

1 Linda F. Cantor (CA Bar No. 153762)
Jason S. Pomerantz (CA Bar No. 157216)
2 PACHULSKI STANG ZIEHL & JONES LLP
10100 Santa Monica Blvd., 13th Floor
3 Los Angeles, California 90067
Telephone: 310-277-6910
4 Facsimile: 310-201-0760
E-mail: lcantor@pszjlaw.com
5

6 [Proposed] Counsel for R. Todd Neilson, Chapter 7
Trustee for The Tulving Company, Inc.
7

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

11 In re:
12 THE TULVING COMPANY, INC., a
13 California corporation,
14 Debtor.

Case No.: 8:14-bk-11492-ES

Chapter 7

**Declaration Of Linda F. Cantor In Support Of
Application Of The Chapter 7 Trustee For The
Tulving Company, Inc., For Order Approving
Employment Of Pachulski Stang Ziehl & Jones
LLP As General Bankruptcy Counsel To The
Trustee *Nunc Pro Tunc* To May 22, 2014**

[No Hearing Required]

15 I, Linda F. Cantor, declare as follows:

16 1. I am an attorney-at-law, duly admitted and in good standing to practice in the State of
17 California and before this Court.

18 2. I am a partner of Pachulski Stang Ziehl & Jones LLP ("PSZJ"). I submit this
19 Declaration in connection with the application (the "Application") of R. Todd Neilson, chapter 7
20 Trustee in the above-captioned bankruptcy case (the "Trustee"), to retain PSZJ as general
21 bankruptcy counsel to the Trustee and to provide the disclosures required under the Bankruptcy
22 Code.¹

23 3. The name, address, telephone number and facsimile number of the Firm are as
24 follows:
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28 ¹ All capitalized terms not otherwise defined herein have the meaning ascribed to such terms in the Application.

1 Pachulski Stang Ziehl & Jones LLP
2 10100 Santa Monica Boulevard, 13th Floor
3 Los Angeles, California 90067
4 Telephone: (310) 277-6910
5 Facsimile: (310) 201-0760

6 4. PSZJ is experienced in the areas of chapter 11 insolvency and business
7 reorganizations as well as chapter 7 bankruptcy cases. PSZJ has served as counsel to debtors,
8 creditors, and trustees in numerous chapter 11 and chapter 7 cases. In particular, PSZJ's depth of
9 experience in representing chapter 7 and 11 trustees makes it highly qualified to represent the
10 Trustee as general bankruptcy counsel.

11 5. The Trustee desires to retain PSZJ at the expense of the estate, to undertake such
12 tasks as required by the Trustee, including but not limited to the following:

13 (a.) Advising the Trustee concerning the rights and remedies of the estate in
14 regard to the assets of the estate, and with respect to secured, administrative, priority and general
15 unsecured claims, including, but not limited to, the review and reconciliation of Claims;

16 (b.) Representing the Trustee in connection with financial and business matters,
17 including the sale of any assets and potential recovery of assets;

18 (c.) Representing the Trustee in connection with the investigation and prosecution,
19 to the extent the Trustee deems appropriate, potential causes of action against persons or entities
20 relating to the estate, including, but not limited to, potential claims against insiders and related
21 parties;

22 (d.) Investigating and prosecuting preference, fraudulent transfer and other
23 actions, if any, arising under the Trustee's avoiding powers;

24 (e.) Representing the Trustee in any proceeding or hearing in the Bankruptcy
25 Court, and in any action in other courts where the rights of the estate may be litigated or affected;

26 (f.) Conducting examinations of witnesses, claimants, or adverse parties and
27 preparing and assisting in the preparation of motions, applications, answers, orders, memoranda,
28 reports and accounts;

(g.) Advising the Trustee concerning the requirements of the Bankruptcy Code,
the Bankruptcy Rules, the Local Bankruptcy Rules and the requirements of the Office of the United

1 States Trustee relating to the administration of the estate and assisting, if requested by the Trustee, in
2 the filing of Schedules, Statement of Financial Affairs and other required documents; and

3 (h.) Rendering such other advice and service, as the Trustee may require in
4 connection with this Case.

5 6. Subject to the applicable provisions of the Bankruptcy Code, the Trustee proposes to
6 pay PSZJ on an hourly basis, at the Firm's customary hourly rates, and to reimburse PSZJ according
7 to its customary reimbursement policies. The attorneys currently expected to be principally
8 responsible for rendering services to the Trustee in this Case are myself and Jason S. Pomerantz. A
9 copy of my resume and Mr. Pomerantz's resume are attached hereto as Exhibit 1.

10 7. A schedule of the hourly rates of PSZJ's attorneys and paraprofessionals is attached
11 to the Application as Exhibit A. PSZJ adjusts its hourly rates from time to time.

12 8. The Firm will exercise continuous billing judgment throughout the engagement and
13 will staff the case among attorneys and paraprofessionals at the Firm in the most cost-efficient
14 manner possible. PSZJ has not received or requested a retainer in the case, although it reserves the
15 right to do so upon further application to the Court.

16 9. PSZJ understands that its compensation in this bankruptcy case is subject to the
17 applicable provisions of the Bankruptcy Code.

18 10. There are no sharing arrangements between PSZJ and any other entity for fees paid or
19 to be paid in connection with this bankruptcy case, except as among attorneys of PSZJ.

20 11. PSZJ categorizes its billing into subject matter categories in compliance with
21 applicable guidelines.

22 12. PSZJ has made the following investigation of potential adverse interests prior to
23 submitting this declaration: PSZJ has undertaken a full and thorough review of its computer
24 database which contains the names of clients and other parties interested in particular matters. PSZJ
25 requires all of its professionals, before accepting the representation of a new client, or the
26 representation of an existing client in a new matter, to perform a conflicts check through PSZJ's
27 database and to enter into that database conflict information regarding new clients or new matters.

28 Thus, a review of PSZJ's computerized database should reveal any and all actual or potential

1 conflicts of interest with respect to any given representation.

2 13. Based on the foregoing conflicts search and to the best of my knowledge, the
3 following are PSZJ's only connections with the Trustee, the Debtor, its creditors, parties in interest
4 or their respective attorneys or accountants, the United States Trustee, or anyone employed by the
5 Office of the United States Trustee:

6 (a.) PSZJ has in the past and/or is presently representing R. Todd Neilson in his
7 capacity as a court appointed chapter 11 trustee, a court appointed chapter 7 trustee, examiner,
8 trustee of liquidating trusts, and as plan disbursing agent. PSZJ was employed by the Trustee to
9 represent him in this Case prior to its conversion to chapter 7 as counsel to the Chapter 11 Trustee.
10 PSZJ has also represented chapter 11 debtors in whose cases Mr. Neilson served as chief
11 restructuring officer, residual trustee and as a member of the debtor's board of directors as an
12 independent director. PSZJ has also represented debtors, creditors' committees and parties in
13 bankruptcy proceedings in which Mr. Neilson's current firm, Berkeley Research Group, LLC, and/or
14 principals of such firm or Mr. Neilson's prior firms acted as expert witnesses, consultants, financial
15 advisors, accountants, forensic accountants and valuation experts. Other than PSZJ's representation
16 of the Trustee in the chapter 11 case of this Debtor, all such representations are and were in other
17 cases wholly unrelated to this Case.

18 (b.) PSZJ represents many committees whose members may be creditors in the
19 Debtor's chapter 11 case; however, PSZJ is not representing any of those entities in this Case and
20 will not represent any members of those committees in any claims that they may have collectively or
21 individually against the Debtor.

22 (c.) PSZJ and certain of its partners, counsel and associates may have in the past
23 represented, and may currently represent and likely in the future will represent creditors of the
24 Debtor in connection with matters unrelated to the Debtor and this case. At this time, PSZJ is not
25 aware of any current representations in unrelated cases of parties who are creditors or other parties
26 on its conflicts check.

27 14. Notwithstanding the foregoing, I do not believe that any of the relationships described
28 herein will in any way impair PSZJ's independence or ability to objectively perform the required

1 services for the Trustee.

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

8 16. To the best of my knowledge, neither the Firm nor any of its partners, of counsel, or
9 associates is a creditor, equity security holder, or an "insider" of the Debtor as that term is defined in
10 section 101(31) of the Bankruptcy Code.

11 17. To the best of my knowledge, neither the Firm nor any of its partners, of counsel, or
12 associates is or was, within two years before the date of the filing of the petition, a director, officer,
13 or employee of the Debtor.

14 18. To the best of my knowledge, neither the Firm nor any of its partners, of counsel, or
15 associates has any interest materially adverse to the interest of the Debtor's estate or of any class of
16 creditors or equity security holders, by reason of any direct or indirect relationship to, connection
17 with, or interest in, the Debtor or for any other reason.

18 19. I and the attorneys from the Firm that will be involved in the Case are familiar with
19 the Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules and will comply with them.

20 20. The Firm has not represented and does not currently represent a related debtor in a
21 bankruptcy case in this Court or any other court.

22 To the best of my knowledge, after conducting or supervising the investigation described
23 above, I declare under penalty of perjury that the foregoing is true and correct.

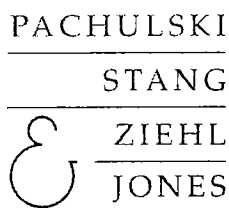
24 Executed this 12th day of June, 2014 at Los Angeles, California.

25
26 /s/ Linda F. Cantor
Linda F. Cantor

EXHIBIT 1

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PACHULSKI STANG ZIEHL & JONES LLP
ATTORNEYS AT LAW
LOS ANGELES, CALIFORNIA



Linda F. Cantor

Tel: 310.277.6910 | lcantor@pszjlaw.com

10100 Santa Monica
Boulevard
13th Floor
Los Angeles, CA 90067-4003

EDUCATION

University of Michigan (A.B.,
with high distinction, 1979)

University of Michigan (M.S.
W. 1982)

University of Michigan (J.D.,
cum laude, 1987)

BAR AND COURT ADMISSIONS

1988, Illinois

1991, California

Ms. Cantor's practice focuses on representing companies and creditor representatives in financial restructurings and bankruptcy reorganizations. Ms. Cantor has substantial experience representing debtors, trustees, secured creditors and official creditors' committees in chapter 11 bankruptcy cases. She is a graduate of the University of Michigan, where she later received her J.D. She holds an AV Preeminent Peer Rating, Martindale-Hubbell's highest recognition for ethical standards and legal ability. Ms. Cantor, a member of the firm since 1990, is admitted to practice in Illinois and California, and is a resident in our Los Angeles office.

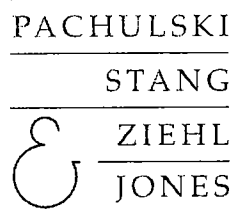
Representations

Chapter 11 debtors in American Suzuki Motor Corporation, Woodside Homes (formerly one of the nation's largest privately owned homebuilders), OwnIt Mortgage Solutions (formerly a major national subprime lender and loan originator), Prime Measurement Products, Whitehouse Hotels (developer of the Ritz Carlton Hotel and related developments in New Orleans, Louisiana), Breed Technologies (manufacturer of crash sensors and airbag systems), American Rice, Focal Communications, Gateway Educational Products (developer of "Hooked on Phonics"), Imperial Aluminum; Vulcan Metal Products, Dana Corporation, Ocean Park Hotels, Arlie & Company

Chapter 11 trustees in New Val Ford dba Magic Ford (formerly the nation's 5th largest Ford dealership), 21st Century Film Corporation, NSB Film Corporation, Georges Marciano; The Tulving Company

Court-appointed receiver in Mazda and Kia Superstores

Creditors' committees in Loews Cineplex Entertainment, B.U.M. International, The Boston Stores, Madison Associates (formerly Pannell Kerr Foster), C&R Clothiers



Linda F. Cantor (Cont.)

Programs and Lectures

ABI Winter Leadership Conference (issues arising in hotel bankruptcy cases);

ABI Southwest Bankruptcy Conference (post-confirmation/jurisdiction);

California Bankruptcy Forum (ethics matters)

Publications

"The Impact of Bankruptcy on Entertainment License Agreements: Protecting the Rights of Debtor Licensees," 19 *California Bankruptcy Journal* 225 (1991)

PACHULSKI
STANG
& ZIEHL
JONES



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Los Angeles, CA 90067-4003

Jason S. Pomerantz

Tel: 310.277.6910 | jspomerantz@pszjlaw.com

INDUSTRIES

Food Services/Hospitality

EDUCATION

University of California at
Los Angeles (B.A. 1988)

Loyola Law School, Los
Angeles (J.D. 1991)

BAR AND COURT ADMISSIONS

1991, California

CLERKSHIPS

Law clerk, Judge David N.
Naugle (Bankr. C.D. Cal.)

Mr. Pomerantz has substantial experience representing debtors, unsecured creditors, secured creditors, trustees, and creditors' committees in chapter 11 reorganization cases, chapter 7 cases, and in related litigation in both state and federal court. Mr. Pomerantz also has an active creditors' committee practice, having represented the creditors' committees in Glazed Investments (Krispy Kreme), Commissary Operations, Tom's Foods, Empire Beef and Souper Salad. Mr. Pomerantz's practice is generally focused on middle-market companies with annual revenues ranging from \$25 - \$300 million. Mr. Pomerantz frequently speaks and writes for various national credit associations, including Credit Research Foundation and the National Association of Professional Employer Organizations. Mr. Pomerantz is a graduate of UCLA and received his J.D. from Loyola Law School in Los Angeles. Mr. Pomerantz is admitted to practice in California, and is a resident in our Los Angeles office.

Representations

Chapter 7 and chapter 11 trustees

Creditors' committees: Circuit City; Tom's Foods; Glazed Investments (Krispy Kreme); Empire Beef; Souper Salad; Commissary Operations


Postconfirmation matters in Woodside Homes; Ownit Mortgage Solutions; Foss Manufacturing; General Cinemas; Plainwell; Drake Acquisition (Foster & Gallagher), Key3 Media; Country Home Bakers; Murray Inc.; Organized Living; Bugle Boy Industries

Programs and Lectures

Credit Research Foundation, National Ass'n of Professional Employer Organizations (NAPEO), National Association of Credit Management (NACM)(Foodservice Group, Nursing Home Group, Transportation Revenue Management Group), Credit Managers Ass'n (CMA)

PACHULSKI

STANG

 ZIEHL
JONES

Jason S. Pomerantz (Cont.)

Publications

"Some Revisions to the Bankruptcy Code Offer PEOs Leverage in the Bankruptcy Process," *PEO Insider* (Nov. 2005).

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 10100 Santa Monica Boulevard, 13th Floor, Los Angeles, California 90067

A true and correct copy of the foregoing document **DECLARATION OF LINDA F. CANTOR IN SUPPORT OF APPLICATION OF THE CHAPTER 7 TRUSTEE FOR THE TULVING COMPANY, INC., FOR ORDER APPROVING EMPLOYMENT OF PACHULSKI STANG ZIEHL & JONES LLP AS GENERAL BANKRUPTCY COUNSEL TO THE TRUSTEE NUNC PRO TUNC TO MAY 22, 2014** 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 June 12, 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 June 12, 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.

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 June 12, 2014, 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.

Via Federal Express

The Honorable Erithe A. Smith
United States Bankruptcy Court
Central District of California
Ronald Reagan Federal Building and Courthouse
411 West Fourth Street, Suite 5040 / Courtroom 5A
Santa Ana, CA 92701-4593

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.

June 12, 2014
Date

Janice G. Washington
Printed Name

/s/ Janice G. Washington
Signature

1 **1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):**

2 **8:14-bk-11492-ES Notice will be electronically mailed to:**

3 Andrew S Bisom on behalf of Debtor The Tulving Company Inc
abisom@bisomlaw.com

4 Candice Bryner on behalf of Interested Party Candice Bryner
candice@brynerlaw.com

6 Philip Burkhardt on behalf of Other Professional Karen Duddleston
phil@burkhardtandlarson.com, stacey@burkhardtandlarson.com

7 Stephen L Burton on behalf of Attorney Stephen L. Burton
8 steveburtonlaw@aol.com

9 Linda F Cantor, ESQ on behalf of Other Professional Pachulski Stang Ziehl & Jones LLP
lcantor@pszjlaw.com, lcantor@pszjlaw.com

10 Linda F Cantor, ESQ on behalf of Trustee R. Todd Neilson (TR)
11 lcantor@pszjlaw.com, lcantor@pszjlaw.com

12 David L Gibbs on behalf of Creditor Kenneth W Stach
david.gibbs@gibbslaw.com, ecf@gibbslaw.com

13 Nancy S Goldenberg on behalf of U.S. Trustee United States Trustee (SA)
14 nancy.goldenberg@usdoj.gov

15 Lawrence J Hilton on behalf of Creditor Jeffrey Roth
lhilton@oneil-llp.com, ssimmons@oneil-llp.com;kdonahue@oneil-llp.com

16 John H Kim on behalf of Creditor Ford Motor Credit Company LLC
17 jkim@cookseylaw.com

18 Elizabeth A Lossing on behalf of U.S. Trustee United States Trustee (SA)
elizabeth.lossing@usdoj.gov

19 R. Todd Neilson (TR)
20 tneilson@brg-expert.com, sgreenan@brg-expert.com;tneilson@ecf.epiqsystems.com;ntroszak@brg-
expert.com

21 Jason S Pomerantz on behalf of Trustee R. Todd Neilson (TR)
22 jspomerantz@pszjlaw.com, jspomerantz@pszjlaw.com

23 Nanette D Sanders on behalf of Creditor Levon Gugasian
becky@ringstadlaw.com

24 United States Trustee (SA)
25 ustpreion16.sa.ecf@usdoj.gov

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

2 ***Debtor***

3 **The Tulving Company Inc**

4 P.O. Box 6200

5 Newport Beach, CA 92658

6 ***Counsel for Debtor***

7 **Andrew S Bisom**

8 The Bisom Law Group

9 8001 Irvine Center Drive, Ste. 1170

10 Irvine, CA 92618

11 ***Trustee***

12 **R. Todd Neilson (TR)**

13 BRG, LLP

14 2049 Century Park East

15 Suite 2525

16 Los Angeles, CA 90067

17 ***U.S. Trustee***

18 **United States Trustee (SA)**

19 411 W Fourth St., Suite 9041

20 Santa Ana, CA 92701-4593

21 ***Counsel for U.S. Trustee***

22 **Nancy S Goldenberg**

23 411 W Fourth St Ste 9041

24 Santa Ana, CA 92701-8000

25 ***Laurence P Nokes on behalf of Interested Party John Frankel***

26 Nokes & Quinn

27 410 Broadway St Ste 200

28 Laguna Beach, CA 92651

Accountants for Landlord

Brent Murdoch

Murdoch & Morris, LLP

114 Pacifica, Ste. 320

Irvine, CA 92618

Interested Party

Frye & Hsieh

Douglas J Frye Esquire

24955 Pacific Coast Highway # A201

Malibu, CA 90265