

CAUSE NO. D-1-GN-23-003968

G.E.T. MARKETING, LLC,	§	IN THE DISTRICT COURT
	§	
<i>Plaintiff</i>	§	
	§	
v.	§	459 <sup>th</sup> JUDICIAL DISTRICT
	§	
PSW REAL ESTATE, LLC,	§	
	§	
<i>Defendant</i>	§	TRAVIS COUNTY, TEXAS

**RECEIVER’S MOTION TO ESTABLISH CLAIMS PROCEDURES,  
TO APPROVE CLAIM FORM, AND TO APPROVE INJUNCTION NOTICE**

COMES NOW, Stapleton Group, Inc., in its capacity as receiver (“*Receiver*”) for Defendant PSW Real Estate, LLC (“*PSW*”) and files this Motion to Establish Claims Procedures, Approve Claim Form, and Approve Injunction Notice, and would respectfully show this Court the following:

1. On July 31, 2023, Judge Amy Clark Meachum entered the Order Appointing Receiver (the “*Receiver Order*”) in this matter and appointed Stapleton Group, Inc. as the Receiver. The Receiver Order became effective on August 1, 2023, when the required bond was deposited by the Receiver and the requisite oath was filed. Pursuant to the Receiver Order, the Receiver is to take exclusive custody and control of all assets and operations of PSW and to “do any and all acts necessary to the proper and lawful conduct of the receivership.” The purpose of the receivership is to marshal all assets of PSW and, thereafter, “to determine whether and to what extent, in the Receiver’s discretion, such Operations could and/or should be continued” or, if not, “to conduct an orderly marketing and sale of ... all or part of the assets.” The receivership property consists of all property in which PSW has an interest, including over 50 affiliate and/or

subsidiaries (together, the “*Receivership Entities*”)<sup>1</sup> in which PSW has an interest (“*Receivership Property*” or “*Receivership Estate*”).

2. To fulfill his duties the Receiver is required to, among other things: (i) identify and take control of all Receivership Property; (ii) identify all claims against the Receivership Entities; and (iii) determine the best manner of preserving value of the Receivership Estate to maximize the return for all creditors and other constituent groups.

3. Presently, the Receiver is in the process of marshaling and taking control of the assets of each Receivership Entity and seeking to account for their ownership, value, potential future value, and necessity to operations. The Receiver is also seeking to identify all creditors of each Receivership Entity to determine the amount of any debts, whether such debt is secured, the need to pay the debt to preserve value of the estate, and whether such debt may be subject to dispute. In order to assist in identifying such information for each creditor or potential creditor, the Receiver has determined the necessity of creating claims procedures.

4. Given the currently known information regarding the operations of the entities involved in this Receivership, the Receiver suggests that the following procedures be implemented as a claims procedure plan:

- An Official Claim Form in the format of **Exhibit A** attached hereto will be sent to any person believed to be a creditor of any Receivership Entity or other interest holder (including employees);
- The Claim Form must be returned to the Receiver within 90 days after the Claim Form is mailed to the potential claimant. Failure to timely return a Claim Form may be grounds to disallow the claim.<sup>2</sup>

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<sup>1</sup> A list of all Receivership Entities is attached as Exhibit A to the Receiver Order.

- As a Claim Form is received, it will be assigned a sequential claim number to be used to identify the claim during further proceedings before this Court.
- Within a reasonable time after a Claim Form is received, the Receiver will send a written acknowledgment of receipt of the Claim Form to each such claimant.
- At a later date, the Receiver will ask the Court to enter an order establishing a claims bar date, which will provide a deadline by which all claims must be filed.

5. In the short time since the Receiver Order was entered, the Receiver has become aware of at least nine (9) lawsuits pending against the Receivership Entities. The Receiver Order enjoins the initiation or continuation of lawsuits against any of the Receivership Entities and provides that any actions to collect from such entities is enjoined. The purpose of such injunction is to provide for the efficient administration of the Receivership Estate in this proceeding and to avoid wasteful and duplicative efforts in other lawsuits. As such, the Receiver requests that the Court approve the Notice of Injunction Form in the format of **Exhibit B** attached hereto, to provide notice that the continuation of such lawsuits is enjoined pending resolution of this receivership proceeding. Without such relief, the Receiver will waste precious estate resources responding to discovery and other pleadings rather than preserving such resources for the repayment of claims. Such relief will not prejudice litigants because it will toll claims against the Receivership Entities during the pendency of the receivership case.

WHEREFORE, the Receiver requests that upon final consideration of this motion, the Court enter an order consistent with the foregoing requested relief and for such other and further

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<sup>2</sup> The Receiver does not intend to use such a deadline as a hard and fast rule to penalize claimants but rather only as a means to prompt a timely return of the completed form. The Receiver intends to make exceptions to the deadline as circumstances and equity dictate.

relief, general or special, at law or in equity, to which the Receiver may now himself justly entitled.

Respectfully submitted,

**REED SMITH, LLP**

*/s/ Bradley J. Purcell* \_\_\_\_\_

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*Attorney for Receiver*

**CERTIFICATE OF SERVICE**

I hereby certify that, on August 9, 2023, a true and correct copy of the foregoing document was served on all counsel of record pursuant to the Texas Rules of Civil Procedure via the Court's electronic filing system.

*/s/ Bradley J. Purcell* \_\_\_\_\_

Bradley J. Purcell

# EXHIBIT A

## PROOF OF CLAIM DECLARATION

This form is to be submitted by creditors, employees, or anyone else who believes they are owed money by PSW Real Estate, LLC or any of its affiliates or subsidiaries identified on the last page of this form (referred to as the “*Receivership Entities*”). **Important Note: Only those creditors who submit this form and do so accurately can become eligible to receive distributions from the recoveries and liquidation of assets of the Receivership Entities.**

### INSTRUCTIONS

Instructions for completing this form (Please read these instructions carefully and follow them closely):

1. You must complete and submit a separate Proof of Claim Declaration form for each of the Receivership Entities you believe owes you money.
2. Complete all sections of this form and provide copies of all supporting documents such as contracts, check copies (front and back), wire transfer documents, and correspondence that show the amounts you believe you are owed.
3. Initial each page of the documents you submit, including this form.
4. If a particular item does not apply to you, write “not applicable.” If you do not know the answer to a particular item, write “not known.” Please do not leave a question blank.
5. You must certify the accuracy of the Proof of Claim Declaration on the final page.
6. The Receiver reserves the right to request additional information from you.
7. The Receiver may reject any claim that has not been completed accurately, legibly or completely or that is not supported by documentation.
8. In the event that any information provided in this Proof of Claim Declaration changes or becomes inaccurate or incomplete, you are obligated to so advise the Receiver and revise and update your Proof of Claim Declaration. Failure to do so would make your Proof of Claim Declaration inaccurate or misleading. It is your responsibility to notify the Receiver if your address changes.
9. The fact that you have received this Proof of Claim Declaration from the Receiver, or that the Receiver accepts your return of the form, does not constitute a determination by the Receiver that you are in fact an eligible claimant to share in any distributions from the

\_\_\_\_\_ Initials

Receivership Estate. The Receiver will review the claims received and compare the information you submit to the records of the Receivership Entities. Final approval of claims and distributions, if any, are dependent upon the procedures established by, and orders of, the Court. You will receive notice from the Receiver if your claim is rejected or disputed in whole or in part. If the Receiver rejects the validity or amount of your claim, you will be given an opportunity to provide additional information or evidence and to obtain a hearing from the Court.

- I0. Privacy. The information submitted in this form will only be used to verify claims, for any tax reporting required, to comply with any other legal reporting requirements and for other permissible legal uses.
- II. The Receiver and his attorneys cannot give you personal legal advice concerning your Proof of Claim Declaration; any such advice must come from *your own attorney* or other advisor. Likewise, information communicated by you to the Receiver or his attorneys is not confidential and will be utilized by the Receiver in administering the Receivership Estate, including the resolution of any claim you may make against the Receivership Estate.
- I2. Upon completion, please sign and return this form and supporting documents to the Receiver addressed as follows:

Mike Bergthold  
c/o Stapleton Group  
514 Via de la Valle, Suite 210  
Solana Beach, CA 92075
- I3. Please keep a copy of your completed form for your file.
- I4. Please submit all claims in United States Dollars (“**USD**”). Claims will be paid in USD. The exchange rate to be applied to your claim will be the rate existing on the date of your contribution if such contributions was made in anything other than USD.

\_\_\_\_\_ Initials

PROOF OF CLAIM DECLARATION FORM

**This is a Claim for a debt owed by:**  
**(Check only one; Submit separate forms for each Receivership Entity)**

- PSW Real Estate, LLC
- \_\_\_\_\_ (fill in)

**I. CLAIMANT INFORMATION** (please print or type)

**a. Claimant Name(s)/Account Number:**

\_\_\_\_\_

Your Mailing Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

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

E-mail Address: \_\_\_\_\_

**b. Attorney Information** (if applicable):

Name: \_\_\_\_\_

Firm Name: \_\_\_\_\_

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

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

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

E-mail Address: \_\_\_\_\_

\_\_\_\_\_ Initials

**II. CLAIM INFORMATION**

Do you have any number or job name you use to identify the project to which your claim relates?

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What is the basis for your claim?

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Is your claim subject to a written agreement with a Receivership Entity? If so, please identify and attach a copy.

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How much is the claim?

\$ \_\_\_\_\_

Does this amount include any interest or other charges? If so, please identify.

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Is all or part of the claim secured? If so, identify the nature of the security and provide a filing number.

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\_\_\_\_\_ Initials

**SIGNATURE**

**I, the undersigned, declare under penalty of perjury, pursuant to 28 USC § 1746, that the foregoing information provided in this Proof of Claim Declaration and the supporting documents, are true and correct. I will supplement this Proof of Claim Declaration if any information given herein later becomes, or is determined to be, inaccurate or incomplete.**

**Date:** \_\_\_\_\_ **Signature:** \_\_\_\_\_

**Print Name:** \_\_\_\_\_

Reminder checklist:

- Remember to attach copies (not originals) of supporting documentation.
- Initial each page of this Proof of Claim Declaration and each page of your supporting documentation and sign above.
- If you move, please send us your updated contact information.

## **Receivership Entities**

PSW Real Estate, LLC  
Storybuilt, LLC  
Storybuilt Community Management, LLC  
SB Joint Venture GC, LLC  
SB JV Property Management, LLC  
PSW Seattle, LLC  
PSW Urban Homes, LLC  
PSW GC, LLC  
PSW RE, LLC  
Theme Studio, LLC  
PSW Seattle Real Estate, LLC  
PSW Land Acquisitions, LLC  
SB Builders, LLC  
SB-Frank Condo, LLC  
SB JV General Contractor, LLC  
SB-Fixed Holdings, LLC  
Fixed Maintenance and Repair, LLC  
SB-San Miguel Holdings GP, LLC  
SB-San Miguel Holdings, LLC  
SB-Downtown Plano, LLC  
SB-Kramer Holdings, LLC  
SB-Dayton, LLC  
SB-Dayton Holdings, LLC  
SB Charley, LLC  
Frank West Builder, LLC  
SB Austin SF Holdings, LLC  
900 South First GP, LLC  
Storybuilt Temporary, LLC  
SB-Parfitt Holdings, LLC  
SB-Parfitt, LLC  
PSW Webberville, LLC  
PSW-White Rock Trail, LLC  
PSW-Luma, LLC  
6556 Ravenna, LLC  
PSW Bruno Holdings, LLC  
SB-Bruno, LLC  
SB-Manchaca Road, LLC  
SB-George Holdings, LLC  
Pinehurst Land, LP  
SB-Ozzie Holdings, LLC  
SB-Ozzie, LLC  
PSW-Springdale Manager, LLC  
PSW-Springdale, LLC  
SB-Springdale Office, LLC  
SB-Ellie May Office Property Owner, LLC  
SB-Income Portfolio GP, LLC  
SB Income Portfolio SLP, LP  
SB Income Portfolio, LP  
SB-Willa Commercial Holdings, LLC  
SB Willa Commercial, LLC  
SB-Kramer, LLC  
PSW 900 Eastline, LP  
PSW Urban Homes, LP  
George II6-Austin, L.P.  
SB Webberville Road, LLC

# EXHIBIT B

[APPROPRIATE CAPTION]

**NOTICE OF INJUNCTION AND STAY OF CASE**

COMES NOW, Stapleton Group, Inc., in its capacity as receiver (“*Receiver*”) for PSW Real Estate, LLC (“*PSW*”) and provides notice that one or more of the parties in this case is part of the receivership estate established by the Order Appointing Receiver entered on July 31, 2023, by Judge Amy Clark Meachum (the “*Receiver Order*”), which is attached hereto as **Exhibit A**.

The Receiver Order provides, among other things:

that except by leave of this Court, during the pendency of the receivership ordered herein, PSW and all of its customers, principals, investors, collectors, stockholders, lessors, other creditors, judgment holders, and/or other persons seeking to establish or enforce any claim, debt, right, lien, and/or interest against PSW, or any of its subsidiaries or affiliates, and/or all others acting for or on behalf of such persons, attorneys, trustees, agents, sheriffs, constables, marshals, and/or any other officers and their deputies, and their respective attorneys, servants, agents, and/or employees, **be and are hereby stayed from ...**

**Commencing, prosecuting, continuing, and/or enforcing any suit or proceeding against PSW, or any of its subsidiaries or affiliates,** except as such actions may be filed to toll any applicable statutes of limitations ...

The Receiver Order further provides that “all persons who receive actual or constructive notice of this Order are enjoined in any way from disturbing the Receivership Property or from prosecuting any new proceedings (including collection or enforcement proceedings) that involve

Receiver, the Receivership Property, or Operations unless such person or persons first obtains the permission of this Court.” Receiver Order ¶ 14. A list of subsidiaries and affiliates that make up part of the receivership estate is attached as Exhibit A to the Receiver Order.

Accordingly, continuing this lawsuit may be a violation of the Receiver Orders. **Please immediately stay this lawsuit and any other attempts to execute against the Receivership Entities.** Claims against the Receivership Entities may be asserted in the 459<sup>th</sup> Judicial District Court of Travis County, Texas in Cause No. D-1-GN-23-003968.

The Receiver agrees that claims against any receivership entity are tolled during the pendency of the receivership.

G.E.T. MARKETING, LLC,	§	IN THE DISTRICT COURT
	§	
<i>Plaintiff</i>	§	
	§	
v.	§	459 <sup>th</sup> JUDICIAL DISTRICT
	§	
PSW REAL ESTATE, LLC,	§	
	§	
<i>Defendant</i>	§	TRAVIS COUNTY, TEXAS

**ORDER GRANTING RECEIVER’S MOTION TO  
ESTABLISH CLAIMS PROCEDURES,  
TO APPROVE CLAIM FORM, AND TO APPROVE INJUNCTION NOTICE**

CAME ON FOR CONSIDERATION the Motion to Establish Claims Procedures, Approve Claim Form, and Approve Injunction Notice (the “**Motion**”), filed by Stapleton Group, Inc., in its capacity as receiver (“**Receiver**”) for Defendant PSW Real Estate, LLC (“**PSW**”). Having considered the Motion, all evidence submitted therewith, any response thereto, and any argument of counsel, this court determines that Defendants’ Motion should be, and hereby is, in all things GRANTED.

IT IS THEREFORE ORDERED that the form of Notice of Injunction and Stay of Case attached as Exhibit B to the Motion is approved.

IT IS FURTHER ORDERED that the form of Proof of Claim Declaration attached as Exhibit A to the Motion is approved.

IT IS FURTHER ORDERED THAT:

- The Receiver shall, as soon as practicable, send by mail a copy of the Proof of Claim Declaration to any person believed to be a creditor of any Receivership Entity or other interest holder (including employees).

- The Claim Form must be returned to the Receiver within 90 days after the Claim Form is mailed to the potential claimant. Failure to timely return a Claim Form may be grounds to disallow the claim.
- As a Claim Form is received, the Receiver shall assign each claim a sequential claim number to be used to identify the claim during further proceedings before this Court.
- Within a reasonable time after a Claim Form is received, the Receiver will send a written acknowledgment of receipt of the Claim Form to each such claimant.

SIGNED this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

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Judge Presiding

### Automated Certificate of eService

This automated certificate of service was created by the eFiling system. The filer served this document via email generated by the eFiling system on the date and to the persons listed below. The rules governing certificates of service have not changed. Filers must still provide a certificate of service that complies with all applicable rules.

Amy Hinson on behalf of Bradley Purcell

Bar No. 24063965

ahinson@reedsmith.com

Envelope ID: 78350880

Filing Code Description: Motion (No Fee)

Filing Description: RECEIVER'S MOTION TO ESTABLISH CLAIMS PROCEDURES, TO APPROVE CLAIM FORM, AND TO APPROVE INJUNCTION NOTICE

Status as of 8/9/2023 1:31 PM CST

Associated Case Party: G.E.T. MARKETING, LLC

Name	BarNumber	Email	TimestampSubmitted	Status
Todd Headden		theaddden@haywardfirm.com	8/9/2023 11:34:01 AM	SENT
Trey Cook		tcook@akuratedynamic.com	8/9/2023 11:34:01 AM	SENT

Associated Case Party: PSW REAL ESTATE, LLC

Name	BarNumber	Email	TimestampSubmitted	Status
Elin Isenhowe		eisenhower@winstead.com	8/9/2023 11:34:01 AM	SENT
Crystal Sanchez		csanchez@winstead.com	8/9/2023 11:34:01 AM	SENT
Emil Calhoun		ecalhoun@winstead.com	8/9/2023 11:34:01 AM	SENT
James Ruiz		Jruiz@winstead.com	8/9/2023 11:34:01 AM	SENT
Josh Fairchild		josh.fairchild@storybuilt.com	8/9/2023 11:34:01 AM	SENT
Alex Allemann		aallemann@winstead.com	8/9/2023 11:34:01 AM	SENT

Associated Case Party: STAPLETON GROUP, INC.

Name	BarNumber	Email	TimestampSubmitted	Status
Keith Aurzada		KAurzada@ReedSmith.com	8/9/2023 11:34:01 AM	SENT
Bradley Purcell		BPurcell@reedsmith.com	8/9/2023 11:34:01 AM	SENT

Case Contacts

Name	BarNumber	Email	TimestampSubmitted	Status
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Status as of 8/9/2023 1:31 PM CST

#### Case Contacts

A. Almanza		balmanza@abdmlaw.com	8/9/2023 11:34:01 AM	SENT
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Elizabeth Hom		ehom@abdmlaw.com	8/9/2023 11:34:01 AM	SENT
Mike Bergthold		mbergthold@stapletoninc.com	8/9/2023 11:34:01 AM	SENT
Monica Rodriguez		mrodriguez@abdmlaw.com	8/9/2023 11:34:01 AM	SENT
Litigation Department		lit@dentonlawyer.com	8/9/2023 11:34:01 AM	SENT

Associated Case Party: CrossFirst Bank

Name	BarNumber	Email	TimestampSubmitted	Status
Timothy Woods		twoods@higierallen.com	8/9/2023 11:34:01 AM	SENT