

1 JOSEPH A. EISENBERG P.C. (BAR NO. 52346)
DAVID M. POITRAS P.C. (Bar No. 141309)
2 CAROLINE R. DJANG (Bar No. 216313)
JEFFER, MANGELS, BUTLER & MARMARO LLP
3 1900 Avenue of the Stars, Seventh Floor
Los Angeles, California 90067-4308
4 Telephone: (310) 203-8080
Facsimile: (310) 203-0567
5 Email: dpoitras@jmbm.com

6 Counsel for Bradley D. Sharp, Chapter 11 Trustee
for Namco Capital Group, Inc.
7
8

9 **UNITED STATES BANKRUPTCY COURT**
10 **CENTRAL DISTRICT OF CALIFORNIA**
LOS ANGELES DIVISION

11 In Re
12 NAMCO CAPITAL GROUP, INC., a
13 California corporation,
14 Debtor.

Case No. 2:08-bk-32333-BR

Chapter 11

**STIPULATION TO CONTINUE HEARING ON
JOINT MOTION OF THE CHAPTER 11 TRUSTEE
OF NAMCO CAPITAL GROUP, INC., AND THE
CHAPTER 11 TRUSTEE FOR EZRI NAMVAR FOR
AN ORDER:**

- (1) APPROVING THAT CERTAIN STIPULATION BETWEEN THE DEBTOR EZRI NAMVAR AND THE TRUSTEES RE CONTROL OF AFFILIATED LIMITED LIABILITY COMPANIES;
- (2) APPROVING THAT CERTAIN CONSULTANT AND INDEMNITY AGREEMENT; AND
- (3) AUTHORIZING THE ESTATES TO ADVANCE FUNDS TO AFFILIATED LIMITED LIABILITY COMPANIES AND APPROVING THE NAMCO CAPITAL AND LLC OPERATING BUDGETS

Hearing:

Date: December 9, 2009
Time: 10:00 a.m.
Place: Courtroom "1668"
255 East Temple Street
Los Angeles, California 90012

JEFFER MANGELS
BUTLER & MARMARO LLP
JMBM

1 **TO THE HONORABLE BARRY RUSSELL, UNITED STATES BANKRUPTCY JUDGE,**
2 **AND INTERESTED PARTIES:**

3 **THIS STIPULATION** is entered into by and among R. Todd Neilson, the duly qualified
4 and acting chapter 11 trustee of Ezri Namvar ("Namvar"), the debtor in case no. 2:08-bk-32349-BR
5 (the "Namvar Trustee"), Bradley D. Sharp, the duly qualified and acting chapter 11 trustee (the
6 "Namco Trustee") for the bankruptcy estate of Namco Capital Group, Inc. ("Namco"), Woodman
7 Partners, LLC, Jeffry H. Belle and Delson Brown Properties, LLC, and is set forth below. The
8 Namvar Trustee, the Namco Trustee and the other above-referenced parties are collectively referred
9 to in this Stipulation as the "Parties".

10 **RECITALS**

11 A. On December 22, 2008, involuntary chapter 11 petitions (the "Petition Date") were
12 filed against Namco and its sole shareholder Namvar. On January 29, 2009, orders for relief were
13 entered in both the Namco bankruptcy case and the Namvar bankruptcy case.

14 B. On March 11, 2009, the Court entered an order appointing R. Todd Neilson as the
15 chapter 11 trustee in the Namvar bankruptcy case.

16 C. On May 8, 2009, the Court entered an order appointing Bradley D. Sharp as the
17 chapter 11 trustee in the Namco bankruptcy case.

18 D. As of the Petition Date, Namco was a California corporation and Namvar was the
19 President, Chief Financial Officer, sole director and sole shareholder of Namco.

20 E. On or about August 6, 2009, the Trustees filed that certain *Joint Motion of the*
21 *Chapter 11 Trustee of Namco Capital Group, Inc., and the Chapter 11 Trustee for Ezri Namvar for*
22 *an Order: (1) Approving that Certain Stipulation Between Debtor Ezri Namvar and the Chapter 11*
23 *Trustee of Ezri Namvar and the Chapter 11 Trustee of Namco Capital Group, Inc., Re Control of*
24 *Affiliated Limited Liability Companies; (2) Approving that Certain Consultant and Indemnity*
25 *Agreement Between the Estates and Louis A. Cicalese, LLC; and (3) Authorizing the Estates to*
26 *Advance Funds to Affiliated Limited Liability Companies and Approving the Namco Capital and*
27 *LLC Operating Budgets* (the "Motion").
28

JMBM
Jeffrey Mangels
Butler & Marmaro LLP

1 F. The initial hearing on the Motion was held August 11, 2009. The Motion was
2 granted on an interim basis at the initial hearing except as to Lacy 20, LLC, Nasco, LLC, Parox,
3 LLC, Whittier 26, LLC, Wilshire 19, LLC, Sierra Coast Development, LLC, Sierra Coast
4 Management, LLC, SC Blossom Corners, LLC, SC El Centro, LLC, SC Fallon, LLC, and SC
5 Longley, LLC, for which entities only, the hearing on the Motion was continued to September 16,
6 2009 for a final hearing.

7 G. At the September 16, 2009 final hearing, the Motion was granted on a final basis
8 except as to Lacy 20, LLC, Nasco, LLC, Parox, LLC, Whittier 26, LLC, Wilshire 19, LLC, Sierra
9 Coast Development, LLC, Sierra Coast Management, LLC, SC Blossom Corners, LLC, SC El
10 Centro, LLC, SC Fallon, LLC, SC Longley, LLC, and Delson Brown Properties, LLC, for which
11 entities only, the hearing on the Motion was continued to December 9, 2009 for a further hearing.

12 H. By this Stipulation, the Parties agree to continue the December 9, 2009 hearing on
13 the Motion to the first available court date after March 8, 2010.

14 STIPULATION

15 The Parties intending to be bound hereby, stipulate and agree as follows.

16 1. The recitals of paragraphs A through H above are incorporated herein by reference as
17 if set forth as length herein.

18 2. The December 9, 2009 hearing on the Motion shall be continued to the first available
19 court date after March 8, 2010 (the "Further Hearing").

20 3. Pending the Further Hearing, absent further order of the Bankruptcy Court, all of the
21 terms and conditions set forth in that certain *Order on Joint Motion of the Chapter 11 Trustee of*
22 *Namco Capital Group, Inc., and the Chapter 11 Trustee for Ezri Namvar for an Order: (1)*
23 *Approving that Certain Stipulation Between Debtor Ezri Namvar and the Chapter 11 Trustee of*
24 *Ezri Namvar and the Chapter 11 Trustee of Namco Capital Group, Inc., Re Control of Affiliated*
25 *Limited Liability Companies; (2) Approving that Certain Consultant and Indemnity Agreement*
26 *Between the Estates and Louis A. Cicalese, LLC; and (3) Authorizing the Estates to Advance Funds*
27 *to Affiliated Limited Liability Companies and Approving the Namco Capital and LLC Operating*
28 *Budgets, entered on October 22, 2009, shall remain in full force and effect.*

1 4. This stipulation may be executed in counterparts, all of which shall be taken together
2 as a single document. In order to expedite the agreement contained herein, telecopied or PDF'd
3 signatures may be used in place of original signatures on this stipulation or any document delivered
4 pursuant hereto. The Parties intend to be bound by the signatures on the telecopied or PDF'd
5 document, are aware that the other Parties will rely on the telecopied or PDF'd signatures, and
6 hereby waive any defenses to the enforcement of the terms of this stipulation based on the form of
7 signature.

8 **IT IS SO STIPULATED AND AGREED.**

9 Dated: 12/01/09

JEFFER MANGELS, BUTLER & MARMARO LLP

10 By: 

David P. Poitras P.C.
Attorneys for Bradley D. Sharp
Chapter 11 Trustee for Namco Capital Group, Inc.

13 Dated: 12/01/09

DANNING, GILL, DIAMOND & KOLLITZ LLP

14 By: _____

Attorneys for R. Todd Neilson, Chapter 11 Trustee
for Ezri Namvar

16 Dated: 12/01/09

REEDER, LU & GREEN LLP

18 By: _____

Attorneys for Woodman Partners, LLC

19 Dated: 12/01/09

BALLARD SPAHR LLP

21 By:  for

Rebecca J. Winthrop
Attorneys for Jeffry H. Belle, Interested Party

23 Dated: 12/01/09

KL GATES LLP

24 By: _____

Michael J. Heyman
Attorneys for Delson Brown Properties, LLC

JMBM
Jeffer Mangels
Butler & Marmaro LLP

1 4. This stipulation may be executed in counterparts, all of which shall be taken together
2 as a single document. In order to expedite the agreement contained herein, telecopied or PDF'd
3 signatures may be used in place of original signatures on this stipulation or any document delivered
4 pursuant hereto. The Parties intend to be bound by the signatures on the telecopied or PDF'd
5 document, are aware that the other Parties will rely on the telecopied or PDF'd signatures, and
6 hereby waive any defenses to the enforcement of the terms of this stipulation based on the form of
7 signature.

8 **IT IS SO STIPULATED AND AGREED.**

9 Dated: 12/01/09

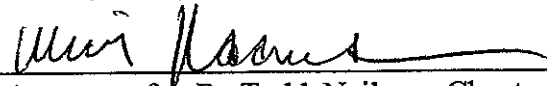
JEFFER, MANGELS, BUTLER & MARMARO LLP

10 By: _____

11 David P. Poitras P.C.
12 Attorneys for Bradley D. Sharp
Chapter 11 Trustee for Namco Capital Group, Inc.

13 Dated: 12/01/09

DANNING, GILL, DIAMOND & KOLLITZ LLP

14 By:  _____

15 Attorneys for R. Todd Neilson, Chapter 11 Trustee
16 for Ezri Namvar

17 Dated: 12/01/09

REEDER, LU & GREEN LLP

18 By: _____

Attorneys for Woodman Partners, LLC

19 Dated: 12/01/09

BALLARD SPAHR

20 By: _____

21 Rebecca Winthrop
22 Attorneys for Jeffry H. Belle, Interested Party

23 Dated: 12/01/09

KL GATES LLP

24 By: _____

25 Michael J. Heyman
26 Attorneys for Delson Brown Properties, LLC

JMBM
Jeffer Mangels
Butler & Marmaro LLP

1 4. This stipulation may be executed in counterparts, all of which shall be taken together
2 as a single document. In order to expedite the agreement contained herein, telecopied or PDF'd
3 signatures may be used in place of original signatures on this stipulation or any document delivered
4 pursuant hereto. The Parties intend to be bound by the signatures on the telecopied or PDF'd
5 document, are aware that the other Parties will rely on the telecopied or PDF'd signatures, and
6 hereby waive any defenses to the enforcement of the terms of this stipulation based on the form of
7 signature.

8 **IT IS SO STIPULATED AND AGREED.**

9 Dated: 12/01/09

JEFFER, MANGELS, BUTLER & MARMARO LLP

10 By: _____

11 David P. Poitras P.C.
12 Attorneys for Bradley D. Sharp
Chapter 11 Trustee for Namco Capital Group, Inc.

13 Dated: 12/01/09

DANNING, GILL, DIAMOND & KOLLITZ LLP

14 By: _____

15 Attorneys for R. Todd Neilson, Chapter 11 Trustee
for Ezri Namvar

16 Dated: 12/01/09

REEDER, LU & GREEN LLP

17 By: _____

18 Attorneys for Woodman Partners, LLC

19 Dated: 12/01/09

BALLARD SPAHR

20 By: _____

21 Rebecca Winthrop
22 Attorneys for Jeffry H. Belle, Interested Party

23 Dated: 12/01/09

KL GATES LLP

24 By: _____

25 Michael J. Heyman
26 Attorneys for Delson Brown Properties, LLC

JMBM
Jeffer Mangels
Butler & Marmaro LP

In re: NAMCO CAPITAL GROUP, INC., a California corporation Debtor.	CHAPTER 11 CASE NUMBER 2:08-BK-32333-BR
--	--

NOTE: When using this form to indicate service of a proposed order, DO NOT list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 1900 Avenue of the Stars, 7th Floor, Los Angeles, CA 90067

The foregoing document described as **STIPULATION TO CONTINUE HEARING ON JOINT MOTION OF THE CHAPTER 11 TRUSTEE OF NAMCO CAPITAL GROUP, INC., AND THE CHAPTER 11 TRUSTEE FOR EZRI NAMVAR FOR AN ORDER: (1) APPROVING THAT CERTAIN STIPULATION BETWEEN THE DEBTOR EZRI NAMVAR AND THE TRUSTEES RE CONTROL OF AFFILIATED LIMITED LIABILITY COMPANIES; (2) APPROVING THAT CERTAIN CONSULTANT AND INDEMNITY AGREEMENT; AND (3) AUTHORIZING THE ESTATES TO ADVANCE FUNDS TO AFFILIATED LIMITED LIABILITY COMPANIES AND APPROVING THE NAMCO CAPITAL AND LLC OPERATING BUDGETS;** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner indicated below:

I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF") – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On December 7, 2009, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

Service information continued on attached page

II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL (indicate method for each person or entity served):

On December 7, 2009 I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. *Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.*

BY MESSENGER

The Honorable Barry Russell
U.S. Bankruptcy Court
Roybal Federal Building
255 East Temple St., Suite 1660
Los Angeles, CA 90012-3332

Service information continued on attached page

III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on _____, I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. *Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.*

Service information continued on attached page

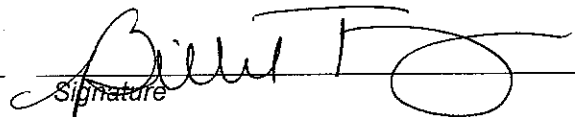
I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

December 7, 2009

Billie Terry

Date

Type Name


Signature

I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")

<ul style="list-style-type: none">• Simon Aron saron@wrslawyers.com• Raymond H Aver ray@averlaw.com• Robert D Bass rbass@greenbass.com• Christine E Baur christine.e.baur@bakernet.com, tracey.l.angelopoulos@bakernet.com;anne.w.hamann@bakernet.com;ali.m.m.mojdehi@bakernet.com;jane.b.mackie@bakernet.com• Michael Jay Berger michael.berger@bankruptcypower.com, michael.berger@bankruptcypower.com• Stephen F Biegenzahn efile@sfblaw.com• J Scott Bovitz bovitz@bovitz-spitzer.com• Gillian N Brown gbrown@pszjlaw.com, gbrown@pszjlaw.com• Shirley Cho scho@pszjlaw.com• Russell Clementson russell.clementson@usdoj.gov• Alicia Clough alicia.clough@kayescholer.com• Yona Conzevoy yconzevoy@dwclaw.com• Brian L Davidoff bdavidoff@rutterhobbs.com, calendar@rutterhobbs.com;jreinglass@rutterhobbs.com• Melissa Davis mdavis@shbllp.com• Daniel Denny ddenny@gibsondunn.com• Richard K Diamond rdiamond@dgdk.com• Richard K Diamond jlv@dgdk.com, rdiamond@ecf.epiqsystems.com• Caroline Djang crd@jmbm.com• Joseph A Eisenberg jae@jmbm.com• Michael G Fletcher mfletcher@franzel.com, efile@franzel.com;shom@franzel.com• Alan W Forsley awf@fredmanlieberman.com• Heather Fowler heather.fowler@lw.com, colleen.rico@lw.com• Jon H Freis jon@jhflaw.net• Sandford Frey Sfrey@cmkllp.com• Vanessa B Fung vfung@sobini.com• Philip A Gasteier pgasteier@rdwlawcorp.com• Thomas M Geher tmg@jmbm.com• Barry S Glaser bglaser@swjlaw.com• Steven Glaser sglaser@wvllp.com• Robert P Goe kmurphy@goeoforlaw.com, rgoe@goeoforlaw.com;mforsythe@goeoforlaw.com• Jeffrey I Golden jgolden@wgllp.com• David Gould dgould@davidgouldlaw.com• Steven T Gubner sgubner@ebg-law.com, ecf@ebg-law.com• M Jonathan Hayes jhayes@polarisnet.net• Michael J Heyman michael.heyman@klgates.com• Eric P Israel eisrael@dgdk.com• Seymone Javaherian sj@javlaw.com• Ira Benjamin Katz ikatz@katzlaw.net• Alexandra Kazhokin akazhokin@buchalter.com, rreeder@buchalter.com;ifsfiling@buchalter.com• Stuart I Koenig skoenig@cmkllp.com• Michael S Kogan mkogan@ecjlaw.com• John P Kreis jkreis@attglobal.net• Jeffrey A Krieger jkrieger@ggfirm.com• Duane Kumagai dkumagai@rutterhobbs.com, calendar@rutterhobbs.com• Steven N Kurtz lgreenstein@laklawyers.com, rfeldon@laklawyers.com• Pamela Labruyere pamelal@sgsslaw.com• Jennifer Leland jleland@pwkllp.com	<ul style="list-style-type: none">• John T Madden jmadden@wgllp.com• Harris M Madnick hmadnick@reederlugreen.com• William Malcolm bill@mclaw.org• Elmer D Martin elmermartin@msn.com• Daniel J McCarthy dmccarthy@hillfarrer.com• David W. Meadows david@davidwmeadowslaw.com• Hal M Mersel mark.mersel@bryancave.com• Elissa Miller emiller@sulmeyerlaw.com• Ali M Mojdehi ali.m.mojdehi@bakernet.com, andrew.mcdermott@bakernet.com;cindy.zhou@bakernet.com• Susan I Montgomery susan@simontgomerylaw.com• Monserrat Morales mmorales@pwkllp.com• Randall P Mroczynski randym@cookseylaw.com• Vicente Matias Murrell murrell.vicente@pbgc.gov• R. Todd Neilson tneilson@ecf.epiqsystems.com, vdoran@lecg.com;sgreenan@lecg.com• Scott H Noskin snoskin@mirmanbubman.com• William Novotny william.novotny@mwmf.com• Walter K Oetzell woetzell@dgdk.com• Sam S Oh sam.oh@limruger.com, alisia.dunbar@limruger.com;julie.yu@limruger.com;any.lee@limruger.com• Jenny Y Park Garner jpark@sheppardmullin.com• Penelope Parmes pparmes@rutan.com• Lawrence Peitzman lpeitzman@pwkllp.com• Leo D Plotkin lplotkin@lsl-la.com, dsmall@lsl-la.com• David M Poitras dpoitras@jmbm.com• Samuel Price sprice@donahoeyoung.com• Uzzi O Raanan uor@dgdk.com• Christopher S Reeder creeder@reederlugreen.com• Jeremy E Rosenthal jrosenthal@sidley.com• Gregory M Salvato gsalvato@pmcos.com, calendar@pmcos.com• Bruce S Schildkraut bruce.schildkraut@usdoj.gov• Benjamin Seigel bseigel@buchalter.com, IFS_filing@buchalter.com• David B Shemano dshemano@pwkllp.com• Robyn B Sokol ecf@ebg-law.com, rsokol@ebg-law.com• Ryan J Stonerock rstonerock@wcclaw.com, amillman@wcclaw.com• David Norouzi david@norouzi.us• Nico N Tabibi nico@tabibilaw.com• Sam Tabibian sam.tabibian@gmail.com• Derrick Talerico dtalerico@loeb.com, kpression@loeb.com;ljurich@loeb.com• David A Tilem davidtilem@tilemlaw.com, malissamurguia@tilemlaw.com;marcyarman@tilemlaw.com;ldiaz@tilemlaw.com;dianachau@tilemlaw.com• Alan G Tippie atippie@sulmeyerlaw.com, jbartlett@sulmeyerlaw.com• United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov• Howard J Weg hweg@pwkllp.com• Michael H Weiss mw@weissandspees.com, lm@weissandspees.com;jb@weissandspees.com• Kimberly S Winick kwinick@clarktrev.com• Rebecca J Winthrop winthrop@ballardspahr.com• Beth Ann R Young bry@lnrb.com• Afshin Youssefyeh ady@adylaw.com
--	---