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Proposed Attorneys for Debtor and Debtor in Possession

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SANTA ROSA DIVISION

In re

Case No. 24-10715 (CN)

Chapter 11

KS MATTSON PARTNERS, LP,
 Debtor¹.

**NOTICE OF REVISED PROPOSED ORDER
 AUTHORIZING DESIGNATION OF ROBBIN L.
 ITKIN AS RESPONSIBLE INDIVIDUAL
 PURSUANT TO B.L.R. 4002-1**

[Related to Dkt. No. 133]

¹The last four digits of the Debtor's tax identification number are 5060. The Debtor's mailing address is c/o Stapleton Group, 514 Via de la Valle, Suite 210, Solana Beach, CA 92075.



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

3 **PLEASE TAKE NOTICE** that, on November 22, 2024, an involuntary petition for relief
4 under chapter 11 of title 11 of the United States Code was filed against KS Mattson Partners, LP
(the “Debtor”) with the United States Bankruptcy Court for the Northern District of California
(Santa Rosa Division) (the “Bankruptcy Court”).

5
6 **PLEASE TAKE FURTHER NOTICE** that, on June 9, 2025, the Bankruptcy Court
entered the *Stipulated Order for Relief in an Involuntary Case* (Docket No. 131).

7
8 **PLEASE TAKE FURTHER NOTICE** that on June 9, 2025, the Debtor filed its *Motion*
9 *for Order Authorizing Designation of Robbin L. Itkin as Responsible Individual Pursuant to B.L.R. 4002-1* (Docket No. 133) (the “Motion”).

10 **PLEASE TAKE FURTHER NOTICE** that on June 16, 2025, the Court entered the *Interim*
11 *Order Authorizing Designation of Robbin Itkin as Responsible Individual Pursuant to B.L.R. 4002-1* (Docket No. 145) (the “Interim Order”).

12 **PLEASE TAKE FURTHER NOTICE** that the attached hereto as **Exhibit A** is a revised
13 proposed order granting the Motion on a final basis (the “Revised Proposed Order”). Based on its
14 discussions with the United States Trustee, the Debtor believes the Revised Proposed Order addresses
informal concerns raised by the United States Trustee.

15 **PLEASE TAKE FURTHER NOTICE** that a redline comparison of the Revised Proposed
16 Order and the Interim Order is attached as **Exhibit B**.

17 **PLEASE TAKE FURTHER NOTICE** that the Debtor reserves all rights to make further
18 changes to the proposed order or withdraw the Motion in whole or in part up to and during the hearing
on the Motion.

19 **PLEASE TAKE FURTHER NOTICE** that a copy of the Motion and supporting
20 documents can be viewed and/or obtained by accessing the Bankruptcy Court’s website at
21 <http://www.canb.uscourts.gov>. Note that a PACER password is needed to access documents on the
Bankruptcy Court’s website.

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23 [remainder of page intentionally left blank]
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1 Dated: June 20, 2025

/s/ Richard L. Wynne

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Exhibit A
(Revised Proposed Order)

Richard L. Wynne (Bar No. 120349)
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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SANTA ROSA DIVISION

In re

Case No. 24-10715 (CN)

Chapter 11

KS MATTSON PARTNERS, LP,
Debtor¹.

**[PROPOSED] FINAL ORDER AUTHORIZING
DESIGNATION OF ROBBIN L. ITKIN AS
RESPONSIBLE INDIVIDUAL PURSUANT TO
B.L.R. 4002-1**

Date: June 24, 2025

Time: 11:00 a.m.

Place: (In Person or Via Zoom)

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

Upon consideration of the *Debtor's Motion for Order Authorizing Designation of Robbin L. Itkin as Responsible Individual Pursuant to B.L.R. 40021-1* (the "Motion")² filed by the above-

¹The last four digits of the Debtor's tax identification number are 5060. The Debtor's mailing address is c/o Stapleton Group, 514 Via de la Valle, Suite 210. Solana Beach, CA 92075.

²Capitalized terms used but not defined in this Order shall have the meanings ascribed to such terms in the Motion.

1 captioned debtor and debtor in possession (the “Debtor”) in the above-captioned chapter 11 case,
2 for entry of an order pursuant to sections 105 and 363 of title 11 of the United States
3 Code (the “Bankruptcy Code”), Rule 6004 of the Federal Rules of Bankruptcy Procedure (the
4 “Bankruptcy Rules”), and Bankruptcy Local Rule 4002-1 for the United States District Court for
5 the Northern District of California (the “Local Rules”), and the Court having reviewed the Motion,
6 the Itkin Declaration, all other filings in support of the Motion, and the arguments made at the
7 hearing on the Motion (the “Hearing”); and the Court having found that (i) the Court has jurisdiction
8 to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and
9 the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24
10 and Rule 5011-1(a) of the Local Rules; (ii) venue is proper in this district pursuant to 28 U.S.C. §§
11 1408 and 1409; (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iv) notice of the
12 Motion and the Hearing was sufficient under the circumstances; and (v) good cause exists to waive
13 the requirements imposed by Bankruptcy Rules 6004(a) and 6004(h), to the extent either is
14 applicable; and after due deliberation the Court having determined that the relief requested in the
15 Motion is in the best interests of the Debtor, its estates, and its creditors; and good and sufficient
16 cause having been shown;

17
18
19 **IT IS HEREBY ORDERED THAT:**

- 20
21 1. The Motion is granted.
- 22 2. Robbin L. Itkin is appointed as the responsible individual for the Debtor for purposes
23 of the above-captioned chapter 11 case pursuant to Local Rule 4002-1 (the “Responsible
24 Individual”) effective as of June 16, 2025.
- 25 3. Ms. Itkin’s contact information:
- 26 Robbin Itkin Corporate Governance Solutions
27 Attention: Robbin Itkin
28 16350 Ventura Blvd., Suite D-509

Encino, CA 91436
Phone: 310.738.9561
Email: robbin@robbinitkinsolutions.com

4. Paragraph 6 of the *Stipulated Order for Relief in an Involuntary Case* [Docket No. 131] shall be and hereby is amended and superseded to provide:

As Responsible Individual, Ms. Itkin (a) shall solely be responsible for the duties and obligations of the Debtor as a debtor in possession; (b) shall be vested with the sole and exclusive right and full authority to manage, conduct, and operate the Debtor's business, including, without limitation, opening, closing, and otherwise controlling the Debtor's bank accounts; and (c) shall not be removed as Responsible Individual without further order of this Court. Notwithstanding anything to the contrary contained herein or in the *Limited Partnership Agreement of K S Mattson Partners, LP* (as amended from time to time), all decisions respecting any matter affecting or arising out of the conduct of the business of the Debtor shall be made by the Responsible Individual. Any third party dealing with the Debtor may rely upon this Order as to the Responsible Individual's authority to act for the Debtor. Ms. Itkin shall have the right to retain, on behalf of and at the cost of the Debtor, and, in the case of professional persons, subject to Court approval after filing of appropriate retention applications, professionals and such other individuals as she deems necessary or advisable to assist her in the performance of her duties as Responsible Individual.

5. None of Kenneth Mattson, Stacy Mattson or K.S. Mattson Company, LLC shall have any authority, express or implied, to act on behalf of the Debtor, bind the Debtor, operate the Debtor's business, access any of the Debtor's assets or any property of the estate. Any such actions shall be void ab initio and a violation of this Order.

6. The Debtor is authorized to employ and retain Ms. Itkin as Responsible Individual under sections 363(b) and 105(a) of the Bankruptcy Code, effective as of June 16, 2025, under the terms of the Responsible Individual Agreement.

7. The terms of the Responsible Individual Agreement are approved. Notwithstanding the foregoing, the Liability Cap set forth in the Responsible Individual Services Agreement shall not be effective with respect to any direct damages found in a final and non-appealable judgment by a court of competent jurisdiction to be the direct result of a Bad Act (as defined in the

1 Responsible Individual Services Agreement).

2 8. Ms. Itkin will not be employed as a professional under section 327 of the Bankruptcy
3 Code and need not submit fee applications pursuant to sections 330 and 331 of the Bankruptcy
4 Code.

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6 9. The Debtor and Ms. Itkin are authorized to take all actions necessary to effectuate
7 the relief granted pursuant to this Order in accordance with the Motion.

8 10. In the event of any inconsistency between the Responsible Individual Agreement,
9 the Motion, the Interim Order (Docket No. 145), and this Order, this Order shall govern.

10 11. Notice of the Motion as provided therein shall be deemed good and sufficient notice
11 of such Motion and the requirements of the Bankruptcy Rules and the Local Rules are satisfied by
12 such notice.

13
14 12. Notwithstanding Bankruptcy Rule 6004(h), all the terms and conditions of this
15 Order are immediately effective and enforceable upon its entry.

16 13. The Court shall retain jurisdiction to hear and determine all matters arising from or
17 related to the implementation, interpretation, or enforcement of this Order.

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19 ***END OF ORDER***

20 APPROVED AS TO FORM

21 /s/ Jared A. Day
22 Office of the United States Trustee
23 Jared A. Day
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Exhibit B
(Redline Comparison)

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SANTA ROSA DIVISION

In re

Case No. 24-10715 (CN)

Chapter 11

KS MATTSON PARTNERS, LP,
Debtor¹.

[PROPOSED] FINAL ORDER AUTHORIZING DESIGNATION OF ROBBIN L. ITKIN AS RESPONSIBLE INDIVIDUAL PURSUANT TO B.L.R. 4002-1

Date: June 13~~24~~, 2025

Time: 11:00 a.m.

Place: (In Person or Via Zoom)

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

Upon consideration of the *Debtor's Motion for Order Authorizing Designation of Robbin L. Itkin as Responsible Individual Pursuant to B.L.R. 40021-1* (the "Motion")² filed by the above-

¹The last four digits of the Debtor's tax identification number are 5060. The Debtor's mailing address is ~~3003 Castle Road, Sonoma~~ c/o Stapleton Group, 514 Via de la Valle, Suite 210, Solana Beach, CA 9547692075.

²Capitalized terms used but not defined in this Order shall have the meanings ascribed to such terms in the Motion.

1 captioned debtor and debtor in possession (the “Debtor”) in the above-captioned chapter 11 case,
2 for entry of an order pursuant to sections 105 and 363 of title 11 of the United States
3 Code (the “Bankruptcy Code”), Rule 6004 of the Federal Rules of Bankruptcy Procedure (the
4 “Bankruptcy Rules”), and Bankruptcy Local Rule 4002-1 for the United States District Court for
5 the Northern District of California (the “Local Rules”), and the Court having reviewed the Motion,
6 the Itkin Declaration, all other filings in support of the Motion, and the arguments made at the
7 hearing on the Motion (the “Hearing”); and the Court having found that (i) the Court has jurisdiction
8 to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and
9 the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24
10 and Rule 5011-1(a) of the Local Rules; (ii) venue is proper in this district pursuant to 28 U.S.C. §§
11 1408 and 1409; (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iv) notice of the
12 Motion and the Hearing was sufficient under the circumstances; and (v) good cause exists to waive
13 the requirements imposed by Bankruptcy Rules 6004(a) and 6004(h), to the extent either is
14 applicable; and after due deliberation the Court having determined that the relief requested in the
15 Motion is in the best interests of the Debtor, its estates, and its creditors; and good and sufficient
16 cause having been shown;

17
18
19 **IT IS HEREBY ORDERED THAT:**

20
21 1. The Motion is granted.

22 2. ~~1.~~ Robbin L. Itkin is appointed as the ~~interim~~ responsible individual for the Debtor
23 for purposes of the above-captioned chapter 11 case pursuant to Local Rule 4002-1 (the
24 “Responsible Individual”) effective as of ~~the date of entry of this Order~~ June 16, 2025.

25
26 3. ~~2.~~ Ms. Itkin’s contact information:

27
28 Robbin Itkin Corporate Governance Solutions

1 Attention: Robbin Itkin
2 16350 Ventura Blvd., Suite D-509
3 Encino, CA 91436
4 Phone: 310.738.9561
5 Email: robbin@robbinitkinsolutions.com

6 4. ~~3.~~ Paragraph 6 of the *Stipulated Order for Relief in an Involuntary Case* [Docket
7 No. 131] shall be and hereby is amended and superseded to provide:

8 As Responsible Individual, Ms. Itkin (a) shall solely be responsible for the duties
9 and obligations of the Debtor as a debtor in possession; (b) shall be vested with the
10 sole and exclusive right and full authority to manage, conduct, and operate the
11 Debtor's business, including, without limitation, opening, closing, and otherwise
12 controlling the Debtor's bank accounts; and (c) shall not be removed as Responsible
13 Individual without further order of this Court. Notwithstanding anything to the
14 contrary contained herein or in the *Limited Partnership Agreement of K S Mattson
15 Partners, LP* (as amended from time to time), all decisions respecting any matter
16 affecting or arising out of the conduct of the business of the Debtor shall be made
17 by the Responsible Individual. Any third party dealing with the Debtor may rely
18 upon this Order as to the Responsible Individual's authority to act for the
19 Debtor. Ms. Itkin shall have the right to retain, on behalf of and at the cost of the
20 Debtor, and, in the case of professional persons, subject to Court approval after
21 filing of appropriate retention applications, professionals and such other individuals
22 as she deems necessary or advisable to assist her in the performance of her duties
23 as Responsible Individual.

24 5. ~~4.~~ None of Kenneth Mattson, Stacy Mattson or K.S. Mattson Company, LLC shall
25 have any authority, express or implied, to act on behalf of the Debtor, bind the Debtor, operate the
26 Debtor's business, access any of the Debtor's assets or any property of the estate. Any such actions
27 shall be void ab initio and a violation of this Order.

28 6. ~~5.~~ The Debtor is authorized to employ and retain Ms. Itkin as Responsible
Individual, under sections 363(b) and 105(a) of the Bankruptcy Code, effective as of ~~the date of~~
~~entry of this Order~~ June 16, 2025, under the terms of the Responsible Individual Agreement.

7. ~~6.~~ The terms of the Responsible Individual Agreement are approved ~~on an interim~~
~~basis and all such terms shall be honored as written.~~ Notwithstanding the foregoing, the Liability
Cap set forth in the Responsible Individual Services Agreement shall not be effective with respect

1 to any ~~actions taken or obligations incurred during the interim period.~~ direct damages found in a
2 final and non-appealable judgment by a court of competent jurisdiction to be the direct result of a
3 Bad Act (as defined in the Responsible Individual Services Agreement).

4 8. ~~7.~~ Ms. Itkin will not be employed as a professional under section 327 of the
5 Bankruptcy Code and need not submit fee applications pursuant to sections 330 and 331 of the
6 Bankruptcy Code.
7

8 9. ~~8.~~ The Debtor and Ms. Itkin are authorized to take all actions necessary to effectuate
9 the relief granted pursuant to this Order in accordance with the Motion.

10 10. ~~9.~~ In the event of any inconsistency between the Responsible Individual Agreement,
11 the Motion, the Interim Order (Docket No. 145), and this Order, this Order shall govern.
12

13 ~~10. A hearing to consider the terms of Ms. Itkin's Responsible Individual Agreement on a~~
14 ~~final basis is set for June 24, 2025, at 11:00 a.m. (Pacific Time). Any objections to the Court~~
15 ~~approving the terms of Ms. Itkin's Responsible Individual Agreement on a final basis must be~~
16 ~~filed with the Court and served on counsel for the Debtor by June 20, 2025.~~

17 11. Notice of the Motion as provided therein shall be deemed good and sufficient notice
18 of such Motion and the requirements of the Bankruptcy Rules and the Local Rules are satisfied by
19 such notice.
20

21 12. Notwithstanding Bankruptcy Rule 6004(h), all the terms and conditions of this
22 Order are immediately effective and enforceable upon its entry.

23 13. The Court shall retain jurisdiction to hear and determine all matters arising from or
24 related to the implementation, interpretation, or enforcement of this Order.

25 ***END OF ORDER***

26 APPROVED AS TO FORM
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/s/ Jared A. Day
Office of the United States Trustee
Jared A. Day

Summary report: Litera Compare for Word 11.2.0.54 Document comparison done on 6/20/2025 6:02:42 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original filename: Robbin Itkin Retention Order_courts changes clean.docx	
Modified filename: Robbin Itkin Retention Order_revised_clean.docx - EJM_520pm .docx	
Changes:	
<u>Add</u>	25
Delete	27
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	52