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Honorable Christopher M. Alston  
Chapter 11  
Hearing Location: Seattle, Rm. 7206  
Hearing Date: Wednesday, March 13, 2019  
Hearing Time: 9:30 a.m.  
Response Date: March 4, 2019

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6  
7 UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF WASHINGTON  
8 AT SEATTLE

9 In re:  
10 NORTHWEST TERRITORIAL MINT, LLC,  
11 Debtor.

Case No. 16-11767-CMA  
SECOND SUPPLEMENTAL REPLY  
DECLARATION OF MARK CALVERT IN  
SUPPORT OF FEE APPLICATIONS OF  
CHAPTER 11 TRUSTEE AND TRUSTEE'S  
PROFESSIONALS

12  
13 Mark Calvert declares as follows:

14 1. I am the Chapter 11 Trustee of Northwest Territorial Mint, LLC ("NWTM" or  
15 "Debtor"). I am over eighteen (18) years of age and I am competent in all ways to testify. Unless  
16 otherwise stated herein, the following declaration is based on my personal knowledge. I submit this  
17 Declaration in Support of the Trustee's First Application for Compensation (Dkt. No. 1926) (the  
18 "Trustee Application"); the First Application for Compensation of Cascade Capital Group LLC as  
19 Accountants for the Chapter 11 Trustee (Dkt. No. 1924) (the "Cascade Application"); and K&L  
20 Gates LLP Application for Compensation (Dkt. No. 1928) (the "K&L Gates Application," and  
21 together with the Trustee's Application and the Cascade Application, the "Fee Applications").

22 2. This declaration supplements my Supplemental Reply Declaration of Mark Calvert in  
23 Support of Fee Applications of Chapter 11 Trustee and Trustee's Professionals [Dkt. 2016].

24 3. The Court asked me to explain why I hired Bill Atalla ("Atalla") as the Chief  
25 Executive Officer of NWTM. At the time Bill Atalla was hired the goal for this case was to

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1 reorganize the Debtor, and such a reorganization was dependent on a growth in sales. Accordingly, I  
2 deemed it necessary to retain a sales-oriented CEO. Atalla was referred to me by Connie Hoff's  
3 attorney, who represented to me that Atalla was an individual that could help grow sales  
4 significantly. Connie Hoff was the landlord of the Dayton, Nevada, facility and was the previous  
5 owner of Medallic Art Company. Thus, she had the knowledge and experience to know what the  
6 debtor needed in terms of a sales oriented CEO.

7 I had no prior relationship with Atalla or Connie Hoff's attorney before interviewing and  
8 hiring Atalla. I completed an interview of Atalla, and Atalla was confident about his skill set and  
9 represented his ability to significantly grow sales in a difficult environment. He touted his network  
10 and ability to bring in projects from larger financial institutions. In addition he provided proposed  
11 sales forecasts far in excess of what would be needed to make the plan of reorganization feasible. I  
12 recommended that the Unsecured Creditors' Committee (the "Committee") also interview him. The  
13 Committee and another turnaround professional known to the Court, who I understand interviewed  
14 to advise the Committee on financial matters, interviewed Atalla as well. That professional also  
15 recommended the hiring of Atalla. The Committee agreed with the retention of Atalla as a sales  
16 oriented CEO.

17 In recognition of the fact that sales growth could be difficult until NWTM emerged from  
18 bankruptcy, and that lack of sales growth would impact creditor recovery, Atalla's compensation  
19 structure was based primarily on the growth of sales. NWTM was profitable when Atalla was hired,  
20 but reorganization on terms that would provide a dividend to creditors required growth in sales.  
21 Again, Atalla expressed confidence in hitting sales targets and realizing his growth in sales based  
22 bonus. The fact of the matter is he did not earn any of his bonus compensation. After approximately  
23 six months, it became clear that Atalla was not able to grow sales as he represented to the Trustee  
24 and the Committee, the negative press and bankruptcy head wind proved to be more than he  
25 anticipated. More specifically Atalla was failing his assigned duties in the following ways: 1) he was  
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1 not growing sales; 2) he didn't grow his sales team; and 3) he terminated the head sales person for  
2 the Medallic Arts Company products. The termination of a 18 year experienced sale person was  
3 particularly damaging because Atalla did not take into consideration that she did not have a non-  
4 compete agreement and could and did go work for a competitor, which caused a material reduction  
5 in sales as a result.

6 4. The Court asked me to identify all payments to Cascade Capital Group ("CCG"), and  
7 to identify any loans made by CCG to the estate, and to explain why CCG was reimbursed without  
8 court approval. As was described in my prior Supplemental Declaration in Support of Fee  
9 Applications of Chapter 11 Trustee and Trustee's Professionals for Continued Hearing on  
10 February 1, 2019 at Dkt. 1982, CCG processed reimbursements of certain expenses of the Trustee.  
11 These Trustee expenses, principally travel expenses for the ordinary business travel of the Trustee  
12 were paid through a credit card jointly in the name of Cascade and the Trustee personally. These  
13 expenses total \$32,389.66 (including a \$10,000 bond premium payment made by check) and are  
14 detailed at Exhibits B and D of Dkt. 1982. In my prior supplemental declaration at paragraph 19, I  
15 described disbursements made to Ms. Jody Cannady (now Quick) on account of fully accounted for  
16 petty cash used in the estate's business. **These were previously disclosed** in the Monthly Financial  
17 Report, these payments were disclosed on the UST14 as a payable to Cascade Capital Group and  
18 described generally as Trustee Reimbursements, Trustee Fees or Reimbursements. They were  
19 reflected as payments to Cascade Capital Group because I used a Cascade Capital Group credit card  
20 with my personal name on it to make the charges. A list of the payments showing how they were  
21 described in the Monthly Financial Reports is attached as Exhibit A.

22 In July, 2017 I paid Raymond Crook for travel and expert testimony regarding the Hoff's and  
23 roof issue in the amount of \$1,385.60. In July the lowest cash balance for NWTM was \$250K. This  
24 was not a cash flow issue for payment. It may have been a timing of payment issue. NWTM used  
25 Bill.com to pay all bills and for first time vendors process times were up to 10 days. I cannot say if  
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1 that was the reasoning for certain, but it was a possibility. The Trustee paid Raymond Crook (RPC  
2 Roofing) August 16<sup>th</sup>, 2017 and NWTM reimbursed CCG same day. So, it leads me to believe it was  
3 a timing of payment issue with the vendor.

4 In December, 2017 I set up the move for the Kent office and ordered storage pods for items  
5 to be moved. POD, the company which provided the pods, required a Credit Card deposit and  
6 quoted \$1997.64. At that time NWTM did not have a debit card which had been cancelled due to  
7 potential fraud on the account and we did not have one re-issued due to the company closing down.  
8 NWTM reimbursed CCG the amount quoted by POD that was pending on the credit card. Again,  
9 this was not a cash issue, but was simply a result of the vendor requirement that payment be made by  
10 credit card.

11 On December 27, 2017, ABC Cleanup was engaged for the dumpster rental and required a credit  
12 card deposit. Again, NWTM did not have a debit card to do this. Once the dumpster was picked up,  
13 ABC Cleanup automatically charged the CCG credit card for the remaining balance, they would not  
14 accept a check for final payment. Once the final charge was made CCG refunded the difference  
15 between what NWTM paid CCG for the original deposit and the total amount of the dumpster rental.  
16 The final charge by ABC Cleanup was on January 9, 2018, and the CCG refunded NWTM same day  
17 for \$611.24. Over this time period of two weeks the lowest cash balance for NWTM was \$47,000.  
18 This was not a cash flow issue, it was the fact that the vendor would only accept credit card  
19 payment.

20 On February 1<sup>st</sup>, 2018, I received a call from Dayton stating they received a notice from Lyon  
21 County Utilities that the electric service would be shut off if not paid immediately. I called Lyon  
22 County immediately and they would only take credit card over the phone and payment via check  
23 would be too late and power would be shut off. They would not extend the shut off date so I was  
24 forced to use the CCG credit card again due to the fact the NWTM did not have a debit card. This  
25 was not a cash flow issue, at the date of payment NWTM had a cash balance of \$81,000. It was a  
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1 matter of urgency and no other option to pay. Due to the Kent move and the fact that the accounting  
2 staff for NWTM was down to one person, the invoice was missed and the accountant was unaware  
3 NWTM was late on payment to this extent.

4 On February 8<sup>th</sup>, 2018 NWTM had the locks changed at the Dayton facility immediately  
5 following an incident where three former employees had entered the building without permission in  
6 the evening. This was an immediate need for security and Alpine Lock came out immediately, but  
7 demanded credit card payment only. For this reason, I used the CCG credit card to facilitate the  
8 locks being changed to protect the assets of the estate. Due to security of NWTM this was urgent  
9 and could not wait for a check to be sent before the locks were changed. On the date Alpine Lock  
10 came out NWTM had a cash balance of \$69,000, so this was not a cash flow issue, but a matter of  
11 urgency and payment restrictions. NWTM reimbursed the Trustee same day.

12 In July, 2018 Denise Crites came to the Dayton facility to video the walkthrough with the  
13 landlord to have it documented due to issues in the past. I was present in Dayton and Denise Crite's  
14 services needed to be paid same day. All checks are kept in Washington, so the only option of  
15 payment was the CCG credit card due to the fact that NWTM did not have a debit card. NWTM had  
16 a cash balance of \$2.9 million at the time of payment, so this was not a cash flow issue, but a matter  
17 of payment restrictions. All June, 2018 to present expenses for travel to Dayton to finish closing the  
18 plant and resolving environmental and lease issues have not been reimbursed by NWTM as of yet.

19 I did not consider myself to be advancing credit to NWTM but rather facilitating payment as  
20 employees commonly do in the ordinary course of a company's business.

21 5. The Court asked me to explain a payment to Atkins Intellectual Property in  
22 November, 2017. At the time of my previous declaration, I had not become aware of this payment.  
23 Accordingly, following the last hearing, I investigated why it had been made. I learned that Atkins  
24 Intellectual Property is a vendor used in the past for consultation with Greg Fullington, NWTM's in-  
25 house counsel, regarding copyright issues on coins sold through the NWTM store. In total \$1,725

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1 was paid . \$1,620 was paid in October, 2016. \$70 was paid in December, 2016, and \$35 was paid in  
2 November, 2016. Greg Fullington used the same firm in the past to address if NWTM was legally  
3 selling copyrighted coins. I learned that Greg Fullington consulted with Atkins Intellectual Property  
4 to determine if there were copyright issues related to the sale of Alcoholic Anonymous (“AA”)  
5 Coins. I was not aware that these amounts had been paid through the normal reimbursement process  
6 for expenses of NWTM.

7 I am unaware of any other payments made to attorneys or accountants that have not been  
8 previously disclosed.

9 6. The Court asked that I explain a payment in the approximate amount of \$500,000  
10 made to Charles Masoner in the 90 days prior to the petition date and why it was not pursued as a  
11 preferential transfer. The payment, \$500,935.60, was made on March 8<sup>th</sup>, 2016 based on a February  
12 12, 2016 purchase order. Based on past practice, this is the date when Charles Masoner either came  
13 in the office or the date he called with the detail of what he wanted to sell to NWTM. Charles  
14 Masoner sold Gold Canadian Maple Leaf coins to NWTM. No check was issued until product was  
15 received and valued. With no address in the system for Charles, I believe that he came in to the  
16 Federal Way office with the product. In other words, this was a contemporaneous and ordinary  
17 course purchase of gold by NWTM.

18 7. The Court asked that I provide copies of grand jury subpoenas I received over the  
19 course of this proceeding. I received eight in total. The United States Attorney’s office has  
20 requested that I submit these for in-camera review, and not file them publically. I will provide these  
21 subpoenas to the Court for in-camera review.

22 8. The Court asked what inventory was sold that was discussed with the Committee as  
23 reflected in May, 2016, Committee minutes. Attached hereto as Exhibit B is detail related to the  
24 inventory sales from the Federal Way vault and showroom. The sales of this inventory, primarily  
25 numismatics, was in the ordinary course of NWTM’s business which is why they are not listed on  
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1 the UST-17. NWTM continued the business of buying and selling numismatics during the  
2 bankruptcy case. The cash receipts are reflected in the Monthly Operating Reports. In 2016, I closed  
3 NWTM's operation in Federal Way, Washington, which left NWTM with an excess of inventory in  
4 Washington. NWTM continued to sell numismatics through its store in Auburn, Washington and  
5 Dayton, Nevada. Rather than shipping all of this inventory to Dayton to be sold through the store in  
6 that location, I elected to sell the inventory to coin dealers in Washington as I believe it was in the  
7 best interest of the estate to maximize the recovery accordingly.

8 9. The Court asked me to explain a reference to a spectrometer being sold which appears  
9 in the Committee's minutes from February, 2017. I was not aware of the sale which took place in  
10 August, 2016 until after it had been concluded. When I heard a spectrometer had been sold, I asked  
11 Paul Wagner who informed me that to the best of his recollection, the owner of the Renton Coin  
12 Shop, who was in the office, offered to purchase it, and did so for, to the best of my recollection,  
13 approximately \$4,000. When I asked about it, I was informed by Paul Wagner that the spectrometer  
14 was approximately 10 years old and not in working condition. At the February, 2017, I informed the  
15 Committee that I had learned the spectrometer had been sold, I informed the Committee that given  
16 the estate's relationship with the Renton Coin Shop, which was a customer of NWTM, I believed I  
17 could get it back if we thought it could be sold for a higher price. I had no reason to believe it was  
18 worth more than \$4,000 and I did not demand the return of the spectrometer.

19 10. The Court asked what is left to do in the case. As I informed the Court at the last  
20 hearing, the remaining tasks include liquidation of the remaining unsold "store" inventory, resolution  
21 of issues regarding the bullion and other property seized by the King County Sheriff (a motion  
22 should be pending by the time of the hearing on fee applications), settlement or pursuit of third party  
23 claims based on transfers made by Diane Erdmann, and payment of administrative claims.

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11. The Court requested all communications between myself and Richard Bressler from March 1, 2017 to the present. There are no such communications. While I tried to reach out to him and had a phone call, he requested that we work through his attorneys.

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

EXECUTED this 4th day of March 2019 at Seattle, Washington.

/s/ Mark Calvert  
Mark Calvert



**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 March 4, 2019, 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.

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 4th day of March, 2019 at Seattle, Washington.

/s/ Denise A. Lentz  
Denise A. Lentz

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# EXHIBIT A

**Northwest Territorial Mint  
Bankruptcy Case 16-11767CMA  
Trustee Reimbursements reported on MOR's**

<b>Date</b>	<b>Amount</b>	<b>Payee Discription</b>	<b>Description in MOR's</b>
12/30/2016	\$8,907.56	Transfer	Transfer
3/2/2017	\$954.40	CascadeCapital Group	Reimburse Trustee trip to Dayton
4/28/2017	\$12,821.27	CascadeCapital Group	Trustee Fees
7/1/2017	\$1,983.35	CascadeCapital Group	Trustee Reimb for Travel
8/16/2017	\$1,385.60	CascadeCapital Group	AP Vendor Paid
9/18/2017	\$1,867.55	CascadeCapital Group	Reimb Travel to Dayton
12/20/2017	\$1,997.64	CascadeCapital Group	Reimb - Kent POD
1/26/2018	\$3,411.09	CascadeCapital Group	Corp Expense Reimb
2/1/2018	\$705.57	CascadeCapital Group	Utilities
2/8/2018	\$155.06	CascadeCapital Group	Repair & Maint

# EXHIBIT B

**Northwest Territorial Mint  
Bankruptcy Case 16-11767CMA  
Summary by Customer and Month  
Federal Way Vault and Showroom Items Sold in 2016**

<b>Order #</b>	<b>Customer Name</b>	<b>Date Shipped</b>	<b>Month and Year</b>	<b>Total Amount</b>
138740	SHOWROOM	4/11/16	Apr-16	\$2,985.10
139140	James Gochmansky	4/14/16	Apr-16	\$353.40
136338	JIH-CHU CHEN	4/15/16	Apr-16	\$549.90
136385	charles wright	4/26/16	Apr-16	\$45.00
138018	Joseph Gradwohl	4/26/16	Apr-16	\$278.06
138020	Larry Bugbee	4/26/16	Apr-16	\$2,591.36
138027	mitchell crowe	4/26/16	Apr-16	\$137.55
138040	Rahmel Chisholm	4/26/16	Apr-16	\$445.60
138048	Gregory Boulier	4/26/16	Apr-16	\$1,343.24
138062	Randy Hoople	4/26/16	Apr-16	\$214.53
138320	Mylanie Alvarado	4/26/16	Apr-16	\$50.23
138374	brendan barry	4/26/16	Apr-16	\$139.92
138752	DARRELL ANDERSON	4/26/16	Apr-16	\$5.40
138754	jeff dye	4/26/16	Apr-16	\$43.76
138763	William Hilst	4/26/16	Apr-16	\$3,409.60
138966	Britt Brown	4/26/16	Apr-16	\$104.90
139854	DAVID BROWNFIELD	4/26/16	Apr-16	\$228.28
140124	Paul Bagley	4/26/16	Apr-16	\$175.08
138022	JOHN FERRISO	4/27/16	Apr-16	\$1,631.35
138031	leo lua	4/27/16	Apr-16	\$31.62
138033	John J Hatala	4/27/16	Apr-16	\$158.50
138035	Jerry Hammond	4/27/16	Apr-16	\$1,404.13
138036	carlos alvarez	4/27/16	Apr-16	\$47.34
138037	daniel culp	4/27/16	Apr-16	\$4,827.00
138039	karl murashima	4/27/16	Apr-16	\$111.24
138049	David Radabaugh	4/27/16	Apr-16	\$23.64
138052	Lois Thadei	4/27/16	Apr-16	\$95.40
138053	Brenda Forbes	4/27/16	Apr-16	\$63.60
138058	Victor Dallari	4/27/16	Apr-16	\$9,676.62
138059	Craig Gilley	4/27/16	Apr-16	\$974.40
138069	Greg Majewski	4/27/16	Apr-16	\$158.20
138071	Anthony Aldino	4/27/16	Apr-16	\$193.80
138195	GERALD MACINTYRE	4/27/16	Apr-16	\$179.30
138313	Allen Martin	4/27/16	Apr-16	\$1,137.65
138317	Carter Priess	4/27/16	Apr-16	\$178.90

138372	Milan Lackovic	4/27/16	Apr-16	\$27.93
138373	Jeffrey Richards	4/27/16	Apr-16	\$96.06
138746	John Johnson	4/27/16	Apr-16	\$167.30
138757	jason martin	4/27/16	Apr-16	\$19.27
138762	Mark Davis	4/27/16	Apr-16	\$96.16
138764	shawn danley	4/27/16	Apr-16	\$56.40
138768	Clint Beck	4/27/16	Apr-16	\$56.28
138954	Jeremiah Dillon	4/27/16	Apr-16	\$234.22
139005	tyler izzard	4/27/16	Apr-16	\$65.51
140125	bart panesa	4/27/16	Apr-16	\$4,573.60
140345	Debbie Christianson	4/27/16	Apr-16	\$30.34
141279	SHOWROOM	5/6/16	May-16	\$220.83
142277	Employee Mint	5/17/16	May-16	\$70.00
142422	SALES SAMPLES	5/18/16	May-16	\$20.00
142509	FFRC Inc	5/21/16	May-16	\$303,459.65
143760	SHOWROOM	6/1/16	Jun-16	\$910.33
145308	alan howell	6/22/16	Jun-16	\$37.96
136300	Mark Voigt	6/29/16	Jun-16	\$44.00
142416	Employee Mint	6/29/16	Jun-16	\$195.76
138775	WALK IN CUSTOMER	7/5/16	Jul-16	\$1,828.00
144556	EMPLOYEE	7/5/16	Jul-16	\$728.00
145724	UPSTATE COIN & GOLD	7/5/16	Jul-16	\$141,493.92
146017	Paul Thompson	7/5/16	Jul-16	\$6,715.15
145552	Patriot Guard Riders of Washington State	7/6/16	Jul-16	\$1,722.50
146999	SHOWROOM	7/8/16	Jul-16	\$25.33
147288	SEATTLE COIN SHOP	7/12/16	Jul-16	\$79,738.97
146426	HALLMARK REFINING CORP	7/15/16	Jul-16	\$199,961.51
147914	EMPLOYEE PURCHASES	7/20/16	Jul-16	\$8.00
148724	UPSTATE COIN & GOLD	8/1/16	Aug-16	\$71,594.25
141279	SHOWROOM	8/3/16	Aug-16	\$239.85
147507	EMPLOYEE	8/4/16	Aug-16	\$7,684.93
148970	Employee Mint	8/4/16	Aug-16	\$135.35
149032	SEATTLE COIN SHOP	8/5/16	Aug-16	\$29,766.49
149106	WALK IN CUSTOMER	8/5/16	Aug-16	\$121.80
149332	DENNIS BOXX	8/9/16	Aug-16	\$6,427.74
149777	RENTON COIN SHOP, INC	8/15/16	Aug-16	\$104,506.08
148830	Paul Thompson	8/16/16	Aug-16	\$8,408.52
149034	HALLMARK REFINING CORP	8/16/16	Aug-16	\$91,087.81
150199	EMPLOYEE PURCHASES	8/24/16	Aug-16	\$402.20
150758	Zoe Caywood	9/15/16	Sep-16	\$30.00
150567	HALLMARK REFINING CORP	10/4/16	Oct-16	\$11,314.03
154274	Employee Mint	10/7/16	Oct-16	\$105.42
155641	A-MARK PRECIOUS METALS, INC	10/21/16	Oct-16	\$96,675.00
133638	SHOWROOM	10/25/16	Oct-16	\$20.00
79031	Employee Mint	11/1/16	Nov-16	\$15.00
91115	WALK IN CUSTOMER	11/1/16	Nov-16	\$128.84
66122	Richard Lovelace	11/2/16	Nov-16	\$168.38

106368	SHOWROOM	11/2/16	Nov-16	\$527.90
111923	US Submarine Veterans Bremerton Base	11/2/16	Nov-16	\$115.01
125461	Steven Johnson	11/2/16	Nov-16	\$20.00
134519	Robert La Valle	11/2/16	Nov-16	\$483.08
159273	JOHN J KONSBRUCK	12/1/16	Dec-16	\$45.62
162491	A-MARK PRECIOUS METALS, INC	12/13/16	Dec-16	\$55,950.00
161996	ARMED FORCES DEPOT	12/14/16	Dec-16	\$1,677.50
160311	ACQUA COINS	12/15/16	Dec-16	\$1,125.00
161965	EMPLOYEE PURCHASES	12/20/16	Dec-16	\$49.70
162734	Alpine Products	12/29/16	Dec-16	\$277.20

**Total**

**\$1,265,699.28**