

ENTERED
OCT 10 2003
CLERK U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
BY [Signature] Deputy Clerk

FILED
OCT - 9 2003
CLERK U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
BY [Signature] Deputy Clerk

1 JOHN P. REITMAN (Bar No. 80579)
2 SUSAN I. MONTGOMERY (Bar No. 120667)
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9 Attorneys for Plaintiff R. Todd Neilson, Trustee of
10 the "Estate of Reed E. Slatkin and Substantively
11 Consolidated Affiliates Topsight Oregon, Inc. and the
12 Reed Slatkin Investment Club, L.P. Liquidating Trust"

13 UNITED STATES BANKRUPTCY COURT
14 CENTRAL DISTRICT OF CALIFORNIA
15 NORTHERN DIVISION

16 In re)
17 REED E. SLATKIN and Substantively)
18 Consolidated Affiliates TOPSIGHT)
19 OREGON, INC. and REED SLATKIN)
20 INVESTMENT CLUB, L.P.)
21 Reorganized Debtors.)

Bk. No.: ND 01-11549-RR
[substantively consolidated with former
Case No. ND 01-12990-RR]

CHAPTER 11

Adv. No. AD 03-01173-RR

22 R. TODD NEILSON, Trustee of the
23 Chapter 11 Bankruptcy Estate of Reed E.
24 Slatkin,
25 Plaintiff,

STIPULATION FOR DISMISSAL OF
ADVERSARY PROCEEDING; AND
ORDER THEREON

[No hearing required]

v.

PLACE: 1415 State Street
Courtroom 201
Santa Barbara, CA 93101
[Judge Riblet]

26 RICHARD ROSSER COLE, individually and)
27 as trustee and on behalf of the COLE)
28 FAMILY TRUST; LUCY BECKLEY COLE,)
individually and as trustee and on behalf of)
the COLE FAMILY TRUST; SANTA)
BARBARA BANK & TRUST, solely in its)
capacity as Custodian of the R. Rosser Cole)
IRA Rollover Account; and DOES 1-25,)
Defendants.)

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8/27/03
8/27/03
by

1 This Stipulation is entered into by and between (a) R. Todd Neilson (the "Trustee"),
2 trustee of the "Estate of Reed E. Slatkin and Substantively Consolidated Affiliates Topsight
3 Oregon, Inc. and Reed Slatkin Investment Club, L.P. Liquidating Trust," the successor-in-
4 interest to the chapter 11 bankruptcy estate of Reed E. Slatkin ("Slatkin") and substantively
5 consolidated affiliates Topsight Oregon, Inc. and Reed Slatkin Investment Club, L.P.;
6 (b) Richard Rosser Cole ("R. Cole"), individually, as trustee and on behalf of the Cole
7 Family Trust, and as the beneficiary of the R. Rosser Cole IRA Rollover Account (the "Cole
8 IRA"); (c) Lucy Beckley Cole ("L. Cole"), individually and as trustee and on behalf of the
9 Cole Family Trust; and (d) Santa Barbara Bank & Trust ("SBBT"), in its capacity as the
10 Custodian of the Cole IRA. In this Stipulation, R. Cole, L. Cole and the Cole Family Trust
11 are sometimes referred to collectively as the "Coles Parties."

12 This Stipulation is made with respect to the following facts and circumstances:

13 1. On February 26, 2002, in its capacity as the Custodian of the Cole IRA (SBBT
14 account no. 68-4593-00), SBBT filed a Proof of Claim (no. 335) (the "IRA Claim") in In re
15 Reed E. Slatkin, case no. ND 01-11549-RR in this Court (the "Slatkin Case").

16 2. On or about April 7, 2003, the Trustee filed his Complaint commencing this
17 adversary proceeding.

18 3. On December 20, 2002, in the Slatkin Case, the Court entered its "Order
19 Authorizing Trustee To Settle Fraudulent Transfer and Preference Claims Without Further
20 Court Order" (the "Settlement Authority Order.") In the Settlement Authority Order, the
21 Court authorized the Trustee, in certain circumstances specified therein, to enter into and
22 perform settlement agreements without further court order but with the approval of the
23 Official Committee of Unsecured Creditors (the "Committee") in the Slatkin Case and the
24 Office of the United States Trustee.

25 4. On June 20, 2003, the Bankruptcy Court entered an order (the "Confirmation
26 Order") confirming the "Chapter 11 Trustee and Creditors' Committee's Second Amended
27 Joint Plan of Reorganization Dated June 18, 2003" (the "Plan"). Pursuant to ¶ 6.3 of the
28 Plan, the Liquidating Trust was created; pursuant to ¶¶ 2.1.66 and 6.3.1 of the Plan, the

1 members of the Committee in the Slatkin Case became the initial members of the "Trust
2 Board" of the Liquidating Trust; pursuant to ¶ 6.3.3 of the Plan, all property of the Estate
3 was transferred to and vested in the Liquidating Trust; pursuant to ¶¶ 2.1.43, 6.3.3, and 6.3.5
4 of the Plan, all of the Estate's claims, rights, causes of action, counterclaims, objections, and
5 defenses arising under §§ 541 through 558, inclusive, of the Bankruptcy Code were
6 transferred to and vested in the Liquidating Trust; and pursuant to ¶ 6.3.6 of the Plan, the
7 Trustee has the authority to settle "Litigation Claims" in accordance with the procedures
8 established by the Court in the Settlement Authority Order.

9 5. In September 2003, the Trustee, the Cole Parties, and SBBT entered into a
10 Settlement Agreement and Mutual Limited Release (the "Settlement Agreement"), in which,
11 among other things, (a) the Cole Parties agreed to pay \$22,335.40 (the "Settlement
12 Amount") to the Trustee; and (b) the Cole Parties and SBBT agreed to withdraw the IRA
13 Claim.

14 6. In accordance with the Settlement Authority Order, the settlement described in
15 ¶ 5 above was approved by the Trust Board and the Office of the United States Trustee.

16 7. The Cole Parties have paid the Settlement Amount, their check in payment
17 therefor has cleared the banking process, and the IRA Claim has been withdrawn. The
18 Settlement Agreement provides that, after the check in payment of the Settlement Amount
19 clears the banking process and the IRA Claim has been withdrawn, the Trustee, the Cole
20 Parties, and SBBT will execute and lodge with the Court a stipulation for dismissal of this
21 adversary proceeding with prejudice.

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AGREEMENT

NOW, THEREFORE, In accordance with the terms of the Settlement Agreement, the Trustee, the Cole Parties, and SBBT agree that the Court should enter an order to dismiss this adversary proceeding with prejudice.

IT IS SO STIPULATED.

Dated: October __, 2003

RICHARD ROSSER COLE

By: _____
Richard Rosser Cole, individually and as the owner of the R. Rosser Cole IRA Rollover Account

Dated: October __, 2003

LUCY BECKLEY COLE

By: _____
Lucy Beckley Cole

Dated: October __, 2003

COLE FAMILY TRUST

By: _____
Richard Rosser Cole, Trustee

Dated: October __, 2003

COLE FAMILY TRUST

By: _____
Lucy Beckley Cole, Trustee

Dated: October 7, 2003

REICKER, PFAU, PYLE, MCROY & HERMAN
LLP

By: Kurt H Pyle
Kurt H. Pyle
Attorneys for Santa Barbara Bank & Trust

1 Dated: October 8, 2003

GUMPORT, REITMAN & MONTGOMERY

2
3 By: Andrew S. Rotter

4 Andrew S. Rotter
5 Attorneys for Plaintiff R. Todd Neilson, Trustee of the
6 "Estate of Reed E. Slatkin and Substantively
7 Consolidated Affiliates Topsight Oregon, Inc. and the
8 Reed Slatkin Investment Club, L.P. Liquidating
9 Trust"

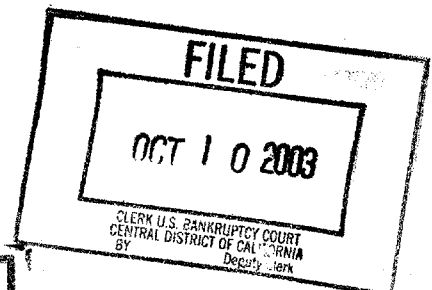
10 **ORDER**

11 Based on the foregoing Stipulation, and good cause appearing therefor, Adversary No.
12 AD-03-01173-RR is hereby dismissed with prejudice.

13 **IT IS SO ORDERED.**

14 Dated: October 10, 2003

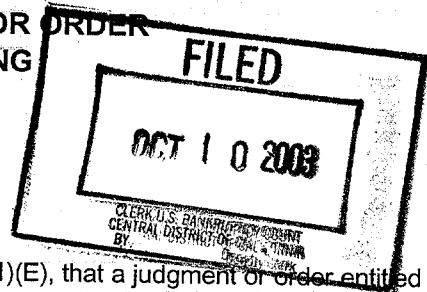
15 Robin Riblet
16 The Honorable Robin Riblet
17 United States Bankruptcy Judge



NOTE TO USERS OF THIS FORM:
Physically attach this form as the last page of the proposed Order or Judgment.
Do not file this form as a separate document.

In re REED E. SLATKIN, and Substantively Consolidated Affiliates TOPSIGHT OREGON INC. and REED SLATKIN INVESTMENT CLUB, L.P., Reorganized Debtor.	CHAPTER <u>11</u> CASE NUMBER ND 01-11549-RR
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**NOTICE OF ENTRY OF JUDGMENT OR ORDER
AND CERTIFICATE OF MAILING**



TO ALL PARTIES IN INTEREST ON THE ATTACHED SERVICE LIST:

1. You are hereby notified, pursuant to Local Bankruptcy Rule 9021-1(a)(1)(E), that a judgment or order entitled *(specify)*: STIPULATION FOR DISMISSAL OF ADVERSARY PROCEEDING; AND ORDER THEREON

was entered on *(specify date)*:

OCT 10 2003

2. I hereby certify that I mailed a copy of this notice and a true copy of the order or judgment to the persons and entities on the attached service list on *(specify date)*:

OCT 10 2003

Dated:

OCT 10 2003

JON D. CERETTO
Clerk of the Bankruptcy Court

By:

Kam Rust
Deputy Clerk

SERVICE LIST

UNITED STATES TRUSTEE

Brian Fittipaldi, Esq.
Office of the U.S. Trustee
128 East Carrillo Street
Santa Barbara, CA 93101

LIQUIDATING TRUSTEE

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TRUSTEE AND LIQUIDATING
TRUST BOARD**

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Kirkland & Ellis
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Los Angeles, CA 90017

**DEFENDANT
RICHARD ROSSER COLE**

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Glendale, CA 91206

DEFENDANT

LUCY BECKLEY COLE

Luck Beckley Cole
200 N. Maryland Avenue
Suite 302
Glendale, CA 91206

DEFENDANT COLE FAMILY TRUST

c/o Richard Rosser Cole and
Lucy Beckley Cole, Trustees
200 N. Maryland Avenue
Suite 302
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**COUNSEL TO DEFENDANT SANTA
BARBARA BANK & TRUST AS
CUSTODIAN FOR IRA ACCOUNT
FOR R. ROSSER COLE**

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550 South Hope Street, Suite 825
Los Angeles, CA 90071-2627

PROOF OF SERVICE

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is Gumport, Reitman & Montgomery, 550 South Hope Street, Suite 825, Los Angeles, CA 90071-2627.

On **October 8, 2003**, in the manner indicated below, the foregoing document described as: **STIPULATION FOR DISMISSAL OF ADVERSARY PROCEEDING; AND ORDER THEREON** was served on the interested parties in this action by placing true copies thereof enclosed in sealed envelopes addressed as follows:

[SEE ATTACHED SERVICE LIST]

X (FIRST CLASS MAIL) I caused such envelope(s) to be mailed by first class mail by depositing them in an "OUT" box in the office of my employer, following this business's ordinary practice, with which I am readily familiar. On the same day correspondence is placed for collection and mailing in that "OUT" box, such correspondence is deposited in the ordinary course of business with the United States Postal Service by Desmond Mail Delivery Service pursuant to its contract with Gumport, Reitman & Montgomery. (C.C.P. § 1013(a)(3)).

____ (STATE) I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

X (FEDERAL) I declare that I am employed in the office of a member of the bar of this Court, at whose direction the service was made.

EXECUTED **October 8, 2003**, at Los Angeles, California.


KATHLEEN SARVIAN

SERVICE LIST

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