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**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

**MOTION OF DEBTORS TO EXTEND
PLAN EXCLUSIVE PERIODS**

In re:

KS MATTSON PARTNERS, LP,

Debtor.

Date: December 17, 2025

Time: 11:00 a.m.

Place: 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 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://veritaglot>

LeFever Mattson, a California corporation (“LeFever Mattson”), and certain of its affiliates that are debtors and debtors in possession (the “Debtors”)² in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), hereby move (the “Motion”) this Court pursuant to section 1121(d) of title 11 of the United States Code (the “Bankruptcy Code”) for the entry of an order, substantially in the form attached hereto as **Exhibit A**, extending the Exclusive Solicitation Period (as defined below) through April 6, 2026, without prejudice to the Debtors’ right to seek additional extensions of such period.

Since the last extension of the Exclusive Periods (defined below), the Debtors have made significant progress toward bringing these cases to a satisfactory conclusion through a confirmed chapter 11 plan. On October 15, 2025, the Debtors, together with KSMP and the Committee (the “Plan Proponents”), filed the *First Amended Joint Chapter 11 Plan of Liquidation* [Dkt. No. 2561] (the “Plan”) and the *Amended Disclosure Statement in Support of First Amended Joint Chapter 11 Plan of Liquidation* [Dkt. No. 2567] (the “Disclosure Statement” and, together with the Plan, as such documents may be further amended, modified, or supplemented, including all supplements, exhibits, and schedules thereto, the “Plan Documents”). The Plan provides for, among other things, the substantive consolidation of all Debtors (including KSMP) and a finding that the Debtors were operated as a Ponzi scheme. The Debtors are in regular discussions with the other Plan Proponents regarding the strategy for confirming a plan that best serves the stakeholders in these complex cases, including negotiations with various creditors and possible revision or amendment of the Plan Documents, if necessary. This Motion seeks an additional three-month extension of the Exclusive Solicitation Period to allow the Debtors sufficient time to obtain approval of their Disclosure Statement and solicit votes on the Plan. In support of this Motion, the Debtors submit the *Declaration of Bradley D. Sharp in Support of Motion of Debtors to Extend Plan Exclusive Periods*, filed concurrently herewith.

² Unless otherwise indicated, “Debtors” as used herein excludes KSMP.

MEMORANDUM OF POINTS AND AUTHORITIES

I. JURISDICTION AND VENUE

This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the Bankruptcy Local Rules. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

II. BACKGROUND

A. The Chapter 11 Cases

As described in the *Declaration of Bradley D. Sharp in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”) [Dkt. No. 5], the Chapter 11 Cases were necessitated by, among other things, Mr. Kenneth Mattson’s purported sales of equity interests in many of the Debtors to hundreds of investors through transactions that were not recorded in the books and records of LeFever Mattson or the appropriate Debtor. Debtor Windscape Apartments, LLC, filed its chapter 11 petition on August 6, 2024. Fifty-eight Debtors, including LeFever Mattson, filed their chapter 11 petitions on September 12, 2024. Debtors Pinewood Condominiums, LP, and Ponderosa Pines, LP, filed their chapter 11 petitions on October 2, 2024.

The 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. The United States Trustee appointed an official committee of unsecured creditors (the “Committee”) in the Chapter 11 Cases on October 9, 2024, [Dkt. No. 135] and amended the appointment on November 25, 2024 [Dkt. No. 368] and on August 26, 2025 [Dkt. No. 2104], confirming that the Committee would be the official committee in the KSMP Chapter 11 Case. No trustee or examiner has been appointed in these Chapter 11 Cases.

Since the filing of the Chapter 11 Cases, the Debtors’ new management and professionals not only have continued the Debtors’ pre-petition business of operating nearly two hundred commercial and residential rental properties but have also worked tirelessly to investigate the Debtors’ financial situation and develop a resolution that can provide for a fair and equitable

distribution to creditors, including the hundreds of investors whose financial lives have been upended.

B. The KSMP Chapter 11 Case

On November 22, 2024, Debtors LeFever Mattson and Windtree, LP filed an involuntary chapter 11 petition against KSMP. Subsequent to an agreement between KSMP and LeFever Mattson, the Court entered the *Stipulated Order for Relief in an Involuntary Case* on June 9, 2025 [Case No. 24-10715, Dkt. No. 131] (the “KSMP Order for Relief”). KSMP is now a chapter 11 debtor in possession, and its case is now jointly administered, for procedural purposes only, with those of the Debtors, pursuant to the *Stipulated Bridge Order in Connection with the Motion to Substantively Consolidate the Bankruptcy Estates of LeFever Mattson and KS Mattson Partners, LP*, entered on July 29, 2025 [Dkt. 1887]. The Committee’s motion to substantively consolidate the LeFever Mattson and KSMP estates [Dkt. No. 1585] is in abeyance while the Debtors, Committee, and KSMP pursue a global resolution. KSMP has retained an independent responsible individual, Ms. Robbin Itkin, and Mr. Mattson is no longer directing or operating KSMP.

C. Previous Extensions of the Exclusive Periods

The Court has previously granted five motions by the Debtors to extend their Exclusive Periods. The first was primarily one of administrative convenience to unify the deadlines for all 61 Debtors. *See* Dkt. No. 245, granted in Dkt. No. 364. The second sought an extension of approximately four months, which drew two oppositions from certain investors in Debtor Live Oak Investments, LP (“Live Oak”). *See* Dkt. Nos. 570 and 637. After discussions with counsel for the respondents, the Debtors agreed to a shorter extension of Live Oak’s Exclusive Periods, without prejudice to any Debtor’s rights to seek further extensions. Pursuant to the *Order Extending Plan Exclusive Deadlines*, entered on January 26, 2025 [Dkt. No. 680], Live Oak’s Exclusive Filing Period and Exclusive Solicitation Period were extended through March 15, 2025, and May 15, 2025, respectively, while the 60 other Debtors’ Exclusive Filing Periods and Exclusive Solicitation Periods were extended through May 30, 2025, and July 31, 2025, respectively.

The Debtors' third request sought an extension of Live Oak's Exclusive Filing Period and Exclusive Solicitation Period through May 30, 2025, and July 31, 2025, respectively, to realign Live Oak's Exclusive Periods with those of the other 60 Debtors. This third request drew two oppositions from the same Live Oak investors. *See* Dkt. Nos. 983 and 996. The Debtors submitted a reply [Dkt. No. 1012], which was joined by the Committee [Dkt. No. 1069]. After a hearing held on March 21, 2025, the Court granted the Debtors' third request. [Dkt. No. 1221].

The Debtors' fourth request sought an extension of all Debtors' Exclusive Filing Periods and Exclusive Solicitation Periods through September 5, 2025, and October 31, 2025, respectively [Dkt. No. 1386]. This request received no opposition and was granted by the Court after a hearing held on May 23, 2025 [Dkt. No. 1522].

The Debtors' fifth request sought an extension of all Debtors' Exclusive Filing Periods and Exclusive Solicitation Periods through October 31, 2025, and December 31, 2025, respectively [Dkt. No. 1921]. After a hearing held on August 22, 2025, the Court granted the request as to all Debtors other than Live Oak [Dkt. No. 2100]. The Exclusive Filing Period and Exclusive Solicitation Period for Live Oak thus remained through September 5, 2025, and October 31, 2025, respectively. Accordingly, this Motion does not seek any relief as to the Exclusive Periods of Live Oak. The Exclusive Filing Period and Exclusive Solicitation Period for the other 60 Debtors was extended through October 31, 2025, and December 31, 2025, respectively.

On November 12, 2025, KSMP filed its *Motion of Debtor KSMP to Extend Exclusive Solicitation Period* (the "KSMP Exclusivity Motion"). The KSMP Exclusivity Motion requests an extension of KSMP's exclusive solicitation period through April 6, 2026. The KSMP Exclusivity Motion is currently set for hearing on December 3, 2025.

D. The Plan Process

As a result of their investigations into the Debtors' financial transactions leading to these Chapter 11 Cases, the Plan Proponents determined that (i) the Debtors were operated as a Ponzi scheme; (ii) untangling the Debtors' pre-petition transactions, including the many inter-debtor transactions, would be prohibitively expensive; and (iii) the most efficient and equitable solution to these Chapter 11 Cases would be the substantive consolidation of all of the Debtors.

After an extensive and thorough process of evaluating the Debtors' claims and the transactions leading to the Chapter 11 Cases, the Plan Proponents filed their first chapter 11 plan on September 5, 2025. On September 17, 2025, the Plan Proponents filed a disclosure statement, solicitation procedures motion, and *Joint Motion for the Entry of an Order Approving Settlement Procedures with Respect to Investor Claims* [Docket No. 2365] (the "Investor Claims Settlement Motion").

At a status conference held on September 19, 2025, the Court set a hearing to approve the disclosure statement and solicitation procedures for November 19, 2025, provided that any amended plan, disclosure statement, or other related motions were filed by October 15, 2025. On October 15, 2025, the Plan Proponents filed the Plan, Disclosure Statement, and *Amended Joint Motion of Debtors and Official Committee of Unsecured Creditors for an Order (I) Approving the Plan Summary and Amended Disclosure Statement; (II) Scheduling Hearing on Confirmation of Plan and Approving the Form and Manner of Service of the Hearing Notice; (III) Establishing Procedures for the Solicitation and Tabulation of Votes on Plan; (IV) Establishing Procedures for the Estimation of Investor Claims Soley for Voting Purposes; and (V) Approving Related Matters* [Docket No. 2569] (the "Solicitation Procedures Motion") and noticed the Solicitation Procedures Motion and the Investor Claims Settlement Motion for hearing on November 19, 2025. Prior to the November 19 hearing, to allow further time to negotiate with objecting parties and amend the Plan Documents if necessary, the Plan Proponents continued the hearing on the Solicitation Procedures Motion and the Investor Claims Settlement Motion to December 3, 2025.

III. RELIEF REQUESTED

Section 1121(b) of the Bankruptcy Code provides for an initial period of 120 days after the commencement of a chapter 11 case during which a debtor has the exclusive right to file a chapter 11 plan (the "Exclusive Filing Period"). Section 1121(c)(3) of the Bankruptcy Code provides that if a debtor files a plan within the 120-day Exclusive Filing Period, it has an exclusive period of 180 days after the commencement of the chapter 11 case to obtain acceptances of its plan (the "Exclusive Solicitation Period," and, together with the Exclusive Filing Period, the "Exclusive Periods").

Now that the Plan is on file, the Debtors request, pursuant to section 1121(d) of the Bankruptcy Code, that their Exclusive Solicitation Period be extended through April 6, 2026, without prejudice to the Debtors' right to seek additional extensions of such period.

IV. AUTHORITY FOR RELIEF REQUESTED

Pursuant to section 1121(d) of the Bankruptcy Code, the Court may extend the Exclusive Solicitation Period of the Debtors for cause. *See* 11 U.S.C. § 1121(d) ("on request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section"). However, the 120-day period "may not be extended beyond a date that is 18 months after the [petition] date" and the 180-day period "may not be extended beyond a date that is 20 months after the [petition] date." *Id.* § 1121(d)(2).

The Debtors' proposed extension of their Exclusive Solicitation Period is through April 6, 2026, exactly 20 months after the August 6, 2024 petition date of the first Debtor to file its petition, Windscape Apartments, LLC. April 6, 2026, also coincides with the extension requested by fellow Plan Proponent KSMP in the KSMP Exclusivity Motion.

The exclusive periods established by Congress were incorporated in the Bankruptcy Code to afford a debtor a full and fair opportunity to propose a chapter 11 plan and enable solicitation of acceptances of the plan without the deterioration and disruption of a debtor's business that might be caused by the filing of multiple competing plans. Indeed, the primary objective of a chapter 11 case is the formulation, confirmation, and consummation of a consensual chapter 11 plan. To terminate the Exclusive Solicitation Period in these Chapter 11 Cases after so much effort has been expended to formulate a chapter 11 plan, but before it can be voted on, would be to defeat the very purpose of section 1121 of the Bankruptcy Code, *i.e.*, affording a debtor the full and fair opportunity to formulate and prosecute its proposed chapter 11 plan.

As stated, section 1121(d) of the Bankruptcy Code empowers a bankruptcy court to extend exclusive periods "for cause." The Bankruptcy Code neither defines the term "cause" for purposes of section 1121(d) nor establishes formal criteria for an extension. The legislative history of section 1121 indicates, however, that it is intended to be a flexible standard to balance the

competing interests of a debtor and its creditors. *See* H.R. Rep. No. 95-595, at 231-32 (1978), reprinted in 1978 U.S.C.C.A.N. 5963 (noting that Congress intended to give bankruptcy courts great flexibility to protect a debtor's interests by allowing a debtor unimpeded opportunity to negotiate settlement of debts without interference from other parties in interest).

In exercising its broad discretion, a bankruptcy court may consider a variety of factors to assess the totality of circumstances in each case. *See Official Comm. of Unsecured Creditors v. Henry Mayo Newhall Mem. Hosp. (In re Henry Mayo Newhall Mem. Hosp.)*, 282 B.R. 444, 452 (B.A.P. 9th Cir. 2002) ("The question [of § 1121(d) cause] is inherently fact-specific and calls for a delicate exercise of judgment about which seasoned judges could differ.").

Those factors include, without limitation:

- (i) the size and complexity of the debtor's case;
- (ii) the necessity for sufficient time to permit the debtor to negotiate a chapter 11 plan and prepare adequate information;
- (iii) the existence of good faith progress towards reorganization;
- (iv) the fact that the debtor is paying its bills as they become due;
- (v) whether the debtor has demonstrated reasonable prospects for filing a viable plan;
- (vi) whether the debtor has made progress in negotiations with its creditors;
- (vii) the amount of time which has elapsed in the case;
- (viii) whether the debtor is seeking an extension of exclusivity in order to pressure creditors to submit to the debtor's reorganization demands; and
- (ix) whether an unresolved contingency exists.

In re Dow Corning Corp., 208 B.R. 661, 664-65 (Bankr. E.D. Mich. 1997); *see In re Adelphia Commc'ns Corp.*, 352 B.R. 578, 587 (Bankr. S.D.N.Y. 2006) (noting that the nine *Dow Corning* factors listed above are "objective factors which courts historically have considered in making determinations of this character").

1 The exercise of the Court's discretion is not simply a check-off process but is based upon
2 the totality of the circumstances. The above factors are not the exclusive bases for the exercise of
3 the Court's discretion to extend the exclusive periods, nor must they all be satisfied.

4 Here, cause exists to grant the Debtors' requested extension of the Exclusive Solicitation
5 Period. The extension is necessary and appropriate for the Debtors to have the opportunity
6 contemplated by the Bankruptcy Code to solicit acceptances of the Plan and bring these cases to a
7 resolution, free from the disruption and uncertainty of competing plans that could be proposed by
8 parties unfamiliar with the investigations conducted by the Debtors and the Committee.

9 Many of the *Dow Corning* factors are manifest here. The Plan Proponents and their
10 professionals are working diligently and in good faith toward confirmation of a plan. The Plan
11 Proponents filed the most recent versions of the Plan and Disclosure Statement on October 15,
12 2025, and have been in continuous discussions in recent weeks with various stakeholders that have
13 raised their unique concerns with the Plan.

14 In addition to these negotiations, the Debtors have entered into numerous stipulations with
15 various secured lenders for the use of cash collateral and have provided information to them
16 regarding the sale and marketing of their real property collateral. The Debtors' liquidation of their
17 real property continues apace, as evidenced by the regular filing of sale notices and entry of orders
18 approving individual sales. The Debtors are continuing to pay their bills as they come due in the
19 operation of their commercial and residential rental properties.

20 The Debtors' Chapter 11 Cases are large and complex: they involve 61 Debtor entities (not
21 counting KSMP), nearly 200 diverse pieces of real property (also not counting KSMP's several
22 dozen properties), and claims filed by hundreds of defrauded investors, many of whom have
23 asserted claims and interests against multiple Debtors, including KSMP. Taken separately, one or
24 more of the Chapter 11 Cases may appear simple on its surface. But the web of financial
25 transactions among the Debtors and KSMP during the years leading to the Chapter 11 Cases has
26 required diligent efforts from the Plan Proponents to formulate a Plan that they believe is in the
27 best interest of creditors, including investors. The Debtors expect that by the time this Motion is
28 heard, the Disclosure Statement will have been approved and ballots sent to all voting classes under

the Plan. To allow the filing of competing plans at this delicate moment would risk causing confusion and uncertainty that could unnecessarily undermine the chances of confirmation of the Plan.

The Debtors' proposed extension of the Exclusive Solicitation Period is amply supported for the reasons described above. The Plan Proponents are working together to resolve as many potential objections to the Plan as possible, and they expect to obtain Court approval of the Disclosure Statement and solicitation procedures prior to the hearing on this Motion. Once this approval is received, the Plan Proponents expect to move forward with the proposed schedule for Plan confirmation and bring these long and complex cases to the conclusion that stakeholders need.

V. RESERVATION OF RIGHTS

Nothing contained herein is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute any claim, or (iii) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

VI. NOTICE

Notice of this Motion will be provided to (i) the United States Trustee; (ii) the Committee; (iii) Serene Investment Management, LLC, the DIP Lender; and (iv) those persons who have formally appeared in these Chapter 11 Cases and requested service pursuant to Bankruptcy Rule 2002. Based on the nature of the relief requested herein, the Debtors respectfully submit that no further notice is required.

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1 **WHEREFORE**, the Debtors respectfully request that the Court enter an order,
2 substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein.

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4 Dated: November 26, 2025

KELLER BENVENUTTI KIM LLP

5
6 By: /s/ Thomas B. Rupp

7 Thomas B. Rupp

8 *Attorneys for the Debtors and Debtors in*
9 *Possession*
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Exhibit A
(Proposed Order)

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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

**[PROPOSED] ORDER EXTENDING
PLAN EXCLUSIVE PERIODS**

In re:

KS MATTSON PARTNERS, LP,

Debtor.

Date: December 17, 2025

Time: 11:00 a.m.

Place: 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 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 Upon consideration of the *Motion of Debtors to Extend Plan Exclusive Periods* (the
2 “Motion”),² filed by the above-captioned debtors and debtors in possession, excluding KSMP (the
3 “Debtors”); the Court having reviewed the Motion and the Sharp Declaration and having
4 considered the statements of counsel and the evidence adduced with respect to the Motion at a
5 hearing before the Court (the “Hearing”); and the Court having found that (i) the Court has
6 jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157
7 and 1334, and the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*,
8 General Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District
9 Court for the Northern District of California; (ii) venue is proper in this district pursuant to 28
10 U.S.C. §§ 1408 and 1409; (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iv) notice
11 of the Motion and the Hearing was sufficient under the circumstances; and after due deliberation
12 the Court having determined that the relief requested in the Motion is in the best interests of the
13 Debtors, their estates, and their creditors; and good and sufficient cause having been shown;

14 **IT IS HEREBY ORDERED THAT:**

- 15 1. The Motion is granted.
- 16 2. The last day of the Exclusive Solicitation Period shall be April 6, 2026, for all
17 Debtors except Live Oak.
- 18 3. The extension of the Exclusive Solicitation Period herein is without prejudice to
19 the rights of the Debtors to seek further extensions to the extent permitted by 11 U.S.C. § 1121(d).
- 20 4. The relief requested herein is without prejudice to the Committee’s right to seek to
21 terminate the Exclusive Solicitation Period.
- 22 5. This Court shall retain jurisdiction to hear and determine all matters arising from
23 or related to the implementation, interpretation, or enforcement of this Order.

24 ** END OF ORDER **

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28 ² Capitalized terms not otherwise defined herein shall have the meanings given to them in
the Motion.