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

13 In re:
14 NAMCO CAPITAL GROUP, INC., a
California corporation,
15
16 Debtor.

Case Number.: 2:08-bk-32333-BR

Chapter 11

**JOINT STATUS REPORT OF BRADLEY D.
SHARP, CHAPTER 11 TRUSTEE OF NAMCO
CAPITAL GROUP, INC. AND R. TODD
NEILSON, CHAPTER 11 TRUSTEE OF EZRI
NAMVAR REGARDING THE COMPOSITION
OF THE OFFICIAL COMMITTEES OF
UNSECURED CREDITORS IN THE NAMCO
AND NAMVAR CHAPTER 11 CASES; AND
THE CHAPTER 11 PLAN PROCESS**

[Hearing Requested]

25
26 **TO THE HONORABLE BARRY RUSSELL, UNITED STATES BANKRUPTCY JUDGE,**
27 **AND INTERESTED PARTIES:**

1 **INTRODUCTION**

2 Bradley D. Sharp, Chapter 11 Trustee for the Bankruptcy Estate of Namco Capital Group,
3 Inc. (the "**Namco Trustee**") and R. Todd Neilson, Chapter 11 Trustee for the Bankruptcy Estate of
4 Ezri Namvar ("**Namvar Trustee**") hereby file their *Joint Status Report Regarding the*
5 *Composition of the Official Committees of Unsecured Creditors; and the Chapter 11 Plan Process*
6 (**Status Report**) in the chapter 11 cases of Namco Capital Group, Inc. ("**Namco**") and Ezri
7 Namvar ("**Namvar**"). This Status Report concerns certain issues which have recently arisen
8 concerning the composition of the Official Committees of Unsecured Creditors in these cases (the
9 "**Committees**") and the present status of the filing of chapter 11 plans in these cases. The status
10 report is being filed jointly by the Namco Trustee and the Namvar Trustee. The Namco Trustee and
11 the Namvar Trustee are collectively referred to hereinafter as the "**Trustees**". The Trustees are
12 filing this Status Report as they believe, in consultation with the Office of the United States Trustee,
13 that the Court should be aware of the recent events described below and of the current status of the
14 filing of chapter 11 plans in these cases.

15 The Trustees request that the Court set a status conference in these cases to discuss the
16 Status Report with the Trustees and their professionals sometime in January 2011.
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1 **COMPOSITION OF THE COMMITTEES**¹

2 **A. The Namco Committee**

3 The Namco Committee was formed and appointed by the Office of the United States
4 Trustee on February 13, 2009. On that date, the following entities and individuals were appointed
5 as members of the Namco Committee: Abraham B. Assil Trust; Artech Properties, L.L.C.;
6 Benjamin B. Efraim; Farhadian Family Trust; and Joseph Ghadir. Thereafter, the Namco
7 Committee was expanded to include Namco Financial Exchange, Inc. (the "**Exchange**") and John
8 Farhamy ("**Farhamy**") as members. The Exchange is an affiliate of Namco and Namvar. An
9 involuntary chapter 7 was filed against the Exchange on April 2, 2009 and an order for relief was
10 entered against the Exchange under chapter 7 on June 9, 2009. Heide Kurtz is the duly appointed
11 chapter 7 trustee of the Exchange (the "**Exchange Trustee**"). Initially, the Exchange was
12 represented on the Namco Committee by counsel for the Exchange Trustee, Michael Weiss of
13 Weiss & Spees. On or about September 21, 2010, the Exchange Trustee employed the firm of
14 Weiland, Golden, Smiley, Wang Ekvall & Strok as her counsel, in place and in stead of Weiss &
15 Spees. Since that date, the Trustees are informed and believe that the Exchange Trustee herself has
16 been the Exchange representative on the Namco Committee. On or about October 20, 2010, Artech
17 Properties, L.L.C. resigned from the Namco Committee. The Namco Committee has employed the
18 law firms of Creim, Macias, Koenig & Frey and the Lobell Firm as its counsel and FTI as its
19 financial advisor.

20 **B. The Namvar Committee**

21 The Namvar Committee was formed and appointed by the Office of the United States
22 Trustee on February 13, 2009. On that date, the following entities and individuals were appointed
23 as members of the Namvar Committee: Mansour Alyeshmerni; Marc Ashegian; Hersel Babajoni;
24 Cathay Bank; MidFirst Bank; Elliot Sharaby; and Town and Country Bank. As of the date of this
25

26 ¹ The Trustees note that while the Committees were formed in early 2009 in these
27 cases, they would not agree to execute standard form non-disclosure agreements until April 2010.
28 This prevented the Trustees from sharing confidential information with the Committees until that
time. For the reasons set forth below, the Trustees are not presently sharing confidential
information with the Committees.

1 Status Report, there has been no change in the composition of the Namvar Committee from its
2 original formation. The Namvar Committee has employed the law firm of Shulman, Hodges &
3 Bastian as its counsel and Alvarez & Marsal as its financial advisor.

4 **THE GH CAPITAL MOTION AND SHAKIB LITIGATION**

5 On June 30, 2010, this Court conducted a hearing on the *Joint Motion of Bradley D. Sharp*
6 *(the "Trustee"), Chapter 11 Trustee for the Bankruptcy Estate of Namco Capital Group, Inc.*
7 *("Debtor" or "Namco") and Beshmada, LLC ("Beshmada") for an Order: (1) Approving*
8 *Membership Interest Purchase and Settlement Agreement (the "Perlman Agreement") with GH*
9 *Capital, LLC ("GH Capital") and Gregory Perlman ("Perlman"); (2) Authorizing the Sale and*
10 *Transfer of Beshmada's Membership Interests in GH Capital and Meadow Run Investors, LLC*
11 *("Meadow Run") to Perlman Pursuant to § 363 of the Bankruptcy Code; and (3) Approving and*
12 *Authorizing a Compromise of Claims and Controversies Between Namco, Beshmada and GH*
13 *Capital (the "GH Motion").* At that hearing, counsel for the Namco Committee presented an
14 individual by the name of Sohrab (Sam) Shakib as an overbidder for some of the assets subject to
15 the GH Motion. After taking testimony from Mr. Shakib, the Court approved the sale of certain
16 assets to Mr. Shakib pursuant to the offer he made on the record, and directed Mr. Shakib to return
17 to Court later that day to provide the sellers, Namco and Beshmada, LLC, with a \$500,000 cashier's
18 check, e.g., a non-refundable earnest money deposit. As stated on the record, Mr. Shakib agreed
19 and stated that he understood that he was acquiring the assets "as-is, where-is", without any
20 representation or warranty, and that the \$500,000 deposit was non-refundable. While Mr. Shakib
21 returned to Court later that day with a \$500,000 cashier's check, Mr. Shakib refused to deliver the
22 check to counsel for the Namco Trustee or Beshmada, claiming that he now wanted time to conduct
23 due diligence and that Mr. Perlman (the original bidder/stalking horse and the back-bidder)
24 threatened him with litigation after the morning hearing. As a result of the foregoing, the Court
25 entered a series of orders, authorizing and directing the sale to Mr. Shakib of certain assets,
26 authorizing and directing the sale of certain other assets to Mr. Perlman, and authorizing Mr.
27 Perlman to be the back-up bidder in the event Mr. Shakib defaulted on his offer and the order
28 authorizing and directing the sale of certain assets to him. Mr. Shakib did in fact default on his

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1 offer and the order authorizing and directing him to purchase certain assets (Namco and Beshmada
2 have since closed a sale of these assets to Mr. Perlman as the back-up bidder).

3 As a consequence of the foregoing, Namco and Beshmada commenced an adversary
4 proceeding against Mr. Shakib for fraud, misrepresentation and breach of contract, asserting claims
5 for the full amount offered, \$3 million (in the event the sale to Mr. Perlman did not close), or the
6 differential between what Mr. Shakib agreed to pay versus what Mr. Perlman had agreed to pay,
7 \$750,000, or at a minimum, for the \$500,000 earnest money deposit.² In response to the filing of
8 the adversary proceeding, Mr. Shakib filed a motion with this Court to set aside the order
9 authorizing and directing him to close the sale generally described above (the "**Shakib Motion**").
10 The Shakib Motion is Docket No. 1034 in the Namco case. In that motion, Mr. Shakib made
11 various allegations against the Namco Committee and its counsel, in particular, he alleged that he
12 was misled by certain members of the Namco Committee (Joseph Ghadir and John Farhamy) and
13 that he was misled by Mr. Lobell and he thought that Mr. Lobell was representing him personally in
14 connection with his offer concerning the GH Motion. The Trustees stress that the foregoing is Mr.
15 Shakib's allegations only, and that such allegations were and continue to be denied by the
16 Committees, their members and their counsel. The Shakib Motion also asserts that Ezri Namvar
17 was intimately involved in the Shakib Offer.

18 In light of the Shakib Motion, the Namco Trustee issued subpoenas for documents and
19 depositions to Mr. Farhamy, Mr. Ghadir, Mr. Shakib and Mr. David Zadeh (an associate of Mr.
20 Shakib). In the document subpoenas, amongst other things, the Namco Trustee sought all
21 communications between Messrs. Farhamy, Ghadir, Shakib and Zadeh and Ezri Namvar between
22 September 2009 and the date of production.

23 In response to the subpoenas, various documents were produced (but likely not all of the
24 documents requested). Nevertheless, from the documents produced, the Trustees learned, among
25 other things (i) that certain members of the Namco Committee had provided confidential

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27 ² As of the date of this Status Report, Namco and Beshmada have reached a settlement
28 in principle with Mr. Shakib. The agreement is subject to documentation and Court approval.

1 information to Ezri Namvar concerning the GH Motion and other matters, (ii) that Ezri Namvar was
2 intimately involved in virtually all aspects of the Namco Committee's positions taken concerning
3 the GH Motion and in particular the Shakib offer, and (iii) that Ezri Namvar has been directly
4 involved in various other material matters and positions taken by the Namco Committee in these
5 cases.³ Upon this discovery, the Trustees consulted with the Office of the United States Trustee and
6 then consulted with counsel for the Committees.⁴ As a result of these discussions, while not
7 admitting any wrongdoing, Messrs. Farhamy and Ghadir have resigned from the Namco
8 Committee.

9 In consultation with the Office of the United States Trustee, as of the date of this Status
10 Report, the Trustees have made a formal request of each of the Committees that each of the
11 remaining members of the Committees produce all of their communications with Ezri Namvar
12 and/or any member of the Namvar family concerning Namco, the Exchange and the Namvar
13 bankruptcy case, from the date they were appointed to their respective committee through the
14 present date. The Trustees and the Office of the United States Trustee believe that the production of
15 such communications is necessary to determine that members of the Committees have maintained
16 their fiduciary duties to the Committees, to the bankruptcy estates and their constituencies, and for
17 the integrity of the bankruptcy process. In the event that any committee member does not agree to
18 voluntarily produce the documents requested, formal discovery will be commenced by the Trustees
19 or the Office of the United States Trustee, at their discretion.

20 THE CHAPTER 11 PLAN PROCESS

21 The Trustees and the Committees began discussing the preparation and filing of a joint
22 chapter 11 plan in these cases in or about June 2010. Over the ensuing weeks and months the

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24 ³ As the Court is aware, Ezri Namvar was indicted in September 2010 on federal wire
fraud charges.

25 ⁴ The Trustees also note that in or about August 2010, draft confidential financial
26 information/projections produced by the Trustees concerning a potential chapter 11 plan was
27 provided to the Committees. That financial information then found its way to a reporter for the Los
28 Angeles Business Journal who wrote about such information in a published news article. While the
Trustees have not been able to determine who disclosed this information, since that date, the
Trustees have not provided the Committees with any written confidential information.

1 outline of a plan was formed, earnest drafting began in September 2010, with a goal of getting a
2 plan and disclosure statement filed in the 2010 calendar year.

3 In substantial part, these estates have two types of assets: real estate (including membership
4 interests in various limited liability companies which own real estate) and litigation claims (which
5 include various types of potential accounts receivable, fraudulent transfer actions, preference
6 actions, breach of fiduciary duty claims, and the like). As contemplated, the plan would create two
7 entities, one to hold and manage the real estate assets ("**Realco**") and another to hold, manage and
8 prosecute the litigation claims ("**Litco**"). It was further contemplated that the post-confirmation
9 governance of Realco and Litco would include members of the Committees in some director type or
10 oversight capacity; the corporate governance issues between the Trustees and the Committees had
11 not been resolved prior to the Trustees receiving the Shakib discovery and the information generally
12 described above.

13 In light of the foregoing, any filing of a chapter 11 plan by the Trustees in these cases is
14 being held in abeyance pending the outcome of the production by the Committee members
15 described above. As the Court and the Committees are well aware, any chapter 11 plan put forth in
16 these cases by any party which includes third parties or members of the Committees in a post-
17 confirmation governance role must be proposed in good faith and must provide full disclosure
18 concerning the connections of such individuals with the Debtors and their affiliates and must be
19 supported by competent and admissible evidence to satisfy 11 U.S.C. Section 1129(a)(5) to show
20 that such appointment is "[c]onsistent with the interests of creditors and equity security holders and
21 with public policy . . ."

22 In sum, throughout these cases, the Trustees have used their best efforts to include the
23 Committees in all material aspects of the process of these chapter 11 cases. Notwithstanding
24 various "bumps in the road" (such as those described in this Status Report), it remains the desire of
25 the Trustees to include the Committees and members of the creditor body in the plan process, both
26 before and after the confirmation of a plan in these cases. Under the present circumstances, this
27 may no longer be possible. The Trustees and the Court need to maintain and uphold the integrity of
28 the bankruptcy process and the Trustees are obligated to act independently and in the best interests

1 of the creditors and parties in interest. In order to uphold their duties to the Court and parties in
2 interest, the Trustees reasonably believe that the members of the Committees must provide the
3 requested disclosure, and the transparency compelled by the bankruptcy code and the bankruptcy
4 process. Ultimately, the plan process will be determined by the level of disclosure provided by the
5 Committee members and the results of any such disclosure.

6 The Trustees and their counsel will attend any status conference set by the Court in
7 connection with this Status Report and will be available at any status conference to answer any
8 questions the Court may have on the record or *in camera*. The Trustees will also have available the
9 written discovery provided to date for review by the Court if it wishes to do so. The Trustees
10 request that the Court set a status conference on this Status Report sometime in January 2011.

11 Date: December 21, 2010

JEFFER, MANGELS, BUTLER & MITCHELL LLP

12 By: /s/ David M. Poitras

13 David M. Poitras P.C.

14 Counsel for Bradley D. Sharp,

Chapter 11 Trustee for Namco Capital Group, Inc.

15 Dated: December 20, 2010

DANNING, GILL, DIAMOND & KOLLITZ, LLP

16 By: /s/ Richard K. Diamond

17 Richard K. Diamond

18 Attorneys for R. Todd Neilson, Chapter 11 Trustee
19 for Ezri Namvar
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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, Seventh Floor, Los Angeles, California 90067-4308

A true and correct copy of the foregoing document described as Joint Status Report Of Bradley D. Sharp, Chapter 11 Trustee Of Namco Capital Group, Inc. And R. Todd Neilson, Chapter 11 Trustee Of Ezri Namvar Regarding The Composition Of The Official Committees Of Unsecured Creditors In The Namco And Namvar Chapter 11 Cases; And The Chapter 11 Plan Process 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 21, 2010, 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 21, 2010, 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.

Served By Overnight Mail:

Honorable Barry Russell
United States Bankruptcy Court
255 E. Temple Street, Suite 1660
Los Angeles, CA 90012

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 21, 2010

Date

Claudean Brandon

Type Name



Signature

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