

1 102. Landau's insistence on an effective date extending one year into the future based  
2 on this bogus conflict issue was a transparent attempt to exercise control over, and needlessly  
3 delay, the administration of the Cases for the Defendants' benefit.

4 **FIRST CLAIM FOR RELIEF**

5 **(Professional Negligence)**

6 103. Plaintiff refers to and incorporates each and every allegation contained in  
7 paragraphs 1-102 above as if fully set forth herein.

8 104. The Defendants served as the Debtors' counsel at all relevant times.

9 105. There existed an attorney-client relationship between the Defendants and the  
10 Debtors at all relevant times.

11 106. As the Debtors' counsel, the Defendants owed the Debtors a duty to use at least  
12 the same level of skill, prudence and diligence as other members of the legal profession  
13 commonly possess and exercise.

14 107. By holding themselves out to possess special expertise in bankruptcy matters, the  
15 Defendants owed the Debtors a correspondingly higher duty of care in providing effective  
16 advice and counsel in connection with the Cases.

17 108. Through their negligent acts and/or omissions as set forth above, the Defendants  
18 breached their professional duties to the Debtors by failing to apply the requisite skill, prudence  
19 and diligence in purporting to represent the Debtors' interests.

20 109. The Defendants also owed the Debtors a duty of good faith and fidelity. Through  
21 their professional negligence as set forth above, the Defendants breached the duty of good faith  
22 and fidelity they owed to the Debtors.

23 110. Among other things, the Defendants were professionally negligent in providing  
24 virtually none of the pre-petition services reasonably expected of competent counsel intent on  
25 serving their clients' interests as opposed to exclusively their own.

26 111. Moreover, the Defendants were professionally negligent in advising the Debtors  
27 to proceed with the \$2 million preferential payment to Cumberland Packing on the eve of the  
28 bankruptcy filings.

1 112. Defendants also were professionally negligent in failing to advise Debtors' staff of  
2 the key employee incentive package and then advising those employees to resign after the  
3 conversion to Chapter 7.

4 113. Similarly, the Defendants were professionally negligent in taking the position that  
5 administrative claims would preclude the Committee and the proposed jointly selected  
6 liquidating trustee from fulfilling their fiduciary duties.

7 114. As a direct and proximate result of the Defendants' negligent and otherwise  
8 improper acts and/or omissions as set forth above, the Debtors sustained substantial economic  
9 harm.

10 **SECOND CLAIM FOR RELIEF**

11 **(Breach of Fiduciary Duty)**

12 115. Plaintiff refers to and incorporates each and every allegation contained in  
13 paragraphs 1-114 above as if fully set forth herein.

14 116. The Defendants served as the Debtors' counsel at all relevant times.

15 117. An attorney-client relationship existed between the Defendants and the Debtors at  
16 all relevant times.

17 118. As the Debtors' counsel, the Defendants at all relevant times operated in the  
18 capacity of fiduciaries toward the Debtors. As such, they owed fiduciary duties of the highest  
19 order to the Debtors, including a duty of loyalty.

20 119. Through their acts and/or omissions as set forth above, the Defendants breached  
21 their fiduciary duties to the Debtors.

22 120. Among other things, the Defendants' provision of, and billing for, wasteful  
23 services that provided no material benefit to the Debtors but served primarily the Defendants'  
24 purposes constituted a breach of Defendants' fiduciary duties to the Debtors. By placing their  
25 interests ahead of the Debtors, the Defendants fell short of their obligations as fiduciaries to  
26 their clients.

27

28

1 121. Similarly, by exerting undue influence over the Debtors' controller, Miller-Allen,  
2 so as to seize control of the wind-down process, the Defendants breached their fiduciary duties  
3 to the Debtors.

4 122. As a direct and proximate result of the Defendants' breach of their fiduciary  
5 duties, the Debtors sustained substantial economic harm.

6 **THIRD CLAIM FOR RELIEF**

7 **(Breach of Contract)**

8 123. Plaintiff refers to and incorporates by reference each and every allegation  
9 contained in paragraphs 1-122 above as if fully set forth herein.

10 124. In or about May 2013, the Debtors entered into an engagement agreement  
11 ("Engagement Agreement") with Landau Gottfried.

12 125. The Engagement Agreement constitutes a valid and binding agreement between  
13 the Debtors and Landau Gottfried.

14 126. By entering into the Engagement Agreement and formally establishing an  
15 attorney-client relationship with the Debtors, Landau Gottfried implicitly assumed a contractual  
16 obligation to, among other things, use at least the same level of skill, prudence and diligence as  
17 other members of the legal profession commonly possess and exercise.

18 127. In all material respects, the Debtors fulfilled their obligations to Landau Gottfried  
19 under the Engagement Agreement.

20 128. Through its acts and/or omissions as set forth above, Landau Gottfried materially  
21 breached its contractual obligations to the Debtors by failing to use the requisite degree of skill,  
22 prudence and diligence in representing the Debtors.

23 129. Among other things, Landau Gottfried breached its contractual obligations by  
24 providing virtually none of the pre-petition services reasonably expected of competent counsel  
25 intent on serving their clients' interests as opposed to exclusively their own.

26 130. In addition, Landau Gottfried breached its contractual obligations by billing the  
27 Debtors for fees and expenses far exceeding the value of the services provided. The \$1.1  
28

1 million in fees and expenses Landau Gottfried incurred simply bears no rational relation to the  
2 value of the services rendered to the Debtors.

3 131. Moreover, Landau Gottfried breached its contractual obligations by advising the  
4 Debtors to proceed with the \$2 million preferential payment to Cumberland Packing on the eve  
5 of the bankruptcy filings.

6 132. Landau Gottfried also breached its contractual obligations by failing to advise the  
7 Debtors' staff of the key employee incentive package and then advising those employees to  
8 resign after the conversion to Chapter 7.

9 133. Similarly, Landau Gottfried breached its contractual obligations by taking the  
10 position that administrative claims would preclude the Committee from fulfilling its fiduciary  
11 duties. This position was baseless and did nothing to advance the Debtors' interests.

12 134. As a direct consequence of Landau Gottfried's breaching conduct, the Debtors  
13 have sustained substantial economic harm.

14 **FOURTH CLAIM FOR RELIEF**

15 **(Constructively Fraudulent Transfer of the Pre-petition Fees)**

16 135. Plaintiff refers to and incorporates each and every allegation contained in  
17 paragraphs 1-134 above as if fully set forth herein.

18 136. The Debtors paid the Pre-petition Fees to, or for the benefit of, the Defendants  
19 within two years prior to the Petition Date.

20 137. The Debtors received less than reasonably equivalent value in exchange for the  
21 Pre-petition Fees.

22 138. On the date(s) the Pre-petition Fees were paid, each of the Debtors (i) was  
23 insolvent or became insolvent as a result of the payment, (ii) was engaged in business or a  
24 transaction, for which any property remaining with each of the Debtors was an unreasonably  
25 small capital, and/or (iii) intended to incur, or believed it would incur, debts that would be  
26 beyond each of the Debtor's ability to pay as such debts matured.

27 139. Each Defendant was the initial or mediate transferee of the Pre-petition Fees, or  
28 the entity for whose benefit the Pre-petition Fees were paid.

1 140. The Trustee is entitled to avoid and recover the value of the Pre-petition Fees  
2 from the Defendants pursuant to 11 U.S.C. § 548(a)(1)(B).

3 **FIFTH CLAIM FOR RELIEF**

4 **(Disgorgement of Pre-petition Fees Pursuant to 11 U.S.C. § 329(b))**

5 141. Plaintiff refers to and incorporates each and every allegation contained in  
6 paragraphs 1-140 above as if fully set forth herein.

7 142. The Debtors paid the Pre-petition Fees to Landau Gottfried after one year before  
8 the Petition Date.

9 143. The Pre-petition Fees were paid for services rendered or to be rendered in  
10 contemplation of or in connection with the Cases.

11 144. As detailed in this Complaint, the Defendants performed services for the Debtors  
12 in a disloyal, self-interested, overreaching and unethical manner.

13 145. The services the Defendants rendered were not intended to, and did not, benefit  
14 the Debtors' estates.

15 146. The services the Defendants rendered were not necessary to the administration of  
16 the Cases. In fact, the Defendants hindered the administration of the Cases at every turn and  
17 caused the Debtors significant economic harm.

18 147. The Pre-petition Fees exceed the reasonable value of any services the Defendants  
19 rendered to the Debtors.

20 148. If the Pre-petition Fees had not been paid, they would have been property of the  
21 Debtors' estates.

22 149. The Trustee is entitled to the return of the Pre-petition Fees pursuant to 11 U.S.C.  
23 § 329(b)(1)(A).

24 **SIXTH CLAIM FOR RELIEF**

25 **(Disallowance of Post-petition Fees Pursuant to 11 U.S.C. § 329)**

26 150. Plaintiff refers to and incorporates each and every allegation contained in  
27 paragraphs 1-149 above as if fully set forth herein.  
28

1 151. During the entire course of their engagement by the Debtors, the Defendants  
2 abused their position of trust by providing advice to the Debtors that was not intended to, and  
3 did not, benefit the Debtors or their estates. The Defendants' advice was at all times motivated  
4 by the Defendants' self-interested desire to, among other things, maximize the amount of fees  
5 they could earn in the Cases.

6 152. From and after the Petition Date, the Defendants performed unnecessary,  
7 unreasonable and/or duplicative services that were not reasonably likely to benefit the Debtors'  
8 estates and were not necessary to the administration of the Cases.

9 153. The Defendants' pattern of negligent, disloyal and otherwise improper conduct  
10 caused significant economic harm to the Debtors and their creditors.

11 154. The Trustee is entitled to cancel the Engagement Agreement pursuant to pursuant  
12 to 11 U.S.C. § 329(b) and disallow any Fee Claim Landau Gottfried may assert in the Cases.

13 **SEVENTH CLAIM FOR RELIEF**

14 **(Equitable Subordination Pursuant to 11 U.S.C. § 510(c)(1))**

15 155. Plaintiff refers to and incorporates each and every allegation contained in  
16 paragraphs 1-154 above as if fully set forth herein.

17 156. At all times during their engagement by the Debtors, the Defendants owed  
18 fiduciary duties to the Debtors.

19 157. Rather than fulfill their fiduciary duties to the Debtors, the Defendants chose to  
20 breach their duties and abuse their relationship of trust with the Debtors to, among other things,  
21 drive up and maximize the amount of fees they could extract from the Debtors during their slide  
22 into, and during, the bankruptcy Cases.

23 158. The Defendants' inequitable conduct harmed the Debtors' creditors.

24 159. The Defendants' inequitable conduct conferred an unfair advantage on the  
25 Defendants.

26 160. Subordinating the Fee Claim pursuant to 11 U.S.C. § 510(c)(1) is not inconsistent  
27 with other provisions of the Bankruptcy Code.  
28

1 WHEREFORE, the Trustee hereby demands judgment in his favor and against the Defendants  
as follows:

- 2
- 3 (a) awarding compensatory damages in an amount to be determined at  
trial, plus interest at the legal rate;
- 4 (b) directing the Defendants to disgorge any and all monies paid with  
5 respect to their fees and expenses relating to their representation of  
Debtors;
- 6 (c) canceling the Engagement Agreement and disallowing any and all  
7 claims for payment of Post-petition Fees;
- 8 (d) equitably subordinating any and all claims for payment of  
Post-petition Fees to all other claims against the Debtors' estates;
- 9 (e) awarding the reasonable costs of suit incurred herein; and
- 10 (f) granting such other and further relief as the Court deems just and  
11 proper under the circumstances.

12 Dated: September 9, 2015

13 Respectfully submitted,

14 KELLEY DRYE & WARREN LLP

15  
16 By: /s/ Eric R. Wilson

17 Eric R. Wilson  
18 William S. Gyves

19 *Special Counsel to David K. Gottlieb,*  
20 *Chapter 7 Trustee*

FORM 104 (08/07)

<b>ADVERSARY PROCEEDING COVER SHEET</b> (Instructions on Reverse)		<b>ADVERSARY PROCEEDING NUMBER</b> (Court Use Only)	
<b>PLAINTIFFS:</b> DAVID K. GOTTLIEB, as Chapter 7 Trustee for KSL Media, Inc.; DAVID K. GOTTLIEB, as Chapter 7 Trustee for T.V. 10's, LLC; and DAVID K. GOTTLIEB, as Chapter 7 Trustee for Fulcrum 5, Inc.		<b>DEFENDANTS:</b> ROGER M. LANDAU and LANDAU GOTTFRIED & BERGER LLP	
<b>ATTORNEYS (Firm Name, Address, and Telephone No.)</b>		<b>ATTORNEYS (If Known)</b>	
Eric R. Wilson (CA Bar No. 192220) KELLEY DRYE & WARREN LLP 101 Park Avenue New York, NY 10178 Telephone: (212) 808-7800 Facsimile: (212) 808-7897 E-mail: ewilson@kelleydrye.com and KELLEY DRYE & WARREN LLP 10100 Santa Monica Blvd. Los Angeles, CA 90067 Telephone: (310) 712-6100	William S. Gyves ( <i>pro hac vice pending</i> ) KELLEY DRYE & WARREN LLP 101 Park Avenue New York, NY 10178 Telephone: (212) 808-7800 Facsimile: (212) 808-7897 E-mail: wgyves@kelleydrye.com	Rodger M. Landau Landau Gottfried & Berger LLP 1801 Century Park East, STE 700 Los Angeles, CA 90067 Tel: (310) 557-0050	
<b>PARTY (Check One Box Only)</b>		<b>PARTY (Check One Box Only)</b> <input type="checkbox"/> Debtor <input type="checkbox"/> U.S. Trustee/Bankruptcy Admin	
<input type="checkbox"/> Debtor <input type="checkbox"/> U.S. Trustee/Bankruptcy Admin <input type="checkbox"/> Creditor <input type="checkbox"/> Other <input checked="" type="checkbox"/> Trustee		<input type="checkbox"/> Debtor <input type="checkbox"/> U.S. Trustee/Bankruptcy Admin <input type="checkbox"/> Creditor <input checked="" type="checkbox"/> Other <input type="checkbox"/> Trustee	
<b>CAUSE OF ACTION (WRITE A BRIEF STATEMENT OF CAUSE OF ACTION, INCLUDING ALL U.S. STATUTES INVOLVED)</b>			
(1) Professional negligence; (2) Breach of fiduciary duty; (3) Breach of contract, (4) Avoid and recover fraudulent transfers pursuant to 11 U.S.C. §§ 548; (5) disgorgement of fees pursuant to 11 U.S.C. § 329(b); (6) disallowance of any claim for post petition fees and expenses pursuant to 11 U.S.C. § 329; and (7) equitably subordinate any fee claim pursuant to 11 U.S.C. § 510(c)(1).			
<b>NATURE OF SUIT</b>			
(Number up to five (5) boxes starting with lead cause of action as 1, first alternative cause as 2, second alternative cause as 3, etc.)			
<b>FRBP 7001(1) – Recovery of Money/Property</b> <input type="checkbox"/> 11-Recovery of money/property - §542 turnover of property <input type="checkbox"/> 12-Recovery of money/property - §547 preference <input checked="" type="checkbox"/> 13-Recovery of money/property - §548 fraudulent transfer <input checked="" type="checkbox"/> 14-Recovery of money/property - other		<b>FRBP 7001(6) – Dischargeability (continued)</b> <input type="checkbox"/> 61-Dischargeability - §523(a)(5), domestic support <input type="checkbox"/> 68-Dischargeability - §523(a)(6), willful and malicious injury <input type="checkbox"/> 63-Dischargeability - §523(a)(8), student loan <input type="checkbox"/> 64-Dischargeability - §523(a)(15), divorce or separation obligation (other than domestic support) <input type="checkbox"/> 65-Dischargeability - other	
<b>FRBP 7001(2) – Validity, Priority or Extent of Lien</b> <input type="checkbox"/> 21-Validity, priority or extent of lien or other interest in property		<b>FRBP 7001(7) – Injunctive Relief</b> <input type="checkbox"/> 71-Injunctive relief – reinstatement of stay <input type="checkbox"/> 72-Injunctive relief – other	
<b>FRBP 7001(3) – Approval of Sale of Property</b> <input type="checkbox"/> 31-Approval of sale of property of estate and of a co-owner - §363(h)		<b>FRBP 7001(8) Subordination of Claim or Interest</b> <input type="checkbox"/> 81-Subordination of claim or interest	
<b>FRBP 7001(4) – Objection/Revocation of Discharge</b> <input type="checkbox"/> 41-Objection / revocation of discharge - §727(c),(d),(e)		<b>FRBP 7001(9) Declaratory Judgment</b> <input type="checkbox"/> 91-Declaratory judgment	
<b>FRBP 7001(5) – Revocation of Confirmation</b> <input type="checkbox"/> 51-Revocation of confirmation		<b>FRBP 7001(10) Determination of Removal Action</b> <input type="checkbox"/> 01-Determination of removed claim or cause	
<b>FRBP 7001(6) – Dischargeability</b> <input type="checkbox"/> 66-Dischargeability - §523(a)(1),(14),(14A) priority tax claims <input type="checkbox"/> 62-Dischargeability - §523(a)(2), false pretenses, false representation, actual fraud <input type="checkbox"/> 67-Dischargeability - §523(a)(4), fraud as fiduciary, embezzlement, larceny		<b>Other</b> <input type="checkbox"/> SS-SIPA Case – 15 U.S.C. §§78aaa <i>et. seq.</i> <input type="checkbox"/> 02-Other (e.g. other actions that would have been brought in state court if unrelated to bankruptcy case)	
<input type="checkbox"/> Check if this case involves a substantive issue of state law		<input type="checkbox"/> Check if this is asserted to be a class action under FRCP 23	
<input type="checkbox"/> Check if a jury trial is demanded in complaint		Demand \$1,144,607.02	
Other Relief Sought: Equitable subordination of claims and disallowing any and all claims for payment of Post-petition Fees.			



## **Exhibit 2**

EXHIBIT "2"

**DEFER**

**U.S. Bankruptcy Court  
Central District of California (San Fernando Valley)  
Adversary Proceeding #: 1:15-ap-01212-GM**

*Assigned to:* Geraldine Mund  
*Lead BK Case:* 13-15929  
*Lead BK Title:* KSL MEDIA INC  
*Lead BK Chapter:* 7  
*Demand:* \$1100000

*Date Filed:* 09/09/15

*Nature[s] of Suit:* 13 Recovery of money/property - 548 fraudulent transfer  
14 Recovery of money/property - other

***Plaintiff***

**David K Gottlieb**

represented **Eric R Wilson**  
by Kelley Drye & Warren LLP  
101 Park Ave  
New York, NY 10178  
212-808-5087  
Fax : 212-808-7897  
Email: [kdwbankruptcydepartment@kelleydrye.com](mailto:kdwbankruptcydepartment@kelleydrye.com)

V.

***Defendant***

**Rodger M Landau**

represented **Peter L Isola**  
by Hinshaw & Culbertson LLP  
One California Street  
18th Floor  
San Francisco, CA 94111  
415-362-6000  
Fax : 415-834-9070  
Email: [PIsola@hinshawlaw.com](mailto:PIsola@hinshawlaw.com)

***Defendant***

**Landau Gottfried & Berger LLP**

represented **Peter L Isola**  
by (See above for address)

***Trustee***

EXHIBIT "2"

-----  
**David Keith Gottlieb (TR)**  
 15233 Ventura Blvd, 9th Floor  
 Sherman Oaks, CA 91403-2201  
 (818) 539-7720

represented **Eric R Wilson**  
 by (See above for address)

***U.S. Trustee***

-----  
**United States Trustee (SV)**  
 915 Wilshire Blvd, Suite 1850  
 Los Angeles, CA 91007  
 (213) 894-6811

<b>Filing Date</b>	<b>#</b>	<b>Docket Text</b>
11/06/2015	<u>23</u> (4 pgs)	Stipulation By Rodger M Landau, Landau Gottfriend & Berger LLP and <i>Regarding Defendants Named in Claims for Relief in Complaint Filed by Plaintiff</i> Filed by Defendants Rodger M Landau, Landau Gottfriend & Berger LLP (Isola, Peter) (Entered: 11/06/2015)
10/29/2015	<u>22</u> (3 pgs)	BNC Certificate of Notice - PDF Document. (RE: related document(s) <u>20</u> Order (Generic) (BNC-PDF)) No. of Notices: 0. Notice Date 10/29/2015. (Admin.) (Entered: 10/29/2015)
10/27/2015	21	Hearing Set (RE: related document(s) <u>1</u> Status Conference re: Complaint filed by Plaintiff David K Gottlieb) Status hearing to be held on 12/8/2015 at 10:00 AM at Crtrm 303, 21041 Burbank Blvd, Woodland Hills, CA 91367. The case judge is Geraldine Mund (Cetulio, Julie) (Entered: 10/27/2015)
10/27/2015	<u>20</u> (2 pgs)	Order re: Notice of Continuance of Status Conference (Related Doc # <u>1</u> ) Signed on 10/27/2015 (Cetulio, Julie) (Entered: 10/27/2015)
10/24/2015	<u>19</u> (3 pgs)	BNC Certificate of Notice - PDF Document. (RE: related document(s) <u>18</u> Order of Recusal (BNC-PDF)) No. of Notices: 0. Notice Date 10/24/2015. (Admin.) (Entered: 10/24/2015)
10/22/2015	<u>18</u> (2 pgs)	Order of Recusal Re Adversary Proceeding, Judge Geraldine Mund added to case. Involment of Judge Martin R. Barash Terminated (BNC-PDF) Signed on 10/22/2015. (Garcia, Patty) (Entered: 10/22/2015)

EXHIBIT "2"

10/16/2015	<u>17</u> (3 pgs)	BNC Certificate of Notice - PDF Document. (RE: related document(s) <u>15</u> Stipulation and ORDER thereon (BNC-PDF)) No. of Notices: 0. Notice Date 10/16/2015. (Admin.) (Entered: 10/16/2015)
10/15/2015	<u>16</u> (3 pgs; 2 docs)	Withdrawal re: <i>Affidavit re Stipulation Granting Defendants An Extension of Thirty (30) Days to Respond to Plaintiffs' Complaint to and including November 12, 2015</i> Filed by Defendants Rodger M Landau, Landau Gottfried & Berger LLP (RE: related document(s) <u>10</u> Affidavit). (Attachments: # <u>1</u> Proof of Service) (Isola, Peter) (Entered: 10/15/2015)
10/14/2015	<u>15</u> (2 pgs)	Order Approving Stipulation Granting Defendants an Extension of Thirty (30) Days to Respond to Plaintiffs' Complaint, to and Including November 12, 2015 (Related Doc # <u>14</u> ) Signed on 10/14/2015 (Cetulio, Julie) (Entered: 10/14/2015)
10/13/2015	<u>14</u> (4 pgs)	Stipulation By Rodger M Landau, Landau Gottfried & Berger LLP and <i>Granting Defendants Extension of Thirty (30) Days to Respond to Plaintiffs' Complaint to and Including November 12, 2015</i> Filed by Defendants Rodger M Landau, Landau Gottfried & Berger LLP (Isola, Peter) (Entered: 10/13/2015)
10/09/2015	13	Notice to Filer of Error and/or Deficient Document <b>Incorrect event code was used to file this document. THE FILER IS INSTRUCTED TO RE-FILE THE DOCUMENT USING THE CORRECT EVENT.</b> (RE: related document(s) <u>10</u> Affidavit filed by Defendant Rodger M Landau, Defendant Landau Gottfried & Berger LLP) (Reaves, Kelly) (Entered: 10/09/2015)
10/08/2015		Hearing (Adv Other) Continued (RE: related document(s) <u>1</u> COMPLAINT filed by David K Gottlieb) Status Hearing to be held on 12/02/2015 at 01:30 PM 21041 Burbank Blvd Woodland Hills, CA 91367 for <u>1</u> , (Ogier, Kathy) (Entered: 10/08/2015)
10/08/2015	<u>12</u> (2 pgs)	Notice of rescheduled hearing re complaint for professional negligence; breach of fiduciary duty; breach of contract; constructively fraudulent transfer; disgorgement of fees; and equitable subordination - hearing rescheduled for 12/2/15 at 1:30 p.m. (related #1) (Ogier, Kathy) (Entered: 10/08/2015)

EXHIBIT "2"

10/08/2015	<u>11</u> (4 pgs)	Notice of lodgment <i>ORDER APPROVING STIPULATION GRANTING DEFENDANTS AN EXTENSION OF THIRTY (30) DAYS TO RESPOND TO PLAINTIFFS' COMPLAINT, TO AND INCLUDING NOVEMBER 12, 2015</i> Filed by Defendants Rodger M Landau, Landau Gottfried & Berger LLP (RE: related document(s) <u>1</u> Complaint). (Isola, Peter) (Entered: 10/08/2015)
10/08/2015	<u>10</u> (4 pgs)	Affidavit Re: <i>STIPULATION GRANTING DEFENDANTS AN EXTENSION OF THIRTY (30) DAYS TO RESPOND TO PLAINTIFFS' COMPLAINT, TO AND INCLUDING NOVEMBER 12, 2015</i> Filed by Defendants Rodger M Landau, Landau Gottfried & Berger LLP. (Isola, Peter) (Entered: 10/08/2015)
10/06/2015	<u>9</u> (1 pg)	Notice <i>REQUEST TO BE ADDED OR REMOVED FROM COURTESY NOTICE OF ELECTRONIC FILING</i> Filed by Interested Party Courtesy NEF. (Isola, Peter) (Entered: 10/06/2015)
10/01/2015	<u>8</u> (1 pg)	Request for courtesy Notice of Electronic Filing (NEF) Filed by Landau, Jennifer. (Landau, Jennifer) (Entered: 10/01/2015)
10/01/2015	<u>7</u> (1 pg)	Proof of service ( <i>Supplemental</i> ) Filed by Plaintiff David K Gottlieb (RE: related document(s) <u>1</u> Complaint, <u>2</u> Summons Issued). (Wilson, Eric) (Entered: 10/01/2015)
09/16/2015	<u>6</u> (1 pg)	Request for courtesy Notice of Electronic Filing (NEF) Filed by Reitman, John. (Reitman, John) (Entered: 09/16/2015)
09/15/2015	<u>5</u> (5 pgs)	Proof of service ( <i>Amended</i> ) Filed by Plaintiff David K Gottlieb (RE: related document(s) <u>1</u> Complaint, <u>3</u> Alias Summons Issued, <u>4</u> Proof of service). (Wilson, Eric) (Entered: 09/15/2015)
09/14/2015	<u>4</u> (1 pg)	Proof of service Filed by Plaintiff David K Gottlieb, Trustee David Keith Gottlieb (TR) (RE: related document(s) <u>1</u> Complaint, <u>3</u> Alias Summons Issued). (Wilson, Eric) (Entered: 09/14/2015)
	<u>3</u> (4 pgs)	Alias Summons Issued on Rodger M Landau Date Issued 9/11/2015, Answer Due 10/13/2015; Landau Gottfried & Berger LLP Date Issued 9/11/2015,

EXHIBIT "2"

09/11/2015		Answer Due 10/13/2015 (RE: related document(s) <u>1</u> Complaint filed by Plaintiff David K Gottlieb) Status hearing to be held on 11/25/2015 at 01:30 PM at Crtrm 303, 21041 Burbank Blvd, Woodland Hills, CA 91367. The case judge is Martin R. Barash (Reaves, Kelly) (Entered: 09/11/2015)
09/10/2015	<u>2</u> (4 pgs)	Summons Issued on Rodger M Landau Date Issued 9/10/2015, Answer Due 10/13/2015; Landau Gottfriend & Berger LLP Date Issued 9/10/2015, Answer Due 10/13/2015 (RE: related document(s) <u>1</u> Complaint filed by Plaintiff David K Gottlieb) Status hearing to be held on 1/29/2016 at 11:00 AM at Crtrm 303, 21041 Burbank Blvd, Woodland Hills, CA 91367. The case judge is Martin R. Barash (Reaves, Kelly) (Entered: 09/10/2015)
09/09/2015	<u>1</u> (24 pgs)	Adversary case 1:15-ap-01212. Complaint by David K Gottlieb against Rodger M Landau, Landau Gottfriend & Berger LLP. (Charge To Estate). Nature of Suit: (13 (Recovery of money/property - 548 fraudulent transfer)),(14 (Recovery of money/property - other)) (Wilson, Eric) (Entered: 09/09/2015)

PACER Service Center			
Transaction Receipt			
11/06/2015 15:57:46			
<b>PACER Login:</b>	hinshaw0185:2559590:0	<b>Client Code:</b>	0978940
<b>Description:</b>	Docket Report	<b>Search Criteria:</b>	1:15-ap-01212-GM Fil or Ent: filed From: 8/7/2000 To: 11/6/2015 Doc From: 0 Doc To: 99999999 Term: included Format: html Page counts for documents: included
<b>Billable Pages:</b>	3	<b>Cost:</b>	0.30

EXHIBIT "2"

# **Exhibit 3**

EXHIBIT "3"

1 JOHN W. SHELLER (SBN 67519)  
2 HINSHAW & CULBERTSON LLP  
3 11601 Wilshire Blvd., Suite 800  
4 Los Angeles, CA 90025  
5 Telephone: 310-909-8080  
6 Facsimile: 310-909-8001  
7 [jsheller@hinshawlaw.com](mailto:jsheller@hinshawlaw.com)

8 ROBERT G. LEVY (SBN 81024)  
9 PETER L. ISOLA (SBN 144146)  
10 HINSHAW & CULBERTSON LLP  
11 One California Street, 18th Floor  
12 San Francisco, CA 94111  
13 Telephone: 415-362-6000  
14 Facsimile: 415-834-9070  
15 [rlevy@hinshawlaw.com](mailto:rlevy@hinshawlaw.com)  
16 [pisola@hinshawlaw.com](mailto:pisola@hinshawlaw.com)

17 Attorneys for Defendants  
18 RODGER M. LANDAU and LANDAU  
19 GOTTFRIED & BERGER LLP

20 UNITED STATES BANKRUPTCY COURT

21 CENTRAL DISTRICT OF CALIFORNIA – SAN FERNANDO VALLEY DIVISION

22 In re  
23 KSL MEDIA, INC., T.V. 10's, LLC and  
24 FULCRUM 5, INC.,  
25 Debtors.

Chapter 7 Case No. 1:13-Bk-15929-MB  
Jointly Administered with Case Nos: 1:13-  
Bk-15930-MB and 1:13-Bk-15931-MB  
Adversary Case No. 1:15-ap-01212-GM

26 Affects all Debtors

**STIPULATION REGARDING  
DEFENDANTS NAMED IN CLAIMS  
FOR RELIEF IN COMPLAINT FILED  
BY PLAINTIFF**

27 DAVID K. GOTTLIEB, as Chapter 7 Trustee  
28 for KSL Media, Inc.; DAVID K. GOTTLIEB,  
as Chapter 7 Trustee for T.V. 10's, LLC; and  
DAVID K. GOTTLIEB, as Chapter 7 Trustee  
for Fulcrum 5, Inc.

**[LBR 9071-1]**

Plaintiffs,

vs.

RODGER M. LANDAU and LANDAU  
GOTTFRIED & BERGER LLP,  
Defendants.



1 Pursuant to Local Bankruptcy Rule (LBR) 9071-1, Plaintiff and Defendants, by and  
2 through their respective counsel, hereby stipulate as follows:

3 1. Plaintiff commenced this adversary proceeding on September 9, 2015 by filing its  
4 Complaint.

5 2. Plaintiff's Complaint contains the following seven Claims for Relief: (1)  
6 professional negligence; (2) breach of fiduciary duty; (3) breach of contract; (4) constructively  
7 fraudulent transfer of pre-petition fees pursuant to 11 U.S.C. § 548(a)(1)(B); (5) disgorgement of  
8 pre-petition fees pursuant to 11 U.S.C. § 329(b); (6) disallowance of post-petition fees pursuant  
9 to 11 U.S.C. § 329(b); and (7) equitable subordination of post-petition fees pursuant to 11 U.S.C.  
10 § 510(c)(1).

11 3. In order to avoid the unnecessary filing of a motion to dismiss, Plaintiff, through  
12 his counsel, advised Defendants, through their counsel, that: (a) Defendant LANDAU  
13 GOTTFRIED & BERGER LLP is named in each of the Complaint's Seven Claims for Relief;  
14 and (b) defendant RODGER M. LANDAU is named only in the Complaint's First Claim for  
15 Relief (professional negligence), Second Claim for Relief (breach of fiduciary duty) and Fourth  
16 Claim for Relief (constructive fraudulent transfer of pre-petition fees pursuant to 11 U.S.C. §  
17 548(a)(1)(B)).

18 4. The parties have not submitted any prior stipulation regarding the relief described  
19 herein. This Stipulation does not affect any matter on the Court's calendar.

20 5. This Stipulation supersedes all prior discussions, communications, and  
21 negotiations between the parties and/or their counsel regarding the subject hereof.

22 6. Upon the filing of this Stipulation, the Order on Stipulation shall be lodged with  
23 the Court in accordance with LBR 9021-1(b)(2).

24 IT IS SO STIPULATED.

25 Dated: November 6, 2015

KELLEY DRYE & WARREN LLP

By: \_\_\_\_\_

ERIC R. WILSON  
Attorneys for Plaintiffs

1 Dated: November 6, 2015

HINSHAW & CULBERTSON LLP

2  
3 By: /s/ Peter L. Isola  
4 PETER L. ISOLA  
5 Attorneys for Defendants  
6 RODGER M. LANDAU and LANDAU  
7 GOTTFRIED & BERGER LLP  
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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 California Street, 18<sup>th</sup> Floor, San Francisco, California 94111-1826**

A true and correct copy of the foregoing document entitled (*specify*): **Stipulation Regarding Defendants Named in Claims for Relief in Complaint Filed by Plaintiff** will be 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*) November 6, 2015, 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:

Jennifer A. Landau	<a href="mailto:jlandau@lgbfirm.com">jlandau@lgbfirm.com</a>
David Keith Gottlieb	<a href="mailto:dkgtrustee@gallic.com">dkgtrustee@gallic.com</a> ; <a href="mailto:dgottlieb@ecf@epiqsystems.com">dgottlieb@ecf@epiqsystems.com</a>
John P. Reitman	<a href="mailto:jreitman@LGBFirm.com">jreitman@LGBFirm.com</a>
United States Trustee (SV)	<a href="mailto:ustpregion16.wh.ecf@usdoj.gov">ustpregion16.wh.ecf@usdoj.gov</a>
Eric R. Wilson	<a href="mailto:kdwbankruptcydepartment@kelleydrye.com">kdwbankruptcydepartment@kelleydrye.com</a>

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*) **November 6, 2015**, 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.

**By Overnight Mail**

Honorable Geraldine Mund  
United States Bankruptcy Court  
Central District of California  
21041 Burbank Boulevard, Suite 342  
Woodland Hills, CA 91367

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.

November 6, 2015

Date

Printed Name Nancy Fox

/s/ Nancy Fox

Signature

---

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

# **Exhibit 4**

EXHIBIT "4"

1 JON L.R. DALBERG (State Bar No. 128259)  
jdalberg@lgbfirm.com  
2 RODGER LANDAU (State Bar No. 151456)  
rlandau@lgbfirm.com  
3 MONICA RIEDER (State Bar No. 263250)  
mrieder@lgbfirm.com  
4 LANDAU GOTTFRIED & BERGER LLP  
1801 Century Park East, Suite 700  
5 Los Angeles, California 90067  
Telephone: (310) 557-0050  
6 Facsimile: (310) 557-0056

FILED & ENTERED  
OCT 10 2013  
CLERK U.S. BANKRUPTCY COURT  
Central District of California  
BY Ogier DEPUTY CLERK

7 Proposed Attorneys for Debtors  
8 and Debtors in Possession

9 UNITED STATES BANKRUPTCY COURT  
10 CENTRAL DISTRICT OF CALIFORNIA  
11 SAN FERNANDO VALLEY DIVISION

LANDAU GOTTFRIED & BERGER LLP  
ATTORNEYS AT LAW  
LOS ANGELES, CALIFORNIA

13 In re  
14 KSL MEDIA, INC., T.V. 10'S, LLC, and  
15 FULCRUM 5, INC.,  
16 Debtors.

Case No. 1:13-15929-AA  
Case No. 1:13-15930-AA  
Case No. 1:13-15931-AA

Chapter 11

**ORDER GRANTING DEBTORS' MOTION  
FOR JOINT ADMINISTRATION OF  
RELATED CASES**

- 17  Affects KSL Media, Inc.  
18  Affects T.V. 10's, LLC  
19  Affects Fulcrum 5, Inc.  
20  Affects Fulcrum 5, Inc.  
21  Affects Fulcrum 5, Inc.  
22  Affects All Debtors  
23

**Hearing Date and Time:**

Date: October 9, 2013  
Time: 10:00 a.m.  
Place: Courtroom 303  
21041 Burbank Blvd.  
Woodland Hills, CA 91367

Judge: Hon. Alan M. Ahart

The Court having read and considered the *Motion for Joint Administration of Related Cases* (the "Motion"), filed on September 13, 2013, by debtors and debtors in possession KSL Media, Inc., T.V. 10's, LLC, and Fulcrum 5, Inc. (the "Debtors"); the Court having held a hearing on the Motion on October 9, 2013; no opposition having been filed or presented at the hearing; and good cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted;
2. The Debtors' Chapter 11 cases shall be jointly administered under lead case number 1:13-15929-AA; and
3. The caption of the jointly administered cases shall read as follows:

In re  
KSL MEDIA, INC., *et al.*,  
Debtors.

- Affects KSL Media, Inc.
- Affects T.V. 10's, LLC
- Affects Fulcrum 5, Inc.
- Affects All Debtors

Case No. 1:13-15929-AA

Jointly Administered with Case Nos.  
1:13-15930-AA and 1:13-15931-AA

Chapter 11

**[PLEADING TITLE]**


**Hearing Date and Time:**

Date:  
Time:  
Place: Courtroom 303  
21041 Burbank Blvd.  
Woodland Hills, CA 91367

Judge: Hon. Alan M. Ahart

###

Date: October 10, 2013

  
Alan M. Ahart  
United States Bankruptcy Judge

## NOTICE OF ENTERED ORDER AND SERVICE LIST

Notice is given by the court that a judgment or order entitled (*specify*): **ORDER GRANTING DEBTORS' MOTION FOR JOINT ADMINISTRATION OF RELATED CASES** was entered on the date indicated as Entered on the first page of this judgment or order and will be served in the manner stated below:

1. **SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)** Pursuant to controlling General Orders and LBRs, the foregoing document was served on the following persons by the court via NEF and hyperlink to the judgment or order. As of (*date*) **October 10, 2013**, the following persons are currently on the Electronic Mail Notice List for this bankruptcy case or adversary proceeding to receive NEF transmission at the email addresses stated below.

Service information continued on attached page

2. **SERVED BY THE COURT VIA UNITED STATES MAIL:** A copy of this notice and a true copy of this judgment or order was sent by United States mail, first class, postage prepaid, to the following persons and/or entities at the addresses indicated below:

Service information continued on attached page

3. **TO BE SERVED BY THE LODGING PARTY:** Within 72 hours after receipt of a copy of this judgment or order which bears an Entered stamp, the party lodging the judgment or order will serve a complete copy bearing an Entered stamp by United States mail, overnight mail, facsimile transmission or email and file a proof of service of the entered order on the following persons and/or entities at the addresses, facsimile transmission numbers, and/or email addresses stated below:

Service information continued on attached page

---

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

1. **SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)**

- Jon L Dalberg jdalberg@lgbfirm.com, ncereseto@lgbfirm.com;marizaga@lgbfirm.com;scolen@lgbfirm.com
- Scott F Gautier sgautier@peitzmanweg.com
- Paul R. Glassman pglassman@sycr.com
- Lawrence M Jacobson lmj@gfjlawfirm.com
- Ivan L Kallick ikallick@manatt.com, ihernandez@manatt.com
- Jeffrey A Krieger jkrieger@ggfirm.com,  
kwoodson@greenbergglusker.com;calendar@greenbergglusker.com;pporooshani@greenbergglusker.com
- Rodger M Landau rlandau@lgbfirm.com, marizaga@lgbfirm.com;rmartin-  
patterson@lgbfirm.com;vedwards@lgbfirm.com
- Mary D Lane mal@msk.com, mec@msk.com
- Ira M Levee ilevee@lowenstein.com, ehorn@lowenstein.com
- Richard M Lorenzen RLorenzen@perkinscoie.com, KHardy@perkinscoie.com
- Monica Rieder mrieder@lgbfirm.com, rmartin-  
patterson@lgbfirm.com;vedwards@lgbfirm.com;scolen@lgbfirm.com;kalandy@lgbfirm.com
- S Margaux Ross margaux.ross@usdoj.gov
- David B Shemano dshemano@peitzmanweg.com
- United States Trustee (SV) ustpreion16.wh.ecf@usdoj.gov
- Bruce J Zabarauskas bruce.zabarauskas@tklaw.com
- Roye Zur rzur@lgbfirm.com, rmartin-patterson@lgbfirm.com;scolen@lgbfirm.com



# **Exhibit 5**

EXHIBIT "5"

<p>Attorney or Party Name, Address, Telephone &amp; FAX Nos., State Bar No. &amp; Email Address</p> <p>JON L.R. DALBERG (State Bar No. 128259) jdalberg@lgbfirm.com RODGER M. LANDAU (State Bar No. 151456) rlandau@lgbfirm.com MONICA RIEDER (State Bar No. 263250) mrieder@lgbfirm.com LANDAU GOTTFRIED &amp; BERGER LLP 1801 Century Park East, Suite 700 Los Angeles, CA 90067 Telephone: (310) 557-0050 Facsimile: (310) 557-0056</p> <p><input type="checkbox"/> Debtor(s) appearing without attorney <input checked="" type="checkbox"/> Attorney for Debtor and Debtor in Possession KSL Media, Inc.</p>	<p>FOR COURT USE ONLY</p> <div style="border: 1px solid black; padding: 10px; text-align: center;"> <p><b>FILED &amp; ENTERED</b></p> <p><b>DEC 30 2013</b></p> <p>CLERK U.S. BANKRUPTCY COURT Central District of California BY Remy DEPUTY CLERK</p> </div>
<p><b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA – SAN FERNANDO VALLEY DIVISION</b></p>	
<p>In re:</p> <p>KSL Media, Inc.,</p> <p style="text-align: right;">Debtor(s).</p>	<p>CASE NO.: 1:13-15929-AA CHAPTER: 11</p> <p style="text-align: center;"><b>ORDER ON DEBTOR'S MOTION TO CONVERT CASE UNDER 11 U.S.C. §§ 706(a) or 1112(a)</b></p> <p style="text-align: center;">[No Hearing Required]</p>

Pursuant to LBR 1017-1, Debtor moved to convert this chapter 11 case to a case under chapter 7.

FINDING that this case was not previously converted from another chapter and Debtor is entitled to relief under the chapter to which conversion is sought, the court orders as follows:

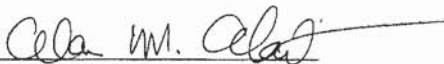
1.  Motion granted. This case is converted to chapter \_\_\_ pursuant to 11 U.S.C. § 706(a). If this case is being converted to chapter 13, Debtor must file a Chapter 13 Plan no later than 14 days after the date of the entry of this order.
2.  Motion granted. This case is converted to chapter 7 pursuant to 11 U.S.C. § 1112(a).
  - a. Within 14 days of the date of this order, the debtor in possession or chapter 11 trustee, if the Debtor is not a debtor in possession, must file a schedule of unpaid debts incurred after commencement of the chapter 11 case.
  - b. Within 30 days of the date of this order, the debtor in possession or chapter 11 trustee, if the Debtor is not a debtor in possession, must file and transmit to the United States trustee a final report and account.
  - c. The Debtor or chapter 11 trustee, if the Debtor is not a debtor in possession, must immediately turn over to the chapter 7 trustee all records and property of the estate remaining in its custody and control.

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

- d. Within 14 days of the date of this order, the Debtor must file the statements and schedules required by FRBP 1019(1)(A) and 1007, if such documents have not already been filed.
- e. If the Debtor is an individual, within 30 days of the date of this order or before the first date set for the meeting of creditors, whichever is earlier, Debtor must file a statement of intention with respect to retention or surrender of property securing consumer debts.
- f. Within 30 days of the date of this order, the Debtor must, if the case is converted AFTER confirmation of a plan, file:
- (1) A schedule of all property not listed in the final report and account which was acquired after commencement of the chapter 11 case but before entry of this order.
  - (2) A schedule of executory contracts and unexpired leases entered into or assumed after the commencement of the chapter 11 case but before entry of this order, and
  - (3) A schedule of unpaid debts not listed in the final report and account which were incurred after the commencement of the chapter 11 case but before entry of this order.
3.  Motion denied without prejudice on the following grounds (*specify*):  See attached page
4.  Motion denied with prejudice on the following grounds:
- a.  Case previously converted under 11 U.S.C. §  1112  1208  1307
  - b.  Debtor is not an eligible debtor under the chapter to which conversion is sought
  - c.  Debtor is not acting or has not acted in good faith and, therefore, is not eligible to be a debtor under chapters 11, 12 or 13
  - d.  Debtor is not a debtor in possession as required under 11 U.S.C. § 1112
  - e.  Case was originally commenced as an involuntary chapter 11 case and is not eligible for automatic conversion under 11 U.S.C. § 1112
5.  This matter is set for hearing as follows:    *Date:* \_\_\_\_\_    *Time:* \_\_\_\_\_    *Courtroom:* \_\_\_\_\_  
Address of courtroom: \_\_\_\_\_
6.  Notice is required as follows (*specify*): \_\_\_\_\_  See attached page
7.  Court further orders as follows (*specify*): \_\_\_\_\_  See attached page

###

Date: December 30, 2013

  
Alan M. Ahart  
United States Bankruptcy Judge

## NOTICE OF ENTERED ORDER AND SERVICE LIST

Notice is given by the court that a judgment or order entitled (*specify*): ORDER ON DEBTOR'S MOTION TO CONVERT CASE UNDER 11 U.S.C. §§ 706(a) or 1112(a)

was entered on the date indicated as "Entered" on the first page of this judgment or order and will be served in the manner stated below:

**1. SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBRs, the foregoing document was served on the following persons by the court via NEF and hyperlink to the judgment or order. As of (*date*) December 30, 2013, the following persons are currently on the Electronic Mail Notice List for this bankruptcy case or adversary proceeding to receive NEF transmission at the email addresses stated below.

- Allison R Axenrod allison@claimsrecoveryllc.com
- James C Behrens jbehrens@greenbergglusker.com,  
jreinglass@ggfirm.com;kwoodson@ggfirm.com;sgaeta@ggfirm.com;calendar@ggfirm.com
- Wanda Borges efcases@borgeslawllc.com
- Kayla D Britton kayla.britton@faegrebd.com
- Howard Camhi hcamhi@ecjlaw.com, kanthony@ecjlaw.com
- Sara Chenetz schenetz@perkinscoie.com, dlax@perkinscoie.com
- Jeff Cohen JC@SouthpawAsset.com
- Vincent M Coscino vcoscino@allenmatkins.com, jaallen@allenmatkins.com
- Natalie B. Daghbandan natalie.daghbandan@bryancave.com,  
raul.morales@bryancave.com;theresa.macaulay@bryancave.com
- Jon L Dalberg jdalberg@lgbfirm.com, ncereseto@lgbfirm.com;marizaga@lgbfirm.com
- Ted A Dillman Ted.dillman@lw.com
- Jeffrey W Dulberg jdulberg@pszjlaw.com
- Lei Lei Wang Ekvall lekvall@wglp.com, tjones@wglp.com
- Mary L Fullington lexbankruptcy@wyattfirm.com, pwest@wyattfirm.com
- Scott F Gautier sgautier@peitzmanweg.com
- Paul R. Glassman pglassman@sycr.com
- Matthew A Gold courts@argopartners.net
- Eric D Goldberg egoldberg@stutman.com

Service information continued on attached page

**2. SERVED BY THE COURT VIA UNITED STATES MAIL:** A copy of this notice and a true copy of this judgment or order was sent by United States mail, first class, postage prepaid, to the following persons and/or entities at the addresses stated below:

United States Trustee (SV)  
Attn: S Margaux Ross  
21051 Warner Ctr Ln Ste 115  
Woodland Hills, CA 91367

Creditors' Committee  
Richard M. Pachulski  
Jeffrey W. Dulberg  
PACHULSKI STANG ZIEHL & JONES LLP  
10100 Santa Monica Blvd., 13th Floor  
Los Angeles, California 90067

Service information continued on attached page

**3. TO BE SERVED BY THE LODGING PARTY:** Within 72 hours after receipt of a copy of this judgment or order which bears an "Entered" stamp, the party lodging the judgment or order will serve a complete copy bearing an "Entered" stamp by United States mail, overnight mail, facsimile transmission or email and file a proof of service of the entered order on the following persons and/or entities at the addresses, facsimile transmission numbers, and/or email addresses stated below:

Service information continued on attached page

**By NEF (cont):**

- Emil W Herich eherich@kilpatricktownsend.com, acaviles@kilpatricktownsend.com;tmeyers@kilpatricktownsend.com;sramsey@kilpatricktownsend.com
- Marsha A Houston mhouston@reedsmith.com
- Robbin L Itkin ritkin@steptoe.com
- Lawrence M Jacobson lmj@gfjlawfirm.com
- Christian A Jordan cjordan@btlaw.com, tpearsall@btlaw.com
- Steven J Kahn skahn@pszyjw.com
- Ivan L Kallick ikallick@manatt.com, ihernandez@manatt.com
- Jeffrey A Krieger jkrieger@ggfirm.com, kwoodson@greenbergglusker.com;calendar@greenbergglusker.com;sgaeta@greenbergglusker.com
- Rodger M Landau rlandau@lgbfirm.com, marizaga@lgbfirm.com;rmartin-patterson@lgbfirm.com;kalandy@lgbfirm.com
- Mary D Lane mal@msk.com, mec@msk.com
- Paul J Laurin plaurin@btlaw.com, tpearsall@btlaw.com
- Ira M Levee ilevee@lowenstein.com, ehorn@lowenstein.com
- Richard M Lorenzen RLorenzen@perkinscoie.com, KHardy@perkinscoie.com
- Scotta E McFarland smcfarland@pszjlaw.com, smcfarland@pszjlaw.com
- Neeta Menon nmenon@btlaw.com
- Vahid Naziri vnaziri@anhlegal.com, matthew@anhlegal.com
- Matthew Ochs mjochs@hollandhart.com, sjohnson@hollandhart.com
- David M Powlen david.powlen@btlaw.com, pgroff@btlaw.com
- Michael H Raichelson mhr@cabkattorney.com
- Thomas Rice trice@coxsmith.com, phuffstickler@coxsmith.com
- Monica Rieder mrieder@lgbfirm.com, rmartin-patterson@lgbfirm.com
- Christopher O Rivas crivas@reedsmith.com
- Brad Robertson brad.robertson@cbs.com, brad47@gmail.com
- S Margaux Ross margaux.ross@usdoj.gov
- Terrel Ross tross@trcmllc.com
- Norman D Schoenfeld lsi@liquiditysolutions.com
- David B Shemano dshemano@peitzmanweg.com
- Jonathon Shenson jshenson@shensonlawgroup.com
- Alan R Smith mail@asmithlaw.com
- Tiffany Strelow Cobb tscobb@vorys.com
- Robert Tannor rtannor@creditorliquidity.com
- United States Trustee (SV) ustpreion16.wh.ecf@usdoj.gov
- Sharon Z. Weiss sharon.weiss@bryancave.com, raul.morales@bryancave.com
- Dennis J Wickham wickham@scmv.com, nazari@scmv.com
- Robert G Wilson rwilson@lgbfirm.com, kalandy@lgbfirm.com
- Victor Yoo vjy@taxlawyersgroup.com
- Bruce J Zabarauskas bruce.zabarauskas@tklaw.com
- Amy A Zuccarello azuccarello@sandw.com
- Roye Zur rzur@lgbfirm.com, rmartin-patterson@lgbfirm.com;kalandy@lgbfirm.com

# **Exhibit 6**

EXHIBIT "6"

1 JOHN W. SHELLER (SBN 67519)  
HINSHAW & CULBERTSON LLP  
2 11601 Wilshire Blvd., Suite 800  
Los Angeles, CA 90025  
3 Telephone: (310) 909-8000  
Facsimile: (310) 909-8001  
4 jsheller@hinshawlaw.com

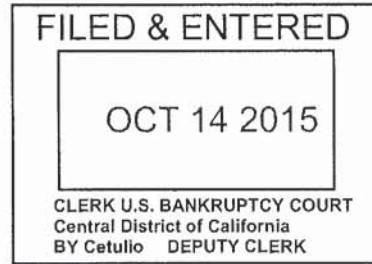
5 ROBERT G. LEVY (SBN 81024)  
PETER L. ISOLA (SBN 144146)  
6 HINSHAW & CULBERTSON LLP  
One California Street, 18th Floor  
7 San Francisco, CA 94111  
Telephone: 415-362-6000  
8 Facsimile: 415-834-9070  
rlevy@hinshawlaw.com  
9 pisola@hinshawlaw.com

10 Attorneys for Defendants  
RODGER M. LANDAU and  
11 LANDAU GOTTFRIED & BERGER LLP

12 **UNITED STATES BANKRUPTCY COURT**  
13 **CENTRAL DISTRICT OF CALIFORNIA**  
**SAN FERNANDO VALLEY DIVISION**

14 In re:	)	Chapter 7 Case No. 1:13-Bk-15929-MB	
15 KSL MEDIA, INC., T.V. 10's. LLC and	)	Jointly Administered with Case Nos.: 1:13- Bk-	
16 FULCRUM 5, INC.,	)		15930-MB and 1:13-Bk-15931-MB
17 Debtors.	)	Adversary Case No. 1:15-ap-01212-MB	
18 Affects all Debtors	)		
19 DAVID K. GOTTLIEB, as Chapter 7 Trustee	)	<b>ORDER APPROVING STIPULATION</b>	
20 for KSL Media, Inc.; DAVID K. GOTTLIEB,	)		<b>GRANTING DEFENDANTS AN</b>
21 as Chapter 7 Trustee for T.V. 10's, LLC; and	)		<b>EXTENSION OF THIRTY (30) DAYS TO</b>
22 DAVID K. GOTTLIEB, as Chapter 7 Trustee	)		<b>RESPOND TO PLAINTIFFS'</b>
23 for Fulcrum 5, Inc.	)	<b>COMPLAINT, TO AND INCLUDING</b>	
24 Plaintiffs.	)	<b>NOVEMBER 12, 2015</b>	
25 v.	)	[Relates to Docket No. 14]	
26 RODGER M. LANDAU and LANDAU	)	Hearing Date and Time: None ___	
27 GOTTFRIED & BERGER LLP,	)		
28 Defendants.	)		

The Court has considered the *Stipulation Granting Defendants An Extension Of Thirty (30) Days To Respond To Plaintiffs' Complaint, To And Including November 12, 2015* [Docket No. 14]



1 (the "Stipulation") entered into by counsel for Plaintiffs and counsel for Defendants herein and filed  
2 with the Court.


3 Based upon the record, and having considered the Stipulation presented,

4 **IT IS HEREBY ORDERED THAT:**

- 5 1. The Stipulation, the terms of which are incorporated by this reference, is approved in its  
6 entirety.
- 7 2. The last date for Defendants to respond to the Complaint is November 12, 2015;
- 8 3. The initial status conference date, now set for December 2, 2015 at 1:30 PM [Docket No.  
9 12], shall remain unchanged.

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24 Date: October 14, 2015

  
Maureen A. Tighe  
United States Bankruptcy Judge



**Exhibit 7**

EXHIBIT "7"

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FILED & ENTERED  
OCT 22 2015  
CLERK U.S. BANKRUPTCY COURT  
Central District of California  
BY Pgarcia DEPUTY CLERK

**UNITED STATES BANKRUPTCY COURT**  
**CENTRAL DISTRICT OF CALIFORNIA**  
**SAN FERNANDO VALLEY DIVISION**

In re:  
KSL MEDIA, INC.; T.V. 10'S, LLC; AND  
FULCRUM 5, INC.,  
Debtors.  
DAVID K. GOTTLIEB, as Chapter 7 Trustee for  
KSL Media, Inc.; DAVID K. GOTTLIEB, as  
Chapter 7 Trustee for T.V. 10's, LLC; and  
DAVID K. GOTTLIEB, as Chapter 7 Trustee for  
Fulcrum 5, Inc.  
Plaintiffs.  
v.  
ROGER M. LANDAU and LANDAU  
GOTTFRIED & BERGER LLP,  
Defendants.

**Case No.: 1:13-bk-15929-MB**  
**Chapter 7**  
**[Jointly Administered with Case Nos.: 1:13-  
bk-15930-MB and 1:13-bk-15931-MB]**  
**Adversary Case No.: 1:15-ap-01212-MB**  
**ORDER OF RECUSAL RE: ADVERSARY  
PROCEEDING**

1 It has been determined that the originally assigned bankruptcy judge cannot preside over the  
2 above-captioned adversary proceeding pursuant to Federal Rule of Bankruptcy Procedure 5004 and  
3 28 U.S.C. § 455(a) because his impartiality might be reasonably questioned.

4 **IT IS HEREBY ORDERED** that the above-captioned adversary proceeding be reassigned  
5 to the Honorable Geraldine Mund for all further proceedings. The adversary proceeding number  
6 will remain the same. However, the judge's initials shall be changed from "MB" to "GM" on all  
7 pleadings filed and served in the adversary proceeding.

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23 Date: October 22, 2015



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Martin R Barash  
United States Bankruptcy Judge

# **Exhibit 8**

EXHIBIT "8"

1 JOHN W. SHELLER (SBN 67519)  
2 HINSHAW & CULBERTSON LLP  
3 11601 Wilshire Blvd., Suite 800  
4 Los Angeles, CA 90025  
5 Telephone: (310) 909-8000  
6 Facsimile: (310) 909-8001  
7 jsheller@hinshawlaw.com

8 ROBERT G. LEVY (SBN 81024)  
9 PETER L. ISOLA (SBN 144146)  
10 TRAVIS R. WALL (SBN 191662)  
11 HINSHAW & CULBERTSON LLP  
12 One California Street, 18th Floor  
13 San Francisco, CA 94111  
14 Telephone: 415-362-6000  
15 Facsimile: 415-834-9070  
16 rlevy@hinshawlaw.com  
17 pisola@hinshawlaw.com

18 Attorneys for Defendants  
19 RODGER M. LANDAU and  
20 LANDAU GOTTFRIED & BERGER LLP

21 **UNITED STATES DISTRICT COURT**  
22 **CENTRAL DISTRICT OF CALIFORNIA**  
23 **WESTERN DIVISION**

24 In re: ) Case No.  
25 KSL MEDIA, INC., T.V. 10's, LLC and ) Chapter 7 Case No. 1:13-Bk-15929-MB  
26 FULCRUM 5, INC., ) Jointly Administered with Case Nos.: I  
27 Debtors. ) :13- Bk-15930-MB and 1:13-Bk-15931-  
28 MB

29 Affects all Debtors ) Adv. No. 1:15-ap-01212-GM

30 DAVID K. GOTTLIEB, as Chapter 7 ) **DEFENDANTS' NOTICE OF**  
31 Trustee for KSL Media, Inc.; DAVID K. ) **RELATED CASE (L.R. 83-1.3)**  
32 GOTTLIEB, as Chapter 7 Trustee for )  
33 T.V. 10's, LLC; and DAVID K. )  
34 GOTTLIEB, as Chapter 7 Trustee for )  
35 Fulcrum 5, Inc. )

36 Plaintiffs.

37 v.

38 RODGER M. LANDAU and LANDAU )  
39 GOTTFRIED & BERGER LLP, )

40 Defendants.

DEFENDANTS' NOTICE OF RELATED CASE

Case # CaseNumber  
3472023v1 0978940

1 Defendants RODGER M. LANDAU and LANDAU GOTTFRIED & BERGER  
2 LLP (collectively, "Defendants") respectfully submit this Notice of Related Case  
3 pursuant to Local Rule 83-1.3. For the reasons set forth herein, Defendants believe  
4 that this case is related to *In Re KSL Media, Inc., David K. Gottlieb, as Chapter 7*  
5 *Trustee for KSL Media, Inc. v. Kalman Liebowitz et al.*, Central District Case No. CV  
6 15-02143-AB, pending before the Hon. Andre Birotte Jr. (the "*Liebowitz Action*").  
7 Defendants believe that the *Liebowitz Action* is a related case because both cases (a)  
8 arise from a closely-related transaction, happening or event, (b) call for a  
9 determination of substantially related or similar questions of law or fact, and (c) would  
10 entail substantial duplication of labor if heard by different judges. L.R. 83-1.3.1.

11 Plaintiff David K. Gottlieb, as Chapter 7 Trustee for KSL Media, Inc. ("KSL"),  
12 T.V.10's, LLC, and Fulcrum 5, Inc. (collectively, the "KSL Entities" or "Debtors")  
13 ("Plaintiff") filed the *Liebowitz Action* as an adversary proceeding case in the jointly-  
14 administered bankruptcy cases of the KSL Entities. Defendants filed a motion to  
15 withdraw the reference to the bankruptcy court, which was granted by Judge Birotte  
16 on April 15, 2015. The *Liebowitz Action* has been pending before Judge Birotte since  
17 that time.

18 In the *Liebowitz* action, Plaintiff brought suit against three of KSL's former  
19 insiders (including KSL's former board members/Chief Executive Officers, and chief  
20 financial officer) for breach of fiduciary duty alleging that they mismanaged KSL's  
21 accounting and finances prior to the initiation of bankruptcy proceedings. Plaintiff  
22 alleges, in part, that the defendants in the *Liebowitz Action* breached fiduciary duties  
23 and duties of care by not reconstructing KSL's financial history to determine its  
24 viability as a business enterprise or undertaking adequate measures to control costs.  
25 Plaintiff seeks damages, including KSL's business losses, as well as costs and  
26 expenses incurred due to these breaches. Plaintiff also seeks costs and attorneys' fees  
27 incurred in relation to Debtors' bankruptcy proceeding.

28 This action was filed by the very same Plaintiff, as chapter 7 trustee for the

1 KSL Entities. Plaintiff's allegations against the KSL insiders in the *Liebowitz* Action  
2 overlap with the claims asserted in this action. Plaintiff alleges here that KSL hired  
3 Defendants in May 2013 to provide insolvency, bankruptcy and work out advice to  
4 KSL. As in the *Liebowitz* Action, Plaintiff here alleges that Defendants breached  
5 fiduciary duties to KSL by causing it to incur unnecessary expenses in the period  
6 leading up to the commencement of bankruptcy proceedings, including expenses  
7 related to the reconstruction KSL's books and records and expenses related to the  
8 preparation of bankruptcy schedules that Plaintiff contends Defendants knew or  
9 should have known were based on KSL's unreliable financial data, an important  
10 factual dispute in the *Liebowitz* Action. In this action, Plaintiff also alleges that  
11 Defendants' pre-bankruptcy negligent conduct and advice to the KSL insiders in the  
12 *Liebowitz* Action prior to the Debtors' bankruptcies caused damage to the Debtors'  
13 bankruptcy estates. Plaintiff makes a similar claim in the *Liebowitz* Action, *i.e.*, that  
14 the pre-bankruptcy negligence of the defendants in the *Liebowitz* Action increased the  
15 Debtors' losses.

16 Moreover, given the overlap between the allegations levied by Plaintiff in the  
17 *Liebowitz* Action against the KSL insiders, Defendants intend to rely on the doctrines  
18 of unclean hands and *in pari delicto* to defend against certain of the claims asserted by  
19 Plaintiff in this action. As a result, because that both proceedings arise from a closely-  
20 related transaction or occurrence (the insolvency and bankruptcy of the KSL Entities),  
21 call for a determination of substantially related or similar questions of law or fact  
22 (whether the KSL Insiders breached their fiduciary duties or negligently caused  
23 damage to KSL pre-bankruptcy or to the Debtors' estates in bankruptcy), Defendants  
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1 in this action respectfully submit that this matter would entail substantial duplication  
2 of labor if heard by different judges. For those reasons, Defendants submit that the  
3 *Liebowitz* Action is a related case, under Local Rule 83-1.3.1.

4  
5 Date: November 9, 2015

HINSHAW & CULBERTSON LLP

6  
7 By: /s/ Peter L. Isola  
8 JOHN W. SHELLER  
9 PETER L. ISOLA  
10 TRAVIS R. WALL  
11 Attorneys for Defendants  
12 RODGER M. LANDAU and LANDAU  
13 GOTTFRIED & BERGER LLP  
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1 **PROOF OF SERVICE**

2 I am employed in the County of San Francisco, State of California. I am over  
3 the age of 18 and not a party to the within actions; my business address is One  
4 California Street, 18th Floor, San Francisco, California 94111.

5 On November 9, 2015, I served the document(s) entitled **Defendants' Notice  
6 of Related Case (L.R. 83-1.1)** on the interested parties in this action by placing true  
7 copies thereof enclosed in a sealed envelope(s) addressed as stated below:

8  **(BY MAIL):** I deposited such envelope in the mail at Los Angeles, California  
9 with postage fully prepaid. I am readily familiar with this firm's practice of collection  
10 and processing correspondence for mailing. Under that practice it would be placed for  
11 collection and mailing, and deposited with the U.S. Postal Service on that same day  
12 with postage thereon fully prepaid at Los Angeles, California, in the ordinary course  
13 of business. I am aware that on motion of party served, service is presumed invalid if  
14 postal cancellation date or postage meter date is more than 1 day after date of deposit  
15 for mailing in affidavit.

16  **(BY CM/ECF SERVICE):** I caused such document(s) to be delivered  
17 electronically via CM/ECF as noted herein.

<p>18 <b>Attorney for Plaintiff David K. Gottlieb, as Chapter 7 Trustee for KSL Media, Inc., et al.</b> Eric R. Wilson Kelley Drye &amp; Warren LLP 101 Park Avenue New York, NY 10178 Phone: (212) 808-7800 ewilson@kelleydrye.com</p>	<p>19 <b>Honorable Geraldine Mund</b> United States Bankruptcy Court Central District of California 21041 Burbank Boulevard, Suite 342 Woodland Hills, CA 91367</p>
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20 Executed on November 9, 2015, at San Francisco, California.

21 **(FEDERAL):** I declare that I am employed in the office of a member of the bar of  
22 this Court at whose direction the service was made. I declare under penalty of perjury  
23 under the laws of the United States of America, that the foregoing is true and correct.

24 */s/ Nancy Fox*  
25 NANCY FOX

1 **PROOF OF SERVICE**

2 I am employed in the County of San Francisco, State of California. I am over  
3 the age of 18 and not a party to the within actions; my business address is One  
4 California Street, 18th Floor, San Francisco, California 94111.

5 On **November 9, 2015** I served the document(s) entitled **NOTICE OF**  
6 **MOTION AND MOTION BY DEFENDANTS TO WITHDRAW REFERENCE**  
7 **TO BANKRUPTCY COURT; DEMAND FOR JURY TRIAL;**  
8 **MEMORANDUM OF POINTS AND AUTHORITIES; DECLARATION OF**  
9 **PETER L. ISOLA AND EXHIBITS** on the interested parties in this action by  
10 placing true copies thereof enclosed in a sealed envelope(s) addressed as stated below:

11  **(BY MAIL):** I deposited such envelope in the mail at Los Angeles, California  
12 with postage fully prepaid. I am readily familiar with this firm's practice of collection  
13 and processing correspondence for mailing. Under that practice it would be placed for  
14 collection and mailing, and deposited with the U.S. Postal Service on that same day  
15 with postage thereon fully prepaid at Los Angeles, California, in the ordinary course  
16 of business. I am aware that on motion of party served, service is presumed invalid if  
17 postal cancellation date or postage meter date is more than 1 day after date of deposit  
18 for mailing in affidavit.

19  **(BY CM/ECF SERVICE):** I caused such document(s) to be delivered  
20 electronically via CM/ECF as noted herein.

<p>21 <b>Attorney for Plaintiff David K. Gottlieb, as Chapter 7 Trustee for KSL Media, Inc., et al.</b> Eric R. Wilson Kelley Drye &amp; Warren LLP 101 Park Avenue New York, NY 10178 Phone: (212) 808-7800 ewilson@kelleydrye.com</p>	<p>22 <b>Honorable Geraldine Mund</b> United States Bankruptcy Court Central District of California 21041 Burbank Boulevard, Suite 342 Woodland Hills, CA 91367</p>
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23 Executed on November 9, 2015, at San Francisco, California.

24 **(FEDERAL):** I declare that I am employed in the office of a member of the bar of  
25 this Court at whose direction the service was made. I declare under penalty of perjury  
26 under the laws of the United States of America, that the foregoing is true and correct.

27 */s/ Nancy Fox*  
28 NANCY FOX