

EXHIBIT 1

Overbid Procedures: : (1) any person interested in submitting an overbid for the Note must deliver in writing to the Trustee's counsel no later than 4:00 p.m. PST on November 8, 2012 (the "Deadline") his or her best offer for the Note; (2) overbidders must purchase the Note on the same terms and conditions as the Purchaser; (3) following the Deadline, the Trustee's counsel shall advise the Purchaser of the best overbid received and allow the Purchaser to submit a further offer if he chooses; (4) the Trustee's counsel shall file a status report with the Court 2 days prior to the hearing on the Motion concerning all offers received and the highest and best offer being submitted for approval; and (5) in the event the Purchaser or the successful overbidder cannot timely complete the purchase of the Note, the Trustee shall be authorized to proceed with the sale to the next highest overbidder.

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:
10250 Constellation Boulevard, Suite 1700, Los Angeles, California 90067.

A true and correct copy of the foregoing document entitled (*specify*): **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*) _____, 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*) October 24, 2012, 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.

The Honorable Scott C. Clarkson
U.S. Bankruptcy Court
411 W. Fourth St., #5130
Santa Ana, CA 92701

Service information continued on attached page

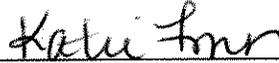
3. **SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for 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.

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.

October 24, 2012
Date

Katie Finn
Printed Name


Signature