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6 Attorneys for Debtor and
7 Debtor in Possession Heller Ehrman LLP

8 UNITED STATES BANKRUPTCY COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10 SAN FRANCISCO DIVISION

11 In re
12 Heller Ehrman LLP,
13 Debtor.

Case No.: 08-32514
Chapter 11

**STIPULATION EXTENDING TIME
TO ASSUME OR REJECT LEASE FOR
SPACE AT 333 BUSH STREET, SAN
FRANCISCO**

The Honorable Dennis Montali

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19 This Stipulation Extending Time to Assume or Reject Lease for Space at 333 Bush Street,
20 San Francisco ("Stipulation") is entered into by and between Heller Ehrman LLP, debtor and debtor
21 in possession (the "Debtor") and 333 Bush Associates NF L.P. ("Landlord"), by and through the
22 undersigned counsel of record. In this Stipulation, the Debtor and Landlord are sometimes
23 collectively referred to as the "Parties."

24 **RECITALS**

25 A. The Debtor and Landlord are parties to that certain Lease, dated June, 1984, (as
26 amended from time to time) between Landlord, as successor in title to Campeau Corporation
27 California, a California corporation, and Debtor (as successor to Heller Ehrman White & McAuliffe,
28 a general partnership; "Heller"), for premises ("Premises") located at 333 Bush Street, San

1 Francisco, California and more particularly described in the Lease (the "Lease") relating to
2 approximately 249,090 rentable square feet of office space and approximately 3,008 square feet of
3 storage space at 333 Bush Street in San Francisco, California.

4 B. The Debtor filed a voluntary petition for relief under chapter 11 of Title 11 of the
5 United States Code on December 28, 2008. The Official Committee of Unsecured Creditors (the
6 "Committee") was appointed on January 5, 2009.

7 C. The Debtor and the Landlord desire to preserve the viability of the Lease as an asset
8 without incurring additional administrative expense for the Debtor's estate, pending resolution of a
9 comprehensive transaction among the Debtor and the Landlord relating to a stipulation for rejection
10 of the Lease effective as of January 31, 2009 and for continued use of some of the Premises,
11 including entry into a Short Term Tenancy Agreement.

12 NOW, THEREFORE, the Parties stipulate and agree as follows:

13 **AGREEMENT**

- 14 1. The foregoing recitals are true and correct.
- 15 2. The time to assume or reject the Lease under Bankruptcy Code section 365(d) shall
16 be extended to Monday, June 1, 2009.
- 17 3. No obligation to pay rent under the Lease for the period extended hereunder shall
18 become an administrative expense under Bankruptcy Code section 503, as the obligation to pay rent
19 for the extended period shall instead be measured by the Short Term Tenancy Agreement to be
20 executed by the Parties.
- 21 4. All other issues related to the amount of Landlord's claims in this case are reserved,
22 as they are beyond the scope of this Stipulation.
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1 6. The Bankruptcy Court shall retain jurisdiction to interpret and enforce any order
2 entered on this Stipulation.

3 Dated: April 24, 2009

PACHULSKI STANG ZIEHL & JONES LLP

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5 By */s/ John D. Fiero*
6 John D. Fiero (CA Bar No. 136557)
7 Kenneth H. Brown (CA Bar No. 100396)
8 Attorneys for Debtor and Debtor in
9 Possession
10 Heller Ehrman LLP

11 Dated: April 24, 2009

ELLMAN BURKE HOFFMAN & JOHNSON

12 By */s/ Michael P. Brody*
13 Michael P. Brody
14 Attorneys for Landlord
15 333 Bush Associates NF L.P.

16 APPROVED AS TO FORM:

17 Dated: April 24, 2009

FELDERSTEIN, FITZGERALD, WILLOUGHBY
& PASCUZZI

18 By */s/ Tom Willoughby*
19 Thomas Willoughby
20 Attorneys for the Official Committee of
21 Unsecured Creditors
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8 Attorneys for Heller Ehrman LLP,
9 Debtor and Debtor in Possession

10 **UNITED STATES BANKRUPTCY COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **SAN FRANCISCO DIVISION**

13 In re:

14 Heller Ehrman LLP,¹

15 Debtor.

Case No.: 08-32514

Chapter 11

CERTIFICATE OF SERVICE

The Honorable Dennis Montali

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¹ The Debtor's address is 333 Bush Street, San Francisco, CA 94104, Federal Tax I.D. No. 94-1217308.

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PROOF OF SERVICE

STATE OF CALIFORNIA)
)
CITY OF SAN FRANCISCO)

I, Liset Alvarado, am employed in the city and county of San Francisco, State of California. I am over the age of 18 and not a party to the within action; my business address is 150 California Street, 15th Floor, San Francisco, California 94111-4500.

On April 24, 2009, I caused to be served the

STIPULATION EXTENDING TIME TO ASSUME OR REJECT LEASE FOR SPACE AT 333 BUSH STREET, SAN FRANCISCO

in this action by placing a true and correct copy of said document(s) in sealed envelopes addressed as follows:

Please see attached Service List

- (BY MAIL) I am readily familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid at San Francisco, California, in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.
- (BY EMAIL) I caused to be served the above-described document by email to the parties indicated on the attached service list at the indicated email address.
- (BY NOTICE OF ELECTRONIC FILING) I caused to be served the above-described document by means of electronic transmission of the Notice of Electronic Filing through the Court's transmission facilities, for parties and/or counsel who are registered ECF Users.
- (BY FAX) I caused to be transmitted the above-described document by facsimile machine to the fax number(s) as shown. The transmission was reported as complete and without error. (Service by Facsimile Transmission to those parties on the attached List with fax numbers indicated.)

Executed on April 24, 2009, at San Francisco, California.

/s/ Liset Alvarado
Liset Alvarado, Legal Assistant

SERVICE LIST

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PARTIES REQUESTING SPECIAL NOTICE		
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9 Attorneys for Heller Ehrman LLP,
Debtor and Debtor in Possession

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11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **SAN FRANCISCO DIVISION**

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United States Trustee
Donna S. Tamanaha, Assistant U.S. Trustee
235 Pine Street, Suite 700
San Francisco, CA 94104
Donna.S.Tamanaha@usdoj.gov

Executed on April 24, 2009, at San Francisco, California.

/s/ Liset Alvarado
Liset Alvarado, Legal Assistant