

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of California (State)

Case number (if known): Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Red Oak, LP

2. All other names debtor used in the last 8 years Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 61 - 20 22 6 5 0

4. Debtor's address Principal place of business Mailing address, if different from principal place of business Location of principal assets, if different from principal place of business

5. Debtor's website (URL)



6. **Type of debtor**
- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 - Partnership (excluding LLP)
 - Other. Specify: _____

7. **Describe debtor's business**
- A. *Check one:*
- Health Care Business (as defined in 11 U.S.C. § 101(27A))
 - Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 - Railroad (as defined in 11 U.S.C. § 101(44))
 - Stockbroker (as defined in 11 U.S.C. § 101(53A))
 - Commodity Broker (as defined in 11 U.S.C. § 101(6))
 - Clearing Bank (as defined in 11 U.S.C. § 781(3))
 - None of the above

- B. *Check all that apply:*
- Tax-exempt entity (as described in 26 U.S.C. § 501)
 - Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 - Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .

5 3 1 3

8. **Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- Check one:*
- Chapter 7
 - Chapter 9
 - Chapter 11. *Check all that apply:*
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
 - Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See Exhibit A Relationship _____

List all cases. If more than 1, attach a separate list.

District _____ When
MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/12/2024
MM / DD / YYYY

x /s/ Timothy LeFever

Signature of authorized representative of debtor

Timothy LeFever

Printed name

Title Chief Executive Officer

Debtor Red Oak, LP
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Thomas B. Rupp
Signature of attorney for debtor

Date 09/12/2024
MM / DD / YYYY

Thomas B. Rupp
Printed name

Keller Benvenuti Kim LLP
Firm name

425 Market Street, 26th Floor
Number Street

San Francisco CA 94105
City State ZIP Code

(415) 496-6723 trupp@kbkllp.com
Contact phone Email address

278041 CA
Bar number State

Exhibit A
(List of Affiliated Debtors)

| <u>Entity Name</u> | <u>State of Organization</u> | <u>Tax ID Number</u> |
|---|-------------------------------------|-----------------------------|
| LeFever Mattson, a California corporation | California | 68-0197537 |
| California Investment Properties, a California corporation | California | 30-0289474 |
| Home Tax Service of America, Inc., dba LeFever Mattson Property Management | California | 68-0262554 |
| Apan Partners LLC | California | N/A |
| Autumn Wood I, LP | California | 20-0164208 |
| Bay Tree, LP | California | 82-1071378 |
| Beach Pine, LP | California | 83-2643272 |
| Bishop Pine, LP | California | 83-2643038 |
| Black Walnut, LP | California | 47-2451858 |
| Buck Avenue Apartments, LP | California | 54-2090323 |
| Buckeye Tree, LP | California | 88-2980108 |
| Bur Oak, LP | California | 87-4699497 |
| Butcher Road Partners, LLC | California | 45-5159521 |
| Cambria Pine, LP | California | 83-2644771 |
| Chestnut Oak, LP | California | 87-4702239 |
| Country Oaks I, LP | California | 26-0860694 |
| Divi Divi Tree, L.P. | California | 71-0926806 |
| Douglas Fir Investments, LP | California | 47-4674444 |
| Firetree I, LP | California | 82-3519393 |
| Firetree II, LP | California | 82-3519554 |
| Firetree III, LP | California | 82-3919655 |
| Foxtail Pine, LP | California | 83-2643197 |
| Ginko Tree, LP | California | 88-2960976 |
| Golden Tree, LP | California | 82-1060045 |
| Hagar Properties, LP | California | 04-3598044 |

| Entity Name | State of Organization | Tax ID Number |
|-----------------------------------|------------------------------|----------------------|
| Heacock Park Apartments, LP | California | 46-3737509 |
| LeFever Mattson I, LLC | California | 47-4960075 |
| Live Oak Investments, LP | California | 47-3786181 |
| Monterey Pine, LP | California | 83-2644824 |
| Napa Elm, LP | California | 54-2090332 |
| Nut Pine, LP | California | 83-2661795 |
| Pinecone, LP | California | 84-2395880 |
| Redbud Tree, LP | California | 88-2961999 |
| Red Cedar Tree, LP | California | 88-3572519 |
| Red Mulberry Tree, LP | California | 88-3572594 |
| Red Oak, LP | California | 61-2022650 |
| Red Oak Tree, LP | California | 92-1008382 |
| Red Spruce Tree, LP | California | 92-0780568 |
| River Birch, LP | California | 86-3020630 |
| River Tree Partners, LP | California | 81-3671554 |
| River View Shopping Center 1, LLC | Delaware | 47-4186147 |
| River View Shopping Center 2, LLC | California | 47-4186476 |
| RT Capitol Mall, LP | California | 81-3775896 |
| RT Golden Hills, LP | California | 81-3708073 |
| Scotch Pine, LP | California | 86-3043628 |
| Sequoia Investment Properties, LP | California | 32-0136044 |
| Sienna Pointe, LLC | Delaware | 47-4712579 |
| Spruce Pine, LP | California | 84-2396399 |
| Tradewinds Apartments, LP | California | 54-2090326 |
| Vaca Villa Apartments, LP | California | 54-2090327 |
| Valley Oak Investments, LP | California | 47-3383417 |
| Watertree I, LP | California | 82-3519819 |
| Willow Oak, LP | California | 87-4700495 |

| <u>Entity Name</u> | <u>State of Organization</u> | <u>Tax ID Number</u> |
|--|-------------------------------------|-----------------------------|
| Windscape Apartments, LLC ¹ | Delaware | 83-1597353 |
| Windscape Apartments I, LP | California | 26-0860477 |
| Windscape Apartments II, LP | California | 26-0860509 |
| Windscape Holdings, LLC | California | 83-1608759 |
| Windtree, LP | California | 82-4974654 |
| Yellow Poplar, LP | California | 86-3043392 |

¹ This Debtor's case was filed on August 6, 2024 in the U.S. Bankruptcy Court for the Northern District of California. The case number is 24-bk-10417 and is pending before the Honorable Charles Novack.

LEFEVER MATTSON, A CALIFORNIA CORPORATION
CERTIFICATE OF CORPORATE SECRETARY

September 12, 2024

I, Scott Smith, being a duly elected and authorized officer of LeFever Mattson, a California Corporation (the “**Company**”), hereby certify as follows:

- A. I am a duly qualified and elected officer of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company;
- B. Attached hereto are true, correct, and complete copies of the resolutions of the board of directors of the Company, duly adopted and approved on September 9, 2024, and September 12, 2024, in accordance with the Company’s bylaws; and
- C. Such resolutions have not been amended, altered, annulled, rescinded, modified, or revoked since their adoption and remain in full force and effect as of the date hereof. There exist no subsequent resolutions relating to the matters set forth in the resolutions attached here.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of September 12, 2024.

Scott Smith
Scott Smith (Sep 12, 2024 15:09 PDT)

Name: Scott Smith

Title: General Counsel, Corporate Secretary






D042 (Secretary's Certificate)

Final Audit Report

2024-09-12

| | |
|-----------------|---|
| Created: | 2024-09-12 |
| By: | Jessica Mendoza (jmendoza@kellerbenvenutti.com) |
| Status: | Signed |
| Transaction ID: | CBJCHBCAABAAznLzSBI3dKD_xwjYADTNJuY8CT1sh-sP |

"D042 (Secretary's Certificate)" History

-  Document created by Jessica Mendoza (jmendoza@kellerbenvenutti.com)
2024-09-12 - 9:53:23 PM GMT
-  Document emailed to Scott Smith (ssmith@lefma.com) for signature
2024-09-12 - 9:53:27 PM GMT
-  Email viewed by Scott Smith (ssmith@lefma.com)
2024-09-12 - 10:08:55 PM GMT
-  Document e-signed by Scott Smith (ssmith@lefma.com)
Signature Date: 2024-09-12 - 10:09:28 PM GMT - Time Source: server
-  Agreement completed.
2024-09-12 - 10:09:28 PM GMT



LEFEVER MATTSON, A CALIFORNIA CORPORATION

**RESOLUTIONS OF
THE BOARD OF DIRECTORS**

September 9, 2024

The Board of Directors (the “Board”) of LeFever Mattson, a California corporation (the “Company”), attended a duly held meeting of the Board on September 9, 2024, pursuant to a notice duly and validly given or waived in accordance with the requirements under the California Corporations Code (the “Corporations Code”), the Company’s Articles of Incorporation, and the Amended and Restated Bylaws of the Company dated as of August 20, 2007 (as amended, the “Bylaws”), and adopted, ratified and approved the following resolutions:

RESOLUTIONS

WHEREAS, the Board has reviewed and considered the materials presented by and the recommendations of both the management of the Company and the Company’s financial and legal advisors regarding the liabilities and liquidity situation of the Company and certain subsidiaries controlled by the Company listed on **Exhibit 1** hereto (collectively, the “Debtor LM Affiliates”); and

WHEREAS, the Board has consulted with the Company’s management and financial and legal advisors and has considered fully each of the strategic alternatives available to the Debtor LM Affiliates; and

WHEREAS, the Board has received information and recommendations from, asked questions of, and consulted with the Company’s management and financial and legal advisors, including in connection with the consideration of the strategic alternatives available to the Debtor LM Affiliates; and

WHEREAS, in the Board’s judgment, based upon the foregoing, it is desirable and in the best interests of the Debtor LM Affiliates, their creditors, equity holders, and other interested parties that each of the Debtor LM Affiliates file a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

NOW, THEREFORE, BE IT RESOLVED, that, pursuant to the Bylaws of the Company and the applicable governing documents and agreements of the other Debtor LM Affiliates, whether in the Company’s capacity as general partner, managing member, or similar governing and controlling capacity, Timothy LeFever (the “Authorized Officer”) be, and hereby is, authorized and directed in the name and on behalf of the Debtor LM Affiliates to execute and verify a voluntary petition for each Debtor LM Affiliate to commence proceedings under chapter 11 of the Bankruptcy Code and to cause the same to be filed in any district at such time and venue as the Authorized Officer executing said petition shall determine (the “Filings”); and

RESOLVED, FURTHER, that the Authorized Officer be, and hereby is, authorized and directed to employ the law firm of Keller Benvenuti Kim LLP as general bankruptcy counsel to represent and assist the Debtor LM Affiliates in connection with the Filings, carrying out their duties under the Bankruptcy Code and related matters, and to take any and all actions to advance the rights and obligations of the Debtor LM Affiliates, and other matters consistent therewith, including filing any pleadings; and in connection therewith, the Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of Keller Benvenuti Kim LLP; and

RESOLVED, FURTHER, that the Authorized Officer be, and hereby is, authorized and directed to employ Mr. Bradley Sharp of Development Specialists, Inc. (“DSI”) to serve as the Chief Restructuring Officer of the Debtor LM Affiliates, to perform services consistent with a CRO including to manage and direct the Chapter 11 cases of the Debtor LM Affiliates subject to the oversight of the Board, and to employ other personnel of DSI to provide additional restructuring support services as requested or required to the Debtor LM Affiliates; and in connection therewith, the Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of DSI and Mr. Sharp; and

RESOLVED FURTHER, that the Authorized Officer be, and hereby is, authorized and directed to employ any other professionals to assist the Debtor LM Affiliates in carrying out their duties under the Bankruptcy Code and related matters; and in connection therewith, the Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

RESOLVED FURTHER, that the Authorized Officer be, and hereby is, authorized and directed in the name and on behalf of the Debtor LM Affiliates to execute all petitions, schedules, motions, lists, applications, pleadings, and other papers or documents, and to take any and all such other and further actions which the Authorized Officer or legal counsel for the Debtor LM Affiliates may deem necessary, proper, or desirable in connection with the cases under chapter 11 of the Bankruptcy Code and other matters consistent therewith, with a view to the successful prosecution of such cases; and

RESOLVED FURTHER, that the Authorized Officer be, and hereby is, authorized and directed, in the name and on behalf of the Debtor LM Affiliates, to take such actions and to make, sign, execute, acknowledge, and deliver any and all such additional documents, agreements, affidavits, applications for approvals or rulings of governmental or regulatory authorities, motions, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may be reasonably required to give effect to the foregoing resolutions and to consummate the transactions contemplated by the foregoing resolutions, to execute and deliver such instruments, and to fully perform the terms and provisions thereof; and

RESOLVED FURTHER, that these Resolutions shall be deemed a written consent of the Company, as the general partner, the managing member, or entity with similar authority with respect to any of the Debtor LM Affiliates where the Company or, if a Debtor LM Affiliate (a “Primary Affiliate”) has such authority with respect to a downstream Debtor LM Affiliate, then such Primary Affiliate, possesses such authority to authorize the actions herein, and they shall be deemed a vote of the Company’s or Primary Affiliate’s membership or partnership interests with respect to any of the Debtor LM Affiliates where such vote is necessary to effect the authorizations herein; and

RESOLVED FURTHER, that to the extent that any of the actions authorized by any of the foregoing resolutions have been taken by the Authorized Officer on behalf of the Debtor LM Affiliates, such actions are hereby ratified and confirmed in their entirety.

* * * *

Exhibit 1

| <u>Entity Name</u> | <u>State of Organization</u> | <u>Tax ID Number</u> |
|---|-------------------------------------|-----------------------------|
| LeFever Mattson, a California corporation | California | 68-0197537 |
| Apan Partners LLC | California | |
| Autumn Wood I, LP | California | 20-0164208 |
| Beach Pine, LP | California | 83-2643272 |
| Bishop Pine, LP | California | 83-2643038 |
| Black Walnut, LP | California | 47-2451858 |
| Buck Avenue Apartments, LP | California | 54-2090323 |
| Buckeye Tree, LP | California | 88-2980108 |
| Bur Oak, LP | California | 87-4699497 |
| Butcher Road Partners, LLC | California | 45-5159521 |
| Cambria Pine, LP | California | 83-2644771 |
| Chestnut Oak, LP | California | 87-4702239 |
| Country Oaks I, LP | California | 26-0860694 |
| Divi Divi Tree, L.P. | California | 71-0926806 |
| Douglas Fir Investments, LP | California | 47-4674444 |
| Firetree I, LP | California | 82-3519393 |
| Firetree II, LP | California | 82-3519554 |
| Firetree III, LP | California | 82-3919655 |
| Foxtail Pine, LP | California | 83-2643197 |
| Ginko Tree, LP | California | 88-2960976 |
| Hagar Properties, LP | California | 04-3598044 |
| Heacock Park Apartments, LP | California | 46-3737509 |
| LeFever Mattson I, LLC | California | 47-4960075 |
| Live Oak Investments, LP | California | 47-3786181 |
| Monterey Pine, LP | California | 83-2644824 |
| Napa Elm, LP | California | 54-2090332 |
| Nut Pine, LP | California | 83-2661795 |
| Pinecone, LP | California | 84-2395880 |

| Entity Name | State of Organization | Tax ID Number |
|-----------------------------------|------------------------------|----------------------|
| Pinewood Condominiums, LP | California | 54-2090329 |
| Redbud Tree, LP | California | 88-2961999 |
| Red Cedar Tree, LP | California | 88-3572519 |
| Red Mulberry Tree, LP | California | 88-3572594 |
| Red Oak, LP | California | 61-2022650 |
| Red Oak Tree, LP | California | 92-1008382 |
| Red Spruce Tree, LP | California | 92-0780568 |
| River Birch, LP | California | 86-3020630 |
| River Tree Partners, LP | California | 81-3671554 |
| River View Shopping Center 1, LLC | Delaware | 47-4186147 |
| River View Shopping Center 2, LLC | Delaware | 47-4186476 |
| RT Capitol Mall, LP | California | 81-3775896 |
| RT Golden Hills, LP | California | 81-3708073 |
| Scotch Pine, LP | California | 86-3043628 |
| Sequoia Investment Properties, LP | California | 32-0136044 |
| Sienna Pointe, LLC | Delaware | 47-4712579 |
| Spruce Pine, LP | California | 84-2396399 |
| Tradewinds Apartments, LP | California | 54-2090326 |
| Vaca Villa Apartments, LP | California | 54-2090327 |
| Valley Oak Investments, LP | California | 47-3383417 |
| Watertree I, LP | California | 82-3519819 |
| Willow Oak, LP | California | 87-4700495 |
| Windscape Apartments I, LP | California | 26-0860477 |
| Windscape Apartments II, LP | California | 26-0860509 |
| Windscape Holdings, LLC | California | 83-1608759 |
| Yellow Poplar, LP | California | 86-3043392 |

LEFEVER MATTSON, A CALIFORNIA CORPORATION

**RESOLUTIONS OF
THE BOARD OF DIRECTORS**

September 12, 2024

The Board of Directors (the “Board”) of LeFever Mattson, a California corporation (the “Company”), attended a duly held meeting of the Board on September 12, 2024, pursuant to a notice duly and validly given or waived in accordance with the requirements under the California Corporations Code (the “Corporations Code”), the Company’s Articles of Incorporation, and the Amended and Restated Bylaws of the Company dated as of August 20, 2007 (as amended, the “Bylaws”), and adopted, ratified and approved the following resolutions:

RESOLUTIONS

WHEREAS, the Board has reviewed and considered the materials presented by and the recommendations of both the management of the Company and the Company’s financial and legal advisors regarding the liabilities and liquidity situation of the Company and certain subsidiaries controlled by the Company listed on **Exhibit 1** hereto (collectively, the “Debtor LM Affiliates”); and

WHEREAS, the Board has consulted with the Company’s management and financial and legal advisors and has considered fully each of the strategic alternatives available to the Debtor LM Affiliates; and

WHEREAS, the Board has received information and recommendations from, asked questions of, and consulted with the Company’s management and financial and legal advisors, including in connection with the consideration of the strategic alternatives available to the Debtor LM Affiliates; and

WHEREAS, in the Board’s judgment, based upon the foregoing, it is desirable and in the best interests of the Debtor LM Affiliates, their creditors, equity holders, and other interested parties that each of the Debtor LM Affiliates file a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

NOW, THEREFORE, BE IT RESOLVED, that, pursuant to the Bylaws of the Company and the applicable governing documents and agreements of the other Debtor LM Affiliates, whether in the Company’s capacity as general partner, managing member, or similar governing and controlling capacity, Timothy LeFever (the “Authorized Officer”) be, and hereby is, authorized and directed in the name and on behalf of the Debtor LM Affiliates to execute and verify a voluntary petition for each Debtor LM Affiliate to commence proceedings under chapter 11 of the Bankruptcy Code and to cause the same to be filed in any district at such time and venue as the Authorized Officer executing said petition shall determine (the “Filings”); and

RESOLVED, FURTHER, that the Authorized Officer be, and hereby is, authorized and directed to employ the law firm of Keller Benvenuti Kim LLP as general bankruptcy counsel to represent and assist the Debtor LM Affiliates in connection with the Filings, carrying out their duties under the Bankruptcy Code and related matters, and to take any and all actions to advance the rights and obligations of the Debtor LM Affiliates, and other matters consistent therewith, including filing any pleadings; and in connection therewith, the Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of Keller Benvenuti Kim LLP; and

RESOLVED, FURTHER, that the Authorized Officer be, and hereby is, authorized and directed to employ Mr. Bradley Sharp of Development Specialists, Inc. ("DSI") to serve as the Chief Restructuring Officer of the Debtor LM Affiliates, to perform services consistent with a CRO including to manage and direct the Chapter 11 cases of the Debtor LM Affiliates subject to the oversight of the Board, and to employ other personnel of DSI to provide additional restructuring support services as requested or required to the Debtor LM Affiliates; and in connection therewith, the Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of DSI and Mr. Sharp; and

RESOLVED, FURTHER, that the Authorized Officer be, and hereby is, authorized and directed to employ Mr. Seth Wellisch of Pivot Management Group, LLC, ("Pivot") to serve as the Chief Real Estate Officer of the Company, reporting directly to the Chief Restructuring Officer and ensuring compliance with the California Department of Real Estate regulations with respect to management of income producing properties; and the Authorized Officer hereby is authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of Pivot and Mr. Wellisch; and

RESOLVED FURTHER, that the Authorized Officer be, and hereby is, authorized and directed to employ any other professionals to assist the Debtor LM Affiliates in carrying out their duties under the Bankruptcy Code and related matters; and in connection therewith, the Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the case under chapter 11 of the Bankruptcy Code, and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

RESOLVED FURTHER, that the Authorized Officer be, and hereby is, authorized and directed in the name and on behalf of the Debtor LM Affiliates to execute all petitions, schedules, motions, lists, applications, pleadings, and other papers or documents, and to take any and all such other and further actions which the Authorized Officer or legal counsel for the Debtor LM Affiliates may deem necessary, proper, or desirable in connection with the cases under chapter 11 of the Bankruptcy Code and other matters consistent therewith, with a view to the successful prosecution of such cases; and

RESOLVED FURTHER, that the Authorized Officer be, and hereby is, authorized and directed, in the name and on behalf of the Debtor LM Affiliates, to take such actions and to make, sign, execute, acknowledge, and deliver any and all such additional documents, agreements, affidavits, applications for approvals or rulings of governmental or regulatory authorities, motions, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may be reasonably required to give effect to the foregoing resolutions and to consummate the transactions contemplated by the foregoing resolutions, to execute and deliver such instruments, and to fully perform the terms and provisions thereof; and

RESOLVED FURTHER, that these Resolutions shall be deemed a written consent of the Company, as the general partner, the managing member, or entity with similar authority with respect to any of the Debtor LM Affiliates where the Company or, if a Debtor LM Affiliate (a "Primary Affiliate") has such authority with respect to a downstream Debtor LM Affiliate, then such Primary Affiliate, possesses such authority to authorize the actions herein, and they shall be deemed a vote of the Company's or Primary Affiliate's membership or partnership interests with respect to any of the Debtor LM Affiliates where such vote is necessary to effect the authorizations herein; and

RESOLVED FURTHER, that to the extent that any of the actions authorized by any of the foregoing resolutions have been taken by the Authorized Officer on behalf of the Debtor LM Affiliates, such actions are hereby ratified and confirmed in their entirety.

* * * *

Exhibit 1

| <u>Entity Name</u> | <u>State of Organization</u> | <u>Tax ID Number</u> |
|---------------------------|-------------------------------------|-----------------------------|
| Bay Tree, LP | California | 82-1071378 |
| Golden Tree, LP | California | 82-1060045 |
| Windtree, LP | California | 82-4974654 |