Entered on Docket
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U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
Docket #0055 Date Filed: 7/25/2025

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The following constitutes the order of the Court.
Signed: July 25, 2025

William J. Lafferty, III
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

In re: THE ROMAN CATHOLIC BISHOP OF OAKLAND, a California corporation sole, Debtor.	Case No. 23-40523 WJL Chapter 11
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE ROMAN CATHOLIC BISHOP OF OAKLAND, Plaintiff, v. THE ROMAN CATHOLIC BISHOP OF OAKLAND, ADVENTUS, THE ROMAN CATHOLIC WELFARE CORPORATION OF OAKLAND, AND THE ROMAN CATHOLIC CEMETERIES OF THE DIOCESE OF OAKLAND, Defendants.	Adv. Pro. No. 24-04053 **ORDER DISMISSING FIRST AMENDED ADVERSARY COMPLAINT** Judge: Hon. William J. Lafferty Date: June 4, 2025 Time: 1:00 p.m. Place: United States Bankruptcy Court 1300 Clay Street Courtroom 220 Oakland, CA 94612

This matter came before the Court on the (1) *Debtor's Motion To Dismiss First Amended Adversary Complaint* [Docket No. 41] (the "Debtor's Motion"), filed by the Roman Catholic Bishop of Oakland, a California corporation and the debtor and debtor in possession (the "Debtor") in the above-

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captioned chapter 11 bankruptcy case (the "Chapter 11 Case") and defendant in the above-captioned adversary proceeding (the "Adversary Proceeding"); and (2) the *Motion of the Roman Catholic Welfare Corporation of Oakland, the Roman Catholic Cemeteries of the Diocese of Oakland and Adventus to Dismiss the Official Committee of Unsecured Creditors' First Amended Complaint* [Docket No. 35] (the "Non-Debtor Defendant's Motion" and together with the Debtor's Motion, the "Motions to Dismiss") filed by defendants the Roman Catholic Welfare Corporation of Oakland ("RCWC"), the Roman Catholic Cemeteries of the Diocese of Oakland ("RCC"), and Adventus ("Adventus" and together with RCWC and RCC, the "Non-Debtor Defendants").

On May 6, 2025, the Official Committee of Unsecured Creditors in the Chapter 11 Case (the "Committee"), as plaintiff in the Adversary Proceeding, filed its *First Amended Adversary Complaint* [Docket No. 32] (the "First Amended Complaint"). The First Amended Complaint asserted causes of action (1) against the Debtor and RCWC for substantive consolidation of the Debtor and RCWC, (2) against the Debtor and RCC for substantive consolidation of the Debtor and RCC, (3) against the Debtor and Adventus for substantive consolidation of the Debtor and Adventus, and (4) against the Debtor and RCWC for declaratory relief, each as further set forth in the First Amended Complaint.

On May 23, 2025, the Debtor filed the Debtor's Motion, together with its notice of hearing thereon [Docket No. 42]. Also on May 23, 2025, the Non-Debtor Defendants filed the Non-Debtor Defendant's Motion, together with the declaration of Ryan E. Manns in support thereof [Docket No. 36], and notice of hearing thereon [Docket No. 37]. On May 27, 2025, the Non-Debtor Defendants filed an amended notice of hearing on the Non-Debtor Defendant's Motion [Docket No. 43]. On May 28, 2025, the Committee filed its *Omnibus Response of The Official Committee of Unsecured Creditors To (I) Debtor's Motion to Dismiss First Amended Adversary Complaint and (II) Motion of The Roman Catholic Welfare Corporation of Oakland, The Roman Catholic Cemeteries of The Diocese of Oakland and Adventus to Dismiss The Official Committee of Unsecured Creditors' First Amended Adversary Complaint* [Docket No. 45] (the "Omnibus Response"), in opposition to both Motions to Dismiss. On June 2, 2025, the Debtor filed its *Reply in Support of Debtor's Motion to Dismiss Adversary First Amended Adversary Complaint* [Docket No. 47], and the Non-Debtor Defendants filed their *Reply Memorandum in Support of The Motion of The Roman Catholic Welfare Corporation of Oakland, The Roman Catholic Cemeteries of The Diocese*

Of Oakland, and Adventus to Dismiss The Official Committee of Unsecured Creditors' First Amended Complaint [Docket No. 48].

The Motions to Dismiss came duly for hearing before this Court on June 4, 2025, at 1:00 p.m. (the "Hearing"). The Court having reviewed and considered the Motion to Dismiss, all filings in support of or opposition to the Motion to Dismiss, the record in this Adversary Proceeding and the Chapter 11 Case, and the arguments of counsel at the Hearing; the Court having issued an oral ruling on the record pursuant to Fed. Rule Bankr. Proc. 7052 on July 16, 2025 (the "Oral Ruling"); the Court concluding it has jurisdiction over this matter and venue in this Court is proper; and after due deliberation,

IT IS HEREBY ORDERED:

1. For the reasons set forth on the record in the Oral Ruling, each of the Motions to Dismiss is granted and the First Amended Complaint is dismissed, with prejudice.

2. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of or interpretation of this Order.

*** END OF ORDER ***

APPROVED AS TO FORM:

LOWENSTEIN SANDLER LLP

By: */s/ Michael A. Kaplan*
Michael A. Kaplan

Attorneys for the Official Committee of Unsecured Creditors

NORTON ROSE FULBRIGHT US LLP

By: */s/ Ryan E. Manns*
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