

# The Depository Trust Company

# **IMPORTANT**

**B#:** 0632

**DATE:** September 22, 2000

**TO:** All Participants

**CATEGORY:** Reorganization

**FROM:** DTC Proxy Department

**ATTENTION:** Proxy/Reorganization Manager

**SUBJECT:** L.L. Knickerbocker Company, Inc.

## **SECURITIES**

L.L. Knickerbocker Company, Inc. Common  
L.L. Knickerbocker Company, Inc. Warrants  
L.L. Knickerbocker Company, Inc. New Warrants  
L.L. Knickerbocker Company, Inc. Common New

## **CUSIP #S**

498859 10 7  
498 859 11 5  
498859 12 3  
498859 30 5

L.L. Knickerbocker Company, Inc. is soliciting acceptances of its Second Amended Plan of Reorganization, dated August 25, 2000 (the "Plan"). Holders of L.L. Knickerbocker Company, Inc. securities listed above and of record on August 25, 2000 (the "Securities"), are eligible to vote by ballot to accept or reject the Plan.

Accompanying the Second Amended Disclosure Statement dated August 25, 2000 and other materials for voting on the Plan is the attached Order, which refers to a hearing on confirmation of the Plan, which is scheduled to be held on October 18, 2000. DTC also received the attached Ballot. Participants may obtain copies of the materials for voting on the Plan by contacting:

Paul Couchot of Winthrop Couchot  
At: 949-720-4100

DTC will provide L.L. Knickerbocker, Inc. with a listing of the Participants, which had the Securities on deposit with DTC at the close of business on August 25, 2000, so that Participants may vote on the Plan.

Participants are referred to the Second Amended Disclosure Statement dated August 25, 2000 for a statement of the terms of the Plan.

Participants are advised that acceptances or rejections of the Plan must be received by Counsel no later than October 3, 2000. Executed ballots should be returned to:

Winthrop Couchot Professional Corporation  
3 Civic Plaza  
#280  
Newport Beach, California 92660

The Securities will remain eligible at DTC during the solicitation.

Participants are referred to RIPS Envelope 93 and LENP for details of the Plan.

Karl Baker

Manager

Attachments

B# 1432 PK4

PAUL J. COUCHOT - State Bar No. 131934  
CHARLES LIU - State Bar No. 190513  
WINTHROP COUCHOT  
PROFESSIONAL CORPORATION  
3 Civic Plaza, Suite 280  
Newport Beach, California 92660  
Telephone: (949) 720-4100  
Facsimile: (949) 720-4111

Attorneys for Debtor and Debtor-in-Possession

UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SANTA ANA DIVISION

In re:

THE L.L. KNICKERBOCKER COMPANY INC., a  
California corporation,

Debtor and  
Debtor in Possession.

Case No. SA 99-18522 RA

Chapter 11 Proceeding

CONFIRMATION HEARING

DATE: October 18, 2000

TIME: 1:30 P.M.

CTRM: 6C

NOTICE TO CREDITORS AND PARTIES IN INTEREST OF HEARING ON  
CONFIRMATION OF DEBTOR'S SECOND AMENDED CHAPTER 11  
PLAN OF REORGANIZATION, AS MODIFIED

TO ALL CREDITORS OF THE ABOVE-REFERENCED ESTATE, PARTIES IN INTEREST AND THE  
OFFICE OF THE UNITED STATES TRUSTEE:

NOTICE IS HEREBY GIVEN THAT:

At a hearing held on August 22, 2000, the Court approved the Debtor's Second Amended Disclosure Statement for Debtor's Second Amended Plan of Reorganization, as Modified, finding that the same contains adequate information in accordance with 11 U.S.C. §1125.

Copies of the following are being transmitted herewith:

- (a) Copy of the Order Approving Disclosure Statement, Fixing Time for Objecting to Confirmation, Fixing Time for Filing Acceptances and Rejections of Proposed Plan of Reorganization, Approving Ballots for Accepting or Rejecting Plan and Fixing Date of Hearing on Confirmation of Plan, Combined with Notice Thereof;
- (b) The Debtor's Second Amended Chapter 11 Plan of Reorganization, as Modified (the "Plan");
- (c) The Debtor's Second Amended Disclosure Statement for Debtor's Second Amended Plan of Reorganization, as Modified; and

If you are entitled to vote in this case,

- (d) A ballot for the acceptance or rejection of the Plan.

By order of the Court, all written ballots accepting or rejecting the Debtor's Plan must be actually received by counsel to the Debtor at the address set forth on the ballot on or before 5:00 p.m., on October 3, 2000. Ballots may be transmitted by telecopier transmission so long as the facsimile transmission is actually received/postmarked no later than 5:00 p.m., October 3, 2000. Any ballots received after said date and time shall not be counted.

A hearing for consideration of confirmation of the Plan and any objections which may be made to the confirmation of the Plan will be held on October 18, at 1:30 P.M., at Courtroom 6C, located at 411 West Fourth Street, Santa Ana, California 92701. Any objections to the confirmation of the Plan must be filed with the Court and served on counsel for the Debtor at the address indicated on the first page of this notice and upon the Office of the United States Trustee located at 411 West Fourth Street, Suite 9041, Santa Ana, California 92780. Such written objections must be filed with the Court by 5:00 p.m. and served so as to be received by the parties named above, no later than 5:00 p.m. on October 3, 2000.

October 10, 2000, is fixed as the last day on which the Debtor may file and serve all pleadings and declarations in support of confirmation of the Plan, including a ballot tally, which pleadings and declarations must actually be received upon parties entitled to notice by 5:00 p.m. on such date.

DATED: September 1, 2000.

WINTHROP COUCHOT  
PROFESSIONAL CORPORATION

By: 

Paul J. Couchot  
Charles Liu

Attorneys for Debtor and Debtor in Possession

Attorney or Party Name, Address: PAUL J. COUCHOT – State Bar No. 131934 CHARLES LIU – State Bar No. 190513 <b>WINTHROP COUCHOT          PROFESSIONAL CORPORATION</b> 3 Civic Plaza, Suite 280 Newport Beach, CA 92660 Telephone: (949) 720-4100 Facsimile: (949) 720-4111 Attorneys for Debtor and Debtor-in-Possession.	<b>FOR COURT USE ONLY</b>
<b>UNITED STATES BANKRUPTCY COURT          CENTRAL DISTRICT OF CALIFORNIA – SANTA ANA</b>	Chapter 11 Case No. SA 99-18522 RA
In re:  <b>THE L.L. KNICKERBOCKER CO., INC.</b> , a California corporation,   <p style="text-align: center;">Debtor and Debtor-in-Possession.</p>	<b>CONFIRMATION HEARING:</b> DATE: October 18, 2000 TIME: 1:30 P.M. CTRM: 6C

**BALLOT FOR ACCEPTING OR REJECTING A PLAN**

1. Proponent of Plan, The L.L. Knickerbocker Co., Inc., a California corporation, the Debtor and Debtor-in-Possession herein, has submitted its Second Amended Chapter 11 Plan of Reorganization, as Modified (“Plan”) on August 25, 2000, for the Debtor in this case. By this ballot you will decide whether to accept or reject this Plan.
2. The Court has approved a disclosure statement with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement you may obtain a copy from the proponent or proponent’s attorney at the address set forth above. Court approval of this disclosure statement does not indicate approval of the Plan by the Court.
3. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your (check one box only)  claim  equity interest has been placed in Class 5 under the Plan. If you hold claims or equity interest in more than one class, you will receive a ballot for each class in which you are entitled to vote.
4. If your ballot is not received by the proponent’s attorney, Winthrop Couchot Professional Corporation, located at 3 Civic Plaza, #280, Newport Beach, California 92660, on or before **October 3, 2000 at 5:00 P.M.**, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.
5. If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

**ACCEPTANCE OR REJECTION OF THE PLAN**

6. Complete the appropriate line below, which describes your interest (choose only one):
    - 6.1 The undersigned is the holder of a Class \_\_\_\_\_ (check one box only)  secured  priority or  unsecured nonpriority claim against the Debtor in the unpaid amount of Dollars \$ \_\_\_\_\_.
    - 6.2 The undersigned is the holder of a Class \_\_\_\_\_ (check one box only)  bond,  debenture, or  debt security claim against the Debtor, consisting of Dollars \$ \_\_\_\_\_, principal amount of (describe bond, debenture, or other debt security) \_\_\_\_\_ of the Debtor. For the purposes of this Ballot, it is not necessary and you should not adjust the principal amount for any accrued or unmatured interests.
    - 6.3 The undersigned is the holder of Class \_\_\_\_\_ equity interest in the Debtor, consisting of (number of shares) \_\_\_\_\_ or other interests (describe equity interest) \_\_\_\_\_ in the Debtor.
- Other Classes:  See Attached Continuation Page

Ballot for Accepting or Rejecting Plan – Page Two (2)

In re THE L.L. KNICKERBOCKER CO., INC.,  Debtor.	(SHORT TITLE)	Chapter 11 CASE NUMBER SA 99-18522 RA
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7. The undersigned (check one box only):

(        ) ACCEPTS THE PLAN        (        ) REJECTS THE PLAN

Dated: \_\_\_\_\_

Print or type name of creditor: \_\_\_\_\_

Print or type name: \_\_\_\_\_

Signature: \_\_\_\_\_

Title (if corporation or partnership): \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Telephone Number: \_\_\_\_\_

Fax Number: \_\_\_\_\_

**RETURN THIS BALLOT TO:**

Winthrop Couchot Professional Corporation  
Attn: Paul J. Couchot, Esq.  
3 Civic Plaza, Suite 280  
Newport Beach, California 92660

Facsimile: (949) 720-4111