

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address Ian S. Landsberg, Esq. (SBN 137431) Casey Z. Donoyan, Esq. (SBN 224945) LANDSBERG & ASSOCIATES A Professional Law Corporation 5950 Canoga Avenue, Suite 605 Woodland Hills, California 91367 Telephone: (818) 855-5900 Facsimile: (818) 855-5910 Email: ilandsberg@landsberg-law.com <input type="checkbox"/> Individual appearing without attorney <input checked="" type="checkbox"/> Attorney for: Debtor, TRANSAT TRADE, INC.	FOR COURT USE ONLY
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UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION	
In re: TRANSAT TRADE INC. and CHATEAU VEGAS WINES, INC. Debtor(s).	CASE NO.: 2:13-bk-27008-ER/2:13-bk-27059-ER CHAPTER: 11 NOTICE OF SALE OF ESTATE PROPERTY

Sale Date: 11/19/2014	Time: 10:00 am
Location: Courtroom 1568 of the above-captioned Court located at 255 E. Temple Street, Los Angeles, CA 90012	

Type of Sale: ☒ Public ☐ Private **Last date to file objections:** 11/05/2014

Description of property to be sold:

See ORDER: (1) APPROVING BIDDING PROCEDURES MOTION [DOC. NO. 314], AS AMENDED BY AMENDED BY AMENDED BIDDING PROCEDURES MOTION [DOC. NO. 330], AND AS FURTHER AMENDED BY THE COURT IN RED; AND (2) APPROVING EMPLOYMENT OF THE MENTOR GROUP AS FINANCIAL ADVISORS ("Bidding Procedures Order") attached hereto as Exhibit "A" and incorporated herein by this reference.

Terms and conditions of sale:

See Bidding Procedures Order attached hereto as Exhibit "A" and incorporated herein by this reference.

Proposed sale price: \$ 250,000.00

Overbid procedure (*if any*):

See Bidding Procedures Order attached hereto as Exhibit "A" and incorporated herein by this reference.

If property is to be sold free and clear of liens or other interests, list date, time and location of hearing:

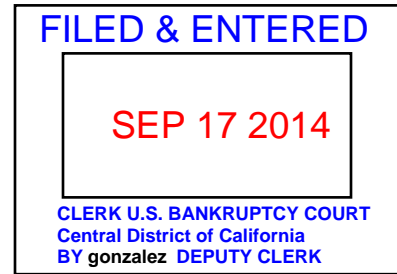
The Auction of the Purchased Assets, as defined in the Bidding Procedures Motion, as amended by the Amended Bidding Procedures and the Asset Purchase Agreement ("APA") attached thereto, will be conducted at the same date, time and location of the hearing on the Sale Motion, which is set for November 19, 2014 at 10:00 a.m. in Courtroom 1568 of the abovecaptioned Court located at 255 E. Temple Street, Los Angeles, CA. 90012.

Contact person for potential bidders (*include name, address, telephone, fax and/or email address*):

Ian S. Landsberg, Esq.,
Landsberg & Associates, A Professional Law Corporation,
5950 Canoga Avenue, Suite 605
Woodland Hills, CA 91367
Telephone (818) 855-5900
Facsimile (818) 855-5910;
ilandsberg@landsberg-law.com

Date: 09/22/2014

EXHIBIT “A”



UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re: Transat Trade, Inc. (jointly
administered with Chateau Vegas
Wines, Inc.),
Debtors.

Case No.: 2:13-bk-27008-ER (jointly
administered with Case No. 2:13-
bk-27059-ER)
Chapter: 11

**ORDER: (1) APPROVING
BIDDING PROCEDURES
MOTION [DOC. NO. 314], AS
AMENDED BY AMENDED
BIDDING PROCEDURES
MOTION [DOC. NO. 330], AND
AS FURTHER AMENDED BY
THE COURT IN RED; AND (2)
APPROVING EMPLOYMENT
OF THE MENTOR GROUP AS
FINANCIAL ADVISORS**

No hearing required

The Court having read and considered the Motion for an Order Establishing Bidding Procedures for the Sale of Substantially all of the Estates' Assets ("Bidding Procedures Motion") [Docket No. 314], the Amended Bidding Procedures and Terms of Sale ("Amended Bidding

Procedures”) [Docket No. 330] and the Declaration Of Fritz Strehlow In Support Of Amended Bidding Procedures And Terms Of Sale (“Fritz Dec.”) [Docket No. 331] submitted by Transat Trade, Inc. (“Transat”) and Chateau Vegas Wines, Inc., (“Chateau”), debtors and debtors in possession (collectively, “Debtors”), **and for the reasons set forth in the Memorandum of Decision Overruling Objection of Southern Wine and Spirits to Entry of Order Approving Bidding Procedures Motion**, and good cause appearing,

IT IS ORDERED AS FOLLOWS:

1. The Bidding Procedure Motion, as amended by the Amended Bidding Procedures, **and as further amended by the Court in red**, is approved;

2. **The Sale Procedures:** Under the Sale Procedures, only Qualified Bidders may participate in the sale process. To be a “Qualified Bidder”, a person or entity that is interested in purchasing the Debtors’ Assets must submit to Transat’s counsel, Ian S. Landsberg, Esq., Landsberg & Associates, A Professional Law Corporation, 5950 Canoga Avenue, Suite 605, Woodland Hills, CA 91367, Telephone (818) 855-5900, Facsimile (818) 855-5910; ilandsberg@landsberg-law.com, a “Bid”, as set forth below, so that it is received 14 calendar days prior to the hearing (the “Bid Deadline”) on the Motion for an Order Approving the Sale of Substantially all of the Estates’ Assets Free and Clear of Liens (“Sale Motion”) [Docket No. 313].

a. The amount of the Bid shall be not less than \$250,000.00 for both Debtors’ business assets. Qualified Bidders are those prospective bidders who deliver to Transat’s counsel (i) a good funds deposit in the amount of 10% of the minimum bid amount; (ii) written evidence from a third party reasonably satisfactory to the Debtors and/or The Mentor Group of its financial ability to perform the obligations under the Purchase Agreement, as that term is defined immediately below; (iii) a form of a proposed purchase and sale agreement (“Purchase Agreement”) for the Bid; and (iv) a written statement signed by the Qualified Bidder agreeing that such Bid, if successful at the hearing on the Sale Motion, shall be bound by the terms of the Purchase Agreement. No Bids that are contingent as to financing shall be considered.

b. **Prospective Bidders’ Right to Inspect.** As used in this paragraph, “Prospective Bidder” means any person or entity that submits to Transat’s counsel, Ian S. Landsberg, Esq., a refundable deposit of \$10,000. All other capitalized terms have the meaning set forth in the Asset Purchase Agreement, attached as Exhibit A to the Amended Bidding Procedures Motion [Doc. No. 330]. Debtors shall, upon commercially reasonable terms, permit Prospective Bidders to inspect the Purchased Assets, including (1) the leased premises located at 14415 South Main Street, Gardena California 90248 (the “Transat Premises”); (2) the leased premises located at 3625 W. Teco Avenue, Suite 6, Las Vegas, Nevada 89118 (the “Chateau Premises”); (3) the machinery, equipment, fixtures, furniture, point-of-sale software, and motor vehicles located at the Transat Premises or Chateau Premises; (4) inventories of wine, champagne, and any other beverage or food product located at the Transat Premises or Chateau Premises; and (5) all books and records relating to the Purchased Assets, in the forms maintained in the ordinary course of business. Debtors may require Prospective Bidders to sign a non-

disclosure agreement, and Prospective Bidders may not use any information acquired through an inspection for any purpose other than to determine whether to submit a bid for the Purchased Assets. If executed, any such non-disclosure agreement shall be filed with the Court.

c. By no later than September 24, 2014, the Mentor Group shall submit to the Court the Sales Book used to market the businesses (referenced on page 4 of the Sale Procedures Motion, Doc. No. 314). The Sales Book shall inform prospective bidders of their right to inspect the business assets as set forth in ¶ b.

d. By no later than November 5, 2014, the Mentor Group shall submit a declaration describing the efforts that were undertaken to market the assets.

3. **The Sale Hearing / Auction and Overbid Requirements:** The hearing to approve the Sale Motion is set for **November 19, 2014, at 10:00 a.m.** (“Sale Hearing”). If multiple Bids are received from Qualified Bidders, the Debtors will provide the Court with a status report as to bids received not later than seven (7) calendar days before the scheduled hearing and conduct an auction (the “Auction”) for a sale of the Assets at the Sale Hearing.

a. The Auction will take place at the Bankruptcy Court at the Sale Hearing.

b. Only a Qualified Bidder who has submitted a Qualified Bid, as that term is defined below, will be eligible to participate at the Auction. At such Auction, Qualified Bidders will be permitted to increase their bids. In the event there are more than one Qualified Bidder, the Debtors will conduct an Auction (i) with each successive overbid to be in not less than \$10,000 increments, with 70% of the allocation to Transat and 30% of the allocation to Chateau,¹ and (ii) setting any such additional procedural rules that it determines to be reasonable under the circumstances for conducting the Auction.

c. Upon conclusion of an Auction, the Debtors shall (i) review each Bid on the basis of financial and contractual terms and the factors relevant to the sale process, including those factors affecting the speed and certainty of consummating the Sale and (ii) identify the highest and otherwise best offer (the “Successful Bid”). The Debtors shall then request at the Sale Hearing that the Court approve the Sale to the individual/entity with the Successful Bid (the “Successful Bidder”). The Debtors may adopt rules for the bidding process that are not inconsistent with any of the provisions of the Bankruptcy Code, any Bankruptcy Court Order, or these Sale Procedures; and

d. Following a hearing approving the sale of the Assets to a Successful Bidder, if such Successful Bidder fails to consummate an approved sale because of a breach or failure to perform on the part of such Successful Bidder, (a) it will forfeit its good funds deposit to the Debtors and the Debtors may pursue any and all of its options at law and in equity with respect to such breach and (b) the next highest or otherwise best

¹ For example, an increase of a bid by \$10,000 would be allocated \$7,000 to Transat and \$3,000 to Chateau.

alternative Bid ("Alternative Bid"), as disclosed at the Sale Hearing, shall be deemed to be the Successful Bid and the Debtors shall be authorized to effectuate such sale without further order of the Bankruptcy Court, subject to consent of such Bidder at the Sale Hearing, or (c) the Debtors may reschedule the Auction to a later date and time convenient to the Court.

e. The Alternative Bid, or any other Bid that is designated by the Bankruptcy Court as a "backup" bid at the hearing on the Sale Motion, shall remain binding upon the offeror as an Alternative Bid, and in the event the Successful Bidder fails to close as required, such Alternative Bid shall be deemed accepted by the Debtors and approved by the Bankruptcy Court. In the event the Debtors intend to proceed with a closing with respect to any bid designated by the Bankruptcy Court as a "backup" bid at the hearing on the sale motion, the Debtors shall provide to the party whose bid was designated as a "backup" bid not less than ten (10) days' prior written notice of the date set for the closing with respect to such "backup" bid.

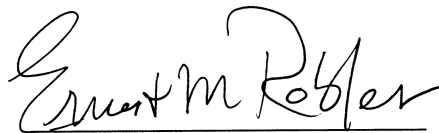
4. Debtors shall serve on all creditors, a Notice of the Auction and Hearing on the Debtors' proposed sale no later than 3 calendar days after entry of this Order;

5. Objections, if any, to the sale shall be filed and served on Debtors counsel no later than fourteen (14) days before the Sale Hearing. Replies, if any, thereto shall be filed and served on the objecting party no later than seven (7) days before the Sale Hearing; and

6. The Application to Employ The Mentor Group as Investment Banker is approved.

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Date: September 17, 2014

A handwritten signature in black ink, appearing to read "Ernest M. Robles", written over a horizontal line.

Ernest M. Robles
United States Bankruptcy Judge

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:
5950 Canoga Avenue, Suite 605, Woodland Hills, CA. 91367

A true and correct copy of the foregoing document entitled: **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 stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On *(date)* 09/22/2014, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On *(date)* 09/22/2014, I served the following persons and/or entities at the last known addresses 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 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

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL *(state method for each person or entity served)*: Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on *(date)* 09/22/2014, I served the following persons and/or entities by personal delivery, overnight mail service, 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, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

United States Bankruptcy Court
255 E. Temple Street, Suite 1560
Los Angeles, CA. 90012
Honorable Ernest M. Roble's chamber

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

09/22/2014
Date

Diana Zuniga
Printed Name

/s/ Diana Zuniga
Signature

SERVICE LIST

Served Via U.S. Mail:

Office of the United States Trustee
915 Wilshire Blvd. Suite 1850
Los Angeles, CA. 90017

Transat Trade
14415 South Main Street
Gardena, CA. 90248

Attorneys for Chateau Vegas Wines, Inc.
Levene, Neale, Bender, Rankin & Brill LLP
David B. Golubchik
10250 Constellation Blvd Ste 1700
Los Angeles, CA 90067

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Bovitz & Spitzer
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Los Angeles, CA. 90017-1961

Susan M. Freeman
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40 N. Central Avenue, 19th Floor
Phoenix, Arizona 85004

E. Leif Reid
Tara Barnes
Lewis Roca Rothgerber
50 West Liberty Street, Suite 410
Reno, Nevada 89501

Justin J. Henderson
Lewis Roca Rothgerber
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Phoenix, Arizona 85004

David A. Robinson
11900 W. Olympic Blvd. Suite 570
Los Angeles, CA. 90067

The Mentor Group
895 Dove Street, 3rd Floor
Newport Beach, CA. 92660

Vantage Point Advisors, Inc.
12636 High Bluff Drive, Suite 120
San Diego, CA. 92130

Lodgen, Lacher, Golditch, Sardi, Saunders &
Howard LLP
16530 Ventura Blvd, Suite 305
Encino, CA. 91436

Transat Trade's Creditors:

Request for Special Notice:

Samuel C. Batsell
Office the Chief Counsel
1200 K. Street, NW
Washington, DC. 20005

Guy Azera
14415 South Main Street
Gardena, CA. 90248

Maisons Marques & Domaines, USA, Inc.
c/o Justin J. Henderson
Lewis Roca Rothgerber, LLP
201 E. Washington St., Suite 1200
Phoenix, AZ. 85004

Arrowhead Drinking Water
P.O. Box 856158
Louisville, KY 40285

AT&T Mobility II LLC
Karen A. Cagnaro Paralegal
One AT&T Way, Suite 3A104
Bedminister, NH.07921

Barriere Freres
18 Rue Lafont - Ludon Medoc
33295 Blanquefort, CEDEX
FRANCE

Barriere Freres S.A.
Coface North America Insurance Company
50 Millstone Rd., Bldg. 100, Ste. 360
East Windsor, NJ. 08520

Callister & Frizell
c/o R. Duane Frizell
8275 South Eastern Ave., Suite 200
Las Vegas, NV 89123

City National Bank
10889 Wilshire Blvd.
Los Angeles, CA 90024

Cribari Vineyards, Inc.
10889 Wilshire Blvd
Los Angeles, CA 90024

David Kest
360 East 1st St #466
Tustin, CA 92780

EDD
Central Collection Div., NIC-92
P.O. Box 826880
Sacramento, CA 94280-0001

Exxon Mobil
P.O. Box 688938
Des Moines, IA 50368

Franchise Tax Board
Bankruptcy Section MS A340
P.O. Box 2952
Sacramento, CA. 95812-2952

Maison Brotte
Route D'Avignon-BP1
84230 Chateauneuf Du Pape CEDEX,
France

Maisons Marques & Domaines USA, Inc
383 Fourth St, Suite 400
Oakland, CA 94607

McNabridge Winery
2350 McNab Ranch Rd
Ukiah, CA 95482

Meola Vineyards
300 Moonlight Circle
Cloverdale, CA 95425

Organic Wine Company
1592 Union St., Ste 350
San Francisco, CA 94123

Paul Michael Kohne
600 E. 15th Street
Newport Beach, CA 92663

Southern Wine & Spirits of America
8400 South Jones
Las Vegas, NV 89139

Southern California Edison Company
Attn: Credit and Payment Services
1551 W. San Bernardino Rd.
Covina, CA. 91722

Staples Advantage
Dept. LA - PO BOX 83689
Chicago, IL 60696

The Gas Company
PO BOX C
Monterey Park, CA 91756

Waste Management - LA Metro
PO BOX 541065
Los Angeles, CA 90054

Western Union Business Solutions
1880 Century Park East, Suite 220
Los Angeles, CA 90067

Chateau Vegas Wines Creditors:

Arrowhead Mountain Spring Water
P.O. Box 56158
Louisville, KY 40285

Bruce Guttman
8230 Beverly Blvd.
Suite 14
Los Angeles, CA 90048

Callister & Frizell
8275 South Eastern Ave., suite 200
Las Vegas, NV 89123

Century Link
Attn: Customer Service
100 Century Link Drive
Monroe, LA 71201

Chevron & Texaco Card Services
GE Capital Bank Attn: Chevron & Tex
P.O. Box 965013
Orlando, FL 32896

City National Bank
10889 Wilshire Blvd.
Los Angeles, CA 90024

Consilium Magnum LLC
4395 S. Cameron Street
Ste. C
Las Vegas, NV 89103

Cribari Vineyards
4180 West Alamos Ave.
Fresno, CA 93722-3943

David Kest
360 East 1st Street, #466
Tustin, CA 92780

Employment Development Dept.
P.O. Box 826276
Sacramento, CA 94230-6276

Exxon Mobil
P.O. Box 688938
Des Moines, IA 50368-8938

Hermelo Veaquez
224 Recollection Court
North Las Vegas, NV 89032

Internal Revenue
P. O. Box 21126
Philadelphia, PA 19114

IRS - EFTPS
Department of Treasury
Internal Revenue Service
Ogden, UT 84201

McNabridge Winery
2350 McNab Ranch Road
Ukiah, CA 95482

Meola Vineyards
300 Moonlight Circle
Cloverdale, CA 95425

Nevada Energy
P.O. Box 30065
Reno, NV 89520

Nevada Department of Taxation
1550 E. College Parkway, Suite 115
Carson City, NV 89706

Organic Wine Company
1592 Union Street, Suite 350
San Francisco, CA 94123

Paul Michael Kohne
600 E. 15th Street
Newport Beach, CA 92663

Southern Wine & Spirits of America
c/o E. Leif Reid, Esq. - Lewis Roca
50 W. Liberty Street, Suite 410
Reno, NV 89501

Staple Advantage
Dept. LA - P. O. Box 83689
Chicago, IL 60696

The Gas Company
P.O. Box C
Monterey Park, CA 91756

U.S. Customs Service
5757 Wayne Newton
Las Vegas, NV 89119

Waste Management LA Metro
P.O. Box 541065
Los Angeles, CA 90054

Wine Distribution
3655 W. Quail Ave., Suite B
Las Vegas, NV 89118