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9 **UNITED STATES BANKRUPTCY COURT**
CENTRAL DISTRICT OF CALIFORNIA - RIVERSIDE DIVISION

10 In re:	Case No. 6:19-bk-11920-SC
11 AIR FORCE VILLAGE WEST, INC.	Chapter 11 Case
12 d/b/a ALTAVITA VILLAGE,	
13 Debtor and Debtor in Possession.	Hon. Scott C. Clarkson
	[Related Docket Nos. 109, 278, 310]

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

17 **PLEASE TAKE NOTICE** that on March 19, 2019, the above-captioned debtor and
debtor in possession (the “Debtor”) filed the *Debtor’s Notice of Motion and Motion for the Entry*
18 *of (I) An Order (1) Approving Bidding Procedures, Auction Sale Format, and Stalking Horse Bid*
19 *Protections; (2) Approving Notice Procedures to Interested Parties; (3) Scheduling Court*
20 *Hearings to Consider Approval of the Bidding Procedures and the Sale to the Highest Bidder;*
21 *and (II) An Order Authorizing the Sale of Property Free and Clear of All*
22 *Claims, Liens and Encumbrances* [Docket No. 109] (the “Motion”).¹ The Debtor seeks, among
23 other things, to sell substantially all of its real and personal property (the “Purchased Assets”)
24 either to: (i) Westmont Development, LP, an affiliate of Westmont Living, Inc., or its nominee
25 (the “Stalking Horse Purchaser”), pursuant to the terms of the asset purchase agreement by and
between the Debtor and the Stalking Horse Purchaser [Docket No. 278] (the “Stalking Horse
APA”) filed on May 10, 2019;² or (ii) the successful bidder (the “Successful Bidder”) at an
26 auction, free and clear of all liens, claims, encumbrances and other interests pursuant to Sections
363 and 365 of the Bankruptcy Code.

27 ¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in
the Motion.
28 ² The Debtor filed the draft Stalking Horse APA on April 30, 2019. *See Notice of Filing of Asset*
Purchase Agreement [Docket No. 243].

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1 **PLEASE TAKE FURTHER NOTICE** that, on May 21, 2019, the Bankruptcy Court
2 entered an order [Docket No. 310] (the “Bidding Procedures Order”) approving the Motion and
3 the bidding procedures (the “Bidding Procedures”), and setting key dates and times related to the
4 Sale of the Purchased Assets. All interested bidders should carefully read the Bidding Procedures
5 Order and the Bidding Procedures. To the extent that there are any inconsistencies between the
6 Bidding Procedures Order (including the Bidding Procedures) and the summary description of its
7 terms and conditions contained in this notice, the terms of the Bidding Procedures Order shall
8 control.

9 **PLEASE TAKE FURTHER NOTICE** that, pursuant to the terms of the Bidding
10 Procedures, an auction (the “Auction”) to sell the Purchased Assets will be conducted on **June 5,
11 2019 at 10:00 a.m. (prevailing Pacific Time)** at the offices of Dentons US LLP, 601 South
12 Figueroa Street, Suite 2500, Los Angeles, California 90017, or at such other location as shall be
13 identified in a notice filed with the Bankruptcy Court at least twenty-four (24) hours before the
14 Auction. Within twenty-four (24) hours of the conclusion of the Auction, the Debtor shall file a
15 notice with the Bankruptcy Court identifying the Successful Bidder.

16 **PLEASE TAKE FURTHER NOTICE** that a hearing will be held to approve the sale of
17 the Purchased Assets to the Successful Bidder (the “Sale Hearing”) before the Honorable Scott C.
18 Clarkson, United States Bankruptcy Judge, United States Bankruptcy Court for the Central
19 District of California, 411 West Fourth Street, Santa Ana, CA 92701, Courtroom 5C, on **June 11,
20 2019 at 1:30 p.m. (prevailing Pacific Time)**.³ The Sale Hearing may be adjourned from time to
21 time without further notice to creditors or parties in interest other than by announcement of the
22 adjournment in open court on the date scheduled for the Sale Hearing. Objections to the Sale
23 shall be filed with the Bankruptcy Court and served **so as to be received no later than 4:00 p.m.
24 (prevailing Pacific Time) on May 28, 2019** by counsel to: (i) the Debtor: Dentons US LLP, 601
25 S. Figueroa Street, Suite 2500, Los Angeles, CA 90017 (Attn: Tania M. Moyron), with email
26 copy to tania.moyron@dentons.com; (ii) the Senior Secured Lenders: (a) BakerHostetler,
27 SunTrust Center, Suite 2300, 200 South Orange Avenue, Orlando, FL 32801-3432 (Attn:
28 Elizabeth A. Green) with email copy to egreen@bakerlaw.com, (b) Ballard Spahr LLP, 1735
Market Street, 51st Floor, Philadelphia, PA 19103-7599 (Attn: Vincent J. Marriott, III) with email
copy to marriott@ballardspahr.com, and (c) Mintz, Levin, Cohn, Ferris, Glovsky and Popeo,
P.C., One Financial Center, Boston, MA 02111 (Attn: Daniel S. Bleck) with email copy to
dsbleck@mintz.com; and (iv) the Committee: Perkins Coie LLP, 1888 Century Park East, Suite
1700, Los Angeles, CA 90067 (Attn: Sara L. Chenetz), with email copy to
schenetz@perkinscoie.com.

22 **PLEASE TAKE FURTHER NOTICE** that this notice is subject to the full terms and
23 conditions of the Motion, Bidding Procedures Order and Bidding Procedures, which Bidding
24 Procedures Order shall control in the event of any conflict, and the Debtor encourages parties in
25 interest to review such documents in their entirety. Any party that has not received a copy of the
26 Motion or the Bidding Procedures Order that wishes to obtain a copy of the Motion, the Bidding

26 ³ Please take notice that counsel and parties may appear at either Judge Clarkson’s video
27 courtroom located at the United States Federal Courthouse, Riverside Division, 3420 Twelfth
28 Street, Video Hearing Room 126, Riverside, CA 92501, or live at the United States
Bankruptcy Court -- Ronald Reagan Federal Building and Courthouse, 411 West Fourth
Street, Courtroom 5C, Santa Ana, CA 92701.

1 Procedures Order (including all exhibits thereto), the Bidding Procedures, and the Stalking Horse
2 APA, may make such a request in writing to Dentons US LLP, Attn: Tania M. Moyron, 601
3 South Figueroa Street, Suite 2500, Los Angeles, CA 90017 or by emailing
tania.moyron@dentons.com or by calling (213) 623-9300.

4 Dated: May 22, 2019

DENTONS US LLP
SAMUEL R. MAIZEL
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GARY W. MARSH

By: /s/ Samuel R. Maizel
SAMUEL R. MAIZEL

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