

**NOTIFICATION OF DISPOSITION OF COLLATERAL
PURSUANT TO 13 Pa. C.S.A. § 9600 ET SEQ.**

TO: Mainland Inn, Inc. Mainland Terroir, LLC
c/o Sloane R. Six, President c/o Sloane R. Six, Manager
620 Quarry Road 620 Quarry Road
Harleysville, Pennsylvania 19438 Harleysville, Pennsylvania 19438

All Other Parties Identified on
EXHIBIT A to this Notice

FROM: Republic First Bank d/b/a Republic Bank
c/o Inez M. Markovich, Esquire
McCarter & English, LLP
1600 Market Street, Suite 3900
Philadelphia, Pennsylvania 19103

Republic First Bank d/b/a Republic Bank (the “Secured Party”) will sell property to the highest and/or best qualified bidder at public auction as follows:

DATE: October 19, 2020

TIME: 11:00 a.m. ET

PLACE: 17 Mainland Street, Harleysville, Pennsylvania 19438

The auction will be conducted both live onsite and through a web simulcast by Caspert Management Company, Inc. Instructions for participation by web simulcast may be obtained online at www.caspert.com or by telephone at (201) 871-1600. Registered bidders will have an opportunity to inspect the furniture and equipment onsite at 17 Mainland Street, Harleysville, Montgomery County, Pennsylvania 19438 on October 19, 2020, beginning at 9:00 a.m. ET and concluding at 11:00 a.m. ET, in compliance with health and safety standards responsive to COVID-19.

DESCRIPTION OF PROPERTY:

1. Retail Restaurant Liquor License

License Number: R-20614

LID Number: 68711

Licensor: Pennsylvania Liquor Control Board

Current Licensee: Mainland Inn, Inc.

Location of License: 17 Mainland Street, Harleysville, Montgomery County, Pennsylvania 19438

(the “Liquor License”)

And/Or

2. All furniture & equipment, sold in bulk, on the premises located at or about 17 Mainland Street, Harleysville, Montgomery County, Pennsylvania 19438 (the “F&E,” together with Liquor License, the “Property”), as more fully described on EXHIBIT B to this Notice.¹

INTENDED DISPOSITION:

The Property is being sold ‘as is’ at a public auction to the highest and/or best qualified bidder pursuant to Article 9 of the Pennsylvania version of the Uniform Commercial Code (13 Pa. C.S.A. § 9600 *et seq.*) free and clear of all liens, claims, interests, and/or encumbrances. The highest and/or best qualified bidder will be determined by the Secured Party in its sole discretion.

Qualified bidders will be permitted to bid on (1) the Liquor License, (2) the F&E, or (3) the Liquor License and the F&E.

THERE IS NO WARRANTY RELATING TO TITLE, POSSESSION, QUIET ENJOYMENT, OR THE LIKE IN THIS DISPOSITION. FOR THE AVOIDANCE OF DOUBT, NEITHER REPUBLIC FIRST BANK D/B/A REPUBLIC BANK NOR ANY OF ITS EMPLOYEES, AGENTS, REPRESENTATIVES, CONSULTANTS, CONTRACTORS, AND/OR ATTORNEYS MAKE ANY EXPRESS OR IMPLICIT REPRESENTATIONS, WARRANTIES, OR GUARANTEES CONCERNING THE STATUS, CONDITION, QUALITY, FITNESS, MERCHANTABILITY, OR USE OF

¹ Please note that the Krowne wall mount hand sinks will not be included as part of this sale.

THE PROPERTY. ANY SUCH REPRESENTATION, WARRANTY, OR GUARANTEE IS EXPRESSLY DISCLAIMED, IN WHICH THE PROPERTY IS BEING SOLD ‘AS IS.’

QUALIFICATION OF BIDDER:

A qualified bidder is a potential bidder capable of providing, among other things, (1) a bid equivalent to the fair market value of the Liquor License (if a bid is submitted with respect to the Liquor License only), the F&E (if a bid is submitted with respect to the F&E only), or the Property (if a bid is submitted with respect to the Property); (2) a good faith deposit to the auctioneer at the time of the auction which is equal to ten percent (10%) of the final bid; (3) written evidence to the Secured Party at least five (5) calendar days prior to the time of the auction that the potential bidder has available cash or evidence of ability to consummate the proposed sale without a financing contingency within two (2) calendar days of the acceptance of the bid;² and (4) an executed copy of the auction terms and conditions to the auctioneer prior to the time of the auction. The acknowledgement and acceptance of the terms of sale is a condition precedent to the qualification of a potential bidder as a qualified bidder.

Please be aware that any party wishing to submit a bid on the Liquor License must satisfy additional requirements specific to the Pennsylvania Liquor Control Board in order to make a qualifying bid. All parties interested in submitting a bid on the Liquor License should consult the applicable code and regulations for eligibility to apply for the transfer of a liquor license, which can be obtained online at the Pennsylvania Liquor Control Board’s website (www.lcb.pa.gov). Without limiting the generality of the foregoing, a qualified bidder with respect to the Liquor License shall be (1) if a natural person, a citizen of the United States and shall have been a resident of the Commonwealth of Pennsylvania for at least two (2) years immediately preceding the auction, and (2) if a corporation, limited liability company, or partnership, such corporation, limited liability company, or partnership shall have been incorporated or formed, as the case may be, and subsisting under the laws of Pennsylvania or duly authorized to transact business in Pennsylvania, further

² The requisite written evidence shall include the bidder’s most recent monthly bank statement, which the bidder shall furnish to the Secured Party through its attorneys by e-mail at Imarkovich@mccarter.com and Mrifino@mccarter.com or other acceptable means at least five (5) calendar days prior to the time of the auction. Contact information for the Secured Party’s attorneys can be found at the end of this Notice.

provided that all officers, directors, shareholders, partners, members, and/or managers, as the case may be, of such corporation, limited liability company, or partnership, and the manager of the restaurant operated by such corporation, limited liability company, and/or partnership and purported to use the License in its operations shall be citizens of the United States. Furthermore, no person, corporation, partnership, limited liability company, or association shall be a “qualified bidder” if such person, or any officer or director of such corporation, or any member or partner of such partnership, limited liability company, or association shall have been convicted or found guilty of a felony within a period of five (5) years immediately preceding the date of the auction.

ADDITIONAL INFORMATION:

The Property is being sold at public auction to the highest and/or best qualified bidder, as will be determined by the Secured Party in its sole discretion. The successful bidder shall be announced at the conclusion of the auction. The successful bidder shall remit payment to the auctioneer for the full amount of the successful bid, in cash or by certified check, within two (2) calendar days of the acceptance of the successful bid. No alternative payment arrangements will be accepted. If the successful bidder is unable to remit payment in accordance with these terms, the successful bid shall be deemed null and void, and the Property shall be offered for sale at a future public auction to the highest qualified bidder.

The Secured Party reserves the right to credit bid on the Property at the public auction.

The transfer of the Liquor License to the successful bidder is contingent upon the approval of the Pennsylvania Liquor Control Board, in which the successful bidder must comply with all rules, regulations, and/or procedures of the Pennsylvania Liquor Control Board for the transfer of the Liquor License.

The successful bidder must exercise reasonable care with respect to the removal of the F&E from the premises at 17 Mainland Street, Harleysville, Pennsylvania 19438. The successful bidder shall be liable to the Secured Party for any and all damage to the premises at 17 Mainland Street, Harleysville, Pennsylvania 19438 arising out of and/or related to the removal of the F&E.

Pursuant to 13 Pa. C.S.A. § 9600 *et seq.*, the relevant debtor(s) may request an accounting of unpaid indebtedness, in which case, the debtor(s) shall be responsible for any and all fees and costs related to the provision of such accounting.

The proceeds from the auction shall be held in escrow pending approval of the relevant government divisions, agencies, or bodies, including, but not limited to the Pennsylvania Liquor Control Board and the U.S. Small Business Administration.

If you have any questions regarding this notice, please contact:

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Mrifino@mccarter.com

EXHIBIT A

MAINLAND INN, INC.
c/o Sloane R. Six, President
620 Quarry Road
Harleysville, Pennsylvania 19438
Via First Class Mail

HAZLETON OIL & ENVIRONMENTAL, INC.
c/o John S. Clemens, President
620 Quarry Road
Harleysville, Pennsylvania 19438
Via First Class Mail

SLOANE RANDOLPH SIX
620 Quarry Road
Harleysville, Pennsylvania 19438
Via First Class Mail

FOUNDATION GROUP ENTERPRISES, LLC
c/o Colby Davis
193 Linfield-Trappe Road
Royersfield, Pennsylvania 19468
Via First Class Mail

INTERNAL REVENUE SERVICE
Advisory Consolidated Receipts
7940 Kentucky Drive, Stop 2850F
Florence, Kentucky 41042
*Via First Class Mail &
Federal Express (Signature Required)*

INTERNAL REVENUE SERVICE
c/o William M. McSwain, United States Attorney
615 Chestnut Street, Suite 1250
Philadelphia, Pennsylvania 19106
*Via First Class Mail &
Federal Express (Signature Required)*

PENNSYLVANIA LIQUOR CONTROL BOARD
Office of Chief Counsel
401 Northwest Office Building
Harrisburg, Pennsylvania 17124-0001
Via First Class Mail

MAINLAND TERROIR, LLC
c/o Sloane R. Six, Manager
620 Quarry Road
Harleysville, Pennsylvania 19438
Via First Class Mail

CHRISTIAN MOFFIT, ESQUIRE
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10 Sentry Parkway, Suite 200
Blue Bell, Pennsylvania 19422
Via Electronic Mail

JOHN SCOTT CLEMENS
620 Quarry Road
Harleysville, Pennsylvania 19438
Via First Class Mail

H. KENNETH BUSERA, ESQUIRE
630 Freedom Business Center, Suite 212
King of Prussia, Pennsylvania 19406
Via First Class Mail

INTERNAL REVENUE SERVICE
Collection Advisory Group Manager
600 Arch Street, Room 3259
Philadelphia, Pennsylvania 19106
*Via First Class Mail &
Federal Express (Signature Required)*

RUSSELL BLOOM
20929 Ventura Blvd., Suite 47-112
Woodland, California 91364
Via First Class Mail

PROCREDIT
548 Market Street, #35697
San Francisco, California 94104
Via First Class Mail

PENNSYLVANIA DEPARTMENT OF REVENUE CT LIEN SOLUTIONS
PO Box 8901
Harrisburg, Pennsylvania 17105
Via First Class Mail

PO Box 3248
Houston, Texas 77523
Via First Class Mail

**CORPORATION SERVICE COMPANY,
AS REPRESENTATIVE**
PO Box 2576
Springfield, Illinois 62708
Via First Class Mail

EXHIBIT B

Lot Number	Quantity	Description
1	1	Continental 60" worktop with refrigerated base, Model CRA60
2	1	Continental 68" worktop with refrigerated base, Model CRA68
3	3	Krowne wall mount hand sink, Model HS-2L
4	2	6' SS wall mount shelving units
5	1	Vulcan double stack convection oven, gas, Model VC4GD-11D1
6	12	Hatco heat lamps, Model DLH-750-RR
7	2	Eagle SS side/filler tables
8	1	Vulcan gas broiler, Model VCBB24B
9	1	Vulcan gas range, 10 burner, Model 60SS-10B-N
10	1	Montague heavy duty gas range
11	1	Vulcan stockpot range, Model VSP100F
12	1	T & S brass stock pot faucet/filler, Model B-0580
13	1	Eagle drop in sink, Model SR14-16-9.5-1
14	1	Continental undercounter refrigerator with 8 drawers and 1 door, Model CRA118-D
15	1	Continental sandwich/salad refrigerated table, Model CRA60-8
16	1	SS Dish cabinet/work top, custom built.
17	1	Eagle 'L' shape dishtable, Model SDTCL-60-16/3, with rinse faucet.
18	1	Eagle sorting shelf, 6'6" table mount
19	1	Eagle straight dish table/3 bay sink, 2 faucets and wall mount pre rinse faucet, Model SDTPR-124-16/3

Lot Number	Quantity	Description
1	1	Continental 60" worktop with refrigerated base, Model CRA60
2	1	Continental 68" worktop with refrigerated base, Model CRA68
3	3	Krowne wall mount hand sink, Model HS-2L
4	2	6' SS wall mount shelving units
5	1	Vulcan double stack convection oven, gas, Model VC4GD-11D1
6	12	Hatco heat lamps, Model DLH-750-RR
7	2	Eagle SS side/filler tables
8	1	Vulcan gas broiler, Model VCBB24B
9	1	Vulcan gas range, 10 burner, Model 60SS-10B-N
10	1	Montague heavy duty gas range
11	1	Vulcan stockpot range, Model VSP100F
12	1	T & S brass stock pot faucet/filler, Model B-0580
13	1	Eagle drop in sink, Model SR14-16-9.5-1
14	1	Continental undercounter refrigerator with 8 drawers and 1 door, Model CRA118-D
15	1	Continental sandwich/salad refrigerated table, Model CRA60-8
16	1	SS Dish cabinet/work top, custom built.
17	1	Eagle 'L' shape dishtable, Model SDTCL-60-16/3, with rinse faucet.
18	1	Eagle sorting shelf, 6'6" table mount
19	1	Eagle straight dish table/3 bay sink, 2 faucets and wall mount pre rinse faucet, Model SDTPR-124-16/3

40	1	Fetco hot water dispenser, Model HWD 2105 TOD
41	2	Alexander sheet pan racks with sheet pans
42	1	Bon Chef warming plate
43	1	Cookware- professional grade sauce pans, fry pans, skillets, stock pot, SS food prep trays, assorted utensils
44	1	Poly dishware/glassware racks
45	3	wire shelving units
46	1	Point of Sale system- Aloha Radiant 4 monitors, 5 printers
47	2	Hallowell 9 door locker units
48	2	Chest freezers
49	1	9' undercounter bar sink
50	1	Krowne under bar glass rack, Model 18-GSB3

Lot Number	Quantity	Description
1	1	Dishware, glassware, cups, saucers, soups, flatware for approximately 100.
2	1	Linen- Tablecloth and napkins
3	26	Barstools with 30" seat height
4	6	High top tables- 42" h, 27" x 27" tops, custom made walnut tops by Tyler Donald, West Chester, PA
5	14	Stools with 24" seat height
6	9	Pedestal tables- 30" x 48" tops, custom made walnut tops by Tyler Donald, West Chester, PA
7	2	Pedestal tables- 36" x 36" tops, custom made walnut tops by Tyler Donald, West Chester, PA
8	13	Pedestal tables- 26" x 30" tops, custom made walnut tops by Tyler Donald, West Chester, PA
9	2	Pedestal tables- 50" round tops, custom made walnut tops by Tyler Donald, West Chester, PA
10	91	Windsor style dining room chairs with black finish
11	3	Custom upholstered benches, 7' long each.
12	12	Teak patio dining tables with metal base, 24" x 24" tops
13	7	Poly wicker bar stools
14	1	Walnut sideboard/server