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8 Attorneys for Heller Ehrman LLP,
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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

**NOTICE OF ERRATA RE EXHIBIT B
TO DECLARATION OF KYLE
EVERETT IN SUPPORT OF
DEBTOR'S MOTION FOR ORDER
AUTHORIZING DEBTOR TO
ASSUME AND ASSIGN NON-
RESIDENTIAL REAL PROPERTY
SUBLEASE WITH BANKSERV**

Hearing

Date: May 29, 2009

Time: 10:00 a.m.

Place: U. S. Bankruptcy Court
235 Pine Street, 22nd Floor
San Francisco, CA

Judge: Honorable Dennis Montali

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PLEASE TAKE NOTICE that the proper Stipulation Rejecting Lease for Space at 333 Bush Street, San Francisco (the “Stipulation”) was not included as Exhibit B to the Declaration of Kyle Everett in Support of Debtor’s Motion for Order Authorizing Debtor to Assume and Assign Non-Residential Real Property Sublease with BankServ [Docket No. 410]. The proper version of the Stipulation is attached hereto as Exhibit 1.

Dated: May 4, 2009

PACHULSKI STANG ZIEHL & JONES LLP

By /s/ John D. Fiero
John D. Fiero
Kenneth H. Brown
Miriam P. Khatiblou
Teddy M. Kapur
Attorneys for Heller Ehrman LLP,
Debtor and Debtor in Possession

EXHIBIT 1

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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 REJECTING LEASE
FOR SPACE AT 333 BUSH STREET,
SAN FRANCISCO**

The Honorable Dennis Montali

[Pursuant to B.L.R. 9014-1, no hearing
unless objection filed or hearing requested.]

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19 This Stipulation Rejecting Lease for Space at 333 Bush Street, San Francisco (“Stipulation”)
20 is entered into by and between Heller Ehrman LLP, debtor and debtor in possession (the “Debtor”)
21 and 333 Bush Associates NF L.P. a Delaware limited partnership (“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 does not need the entirety of the Premises any longer, but wishes to
8 remain in a portion of the Premises. As a result, the Debtor and Landlord have agreed to enter into
9 this Stipulation, as well as a Short Term Tenancy Agreement to be dated as of January 31, 2009.

10 D. The Parties wish to memorialize their agreement for the rejection of the Lease with
11 this Stipulation.

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

13 **AGREEMENT**

- 14 1. The foregoing recitals are true and correct.
- 15 2. The Lease shall be rejected, effective at 11:59 p.m. on January 31, 2009.
- 16 3. The Debtor shall have a grace period in which to remove personal property from the
17 vacated portion of the Premises, which shall be agreed upon after the Parties conduct a walk-through
18 of the Premises in conjunction with DSI, the joint financial advisor of the Debtor and the Committee.
- 19 4. The Debtor’s sublease of a portion of the Premises comprising approximately 17,866
20 rentable square feet of office space to subtenant, BankServ, a Nevada corporation, d/b/a BankServ,
21 Inc. (the “Sublease”), including all claims for unpaid sub-rent, shall be assigned to Landlord
22 effective immediately prior to the rejection of the Lease, and Landlord agrees and acknowledges that
23 (i) Landlord shall use reasonable commercial efforts to promptly collect from BankServ and forward
24 to Debtor the net amount identified by Debtor to be due Debtor from BankServ under the Sublease
25 as of January 31, 2009 (the “BankServ Payment”), in the approximate amount of \$6,888.85, subject
26 to reconciliation of certain operating expense charges; and (ii) any sub-rents collected by Landlord
27 under the Sublease that are in excess of the BankServ Payment shall be reflected in the calculation of
28 Landlord’s rejection damage claim. Following receipt of the BankServ Payment, the Debtor shall

1 promptly deliver to counsel for Landlord the letter of credit, in the amount of \$172,630.23, which
2 Debtor now holds as security for the performance of the obligations of BankServ under the Sublease,
3 which letter of credit has not been encashed in whole or in part; provided, however, that in the event
4 that Debtor has not received the BankServ Payment on or before July 1, 2009, or such earlier date as
5 Landlord shall agree in writing, then Debtor may make a partial draw in the amount of the BankServ
6 Payment and will thereafter assign the letter of credit to Landlord as successor beneficiary. Debtor
7 will cooperate with Landlord's reasonable requests regarding the assignment, use or re-issuance of
8 the letter of credit; provided, however, that Debtor and the estate shall not be obligated to incur
9 material expense or obligation in so cooperating.

10 5. All issues related to the amount of Landlord's rejection damage claim are reserved, as
11 they are beyond the scope of this Stipulation.

12 6. The Parties agree that a hearing on a motion to approve this Stipulation and the Short
13 Term Tenancy Agreement may be heard on shortened time, consistent with the Court's calendar
14 availability.

15 7. The Bankruptcy Court shall retain jurisdiction to interpret and enforce any order
16 entered on this Stipulation.

17 Dated: February 2, 2009

PACHULSKI STANG ZIEHL & JONES LLP

18
19 By /s/ John D. Fiero
20 John D. Fiero (CA Bar No. 136557)
21 Kenneth H. Brown (CA Bar No. 100396)
22 Attorneys for Debtor and Debtor in
23 Possession
24 Heller Ehrman LLP

25 Dated: February 2, 2009

ELLMAN BURKE HOFFMAN & JOHNSON

26
27 By /s/ Michael P. Brody
28 Michael P. Brody
Attorneys for Landlord
333 Bush Associates NF L.P.

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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,
15 Debtor.

Case No.: 08-32514

Chapter 11

CERTIFICATE OF SERVICE

16 Date: May 29, 2009
17 Time: 10:00 a.m.
18 Place: U. S. Bankruptcy Court
235 Pine Street, 22nd Floor
San Francisco, CA
19 Judge: Honorable Dennis Montali

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PROOF OF SERVICE

STATE OF CALIFORNIA)
)
CITY OF SAN FRANCISCO)

I, Oliver Carpio, 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 May 4, 2009, I caused to be served the

NOTICE OF ERRATA RE EXHIBIT A TO DECLARATION OF KYLE EVERETT IN SUPPORT OF DEBTOR’S MOTION TO REJECT LEASE FOR SPACE AT 333 BUSH STREET, SAN FRANCISCO PURSUANT TO STIPULATION

NOTICE OF ERRATA RE EXHIBIT B TO DECLARATION OF KYLE EVERETT IN SUPPORT OF DEBTOR’S MOTION FOR ORDER AUTHORIZING DEBTOR TO ASSUME AND ASSIGN NON-RESIDENTIAL REAL PROPERTY SUBLEASE WITH BANKSERV

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

*****PLEASE SEE SERVICE LIST*****

- (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 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.

I declare under penalty of perjury, under the laws of the State of California and the United States of America that the foregoing is true and correct.

Executed on May 4, 2009, at San Francisco, California.

/s/ Oliver Carpio
Oliver Carpio, Legal Assistant

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