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12 *Proposed Attorneys for Debtors and*
13 *Debtors in Possession*

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

17 In re:

18 SHIFT TECHNOLOGIES, INC., *et al.*,¹

19 Debtors.

20 Case No. 23-30687 (Lead Case)

21 (Joint Administration Requested)

22 **DECLARATION OF BRIAN OSBORNE IN**
23 **SUPPORT OF DEBTORS' EMERGENCY**
24 **APPLICATION FOR ENTRY OF AN**
25 **ORDER (I) AUTHORIZING AND**
26 **APPROVING THE APPOINTMENT OF**
27 **OMNI AGENT SOLUTIONS, INC. AS**
28 **CLAIMS AND NOTICING AGENT, AND (II)**
GRANTING RELATED RELIEF

Date: TBD

Time: TBD

Place: **Tele/Videoconference Appearances Only**

United States Bankruptcy Court

Courtroom 19, 16th Floor

San Francisco, CA 94102

¹ 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.

1 I, Brian Osborne, declare:

2 1. I am the Chief Executive Officer and President of Omni Agent Solutions, Inc.
3 (“Omni”), an administrative services firm that specializes in the administration of large chapter
4 11 cases, whose offices are located at 5955 De Soto Avenue, Suite 100, Woodland Hills, CA
5 91367, and 1120 Avenue of the Americas, 4th Floor, New York, NY 10036. I submit this
6 declaration in support of the *Debtors’ Emergency Application for Entry of an Order (I)*
7 *Authorizing and Approving the Appointment Omni Agent Solutions, Inc. as Claims and Noticing*
8 *Agent, and (II) Granting Related Relief* (the “Application”)² of the debtors and debtors in
9 possession (collectively, the “Debtors”) for an order appointing Omni as claims and noticing agent
10 pursuant to 28 U.S.C. § 156(c) and section 105(a) of the Bankruptcy Code effective as of the
11 Petition Date. Except as otherwise noted, I have personal knowledge of the matters set forth
12 herein.

13 2. As custodian of the court records pursuant to 28 U.S.C. § 156(c), Omni will
14 perform, at the request of the Office of the Clerk of the Court (the “Clerk”), the noticing and
15 claims related services specified in the Application and the Services Agreement. In addition, at
16 the Debtors’ requests, Omni will perform such other noticing, claims, technical, and support
17 services specified in the Application and the Services Agreement.

18 3. Omni is one of the country’s leading chapter 11 administrators, with experience in
19 noticing, claims administration, and facilitating other administrative aspects of chapter 11 cases.
20 Omni has provided identical or substantially similar services in other chapter 11 cases filed in this
21 District and elsewhere, including, among others: *See, e.g., In re The Roman Catholic Archbishop*
22 *of San Francisco* (Bankr. N.D. Cal. Aug. 25, 2023); *In re San Benito Health Care District*, No.
23 23-50544 (SLJ) (Bankr. N.D. Cal. May 23, 2023);³ *In re DRSD, Inc. (f/k/a SVXR, Inc.)*, No. 21-
24 51050 (SLJ) (Bankr. N.D. Cal. Aug. 4, 2021); *In re Munchery, Inc.*, No. 19-30232 (HLB) (Bankr.
25 N.D. Cal. Feb. 28, 2019); *In re Lincoln Power, LLC*, No. 23-10382 (LSS) (Bankr. D. Del. Apr. 3,

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27 ² Capitalized terms used herein but are not otherwise defined shall have the meanings
ascribed to such terms in the Application.

28 ³ Chapter 9 case.

1 2023); *In re Indep. Pet Partners Holdings, LLC*, 23-10153 (LSS) (Bankr. D. Del. Feb. 5, 2023);
2 *In re Performance Powersports Grp. Investor, LLC*, 23-10047 (LSS) (Bankr. D. Del. Jan. 18,
3 2023); *In re Vesta Holdings, LLC*, No. 22-11019 (LSS) (Bankr. D. Del. Nov. 1, 2022); *In re*
4 *Kabbage, Inc. d/b/a KServicing*, No. 22-10951 (CTG) (Bankr. D. Del. Oct. 6, 2022); *In re Gold*
5 *Standard Baking, LLC*, No. 22-10559 (JKS) (Bankr. D. Del. June 23, 2022); *In re Boy Scouts of*
6 *Am. and Delaware BSA, LLC*, No. 20-10343 (LSS) (Bankr. D. Del. Apr. 8, 2020); *In re PWM*
7 *Property Mgt. LLC*, No. 21-11445 (MFW) (Bankr. D. Del. Dec. 1, 2021); *In re Lucky's Market*
8 *Parent Co., LLC*, No. 20-10166 (JTD) (Bankr. D. Del. Jan. 28, 2020); *In re SFP Franchise Corp.*,
9 No. 20-10134 (JTD) (Bankr. D. Del. Jan. 24, 2020).

10 4. I represent, among other things, that:

- 11 i. Omni neither holds nor represents any interest adverse to the Debtors'
12 estates;
- 13 ii. I am not related or connected to and, to the best of my knowledge, no other
14 professional of Omni is related to or connected to any United States
15 Bankruptcy Judge for the Northern District of California, the United States
16 Trustee, or to any employee in the offices thereof;
- 17 iii. Omni will not consider itself employed by the United States government
18 and shall not seek any compensation from the United States government in
19 its capacity as the notice, claims, and solicitation agent in these Chapter 11
20 Cases;
- 21 iv. In its capacity as the notice, claims, and solicitation agent in these Chapter
22 11 Cases, Omni will not be an agent of the United States and will not act
23 on behalf of the United States;
- 24 vi. Omni will not employ any past or present employees of the Debtors in
25 connection with its work as the Claims and Noticing Agent in these
26 Chapter 11 Cases;
- 27 vii. In its capacity as Claims and Noticing Agent, Omni will not intentionally
28 misrepresent any fact to any person;
- viii. Omni shall be under the supervision and control of the Clerk with respect
to the receipt and recordation of claims and claims transfers; and
- ix. None of the services provided by Omni as Claims Agent shall be at the
expense of the Clerk.

1 5. To the best of my knowledge and belief, neither Omni, nor any employee of Omni,
2 has any materially adverse connections to the Debtors, their estates, creditors, or equity interest
3 holders, or other relevant parties, or their respective attorneys and accountants, that would conflict
4 with the scope of Omni's retention or would create any interest adverse to the Debtors' estates or
5 any other party-in-interest.

6 6. Proposed bankruptcy counsel for the Debtors provided me with a list of the
7 Debtors' creditors and other parties in interest (the "Conflicts List"). Omni has reviewed its
8 electronic database to determine whether it has a relationship with any of the entities on the
9 Conflicts List. At this time, Omni is not aware of any relationship that would present a
10 disqualifying conflict of interest. Should Omni discover any new relevant facts or relationships
11 bearing on the matters described herein during the period of its retention, Omni will use
12 reasonable efforts to promptly file a supplemental declaration.

13 7. There may be other interested parties of the Debtor that Omni may have or may be
14 presently working with, but in no event is Omni working with any other creditor with respect to
15 the Debtors' bankruptcy proceedings. To the extent I become aware of Omni having worked with
16 any of the Debtors' creditors, I will file a supplemental declaration advising the Court of the same.

17 8. Notwithstanding anything contained herein, as part of its diverse business, Omni
18 is the noticing, claims, solicitation and/or administrative agent for debtors in numerous cases
19 involving many different creditors (including taxing authorities), professionals, including
20 attorneys, accountants, investment bankers and financial consultants, some of which may be
21 creditors or represent creditors and parties-in-interest in these Chapter 11 Cases. In addition,
22 Omni has in the past, and will likely in the future, continue working with or against other
23 professionals involved in these Chapter 11 Cases in matters unrelated to these Chapter 11 Cases.
24 Based upon my current knowledge of the parties involved, and to the best of my knowledge, none
25 of these business relations constitute interests adverse to that of the creditors, or the Debtors'
26 estates, with respect to the matter upon which Omni is to be engaged. Additionally, Omni
27 employees may, in the ordinary course of their personal affairs, have relationships with certain
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1 creditors of the Debtors. However, to the best of my knowledge, such relationships, to the extent
2 they exist, are of a personal nature and completely unrelated to these Chapter 11 Cases.

3 9. Based upon the information available to me, I believe that Omni is a “disinterested
4 person” within the meaning of section 101(14) of the Bankruptcy Code, in that Omni and its
5 personnel: (a) are not creditors, equity security holders or insiders of the Debtors; (b) are not and
6 were not, within two years before the date of the filing of these Chapter 11 Cases, a director,
7 officer or employee of the Debtors; and (c) do not have an interest materially adverse to the
8 interests of the Debtors’ estates or any class of creditors or equity security holders, by reason of
9 any direct or indirect relationship to, connection with, or interest in, the Debtors.

10 10. In performing the services identified above, Omni will charge the rates set forth in
11 Exhibit A to the Services Agreement annexed to the Application as **Exhibit 2**. The rates set forth
12 therein are as favorable and reasonable as the prices Omni charges in cases in which it has been
13 retained to perform similar bankruptcy related services.

14 11. Omni will comply with all requests of the Clerk’s Office and the guidelines
15 promulgated by the Judicial Conference of the United States for the implementation of 28 U.S.C.
16 § 156(c).

17 I declare under penalty of perjury under the laws of the United States that the foregoing is
18 true and correct.

19 Executed this 8th day of October 2023, in New York, New York.

20 By: */s/ Brian Osborne*

21 Brian Osborne
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