

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re : Chapter 11
: :
Telogy, LLC, : Case No. 10-10206 ()
: :
Debtor. : :
-----X
In re : Chapter 11
: :
e-Cycle, LLC, : Case No. 10-10207 ()
: :
Debtor. : :
-----X

**MOTION FOR ORDER AUTHORIZING
JOINT ADMINISTRATION PURSUANT TO RULE 1015
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

The debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”),¹ by and through their undersigned proposed counsel, hereby move for entry of an order, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for entry of an order directing the joint administration of the Debtors’ chapter 11 cases (the “**Motion**”). In support of the Motion, the Debtors rely upon and incorporate by reference the Affidavit of Gary B. Phillips, Chief Executive Officer of the Debtors, in Support of Chapter 11 Petitions and First Day Pleadings (the “**Phillips Affidavit**”), which was filed with the Court concurrently herewith. In further support of the Motion, the Debtors, by and through their undersigned proposed co-counsel, respectfully represent:

¹ The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) e-Cycle, LLC (1582) and (ii) Telogy, LLC (1530). The Debtors’ executive headquarters are located at 3200 Whipple Road, Union City, California 94587.

JURISDICTION

1. This Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief requested herein is Bankruptcy Rule 1015(b) and Local Rule 1015-1.

BACKGROUND

2. On January 24, 2010 (the "**Petition Date**"), Telogy, LLC and e-Cycle, LLC filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are continuing in the possession of their respective properties and the management of their respective businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. The Debtors have requested that these chapter 11 cases be consolidated for procedural purposes. As of the date hereof, no official committee of unsecured creditors has been appointed.

3. The events leading up to the Petition Date and the facts and circumstances supporting the relief requested herein are set forth in the Phillips Affidavit.

RELIEF REQUESTED

4. By this Motion, the Debtors seek entry of an order, pursuant to Bankruptcy Rule 1015 and Local Rule 1015-1, consolidating the Debtors' chapter 11 cases for procedural purposes only.

5. Bankruptcy Rule 1015 authorizes the Court to order the joint administration of two or more cases pending before it under the Bankruptcy Code when affiliated debtors are involved. The Debtors believe that joint administration of these cases is warranted. The Debtors anticipate that practically all of the motions, hearings and other matters involved in

these cases will affect both of the Debtors. If approved, joint administration will reduce costs, ease the administrative burden on the Court and parties in interest in these cases, and avoid the procedural problems otherwise attendant to the administration of separate but related chapter 11 cases. Moreover, no party nor the substantive rights of any party will be prejudiced by the relief requested herein.

6. The Debtors request that one file and one docket be maintained for these cases under the case of Telogy, LLC. In addition, the Debtors propose that all pleadings relating to the Debtors' cases contain the following joint caption:

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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-----X
In re                               : Chapter 11
                                     :
Telogy, LLC, et al.,1           : Case No. 10-10206 ( )
                                     :
Debtors.                            : Jointly Administered
-----X

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7. The Debtors also request that all original pleadings be captioned as indicated in the preceding decretal paragraph and all original docket entries shall be made in the case of Telogy, LLC, Case No. 10-10206 (____), and upon entry of an order approving this Motion, a docket entry shall be made in e-Cycle, LLC's chapter 11 case substantially as follows:

“An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Telogy, LLC and e-Cycle, LLC. The docket in the chapter 11 case of Telogy, LLC, et al., Case No. 10-10206 (____), should be consulted for all matters affecting this case.”

¹ The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) e-Cycle, LLC (1582) and (ii) Telogy, LLC (1530). The Debtors' executive headquarters are located at 3200 Whipple Road, Union City, California 94587.

8. As the relief sought herein is procedural and not intended to affect substantive rights, no party will be prejudiced by the granting of this Motion.

NOTICE

9. Notice of this Motion will be given to: (a) the United States Trustee for the District of Delaware; (b) counsel to the agent for the Debtors' prepetition secured lenders; and (c) the Debtors' twenty (20) largest unsecured creditors on a consolidated basis. The Debtors will serve copies of the Motion pursuant to Local Rule 9013-1(m). The Debtors submit that, under the circumstances, no other or further notice is required.

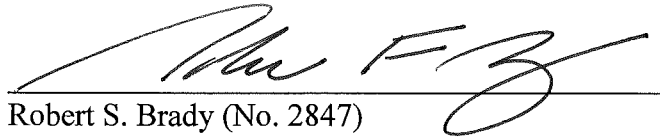
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CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form annexed hereto as Exhibit A, granting the Motion and such other and further relief as may be just and proper.

Dated: Wilmington, Delaware
January 24, 2010

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*Proposed Co-Counsel for Debtors and
Debtors in Possession*

EXHIBIT A
Proposed Order

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FOR THE DISTRICT OF DELAWARE

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: :
Telogy, LLC, : Case No. 10-10206 ()
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Debtor. :
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In re : Chapter 11
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e-Cycle, LLC, : Case No. 10-10207 ()
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Debtor. :
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**ORDER AUTHORIZING
JOINT ADMINISTRATION PURSUANT TO RULE 1015
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Upon the motion (the “**Motion**”) of the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) for entry of an order, pursuant to Rule 1015 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), authorizing the joint administration of the Debtors’ cases under chapter 11 of title 11 of the United States Code; and upon the Affidavit of Gary B. Phillips, Chief Executive Officer of the Debtors, in Support of Chapter 11 Petitions and First Day Pleadings; and notice having been given as set forth in the Motion; and it appearing that no other or further notice is required; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is granted.

2. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

3. The above-captioned cases are consolidated for procedural purposes only and shall be administered jointly under Case No. 10 - 10206 () in accordance with the provisions of Bankruptcy Rule 1015.

4. The joint caption of the Debtors' cases shall read as follows:

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re	: Chapter 11
	:
Telogy, LLC, <u>et al.</u> ,	:
	: Case No. 10- <u>10206</u> ()
Debtors. ¹	:
	: Jointly Administered
-----X	

5. All original pleadings shall be captioned as indicated in the preceding decretal paragraph, and all original docket entries shall be made in the case of Telogy, LLC, et al., Case No. 10 - 10206().

6. A docket entry shall be made in e-Cycle, LLC's chapter 11 case substantially as follows:

“An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Telogy, LLC and e-Cycle, LLC. The docket in the chapter 11 case of Telogy, LLC, et al., Case No. 10-10206 (), should be consulted for all matters affecting this case.”

¹ The last four digits of the taxpayer identification numbers of the Debtors follow in parentheses: (i) e-Cycle, LLC (1582) and (ii) Telogy, LLC (1530). The Debtors' executive headquarters are located at 3200 Whipple Road, Union City, California 94587.

7. This Court retains jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: Wilmington, Delaware
January __, 2010

UNITED STATES BANKRUPTCY JUDGE