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UNITED STATES BANKRUPTCY COURT

EASTERN DISTRICT OF CALIFORNIA, FRESNO DIVISION

In re:

SOUTH LAKES DAIRY FARM,

Debtor-in-Possession.

Case No. 12-17458-B-11
Chapter 11
DC No. KDG-17

Date: September 12, 2013
Time: 9:00 a.m.
Place: United States Bankruptcy Court
2500 Tulare Street, Fifth Floor
Department B, Courtroom 12
Fresno, California
Judge: Honorable W. Richard Lee

**ORDER CONFIRMING DEBTOR'S PLAN OF REORGANIZATION
DATED SEPTEMBER 17, 2013 AND SETTING ADMINISTRATIVE BAR DATES**

Confirmation of the *Plan of Reorganization Dated March 20, 2013* ("3/20 Plan") as modified by the *Modification to Plan of Reorganization Dated March 20, 2013, Before Confirmation* ("Modification to Plan") filed by SOUTH LAKES DAIRY FARM, a California partnership ("Debtor") came on for hearing before the Honorable W. Richard Lee, United States Bankruptcy Court Judge, on September 12, 2013, in Fresno, California, after notice to Debtor, the United States Trustee, the Securities and Exchange Commission, all creditors and parties requesting special notice. Jacob L. Eaton, Esq. appeared for Debtor. Craig Barbarosh, Esq. and William Freeman, Esq. appeared for Wells Fargo Bank N.A. Don Pool, Esq. appeared

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September 26, 2013
CLERK, U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA
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1 for J.D. Heiskell & Co. and Golden State Feed & Grain, LLC. Bradley A. Silva, Esq. appeared
 2 for Seley & Co. Ronald Clifford, Esq. appeared for the Official Committee of Unsecured
 3 Creditors. Robin Tubesing, Esq. appeared for the United States Trustee.

4 Debtor filed the *Plan of Reorganization Dated September 17, 2013*, which is a
 5 restatement of the 3/20 Plan that incorporates the Modification to Plan and the changes required
 6 by the Court at the hearing on confirmation (“the Plan”).

7 The Court reviewed the 3/20 Plan, the *Supplement to Plan of Reorganization Dated*
 8 *March 20, 2013 – Loan Documents* (“Supplement”), the Modification to Plan, the Plan, the
 9 *Worksheets for Determining Acceptance of Plan of Reorganization Dated March 20, 2013*, the
 10 *Amended Worksheets for Determining Acceptance of Plan of Reorganization Dated March 20,*
 11 *2013, as Modified*, the *Memorandum of Points and Authorities in Support of Confirmation of*
 12 *Plan of Reorganization Dated March 20, 2013 and Omnibus Response to Objections to*
 13 *Confirmation*, the *Supplement to Memorandum of Points and Authorities in Support of*
 14 *Confirmation of Plan of Reorganization Dated March 20, 2013, as Modified*, the *Declaration*
 15 *of Ryan Schakel in Support of Confirmation of Plan of Reorganization Dated March 20, 2013*,
 16 the *Supplemental Declaration of Manuel Rodrigues in Support of Confirmation of Plan of*
 17 *Reorganization Dated March 20, 2013, as Modified*, the *Ballots on Plan of Reorganization*
 18 *Dated March 20, 2013*, the *Amended Ballots on Plan of Reorganization Dated March 20, 2013,*
 19 *as Modified*, the *Objections by Seley & Co. to Supplemented Plan of Reorganization Dated*
 20 *March 20, 2013*, the *Notice of Withdrawal of Objections by Seley & Co. to Supplemented Plan*
 21 *of Reorganization Dated March 20, 2013*, *J.D. Heiskell & Co. and Golden State Feed &*
 22 *Grain LLC’s Objection to Confirmation of Plan of Reorganization Dated March 20, 2013, as*
 23 *Supplemented on June 20, 2013*, the *Notice of Withdrawal of Objection to Plan of*
 24 *Reorganization Dated March 20, 2013 as Supplemented on June 20, 2013*, the *Opposition of*
 25 *the Official Committee of Unsecured Creditors to Debtor’s Plan of Reorganization* and
 26 considered the comments made on the record by counsel for Debtor and other counsel.

27 After determining (1) that copies of the 3/20 Plan, the Modification to Plan, and the
 28 *Disclosure Statement Dated May 9, 2013* approved by the Court had been served on Debtor,

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1 the United States Trustee, the Securities and Exchange Commission, all creditors, parties in
2 interest and parties requesting special notice and (2) that the Plan contains modifications to the
3 3/20 Plan that affect only those creditors that have approved this Order, the Court made its
4 findings of fact and conclusions of law as set forth in the record and the accompanying
5 *Findings of Fact in Support of Confirmation of Plan of Reorganization Dated September 17,*
6 *2013.*

7 Based upon the *Findings of Fact in Support of Confirmation of Plan of Reorganization*
8 *Dated September 17, 2013*, the Court Orders as follows:¹

9 1. **Confirmation:** The Plan is confirmed.

10 2. **Binding Plan and Order:** The provisions of the Plan and this Order are
11 binding on the Debtor, including post-confirmation Debtor, and any creditor or equity security
12 holder of the bankruptcy estate, whether or not the claim or interest of such creditor or interest
13 holder is impaired under the Plan and whether or not such creditor or holder has accepted the
14 Plan, and all other individuals and entities who are affected by the Plan to the extent provided
15 for therein.

16 3. **Administrative Claims Bar Date:** Any application for approval of a Class One
17 Administrative Claim arising prior to Confirmation of the Plan must be filed and served no
18 later than thirty days after the ^{Debtor gives notice of said requirement to the affected creditors} ~~entry of this order~~, except that application for approval of any
19 Professional Fee Claims may be made at any time during the Term of the Plan.

20 4. **Executory Contracts or Unexpired Leases:** Executory Contracts or
21 Unexpired Leases are assumed and rejected as provided in the Plan and orders to assume or
22 reject such leases and/or contracts.

23 5. **Revesting of Title:** To the extent provided in the Plan, the assets of the Debtor
24 and the estate reconstituted in Reorganized Debtor upon entry of this Order free and clear of liens,
25 claims and encumbrances except as provided in the Plan and New Loan Documents.

26 6. **Authorization to Implement Plan:** Debtor, and its agents, attorneys, and each
27 other person who has duties or responsibilities under the Plan, are authorized, empowered, and

28 ¹ The Capitalized terms in this Order shall have the same meaning as set forth in the Plan unless stated otherwise.

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1 directed to carry out the provisions of the Plan, and to perform such other acts and execute
2 other documents as are necessary or appropriate in connection with the Plan, and this Order
3 including, but not limited to, executing the New Loan Documents.

4 7. **Retention of Jurisdiction.** This Court retains jurisdiction, to the extent
5 permitted by applicable law, over the Chapter 11 case, bankruptcy estate, and the property of
6 the estate for the purposes provided in the Plan and this Order. Until the Chapter 11 case is
7 closed and a Final Decree is entered, and subject to the terms of the Plan and 11 U.S.C. § 1141,
8 any creditor or other party in interest may commence an adversary proceeding or contested
9 matter in this Court with respect to any matter as to which jurisdiction has been retained.

10 8. **Post-Confirmation Professional Fees and Expenses.** Until the Final Decree is
11 entered in this Chapter 11 case, the Professionals previously employed by Debtor at the
12 expense of the estate are authorized to continue rendering professional services necessary to
13 carry out the terms of the Plan. Compensation to professionals employed by Debtor for
14 services rendered and reimbursement of expenses incurred after the confirmation of the Plan
15 may be paid without further order of this Court.

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1 9. **Notice of Entry of Confirmation Order and Bar Dates.** As soon as
2 practicable after the entry of this Order, Debtor must mail to all creditors and parties in interest
3 notice of entry of this Order and of the last day for filing Requests for Allowance and Payment
4 of Administrative Expenses (or Final Fee Applications).

5 **Respectfully Submitted By:**

6 KLEIN, DeNATALE, GOLDNER,
7 COOPER, ROSENLEB & KIMBALL, LLP

8 By: Jacob L. Eaton
9 JACOB L. EATON
Attorneys for Debtor-in-Possession

10 **Approved as to Form and Content:**

11 POWELL & POOL 12 13 By: <u>/s/ Don Pool</u> 14 Don Pool, Esq. 15 Attorneys for J.D. Heiskell & Co. and Golden State Feed & Grain, LLC	KATTEN MUCHIN ROSENMAN LLP By: <u>/s/ Karen Dine</u> Craig Barbarosh, Esq. Karen Dine, Esq. Attorneys for Secured Creditor, Wells Fargo Bank, N.A.
16 BLAKELEY & BLAKELEY LLP 17 18 By: <u>/s/ Ronald Clifford</u> 19 Ronald Clifford, Esq. Attorneys for the Official Committee of Unsecured Creditors	LAW OFFICES OF BRADLEY A. SILVA By: <u>/s/ Bradley A. Silva</u> Bradley A. Silva, Esq. Attorneys for Seley & Co

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23 Dated: Oct 01, 2013

W. Richard Lee
W. Richard Lee
United States Bankruptcy Judge

ORIGINAL

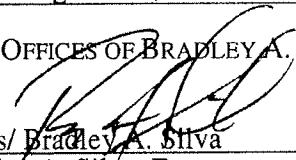
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5 **Respectfully Submitted By:**

6 KLEIN, DeNATALE, GOLDNER,
7 COOPER, ROSENLIEB & KIMBALL, LLP

8 By /s/ Jacob L. Eaton
9 JACOB L. EATON
Attorneys for Debtor-in-Possession

10 **Approved as to Form and Content:**

<p>11 POWELL & POOL</p> <p>12</p> <p>13 By: <u>/s/ Don Pool</u> Don Pool, Esq. Attorneys for J.D. Heiskell & Co. and 14 Golden State Feed & Grain, LLC</p>	<p>KATTEN MUCHIN ROSENMAN LLP</p> <p>15</p> <p>By: <u>/s/ Karen Dine</u> 16 Craig Barbarosh, Esq. Karen Dine, Esq. Attorneys for Secured Creditor, Wells Fargo Bank, N.A.</p>
<p>17 BLAKELEY & BLAKELEY LLP</p> <p>By: <u>/s/ Ronald Clifford</u> 18 Ronald Clifford, Esq. Attorneys for the Official Committee of 19 Unsecured Creditors</p>	<p>LAW OFFICES OF BRADLEY A. SILVA</p> <p>20 </p> <p>By <u>/s/ Bradley A. Silva</u> 21 Bradley A. Silva, Esq. Attorneys for Seley & Co</p>

22
23
24
25
26
27 Date:

UNITED STATES BANKRUPTCY JUDGE

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