23-30693 (HLB) Tax ID No. 88-2801796
7	In re:	Chapter 11
8	SHIFT MARKETPLACE, LLC,	
9	Debtor.	Case No. 23-30694 (HLB) Tax ID No. 88-2801587
10	In re:	Chapter 11
11	FAIR DEALER SERVICES, LLC,	
12	Debtor.	Case No. 23-30695 (HLB) Tax ID No. 35-2589847
13	In re:	Chapter 11
14	CARLOTZ, INC., a Delaware Corp.,	
15	Debtor.	Case No. 23-30697 (HLB) Tax ID No. 83-2456129
16	In re:	Chapter 11
17	CARLOTZ GROUP, INC.,	
18	Debtor.	Case No. 23-30698 (HLB) Tax ID No. 45-0701034
19	In re:	Chapter 11
20	CARLOTZ, INC., an Illinois Corp.,	
21	Debtor.	Case No. 23-30701 (HLB) Tax ID No. 86-3833309
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Case No. 23-30700 (HLB)  
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Chapter 11  
  
Case No. 23-30703 (HLB)  
Tax ID No. 30-0746776

Chapter 11  
  
Case No. 23-30704 (HLB)  
Tax ID No. 30-0809027

Chapter 11  
  
Case No. 23-30702 (HLB)  
Tax ID No. 87-3561403

**[PROPOSED] ORDER (I) DIRECTING THE  
JOINT ADMINISTRATION OF THE  
DEBTORS' CHAPTER 11 CASES AND  
(II) GRANTING CERTAIN RELATED  
RELIEF**

Date: TBD  
Time: TBD  
Place: **Tele/Videoconference Appearances Only**  
United States Bankruptcy Court  
Courtroom 19, 16th Floor  
San Francisco, CA 94102

1           Upon the *Motion of Debtors for Entry of an Order (I) Directing the Joint Administration of*  
2 *the Debtors' Chapter 11 Cases and (II) Granting Certain Related Relief* (the "Motion"),<sup>1</sup> filed by  
3 the above-captioned Debtors; and upon consideration of the First Day Declaration, the statements  
4 of counsel and the evidence adduced with respect to the Motion; and this Court having found that  
5 (i) the Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, the  
6 *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D.  
7 Cal. Feb. 22, 2016), Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District  
8 Court for the Northern District of California; (ii) venue is proper in this district pursuant to 28  
9 U.S.C. §§ 1408 and 1409; (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); and (iv)  
10 notice of the Motion was sufficient under the circumstances; and this Court, after due deliberation,  
11 having found and determined that the relief requested in the Motion is in the best interests of the  
12 Debtors, their estates, and their creditors and good and sufficient cause having been shown;

13 **IT IS HEREBY ORDERED THAT:**

- 14           1.       The Motion is granted as set forth herein.
- 15           2.       The above-captioned Chapter 11 Cases shall be and hereby are consolidated for  
16 procedural purposes only and shall be administered jointly. The Clerk of the Court shall maintain  
17 one file and one docket for all of the Chapter 11 Cases, which file and docket shall be the file and  
18 docket for Debtor Shift Technologies, Inc. (the "Main Case"), Case No. 23-30687 (HLB).
- 19           3.       The caption of the jointly-administered cases shall read as follows:

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27           <sup>1</sup>       Capitalized terms not otherwise defined herein shall have the meanings given to them in  
28 the Motion.

**UNITED STATES BANKRUPTCY COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO DIVISION**

In re:

SHIFT TECHNOLOGIES, INC., *et al.*,<sup>1</sup>

Debtors.

Case No. 23-30687 (Lead Case)

(Jointly Administered)

Date:

Time:

Place:

<sup>1</sup> The last four digits of Shift Technologies, Inc.'s tax identification number are 5852. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://omniagentsolutions.com/Shift>. The Debtors' service address is 290 Division Street, Suite 400, San Francisco, California 94103.

4. All pleadings and notices shall be captioned as indicated in the preceding paragraph, and all original docket entries shall be made in the case of Shift Technologies, Inc. in Case No. 23-30687 (HLB). The consolidated caption satisfies the requirements of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002(n) in all respects.

5. An entry shall be made on the dockets of each of the Chapter 11 Cases, other than the docket maintained for the Chapter 11 Case of Shift Technologies, Inc., as follows:

An order has been entered in this case in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of Shift Technologies, Inc. and its affiliated debtors. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, the docket of Shift Technologies, Inc., Case No. 23-30687 (HLB), and such docket should be consulted for all matters affecting this chapter 11 case.

6. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effectuating a substantive consolidation of the above-captioned Chapter 11

1 Cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an  
2 order substantively consolidating their respective Chapter 11 Cases.

3 7. The Debtors and the Clerk of the Court are authorized and empowered to take all  
4 actions necessary to implement the relief granted in this Order.

5 8. The terms of this Order are immediately effective and enforceable upon its entry.

6 9. This Court shall retain jurisdiction to hear and determine all matters arising from or  
7 related to the implementation, interpretation, or enforcement of this Order.

8 \*\* END OF ORDER \*\*  
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