

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

The Diocese of Buffalo, N.Y.,

Debtor.

Case No. 20-10322 (CLB)

Chapter 11

**ORDER ESTABLISHING PROCEDURES PURSUANT TO
BANKRUPTCY CODE SECTIONS 105(a) AND 363 AND FEDERAL
RULE OF BANKRUPTCY PROCEDURE 6004 FOR THE SALE OF
DE MINIMIS REAL ESTATE ASSETS AND GRANTING RELATED RELIEF**

Upon consideration of the motion [Docket No. 4234] (the “Motion”)¹ filed by The Diocese of Buffalo, N.Y. (the “Diocese”) for entry of an order pursuant to sections 105, 363, and 503 of title 11 of the United States Code (11 U.S.C. § 101, *et seq.*, the “Bankruptcy Code”), Rule 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 6004-1 of the Local Rules of Bankruptcy Procedure for the Western District of New York (the “Local Rules”) approving procedures for the sale of *de minimis* real estate assets free and clear of liens, claims, interests, and encumbrances, and granting related relief; and it appearing that the relief requested in the Motion, as modified herein, is in the best interests of the Diocese, its estate, creditors, and other parties in interest; and good and sufficient cause appearing therefor, it is hereby:

FOUND AND DETERMINED THAT:²

A. This Court has jurisdiction over the Motion and the transactions contemplated therein pursuant to 28 U.S.C. §§ 157 and 1334, and this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue in this district is proper under 28 U.S.C. §§ 1408 and 1409.

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

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when applicable. *See* Bankruptcy Rule 7052.

B. Good and sufficient notice of the Motion and the relief sought therein has been given under the circumstances, and no other or further notice is required except as set forth herein. A reasonable opportunity to object or be heard regarding the relief provided herein has been afforded to parties in interest.

C. The Diocese has articulated good and sufficient business reasons for this Court to grant the relief set forth herein and to approve the Sale Procedures attached hereto as *Exhibit 1* (the "Sale Procedures").

D. The Sale Procedures are reasonably designed to maximize the consideration to be received from the sale of the *De Minimis* Assets, and entry of this Order is in the best interests of the Diocese, its estate, creditors, and other parties in interest.

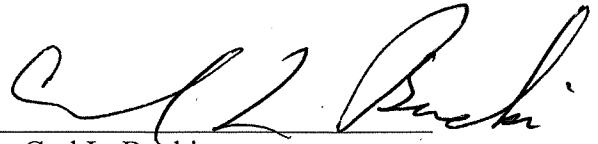
THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. All objections to the Motion relating to the relief provided herein that have not been withdrawn, waived, or settled, and all reservations of rights included therein, are hereby overruled and denied on the merits.
3. The Sale Procedures attached hereto as *Exhibit 1* are incorporated herein and are hereby approved in their entirety, and the Sale Procedures shall govern the sale of the *De Minimis* Assets.
4. The form of the Sale Notice substantially in the form attached hereto as *Exhibit 2* is hereby approved and satisfies the notice requirements of section 363(b)(1) of the Bankruptcy Code, Bankruptcy Rule 6004, and Local Rule 6004-1.
5. The Diocese is hereby authorized to take all actions necessary or appropriate to effectuate the terms of this Order.

6. Notwithstanding anything to the contrary in Bankruptcy Rule 6004(h), or otherwise, this Order shall be effective immediately upon its entry.

7. This Court shall retain jurisdiction over any matters related to or arising from the implementation of this Order.

Dated: October 23, 2025
Buffalo, New York



Hon. Carl L. Bucki
Chief United States Bankruptcy Judge

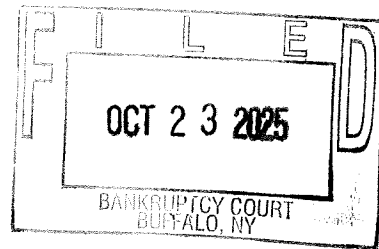


EXHIBIT 1

(Sale Procedures)

De Minimis Real Estate Sale Procedures

The Diocese is authorized to sell *De Minimis* Assets in any individual transaction or series of related transactions to a single buyer or group of related buyers involving, in each case, the sale value of a *De Minimis* Asset or the aggregate sale value of the *De Minimis* Assets that does not exceed \$150,000 (a "De Minimis Sale").

A *De Minimis* Sale shall be deemed final and fully authorized by the Court pursuant to the terms of the Order and good faith purchasers of such *De Minimis* Assets shall be entitled to the protection of section 363(m) of the Bankruptcy Code; provided that the Diocese will, as detailed below: (i) provide e-mail notification to counsel to the Committee; (ii) provide e-mail notification to the Office of the United States Trustee for Region 2 (the "U.S. Trustee"); and (iii) serve, by email or overnight delivery, a notice of such sale or transfer to all known parties holding or asserting Liens against the *De Minimis* Assets being sold or transferred and their respective counsel, if known (a "Lienholder", and together with the Committee and the U.S. Trustee, collectively, the "Interested Parties").

The Diocese is authorized to consummate a *De Minimis* Asset Sale, upon the following procedures:

- (a) Fourteen (14) days prior to the closing of the proposed *De Minimis* Asset Sale, the Diocese shall file a notice, substantially in the form attached hereto as **Exhibit 2** (the "Sale Notice"), with the Court and serve the Sale Notice by email, facsimile, or overnight mail on the Interested Parties and all parties that have filed a request for notice pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties").
- (b) The Sale Notice will include the following information with respect to the proposed *De Minimis* Asset Sale:
 - i. a description of the *De Minimis* Assets that are the subject of the proposed *De Minimis* Asset Sale and their respective locations;
 - ii. the identity of the proposed purchaser of the *De Minimis* Assets and any relationship that party/parties may have with the Diocese (including a statement indicating whether the proposed purchaser(s)

are an “insider” as defined in section 101(31) of the Bankruptcy Code);

- iii. the identity of any parties known to the Diocese holding Liens against the *De Minimis* Assets and a statement indicating how the Diocese proposes to satisfy section 363(f) of the Bankruptcy Code with respect thereto;
 - iv. the principal economic terms and conditions of the proposed *De Minimis* Asset Sale;
 - v. a statement identifying the broker, if any, and the amount of the proposed commissions due to such broker in connection with the proposed *De Minimis* Asset Sale; and
 - vi. instructions consistent with the terms described below regarding the procedures to assert objections to the proposed *De Minimis* Asset Sale.
- (c) The Noticed Parties shall have seven (7) days from the filing and service of the Sale Notice to file and serve any objections to a *De Minimis* Asset Sale (the “Notice Period”); provided, however, the Diocese shall consult with the Committee as soon as practicable with respect to the proposed *De Minimis* Asset Sale, and upon request of the Committee, the Diocese may provide the Committee with (i) the information, to the extent known, described in a Sale Notice, and (ii) any offering documents provided to prospective purchasers related to the proposed *De Minimis* Asset Sale.
- (d) The Diocese proposes that objections to all *De Minimis* Asset Sales (the “Objections”), be in writing, state with specificity the grounds for the Objection, and be filed with the Court and served on the applicable Interested Parties, counsel to the Diocese, and counsel to the Committee so as to be received by all such parties by no later than 4:00 p.m. (prevailing Eastern Time) on the last day of the Notice Period (the “Objection Deadline”).
- (e) For any Objections not withdrawn or resolved, the Diocese shall file a notice of hearing to consider the unresolved Objection(s), and such hearing shall be held on an expedited basis, subject to the Court’s availability to hear the matter. If such Objection(s) are overruled or withdrawn, or if the sale of *De Minimis* Assets is specifically approved by further order of the Court, the Diocese shall be authorized to immediately consummate such *De Minimis* Asset Sale.
- (f) If no Objection(s) to a *De Minimis* Asset Sale are filed or served by a Noticed Party consistent with the Procedures or such Objection(s) have been resolved by order of the Court or otherwise, upon the expiration of the relevant Notice Period, such *De Minimis* Asset Sale will be deemed final and fully authorized by the Court under the terms of the Order

approving these procedures, including the payment of related broker's commissions, if applicable, and no further notice or Court approval to consummate the *De Minimis* Asset Sale will be required or necessary. Good faith purchasers of such *De Minimis* Assets shall be entitled to the protections of section 363(m) of the Bankruptcy Code.

- (g) If after transmitting the Sale Notice any significant economic terms of a *De Minimis* Asset Sale are amended in a manner that would result in the estate receiving less consideration than initially disclosed, the Diocese will serve a revised Sale Notice on all Parties describing the proposed amended *De Minimis* Asset Sale. If a revised Sale Notice is required, the Notice Period will expire the later of the original Notice Period expiration date or five (5) business days after service of the revised Sale Notice.

EXHIBIT 2

(Sale Notice)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

The Diocese of Buffalo, N.Y.,

Debtor.

Case No. 20-10322 (CLB)

Chapter 11

NOTICE OF DE MINIMIS REAL ESTATE ASSET SALE

PLEASE TAKE NOTICE, that on February 28, 2020, The Diocese of Buffalo, N.Y. (the “Diocese”) filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the Western District of New York (the “Court”), commencing the Diocese’s chapter 11 case.

PLEASE TAKE FURTHER NOTICE that, on October ___, 2025, the Court entered an *Order Establishing Procedures Pursuant to Bankruptcy Code Sections 105(a) and 363 and Federal Rule of Bankruptcy Procedure 6004, for the Sale of De Minimis Real Estate Assets And Granting Related Relief* [Docket No. __] (the “De Minimis Asset Sale Order”) whereby the Court authorized the Diocese to sell certain real estate assets within specific economic parameters (collectively, the “De Minimis Assets”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the *De Minimis Asset Sale Order*, the Diocese is seeking to sell the *De Minimis Assets* as set forth in detail on ***Schedule A*** attached hereto (the “De Minimis Asset Sale”).

PLEASE TAKE FURTHER NOTICE that, Objections, if any, to the *De Minimis Asset Sale* must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Western District of New York and be served in accordance with Local Rule 9013-1 upon the following parties no later than ___, 2025: (i) counsel to the Diocese, Bond, Schoeneck & King, PLLC, One Lincoln Center, Syracuse, New York 13202, Attn: Stephen A. Donato, Charles J. Sullivan, Grayson T. Walter, Sara Temes, and Justin S. Krell, (ii) the Office of the United States Trustee for the Western District of New York, 300 Pearl Street, Suite 401, Buffalo, NY 14202. Attn: Joseph W. Allen, (iii) counsel to the Official Committee of Unsecured Creditors, Pachulski, Stang, Ziehl & Jones, LLP, 10100 Santa Monica Blvd., 13th Floor, Los Angeles, California, 90067-4003, Attn: James I. Stang, and 780 Third Avenue, 34th Floor, New York, New York, 10017-2024, Attn: Ilan Scharf, and (iv) those persons who have formally appeared and requested service in this case pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure.

PLEASE TAKE FURTHER NOTICE that, for any Objections not withdrawn or resolved, the Diocese shall file a notice of hearing to consider the unresolved Objection(s), and such hearing shall be held on an expedited basis, subject to the Court’s availability to hear and consider the Objection. If the Objection(s) are overruled or withdrawn, or if the sale of *De Minimis Assets* is approved by further order of the Court, the Diocese shall be authorized to immediately

consummate the *De Minimis* Asset Sale in accordance with the terms of the *De Minimis* Asset Sale Order.

PLEASE TAKE FURTHER NOTICE that, if no Objection(s) to the *De Minimis* Asset Sale are filed or served by the Objection Deadline, the *De Minimis* Asset Sale will be deemed final and fully authorized by the Court under the terms of the *De Minimis* Asset Sale Order, and no further notice or Court approval to consummate the *De Minimis* Asset Sale will be required or necessary and the Diocese shall be authorized to immediately consummate the *De Minimis* Asset Sale in accordance with the terms of the *De Minimis* Asset Sale Order.

Dated: _____, 2025

BOND, SCHOENECK & KING, PLLC

By: _____

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Attorneys for The Diocese of Buffalo, N.Y

SCHEDULE A

***De Minimis* Real Estate Asset(s) to be Sold**

- I. *De Minimis* Asset(s) to Be Sold and Their Location
 - a.
- II. Purchaser(s) of the *De Minimis* Asset(s)
 - a.
- III. Parties Holding Liens Against the *De Minimis* Asset(s)
 - a.
- IV. Economic Terms and Conditions of the *De Minimis* Asset(s) Sale
 - a.
- V. Broker(s) Entitled to Commission and Amount of Commission Owed
 - a.

Notice Recipients

District/Off: 0209-1

User: admin

Date Created: 10/23/2025

Case: 1-20-10322-CLB

Form ID: pdforder

Total: 6

Recipients of Notice of Electronic Filing:

aty	Charles J. Sullivan	csullivan@bsk.com
aty	Ilan D Scharf	ischarf@pszjlaw.com
aty	Stephen A. Donato	sdonato@bsk.com

TOTAL: 3

Recipients submitted to the BNC (Bankruptcy Noticing Center):

db	The Diocese of Buffalo, N.Y.	795 Main Street	Buffalo, NY 14203
pr	Charles Mendolera	c/o The Diocese of Buffalo, N.Y.	795 Main Street
smg	Office of the U.S. Trustee	300 Pearl Street, Suite 401	Olympic Towers Buffalo, NY 14202

TOTAL: 3