

1 THOMAS A. WILLOUGHBY, State Bar No. 137597
2 FELDERSTEIN FITZGERALD
3 WILLOUGHBY PASCUZZI & RIOS LLP
4 500 Capitol Mall, Suite 2250
5 Sacramento, CA 95814
6 Telephone: (916) 329-7400
7 Facsimile: (916) 329-7435
8 E-mail: twilloughby@ffwplaw.com

9 Attorneys for the Post-Confirmation Liquidating Debtor
10 Heller Ehrman LLP

11 UNITED STATES BANKRUPTCY COURT
12 NORTHERN DISTRICT OF CALIFORNIA
13 SAN FRANCISCO DIVISION

14 In re:

15 HELLER EHRMAN LLP,

16 Post-Confirmation
17 Liquidating Debtor.

18 CASE NO.: 08-32514
19 Chapter 11

20 Date: November 4, 2022
21 Time: 10:30 a.m.
22 Place: Courtroom 17
23 Judge: Honorable Dennis Montali

24 *All court hearings will be conducted via AT&T
25 Conference or by Zoom*

26 **NOTICE OF HEARING ON MOTION TO AUTHORIZE PLAN ADMINISTRATOR'S
27 SALE OF 63,351 SHARES OF COMMON STOCK OF CONFOMETRX, INC.**

28 **TO ALL INTERESTED PARTIES AND TO THEIR COUNSEL OF RECORD:**

29 **NOTICE IS HEREBY GIVEN** that on November 4, 2022 at 10:30 a.m., or as soon
30 thereafter as the matter may be heard, in the Courtroom of the Honorable Dennis Montali, United
31 States Bankruptcy Judge, 450 Golden Gate Avenue, Courtroom 17, San Francisco, CA 94102, the
32 Court will hear and consider approval of the Post-Confirmation Liquidating Debtor's ("Debtor")
33 Motion to Sell 63,351 shares of Common Stock of ConfometRx, Inc., a Delaware corporation (the
34 "Company") back to the Company pursuant to a Common Stock Repurchase Agreement (the
35 "Motion"), which is attached to the Declaration of Michael F. Burkart. In support of the Motion,
36 the Debtor relies upon the Declaration of Michael F. Burkart and the other pleadings filed in
37 support of the Motion.

38 The Motion requests an order as follows:

1 1. Approve the Proposed Sale pursuant to the terms of the Common Stock Repurchase
2 Agreement after entertaining the opportunity for parties in interest to overbid at the Sale Hearing;

3 2. Approve the Overbid Procedures (described below), including the Deposit
4 Requirement (also described below), prior to entertaining any potential overbids;

5 3. If appropriate, approve the highest bid in accordance with the Overbid Procedures
6 at the Court's discretion; and

7 4. Grant such other relief as is just and appropriate in the circumstances of this case.

8 **PROPOSED BIDDING PROCEDURES**

9 At the hearing on the Motion, the Debtor will request adoption of bidding procedures,
10 summarized as follows:

11 5. Overbidding on the proposed sale of the Stock will take place at the hearing to
12 approve the Motion;

13 6. The initial overbid must be at least \$150,000. Subsequent bid increments will be
14 determined by the Court at the hearing on the Motion;

15 7. Any person or entity seeking to overbid must identify the bidder and any principals,
16 owners, members, or shareholders of the bidder and evidence of the prospective buyer's source of
17 capital, other financial ability to complete the contemplated transactions, and conform to Federal
18 requirements if the funds are obtained offshore and/or from a foreign national who is not a United
19 States citizen. The adequacy of the buyer and any overbidders will be determined in the sole
20 discretion of the Liquidating Debtor and its advisors;

21 8. All due diligence by any potential overbidder must be completed prior to seven days
22 before the hearing date by the potential overbidder;

23 9. Any potential overbidder must contact the Plan Administrator seven days before the
24 hearing date and be approved as a potential overbidder by the Plan Administrator;

25 10. Before being permitted to bid, any overbidder must also deliver to the Plan
26 Administrator a deposit by cashier's check payable to Heller Ehrman, LLP in an amount of at least
27 \$150,000, and if an overbid is successful, the deposit by the successful overbidder shall be non-
28

1 refundable, and any funds bid in excess of the cashier's check provided must be wired to the
2 Liquidating Debtor's escrow account the next business day; and

3 11. Any overbidder must agree to sign a purchase agreement for the purchase of the
4 Stock that is substantially similar to the Sale Agreement and must agree to performance of such
5 terms, which agreement shall include indemnification of the Plan Administrator and the
6 Liquidating Debtor from any claims arising out of the shares of the Stock, and that makes clear
7 that the Plan Administrator is executing the overbid sale agreement in his representative capacity
8 as Plan Administrator for Heller only, and shall have no personal liability arising from the overbid
9 sale agreement.

10 **NOTICE IS FURTHER GIVEN** that all of the information contained in the Motion is not
11 set forth in this notice. A copy of the Motion and all supporting papers are a part of the Court's
12 electronic record, which is the official record of the Court, and can be accessed either through the
13 e-CalWebPACER information system (see <http://www.canb.uscourts.gov/> - subscription required)
14 or is available for inspection at computer terminals (printing is available), which are located at the
15 Office of the Clerk, 450 Golden Gate Avenue, 18th Floor, San Francisco, CA 9410.

16 **NOTICE IS FURTHER GIVEN** that under Bankruptcy Local Rule 9014-1(c)(1), a
17 response, if any, shall be made in writing, served upon the initiating party and filed with the
18 Bankruptcy Court at least fourteen (14) days prior to the actual scheduled hearing date. If no
19 timely response is made, the Court may enter an order granting the Motion by default.

20 **NOTICE IS FURTHER GIVEN** that your rights may be affected. You should read these
21 papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. If
22 you do not have an attorney, you may wish to consult one.

23 If you or your attorney do not take these steps, the Court may decide that you do not oppose
24 the relief sought in the Motion and may enter an order granting the relief requested.

25 Pursuant to the Bankruptcy Court's *Eighth Amended General Order No. 38 In re:*
26 *Coronavirus Disease Public Health Emergency*, effective December 1, 2021, and until otherwise
27 ordered, **all hearings shall be conducted by video or teleconference. The Courtroom will be**
28 **closed.** All interested parties should consult the Bankruptcy Court's website at

1 www.canb.uscourts.gov for information about court operations during the COVID-19 pandemic.
2 The Bankruptcy Court's website provides information regarding how to arrange a telephonic or
3 video appearance. If you have any questions regarding how to appear at a court hearing, you may
4 contact the Bankruptcy Court by calling 888-821-7606 or by using the Live Chat feature on the
5 Bankruptcy Court's website.

6 Dated: October 6, 2022

7 FELDERSTEIN FITZGERALD
8 WILLOUGHBY PASCUZZI & RIOS LLP

9
10 By: /s/ Thomas A. Willoughby
11 THOMAS A. WILLOUGHBY
12 Attorneys for the Post-Confirmation
13 Liquidating Debtor Heller Ehrman LLP
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28