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5 Attorneys for Plaintiff
 VERITAS-B MEZZ B7, LLC AS SUCCESSOR-IN-
 6 INTEREST TO CAPITAL TRUST, INC.

7
 8 UNITED STATES DISTRICT COURT
 9 NORTHERN DISTRICT OF CALIFORNIA
 10 SAN FRANCISCO DIVISION

11 VERITAS-B MEZZ B7, LLC AS
 SUCCESSOR-IN-INTEREST TO CAPITAL
 12 TRUST, INC.,

13 Plaintiff,

14 v.

15 WALTER R. LEMBI, individually and as
 trustee of the WALTER AND LINDA LEMBI
 16 FAMILY TRUST DATED JUNE 30, 2004;
 FRANK E. LEMBI, individually and as trustee
 17 of the OLGA LEMBI RESIDUAL TRUST
 CREATED UNDER THE PROVISIONS OF
 18 PART THREE OF THE LEMBI FAMILY
 REVOCABLE TRUST DATED FEBRUARY
 19 17, 1984, and as the trustee of the FRANK E.
 LEMBI'S TRUST DATED FEBRUARY 17,
 20 1984; BILLIE SALEVOURIS, individually;
 BILLIE Z. SALEVOURIS, as trustee for THE
 21 BILLIE SALEVOURIS TRUST DATED
 AUGUST 23, 1983 AS RESTATED ON MAY
 22 24, 2002; DAVID M. RAYNAL, individually
 and as trustee for the DAVID M. RAYNAL
 23 REVOCABLE TRUST DATED MAY 9,
 2002; RALPH DAYAN, individually and as
 24 co-trustee for the AMENDED AND
 RESTATED DAYAN FAMILY
 25 REVOCABLE TRUST DATED DECEMBER
 31, 1991,

26 Defendants.
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Case No. C 09-02492 JSW

**ORDER REQUIRING STATUS
 REPORT AND**

**STIPULATION AND ~~PROPOSED~~
 ORDER SUBSTITUTING VERITAS-B
 MEZZ B7, LLC FOR PLAINTIFFS-IN-
 INTERVENTION LBUBS2004-C8
 BARTLETT STREET LIMITED
 PARTNERSHIP, LBUBS2004-C8 BAY
 CLAY LIMITED PARTNERSHIP,
 LBUBS2004-C8 GOUGH STREET
 LIMITED PARTNERSHIP,
 LBUBS2004-C8 HYDE STREET
 LIMITED PARTNERSHIP,
 LBUBS2004-C8 JOICE STREET
 LIMITED PARTNERSHIP,
 LBUBS2004-C8 JONES STREET
 LIMITED PARTNERSHIP,
 LBUBS2004-C8 LOMBARD STREET
 LIMITED PARTNERSHIP,
 LBUBS2004-C8 MASON STREET
 LIMITED PARTNERSHIP,
 LBUBS2004-C8 VAN NESS LIMITED
 PARTNERSHIP AND
 WITHDRAWING MOTIONS**

Judge: Hon. Jeffrey S. White
 Courtroom 11, 19th Floor

1 By and through their respective counsel of record, the parties to this action
2 (hereinafter collectively "Parties"), hereby stipulate and agree as follows:

3 WHEREAS, Applicants-In-Intervention LBUBS2004-C8 Bartlett Street Limited
4 Partnership, LBUBS2004-C8 BAY Clay Limited Partnership, LBUBS2004-C8 Gough Street
5 Limited Partnership, LBUBS2004-C8 Hyde Street Limited Partnership, LBUBS2004-C8 Joice
6 Street Limited Partnership, LBUBS2004-C8 Jones Street Limited Partnership, LBUBS2004-C8
7 Lombard Street Limited Partnership, LBUBS2004-C8 Mason Street Limited Partnership,
8 LBUBS2004-C8 Van Ness Limited Partnership (hereinafter collectively the "LBUBS 2004-C8
9 Parties") has executed an Assignment and Assumption of Claims effective as of March 8, 2011
10 (the "Assignment"), that, *inter alia*, assigns and transfers to Veritas-B Mezz B7, LLC ("Veritas")
11 all right, title and interest in and to the above-referenced litigation and all of the claims, damages,
12 causes of action, defenses, and rights connection therewith (the "Assignment").

13 WHEREAS as a result of the Assignment, Veritas is the successor-in-interest to
14 the claims asserted by LBUBS2004-C8 Parties in this action, and therefore now seeks to
15 substitute itself for the LBUBS2004-C8 Parties.

16 WHEREAS the Parties do not oppose this substitution, and wish to stipulate to the
17 substitution of Veritas for the LBUBS2004-C8 Parties in order to avoid troubling the Court with a
18 motion for substitution pursuant to Federal Rules of Procedure Rule 25(c).

19 WHEREAS as a result of the Assignment, Veritas wishes to withdraw all pending
20 motions filed by the LBUBS2004-C8 Parties, specifically, their Motion for Summary Judgment
21 (Docket #85) and Motion to Intervene (Docket #84), and the Parties consent to that withdrawal.

22 THEREFORE:

23 Based on the foregoing, the Parties hereby stipulate to and respectfully request that
24 the Court order as follows:

- 25 1) That Veritas be substituted in place of LBUBS2004-C8 Bartlett Street Limited
26 Partnership, LBUBS2004-C8 BAY Clay Limited Partnership, LBUBS2004-C8 Gough Street
27 Limited Partnership, LBUBS2004-C8 Hyde Street Limited Partnership, LBUBS2004-C8 Joice
28 Street Limited Partnership, LBUBS2004-C8 Jones Street Limited Partnership, LBUBS2004-C8

1 Lombard Street Limited Partnership, LBUBS2004-C8 Mason Street Limited Partnership,
2 LBUBS2004-C8 Van Ness Limited Partnership in this action. Pursuant to the Notice of
3 Appearance filed in this action, Julie L. Fieber of Stein & Lubin LLP has appeared as Counsel of
4 Record for Veritas. All further notices and papers should be served on Veritas as follows:

5 Julie L. Fieber (SBN 202857)
6 E-Mail: jfieber@steinlubin.com
7 STEIN & LUBIN LLP
8 600 Montgomery Street, 14th Floor
9 San Francisco, CA 94111
10 Telephone: (415) 981-0550
11 Fax: (415) 981-4343

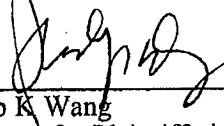
12 2) The pending motions filed by the LBUBS2004-C8 Parties, specifically, their
13 Motion for Summary Judgment (Docket #85) and Motion to Intervene (Docket #84), are
14 withdrawn and off calendar.

15 IT IS SO STIPULATED.

16 Dated: March 31, 2011 STEIN & LUBIN LLP

17 By: /s Julie L. Fieber
18 Julie L. Fieber
19 Attorneys for Veritas-B Mezz B7, LLC, as Successor-In-
20 Interest to Plaintiff Capital Trust, Inc.

21 Dated: March 23, 2011 DUANE MORRIS LLP

22 By: 
23 Phillip K. Wang
24 Attorneys for Plaintiffs-in-Intervention
25 LBUBS2004-C8 BARTLETT STREET LIMITED
26 PARTNERSHIP, LBUBS2004-C8 BAY CLAY
27 LIMITED PARTNERSHIP, LBUBS2004-C8 GOUGH
28 STREET LIMITED PARTNERSHIP, LBUBS2004-C8
HYDE STREET LIMITED PARTNERSHIP,
LBUBS2004-C8 JOICE STREET LIMITED
PARTNERSHIP, LBUBS2004-C8 JONES STREET
LIMITED PARTNERSHIP, LBUBS2004-C8
LOMBARD STREET LIMITED PARTNERSHIP,
LBUBS2004-C8 MASON STREET LIMITED
PARTNERSHIP, LBUBS2004-C8 VAN NESS
LIMITED PARTNERSHIP

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Dated: March 31, 2011

EDWARD C. SINGER JR.

By: _____

Edward C. Singer Jr.
Attorneys for Defendants
WALTER R. LEMBI, individually and as trustee of the
WALTER AND LINDA LEMBI FAMILY TRUST
DATED JUNE 30, 2004 and FRANK E. LEMBI,
individually and as trustee of the OLGA LEMBI
RESIDUAL TRUST CREATED UNDER THE
PROVISION OF PART THREE OF THE LEMBI
FAMILY REVOCABLE TRUST DATED FEBRUARY
17, 1984 and as the trustee of the FRANK E. LEMBI
SURVIVOR'S TRUST DATED FEBRUARY 17, 1984

Dated: March _____, 2011

FRIEDMAN DUMAS & SPRINGWATER LLP

By: _____

Ellen Friedman
Attorneys for Defendants
BILLIE Z. SALEVOURIS, individually and as trustee
for THE BILLIE SALEVOURIS TRUST DATED
AUGUST 23, 1983 AS RESTATED ON MAY 24,
2002; DAVID M. RAYNAL, individually and as trustee
for the DAVID M. RAYNAL REVOCABLE TRUST
DATED MAY 9, 2002; RALPH DAYAN, individually
and as co-trustee for the AMENDED AND RESTED
DAYAN FAMILY REVOCABLE TRUST DATED
DECEMBER 31, 1991

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Dated: March _____, 2011

EDWARD C. SINGER JR.

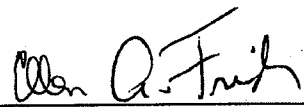
By:

Edward C. Singer Jr.
Attorneys for Defendants
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WALTER AND LINDA LEMBI FAMILY TRUST
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PROVISION OF PART THREE OF THE LEMBI
FAMILY REVOCABLE TRUST DATED FEBRUARY
17, 1984 and as the trustee of the FRANK E. LEMBI
SURVIVOR'S TRUST DATED FEBRUARY 17, 1984

Dated: March 25, 2011

FRIEDMAN DUMAS & SPRINGWATER LLP

By:


Ellen Friedman
Attorneys for Defendants
BILLIE Z. SALEVOURIS, individually and as trustee
for THE BILLIE SALEVOURIS TRUST DATED
AUGUST 23, 1983 AS RESTATED ON MAY 24,
2002; DAVID M. RAYNAL, individually and as trustee
for the DAVID M. RAYNAL REVOCABLE TRUST
DATED MAY 9, 2002; RALPH DAYAN, individually
and as co-trustee for the AMENDED AND RESTED
DAYAN FAMILY REVOCABLE TRUST DATED
DECEMBER 31, 1991

~~PROPOSED~~ ORDER

The Court having reviewed the Stipulation and [Proposed] Order Substituting Veritas-B Mezz B7, LLC ("Veritas"), for Plaintiffs-In-Intervention LBUBS2004-C8 Bartlett Street Limited Partnership, LBUBS2004-C8 BAY Clay Limited Partnership, LBUBS2004-C8 Gough Street Limited Partnership, LBUBS2004-C8 Hyde Street Limited Partnership, LBUBS2004-C8 Joice Street Limited Partnership, LBUBS2004-C8 Jones Street Limited Partnership, LBUBS2004-C8 Lombard Street Limited Partnership, LBUBS2004-C8 Mason Street Limited Partnership, LBUBS2004-C8 Van Ness Limited Partnership. and good cause appearing therefore:

IT IS HEREBY ORDERED THAT Veritas is hereby substituted in this action in place of LBUBS2004-C8 Bartlett Street Limited Partnership, LBUBS2004-C8 BAY Clay Limited Partnership, LBUBS2004-C8 Gough Street Limited Partnership, LBUBS2004-C8 Hyde Street Limited Partnership, LBUBS2004-C8 Joice Street Limited Partnership, LBUBS2004-C8 Jones Street Limited Partnership, LBUBS2004-C8 Lombard Street Limited Partnership, LBUBS2004-C8 Mason Street Limited Partnership, LBUBS2004-C8 Van Ness Limited Partnership. The pending motions filed by the LBUBS2004-C8 Parties, specifically, their Motion for Summary Judgment (Docket #85) and Motion to Intervene (Docket #84), are withdrawn and off calendar. **It is FURTHER ORDERED that the parties shall submit a status report as to whether they intend to proceed on the Motion for Summary Judgment filed by Captial Trust, Inc. (Docket No. 86).**

DATED: April 1, 2011


Hon. Jeffrey S. White