

**UNITED STATES BANKRUPTCY COURT
FOR THE
DISTRICT OF NEW HAMPSHIRE**

In re:

USA SPRINGS INC.,

Debtor.

Case No. 08-11816-JMD

Chapter 7

ORDER

Upon the Trustee's Motion seeking Approval Of Notice Of Sale Of Estate Property At Private Sale Pursuant To 11 U.S.C. §363, it is hereby ordered, adjudged and decreed that:

1. The Notice of Intended Private Sale attached hereto is approved;

Dated: October 04, 2016

/s/ J. Michael Deasy

J. Michael Deasy
Senior Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
FOR THE
DISTRICT OF NEW HAMPSHIRE

In re:

USA SPRINGS INC.,

Debtor.

Case No. 08-11816-JMD

Chapter 7

**Hearing Date: November 15,
2016 at 11:00 a.m.**

**Objection Date: November 4,
2016**

NOTICE OF INTENDED PRIVATE SALE OF PROPERTY,
SOLICITATION OF COUNTEROFFERS,
DEADLINE FOR SUBMITTING OBJECTIONS AND HIGHER OFFERS
AND HEARING DATE

NOVEMBER 15, 2016 AT 11:00 A.M. IS THE DATE OF THE PROPOSED SALE

NOVEMBER 4, 2016 IS THE DATE BY WHICH OBJECTIONS OR COUNTEROFFERS MUST BE MADE

NOTICE is hereby given, pursuant to 11 U.S.C. Section 363, Fed. R. Bankr. P. 2002(a)(2) and 6004, and LBR 2002-5 and 6004-1, that the Trustee, intends to sell at private sale the Debtor's right, title and interest in certain property of the estate.

1. **PROPERTY TO BE SOLD:** all right, title and interest, **IF ANY**, of the Bankruptcy Estate in certain property of USA Springs, Inc., Sweet Water Realty Trust, Garrison Place Real Estate Investment Trust and The Just Cause Realty Trust, including, without limitation, property and property rights (real, with improvements thereon and appurtenances thereto, and personal) leases (land, equipment, , including, but not limited to those described in Rockingham County Registry of Deeds at Book 3445, Page 31, Book 3445, Page 36, Book 3479, Page 1877, Book 3478, Page 1879, and Book 4348, Page 2477) owned by USA Springs, Inc., and/or Francesco Rotondo, Trustee of Sweet Review Realty Trust, Francesco Rotondo, Trustee of Garrison Place Real Estate Investment Trust, and Francesco Rotondo, Trustee of The Just Cause Realty Trust; all as listed and described in United States Bankruptcy Court District of New Hampshire Case No. 08-11816-JMD; Ch. 11 filed June 27, 2008 and converted to Ch. 7 by order dated April 1, 2009, including that certain Large Ground Water Withdrawal Permit issued to USA Springs, Inc., a New Hampshire corporation, by the Town of Nottingham, NH in July 2004 with pumping capacity of 307,528 gallons per day (see Notice of

Groundwater Management Permit at Rockingham County Registry of Deeds Book 4333, Page 1940; see also Book 4493, Page 567; Book 3053, Page 865; Book 3211, Page 739) and all rights to permits and approvals listed on EXHIBIT B to the Offer, annexed hereto; Property being sold hereunder TO INCLUDE, without limitation, land with buildings thereon and appurtenances thereto, including easements, licenses benefitting the real property described EXHIBIT A to the Offer, annexed hereto and made a part hereof. All real estate with improvements thereon, inclusive of leases, easements, licenses and other interest in the real property that is part of the Property benefitting USA Springs, Inc., and/or Francesco Rotondo, Trustee of Sweet Review Realty Trust, Francesco Rotondo, Trustee of Garrison Place Real Estate Investment Trust, and Francesco Rotondo, Trustee of The Just Cause Realty Trust, hereinafter referred to as the "Real Estate". Real Estate shall include fee ownership of real estate described in Exhibits A, A-1, A-2, A-3 and A-4 to the Offer, rights to receive monies under leases of real estate, and mineral and water rights appurtenant to the fee ownership of real estate, options, easements and other rights owned or asserted to be owned by USA Springs, Inc. and/or by Sweet Review Realty Trust, Garrison Place Real Estate Investment Trust, and The Just Cause Realty Trust arising out of the real property described in Exhibits A, A-1, A-2, A-3 and A-4 to the Offer, and shall also include the permits and approvals of USA Springs, Inc., listed in Exhibit B to the Offer, annexed hereto and made a part hereof. All remaining part of the Property hereinafter referred to as the "Personal Property". "Personal Property" shall include, without limitation, all rights to permits and approvals listed on EXHIBIT B to the Offer, annexed hereto, all rights of USA Springs, Inc., and/or Francesco Rotondo, Trustee of Sweet Review Realty Trust, Francesco Rotondo, Trustee of Garrison Place Real Estate Investment Trust, and Francesco Rotondo, Trustee of The Just Cause Realty Trust as "declarant" or as a party to any agreement or document with the State of New Hampshire, the US government or the respective Town in which the Real Property is located which allow only the "declarant" or such similar designated party, to amend or modify the agreement or document, accounts receivable excepting cell tower lease income, option rights, approvals, permits, surveys, plans (including, without limitation, building, mineral, utilities, conduits, piping, land, and the like), reports, and licenses and leases (excepting cell tower leases described above) owned or controlled or in the possession of Seller, USA Springs, Inc. and/or Sweet Review Realty Trust, Garrison Place Real Estate Investment Trust, and The Just Cause Realty Trust described above.

2. The Property to be sold does not include
 - a. any right, title or interest in the Malom Group Judgment and any proceeds or property derived from the Trustee's claims against the Malom Group or any of its principals;
 - b. any land owned by Ralph Faiella, Jr., Trustee of the AMICI Real Estate Trust located in Raymond, NH; and
 - c. any right, title or interest in the so-called cell tower ground lease as shown on Exhibit D to the Offer. The Property sold will be subject to any access easements or rights of way granted in connection with the so-call cell tower ground lease.

THE OFFER: The Trustee has received an offer to purchase the Property for the sum of **One Million Two Hundred Thousand Dollars**(\$1,200,000).

THE PROPOSED BUYER: The proposed buyer is Kevin Delaney of 214 Lakeview Avenue, Cambridge, Massachusetts 02138 and his nominees or assigns (the "Buyer").

THE SALE DATE: The sale shall take place on **NOVEMBER 15, 2016 AT 11:00 A.M.** The proposed buyer has paid a deposit in the sum of **\$50,000**. The terms of the proposed sale are more particularly described in a Motion for Order Authorizing and Approving Private Sale of Property of the Estate (the "Motion to Approve Sale") filed with the Court on September 30, 2016. The Motion to Approve Sale and the Offer to Purchase are available at no charge upon request from the undersigned.

SALE IS FREE AND CLEAR OF LIENS AND ENCUMBRANCES: The assets to be sold will be sold free and clear of all liens, claims and encumbrances.

COUNTEROFFERS OR OBJECTIONS: Any objections to the sale and/or higher offers must be filed in writing with the Clerk, United States Bankruptcy Court at U.S. Bankruptcy Court, District of New Hampshire, 1000 Elm Street, Suite 1001, Manchester, NH 03101-1708 on or before **NOVEMBER 4, 2016** at 4:30 PM (the "Objection Deadline"). A copy of any objection or higher offer also shall be served upon the undersigned. Any objection to the sale must state with particularity the grounds for the objection and why the intended sale should not be authorized. Any objection to the sale shall be governed by Fed. R. Bankr. P. 9014.

Note that in the event the successful bidder is not the initial offeror, then the successful bidder must reimburse the initial offeror for its due diligence costs of \$12,000.

Through this Notice, higher offers for the Property are hereby solicited. Any higher offer must be at least \$1,300,000 and be accompanied by a cash deposit of \$50,000 in the form of a certified or bank check made payable to Timothy P. Smith, Trustee. Higher offers must be on the same terms and conditions provided in the Motion to Sell, other than the purchase price. A copy of the Motion to Sell and all Exhibits will be provided upon request to the undersigned.

HEARING: A hearing on the Motion to Approve Sale, objections or higher offers is scheduled to take place on **NOVEMBER 15, 2016** at **11:00 AM** before the Honorable Michael J. Deasy, United States Bankruptcy Judge, US Bankruptcy Court, District of New Hampshire, 1000 Elm Street, Manchester, NH 03101. Any party who has filed an objection or higher offer is expected to be present at the hearing, failing which the objection may be overruled or the higher offer stricken. The Court may take evidence at any hearing on approval of the sale to resolve issues

of fact. If no objection to the Motion to Approve Sale or higher offer is timely filed, the Court, in its discretion, may cancel the scheduled hearing and approve the sale without hearing.

At the hearing on the sale the Court may 1) consider any requests to strike a higher offer, 2) determine further terms and conditions of the sale, 3) determine the requirements for further competitive bidding, and 4) require one or more rounds of sealed or open bids from the original offeror and any other qualifying offeror.

DEPOSIT: The deposit will be forfeited to the estate if the successful purchaser fails to complete the sale by the date ordered by the Court. If the sale is not completed by the buyer approved by the Court, the Court, without further hearing, may approve the sale of the Property to the next highest bidder.

Any questions concerning the intended sale shall be addressed to the undersigned.

Timothy P. Smith, Trustee,
By his Attorney,

/s/Thomas J. Raftery
Thomas J. Raftery (BNH# 01617)
Post Office Box 812
North Chatham, MA 02650-0812
(888) 472-0008