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MARK L. HATCHER, CLERK
OF THE BANKRUPTCY COURT

Dear Honorable Christopher M. Alston,

Please let me introduce myself, my name is Michael White; I was hired by Mark Calvert to take over production at Medallic Art Company, Northwest Territorial Mint. Unfortunately, I was brought into this company under false pretenses from Mark Calvert. He has not been honest with me. The situation he created at the manufacturing plant has been poorly executed.

If I may give you some background on myself, I have been in the minting industry for over 20 years for three different mints, Medallic Art, NWTM & Sunshine Minting. My skills range from every aspect of the industry. I left Northwest in 2012 because the owner was impossible to work for. It was not an easy decision but I needed my sanity back.

I found a great job in Coeur d'Alene Idaho with Sunshine Mint, a company, I saw myself retiring at. In August of 2016 Mark Calvert called me and asked if I wanted to be production manager at Northwest Territorial, I told him no thank you I was very happy with Sunshine. He did not take "no" for an answer. After the 5th time I decided to take the position offered to me as production manager with things promised to me by Mark. I surrendered my bonus from Sunshine as Mark promised me a bonus outlined in my job offer letter to move the Green Bay operations to Dayton.

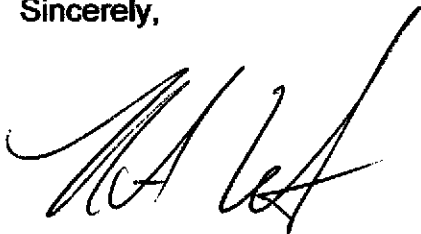
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As soon as I arrived in Dayton, leaving my family behind for 5 months, nothing of what Mark promised was done. He said he was firing the current production manager, tool room manager and others, to make way for my arrival. He did nothing in regards to clearing the existing work force. Paula Pehl called me the evening before I was to start and told me she felt so bad for me and that I am walking into a hornets nest because nothing was done and I should hire a lawyer.

Mark has placed a \$20,000 bonus upon the closing of our Green Bay die production. Within a few weeks from my arrival Mark Calvert decided not to close Green Bay thus taking away my bonus, I believe this was his plan the whole time. Granted, Green Bay is a wonderful facility with a great team of employees, but he said he had to down size, just has to.

I did see in the court documents that Bill Atalla's claims are not Administrative fees and will be paid in full. So I ask you, shouldn't my claims should fall under the same statute?

Sincerely,

A handwritten signature in black ink, appearing to read 'M. White', written in a cursive style.

Michael R. White

Below is the Order of the Court.



Christopher M. Alston
U.S. Bankruptcy Judge

(Dated as of Entered on Docket date above)

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UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

In re:

NORTHWEST TERRITORIAL MINT, LLC,

Debtor.

Case No. 16-11767-CMA

**ORDER GRANTING MOTION TO
APPROVE TERMS OF EMPLOYMENT
FOR PRODUCTION MANAGER**

This matter having come on for hearing on the motion (the "Motion") of Mark Calvert, the Chapter 11 Trustee (the "Trustee") to Approve Terms of Employment for Production Manager (the "Motion"), and the Court having considered the Motion, any responsive and reply materials, argument of counsel, and the pleadings and papers herein, NOW, THEREFORE, it is ORDERED as follows:

1. ~~The Motion is Granted.~~
2. The terms of the Trustee's Employment Offer to Mike White, including the Severance Payment, Incentive Payment, and Relocation Payment, as those terms are defined in the Motion, are approved.

///END OF ORDER///

ORDER GRANTING MOTION TO APPROVE TERMS
OF EMPLOYMENT - 1

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K&L GATES LLP
925 FOURTH AVENUE
SUITE 2900
SEATTLE, WASHINGTON 98104-1158
TELEPHONE: (206) 623-7580
FACSIMILE: (206) 623-7022

Below is the Order of the Court.

1 Presented by:

2 K&L GATES LLP

3 /s/ David C. Neu

4 Michael J. Gearin, WSBA #20982

5 David C. Neu, WSBA #33143

6 Brian T. Peterson, WSBA #42088

7 Attorneys for Mark Calvert, Chapter 11 Trustee

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ORDER GRANTING MOTION TO APPROVE TERMS
OF EMPLOYMENT - 2

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K&L GATES LLP
925 FOURTH AVENUE
SUITE 2900
SEATTLE, WASHINGTON 98104-1158
TELEPHONE: (206) 623-7580
FACSIMILE: (206) 623-7022

1 Michael J. Gearin, WSBA # 20982
2 David C. Neu, WSBA # 33143
3 Brian T. Peterson, WSBA # 42088
4 K&L GATES LLP
5 925 Fourth Avenue, Suite 2900
6 Seattle, WA 98104-1158
7 (206) 623-7580

Honorable Christopher M. Alston
Chapter 11
Hearing Location: Seattle, Rm. 7206
Hearing Date: September 30, 2016
Hearing Time: 9:30 a.m.
Response Date: September 28, 2016

7 UNITED STATES BANKRUPTCY COURT
8 WESTERN DISTRICT OF WASHINGTON
9 AT SEATTLE

9 In re:

Case No. 16-11767-CMA

10 NORTHWEST TERRITORIAL MINT, LLC,
11 Debtor.

**MOTION TO APPROVE TERMS OF
EMPLOYMENT FOR PRODUCTION
MANAGER**

13 Mark Calvert, the Chapter 11 Trustee (the "Trustee") of Northwest Territorial Mint, LLC
14 ("NWTM" or "Debtor") files this motion seeking approval of the terms of employment of Mike
15 White as Production Manager.

16 I. FACTS

17 1. At the time of its bankruptcy filing, NWTM billed itself as the largest private mint in
18 the United States. As of April 1, 2016 it had approximately 240 employees located at facilities in six
19 states. Since 2010, NWTM's primary production facility has been located in Dayton, Nevada, where
20 the Debtor's custom minting operations occur.

21 2. On April 1, 2016, the Debtor commenced this case by filing a voluntary petition
22 under Chapter 11 of the United States Bankruptcy Code. On April 5, 2016, the Debtor moved for
23 the appointment of a chief restructuring officer. *See* Dkt. No. 12. The following day, creditors
24 Bradley Cohen and Cohen Asset Management, Inc. responded to the Debtor's motion and requested
25 that the Court order the appointment of a chapter 11 trustee. *See* Dkt. No. 18. The United States
26 Trustee also requested that the Court order the appointment of a chapter 11 trustee. *See* Dkt. No. 25.

MOTION TO APPROVE TERMS
OF EMPLOYMENT - 1

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K&L GATES LLP
925 FOURTH AVENUE
SUITE 2900
SEATTLE, WASHINGTON 98104-1158
TELEPHONE: (206) 623-7580
FACSIMILE: (206) 623-7022

1 A hearing was held on April 7, 2016, at which time the Court ruled that it would appoint a chapter
2 11 trustee over the Debtor. On April 11, 2016, the Court entered an order appointing Mark Calvert
3 as Chapter 11 Trustee. *See* Dkt. No. 51.

4 3. The Trustee has downsized operations since his appointment, and terminated certain
5 lines of business such as bullion sales. The Trustee has continued NWTM's custom minting
6 operations, which the Trustee believes are essential to a successful reorganization of NWTM.
7 NWTM's custom minting operations require a qualified and skilled production manager, who has
8 the responsibility of overseeing all aspects of the physical production and minting process that
9 occurs at the Dayton facility.

10 4. The Trustee has recently identified a candidate, Mike White, for the position of
11 Production Manager. The Trustee believes that Mr. White is exceptionally well-qualified for the
12 job. He was formerly the Production Manager for NWTM, and he possesses extensive knowledge
13 regarding NWTM's minting operations. The Trustee believes that Mr. White is one of a handful of
14 people in the United States with the requisite knowledge and experience to run NWTM's specialized
15 operations, and that he can step into the job without "getting up to speed." The Trustee has made a
16 job offer to Mr. White, contingent upon court approval. A copy of the proposal (the "Employment
17 Offer") is attached to the accompanying Declaration of Mark Calvert as Exhibit A.

18 5. Because the Employment Offer requires that Mr. White relocate himself and his
19 family from Hayden, Idaho, to Dayton, Nevada, the Employment Offer contains certain terms that
20 arguably require court approval. ~~Specifically, the Employment Offer provides that Mr. White will~~
21 ~~be paid a \$50,000 severance payment (the "Severance Payment") if NWTM terminates his~~
22 ~~employment within a five (5) year period as a result of NWTM's financial position. It further~~
23 ~~provides that Mr. White will participate in NWTM's incentive program, which could result in him~~
24 ~~receiving a \$20,000 incentive payment (the "Incentive Payment") based upon performance. Finally,~~
25 ~~in order to obtain Mr. White's services, NWTM has agreed to pay reasonable relocation costs not to~~
26 ~~exceed \$25,000 (the "Relocation Payment").~~

MOTION TO APPROVE TERMS
OF EMPLOYMENT - 2

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K&L GATES LLP
925 FOURTH AVENUE
SUITE 2900
SEATTLE, WASHINGTON 98104-1158
TELEPHONE: (206) 623-7580
FACSIMILE: (206) 623-7022

1 **II. ISSUE**

2 Should the Court approve the employment of Mike White on the terms and conditions set
3 forth in the Employment Offer?

4 **III. EVIDENCE RELIED UPON**

5 This Motion relies on the Declaration of Mark Calvert.

6 **IV. ARGUMENT¹**

7 Because the Severance Payment, Incentive Payment, and Relocation Payment are arguably
8 outside of the ordinary course of business, the Trustee seeks approval of the terms of the
9 Employment Offer under 11 U.S.C. §503(c)(3).² §503(c)(3) provides in relevant part that transfers
10 or obligations to managers, hired post-petition, that are outside the ordinary course of business, must
11 be justified by the facts and circumstances of the case.

12 Here, the Trustee believes, in his sound business judgment, that the terms of Mr. White's
13 employment, specifically the Severance Payment, Incentive Payment, and Relocation Payment, are
14 in the best interest of the estate and creditors and are amply justified by the facts. As an initial
15 matter, Mr. White is uniquely qualified for the position given his prior experience working at
16 NWTM, and his specialized knowledge of NWTM's processes. The Production Manager position is
17 one of great importance to the operation of the Debtor's custom minting operations. Accordingly, it
18 is essential that NWTM retain the most qualified person it can to fill the position.

19 The Trustee is confident in the soundness of NWTM and its business prospects going forward.
20 Under his guidance, he has been able to stabilize operations and the profitability of the enterprise
21 and he believes the company is on sound footing. All of that said, it cannot be ignored that NWTM
22 is a company operating under Chapter 11 of the Bankruptcy Code, and with that comes the

23 _____
24 ¹ Mr. White will be an employee of NWTM, and is not a professional. Accordingly, his employment
25 is not governed by 11 U.S.C. §327, and the Trustee does not believe it necessary to seek his
26 employment under such provision.

² Because Mr. White will not be an insider under 11 U.S.C. §101(31), the requirements of 11 U.S.C.
§503(c)(2), which govern allowance of severance payments to insiders, are inapplicable.

1 perception that employment by a company in such a position entails much more risk than
2 employment by a non-bankrupt entity. NWTM's current status makes the process of hiring qualified
3 employees much more difficult. In order to induce a candidate to move to a remote location like
4 Dayton, Nevada, and to work for a company operating as a debtor in a Chapter 11 proceeding, the
5 Trustee believes it is necessary to offer a backstop in the event reorganization is not successful, as
6 well as to pay for relocation costs that Mr. White will incur. Moreover, the Trustee believes that it is
7 unlikely that any qualified candidate will accept such a position without a similar provision. In
8 simple terms, given NWTM's current status, the Severance Payment, Incentive Payment, and
9 Relocation Payment are essential terms of the offer to Mr. White and are justified by the facts and
10 circumstances of the case.

11 **V. CONCLUSION**

12 Based on the above, the Trustee respectfully requests that the Court approve the terms of the
13 employment of Mike White.

14 Dated this 19th day of September, 2016.

15
16 K&L GATES LLP

17 By /s/ David C. Neu

18 Michael J. Gearin, WSBA #20982

19 David C. Neu, WSBA #33143

20 Brian T. Peterson, WSBA #42088

21 Attorneys for Mark Calvert, Chapter 11 Trustee

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MOTION TO APPROVE TERMS
OF EMPLOYMENT - 4

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K&L GATES LLP
925 FOURTH AVENUE
SUITE 2900
SEATTLE, WASHINGTON 98104-1158
TELEPHONE: (206) 623-7580
FACSIMILE: (206) 623-7022

CERTIFICATE OF SERVICE

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The undersigned declares as follows:

That she is a Paralegal in the law firm of K&L Gates LLP, and on September 19, 2016, she caused the foregoing document to be filed electronically through the CM/ECF system which caused Registered Participants to be served by electronic means, as fully reflected on the Notice of Electronic Filing.

Also on September 19, 2016, she caused the foregoing document to be mailed to the Debtor at the address listed below:

Northwest Territorial Mint LLC
c/o Ross Hansen, Member
P.O. Box 2148
Auburn, WA 98071-2148

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

Executed on the 19th day of September, 2016 at Seattle, Washington.

/s/ Denise A. Evans
Denise A. Evans