

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address  Ian S. Landsberg, Esq. (SBN: 137431) Summer Saad, Esq. (SBN: 250337) 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 Debtors	FOR COURT USE ONLY
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**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA - SAN FERNANDO VALLEY DIVISION**

In re: HAMLET GROUP, INC., A DELAWARE CORP., HAMLET EAST, INC., A DELAWARE CORP., AND HAMLET WEST INC., A DELAWARE CORP.   Debtor(s).	CASE NO.: 1:13-bk-12398-MT substantively consolid with CHAPTER: 11 <span style="float: right;">1:13-bk-1397-MT and 1:13-BK-12399-MT</span>
<b>NOTICE OF SALE OF ESTATE PROPERTY</b>	

<b>Sale Date:</b> 10/30/2013	<b>Time:</b> 9:00 am
<b>Location:</b> Courtroom "302" at 21401 Burbank Blvd., Woodland Hills, CA 91367	

**Type of Sale:**  Public  Private      **Last date to file objections:** 10/30/2013  
orally at the hearing

**Description of property to be sold:** Hamburger Hamlet restaurants as going concerns located at the following addresses: (1) 4419 Van Nuys Blvd., Sherman Oaks, CA 91406; (2) 1601 Crystal Sq. Arcade, Arlington, VA 22202; (3) 10400 Old Georgetown Rd., Bethesda, MD 20814; and (4) 214 S. Lake Ave., Pasadena, CA 91101  
 AND substantially all of Debtors' assets including leases for the Hamburger Hamlet chain, trademarks, machinery, equip., fixtures, furniture, software, signs, smallwares and cooking utensils, usable inventories of food, paper, operating supplies,

**Terms and conditions of sale:** Stalking Horse Bid of 1,200,000 plus amounts for inventory true up, subject to over bids. Sale, Auction and Bidding Procedures attached hereto as Exhibit 1. Deadline to submit Alternative Bids is October 27, 2013 by 5:00 p.m. PST. See Exhibit 1 for materials required to be submitted by October 27, 2013 to become a Qualified Bidder for Auction to be held on October 30, 2013 at 9:00 a.m. in Courtroom 302 of the United States Bankruptcy Court, 21041 Burbank Blvd., Woodland Hills, CA 91367.

**Proposed sale price:** \$ 1,200,000.00 plus amounts for inventory true up.

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

**Overbid procedure (if any):** Yes. See attached Exhibit 1.

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

Property will be sold free and clear of liens or other interests. Sale hearing is set for October 30, 2013 at 9:00 a.m. in Courtroom 302 of the United States Bankruptcy Court, 21041 Burbank Blvd., Woodland Hills, Ca 91367.

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

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

Date: 10/23/2013

**EXHIBIT 1**

1. **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 the Debtors' 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](mailto:ilandsberg@landsberg-law.com), an "Alternative Bid", as set forth below, so that it is received no later than 5:00 p.m. PST on October 27, 2013 (the "Bid Deadline").

a. The initial Alternative Bid shall be in the amount of at least \$60,000 more than the Purchase Price. Qualified Bidders are those prospective bidders who deliver to Debtors' counsel (i) a good funds deposit in the amount of 10% of the Alternative Bid; (ii) written evidence from a third party reasonably satisfactory to the Debtors of its financial ability to perform the obligations under the Purchase Agreement and under any real property leases that will be assumed and assigned to such Qualified Bidders; (iii) a form of a proposed purchase and sale agreement substantially in the form of Exhibit A, subject to changes in the definition of the term "Store" and (iv) a written statement signed by the Qualified Bidder agreeing that such Alternative Bid, if successful at the hearing on the sale motion, shall be bound by the terms of the Purchase Agreement. No Alternative Bids that are contingent as to financing shall be considered.

b. All alternative bids may be the collective bids of various parties bidding on one or more auction lots, but which collectively equal the initial Alternative Bid or the highest alternative bid. Collective bids shall meet all requirements of subparagraph (a) above.

c. No later than noon on October 28, 2013, Broadway Advisors LLC (the "Investment Banker") shall provide, via electronic transmission, to counsel for the affected landlord,

information provided by Qualified Bidders respecting such Qualified Bidder's ability to provide adequate assurance of future performance of all real property leases that such Qualified Bidder proposes to purchase.

d. In the event the Asset Purchase Agreement is not executed by the Stalking Horse Bidder (as such terms are defined in the Motion), by the Bid Deadline, backup bids may be considered by Qualified Bidders making a bid on one or more auction lots that is less than the initial Alternative Bid ("Backup Alternative Bids"). Qualified Bidders making a Backup Bid may participate in the auction but only if such party meets the criteria of a Qualified Bidder.

2. **Sale Hearing/Auction and Overbid Requirements.** A hearing will be held on October 30, 2013 at 9:00 a.m. in Courtroom "302" of the United States Bankruptcy Court, (the Sale Hearing"). If Alternative Bids or Backup Alternative Bids are received from Qualified Bidders, the Debtors will conduct an auction (the "Auction") for a sale of the Assets at the same place and time of the Sale Hearing.

a. Only a Qualified Bidder who has submitted an Alternative Bid or Backup Alternative Bid (if applicable) will be eligible to participate at the Auction. At such Auction, the Stalking Horse Bidder and Qualified Bidders will be permitted to increase their bids. In the event there is at least one Qualified Bidder, the Debtors will conduct an Auction (i) with each successive overbid to be in not less than \$20,000 increments, and (ii) setting any such additional procedural rules that it determines to be reasonable under the circumstances for conducting the Auction.

b. Upon conclusion of an Auction, Debtors shall (i) review each Alternative Bid (or Backup Alternative Bid, if applicable) 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

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

c. 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 (or, if applicable, the Stalking Horse Bidder will forfeit \$120,000 deposited under the Asset Purchase Agreement proposed in the Motion) 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 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 or (c) Sellers may reschedule the Auction to a later date and time convenient to the Court.

d. The second highest and alternative bid, or any Alternative Bid (or Backup Alternative Bid, if applicable) 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 12 hours’ prior written notice of the date and time set for the closing with respect to such “backup” bid. Closing on an approved sale shall occur no later than 11:59 p.m. on October 31, 2013 (with funding due no later than 11:59 a.m. on October 31, 2013).

## 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 Ave., 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) 10/23/2013, 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) 10/23/2013, 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  
21041 Burbank Blvd., Suite 324  
Woodland Hills, Ca 91367  
Honorable Maureen A. Tighe's Chambers

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.

10/23/2013

Elizabeth Salazar

Date

Printed Name

/s/ Elizabeth Salazar

Signature