

KELLER BENVENUTTI KIM LLP
JANE KIM (Cal. Bar No. 298192)
(jkim@kbbkllp.com)
JEREMY V. RICHARDS (Cal. Bar No. 102300)
(jrichards@kbbkllp.com)
425 Market Street, 26th Floor
San Francisco, California 94105
Telephone: (415) 496-6723
Facsimile: (650) 636-9251

*Attorneys for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

TRINITAS ADVANTAGED
AGRICULTURE PARTNERS IV, LP *et al.*,¹
Debtors.

Case No. 24-50211 (DM) (Lead Case)

Chapter 11

(Jointly Administered)

**NOTICE OF SALE PROCEDURES,
AUCTION DATE, AND SALE
HEARING**

Date: June 14, 2024

Time: 10:00 a.m. (Pacific Time)

Place: **Tele/Videoconference**
Appearances Only

United States Bankruptcy Court
450 Golden Gate Avenue
Courtroom 17, 16th Floor
San Francisco, CA 94102

¹ The last four digits of Trinitas Advantaged Agriculture Partners IV, LP's tax identification number are 3730. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://www.donlinrecano.com/trinitas>. The Debtors' service address is 2055 Woodside Road, Suite 195, Redwood City, CA 94061.

1 **PLEASE TAKE NOTICE** that on March 29, 2024, the Debtors filed the *Debtors’*
2 *Motion for Orders (I)(A) Authorizing and Approving Bid Procedures, (B) Approving Procedures*
3 *Related to the Assumption of Certain Executory Contracts and Unexpired Leases, (C) Approving*
4 *the Notice Procedures, (D) Authorizing Entry into One or More Stalking Horse Agreements, and*
5 *(E) Setting a Date for the Sale Hearing; and (II) Authorizing and Approving (A) the Sale of Certain*
6 *Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) the Assumption and*
7 *Assignment of Certain Contracts, and (C) Payment of Bid Protections, if Applicable* [Docket No.
8 136] (the “Sale Motion”). The Debtors seek, among other things, to sell all, substantially all, or a
9 portion of their property (the “Property”) at an auction free and clear of all liens, claims,
10 encumbrances and other interests, and to assume and assign certain leases and executory contracts
11 in connection therewith, pursuant to sections 105(a), 363(b), 363(f), and 365 of the Bankruptcy
12 Code.

13 **PLEASE TAKE FURTHER NOTICE** that on April 29, 2024, the Bankruptcy
14 Court entered an Order [Docket No. 248] approving, among other things, the Bid Procedures set
15 forth in Exhibit 1 thereto (the “Bid Procedures Order”).² The Bid Procedures Order set the key
16 dates and times related to the Sale of the Property. All interested bidders should carefully read the
17 Bid Procedures Order and the Bid Procedures. To the extent that there are any inconsistencies
18 between the Bid Procedures Order (including the Bid Procedures) and the summary description of
19 its terms and conditions contained in this Notice, the terms of the Bid Procedures Order shall
20 control.

21 **PLEASE TAKE FURTHER NOTICE** that, pursuant to the terms of the Bid
22 Procedures, an auction (the “Auction”) to sell the Property, which shall be transcribed or recorded
23 on video, shall take place at **11:00 a.m. (Pacific time) on May 30, 2024**, at the offices of Keller
24 Benvenuti Kim LLP, located at 425 Market Street, 26th Floor, San Francisco, California 94105,
or such other location, including by virtual meeting, as shall be timely communicated to all entities
entitled to attend the Auction under the Bid Procedures, which Auction may be cancelled or
adjourned by the Debtors, in consultation with the Consultation Parties.

18 **PLEASE TAKE FURTHER NOTICE** that any party that wishes to continue to
19 receive notices related to the sale process must provide their email address to Keller Benvenuti
20 Kim LLP, Attn: Colin Mitsuoka, by e-mailing cmitsuoka@kbkllp.com by **4:00 p.m.** (prevailing
Pacific time) on **May 17, 2024**.

21 **PLEASE TAKE FURTHER NOTICE** that, within one (1) business day after the
22 conclusion of the Auction, the Debtors will serve notice of the results of the Auction to all
23 Qualified Bidders, the Creditors’ Committee, Rabo Ag, and all other parties who have timely
24 elected to continue to receive notices related to the sale process, which notice will be made
available at the website of the Debtors’ claims and noticing agent at
<https://www.donlinrecano.com/trinitas>.

25 **PLEASE TAKE FURTHER NOTICE** that the Motion seeks entry of an order
26 (the “Sale Order”) that is expected to provide, among other things, that any Successful Bidder will
27 have no responsibility for, and the Property will be sold free and clear of, any successor liability,

28 ² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the
Bid Procedures Order.

including the following: (a) any liability or other obligation of the Debtors' estates or related to the Property other than as expressly set forth in the Sale Order; or (b) any claims against the Debtors, their estates, or any of their predecessors or affiliates. Except as expressly provided in any Sale Order, the Successful Bidder shall have no liability whatsoever with respect to the Debtors' (or their predecessors' or affiliates') respective businesses or operations or any of the Debtors' estates' (or their predecessors' or affiliates') obligations based, in whole or part, directly or indirectly, on any theory of successor or vicarious liabilities of any kind or character, including, but not limited to, any theory of antitrust, environmental, successor or transferee liability, labor law, joint employer, de facto merger or substantial continuity, whether known or unknown as of the closing date, now existing or hereafter arising, whether asserted or unasserted, fixed or contingent, liquidated or unliquidated with respect to the Debtors or any obligations of the Debtors arising prior to the closing date, including, but not limited to, liabilities under any collective bargaining agreement or on account of any taxes arising, accruing or payable under, out of, in connection with, or in any way relating to the operation of any of the Property prior to the closing of the Sale.

PLEASE TAKE FURTHER NOTICE that a hearing will be held to approve the Sale of the Property to the Successful Bidder (the "Sale Hearing") before the Honorable Dennis Montali, United States Bankruptcy Judge, United States Bankruptcy Court for the Northern District of California (the "Bankruptcy Court"), **on June 14, 2024, at 10:00 a.m. (prevailing Pacific Time)**, or at such time thereafter as counsel may be heard or at such other time as the Bankruptcy Court may determine. Pursuant to the *Procedures for Noticing and Conducting Hearings in the San Francisco Division of the United States Bankruptcy Court for the Northern District of California (effective September 1, 2023)*, **the hearing shall be conducted by video or teleconference, and the Courtroom will be closed.** The Bankruptcy Court's website provides information regarding how to arrange an appearance at a video or telephonic hearing. If you have questions about how to participate in a video or telephonic hearing, you may contact the court by calling 888-821-7606 or by using the Live Chat feature on the Bankruptcy Court's website at www.canb.uscourts.gov. The Sale Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by announcement of the adjournment in open court on the date scheduled for the Sale Hearing.

PLEASE TAKE FURTHER NOTICE that objections to the Sale (other than objections to the assumption and assignment of Purchased Contracts, which are subject to other procedures set forth in the Bid Procedures Order) shall be filed with the Bankruptcy Court and served **so as to be received on or before 4:00 p.m. (prevailing Pacific Time) on June 7, 2024,** (the "Sale Objection Deadline") by: (a) Debtors' counsel, Keller Benvenutti Kim LLP, Attn: Jane Kim, Esq., and Jeremy V. Richards, Esq., 425 Market Street, 26th Floor, San Francisco, California, 94105, jkim@kbbkllp.com, jrichards@kbbkllp.com; (b) counsel to the Administrative Agent, Fennemore Dowling Aaron, 8080 N. Palm Avenue, 3rd Floor, Fresno, California, 93711 (Attn. J. Jackson Waste (jwaste@fennemorelaw.com), Don J. Pool (dpool@fennemorelaw.com), Jerome A. Grossman (jgrossman@fennemorelaw.com), and Anthony A. Austin (aaustin@fennemorelaw.com); (c) the Office of the United States Trustee for Region 17, 450 Golden Gate Avenue, 5th Floor, Suite #05-0153, San Francisco, California, 94102, Attn: Trevor Fehr (Trevor.Fehr@usdoj.gov) and Paul Leahy (Paul.Leahy@usdoj.gov); and (d) counsel to the Creditors' Committee, (i) Raines Feldman Littrell LLP, 3200 Park Center Drive, Suite 250, Costa Mesa, California, 92626 (Attn. Robert S. Marticello (rmarticello@raineslaw.com)), (ii) Raines Feldman Littrell LLP, 30 North LaSalle Street, Suite 3100, Chicago, Illinois, 60602 (Attn. Mark

S. Melickian (mmelickian@raineslaw.com)), and (iii) Husch Blackwell LLP, 120 South Riverside Plaza, Suite 2200, Chicago, Illinois, 60606 (Attn. Michael A. Brandess (Michael.brandess@huschblackwell.com)).

PLEASE TAKE FURTHER NOTICE that counterparties to contracts that may be assumed and assigned will receive a separate notice regarding cure amounts and adequate assurance of future performance.

PLEASE TAKE FURTHER NOTICE THAT ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO THE SALE ON OR BEFORE THE SALE OBJECTION DEADLINE SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO SUCH SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE PURCHASE AND SALE AGREEMENT(S) WITH THE SUCCESSFUL BIDDER(S).

PLEASE TAKE FURTHER NOTICE that this Notice of Sale Procedures, Auction Date, and Sale Hearing is subject to the full terms and conditions of the Motion, Bid Procedures Order, and Bid Procedures, which Bid Procedures Order shall control in the event of any conflict, and the Debtors encourage parties in interest to review such documents in their entirety. Any party that has not received a copy of the Motion or the Bid Procedures Order that wishes to obtain a copy of the Motion or the Bid Procedures Order, including all exhibits thereto, may obtain such documents from the Debtors' notice and claims agent, Donlin, Recano & Company, Inc. at the following web address: <https://www.donlinrecano.com/trinitas>, or by calling the restructuring information center at 1 (800) 780-7386 (toll free) for U.S. and Canada-based parties or 1 (212) 771-1128 for International parties, or by submitting an inquiry via e-mail to tfinfo@drc.equiniti.com.

PLEASE TAKE FURTHER NOTICE that copies of the pleadings in these Chapter 11 Cases can be viewed and/or obtained by: (i) accessing the Court's website at <http://www.canb.uscourts.gov>, (ii) contacting the Office of the Clerk of the Court at 450 Golden Gate Avenue., 5th Floor, San Francisco, California 94102, or (iii) from the Debtors' notice and claims agent as indicated above. Note that a PACER password is needed to access documents on the Court's website.

Dated: May 1, 2024

KELLER BENVENUTTI KIM LLP

By: /s/ Jane Kim
Jane Kim

Attorneys for Debtors and Debtors in Possession