

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

The Diocese of Buffalo, N.Y.,

Debtor.

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Case No. 20-10322 (CLB)

Chapter 11

**NOTICE OF MOTION FOR ENTRY OF ORDER
(I) PURSUANT TO BANKRUPTCY CODE
SECTIONS 105(a) AND 363 AND FEDERAL RULE OF
BANKRUPTCY PROCEDURE 6004 APPROVING PROCEDURES FOR THE
SALE OF *DE MINIMIS* REAL ESTATE ASSETS FREE AND CLEAR OF
LIENS, CLAIMS, AND ENCUMBRANCES, AND (II) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE, that on October 1, 2025, The Diocese of Buffalo, N.Y. (the “Diocese”), by and through its undersigned counsel, filed with the United States Bankruptcy Court for the Western District of New York (the “Court”) the *Motion for Entry of Order (I) Pursuant to Bankruptcy Code Sections 105(a) and 363 and Federal Rule of Bankruptcy Procedure 6004 Approving Procedures for the Sale of De Minimis Real Estate Assets Free and Clear of Liens, Claims, and Encumbrances and (II) Granting Related Relief* (the “De Minimis Sale Motion”).¹

PLEASE TAKE FURTHER NOTICE, that the Diocese will move before the Honorable Carl L. Bucki, Chief United States Bankruptcy Judge for the Western District of New York on the **23rd day of October, 2025 at 10:00 a.m.**, or as soon thereafter as counsel may be heard, for 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 Free and Clear of Liens, Claims, and Encumbrances, and Granting Related Relief*.

PLEASE TAKE FURTHER NOTICE, that parties can choose to appear at the Hearing on the *De Minimis* Sale Motion either (i) in person at the Robert H. Jackson U.S. Courthouse, 2 Niagara Square, Buffalo, New York or (ii) telephonically (call in 1-571-353-2301, Courtroom ID 483077448#, and security pin 9999#).

PLEASE TAKE FURTHER NOTICE, that pursuant to the Sale Motion, the Diocese is seeking authority to conduct sales of property outside of the ordinary course of its business pursuant to 11 U.S.C. § 363(b) free and clear of any liens, claims, encumbrances and other interests prior to the entry of an order of confirmation in its above-captioned chapter 11 case.

PLEASE TAKE FURTHER NOTICE, affidavits and memoranda in opposition to the relief requested in the *De Minimis* Sale Motion, if any, shall be filed with the Clerk of the United States Bankruptcy Court for the Western District of New York as soon as practicable.

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

PLEASE TAKE FURTHER NOTICE, affidavits and memoranda in opposition to the relief requested in the *De Minimis* Sale Motion shall be served upon (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, New York 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 1700 Broadway, 36th Floor, New York, New York, 10019-5004, 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 copies of the *De Minimis* Sale Motion and all other documents filed in the Diocese's chapter 11 case may be obtained free of charge via the case management website maintained by the Diocese's noticing agent at <https://case.stretto.com/dioceseofbuffalo> or by contacting the undersigned counsel for the Diocese.

Dated: October 2, 2025

BOND, SCHOENECK & KING, PLLC

By: /s/Charles J. Sullivan

Stephen A. Donato
Charles J. Sullivan
Grayson T. Walter
Sara Temes
Justin S. Krell
One Lincoln Center
Syracuse, NY 13202-1355
Telephone: (315) 218-8000
Fax: (315) 218-8100
Emails: sdonato@bsk.com
csullivan@bsk.com
gwalter@bsk.com
jkrell@bsk.com

Attorneys for The Diocese of Buffalo, N.Y.

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SALE OF *DE MINIMIS* REAL ESTATE ASSETS FREE AND CLEAR OF
LIENS, CLAIMS, AND ENCUMBRANCES AND (II) GRANTING RELATED RELIEF**

The Diocese of Buffalo, N.Y. (the “Diocese”), by and through its undersigned counsel, hereby moves this Court (this “Motion”) for entry of an order substantially in the form attached hereto as ***Exhibit A*** (the “Procedures Order”), approving procedures for the sale of *de minimis* real estate assets free and clear of liens, claims, interests, and encumbrances, and granting related relief. In support of this Motion, the Diocese respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334.
2. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
4. The statutory and rule-based predicates for the relief requested herein are sections 105, 363 and 503 of title 11 of the United States Code (11 U.S.C. § 101, *et seq.*, the “Bankruptcy Code”), Rules 6004 and 9007 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”).

BACKGROUND

A. This Chapter 11 Case

5. On February 28, 2020, 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 (this “Chapter 11 Case”). The Diocese continues to operate its business and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. On March 12, 2020, the Office of the United States Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”) pursuant to Bankruptcy Code section 1102 [Docket No. 92]. No request for a trustee or examiner has been made in this Chapter 11 Case, and as of the date of this filing, no other official committees have been appointed or designated.

7. The Diocese has been working in close cooperation with Howard Hanna Professionals as its real estate broker for the marketing and sale of various of the Diocese’s real estate properties in this case. Pursuant to Orders dated July 18, 2022 [Dkt. No. 1882], September 27, 2023 [Dkt. No. 2523], and January 31, 2024 [Dkt. No. 2784] (collectively, the “Retention Orders”), the Diocese was authorized to retain, employ and compensate Hanna consistent with the terms thereof for the marketing and sale of various real properties owned by the Diocese.

8. Consistent with the Retention Orders, Hanna has been instrumental in assisting the Diocese to market and sell various of real properties that were determined to be not essential to the Diocese’s ongoing mission, including (a) the Archbishop Walsh High School and Southern Tier Catholic School in Olean, New York, 208 N. 24th Street, Olean, New York, (b) the Christ the King Seminary, 711 Knox Road, Aurora, New York, (c) 0 East River Road, Grand Island,

New York, (d) 21 Bristol Drive, Amherst, New York, (e) the Newman Center, 1219 Elmwood Avenue, Buffalo, New York, and (f) the Catholic Center, 785, 814, 815, 819 and 821 Main Street, Buffalo, New York.*

9. At this juncture, several of the remaining real properties that the Diocese has designated for marketing and possible sale appear to be less valuable than some of the real properties already sold during the course of this case. Indeed, some of the real properties may be of relatively inconsequential value, including vacant land, parking lots, and the like. The Diocese is assessing the best and most cost-effective means of selling certain of these real properties for the benefit of the estate.

B. *De Minimis* Asset Sale Procedures Are Necessary

10. In an effort to administer its assets in a manner providing for maximum value for the benefit of creditors, the Diocese may seek to sell certain real estate assets with a sale value of \$150,000 or less that the Diocese submits has little or no usable value to its estate but, nevertheless, can be liquidated for the benefit of the estate and creditors (collectively, the “*De Minimis Assets*”, and individually, a “*De Minimis Asset*”). The Diocese has determined and may determine from time to time in the future, in its business judgment, that it is in possession of certain real estate assets that have minimal value, and which constitute *De Minimis Assets*.

11. Given the relatively limited value of the *De Minimis Assets*, the Diocese submits that it would be an inefficient use of resources to seek approval from the Court each and every time the Diocese desires to sell a *De Minimis Asset*. In some cases, the cost and delay associated with seeking the Court’s approval for each individual real estate sale could eliminate, or

* The sale transactions with respect to the Newman Center and the Catholic Center have not yet closed, and remain subject to this Court’s approval.

substantially undermine, the economic benefit of the contemplated transaction(s) to the Diocese's estate. Further, in certain instances, the Diocese's inability to consummate a real estate asset sale quickly may hinder or eliminate an otherwise advantageous but time-sensitive opportunity. Thus, to conserve resources and alleviate the additional costs and delays that may result from having to file numerous separate motions with respect to each proposed sale of a *De Minimis* Asset, the Diocese submits that implementing the proposed Sales Procedures (defined below) will be the most efficient and economical means by which to dispose of the *De Minimis* Assets, and is in the best interest of the estate and its creditors.

12. The Sale Procedures are intended to streamline the process for requiring the Court's approval for the sale of the *De Minimis* Assets within specified economic parameters. Moreover, the Sale Procedures will also help to facilitate a more expeditious and cost-effective review by Interested Parties (defined below), upon sufficient notice and opportunity to be heard, with respect to the proposed sale of the *De Minimis* Assets. The streamlined Sale Procedures proposed in this Motion will also eliminate the cost of maintaining nonessential limited value real property of the estate and will generate additional cash to fund recoveries for the Diocese's creditors. The Diocese's efforts to sell the *De Minimis* Assets and the relief sought herein are an attempt to avoid burdening the estate and to realize efficiently and quickly the highest and best value of the *De Minimis* Assets for the benefit of creditors.

13. Accordingly, the Diocese submits that the Sale Procedures are in the best interest of the estate and that it should be authorized to consummate such real estate transactions upon limited notice and without further order of the Court if the Diocese determines, in the reasonable exercise of its business judgment, that such sale(s) are in the best interest of the estate, subject to the Sale Procedures set forth herein.

RELIEF REQUESTED

14. The Diocese seeks authority, pursuant to sections 105 and 363 of the Bankruptcy Code:

- (a) to sell certain real estate assets of the Diocese with relatively *de minimis* value pursuant to the Sale Procedures; and
- (b) to pay reasonable commissions and fees to third-party sales agents in connection with such sales, if necessary.

THE PROPOSED SALE PROCEDURES

15. The Diocese seeks authorization to sell or transfer the *De Minimis* Assets outside of the ordinary course of business pursuant to the procedures set forth below (the “Sale Procedures”).

16. The proposed Sale Procedures will allow the Diocese to maximize the value of the estate, reduce the administrative costs incurred in connection with effectuating real estate sales, and increase the speed at which the Diocese is able to close such sales. Notably, expediting a *De Minimis* Asset Sale (defined below) will ensure that the Diocese can realize a benefit for creditors, which may otherwise not exist when taking into account the additional administrative and other costs associated with the sale of the *De Minimis* Asset.

17. The Sale Procedures will apply only to real estate asset sales 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 which does not exceed \$150,000 (each, a “De Minimis Asset Sale”). Sale value shall be determined by the amount of cash and other consideration the Diocese will receive in connection with such *De Minimis* Asset Sale. Moreover, the proposed Sale Procedures will authorize the Diocese to sell the *De Minimis* Assets that are encumbered by liens, claims, encumbrances, and/or

interests (collectively, “Liens”) free and clear of Liens only if the proposed transaction satisfies at least one of the five requirements of section 363(f) of the Bankruptcy Code.

18. The Diocese also seeks the authority to take any actions that are reasonable and necessary to close a *De Minimis* Asset Sale and obtain the sale proceeds, including paying reasonable commissions and fees to Howard Commercial Real Estate Broker, which was retained as the Diocese’s real estate broker pursuant to Orders of this Court dated July 18, 2022 [Dkt. No. 1882], September 27, 2023 [Dkt. No. 2523], and January 31, 2024 [Docket No. 2784], and to any properly retained third-party sale agents in connection with such *De Minimis* Asset Sale. To the extent necessary, the Diocese will seek the Court’s authority to retain any brokers or liquidators to assist the Diocese with the sale of *De Minimis* Assets.

19. The Diocese seeks authorization to consummate a *De Minimis* Asset Sale if the Diocese determines in a reasonable exercise of its business judgment that such a sale or transfer is in the best interest of the Diocese’s estate; provided that prior to the closing of such sale or transfer, 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”).

20. Any such transaction shall be deemed final and fully authorized by the Court and may be, as provided in the documentation governing the applicable transaction, free and clear of all Liens with such Liens attaching only to the sale proceeds with the same validity, extent, and

priority as existed immediately prior to the transaction. Good faith purchasers of such *De Minimis* Assets shall be entitled to the protections of section 363(m) of the Bankruptcy Code.

21. The Diocese seeks authorization to consummate a *De Minimis* Asset Sale if the Diocese determines in a reasonable exercise of its business judgment that such a sale or transfer is in the best interest of the Diocese's estate, 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 to the Procedures Order 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 "Noticed Parties" and each a "Noticed Party").
- (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 who hold or assert 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 Sale 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 this Motion, 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. Additionally, as provided in the documentation governing the applicable transaction, such transfer may be free and clear of all Liens with such Liens attaching only to the sale proceeds with the same validity, extent, and priority as existed immediately prior to the transaction. 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 Noticed 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.

22. As set forth herein, pursuant to section 363(f) of the Bankruptcy Code, the sale of *De Minimis* Assets shall be free and clear of all Liens, if any, and any such valid Liens will attach to the proceeds of such sale with the same validity, extent and priority as existed immediately prior to the transaction, subject to the rights, claims, defenses and objections, if any, of the Diocese and/or the Committee.

BASIS FOR THE RELIEF REQUESTED

23. The Court should approve the Sale Procedures because they: (a) constitute an exercise of the Diocese's sound business judgment; (b) satisfy the notice and hearing requirements of section 363(b)(1) of the Bankruptcy Code; (c) satisfy the requirements of section 363(f) of the Bankruptcy Code, which allows the Diocese to sell property free and clear of liens, claims, interests, and encumbrances; and (d) enable the Diocese to minimize administrative costs to the estate and maximize the value of its real estate assets for the benefit of its creditors, while providing adequate procedural safeguards, free from prejudice to any party. Indeed, as discussed below in greater detail, similar procedures are frequently approved in large or complex cases such as this Chapter 11 Case.

A. The Sale Procedures are an Exercise of the Diocese's Sound Business Judgment And are in the Best Interests of the Diocese, its Creditors, and the Estate

24. Section 363(b)(1) of the Bankruptcy Code provides that "[t]he [debtor in possession], after notice and a hearing, may use, sell or lease, other than in the ordinary course of business, property of the estate..." 11 U.S.C. § 363(b)(1). A debtor in possession is given these rights by section 1107(a) of the Bankruptcy Code. *See* 11 U.S.C. §1107(a). Moreover, section 105(a) of the Bankruptcy Code provides that "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code]." *See* 11 U.S.C. §105(a).

25. Courts have uniformly held that approval of a proposed sale of property pursuant to section 363(b) of the Bankruptcy Code is appropriate if a court finds that the transaction represents a reasonable business judgment on the part of the debtor. *See, e.g., In re Chateaugay Corp.*, 973 F.2d 141 (2d Cir. 1992); *Comm. of Equity Sec. Holders v. Lionel Corp (In re Lionel Corp.)*, 772 F.2d 1063, 1071 (2d Cir. 1983); *see also Official Committee of Subordinated Bondholders v. Integrated Resources, Inc. (In re Integrated Resources, Inc.)*, 147 B.R. 650, 656 (S.D.N.Y. 1992), *appeal dismissed*, 3 F.3d 49 (2d Cir. 1993) (quoting *Van Gorkom*, 488 A.2d 858, 872 (Del. 1985) (“the business judgment rule ‘is a presumption that in making a business decision the directors of a corporation acted on an informed basis, in good faith and in the honest belief that the action was in the best interest of the company’,” which has continued applicability in bankruptcy).

26. Moreover, the Diocese respectfully submits that, in light of the relatively *de minimis* value of certain of the Diocese’s real properties and the public marketing process undertaken by the Broker, including multiple listings, and fielding of any inquiries and offers, if applicable, a more fulsome and formal marketing, auction and sale process with multiple separate motions under section 363 of the Bankruptcy Code administered in this Court would not be cost-effective, and is unnecessary.

27. Courts generally show great deference to a debtor in possession’s decisions when applying the business judgment standard. *See In re Global Crossing, Ltd.*, 295 B.R. 726, 744 n.58 (Bankr. S.D.N.Y. 2003) (“[T]he Court does not believe that it is appropriate for a bankruptcy court to substitute its own business judgment for that of the [d]ebtors and its advisors, so long as they have satisfied the requirements articulated in the caselaw.”). Deference is inappropriate only if such business judgment is “so manifestly unreasonable that it could not be based on sound business

judgment, but only on bad faith, or whim or caprice.” *Lubrizol Enterprises, Inc. v. Richmond Metal Finishers, Inc. (In re Richmond Metal Finishers, Inc.)*, 756 F.2d 1043, 1047 (4th Cir. 1985).

28. Courts typically consider the following factors in determining whether a proposed sale satisfies the sound business judgment standard: (a) whether a sound business justification exists for the sale; (b) whether adequate and reasonable notice of the sale was provided to interested parties; (c) whether the sale will produce a fair and reasonable price for the property; and (d) whether the parties have acted in good faith. *See In re Decora Indus., Inc.*, 2002 WL 32332749, at *2 (D. Del. May 20, 2002) (citing *In re Delaware & Hudson Ry. Co.*, 124 B.R. 169, 176 (D. Del. 1991)). Where a debtor demonstrates a valid business justification for a decision, it is presumed that “in making a business decision the directors of a corporation acted on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the company.” *In re Integrated Res., Inc.*, 147 B.R. 650, 656 (S.D.N.Y. 1992) (quoting *Smith v. Van Gorkom*, 488 A.2d 858, 872 (Del. 1985)).

29. The Diocese respectfully submits that the sale of the *De Minimis* Assets pursuant to the Sale Procedures satisfies the “sound business reason test,” represents a prudent and proper exercise of the Diocese’s business judgment and are in the best interest of the Diocese’s estate and its creditors. Disposing of the *De Minimis* Assets in the manner proposed herein is the most efficient and cost-effective means of maximizing the value to be realized without compromising fundamental procedural safeguards for the proper administration of the estate. Obtaining Court approval for each such real estate sale transaction would result in unnecessary time delays and administrative costs, which could drastically reduce the ultimate net value of these assets, to the detriment of creditors.

30. For the foregoing reasons, the Diocese respectfully submits that this Court should authorize and approve the Sale Procedures pursuant to section 363 of the Bankruptcy Code.

B. The Sale Procedures Satisfy the Notice and Hearing Requirements of Bankruptcy Code Section 363(b)(1).

31. Section 363(b)(1) requires notice and a hearing prior to the sale of assets outside the ordinary course of a debtor's business. The notice and hearing requirements contained in section 363(b)(1) of the Bankruptcy Code are satisfied if appropriate notice and an opportunity for a hearing are given in light of the particular circumstances of the proposed sale. *See* 11 U.S.C. § 102(1)(A). *See In re Buczek*, 653 B.R. 303, 308-09 (Bankr. W.D.N.Y. 2023) (“As explained in the Rules of Construction for the Bankruptcy Code, “after notice and a hearing . . . means after such notice as is appropriate in the particular circumstances, and such opportunity for a hearing as is appropriate in the particular circumstances.””); *see also Mullane v. Central Hanover Bank & Trust Co.*, 339 U.S. 306, 70 S. Ct. 652, 94 L. Ed. 865 (1950) (“An elementary and fundamental requirement of due process in any proceeding which is to be accorded finality is notice reasonably calculated, under all the circumstances, to apprise interested parties of the pendency of the action and afford them an opportunity to present their objections. The notice must be of such nature as reasonably to convey the required information, and it must afford a reasonable time for those interested to make their appearance.”)

32. Moreover, Bankruptcy Rules 2002(a)(2) and 2002(i) require a minimum of twenty-one (21) days' notice of proposed sales of property outside the ordinary course of business be provided by mail to “the debtor, the trustee, all creditors and indenture trustees” and any committee appointed under section 1102 of the Bankruptcy Code “*unless the court for cause shortens the time or directs another method of giving notice.*” Fed. R. Bankr. P. 2002(a)(2) (emphasis added). Courts are authorized to limit notice of asset sales outside of the ordinary course of a debtor's business,

even without a prior showing of cause, to any official committee appointed under section 1102 of the Bankruptcy Code and any creditor or equity holder requesting notice. *See* Bankruptcy Rule 2002(i) (“A committee appointed under §1114 shall receive copies of all notices required by subdivisions (a)(1), (a)(5), (b), (f)(2), and (f)(7), and such other notices as the court may direct.”).

33. Furthermore, section 102(1)(B)(i) of the Bankruptcy Code authorizes sales of property outside the ordinary course of business without an actual hearing if no party in interest timely requests such a hearing. *See* 11 U.S.C. § 102(1)(B)(i) (authorizing “an act without an actual hearing if such notice is given properly and if such a hearing is not requested timely by a party in interest”). Additionally, as stated above, due process is satisfied if parties in interest are given “an opportunity to present their objections.” *Mullane*, 339 U.S. at 314.

34. The Diocese submits that sufficient cause exists to implement the modified notice procedures proposed as part of the Sale Procedures because the Sale Procedures are reasonably calculated to provide the Noticed Parties with adequate, timely notice of, among other things, any proposed sale of the Diocese’s real estate assets, and an opportunity to present objections and request a hearing on each *De Minimis* Asset Sale. The Sale Procedures contemplate the approval of a *De Minimis* Asset Sale without a hearing, only where after being presented with the opportunity to object and be heard, the Noticed Parties do not file an Objection prompting the need for a hearing and a ruling from the Court. Additionally, the Diocese submits that the Sale Procedures will improve the efficiency of the sale process for the *De Minimis* Assets and maximize the value of the *De Minimis* Assets for the benefit of its estate and creditors.

35. Moreover, the Diocese will have provided proper notice of this Motion, with an opportunity to be heard on all parties required to receive notice of this Motion, and the Diocese submits that such notice satisfies the requirement under section 363(b)(1) of the Bankruptcy Code

for “notice and a hearing.” Furthermore, if a *De Minimis* Asset Sale contemplates a transfer of property free and clear of Liens, any and all relevant Lienholders, will receive appropriate notice and, if necessary, an opportunity to be heard.

36. Based on the foregoing, the Diocese submits that the notice of the applicable *De Minimis* Assets in accordance with the Sale Procedures, including the form and manner of service of the Sale Notice and the other notice procedures set forth herein, provides good and sufficient notice of a *De Minimis* Asset Sale, the applicable objection deadlines thereunder, and the proposed sale of the applicable *De Minimis* Assets pursuant to the Sale Notice. Therefore, the Diocese submits that the Sale Notice and the Sale Procedures satisfy the requirements of the Bankruptcy Code, Bankruptcy Rules, and the Local Rules, and respectfully requests that the Court approve the Sale Procedures.

**C. The Sale Procedures Satisfy the Requirements of
Section 363(f) and Authorize the Diocese to Sell or
Transfer the *De Minimis* Real Estate Assets Free and Clear of Liens**

37. Section 363(f) of the Bankruptcy Code provides:

The trustee may sell property under subsection (b) or (c) of this section free and clear of any interest in such property of an entity other than the estate, only if --

- (1) applicable nonbankruptcy law permits sale of such property free and clear of such interest;
- (2) such entity consents;
- (3) such interest is a lien and the price at which such property is to be sold is greater than the aggregate value of all liens on such property;
- (4) such interest is in bona fide dispute; or
- (5) such entity could be compelled, in a legal or equitable proceeding, to accept a money satisfaction of such interest.

11 U.S.C. §363(f).

38. Section 363(f) of the Bankruptcy Code permits the Diocese, with court approval, to sell assets free and clear of all liens, claims, interests, charges and encumbrances (with any such liens, claims, interests, charges and encumbrances attaching to the net proceeds of the sale with the same rights and priorities therein as in the sold assets). *See Smart World Techs., LLC v. Juno Online Servcs., Inc. (In re Smart World Techs, LLC)*, 423 F.3d 166, 169 n.3 (2d Cir. 2005) (“Section 363 permits sales of assets free and clear of claims and interests. It thus allows purchasers . . . to acquire assets [from a debtor] without any accompanying liabilities.”).

39. In the instant case, the Diocese submits that the *De Minimis* Asset Sales will be conducted in a commercially reasonable manner. The Diocese further submits that *De Minimis* Assets encumbered by Liens may only be sold pursuant to the Sale Procedures if the proposed transaction satisfies at least one of the five enumerated requirements of section 363(f) of the Bankruptcy Code. Accordingly, any sale consummated pursuant to the Sale Procedures will satisfy section 363(f) of the Bankruptcy Code and will be sold free and clear of Liens and such Liens, if any, will attach to the proceeds of the sale in the same validity, extent and priority as existed immediately prior to the transaction. *See Folger Adam Sec., Inc. v. DeMatteis/MacGregor JV*, 209 F.3d 252, 257 (3d Cir. 2000) (“11 U.S.C. § 363(f) authorizes the trustee, under any one of five prescribed conditions, to sell property of the estate free and clear of any interest that an entity has in such property.”).

40. Moreover, any holder of a Lien against a *De Minimis* Asset subject to a *De Minimis* Asset Sale will receive notice of the sale and will have an opportunity to be heard with respect to any sale in which they have an interest. Where a Lienholder receives a Sale Notice and does not object by the Objection Deadline, such Lienholder will be deemed to have consented to the proposed sale and the *De Minimis* Assets may then be sold free and clear of the Lienholder’s

interest, with such interest to attach to the net sale proceeds with the same force, validity, priority, perfection and effect as such Lien(s) had on the *De Minimis* Assets immediately prior to the sale.

41. Accordingly, the Diocese submits that the requirements of section 363(f) of the Bankruptcy Code are satisfied with respect to any *De Minimis* Asset Sale. Therefore, the Diocese respectfully submits that the Court authorize and approve the Sale Procedures allowing for the sale of the *De Minimis* Asset free and clear of Liens pursuant to section 363(f) of the Bankruptcy Code.

**D. Purchasers of *De Minimis* Real Estate Assets
Shall be Deemed Good-Faith Purchasers**

42. Section 363(m) of the Bankruptcy Code provides:

The reversal or modification on appeal of an authorization under subsection (b) or (c) of this section of a sale or lease of property does not affect the validity of a sale or lease under such authorization to an entity that purchased or leased such property in good faith, whether or not such entity knew of the pendency of the appeal, unless such authorization and such sale or lease were stayed pending appeal.

11 U.S.C. § 363(m).

43. The Second Circuit has indicated that a party would have to show fraud or collusion between the buyer and the debtor-in-possession or trustee or other bidders to demonstrate a lack of good faith. *See In re Colony Hill Assocs.*, 111 F.3d 269, 276 (2d Cir. 1997) (“Typically, the misconduct that would destroy a purchaser’s good faith status at a judicial sale involves fraud, collusion between the purchaser and other bidders or the trustee, or an attempt to take grossly unfair advantage of other bidders”).

44. In approving the sale of *De Minimis* Assets free and clear of all Liens, the Diocese requests that this Court find that purchasers of the *De Minimis* Assets, who make such purchases in accordance with the Sales Procedures, are good-faith purchasers and entitled to the protections

of section 363(m) of the Bankruptcy Code. This relief is appropriate considering the notice and objection procedures provided for in the proposed Sale Procedures.

E. Broker Commissions Should be Approved

45. The payment of commissions and fees to brokers engaged by the Diocese to sell *De Minimis* Assets is in the best interest of the Diocese's estate and its creditors. The Diocese believes that the use of a broker will, in certain circumstances, expedite the disposition process and maximize the value of the *De Minimis* Assets.

46. Approving the commissions and fees as part of the Sale Procedures will save the fees associated with preparing and prosecuting potentially numerous fee applications. The commissions and fees will represent only a fraction of the value of any *De Minimis* Asset sold pursuant to the Sale Procedures and are not significantly relative to the aggregate size of the Diocese's estate. Therefore, considering that any broker entitled to the payment of commissions has either already been retained or will be retained pursuant to an Order of the Court, the Diocese submits that having the authorization to pay any such commissions without the need for additional Court approval will not be prejudicial to the Diocese's estate and its creditors, including the Interested Parties and, in fact, will minimize the administrative costs to the estate.

NOTICE

47. Notice of this Motion will be provided to: (i) the Office of the United States Trustee for the Western District of New York; (ii) counsel to the Official Committee of Unsecured Creditors; (iii) all parties filing notices of appearance and requests for papers in this Chapter 11 Case; (iv) all required governmental agencies and taxing authorities; (v) all creditors in the Chapter 11 Case; (vi) all persons known or reasonably believed to have asserted any lien, claim, encumbrance, or other interest in or upon any of the *De Minimis* Assets; (vii) and parties who are

known to have expressed an interest in purchasing *De Minimis* Assets, if any. In light of the relief requested, the Diocese submits that no other or further notice is necessary or required.

PRIOR REQUESTS

48. No previous request for the relief sought herein has been made by the Diocese to this or any other court.

WHEREFORE, the Diocese respectfully requests that the Court enter the Procedures Order, substantially in the form attached hereto as *Exhibit A*, granting the relief requested in this Motion and such other and further relief as may be just and proper.

Dated: October 2, 2025

BOND, SCHOENECK & KING, PLLC

By: /s/Charles J. Sullivan

Stephen A. Donato

Charles J. Sullivan

Grayson T. Walter

Sara Temes

Justin S. Krell

One Lincoln Center

Syracuse, NY 13202-1355

Telephone: (315) 218-8000

Fax: (315) 218-8100

Emails: sdonato@bsk.com

csullivan@bsk.com

gwalter@bsk.com

stemes@bsk.com

jkrell@bsk.com

Attorneys for The Diocese of Buffalo, N.Y

Exhibit A

Sale Procedures Order

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

The Diocese of Buffalo, N.Y.,

Debtor.

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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 FREE AND CLEAR OF LIENS,
CLAIMS, AND ENCUMBRANCES AND GRANTING RELATED RELIEF**

Upon consideration of the motion [Docket No. ____] (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 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 __, 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 may be, as provided in the documentation governing the applicable transaction, free and clear of all Liens with such Liens attaching only to the sale proceeds with the same validity, extent and priority as existed immediately prior to the transaction, 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 this Motion, 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. Additionally, as provided in the documentation governing the applicable transaction, such transaction may be free and clear of all Liens with such Liens attaching only to the sale proceeds with the same validity, extent, and priority as existed immediately prior to the transaction. 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.

De Minimis Real Estate Asset Sales Free and Clear of Liens

Pursuant to section 363(f) of the Bankruptcy Code, the sale of *De Minimis* Assets shall be free and clear of all liens, claims, encumbrances, and/or interests, if any, and any such valid Liens will attach to the proceeds of such sale with the same validity, extent and priority as existed immediately prior to the transaction, subject to the rights, claims, defenses and objections, if any, of the Diocese and/or the Committee.

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 Free and Clear of Liens, Claims, and Encumbrances* [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: _____

Stephen A. Donato

Charles J. Sullivan

Grayson T. Walter

Sara Temes

Justin S. Krell

One Lincoln Center

Syracuse, NY 13202-1355

Telephone: (315) 218-8000

Fax: (315) 218-8100

Emails: sdonato@bsk.com

csullivan@bsk.com

gwalter@bsk.com

stemes@bsk.com

jkrell@bsk.com

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 Hold 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.