

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA
FRESNO DIVISION

In re
HRONIS, INC., a California corporation,
et al.,

Debtors in Possession

Case No. 1:26-bk-10978

Chapter 11

SE – 12

(Jointly Administered with Case Nos. 1:26-bk-10979, 1:26-bk-10980, 1:26-bk-10981, 1:26-bk-10982, 1:26-bk-10983, 1:26-bk-10984, 1:26-bk-10986, 1:26-bk-10987, and 1:26-bk-10988)

Affects:

- ALL DEBTORS
- HRONIS, INC., a California corporation
- HRONIS CAPITAL ASSETS, LP, a California limited partnership
- HRONIS CAPITAL MANAGEMENT, LLC, a California limited liability company
- HRONIS CITRUS, LLC, a California limited liability company
- HRONIS FARMING, LP, a California limited partnership
- HRONIS FRUIT COMPANY LLC, a California limited liability company
- HRONIS LAND COMPANY, a California general partnership
- HRONIS RANCH, LLC, a California limited liability company
- HRONIS RESOURCE MANAGEMENT, LLC, a California limited liability company
- THE HRONIS FAMILY LIMITED PARTNERSHIP, a California limited partnership

NOTICE OF AUCTION AND SALE HEARING

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On March 6, 2026, the above-captioned debtors and debtors in possession (the “Debtors”), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Eastern District of California (the “Bankruptcy Court”).
2. On April 24 2026, the Bankruptcy Court entered an order [Docket No. 253] *Order*

SAUL EWING LLP
1888 CENTURY PARK EAST, SUITE 1500
LOS ANGELES, CALIFORNIA 90067
(310) 255-6100

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1 *Granting Debtors’ Motion for Entry of an Order (I) Approving Bidding Procedures; (II) Approving*
2 *Form of Asset Purchase Agreement; (III) Approving Bid Protections; (IV) Approving Form of*
3 *Notice of Auction and Sale of Substantially All of the Debtors’ Assets; (V) Establishing Certain*
4 *Assumption and Assignment Procedures; (VI) and Granting Related Relief (the “Bidding*
5 *Procedures Order”)*, which, among other things, (a) approved bidding procedures (the “Bidding
6 *Procedures”*)¹ with respect to the sale or sales (collectively, the “Sale”) of all or substantially all of
7 the Debtors’ assets or any portion thereof (collectively, the “Business”) and approved the form and
8 manner of notice thereof; (b) authorized, but not directed, the Debtors to designate Conterra
9 Agricultural Capital, LLC, or an entity to be formed by Conterra Agricultural Capital, LLC
10 (collectively, “Conterra”) as the Stalking Horse Bidder in accordance with the Bidding Procedures;
11 (c) subject to the Bankruptcy Court’s entry of a further order authorizing the Debtors to consummate
12 the sale, authorized and approved the Debtors’ entry into and performance under an asset purchase
13 agreement (the “APA”) consistent with the Bidding Procedures; (d) scheduled an auction (the
14 “Auction”), if necessary, and a sale hearing (the “Sale Hearing”) in connection with the Sale; (e)
15 established procedures for the assumption and assignment of executory contracts and unexpired
16 leases and approved the form and manner of notice thereof; and (f) granted related relief.

11 3. Pursuant to the Bidding Procedures Order, the Debtors will conduct the Auction with
12 respect to the Sale of the Business. **The Auction shall be held on May 27, 2026, at 10:00 a.m. (PT) (i) at the offices of Saul Ewing LLP, 1888 Century Park East, Suite 1500, Los Angeles, California 90067 or (ii) on such other date and/or at such other location or by virtual means as determined by the Debtors** in consultation with the Consultation Parties, each Qualified Bidder(s), if any, the U.S. Trustee, and any other parties the Debtors deem appropriate, together with professional advisors to each of the foregoing parties, shall be permitted to attend and observe the Auction. Only parties that have submitted a Qualified Bid, as set forth in the Bidding Procedures, by no later than the Bid Deadline of **May 22, 2026, at 5:00 p.m. (PT)** are eligible to participate in the Auction.

17 4. **The Sale Hearing** to consider approval of the Sale of the Business to the Successful Bidder, **free and clear of all liens, claims and, encumbrances** (other than certain permitted encumbrances and assumed liabilities, if any), will be held before the Honorable Rene Lastreto II, United States Bankruptcy Judge, 2500 Tulare Street Suite 2501 Fresno, CA 93721 on or before **on or before June 2, 2026, at 9:30 a.m. (PT)**, or at such other time thereafter as counsel may be heard. The Sale Hearing may be adjourned by the Debtors from time to time without further notice to creditors or other parties in interest other than by announcement of said adjournment at the Sale Hearing or in a notice or agenda filed with the Bankruptcy Court.

22 5. **Objections to approval of the Sale of the Business** to the Successful Bidder including with respect to any provisions of the Sale contained in the APA must be in writing, state the basis of such objection with specificity, and be filed with this Court and served on or before **4:00 p.m. (PT) 21 days following mailing of this notice** on the following parties (collectively, the “Notice Parties”):

- (a) proposed counsel to the Debtors, Jeffrey C. Hampton (jeffrey.hampton@saul.com), Zev Shechtman (zev.shechtman@saul.com), and

27 ¹ Unless otherwise noted, capitalized terms used but not defined herein have the meaning ascribed to them in the Bidding Procedures Order.

1 Turner N. Falk (turner.falk@saul.com).

2 (b) the Office of the United States Trustee for the Eastern District of California;

3 (c) counsel to any statutory committee that has been appointed in the Chapter 11
4 Cases, including proposed counsel to the Official Committee of Unsecured
5 Creditors, Robert Marticello (rmarticello@raineslaw.com); and

6 (d) counsel to the Lender, (i) Paul Erickson (paul.erickson@conterraag.com),
7 Michael Henriques (michael.henriques@magnetar.com), Mike Butler
8 (mike.butler@magnetar.com), Marc Hirschfield (MHirschfield@rccblaw.com),
9 Marc Skapof (MSkapof@rccblaw.com), Bernie Kornberg
10 (bernie.kornberg@millernash.com).

11 **6. Objections related solely to conduct at the Auction, the identity of Conterra as
12 the Successful Bidder, and adequate assurance of future performance by any Successful
13 Bidder other than the Stalking Horse Bidder must be in writing, state the basis of such objection
14 with specificity, and be filed with this Court and served so as to be received by the Notice Parties
15 on or before June 1, 2026, at noon (PT).**

16 **UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE
17 WITH THE BIDDING PROCEDURES ORDER, THE BANKRUPTCY COURT MAY
18 GRANT THE RELIEF REQUESTED WITHOUT FURTHER HEARING AND NOTICE.**

19 7. This Sale Notice is subject in all respects to the terms and conditions set forth in the
20 Bidding Procedures and the Bidding Procedures Order, with such Bidding Procedures Order
21 controlling in the event of any conflict. The Debtors encourage all parties in interest to review such
22 documents in their entirety. Copies of the Bidding Procedures Order, and this Sale Notice are on
23 file with the Clerk of the Bankruptcy Court, 2500 Tulare Street Suite 2501, Fresno, CA 93721 and
24 are available on the website maintained by the Debtors free of charge at
25 <https://bankruptcy.angeiongroup.com/Clients/hro/Index>.

26 Dated: April 28, 2026

SAUL EWING LLP

27 Bv: /s/ Zev Shechtman
28 Zev Shechtman
Attorneys for Hronis, Inc. and
affiliated Debtors and Debtors in Possession

SAUL EWING LLP
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LOS ANGELES, CALIFORNIA 90067
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