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***ELECTRONICALLY FILED***  
***January 6, 2012***

5 Counsel for Debtor  
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8 UNITED STATES BANKRUPTCY COURT  
9 DISTRICT OF NEVADA

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11 In Re: Case No. BK-N-11-50615-BTB  
12 TEE INVESTMENT COMPANY, a Chapter 11  
Nevada Limited Partnership, dba  
13 LAKERIDGE APARTMENTS, **FIRST AMENDMENT TO DEBTOR'S**  
**FIRST AMENDED PLAN OF**  
14 Debtor. **REORGANIZATION**

15 Hearing Date: March 5, 2012  
16 Hearing Time: 2:00 p.m.

17 Sections 4.1(A), 4.7 and 7.1 of Debtor's First Amended Plan of Reorganization are  
18 amended to delete the existing sections entirely and replace them as follows:

19 **4.1 Class 1 (WBCMT Secured Claim):**

20 The WBCMT Secured Claim shall be treated under the Plan as follows:

21 **(A) Amount of the WBCMT Secured Claim**

22 The amount of the WBCMT Secured Claim shall be the lesser of the value of the  
23 Property determined as of the Confirmation Date (the "Value as of Confirmation Date") or  
24 the WBCMT Note Balance, less all post-petition pre-confirmation payments made to  
25 WBCMT.

26 **4.7 Class 7 (Membership Interests):**

27 All existing membership interests are cancelled. Upon plan confirmation 100% of  
28 the membership interest in the Reorganized Debtor shall be issued to Blackwood Canyon,

1 LLC.

2 **7.1 Contribution From Blackwood Canyon, LLC**

3 This Plan will be funded in part by contributions from Blackwood Canyon, LLC, a  
4 Nevada limited liability company managed by Byron Topol, the son of Nathan Topol. The  
5 following contributions shall be made in cash by Blackwood Canyon, LLC:

- 6 (A) The sum necessary to pay administrative fees in this case estimated at  
7 approximately \$100,000.00.
- 8 (B) The sum of \$50,000.00 to Class 6 creditors. In addition, the claims of  
9 Lakeridge Tennis Club, Inc. (\$1,603,701.00) and Nathan Topol  
10 (\$1,389,592.69) agree to receive no distribution on account of their claims.
- 11 (C) The sum of \$300,000.00 to be applied towards necessary roof repairs, and  
12 other critical repairs that are immediately necessary.

13 The total sums to fund the Plan shall be deposited into a segregated trust account  
14 prior to plan confirmation, to be disbursed upon plan confirmation.

15 **DATED** this 6<sup>th</sup> day of January, 2012.

16 LAW OFFICES OF ALAN R. SMITH

17  
18 By:           /s/ Alan R. Smith            
19 ALAN R. SMITH, ESQ.  
20 Counsel for Debtor  
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