

<p>Attorney or Party Name, Address, Telephone &amp; FAX Nos., State Bar No. &amp; Email Address</p> <p>Steven J. Schwartz (SBN 20056)</p> <p>sschwartz@dgdk.com</p> <p>DANNING, GILL, DIAMOND &amp; KOLLITZ, LLP</p> <p>1900 Avenue of the Stars, 11th Floor</p> <p>Los Angeles, CA 90067-4402</p> <p>Telephone: (310) 277-0077</p> <p>Facsimile: (310) 277-5735</p> <p><input type="checkbox"/> Individual appearing without attorney</p> <p><input checked="" type="checkbox"/> Attorney for: David A. Gill, Chapter 7 Trustee</p>	<p>FOR COURT USE ONLY</p>
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<p><b>UNITED STATES BANKRUPTCY COURT</b> <b>CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION</b></p>	
<p>In re: PRIMO CORPORATION,</p> <p style="text-align: right;">Debtor(s).</p>	<p>CASE NO.: 2:14-bk-18082-VZ</p> <p>CHAPTER: 7</p> <p style="text-align: center;"><b>NOTICE OF SALE OF ESTATE PROPERTY</b></p>

<p><b>Sale Date:</b> August 13, 2014</p>	<p><b>Time:</b> 10:00 a.m.</p>
<p><b>Location:</b> United States Bankruptcy Court, Courtroom 1368, 255 E. Temple Street, Los Angeles, CA 90012</p>	

**Type of Sale:**  Public  Private      **Last date to file objections:** No later than 12:00 p.m., August 12, 2014

**Description of property to be sold:** All of the estate's right, title and interest in and to all of the following Assets: (a) all machinery, fixtures, equipment, supplies, rolling stock and inventory at certain industrial premises (the "Premises") commonly known as 3301 Fruitland Avenue, City of Vernon, County of Los Angeles, State of California 90058 (collectively the "Property"); (b) any claim for post-conversion date (June 12, 2014) unauthorized removal of Property from the Premises (the "Conversion Claim"); and (c) claims for discrimination and related causes of action as set forth in that certain cross-complaint filed by the Debtor against Wells Fargo Equipment Finance and Wells Fargo Bank, filed in the Superior Court of California, County of Los Angeles, Central District as Case No. BC5303 (the "WF/WFEF Claims")

**Terms and conditions of sale:** 1. Buyer offers to purchase the estate's interest in the Tangible Property and the Conversion Claim subject to all liens, rights and interest, as-is, where-is, without warranty, as follows: (a) \$35,000 cash; and (b) waiver for estate distribution purposes only, of Jack Cline's unsecured claim, if any. The waiver shall not be applicable for any other purpose, including without limitation, with respect to setoff against any claim made against Cline.

**(SEE THE ATTACHED RIDER FOR ADDED INFORMATION.)**

**Proposed sale price:** \$50,000

This form is mandatory. It has been approved for use in the United States Bankruptcy Court for the Central District of California.

**PRIMO CORPORATION – 2:14-bk-18082-VZ**

**ADDED INFORMATION TO NOTICE OF SALE OF ESTATE PROPERTY**

**Terms and conditions of sale:**

2. Cline or his designee will purchase the estate's interest in the WF/WFEF Claims to Cline for \$15,000, without warranty, as-is, where-is. The purchase obligation for the WF/WFEF Claims is severable. Thus, if an overbid is received on the noticed sale and Cline does not purchase the WF/WFEF Claims, Cline will still purchase the Property and the Trustee may retain the \$35,000 on account of the sale of the Property and the Conversion Claim.

3. Payment shall be made as follows: (a) \$20,000 shall be paid prior to confirmation of the sale; (b) the balance shall be paid on the earlier date of sale of the Tangible Property by Cline or October 15, 2014; and (c) in the event of default, interest shall accrue at the Bank of America reference rate, on August 3, 2014 and the prevailing party shall be awarded reasonable attorneys' fees.

**Overbid procedure (if any):** \_\_\_\_\_  
**(SEE THE ATTACHED RIDER FOR ADDED INFORMATION.)** \_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

Steven J. Schwartz  
Danning, Gill, Diamond & Kollitz, LLP  
1900 Avenue of the Stars, 11th Floor  
Los Angeles, CA 90067  
Telephone: (310) 277 0077  
Facsimile: (310) 277-5735  
Email: [sschwartz@dgd.com](mailto:sschwartz@dgd.com)

Date: 8/7/2014

**PRIMO CORPORATION – 2:14-bk-18082-VZ**

**ADDED INFORMATION TO NOTICE OF SALE OF ESTATE PROPERTY**

**Overbid Procedure (if any):**

The Trustee recommends the following overbid procedures:

Any party who desires to overbid must agree in writing to be bound by all of the material terms of the Offer (including, but not limited to, that the sale shall be as is and where is, subject to all liens, claims or interests) and must deliver a cashier's check or certified funds in the amount of \$20,000 (the "Deposit") to the Trustee one business day prior to the date of the auction, which deposit shall be non-refundable in the event that the bidder is the successful overbidder and for any reason fails to pay the balance of the purchase price when due. The initial overbid shall be \$41,000 (the initial purchase price plus the Break-Up Fee described below, plus \$1,000) for the Property and \$17,000 (the initial purchase price plus the Break-Up Fee , plus \$1,000) for the WF/WFEF Claims. Subsequent overbids shall be in increments of not less than \$1,000 each. Should the Assets be sold to an overbidder or overbidders other than the Buyer, Buyer shall be entitled to a Break-Up Fee in the amount of \$5,000 for the sale of the Property and/or \$1,000 for the WF/WFEF Claims. The Offer is not contingent upon the Court adopting the overbid procedures, which are recommendations only.

## 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:  
1900 Avenue of the Stars, 11th Floor  
Los Angeles, CA 90067

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)* 8/7/2014, 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)* \_\_\_\_\_, 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)* 8/6/2014, 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.

Served by Personal Delivery to be delivered by 8/8/2014

Hon. Vincent P. Zurzolo  
U.S. Bankruptcy Court, 255 E. Temple Street, Bin outside of Suite 1360  
Los Angeles, CA 90012

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.

8/7/2014                      Cheryl Caldwell                      /s/ Cheryl Caldwell  
*Date*                              *Printed Name*                              *Signature*