

The below described is **SIGNED**.



Dated: January 27, 2012

**JOEL T. MARKER**  
U.S. Bankruptcy Judge

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IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF UTAH

CENTRAL DIVISION

In re:

DEE ALLEN RANDALL, HORIZON AUTO FUNDING, LLC, INDEPENDENT COMMERCIAL LENDING, LLC, HORIZON FINANCIAL CENTER I, LLC, HORIZON MORTGAGE AND INVESTMENT INC., and HORIZON FINANCIAL & INSURANCE GROUP INC.,

Debtors.

Bankruptcy Case No. 10-37546  
Bankruptcy Case No. 11-34826  
Bankruptcy Case No. 11-34830  
Bankruptcy Case No. 11-34831  
Bankruptcy Case No. 11-34833  
Bankruptcy Case No. 11-34834

Chapter 11

Honorable Joel T. Marker

**Jointly Administered Under  
Case No. 10-37546**

Filing Relates to all Cases

**ORDER SUBSTANTIVELY CONSOLIDATING THE SEPARATE ESTATES OF DEE ALLEN RANDALL, HORIZON AUTO FUNDING, LLC, INDEPENDENT COMMERCIAL LENDING, LLC, HORIZON FINANCIAL CENTER I, LLC, HORIZON MORTGAGE AND INVESTMENT INC. AND HORIZON FINANCIAL & INSURANCE GROUP INC.**

This matter came before the Court on Tuesday, January 24, 2012 for an evidentiary hearing on the joint motion (the “**Motion**”) of Gil A. Miller (the “**Trustee**”), Chapter 11 trustee of the estate of Dee Allan Randall in Case No. 10-37546, and each of the following Chapter 11 debtors-in-possession (collectively, the “**Corporate Debtors**”): (a) Horizon Auto Funding, LLC, debtor-in-possession in Case No. 11-34826, (b) Independent Commercial Lending, LLC, debtor-in-possession in Case No. 11-34830, (c) Horizon Financial Center I, LLC, debtor-in-possession in Case No. 11-34831, (d) Horizon Mortgage and Investment Inc., debtor-in-possession in Case No. 11-34833, and (e) Horizon Financial & Insurance Group Inc., Case No. 11-34834, which Motion seeks entry of an Order from the Court substantively consolidating the separate bankruptcy estates of Dee Allen Randall and each of the Corporate Debtors with and into the estate of Dee Allen Randall, and with the Trustee administering the substantively consolidated estate under Case No. 10-37546. At the hearing, Michael R. Johnson represented the Trustee, Peter J. Kuhn represented the office of the United States Trustee, and other parties in interest, if any, noted their appearances upon the record.

Prior to the hearing, the Court carefully considered the Motion and all papers, affidavits and pleadings that were filed in support of and in opposition thereto. At the hearing, the Court took testimony both by proffer and by the submission of live witness testimony. The Court also took judicial notice of certain facts set forth in the dockets of the Randall case and the Corporate Debtors’ cases, and admitted certain exhibits into evidence. At the conclusion of the hearing, the Court made certain findings of fact and conclusions of law on the record, and also adopted all of the facts introduced at the hearing as the Court’s findings of fact, as the evidence presented by the Trustee and the Corporate Debtors concerning the Motion was unopposed. All findings and conclusions made by the Court at the hearing are incorporated herein by this reference.

Based upon the foregoing, and good cause appearing therefore, **IT IS HEREBY ORDERED** as follows:

1. This Court has jurisdiction over the Dee Allen Randall case and each of the cases filed by the Corporate Debtors, pursuant to 28 U.S.C. §§ 1334 and 157(b)(2)(G). The Motion is a core proceeding. Venue of all of the cases is appropriate under 28 U.S.C. § 1408(a).

2. Notice of the Motion, of the deadline to object thereto and of the scheduled hearings thereon was adequate and appropriate under the particular circumstances, and no other notice need be given. To the extent not resolved prior to the January 24, 2012 hearing, all objections to the Motion shall be, and they hereby are, overruled.

3. The Motion shall be, and it hereby is, granted, as further set forth herein.

4. The separate bankruptcy estates of each of Dee Allen Randall (Case No. 10-37546), Horizon Auto Funding, LLC (Case No. 11-34826), Independent Commercial Lending, LLC (Case No. 11-34830), Horizon Financial Center I, LLC (Case No. 11-34831), Horizon Mortgage and Investment Inc. (Case No. 11-34833) and Horizon Financial & Insurance Group Inc. (Case No. 11-34834) shall be, and they hereby are, procedurally and substantively consolidated, and the Trustee is authorized to administer the above-entitled cases and the assets and liabilities of all of the above-entitled Debtors as a single bankruptcy estate in a single consolidated case under Case No. 10-37546. From and after the date of entry of this Order, all of the assets and liabilities of each of the above-entitled Debtors shall be deemed as a matter of law to be combined into a single, consolidated pool, subject to all liens, claims, rights, interests and encumbrances, if any, that may have existed with respect to such assets as of the date of entry of this Order, and further subject to all claims, rights, defenses and arguments which could have been asserted by the Trustee, Dee Allen Randall, the Corporate Debtors, and/or the respective

estates of Dee Allen Randall and each of the Corporate Debtors as of the date of entry of this Order.

5. For all purposes in this substantively consolidated case, including with respect to Chapter 5 causes of action and any and all defenses related thereto, the petition date for Dee Allen Randall shall remain as December 20, 2010, and the petition date for each of the Corporate Debtors shall remain as October 12, 2011.

6. From and after the date of entry of this Order, all pleadings, papers, proofs of claim and other filings related to any of the above-entitled Debtors shall be filed only under the docket for In re Dee Allan Randall, Case No. 10-37546, and the Clerk of the Court shall maintain a single docket, a single official mailing matrix and a single Claims Register for each of the above-entitled cases under the case number for the Dee Allen Randall case.

7. The Clerk of the Court is hereby directed to make a docket entry in each of the above-entitled cases providing substantially as follows:

An Order has been entered in accordance with Federal Rule of Bankruptcy Procedure 1015(b) directing the procedural and substantive consolidation of the separate estates of Dee Allen Randall, Case No. 10-37546, Horizon Auto Funding, LLC, Case No. 11-34826, Independent Commercial Lending, LLC, Case No. 11-34830, Horizon Financial Center I, LLC, Case No. 11-34831, Horizon Mortgage and Investment Inc., Case No. 11-34833, and Horizon Financial & Insurance Group Inc., Case No. 11-34834. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 10-37546.

8. From and after the date of entry of this Order, all pleadings, papers, proofs of claim or other filings relating to any of the above-entitled cases shall bear a single joint caption, in the form substantially similar to the following:

**[RECOMMENDED CAPTION]**

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF UTAH  
CENTRAL DIVISION

In re:

DEE ALLEN RANDALL, et al.,

Debtors.

**Bankruptcy Case No. 10-37546**

(Substantively Consolidated with Case Nos.  
11-34826, 11-34830, 11-34831, 11-34833 and  
11-34834)

Chapter 11

Honorable Joel T. Marker

(Filed via ECF)

9. The Trustee shall serve a copy of this Order on each of the parties listed on the official mailing matrix for the Dee Allen Randall case as of the date of entry of this Order, as well as on all parties, if any, listed on the official mailing matrix, as of the date of entry of this Order, for any of the Corporate Debtors who do not already appear on the official mailing matrix for the Dee Allen Randall case.

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