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7 UNITED STATES BANKRUPTCY COURT
8
9 FOR THE CENTRAL DISTRICT OF CALIFORNIA
10
11 NORTHERN DIVISION

12 In re

13 HARRINGTON WEST FINANCIAL GROUP,
14 INC.,

15 Debtor and Debtor In
Possession.

Bk. No. 9:10-bk-14677-RR

Chapter 11

**DEBTOR'S MOTION FOR ORDER
AUTHORIZING AND APPROVING (A)
THE ADEQUACY OF THE DISCLOSURE
STATEMENT IN SUPPORT OF THE
DEBTOR'S PLAN OF LIQUIDATION, (B)
THE FORM, SCOPE, AND NATURE OF
SOLICITATION, BALLOTING,
TABULATION, AND NOTICES WITH
RESPECT THERETO; AND (C)
RELATED CONFIRMATION
PROCEDURES AND DEADLINES;
MEMORANDUM OF POINTS AND
AUTHORITIES;AND DECLARATION OF
WILLIAM W. PHILLIPS, JR.**

Date: [TO BE SET]

Time: [TO BE SET]

Place: Courtroom 201

1415 State Street

Santa Barbara, CA 93101-2511

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**TO THE HONORABLE ROBIN L. RIBLET, UNITED STATES BANKRUPTCY JUDGE;
THE OFFICE OF THE UNITED STATES TRUSTEE; AND ALL INTERESTED PARTIES:**

On March 24, 2011, Harrington West Financial Group Inc., debtor and debtor in possession (“HWFG” or the “Debtor”) in the above captioned chapter 11 case (“Chapter 11 Case”) filed both its Plan of Liquidation (Docket No. 51) (the “Plan”) and its Disclosure Statement in Support of the Debtor’s Plan of Liquidation (Docket No. 52) (the “Disclosure Statement”), pursuant to Rule 3016 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”).¹

Concurrently with the filing of the Plan and Disclosure Statement, the Debtor has filed this Motion seeking entry of an Order by the Court as follows: (a) finding that the Disclosure Statement contains “adequate information” within the meaning of section 1125 of Title 11 of the United States Code (the “Bankruptcy Code”); (b) authorizing the Debtor to disseminate the Disclosure Statement; and (c) establishing (i) the form, scope, and nature of solicitation, balloting, tabulation and notices with respect thereto, and (ii) the procedures and deadlines regarding Plan confirmation (“Motion”). The specific forms, procedures and deadlines that the Debtor is seeking to have approved are described in detail in the annexed Memorandum of Points and Authorities. For convenience, the key deadlines are also summarized in the following table:

PROPOSED CONFIRMATION DEADLINES

Record Date	June 1, 2011
Disclosure Statement Hearing	June 22, 2011
Deadline for Service of Solicitation Packages	No Later Than Five (5) Business Days After Entry of An Order Approving this Motion
Deadline for Filing Any Opposition To Plan Confirmation and Supporting Evidence	August 4, 2011
Voting Deadline	August 4, 2011
Deadline for filing Supplemental Plan Exhibits	No Later Than Ten (10) Business Days Prior to the Confirmation Hearing

¹ Any capitalized terms that are not otherwise defined herein shall have the meanings ascribed to them in the Plan.

Deadline for Filing Memorandum of Points and Authorities In Support of Plan Confirmation and Response to Any Objection to Plan Confirmation	August 15, 2011
Deadline For Filing Plan Ballot Summary and Tabulation Information	August 17, 2011
Confirmation Hearing	August 18, 2011

Notice of the filing of the Disclosure Statement and this Motion have been served on all required parties.

There are good and sufficient grounds for approving this Motion.² First, the Debtor cannot distribute its Disclosure Statement and solicit votes to accept or reject the Plan unless and until the Bankruptcy Court determines that the Disclosure Statement contains “adequate information” within the meaning of section 1125(a) of the Bankruptcy Code. The Disclosure Statement meets all of the requirements for such finding. It is therefore appropriate for the Court to approve the adequacy of the information in the Disclosure Statement and to authorize its dissemination.

Second, numerous statutes and federal rules—including Bankruptcy Code section 1125; Bankruptcy Rules 2002, 3017, 3018, and 9007; and Rules 3017-1 and 3018-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Central District of California (the “Local Rules”) – permit the Court to approve the establishment of forms, procedures and deadlines that the Debtor proposes here will facilitate the Plan solicitation and confirmation process in these cases; increase likelihood that all creditors and interest holders receive appropriate notice of the confirmation hearing with respect to the Plan and, if appropriate, the opportunity to vote on the Plan; and in the event that any party in interest objects to the Plan confirmation, will focus the issues and conserve the Court’s time and resources. It is therefore reasonable and appropriate for the Court to approve the proposed forms, procedures and deadlines.

THEREFORE, this Court should enter an order (“Solicitation Procedures Order”) in

² This Motion is based upon these moving papers; the annexed Memorandum of Points and Authorities; the Declaration of William Phillips, Jr., the record in this case, including the pleadings and documents filed on behalf of the parties; and such other matters as may be presented at or prior to the hearing on the Motion.

1 accordance with this Motion and the annexed Memorandum of Points and Authorities:

2 1. Approval of Disclosure Statement: Finding that the Disclosure Statement
3 contains “adequate information” within the meaning of Bankruptcy Code section 1125 and
4 approving the adequacy of the Disclosure Statement;

5 2. Authorization to Disseminate Disclosure Statement: Authorizing the Debtor to
6 disseminate the Plan and Disclosure Statement to creditors, equity holders and certain other
7 parties in interest in accordance with the procedures set forth in this Motion.

8 3. Limitation of Service of Solicitation Package: Authorizing the Debtor to
9 disseminate the Solicitation Package (as defined below), and limiting the required service of such
10 Solicitation Package as set forth in the Memorandum of Points and Authorities.

11 4. Setting the Record Date: Setting June 1, 2011 as the date of record (the “Record
12 Date”) for holders of securities (*e.g.* Debentures/Equity Interests) for the purposes of voting to
13 accept or reject the Plan and for the right to receive distributions, if any, under the Plan.

14 5. Confirmation Hearing Notice: Authorizing the Debtor to serve the notice
15 regarding the hearing on confirmation of the Plan (“Confirmation Hearing”) in substantially the
16 form attached to the Motion as Exhibit “1” (the “Confirmation Hearing Notice”) on all known
17 creditors and equity holders, and all parties entitled to receive notice in this Chapter 11 Case
18 regardless of whether or not they will be entitled to receive a distribution under the Plan.

19 6. Filing of Plan Related Documents: Authorizing the Debtor to file and serve other
20 Plan related documents, including the Exhibits required by the Plan, which the Debtor will serve
21 on the U.S Trustee and the Special Notice Parties, by the last business day that is at least ten (10)
22 days prior to the date of the Confirmation Hearing.

23 7. Approval of Form of Notices: Approving the form of, and authorizing the Debtor
24 to transmit, the Confirmation Hearing Notice and the Solicitation Package.

25 8. Approval of Forms of Ballots: Approving and authorizing the Debtor to use the
26 ballots substantially in the form as follows: (i) the ballot for Class 3 (General Unsecured Claims),
27 (ii) the ballots for Class 4 (Holders of Indenture Trustee Claims including one ballot for
28 Registered Holders (the “Registered Holder Ballot”) and another ballot for Beneficial Holders

(the “Beneficial Holder Ballot”), and (iii) the Master Ballot (the “Master Ballot”) for use by Nominees for Beneficial Holders, all substantially in the forms attached as Exhibits “2(a)” through “2(d)” hereto.

9. Approval of Procedures for Balloting and Tabulation of Ballots: Approving and authorizing the Debtor to employ the procedures for balloting and for the tabulation of Ballots with respect to the Plan as set forth in the Motion.

10. Fixing of Requisite Dates, Deadlines, and Briefing Procedures: Establishing (i) the voting deadline for receipt of ballots to accept or reject the Plan; (ii) the deadline for filing the Plan ballot summary (“Plan Ballot Summary”) with the Court; (iii) the date for the Confirmation Hearing; (iv) the last day for filing a memorandum in support of confirmation of the Plan; (v) the last dates for filing objections to confirmation of the Plan and responses thereto; and (vi) related procedures; and

11. Granting such other relief that is necessary and appropriate.

Dated: March 24, 2011

LANDAU GOTTFRIED & BERGER LLP

By: /s/ Sharon M. Kopman

SHARON M. KOPMAN
Counsel to Debtor Harrington West
Financial Group, Inc.

MEMORANDUM OF POINTS AND AUTHORITIES

I.

STATEMENT OF JURISDICTION

This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue of the Debtor's Chapter 11 Case and the Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b). The statutory predicates for the relief requested herein is Bankruptcy Code section 1125, Bankruptcy Rules 2002, 3017, 3018, and 9007 and Local Rules 3017-1 and 3018-1.

II.

STATEMENT OF FACTS

A. General Background.

The Debtor is a bank holding company incorporated in Delaware. Its principal business had been to serve as the holding company for its wholly-owned subsidiary, Los Padres Bank, FSB (the "Bank"). On August 20, 2010, the Debtor's primary federal banking regulator, the Office of Thrift Supervision ("OTS"), closed the Bank and appointed the Federal Deposit Insurance Company ("FDIC") as receiver for the Bank. Concurrently, the FDIC, in its capacity as receiver for the Bank, entered into a purchase and assumption agreement with Pacific Western Bank to assume all of the Bank's deposits and certain other of its assets and liabilities. As a result of the loss of its primary financial asset, on September 10, 2010 (the "Petition Date") the Debtor commenced the above-captioned Chapter 11 Case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor has remained in possession of its assets as a debtor and debtor in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No trustee or committee of creditors holding unsecured claims has been appointed in the Chapter 11 Case.

B. The Plan and Disclosure Statement.

From the inception of the Chapter 11 Case, it has been the Debtor's intention to file a liquidating plan, the focus of which, in addition to winding down the Debtor and liquidating any assets and transferring them to a Liquidating Trust, would be first, to investigate and pursue potentially substantial claims that the Debtor may have for refunds aggregating an amount that is

1 estimated to exceed \$9 million of taxes paid in prior tax years (the “Tax Refund”) and second, to
2 investigate whether any other assets exist that may be liquidated or causes of action prosecuted for
3 the benefit of the Debtor’s estate and its creditors.

4 The Debtor and its counsel have worked cooperatively in negotiating the terms of the Plan
5 with both Wilmington Trust Company (“Wilmington Trust”) and Wells Fargo Bank, National
6 Association (“Wells Fargo”) in their capacity as indenture trustees (the “Indenture Trustees”) under
7 Indentures representing approximately \$25,774,000 in principal outstanding unsecured indebtedness
8 as of the Petition Date, which constitutes the vast majority of the Debtor’s indebtedness.³

9 Along with the Plan, the Debtor has prepared the Disclosure Statement describing its Plan
10 and the anticipated effects of the treatment under the Plan of the holders of claims against and
11 interests in the Debtor. Approval and distribution of the Disclosure Statement and the development
12 of confirmation procedures is the first step in the confirmation process. The Disclosure Statement
13 provides extensive information about the Debtor’s Chapter 11 Case, the Plan and the financial
14 information and assumptions underlying the Plan. As set forth below, the Disclosure Statement
15 includes information which Courts generally look to in determining whether a disclosure statement
16 provides “adequate information” that will enable creditors and interest holders to make informed
17 decisions with respect to a debtor’s chapter 11 plan.

18 **C. The Proposed Forms, Procedures, and Deadlines Relating to the Plan**
19 **Confirmation Process.**

20 To ensure that all creditors, including the beneficial owners of the Debentures and Equity
21 Interest Holders as of the Record Date receive the necessary notice of the Plan, Disclosure Statement
22 and Confirmation Hearing, and if appropriate, the opportunity to vote on the Plan, the Debtor has
23 developed the notice and solicitation procedures set forth in this Motion.

24 //

25 //

26 //

27 ³ To facilitate negotiations toward a consensual plan, the Debtor filed a Motion (Docket No. 36), which was
28 granted by the Order entered on February 7, 2011 (Docket No. 40), extending by 90 days the exclusive periods for filing
and soliciting a chapter 11 plan through April 8, 2011 and June 7, 2011 respectively.

1. Overview of Solicitation Procedures

Solicitation Package and Limited Service of Same:

The Debtor intends to disseminate the Solicitation Package (as defined below), and limit the required service of such Solicitation Package, as follows: on or before five (5) business days after entry of the Solicitation Procedures Order (the “Service Date”), the Debtor will serve (or cause to be served) a “Solicitation Package” consisting of: (1) the Disclosure Statement; (2) the Plan; (3) the Confirmation Hearing Notice, substantially in the form of Exhibit “1” hereto which includes, among other things, notice of (a) the Court’s entry of the Solicitation Procedures Order approving the adequacy of the Disclosure Statement, (b) the scheduled Confirmation Hearing on the Debtor’s Plan, and (c) the deadlines for voting, filing objections, and submitting evidence in connection therewith; and (4) an appropriate ballot or ballots (if the intended recipient is in a Class that is entitled to vote on the Plan) with a pre-addressed envelope, as described in Section 3, below, on the following entities:

- (i) All known creditors (1) that have filed a proof of claim in the Debtor’s Chapter 11 Case (other than claims that have been disallowed, waived, or withdrawn by order of the Court, stipulation, or otherwise), or (2) if no such proof of claim has been filed, are listed on the Debtor’s Schedules of Assets and Liabilities (the “Schedules”) as holding a claim which is not listed as being contingent, unliquidated or disputed;
- (ii) All non-debtor parties to unexpired leases and executory contracts as of the Petition Date;
- (iii) All parties who have requested special notice in this case (the “Special Notice Parties”);
- (iv) Counsel for both Wells Fargo and Wilmington Trust, acting in their capacity as Indenture Trustees under the Indentures;
- (v) With respect to the TRUPs (as defined below) voting the Allowed Class 4 Claims, the following as reflected in the relevant record as of the Record Date (i) all registered holders and (ii) all applicable brokers, banks, dealers,

other agents or nominees (in any such capacity, a “Nominee”) that are the record holders of the TRUPs for the benefit of a beneficial holder (a “Beneficial Holder”); and

(vi) The Office of the United States Trustee (the “U.S. Trustee”).

To significantly reduce costs and for environmental benefits, the Debtor proposes to send the Solicitation Packages in a CD-ROM format instead of printed hard copies; provided, however, that the Voting Classes will receive a printed hard copy of the Confirmation Hearing Notice and the ballots. The Debtor shall provide a printed hard copy of the Solicitation Package upon request.

Confirmation Hearing Notice:

The Debtor intends to serve the Confirmation Hearing Notice, substantially in the form attached hereto as Exhibit “1”, on all known creditors and equity holders, and all parties entitled to receive notice in this Chapter 11 Case, including the governmental entities enumerated in Bankruptcy Rule 2002(j), regardless of whether or not they will be entitled to receive a distribution under the Plan. The Confirmation Hearing Notice will be served on the same date the Solicitation Packages are served.

2. Voting Deadlines, Procedures for Balloting and Tabulation of Ballots:

The Plan provides for six (6) classes of Claims and Equity interests. The Plan leaves Classes 1 and 2 unimpaired and they are deemed to accept the Plan and Classes 5 and 6 (Equity Interests) are deemed to reject the Plan and therefore are not entitled to vote (collectively, the “Non-Voting Classes”). The only impaired Classes entitled to vote are Classes 3 and 4 (the “Voting Classes”).

Voting Deadline

Each entity that is eligible to vote and that wishes to vote to accept or reject the Plan must return its ballot so that it is received by the Ballot Tabulator on or before August 4, 2011 (the “Voting Deadline”). Any Ballot that is not received by the Ballot Tabulator by the Voting Deadline will not be counted, provided, however, the Debtor may waive any defects or irregularities as to any particular ballot at any time, whether before or after the Voting Deadline, and any such waivers shall be documented in the tabulation report.

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Ballot Tabulation and Related Procedures

The Debtor intends to employ the following procedures for balloting and for the tabulation of Ballots with respect to the Plan:

- A. The amount of a Claim for the purposes of ballot tabulation will be:
- i. For a Claim identified in the Schedules as not contingent, not unliquidated, and not disputed, and that has not been disallowed, waived, or withdrawn by order of the Court, stipulation, or otherwise prior to the Voting Deadline of August 4, 2011, and for which no proof of claim has been timely filed, the Claim amount as identified in the Schedules (the “Scheduled Amount”);
 - ii. For a timely proof of claim that is filed in a specified liquidated amount and that is not the subject of an objection filed before the Voting Deadline that has not been disallowed, waived, or withdrawn by order of the Court, stipulation, or otherwise prior to the Voting Deadline, the specified liquidated amount in such proof of claim (the “Liquidated Amount”);
 - iii. Holders of Indenture Trustee Claims (as defined in the Plan) in Class 4 shall, for voting purposes only, vote only the aggregate principal amount of their Claim as of the Petition Date;
 - iv. For a Claim that is the subject of an objection in whole or in part before the Voting Deadline, only the undisputed amount, if any, of such Claim, unless such Claim is temporarily allowed under Bankruptcy Rule 3018(a);
 - v. If a Claim holder identifies a Claim amount on its ballot that is less than the amount otherwise calculated in accordance with these voting procedures, the Claim will be temporarily allowed for voting purposes in the lesser amount identified on such ballot;
 - vi. If a Claim for which a proof of claim has been timely filed is marked as contingent, unliquidated or disputed on the face of the proof of claim such claim will be temporarily allowed for voting purposes only in the amount of \$1.00, unless otherwise ordered by the Court, after notice and a hearing; and

vii. An entity may not split its vote within a claim; thus, each voting creditor shall be deemed to have voted the full amount of its Claim either to accept or reject the Plan.

B. If an entity submits a ballot for a Claim (i) for which there is no timely proof of claim filed and for which there is no corresponding Scheduled Amount, or (ii) which is the subject of an unresolved objection filed prior to the Confirmation Hearing, such ballot will not be counted unless otherwise ordered by the Court.

C. If an entity casts more than one eligible ballot with respect to the same Claim before the Voting Deadline, the last properly executed, timely received ballot will be deemed to reflect the voter's intent and shall supersede any prior ballot.

D. Any ballot that is incomplete or that is not received by the Voting Deadline shall not be counted; provided, however, the Debtor may waive any defects or irregularities as to any particular ballot at any time, whether before or after the Voting Deadline, and any such waivers shall be documented in the tabulation report.

E. Any ballot that is signed but that does not indicate an acceptance or rejection of the Plan or is marked to show both acceptance and rejection of the Plan will not be counted.

F. If a ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, or other person acting in a fiduciary or representative capacity, such person should indicate such capacity when signing.

G. All votes to accept or reject the Plan must be cast by using the appropriate ballot and in accordance with the voting instructions attached to each ballot and/or as set forth on the ballot (as may be applicable) and votes cast in any other manner will not be counted.

H. To be counted, the ballot must contain an original signature. Any ballot that is faxed, emailed or sent by any other electronic means will not be accepted unless authorized by the Debtor in writing.

I. Patricia Swierszcz, a legal assistant at LGB, counsel to the Debtor, or such other person designated by that firm, shall tabulate the ballots and prepare the appropriate reports with respect thereto (the "Ballot Tabulator"). After tabulation of the ballots, a Plan Ballot Summary, in

1 substantially the form of Official Form F 3018-2, will be submitted.

2 J. Pursuant to the Plan, each ballot will disclaim to the voting creditors that the deadline
3 for objecting to Claims is after the date of the Confirmation Hearing. As a result, creditors may not
4 rely on the absence of an objection to their proofs of claim in determining whether to vote to accept
5 or reject the Plan, or as any indication that the Debtor ultimately will not object to the amount,
6 priority, security, or allowability of any such Claims.

7 3. Special Procedures for Voting By Holders of Indenture Trustee Claims in
8 Class 4 and Establishing A Record Date

9 Class 4 is comprised of holders of Indenture Trustee Claims. Indenture Trustee Claims are
10 based on Claims arising under the Indentures. The Indentures are owned respectively by two (2)
11 Statutory Business Trusts that were established in approximately September 2003 and September
12 2004 respectively to raise money for the Debtor. The Debtor sponsored the Statutory Business
13 Trusts for the purpose of selling and administering trust originated preferred securities (“TRUPs”).
14 The Statutory Business Trusts sold the TRUPs to investors and then used the proceeds of the sale of
15 the TRUPs to purchase the two Indentures from the Debtor. The Statutory Business Trusts are
16 essentially conduits, or pass through entities, organized for the primary purpose of paying amounts
17 received on the Debentures to the holders of the TRUPs. The trustees of the respective two Statutory
18 Business Trusts (the “TRUPs Trustees”) and the two Indentures (Indenture Trustees) are one in the
19 same, Wells Fargo and Wilmington Trust. The Indenture Trustees are prohibited from voting on the
20 Plan. As set forth in detail in the Disclosure Statement, the holders of the TRUPs have the right to
21 receive a distribution on account of the Debentures and exercise ownership and voting rights
22 associated with the Debentures, and only the holders of the TRUPs are entitled to vote on the Plan
23 directly.

24 Many of the owners of record of the TRUPs that will be voting the Class 4 Indenture Trustee
25 Claims are banks, brokers, dealers, or other financial institutions. The Debtor believes that, as is
26 customary with respect to these types of securities, these institutions hold a large portion of the
27 TRUPs in “street name” on their own behalf and on behalf of their customers, who are known as
28 “beneficial owners” of the securities. In other words, the securities are registered in the name of

1 these institutional Nominees, who keep the private records of the beneficial owners for whom they
2 hold the securities. Record holders generally are unable to provide the names and addresses of
3 beneficial holders to third parties such as the Debtor unless the beneficial holder specifically has
4 authorized the release of such information. The solicitation of beneficial owners typically is
5 facilitated by and through the record owners of those securities. In recognition of these
6 complexities, the Bankruptcy Rules specifically authorize a Court to consider procedures for
7 transmitting solicitation materials to the beneficial holders of securities to determine their adequacy,
8 and to enter appropriate orders with respect thereto.⁴ The below procedures for transmitting
9 Solicitation Packages to the TRUPs are designed to ensure that holders of Indenture Trustee Claims
10 are given reasonable notice of the Confirmation Hearing, and if applicable, an opportunity to vote on
11 the Plan.⁵

12 Determination of Record Owners and Record Date

13 Bankruptcy Rule 3017(d) provides that, for purposes of soliciting votes in connection with
14 confirmation of a chapter 11 plan, “creditors and equity security holders shall include holders of
15 stock, bonds, debentures, notes and other securities of record on the date the order approving the
16 disclosure statement is entered or another date fixed by the court, for cause, after notice and
17 hearing.” Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the
18 record date for voting purposes and Bankruptcy Rule 3021 provides that the Bankruptcy Court can
19 set a record date for determining who is entitled to distributions. In accordance with these rules and
20 the voting procedures set forth in the Plan and Disclosure Statement, the Debtor requests that the
21 Court set **June 1, 2011** as the Record Date for the purposes of determining who (i) may vote on the
22 Plan and (ii) is entitled to receive distributions under the Plan.

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24 //

25 ⁴ See Fed. R. Bankr. P. 3017(e).

26 ⁵ Similar procedures have been approved in other chapter 11 cases, including in this district. *See, e.g., In re*
27 *Custom Food Products, Inc., et al.*, Case No. 01-12830 (VZ) (Bankr. C.D. Cal. 2002); *In re Mirant Corp., et al.*, Case
28 No. 03-46590 (DML)(Bankr. N.D. Tex. Oct. 3, 2005)[Doc. No. 11570]; *In re Silicon Graphics, Inc., et al.*, Case No. 06-
10977 (BRL)(Bankr. S.D.N.Y. July 27, 2006)[Doc. No. 416]. The Debtor submits that such procedures provide for a
fair and equitable voting process.

Special Voting Procedures for Class 4

The following solicitation procedures will be used for the Indenture Trustee Claims in Class 4:

(i) The holders of TRUPs as of the Record Date are entitled to vote the Allowed Class 4 Claims. Except as otherwise provided herein, individual ballots for Class 4 Claims will be sent to Beneficial Holders (the “Beneficial Holders”) of TRUPs (each a “Beneficial Holder Ballot”) held, as of the Record Date, by a Nominee for the limited purposes set forth herein;

(ii) A master ballot (the “Master Ballot”) shall be used for the limited purposes set forth herein by any Nominee authorized by the Solicitation Procedures Order to distribute Beneficial Holder Ballots and submit a Master Ballot on behalf of Beneficial Holders;

(iii) As soon as practicable after the filing of the Disclosure Statement, Debtor’s noticing and solicitation agent, BMC Group, Inc. (the “Noticing Agent”) will contact the Indenture Trustees to request both a list of registered holders of the TRUPS and the Security Position Report which will list the Nominees, CUSIP numbers and aggregate face amount of the TRUPS (as of the Petition Date). Thereafter, the Noticing Agent will dispatch a written or electronic inquiry to the banks, brokers, dealers, financial institutions known to be Holders of record of the TRUPS (or to their duly authorized agents, including Broadridge) requesting that on or after the Record Date, they: (a) confirm whether they were record holders of TRUPS as of the Record Date, and (b) advise the Noticing Agent as to the number of Solicitation Packages that they would need to transmit a Solicitation Package to each Beneficial Holder of TRUPS as of the Record Date. The Noticing Agent will direct these inquiries to the institutions (and/or their agents) set forth on a list provided by the Depository Trust Company (“DTC”)(and/or its agents), the entity that physically holds the TRUPS and maintains a register of record holders. Based upon the responses to the Noticing Agent’s inquiry, the Noticing Agent will develop a list of record holders as of the Record Date. Holders of TRUPS that are reflected on transfer ledgers or similar register as of the Record Date, will be the holders of record and, as such, will be entitled to vote. The Solicitation Procedures Order, pursuant to Bankruptcy Rules 1007(i) and 3017(e) will direct the institutional Nominees to comply with these procedures.

1 (iv) Upon receipt of the information requested in subsection (iii) above, the
2 Noticing Agent shall send each holder who holds TRUPs in their own registered name, a Solicitation
3 Package containing a Registered Holder Ballot (Exhibit "2(b)"), to be completed and returned to the
4 Ballot Tabulator in accordance with the instructions thereon and deliver to each Nominee the
5 requisite number of Solicitation Packages containing Beneficial Holder Ballots (Exhibit "2(c)") and
6 a single Master Ballot (Exhibit "2(d)") for each Nominee. Instructions accompanying the Master
7 Ballots shall further direct the Nominees to promptly contact the Ballot Tabulator for any additional
8 Solicitation Packages or Beneficial Holder Ballots that the Nominee may require to comply with the
9 solicitation and voting procedures herein;

10 (v) The Nominee shall distribute a Solicitation Package containing a Beneficial
11 Holder Ballot to each Beneficial Holder within five (5) Business Days of their receipt of the
12 Solicitation Packages and include a pre-paid return envelope provided by and addressed to the
13 Nominee. The Nominee should advise the Beneficial Holders to return their Beneficial Holder
14 Ballots to the Nominee by a date calculated by the Nominee to allow it to prepare and return the
15 Master Ballot to the Ballot Tabulator by the Voting Deadline. The Nominee shall summarize and
16 report the Beneficial Holder votes as indicated on each Beneficial Holder Ballot, in accordance with
17 the instructions on the Master Ballot;

18 (vi) The Registered Holder Ballots, the Beneficial Holder Ballots and the Master
19 Ballots shall each be marked with the applicable CUSIP number, and each ballot shall only have one
20 CUSIP number, so that the Ballot Tabulator may identify the ballot;

21 (vii) Nothing in the Solicitation Procedures Order approving this Motion or
22 otherwise shall confer upon any entity the status of a holder of a claim or a creditor with respect to
23 any claims or proofs of claim filed, asserted or held by, or on behalf of the Indenture Trustee;

24 (viii) Notwithstanding any other provision of the Solicitation Procedures Order, the
25 Debtor shall be responsible for each Nominee's reasonable and customary out of pocket expenses
26 associated with the distribution of Beneficial Holder Ballots and Solicitation Packages to the
27 Beneficial Holders, the tabulation of the Beneficial Holder Ballots, and the completion of the Master
28 Ballots;

(ix) The following additional procedures, as well as the aforementioned procedures, shall apply to Beneficial Holders of TRUPs voting the Indenture Trustee Claims:

(a) The Record Date shall be used to determine the identity of Beneficial Holders of TRUPs eligible to vote on the Plan;

(b) The Indenture Trustee (unless otherwise empowered to do so) will not be entitled to vote on behalf of Beneficial Holders of TRUPs; rather, each such Beneficial Holder of TRUPs must submit his or her own Beneficial Holder Ballot in accordance with the voting procedures set forth herein;

(c) Any Beneficial Holder holding TRUPs in "street name" through a Nominee must vote on the Plan through such Nominee by completing and signing the Beneficial Holder Ballot and returning such ballot to the appropriate Nominee as promptly as possible and in sufficient time to allow such Nominee to process the Beneficial Holder Ballot and return the Master Ballot to the Debtor prior to the Voting Deadline;

(d) Any Beneficial Holder holding TRUPs in "street name" who submits a Beneficial Holder Ballot to the Debtor, the Ballot Tabulator or Debtor's counsel, will not be counted for purposes of accepting or rejecting the Plan;

(e) If a Beneficial Holder holds TRUPs through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Beneficial Holder Ballot, and each such Beneficial Holder should execute a separate Beneficial Holder Ballot for each block of TRUPs that it holds through any Nominee and must return each such Ballot to the appropriate Nominee;

(f) If a Beneficial Holder holds a portion of its TRUPs through a Nominee or Nominees and another portion in its own name as the record Holder, such Beneficial Holder should follow the procedures herein to vote the portion held in its own name and the procedures herein to vote the portion held by the Nominee(s);

(g) Any Beneficial Holder Ballot returned to a Nominee by a Beneficial Holder of TRUPs will not be counted for purposes of accepting or rejecting the Plan until such Nominee properly completes and delivers to the Debtor a Master Ballot that reflects the vote of such

Beneficial Holders by the Voting Deadline, or otherwise validates the Beneficial Holder Ballot in a manner acceptable to the Ballot Tabulator; and

(h) Nominees shall retain all Beneficial Holder Ballots returned by Beneficial Holders for a period of one (1) year after the Effective Date of the Plan;

(x) The following rules will apply with respect to the tabulation of Master Ballots and Beneficial Holder Ballots cast by Nominees and Beneficial Holders:

(a) A single TRUPs share is equal to \$1.00 in principal amount of the Debentures. The TRUPs holders may only vote the aggregate principal amount of their TRUPs as of the Petition Date;

(b) Votes cast by Beneficial Holders through Nominees will be applied to the positions held by such Nominees in Class 4 as of the Petition Date, as evidenced by the record and depository listings;

(c) Votes submitted by a Nominee, whether or not pursuant to a Master Ballot, will not be counted in excess of the amount of such TRUPs held by such Nominee as of the Petition Date; and

(d) If conflicting votes or "over-votes" are submitted by a Nominee, whether pursuant to a Master Ballot or other Beneficial Holder Ballot, the Debtor will attempt to reconcile discrepancies with the Nominees.

D. Approving Forms of Ballots and Master Ballots.

Bankruptcy Rule 3017(d) requires a debtor to mail a form of ballot, substantially in the form of Official Form No. 14 ("Official Form No. 14"), to "creditors and equity security holders entitled to vote on the plan." Bankruptcy Rule 3018 (c) provides that, to be valid, a ballot shall be written, signed by a claimholder or interest holder or an authorized agent, and appropriately conformed to Official Form No. 14.

As indicated above, only members of Classes 3 and 4 are entitled to vote. Accordingly, the Debtor proposes to distribute to Classes 3 and 4 respectively, the ballots, substantially in the form of those attached hereto as Exhibits 2(a) through 2(d).

//

E. Deadlines and Briefing Procedures Relating to Plan Confirmation.

This Motion seeks entry of the Solicitation Procedures Order establishing, among other things, a series of confirmation related deadlines. The Debtor believes that establishing these deadlines and procedures now will ensure that parties receive notice of them well in advance of the Confirmation Hearing and will aid in the orderly procession of the Confirmation Hearing.

Confirmation Hearing Date:

The Debtor requests August 18, 2011 be set as the Confirmation Hearing date.

Deadline for Filing Memoranda Supporting Plan Confirmation and Responses to Objections:

August 15, 2011 will be the last day to file and serve any initial memoranda and evidence in support of Plan confirmation. Any such memoranda and evidence must be served upon the Debtor, the Debtor's bankruptcy counsel, the U.S. Trustee, and counsel for the Indenture Trustees (collectively, the "Main Parties"). Responses to any objections to confirmation of the Plan may be filed and served on the Main Parties and the party asserting the objection August 15, 2011.

Deadlines for Objections to Plan Confirmation:

Any objections to Plan confirmation must be filed with the Court and served on the Main Parties no later than August 4, 2011. Any such objections must: (1) be in writing; (2) be accompanied by a memorandum of points and authorities setting forth the grounds for the objection; (3) be accompanied by evidentiary support in the nature of declaration or written evidence submitted under penalty of perjury; and (4) indicate the name and address of the party filing the objection and the amount of the objector's claims or any other basis on which the objector asserts standing to bring the objection. Any objection not timely filed and served will be deemed to be waived, and failure to assert a timely objection to Plan confirmation will be deemed consent to the Court's entry of an order confirming the Plan.

Deadline for Filing Supplemental Plan Exhibits:

Any and all supplemental Plan exhibits will be filed by the Debtor no later than ten (10) business days prior to the Confirmation Hearing.

Deadline for Filing Plan Ballot Summary/Tabulation:

Pursuant to Local Rule 3018-1, the Debtor intends to file its Plan Ballot Summary on August

1 17, 2011 (one day prior the Confirmation Hearing).

2 Evidentiary Procedures:

3 All declarants must be available, without need for subpoena, to appear for cross-examination
4 at the Confirmation Hearing upon 48 hours written notice from the Debtor or any other party in
5 interest. The testimony of any properly notified declarant who is not present for cross-examination
6 at the Confirmation Hearing will be stricken from the record and will not be considered in
7 determining contested matters at the Confirmation Hearing. Furthermore, any evidence that is not
8 timely filed and served will be stricken from the record and will not be considered in determining
9 any contested matter at the Confirmation Hearing.

10 **III.**

11 **ARGUMENT**

12 **A. The Disclosure Statement Provides Adequate Information within the Meaning**
13 **of Section 1125 of the Bankruptcy Code.**

14 Bankruptcy Code section 1125(b) provides that “[a]n acceptance or rejection of a plan may
15 not be solicited after the commencement of the case under this title from a holder of a claim or
16 interest with respect to such claim or interest, unless, at the time of or before such solicitation, there
17 is transmitted to such holder the plan or a summary of the plan, and a written disclosure statement
18 approved, after notice and a hearing, by the court as containing adequate information.” 11 U.S.C. §
19 1125(b). The Bankruptcy Code defines “adequate information” as follows:

20 Information of a kind, and in sufficient detail, as far as is reasonably
21 practicable in light of the nature and history of the debtor and the
22 condition of the debtor’s books and records, including a discussion of the
23 potential material Federal tax consequences of the plan to the debtor, any
24 successor to the debtor, and a hypothetical investor typical of the holders
25 of claims or interests in the case, that would enable such hypothetical
26 investor of the relevant class to make an informed judgment about the
27 plan, but adequate information need not include such information about
28 any other possible or proposed plan and in determining whether a
disclosure statement provides adequate information, the court shall
consider the complexity of the case, the benefit of additional information
to creditors and other parties in interest, and the cost of providing
addition information[.]

11 U.S.C. § 1125(a)(1).

1 The Legislative notes to this statute provide

2 Both the kind and form of information are left essentially to the judicial
3 discretion of the court, guided by the specification in subparagraph (a)(1)
4 that it be of a kind and in sufficient detail that a reasonable and typical
investor can make an informed judgment about the plan. The information
required will necessarily be governed by the circumstances of the case.

5 11 U.S.C. § 1125(a)(1), 1978 Notes; *see also In the Matter of Texas Extrusion Corp.*, 844 F.2d
6 1142, 1156-57 (5th Cir.), *cert.denied*, 488 U.S. 926, 109 S. Ct. 311 (1988) (“The determination of
7 what is adequate information is subjective and made on a case by case basis. This determination is
8 largely within the discretion of the bankruptcy court.”); *accord Menard-Sanford v. Mabey (In re*
9 *A.H. Robins Co.)*, 880 F.2d 694, 696 (4th Cir. 1989); 5 Lawrence P. King, *Collier on Bankruptcy* §
10 1125.02[3], 1125-14 (courts should “consider the needs of the claims or interests of the class as a
11 whole and not the needs of the most sophisticated or least sophisticated members of a particular
12 class”).

13 Nevertheless, in determining whether the “adequate information” requirements of section
14 1125 have been satisfied in a particular case, courts frequently investigate whether the disclosure
15 statement provides descriptions of the following information:

- 16 (1) the events which led to the filing of a bankruptcy petition;
- 17 (2) a description of the available assets and their value;
- 18 (3) the anticipated future of the company;
- 19 (4) the source of information stated in the disclosure statement;
- 20 (5) a disclaimer;
- 21 (6) the present condition of the debtor while in Chapter 11;
- 22 (7) the scheduled claims;
- 23 (8) the estimated return to creditors under a Chapter 7 liquidation;
- 24 (9) the accounting method utilized to produce financial information and the name
25 of the accountants responsible for such information;
- 26 (10) the future management of the debtor;
- 27 (11) the chapter 11 plan or a summary thereof;

- (12) the estimated administrative expenses, including attorneys' and accountants' fees;
- (13) the collectability of accounts receivable;
- (14) financial information, date, valuations or projections relevant to the creditors' decision to accept or reject the Chapter 11 plan;
- (15) information relevant to the risks posed to creditors under the plan;
- (16) the actual or projected realizable value from recovery of preferential or otherwise voidable transfers;
- (17) litigation likely to arise in a nonbankruptcy context;
- (18) tax attributes of the debtor; and
- (19) the relationship of the debtor with affiliates.

In re Metrocraft Pub. Servs. Inc., 39 B.R. 567, 568 (Banker. N.D. Ga. 1984); *accord, e.g., In re Reilly*, 71 B.R. 132, 134 (Banker. D. Mont. 1987).

The Disclosure Statement provides extensive information about the Debtor's Chapter 11 Case and a detailed explanation of the Plan. Among other things, the Disclosure Statement sets forth the following:

- A detailed description of voting procedures and voting information (Sections I B, I E, VI A and VIII);
- A description of the events leading to the filing of the Debtor's Chapter 11 Case (Section III C);
- A summary of significant events during the Chapter 11 Case (Section III);
- The impact of a hypothetical chapter 7 liquidation on the return that would be realized by creditors (Section VI D and Exhibit C);
- A summary of the material provisions of the Plan (Section IV);
- A summary of the means of execution and implementation of the Plan (Section IV A 3);
- A cash flow projection of funds through the anticipated emergence date, which includes an estimate of administrative expenses (Exhibit B)

- 1 • A summary of preference actions against non-insiders (90-day) and insiders (1 year)
- 2 (Exhibit E);
- 3 and
- 4 • A discussion of the tax consequences of the Plan (Section IX).

5 In the context of a chapter 11 liquidation, such as this case, the Disclosure Statement clearly
6 provides “adequate information” within the meaning of Bankruptcy Code section 1125 and should
7 be approved for use in soliciting the votes of the Debtor’s creditors.

8 **B. The Proposed Procedures for the Form, Scope, and Nature of Solicitation,**
9 **Balloting, Tabulation, and Notices are Reasonable and Appropriate.**

10 **1. Distribution of the Solicitation Package is Appropriate under Bankruptcy**
11 **Rule 3017 (d).**

12 Bankruptcy Rule 3017(d) requires that, unless the Court should provide otherwise regarding
13 unimpaired classes of creditors and equity holders, a plan proponent mail copies of the following to
14 the U.S. Trustee and all creditors and equity security holders: the plan, the disclosure statement, a
15 notice regarding the deadlines for voting on and objecting to the plan and the date of the
16 confirmation hearing and a form of ballot for voting classes only and any other information as the
17 court may direct. Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3017(d) provides flexibility such that
18 the courts can determine what is appropriate solicitation for Non-Voting Classes.

19 In accordance with Bankruptcy Rule 3017(d), the Debtor requests that the Court authorize
20 the Debtor to send Solicitation Packages only to the Voting Classes (Classes 3 and 4) that are
21 entitled to vote on the Plan, and to send the Confirmation Hearing Notice substantially in the form
22 attached hereto as Exhibit “1” to all creditors, interest holders, and other parties in interest who are
23 not entitled to vote to accept or reject the Plan.

24 **2. The Proposed Forms of Confirmation Hearing Notice and Ballots Are**
25 **Appropriate under Bankruptcy Rule 3017(d).**

26 As noted above, Bankruptcy Rule 3017(d) requires that a proponent send to all creditors and
27 interest holders a notice of (a) the deadlines for voting on the plan and for objecting to confirmation
28 and the confirmation hearing date, and (b) the procedures for obtaining a complete copy of the plan

1 and disclosure statement at the expense of the proponent. Bankruptcy Rule 3017(d) further requires
2 that “a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and
3 equity security holders entitled to vote on the plan.” Fed. R. Bankr. P. 3017(d); see also Fed. R.
4 Bankr. P. 3018(c) (“An acceptance or rejection shall ... conform to the appropriate Official Form.”).

5 The Confirmation Hearing Notice attached as Exhibit “1” provides the information required
6 by Bankruptcy Rule 3017(d) and should be approved by the Court. See Fed. R. Bankr. P. 9007
7 (“When notice is given under these rules, the court shall designate ... the form and manner in which
8 the notice shall be given.”).

9 Similarly, the forms of ballot attached to this Motion as Exhibits 2(a) through 2(d) conform
10 in all material respects with Official Bankruptcy Form 14, with modifications only to match the
11 particular needs of the Voting Classes that are entitled to vote on the Plan. The Court therefore also
12 should approve the form of those ballots.

13 **3. The Proposed Voting Deadline is Appropriate under the Circumstances.**

14 Bankruptcy Rule 3017(c) provides that, “[o]n or before approval of the disclosure statement,
15 the court shall fix a time within which holders of claims and interests may accept or reject the plan.”
16 Fed. R. Bankr. P.3017 (c). The Debtor therefore requests that the Court set **August 4, 2011 at 5:00**
17 **p.m. Pacific Time, as the Voting Deadline.** The Debtor will serve the Solicitation Packages no
18 later than five (5) business days after the Solicitation Procedures Order approving this Motion is
19 entered and intend to provide no less than thirty-five (35) days of notice of the proposed Voting
20 Deadline. This should provide creditors who are entitled to vote with enough time to review the
21 solicitation material and to cast ballots on the Plan. The Debtor submits that the proposed
22 procedures are reasonable and appropriate under the circumstances.

23 **4. The Proposed Procedures For Ballots and Tabulation of Votes are**
24 **Appropriate Under the Circumstances.**

25 Only entities holding allowed claims or interests are generally entitled to vote to accept or
26 reject a plan of reorganization. See 11 U.S.C. § 1126(a). The Debtor therefore has proposed the
27 ballot tabulation and voting procedures set forth in the Motion to ensure that only the votes of
28 holders of allowed claims as of the Record Date, where applicable, are counted in the tabulation of

1 ballots on the Plan. The Debtor believes that the proposed procedures set forth in this Motion are
2 reasonable and appropriate under the circumstances.

3 **5. The Proposed Procedures and Deadlines for Briefing and the**
4 **Confirmation Hearing are Reasonable and Appropriate.**

5 Bankruptcy Rule 3017(c) provides that “[o]n or before approval of the disclosure statement,
6 the court . . . may fix a date for the hearing on confirmation.” Fed. R. Bankr. P. 3017(c). Similarly,
7 Bankruptcy Rule 3020(b) provides that “[a]n objection to confirmation of the plan shall be filed and
8 served . . . within a time fixed by the court,” Fed.R. Bankr.P. 3020(b), and Bankruptcy Rule 2002(b)
9 provides that the plan proponent must provide at least twenty-eight (28) days notice of the deadline
10 for filing such objections.

11 The Debtor submits that the proposed dates for the Confirmation Hearing, the associated
12 deadlines for objecting to the Plan and for responding to such objections, and the related procedures
13 set forth in the Motion fall within the scope of the above-noted rules and are appropriate under the
14 circumstances.

15 **IV.**

16 **CONCLUSION**

17 For all of the foregoing reasons, the Debtor respectfully requests that the Court grant the
18 Motion and order and authorize the relief requested above and such relief as is appropriate under the
19 circumstances.

20 Dated: March 24, 2011

LANDAU GOTTFRIED & BERGER LLP

21 By: /s/ Sharon M. Kopman

22 SHARON M. KOPMAN
23 Counsel to Debtor Harrington West
24 Financial Group, Inc.
25
26
27
28

DECLARATION OF WILLIAM W. PHILLIPS, JR.

I, William W. Phillips, Jr., declare as follows:

1. I submit this Declaration in support of the preceding *Motion For Order Authorizing And Approving (A) The Adequacy Of The Disclosure Statement In Support Of The Debtor's Plan Of Liquidation, (B) The Form, Scope, And Nature Of Solicitation, Balloting, Tabulation, And Notices With Respect Thereto; And (C) Related Confirmation Procedures And Deadlines.*¹

2. I am over 18 years of age. If called as witness, I could and would competently testify from my own personal knowledge regarding matters set forth in this Declaration.

3. I have been the President of the Debtor for approximately thirteen (13) years. In my position as an officer of the Debtor I have worked extensively with the books and records of the Debtor, including its financial statements and projections, business analyses and reports, contracts and other legal documents, notes and correspondence. I have an intimate familiarity with the Debtor's books and records, which have been maintained by me in Debtor's office just prior to and after the Petition Date.

4. On March 24, 2011, the Debtor filed its Plan of Liquidation and Disclosure Statement in Support of the Plan of Liquidation.

5. The Debtor's bankruptcy counsel, Landau Gottfried & Berger LLP prepared the Plan and Disclosure Statement at the direction of, and with the review, input, and assistance of, myself and the Chief Executive Officer, Craig Cerny. As part of that review process, I personally reviewed the Plan and Disclosure Statement and made editorial and substantive revisions to the document.

6. All financial data referenced in the Plan and Disclosure Statement has been generated by the Debtor from information in its books and records. I was responsible for generating the financial exhibits attached to the Plan and Disclosure Statement.

7. All facts and representations in the Disclosure Statement and the accompanying Plan are true and correct to the best of my knowledge.

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

1 8. To the best of my knowledge, the Disclosure Statement includes all facts that would
2 be material to a creditor or equity security holder in determining whether to vote to accept or reject
3 the Plan.

4 9. I believe that the relief requested in the Motion is in the best interests of the Debtor's
5 estate because it will facilitate and streamline solicitation and the confirmation process with respect
6 to the Plan and because it will increase the likelihood that all creditors and interest holders receive
7 notice of the Plan and Disclosure Statement as well as the hearing on confirmation, and if
8 appropriate, the opportunity to vote on the Plan.

9 I declare under penalty of perjury under the laws of the United States of America that the
10 foregoing is true and correct to the best of my information, knowledge, and belief.

11 Executed this 24th day of March, at Solvang, California.



12
13 William W. Phillips, Jr.
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Exhibit 1

1 RODGER M. LANDAU (State Bar No. 151456)
SHARON M. KOPMAN (State Bar No. 164449)
2 LANDAU GOTTFRIED & BERGER LLP
1801 Century Park East, Suite 1460
3 Los Angeles, California 90067
Telephone: (310) 557-0050
4 Facsimile: (310) 557-0056
rlandau@lgbfirm.com
5 skopman@lgbfirm.com

6 Counsel for Debtor and Debtor In
Possession

7 UNITED STATES BANKRUPTCY COURT
8 FOR THE CENTRAL DISTRICT OF CALIFORNIA
9 NORTHERN DIVISION
10

11
12 In re

13 HARRINGTON WEST FINANCIAL GROUP,
INC.,

14 Debtor and Debtor In
15 Possession.

Bk. No. 9:10-bk-14677-RR

Chapter 11

**NOTICE OF: (A) COURT'S APPROVAL
OF (1) ADEQUACY OF DISCLOSURE
STATEMENT, AND (2) RELATED
PROCEDURES AND DEADLINES; AND
(B) HEARING ON CONFIRMATION OF
CHAPTER 11 PLAN OF DEBTOR.**

PLAN CONFIRMATION HEARING

Date:

Time:

**Place: 1415 State Street
Courtroom 201
Santa Barbara, CA 93101**

1 **TO THE HONORABLE ROBIN L. RIBLET, UNITED STATES BANKRUPTCY**
2 **JUDGE; THE OFFICE OF THE UNITED STATES TRUSTEE; COUNSEL FOR THE**
3 **INDENTURE TRUSTEES, THE DEBTOR'S CREDITORS; THE DEBTOR'S EQUITY**
4 **SECURITY HOLDERS; THE SECURITIES AND EXCHANGE COMMISSION; THE**
5 **INTERNAL REVENUE SERVICE; AND ALL OTHER PARTIES ENTITLED TO**
6 **NOTICE:**

7 **PLEASE TAKE NOTICE** that the Debtor and Debtor in Possession, Harrington West
8 Financial Group, Inc. ("Debtor") has filed in the above-captioned bankruptcy case ("Chapter 11
9 Case") its (a) *Plan of Liquidation* (the "Plan"); (b) *Disclosure Statement In Support of the Plan*
10 ("Disclosure Statement"); and (c) *Motion For Order Authorizing And Approving (A) The*
11 *Adequacy Of The Disclosure Statement In Support Of The Debtor's Plan Of Liquidation, (B) The*
12 *Form, Scope, And Nature Of Solicitation, Balloting, Tabulation, And Notices With Respect*
13 *Thereto; And (C) Related Confirmation Procedures And Deadlines* ("Motion").

14 **PLEASE TAKE FURHTER NOTICE** that on _____ the United States
15 Bankruptcy Court for the Central District of California, Northern Division, the Honorable Robin
16 L. Riblet presiding (the "Bankruptcy Court") held a hearing (the "Hearing") on the Motion and
17 Disclosure Statement to consider, among other things, the adequacy of the Debtor's Disclosure
18 Statement. Following that hearing, the Court entered the *Order Authorizing and Approving: (A)*
19 *Adequacy of the Disclosure Statement in Support of the Debtor's Plan of Liquidation; (B) Form,*
20 *Scope, and Nature of Solicitation, Balloting, Tabulation, and Notice with Respect Thereto; and*
21 *(C) Related Confirmation Procedures* (the "Solicitation Procedures Order"). The Solicitation
22 Procedures Order states, among other things, that the Disclosure Statement contains adequate
23 information to enable creditors and other parties in interest to make an informed judgment when
24 determining whether to vote to accept or reject the Debtor's Plan.¹

25
26
27
28 ¹ Capitalized terms not otherwise defined herein shall have the meanings set forth in the Plan or Solicitation
Procedures Order, as applicable.

1 In accordance with the Solicitation Procedures Order, NOTICE IS HEREBY GIVEN
2 THAT:

3 **Distribution of Solicitation Materials**

4 1. The Court has authorized transmittal of the Plan and Disclosure Statement in the
5 manner set forth in the Solicitation Procedures Order.

6 2. If you have received this Notice without a ballot, the Debtor believes that you are
7 not a creditor or interest holder of the Debtor or your claim is unimpaired (Classes 1 and 2) or
8 you are deemed to reject the Plan (Classes 5 and 6 – Equity Interests). The only voting classes
9 are Class 3 (General Unsecured Claims) and Class 4 (Indenture Trustee Claims). If nevertheless
10 you believe that you hold an impaired claim and that you are entitled to vote on the Plan, you
11 must file a written motion with the Bankruptcy Court and serve it upon the following: (i)
12 Counsel for the Debtor, Landau Gottfried & Berger LLP, Attn: Sharon M. Kopman, Esq., 1801
13 Century Park East, Suite 1460, Los Angeles, CA 90067; (ii) counsel to Indenture Trustee
14 Wilmington Trust Company, Kilpatrick Townsend & Stockton LLP, Attn.: Todd Meyers, Esq.,
15 1100 Peachtree Street, Ste. 2800, Atlanta, GA 30309-4528; (iii) counsel to Indenture Trustee
16 Wells Fargo Bank, National Association, Reed Smith, LLP, Attn: Eric A. Schaffer, Esq., 225
17 Fifth Avenue, Pittsburgh, PA 15222-2716; (iv) the Office of the United States Trustee, Attn:
18 Brian Fittipaldi, Esq., 21051 Warner Center Lane, Suite 115, Woodland Hills, CA 93167; and
19 (v) all parties that have requested Special Notice in the Chapter 11 Case, and arrange for such
20 motion to be heard by the Court at or prior to the Voting Deadline. (Before doing so, you should
21 first confirm that the absence of a ballot was not inadvertent by contacting the Ballot Tabulator,
22 Patricia Swierszcz at Landau Gottfried & Berger LLP, 1801 Century Park East, Suite 1460, Los
23 Angeles, CA 90067, Telephone: (310) 557-0050 x 104; Facsimile: (310) 557-0056.)

24 3. You may also obtain copies of the Plan, Disclosure Statement, the Solicitation
25 Procedures Order and ballots by one of the following methods:

26 A. Visit the following website www.bmcgroup.com/hwfg
27
28

1 B. Send your request in writing to:

2 Landau Gottfried & Berger LLP
3 Attn: Patricia Swierszcz
4 1801 Century Park East
5 Suite 1460
6 Los Angeles, CA 90067
7 (Fax 310-557-0056)

8 C. the Office of the Clerk of the Court, through the Court's website at
9 www.cacb.uscourts.gov using the CM/ECF service (a fee may apply)

10 **DO NOT TELEPHONE THE COURT, THE DEBTOR OR THE OFFICE OF THE**
11 **UNITED STATES TRUSTEE TO REQUEST A BALLOT OR A COPY OF THE PLAN**
12 **AND DISCLOSURE STATEMENT.**

13 **RECORD DATE**

14 4. The Record Date is June 1, 2011. Only Holders of Allowed Claims as of the
15 Record Date in the Voting Classes (Classes 3 and 4) are entitled to vote on the Plan. The Record
16 Date is also used to determine the Holders of Equity Interest Holders that are entitled to receive a
17 copy of the Confirmation Hearing Notice and any other documents in the Solicitation Package
18 (other than ballots) that may be requested.

19 **VOTING PROCEDURES AND DEADLINES**

20 5. Creditors in Voting Classes (Classes 3 and 4 under the Plan) who wish to vote on
21 the Plan must return their ballots to accept or reject the Plan so that they are **actually received**
22 **by Landau Gottfried & Berger LLP at the address below by no later than August 4, 2011**
23 **at 5:00 p.m. Pacific Time (the "Voting Deadline").** Any ballots received after the Voting
24 Deadline will not be counted. Creditors should return their ballots, in accordance with the
25 instructions printed on the ballots, to Patricia Swierszcz (the "Ballot Tabulator") at the following
26 address:

27 Landau Gottfried & Berger LLP
28 Attention: Patricia Swierszcz
1801 Century Park East, Suite 1460
Los Angeles, California, 90067
Facsimile: (310) 557-0056

6. Holders of Indenture Trustee Claims in Class 4 who wish to vote on the Plan must return their ballots to accept or reject the Plan in accordance with the instructions printed on the ballots, so that they are actually received by the banks, brokers or other nominees (the “Nominees”) no later than the Voting Deadline of August 4, 2011. Any ballots received after the Voting Deadline will not be counted. Other procedures and deadlines with respect to the ballots sent to holders of Allowed Class 4 Claims and voting are set forth in the Solicitation Procedures Order and the applicable ballots.

PLAN CONFIRMATION HEARING AND DEADLINES FOR OBJECTIONS

7. The Confirmation Hearing on the Plan will be held on _____, 2011 at ____:____.m. (Pacific Time) in Courtroom 201, 1415 State Street, Santa Barbara, California 93101-2511. The Confirmation Hearing may be continued by announcement in open court without further notice to parties in interest.

8. The deadline by which any party objecting to confirmation of the Plan must file and serve its objection is _____, 2011 at ____:____.m. (Pacific Time). Objections must be in writing, specify the name and address of the party objecting, set forth the amount of the objecting party’s claims and any other grounds giving the objector standing to object, set forth the grounds for the objection and contain the evidence in support thereof. Such objection (and any supporting materials) shall be served on the following parties: (i) counsel for the Debtor, Landau Gottfried & Berger LLP, Attn: Sharon M. Kopman, Esq., 1801 Century Park East, Suite 1460, Los Angeles, CA 90067; (ii) counsel to Indenture Trustee Wilmington Trust Company, Kilpatrick Townsend & Stockton LLP, Attn.: Todd Meyers, Esq., 1100 Peachtree Street, Ste. 2800, Atlanta, GA 30309-4528; (iii) counsel to Indenture Trustee Wells Fargo Bank, National Association, Reed Smith, LLP, Attn: Eric A. Schaffer, Esq., 225 Fifth Avenue, Pittsburgh, PA 15222-2716; (iv) the Office of the United States Trustee, Attn: Brian Fittipaldi, Esq., 21051 Warner Center Lane, Suite 115, Woodland Hills, CA 93167; and (v) all parties that have requested Special Notice in this case.

9. The failure to file and serve an objection by the deadlines set forth herein will be deemed by the Court to be consent to Plan confirmation.

10. The Debtor will file a memorandum and evidence in support of Plan confirmation and reply to any objections to the Plan and serve it on the parties listed in Paragraph 8 above and any parties objecting to confirmation of the Plan by _____, 2011.

11. The Debtor will file and serve a Plan Ballot Summary by _____, 2011. The Plan Ballot Summary will be served on counsel for the Indenture Trustee, the U.S. Trustee, and any party that has filed an objection to the Plan.

12. All declarants must be available, without need for subpoena, to appear for cross-examination at the Confirmation Hearing upon 48 hours written notice from the Debtor or any other party in interest. The testimony of any properly notified declarant who is not present for cross-examination at the Confirmation Hearing will be stricken from the record and will not be considered in determining contested matters at the Confirmation Hearing.

Dated: LANDAU GOTTFRIED & BERGER LLP

By: _____
SHARON M. KOPMAN
Counsel to Debtor Harrington West
Financial Group, Inc.

Exhibit
2(a)

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
NORTHERN DIVISION

In re:) Case No.: 9:10-bk-14677-RR
)
Harrington West Financial Group, Inc.) Chapter 11
)
Debtor)
)

CLASS 3 BALLOT (GENERAL UNSECURED CLAIMS)

For Accepting or Rejecting the Debtor's
PLAN OF LIQUIDATION (the "Plan")

Step 1. Amount of Claim. I hold a Class 3 Claim against Harrington West Financial Group, Inc., the above-referenced debtor and debtor in possession, in the unpaid amount of \$_____.

Step 2. Voting. With respect to the Plan, and my Class 3 Claim, I hereby vote to:

☐ **ACCEPT the Plan**

☐ **REJECT the Plan**

You may check only one box in Step 2. Your vote will NOT be counted if you do not check a box or if you check both boxes.

Step 3. Creditor Information and Signature. By signing this Ballot, _____ acknowledges that he or she has received a copy of the Plan and the Disclosure Statement.

Telephone Number: _____ Change of Address (if any): _____ _____	Signature: _____ If by Authorized Agent, Name and Title: _____ (Print or type) _____ (Date Completed)
---	--

Step 4. Submission of Ballot. You must return this Ballot to the Ballot Tabulator at the following address so that it is received by no later than __: __.m. Pacific Time on _____, 2011 to: Landau Gottfried & Berger LLP, Attn: Patricia Swierszcz, Ballot Tabulator, 1801 Century Park East, Suite 1460, Los Angeles, CA 90067, Facsimile (310) 577-0056, Telephone (310) 557-0050 ext. 104. A pre-addressed envelope has been provided for your convenience.

VOTING INFORMATION AND ADDITIONAL INSTRUCTIONS

PLAN CONFIRMATION. Debtor and Debtor In Possession Harrington West Financial Group, Inc. (the “Debtor”) has filed the enclosed Plan of Liquidation (“Plan”) and Disclosure Statement in Support of the Plan (the “Disclosure Statement”), and is soliciting votes with respect to the Plan. On June __, 2011, the United States Bankruptcy Court for the Central District of California, Northern Division, entered an order that, among other things, approved (1) the enclosed Disclosure Statement and (2) certain voting procedures and forms of ballots. Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

The Bankruptcy Court may confirm the Plan if, among other things, it is accepted by creditors holding claims totaling at least two-thirds in amount and a majority in number of all claims in each class voting on the Plan. Even if all classes do not, or are deemed not to, accept the Plan, the Bankruptcy Court may confirm if at least one class entitled to vote accepts the Plan and if the treatment afforded the class or classes rejecting the Plan satisfies the Bankruptcy Code section 1129(b) standard for nonconsensual confirmation. **If the Bankruptcy Court confirms the Plan, it will be binding on you.**

VOTING PROCEDURE. If you hold a Class 3 Claim (General Unsecured Claims) under the Plan and wish to vote to accept or reject the Plan, you must complete this Ballot and return it to the Ballot Tabulator by first-class mail, overnight delivery or hand delivery. When returning your Ballot, please carefully follow the instructions set forth in Step 4 on the reverse side.

FOR YOUR VOTE TO BE COUNTED AS VOTING FOR OR AGAINST THE PLAN, YOU MUST FULLY COMPLETE THE BALLOT; INDICATE EITHER ACCEPTANCE OR REJECTION OF THE PLAN IN THE APPROPRIATE SPACE ON THE REVERSE SIDE, AND SIGN AND RETURN THIS BALLOT TO PATRICIA SWIERSZCZ AT LANDAU GOTTFRIED & BERGER LLP, 1801 CENTURY PARK EAST, SUITE 1460, LOS ANGELES, CALIFORNIA 90067, SO THAT IT IS RECEIVED NO LATER THAN ____:____.M. PACIFIC TIME ON _____, 2011. BALLOTS RECEIVED LATE WILL NOT BE COUNTED.

Except as otherwise set forth in Step 2 on the reverse side, if a Ballot is not completed in its entirety so that all the required information and signatures are provided, the Ballot will not be counted unless the Bankruptcy Court orders otherwise or the Debtor waives any defects or irregularities. If more than one Ballot is received from you for the same class, the last timely received, properly executed Ballot received prior to the Voting Deadline will be counted, by reference first to the date of the Ballots, and if either Ballot is undated, by reference to the postmark or other indicia of the date of transmission.

DISCLAIMER. Before casting your vote, you should review the enclosed Plan and Disclosure Statement, which the Bankruptcy Court has approved for distribution. You may wish to seek legal or other advice concerning the Plan and the classification and treatment of your claim under the Plan. Your claim, if any, has been placed in Class 3 under the Plan. *Please be advised that the deadline for objecting to claims is after the date of the Plan confirmation hearing. As a result, creditors may not rely on the absence of an objection to their proofs of claim in determining whether to vote to accept or reject the Plan, or as any indication that the Debtor ultimately will not object to the amount, priority, security, or allowability of any such claims.*

BALLOT DOES NOT CONSISTUTE A CLAIM. This Ballot does not constitute a proof of claim, an amendment to a proof of claim, or a waiver of any bar date or deadline to file a proof of claim.

NO ENCLOSURES. Do not enclose any correspondence, securities, instruments, or other documents with this Ballot.

QUESTIONS. Please refer to the Plan and Disclosure Statement for further information. If your Ballot is damaged, if you need additional Ballots or a copy of the Plan or Disclosure Statement, or if you have any questions about voting procedures, you should contact Patricia Swierszcz, Ballot Tabulator at Landau Gottfried & Berger LLP, 1801 Century Park East, Suite 1460, Los Angeles, CA 9006, Telephone (310) 557-0050 ext. 104, Facsimile (310) 557-0056.

Exhibit
2(b)

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
NORTHERN DIVISION**

In re:)	Case No.: 9:10-bk-14677-RR
)	
Harrington West Financial Group, Inc.)	Chapter 11
)	
Debtor)	
)	

CLASS 4 BALLOT

**(FOR REGISTERED HOLDERS OF TRUST ORIGINATED PREFERRED SECURITIES
("TRUPs"))**

For Accepting or Rejecting the Debtor's
PLAN OF LIQUIDATION (the "Plan")

The Debtor, Harrington West Financial Group, Inc. ("Debtor"), has filed the enclosed Plan and Disclosure Statement in Support of the Plan ("Disclosure Statement"). You are receiving this ballot because you are, as of the June 1, 2011 Record Date, the record holder of a TRUP issued by non-debtors Harrington West Capital Trust I ("HWCT I") or Harrington West Capital Trust II ("HWCT II") (HWCT I and HWCT II are collectively referred to herein as the "Statutory Business Trusts"). The sole assets of the Statutory Business Trusts are Debentures issued by the Debtor under the following Indentures:

1. Floating Rate Junior Subordinated Debt Securities Due 2033 (owned by HWCT I); and
2. Junior Subordinated Debt Securities Due 2034) (owned by HWCT II).

As reflected in detail in the Plan and Disclosure Statement, holders of the TRUPs may exercise ownership and voting rights associated with the Debentures, and thus are entitled to vote on the Plan. A single TRUPs share is equal to \$1.00 in principal amount of Debentures. Only vote the aggregate principal amount of your TRUPs as of the Petition Date.

Please use this Ballot to cast your vote to accept or reject the Plan.
This is the only Ballot that will be provided to you.

Step 1. Amount of Claim. I hold a Class 4 Claim in the unpaid amount of \$_____ (list principal amount only):

TRUPs	CUSIP Number	Fill in Unpaid Principal Amount (as applicable)
Harrington West Capital Trust I		\$_____
Harrington West Capital Trust II		\$_____

Step 2. Voting. With respect to the Plan, and my Class 4 Claim, I hereby vote to:

☐ **ACCEPT the Plan**

☐ **REJECT the Plan**

You may check only one box in Step 2. Your vote will NOT be counted if you do not check a box or if you check both boxes.

Step 3. Creditor Information and Signature. By signing this Ballot, _____ acknowledges that he or she has received a copy of the Plan and the Disclosure Statement.

	Signature: _____ _____ (PHONE NUMBER) _____ (EMAIL ADDRESS)
	If by Authorized Agent, Name and Title: _____ (Print or type) _____ (Date Completed)

Step 4. Submission of Ballot. You must return this Ballot to the Ballot Tabulator at the following address so that it is received by no later than __: __.m. Pacific Time on _____, 2011 to: Landau Gottfried & Berger LLP, Attn: Patricia Swierszcz, Ballot Tabulator, 1801 Century Park East, Suite 1460, Los Angeles, CA 90067. A pre-addressed envelope has been provided for your convenience.

VOTING INFORMATION AND ADDITIONAL INSTRUCTIONS

PLAN CONFIRMATION. Debtor and Debtor In Possession Harrington West Financial Group, Inc. (the “Debtor”) has filed the enclosed Plan of Liquidation (“Plan”) and Disclosure Statement in Support of the Plan (the “Disclosure Statement”), and is soliciting votes with respect to the Plan. On June __, 2011, the United States Bankruptcy Court for the Central District of California, Northern Division, entered an order that, among other things, approved (1) the enclosed Disclosure Statement and (2) certain voting procedures and forms of ballots. Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

The Bankruptcy Court may confirm the Plan if, among other things, it is accepted by creditors holding claims totaling at least two-thirds in amount and a majority in number of all claims in each class voting on the Plan. Even if all classes do not, or are deemed not to, accept the Plan, the Bankruptcy Court may confirm the Plan if at least one class entitled to vote accepts the Plan and the treatment afforded the class or classes rejecting the Plan satisfies the Bankruptcy Code section 1129(b) standard for nonconsensual confirmation. **If the Bankruptcy Court confirms the Plan, it will be binding on you.**

VOTING PROCEDURE. If you hold a Class 4 Claim under the Plan and wish to vote to accept or reject the Plan, you must complete this Ballot and return it to the Ballot Tabulator by first-class mail, overnight delivery or hand delivery. When returning your Ballot, please carefully follow the instructions set forth in Step 4 on the reverse side.

FOR YOUR VOTE TO BE COUNTED AS VOTING FOR OR AGAINST THE PLAN, YOU MUST FULLY COMPLETE THE BALLOT; INDICATE EITHER ACCEPTANCE OR REJECTION OF THE PLAN IN THE APPROPRIATE SPACE ON THE REVERSE SIDE, AND SIGN AND RETURN THIS BALLOT TO PATRICIA SWIERSZCZ AT LANDAU GOTTFRIED & BERGER LLP, 1801 CENTURY PARK EAST, SUITE 1460, LOS ANGELES, CALIFORNIA 90067, SO THAT IT IS RECEIVED NO LATER THAN ____ : ____ .M. PACIFIC TIME ON _____, 2011. BALLOTS RECEIVED LATE WILL NOT BE COUNTED.

Except as otherwise set forth in Step 2 on the reverse side, if a Ballot is not completed in its entirety so that all the required information and signatures are provided, the Ballot will not be counted unless the Bankruptcy Court orders otherwise or the Debtor waives any defects or irregularities. If more than one Ballot is received from you for the same class, the last timely received, properly executed Ballot received prior to the Voting Deadline will be counted, by reference first to the date of the Ballots, and if either Ballot is undated, by reference to the postmark or other indicia of the date of transmission.

DISCLAIMER. Before casting your vote, you should review the enclosed Plan and Disclosure Statement, which the Bankruptcy Court has approved for distribution. You may wish to seek legal or other advice concerning the Plan and the classification and treatment of your claim under the Plan. Your claim, if any, has been placed in Class 4 under the Plan. *Please be advised that the deadline for objecting to claims is after the date of the Plan confirmation hearing. As a result, creditors may not rely on the absence of an objection to their proofs of claim in determining whether to vote to accept or reject the Plan, or as any indication that the Debtor ultimately will not object to the amount, priority, security, or allowability of any such claims.*

BALLOT DOES NOT CONSTITUTE A CLAIM. This Ballot does not constitute a proof of claim, an amendment to a proof of claim, or a waiver of any bar date or deadline to file a proof of claim.

NO ENCLOSURES. Do not enclose any correspondence, securities, instruments, or other documents with this Ballot.

QUESTIONS. Please refer to the Plan and Disclosure Statement for further information. If your Ballot is damaged, if you need additional Ballots or a copy of the Plan or Disclosure Statement, or if you have any questions about voting procedures, you should contact Patricia Swierszcz, Ballot Tabulator at Landau Gottfried & Berger LLP, 1801 Century Park East, Suite 1460, Los Angeles, CA 9006, Telephone (310) 557-0050 ext. 104, Facsimile (310) 557-0056.

Exhibit
2(c)

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
NORTHERN DIVISION

In re:)	Case No.: 9:10-bk-14677-RR
)	
HARRINGTON WEST FINANCIAL GROUP, INC.,)	Chapter 11
)	
Debtor)	
)	

CLASS 4 BALLOT

**(FOR BENEFICIAL HOLDERS OF TRUST ORIGINATED PREFERRED SECURITIES
("TRUPs"))**

For Accepting or Rejecting the Debtor's
PLAN OF LIQUIDATION (the "Plan")

The Debtor, Harrington West Financial Group, Inc. ("Debtor"), has filed the enclosed Plan and Disclosure Statement in Support of the Plan ("Disclosure Statement"). You are receiving this ballot because you are (as identified by your Nominee), as of the June 1, 2011 Record Date, the record holder of a TRUP issued by non-debtors Harrington West Capital Trust I ("HWCT I") or Harrington West Capital Trust II ("HWCT II") (HWCT I and HWCT II are collectively referred to herein as the "Statutory Business Trusts"). The sole assets of the Statutory Business Trusts are Debentures issued by the Debtor under the following Indentures:

1. Floating Rate Junior Subordinated Debt Securities Due 2033 (owned by HWCT I); and
2. Junior Subordinated Debt Securities Due 2034 (owned by HWCT II).

As reflected in detail in the Plan and Disclosure Statement, holders of the TRUPs may exercise ownership and voting rights associated with the Debentures, and thus are entitled to vote on the Plan. A single TRUPs share is equal to \$1.00 in principal amount of Debentures. Only vote the aggregate principal amount of your TRUPs as of the Petition Date (September 10, 2010).

Please use this Ballot to cast your vote to accept or reject the Plan.
This is the only Ballot that will be provided to you.

PLEASE COMPLETE **ALL OF** THE FOLLOWING:

IN ORDER FOR YOUR VOTE TO BE COUNTED, THIS BALLOT MUST BE PROPERLY COMPLETED, SIGNED AND RETURNED IN THE ENCLOSED ENVELOPE TO YOUR NOMINEE. PLEASE BE SURE TO ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO RECEIVE YOUR BALLOT, INCLUDE YOUR VOTE ON ITS MASTER BALLOT, AND RETURN THE MASTER BALLOT TO THE BALLOT TABULATOR SUCH THAT THE MASTER BALLOT IS RECEIVED BY THE BALLOT TABULATOR BY [] PREVAILING PACIFIC TIME ON [], 2011 (THE "VOTING DEADLINE"). ANY HOLDER WHO HOLDS THROUGH A NOMINEE AND SUBMITS HIS/HER BALLOT DIRECTLY TO THE DEBTOR OR THE BALLOT TABULATOR WILL NOT BE COUNTED.

Step 1. Amount of Claim

I hold a Class 4 Claim in the unpaid amount of \$_____ (list principal amount only):

TRUPS	CUSIP Number	Fill in Unpaid Principal Amount (as applicable)
Harrington West Capital Trust I		\$ _____
Harrington West Capital Trust II		\$ _____

Step 2. Voting. With respect to the Plan, and my Class 4 Claim, I hereby vote to:

☐ **ACCEPT the Plan** ☐ **REJECT the Plan**

You may check only one box in Step 2. Your vote will NOT be counted if you do not check a box or if you check both boxes.

Step 3. Creditor Information and Signature. By signing this Ballot, _____, acknowledges that he or she has received a copy of the Plan and the Disclosure Statement.

	Signature: _____
	If by Authorized Agent, Name, Title phone and email: _____ (Print or type) _____ (Date Completed)

Step 4. Submission of Ballot. To have your vote counted, you must complete, sign and return this Ballot **in the enclosed envelope directly to your Nominee.** When returning your Ballot to your Nominee, please allow sufficient time to allow your Nominee to compile, validate and submit your vote on a master ballot to the Ballot Tabulator by [____], **the Voting Deadline.** **Any holder who holds through a Nominee and submits his/her Ballot directly to the Debtor or Ballot Tabulator, will not be counted for purposes of accepting or rejecting the Plan.**

VOTING INFORMATION AND ADDITIONAL INSTRUCTIONS

PLAN CONFIRMATION. Debtor and Debtor In Possession Harrington West Financial Group, Inc. (the “Debtor”) has filed the enclosed Plan of Liquidation (“Plan”) and Disclosure Statement in Support of the Plan (the “Disclosure Statement”), and is soliciting votes with respect to the Plan. On June __, 2011, the United States Bankruptcy Court for the Central District of California, Northern Division, entered an order that, among other things, approved (1) the enclosed Disclosure Statement and (2) certain voting procedures and forms of ballots. Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

The Bankruptcy Court may confirm the Plan if, among other things, it is accepted by creditors holding claims totaling at least two-thirds in amount and a majority in number of all claims in each class voting on the Plan. Even if all classes do not accept the Plan, the Bankruptcy Court may confirm the Plan if the treatment afforded the class or classes rejecting the Plan satisfies the Bankruptcy Code section 1129(b) standard for nonconsensual confirmation. **If the Bankruptcy Court confirms the Plan, it will be binding on you.**

VOTING PROCEDURE. If you hold a Class 4 Claim under the Plan and wish to vote to accept or reject the Plan, you must complete this Ballot and return it to your Nominee. Please be sure to allow sufficient time for your Nominee to receive your ballot, include your vote on its Master Ballot, and return the Master Ballot to the Ballot Tabulator such that the Master Ballot is received by the Ballot Tabulator by the Voting Deadline. Any holder who holds through a Nominee and submits his/her ballot directly to the Debtor or the Ballot Tabulator will not be counted. When returning your ballot, please carefully follow the instructions set forth in Step 4 on the reverse side.

FOR YOUR VOTE TO BE COUNTED AS VOTING FOR OR AGAINST THE PLAN, YOU MUST FULLY COMPLETE THE BALLOT; INDICATE EITHER ACCEPTANCE OR REJECTION OF THE PLAN IN THE APPROPRIATE SPACE ON THE REVERSE SIDE, AND SIGN AND RETURN THIS BALLOT TO PATRICIA SWIERSZCZ AT LANDAU GOTTFRIED & BERGER LLP, 1801 CENTURY PARK EAST, SUITE 1460, LOS ANGELES, CALIFORNIA 90067, SO THAT IT IS RECEIVED NO LATER THAN ____ : ____ .M. PACIFIC TIME ON _____, 2011. BALLOTS RECEIVED LATE WILL NOT BE COUNTED.

Except as otherwise set forth in Step 2 on the reverse side, if a Ballot is not completed in its entirety so that all the required information and signatures are provided, the Ballot will not be counted unless the Bankruptcy Court orders otherwise or the Debtor waives any defects or irregularities. If more than one Ballot is received from you for the same class, the last timely received, properly executed Ballot received prior to the Voting Deadline will be counted, by reference first to the date of the Ballots, and if either Ballot is undated, by reference to the postmark or other indicia of the date of transmission.

DISCLAIMER. Before casting your vote, you should review the enclosed Plan and Disclosure Statement, which the Bankruptcy Court has approved for distribution. You may wish to seek legal or other advice concerning the Plan and the classification and treatment of your claim under the Plan. Your claim, if any, has been placed in Class 4 under the Plan. *Please be advised that the deadline for objecting to claims is after the date of the Plan confirmation hearing. As a result, creditors may not rely on the absence of an objection to their proofs of claim in determining whether to vote to accept or reject the Plan, or as any indication that the Debtor ultimately will not object to the amount, priority, security, or allowability of any such claims.*

NO ENCLOSURES. Do not enclose any correspondence, securities, instruments, or other documents with this Ballot.

QUESTIONS. Please refer to the Plan and Disclosure Statement for further information. If your Ballot is damaged, if you need additional Ballots or a copy of the Plan or Disclosure Statement, or if you have any questions about voting procedures, you should contact Patricia Swierszcz, Ballot Tabulator at Landau Gottfried & Berger LLP, 1801 Century Park East, Suite 1460, Los Angeles, CA 9006, Telephone (310) 557-0050 ext. 104, Facsimile (310) 557-0056.

**Exhibit
2(d)**

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
NORTHERN DIVISION**

In re:)	Case No.: 9:10-bk-14677-RR
)	
HARRINGTON WEST FINANCIAL GROUP, INC.,)	Chapter 11
)	
Debtor)	
)	

(CLASS 4 BALLOT)

**MASTER BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S PLAN OF LIQUIDATION ON BEHALF
OF BENEFICIAL HOLDERS OF TRUST ORIGINATED PREFERRED SECURITIES ("TRUPs")**

The Debtor, Harrington West Financial Group, Inc. ("Debtor"), has filed the enclosed Plan and Disclosure Statement in Support of the Plan ("Disclosure Statement"). You are receiving this ballot because you are, as of the June 1, 2011 Record Date, a broker, bank, dealer or other agent or nominee (each, a "Nominee") for beneficial owners of TRUPs issued by non-debtors Harrington West Capital Trust I ("HWCT I") or Harrington West Capital Trust II ("HWCT II") (HWCT I and HWCT II are collectively referred to herein as the "Statutory Business Trusts"). The sole assets of the Statutory Business Trusts are Debentures issued by the Debtor under the following Indentures:

1. Floating Rate Junior Subordinated Debt Securities Due 2033 (owned by HWCT I); and
2. Junior Subordinated Debt Securities Due 2034 (owned by HWCT II).

As reflected in detail in the Plan and Disclosure Statement, holders of the TRUPs may exercise ownership and voting rights associated with the Debentures (Class 4 Claims), and thus are entitled to vote on the Plan. A single TRUPs share is equal to \$1.00 in principal amount of Debentures. The TRUPs holders may only vote the aggregate principal amount of their TRUPs as of the Petition Date (September 10, 2010).

<p>THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS _____, PACIFIC TIME, ON _____, 2011</p>

This Master Ballot is to be used by Nominees for summarizing votes cast by beneficial owners holding any of the TRUPs (as defined above) as of the June 1, 2011 Record Date (as defined in the Plan) to accept or reject the above-captioned Debtor's Plan described in the accompanying Disclosure Statement. Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

BALLOTS SHOULD NOT BE SENT TO THE DEBTOR OR THE INDENTURE TRUSTEES.

**PLEASE READ THE ATTACHED VOTING INFORMATION AND
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1 THROUGH 3. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Certification of Authority to Vote. The undersigned certifies that as of the date hereof, the undersigned (please check the applicable box):

- ☐ Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of TRUPs listed in Item 2 below, and is the registered holder of such securities as of the June 1, 2011 Record Date; or
- ☐ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of TRUPs listed in Item 2 below as of the June 1, 2011 Record Date; or
- ☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of TRUPs listed in Item 2 below as of the June 1, 2011 Record Date;

and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial owners of the TRUPs described in Item 2 below.

Item 2. Class 4 Claims Vote. The undersigned transmits the following votes identified by their respective customer account numbers set forth below for the beneficial owners of the TRUPs who (a) were beneficial owners of such securities as of the June 1, 2011 Record Date and (b) have delivered to the undersigned, as nominee, ballots casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note: each beneficial owner must vote *all* his, her, or its Class 4 Claims *either* to accept or reject the Plan, and may *not* split such vote.

Fill in for Harrington West Capital Trust I (CUSIP)

YOUR CUSTOMER ACCOUNT NUMBER FOR EACH BENEFICIAL OWNER OF TRUPS	PRINCIPAL AMOUNT OF TRUPS VOTED TO <u>ACCEPT</u> THE PLAN		PRINCIPAL AMOUNT OF TRUPS VOTED TO <u>REJECT</u> THE PLAN
1.	\$	OR	\$
2.	\$	OR	\$
3.	\$	OR	\$
4.	\$	OR	\$
5.	\$	OR	\$
TOTALS	\$		\$

Fill in for Harrington West Capital Trust II (CUSIP)

YOUR CUSTOMER ACCOUNT NUMBER FOR EACH BENEFICIAL OWNER OF TRUPS	PRINCIPAL AMOUNT OF TRUPS VOTED TO <u>ACCEPT</u> THE PLAN		PRINCIPAL AMOUNT OF TRUPS VOTED TO <u>REJECT</u> THE PLAN
1.	\$	OR	\$
2.	\$	OR	\$
3.	\$	OR	\$
4.	\$	OR	\$
5.	\$	OR	\$
TOTALS	\$		\$

*Attach additional sheets if necessary.

Item 3.

Certification. By signing this Master Ballot, the undersigned certifies that (a) each beneficial owner of TRUPs listed in Item 2, above, has been provided with a copy of the applicable solicitation materials, and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the solicitation materials, (b) if a beneficial owner voted the same TRUPs more than once, you should put in Item 2 above the last properly executed Ballot timely received prior to the Voting Deadline, by reference first to the date of the Ballots, and if either Ballot is undated, by reference to the postmark or other indicia of the date of transmission from such beneficial owner, and (c) the Ballots received from each such beneficial owner or a copy thereof is and will remain on file with the undersigned subject to inspection for a period of one (1) year following the Voting Deadline.

Name of Broker, Bank, or Other Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Broker,
Bank, or Other Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(If Applicable)

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____

Date Completed: _____

DTC Participant Number: _____

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, SOLICITATION MATERIALS OR OTHER RELATED MATERIALS, PLEASE CONTACT THE BALLOT TABULATOR, PATRICIA SWIERSZCZ, LANDAU GOTTFRIED & BERGER LLP, 1801 CENTURY PARK EAST, SUITE 1460, LOS ANGELES, CALIFORNIA 90067, FACSIMILE NUMBER (310) 557-0056; E-MAIL PSWIERSZCZ@LGBFIRM.COM OR VISIT THE WEBSITE: www.bmcgroup.com/hwfg.

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT**

1. Complete the Master Ballot by providing all the information requested and sign, date and return the Master Ballot by mail, overnight courier, personal delivery or facsimile to the Ballot Tabulator at the applicable following address or number:

**BY UNITED STATES MAIL,
OVERNIGHT COURIER
OR PERSONAL DELIVERY:**

Landau Gottfried & Berger LLP
Attn: Patricia Swierszcz,
Ballot Tabulator
1801 Century Park East, Suite 1460
Los Angeles, CA 90067

2. **Master Ballots must be received by the Ballot Tabulator by _____, Pacific Time, on _____, 2011 (the "Voting Deadline").** If a Master Ballot is received after the Voting Deadline, it will not be counted unless the Bankruptcy Court orders otherwise or the Debtor waives any defects or irregularities.. *Ballots submitted by e-mail or facsimile will not be accepted. Ballots should not be sent to the Debtor or the Indenture Trustees.*
3. If, in addition to acting as broker, bank, dealer or agent or other nominee, you also are a beneficial owner of any TRUPs beneficially held by you, you may either complete an Individual Ballot or add your vote to the attached Master Ballot. For voting your own Claims, please refer to the instructions accompanying the individual Class 4 Ballot (For Beneficial Holders).
4. Multiple Master Ballots may be completed and delivered to the Ballot Tabulator. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest timely received, properly executed Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot is submitted and the later Master Ballot(s) supplement(s) rather than supersede(s) the earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words "Additional Vote" or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.
5. Please note that Item 2 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual beneficial owner of TRUPs on whose behalf you are executing a Master Ballot. If a single customer has more than one account with the identical registration, only list that customer once in the schedule requested by Item 2. The total principal amount of all accounts voted with respect to a single customer should be listed in a single schedule entry, so that each line will represent a different beneficial owner.
6. Please note that each beneficial owner must vote its entire Class 4 Claim under the Plan either to accept or reject the Plan. A beneficial owner may not split its vote. Moreover, all holders of any portion of a single Claim will be (a) treated as a single creditor for voting purposes and (b) required to vote every portion of such Claim collectively to either accept or reject the Plan. Further, for purposes of computing the Master Ballot vote, each voting beneficial owner should be deemed to have voted the full amount of its holdings of TRUPs (principal amount only) according to your records or such lesser amount identified by the beneficial holder on its individual Class 4 Ballot (For Beneficial Holders). Any executed individual Class 4 Ballot (For Beneficial Holders) that (a) does not indicate an acceptance or rejection of the Plan or (b) indicates both an acceptance and a rejection of the Plan should not be counted on the Master Ballot as having been cast.

7. If a beneficial owner casts more than one Ballot voting the same Claim prior to the Voting Deadline, the latest timely received, properly executed Ballot (as determined by you) should be deemed to reflect such beneficial owner's intent to either accept or reject the Plan.
8. No fees or commissions or other remuneration will be payable to any broker, bank, dealer or other person in connection with this solicitation. Upon written request, however, the Debtor will reimburse you for customary mailing and handling expenses incurred by you in forwarding Individual Ballots (For Beneficial Holders) and accompanying solicitation packages to your client.
9. This Master Ballot does not constitute and shall not be deemed a proof of Claim or Equity Interest or an assertion of a Claim or Equity Interest.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE THE DESIGNATION OF YOU OR ANY OTHER PERSON AS AN AGENT OF THE DEBTOR OR THE BALLOT TABULATOR OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE SOLICITATION MATERIALS ENCLOSED HERewith.

THE BALLOT TABULATOR WILL NOT ACCEPT MASTER BALLOTS BY E-MAIL OR FACSIMILE. MASTER BALLOTS SHOULD NOT BE SENT TO THE DEBTOR OR THE INDENTURE TRUSTEES.

IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE BALLOT TABULATOR, PATRICIA SWIERSZCZ, LANDAU GOTTFRIED & BERGER LLP, 1801 CENTURY PARK EAST, SUITE 1460, LOS ANGELES, CALIFORNIA 90067, FACSIMILE NUMBER: (310) 557-0056; E-MAIL: PSWIERSZCZ@LGBFIRM.COM.

In re: Harrington West Financial Group, Inc.	Debtor(s).	CHAPTER 11 CASE NUMBER 9:10-bk-14677
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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:
Landau Gottfried & Berger LLP
1801 Century Park East, Suite 1460
Los Angeles, CA 90067

A true and correct copy of the foregoing document described **DEBTOR'S MOTION FOR ORDER AUTHORIZING AND APPROVING (A) THE ADEQUACY OF THE DISCLOSURE STATEMENT IN SUPPORT OF THE DEBTOR'S PLAN OF LIQUIDATION, (B) THE FORM, SCOPE, AND NATURE OF SOLICITATION, BALLOTING, TABULATION, AND NOTICES WITH RESPECT THERETO; AND (C) RELATED CONFIRMATION PROCEDURES AND DEADLINES; MEMORANDUM OF POINTS AND AUTHORITIES; AND DECLARATION OF WILLIAM W. PHILLIPS, JR.** 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 March 24, 2011, 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:

Brian D Fittipaldi brian.fittipaldi@usdoj.gov
Sameer K Kapoor skapoor@kilpatrickstockton.com
John W Kim jkim@nossaman.com
Todd C Meyers tmeyers@kilpatrickstockton.com
Shane G Ramsey sramsey@kilpatrickstockton.com
Christopher O Rivas crivas@reedsmith.com
Valerie Strumwasser vstrumwasser@nossaman.com
United States Trustee (ND) ustpreion16.nd.ecf@usdoj.gov

☐ Service information continued on attached page

II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL(indicate method for each person or entity served):

On March 24, 2011, 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.

BY U.S. MAIL

Honorable Robin Riblet
United States Bankruptcy Court
1415 State Street , Courtroom 201
Santa Barbara, California 93101-2511

☒ 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 _____ 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.

☐ 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.

March 24, 2011

Date

Patricia Swierszcz

Type Name


Signature

In re: Harrington West Financial Group, Inc.	Debtor(s).	CHAPTER 11 CASE NUMBER 9:10-bk-14677
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II. SERVED BY U.S. MAIL (Continued):

U.S. Trustee

Office of the United States Trustee
Attn: Brian Fittipaldi
21051 Warner Center Lane, Suite 115
Woodland Hills, CA 91367

Delaware Franchise Tax Board
Divisions of Corporations
PO Box 898
Dover, DE 19903

Debtor

Harrington West Financial Group, Inc.
c/o William W. Phillips, Jr.
PO Box 442
Solvang, CA 93464

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

Special Notice

Counsel for Wilmington Trust
Shane Ramsey, Esq. (Served via NEF)
Kilpatrick Stockton LLP
1100 Peachtree Street
Suite 2800
Atlanta, GA 30309-4528

Los Padres Bank
c/o Federal Deposit Insurance Corp
Allan H. Ickowitz, Esq.
John W. Kim, Esq.
Valerie A. Strumwasser, Esq.
Nossaman LLP
445 S. Figueroa Street, 31st Floor
Los Angeles, CA 90071-1602

Mediant Communications LLC
P.O. Box 542
Saddle Brook, NJ 07663

Reitner Stuart Moore
641 Higuera St Ste 302
San Luis Obispo, CA 93401-3537

Counsel for Wells Fargo

Christopher O Rivas, Esq. (Served via NEF)
REED SMITH LLP
355 South Grand Avenue, Suite 2900
Los Angeles, CA 90071

All Top 20 Unsecured Creditors

American Express
P.O. Box 0001
Los Angeles, CA 90096

Sprint
P.O. Box 219100
Kansas City, MO 64121

American Stock Transfer
Attn: General Counsel
6201 15th Avenue
Brooklyn, NY 11219

Wells Fargo Bank, National Association
c/o Eric A. Schaffer, Esq.
Reed Smith LLP
225 Fifth Avenue
Suite 1200
Pittsburgh, PA 15222

Broadridge
Investor Communication
P.O. Box 23487
Newark, NJ 07189

Wilmington Trust Company (Served via NEF)
c/o Todd C. Meyers
Kilpatrick Stockton LLP
1100 Peachtree Street
Suite 2800
Atlanta, GA 30309-4528

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Department 34182
P.O. Box 39000
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