

<small>ATTORNEY OR PART NAME, ADDRESS, TELEPHONE &amp; FAX NUMBERS, AND CALIFORNIA STATE BAR NUMBER</small> Michael S. Kogan (SBN 128500) KOGAN LAW FIRM, APC, 1901 Avenue of the Stars, Suite 1050 Los Angeles, California 90067, (310) 432-2310 <a href="mailto:mkogan@koganlawfirm.com">mkogan@koganlawfirm.com</a>	<small>FOR COURT USE ONLY</small>
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>	
In Re:  <b>ZOE ANN FLYNN</b>  Debtor(s)	CASE NO.: <b>2:12-bk-21894-ER</b>

### NOTICE OF SALE OF ESTATE PROPERTY

<b>Sale Date:</b> October 10, 2012	<b>Time:</b> 11:00 a.m.
<b>Location:</b> Courtroom 1568 of the United States Bankruptcy Court for the Central District of California, located at 255 East Temple Street, in Los Angeles, California 90012	

Type of Sale:             Public             Private            Last Date to File Objections: \_\_\_\_\_

Description of Property to be Sold:        sale of bankruptcy estate's interest in the shares of stock equal to 37.5% of the total outstanding shares (the "**Shares**") in B.F.D. Associates, Inc. dba True Tone Music, a California corporation

Terms and Conditions of Sale:    as-is with no warranties whatsoever as to condition \_\_\_\_\_

Proposed Sale Price:    See attached notice of hearing \_\_\_\_\_

Overbid Procedure (If Any):    \$20,000 initial bid greater than offer submitted to Court (\$100,000)  
(\$100,000 deposit to overbid)

If property is to be sold free and clear of liens or other interests, list date, time, and location of hearing: see attached notice (10/10/12 @ 11:00 a.m., Courtroom 1568)

Contact Person for Potential Bidders (include name, address, telephone, fax and/or e-mail address):

\_\_\_\_\_  
Michael S. Kogan  
\_\_\_\_\_  
KOGAN LAW FIRM, APC  
\_\_\_\_\_  
1901 Avenue of the Stars, Suite 1050  
\_\_\_\_\_  
Los Angeles, CA 90067  
\_\_\_\_\_

# **EXHIBIT A**

1 Michael S. Kogan (SBN 128500)  
2 **KOGAN LAW FIRM, APC**  
3 1901 Avenue of the Stars, Suite 1050  
4 Los Angeles, California 90067  
5 Telephone (310) 432-2310  
6 [mkogan@koganlawfirm.com](mailto:mkogan@koganlawfirm.com)

7 Attorneys for Wesley H. Avery,  
8 Chapter 7 Trustee

9 **UNITED STATES BANKRUPTCY COURT**  
10 **CENTRAL DISTRICT OF CALIFORNIA**  
11 **LOS ANGELES DIVISION**

11	<b>In re</b>	)	<b>Case No. 2:12-bk-21894-ER</b>
12	<b>ZOE ANN FLYNN,</b>	)	<b>Chapter 7</b>
13	<b>Debtor.</b>	)	<b>NOTICE OF MOTION FOR SALE OF</b>
14		)	<b>PROPERTY OF THE ESTATE FREE AND</b>
15		)	<b>CLEAR OF LIENS</b>
16		)	Date: October 10, 2012
17		)	Time: 11:00 a.m.
18		)	Place: Courtroom 1568
19		)	
20		)	

21 **PLEASE TAKE NOTICE** that on October 10, 2011 at 11:00 a.m., the Honorable Ernest  
22 Robles, United States Bankruptcy Judge in Courtroom 1568 of the United States Bankruptcy  
23 Court for the Central District of California, located at 255 East Temple Street, in Los Angeles,  
24 California (the "**Court**") will hear the Motion For Sale Of Property of the Estate Free And Clear  
25 Of Liens (the "**Motion**") filed by Wesley H. Avery, the duly appointed Chapter 7 Trustee (the  
26 "**Trustee**" or "**Seller**") of the bankruptcy estate of Zoe Ann Flynn (the "**Debtor**"). The Motion is  
27 based on the concurrently filed Memorandum of Points and Authorities, the Declaration of Wesley  
28 Avery (the "**Avery Declaration**") attached thereto, the arguments and statements of counsel to be

1 made at the hearing on the Motion, and other admissible evidence properly brought before the  
2 Court.

3 Pursuant to the Motion, the Trustee seeks an order, pursuant to Section 363 of  
4 Title 11 of the Bankruptcy Code (the "**Bankruptcy Code**"), approving the sale of the bankruptcy  
5 estate's interest in the shares of stock equal to 37.5% of the total outstanding shares (the "**Shares**")  
6 in B.F.D. Associates, Inc. dba True Tone Music, a California corporation (the "**Corporation**")  
7 which operates a music shop, specializing in the sale and service of guitars in Santa Monica,  
8 California (the "**Business**") and the estate's interest in the Business (the Shares and Business will  
9 be referred collectively to as the "**Assets**"), free and clear of all liens, claims and interests to  
10 Kenneth Daniels, an individual ("**Buyer**") pursuant to the Asset Purchase and Sale Agreement  
11 (the "**Agreement**" or "**APA**")<sup>1</sup> entered into between the Buyer and the Trustee. The Buyer is also  
12 a shareholder of the Corporation and operates the Business. The Trustee is satisfied that the Buyer  
13 has the financial capacity to complete the sale and capital to operate the Business. The sale will be  
14 noticed to all previous interested parties to the Assets, and to creditors and other interested parties.  
15 The Trustee believes that all burdens of establishing a sound business justification for the sale of  
16 the Assets have been met. The Trustee believes that the purchase price of \$100,000 (the  
17 "**Consideration**") maximizes the value of the Assets to the estate. The terms of the sale with the  
18 Buyer have been negotiated at arms-length and the consideration for purchase of the Assets is fair  
19 and reasonable, and represents the fair market value for the Assets. Therefore, the Motion should  
20 be approved. If there are over bidders for the purchase of the Assets, the Trustee requests that the  
21 procedures outlined herein are approved.

22 The Trustee believes that all burdens of establishing a sound business justification  
23 for the sale of the Assets have been met:

- 24 1. The Trustee believes that the Purchase Price maximizes the value of the  
25 Assets to the estate.
- 26 2. The terms of the sale with the Buyer have been negotiated at arms-length

27 \_\_\_\_\_  
28 <sup>1</sup> Unless otherwise stated, defined terms are as set forth in the SPA.

1 and the consideration for purchase of the Assets is fair and reasonable, and  
2 represents the fair market value for the Assets.

3 3. Additionally, the Trustee has satisfied all procedural requisites of notice of  
4 the Motion to obtain Court approval of this sale.

5 4. **The full terms of the proposed sale are embodied in the Agreement,**  
6 **attached as Exhibit “A” to the Motion and incorporated herein by this**  
7 **reference.**

8 The Purchase Price is the highest and best offer that the Trustee has received and  
9 expects to receive for the Assets. Furthermore, to maximize the greatest value for this estate and  
10 its creditors, parties offering to purchase the Assets, shall have the opportunity to overbid  
11 (“**Overbid**”) for the purchase of the Assets at the hearing on the Motion, on substantially the same  
12 or better terms as set forth in the Agreement. Any initial overbid for the Assets shall be in an  
13 amount not less than one hundred twenty thousand dollars (\$120,000), or as set by the Court.

14 Any party that wishes to Overbid must bring to the hearing on the Motion, cash, a  
15 money order or a cashier’s check made payable to “**Wesley H. Avery, Chapter 7 Trustee**” in the  
16 amount of one hundred thousand dollars (\$100,000), which amount shall be paid by any  
17 successful Overbidder as a nonrefundable deposit and held by the Trustee in a trust account  
18 pending closing of the sale transaction. Additionally, at the time of the Sale, any Overbidder must  
19 demonstrate the ability to pay the remaining portion of the purchase price (the “**Remainder**  
20 **Amount**”) and to successfully consummate the sale transaction pursuant to the terms of the  
21 Agreement. Buyer shall have the right to participate in any Overbid proceeding. In the event of  
22 an Overbid proceeding, the Remainder Amount shall be paid pursuant to the terms of the  
23 Agreement.

24 The Trustee does not believe that there are any liens or encumbrances on the Assets.

25 **FOR COMPLETE DETAILS OF THE OVERBID PROCEDURE AND OTHER**  
26 **DETAILS OF THE SALE ANY INTERESTED PARTY SHOULD CONSULT THE**  
27 **MOTION.**

28 **PLEASE TAKE FURTHER NOTICE** that any party who wishes to exercise their rights

1 pursuant to 11 U.S.C. § 363(i), which provides generally that before consummation of the sale of  
2 community property of the estate that was community property of the Debtor and the debtor's  
3 spouse before the commencement of the case, the debtors spouse, including and not limited to  
4 Paul Flynn herein, may purchase the Assets at the price which such sale is to be consummated,  
5 and that consummation for purposes of this sale will be at the time Overbids are concluded, which  
6 is at the time of the hearing on this Motion. Therefore, any exercise of 11 U.S.C. § 363(i) must be  
7 done at the time of the hearing.

8 **Any party desiring a copy of the Motion, Memorandum of Points and**  
9 **Authorities, the Agreement, and Declaration of Wesley Avery may review the file at the**  
10 **Court or contact the attorneys for the Debtor for a copy.**

11 Anyone who wishes to oppose the Motion must do so in a writing that complies  
12 with the rules of practice and procedure before the United States Bankruptcy Court for the Central  
13 District of California, and pursuant to Local Bankruptcy Rule 9013-1(1)(g), and must ensure that  
14 such opposition is filed with the Court no later than the time of the hearing on the Motion. Any  
15 such opposition must also be served on counsel to the Trustee at the following address:

16 Michael S. Kogan  
17 KOGAN LAW FIRM, APC  
18 1901 Avenue of the Stars, Suite 1050  
19 Los Angeles, California 90067

20 and on the United States Trustee. Any opposition not so filed and served may be deemed to  
21 constitute consent to the relief requested in the Motion and a waiver of the right to be heard at the  
22 hearing on the Motion.

23 Wherefore, the Trustee respectfully requests that the Court authorize the sale of the Assets  
24 pursuant to the terms of the Agreement and granting to the Trustee such other relief necessary and  
25 appropriate.

26 DATED: September 19, 2012

**KOGAN LAW FIRM, APC**

27 By: /s/ Michael S. Kogan  
28 Michael S. Kogan  
Attorneys for Trustee

In re: Zoe Ann Flynn  Debtor(s).	CHAPTER: 7 CASE NUMBER: 2:12-bk-21894-ER
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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: 1901 Avenue of the Stars, Suite 1050, Los Angeles, California 90067

### A true and correct copy of the foregoing document described as **NOTICE OF SALE OF ESTATE PROPERTY**

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 September 19, 2012, 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:

Service information continued on attached page

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

On September 19, 2012 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.

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.

September 19, 2012  
Date

Tammy Nguyen  
Type Name

/s/Tammy Nguyen  
Signature

In re: Zoe Ann Flynn  Debtor(s).	CHAPTER: 7 CASE NUMBER: 2:12-bk-21894-ER
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**ADDITIONAL SERVICE INFORMATION (if needed):**

**I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")**

- Wesley H Avery (TR)- trustee wamiracle6@yahoo.com, jmoattrustee@gmail.com;C117@ecfcbis.com
- Bradley E Brook- attorney for Paul Flynn bbrook@bbrooklaw.com, jimmy@bbrooklaw.com;brookecfmail@gmail.com
- Shannon O Nelson- attorney for debtor snelson@fnlaw.net
- United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov

Michael S Kogan on behalf of Trustee - mkogan@koganlawfirm.com

**II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL - VIA U.S. MAIL**

Hon. Ernest Robles  
U.S. Bankruptcy Court  
255 E. Temple St. #1560  
Los Angeles, CA 90012

**Debtor**  
**Zoe A Flynn**  
1527 19th Street  
Santa Monica, CA 90404

**Debtor Attorney**  
**Shannon O Nelson**  
Law Offices of Shannon Nelson  
222 N. Sepulveda Blvd., Suite  
2000  
El Segundo, CA 90245-5614

**Chapter 7 Trustee**  
Wesley H Avery  
28005 Smyth Drive #117  
Valencia, CA 91355-4023

Office of the U.S. Trustee  
725 S. Figueroa St. 26<sup>th</sup> Floor  
Los Angeles, CA 90017

**Unsecured Creditors**

**AFNI Inc**  
404 Brock Drive  
PO Box 3427  
Bloomington, IL 61702-3427

**ATT**  
208 S Akard Street  
Dallas, TX 75202

**Bonded Collection Corporation**  
CSBOND01  
PO Box 1022  
Wixom, MI 48393-1022

**CIR Law Offices**  
PO Box 23189  
San Diego, CA 92193-3189

**Citicard**  
PO Box 6497  
Sioux Falls, SD 57117

**CMRE Financial Services**  
3075 E Imperial Hwy No 200  
Brea, CA 92821

**Debt Recovery Solutions LLC**  
900 Merchants Concourse  
Suite 106  
Westbury, NY 11590-5114

**Discover Card**  
Discover Financial Svcs

PO Box 15316  
Wilmington, DE 19850

**Financial Asset Management Systems**  
PO Box 451409  
Atlanta, GA 31145-9409

**Flynn, Paul**  
c o Law Offices of Robert M  
Cohen  
301 North Canon Dr Suite 300  
Beverly Hills, CA 90210

**Franchise Tax Board**  
Bankruptcy Section MS A 340  
PO Box 2952  
Sacramento, CA 95812-2952

**GE Money Bank**  
PO Box 30762  
Salt Lake City, UT 841301

**Genpact Services LLC**  
PO Box 1969  
Southgate, MI 48195-0969

**Internal Revenue Service**  
Centralized Insolvency  
Operation

P O Box 21126  
Philadelphia, PA 19114-0326

**Michael Kelly Law Offices**  
429 Santa Monica Blvd., Suite  
120  
Santa Monica, CA 90401

**Northland Group**  
PO Box 390905  
Mail Code CBM1  
Minneapolis, MN 55439  
(31676728)

**Northland Group**  
PO Box 390905  
Mail Code CBM1  
Minneapolis, MN 55439

**Prival, Harri G**  
8500 Horseshoe Lane  
Potomac, MD 20854

**Robert M Cohen Law Offices**  
301 North Canon Dr Suite 300  
Beverly Hills, CA 90210

**Santa Monica Dermatology**  
2001 Santa Monica Blvd  
Suite 990W  
Santa Monica, CA 90404

**Sprint**  
6391 Sprint Parkway  
Overland Park, KS 66251-4300

**UCLA CHS Faculty-UCLA  
Health System**  
Ronald Reagan UCLA Med  
Center  
PO Box 64460  
Los Angeles, CA 90064-0460

**US Bank National Bank**  
425 Walnut Street  
Cincinnati, OH 45202-3923

**USCB Incorporated**  
PO box 74929  
Los Angeles, CA 90004-0929  
(31760539)

**Verizon**  
10734 International Dr  
Rancho Cordova, CA 95670-  
7359 (31676732)

**West Coast Collections Inc**  
Credit Bureau of Santa Monica  
PO Box 1849  
Rialto, CA 92377

**Interested Purchaser**  
**Frank Joseph**  
**Director of Merchandising**  
**Guitar Center**  
**5795 Lindero Canyon Road**  
**Westlake Village, Ca 91362**

Steven Fernandez  
429 Santa Monica Blvd, Suite  
120  
P.O. Box 1128  
Santa Monica, CA 90406-1128

**Other Shareholders of True  
Tone**  
Russell Blake and Jackie Blake  
1928 43rd Avenue  
Portland, OR 97215

RON J. ANFUSO, CPA/ABV  
*An Accountancy Corporation*  
1725 Via Coronel  
Palos Verdes Estates, CA 90274

Global Vantage Ltd.  
David Barry  
433 No. Camden Drive #600  
Beverly Hills, CA 90210