

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF CONNECTICUT

In re)	Chapter 7, No. 22-20481-JJT
)	
CTR, LLC)	
)	
Debtor)	
)	

ORDER RE: MOTION TO APPROVE BIDDING PROCEDURES

Upon the Motion (the "Motion", ECF No. 74)¹ of ANDREA M. O'CONNOR, Trustee in the above-captioned case, seeking approval of certain bidding procedures attached hereto as Exhibit 1 (the "Bid Procedures") in connection with the sale of the Bankruptcy Estate of CTR, LLC's interest in 40 Eastford Road, Eastford, Connecticut, for cause shown, after notice and a hearing held on November 28, 2022, and no objections having been filed, the Bankruptcy Court finds that the Bid Procedures are reasonable and appropriate and represent the best method for maximizing the value of the Assets for the benefit of the Bankruptcy Estate and it is hereby ordered that the Motion is GRANTED; and it is further

ORDERED: The Clerk of the Court shall include this Order to the list of "Notices of Sale of Estate Property" located on this Court's public website.

Dated at Hartford, Connecticut this 29th day of November, 2022.



James J. Tancredi
United States Bankruptcy Judge
District of Connecticut

¹ Capitalized terms used but not defined herein shall have the same meaning ascribed to them in the Motion.

Exhibit 1

BID PROCEDURES

Submitting a Bid

a. Any party that is interested in being a participant in the sale process and acquiring the Real Estate (each such person, a “Bidder”), must submit a “Qualified Bid,” as defined below. Upon request, the Trustee shall provide a word version of the APA to any Bidder.

b. A “Qualified Bid” must contain a signed APA from the Bidder on substantially the same terms as the Stalking Horse Bid, except Purchase Price, include a “red line” of any modifications or amendments to the APA, and must satisfy, at a minimum, the following requirements:

i. Be accompanied by a deposit in an amount not less than \$7,500.00 in the form of a certified check payable to the order of the Trustee or other immediately available funds and sent to the Trustee so that it is received by the Trustee no later than the Qualified Bid Deadline, as defined herein;

ii. Must be irrevocable until the close of the Sale Hearing (as defined herein);

iii. Consent to such Qualified Bid being treated as a Back-up Bid, as defined herein; and

iv. Must contain a “no collusion” statement required in accordance with Local Rule 6004-2(e).

v. Must include written evidence that the Trustee reasonably concludes demonstrates that the Bidder has the necessary financial ability to close the sale and provide adequate assurance of future performance under the APA.

c. The Stalking Horse Bid shall be deemed a “Qualified Bid.”

d. All Qualified Bids must be submitted to the Trustee so that she receives the Qualified Bid by 4:00 p.m. on December 12, 2022 (the “Qualified Bid Deadline”).

Exhibit 1

Auction Procedures

e. If the Trustee receives one or more timely Qualified Bids in addition to the Stalking Horse Bid, an auction of the Real Estate will be conducted (the “Auction”). The Auction will be conducted by the Trustee prior to the Sale Hearing (as defined herein).

f. Within one business day after the Qualified Bid Deadline, the Trustee shall file a notice of any overbid on the docket and notify all Qualified Bidders, via email, that they must submit their highest and best offer (“Sealed Bid”) by sealed bid to the Trustee by email (amo@fitzgeraldpc.com) by 4:00 p.m. on the day before the Sale Hearing, which is December 14, 2022 (the “Sealed Bid Deadline”).

g. The Trustee shall: (i) review each Sealed Bid on the basis of financial and contractual terms and the factors relevant to the sale process, including those factors affecting the speed and certainty of consummating the sale; (ii) using her reasonable discretion taking into account her fiduciary duties, identify the highest or otherwise best offer for the Real Estate (the “Successful Bid”) and any second-highest Sealed Bid (the “First Back-up Bid”) and any third-highest Sealed Bid (the “Second Back-up Bid”); and (iii) present the Successful Bid to the Court for approval at the Sale Hearing and the basis for such determinations.

h. The Sale Hearing shall be conducted at the U.S. Bankruptcy Court for the District of Connecticut, 450 Main Street, 7th Floor, Hartford, Connecticut on December 15, 2022 at 11:00 a.m.

i. Holders of Sealed Bids are authorized to participate in the Sale Hearing via Zoom video. The Trustee shall request the Zoom link information from the Bankruptcy Court and provide it to any holder of a Sealed Bid in advance of the Sale Hearing.

j. If the holder of the Successful Bid, for any reason, fails to timely conclude the sale of the Real Estate, the Trustee, upon the filing of a notice, but without further approval of the Court, shall be authorized to accept the First Back-up Bid and close the sale. If, after the failure of the holder of the Successful Bid to close, the holder of the First Back-up Bid, for any reason, fails to timely conclude the sale of the Real Estate, the Trustee, upon the filing of a notice, but without further approval of the Court, shall be authorized to accept the Second Back-up Bid and close the sale.

Exhibit 1

k. The Trustee reserves the right, in her reasonable business judgment in a manner consistent with her fiduciary duties that will best promote the goals of the bidding process, to modify these Bid Procedures or impose, at or prior to the Sale Hearing, additional customary terms and conditions on the sale of the Real Estate, including, without limitation: (a) adjourning the auction and/or adjourning the Sale Hearing in open court without further notice; and (c) adding procedural rules that are reasonably necessary or advisable under the circumstances for conducting the auction.

Deposits

l. Any deposit tendered to the Trustee by the holder of the Successful Bid shall be applied to the purchase price at the closing of the sale of the Real Estate (the "Closing").

m. The deposit for the First Back-Up Bid and Second Back-Up Bid (collectively the "Back-up Bids") shall be held in escrow by the Trustee pending the Closing. In the event that the holder of the Successful Bid consummates the sale, the deposit shall be returned to the holder of the Back-Up Bids immediately after the Closing. In the event that the sale is closed with the holder of the First Back-Up Bid, the deposit shall be applied to the purchase price at Closing and the deposit of the holder of the Second Back-up Bid shall be returned immediately after Closing. In the event that the sale is closed with the holder of the Second Back-Up Bid, the deposit shall be applied to the purchase price at Closing.

n. The Trustee shall be authorized, without any further Court Order, to return any deposit tendered to the Trustee in connection with any Qualified Bid, except the Successful Bid and the Back-Up Bids, following the Sale Hearing.