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11 **UNITED STATES BANKRUPTCY COURT**
12 **CENTRAL DISTRICT OF CALIFORNIA**
LOS ANGELES DIVISION

13 In re:

14 NAMCO CAPITAL GROUP, INC.,
15 a California corporation,

16 Debtor.

CASE NO.: 2:08-bk-32333-BR

Chapter 11

NOTICE OF:

**(1) EXTENSION OF TERM OF THAT
CERTAIN CONSULTANT AND INDEMNITY
AGREEMENT; AND**

**(2) PROPOSED INCREASE OF
COMPENSATION UNDER THAT CERTAIN
CONSULTANT AND INDEMNITY
AGREEMENT**

[No Hearing Set]

JMBM
Jeffer Mangels
Butler & Marmaro LLP

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

3 By orders entered August 13, 2009 and October 22, 2009 (the "Approval Orders"), the
4 Bankruptcy Court approved in substantial part that certain *Joint Motion of the Chapter 11 Trustee*
5 *of Namco Capital Group, Inc., and the Chapter 11 Trustee for Ezri Namvar for an Order: (1)*
6 *Approving that Certain Stipulation Between Debtor Ezri Namvar and the Chapter 11 Trustee of*
7 *Ezri Namvar and the Chapter 11 Trustee of Namco Capital Group, Inc., Re Control of Affiliated*
8 *Limited Liability Companies; (2) Approving that Certain Consultant and Indemnity Agreement*
9 *Between the Estates and Louis A. Cicalese, LLC; and (3) Authorizing the Estates to Advance Funds*
10 *to Affiliated Limited Liability Companies and Approving the Namco Capital and LLC Operating*
11 *Budgets* (the "Motion").

12 Pursuant to the Approval Orders, the Court approved that certain *Consulting and Indemnity*
13 *Agreement* (the "Consulting Agreement"). Pursuant to Section 2 of the Consulting Agreement, the
14 agreement shall terminate by its terms on December 15, 2009, but may be extended beyond
15 December 15, 2009 by written consent of all parties. The Approval Orders authorize the parties to
16 extend the term of the Consulting Agreement without further order of the Bankruptcy Court, upon
17 notice to creditors and interested parties and an opportunity to object (the "Notice").

18 **PLEASE TAKE NOTICE** that by this Notice, the Namco Trustee and the Namvar Trustee
19 hereby give notice that the parties have agreed to extend the term of the Consulting Agreement
20 through and including June 30, 2010 (the "Extended Term").

21 **PLEASE TAKE FURTHER NOTICE** that by this Notice, the Namco Trustee and the
22 Namvar Trustee hereby give notice that the parties have agreed that for the Extended Term,
23 Cicalese LLC will be paid \$9,615.00 per week, which equates to \$500,000 per year. This amount
24 represents an increase of approximately \$961.00 per week from the amount paid during the initial
25 six month term.

26 **PLEASE TAKE FURTHER NOTICE** that any party opposing the extension of the
27 Consulting Agreement or the proposed increase in compensation thereunder or objecting to the
28 adequacy of this Notice must file a written objection setting forth the facts and law upon which such

1 objection is based, and must file said written objection with the Court and serve a copy on the
2 Trustees' counsel not later than fifteen (15) days after the date of this Notice. Failure to so respond
3 will result in the term of the Consulting Agreement being extended and compensation increased as
4 set forth above. For further information concerning this Notice, please contact the attorneys for the
5 Trustees listed on the first page of this Notice.

6 Respectfully submitted,

7
8 Date: December 15, 2009

JEFFER, MANGELS, BUTLER & MARMARO LLP

9 By: /s/ David M. Poitras
10 DAVID M. POITRAS P.C.
11 Attorneys for Bradley D. Sharp,
Chapter 11 Trustee for Namco Capital Group, Inc.

12 Dated: December 15, 2009

DANNING, GILL, DIAMOND & KOLLITZ, LLP

13
14 By: /s/ Richard K. Diamond
15 RICHARD K. DIAMOND
16 Attorneys for R. Todd Neilson, Chapter 11
17 Trustee for Ezri Namvar

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JMBM
Jeffer Mangels
Butler & Marmaro LLP

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|---|---------|--|
| 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 **NOTICE OF: (1) EXTENSION OF TERM OF THAT CERTAIN CONSULTANT AND INDEMNITY AGREEMENT; AND (2) PROPOSED INCREASE OF COMPENSATION UNDER THAT CERTAIN CONSULTANT AND INDEMNITY AGREEMENT**; 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 15, 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 15, 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

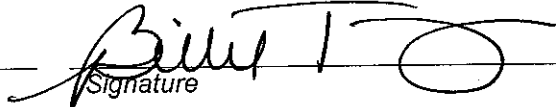
I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

December 15, 2009

Billie Terry

Date

Type Name


Signature

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

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This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.