Leonard M. Shulman - Bar No. 126349
Melissa Davis Lowe – Bar No. 245521
SHULMAN HODGES & BASTIAN LLP
8105 Irvine Center Drive, Suite 600
Irvine, CA 92618
Telephone: (949) 340-3400
Facsimile: (949) 340-3000
E-mail: lshulman@shbllp.com; mlowe@shbllp.com

General Counsel for the
Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT

CENTRAL DISTRICT OF CALIFORNIA, SANTA ANA DIVISION

In re **BOUNDARY BAY CAPITAL, LLC, a California limited liability company,** Debtor.	Case No. 8:11-bk-14298-CB Chapter 11 **OFFICIAL COMMITTEE OF UNSECURED CREDITORS' RESPONSE AND STATEMENT REGARDING APPROVAL OF DISCLOSURE STATEMENT DESCRIBING CHAPTER 11 PLAN OF REORGANIZATION** **Hearing** Date: May 9, 2012 Time: 11:00 a.m. Place: Courtroom 5D

TO THE HONORABLE CATHERINE BAUER, UNITED STATES BANKRUPTCY JUDGE, THE OFFICE OF THE UNITED STATES TRUSTEE AND ALL OTHER INTERESTED PARTIES:

The Official Committee Of Unsecured Creditors ("Committee") for the bankruptcy estate of Boundary Bay Capital, LLC, a California limited liability company ("Debtor") hereby submits its Response and Statement ("Statement") Regarding Approval ("Motion") of the Debtor's Disclosure Statement Describing Debtor's Chapter 11 Plan of Reorganization ("Disclosure Statement") as follows:

I. COMMITTEE REQUIRES FURTHER TIME TO REVIEW THE DISCLOSURE STATEMENT

The Committee has been in constant communication with the Debtor and the Debtor's counsel regarding the Debtor's proposed Disclosure Statement and Plan; however, there are many outstanding issues and questions the Committee has for the Debtor. These include but are not limited to, what will be the terms of oversight over the Debtor and Newco, what is the total amount of management fees to be paid and why are such fees justified, further information on the properties to be sold over the life of the Plan, and further information regarding the development costs over the life of the Plan.

The Disclosure Statement was filed on April 27, 2012, just twelve (12) days prior to the hearing on approval of such, and just five (5) days prior to the time any opposition or comments must be filed. This is clearly not sufficient time for the Committee, or any other interested party for that matter, to fully review the Disclosure Statement and prepare and file an opposition or comments, if necessary.

Accordingly, the Committee requests that the Court continue the hearing for at least thirty (30) days to allow the Committee sufficient time to review and analyze the proposed Disclosure Statement and to continue its discussions with the Debtor.

II. COMMITTEE WILL TRY TO REACH A CONSENSUAL PLAN WITH THE DEBTOR

Not only has the Committee not had sufficient time to review the Disclosure Statement, but the Committee is also in discussions with the Debtor about consensual alternatives to the proposed Plan. These possible alternatives have not yet been examined or discussed in sufficient detail, but the Committee and the Debtor are working through these suggestions as fast as possible. If the Committee and the Debtor are able to reach an agreement, an amended Disclosure Statement and Plan will have to be filed and thus, there is no reason to approve the current version of the Disclosure Statement until these possible alternatives have been fully analyzed.

SHULMAN HODGES & BASTIAN LLP
8105 Irvine Center Drive
Suite 600
Irvine, CA 92618

III. CONCLUSION

Based upon the foregoing, the Committee respectfully requests the Court continue the hearing on approval of the Disclosure Statement for at least thirty (30) days.

SHULMAN HODGES & BASTIAN LLP

Dated: May 2, 2012

/s/ Melissa Davis Lowe
Leonard M. Shulman
Melissa Davis Lowe
General Counsel to the Official Committee of Unsecured Creditors of Boundary Bay Capital, LLC

SHULMAN HODGES & BASTIAN LLP
8105 Irvine Center Drive
Suite 600
Irvine, CA 92618

NOTE: When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 8105 Irvine Center Drive, Suite 600, Irvine, CA 92618

A true and correct copy of the foregoing document described as **OFFICIAL COMMITTEE OF UNSECURED CREDITORS' RESPONSE AND STATEMENT REGARDING APPROVAL OF DISCLOSURE STATEMENT DESCRIBING CHAPTER 11 PLAN OF REORGANIZATION** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner indicated below:

I. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")** – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On May 2, 2012, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

☒ Service information continued on attached page

II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL(indicate method for each person or entity served)**:**
On May 2, 2012, I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on May 2, 2012, I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.

Judge's copy Via Messenger Delivery
United States Bankruptcy Court
Attn: Honorable Catherine Bauer
411 West Fourth Street, Bin Outside of Room 5097
Santa Ana, CA 92701-4593

☐ Service information continued on attached page

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

May 2, 2012	Jackie Rodriguez	/s/ Jackie Rodriguez
Date	*Type Name*	*Signature*

Additional Service Information-

Via NEF:

- Paul S Arrow parrow@buchalter.com, ifs_filing@buchalter.com;salarcon@buchalter.com
- Frank Cadigan frank.cadigan@usdoj.gov
- John W Cutchin jcutchin@san.rr.com
- Melissa Davis mdavis@shbllp.com
- Daniel Denny ddenny@gibsondunn.com
- Joseph S Dzida jdzida@crdattorneys.com, jdzida@gmail.com
- Beth Gaschen bgaschen@wgllp.com
- Barry S Glaser bglaser@swjlaw.com
- Nancy S Goldenberg nancy.goldenberg@usdoj.gov
- Sheri Kanesaka sheri.kanesaka@bryancave.com, theresa.macaulay@bryancave.com
- Hutchison B Meltzer hmeltzer@wgllp.com
- Hal M Mersel mark.mersel@bryancave.com
- Martha E Romero Romero@mromerolawfirm.com
- Laurie A Shade , anthony.lievanos@coco.ocgov.com
- Leonard M Shulman lshulman@shbllp.com
- Evan D Smiley esmiley@wgllp.com
- United States Trustee (SA) ustpregion16.sa.ecf@usdoj.gov

Via First Class Mail

DEBTOR
BOUNDARY BAY CAPITAL, LLC
AIRPORT EXECUTIVE SUITES
2102 BUSINESS CTR DRIVE, SUITE 130
IRVINE, CA 92612

INTERESTED PARTY
UNITED STATES TRUSTEE (SA)
411 W FOURTH ST., SUITE 9041
SANTA ANA, CA 92701-4593

COMMITTEE MEMBER
ANDREA JUPINA
PO BOX 234192
ENCINITAS, CA 92023-4192

COMMITTEE MEMBER
HARRINGTON CONSTRUCTION CO. INC.
DEFINED BENEFIT PENSION PLAN
ATTN: WEST HARRINGTON
22632 GOLDEN SPRINGS DR STE. 215
DIAMOND BAR, CA 91765

COMMITTEE MEMBER
LYNELL G. BURMARK
713 SARANAC DRIVE
SUNNYVALE, CA 94087

COMMITTEE MEMBER
ALBERT C. WAZLAK
1901 PINE ST
HUNTINGTON BEACH, CA 92648

COMMITTEE MEMBER
CLINTON & JOY CAMPBELL
2702 50TH AVENUE NE
TACOMA, WA 98422

REQUEST FOR NOTICE - LAURA S. VALVERDE
SCOTT C. PAINTER, ESQ.
906 PENN AVENUE
PO BOX 6269
WYOMISSING, PA 19610