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*Attorneys for the Debtors and
Debtors in Possession*

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

In re:

LEFEVER MATTSON, a California
corporation, *et al.*,¹
Debtors.

Lead Case No. 24-10545 (CN)

(Jointly Administered)

Chapter 11

**DECLARATION OF DUSTIN A.
FRAZIER IN SUPPORT OF ADEQUATE
ASSURANCE OF FUTURE
PERFORMANCE BY FMC GOLDEN
HILLS LLC WITH RESPECT TO THE
ASSUMPTION AND ASSIGNMENT OF
EXECUTORY LEASES AND/OR
UNEXPIRED CONTRACTS IN
CONNECTION WITH THE SALE OF
951-1047 ALAMO DRIVE, VACAVILLE,
CA 95687**

In re

KS MATTSON PARTNERS, LP,
Debtor.

[No Hearing Requested]

¹ The last four digits of LeFever Mattson's tax identification number are 7537. The last four digits of the tax identification number for KS Mattson Partners, LP ("KSMP") are 5060. KSMP's address for service is c/o Stapleton Group, 514 Via de la Valle, Solana Beach, CA 92075. The address for service on LeFever Mattson and all other Debtors is 6359 Auburn Blvd., Suite B, Citrus Heights, CA 9562. 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>.

1 I, Dustin A. Frazier, declare as follows, pursuant to 28 U.S.C. § 1746:

2 1. I submit this declaration (the "Declaration") in support of FMC Golden Hills LLC
3 (the "Buyer") with respect to the assumption and assignment of executory leases and/or unexpired
4 contracts (the "Agreements") in connection with the sale of the real property located at 951-1047
5 Alamo Drive, Vacaville, California 95687, commonly known as "The Shops at Golden Hills" (the
6 "Subject Property"), from the above-captioned debtors and debtors-in-possession (collectively, the
7 "Debtors")² pursuant to the Purchase and Sale Agreement dated August 26, 2025 (the "Purchase
8 Agreement") attached as Exhibit A to Exhibit 1 to the *Notice of Sale of Subject Property 951-1047*
9 *Alamo Drive, Vacaville, CA 95687*, filed concurrently herewith.

10 2. I am knowledgeable and familiar with the Buyer's business and financial affairs. I
11 am authorized to submit this Declaration on behalf of the Buyer. Except as otherwise indicated
12 herein, the facts set forth in this Declaration are based upon my personal knowledge, my review
13 of relevant documents, information provided to me by the Buyer or its advisors, or my opinion
14 based upon experience, knowledge, and information concerning the Buyer's finances. If called
15 upon to testify, I would testify to the facts set forth in this Declaration.

16 3. I am the Chief Operating Officer of FMC Operating Partnership LLC, the sole
17 member of the Buyer.

18 4. The Buyer is 100% owned subsidiary of a real estate holding company with over
19 \$200 million in real estate assets.

20 5. The Buyer has adequate liquidity to acquire and manage the Subject Property.

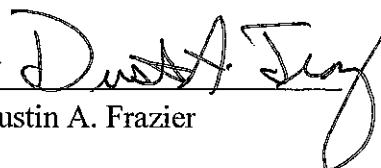
21 6. I have reviewed the financial information for the Subject Property provided by the
22 Debtors, and the Buyer is willing and capable of meeting the financial obligations of the
23 Agreements.

24 7. Accordingly, the Buyer has demonstrated the willingness and ability to perform its
25 obligations under the Purchase Agreement and the assigned Agreements.

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28 ² Unless otherwise indicated, "Debtors" as used herein excludes KSMP and Live Oak Investments, LP.

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

3
4 Dated:

/s/ 
Dustin A. Frazier