

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

☐ Individual appearing without attorney
☒ Attorney for: Debtor and Debtor-in-Possession

CASE NO.: 9:25-bk-10314-RC
CHAPTER: 11

NOTICE OF SALE OF ESTATE PROPERTY

Debtor(s).

Sale Date: 03/10/2026

Location: Courtroom 201, 1415 State Street, Santa Barbara, CA 93101-2511

Last date to file objections: 02/24/2026

Real property located at 10151 Buck Blvd., Riverside, CA 92225, which is 304 acres of land, APNs 821-050-012, 821-050-013, 821-050-014, 821-050-015, 821-050-024, 821-050-025, 821-050-026, AND 821-050-027.

See Attachment "1"

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*): See Attachment "2"

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

March 10, 2026 at 1:00 p.m. (Pacific Time). Courtroom 201, 1415 State Street, Santa Barbara, CA 93101-2511

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

Vanessa Haberbush
444 West Ocean Boulevard, Suite 1400
Long Beach, CA 90802
Telephone: (562) 435-3456
Email: vhaberbush@lbinsolvency.com

Date: 02/17/2026

Attachment 1
Terms and Conditions of the Sale

The material terms and conditions of the Sale are as follows:

- a. The Property shall be sold by Debtor to Buyer for \$2,600,000, or such higher amount as may be offered at the hearing on the Motion to Sell;
- b. The offer to purchase the Property by Buyer is subject to a higher and better offer being made at the hearing on the Motion by any other party wishing to purchase the Property;
- c. The Buyer will deposit \$100,000 with escrow no later than 10 days after the effective date of the Agreement but in no event later than March 6, 2026;
- d. The purchase of the Property includes (1) all strips and gores of land lying adjacent to the land, together with all easements, privileges, mineral rights, riparian and other water rights, lands underlying any adjacent streets or roads, improvements located on the land and appurtenances pertaining to or accruing to the benefit of the land, if any; (2) all rights and interests of Debtor in and to all sewage treatment capacity and all potable water capacity, and to all drainage rights, if any, to serve the land; and (3) all intangible property, including, without limitation, any trademarks or tradenames used in connection with the land, all licenses, development rights, permits and privileges now or hereafter in effect with respect to the land;
- e. All current or outstanding debts, loans, taxes, unpaid bills, unpaid utility bills, leased or lien items are to be paid off in full by Debtor in escrow and/or otherwise resolved through this Motion;
- f. The sale is subject to a higher and better bid pursuant to the sale and overbid procedures determined in Debtor's sole discretion, subject to Bankruptcy Court approval. The overbidding terms are described below;
 - g. The sale is subject to Bankruptcy Court approval;
 - h. Bankruptcy Court approval of the sale must be obtained no later than March 24, 2026;
 - i. The Agreement indicated that the sale would close no later than fifteen (15) days after the hearing at which the Motion is granted;
 - j. The Agreement is contingent on Debtor obtaining title to the Property; and
 - k. Parties shall pay their own attorneys' fees. The Buyer has no broker. Debtor is shall pay its own broker's fees.

Condition Precedent to the to the Relief Requested by the Motion

Debtor claims a 100% legal and equitable interests in the Property but it is titled in the name of Guadalupe A. Guzman. The Property is not titled in the name of Debtor but was purchased with Debtor's funds and Debtor has paid all monthly mortgage payments, insurance, property taxes, upkeep, and maintenance for the Property. Debtor and Guadalupe A. Guzman, along with Debtor's other partners, agree that, notwithstanding the state of title, the Property actually belongs to Debtor and Debtor has an equitable interest in the Property. Further, Debtor believes the liquidation of the Property will benefit the creditors of the estate, as discussed in the Motion.

On or about November 4, 2025, Debtor filed a motion for substantive consolidation (the "Motion for Consolidation") to include its partners as debtors in the Chapter 11 case. The Motion for Consolidation is presently set for hearing on February 24, 2026 (prior to the hearing on this Motion). If the Motion for Consolidation is granted, the assets of the partners will become assets of Debtor's bankruptcy estate. A consequence of the substantive consolidation will be that the Property

will become property in the above-captioned Chapter 11 bankruptcy case.

Additionally, given the status of the Motion to Consolidate and the Court's concerns relating to it, Debtor entered into a settlement with its partners (subject to approval by this Court) whereby certain non-estate real properties titled in the name of the partners will be transferred to Debtor (the "Settlement") and the various debts of the partners that relate to Debtor will be paid by Debtor. On January 27, 2026, Debtor filed a Motion for Order Approving Settlement between Debtor and the Partners Pursuant to Federal Rule of Bankruptcy Procedure 9019 (the "9019 Motion"). The hearing on the 9019 Motion is currently set for February 24, 2026. If the 9019 Motion is granted, the Settlement will be approved and the Property will be transferred to Debtor.

Therefore, if either the Motion for Consolidation and/or the Settlement are approved by this Court, the Property will become property of the bankruptcy estate. However, if both the Motion for Consolidation and the Settlement are not approved by this Court, Debtor may have to withdraw the Motion or find some other mechanism to bring the Property into the Estate.

Attachment 2
Overbidding Procedures

The Sale is subject to overbidding on the following terms: The initial overbid shall be 10% above the purchase price, or \$260,000 more than the current offer of \$2,600,000, for a total of \$2,860,000. Thereafter, bidding increments are to be determined by the Bankruptcy Court at the hearing. Overbidders must be qualified as financially able to complete a purchase at least 48 hours business hours prior to the hearing on this Motion (no later than March 6, 2026 at 1:00 p.m.) by providing proof of such the ability to close the sale to Debtor's counsel, Haberbush, LLP, Attn: Vanessa M. Haberbush, Esq., 444 West Ocean Boulevard, Suite 1400, Long Beach, CA 90802, Telephone: (562) 435-3456, E-mail: vhhaberbush@lbinsolvency.com. Any qualified overbidder must execute an agreement for the purchase of the Property on the same terms as the Agreement except that the purchase price must be at least \$2,860,000 and must provide such Agreement to Debtor's counsel at least 48 hours prior to the hearing on this Motion. Any qualified overbidder must provide the deposit indicated in the Agreement to escrow no later than 48 hours prior to the hearing on the Motion. Any qualified overbidder, or its representative, must attend the hearing on the Motion. Debtor will inform Buyer of any approved overbidder within 48 hours of qualifying an overbidder, or at least 24 hours prior to the hearing on the Motion (no later than March 9, 2026 at 1:00 p.m.), whichever is sooner. If the Buyer or an overbidder is not the winning bidder, the deposit of \$100,000 is refundable, but becomes nonrefundable upon the bidder being the successful bidder. Debtor seeks approval of these overbidding provisions as part of the Motion.

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:

444 West Ocean Boulevard, Suite 1400, Long Beach, CA 90802

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:

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 **February 17, 2026**, 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 **February 17, 2026**, 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 _____, 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.

February 17, 2026 Alexander S. Bostic
Date Printed Name


Signature

- **William C Beall** Will@BeallandBurkhardt.com, carissa@beallandburkhardt.com
- **Lane K Bogard** lbogard@lbinsolvency.com,
dhaberbush@lbinsolvency.com,ahaberbush@lbinsolvency.com,abostic@lbinsolvency.com,haberbush.assistant@gmail.com,vhaberbush@lbinsolvency.com,jborin@lbinsolvency.com
- **Donald H Cram** don.cram@stinson.com, cas@severson.com
- **David Edward Edsall** david.edsall@venturacounty.gov
- **Brian David Fittipaldi** brian.fittipaldi@usdoj.gov
- **Diego B Flores** dflores@sflaw.com, dbflores@gmail.com
- **Jessica L Giannetta** jessica@giannettalawcorp.com, melanie@giannettaenrico.com
- **Karen L Grant** kgrant@silcom.com
- **David R Haberbush** dhaberbush@lbinsolvency.com,
ahaberbush@lbinsolvency.com,abostic@lbinsolvency.com,vhaberbush@lbinsolvency.com,haberbush.assistant@gmail.com,jborin@lbinsolvency.com,lbogard@lbinsolvency.com
- **Vanessa M Haberbush** vhaberbush@lbinsolvency.com,
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- **Ivo Keller** ikeller@sflaw.com, calendar@sflaw.com
- **Sweeney Kelly** kelly@ksgklaw.com
- **Raffi Khatchadourian** raffi@hemar-rousso.com
- **Matthew F Kye** mkye@kyelaw.com
- **Don J Pool** dpool@fennemorelaw.com, mmeister@fennemorelaw.com;clalonde@fennemorelaw.com
- **Cameron Schlagel** cschlagel@swlaw.com, dkunz@swlaw.com
- **United States Trustee (ND)** ustpreion16.nd.ecf@usdoj.gov
- **William E. Winfield** wwinfield@calattys.com, scuevas@calattys.com

The following have been served via United States Mail:

Buxman Group
10425 S. Kings River Rd.
Reedley, CA 93654

Century 21 Masters
744 E. Main Street
Santa Paula, CA 93060

ICON Servicing, Inc.
488 E. Ocean Blvd.
Unit 201
Long Beach, CA 90802-4763

Imperial County Treasurer-Tax Collector
940 West Main Street, Suite 106
El Centro, CA 92243

Farm Credit Leasing Services Corp
c/o Stinson LLP 50 South Sixth Street
Suite 2600
Minneapolis, MN 55402

Grace Orchard Solar III, LLC
Attn: Land Services Administration
700 Universe Blvd.
Juno Beach, FL 33408

Northland Capital Equipment Finance
333 33rd Ave, Ste S
Saint Cloud, MN 56301

Riverside County Treasurer-Tax Collector
4080 Lemon St., 4th Floor
Riverside, CA 92501

Riverside County Treasurer-Tax Collector
P.O. Box 12005
Riverside, CA 92502