

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address  RON BENDER (SBN 143364) EVE H.KARASIK (SBN 155356) JACQUELINE L. JAMES (SBN 198838) LINDSEY L.SMITH (SBN 265401) RB@LNBYB.com, EHK@LNBYB.com; JLJ@LNBYB.com; LLS@LNBYB.com LEVENE, NEALE, BENDER, YOO & BRILL L.L.P. 10250 Constellation Boulevard, Suite 1700 Los Angeles, California 90067  <input type="checkbox"/> Individual appearing without attorney <input checked="" type="checkbox"/> Attorney for: Debtors	FOR COURT USE ONLY
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<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION</b>	
In re:  ASSOCIATED THIRD PARTY ADMINISTRATORS and ALLIED FUND ADMINISTRATORS, LLC   <div style="text-align: right;">Debtor(s).</div>	CASE NO.: 2:16-bk-23679-SK CHAPTER: 11   <div style="text-align: center;"><b>NOTICE OF SALE OF ESTATE PROPERTY</b></div>

<b>Sale Date:</b> 11/16/2016	<b>Time:</b> 9:00 am
<b>Location:</b> United States Bankruptcy Court, 255 E. Temple Street, Courtroom 1575, Los Angeles, CA	

**Type of Sale:** ☒ Public ☐ Private **Last date to file objections:** 11/02/2016

**Description of property to be sold:**

The Acquired Assets consist primarily of the Debtors' contracts with their clients, intellectual property, information technology contracts, real property lease and other contracts, receivables, computers and servers, equipment, furniture, furnishings, inventory, supplies, certain causes of action (including certain bankruptcy avoidance actions), and deposits and prepaid amounts. The APA also provides a definition of Excluded Assets.

**Terms and conditions of sale:**

The APA provides that the purchase price for the APA will be \$2.5 million and that the Debtors will pay all cure costs, which can be paid from sale proceeds. The sale order will provide that the sale is free and clear of all liens, claims, encumbrances and interests pursuant to Bankruptcy Code section 363(f). There is a specific form of order attached to the APA. The APA provides for a \$100,000 break up fee and \$150,000 expense reimbursement.

**Proposed sale price:** \$ 2,500,000.00

**Overbid procedure (if any):** .

Overbid procedures have not been established.

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

November 16, 2016 at 9:00 a.m.

United States Bankruptcy Court, Central District of California, Los Angeles Division

Courtroom 1575

255 E. Temple Street

Los Angeles, California

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

Stout Risius Ross -- 10100 Santa Monica Blvd., Suite 975, Los Angeles, CA 90067 (Attn: Gregory P. Range), Email: grange@srr.com, Tel: 310.775.2510

Date: 10/24/2016

## 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 **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 **October 24, 2016**, 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:

Todd M Arnold on behalf of Debtor Associated Third Party Administrators  
tma@lnbyb.com

Ron Bender on behalf of Debtor Allied Fund Administrators LLC  
rb@lnbyb.com

Ron Bender on behalf of Debtor Associated Third Party Administrators  
rb@lnbyb.com

Jonathan R Doolittle on behalf of Interested Party Western States Office and Professional Employees Pension Fund and Board of Trustees of Western States Office and Professional Employees Pension Fund  
jdoolittle@reedsmith.com, rpelusi@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Jamie P Dreher on behalf of Creditor CAMOFI Master LDC and CAMHZN Master LDC  
jdreher@downeybrand.com, mfrazier@downeybrand.com;courtfilings@downeybrand.com

Jamie P Dreher on behalf of Interested Party Courtesy NEF  
jdreher@downeybrand.com, mfrazier@downeybrand.com;courtfilings@downeybrand.com

Edward M Fox on behalf of Creditor New House Administrators, LLC  
emfox@seyfarth.com

Edward M Fox on behalf of Debtor Associated Third Party Administrators  
emfox@seyfarth.com

Michael I Gottfried on behalf of Interested Party Courtesy NEF  
mgottfried@lgbfirm.com,  
kalandy@lgbfirm.com;cboyias@lgbfirm.com;srichmond@lgbfirm.com;sdeiches@lgbfirm.com;mmocciaro@lgbfirm.com

Jacqueline L James on behalf of Debtor Allied Fund Administrators LLC  
jlj@lnbyb.com

Jacqueline L James on behalf of Debtor Associated Third Party Administrators  
jlj@lnbyb.com

Gary M Kaplan on behalf of Interested Party Trustees of the Operating Engineers Trust Funds and Other Operating Engineers Entities  
gkaplan@fbm.com

1 Eve H Karasik on behalf of Debtor Allied Fund Administrators LLC  
2 ehk@lnbyb.com

3 Eve H Karasik on behalf of Debtor Associated Third Party Administrators  
4 ehk@lnbyb.com

5 Jeffrey S Kwong on behalf of Debtor Allied Fund Administrators LLC  
6 jsk@lnbyb.com, jsk@ecf.inforuptcy.com

7 Jeffrey S Kwong on behalf of Debtor Associated Third Party Administrators  
8 jsk@lnbyb.com, jsk@ecf.inforuptcy.com

9 Dare Law on behalf of U.S. Trustee United States Trustee (LA)  
10 dare.law@usdoj.gov, ron.maroko@usdoj.gov

11 Elan S Levey on behalf of Creditor Pension Benefit Guaranty Corporation  
12 elan.levey@usdoj.gov, lousia.lin@usdoj.gov

13 Lindsey L Smith on behalf of Debtor Allied Fund Administrators LLC  
14 lls@lnbyb.com, lls@ecf.inforuptcy.com

15 Lindsey L Smith on behalf of Debtor Associated Third Party Administrators  
16 lls@lnbyb.com, lls@ecf.inforuptcy.com

17 United States Trustee (LA)  
18 ustregion16.la.ecf@usdoj.gov

19 **2. SERVED BY UNITED STATES MAIL:** On **October 24, 2016**, I served the following persons and/or  
20 entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true  
21 and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and  
22 addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be  
23 completed no later than 24 hours after the document is filed.

24 ☐ Service information continued on attached page

25 **3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR**  
26 **EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR,  
27 on **October 24, 2016**, I served the following persons and/or entities by personal delivery, overnight mail  
28 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**

Hon. Sandra R. Klein  
United States Bankruptcy Court  
Edward R. Roybal Federal Building and Courthouse  
255 E. Temple Street, Suite 1582 / Courtroom 1575  
Los Angeles, CA 90012

☐ Service information continued on attached page

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

**October 24, 2016**

John Berwick

/s/ John Berwick

Date

Type Name

Signature