

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF COLORADO**

In re:)	
)	Case No. 10-13186 SBB
THE SRKO FAMILY LIMITED)	
PARTNERSHIP,)	Chapter 11
)	
Debtor.)	
<hr/>		
In re:)	
)	Case No. 10-16450 SBB
JANNIE RICHARDSON,)	
)	Chapter 11
)	
Debtor.)	

STIPULATION WITH N.A. RIEGER

N.A. Rieger (“Rieger”), C. Randel Lewis, the Chapter 11 Trustee of the Jannie Richardson bankruptcy estate (the “Trustee”), and The SRKO Family Limited Partnership (“SRKO”), by and through their respective undersigned counsel, enter into this Stipulation regarding the Motion For Order to: (A) Employ NRC Realty & Capital Advisors, LLC as Exclusive Real Estate Agent to Conduct Auction of Real Properties; (B) Authorize an Auction to Solicit Bids for the Sale of Certain of Debtor’s Real Estate Holdings Pursuant to 11 U.S.C. § 363; and (C) Approve Sale Procedures and the resolution of Adversary Proceeding No. 12-01106 SBB (this “Stipulation”) and, as grounds for their Stipulation, state as follows:

RECITALS

1. This Court has jurisdiction over the above-captioned affiliated Chapter 11 cases pursuant to 28 U.S.C. §§ 157(a) and (b) and 1334(a) and (b). This matter constitutes a core proceeding under 28 U.S.C. § 157(b)(2)(A) and (N) as it is a core proceeding related to the administration of the Debtors’ estates and the sale or use of estate property.
2. The SRKO Family Limited Partnership (“SRKO Bankruptcy”) and Jannie Richardson (the “Richardson Bankruptcy”) (together, the “Debtors”) filed voluntary petitions for Chapter 11 relief on February 19, 2010 and March 25, 2010, respectively.
3. The Richardson and SRKO bankruptcy cases are affiliated.
4. The Trustee was appointed as the Chapter 11 Trustee in the Richardson Bankruptcy on January 28, 2011. On March 1, 2011, the Court entered an order designating the Trustee as manager of the general partner of SRKO.

5. On April 19, 2011 the Trustee filed a motion with the Court seeking, among other relief, an order designating the Trustee to manage and control affiliated entities, including the single member Colorado limited liability companies (the "Control Motion"). More specifically, the Trustee sought authority to control, manage, sell, encumber, or abandon any affiliated single member limited liability company or its assets, subject to Bankruptcy Court approval at the time the Trustee sought to take such action. The Court approved the Control Motion by order dated June 7, 2011.

6. Rieger is a creditor of the estate allegedly holding a secured claim and an administrative priority claim in the SRKO case. SRKO has initiated an adversary proceeding against Rieger, Adversary Proceeding No. 12-01106 SBB ("Adversary Proceeding"). Rieger made a series of pre-petition loans to SRKO that were evidenced by a promissory note in the amount of \$1,500,000 and collateralized by a deed of trust encumbering certain property of the estate located in Douglas County, Colorado and sometimes referred to as Parcel H ("Douglas County Property"). Post-petition and without Court approval, Rieger recorded a deed in lieu with respect to the Douglas County Property transferring the property to himself in satisfaction of his loan. The Adversary Proceeding was filed to avoid the transfer of the Douglas County Property.

7. During the course of the SRKO Chapter 11 case, Rieger made a post-petition loan to SRKO in the amount of \$150,000 which was approved by the Court and is due along with any accrued interest ("Administrative Claim").

8. On October 10, 2012, the Trustee and SRKO filed their Motion For Order to: (A) Employ NRC Realty & Capital Advisors, LLC as Exclusive Real Estate Agent to Conduct Auction of Real Properties; (B) Authorize an Auction to Solicit Bids for the Sale of Certain of Debtor's Real Estate Holdings Pursuant to 11 U.S.C. § 363; and (C) Approve Sale Procedures (the "Sale Motion") in both Debtors' cases. The Douglas County Property is included in the properties that are the subject of the Sale Motion.

9. The Sale Motion was accompanied by a notice providing creditors and parties in interest an objection deadline of October 30, 2012 to object to the Sale Motion. Rieger has filed an objection to the Sale Motion claiming that the ownership of the Douglas County Property is subject to resolution in the Adversary Proceeding.

10. The Trustee, SRKO, and Rieger have engaged in discussions, the terms of which are incorporated in this Stipulation, that resolve the Rieger objection to the Sale Motion and the Adversary Proceeding. Accordingly, and to that end, the parties stipulate as follows:

STIPULATION

11. Rieger Transfer of Douglas County Property. Upon approval of this Stipulation, Rieger shall convey to SRKO, by appropriate general warranty deed, the Douglas County Property subject to the Deed of Trust previously recorded against such property as a lien to secure the Rieger \$1,500,000 pre-petition loan to SRKO.

12. Approval of Bid. SRKO shall have the absolute and sole right to accept the selection of any bid(s) relating to the Douglas County Property, if any, individually or collectively.

13. Authority to Sell. The order approving the Sale Motion shall include language authorizing and approving of the Trustee's ability, as the agent of SRKO, to sell or otherwise dispose of the Douglas County Property.

14. Allocation of Sale Proceeds. The sale proceeds derived from the sale of the Douglas County Property shall be used to pay any costs and expenses of sale of such property including any broker's commission, unpaid real property taxes, and the balance shall be paid to Rieger on account of his secured claim. Should any proceeds remain after the secured Rieger claim is paid they will be retained in the SRKO estate.

15. Objection to Sale Motion. Based on this Stipulation and the entry of an order approving the same, Rieger withdraws his objection to the Sale Motion.

16. Resolution of Adversary Proceeding and Administrative Claim. This Stipulation will also resolve the Adversary Proceeding and upon approval of this Stipulation, the Adversary Proceeding will be dismissed with prejudice. The administrative claim held by Rieger will be paid upon the effective date of the SRKO Plan of Reorganization, or as otherwise ordered by the Court.

17. Bankruptcy Court Approval. This Stipulation is subject to approval by the United States Bankruptcy Court for the District of Colorado and, unless approved, will have no force or effect.

18. Representation. All parties acknowledge that they have either been represented by counsel or have had the opportunity to consult with counsel with respect to this Stipulation and all matters covered by and relating to it, and they have been fully advised by such counsel with respect to their rights with respect to the execution of this Stipulation and counsel are authorized and directed to take all action necessary to effectuate the purposes of this Stipulation.

19. Entire Agreement. This Stipulation represents the entire agreement of the parties with respect to the subject matter contained herein, and there are no other promises or conditions in any other agreement whether oral or written concerning the subject matter of this Stipulation.

20. Governing Law. This Stipulation shall be construed in accordance with the laws of the State of Colorado. The United States Bankruptcy Court for the District of Colorado shall have exclusive jurisdiction to hear and decide any disputes regarding this Stipulation.


21. Counterparts. This Stipulation may be executed in multiple counterparts, each of which will be deemed an original for all purposes but which together constitute one and the same instrument. The parties intend that any facsimile signature of this instrument on behalf of any party hereto shall have the effect of an original. It is not necessary that the signature of or on behalf of each party or that the signature of all persons required to bind any party appear on each counterpart.

The parties hereby fully execute this Stipulation as of December 10th, 2012.



N.A. Rieger

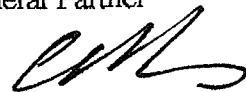
JANNIE RICHARDSON BANKRUPTCY ESTATE

By: 

C. Randel Lewis, in his capacity as the Chapter 11 Trustee of the Jannie Richardson bankruptcy estate (Case No. 10-16450 SBB)

THE SRKO FAMILY LIMITED PARTNERSHIP

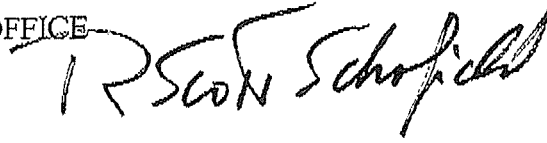
By: MOON, LLC,
its General Partner

By: 

C. Randel Lewis, as Trustee of the Jannie Richardson Chapter 11 Estate (Case No. 10-16450 SBB) and as Manager of Moon, LLC pursuant to Court order dated March 1, 2011 in the SRKO Family Limited Partnership Chapter 11 Estate (Case No. 10-13186 SBB) (Docket # 593)

APPROVED AS TO FORM:

SCHOFIELD LAW OFFICE



/s/ R. Scott Schofield

R. Scott Schofield, No. 12617
3510 Austin Bluffs Parkway, Suite 8
Colorado Springs, CO 80918
Phone: (719) 599-4300
Fax: (719) 599-8871
E-mail: rscottsko@comcast.net

Attorney for N.A. Rieger

LINDQUIST & VENNUM PLLP

/s/ Harrie F. Lewis

Harrie F. Lewis, No. 10972
600 17th Street, Suite 1800 South
Denver, CO 80202-5441
Phone: (303) 573-5900
Fax: (303) 573-1956
E-mail: hlewis@lindquist.com

*Attorneys for C. Randel Lewis, Chapter 11 Trustee
of the Jannie Richardson bankruptcy estate*

KUTNER MILLER BRINEN, P.C.

/s/ Lee M. Kutner

Lee M. Kutner, No. 10966
303 E. 17th Ave., Suite 500
Denver, CO 80203
Phone: 303-832-2400
Fax: 303-832-1510
E-mail: lmk@kutnerlaw.com

Counsel for The SRKO Family Limited Partnership

CERTIFICATE OF SERVICE

The undersigned certifies that on December 11, 2012, I served by prepaid first class mail a copy of the foregoing **STIPULATION WITH N.A. RIEGER** on all parties against whom relief is sought and those otherwise entitled to service pursuant to the FED. R. BANKR. P. and these L.B.R. at the following addresses:

Alan K. Motes, Esq.
United States Trustee's Office
999 18th Street
Suite 1551
Denver, CO 80202

Thomas O. Ashby, Esq.
Baird Holm, LLP
1700 Farnam Street
1500 Woodmen Tower
Omaha, NE 68102-2068

James T. Burghardt, Esq.
Matthew J. Ochs, Esq.
Moye White, LLP
1400 16th Street
6th Floor
Denver, CO 80202-1473

Murray I. Weiner, Esq.
Karl A. Berg, Esq.
Mulliken, Weiner, Karsh, Berg &
Jolivet, P.C.
102 South Tejon Street, Suite 900
Colorado Springs, CO 80903

Robert H. Miller, Esq.
David B. Law, Esq.
Katherine G. Fritz, Esq.
Jeffrey C. Culbertson, Esq.
Miller & Law, P.C.
1900 West Littleton Boulevard
Littleton, CO 80120

Carl A. Eklund, Esq.
James P. Bickford, Esq.
Ballard Spahr, LLC
1225 17th Street
Suite 2300
Denver, CO 80202-5596

Mark D. Gruskin, Esq.
Senn, Visciano, Rosenstein, P.C.
1801 California Street
Suite 4300
Denver, CO 80202

John W. Cook, Esq.
Jeffrey S. George, Esq.
Eric S. Howard, Esq.
Hogan & Hartson, LLP
2 North Cascade Avenue
Suite 1300
Colorado Springs, CO 80919

Theodore J. Hartl, Esq.
Lindquist & Vennum, PLLP
600 17th Street
Suite 1800 South
Denver, CO 80202

Jean C. Arnold, Esq.
Arnold & Arnold, LLP
Attorneys at Law
7691 Shaffer Parkway
Suite A-5
Littleton, CO 80127

Steven E. Abelman, Esq.
Brownstein, Hyatt, Farber, Schreck, LLP
410 17th Street, Suite 2200
Denver, CO 80202-4432

John Randolph Torbert, Esq.
Hans Christian Tuft, Esq.
Torbet & Tuft, LLC
2 North Cascade Avenue, Suite 320
The First Bank Building
Colorado Springs, CO 80903

Richard F. Greenleaf, Esq.
Mark D. Changaris, Esq.
Berg Hill Greenleaf & Ruscitti, LLP
1712 Pearl Street
Boulder, CO 80303

Joseph G. McGuinness
McGuinness & Associates
21515 Hawthorne Blvd.
Suite 1050
Torrance, CA 90503

Stephen E. Berken, Esq.
1159 Delaware Street
Denver, CO 80204

Soledad Tobar
600 Grant Street
#900
Denver, CO 80204

Plymouth Park Tax Services, LLC
115 South Jefferson Road
Building D-1
Whippany, NJ 07981

Mitch Behr, Esq.
Assistant City Attorney
Municipal Operations
201 West Colfax Avenue
Dept. 1207
Denver, CO 80202-5332

Harry L. Simon, Esq.
10200 East Girard Avenue
Building B, Suite 120
Denver, CO 80231

Jeffrey James Colerick, Esq.
5155 North Academy Blvd.
Suite 200
Colorado Springs, CO 80918

Allan D. Sweetbaum, Esq.
Thomas L. DeVine, Jr., Esq.
Carolin E. Topelson, Esq.
Sweetbaum, Levin & Sands, P.C.
1125 Seventeenth Street
Suite 2100
Denver, CO 80202

John S. Finn, Esq.
Stettner Miller, P.C.
1050 17th Street
Suite 1700
Denver, CO 80265-2077

William H. Wiedemann, Esq.
Debra Lynn Eiland, Esq.
24 South Weber Street
Suite 300
Colorado Springs, CO 80903

Leo F. Milan, Jr., Esq.
Ryan B. Thompson, Esq.
The Law Office of Leo F. Milan, Jr.,
LLC
P.O. Box 18885
Denver, CO 80218-0885

Paul S. Nelson
116 South 8th Street
Colorado Springs, CO 80905

Carolin Topelson, Esq.
1601 Blake Street
Suite 305
Denver, CO 80202

Jonathan L. Madison, Esq.
44 Cook Street
Suite 1000
Denver, CO 80206

Donald G. Newport
Tropwen Enterprises
250 North 36th Street
Colorado Springs, CO 80904

Sandy M. Eloranto, Esq.
4600 South Ulster Street
Suite 1325
Denver, CO 80237

Carrie A. Rodgers, Esq.
1400 16th Street
6th Floor
Denver, CO 80202

David Pennant Howell, Esq.
Moye White, LLP
16 Market Square, 6th Floor
1400 16th Street
Denver, CO 80202

John C. Smiley, Esq.
Craig A. Christensen, Esq.
Harris Lewis, Esq.
Lindquist & Vennum, PLLP
600 17th Street
Suite 1800-South
Denver, CO 80202

Joel Laufer, Esq.
5290 DTC Parkway
Suite 150
Englewood, CO 80111

Jonathan D. Bush
5711 South Nevada Street
Littleton, CO 80120

Darla J. Gabbitas, Esq.
Moye White, LLP
16 Market Square
6th Floor
1400 16th Street
Denver, CO 80202

Thomas F. Quinn, Esq.
1600 Broadway
Suite 2350
Denver, CO 80202

Jeffrey M. Witt, Esq.
Law Office of Jeffrey M. Witt, LLC
4119 Old Highway 94 South
Saint Charles, MO 63304

Da Nam Ko, Trustee
The Allen Richardson Dynasty Trust
320 North 36th Street
Colorado Springs, CO 80904-1348

Da Nam Ko, Trustee
The Jessica Stinson Dynasty Trust
320 North 36th Street
Colorado Springs, CO 80904-1348

Da Nam Ko, Trustee
The Jeffrey Stinson Dynasty Trust
320 North 36th Street
Colorado Springs, CO 80904-1348

Da Nam Ko
320 North 36th Street
Colorado Springs, CO 80904

Patrick D. Vellone, Esq.
Jordan Factor, Esq.
Allen & Vellone, P.C.
1600 Stout Street
Suite 1100
Denver, CO 80202

ICA Properties, Inc.
c/o Kenneth P. Myers
Alpern Myers Stuart, LLC
14 North Sierra Madre
Suite A
Colorado Springs, CO 80903

Harvey Sender, Esq.
Sender & Wasserman, P.C.
1660 Lincoln Street
Suite 2200
Denver, CO 80264

Tiffanie D. Stasiak, Esq.
1800 California Street
Suite 3100
Denver, CO 80202-2626

LSC Transportation Consultants, Inc.
ATTN: Alex J. Aciniello, Registered
Agent
1889 York Street
Denver, CO 80206

Glover Masonry Corporation
ATTN: James M. Margonie, Registered
Agent
4830 Dover Street
Arvada, CO 80002

Grace Sealants, Inc.
ATTN: John Blatz, Registered Agent
5861 Terminal Avenue
Colorado Springs, CO 80915

Top Quality Drilling, Inc.
ATTN; Philip R. Burney, Registered
Agent
163 Garland Drive
Northglenn, CO 80233

Sunshine Home Development, Inc.
ATTN: Jannie Richardson, Registered
Agent
5540 North Academy Blvd.
Suite 100
Colorado Springs, CO 80918

Ho, LLC
ATTN: Jessica Stinson, Registered
Agent
5540 North Academy Blvd.
Suite 100
Colorado Springs, CO 80918

Orchid, LLC
ATTN: Jessica Stinson, Registered
Agent
5540 North Academy Blvd.
Suite 100
Colorado Springs, CO 80918

Spring Water Lofts, LLC
ATTN: Allen Richardson, Registered
Agent
5540 North Academy Blvd.
Suite 100
Colorado Springs, CO 80918

Jannie Richardson
295 Via Linda Vista
Manitou Springs, CO 80829

Jannie Richardson, LLC
5540 North Academy Blvd.
Suite 100
Colorado Springs, CO 80918-3645

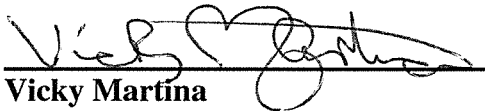
James Holden, Esq.
Office of the Attorney General
1525 Sherman Street
7th Floor
Denver, CO 80203

Colorado Department of Revenue
1375 Sherman Street
Room 504
ATTN: Bankruptcy Unit
Denver, CO 80261-0001

Ho, LLC
9475 Briar Village Pt.
#300
Colorado Springs, CO 80920

Thomas H. Keyse, Esq.
Markus Williams Young & Zimmerman,
LLC
1700 Lincoln Street, Suite 4000
Denver CO 80203-4505

R. Scott Schofield, Esq.
Schofield Law Office
3510 Austin Bluffs Parkway
Suite 8
Colorado Springs, CO 80918


Vicky Martina