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UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

SANTA ROSA DIVISION

In re LEFEVER MATTSON, a California corporation, et al. Debtors.[1]	Case No. 24-10545 CN (Lead Case) (Jointly Administered) Chapter 11
In re KS MATTSON PARTNERS, LP, Debtor.	**DECLARATION OF ROBBIN L. ITKIN IN SUPPORT OF MOTION OF DEBTOR KSMP TO ESTABLISH PROCEDURES FOR REAL PROPERTY SALES** Date: October 22, 2025 Time: 11:00 a.m. Place: (In Person or Via Zoom) United States Bankruptcy Court 1300 Clay Street, Courtroom 215 Oakland, CA 94612

[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 95621. 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.

I, Robbin L Itkin, hereby declare pursuant to 28 U.S.C. § 1746:

1. I am a restructuring and turnaround professional with over 40 years of wide-ranging experience, including professional experience in the areas of corporate turnarounds, workouts and bankruptcies, including, without limitation, advising fiduciaries in bankruptcy cases and in advising debtors, creditors and stakeholders in all aspects of chapter 11 bankruptcies and sale processes, including the sale of real estate assets and alleged Ponzi schemes. I served as lead counsel for one of three committees of investors in the real estate Ponzi scheme case *In re Professional Financial Investors, Inc., et al.*, Case No. 20-30604 (Bankr. N.D. Cal.). Sklar Kirsh LLP, the law firm in which I was then a partner, received the 2022 Turnaround Transaction of the Year Award from the Turnaround Management Association on account of my work, recognizing my unique and collaborative approach to resolving the various competing interests in order to reduce litigation costs and maximize value for the benefit of the victims. I have also served as a chapter 11 and chapter 7 trustee and independent director and independent manager for both healthy and distressed companies.

2. I make this declaration in support of the *Motion of Debtor KSMP to Establish Procedures for Real Property Sales* (the "Motion"), filed contemporaneously herewith.[2]

3. Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge, information supplied to me by KSMP's professionals or professionals in the LeFever Mattson chapter 11 cases, and information learned from my review of the available documents and conversations with creditors.

4. If called upon to testify, I could and would testify competently to the facts set forth herein. I am authorized by Debtor KSMP to submit this declaration.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Motion.

5. I am the Responsible Individual for KSMP. On June 9, 2025, the Court entered the Stipulated Order for Relief in an Involuntary Case [Docket No. 131] and appointed me as the Responsible Individual in this case, with effect from June 16, 2025. Docket No. 172.

6. Since assuming my responsibilities in mid-June, I have identified 36 KSMP-owned properties (the "Properties"),[3] 25 of which are wholly owned and 11 of which are held as tenancies in common with non-debtor parties, and that number continues to grow as the investigation proceeds.

7. A key distinction in KSMP's portfolio compared to the LeFever Mattson portfolio is that roughly 30% of its Properties are held as tenancies in common with non-debtor co-owners. To address this unique circumstance, I have added specific provisions to the Sale Procedures to provide a streamlined mechanism for selling TIC Properties where all co-owners consent. Each Sale Notice will (1) identify the known co-owners and their ownership percentages and (2) include a representation that all such co-owners have agreed to the proposed sale. This approach promotes efficiency, ensures transparency, and respects the rights of non-debtor co-owners. Where unanimous consent cannot be obtained, Debtor KSMP will instead pursue relief under section 363(h) of the Bankruptcy Code.

8. I have worked closely with Debtor KSMP's assets and operations manager, Stapleton, to develop a value maximizing strategy for each asset which will be informed by a comprehensive marketing process. The Sales Procedures are a critical component of that strategy.

9. I believe that the Sales Procedures will (1) maximize efficiency; (2) expedite the sale

[3] Debtor KMSP has previously represented—based on then-available information—that it holds interests in approximately 38 properties. Following additional title review and conferral with the LFM Debtors, Debtor has determined that two of these parcels (343 and 393 Wilkerson Ave. in Perris) appear to be titled to Windtree, LP (an LFM Debtor), not Debtor KSMP. The precise property count remains subject to change pending ongoing investigation.

process; and (3) more quickly bring much-needed cash into the bankruptcy estate. These procedures will allow Debtor KSMP to conduct sales in a commercially reasonable manner that is both streamlined and consistent with the Bankruptcy Code, while protecting the interests of all stakeholders.

10. First, I believe that the Sale Procedures maximize efficiency and decrease costs. Debtor KSMP owns at least 38 Properties. Proceeding by separate motion and hearing for each property would be unduly expensive and burdensome, consuming creditor and Investor recoveries in professional fees and straining the Court's docket. By contrast, the Sale Procedures create a uniform and predictable framework that minimizes those costs while still preserving Court oversight, full transparency, and due process for interested parties.

11. Second, the Sale Procedures are tailored to the nature of the Properties. Without such procedures, potential buyers—especially for residential assets—may be deterred by the prospect of repeated hearings or an unfamiliar bankruptcy auction process. Residential buyers, who are generally less familiar with the bankruptcy process and more risk-averse, may decline to sign an offer if they fear their "winning" bid could later be overbid after a long and unfamiliar court process. The Sale Procedures address this risk by incorporating established market practices: brokers will expose the properties to the market and conduct informal "mini-auctions" before contracts are signed, ensuring competitive pricing consistent with ordinary business expectations. At the same time, the Court and stakeholders will retain a full opportunity to evaluate Debtor KSMP's business judgment through the required notice and objection process.

12. Commercial properties, by contrast, often involve larger, more complex transactions that attract bidders more familiar with the bankruptcy process. The Commercial Sale Procedures therefore include formal solicitation of overbids, auction mechanics, and optional stalking horse protections. Here too, however, the Court's role is preserved—any sale is subject to notice,

objection, and ultimate Court approval, with the Court able to test the fairness and good faith of Debtor KSMP's business judgment.

13. Third, I believe that the Sale Procedures are critical to generate liquidity. Debtor KSMP requires timely and successful sales to fund this case. Rental income is limited and largely encumbered. And although Debtor KSMP has obtained up to $4 million in DIP financing, that facility carries steep interest costs and was never intended to be the sole source of liquidity. In fact, Debtor KSMP's budget expressly contemplates that property sales will provide the funds needed to administer this chapter 11 case, repay DIP financing, and otherwise maximize estate value. The Sale Procedures allow marketing to proceed, offers to be received, and sales to close in an orderly but expedited fashion, providing the cash needed to repay DIP financing, administer the case, and maximize recoveries. Importantly, this framework ensures that the Court can assess Debtor KSMP's business judgment at the point of each proposed transaction, rather than being asked to adjudicate dozens of piecemeal motions that drain estate resources.

14. Finally, I believe that the Sale Procedures balance efficiency with fairness. They are carefully structured to preserve the rights of secured creditors while streamlining the process for the estate. Specifically, Debtor KSMP (i) is not seeking to limit credit bids, require secured creditors to provide advance notice of an intent to credit bid, or obligate them to pay closing costs or break-up fees; (ii) will include the recording date and instrument number for all liens in each Sale Notice, so that affected parties can readily determine whether their interests are implicated; and (iii) will not conduct any short sale without the express consent of the applicable secured creditor. These safeguards ensure that while Debtor KSMP exercises its business judgment to administer sales efficiently, creditors and the Court retain full ability to evaluate that judgment on a transaction-by-transaction basis.

15. For the reasons set forth herein, the Kieffer Declaration and the Motion, it is my

business judgment, based on consultations with Debtor KSMP's professionals, that the Sale Procedures will encourage fair market offers for the Properties while preventing the sales price from being impeded by long delays in the bankruptcy market.

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

Executed October 1, 2025.

Robbin L. Itkin