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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.

**STIPULATION GRANTING THE
OFFICIAL COMMITTEE OF
UNSECURED CREDITORS
STANDING TO REPRESENT
LEFEVER MATTSON DEBTORS'
INTERESTS REGARDING LIVE
OAK INVESTMENTS, LP**

[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>.



The Official Committee of Unsecured Creditors (the “Committee”) and LeFever Mattson, a California corporation, and its affiliated debtors and debtors in possession (excluding Live Oak Investments, LP, the “LFM Debtors” and, together with the Committee, the “Parties”) hereby stipulate and agree (this “Stipulation”) as follows:

RECITALS

I. Appointment of the Committee

A. On September 12, 2024, LeFever Mattson, a California Corporation and 57 of its affiliates filed voluntary petitions for relief under chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Northern District of California (the “Bankruptcy Court”).²

B. The LFM Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

C. The United States Trustee appointed the Committee in the LFM Debtors’ chapter 11 cases on October 9, 2024, [Dkt. No. 135] and amended the appointment on November 25, 2024 [Dkt. No. 368], and then again on August 26, 2025 [Dkt. No. 2104], to appoint the Committee as the official committee for debtor KS Mattson Partners, LP (“KSMP” and together with the LFM Debtors, the “Debtors”). No trustee or examiner has been appointed in these chapter 11 cases. The Committee is comprised of the following members: (i) Lull Family Living Revocable Trust; (ii) Mullin Family Trust, (iii) Charles Edgar; (iv) Umbriac & Tubley Family Trust; (v) Walter Schenk; (vi) Manfred K. Fischer Trust; (vii) Hayes 2004 Family Trust; and (viii) The Anderson 2001 Revocable Trust.

II. Live Oak Investments, L.P.

D. One of the Debtors in these jointly administered bankruptcy cases is Live Oak Investments, LP (“Live Oak”). The most recent Monthly Operating Report for Live Oak (filed on September 26, 2025 at Docket Number 2456) shows total assets of \$6,379,963, with about half of

² One LFM Debtor, Windscape Apartments, LLC, filed its chapter 11 petition in the Bankruptcy Court on August 6, 2024. Two LFM Debtors, Pinewood Condominiums, LP, and Ponderosa Pines, LP, filed their chapter 11 petitions on October 2, 2024.

1 that amount in cash and the other half in intercompany claims against other bankruptcy debtors ((the
2 “Live Oak Assets”)).

3 E. Until very recently, LeFever Mattson, a California corporation (“LFM”) was the
4 undisputed general partner of Live Oak, with full management authority for the partnership.
5 However, on October 7, 2025, two limited partners of Live Oak – the William N. Andrew and Sally
6 G. Andrew Revocable Trust dated June 21, 2001 (the “Andrew Trust”) and the Burgess Trust dated
7 October 9, 2006 (the “Burgess Trust”) – filed a Notice of Partnership Meeting (the “Notice”) at
8 Docket Number 2530 in the above-captioned jointly-administered case announcing the intention of
9 those limited partners to conduct a partnership meeting for the Live Oak partnership. According to
10 the Notice, the purpose of the meeting was to “remove LeFever Mattson Inc. as the General Partner
11 of Live Oak Investments L.P.” and “appoint William Andrew as the new General Partner of Live
12 Oak Investments L.P.” *See* Notice, at p. 2.

13 F. On October 9, 2025, the Andrew Trust, the Burgess Trust, and other limited partners
14 of Live Oak held a meeting and also a vote in which those voting apparently resolved by a requisite
15 majority to remove LFM from its role as general partner and thereby seized control of the Live Oak
16 Assets.

17 G. The Committee believes that the above-referenced attempt to seize control of Live
18 Oak and the Live Oak Assets by replacing LFM violates the automatic stay of section 362(a) of the
19 Bankruptcy Code. Accordingly, the Parties enter into the following stipulation.

20 **III. Committee Standing**

21 H. The Committee has proposed investigating and pursuing claims and causes of action
22 related to Live Oak and the Live Oak Assets. As a result of those discussions, the LFM Debtors and
23 the Committee have determined it is in the best interests of the LFM Debtors’ estates for the
24 Committee to be granted leave, standing, and authority to, in consultation with the LFM Debtors,
25 (a) investigate, assert, prosecute, and/or settle estate claims and causes of action against any persons
26 or entities (specifically including William Andrew, Ronald and Molly Burgess, and Thomas Kelly
27 in any capacity) involving Live Oak or the Live Oak Assets, including the purported retention of
28 replacement counsel for Live Oak, (b) object, on behalf of LFM and the creditors of Live Oak on

1 any and all grounds, to any claims asserted by Live Oak or any of its limited partners arising out of
2 or related to the LFM Debtors or the Live Oak Assets; and (c) address any and all violations of the
3 automatic stay of Bankruptcy Code section 362(a) arising out of or related to Live Oak or the Live
4 Oak Assets.

5 **STIPULATION**

6 NOW THEREFORE, subject to approval of the Bankruptcy Court, the Parties hereby
7 stipulate and agree as follows:

8 1. The Committee is granted standing to, in consultation with LFM, prosecute, mediate,
9 and/or settle on behalf of the LFM Debtors' estates all claims and causes of action arising out of or
10 related to Live Oak or the Live Oak Assets and (a) investigate, assert, prosecute, and/or settle estate
11 claims and causes of action against any persons or entities (specifically including William Andrew,
12 Ronald and Molly Burgess, and Thomas Kelly, in any capacity) involving Live Oak or the Live Oak
13 Assets, including the purported retention of replacement counsel for Live Oak, (b) object, on behalf
14 of the LFM Debtors on any and all grounds, to any claims asserted by Live Oak or any of its limited
15 partners arising out of or related to the LFM Debtors or the Live Oak Assets; (c) address any and all
16 violations of the automatic stay of section 362(a) of the Bankruptcy Code arising out of or related
17 to Live Oak or the Live Oak Assets; and (d) object on behalf of LFM Debtors' estate to claims and
18 interests arising out of or related to Live Oak or the Live Oak Assets, including section 510 of the
19 Bankruptcy Code.

20 2. The standing conferred herein is to the fullest extent permitted under the Bankruptcy
21 Code, including sections 105 and 1103(c) thereof.

22 3. Nothing in this Stipulation or the order approving this Stipulation shall be deemed to
23 waive, limit, impair, or otherwise prejudice the Committee's right to seek further leave, standing,
24 and authority to assert, prosecute, and/or settle on behalf of the LFM Debtors' estate any additional
25 claims, causes of action, objections, and other rights of the Debtors' estates against any persons or
26 entities. No claim, cause of action, or defense is released, impaired, or waived by this Stipulation or
27 the order approving this Stipulation.

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1 4. The LFM Debtors and the Committee are pursuing a joint litigation strategy giving
2 rise to a common interest privilege that shall apply to communications between LFM Debtors and
3 the Committee under applicable attorney-client, work-product, or any other applicable privilege. In
4 the event of a dispute regarding the use, scope, or application of the privilege, the Parties shall
5 petition the Bankruptcy Court to resolve such dispute.

6 5. Notwithstanding sections 1102(b)(3) and 1103(c) of the Bankruptcy Code, the
7 Committee shall not disseminate to any third party, including to any creditor or creditor's
8 representative: (a) without further order of the Bankruptcy Court, any confidential information; or
9 (b) any other information or documents if the effect of such disclosure would constitute a general
10 or subject matter waiver of the attorney-client, work-product, or other applicable privilege.

11 6. This Stipulation is subject to the approval of the Bankruptcy Court, and the Parties
12 agree to present the Stipulation to the Bankruptcy Court for approval.

13 7. The Parties agree that the LFM Debtors are authorized and empowered to take any
14 and all actions necessary to implement the terms of the order approving this Stipulation.

15 8. The Parties agree that the Bankruptcy Court shall retain jurisdiction with respect to
16 all matters arising under or related to the interpretation or implementation of this Stipulation.

17 9. This Stipulation shall be effective immediately upon entry of an order approving this
18 Stipulation.

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1 **IT IS SO STIPULATED:**

2 Dated: October 24, 2025

3 **KELLER BENVENUTTI KIM LLP**

4 By: /s/ David A. Taylor

5 David A. Taylor

6 *Attorneys for the LFM Debtors*

7
8 **PACHULSKI STANG ZIEHL & JONES LLP**

9 By: /s/ John D. Fiero

10 John D. Fiero

11 *Attorneys for the Official Committee*
12 *of Unsecured Creditors*

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UNITED STATES BANKRUPTCY COURT

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Chapter 11

CERTIFICATE OF SERVICE

In re

KS MATTSON PARTNERS, LP,

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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

One Sansome Street, Suite 3430, San Francisco, CA 94105.

A true and correct copy of the foregoing document entitled (*specify*):

- STIPULATION GRANTING THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS STANDING TO REPRESENT LEFEVER MATTSON DEBTORS' INTERESTS REGARDING LIVE OAK INVESTMENTS, LP**

is served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) **October 25, 2025**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL: On (date) _____, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

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

October 25, 2025
Date

Oliver Carpio
Printed Name

/s/ Oliver Carpio
Signature

1. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):**
Case 24-10545 CN

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