

1 BRIAN L. DAVIDOFF (SBN 102654)
BDavidoff@GreenbergGlusker.com
2 KEITH PATRICK BANNER (SBN 259502)
KBanner@GreenbergGlusker.com
3 GREENBERG GLUSKER FIELDS CLAMAN
& MACHTINGER LLP
4 1900 Avenue of the Stars, 21st Floor
Los Angeles, California 90067-4590
5 Telephone: 310.553.3610
Fax: 310.553.0687

6 General Bankruptcy Counsel for
7 Debtor and Debtor in Possession

8
9 UNITED STATES BANKRUPTCY COURT
10 CENTRAL DISTRICT OF CALIFORNIA
11 LOS ANGELES DIVISION

12
13 In re:
14 B&B Liquidating, LLC,
15
16 Debtor and Debtor in Possession.

Case No. 2:18-bk-11744-NB

Chapter 11

**DECLARATION OF BRIAN LIPMAN IN
SUPPORT OF FIRST AND FINAL
APPLICATION OF CLEAR THINKING
GROUP LLC FOR APPROVAL OF
COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR
THE PERIOD OF FEBRUARY 16, 2018
THROUGH APRIL 8, 2018**

Hearing

Date: May 29, 2018

Time: 2:00 p.m.

Place: Courtroom 1545

255 E. Temple Street

Los Angeles, CA 90012

GREENBERG GLUSKER FIELDS CLAMAN
& MACHTINGER LLP
1900 Avenue of the Stars, 21st Floor
Los Angeles, California 90067-4590

1 I, Brian Lipman, being fully sworn, hereby declare that the following is true to the best of
2 my knowledge, information and belief:

3 1. I am the sole manager and sole member of B&B Liquidating, LLC, f/k/a B&B
4 Bachrach, LLC, a California limited liability company, the debtor and debtor in possession in the
5 above referenced chapter 11 case (the “Company” or the “Debtor”). Except as otherwise
6 indicated, all facts as set forth in this Declaration are based upon my personal knowledge and if I
7 were called to testify, I would and could testify competently to the facts set forth in this
8 Declaration.

9 2. I have reviewed the *First and Final Application of Clear Thinking Group LLC for*
10 *Approval of Compensation and Reimbursement of Expenses for the Period of February 16, 2018*
11 *Through April 8, 2018* [Docket No. 150] (the “CTG Final Fee Application”), filed by former
12 financial advisor to the Debtor, Clear Thinking Group LLC (“CTG”).

13 3. I do not have any objections to the CTG Final Fee Application and recommend the
14 payment of the fees and costs requested therein.

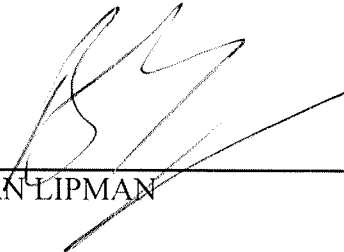
15 4. As detailed in the CTG Final Fee Application, on account of (i) the pre-petition
16 retainer paid to CTG in the amount of \$75,000.00; and (ii) the carve out of up to \$175,000.00
17 allocated to CTG from the senior lien of Siena Lending Group, LLC (“Siena”), which was agreed
18 to by Siena and Debtor in the *Stipulation Regarding Continuance of Financing of Debtor and*
19 *Debtor in Possession, Priority of Advances Made, Modification of the Automatic Stay and*
20 *Adequate Protection*, as amended, and agreed to by the Official Committee of Unsecured
21 Creditors in the *Second Amended Stipulation Regarding Continuance of Financing of Debtor and*
22 *Debtor in Possession, Priority of Advances Made, Modification of the Automatic Stay and*
23 *Adequate Protection* [Docket No. 141] (as amended, the “Financing Stipulation”), there are
24 sufficient funds available to pay the fees and costs requested in the CTG Final Fee Application.

25 (Signature Page Follows)

GREENBERG GLUSKER FIELDS CLAMAN
& MACHTINGER LLP
1900 Avenue of the Stars, 21st Floor
Los Angeles, California 90067-4590

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed at Los Angeles, California on this 1st day of May 2018.



BRIAN LIPMAN

**GREENBERG GLUSKER FIELDS CLAMAN
& MACHTINGER LLP**
1900 Avenue of the Stars, 21st Floor
Los Angeles, California 90067-4590

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:
1900 Avenue of the Stars, 21st Fl. Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled (*specify*): **DECLARATION OF BRIAN LIPMAN IN SUPPORT OF FIRST AND FINAL APPLICATION OF CLEAR THINKING GROUP LLC FOR APPROVAL OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF FEBRUARY 16, 2018 THROUGH APRIL 8, 2018** 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 2, 2018, 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:

- Brian L Davidoff bdavidoff@greenbergglusker.com, calendar@greenbergglusker.com;jking@greenbergglusker.com
- John P Dillman houston_bankruptcy@publicans.com
- Brian D Huben hubenb@ballardspahr.com, carolod@ballardspahr.com
- Dare Law dare.law@usdoj.gov, Kenneth.g.lau@usdoj.gov,Alvin.mar@usdoj.gov,ron.maroko@usdoj.gov
- Michael E McCarthy michael.mccarthy@troutmansanders.com, christina.lopez@troutmansanders.com;anabel.pineda@troutmansanders.com
- Leo D Plotkin lplotkin@lsl-la.com, hpetrilli@lsl-la.com;dsmall@lsl-la.com
- Hamid R Rafatjoo hrafatjoo@raineslaw.com, bclark@raineslaw.com;cwilliams@raineslaw.com
- Ronald M Tucker rtucker@simon.com, cmartin@simon.com;psummers@simon.com;Bankruptcy@simon.com
- United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov
- Elizabeth Weller dallas.bankruptcy@publicans.com

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) May 2, 2018, 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.

See Noticing Agent's separate Certificate of Service

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*) May 2, 2018, 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.

See Noticing Agent's separate Certificate of Service

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 2, 2018

Julie King

/s/ Julie King

Date

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.