Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address

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☐ *Individual appearing without attorney*
☒ *Attorney for:* Chapter 7 Trustee Weneta M.A. Kosmala

FOR COURT USE ONLY

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA - SANTA ANA DIVISION

In re:
FIREFORGE, INC.,

Debtor(s).

CASE NO.: 8:16-bk-13001-TA

CHAPTER: 7

NOTICE OF SALE OF ESTATE PROPERTY

Sale Date: 11/28/2017 **Time:** 11:00 am

Location: United States Bankruptcy Court, Courtroom 5B, 411 West Fourth Street, Santa Ana, California 92701

Type of Sale: ☒ Public ☐ Private **Last date to file objections**: 11/14/2017

Description of property to be sold: All of the Estate's right, title and interest in Debtor's personal property assets which consist of office furnishings and computer equipment.

Terms and conditions of sale: Subject to overbid and Bankruptcy Court approval. Sale is on an as-is, where-is basis, without any representations or warranties of any kind. Other terms and conditions apply; see attached notice of hearing.

Proposed sale price: $ 17,500.00

Overbid procedure (*if any*): Overbid increments: $23,500 initial / $1,000 thereafter.

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

Sale Date: November 28, 2017 at 11:00 a.m.
Location
United States Bankruptcy Court
Central District of California, Santa Ana Division
411 W. Fourth Street, Courtroom 5B
Santa Ana, CA 92701

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

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Date: 11/07/2017

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:

650 Town Center Drive, Suite 950
Costa Mesa, CA 92626

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*) 11/07/2017, 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.

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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*) 11/07/2017, 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.

VIA PERSONAL DELIVERY:
The Honorable Theodor Albert
411 W. Fourth St, Courtroom 5B, Santa Ana, CA 92701

☐ 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.

11/07/2017	Victoria Rosales	/s/ Victoria Rosales
Date	*Printed Name*	*Signature*

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Counsel for Chapter 7 Trustee
Weneta M.A. Kosmala

UNITED STATES BANKRUPTCY COURT

CENTRAL DISTRICT OF CALIFORNIA

SANTA ANA DIVISION

In re FIREFORGE, INC., Debtor.	Case No. 8:16-bk-13001-TA Chapter 7 **NOTICE OF HEARING ON CHAPTER 7 TRUSTEE'S MOTION FOR ORDER:** **(1) AUTHORIZING SALE OF PERSONAL PROPERTY FREE AND CLEAR OF LIENS, CLAIMS AND INTERESTS PURSUANT TO 11 U.S.C. §§ 363(b) and (f);** **(2) APPROVING OVERBID PROCEDURES; AND** **(3) APPROVING BUYER AS GOOD-FAITH PURCHASER PURSUANT TO 11 U.S.C. § 363(m)** **DATE: November 28, 2017** **TIME: 11:00 a.m.** **CTRM: 5B**

TO ALL INTERESTED PARTIES:

PLEASE TAKE NOTICE that on **November 28, 2017 at 11:00 a.m.** in Courtroom 5B of the United States Bankruptcy Court located at 411 West Fourth Street, Santa Ana, California, a hearing will be held on the *Motion for Order: (1) Authorizing Sale of Personal Property Free and Clear of Liens, Claims and Interests Pursuant to 11 U.S.C. § 363(b) and (f); (2) Approving Overbid Procedures; and (3) Approving Buyer as Good-Faith Purchaser Pursuant to 11 U.S.C. § 363(m)* (the "Motion") filed by Weneta M.A. Kosmala, the duly appointed, qualified and acting chapter 7 trustee (the "Trustee"), for the bankruptcy estate (the "Estate") of FireForge, Inc. (the "Debtor"). By the Motion, the Trustee seeks the Court's approval of the sale of personal property assets pursuant to Sections 363(b) and (f) of the Bankruptcy Code for a purchase price of $17,500.00, subject to overbid. The Trustee believes the proposed sale is in the best interest of the

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Estate and is supported by a valid business purpose. The buyer's offer to acquire the assets is the only offer received by the Trustee to date. The proposed sale will bring cash into the Estate for the benefit of unsecured creditors and is subject to overbid, ensuring that the Estate obtains the highest and best possible price for the assets. Accordingly, the Trustee respectfully requests that this Court enter an order granting the Motion, authorizing the sale of the assets, and approving overbid procedures.

BACKGROUND

On July 15, 2016, Debtor filed a voluntary petition for relief under Chapter 7 of the United States Bankruptcy Code. Weneta M.A. Kosmala was appointed Chapter 7 trustee.

At the Trustee's request, Independent Management Services ("IMS"), the Trustee's field representative, secured Debtor's premises at 27261 Las Ramblas, Suite 200, Mission Viejo, California 92691 (the "Premises") and prepared an inventory of Debtor's personal property assets which consist of office furnishings and computer equipment (the "Property").

MVPlaza, Inc., a California corporation ("MVPlaza"), Debtor's landlord at the Premises, requires that the Property be moved to the basement storage area in the same building (the "Storage Area").

MVPlaza, which is also the landlord at the building located at 27271 Las Ramblas, Mission Viejo, California 92691, notified Disruptive Visions, LLC (the "Buyer"), a tenant of that building, of the availability of the Property. The Trustee subsequently discussed with Buyer the purchase of the Estate's interest in the Property. As described below, the Trustee desires to sell all of the Estate's interest in the Property and Buyer desires to purchase such interest.

PROPERTY

In its bankruptcy schedules, Debtor valued the Property at $40,956.60.

IMS met with an auctioneer at the Premises who inspected the Property for liquidation. The auctioneer estimated the gross recovery on the Property by auction to be in the range of $25,000 - $28,000, which, after expenses, would yield approximately $21,000 in net proceeds to the Estate.

Buyer has offered to purchase the Property for a purchase price of $17,500.00.

Debtor's Schedule D lists the secured claim of THL A10 Limited ("THL") in excess of $11 million, which the Trustee has determined is a valid, fully perfected secured claim against all assets of the Estate, including the Property. A search of public records through Westlaw revealed the following UCC filing (the "Lien"):

Date	Secured Party	State	Filing No.	Status/ Comments
9/4/2014	THL A10 Limited	DE	20143544236	Amendment

In addition to the Lien, on December 20, 2016, THL filed a secured claim in Debtor's case in excess of $11 million, designated as Claim 7 (the "THL Claim").

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The Trustee has obtained THL's consent to the sale of the Property. THL has also agreed that the sale is free and clear of the THL Lien, the Lien will not attach to the sale proceeds, and the Estate will retain all proceeds for the benefit of creditors of the Estate.

PROPOSED SALE

The Trustee seeks to sell the Property for the benefit of the Estate, and Buyer, whose address is 27271 Las Ramblas, Suite 300, Mission Viejo, California 92691, desires to purchase the Property. The Trustee and Buyer are referred to as the "Parties." Therefore, the Parties have entered into the Asset Purchase Agreement (the "Agreement"), a copy of which is attached as Exhibit "1" to the Motion. The salient terms of the Agreement and the proposed sale (the "Sale") are as follows:

1. Bankruptcy Court Approval. The Sale is subject to approval of the Court. The order approving the Sale shall become final fifteen days after it is entered unless an appeal is timely-filed and a stay pending appeal is obtained (the "Final Order").
2. Purchase of the Estate's Interests in the Property. Buyer agrees to purchase the Property for $17,500 (the "Purchase Price"), payable as follows: (a) the cash sum of $10,000.00 (the "Deposit") by way of cashier's check, receipt of which is acknowledged by Trustee; and (b) the cash sum of $7,500.00 (the "Balance") by way of cashier's check which shall be made payable to "Weneta M.A. Kosmala, Chapter 7 Trustee." The Balance shall be received by Trustee no later than three (3) days prior to the date of the hearing on this Motion. The Purchase Price shall be held in conformity with the rules and requirements set by the Office of the United States Trustee until the Effective Date. On the Effective Date, Buyer shall own all of the Estate's interest in the Property and the Trustee shall thereafter execute any and all documents needed to properly transfer title. Buyer shall prepare any document which it believes is necessary to transfer the Estate's interest in the Property.
3. Insurance Coverage. Buyer shall add the Trustee as an additional insured to its commercial property insurance coverage (the "Evidence of Insurance").
4. Removal and Storage of the Property. Buyer shall be allowed to immediately cause the Property to be moved to the Storage Area until the Effective Date. Buyer has obtained an estimate of $5,000.00 for moving the Property and storing it for a period of approximately 30 days while the Trustee obtains Court approval of the Sale (the "Moving and Storage Expense"), which expense will be borne by Buyer.
5. No Representations or Warranties. The Property is being sold to Buyer on an as-is, where-is basis, without any representations or warranties of any kind, expressed or implied, by the Trustee.
6. Overbid. The Sale of the Estate's interest in the Property is subject to overbid. The minimum overbid shall include the Moving and Storage Expense. In the event Buyer is not the successful bidder for the Property, the Estate will reimburse Buyer for the Moving and Storage Expense upon the close of the Sale to the successful bidder.

PROPOSED OVERBID PROCEDURES

The Trustee proposes the following procedure to allow for overbids prior to the Court's approval of the Sale:

1. Qualifying bidders ("Qualifying Bidder") shall:

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Costa Mesa, California 92626
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a. Bid at least $23,500.00 in cash for the Property ($17,500.00 plus $1,000.00 for the overbid and $5,000.00 for the Moving and Storage Expense);

b. Set forth in writing the terms and conditions of the offer that are at least as favorable to the Trustee as those set forth herein;

c. Be financially qualified, in the Trustee's exercise of her sound business judgment, to close the Sale;

d. Submit an offer that does not contain any contingencies to closing the Sale, including, but not limited to, financing contingencies;

e. Submit a cash deposit for the Property in the amount of $23,500.00 (the "Overbid Deposit") payable to Weneta M.A. Kosmala, Chapter 7 Trustee for the Bankruptcy Estate of FireForge, Inc., in the form of a cashier's check, which Overbid Deposit shall be non-refundable if the bid is deemed to be the Successful Bid, as defined in paragraph 4 below. The Overbid Deposit, written offer, and evidence of financial qualification must be delivered to the Trustee (at 3 MacArthur Place, Suite 760, Santa Ana, California 92707) no later than three (3) days prior to the date of the hearing on the Motion currently set for November 28, 2017, at 11:00 a.m.

2. At the hearing on the Motion, only Buyer and any party who is deemed a Qualifying Bidder shall be entitled to bid.

3. Any incremental bid in the bidding process shall be at least $1,000.00 higher than the prior bid.

4. At the hearing on the Motion and upon conclusion of the bidding process, the Trustee shall decide, subject to Court approval, which of the bids is the best bid, and such bid shall be deemed to be the "Successful Bid." The bidder who is accepted by the Trustee as the successful bidder (the "Successful Bidder") must pay all amounts reflected in the Successful Bid in cash at the closing of the Sale. At the hearing on the Motion, and upon conclusion of the bidding process, the Trustee may also acknowledge a back-up bidder (the "Back-Up Bidder") which shall be the bidder with the next best bid. Should the Successful Bidder fail to close escrow on the Sale of the Property, the Trustee may sell the Property to the Back-Up Bidder without further Court order.

5. Overbids shall be all cash and no credit shall be given to the purchaser or overbidder(s).

To the extent there is any tax liability to the Estate from the Sale, the Trustee is authorized to pay such taxes from the Estate's portion of the net proceeds.

SUMMARY OF BASIS FOR RELIEF

The Trustee believes the proposed transaction has a legitimate business justification and is in the best interest of the Estate. With the assistance of an auctioneer, the Trustee has attempted to determine the value of the Property. Besides Buyer, no other potential purchaser has made an offer. Notice of the Sale is being provided to all creditors, and the Sale is subject to overbid. As discussed below, the Trustee believes Buyer’s offer represents fair value for the Property. Additionally, Buyer has provided a valuable service by removing and storing the Property at its expense. Accordingly, the Trustee believes that the proposed Sale is fair and reasonable and within the proper exercise of her business judgment.

A complete copy of the Motion is on file with the Bankruptcy Court. The Motion is based upon the Memorandum of Points and Authorities, the Declarations of Weneta M.A. Kosmala and Reem J. Bello and the Exhibits attached to the Motion, all pleadings, papers and records on file with the Court, and on such other evidence, oral or documentary, as may be presented to the Court at the time of the hearing on the Motion.

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Costa Mesa, California 92626
Tel 714-966-1000 Fax 714-966-1002

Your Rights May be Affected. You should read these papers carefully and discuss them with your attorney, if you have one. If you do not have an attorney, you may wish to consult one.

Deadline for Opposition Papers. The Motion is being heard on regular notice pursuant to LBR 9013-1. If you wish to oppose the Motion, you must file a written response with the Court and serve a copy of it upon the Movant or Movant's attorney at the address set forth above no less than **14 days** prior to the above hearing date. If you fail to file a written response to the Motion within such time period, the Court may treat such failure as a waiver of your right to oppose the Motion and may grant the requested relief.

Hearing Date Obtained Pursuant to Judge's Self-Calendaring Procedure. The undersigned hereby verifies that the above hearing date and time were available for this type of Motion according to the judge's self-calendaring procedures.

PLEASE TAKE FURTHER NOTICE that any party requesting a copy of the Motion or any supporting documents filed with the Court with respect to the Motion may contact counsel for the Trustee, Reem J. Bello, Lobel Weiland Golden Friedman LLP, by email at rbello@lwgfllp.com, by mail at 650 Town Center Drive, Suite 950, Costa Mesa, California 92626, or by telephone at (714) 966-1000.

Dated: November 7, 2017

LOBEL WEILAND GOLDEN FRIEDMAN LLP

By: /s/ Reem J. Bello
REEM J. BELLO
Attorneys for Chapter 7 Trustee
Weneta M.A. Kosmala

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Costa Mesa, California 92626
Tel 714-966-1000 Fax 714-966-1002

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:
650 Town Center Drive, Suite 950
Costa Mesa, California 92626

A true and correct copy of the foregoing document entitled (*specify*): Notice of Hearing of Chapter 7 Trustee's Motion for Order: (1) Authorizing Sale of Personal Property Free and Clear of Liens, Claims and Interests Pursuant to 11 U.S.C. §§ 363(B) and (F); (2) Approving Overbid Procedures; and (3) Approving Buyer as Goodfaith Purchaser Pursuant to 11 U.S.C. § 363(M)
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*) November 7, 2017, 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*) November 7, 2017, 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.

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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*) November 7, 2017, 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
Honorable Theodor C. Albert
United States Bankruptcy Court
Central District of California
Ronald Reagan Federal Building and Courthouse
411 West Fourth Street, Suite 5085 / Courtroom 5B
Santa Ana, CA 92701-4593

☐ 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.

11/7/2017	Victoria Rosales	/s/ Victoria Rosales
Date	*Printed Name*	*Signature*

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

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Chace Ruttenberg & Freedman, LLP
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