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12
13 **IN THE UNITED STATES DISTRICT COURT**
14 **FOR THE NORTHERN MARIANA ISLANDS**
15 **BANKRUPTCY DIVISION**

16 In re:
17 **IMPERIAL PACIFIC**
18 **INTERNATIONAL (CNMI) LLC,**
19
20 Debtor and Debtor in Possession.

Case No. 1:24-bk-00002

Chapter 11

**NOTICE OF SALE, BIDDING
PROCEDURES, AUCTION,
SALE HEARING AND OTHER
DEADLINES RELATED THERETO**

Judge: Hon. Robert J. Faris

[Related to Docket Nos. 338, 340]

23 **PLEASE TAKE NOTICE OF THE FOLLOWING:**

24 On January 4, 2025, the above-captioned debtor and debtor in possession (the “Debtor”) and the Official Committee of General Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 case (the “Chapter 11 Case”) filed with the United States District Court for the Northern Mariana Islands Bankruptcy Division (the “Court”) a stipulation [Docket No.338] (the “Stipulation”) seeking entry of an order (the “Bidding Procedures Order”) (i) approving bidding



procedures (the “Bidding Procedures”)¹ to be used in connection with the sale (“Sale”) of all, or substantially all of the Debtor’s assets (the “Assets”); (ii) authorizing the Debtor and the Committee to designate a Stalking Horse Bidder and provide Bid Protections in accordance with the Stalking Horse Designation Procedures; (iii) scheduling (A) an auction of the Assets (the “Auction”) on and (B) a hearing to consider approval of the proposed Sale (the “Sale Hearing”); (iv) approving the form and manner of notice of the Bidding Procedures, the Auction and the Sale Hearing; (v) approving procedures for the assumption and assignment of executory contracts and unexpired leases (collectively, the “Contracts”) in connection with the Sale; (vi) approving the form and manner of notice to each relevant non-debtor counterparty to a Contract of the Debtor’s calculation of the amount necessary to cure any defaults under an applicable Contract and certain other information regarding the potential assumption and assignment of Contracts in connection with a Sale; and (vii) granting related relief.

On January 8, 2025, the Court entered the Bidding Procedures Order [Docket No. 340].

ASSETS FOR SALE

The Debtor intends to sell all or substantially all of the Assets. A Prospective Bidder (as defined in Section III of the Bidding Procedures) may bid on the Assets, subject to the conditions set forth herein. The ability to undertake and consummate a sale of the Assets shall be subject to competitive bidding, as set forth herein, and approval by the Court. In addition to any stalking horse bid, and as set forth herein, the Debtor and the Committee will consider bids for the Assets from other parties. Any party interested in submitting a bid for any of the Assets should contact the investment banker: Intrepid Investment Bankers LLC, attention: Lorie Beers, LBeers@intrepidib.com; Carl Comstock, CComstock@intrepidib.com; and Lucy Yang, LuYang@intrepidib.com.

¹ Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Stipulation or the Bidding Procedures, as applicable. Any summary of the Bidding Procedures or the Bidding Procedures Order (or any provision thereof) contained herein is qualified in its entirety by the actual terms and conditions thereof. To the extent that there is any inconsistency between any summary in this Sale Notice and the terms and conditions of either of the Bidding Procedures or the Bidding Procedures Order, the actual terms and conditions in those documents shall control.

KEY DATES AND DEADLINES

A. Bid Deadline

Any Prospective Bidder that intends to participate in the Auction must submit in writing to the Bid Notice Parties a Qualified Bid (as defined in Section VI.A of the Bidding Procedures) **on or before [February 21, 2025], at 12:00 p.m. (ChST)** (the “Bid Deadline”).

The Qualified Bid requirements are set forth in Sections VI.A of the Bidding Procedures.

B. Auction

If more than one Qualified Bid is received for the Assets, the Debtor will conduct an Auction for the Assets. If any Stalking Horse Bid is the only Qualified Bid received in respect of the Assets subject to such Stalking Horse Bid, the Debtor will not conduct an Auction for such applicable Assets and will seek approval of such Stalking Horse Bid at the Sale Hearing.

The Auction, if required, will be conducted on **February 26, 2025, at 8:00 a.m. (ChST)** virtually or at such other date, time or location as designated by the Debtor and the Committee. Subject to the Auction procedures set forth in section VII.B of the Bidding Procedures, the Debtor and the Committee will provide instructions setting forth how to attend the Auction to the participants and other attendees via electronic mail. The Debtor and the Committee will provide notice (via electronic mail or otherwise) of any change in the date, time or location of the Auction to Qualified Bidders and will cause publication of such change to occur on the docket, which is accessible at <https://veritaglobal.net/ipi>, as soon as reasonably practicable and in any event no later than 24 hours before the Auction. If held, the Auction proceedings will be transcribed and/or video recorded.

No later than two business days after the conclusion of the Auction, the Debtor will file with the Court and serve on the Sale Notice Parties (as defined in Section X.A of the Bidding Procedures) a notice of the results of the Auction, which will, among other things, (A) identify each Successful Bidder and the Backup Bidder(s); (B) include a copy of each Successful Bid and the Backup Bid or a summary of the material terms of such bids, including any assumption and assignment of Contracts contemplated thereby; and (C) set forth the Sale Objection Deadline (as defined in Section X.C of the Bidding Procedures), the date, time, and location of the Sale Hearing

1 and any other relevant dates or other information necessary to reasonably apprise the Sale Notice
2 Parties of the outcome of the Auction.

3 If the Debtor and the Committee determine not to hold an Auction, the Debtor will file and
4 serve a notice stating that the Auction for such Assets has been canceled and providing all other
5 relevant information to the Sale Notice Parties as required by the Bidding Procedures.

6 **C. Sale Objection Deadline**

7 All objections to a sale of the Assets, including (i) any objection to the conduct of the
8 Auction and/or the Successful Bidder or Backup Bidder, (ii) any objection to a sale of the Assets
9 free and clear of all liens, claims, interests, and encumbrances pursuant to section 363(f) of the
10 Bankruptcy Code, and (iii) entry of any Sale Order (each such objection, a “Sale Objection”) shall,
11 by no later than **March 5, 2025, at 6:00 p.m. (ChST)** (the “Sale Objection Deadline”), be filed
12 with Court and served on the Objection Notice Parties (as defined in Section X.C of the Bidding
13 Procedures).

14 **D. Sale Hearing**

15 The Sale Hearing shall take place on [**March 25, 2025**], at **9:00 a.m. (ChST)** before the
16 Honorable Robert J. Faris, United States Bankruptcy Judge, in the United States District Court for
17 the Northern Mariana Islands, Bankruptcy Division, located at the 3rd Floor Courtroom, 1671
18 Gualo Rai Rd., Gualo Rai, Saipan, MP 96950.

19 **RESERVATION OF RIGHTS TO MODIFY BIDDING PROCEDURES**

20 The Debtor and the Committee reserve the right to, in their reasonable business judgment
21 to (i) modify these Bidding Procedures, including to extend or waive deadlines or other terms and
22 conditions set forth herein; adopt new rules and procedures for conducting the bidding and Auction
23 process so long as any such modifications are disclosed to all Prospective Bidders and Qualified
24 Bidders, as applicable; or (ii) to further promote competitive bidding for and maximizing the of
25 value of the Assets.

26 **ADDITIONAL INFORMATION**

27 **FAILURE TO ABIDE BY THE BIDDING PROCEDURES, THE BIDDING**
28 **PROCEDURES ORDER OR ANY OTHER APPLICABLE ORDER OF THE COURT**

1 ENTERED IN THE CHAPTER 11 CASE MAY RESULT IN THE REJECTION OF YOUR
2 BID AND YOUR DISQUALIFICATION FROM PARTICIPATING IN THE BIDDING
3 FOR AND AUCTION OF ANY OF THE ASSETS.

4 THE FAILURE OF ANY PERSON OR ENTITY TO FILE AND SERVE AN
5 OBJECTION IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER,
6 INCLUDING THE FAILURE TO FILE ANY SUCH OBJECTION BY THE APPLICABLE
7 OBJECTION DEADLINE, SHALL FOREVER BAR SUCH PERSON OR ENTITY FROM
8 ASSERTING, AT THE SALE HEARING OR THEREAFTER, ANY SUCH OBJECTION
9 TO THE RELIEF SET FORTH IN THE STIPULATION, THE CONSUMMATION OF
10 ANY APPLICABLE SALE, INCLUDING THE SALE OF ANY ASSETS TO A
11 SUCCESSFUL BIDDER FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND
12 ENCUMBRANCES PURSUANT TO SECTION 363(f) OF THE BANKRUPTCY CODE OR
13 THE TERMS OF ANY STALKING HORSE AGREEMENT OR OTHER ASSET
14 PURCHASE AGREEMENT EXECUTED BY THE DEBTOR.

15
16 Dated: January 10, 2025

ARENTOX SCHIFF LLP

17
18 By: /s/ Christopher K. S. Wong
19 Aram Ordubegian
20 Christopher K.S. Wong
21 Attorneys for the Official Committee of
Unsecured Creditors

22 Dated: January 10, 2025

CHOI & ITO ATTORNEYS AT LAW

23
24 By: /s/ Allison A. Ito
25 Chuck C. Choi
26 Allison A. Ito
27 Attorneys for Imperial Pacific International
28 (CNMI), LLC, the debtor and debtor in
possession