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**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SAN FERNANDO VALLEY DIVISION**

In re) Case No. 1:09-bk-13356-KT
)
MERUELO MADDUX) Chapter 11
PROPERTIES, INC., et al.¹)
) (Jointly Administered)
Debtors and Debtors-in-)
Possession.) **NOTICE OF (A) PLAN CONFIRMATION
) HEARING AND (B) OBJECTION AND VOTING
) DEADLINES REGARDING THE PLANS OF
) REORGANIZATION PROPOSED BY:**
_____)
) **[1] CHARLESTOWN CAPITAL ADVISORS,
) LLC / HARTLAND ASSET MANAGEMENT
) CORPORATION;**
 Affects all Debtors)
 Affects the following Debtor(s):) **[2] LEGENDARY INVESTORS GROUP NO. 1,
) LLC / EAST WEST BANK; AND**
) **[3] MERUELO MADDUX PROPERTIES, INC.
) ET AL.**
_____)
_____)

¹ Pursuant to an order of the Court, this case is being jointly administered with 53 chapter 11 cases filed by affiliated entities. The affiliated case numbers are as follows: 1:09-bk-13338-KT; 1:09-bk-13358-KT; 1:09-bk-13359-KT; 1:09-bk-13360-KT; 1:09-bk-13361-KT; 1:09-bk-13362-KT; 1:09-bk-13363-KT; 1:09-bk-13364-KT; 1:09-bk-13365-KT; 1:09-bk-13366-KT; 1:09-bk-13367-KT; 1:09-bk-13368-KT; 1:09-bk-13369-KT; 1:09-bk-13370-KT; 1:09-bk-13371-KT; 1:09-bk-13372-KT; 1:09-bk-13373-KT; 1:09-bk-13374-KT; 1:09-bk-13375-KT; 1:09-bk-13376-KT; 1:09-bk-13377-KT; 1:09-bk-13378-KT; 1:09-bk-13379-KT; 1:09-bk-13380-KT; 1:09-bk-13381-KT; 1:09-bk-13382-KT; 1:09-bk-13383-KT; 1:09-bk-13384-KT; 1:09-bk-13385-KT; 1:09-bk-13386-KT; 1:09-bk-13387-KT; 1:09-bk-13388-KT; 1:09-bk-13389-KT; 1:09-bk-13390-KT; 1:09-bk-13391-KT; 1:09-bk-13392-KT; 1:09-bk-13393-KT; 1:09-bk-13394-KT; 1:09-bk-13395-KT; 1:09-bk-13396-KT; 1:09-bk-13397-KT; 1:09-bk-13398-KT; 1:09-bk-13399-KT; 1:09-bk-13400-KT; 1:09-bk-13401-KT; 1:09-bk-13402-KT; 1:09-bk-13403-KT; 1:09-bk-13404-KT; 1:09-bk-13405-KT; 1:09-bk-13406-KT; 1:09-bk-13407-KT; 1:09-bk-13434-KT; and 1:09-bk-13439-KT.

1 **TO ALL HOLDERS OF CLAIMS AGAINST, AND HOLDERS OF EQUITY INTERESTS**
2 **IN, THE ABOVE-REFERENCED DEBTORS AND ALL OTHER PARTIES IN INTEREST**
3 **IN THE ABOVE-CAPTIONED CHAPTER 11 CASES:**

3 **Voting Deadline**

4 **Date: November 22, 2010**
5 **Time: 4:00 p.m. Pacific Time**

3 **Confirmation Hearing**

4 **Date: January 26, 2011**
5 **Time: 9:30 a.m.**
6 **Ctrm: Courtroom 301**
7 **21041 Burbank Blvd.**
8 **Woodland Hills, CA**

7 **PLEASE TAKE NOTICE that:**

8 On October 14, 2010, Charlestown Capital Advisors, LLC and Hartland Asset Management
9 Corporation (collectively, “Charlestown/Hartland”) filed their *Fourth Amended Chapter 11 Plan of*
10 *Reorganization Dated October 14, 2010*, and their *Disclosure Statement Describing Fourth*
11 *Amended Chapter 11 Plan of Reorganization Dated October 14, 2010* (the “Charlestown Plan”);

12 On October 14, 2010, Legendary Investors Group No. 1, LLC and East West Bank
13 (collectively “Legendary/EWB”) filed their *Modified Second Amended Joint Chapter 11 Plan of*
14 *Reorganization Dated September 3, 2010*, and their *Disclosure Statement Describing Modified*
15 *Second Amended Joint Chapter 11 Plan of Reorganization Dated September 3, 2010* (the
16 “Legendary/EWB Plan”); and

17 On October 14, 2010, Meruelo Maddux Properties, Inc. (“MMPI”), and 53 of its direct and
18 indirect subsidiaries (collectively, “MMPI”) filed their *Fourth Amended Joint Plan of*
19 *Reorganization of Meruelo Maddux Properties, Inc., et al. Dated September 20, 2010*, and *Fourth*
20 *Amended Disclosure Statement Describing Fourth Amended Joint Plan of Reorganization of*
21 *Meruelo Maddux Properties, Inc., et al. Dated September 20, 2010* (the “MMPI Plan”).

22 **PLEASE TAKE FURTHER NOTICE THAT** on October 15 and 19, 2010, the
23 Bankruptcy Court entered orders approving the Disclosure Statements accompanying the Plans
24 filed by Charlestown/Hartland, Legendary/EWB and MMPI et al. (collectively, the “Plan
25 Proponents”).

26 **PLEASE TAKE FURTHER NOTICE THAT** on October 19, 2010, the Bankruptcy
27 Court entered orders (i) approving certain procedures for distribution of materials relating to the
28 three Plans and Disclosure Statements proposed by the Plan Proponents (“Solicitation Materials”),

1 (ii) establishing the “record date” for determining which holders of the Debtors’ equity interests
2 and holders of claims against the Debtors are entitled to receive the Solicitation Materials,
3 (iii) approving the form of ballots, (iv) approving procedures for soliciting, receiving and tabulating
4 votes on the Plan, (v) approving the form of certain notices, including this Notice, and
5 (vi) establishing deadlines regarding transmission of the Solicitation Materials, actual receipt of
6 votes/ballots, and objections to confirmation.

7 **PLEASE TAKE FURTHER NOTICE THAT** the Plan Proponents, through the Balloting
8 Agent, are soliciting acceptances of the Plan from holders of claims and equity interests that are
9 entitled to vote on the Plans. The Bankruptcy Court can confirm a Plan if it is accepted by the
10 holders of at least two-thirds in amount and more than one-half in number of the claims for classes
11 of claims or two-thirds in amount of the interests for classes of interests in each impaired class who
12 vote on the Plan and if the Plan otherwise satisfies the applicable requirements of Section 1129(a)
13 of the Bankruptcy Code. If the prerequisite acceptances are not obtained, the Bankruptcy Court
14 nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment
15 to, and does not unfairly discriminate against, each Class rejecting the Plan and (b) otherwise
16 satisfies the requirements of Section 1129(b) of the Bankruptcy Code. The Bankruptcy Court may
17 confirm only one Plan in each of these cases. In the event that the Bankruptcy Court determines
18 that more than one of the Plans is confirmable, the Court will take into account the preferences of
19 creditors and interest holders in determining which Plan to confirm. **If any of the three Plans are**
20 **confirmed by the Bankruptcy Court, the terms of the confirmed Plan will be binding on all**
21 **holders of claims and equity interests regardless of whether or not a particular holder voted**
22 **or affirmatively voted to reject the confirmed Plan.**

23 **PLEASE TAKE FURTHER NOTICE THAT** the hearing to consider confirmation of the
24 three Plans (“Confirmation Hearing”) will commence at **9:30 a.m. prevailing Pacific Time on**
25 **January 26, 2011**, before the Honorable Victoria Kaufman, United States Bankruptcy Judge, in the
26 United States Bankruptcy Court for the Central District of California, San Fernando Valley
27 Division, in Courtroom 301, located at 21041 Burbank Blvd., Woodland Hills, California 91367.
28 The Confirmation Hearing may be continued from time to time by the Bankruptcy Court or by the

1 Plan Proponents without further notice other than by announcement in open court or by a notice of
2 continuance filed with the Bankruptcy Court and served on such parties as the Bankruptcy Court
3 may order. Moreover, the Plans may be modified or amended, if necessary, pursuant to Section
4 1127 of the Bankruptcy Code, prior to, during or as a result of the Confirmation Hearing without
5 further notice to parties in interest.

6 7 **RECORD DATE FOR HOLDERS OF CLAIMS AND INTERESTS**

8 The Record Date is the date established by the Bankruptcy Court for determining which
9 holders of claims and interests are entitled to receive a Solicitation Package and vote on the three
10 Plans and to receive distributions under the confirmed Plan to the extent such holder's claim or
11 interest is Allowed. The Record Date is October 8, 2010 for all classes of Claims and Interests.

12 13 **VOTING DEADLINE**

14 The Deadline for voting on the three Plans is **4:00 p.m. prevailing Pacific Time on**
15 **November 22, 2010** (the "Voting Deadline"). If you hold a Claim against or equity interest in the
16 Debtors as of the Record Date and are a member of a Class that is entitled to vote to accept or reject
17 one or more of the three Plans, you should have received a Ballot applicable to your Class and
18 corresponding voting instructions along with this Notice. For your vote to be counted, you must:
19 (a) follow such voting instructions carefully, (b) complete all the required information on the
20 Ballot, and (c) sign, date and return your completed Ballot to the address provided on the Ballot
21 according to and as set forth in detail in the voting instructions and on the Ballot on or before the
22 Voting Deadline. A failure to follow such instructions may disqualify your vote.

23 24 **CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN**

25 The deadline for filing objections to the confirmation of any of the three Plans is **December**
26 **23, 2010** ("Plan Objection Deadline"). Any objection to confirmation of one (or more) of the three
27 Plans must: (i) be in writing; (ii) conform to the Bankruptcy Rules and Local Bankruptcy Rules;
28 (iii) state the name and address of the objecting party and the amount and nature of the Claim or

1 Interest of such entity; (iv) state with particularity the basis and nature of any objection to the
2 particular Plan; and (v) be filed with the bankruptcy Court and served so that it is *actually received*
3 no later than the Plan Objection Deadline by the following parties: (1) the Office of the United
4 States Trustee, Attn: Jennifer L. Braun, Esq., 21051 Warner Center Lane, Suite 115, Woodland
5 Hills, CA 91367; (2) counsel for the Debtors, John N. Tedford, IV, Esq., Danning, Gill, Diamond
6 & Kollitz, LLP, 2029 Century Park East, Third Floor, Los Angeles, CA 90067; (3) counsel for the
7 Official Committee of Unsecured Creditors, Dean G. Rallis Jr., Esq., Sulmeyer Kupetz, 333 S.
8 Hope St., 35th Floor, Los Angeles, CA 90071; (4) counsel for the Official Committee of Equity
9 Interest Holders, Ronald Orr & Professionals, Inc., Ronald S. Orr, 578 Washington Blvd., #389,
10 Marina Del Rey, CA 90292; (5) counsel for Legendary/EWB, Jeremy V. Richards, Esq., Pachulski
11 Stang Ziehl & Jones LLP, 10100 Santa Monica Blvd, 11th Floor, Los Angeles, CA 90067 and
12 Elmer Dean Martin III, Esq., 22632 Golden Springs Dr., Suite 190, Diamond Bar, CA 91765; and
13 (6) counsel for Charlestown/Hartland, Christopher E. Prince, Esq., Lesnick Prince LLP, 185 Pier
14 Avenue, Suite 103, Santa Monica, CA 90405.

15 OBJECTIONS TO CONFIRMATION OF THE PLANS NOT TIMELY FILED AND
16 SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE
17 BANKRUPTCY COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.

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19 **ADDITIONAL INFORMATION**

20 If you would like to obtain a copy of the Solicitation Package (excluding ballots) or have
21 questions regarding the procedures and requirements for objecting to the Plan, you may contact:

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Meruelo Maddux Ballot Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Ave
El Segundo, CA 90245
Facsimile – 310-751-1557
Email – KCC_MerueloMaddux@kccllc.com
Telephone - 877-565-8219

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1 You may also obtain copies of the Solicitation Package at <http://www.kcc.llc.net/MMPI>.
2 You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at
3 <https://ecf.cacb.uscourts.gov/>.

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5 Dated: October 22, 2010

LESNICK PRINCE LLP

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7
8 By: 

Christopher E. Prince
Attorneys for Charlestown Capital Advisors, LLC and
Hartland Asset Management Corporation

9
10 Dated: October 22, 2010

PACHULSKI STANG ZIEHL & JONES LLP

11
12
13 By: 

Jeremy V. Richards
Attorneys for Legendary Investors Group No. 1,
LLC

14
15
16 Dated: October 22, 2010

LAW OFFICES OF ELMER DEAN MARTIN III

17
18
19 By: 

Elmer Dean Martin III
Attorneys for East West Bank

20
21 Dated: October 22, 2010

DANNING, GILL, DIAMOND & KOLLITZ, LLP

22
23
24 By: 

John N. Tedford, IV
Attorneys for Meruelo Maddux Properties, Inc.,
and its subsidiaries

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26
27
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