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*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|----------------------------------------|---|------------------------------|
| ----- | | X |
| | : | |
| In re | : | Chapter 11 |
| | : | |
| CATALINA MARKETING CORPORATION, | : | Case No. 23-10469 () |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax I.D. No. 33-0499007 | : | |
| ----- | | X |

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|-------------------------------------|---|------------------------------|
| | : | |
| In re | : | Chapter 11 |
| | : | |
| PACIFICCO INC., | : | Case No. 23-10470 () |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax I.D. No. 83-3781563 | : | |
| ----- | | X |

| | | |
|--------------------------------------|---|------------------------------|
| | : | |
| In re | : | Chapter 11 |
| | : | |
| PACIFICCO INTERMEDIATE CORP., | : | Case No. 23-10471 () |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax I.D. No. 83-3918394 | : | |
| ----- | | X |



----- X
In re : **Chapter 11**
: **PACIFICCO ACQUISITION CORP.,** : **Case No. 23-10472 ()**
: **Debtor.** :
: **Fed. Tax I.D. No. 83-3934852** :
----- X

----- X
In re : **Chapter 11**
: **CATALINA MARKETING** : **Case No. 23-10473 ()**
: **PROCUREMENT, LLC,** :
: **Debtor.** :
: **Fed. Tax I.D. No. 56-2589333** :
----- X

----- X
In re : **Chapter 11**
: **CATALINA MARKETING** : **Case No. 23-10474 ()**
: **TECHONOLOGY SOLUTIONS, INC.,** :
: **Debtor.** :
: **Fed. Tax I.D. No. 27-4018728** :
----- X

----- X
In re : **Chapter 11**
: **MODIV MEDIA, LLC,** : **Case No. 23-10475 ()**
: **Debtor.** :
: **Fed. Tax I.D. No. 04-3573507** :
----- X

----- X
In re : Chapter 11
CELLFIRE LLC, :
Debtor. :
Fed. Tax I.D. No. 73-1725599 :
----- X

In re : Chapter 11
CATALINA MARKETING WORLDWIDE, :
LLC, :
Debtor. :
Fed. Tax I.D. No. 33-0549687 :
----- X

In re : Chapter 11
CATALINA – PACIFIC MEDIA, L.L.C., :
Debtor. :
Fed. Tax I.D. No. 22-3473931 :
----- X

In re : Chapter 11
CMJ INVESTMENTS L.L.C., :
Debtor. :
Fed. Tax I.D. No. 02-0810561 :
----- X

----- X
In re : Chapter 11
SUPERMARKETS ONLINE, INC., : Case No. 23-10480 ()
Debtor. :
Fed. Tax I.D. No. 59-3386998 :
----- X

In re : Chapter 11
SUPERMARKETS ONLINE HOLDINGS, : Case No. 23-10481 ()
INC., :
Debtor. :
Fed. Tax I.D. No. 06-1561736 :
----- X

In re : Chapter 11
CATALINA MARKETING LOYALTY : Case No. 23- 10482 ()
HOLDINGS, INC., :
Debtor. :
Fed. Tax I.D. No. 59-3523746 :
----- X

In re : Chapter 11
CATALINA DIGITAL HOLDINGS, LLC, : Case No. 23-10483 ()
Debtor. :
Fed. Tax I.D. No. 27-2313488 :
----- X

**MOTION OF DEBTORS FOR ENTRY OF ORDER
DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

PacificCo Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully move and represent as follows in support of this motion (the “**Motion**”):

Background

1. On the date hereof (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

2. Before the Petition Date, the Debtors, with the support of their secured lenders, began the solicitation of votes on their *Joint Prepackaged Chapter 11 Plan of PacificCo Inc. and Its Affiliated Debtors* (the “**Prepackaged Plan**”), through their *Disclosure Statement for Joint Prepackaged Chapter 11 Plan of PacificCo Inc. and Its Affiliated Debtors* pursuant to sections 1125 and 1126(b) of the Bankruptcy Code. The Debtors expect that the Prepackaged Plan will be accepted by all classes entitled to vote in excess of the statutory thresholds specified in section 1126(c) of the Bankruptcy Code. Consistent with their obligations under that certain Restructuring Support Agreement, dated as of March 28, 2023, by and among the Debtors and the lenders party thereto (as amended from time to time and including all exhibits thereto, the “**RSA**”), the Debtors are seeking to emerge from chapter 11 on an expedited timeframe. Notably, the

Prepackaged Plan provides that holders of general unsecured claims, including the Debtors' vendors, suppliers, and customers, will be unimpaired.

3. Consistent with their obligations under the RSA and as set forth in more detail in the *Motion of Debtors for Order (I) Scheduling Combined Hearing to Consider (A) Approval of Disclosure Statement, (B) Approval of Solicitation Procedures and Forms of Ballot, and (C) Confirmation of Prepackaged Plan; (II) Establishing a Deadline to Object to Disclosure Statement and Plan; (III) Approving the Form and Manner of Notice of Combined Hearing, Objection Deadline, and Notice of Commencement; (IV) Conditionally Waiving Requirement of Filing Statements of Financial Affairs and Schedules of Assets and Liabilities; (V) Conditionally Waiving Requirement to Convene the Section 341 Meeting of Creditors; and (VI) Granting Related Relief* (the "**Solicitation Motion**"), filed contemporaneously herewith, the Debtors are seeking to move as quickly and as efficiently as possible through the chapter 11 process and emerge from these chapter 11 cases on an expedited basis. The relief requested in this Motion, as well as in the Debtors' other "first day" pleadings, is intended to help maximize the benefits of the Prepackaged Plan by minimizing any unnecessary disruption to the Debtors' business during this expedited timeline.

4. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Michael Huffmaster Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York*, sworn to on the date hereof, and the *Declaration of Robert A. Del Genio in Support of Debtors' Chapter 11 Petitions and First Day Relief*, sworn to on the date hereof (together, the "**First Day Declarations**"), which have been filed contemporaneously herewith and are incorporated by reference herein.

Jurisdiction

5. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

6. By this Motion, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the Debtors request entry of an order directing consolidation of their chapter 11 cases for procedural purposes only. In addition, the Debtors respectfully request that the Court maintain one docket for all of the jointly administered cases under the case number assigned to PacificCo Inc., and that these chapter 11 cases be jointly administered under the following consolidated caption:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| | x | |
| In re | : | Chapter 11 |
| PACIFICCO INC., et al., | : | Case No. 23-10470 () |
| Debtors.¹ | : | (Jointly Administered) |
| | x | |

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Catalina Marketing Corporation (9007); PacificCo Inc. (1563); PacificCo Intermediate Corp. (8394); PacificCo Acquisition Corp. (4852); Catalina Marketing Procurement, LLC (9333); Catalina Marketing Technology Solutions, Inc. (8728); Modiv Media, L.L.C. (3507); Cellfire LLC (5599); Catalina Marketing Worldwide, LLC (9687); Catalina-Pacific Media, L.L.C. (3931); CMJ Investments L.L.C. (0561); Supermarkets Online, Inc. (6998); Supermarkets Online Holdings, Inc. (1736); Catalina Marketing Loyalty Holdings Inc. (3746); and Catalina Digital Holdings, LLC (3488). The Debtors’ principal offices are located at 200 Carillon Parkway, Suite 200, St. Petersburg, FL 33716.

7. The Debtors further request that a notation substantially similar to the following language be entered on the docket in each of the above-captioned cases (except the chapter 11 case of PacificCo Inc.) to reflect the joint administration of these cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases of PacificCo Inc., *et al.* The docket in Case No. 23-10470 () should be consulted for all matters affecting the cases.

8. The Debtors reserve all rights to file a subsequent motion seeking authority to jointly administer their cases with additional cases if the circumstances warrant doing so.

9. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the “**Proposed Order**”).

Basis for Relief Requested

10. As set forth in the First Day Declarations, the Debtors operate as an integrated business with common ownership and control and a number of shared financial and operational systems. As a result, many of the motions, hearings, and orders in these cases will affect each and every Debtor. Joint administration of these chapter 11 cases therefore will reduce fees and costs by avoiding duplicative filings, objections, notices, and hearings. Joint administration will also allow the United States Trustee for the Southern District of New York and all other parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

11. Under section 105(a) of the Bankruptcy Code, “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” Bankruptcy Rule 1015(b) provides, in relevant part, that if “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). As set forth in the First Day Declarations, the fifteen

(15) Debtors in these chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein.

12. Moreover, joint administration will not adversely affect the Debtors’ respective constituencies because this Motion requests only administrative—and not substantive—consolidation of the Debtors’ estates. For example, any creditor may still file a claim against a particular Debtor or its estate (or against multiple Debtors and their respective estates) and intercompany claims among the Debtors will not be affected by joint administration.

Notice

13. Notice of this Motion will be provided to (a) the Office of the United States Trustee for Region 2: One Bowling Green, Suite 534, New York, New York 10004 (Attn: Brian Masumoto (brian.masumoto@usdoj.gov); Tara Tiantian (tara.tiantian@usdoj.gov); and Daniel Rudewicz (daniel.rudewicz@usdoj.gov)); (b) the holders of the thirty (30) largest unsecured claims against the Debtors on a consolidated basis; (c) the Internal Revenue Service; (d) Wachtell, Lipton, Rosen & Katz , (Attn: Joshua A. Feltman (jafeltman@wlrk.com) and Mitchell S. Levy (mslevy@wlrk.com)), as counsel to Mudrick Capital Management, LP; (e) Brown Rudnick LLP, One Financial Center, Boston, Massachusetts 02111 (Attn: Steven B. Levine, Esq. (slevine@brownrudnick.com) and Tia C. Wallach, Esq. (twallach@brownrudnick.com)), as counsel to GLAS USA LLC and GLAS Americas LLC, the respective administrative and collateral agents under the Super Priority Credit Agreement and Subordinated Credit Agreement; (f) the Banks; and (g) any party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the “**Notice Parties**”).

14. The Debtors respectfully submit that no further notice is required. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order in the form attached hereto as **Exhibit A** granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: March 28, 2023
New York, New York

/s/ Gary T. Holtzer

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Gary T. Holtzer

Kevin Bostel

Rachael Foust

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and Debtors in Possession*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|----------------------------------------|---|------------------------------|
| ----- | | X |
| | : | |
| In re | : | Chapter 11 |
| | : | |
| CATALINA MARKETING CORPORATION, | : | Case No. 23-10469 () |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax I.D. No. 33-0499007 | : | |
| ----- | | X |

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| | : | |
| In re | : | Chapter 11 |
| | : | |
| PACIFICCO INC., | : | Case No. 23-10470 () |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax I.D. No. 83-3781563 | : | |
| ----- | | X |

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| | : | |
| In re | : | Chapter 11 |
| | : | |
| PACIFICCO INTERMEDIATE CORP., | : | Case No. 23-10471 () |
| | : | |
| Debtor. | : | |
| | : | |
| Fed. Tax I.D. No. 83-3918394 | : | |
| ----- | | X |

----- X
 In re : Chapter 11
 PACIFICCO ACQUISITION CORP., : Case No. 23-10472 ()
 Debtor. :
 Fed. Tax I.D. No. 83-3934852 :
 ----- X

In re : Chapter 11
 CATALINA MARKETING : Case No. 23-10473 ()
 PROCUREMENT, LLC, :
 Debtor. :
 Fed. Tax I.D. No. 56-2589333 :
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In re : Chapter 11
 CATALINA MARKETING : Case No. 23-10474 ()
 TECHNOLOGY SOLUTIONS, INC., :
 Debtor. :
 Fed. Tax I.D. No. 27-4018728 :
 ----- X

In re : Chapter 11
 MODIV MEDIA, LLC, : Case No. 23-10475 ()
 Debtor. :
 Fed. Tax I.D. No. 04-3573507 :
 ----- X

----- X
 In re : Chapter 11
 CELLFIRE LLC, : Case No. 23-10476 ()
 Debtor. :
 Fed. Tax I.D. No. 73-1725599 :
 ----- X

In re : Chapter 11
 CATALINA MARKETING WORLDWIDE, : Case No. 23-10477 ()
 LLC, :
 Debtor. :
 Fed. Tax I.D. No. 33-0549687 :
 ----- X

In re : Chapter 11
 CATALINA – PACIFIC MEDIA, L.L.C., : Case No. 23-10478 ()
 Debtor. :
 Fed. Tax I.D. No. 22-3473931 :
 ----- X

In re : Chapter 11
 CMJ INVESTMENTS L.L.C., : Case No. 23-10479 ()
 Debtor. :
 Fed. Tax I.D. No. 02-0810561 :
 ----- X

----- X
In re : Chapter 11
: SUPERMARKETS ONLINE, INC., : Case No. 23-10480 ()
: Debtor. :
: Fed. Tax I.D. No. 59-3386998 :
----- X

In re : Chapter 11
: SUPERMARKETS ONLINE HOLDINGS, : Case No. 23-10481 ()
INC., :
: Debtor. :
: Fed. Tax I.D. No. 06-1561736 :
----- X

In re : Chapter 11
: CATALINA MARKETING LOYALTY : Case No. 23-10482 ()
HOLDINGS, INC., :
: Debtor. :
: Fed. Tax I.D. No. 59-3523746 :
----- X

In re : Chapter 11
: CATALINA DIGITAL HOLDINGS, LLC, : Case No. 23-10483 ()
: Debtor. :
: Fed. Tax I.D. No. 27-2313488 :
----- X

**ORDER DIRECTING JOINT
ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Upon the motion, dated March 28, 2023 (the “**Motion**”)¹ of PacificCo Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), for entry of an order (a) authorizing joint administration of chapter 11 cases for procedural purposes only, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) and §1334, and the Amended Standing Order of Reference Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion; and this Court having held a hearing to consider the relief requested in the Motion (the “**Hearing**”); and this Court having entered an order granting the relief requested in the Motion; and upon the First Day Declarations and the record of the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

IT IS HEREBY ORDERED THAT:

- 1. The Motion is granted to the extent set forth herein.
- 2. The Debtors' chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 23-10470 ().
- 3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases, the Debtors, or the Debtors' estates.
- 4. The caption of the jointly administered cases should read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|--------------------------------|---|-------------------------------|
| ----- X | | |
| | : | |
| In re | : | Chapter 11 |
| | : | |
| PACIFICCO INC., et al., | : | Case No. 23-10470 () |
| | : | |
| Debtors.¹ | : | (Jointly Administered) |
| | : | |
| ----- X | | |

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Catalina Marketing Corporation (9007); PacificCo Inc. (1563); PacificCo Intermediate Corp. (8394); PacificCo Acquisition Corp. (4852); Catalina Marketing Procurement, LLC (9333); Catalina Marketing Technology Solutions, Inc. (8728); Modiv Media, LLC (3507); Cellfire LLC (5599); Catalina Marketing Worldwide, LLC (9687); Catalina-Pacific Media, L.L.C. (3931); CMJ Investments L.L.C. (0561); Supermarkets Online, Inc. (6998); Supermarkets Online Holdings, Inc. (1736); Catalina Marketing Loyalty Holdings, Inc. (3746); and Catalina Digital Holdings, LLC (3488). The Debtors' principal offices are located at 200 Carillon Parkway, Suite 200, St. Petersburg, FL 33716.

- 5. A docket entry shall be made in each of the above-captioned cases (other than the chapter 11 case of PacificCo Inc.) substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the Chapter 11 Cases of PacificCo, Inc., *et al.* The docket in Case No. 23-10470 () should be consulted for all matters affecting this case.

6. The Debtors are authorized to take all action necessary or appropriate to effectuate the relief granted in this Order.

7. The Debtors may file a single monthly operating report as required by the Operating Guidelines and Reporting Requirement for Debtors in Possession and Trustees, issued by the Executive Office of United States Trustees (rev. 11/27/13) for the jointly administered debtors. However, the monthly operating report shall be filed on a consolidating (not consolidated) basis. The report shall contain on a consolidating basis the information required for each debtor that tracks and breaks out all of the specific information, e.g. receipts, disbursements, etc., on a debtor-by-debtor basis.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2023
New York, New York

UNITED STATES BANKRUPTCY JUDGE