

File a Motion:[2:20-bk-15422-BB Upgrade Labs Inc., a Delaware corporation](#)

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Chapter: 11 v

Office: 2 (Los Angeles)

Assets: y

Judge: BB

Case Flag: Subchapter_V, SmBus

U.S. Bankruptcy Court
Central District of California

Notice of Electronic Filing

The following transaction was received from Robert P Goe entered on 10/26/2020 at 4:54 PM PDT and filed on 10/26/2020

Case Name: Upgrade Labs Inc., a Delaware corporation**Case Number:** [2:20-bk-15422-BB](#)**Document Number:** [146](#)**Docket Text:**

Motion For Final Decree and Order Closing Case. *Notice of Motion and Motion for Entry of a Discharge and Final Decree to Close the Reorganized Debtor's Chapter 11 Case; Declaration of Miranda Cameron in Support Thereof with Proof of Service* Filed by Debtor Upgrade Labs Inc., a Delaware corporation (Goe, Robert)

The following document(s) are associated with this transaction:

Document description:Main Document**Original filename:**Motion for Entry of Discharge and Final Decree Order Closing Case 10-26-2020 FINAL.pdf**Electronic document Stamp:**

[STAMP bkecfStamp_ID=1106918562 [Date=10/26/2020] [FileNumber=99151833-0] [17914cae1e19dc0a0b040cc7829ee4ac78c5a59f195806ced3de6d09f586f85232c71db345c7b363e907b43bdc50ef2df4a8ebc2482bb67c1f0f414afef61f5a]]

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Attorneys for: Upgrade Labs Inc., a Delaware corporation.

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

In re:

UPGRADE LABS INC., a Delaware
corporation,

Reorganized Debtor.

Case No. 2:20-bk-15422-BB

Chapter 11
SubChapter V

**NOTICE OF MOTION AND MOTION FOR
ENTRY OF A DISCHARGE AND FINAL
DECREE TO CLOSE THE
REORGANIZED DEBTOR’S CHAPTER 11
CASE; DECLARATION OF MIRANDA
CAMERON IN SUPPORT THEREOF**

Hearing

Date: November 18, 2020
Time: 2:00 p.m.
Courtroom: 1539
Location: 255 East Temple Street
Los Angeles, CA 90012

**TO THE HONORABLE SHERI BLUEBOND, UNITED STATES BANKRUPTCY
JUDGE, AND ALL PARTIES IN INTEREST:**

PLEASE TAKE NOTICE that Upgrade Labs Inc., a Delaware corporation, the
Reorganized Debtor herein (“Debtor”), hereby moves this Court to Enter a Discharge and Final
Decree to Close Debtor’s Chapter 11 bankruptcy case (“Motion”).

Other than administration creditors whose fee applications are scheduled concurrently, Debtor has made all payments and transfers required under *Debtor's Plan of Reorganization for Small Business Dated August 24, 2020* ("Plan") that was confirmed by Order entered October 13, 2020 ("Confirmation Order").

IF YOU DO NOT OPPOSE THE MOTION, YOU NEED TAKE NO FURTHER ACTION. HOWEVER, IF YOU OBJECT TO THE RELIEF REQUESTED BY THE MOTION, PURSUANT TO LOCAL BANKRUPTCY RULE 9013-1, YOU MUST SERVE AND FILE A WRITTEN OBJECTION WITH THE CLERK OF THE BANKRUPTCY COURT AND SERVE SUCH WRITTEN OBJECTION UPON THE REORGANIZED DEBTOR TO WHOSE MOTION THE OBJECTION IS BEING FILED, AT THE ADDRESS INDICATED IN THE UPPER LEFT-HAND CORNER OF THIS NOTICE, AND UPON THE OFFICE OF THE UNITED STATES TRUSTEE LOCATED AT 915 WILSHIRE BOULEVARD, SUITE 1850, LOS ANGELES, CA 90017. OBJECTIONS MUST BE SERVED AND FILED NO LATER THAN FOURTEEN (14) DAYS PRIOR TO THE DATE SET FOR HEARING AS INDICATED ABOVE. YOU MUST FILE YOUR OPPOSING PAPERS AND PROOF OF SERVICE THEREOF WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT LOCATED AT 255 E. TEMPLE STREET, LOS ANGELES, CA 90012. ANY FAILURE TO TIMELY FILE AND SERVE ANY SUCH OBJECTIONS MAY RESULT IN ANY SUCH OBJECTIONS BEING WAIVED. FOR FURTHER INFORMATION, SEE LOCAL BANKRUPTCY RULF 9013-1.

Dated: October 26, 2020

Respectfully submitted,
GOE FORSYTHE & HODGES LLP

By: /s/Robert P. Goe
Robert P. Goe
Charity J. Manee
Attorneys for Upgrade Labs Inc., a Delaware corporation

I.
MOTION

Debtor hereby files this Motion for a Discharge and Final Decree Order Closing this Chapter 11 case on the grounds that Debtor is in full compliance with the terms and provisions of Debtor's Plan and Confirmation Order, as all required payments and transfers have been made.

The various classes and the status of payments are described below.

- Administrative Claims. Will be paid as allowed by the Court.
- Priority Tax Claims. Paid in full.
- Class 1 – Priority Claims Under Section 507(a)(7). None filed.
- Class 2 – General Unsecured Claims. Payments made after consulting with Trustee.
- Class 3 – Employee Litigation Claims. No payments required.
- Class 4 – Equity. All shares cancelled.

In support of this Motion, the Debtor submits the Declaration of Mirada Cameron ("Cameron Declaration") and respectfully represents as follows:

II.
PURSUANT TO SECTION 1192 A DISCHARGE SHOULD BE GRANTED

As the Plan was confirmed pursuant to Section 1191(b), the Court shall grant a discharge of all debts provided in Section 1141(d)(1)(A) as soon as practical after Debtor has completed the Plan payments. As set forth in the Cameron Declaration, and after consulting with Gregory Jones, Subchapter V Trustee ("Trustee"), all required payments to Class 2 unsecured creditors have been made. Thus, in accordance with the Confirmation Order paragraph 2 and Section 1192, a discharge should be granted.

III.
A FINAL DECREE SHOULD BE ENTERED AS THE PLAN HAS BEEN
SUBSTANTIALLY CONSUMMATED

To the extent Bankruptcy Code Section 1101(2) can be read as applied to an individual Chapter 11 case, Debtor has met all the requirements.

Debtor must have (A) transferred all or substantially all of the property proposed by the Plan to be transferred, which was not required by the Plan.

Here, Debtor has made all required payments required to General Unsecured Creditors as required under the Plan.

Second, there has been a (B) assumption by the Debtor or by the successor to the Debtor under the Plan of the business or of the management of all or substantially all of the property dealt with by the Plan, which Debtor has done.

Finally, there must be (C) commencement of distributions under the Plan. This factor is satisfied in that Debtor has made the required payments under the Plan.

Thus, in terms of substantial consummation, Debtor has satisfied the necessary elements set forth in the code and is entitled to a Final Decree.

IV.

THE REORGANIZED DEBTOR'S ESTATE HAS BEEN FULLY ADMINISTERED AND SHOULD BE CLOSED

Section 350(a) of the Bankruptcy Code provides that "after an estate is fully administered and the court has discharged the trustee, the court shall close the case." 11 U.S.C. Section 350(a). Bankruptcy Rule 3022 states "[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case." Fed. R. Bankr. P 3022.

The Advisory Committee Note to Rule 3022 contains a list of non-exclusive factors or events that Courts have weighed in determining whether to close a chapter 11 case:

- (a) whether the order confirming the plan has become final;
- (b) whether deposits required by the plan have been distributed;
- (c) whether the property proposed by the plan to be transferred has been transferred;
- (d) whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan;
- (e) whether payments under the plan have commenced; and,

(f) whether all motions, contested matters, and adversary proceedings have been finally resolved.

Fed. R. Bankr. P. 3022, Advisory Committee Note (1991); *see also In re Rebel Rents, Inc.*, 326 B.R. 791, 803 fn. 19 (Bankr. C.D. Cal. 2005); *In re Kliegl Bros. Universal Elec. Stage Lighting Co.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999)

All of the above factors have been satisfied as follows:

- a. As noted above, the Confirmation Order was entered on October 13, 2020 and the Effective Date occurred on October 14, 2020. The Confirmation Order will become final pursuant to Bankruptcy Rule 8002 on October 28, 2020 as no appeal is likely.
- b. The Plan does not contemplate any deposits with respect to any creditors.
- c. The Plan did not contemplate the transfer of any property, although equity has been cancelled and new shares are being issued to Bullet Proof Media Inc.
- d. The Plan contemplates the assumption of the Debtor's business and management.
- e. Payments required under the Plan have been made.
- f. Other than the concurrently set final fee application hearings, no motions or contested matters are pending with respect to the Debtor.

V.

ALL COURT FEES HAVE BEEN PAID OR WILL BE PAID

All Court fees have been paid.

VI.

CONCLUSION

Upon approval of final fee applications and payment of allowed fees, the Debtor's estate will be fully administered. Accordingly, pursuant to Bankruptcy Code Sections 1192 and 350, Bankruptcy Rule 3022, and Local Bankruptcy Rule 3020-1(d), the Debtor respectfully requests

that the Motion be granted and that the Bankruptcy Court enter a discharge and final decree closing case.

Dated: October 26, 2020

Respectfully submitted,
GOE FORSYTHE & HODGES LLP

By: /s/Robert P. Goe
Robert P. Goe
Charity J. Manee
Attorneys for Upgrade Labs Inc., a Delaware corporation

DECLARATION OF MIRANDA CAMERON

I, Miranda Cameron, declare as follows:

1. I am the President of the Reorganized Debtor in this Chapter 11 proceeding. I have personal knowledge of the facts stated herein, and if called upon to testify, I could and would competently and truthfully testify thereto. I have personal knowledge of Debtor's finances and of the Plan of Reorganization. I submit this Declaration in support of the Debtor's Motion for Entry of a Discharge and Final Decree to Close the Reorganized Debtor's Chapter 11 Case ("Motion").


2. As set forth in the Motion (which facts are incorporated herein), Debtor's Plan was confirmed on October 13, 2020 by the Confirmation Order, which became effective on October 14, 2020.

3. No motions or adversary proceedings, other than fee application hearings, are currently pending.

4. After consulting with Trustee, all required Plan payments have been made by Debtor, in particular to priority tax claims and general unsecured claims.

I declare under penalty of perjury under the laws of the state of California and United States of America, that the foregoing is true and correct

Executed this ____ day of October, 2020 at Cape Coral, Florida.



Miranda Cameron

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 18101 Von Karman Avenue, Suite 1200, Irvine, CA 92612

A true and correct copy of the foregoing document entitled (*specify*): **NOTICE OF MOTION AND MOTION FOR ENTRY OF A DISCHARGE AND FINAL DECREE TO CLOSE THE REORGANIZED DEBTOR'S CHAPTER 11 CASE; DECLARATION OF MIRANDA CAMERON IN SUPPORT THEREOF** will be served or was served (**a**) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (**b**) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On October 26, 2020, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Eryk R Escobar eryl.r.escobar@usdoj.gov
- Robert P Goe kmurphy@goeforlaw.com, rgoe@goeforlaw.com;goeforecf@gmail.com
- Gregory Kent Jones (TR) gjones@sycr.com, smjohnson@sycr.com;C191@ecfbis.com
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- Charity J Manee cmanee@goeforlaw.com, kmurphy@goeforlaw.com
- United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov

2. SERVED BY UNITED STATES MAIL:

On (*date*) October 26, 2020, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Armory Consulting Co.
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Grobstein Teeple LLP
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Knobbe, Martens, Olson & Bear, LLP
2040 Main Street, Suite 14
Irvine, CA 92614

☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) October 26, 2020, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

- The Honorable Sheri Bluebond, USBC, 255 East Temple Street, Los Angeles, CA 90012
(DOCUMENTS DELIVERY SUSPENDED DUE TO COVID-19 PROTOCOLS)

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

October 26, 2020
Date

Susan C. Stein
Printed Name

/s/Susan C. Stein
Signature

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