

NOTICE OF DISPOSITION OF COLLATERAL

VIA FIRST CLASS MAIL AND CERTIFIED MAIL,
RETURN RECEIPT REQUESTED

To: The parties listed on Exhibit A attached hereto
From: **FLYING HIGH BRANDS LP** (“Secured Party”)
Name of Debtor: **PLANT PARENTHOOD, INC.** (“Debtor”)

We will sell the assets described on Exhibit B attached hereto to the highest qualified bidder in public as follows:

Day and Date: **Wednesday, January 10, 2024**
Time: **11:00 a.m.**
Place: **1000 Wilshire Boulevard, Lobby Floor
Los Angeles, CA 90017**

If the proceeds of the disposition are insufficient to satisfy the secured obligations, Secured Party may seek (and is not waiving any right to seek) any unsatisfied secured obligations or other amounts from Debtor in accordance with California State Law, the Bankruptcy Code or from any other party who may be liable for such unsatisfied secured obligations or other amounts. Any excess proceeds from the disposition after the secured obligations are indefeasibly satisfied in full will be applied as provided by law.

The disposition shall be final and on an “AS IS, WHERE IS” basis and will be made without WARRANTY, EXPRESSED OR IMPLIED, AS TO THE MERCHANTABILITY AND AS TO FITNESS FOR A PARTICULAR PURPOSE AND WITHOUT WARRANTY, EXPRESS OR IMPLIED AS TO ANY OTHER MATTER.

Secured Party reserves the right to postpone or continue the disposition to a later date, time and place, or to cancel the disposition.

You are entitled to an accounting of the unpaid indebtedness secured by the property that we intend to sell. You may request an accounting by calling us at 213.891.5217.

Secured Party: **FLYING HIGH BRANDS LP**

By: /s/ Richard P. Ormond
Name: Richard P. Ormond
Title: Counsel for Secured Party

EXHIBIT A
TO
NOTICE OF DISPOSITION OF COLLATERAL

SERVICE LIST

Debtor(s)

PLANT PARENTHOOD, INC.
5840 UPLANDER WAY, SUITE 102
CULVER CITY, CALIFORNIA 90230

Auctioneer/Foreclosure Agent:

BUCHALTER, APC
1000 Wilshire Boulevard, Suite 1500
Los Angeles CA 90017

Counsel for Debtor

N/A

EXHIBIT B
TO
NOTICE OF DISPOSITION OF COLLATERAL

ASSET TO BE SOLD

All of the Debtor's right, title and interest, whether now existing or hereafter acquired, in and to all personal property of the Debtor, and the proceeds and products, whether tangible or intangible, thereof.

All of the following described property, whether now owned or hereafter acquired and wherever located, together with all replacements and substitutions therefor and all cash and non-cash proceeds (including insurance proceeds and any title insurance proceeds) and products thereof, and, in the case of tangible Collateral (as defined below), together with all additions, attachments, accessions, parts, equipment and repairs now or hereafter attached or affixed thereto or used in connection therewith: (a) all equipment, including machinery, furniture, appliances, trade fixtures, tools, and office and record keeping equipment; (b) all inventory, including all goods held for sale, raw materials, work in process and materials or supplies used or consumed in Debtor's business; (c) all accounts; accounts receivable; books and records; cash; chattel paper and instruments; commercial tort claims; deposit accounts; documents; goods; investment properties; letters of credit and letter of credit rights; money; securities; supporting obligations; and records, software and information contained in computer media (such as data bases, source and object codes and information therein), together with any equipment and software to create, utilize, maintain or process any such records or data on electronic media; (d) all general intangibles, including, but not limited to, payment intangibles, contract rights and intellectual property; (e) any and all ownership interest(s) of Debtor in any subsidiary of Debtor (the term "subsidiary" shall mean any corporation, association, limited liability company, partnership, joint venture or other business entity of which more than ten percent (10%) of the voting stock or other capital stock (in the case of persons other than corporations), is owned or controlled directly or indirectly by Debtor, and, (f) goodwill (collectively, the "Collateral").