

CIRCUIT COURT OF THE THIRTEENTH JUDICIAL CIRCUIT
IN AND FOR HILLSBOROUGH COUNTY, FLORIDA
CIVIL DIVISION

In re:

FOCUS III, INC.,

Assignor,

To

LARRY S. HYMAN

Assignee.

Case No. 10-008018

Division: G

RECEIVED

AUG 31 2010

CLERK OF CIRCUIT COURT

**NOTICE OF AND MOTION TO AUTHORIZE
THE SALE OF CERTAIN ASSETS; NOTICE CONCERNING
ESTABLISHMENT OF BIDDING AND SALE PROCEDURES;
AND NOTICE OF HEARING ON ANY TIMELY FILED OBJECTIONS**

(Last Day to Object to Sale is Wednesday, September 20, 2010 at 5:00 p.m.)

PLEASE TAKE NOTICE, all creditors and interested parties have until and including, **September 20, 2010 at 5:00 p.m.** to object to the sale of the property described herein by sale as contemplated by this Notice.

You must file your objection to this Notice with the Clerk for Hillsborough County, Thirteenth Judicial Circuit, George E. Edgecomb Courthouse, 800 Twiggs Street, Tampa, Florida, 33602 and serve a copy by U.S. Mail and Facsimile Transmission on (i) Larry S. Hyman, CPA, P.O. Box 18614, Tampa, FL 33679, and (ii) Susan H. Sharp, Esq., Stichter Riedel Blain & Prosser, 110 E. Madison Street, Suite 200, Tampa, Florida 33602, Fax No. 813/229-1811.

If you file and serve an objection within the time permitted, this Notice and the objection will be heard before the Honorable Martha J. Cook at a hearing to be scheduled (the "Sale Hearing") and you will be notified regarding same.

LARRY S. HYMAN, as Assignee of the assets of FOCUS III, INC. ("Assignor"), by and through his undersigned counsel, hereby provides notice to all parties in interest that he intends to sell the items of Assignor identified herein and that he hereby gives notice of certain sale procedures and moves the Court to approve this sale and resolve any objections to the relief and notice sought herein (the "Sale Motion"). In support of this Sale Motion, the Assignee states as follows:

I. PROCEDURAL AND FACTUAL BACKGROUND

1. On April 12, 2010, an Assignment was filed with this Court initiating an assignment for the benefit of creditors.

2. Larry S. Hyman is the Assignee of the assets of the Assignor.

3. The Assignor had been a direct marketing company that generated sales leads for businesses. The business premises were located at 9119 Corporate Lake Drive, Suite 200, Tampa, Florida 33634, in Hillsborough County, Florida.

II. ASSETS FOR SALE

4. By this Sale Motion, the Assignee seeks to sell all items, including but not limited to furniture, machinery, equipment, fixtures, personal property, company names, company trademarks, intellectual property, rights to telephone and facsimile numbers, URLs, television productions, receivables, goodwill, tangible and intangible personal property, customer lists, trade names, business records, supplies, and all other personal property (collectively the "Assets") used in Assignor's business.

5. Assignee has received an offer from Focus Direct, LLC (the "Purchaser") to purchase the Assets for the purchase price of \$141,866.77 (the "Purchase Price") as set forth in Exhibit "A", attached hereto. In addition, the Purchaser will assume responsibility for any unpaid tangible taxes that may be due and owing on the Assets.

6. The Assignee makes no representations or warranties of any nature whatsoever as to the Assets.

7. The Assets will be sold on a "WHERE IS" and "AS IS" basis.

III. NOTICE OF SEALED BID PROCEDURES

8. The Assignee seeks approval by the Court of the following sale procedures for the Assets. The Assignee submits that these proposed procedures will satisfy all interested parties by assuring that the Assignee will achieve the maximum value set for the Assets.

9. Upon review of UCC-1 financing statements filed with the Florida Department of State, it appears that US Banc Corp., Direct Capital Corporation, Osprey Westlake, LLC, a Florida limited

liability company, Mitel Leasing, US AmeriBank and BB&T may claim a lien on the Assets of the Assignor.

10. The Assignee believes that the purchase, bidding, and sale process set forth herein will create a fair and level playing field for all interested bidders. The Assignee submits that these proposed procedures will satisfy all interested parties by assuring that the Assignee will achieve the maximum value set for the Assets.

11. The following procedures for the submission and consideration of any bid ("**Bid**") by any bidder or competing bidder ("**Bidder**") for the Assets shall be as follows:

a. Any Bidder must deliver a Bid for the Assets by either hand-delivery or facsimile transmission no later than **4:00 p.m. (Eastern Standard Time) on September 24, 2010** (the "**Bid Deadline**") to the following:

Larry S. Hyman, CPA
P.O. Box 18614
Tampa, Florida 33679
Fax No.: (813) 875-2797

With a copy to

Susan H. Sharp, Esq.
Stichter, Riedel, Blain & Prosser, P.A.
110 East Madison Street, Suite 200
Tampa, Florida 33602
Fax No.: (813) 229-1811

- b. Each Bid must include the following:
- a. A copy of the appropriate Offer executed by Bidder, with terms no less favorable to the Assignee than contained in the Offer for the Assets.
 - b. The Bidder must have certified funds.
 - c. Any Bid shall not be contingent upon receipt of financing necessary to its consummation.
 - d. Any Bid shall not contain any conditions precedent to such Bidder's obligation to purchase or otherwise acquire the Assets.

12. The Assets will be sold without any representations or warranties, "AS IS" and "WHERE IS."

13. An auction to consider any qualified competing bid for the Assets will be held on **September 24, 2010 at 5:00 p.m.** (Eastern Standard Time) at the law firm of Stichter, Riedel, Blain & Prosser, P.A., 110 East Madison Street, Suite 200, Tampa, Florida 33602.

14. Each Bid being submitted pursuant to paragraph 11(a) above must exceed the Purchase Price by \$5,000.00 and all subsequent higher bids must be in increments of \$1,000.00 (collectively the "**Overbid Amounts**").

15. At the conclusion of the auction, the winning purchaser shall immediately close on the sale of the Assets unless the winning purchaser and Assignee agree to a mutually agreeable time for closing, which in no event shall be later than **September 27, 2010 at 5:00 p.m.** (Eastern Standard Time).

16. If any Bid does not conform to all the requirements set forth above, such Bid will not be considered and will not be admissible at the Sale Hearing.

IV. NOTICE AND OPPORTUNITY TO OBJECT

17. The Assignee requests that if a timely objection to the Sale Motion is filed, the Assignee has request an expedited Sale Hearing to consider the bid procedures outlined herein.

18. Florida Statute 727.111(4) provides that the assignee "shall give the assignor and all creditors not less than 20 days' notice by mail of a proposed sale of assets of the estate other than in the ordinary course of business Any and all objections to the proposed action must be filed and served upon the assignee and the assignee's attorney, if any, not less than 3 days before the date of the proposed action. . . If no objections are timely filed and served, the assignee may take such action as described in the notice without further order of the court. . . ."

20. Absent timely objections, Assignee may complete sale of the Assets to the winning Bidder or the Bidder with the next highest Bid without further action of the Court; provided, however, the Assignee may submit a proposed order to the Court for approval of the sale to the Bidder having consummated the sale.

21. Upon consummation of the sale of the Assets, the sale proceeds will be deposited into an escrow account for the benefit of the estate's creditors and distribution upon Court order.

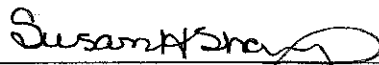
22. All parties requesting the opportunity to bid on the Assets must comply with the terms set forth herein.

23. Any objections to the Sale Motion must be filed and served with the Clerk of the Circuit Court for Thirteenth Judicial Circuit, Hillsborough County, 800 E. Twiggs Street, Tampa, FL 33602, and upon the Assignee, Larry S. Hyman, Assignee, Larry S. Hyman, CPA, P.O. Box 18614, Tampa, Florida 33679 (including by facsimile transmission at 813-875-2797) and the Assignee's counsel, Susan H. Sharp, Esquire, Stichter Riedel Blain & Prosser, 110 E. Madison Street, Suite 200, Tampa, Florida 33602 (including by facsimile transmission at 813/229-1811), no later than **5:00 p.m. on September 20, 2010.**

24. In the event of an objection, the Sale Motion and objection shall be heard at the Sale Hearing to be scheduled before the Honorable Martha Cook and of which the objecting party will be notified.

WHEREFORE, Assignee respectfully requests the entry of an order:

- A. granting the Sale Motion;
- B. finding that the Bidding and Sale Procedures are reasonable; and
- C. approving such other and further relief as is just, equitable and proper.



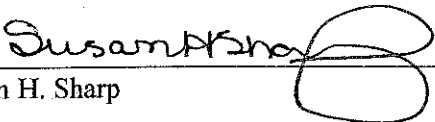
Susan H. Sharp (Florida Bar No. 0716421)
STICHTER, RIEDEL, BLAIN & PROSSER, P.A.
110 East Madison Street, Suite 200
Tampa, Florida 33602
PH (813) 229-0144
FAX (813) 229-1811
Attorneys for Assignee
ssharp@srbp.com

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the Motion to Authorize the Sale of Certain Assets; to Establish Bidding and Sale Procedures; and Notice of Hearing on Any Timely Filed Objections, has been furnished by U.S. Mail on this 31st day of August, 2010, to:

Larry S. Hyman, Assignee
Larry S. Hyman, CPA
P.O. Box 18614
Tampa, Florida 33679

All parties on the Matrix attached hereto



Susan H. Sharp

EXHIBIT "A"

TERM SHEET

SELLER: Larry Hyman, Assignee for the Benefit of Creditors of Assignor Focus III, Inc. (“Assignee”)

BUYER: Focus Direct, LLC

ASSETS TO BE PURCHASED:

All assets used in connection with the business of Focus III, Inc. (the “Assignor”), including but not limited to, furniture, machinery, equipment, fixtures, personal property, company names, company trademarks, intellectual property, rights to telephone and facsimile numbers, URLs, television productions, receivables, goodwill, tangible and intangible personal property, customer lists, trade names, business records, supplies, and all other personal property used in Assignor’s business.

PURCHASE PRICE: \$141,866.77

\$ 4,866.77	–	Held by Assignee
\$ 20,000.00	–	Cash to Estate
\$ 95,000.00	–	Assumption of USAmeriBank’s loan, secured by all assets Cash to be paid to USAmeriBank on its secured claim
\$ 2,000.00	–	(approximation—subject to change based on per diem interest)
<u>\$ 20,000.00</u>	–	Purchase of CD to be used as additional collateral for loan
\$141,866.77	–	Total

FINANCING CONTINGENCY:

Approval of assumption of balance of Assignor’s loan from USAmeriBank or new financing of same.

ERNEST MONEY DEPOSIT: \$4,866.77

OTHER:

Sale to be approved by Court and will be free and clear of all liens, claims and encumbrances, except with regard to the lien and interests of USAmeriBank.

Sale to be subject to higher and better bids. Competing bidders must use same bidding template and match deposit.

Acme TV Of NM AKA KWBQ-TV
8341 Washington Street Ne
Albuquerque, NM 87113

Amarmark Refreshment Services
8723 Florida Mining Blvd
Tampa, FL 33634

American Express
P.O. Box 360001
Ft. Lauderdale,FL 33336-0001

Auto Dealer Monthly
P O Box 358
Evansville, IN 47703

BB&T
P.O. 830738
Birmingham,AL 35202

BOBIT BUSINESS MEDIA
3520 CHALLENGER STREET
TORRANCE, CA 90503

Bricklemyer Smolker & Bolves P.A.
500 E. Kennedy Blvd.
Suite 200
Tampa,FL 33602

CBS TELEVISION STATIONS - WKBD-TV
26906 W ELEVEN MILE ROAD
SOUTHFIELD, MI 48033

Dave Jennis, Esq.
400 N. Ashley Dr.
Suite 2540
Tampa, FL 33602

Department of Justice, State of Oregon
Eva H. Novick, Assistant Attorney General
Financial Fraud/Consumer Protection Sect.
1162 Court Street NE
Salem, OR 97302-4096

Department of the Treasury
Internal Revenue Service
Atlanta, GA 39901

DEPT OF REVENUE STATE OF FLOIRDA
BANKRUPTCY SECTION
PO BOX 6668
TALLAHASSEE, FL 32314

DEX IMAGING
5109 W Lemon St
Tampa, FL 33607

Direct Capital
155 Commerce Way
Portsmouth,NH 03801

Direct Capital Corporation
P.O. Box 643451
Cincinnati,OH 45264-3451

Direct Connect
Attn: Jim Buck
12103 Anne St.
Omaha,NE 68137

EASTERN NC BROADCASTING
225 Glenburnie Dive
New Bern, NC 28560

Ericho Communications
333 Mamaroneck Ave.
Suite 222
White Plains,NY 10605

Experian
Department 1971
Los Angeles,CA 90088-1971

Express One – Tampa
P.O. Box 900070
Sandy,UT 84090

Florida Department Of Revenue
5050 West Tennessee Street
Tallahassee, FL 32399-0100

FLORIDA WEST COAST PUBLIC
BROADCASTING INC WEDU-TV
1300 N BOULEVARD
TAMPA, FL 33607

Focus Direct, LLC
8404 Wilsky Blvd
Tampa,FL 33615

Fox TV Stations Inc
C/O Marcadis & Associates, P.A.
5104 S. Westshore Blvd
Tampa, FL 33611

HF Consulting Inc.
Attn: Helmi Felfel
8303 Highlander Ct.
Charlotte, NC 28269-1990

High Wattage Advertising
2000 1st Street North
St. Petersburg, FL 33704

Hillsborough County Tax Collector
9309 N Florida Ave
Tampa, FL 33612

Incontact
7730 S. Union Park Ave Suite 500
Salt Lake City, UT 84047.

Independence Television
624 W Muhammad Ali Blvd
Louisville, KY 40203

Jonathan J Prockop, Esq
2309 S Macdill Ave
Tampa, Florida 33629-5918

KARE
11450 Gandy Blvd
St Petersburg, FL 33702

KASW-TV ((9218)
C/O Szabo Associates
3355 Lenox Road Ne 9th Floor
Atlanta, GA 30326

KASW-TV (9218)
C/O Szabo Associates
3355 Lenox Road Ne 9th Floor
Atlanta, GA 30326

KASW-TV(9218)
C/O Szabo Associates
3355 Lenox Road Ne 9th Floor
Atlanta, GA 30326

KDOC-TV (2545)
C/O Szabo Associates
3355 Lenox Road Ne 9th Floor
Atlanta, GA 30326

KMSB-TV (1676)
C/O Szabo Associates
3355 Lenox Road Ne 9th Floor
Atlanta, GA 30326

KPNX
11450 Gandyblvd
St Petersburg, FL 33702

KRON-TV
1001 Van Ness Ave
San Francisco, CA 94109

KSTV/FOX 13
5020 W. AMELIA EARHART DR
SALT LAKE CITY, UT 84116

KSTW TELEVISION
C/O SZABO ASSOCIATION
3355 LENOX ROAD NE 9TH FLOOR
ATLANTA, GA 30326

KTVD-TV
11450 Gandy Blvd
St Petersburg, FL 33702

LiveOps, Inc.
5425 Stevens Creek Blvd
Santa Clara, CA 95051

Local TV Oklahoma, LLC
Attn: Accounting
444 E Britton Rd.
Oklahoma City, OK 73114

Mcguire Woods Llp
901 East Cary Street
Richmond, VA 23219

Michael Vazquez
8404 Wilsky Blvd
Tampa, FL 33615

Mitel Leasing
P.O. Box 973105
Dallas, TX 75397-3105

Mitel Leasing
1140 West Loop North
Houston, TX 77055

MITEL TECHNOLOGIES
7300 W BOSTON ST
CHANDLER, AZ 85226

MTB SAN FRANCISCO OPERATING LLC
449 BROADWAY 2ND FLOOR
NEW YORK, NY 10013

New World Communications Of Kansas
C/O Marcadis & Associates, P.A.
5104 S Westshore Blvd
Tampa, FL 33611

OSPREY WESTLAKE
C/O JOHN W CHAPMAN JR, ESQ
1819 MAIN STREET SUITE 610
SARASOTA, FL 34236

Osprey Westlake, LLC
For Benefit of JP Morgan Chase Bank NA
Dept 78125 P.O. Box 78000
Detroit, MI 48278-0125

PITNEY BOWERS INC
C/O RICHMOND NORTH ASSOC
PO BOX 963
AMHERST, NY 14226

Raul Vazquez
8404 Wilsky Blvd
Tampa, FL 33615

RED LIZARD FILMS
10555 Green Crest Drive
Tampa, FL 33626

Seescape Studios
David Goversten
101 S. 12th St. Suite 103
Tampa, FL 33602-4219

SILVERSTONE TAYLOR AND KLEIN
ON BEHAVE OF WSFL
5015 ADDISON CIRCLE #440
Addison, TX 75001

SPENCE BROCK
2002 EAST 5TH AVE., UNIT 203
TAMPA, FL 33605

Steven Vazquez
8404 Wilsky Blvd
Tampa, FL 33615

Susan Sharp, Esq.
110 E. Madison St.
Suite 200
Tampa, FL 33602-4718

Suzy Tate, Esq
400 N Ashley Dr
Suite 2540
Tampa, FL 33602-4317

University of South Florida
Office of General Counsel
Attn: Henry W. Lavandera 4202 E. Fowler
Ave, ADM 250
Tampa, FL 33620-6250

Us Bancorp Business Equipment Finan
1310 Madrid St Ste 100
Marshall, MN 56258

USAmeriBank (Tampa)
P.O.Box 1158
Largo, FL 33779-1158

USBank Office Equipment Finance Services
P.O. Box 790448
St. Louis, MO 63179-0448

ValienteHernandez P.A.
1715 N. Westshore Blvd.
Ste 950
Tampa, FL 33607

WACH-TELEVISION(4834)
C/O Szabo Associates
3355 Lenox Road Ne 9th Floor
Atlanta, GA 30326

Wareheim Insurance Consultants
C/O Law Office Of James M Thomas
1581 Main Street
Dunedin, FL 334698

WBDF - TV Daytons CW
2589 Corporate Place
Miamisburg, OH 45342

WEDU
Attn: Pam Webb, Production Coordinator
1300 North Boulevard P.O.Box 4033
Tampa, FL 33607

WGNT-TV (3524)
C/O Szabo Associates
3355 Lenox Road Ne 9th Floor
Atlanta, GA 30326

WHDF Television-Huntsville TV
C/O Richmond Tv Operations
3914 Wistar Road
Richmond, VA 23228

WJZY TV
3501 Performance Road
Charlotte, NC 28214

WKBN-TV
3930 SUNSET BLVD
YOUNGSTOWN, OH 44512

WMYT TV
3501 Performance Road
Charlotte, NC 28214

WPGX -TV
637 Luverne Ave
Panama City, FL 32401

WPGX-TV
637 Luverne Ave
Panama City, FL 32401

WTOG TV - UPN 44
Attn: Mike Garam
365 105th Terrace NE
St Petersburg, FL 33716

WUSA
11450 Gandy Blvd
St Petersburg, FL 33702

WXMI-TC (1005)
C/O Szabo Associates
3355 Lenox Rd Ne 9th Floor
Atlanta, GA 30326

WYFX-TX
3930 SUNSET BLVD
YOUNGSTOWN, OH 44512

XDTV-TV
5770 Ruffin Road
San Diego, CA 92123

Yahoo! Inc.
C/O Bialson, Bergen & Schwab
Attention: Lawrence Schwab/Thomas Gaa
2600 El Camino Real, Suite 300
Palo Alto, CA 94306

Zephyr Media Group
c/o Marcadis & Associates, PA
5104 S. Westshore Blvd
Tampa, FL 33611

Larry S. Hyman, Assignee
PO Box 18625
Tampa, FL 33679