

ABC Services Group, Inc.

January 1, 2019

To: Parties Requesting Information Regarding Morningside Intellectual Property

Re: Bid Opportunity to Purchase Intellectual Property remaining from operations of Morningside Recovery, LLC, (“the Company”).

Dear Prospective Purchaser:

The purpose of this letter is to provide you with the general overview of the bidding procedure established for the liquidation of assets remaining from the operation of Morningside Recovery, LLC (“Morningside Recovery”). I recommend that all interested parties first review the Frequently Asked Questions (“FAQ”) and then Bid Procedures located in the digital data room to gain an overall understanding of the bidding process and the assets for sale.

To facilitate an asset sale, the Morningside Recovery made a general assignment for the benefit of its creditors, naming ABC Services Group, Inc., (“ABC SERVICES”) as Assignee. ABC SERVICES is soliciting and will accept bids to purchase the Intellectual Property (“IP”) remaining from the operation of the Company (the “Acquired Assets”). The deadline to submit a Qualified Bid is January 25, 2019, at 5:00 p.m. (“PST”).

Each Qualified Bid must:

(a) be submitted to ABC SERVICES in writing at **ABC SERVICES GROUP, INC., c/o Broker & Associates, Attn: Jeff Broker, 18111 Von Karman Ave., Suite 460, Irvine, CA 93612.**

(b) be accompanied by the greater of: a minimum cash deposit of \$30,000 or 25% of the Bid amount (“the Earnest Money Deposit”). The Earnest Money Deposit of any Successful Bidder (as defined herein) shall be retained by ABC SERVICES and credited to the cash purchase price of the Assets. The Deposit of any party submitting a Qualified Bid, but which is not deemed to be a Successful Bidder shall be returned to such party the sooner of 3 business days or following the closing of the sale of the Acquired Assets

1. Each Qualified Bid is irrevocable until the closing of a sale of the Acquired Assets to one or more Successful Bidders. If one or more Qualified Bids are received by 5:00 p.m. on January 25, 2019. ABC SERVICES reserves the right to schedule an auction among the qualified bidders. Such auction will take place no later than January 29, 2019 at the

18681 Newport Ave., # 8-609
Tustin, CA 92780
(949) 922-1211

offices of **Broker & Associates located at 18111 Von Karman Ave., Suite 460, Irvine, California.**

2. ABC SERVICES will sell the Acquired Assets to the party or parties making the highest or otherwise best bid (the "Successful Bid"). Upon ABC SERVICES acceptance of the Successful Bid, the party placing the Successful Bid (the "Successful Bidder") will have until 5:00 p.m. on January 31, 2019 to complete its purchase of the assets, pursuant to the terms and conditions set forth in the Bid Procedures located in the digital data room or by calling Charles Klaus at (949) 922-1211.

All information regarding the Acquired Assets has been provided by former management of the Company and is subject to bidder's verification. ABC SERVICES makes no representations or warranties as to the accuracy of the information provided.

ABC SERVICES reserves the right to liquidate all Acquired Assets by public auctions at its discretion.

Thank you for your interest in this matter.

Sincerely,

Charles Klaus

Charles Klaus

949-922-1211

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