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UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

In re: HELLER EHRMAN LLP, Post Confirmation Liquidating Debtor.	Case No.: 08-32514 Chapter 11 **DECLARATION OF MICHAEL BURKART IN SUPPORT OF POST CONFIRMATION LIQUIDATING DEBTOR HELLER EHRMAN LLP'S MOTION FOR AUTHORITY TO MAKE FINAL DISTRIBUTION TO THE GENERAL UNSECURED CREDITORS PURSUANT TO 11 U.S.C. §105(a) AND JOINT PLAN OF LIQUIDATION OF HELLER EHRMAN LLP (AUGUST 9, 2010) AND NOTICE OF OPPORTUNITY FOR HEARING** **[No hearing will be held unless affected party responds to this Motion – Bankruptcy Local Rule 9014-1]**

I, Michael Burkart, declare as follows:

1. I am the duly appointed Plan Administrator for the post confirmation liquidating debtor Heller Ehrman LLP in the above captioned case (the "Debtor"), pursuant to the Joint Plan of Liquidation of Heller Ehrman LLP (August 9, 2010) (the "Plan"). In such capacity, I am personally familiar with each of the facts stated herein, to which I could competently testify if called upon to do so in a court of law.

2. I make this declaration in support of the motion (the "Motion") for entry of an order authorizing the Debtor to make a final distribution of approximately 2.5% to 3% (the

"Distribution Percentage") to the holders of allowed general unsecured claims (the "Allowed GUC Claims", and such holders, the "Allowed GUC Claimants") and for related relief as set forth below. By way of the Motion, the Debtor requests the entry of an Order, authorizing the Debtor, through its Plan Administrator to:

a. Make the Distribution Percentage to the Allowed GUC Claimants (the "Final Distribution");

b. Make the Final Distribution via checks;

c. Mail the distribution checks to the addresses that are set forth in Exhibits 1 through 3;

d. Notify the Allowed GUC Claimants that distribution checks must be negotiated within ninety (90) days of the date the check is dated;

e. Provide that notification described in paragraph (d) shall be deemed satisfied by a notation on the distribution check itself;

f. Distribute any funds represented by checks that remain uncashed after such ninety (90) day period, to the Credit Abuse Resistance Education (CARE), San Francisco (hereinafter, "CARE") provided, however, that any funds represented by uncashed checks payable to the PBGC Beneficiaries[1] shall instead be distributed by me in accordance with applicable non-bankruptcy law after consultation with counsel;

g. Comply with the Plan with respect to Disputed Claims, De Minimis Claims, Late Filed Claims, Subordinated/Interest Claims, and Unliquidated Claims[2]; and;

h. Grant such other and further relief as the Court deems just and proper.

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[1] All terms not otherwise defined herein have the same meaning as set forth in the Motion.

[2] I intend to file objections, if necessary, to certain proofs of claim identified on Exhibit 4, or to the unliquidated portions thereof, after attempting to contact the holders of such claims, either through myself or my counsel. I will not make the Final Distribution until such objections have been resolved. *See* Exhibit 4.

3. On December 28, 2008, the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor, an approximate 118-year-old international law firm, began the process of winding down its business and affairs following the adoption of a Plan of Dissolution.

4. On January 5, 2009, the Office of the United States Trustee appointed the Official Committee of Unsecured Creditors. On May 29, 2009, following the resignations of Alfred D. Moore and Guckenheimer Enterprises, the U.S. Trustee amended the appointment of the Committee of Unsecured Creditors by adding Wondie Russell and William R. Mackey as members.

5. On August 13, 2010, the Court entered an order confirming the Plan. There was no appeal of the order confirming the Plan, and the order confirming the Plan is final and non-appealable. The Effective Date of the Plan was September 1, 2010 (the "Effective Date").

6. I am the duly appointed administrator under the Plan and have been managing the Debtor since the Effective Date.

7. The Debtor made two interim distributions in 2011 to general unsecured creditors on September 29, 2011 and December 22, 2011 (of 30% and 8.5%, respectively, for a total distribution percentage of 38.5%), pursuant to this Court's Order dated September 24, 2011 [ECF No. 2549] approving the *Liquidating Debtor Heller Ehrman LLP's Motion for Authority to Make 2011 Interim Distribution to General Unsecured Creditors Pursuant to 11 U.S.C. § 105(a) and Joint Plan of Liquidation of Heller Ehrman LLP (August 9, 2010)* (the "First Distribution Motion") [ECF No. 2321].

8. The Debtor made an interim distribution in late 2012 and early 2013 to general unsecured creditors in the amount of 5.5% pursuant to this Court's Order dated December 27, 2012 [ECF No. 3174] approving the *Liquidating Debtor Heller Ehrman LLP's Motion for Authority to Make Interim Distribution to General Unsecured Creditors Pursuant to 11 U.S.C. § 105(a) and Joint Plan of Liquidation of Heller Ehrman LLP (August 9, 2010)* (the "Second Distribution Motion") [ECF No. 3144], bringing the total distributed to general unsecured creditors pursuant to the First and Second Distribution Motions to 44%.

9. The Debtor made an interim distribution in 2013 to general unsecured creditors in the amount of 9% pursuant to this Court's Order dated June 28, 2013 [ECF No. 3320] approving the *Liquidating Debtor Heller Ehrman LLP's Motion for Authority to Make 2013 Interim Distribution to General Unsecured Creditors Pursuant to 11 U.S.C. § 105(a) and Joint Plan of Liquidation of Heller Ehrman LLP (August 9, 2010)* (the "Third Distribution Motion") [ECF No. 3306], bringing the total distributed to general unsecured creditors pursuant to the First, Second and Third Distribution Motions to 53%.

10. The Debtor made an interim distribution in 2016 to general unsecured creditors in the amount of 7% pursuant to this Court's Order dated December 22, 2015 [ECF No. 3722] approving the *Liquidating Debtor's Motion for Authority to Make 2015 Interim Distribution to General Unsecured Creditors Pursuant to 11 U.S.C. §105(a) and Joint Plan of Liquidation of Heller Ehrman LLP (August 9, 2010)* (the "Fourth Distribution Motion") [ECF No. 3712], bringing the total distributed to general unsecured creditors pursuant to the First, Second, Third, and Fourth Distribution Motions to 60%.

11. On August 13, 2020, the Debtor filed its *Post-Confirmation Liquidating Debtor Heller Ehrman LLP's Motion for Authority to Make Final Distribution to the Employee and PBGC General Unsecured Creditors Pursuant to 11 U.S.C. §105(a) and Joint Plan of Liquidation of Heller Ehrman LLP (August 9, 2010) and Notice of Opportunity for Hearing* (the "2020 Employee Distribution Motion") [ECF No. 4285] seeking authority to make a final distribution of 4% to the Debtor's former employees ("Employee") and Pension Benefit Guaranty Corporation ("PBGC") general unsecured claimants and for related relief (the "2020 Employee Distribution"). The Court granted the motion [ECF No. 4305] and the Debtor made the distributions to the Employee and PBGC general unsecured creditors, bringing the total distributed to Employee and PBGC general unsecured creditors pursuant to the First, Second, Third, Fourth, and 2020 Employee Distribution Motions to 64%.

12. The Debtor made an interim distribution in 2021 to non-employee general unsecured creditors in the amount of 4% pursuant to this Court's Order dated October 16, 2021 [ECF No. 4415] approving the *Liquidating Debtor's Motion for Authority to Make 2021 Interim*

Distribution to Non-Employee General Unsecured Creditors Pursuant to 11 U.S.C. Section 105(a) and Joint Plan of Liquidation of Heller Ehrman LLP (August 9, 2010) (the "2021 Non-Employee Distribution Motion") [ECF No. 4403], which is the same percentage the employee general unsecured claimants received in their 2020 Employee Distribution, bringing the total distribution to non-employee general unsecured creditors pursuant to the First, Second, Third, Fourth, and the 2021 Non-Employee Distribution Motion to 64% (the same as the employee general unsecured claimants).

13. In addition, all Remaining Priority Claims (listed in the "Allowed Claims Distribution Schedule" to the First Distribution Motion) have been previously paid.

14. Approving this Final Distribution is in the best interests of creditors because it will facilitate prompt distributions and allow for the efficient and orderly conclusion of this bankruptcy case, thereby avoiding the continued incurrence of administrative expenses and professional fees. Moreover, as discussed in the First, Second, Third, Fourth, 2020 Employee, and 2021 Non-Employee Distribution Motions (hereafter collectively referred to as the "Prior Distribution Motions"), and approved in the Orders thereto, and/or consistent with Articles 1.54, 1.58, 4.8, 4.9, 4.10, 5.20, 5.21, 5.22(i), (iv), (vi) & (vii), 5.26, and 5.31 of the Plan, no distribution will be made with respect to the De Minimis Claims, disallowed Disputed Claims, Late-Filed Claims, or Subordinated/Interest Claims (as defined and discussed in Prior Distribution Motions). I am additionally requesting that I may: (1) mail the distributions checks to the addresses that are set forth in Exhibits 1 through 3; (2) notify the Allowed GUC Claimants that distributions checks must be negotiated within ninety days of the date the check is dated; (3) provide that notification described in this paragraph shall be deemed satisfied by a notation on the distribution check itself; and (4) distribute any funds represented by checks that remain uncashed after such ninety day period to CARE; provided, however, that any funds represented by uncashed checks payable to the PBGC Beneficiaries shall instead be distributed by me in accordance with applicable non-bankruptcy law, after consultation with counsel. In my opinion, any funds represented by uncashed checks will constitute a relatively small residual balance. Moreover, redistributing funds represented by those uncashed checks would require me to incur substantial additional

administrative expenses, including calculating supplemental distributions, updating distribution schedules, printing and mailing a new round of checks (the costs of mailing alone would be substantial), and maintaining the estate open for a prolonged period. Accordingly, it would be uneconomical and impracticable to redistribute any funds represented by uncashed checks after the final distribution.

15. Exhibit 1 details the Allowed Non-Employee GUC Claimants, their claim number (if any) and the estimated distribution percentage of 3%.[3] De Minimis claims (i.e., claims whose payment is less than $50) are listed on Exhibit 1 and will not be paid. The funds attributable to the De Minimis claims will be made available for re-distribution to other holders of Allowed Claims of like Class pursuant to Articles 5.26 and 5.28 of the Plan. Disallowed Non-Employee claims are not listed on Exhibit 1 and will not be paid. Exhibit 1 is attached to this Declaration as ***Exhibit 1***.

16. Exhibit 2 details the allowed Employee claimants, their claim number (if any), and the estimated distribution percentage of 3%. De Minimis Employee claims (i.e. claims whose payment is less than $50) are listed on Exhibit 2 and will not be paid. The funds attributable to the De Minimis claims will be made available for re-distribution to other holders of Allowed Claims of like Class pursuant to Articles 5.26 and 5.28 of the Plan. Disallowed Employee claims are not listed on Exhibit 2 and will not be paid. Exhibit 2 is attached to this Declaration as ***Exhibit 2***.

17. Exhibit 3 details the PBGC Beneficiaries and the estimated distribution percentage of 3%. I am in the process of retaining counsel to ensure compliance with the PBGC Settlement Agreement [ECF No. 1257, Ex. A (Agreement) and Order ECF No. 1361] and applicable non-bankruptcy law. If such compliance requires: (a) reducing the Distribution Percentage payable to the Allowed GUC Claimants to less than 2.5%, or, (b) taking any action that deviates from the

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[3] As noted above, the Distribution Percentage is expected to range between 2.5% and 3%. Exhibits one through three reflect the 3% estimate. If the final Distribution Percentage is between 2.5% and 3%, the amounts reflected in Exhibits one through three will be adjusted to correspond with the actual Distribution Percentage used at the time of distribution. However, if the final Distribution Percentage falls below 2.5%, the Debtor will seek further Court approval before proceeding with any distribution.

relief requested in the Motion, I will seek supplemental authority from the Court before implementing such action. Exhibit 3 is attached to this Declaration as ***Exhibit 3***.

18. Exhibit 4 details the Unliquidated Claimants and their claim number. Exhibit 4 is attached to this Declaration as ***Exhibit 4***. I intend to file objections to the Unliquidated Claims, or to the unliquidated portions thereof, if necessary, after attempting to contact the Unliquidated Claimants, either through myself or my counsel. I will *not* make the Final Distribution until such objections have been resolved.

19. I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and that this declaration was executed on June 29, 2026, at Sacramento, California.

Michael S Burkart

MICHAEL BURKART