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6  
7 [Proposed] Reorganization Attorneys  
for Bay Area Financial Corporation

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9 **UNITED STATES BANKRUPTCY COURT**  
10 **CENTRAL DISTRICT OF CALIFORNIA**  
11 **[LOS ANGELES DIVISION]**

12 In re ) CASE NO.: 2:13-bk-38974-TD  
13 )  
14 **BAY AREA FINANCIAL CORPORATION,** ) Chapter 11  
15 )  
16 Debtor, ) **AMENDMENT TO DEBTOR AND**  
17 ) **DEBTOR IN POSSESSION'S**  
18 ) **APPLICATION TO EMPLOY**  
19 ) **KELLER WILLIAMS ESTATE**  
20 ) **PROPERTIES CALABASAS;**  
21 ) **DECLARATION OF PROPOSED**  
22 ) **AGENT IN SUPPORT THEREOF**  
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19 TO THE HONORABLE THOMAS DONAHUE, UNITED STATES BANKRUPTCY  
20 JUDGE, AND ALL INTERESTED PARTIES:

21  
22 On January 21, 2014 Debtor and Debtor in Possession, Bay Area Financial Corporation,  
23 (“Debtor”) filed its application to employ (“Application”) Keller Williams Estate Properties Calabasas  
24 (“Agent”) as its real estate agent for purposes of marketing and selling the real property located at  
25 5734 Ostin Ave, Woodland Hills, California 91367 (the “Property”).

26 Subsequent to the filing of the Application the Debtor met with the Official Unsecured  
27 Creditors Committee of Bay Area Financial Corporation (“Committee”) regarding the retention of the  
28 Agent. Based on the discussions with the Committee, the Agent has agreed to reduce the percentage

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1 of her commission to 4% in the event the buyer does not have its own agent on the sales transaction. If  
2 there is an agent representing the buyer, the commission will remain at 5%.

3 Further, the Debtor supplements its application with the Addendum which is attached hereto  
4 and incorporated herein by reference as Exhibit "A" and made a part of the Application.

5 Dated: January 28, 2014

CREIM MACIAS KOENIG & FREY LLP

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9 By: Stuart I. Koenig  
10 [Proposed] Reorganization Counsel for Debtor  
11 and Debtor in Possession  
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**EXHIBIT "A"**

**ADDENDUM TO RESIDENTIAL LISTING AGREEMENT**  
(Property Located at 5734 Ostin Ave, Woodland Hills, California 91367)

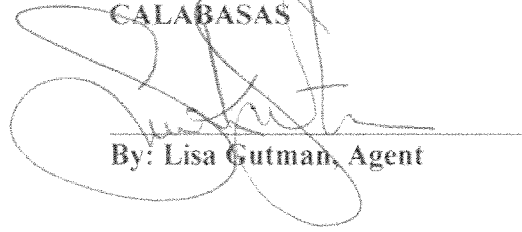
In reference to Residential Listing Agreement ("Listing Agreement") concerning the real property located at 5734 Ostin Ave, Woodland Hills, California ("Property"), Debtor and Debtor in Possession Bay Area Financial Corporation ("Seller") and Lisa Gutman of Keller Williams Estate Properties Calabasas ("Broker") hereby agree to this Addendum as follows:

1. **Bankruptcy Court Approval.** Sellers are the debtors and debtors in possession in the bankruptcy case of In re Bay Area Financial Corporation, pending in the Central District of California, Los Angeles Division, Case No. 2:13-bk-38974-TD ("Bankruptcy Case"). The Parties acknowledge that the Listing Agreement and any agreement relating to the Property is not binding (including the entering into a purchase agreement) until entry of a Bankruptcy Court order in the Bankruptcy Case approving such agreement. The Seller and Broker acknowledge that the Bankruptcy Court may, after approval of the Listing Agreement later reduce commissions agreed to. Thus, Broker understands that notwithstanding the terms and conditions of compensation as set forth in the Listing Agreement, the Bankruptcy Court may allow compensation different from the compensation provided pursuant to Bankruptcy Code Section 328(a).
2. **Earned Commission.** A commission is not earned until Bankruptcy Court approval of a purchase agreement and the commission is obtained and escrow on the Bankruptcy Court approved transaction on the Property has closed. If escrow does not close after Bankruptcy Court approval because of a fault of Seller, Broker may receive at Sellers' election an additional six months extension on the listing agreement.
3. **Agreement to Market the Property.** Broker agrees to extensively market the Property through the multiple listing service.
4. **Adjustments to the Commission.** The Seller shall have the right to sell the Property to anyone who, prior to the date of entering into the Listing Agreement, has expressed an interest in purchasing the Property, and the Broker shall not be entitled to a commission on such sale.
5. **Previous Listing Agreements.** Broker agrees that any previous Listing Agreements with regard to this Property are null and void.
6. **Unknown Contingencies:** If the Seller is unable to complete escrow because of unknown defects in the title, or because the liens and encumbrances exceed the amounts known to the Seller, or by being divested of title by the Bankruptcy Court, or because the income tax consequences of the sale are excessive, the successful buyer's sole damages will be limited to the refund of his/her deposit less escrow charges.
7. **Broker's Non-Relation:** Broker warrants that neither the Broker nor any of his salesman or employees are relatives of any judge of the Bankruptcy Court making the appointment or approving the employment nor connected with any judge of the Bankruptcy Court making the appointment or approving the employment as to render such appointment or employment improper.
8. **Resolution of Disputes.** The Seller is selling the Property in its capacity as the Debtor and Debtor in Possession for its bankruptcy estate and further, the Property is an asset of the Sellers' bankruptcy estate. Thus, the resolution of any and all disputes between the Seller and the Broker and any successful buyer concerning the Property shall be resolved by the United States Bankruptcy Court for the Central District of California, Los Angeles Division, Judge Thomas Donovan presiding. Further, if a dispute arises, such dispute may initially be resolved through the Mediation Program pending in the United States Bankruptcy Court for the Central District of California.

Dated: January 22, 2014

**BROKER:**

**KELLER WILLIAMS ESTATE PROPERTIES  
CALABASAS**



By: Lisa Gutman, Agent

Dated: January \_\_, 2014

**SELLER:**

\_\_\_\_\_  
Bay Area Financial Corporation  
By: Kenneth Pingree  
It's: President

This Addendum, upon its execution, is herewith made an integral part of the Residential Listing Agreement concerning the Property.

Dated: January \_\_, 2014

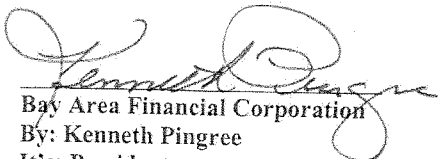
**BROKER:**

**KELLER WILLIAMS ESTATE PROPERTIES  
CALABASAS**

\_\_\_\_\_  
By: Lisa Gutman, Agent

Dated: January \_\_, 2014

**SELLER:**

  
\_\_\_\_\_  
Bay Area Financial Corporation  
By: Kenneth Pingree  
It's: President

## 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: 633 W. Fifth Street, 51<sup>st</sup> Floor, Los Angeles, CA 90071

A true and correct copy of the foregoing document entitled (*specify*): **AMENDMENT TO DEBTOR AND DEBTOR IN POSSESSION'S APPLICATION TO EMPLOY KELLER WILLIAMS ESTATE PROPERTIES CALABASAS; DECLARATION OF PROPOSED AGENT IN SUPPORT THEREOF** 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 January 28, 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:

- Michael Jay Berger michael.berger@bankruptcypower.com, yathida.nipha@bankruptcypower.com
- Richard W Brunette rbrunette@sheppardmullin.com
- Sandford Frey Sfrey@cmkllp.com
- Leslie S Gold LGold@GershuniKatz.com
- Ira Benjamin Katz IKatz@GershuniKatz.com
- Stuart I Koenig Skoenig@cmkllp.com
- Mary D Lane mal@msk.com, mec@msk.com
- Queenie K Ng queenie.k.ng@usdoj.gov
- United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov
- Marta C Wade mwade@cmkllp.com, knielsen@cmkllp.com

Service information continued on attached page

2. **SERVED BY UNITED STATES MAIL**: On (*date*) January 28, 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.

Honorable Thomas B. Donovan  
United States Bankruptcy Court  
255 E. Temple Street  
Los Angeles, CA 90012

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*) \_\_\_\_\_, 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.

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.

January 28, 2014    Dulce Rojas  
*Date*                      *Printed Name*

/s/ Dulce Rojas  
*Signature*

**2. SERVED BY UNITED STATES MAIL**

Bay Area Financial Corporation 12400 Wilshire Boulevard Suite 350 Los Angeles, CA 90025	Alfred or Winifred Wilkes The Wilkes Family Trust 1212 Linda Flora Dr Los Angeles, CA 90049	Arthur and Grace Beavens TTEES 612 15th St Manhattan Beach, CA 90266
Allen Brodetsky Trustee 1701 Marion Drive Glendale, CA 91205	Amber Ireland PO Box 623 Venice, CA 90294	Angel and Grace V. Gonzalez TTEE 731 Iliff St Pacific Palisades, CA 90272
Ann Hagihara Miks 11043 Westwood Blvd. Culver City, CA 90230	Anthony A. and Helen J. Demetriou TTE 12251 Gorham Ave Los Angeles, CA 90049	Anthony Sugano Jr 2441 33 <sup>rd</sup> St Santa Monica, CA 90405
Arthur DeFever Trustee c/o Donald S DeFever 114 Del Carlo Ct Los Gatos, CA 95032	Arlette R Hobbs 1047 12 <sup>th</sup> Street #6 Santa Monica, CA 90403	Barbara Bidwell Hillman TTEE 13545 Lucca Dr Pacific Palisades, CA 90272
Barbara D. Topping Trustee 975 W Telegraph R C75 Santa Paula, CA 93060	Beavens Systems Inc. 2200 Pacific Coast Hwy Ste. 307 Hermosa Beach, CA 90254	Beth and Philip Gunland 3971 Wild Sage Ct Westlake Village, CA 91362
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C Thomas Otero or Melissa Farnsworth 3249 Tareco Dr Los Angeles, CA 90068	Candace Pingree 4207 Parral Pl Sherman Oaks, CA 91403	Carol A George 630 Tigertail Rd Los Angeles, CA 90049
Chizuko or James Y Kato 614 4th St Santa Monica, CA 90402	Chris Rolin Family Trust 3672 Twin Lake Ridge Westlake Village, CA 91361	County of San Luis Obispo Auditor Controller Treasurer Tax Co 1055 Monterey St Rm D290 San Luis Obispo, CA 93408
Cynthia Lea Adkins 505 N Sepulveda Blvd # 10 Manhattan Beach, CA 90266	Dale J and Phyllis M Buteyn TTEES 80550 Camino San Lucas Indio, CA 92203	Dale S and Patricia E Spence 3224 Casino Dr Thousand Oaks, CA 91362
Daniel H or Chizuko Kato 614 4th St Santa Monica, CA 90402	David A Ziskrout TTEE 1506 Corono Dr Glendale, CA 91205	David C and Melanie K Edward TTEES 2473 Roscomare Rd Los Angeles, CA 90077
Deborah M or Peter S Sinding for Brenna Elizabeth Sinding PO Box 994 Malibu, CA 90265	Deborah M or Peter S Sinding for Spencer Arnet Sinding PO Box 994 Malibu, CA 90265	Diana C Edward 2003 Revocable Living Trust 11246 Cashmere St Los Angeles, CA 90049
Dice 1992 Trust 215 Avocado Pl	Donald E Sr and Gisele Orington 312 West Plymouth St	Dorinne H or Dennis L Graves 1465 Greenridge Dr

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.



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Eunice or Robert Teague 7888 Grier Ave Oroville, CA 95966	Faranak Halimi 807 N Rodeo Dr Beverly Hills, CA 90210	First United Methodist Church 1008 11th St Santa Monica, CA 90403
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This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

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Yoshikawa Trust Dated March 9 1992  
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