

1 Andrew Bisom - SBN - 137071
THE BISOM LAW GROUP
2 8001 Irvine Center Drive, Ste. 1170
Irvine, CA. 92618
3 Tel: (714) 643-8900
4 Fax:(714) 643-8901
abisom@bisomlaw.com

5 Attorney for Debtor

6
7 **UNITED STATES BANKRUPTCY COURT**
8 **CENTRAL DISTRICT OF CALIFORNIA**
9 **SANTA ANA DIVISION**

10 In re:) Case No.: 8:14-bk-11492-ES
11)
12 **THE TULVING COMPANY, INC**) CHAPTER 11
13 Debtor.) **DECLARATION OF ANDREW S. BISOM**
14) **RE: APPLICATION FOR ORDER**
15) **AUTHORIZING DEBTOR TO EMPLOY**
16) **THE BISOM LAW GROUP AS**
17) **ATTORNEY FOR DEBTOR;**
18) **DECLARATION OF ANDREW S. BISOM**
19) **IN SUPPORT THEREOF**
20) [NO HEARING REQUIRED]

21 I, Andrew S. Bisom, declare as follows:

22 1. I am an attorney and a principal in The Bisom Law Group (the "Firm"),
23 proposed general bankruptcy counsel for The Tulving Company, Inc. ("Debtor"). All of the
24 following facts are within my personal knowledge and if called upon as a witness I could and
25 would competently testify thereto.

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:
8001 Irvine Center Drive, Ste. 1170. Irvine, CA. 92618

A true and correct copy of the foregoing document entitled (*specify*): Declaration of Andrew S. Bisom RE: Application For Order Authorizing Debtor to Employ the Bisom Law Gruoup as Attorney For Debtor

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*) May 13, 2014, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Service information continued on attached page

2. **SERVED BY UNITED STATES MAIL:**

On (*date*) May 13, 2014, 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.

Hon. Erithe A. Smith
United States Bankruptcy Court
411 West Fourth St., Ste. 5041
Santa Ana, CA. 92701-4593

William C. Berry
P.O. Box 686
Carlsborg, WA 98324

Laurence P. Nokes
Nokes & Quinn
410 Broadway St., Ste. 200
Laguna Beach, CA. 92651

Office of the United States Trustee
411 W. Fourth St., Ste. 9041
Irvine, CA. 92701

Service information continued on attached page

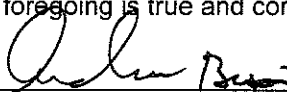
3. **SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served)**: Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for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

Service information continued on attached page

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

May 13, 2014
Date

Andrew Bisom
Printed Name


Signature

SERVICE LIST

Electronic Mail Notice List: The following is the list of **parties** who are currently on the list to receive email notice/service for this case.

- **Andrew S Bisom** abisom@bisomlaw.com
- **Candice Bryner** candice@brynerlaw.com
- **Stephen L Burton** steveburtonlaw@aol.com
- **Linda F Cantor** lcantor@pszjlaw.com, lcantor@pszjlaw.com
- **Nancy S Goldenberg** nancy.goldenberg@usdoj.gov
- **Lawrence J Hilton** lhilton@oneil-llp.com, ssimmons@oneil-llp.com;kdonahue@oneil-llp.com
- **John H Kim** jkim@cookseylaw.com
- **Matthew B Learned** bknotice@mccarthyholthus.com
- **Elizabeth A Lossing** elizabeth.lossing@usdoj.gov
- **R. Todd Neilson (TR)** rneilson@brg-expert.com, sgreenan@brg-expert.com;rneilson@ecf.epiqsystems.com;ntroszak@brg-expert.com
- **Gary A Pemberton** gpemberton@shbllp.com, hdillion@shbllp.com;tlenz@shbllp.com
- **Robert J Pfister** rpfister@ktbslaw.com
- **Michael B Reynolds** mreynolds@swlaw.com, kcollins@swlaw.com
- **Nanette D Sanders** becky@ringstadlaw.com
- **United States Trustee (SA)** ustpregion16.sa.ecf@usdoj.gov

Exhibit "A"

1 Andrew Bisom - SBN - 137071
THE BISOM LAW GROUP
2 8001 Irvine Center Drive, Ste. 1170
Irvine, CA. 92618
3 Tel: (714) 643-8900
Fax:(714) 643-8901
4 abisom@bisomlaw.com

5 Attorney for Debtor

6
7 **UNITED STATES BANKRUPTCY COURT**
8 **CENTRAL DISTRICT OF CALIFORNIA**
9 **SANTA ANA DIVISION**

10 In re:) Case No.: 8:14-bk-11492-ES
11)
12 **THE TULVING COMPANY, INC**) CHAPTER 11
13 Debtor.) **AMENDED APPLICATION FOR ORDER**
14) **AUTHORIZING DEBTOR TO EMPLOY**
15) **THE BISOM LAW GROUP AS**
16) **ATTORNEY FOR DEBTOR;**
17) **DECLARATION OF ANDREW S. BISOM**
) **IN SUPPORT THEREOF**
)
) [NO HEARING REQUIRED]
)

18 **TO ALL PARTIES IN INTEREST AND THEIR ATTORNEYS' OF RECORD:**

19 The Bisom Law Group ("the Firm" or "Applicant") hereby makes this application for
20 order authorizing it to be employed as bankruptcy counsel for The Tulving Company, Inc. (the
21 "Debtor") and in support thereof respectively represents as follows:

- 22 1. On March 10, 2014, the Debtor filed a voluntary Chapter 11 Petition in the
23 United States Bankruptcy Court for the Central District of California, Santa Ana Division as
24 case number 8:14-bk-11492-ES.
25

1 2. The Debtor wishes to retain Applicant as its attorney to administer its Chapter
2 11 bankruptcy case, file documents necessary to satisfy requirements of the United States
3 Trustee, cooperate with the Chapter 11 Trustee, prepare its Chapter 11 Plan and Disclosure
4 Statement and conduct negotiations with creditors.

5 3. Pursuant to the terms of employment the Debtor has agreed to pay the Firm its
6 hourly rate of \$450.00 and paid the Firm a retainer of \$20,000.00, in two installments. The
7 first payment of \$10,000.00 was paid on June 20, 2013 and the balance was paid on March 3,
8 2014. The Tulving Co made both payments. The Debtor will also make additional post-
9 petition payments to the Firm as needed. The Firm will keep all funds received by the Debtor
10 in its Trust Account pending approval of its fees by the Court or a fee statement is filed.

11 4. Andrew S. Bisom, the lead attorney in this case has over 25 years experience
12 in insolvency, reorganization and debtor-creditor matters. Mr. Bisom is well qualified to act
13 as the Debtor's attorney in this preceding.

14 3. As set forth in his declaration attached hereto, Applicant and its employees and
15 staff, (collectively the "Firm") have no known connection with any party in interest in this
16 case.

17 4. Subject to Court approval, Applicant will undertake representation at the rate of
18 \$450.00 per hour.

19 5. Applicant will apply to the Court for approval of compensation in accordance
20 with the provisions of 11 U.S.C. §330 and has agreed to accept this compensation in such sums
21 as the court may allow pursuant to 11 U.S.C. §330.

22 6. Prior to the filing of Debtor's bankruptcy case Applicant expended 5.4 hours
23 and drew down \$3,661.60

24 6. A copy of Applicant's resume is attached hereto as Exhibit "A".


25 7. Applicant's employment is in the Debtor's best interest. Approval of this
application is imperative in order to allow the Debtor to have effective legal expertise and
complete its reorganization.

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WHEREFORE, Applicant respectfully requests that the Court enter an order authorizing its employment retroactive to March 10, 2014 pursuant to the terms and conditions recited above and to represent the Debtor herein.

April 19, 2014

THE BISOM LAW GROUP



ANDREW S. BISOM

DECLARATION OF ANDREW S. BISOM

I, Andrew S. Bisom, declare as follows:

1. I am an attorney and the principal of the Law Office of Andrew S. Bisom the proposed attorney to The Tulving Company, Inc. ("Debtor"), in the within matter. All of the following facts are within my personal knowledge and if called upon as a witness I could and would competently testify thereto.

2. The Firm has entered into an agreement with the Debtor, subject to Court approval, to act as its attorney in the within bankruptcy case. At this time I am a sole proprietor and do not have any employees. To the best of my knowledge, I do not have any connection with any creditor or interested party in this case. I have never represented the Debtor or its shareholders, officers or directors, their attorneys or accountants in any other matter. Likewise, neither my employees nor I have ever represented or had any connection with any creditors or any other party in interest or their attorneys or accountants in this case or any person employed in the Office of the United States Trustee.

3. I have made the following investigation of potential adverse interests prior to submitting this declaration: I have undertaken a full and thorough review of its computer database which contains the names of clients and other parties interested in particular matters. Before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm's database and to enter into that database conflict information regarding new clients or new matters. My review of the Firm's computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation.

1 4. I conducted an extensive conflict check within the Firm's database and thus far
2 I have not encountered any creditors of the Debtor in which an actual conflict exists between
3 the Firm and such creditors. If at any time during the course of this proceeding the Firm learns
4 of any other representation which may give rise to a conflict, the Firm will promptly file with
5 the Court and the Office of the United States Trustee an amended declaration identifying and
6 specifying such involvement.

7 4. Neither my employees nor I not a creditor, an equity security holder, insider of
8 the debtor, an investment banker for any outstanding security of the debtor, or an attorney for
9 such an investment banker in connection with the offer, sale or issuance of any security of the
10 debtor, a director, officer or employee of the debtor or of any investment banker for any
11 security of the debtor.

12 5. To the best of my knowledge, I neither hold nor represent any interest
13 materially adverse to the interest of the estate or any class of creditors or equity security
14 holders, by reason of any direct or indirect relationship to, connection with, or interest in, the
15 debtor or an investment banker for any security of the debtor, or for any other reason.

16 6. I am not a relative or employee of the United States Trustee or a Bankruptcy
17 Judge.

18 7. I believe the firm is a disinterested party as set forth in 11 U.S.C. §§101(14)
19 and 327.

20 8 I have reviewed the Application for Order Authorizing Debtor-In-Possession to
21 Employ The Bisom Law Group, as Attorney for the Debtor attached hereto and I agree to be
22 employed on the terms set forth therein.

23 9. A true and correct copy of my firm resume is attached hereto as Exhibit "A"
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25

1 I declare under penalty of perjury that the foregoing is true and correct. Executed this
2 19th day of April 2014, in Irvine, California.

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6 Andrew S. Bisom

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LAW OFFICE OF ANDREW S. BISOM

EDUCATION:

Southwestern University School of Law
Juris Doctor, 1988, California Bar, 1988

University of Denver College of Law
Masters of Science in Judicial Administration, 1979

University of California, Los Angeles
Bachelor of Arts in History, 1977

WORK EXPERIENCE:

Principal – The Bisom Law Group, Irvine, CA: 2005 to present
Practice extensively devoted to representation of debtors, creditors and trustees in Chapter 7, Chapter 11 and Chapter 13 cases.

Partner – Bisom & Cohen, LLP, Santa Ana, CA: 1999 to 2005
Firm practice directed extensively to representation of debtors, creditors and trustees in Chapter 7, Chapter 11 and Chapter 13 cases and general civil litigation.

Principal - Andrew S. Bisom, Attorney at Law, Irvine, CA: 1994 to 1999
Practice devoted primarily to bankruptcy law and bankruptcy litigation. Representation of debtors, creditors and committees in Chapter 7, Chapter 11 and Chapter 13 cases.

Attorney – Law Office of Fritz J. Firman, Santa Ana, CA: 1992 to 1994
Practice devoted primarily to bankruptcy law and bankruptcy litigation. Representation of Debtors and creditors in Chapter 7, Chapter 11 and Chapter 13 cases.

Attorney – Burd & Marshack, Santa Ana, CA: 1988 to 1992
Extensive representation of Debtors, creditors and trustees in Chapter 7 and Chapter 11 cases.

AFFILIATIONS:

Orange County Bankruptcy Forum: 1988 to present, Board of Directors: 1996 to 1999

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Orange County Bar Association: 1988 to 1994, 2002 to 2005

American Bankruptcy Institute: 2013 - present

Admitted to California state courts, United States District Courts for the Central, Southern, Eastern and Northern Districts and the Ninth Circuit Court of Appeals.

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: 8001 Irvine Center Drive, Ste. 1170. Irvine, CA. 92618

A true and correct copy of the foregoing document entitled (*specify*): Amended Application For Order To Employ The Bisom Law Group As Attorney For Debtor

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*) April 21, 2014, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Service information continued on attached page

2. **SERVED BY UNITED STATES MAIL:**

On (*date*) April 21, 2014, 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.

Hon. Erithe A. Smith
United States Bankruptcy Court
411 West Fourth St., Ste. 5041
Santa Ana, CA. 92701-4593

William C. Berry
P.O. Box 686
Carlsborg, WA 98324

Laurence P. Nokes
Nokes & Quinn
410 Broadway St., Ste. 200
Laguna Beach, CA. 92651

Service information continued on attached page

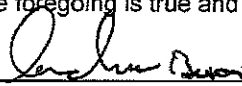
3. **SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for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

Service information continued on attached page

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

April 21, 2014
Date

Andrew Bisom
Printed Name


Signature

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

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SERVICE LIST

Electronic Mail Notice List: The following is the list of parties who are currently on the list to receive email notice/service for this case.

- Andrew S Bisom abisom@bisomlaw.com
- Candice Bryner candice@brynerlaw.com
- Stephen L Burton steveburtonlaw@aol.com
- Linda F Cantor lcantor@pszjlaw.com, lcantor@pszjlaw.com
- Nancy S Goldenberg nancy.goldenberg@usdoj.gov
- Lawrence J Hilton lhilton@oneil-llp.com, ssimmons@oneil-llp.com;kdonahue@oneil-llp.com
- Matthew B Learned bknotice@mccarthyholthus.com
- Elizabeth A Lossing elizabeth.lossing@usdoj.gov
- R. Todd Neilson (TR) tneilson@brg-expert.com, sgreenan@brg-expert.com;tneilson@ecf.epiqsystems.com;ntroszak@brg-expert.com
- Gary A Pemberton gpemberton@shbllp.com, hdillion@shbllp.com;tlenz@shbllp.com
- Robert J Pfister rpfister@ktbslaw.com
- Michael B Reynolds mreynolds@swlaw.com, kcollins@swlaw.com
- United States Trustee (SA) ustpreion16.sa.ecf@usdoj.gov