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**FILED & ENTERED**

**SEP 07 2023**

CLERK U.S. BANKRUPTCY COURT  
Central District of California  
BY may DEPUTY CLERK

Proposed Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION**

In re:

☐ ITTELLA INTERNATIONAL LLC,  
a California limited liability company  
☐ ITTELLA'S CHEF, LLC,  
a California limited liability company  
☒ TATTOOED CHEF, INC.,  
a Delaware corporation  
☐ MYJOJO, INC.,  
a Delaware corporation  
☐ NEW MEXICO FOOD DISTRIBUTORS, INC.,  
a New Mexico corporation  
☐ TCI TORTILLA FACTORY, LLC,  
a New Mexico limited liability company  
☐ BCI ACQUISITION, INC.,  
a Delaware corporation  
☐ TTCF-NM HOLDINGS INC.,  
a Delaware corporation  
☐ All Debtors

Debtors and Debtors-in-Possession.

Lead Case No.: 2:23-bk-14154-SK

Jointly administered with Case Nos.  
2:23-bk-14159-SK; 2:23-bk-14161-SK;  
2:23-bk-14157-SK; 2:23-bk-14158-SK;  
2:23-bk-14155-SK; 2:23-bk-14156-SK; and  
2:23-bk-14160-SK

Chapter 11 Cases

**ORDER (1) AUTHORIZING SALE OF  
SUBSTANTIALLY ALL OF TCI'S  
ASSETS FREE AND CLEAR OF ALL  
LIENS, CLAIMS, ENCUMBRANCES  
AND INTERESTS; (2) WAIVING THE  
14-DAY STAY PERIODS SET FORTH  
IN BANKRUPTCY RULE 6004(h);  
AND (3) GRANTING RELATED  
RELIEF**

Date: September 6, 2023  
Time: 9:00 a.m.  
Location: Courtroom 1575  
255 East Temple Street  
Los Angeles, California 90012  
[Also VIA ZoomGov]

1 A hearing was held on September 6, 2023 at 9:00 a.m. before the Honorable Sandra R.  
2 Klein, United States Bankruptcy Judge for the Central District of California, Los Angeles  
3 Division, in her Courtroom “1575,” located at 255 East Temple Street, Los Angeles, CA and via  
4 Zoom to consider the motion (the “Motion”) (Dkt. No. 279)<sup>1</sup> filed by Tattooed Chef, Inc., one of  
5 debtors and debtors in possession in the above-captioned, jointly administered Chapter 11  
6 bankruptcy cases (“TCI”),<sup>2</sup> seeking an order of the Court:

- 7 (A) pursuant to 11 U.S.C. § 363(f), authorizing TCI to enter into an agreement (the  
8 “APA”), in substantially the form attached as **Exhibit “1”** to the Motion to sell  
9 certain equipment and spare parts described in the APA (collectively, the  
10 “Transferred Assets”), free and clear of liens, claims, encumbrances and other  
11 interests, under the terms and conditions set forth in the APA, to Naturasol S.A.  
12 de C.V. (“Buyer”) or to a successful overbidder as determined at an auction, if  
13 any, that was to be conducted before the Court on September 6, 2023 at 9:00 a.m.;
- 14 (B) waiving the 14-day stay periods set forth in Rule 6004(h) of the Federal Rules of  
15 Bankruptcy Procedure (the “Bankruptcy Rules”); and
- 16 (C) granting related relief as described in the Motion.

17 Appearances were as noted upon the record at the hearing.

18 Upon consideration of the Motion, the APA and related evidence offered by TCI,  
19 including, without limitation, the Declaration of Edward Bidanset, it appearing that (a) no party  
20 filed a written opposition to the Motion, and, therefore, no written reply to any opposition was  
21 required of TCI, (b) notice of the hearing on the Motion was proper under the circumstances, (c)  
22 no party appeared at the hearing and expressed any interest in tendering a higher and better bid  
23 for the Transferred Assets, and based upon the Court’s findings of fact and conclusions of law as  
24 stated on the record at the hearing, (d) TCI has complied with the requirements of all applicable

25 \_\_\_\_\_  
26 <sup>1</sup> The lead case in these jointly administered cases is Ittella International LLC, Case No. 2:23-bk-  
27 14154-SK. All docket numbers referenced can be found on the docket of Ittella International  
28 LLC.

<sup>2</sup> The Motion addressed assets owned solely and exclusively by TCI (Case No. 2:23-bk-14161-SK). The other jointly administered estates have no interest in the assets to be sold.

Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rules with respect to the Motion, and other good cause appearing, it is hereby

**ORDERED:**

1. Subject to the terms of this Order, the Motion is granted in its entirety pursuant to 11 U.S.C. § 363(f)(2), and the sale of the Transferred Assets free and clear of all liens, claims, encumbrances and interests of any kind or nature whatsoever, any and all of which shall attach to the cash proceeds of the sale (the “Cash Proceeds”), which shall be deposited into a segregated debtor in possession account in the name of TCI (the “Proceeds Account”) established at UMB Bank, n.a. (“UMB”);

2. TCI is authorized to enter into the APA and take such actions as may be reasonably necessary to effectuate its provisions, including, without limitation, by executing such additional documents as may be necessary to evidence the sale of the Transferred Assets to the Buyer;

3. Based upon the record before the Court and its findings with respect to the manner in which the sale was negotiated, the arm’s length nature of the transaction, and the Court’s evaluation of the sufficiency of the purchase price and other considerations stated by the Court on the record at the hearing, the Buyer is hereby found to have proceeded in “good faith,” and is therefore entitled to the protections afforded by 11 U.S.C. § 363(m);

4. Following the closing of the sale, the Cash Proceeds shall be allocated, as follows: (a) \$50,000 shall be delivered to TCI to be held in a debtor in possession bank account; (b) the sum of \$910,318.15 shall be retained in the Proceeds Account with respect to the JCF Claim (as defined in the Motion) pending a further order of the Court; and (c) the balance of the Cash Proceeds in the amount of \$4,789,681.85 shall be released to UMB to be first applied to fully repay the DIP Roll-Up Loans (as defined in the Final DIP Order) (Dkt. No. 275), and thereafter to be applied to reduce the Lender Allowed Claim (as also defined in the Final DIP Order);

5. Based upon the record before the Court, Buyer is not a successor under theories of successor liability, vicarious liability or otherwise, to TCI, and shall not be deemed or found to have merged with or into TCI; and

1           6.       The fourteen day stay period set forth in FRBP 6004(h) is hereby waived to  
2 permit TCI to proceed immediately to close the sale of the Transferred Assets.

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23       Date: September 7, 2023

24                                 
25                               Sandra R. Klein  
26                               United States Bankruptcy Judge  
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