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5 Attorneys for Receiver  
6 STAPLETON GROUP, INC.

7  
8 UNITED STATES DISTRICT COURT  
9 SOUTHERN DISTRICT OF CALIFORNIA

10  
11 FEDERAL TRADE COMMISSION,  
12 Plaintiff,

13 v.

14 AUTOMATORS LLC, et al.,  
15 Defendants.

16  
17 PEREGRINE WORLDWIDE, LLC, a  
Delaware limited liability company,  
18 Relief Defendant.

Case No.: 3:23-cv-01444-DMS-BGS

Assigned to Hon. Dana M. Sabraw

**NOTICE OF MOTION AND  
MOTION FOR ORDER  
APPROVING ASSET PURCHASE  
AGREEMENT**

*MEMORANDUM OF POINTS AND  
AUTHORITIES, PROPOSED  
ORDER, AND SUPPORTING  
DECLARATION FILED HEREWITH*

Date: May 24, 2024  
Time: 1:30 p.m.  
Dept: 13A

1           **PLEASE TAKE NOTICE THAT** on May 24, 2024 at 1:30 p.m. in  
2 Courtroom 13A of the above-entitled Court, located at 333 West Broadway, San  
3 Diego, CA 92101, Stapleton Group, Inc., the Court-appointed receiver (the  
4 “Receiver”), will and hereby does make this Motion seeking approval of the asset  
5 purchase agreement (the “APA”) made by and between Michael P. Dunn, as  
6 assignee (“Assignee” or “Seller”) for the benefit of creditors of Empire  
7 Ecommerce, LLC (“Empire”) and Onyx Distribution, LLC (“Onyx” and together  
8 with Empire, the “Assignors”), and Stapleton Group, Inc. (the “Receiver” or  
9 “Buyer”) (the “Motion”), as follows:

10           The Receiver and the Assignee have entered into the APA for the purpose  
11 of resolving an issue that has arisen among them regarding whether the Receiver  
12 or the Assignee has the right to administer the assets of Empire eCommerce, LLC  
13 and Onyx Distribution, LLC. The APA resolves all disputes regarding ownership  
14 of assets, including litigation claims, and resolution of claims filed by  
15 creditors/consumers. The APA also resolves issues relating to fees and expenses  
16 of the Assignee and his professionals. The APA is attached to the Declaration of  
17 Kenton Johnson as Exhibit “1.”

18           The Receiver believes the APA is in the best interest of the estate and all  
19 interested parties. The Receiver, by this Motion, asks the Court to enter an Order  
20 approving the Agreement.

21           The Motion is made following the Receiver’s communications with  
22 counsel for the Federal Trade Commission (“FTC”), and the Receiver is informed  
23 that the FTC generally does not oppose the relief sought.

24           This Motion is filed pursuant to Local Civil Rule 66.1(f) and is based upon  
25 this Notice of Motion and Motion, the Memorandum of Points and Authorities,  
26 the Declaration of Kenton Johnson, filed concurrently, the separately-filed Notice  
27 of Hearing, the pleadings, records, and file of the Court in this action, and upon  
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1 such further oral argument, testimony and evidence as may be received at the  
2 hearing on this matter.

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Dated: May 7, 2024

RAINES FELDMAN LITTRELL LLP

By: s/ Kathy Bazoian Phelps  
Kathy Bazoian Phelps  
Attorneys for Receiver  
STAPLETON GROUP, INC.