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Honorable August B. Landis
United States Bankruptcy Judge



Entered on Docket
November 10, 2022

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**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA**

In re:) Case No.: 22-11824-abl
FRONT SIGHT MANAGEMENT, LLC,) Chapter 11
Debtor.)
_____)

**ORDER APPROVING STIPULATION REGARDING CHANGES TO DEBTOR'S
TAX TREATMENT AND TAX REORGANIZATION CONTEMPLATED UNDER
THE DEBTOR'S SECOND AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

Front Sight Management, LLC (the "**Debtor**"); Nevada PF, LLC ("**Nevada PF**"); and Ignatius Piazza, Jennifer Piazza, VNV Dynasty Trust I, and VNV Dynasty Trust II (collectively, the "**Piazzas**" and together with the Debtor and Nevada PF, the "**Parties**"), each by and through its respective counsel, having stipulated and agreed as provided for in that certain *Stipulation Regarding Changes to Debtor's Tax Treatment and Tax Reorganization Contemplated Under the*

1 Debtor's Second Amended Chapter 11 Plan of Reorganization (the "**Stipulation**");¹ and the Court
2 having considered the Stipulation and finds that the relief requested in the Stipulation is appropriate
3 and sufficient cause exists to grant relief; and good cause appearing, it is hereby:

4 **ORDERED** that the Stipulation, attached hereto as **Exhibit A**, is approved; and it is further

5 **ORDERED** that the Court shall retain jurisdiction to hear and determine all matters relating
6 to the entry of this Order.
7

8 **IT IS SO ORDERED**

9 Respectfully Submitted,

10 SCHWARTZ LAW, PLLC

11 /s/ Samuel A. Schwartz
12 Samuel A. Schwartz, Esq.
13 Bryan A. Lindsey, Esq.
14 601 E. Bridger Avenue
15 Las Vegas, NV 89101
16 *Attorneys for Nevada PF, LLC*

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28 ¹ Any capitalized term not expressly defined herein shall have the meaning ascribed to that term in the Stipulation.

EXHIBIT A

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8
 9 **UNITED STATES BANKRUPTCY COURT**
 10 **FOR THE DISTRICT OF NEVADA**

11 In re:) Case No.: 22-11824-abl
 12 FRONT SIGHT MANAGEMENT LLC,) Chapter 11
 13 Debtor.)
 14 _____)

15 **STIPULATION REGARDING CHANGES TO DEBTOR’S TAX TREATMENT AND**
 16 **TAX REORGANIZATION CONTEMPLATED UNDER THE DEBTOR’S SECOND**
 17 **AMENDED CHAPTER 11 PLAN OF REORGANIZATION**

18 IT IS HEREBY STIPULATED and AGREED, between and among Front Sight
 19 Management, LLC (the “Debtor”); Nevada PF, LLC (“Nevada PF”); and Ignatius Piazza, Jennifer
 20 Piazza, VNV Dynasty Trust I, and VNV Dynasty Trust II (collectively, the “Piazzas” and together
 21 with the Debtor and Nevada PF, the “Parties”), each by and through its respective undersigned
 22 counsel, as follows:

23 WHEREAS, on May 24, 2022, the Debtor filed a voluntary petition for relief under chapter
 24 11 of the United States Bankruptcy Code, thereby commencing the above-captioned Chapter 11
 25 case;

26 WHEREAS, on October 3, 2022, the Debtor filed its Second Amended Chapter 11 Plan of
 27 Reorganization (ECF No. 405) (the “Plan”),¹ pursuant to which, subject to bankruptcy court

28 ¹ Capitalized terms not otherwise defined herein shall have those meanings ascribed to them in the Plan.

1 approval, Nevada PF will obtain 100% of the New Equity Interests in the Reorganized Debtor in
2 exchange for various contributions to the Debtor’s estate as further detailed in the Plan;

3 WHEREAS, in connection with Nevada PF’s acquisition of the New Equity Interests under
4 the Plan, Nevada PF has requested that the Debtor and Dr. Piazza facilitate the process to affect a
5 tax reorganization of the Piazzas equity interests in the Debtor under section 368(a)(1)(F) of the
6 Internal Revenue Code (collectively, the “**Tax Steps**”);

7 WHEREAS, given the timing in the Plan where the “Effective Date” of the Plan is to be
8 two business days after entry of the confirmation order and the timing necessary to effectuate the
9 Tax Steps is more than two days and must be initiated now;

10 WHEREAS, as the Tax Steps involve certain tax elections regarding the Debtor’s current
11 equity interests and require the Piazzas to transfer their equity interests in the Debtor to another
12 entity formed by the Piazzas for the purpose of holding the Debtor’s equity interests and the Debtor
13 (which is currently taxed as an S Corporation) will elect to be treated as a disregarded entity for tax
14 purposes; and

15 WHEREAS, out of an abundance of caution, the Parties enter into this stipulation and agree
16 that the Piazzas can initiate and take the Tax Steps necessary now to affect a tax reorganization of
17 the Debtor’s equity interests so that the process can be completed by the Effective Date of the Plan.

18 NOW, THEREFORE, the Parties hereby stipulate and agree as follows:

19 1. The Piazzas may initiate and take the necessary Tax Steps to affect a tax
20 reorganization of the Debtor’s equity interests by the Effective Date.

21 **IT IS SO STIPULATED.**

22 Dated this 10th day of November, 2022.

23

24 *[No Further Text. Signature Page Follows.]*

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