

<p>Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address</p> <p>Aram Ordubegian (SBN 185142) M. Douglas Flahaut (SBN 245558) Christopher K.S. Wong (SBN 308048) ARENTFOX SCHIFF LLP 555 West Fifth Street, 48th Floor Los Angeles, CA 90013-1065 Telephone: (213) 629 7400 Facsimile: (213) 629 7401 Email: aram.ordubegian@afslaw.com douglas.flahaut@afslaw.com christopher.wong@afslaw.com</p> <p><input type="checkbox"/> <i>Individual appearing without attorney</i> <input checked="" type="checkbox"/> <i>Attorney for: Debtor and Debtor-in-Possession</i></p>		<p>FOR COURT USE ONLY</p>	
<p style="text-align: center;">UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA – SAN FERNANDO VALLEY DIVISION</p>			
<p>In re:</p> <p>CPI LUXURY GROUP, a California corporation,</p>		<p>CASE NO.: 1:23-bk-11059-VK CHAPTER: 11</p>	
<p style="text-align: center;">Debtor and Debtor-in-Possession.</p>		<p style="text-align: center;">NOTICE OF SALE OF ESTATE PROPERTY</p>	

Sale Hearing Date: March 28, 2024	Time: 1:30 p.m. (Pacific Daylight Time)
Location: Courtroom 301, 21041 Burbank Blvd., Woodland Hills, CA 91367 ¹	

Type of Sale: ☒ Public ☐ Private **Last date to file objections:** March 14, 2024

Description of property to be sold: substantially all of the Debtor's assets, including but not limited to its accounts receivables; inventory; and certain other assets as more particularly described in that certain Asset Purchase Agreement, dated March 7, 2024 (the "APA") attached as Exhibit 1 to Docket No. 137 (the "Sale Motion").

Assets to be sold at public auction in open court free and clear of liens and encumbrances pursuant to Bankruptcy Code §§ 363(b) and (f) and subject to overbids as provided more fully in the Sale Motion as well as the Court-Approved Bidding Procedures

Terms and conditions of sale: attached hereto as **Exhibit A.**

Proposed sale price:	Approximately \$2,922,837.54 (subject to adjustments described more fully in the Sale Motion and APA), which amount is subject to overbid.
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¹ Parties in interest may also appear remotely using ZoomGov audio and video.

Overbid procedure (if any): See the Court-Approved Bidding Procedures attached as **Exhibit A** to this Notice.

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

Date: March 28, 2024

Time: 1:30 p.m. (Pacific Daylight Time)

Location: Courtroom 301

21041 Burbank Blvd.

Woodland Hills, CA 91367

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

Christopher K.S. Wong, Esq.

ARENTFOX SCHIFF LLP

555 West Fifth Street, 48th Floor

Los Angeles, CA 90013-1065

Telephone: (213) 629-7400; Facsimile: (213) 629-7401

Email: christopher.wong@afslaw.com

Date: March 7, 2024

EXHIBIT A

Exhibit A

Bidding Procedures

Subject to this Court's approval and subject to overbid, Unique Designs, Inc., a New York corporation (the "Buyer" or "Unique") has proposed to purchase substantially all of the Debtor's assets, including but not limited to its accounts receivable and inventory, for an estimated price of approximately \$3 million. Although the material terms of the APA have been negotiated, the exact Purchase Price is an estimate at this time because the proposed purchase price is structured as function of the actual book value of the Debtor's accounts receivable and the actual book value of the Debtor's inventory at the time of closing, which amount will necessarily change. More specifically, Unique has proposed to pay 75.34% of the book value of the A/R and 11.95% of the book value of the inventory at closing as well as an additional \$5,000 allocated to other assets (the "Purchase Price"). Seller will seek entry of an order by the United States Bankruptcy Court, Central District of California, San Fernando Valley Division (the "Bankruptcy Court"), among other things, authorizing and approving the Sale to Buyer or to a Qualified Overbidder (as hereinafter defined) which the Bankruptcy Court may determine to have made the highest or otherwise best offer to purchase the Assets (the "Successful Overbidder").

Set forth below are the bidding procedures (the "Bidding Procedures") to be employed with respect to the prospective sale (the "Sale") by the debtor and debtor-in-possession CPI Luxury Group (the "Seller" or the "Debtor") in Bankruptcy Case No. 1:23-bk-11059-VK (the "Bankruptcy Case") of substantially all of the Debtor's assets (the "Assets").

a. Only "Qualified Bidders" may participate in the sale process and auction. Qualified Bidders are those prospective bidders who provide to the Debtor's counsel by 5:00 p.m. (prevailing pacific time) two (2) days prior to the Auction (defined below): (i) a binding asset purchase agreement to purchase the Assets on substantially the same terms as the APA (both a clean and a red-lined version comparing it with the Unique APA); (ii) proof of funds to close the sale; and (iii) a \$100,000 good faith deposit (the "Good Faith Deposit"), in the form of a cashier's check made payable to "CPI Luxury Group Bankruptcy Estate." The Good Faith Deposit will be non-refundable, if such bidder is the successful overbidder ("Successful Overbidder") at the sale hearing and the sale does not close due to the purchaser's default. These provisions give the Debtor time in advance of the sale hearing to evaluate whether a potential bidder is financially capable of promptly closing a proposed transaction.

b. Any overbid(s) must be in increments of at least \$25,000, provided however that the initial overbid must be \$150,000 higher than the Purchase Price (a "Qualified Overbid").

c. The Debtor will conduct an auction for the Assets. Such auction shall take place in open court on March 28, 2024 at 1:30 p.m. in Courtroom 301, 21041 Burbank Boulevard, Woodland Hills, CA 91367, or on such other date and time as ordered by the Court (the "Auction"). Only Qualified Overbidders who have submitted Qualified Overbid(s) will be eligible to participate at the Auction.

d. The Debtor will file Notice of Sale of Estate Property (Local Bankruptcy Form 6004-2) to be posted on the Court's website.

e. Notice of the Auction and these Bidding Procedures will be published in the Los Angeles Times and at least one jewelry related trade publication or online website (if possible) within five (5) days of the entry of the order approving the Bidding Procedures.

f. Buyer and any Qualified Bidder will be able to make further bids at the Auction. This will afford parties the opportunity to increase their bids. Since the Assets will be sold in an auction format, the Debtor submits that the final purchase price offered at the conclusion of the Auction will establish the fair market value for the Assets.

g. Upon conclusion of the Auction, the Debtor shall: (i) review each Qualified Overbid 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 Overbid"). At the conclusion of the Auction, the Debtor shall present to the Bankruptcy Court for approval the Successful Overbid and any backup bids.

h. The Buyer will be entitled to the Breakup Fee equaling 3% of the Purchase Price there is a Qualified Bidder who makes an overbid and Buyer does not elect to continue bidding beyond the price provided for in the APA, and the sale to such Qualified Bidder actually closes. In the event Buyer decides to continue bidding above the Purchase Price in the APA at the Auction, but is not the Successful Overbidder, Buyer shall not be entitled to the Breakup Fee.

i. Following a hearing approving the sale of the Assets to any Successful Overbidder(s), if such Successful Overbidder(s) fails to consummate an approved sale because of a breach or failure to perform on the part of such Successful Overbidder(s), he/she/it will forfeit his/her/its Good Faith Deposit to the Debtor, and the Debtor may pursue any and all of his options at law and in equity with respect to such breach. The next highest and otherwise best Qualified Overbid, as disclosed at the sale hearing (and to the extent such party agrees to serve as a backup bidder), shall be deemed to be the Successful Overbid and the Debtor shall be authorized to effectuate such sale without further order of the Bankruptcy Court; alternatively, the Debtor may reschedule the Auction to a later date and time convenient to the Court.

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:

ArentFox Schiff LLP, Gas Company Tower, 555 West Fifth Street, 48th Floor, Los Angeles, CA 90013.

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) **03/07/2024** 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) **03/07/2024**, 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.

JUDGE

Honorable Victoria S. Kaufman
United States Bankruptcy Court
21041 Burbank Boulevard, Suite 354
Woodland Hills, CA 91367

☒ 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.

03/07/2024
Date

AYLIN SOOKASSIANS
Printed Name

/s/ Aylin Sookassians
Signature

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

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):

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United States Trustee (SV)
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Christopher K.S. Wong on behalf of Debtor CPI Luxury Group
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2. SERVED BY U.S. MAIL:

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El Paso, TX 79935

U.S. Small Business Administration
Office of General Counsel
312 North Spring Street, 5th Floor
Los Angeles, CA 90012

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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