

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address  MEGHANN A. TRIPLETT (SBN 268005) Meghann@MarguliesFaithLaw.com SAMUEL M. BOYAMIAN (SBN 316877) Samuel@MarguliesFaithLaw.com MARGULIES FAITH, LLP 16030 Ventura Blvd., Suite 470 Encino, California 91436 Telephone: (818) 705-2777 Facsimile: (818) 705-3777  <input type="checkbox"/> Individual appearing without attorney <input checked="" type="checkbox"/> Attorney for: Jerry Namba, Chapter 7 Trustee	FOR COURT USE ONLY
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**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA - NORTHERN DIVISION**

In re:  BROBASKET CALIFORNIA, LLC,       Debtor(s).	CASE NO.: 9:24-bk-10178-RC CHAPTER: 7       <p style="text-align: center;"><b>NOTICE OF SALE OF ESTATE PROPERTY</b></p>
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<b>Sale Date:</b> 11/05/2024	<b>Time:</b> 1:00 P.M.
<b>Location:</b> Crtrm 201 or via ZoomGov, U.S. Bankruptcy Court, 1415 State St., Santa Barbara, CA 93101	

**Type of Sale:**  Public  Private      **Last date to file objections:** 10/22/2024

**Description of property to be sold:** Sale of Estate's interest in (i) Type 21 Liquor License, (ii) certain intellectual property and intangible assets, (iii) computer software and equipment, and (iv) certain litigation claims  
See Attached description.

**Terms and conditions of sale:** Free and clear of liens, claims and interests, "as is - where is," subject to overbid, and in accordance with the terms and conditions set forth in the Agreement (See Asset Purchase Agreement attached to the Motion as Exhibit 1).

**Proposed sale price:** \$55,000 Purchase Price

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 Attached

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

November 5, 2024 at 1:00 p.m.  
United States Bankruptcy Court  
Courtroom 201 or via ZoomGov  
1415 State Street  
Santa Barbara, CA 93101

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

Meghann A. Triplett, Esq.  
Margulies Faith, LLP  
16030 Ventura Blvd., Suite 470  
Encino, CA 91436  
Email: Meghann@MarguliesFaithLaw.com  
Facsimile: (818) 705-3777

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Date: 10/08/2024

1 This Motion is brought to authorize the sale of the Estate’s right, title, and  
2 interest in the following assets:

3 (i) a Type 21 Liquor License No. 624887 (the “Liquor License”); (ii) certain  
4 intangibles and intellectual property and intangible assets, including,  
5 goodwill, trade names, trademarks, customer lists, domain names, email  
6 customer database, email website database, website, website database,  
7 transaction database, plug-ins, shipping software, other software used in  
8 the processing of customer orders, contact information including names,  
9 addresses, email addresses, telephone numbers of customers with  
10 respect to its business which was conducted at 621 Via Alondra, Suite  
11 602-604, Camarillo, CA 93012 (the “Premises”) prior to the Petition Date  
12 (collectively, the “Intangibles”); (iii) computer software and equipment (the  
13 “Computer Equipment”)<sup>1</sup>; and (iv) claims against the Buyer, GTG and its  
14 Insiders, known and unknown, including but not limited to all claims  
15 stemming from the GTG Purchase Agreement (defined, *Infra*), and the  
16 claims pending in the Ventura County Superior Court in the case of  
*BroBasket California, LLC v. Go to Gifts, Inc., Michael Mazza, Kenneth  
Connell, and James Grasty, et al.*, Case No.: 56-2021-00561495 alleging  
causes of action for: (1) Breach of Contract; and (2) Negligent  
Misrepresentation (collectively, the “Litigation Claims”) (the Liquor  
License, Intangibles, the Computer Equipment, and the Claims, shall be  
collectively referred to herein as the “Assets”).

17 The specific Assets are fully set forth in the *Asset Purchase Agreement* attached to the  
18 Motion as **Exhibit 1**.

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28 <sup>1</sup> The Computer Equipment includes: (i) Asus VivoBook Notebook PC, (ii) HP Laptop,  
(iii) Lenovo Laptop, (iv) Chrome Asus Chromebook, (v) KingFast (Hard Drive), (vi) HP  
Elite Desk 800G5 Desktop Mini, (vii) CPU Dell Optiplex 990, and (viii) CPU Inspiron.

**PROPOSED OVERBID PROCEDURES**

The Trustee seeks Court approval of the Overbid Procedures described below in connection with the proposed sale of the Assets:

a. Overbid Requirements. Any party interested in submitting an overbid for the Assets (“Overbid”), must, at least 24 hours before the Sale Hearing, *i.e.* 1:00 p.m. November 4, 2024 (the “Overbid Deadline”), deliver such Overbid in writing to counsel for the Trustee (Meghann A. Triplett, Esq., Margulies Faith, LLP, 16030 Ventura Blvd., Suite 470, Encino, California 91436; Email: Meghann@MarguliesFaithLaw.com, Facsimile: (818) 705-3777), in accordance with the requirements set forth below:

i. The purchase price for the Assets in any Overbid must be in the sum of at least \$60,000. Any Overbid must otherwise be on the same or better terms and conditions as set forth in the Agreement except as to price, without contingencies.

ii. Each party submitting an Overbid must, by the Overbid Deadline deliver: (i) a deposit in the sum of at least \$60,000 in the form of a cashier’s check payable to “California Business Escrow,” (“Bid Deposit”) so that such deposit is received by the Overbid Deadline; (ii) deliver to counsel for the Trustee proof that the party submitting an Overbid is qualified to hold a liquor license like that of the Liquor License being transferred herein, and proof that such bidder to consummate the sale of the Assets, acceptable to the Trustee in the Trustee’s sole discretion. In the event that (i) the bidder fails to timely make the Bid Deposit, or (ii) the Trustee determines, in his sole discretion, that the proof of ability to close the sale provided to Trustee by a bidder is unacceptable, the Trustee may, at his sole discretion, disqualify such bidder from participating in the Auction. In the event that the Trustee exercises his discretion and disqualifies a bidder from participating in the Auction, the Bid Deposit made by such bidder (if any) shall be returned to the bidder.

b. Bidding at Auction. If at least one qualified bidder who has submitted an Overbid appears at the Auction, the Trustee shall designate what he determines, in his reasonable judgment, to be the best and highest Overbid received for the Assets to be the leading bid at the Auction. Thereafter, the Trustee shall solicit better and higher bids for the Assets, in bidding increments of at least \$1,000, from the qualified bidders participating in the Auction (including the Buyer, if it chooses to participate) until the best and highest bid for the Assets has been determined by the Trustee. The qualified bidder who submits the second best/highest bid for the Assets at the Auction shall be designated as the backup bidder.

c. Backup Bidder. In the event that the Buyer or the successful overbidder cannot timely complete the purchase of the Assets, the Trustee shall be authorized to proceed with the sale of the Assets to the backup bidder (if one is designated at the Auction) without further notice, hearing or order of the Court.

d. Closing Requirements & Forfeiture of Bid Deposit. The Bid Deposit of the successful overbidder shall be forfeited if such party is unable to complete the purchase of the Assets within 30 days of entry of an order confirming the sale. Consummation of the transfer of the Liquor License is contingent on the approval of the California Department of Alcoholic Beverage Control (“ABC”). The parties acknowledge and agree that the actual close of the sale shall be on or immediately following ABC approval of the transfer of the Liquor License from Seller to the successful bidder.

## 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:  
16030 Ventura Blvd., Suite 470, Encino, CA 91436

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)* 10/08/2024, 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)* 10/08/2024, 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: Service on Judge not required per Judge Clifford's Procedures (Rev. 9/20/2023)

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.

NONE.

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.

10/08/2024  
Date

Vicky Castrellon  
Printed Name

/s/ Vicky Castrellon  
Signature