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

Honorable Christopher M. Alston  
Chapter 11  
*Ex Parte*

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE

In re:  
NORTHWEST TERRITORIAL MINT LLC  
Debtor.

Case No. 16-11767-CMA  
STIPULATION TO ENTER  
INTO PRODUCTION  
AGREEMENT

THIS stipulation is between Mark Calvert, as Trustee (the "Trustee") of Northwest Territorial Mint LLC (the "Mint") and the Kavli Foundation ("Kavli") in connection with a post-petition production agreement;

WHEREAS, Kavli issues biannually the Kavli Prize to scientists selected for their seminal advances in three research areas, who receive a monetary reward, a scroll, and a gold medal, all presented by the King of Norway;

WHEREAS, Since 2008, Kavli has purchased and deposited gold with and ordered Kavli Prize Medals from the Mint;

WHEREAS, the Mint has produced and holds coin dies to be used in casting Kavli Prize Medals;

WHEREAS, The date for the King of Norway's award of the 2016 Kavli Prize Medals is now only a few months away and Kavli requires nine solid gold and twenty-seven gold plated 2016

STIPULATION TO ENTER INTO  
PRODUCTION AGREEMENT - 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 Kavli Prize Medals;

2 WHEREAS, Kavli asserts that it deposited gold with the Mint and ordered 2016 Kavli Prize  
3 Medals that it has not yet received;

4 THEREFORE, in light of the foregoing, Kavli and The Mint STIPULATE AS FOLLOWS:

5 1. The Mint and Kavli have entered into a production agreement under which the Mint  
6 has committed to produce nine solid gold and twenty-seven gold plated medals constituting the 2016  
7 Kavli Prize Medals, in accordance with the production specifications supplied by Plaintiff and as  
8 described more fully in the Sales Order Acknowledgment attached as Exhibit A and Kavli has  
9 committed to provide raw materials and pay certain charges for the production and shipping of the  
10 finished product (the "Kavli Purchase Order").

11 2. The parties agree that the Kavli Purchase Order is a post-petition administrative  
12 obligation of the Mint and that Kavli's obligations under the Purchase Order are post-petition  
13 obligations which may not be netted against any pre-petition claims Kavli may assert against the  
14 estate.

15 3. Kavli shall provide at its cost the gold and plated gold raw materials (the "Kavli 2016  
16 Gold") needed for the Kavli Purchase Order. The Kavli 2016 Gold shall be used solely for the  
17 production of the 2016 Kavli Prize Medals in accordance with the Kavli Purchase Order.

18 4. The Kavli 2016 Gold shall at all times remain the property of Kavli and held in a  
19 marked, segregated location at the Mint's production facilities. The Kavli 2016 Gold shall not be or  
20 become property of the bankruptcy estate and shall not be co-mingled with any other gold or gold-  
21 plated materials held by the Mint.

22 5. No later than four weeks after receipt of the Kavli 2016 Gold, The Mint shall ship on  
23 an insured basis (at Kavli's expense) the completed 2016 Kavli Prize Medals and any remaining  
24 Kavli 2016 Gold to Kavli c/o Nadine Stern at:

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STIPULATION TO ENTER INTO  
PRODUCTION AGREEMENT - 2

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FACSIMILE: (206) 623-7022

1 The Kavli Foundation  
2 Attn.: Nadine L. Stern  
3 Kavli Prize Program Officer  
4 1801 Solar Drive, Suite 250  
5 Oxnard, California 93030

6 6. The Mint shall charge its customary charges (the "Kavli Contract Price") for the  
7 production of the 2016 Kavli Prize Medals (nine gold medals at \$850.00 per medal and twenty-seven  
8 gold plated medals at \$185.00 per medal) in accordance with the Kavli Purchase Order, payment due  
9 fifteen days after the order is received by Kavli.

10 7. In the event the Mint provides written notice to Kavli of the Mint's inability to timely  
11 perform its obligations under the Kavli Purchase Order Kavli may terminate the Kavli Production  
12 Order via email notification to the Trustee and his counsel (a "Kavli Termination Notice").

13 8. Upon issuance of a Kavli Termination Notice, the Production Agreement shall be  
14 deemed terminated and of no further force or effect; and the Mint shall promptly deliver any minted  
15 2016 Kavli Prize Medals and any Kavli 2016 Gold remaining in the possession of the Mint to Kavli;  
16 provided that Kavli will pay for any finished medals delivered.

17 9. Nothing in this Stipulated Production Agreement affects the ownership of or rights in  
18 the dies or molds used to cast Kavli Award Medals, the prepetition claims of the parties, or any other  
19 rights or obligations between the parties.

20 10. In the event that the Production Agreement is terminated before the Kavli Purchase  
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Order is fulfilled, the automatic bankruptcy stay will not apply to Kavli with respect to its rights to recover possession of the 2016 Kavli Gold.

SO STIPULATED, THROUGH COUNSEL OF RECORD.

Dated May 6, 2016.

K&L GATES LLP

/s/ Michael J. Gearin  
Michael J. Gearin, WSBA #20982  
David C. Neu, WSBA # 33143  
Brian T. Peterson, WSBA # 42088

Attorneys for Mark Calvert, Trustee

LANE POWELL PC

/s/ Bruce W. Leaverton  
Bruce W. Leaverton, WSBA #11935

Attorneys for Kavli Foundation

MILLER NASH GRAHAM & DUNN LLP

/s/ Mark D. Northrup  
Mark D. Northrup, WSBA #16947  
Geoffrey Groshong, WSBA #6124

Attorneys for the Official Unsecured Creditors' Committee

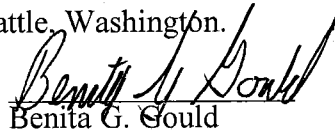
1 **CERTIFICATE OF SERVICE**

2 The undersigned declares as follows:

3 That she is a legal assistant in the law firm of K&L Gates LLP, and on May 6, 2016, she  
4 caused the foregoing document to be filed electronically through the CM/ECF system which caused  
5 Registered Participants to be served by electronic means, as fully reflected on the Notice of  
6 Electronic Filing.

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

9 Executed on the 6th day of May, 2016 at Seattle, Washington.

10   
11 Benita G. Gould



**NORTHWEST TERRITORIAL MINT LLC**

Remit To:  
P.O. Box 2148  
Auburn, WA 98071  
Phone: 800-344-6468  
Fax: 253-735-2210

Sales Order: 140348

**Sales Order Acknowledgement**

**Sold To:**

NADINE STERN  
THE KAVLI FOUNDATION  
1801 SOLAR DRIVE, SUITE 250  
OXNARD CA 93030

**Ship To:**

NADINE STERN  
THE KAVLI FOUNDATION  
1801 SOLAR DRIVE, SUITE 250  
OXNARD CA 93030  
UNITED STATES

Order Date:	4/27/2016	Sales Person:	Marty Colwell
Contact:	THE KAVLI FOUNDATION	Phone:	805-278-7496
Customer ID:	1032440	Email:	
Terms:	Charge After Shipping	Ship Via:	UPS Ground
PO Number:	AWARDS	Due Date:	5/1/2016

The gold is being supplied by the customer and remains the property of the customer  
Must ship no more than 4 weeks after the gold is received.  
Payment from customer is due 15 days after the order is received.  
Shipping and handling to be determined on final invoice & paid by the customer

Line	Qty	Part Number / Description	Unit Price	Amount
1	3.00	BP03182008- / 2.75" High Relief Approximately 12 Troy Ounces E .999 Gold Medallion - Kavli Foundation Astrophysics Award	\$850.00	\$2,550.00
2	3.00	BP03182008- / 2.75" High Relief Approximately 12 Troy Ounces D .999 Gold Medallion - Kavli Foundation Nanoscience Award	\$850.00	\$2,550.00
3	3.00	BP03182008- / 2.75" High Relief Approximately 12 Troy Ounces C .999 Gold Medallion - Kavli Foundation Neuroscience Award	\$850.00	\$2,550.00

**EXHIBIT A**



**NORTHWEST TERRITORIAL MINT LLC**

Remit To:

P.O. Box 2148

Auburn, WA 98071

Phone: 800-344-6468

Fax: 253-735-2210

Sales Order: 140348

**Sales Order Acknowledgement**

Line	Qty	Part Number / Description	Unit Price	Amount
4	9.00	BP03182008- / 2.75" High Relief Copper Medallion, Fully Gold B Plated (3-5 Mil) - Kavli Foundation Astrophysics Award	\$185.00	\$1,665.00
5	9.00	BP03182008- / 2.75" High Relief Copper Medallion, Fully Gold A Plated (3-5 Mil) - Kavli Foundation Nanoscience Award	\$185.00	\$1,665.00
6	9.00	BP03182008- / 2.75" High Relief Copper Medallion, Fully Gold F Plated (3-5 Mil) - Kavli Foundation Neuroscience Award	\$185.00	\$1,665.00
1		Engraving/36 Each	\$1,152.00	\$1,152.00

Line Total: \$12,645.00  
Line Miscellaneous Charges: \$0.00  
Order Miscellaneous Charges: \$1,152.00  
**Order Total \$13,797.00**