

**Maryann Ferrentino**

29-30472-01

03034820

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**Subject:** Ch-7 07-19200-MS Order on Motion To Sell-Bergenline Imaging

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**U.S. Bankruptcy Court**

**District of New Jersey**

Notice of Electronic Filing

The following transaction was received from rah, entered on 2/27/2008 at 11:02 AM EST and filed on 2/27/2008

**Case Name:** Bergenline Imaging Center, LLC  
**Case Number:** 07-19200-MS  
**Document Number:** 172

**Docket Text:**

Order Granting Motion, Approving the Trustee's Sale of Substantially All of the Debtor's Assets Free and Clear of Liens, Claims, Interests, and Encumbrances; Waiving the Ten-Day Stay; and Granting Related Relief (Related Doc # [161]). The following parties were served: Debtor, Debtor's Attorney, Anthony LaBruna (Nuclear Regulatory Com.), Trustee, US Trustee. Signed on 2/27/2008. (rah)

The following document(s) are associated with this transaction:

**Document description:**Main Document

**Original filename:**R:\CMSCAN\MS\RH\001 07-19200 Order1.pdf

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[STAMP bkecfStamp\_ID=1002741850 [Date=2/27/2008] [FileNumber=17848433-

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**07-19200-MS Notice will be electronically mailed to:**

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DISTRICT OF NEW JERSEY

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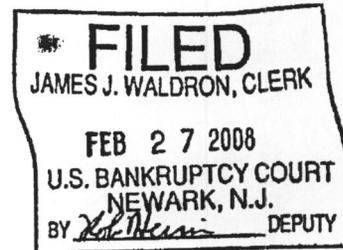
In re:

BERGENLINE IMAGING CENTER, LLC,  
  
Debtor.

Case No. 07-19200(MS)  
Chapter 7

Judge: Hon. Morris Stern

Hearing Date: February 26, 2008  
at 12:00 p.m.



**ORDER (I) APPROVING THE TRUSTEE'S SALE OF SUBSTANTIALLY ALL OF THE DEBTOR'S ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES PURSUANT TO 11 U.S.C. §363 AND FED. R. BANKR. P. 6004, (II) WAIVING THE TEN-DAY STAY IN FED. R. BANKR. P. 6004(h) AND (III) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered two (2) through ten (10), is hereby **ORDERED**.

*2/27/08*  
*[Signature]*

*[Signature]*

Debtor: Bergenline Imaging Center, LLC

Case No. 07-19200 (MS)

**Caption of Order: *Order (I) Approving The Trustee's Sale Of Substantially All Of The Debtor's Assets Free And Clear Of Liens, Claims, Interests And Encumbrances Pursuant To 11 U.S.C. §363 and Fed. R. Bankr. P. 6004, (II) Waiving the Ten-Day Stay in Fed. R. Bankr. P. 6004(h) and (III) Granting Related Relief***

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THIS MATTER having been brought before the Court on shortened notice upon the Verified Application of Stacey L. Meisel, the Trustee (the "Trustee") in the captioned Chapter 7 case, through her attorneys, Becker Meisel LLC, seeking the entry of an Order authorizing the sale of substantially all of the assets of Bergenline Imaging Center, LLC (the "Debtor") including, but not limited to, equipment, accounts receivable, goodwill, name, phone numbers, and the Trustee's/Estate's interest in patient files and records, to Pedro Rodriguez and/or his nominees, designees or assignees (hereinafter, the "Buyer"), free and clear of all liens, claims, interests and encumbrances, with valid liens, claims, interests and encumbrances, if any, to attach to the proceeds of sale pursuant to 11 U.S.C. §363(b), (f) and (m); approving the Letter Agreement as amended on the record<sup>1</sup> by and between the Trustee and the Buyer; waiving the ten-day stay of the effectiveness of the within Order pursuant to Fed. R. Bankr. P. 6004(h) and for related relief, as set forth in the accompanying *Trustee's Verified Application For*

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the accompanying *Trustee's Verified Application For An Order (I) Approving The Sale of Substantially All Of The Debtor's Assets Free And Clear of Liens, Claims, Interests And Encumbrances Pursuant To 11 U.S.C. §363 and Fed. R. Bankr. P. 6004, Subject To Higher And Better Offers, (II) Waiving The Ten-Day Stay in Fed. R. Bankr. P. 6004(h) and (III) Granting Related Relief.*

Debtor: Bergenline Imaging Center, LLC

Case No. 07-19200 (MS)

**Caption of Order: *Order (I) Approving The Trustee's Sale Of Substantially All Of The Debtor's Assets Free And Clear Of Liens, Claims, Interests And Encumbrances Pursuant To 11 U.S.C. §363 and Fed. R. Bankr. P. 6004, (II) Waiving the Ten-Day Stay in Fed. R. Bankr. P. 6004(h) and (III) Granting Related Relief***

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*An Order (I) Approving The Sale of Substantially All Of The Debtor's Assets Free And Clear of Liens, Claims, Interests And Encumbrances Pursuant To 11 U.S.C. §363 and Fed. R. Bankr. P. 6004, Subject To Higher And Better Offers, (II) Waiving The Ten-Day Stay in Fed. R. Bankr. P. 6004(h) and (III) Granting Related Relief (the "Trustee's Motion"); and notice of the Trustee's Motion having been served on shortened notice and heard in accordance with the terms of the Order Shortening Time Period for Notice Under Fed. R. Bankr. P. 9006(c)(1) and Limiting Notice for Trustee's Motion ("Order Shortening Time") as permitted by Federal Rules of Bankruptcy Procedure 6004(a), (c), (h), and 2002(a)(2) and (c)(1), previously entered by the Court; and service of the Trustee's Motion and the Trustee's Notice of Private Sale having been made in accordance with the Order Shortening Time, such service having been held to be good and sufficient notice of the relief requested in the Trustee's Motion; and the return date for hearing objections to the Trustee's Motion and the Trustee's Notice of Private Sale having been set at the same time and place; and Tomas Espinosa, Esq. having appeared on behalf of Pedro Rodriguez, Mercedes Rodriguez and Bergenline X-*

Debtor: Bergenline Imaging Center, LLC

Case No. 07-19200 (MS)

**Caption of Order:** *Order (I) Approving The Trustee's Sale Of Substantially All Of The Debtor's Assets Free And Clear Of Liens, Claims, Interests And Encumbrances Pursuant To 11 U.S.C. §363 and Fed. R. Bankr. P. 6004, (II) Waiving the Ten-Day Stay in Fed. R. Bankr. P. 6004(h) and (III) Granting Related Relief*

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Ray Diagnostic Center Corp both as the Buyer and creditors, and Mr. and Mrs. Rodriguez were also present; and Jonathan Kohn, Esq. having appeared on behalf of Miguel Hector as a potential bidder, who was also present; and Anthony J. LaBruna, Esq. having appeared for the United States Nuclear Regulatory Commission ("NRC") solely for that portion of the hearing devoted to the NRC's limited objection; and the Court having considered the papers submitted and the arguments presented; and it appearing to the Court that good and sufficient notice of the Trustee's Motion and the Trustee's Notice of Private Sale having been given to all known creditors and parties-in-interest; and the Court having found that Pedro Rodriguez has made the offer to purchase in good faith; and for good cause shown; it is hereby

1. **ORDERED** the findings and the recitals set forth above are incorporated within this Order in their entirety; and it is further

2. **ORDERED** that the highest and/or best offer for the Debtor's Assets, as described in the accompanying Trustee's Motion and increased and

Debtor: Bergenline Imaging Center, LLC

Case No. 07-19200 (MS)

**Caption of Order:** *Order (I) Approving The Trustee's Sale Of Substantially All Of The Debtor's Assets Free And Clear Of Liens, Claims, Interests And Encumbrances Pursuant To 11 U.S.C. §363 and Fed. R. Bankr. P. 6004, (II) Waiving the Ten-Day Stay in Fed. R. Bankr. P. 6004(h) and (III) Granting Related Relief*

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clarified on the record was from Pedro Rodriguez (the "Buyer"), for a total Purchase Price of \$857,000 (the "Purchase Price"); and it is further

3. **ORDERED** that the Purchase Price shall be composed of: (a) \$550,000 cash; plus (b) a credit bid of the first lien, which has been assigned to Pedro Rodriguez from TD Banknorth; plus (c) the waiver of all Chapter 7 administrative claims against the Estate by the Buyer, his affiliates, designees and assigns, including the use and occupancy/rental charge arising subsequent to the conversion of the case to Chapter 7 *and* all Chapter 11 administrative claims by the Buyer, his affiliates, designees and assigns; and (d) the Buyer, his family, affiliates, designees and/or assignees shall subordinate their unsecured claim to the claims of all other timely filed and allowed unsecured creditors; and it is further

4. **ORDERED** that the Trustee is authorized to sell the Debtor's Assets<sup>2</sup> to the Buyer and/or his nominees, designees or assignees, for the Purchase Price, such sale to be free and clear of all liens, claims, interests and encumbrances

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<sup>2</sup> The within Order excludes from the Trustee's sale to the Buyer the assets described in the Trustee's Verified Application at n. 1 and as clarified on the record.

Debtor: Bergenline Imaging Center, LLC

Case No. 07-19200 (MS)

**Caption of Order: *Order (I) Approving The Trustee's Sale Of Substantially All Of The Debtor's Assets Free And Clear Of Liens, Claims, Interests And Encumbrances Pursuant To 11 U.S.C. §363 and Fed. R. Bankr. P. 6004, (II) Waiving the Ten-Day Stay in Fed. R. Bankr. P. 6004(h) and (III) Granting Related Relief***

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pursuant to 11 U.S.C. §363(b), (f) and (m), with all valid liens, claims, interests and encumbrances, if any, to attach to the proceeds of such sale; and it is further

5. **ORDERED** that the Trustee's sale of the Debtor's Assets to the Buyer is final and "as is, where is"; and it is further

6. **ORDERED** that the form of Letter Agreement by and between the Trustee and Buyer dated February 14, 2008, be and hereby is approved as to form and content – except that it shall also include the additional Purchase Price and terms as recited on the record, it having been negotiated in good faith, at arms-length and in the best interests of the Debtor, its estate and creditors; and it is further

7. **ORDERED** that the Trustee's sale of the Debtor's Assets satisfies the requirements of 11 U.S.C. 363(f)(3).

8. **ORDERED** that the Buyer is a good faith purchaser for value pursuant to 11 U.S.C. §363(m) and other applicable law; and it is further

9. **ORDERED** that in the event the Buyer fails to close in a timely manner, which shall be determined in the sole discretion of the Trustee, but in no

Debtor: Bergenline Imaging Center, LLC

Case No. 07-19200 (MS)

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event later than March 3, 2008 the Trustee is and shall be authorized to retain, without any further Order of the Court or any further action on the part of the Trustee, the Debtor and/or its estate, the Buyer's deposit of \$50,000.00 held in trust by the Trustee in connection with the within sale to the Buyer, except if for some reason the Trustee, for any reason, is unable to consummate the approved sale contemplated herein; and it is further

10. **ORDERED** that the Buyer's sole remedy against the Trustee and/or the Debtor and the Debtor's Estate shall be the return of his deposit in the event that the Trustee is unable for any reason to consummate the sale of the Debtor's Assets to the Buyer; and it is further

11. **ORDERED** that the Trustee be and is hereby ordered to treat the Buyer's deposit as liquidated damages, retaining same for the Debtor's Estate, in the event and to the extent that the Buyer fails to consummate the purchase of the Debtor's Assets for any reason in accordance with the terms of the within Order; and it is further

Debtor: Bergenline Imaging Center, LLC

Case No. 07-19200 (MS)

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12. **ORDERED** that the Trustee is authorized to execute any and all documents necessary to effectuate the sale of the Debtor's Assets without further Order of the Court; and it is further

13. **ORDERED** that the within Order does not authorize the sale and/or the transfer of any licenses held by the Debtor provided, however, that to the extent that the sale or transfer of any such license is required to sell or transfer one or more of the Debtor's assets, such as equipment, that is approved by the within Order, that the Trustee be and is hereby authorized to comply with any applicable federal and/or state law, regulation etc. in order to accomplish the sale of the Debtor's assets provided that, in the Trustee's sole discretion, such compliance would not be burdensome to the estate in which case the Trustee retains the right and/or option to abandon such property; and it is further

14. **ORDERED** that, to the extent required, necessary, appropriate or desirable, the Trustee be and is hereby authorized to confer with federal, state and/or local governmental entities, without further Order of the Court, regarding the investigation and/or confirmation of licenses held by the Debtor and to assist

Debtor: Bergenline Imaging Center, LLC

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in any way, to the extent practicable and not deemed by the Trustee to be burdensome to the Debtor's estate, in the termination, transfer or other appropriate or necessary action with respect to any such licenses including, without limitation, the execution of documents and the passage of approvals and/or resolutions, and it is further ordered that federal, state and/or local governmental entities be and are hereby directed, without further Order of the Court, to assist the Trustee in any and all ways to terminate, transfer or otherwise act with respect to any such licenses, whether in conjunction with the Trustee's consummation of the sale of the Debtor's Assets or otherwise; and it is further

15. **ORDERED** that if the Buyer does not obtain requisite authority from the appropriate governmental entities to permit the storage and use of nuclear/radioactive medicines and equipment within a reasonable time period, then the Buyer agrees to permit the Trustee to maintain these items on premises with no disturbance and charge until she is able to properly dispose of them as required by law.

Debtor: Bergenline Imaging Center, LLC

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16. **ORDERED** that by requesting the entry of the within Order approving the sale of Debtor's assets, the Trustee is not waiving any rights to Section 506(c) payments; and it is further

17. **ORDERED** that the requirements of Federal Rule of Bankruptcy Procedure 6004(a) and (c) be and hereby are deemed satisfied; and it is further

18. **ORDERED** that the closing on the sale of the Debtor's Assets may occur immediately upon entry of the within Order and the provisions of Federal Rule of Bankruptcy Procedure 6004(h) be and hereby are waived.