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1 **KELLER BENVENUTTI KIM LLP**
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12 *Attorneys for the Debtors and*
13 *Debtors in Possession*

14 **UNITED STATES BANKRUPTCY COURT**
15 **NORTHERN DISTRICT OF CALIFORNIA**
16 **SANTA ROSA DIVISION**

17 In re:

18 LEFEVER MATTSON, a California
19 corporation, *et al.*,¹

20 Debtors.

21 Lead Case No. 24-10545 (CN)

22 (Jointly Administered)

23 Chapter 11

24 **NOTICE OF REVISED PROPOSED**
25 **ORDER (I) AUTHORIZING CERTAIN**
26 **DEBTORS TO ENTER INTO POST-**
27 **PETITION INTERCOMPANY**
28 **AGREEMENT WITH PINEAPPLE BEAR;**
(II) GRANTING ADMINISTRATIVE
EXPENSE CLAIMS; AND (III) GRANTING
RELATED RELIEF

[Related to Dkt. No. 1161]

¹ The last four digits of LeFever Mattson's tax identification number are 7537. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://veritaglobal.net/LM>. The address for service on the Debtors is 6359 Auburn Blvd., Suite B, Citrus Heights, CA 95621.



1 **TO: THE UNITED STATES BANKRUPTCY COURT, THE UNITED STATES TRUSTEE,**
2 **AND OTHER PARTIES IN INTEREST**

3 **PLEASE TAKE NOTICE** that on August 6, 2024, Windscape Apartments, LLC filed a
4 voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy
5 Code”) with the United States Bankruptcy Court for the Northern District of California (Santa
6 Rosa Division) (the “Bankruptcy Court”).

7 **PLEASE TAKE FURTHER NOTICE** that on September 12, 2024, LeFever Mattson, a
8 California corporation (“LeFever Mattson”), and 57 affiliated entities (the “September 12
9 Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

10 **PLEASE TAKE FURTHER NOTICE** that on October 2, 2024, Pinewood
11 Condominiums, LP and Ponderosa Pines, LP, both affiliates of LeFever Mattson, filed voluntary
12 petitions for relief under chapter 11 of the Bankruptcy Code (the “October 2 Debtors,” and
13 collectively with Windscape Apartments, LLC and the September 12 Debtors, the “Debtors”). The
14 bankruptcy cases of the Debtors are being jointly administered for procedural purposes only (the
15 “Chapter 11 Cases”).

16 **PLEASE TAKE FURTHER NOTICE** that on March 26, 2025, the Debtors filed the
17 *Motion of Debtors for Order (I) Authorizing Certain Debtors to Enter into Post-petition*
18 *Intercompany Agreement with Pineapple Bear; (II) Granting Administrative Expense Claims; and*
19 *(III) Granting Related Relief* [Dkt. No. 1161] (the “Motion”). A proposed order was attached as
20 Exhibit A to the Motion (the “Original Proposed Order”).

21 **PLEASE TAKE FURTHER NOTICE** that the Motion drew one response, filed on
22 April 9, 2025, by Socotra Capital, Inc. (“Socotra”):

- 23 • *Socotra Capital, Inc.’s Response and Reservation of Rights with Respect to Motion*
24 *of Debtors for Order (I) Authorizing Certain Debtors to Enter into Post-petition*
25 *Intercompany Agreement with Pineapple Bear; (II) Granting Administrative*
26 *Expense Claims; and (III) Granting Related Relief* [Dkt. No. 1243].

27 **PLEASE TAKE FURTHER NOTICE** that attached hereto as **Exhibit 1** is a revised
28 proposed order granting the Motion (the “Revised Proposed Order”). Attached hereto as **Exhibit 2**
is a redline comparison of the Revised Proposed Order with the Original Proposed Order. Based
on their discussions with Socotra, the Debtors believe that the Revised Proposed Order resolves
the issues raised in Socotra’s response.

PLEASE TAKE FURTHER NOTICE that the Debtors reserve all rights to make further
changes to the proposed order or withdraw the Motion in whole or in part up to and during the
hearing on the Motion.

PLEASE TAKE FURTHER NOTICE that a copy of the Motion can be viewed and/or
obtained by: (i) accessing the Bankruptcy Court’s website at <http://www.canb.uscourts.gov>,
(ii) contacting the Office of the Clerk of the Court at 450 Golden Gate Avenue, San Francisco, CA
94102, or (iii) from the Debtors’ claims and noticing agent, KCC dba Verita Global, at the
following web address: <https://www.veritaglobal.net/LM>, or by calling (877) 709-4751 (toll free)
for U.S. and Canada-based parties; or (424) 236-7231 for International parties or by e-mail at:
www.veritaglobal.net/lm/inquiry. Note that a PACER password is needed to access documents
on the Bankruptcy Court’s website.

1 Dated: April 10, 2025

KELLER BENVENUTTI KIM LLP

2 By: /s/ Thomas B. Rupp

3 Thomas B. Rupp

4 *Attorneys for the Debtors and Debtors in*
5 *Possession*

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EXHIBIT 1
(Revised Proposed Order)

1 **KELLER BENVENUTTI KIM LLP**
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24 Chapter 11

25 **[PROPOSED] ORDER**
26 **(I) AUTHORIZING CERTAIN**
27 **DEBTORS TO ENTER INTO POST-**
28 **PETITION INTERCOMPANY**
AGREEMENT WITH PINEAPPLE
BEAR; (II) GRANTING
ADMINISTRATIVE EXPENSE
CLAIMS; AND (III) GRANTING
RELATED RELIEF

Date: April 16, 2025

Time: 11:00 a.m.

Place: United States Bankruptcy Court
1300 Clay Street, Courtroom 215
Oakland, CA 94612

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1 Upon consideration of the *Motion of Debtors for of Order (I) Authorizing Certain Debtors*
2 *to Enter into Post-petition Intercompany Agreement with Pineapple Bear; (II) Granting*
3 *Administrative Expense Claims; and (III) Granting Related Relief* (the “Motion”),² by the debtors
4 and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases
5 (the “Chapter 11 Cases”); the Court having reviewed the Motion and the Sharp Declaration and
6 having considered the statements of counsel and the evidence adduced with respect to the Motion
7 at a hearing before the Court (the “Hearing”); and the Court having found that (i) the Court has
8 jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157
9 and 1334, and the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*,
10 General Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District
11 Court for the Northern District of California; (ii) venue is proper in this district pursuant to 28
12 U.S.C. §§ 1408 and 1409; (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iv) notice
13 of the Motion and the Hearing was sufficient under the circumstances; and after due deliberation
14 the Court having determined that the relief requested in the Motion is in the best interests of the
15 Debtors, their estates, and their creditors; and good and sufficient cause having been shown;

16 **IT IS HEREBY ORDERED THAT:**

- 17 1. The Motion is granted.
- 18 2. LeFever Mattson and the Pineapple Bear Debtors are authorized to enter into the
19 Pineapple Bear Agreement.
- 20 3. The Pineapple Bear Agreement shall govern the allowance of administrative claims
21 of LeFever Mattson against the Pineapple Bear Debtors.
- 22 4. Nothing in this Order, the Motion, or the Pineapple Bear Agreement is intended to,
23 or in fact shall, (i) affect the validity, extent, or priority of any party’s lien against the Pineapple
24 Bear Properties or their proceeds, or (ii) constitute an administrative expense senior to any party’s
25 lien on any assets, including without limitation the Pineapple Bear Properties, of the Pineapple
26 Bear Debtors.

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28 ² Capitalized terms not otherwise defined herein shall have the meanings given to them in
the Motion.

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5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

** END OF ORDER **

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EXHIBIT 2
(Redline Comparison)

1 **KELLER BENVENUTTI KIM LLP**
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4.5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

**** END OF ORDER ****