



1 John D. Fiero (CA Bar No. 136557)  
Kenneth H. Brown (CA Bar No. 100396)  
2 Miriam P. Khatiblou (CA Bar No. 178584)  
Teddy M. Kapur (CA Bar No. 242486)  
3 PACHULSKI STANG ZIEHL & JONES LLP  
150 California Street, 15th Floor  
4 San Francisco, California 94111-4500  
Telephone: 415/263-7000  
5 Facsimile: 415/263-7010

Signed and Filed: May 02, 2009

DENNIS MONTALI  
U.S. Bankruptcy Judge

6 E-mail: jfiero@pszjlaw.com  
kbrown@pszjlaw.com  
7 mkhatiblou@pszjlaw.com  
tkapur@pszjlaw.com

8 Attorneys 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,  
15 Debtor

Case No.: 08-32514

Chapter 11

**ORDER GRANTING MOTION TO  
SELL FURNITURE, FIXTURES AND  
EQUIPMENT IN SAN FRANCISCO  
TO QUALITY OFFICE  
LIQUIDATIONS, INC. FREE AND  
CLEAR OF LIENS, CLAIMS,  
ENCUMBRANCES AND OTHER  
INTERESTS**

B.L.R. 6004-1 Disclosure:

- \* Bank of America, NT&SA, for itself or as agent
- \* CitiBank, N.A;
- \* Williams Lea Inc.
- \* 333 Bush Associates NF L.P.
- \* Silicon Valley Bank

Date: May 1, 2009  
Time: 10:00 a.m.  
Place: U. S. Bankruptcy Court  
235 Pine Street, 22<sup>nd</sup> Floor  
San Francisco, CA  
Judge: Honorable Dennis Montali

PACHULSKI STANG ZIEHL & JONES LLP  
ATTORNEYS AT LAW  
SAN FRANCISCO, CALIFORNIA

1 THIS MATTER came before the Court at the above-referenced time and place upon  
2 consideration of the *Motion to Sell Furniture, Fixtures and Equipment in San Francisco to Quality*  
3 *Office Liquidations, Inc. Free and Clear of Liens, Claims, Encumbrances and Other Interests* (the  
4 “Motion”) filed by Heller Ehrman, LLP, the debtor and debtor-in-possession herein (the “Debtor”).  
5 Appearances were made as reflected in the record. Based upon the Court’s review of the Motion,  
6 and good cause appearing therefor,

7 IT IS HEREBY ORDERED:

8 1. The Debtor may sell its furniture, fixtures and equipment (the “FF&E”) located at 333  
9 Bush Street in San Francisco, California (the “Leased Premises”) to Quality Office Liquidations, Inc.  
10 (“QOL”) free and clear of liens, claims and interests as more specifically set forth below pursuant to  
11 Bankruptcy Code sections 363(b) and 363(f)(4).

12 2. The Debtor is authorized to enter into the QOL Agreement (Exhibits B and C to the  
13 Everett Declaration on file with the Court);

14 3. Pursuant to 363(f) of the Bankruptcy Code, QOL will be vested with all right, title,  
15 and interest of the Debtor and the bankruptcy estate to the FF&E, free and clear of the following  
16 liens (collectively, the “Affected Interests”): the liens, if any, of Bank of America, NT&SA, for itself  
17 or as agent for CitiBank, N.A, Williams Lea Inc., 333 Bush Associates NF L.P, and/or Silicon  
18 Valley Bank;

19 4. All Affected Interests have been unconditionally released as to the FF&E;

20 5. QOL has not assumed any liabilities of the Debtor;

21 6. The Debtor is authorized to execute any such releases, termination statements,  
22 assignments, consents or instruments on behalf of any third party, including holders of any liens that  
23 are necessary or appropriate to effectuate or consummate the on-site sales of FF&E contemplated by  
24 the QOL Agreement;

25 7. This order shall be effective immediately upon entry, and no automatic stay of  
26 execution, pursuant to Rule 62(a) of the Federal Rules of Civil Procedure, or Bankruptcy Rules  
27 6004(h) or 6006(d), shall apply; and

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8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and interpretation of the order.

\* \* \* END OF ORDER \* \* \*

**SERVICE LIST**

1  
2  
3 **Counsel to BofA**

4 David Minnick, Esq.  
5 Leo Crowley, Esq.  
6 Pillsbury Winthrop Shaw Pittman LLP  
7 50 Fremont Street  
8 San Francisco, CA 94105-2228

9 **Counsel to Citibank, N.A.**

10 Larry Peitzman, Esq.  
11 Louis E. Kempinsky, Esq.  
12 Peitzman, Weg & Kempinsky LLP  
13 10100 Santa Monica Blvd., Suite 1450  
14 Los Angeles, CA 90067

15 **Counsel for Williams Lea, Inc.**

16 Deena Williamson  
17 1400 K Street NW, Suite 800  
18 Washington, DC 20005

19 **Counsel for 333 Bush Associates**

20 Michael P. Brody, Esq.  
21 Darlene Haun, Esq.  
22 Ellman Burke Hoffman & Johnson  
23 601 California Street, 19<sup>th</sup> Floor  
24 San Francisco, CA 94108

25 **Counsel for 333 Bush Associates**

26 Paul E. Paradis  
27 101 California Street, Suite 1000  
28 San Francisco, CA 94111

Diligenz, Inc.

c/o Silicon Valley Bank  
Attn: Bank Manager  
3003 Tasman Drive  
Santa Clara, CA 95054

**Counsel to Committee of Unsecured Creditors**

Steven H. Felderstein, Esq.  
Thomas A. Willoughby, Esq.  
Felderstein Fitzgerald Willoughby & Pascuzzi, LLP  
400 Capitol Mall, Suite 1450  
Sacramento, CA 95814