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6 Proposed Attorneys for Debtors and Debtors in Possession

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

10  
11 In re ) Case No. 1:09-bk-14214-GM  
12 ROOSEVELT LOFTS, LLC, a Delaware ) Chapter 11  
13 limited liability company, )  
14 Debtor. ) **NOTICE OF MOTION FOR ORDER**  
15 ) **AUTHORIZING SALE OF CERTAIN**  
16 ) **CONDOMINIUM UNITS**  
17 ) **PURSUANT TO 11 U.S.C. § 363(f)**  
18 ) **FREE AND CLEAR OF ALL LIENS,**  
19 ) **CLAIMS, INTERESTS AND**  
20 ) **ENCUMBRANCES AND NOTICE OF**  
21 ) **HEARING THEREON**  
22 )  
23 ) Date: June 10, 2009  
24 ) Time: 10:00 a.m.  
25 ) Place: Courtroom "303"  
26 ) 21041 Burbank Boulevard  
27 ) Woodland Hills, CA 91367  
28 )

23 **TO THE HONORABLE GERALDINE MUND, UNITED STATES**  
24 **BANKRUPTCY JUDGE, THE OFFICE OF THE UNITED STATES TRUSTEE, AND**  
25 **ALL CREDITORS AND PARTIES IN INTEREST:**

26 **PLEASE TAKE NOTICE** that a hearing shall be held on June 10, 2009 at 10:00 a.m.  
27 before the Honorable Geraldine Mund, United States Bankruptcy Judge for the Central District  
28 of California, San Fernando Valley Division, in her Courtroom "303" located at 21041 Burbank

1 Boulevard, Woodland Hills, CA 91367 to consider the motion (the "Sale Motion") filed by  
2 Roosevelt Lofts, LLC, a Delaware limited liability company, the debtor and debtor in possession  
3 in the above-captioned chapter 11 bankruptcy case (the "Debtor"), seeking entry of an order,  
4 pursuant to 11 U.S.C. §§ 363(f) and 365, Federal Rules of Bankruptcy Procedure 2002, 6004 and  
5 6006 and Local Bankruptcy Rule 6004-1, authorizing the Debtor to assume certain pre-petition  
6 purchase and sale agreements and sell certain condominium units (collectively, the "Units," and  
7 each a "Unit") to third party purchasers (collectively, the "Buyers," and each a "Buyer"), free  
8 and clear of liens, claims, interests and encumbrances, under the terms and conditions set forth in  
9 the Sale Motion.

10         The Debtor is the owner of real property located at 727 West 7<sup>th</sup> Street in Los Angeles,  
11 California, a fifteen-story architecturally significant building located in the heart of the Financial  
12 District in downtown Los Angeles (the "Building"). In or about March 2006, the Debtor entered  
13 into a construction loan agreement with Bank of America, N.A. (the "Bank"), pursuant to which  
14 the Debtor obtained a loan from the Bank in the original principal sum of \$78,840,375.00 (the  
15 "Loan") for the purpose of converting the Building into 222 upscale condominium residences,  
16 plus approximately 17,500 square feet of retail space and five levels of parking. The obligations  
17 of the Debtor in connection with the Loan are secured by a Construction Deed of Trust and a  
18 Leasehold Deed of Trust against the Building. The Debtor has completed construction on the  
19 first eight floors of the Building, including all of the Building's commercial retail space, and has  
20 obtained a temporary certificate of occupancy for such spaces. During the last year, the Debtor  
21 has spent well over \$1 million on an extensive marketing and advertising campaign regarding the  
22 Building to attract potential purchasers. As a result of its marketing efforts, the Debtor has  
23 obtained numerous offers for various units in the Building, and has successfully entered into  
24 binding legal contracts for the sale of the Units which are the subject of this Motion (collectively,  
25 the "Sold Units," and each a "Sold Unit"). The terms of the sale contracts for the Sold Units are  
26 set forth in a summary attached hereto.

27         The Debtor believes that the price for each of the Sold Units represents at least the fair  
28 market value of each such Unit. Furthermore, as reflected in the summary attached hereto, the

1 sale price for each of the Sold Units is in excess of the minimum release price for each such Sold  
2 Unit set forth in the Debtor's Loan agreement with the Bank. As such, the Bank should be  
3 deemed by the Court to have consented to the sale of the Sold Units to the Buyers free and clear  
4 of the Bank's lien and deeds of trust and any other liens, claims, interests and encumbrances.  
5 Alternatively, the Debtor submits that the Court may authorize the sale of the Sold Units to the  
6 Buyers free and clear of the Bank's lien and deed of trust because the Bank could be compelled  
7 to accept a money satisfaction of its interest in accordance with the release price schedule set  
8 forth in the Loan Agreement. Similarly, the Debtor submits that the Court may authorize the sale  
9 of the Sold Units to the Buyers free and clear of any other liens, claims, interests and  
10 encumbrances that may be asserted by any other creditor, including creditors who have recorded  
11 mechanic's liens against the building, because all such creditors could be compelled, in a legal or  
12 equitable proceeding, to accept a money satisfaction of its interest.

13 This Sale Motion is based upon 11 U.S.C. §§ 363(f) and 365, Federal Rules of  
14 Bankruptcy Procedure 2002, 6004 and 6006, Local Bankruptcy Rule 6004-1, the accompanying  
15 Memorandum of Points and Authorities and the Yashouafar Declaration, the entire record of  
16 this bankruptcy case, the statements, arguments and representations of counsel to be made at the  
17 hearing on the Sale Motion, and any other evidence properly presented to the Court at, or prior  
18 to, the hearing on the Sale Motion.

19 **PLEASE TAKE FURTHER NOTICE** that any request for a copy of the Sale Motion  
20 must be made in writing to Levene, Neale, Bender, Rankin & Brill L.L.P., 10250 Constellation  
21 Blvd., Suite 1700, Los Angeles, California 90067, Attention: Juliet Y. Oh, Telephone No. (310)  
22 229-1234, Facsimile No. (310) 229-1244, Email: [JYO@LNBRB.com](mailto:JYO@LNBRB.com).

23 **PLEASE TAKE FURTHER NOTICE** that, pursuant to Local Bankruptcy Rule 9013-  
24 1(f), any opposition to the Sale Motion must be in writing, filed with the Court and served upon  
25 counsel for the Debtors at the address set forth in the upper left-hand corner of the first page of  
26 this Notice and Sale Motion not later than fourteen (14) days prior to the hearing date set forth  
27 above.

28

1           **PLEASE TAKE FURTHER NOTICE** that, pursuant to Local Bankruptcy Rule 9013-  
2 1(h), the failure to file and serve a timely opposition to the Sale Motion may be deemed by the  
3 Court to constitute consent to the Court's granting of the relief sought by the Debtor.

4           **WHEREFORE**, the Debtor respectfully requests that the Court enter an order (i)  
5 finding that notice of the Sale Motion was adequate and appropriate under the circumstances;  
6 (ii) granting the Sale Motion in its entirety; (iii) authorizing the Debtor to assume the pre-  
7 petition contracts for sale of the Sold Units to the Buyers on the terms and conditions set forth  
8 therein; (iv) approving the sale of each Sold Unit to each applicable Buyer, free and clear of any  
9 lien, claim, interest or encumbrance; (v) providing for the payment of the sale proceeds to the  
10 Bank upon the close of escrow<sup>1</sup> or, in the event any party asserts an interest senior to the Bank,  
11 providing for the reservation of the sale proceeds, with all liens and interests to attach to such  
12 sale proceeds to the same extent and priority, and the distribution of the sale proceeds after the  
13 parties' relative priorities are determined pursuant to a further Court order; (vi) waiving the 10-  
14 day stay periods set forth in Bankruptcy Rule 6004(h); (vii) authorizing the Debtor to take all  
15 necessary and reasonable steps to consummate the sale of each Sold Unit to each respective  
16 Buyer; and (viii) granting such other and further relief as may be necessary or appropriate under  
17 the circumstances.

18 Dated: May \_\_, 2009

ROOSEVELT LOFTS, LLC

19  
20 By: 

21 DAVID L. NEALE  
22 JULIET Y. OH  
23 LEVENE, NEALE, BENDER, RANKIN  
24 & BRILL L.L.P.

25 Proposed Attorneys for Debtor and  
26 Debtor in Possession

27  
28 <sup>1</sup> Issues concerning the right to, or appropriateness of, the payment of broker commissions relating to  
the sale of the Sold Units shall be addressed in a separate motion or application filed with the Court.

The Roosevelt Residences

UNIT	SF	BUYER NAME	ORIGINAL SALES PRICE	CURRENT SALES PRICE	BofA MINIMUM RELEASE	OUTSIDE BROKER % COMM	OUTSIDE BROKER COMMISSION	MILBANK BROKER % COMM	MILBANK BROKER COMMISSION	EXCESS PROCEEDS
0304	1,024	Justin Patwin	\$551,091.00	\$551,091.00	\$427,950.00	0.00%	\$0.00	2.50%	-\$13,777.28	\$109,363.73
0309	839	Maria G. Ramos	\$496,898.00	\$445,000.00	\$341,541.00	0.00%	\$0.00	2.50%	-\$11,125.00	\$92,334.00
0314	1,619	Bruce S. Kirkland	\$800,000.00	\$770,000.00	\$559,816.00	3.00%	-\$23,100.00	2.50%	-\$19,250.00	\$167,834.00
0409	884	Brian Dugherty	\$588,500.00	\$560,000.00	\$364,474.00	6.00%	-\$33,600.00	2.50%	-\$14,000.00	\$147,926.00
0412	913	Meredith Marshall	\$550,000.00	\$452,350.00	\$370,208.00	0.00%	\$0.00	2.50%	-\$11,308.75	\$70,833.25
0414	943	Amanda Hwang	\$670,145.00	\$540,000.00	\$382,903.00	2.50%	-\$13,500.00	2.50%	-\$13,500.00	\$130,097.00
0504	1,355	Susan McGee & Laura McGee	\$789,289.00	\$745,000.00	\$505,350.00	0.00%	\$0.00	2.50%	-\$18,625.00	\$221,025.00
0505	1,290	Don Harrell	\$715,000.00	\$675,000.00	\$499,617.00	4.00%	-\$27,000.00	2.50%	-\$16,875.00	\$131,508.00
0506	863	Yea-Lan Chiang & David Sherwo	\$532,170.00	\$410,000.00	\$348,913.00	2.50%	-\$10,250.00	2.50%	-\$10,250.00	\$40,587.00
0514	942	Maria Stark	\$647,000.00	\$600,000.00	\$377,989.00	2.50%	-\$15,000.00	2.50%	-\$15,000.00	\$192,011.00
0610	1,090	Karin Liljegen	\$664,894.00	\$541,237.00	\$453,750.00	0.00%	\$0.00	2.50%	-\$13,530.93	\$73,956.08
0613	947	Kevin Stuart	\$639,791.00	\$475,000.00	\$377,989.00	2.50%	-\$11,875.00	2.50%	-\$11,875.00	\$73,261.00
0707	950	Geoffrey Martinez	\$600,000.00	\$600,000.00	\$358,741.00	0.00%	\$0.00	2.50%	-\$15,000.00	\$101,099.00
0724	808	Sundee Johnson	\$513,709.00	\$410,970.00	\$321,065.00	2.50%	-\$10,274.25	2.50%	-\$10,274.25	\$69,356.50
0822	864	Linda G. Brown	\$527,723.00	\$525,000.00	\$352,598.00	2.50%	-\$13,125.00	2.50%	-\$13,125.00	\$146,152.00
1308	919	Keith M. Smith	\$615,271.00	\$575,000.00	\$348,094.00	2.50%	-\$14,375.00	2.50%	-\$14,375.00	\$198,156.00
1321	2,418	Gary Glass & David Tsao	\$1,920,968.00	\$1,800,000.00	\$729,358.00	2.50%	-\$45,000.00	2.50%	-\$45,000.00	\$980,642.00
1522	2,635	Curtis Fentress	\$1,950,000.00	\$1,875,000.00	\$747,787.00	0.00%	\$0.00	2.50%	-\$46,875.00	\$1,080,338.00
<b>SALES TOTALS</b>			<b>\$14,253,484.00</b>	<b>\$12,955,648.00</b>	<b>\$8,189,208.00</b>		<b>-\$217,099.25</b>		<b>-\$323,891.20</b>	<b>\$4,100,289.55</b>

In re ROOSEVELT LOFTS, LLC  Debtor(s).	CHAPTER:  CASE NO.: 1:09-bk-14214GM
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**NOTE:** When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on a CM/ECF docket.

**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:

A true and correct copy of the foregoing document described as Notice of Sale of Estate Property 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 indicated below:

**I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")** - Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On \_\_\_\_\_ I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email addressed indicated below:

Service information continued on attached page

**II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL** (indicate method for each person or entity served):

On \_\_\_\_\_ I served the following person(s) and/or entity(ies) at the last known address(es) 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/or with an overnight mail service addressed as follow. 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

**III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL** (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on \_\_\_\_\_ I served the following person(s) and/or entity(ies) by personal delivery, 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 mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

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

<i>Date</i>	<i>Type Name</i>	<i>Signature</i>
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In re ROOSEVELT LOFTS, LLC  Debtor(s).	CHAPTER:  CASE NO.: 1:09-bk-14214GM
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**ADDITIONAL SERVICE INFORMATION** (if needed):

In re:  
ROOSEVELT LOFTS, LLC

Chapter 11  
1:09-bk-14214-GM

Debtor(s).

**NOTE:** When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

## 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:  
10250 Constellation Blvd., Ste. 1700, Los Angeles, CA 90067

The foregoing document described as **NOTICE OF SALE OF ESTATE PROPERTY** 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 indicated below:

I. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")** – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On **May 20, 2009** I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

- Gary O Caris gcaris@mckennalong.com, pcoates@mckennalong.com
- Brian T Harvey bharvey@buchalter.com, IFS\_filing@buchalter.com
- David L. Neale dln@lnbrb.com
- Juliet Y Oh jyo@lnbrb.com, jyo@lnbrb.com
- S Margaux Ross margaux.ross@usdoj.gov
- William D Schuster bills@allieschuster.org
- United States Trustee (SV) ustpreion16.wh.ecf@usdoj.gov

- Service information continued on attached page

II. **SERVED BY U.S. MAIL OR OVERNIGHT MAIL** (indicate method for each person or entity served):

On -----I served the following person(s) and/or entity(ies) at the last known address(es) 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/or with an overnight mail service 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

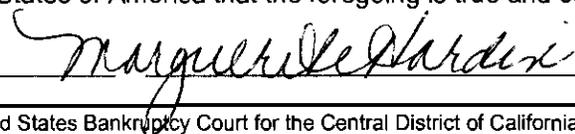
III. **SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL** (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on **May 20, 2009** I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. *Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.*

By attorney service  
Hon. Geraldine Mund  
United States Bankruptcy Court  
21041 Burbank Blvd.  
Woodland Hills, CA 91367

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

May 20, 2009

Marguerite Hardin



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