



U.S. Department of Justice
United States Trustee
Region 6

Northern District of Texas
Eastern District of Texas

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January 14, 2004

Marc Taubenfeld, Esq.
3550 Lincoln Plaza
500 North Akard St.
Dallas, Texas 75201

re: In re Lorax Corporation
Case No. 02-48396-DML-11

Dear Mr. Taubenfeld:

As you know, I've seen what's been styled in part as a "Notice Affidavit and Declaration of Tortious Interference...." Mr. Langenbeck filed in this case. As you represent the Committee, and as Mr. Langenbeck is a member of that Committee, I'm communicating with you directly so as not to encroach on the line which marks communications with represented parties.

I'm aware that you and the balance of the Committee were not involved in the preparation and/or filing of this document. An while I will copy Mr. Langenbeck with this letter, I'm also hoping you and the rest of the Committee will discuss with Mr. Langenbeck the implication of what he's done and what I'm about to point out with you. Indeed, it may behoove Mr. Langenbeck to obtain the advice of his own individual counsel.

Without reciting or discussing everything mentioned in Mr. Langenbeck's Affidavit, I note it was filed in his individual name, and not as a representative of the Committee. I also note that Mr. Langenbeck asserts the existence of facts which apparently preceded the filing of this case, and how those fact give rise to causes of action against a variety of parties. He makes these claims in his capacity as a creditor of Lorax Corporation, which, by statute, became claims against this estate. More importantly, after sifting though the rhetoric and extraneous verbiage, what causes of action *might* legitimately exist in law appear to be causes in which the estate and/or the Committee would have standing to assert.

While falling short of making demand for a judgment or entry of an order exacting and/or effectuating a remedy on those alleged causes of action, *see* Affidavit page 44, ¶2, *et seq.*, it appears to fall *just* short. Indeed, given that Mr. Langenbeck is not an attorney with formal training in how to clearly state what demands are being made, the language in the Affidavit can be legitimately viewed as Mr. Langenbeck's demand upon the parties he identifies as "Respondents". That such a view can be taken is the gravamen of what Mr. Langenbeck did when this was filed.

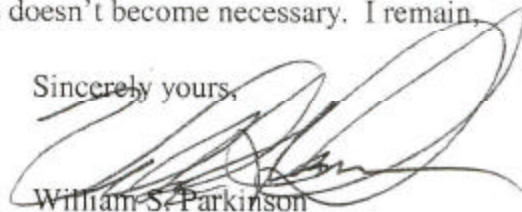
As a member of the Committee, he serves as a fiduciary for this estate and for all creditors thereof. By asserting in his own name what is tantamount to a claim available to the estate and/or the Committee,

he appears to have violated that fiduciary duty. Adherence to one's fiduciary duty as a Committee member is not taken lightly. Such a violation may result in our unilateral decision to remove a committee member from the Committee and/or our petitioning the Court for a host of other sanctions, which might include, but would not be limited to, subordination and/or cancellation of that member's claim.

Moreover, asserting a cause of action that is property of the estate is a violation of the automatic stay. As you're aware, Title 11 provides its own sanctions for such stay violations, some of which include monetary awards against a violator for damages, costs, and attorneys fees. Attempts to exercise dominion and/or control over estate assets can also lead to criminal violations under various sections of Title 18.

I'm not certain whether Mr. Langenbeck was cognizant of the import his filing this Affidavit would have. Regardless of whether or not he did, and as he appears to be representing himself in this matter, he is accountable for having done so to the same degree as would be an attorney. It is my hope that Mr. Langenbeck will understand the depth and breadth of the legal implications he exposes himself to when filing this and anything else he might contemplate filing. I also hope Mr. Langenbeck will either voluntarily desist in pursuing this, and/or that you and the other Committee members will prevail upon Mr. Langenbeck in that regard. If that occurs, I contemplate doing nothing more with this. If it does not, we will contemplate what further actions *will* be taken. Let's hope this doesn't become necessary. I remain,

Sincerely yours,



William S. Parkinson
Trial Attorney

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