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HC Liquidating, Inc.

Extract: Charter Amendment (Plain English Desc) from a [8-K](#) on 05/22/2023

[SEC Document](#)

[SEC Filing](#)

On May 16, 2023, HC Liquidating, Inc., formerly known as HyreCar Inc., a Delaware corporation (the "Company"), completed the sale of substantially all of its assets (the "Transaction") to Getaround, Inc., a Delaware corporation ("Getaround"), and its wholly owned subsidiary HyreCar LLC, a Delaware limited liability company, pursuant to the terms of an asset purchase agreement entered into on May 8, 2023 (the "Asset Purchase Agreement") and approved by the Bankruptcy Court on May 15, 2023 pursuant to a Sale Order. The Transaction was subject to a competitive bidding process pursuant to certain Bidding Procedures approved by the Bankruptcy Court, in which Getaround and Holmes Motors, Inc. ("Holmes"), as the stalking horse purchaser under Section 363 of the United States Bankruptcy Code (the "Bankruptcy Code"), bid for the Company's assets at an auction held on May 8, 2023 in Los Angeles, California (the "Auction"), and Getaround was determined to be the higher and better bid at the conclusion of the Auction. The Sale Order provides for the assumption by and assignment to Getaround of certain executory contracts and service agreements under Section 365 of the Bankruptcy Code and pursuant to the terms and conditions of the Asset Purchase Agreement.

Copies of the various documents filed with the Bankruptcy Court can be accessed online at <https://www.donlinrecano.com/Clients/hci/Index>.

As Holmes was not the winning bidder at the Auction, the Company will pay Holmes a break-up fee of \$232,500 and certain expense reimbursements not to exceed \$125,000 pursuant to the terms of the Asset Purchase Agreement between the Company and Holmes dated March 2, 2023, as disclosed in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on March 8, 2023.

Pursuant to the terms and conditions of the Asset Purchase Agreement, the aggregate consideration (collectively, the "Purchase Price") paid by Getaround for the purchase of the assets was: (i) the Deposit required by the Bidding Procedures; (ii) Assumption of the Assumed Liabilities; and (iii) Cash at Closing in an amount equal to \$8,125,956 minus (x) the Deposit amount minus (y) the aggregate amount of Seller-Responsible Vendor Liabilities paid by Getaround as of the Closing Date up to an amount not to exceed the lesser of (i) the aggregate amount of Seller-Responsible Vendor Liabilities as of the Closing Date and (ii) \$500,000 (the "Cash Payment") minus (z) the aggregate amount of fees, charges and other amounts prepaid to the Company under any Vehicle Rental Agreement for the portion of the Rental Period (as defined in the applicable Vehicle Rental Agreements) occurring from and after the Closing Date. Capitalized terms not otherwise defined shall have the meaning set forth in the Asset Purchase Agreement.

The Asset Purchase Agreement was subject to the satisfaction of customary closing conditions, including that the Company change its name from HyreCar Inc. As a result, the Company filed a Certificate of Amendment of Certificate of Incorporation with the Delaware Secretary of State on May 16, 2023 changing its name from HyreCar Inc. to HC Liquidating, Inc.