


IT IS SO ORDERED.

Dated: October 5, 2017  
05:09:24 PM



*Kay Woods*  
 \_\_\_\_\_  
 Kay Woods  
 United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION

IN RE:	)	CHAPTER 7
	)	
ERIE ISLANDS RESORT & MARINA,	)	CASE NO. 17-40243
AN OHIO GENERAL PARTNERSHIP	)	
	)	JUDGE KAY WOODS
Debtor.	)	

**ORDER (I) APPROVING THE BID PROCEDURES TO BE USED IN THE SALE OF THE DEBTOR’S ASSETS TO THE PROPONENTS OF THE HIGHEST AND BEST BIDS FOR THE ASSETS; (II) SCHEDULING AN AUCTION OF THE DEBTOR’S ASSETS; (III) APPROVING THE BREAK-UP FEE; (IV) SCHEDULING A HEARING TO CONSIDER THE SALE OF THE DEBTOR’S ASSETS; AND (V) APPROVING THE FORM AND MANNER OF NOTICE RELATED THERETO**

Upon the *Motion for Entry of Orders (I) Approving Bidding Procedures for the Sale of Debtor’s Assets, Including the Designation of a Stalking Horse Bidder; (II) Scheduling an Auction of Debtor’s Assets; (III) Scheduling a Hearing to Consider the Sale of the Debtor’s Assets and to Approve the Form and Manner of Notice Related Thereto, (IV) Approving the Break-Up Fee; and (V) Approving the Sale of the Debtor’s Assets to the Proponents of the Highest and Best Bids Free and Clear of All Liens, Claims and Interests Pursuant to Section 363 of the Bankruptcy Code* (the “Motion”) filed by Michael D. Buzulencia, Chapter 7 Trustee (the

“Trustee”) of Erie Islands Resort & Marina, an Ohio general partnership (the “Debtor”), pursuant to which the Trustee sought orders, pursuant sections 105, 363, 365 of Title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2002, 6004, 6006 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (i) approving the Bid Procedures; (ii) approving the Break-Up Fee; (iii) scheduling the Auction of the Debtor’s Assets for October 26, 2017, at 10:00 a.m. EST; (iv) scheduling the Sale Hearing for November 2, 2017 at 9:30 a.m. EST, (v) approving the proposed manner of notice of the Auction and Sale Hearing to be provided to parties in interest and creditors, including the form of the Sale Notices, and (vi) seeking certain related relief (collectively, the “Bid Procedures Order”) and upon the Objection of the United States Trustee to the Motion (the “Objection”); and the Court having found and concluded that (i) it has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(a), (iii) notice of the Motion was sufficient under the circumstances, and (iv) the legal and factual bases set forth in the Motion establish just cause for relief requested herein; and this Court having determined that granting the relief requested in the Motion is in the best interests of the Debtor’s estate and creditors; and after due deliberation and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED to the extent provided herein.
2. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.
3. The Bidding Procedures attached hereto as Exhibit A are approved.
4. The use of the Sale Notices substantially in the forms attached as Exhibit B and Exhibit C are approved.

5. Exhibit C shall be the form used for publication in newspapers as set forth in the Motion.

6. The Sale Notices and attached exhibits will be served within three (3) Business Days following entry of this Bid Procedures Order as set forth in the Motion, including to: (a) the U.S. Trustee; (b) counsel to the lenders; (c) all parties who have expressed an interest in purchasing the Assets; (d) all known creditors of the Debtor, including those parties known by the Trustee to assert liens, claims, rights, interests, or encumbrances of record in any of the Assets, including UDI holders, parties identified in the Class Action, and customers identified by the Debtor; (e) federal, state, and local taxing authorities who have reasonably known interests in the relief requested by the Motion; (f) the Internal Revenue Service; and (g) all other parties that have filed a notice of appearance and demand for service of papers in this bankruptcy case under Bankruptcy Rules 2002 and 9010(b) as of the date of entry of this Bid Procedures Order.

7. The Auction will be held on October 26, 2017 at 10:00 a.m., Eastern Time, at the offices of Trustee's counsel, Brouse McDowell, LPA, 388 South Main Street, Suite 500, Akron, Ohio 44311.

8. The Sale Hearing shall be held on November 2, 2017, at 9:30 a.m., Eastern Time, or as soon thereafter as counsel may be heard (the "Sale Hearing").

9. The Trustee has demonstrated that the Break-Up Fee set forth in the Motion is reasonable and necessary, and the Break-Up Fee is hereby approved.

10. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h) and 7062 or otherwise, the terms and conditions of this Bid Procedures Order shall be immediately effective and enforceable upon its entry, and no automatic stay of execution shall apply to this Bid Procedures Order.

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

###

**SUBMITTED BY:**

/s/ Marc B. Merklin

Marc B. Merklin (0018195)  
Kate M. Bradley (0074206)  
Timothy M. Reardon (0059631)  
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*Counsel to the Trustee*

**REVIEWED BY:**

/s/ Scott R. Belhorn

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*Counsel for Daniel M. McDermott, U.S. Trustee*

1006475.4

**Exhibit A**

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION**

IN RE:	)	CHAPTER 7
	)	
ERIE ISLANDS RESORT & MARINA,	)	CASE NO. 17-40243
AN OHIO GENERAL PARTNERSHIP	)	
	)	JUDGE KAY WOODS
Debtor.	)	

**BIDDING PROCEDURES**

1. Solicitation Process; Distribution of Bidding Procedures and Asset Purchase Agreement. DJM shall distribute the notice of the sale, these Bidding Procedures and a copy of Stalking Horse Bidder's Asset Purchase Agreement (as such, the "Stalking Horse APA") to those parties DJM or the Chapter 7 Trustee ("Seller") determines may have or demonstrate an interest in the Assets.
2. Eligibility of Bidders to Participate in Auction. In order to be eligible to bid for the Assets or otherwise participate in the Auction, each bidder must be determined by Seller, in consultation with Gordon Brothers Group, LLC ("GBG"), to be a "Qualifying Bidder" (a bid being submitted by a bidder determined to be a Qualifying Bidder and to have otherwise satisfied the requirements of paragraph (c) below being a "Qualifying Bid").
3. Qualification of Bidders. In order to be considered for status as a Qualifying Bidder, a bidder (other than the Stalking Horse Bidder, who is deemed to constitute a Qualifying Bidder having submitted a Qualifying Bid) must:
  - a. Deliver to Seller's counsel at Attn: Marc B. Merklin, 388 S. Main Street, Suite 500, Akron, Ohio 44311 so as to be received by Seller's counsel before 5:00 p.m. (Eastern Time) on October 23 (the "Bid Deadline"), a written offer or group of offers (a "Qualifying Bid") that:
    - (i) consists of an executed form of the Stalking Horse APA, marked to show any proposed revisions, which is acceptable to Seller, that provides for the purchase of the Assets, and clearly specifies the amount such bidder is willing to pay, which amount must be at least \$275,000 greater than the Stalking Horse Bidder's Purchase Price contained in the Stalking Horse APA (such aggregate amount, the "Minimum Upset Bid") (such bidder's executed real estate purchase agreement, the "Bidder APA");
    - (ii) does not contain any conditions to closing for the benefit of such bidder that survive on the date of the Auction that are not also both contained in

the Stalking Horse APA and survive on the date of the Auction for the benefit of the Stalking Horse Bidder;

- (iii) contains documentation acceptable to Seller, in consultation with GBG, evidencing that the bidder has financial resources sufficient in the aggregate to finance the purchase of the Assets proposed to be acquired and close the transaction within the time frame established, which evidence may include, without limitation, evidence of cash on hand, a binding financing commitment from an established and financially sound financial institution or investment fund and the identity of contact persons at the entity issuing such commitment letter;
  - (iv) demonstrates, to Seller's satisfaction, in consultation with GBG, that the bidder has the legal capacity to consummate the transaction;
  - (v) includes a statement from the bidder that (i) it is prepared to enter into and consummate the transactions contemplated in the Bidder APA within 15 Business Days after entry by the Court of a Sale Order, provided there has been no order entered staying the Sale Order pending appeal and (ii) the Qualifying Bid is irrevocable until 30 days after the closing of the sale of the Assets as provided below; and
  - (vi) Before the Bid Deadline, pay an earnest money deposit of ten percent (10%) of the Minimum Upset Bid (a "Qualified Bidder Deposit") by cashier's or certified check (made payable to Seller's counsel) or wire transfer of immediately available funds, which deposit shall be held by an escrow by Seller's counsel. A Qualified Bidder Deposit will be refunded only if the bid corresponding with the Qualified Bidder Deposit is not approved by the Court. Seller reserves the right to hold each Qualified Bidder Deposit until 30 days after the closing of the sale of the Assets.
4. Bids for Less than All of Seller's Assets. Subject to the other terms and conditions of these Bidding Procedures, bids for less than all of the Assets may be submitted and may be eligible to become Qualifying Bids to the extent a combination of bids on part of the assets exceeds the Minimum Upset Bid.
  5. Denial of "Qualifying Bid" Status to Non-Conforming Bids. At Seller's discretion, in consultation with GBG, Seller may decline to accept as Qualifying Bids any bids that do not substantially conform to the foregoing requirements and any other procedures set forth in the Bid Procedures Order. Seller shall have the right to negotiate with any bidder with respect to clarification or enhancement of any bid.
  6. Bid Deadline; Reporting of Qualifying Bids. All Qualifying Bids must be submitted to Seller so as to be received not later than the Bid Deadline. After the expiration of the Bid Deadline, Seller's counsel shall promptly provide copies of all bids received to counsel for the GBG. If Seller's counsel does not receive any Qualifying Bids by the Bid Deadline, Seller's counsel shall report the same to the Court.
  7. Access to Dataroom. All bidders will be given access to the dataroom.

8. Terms of Auction. In the event that one or more Qualifying Bids are submitted in accordance with these Bidding Procedures, Seller will conduct an auction sale of the Assets (the "Auction") on the following terms:
- a. Time, Date and Location of Auction; Adjournment of Auction; Appearance of Qualifying Bidders at Auction. The Auction will take place on October 26, 2017, at 10:00 a.m. The Auction will take place at the offices of Brouse McDowell, LPA, 388 S. Main Street, Suite 500, Akron, Ohio 44311. Seller, upon consultation with GBG, may continue or adjourn the Auction from time to time without further notice in its sole discretion. For a Qualifying Bid to be considered, the corresponding Qualifying Bidder must appear in person at the Auction unless alternative arrangements are agreed upon in advance with Seller and GBG.
  - b. Permitted Attendees at Auction. Representatives of Seller, DJM, GBG, Landmark Financial Investments, Inc. and Michelle M. Bartholomew, Joan A. Bartholomew, and Daniel G. Geralsky (and their representatives), counsel to the class action, counsel to the permanent parcel holders, the UST and any other parties invited specifically by the Seller, and any Qualifying Bidders (and the professionals for each of the foregoing) shall be entitled to attend the Auction, provided, however, that only Qualifying Bidders shall be entitled to bid at the Auction.
  - c. Auction Bid Submission Procedures. Auction bidding shall be subject to the following procedures:
    - (i) In order to bid at the Auction, Qualifying Bidders must appear in person at the Auction, or through a duly authorized representative.
    - (ii) Only Qualifying Bidders shall be entitled to make any subsequent bids at the Auction.
    - (iii) Bidding will commence with the announcement of the highest and best Qualifying Bid as determined by Seller upon consultation with GBG. Any Qualifying Bidder may then submit successive bids in minimum increments as set forth by the Seller in consultation with GBG (the "Minimum Overbid Amount").
    - (iv) If one or more Qualifying Bids are received by Seller, each such Qualifying Bidder shall have the right to improve its respective bid(s) at the Auction.
    - (v) At commencement of the Auction, Seller may announce procedural and related rules governing the Auction, including time periods available to all Qualifying Bidders to submit successive bid(s).
  - d. Irrevocability of Bids; Rejection of Bids. All Qualifying Bids and successive bids at the Auction shall be irrevocable until 30 days after the closing of the sale of the Assets. Formal rejection by Seller of a Qualifying Bid or any successive bid thereto will not be deemed to have occurred unless and until (a) Seller expressly

rejects such bid or (b) the sale of the Assets to the bidder submitting the Prevailing Bid (defined below) is finally consummated.

- e. Selection of Prevailing Bid. The Auction shall continue until there is only one bid to purchase the Assets that Seller determines, in consultation with GBG, and subject to Bankruptcy Court approval, is the highest or best Qualifying Bid (such bid being the “Prevailing Bid” and such bidder being the “Prevailing Bidder”). In making this decision, Seller shall consider, without limitation, the amount of the purchase price, the form of consideration being offered, the likelihood of such Qualifying Bidder’s ability to close the transaction and the timing thereof, and the net benefit to Seller’s estate. The Prevailing Bidder shall have such rights and responsibilities of the buyer, as set forth in the Bidder APA. Prior to the Sale Hearing, the Prevailing Bidder shall complete and execute the Bidder APA and all other agreements, contracts, instruments or other documents evidencing and containing the terms and conditions upon which the Prevailing Bid was made (such documents being, collectively, “Prevailing Bidder Sale Documents”). Notwithstanding the foregoing, Seller, in consultation with GBG, and subject to Bankruptcy Court approval, shall have the right, but not the obligation, to accept more than one Prevailing Bid to purchase separate portions of the Assets.
9. Sale Hearing. In connection with Seller’s filing of the Sale Motion, Seller will request that the Bankruptcy Court schedule the Sale Hearing to consider approval of the Sale Motion, with notice thereof in accordance with applicable sections of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court. The Sale Hearing will be held at the United States Bankruptcy Court for the Northern District of Ohio at Youngstown, Ohio. At the Sale Hearing, Seller will seek the entry of the Sale Order approving and authorizing the proposed sale to the Stalking Horse Bidder or to the Prevailing Bidder, if any. The Sale Hearing may be adjourned or rescheduled by announcement of the adjourned date at the Sale Hearing.
10. Closing. The closing of the sale of the Assets will occur no later than 15 days after the entry of the Sale Order, in accordance with the terms of the Prevailing Bidder Sale Documents.
11. Failure of Prevailing Bidder to Consummate Purchase; Designation of Backup Bidder. If for any reason the Prevailing Bidder fails to consummate its purchase of the Assets, Seller may deem the bidder of the second highest and best bid for the Assets (such bidder being the “Backup Bidder,” with such bid being the “Backup Bid”) to have submitted the Prevailing Bid. If Seller so designates a bidder as a Backup Bidder, such Backup Bidder shall be required to complete and execute a real estate purchase agreement in form and substance reasonably acceptable to Seller memorializing, among other things, the amount of the Backup Bid (a “Backup Bidder APA”). If the failure by the Prevailing Bidder to consummate the purchase is the result of such Prevailing Bidder’s breach of, or default or failure to perform under any Prevailing Bidder Sale Documents or the terms of these Bidding Procedures (such bidder being a “Defaulting Bidder”), such Defaulting Bidder’s Qualified Bidder Deposit shall be forfeited to Seller, and Seller shall thereupon have the right to assert all rights and remedies available under applicable law.



12. Reservation of Rights; Deadline Extensions. Subject to the consent of GBG, Seller shall be deemed to have reserved its rights to: (i) cancel the Auction; (ii) extend the Bid Deadline; (iii) impose such other and additional terms and conditions or modify the terms and conditions hereof as Seller determines to be in its best interests and (iv) reject all Qualifying Bids if, in Seller's reasonable business judgment, no Qualifying Bid is in the best interests of Seller's estates.
  
13. Sale of Assets "As-Is, Where-Is". All of the Assets shall be transferred on an "as-is, where-is" basis. SELLER SHALL BE DEEMED TO HAVE EXPRESSLY DISCLAIMED ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE AND MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE NATURE, QUALITY, VALUE OR CONDITION OF ANY OF THE ASSETS, EXCEPT AS MAY OTHERWISE BE PROVIDED IN THE APPLICABLE APA OR PREVAILING BIDDER SALE DOCUMENTS.

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**Exhibit B**

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION**

IN RE:	)	CHAPTER 7
	)	
ERIE ISLANDS RESORT & MARINA,	)	CASE NO. 17-40243
AN OHIO GENERAL PARTNERSHIP	)	
	)	JUDGE KAY WOODS
Debtor.	)	

**NOTICE OF (I) APPROVED BIDDING PROCEDURES (II) AUCTION OF DEBTOR’S ASSETS, AND (III) HEARING TO CONSIDER THE SALE OF THE DEBTOR’S ASSETS TO THE PROPONENTS OF THE HIGHEST AND BEST BIDS FREE AND CLEAR OF ALL LIENS, CLAIMS AND INTERESTS**

PLEASE TAKE NOTICE THAT on September 26, 2017, Michael D. Buzulencia, Chapter 7 Trustee (the “Trustee”) of Erie Islands Resort & Marina, an Ohio general partnership (the “Debtor”) filed with the Court a *Motion for Entry of Orders (I) Approving Bidding Procedures for the Sale of Debtor’s Assets, Including the Designation of a Stalking Horse Bidder; (II) Scheduling an Auction of Debtor’s Assets; (III) Scheduling a Hearing to Consider the Sale of the Debtor’s Assets and to Approve the Form and Manner of Notice Related Thereto, (IV) Approving the Break-Up Fee; and (V) Approving the Sale of the Debtor’s Assets to the Proponents of the Highest and Best Bids Free and Clear of All Liens, Claims and Interests Pursuant to Section 363 of the Bankruptcy Code* (the “Motion”). Pursuant to the Motion, the Trustee sought the entry of a “Bid Procedures Order” and a “Sale Order.” On October \_\_\_\_, 2017, the Court entered the Bid Procedures Order and approved the bidding procedures (the “Bidding Procedures”) to be used in connection with the sale (the “Sale”) of the Debtor’s assets (the “Assets”), in accordance with 11 U.S.C. § 363(b) in accordance with the terms of the Stalking Horse APA, attached hereto as Exhibit A. **The Trustee is seeking to sell the Debtor’s Assets**

**free and clear of all interests, including the interests of co-owners and holders of undivided interests in the property.**

PLEASE TAKE FURTHER NOTICE that any and all bids to purchase the Assets, or some combination thereof, must be in accordance with the Bidding Procedures, and must be **RECEIVED** by counsel for the Trustee, Brouse McDowell, LPA, 388 S. Main Street, Suite 500, Akron, Ohio 44311, Attn: Marc B. Merklin, Esq., mmerklin@brouse.com, **on or before October 23, 2017, at 5:00 p.m., Eastern Time** (the "Bid Deadline"). Any person who wishes to receive a copy of the Motion or the Bid Procedures Order shall make such request in writing to Brouse McDowell, LPA, 388 S. Main Street, Suite 500, Akron, Ohio 44311, Attn: Marc B. Merklin, Esq., mmerklin@brouse.com.

PLEASE TAKE FURTHER NOTICE that if competing Qualified Bids are received on or before the Bid Deadline, the Trustee shall hold an auction (the "Auction") for the sale of the Assets at the offices of Trustee's counsel, Brouse McDowell, LPA, 388 South Main Street, Suite 500, Akron, Ohio 44311 on **October 26, 2017, at 10:00 a.m. Eastern Time**. The Auction will be governed by the terms and conditions of the Bidding Procedures, which have been authorized and approved by the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has scheduled a hearing for **November 2, 2017, at 9:30 a.m., Eastern Time** (the "Sale Hearing") to consider the relief requested in the Motion with respect to the proposed sale of the Debtor's Assets and to determine if the results of any Auction should be confirmed by the Court. The Sale Hearing may be adjourned in open court from time to time, without further notice. The Sale Hearing will be held before the Honorable Kay Woods, United States Bankruptcy Judge for the Northern District of Ohio, at Nathaniel R. Jones Federal Building & U.S. Courthouse, 10 East Commerce Street, Youngstown, Ohio, 44503.

PLEASE TAKE FURTHER NOTICE that pursuant to Local Rule 9013-(1)(b), if you do not want the Court to approve the sale of the Debtor's assets as requested in the Motion, or if you want the Court to consider your views on the Motion, then on or before **October 31, 2017**, you or your attorney must file with the Court a written response specifying with particularity the ground for such objections at:

United States Bankruptcy Court  
Office of the Clerk  
Nathaniel R. Jones Federal Building & U.S. Courthouse  
10 East Commerce Street  
Youngstown, Ohio 44503-1621

You must also serve a copy of your request on the undersigned counsel:

Marc B. Merklin  
Brouse McDowell, LPA  
388 S. Main Street, Suite 500  
Akron, Ohio 44311  
mmerklin@brouse.com  
*Counsel for the Trustee*

Pursuant to Local Rule 9013-1(d), if you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Motion and may grant the Motion without conducting a hearing or further notice to you.

DATED: October \_\_, 2017

Respectfully submitted,

/s/  
Marc B. Merklin (0018195)  
Kate M. Bradley (0074206)  
Bridget A. Franklin (0083987)  
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1006476.6

*Counsel for Trustee*

Exhibit C

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION

IN RE:	)	CHAPTER 7
	)	
ERIE ISLANDS RESORT & MARINA,	)	CASE NO. 17-40243
AN OHIO GENERAL PARTNERSHIP	)	
	)	JUDGE KAY WOODS
Debtor.	)	

**NOTICE OF (I) APPROVED BIDDING PROCEDURES (II) AUCTION OF  
DEBTOR’S ASSETS, AND (III) HEARING TO CONSIDER THE SALE OF THE  
DEBTOR’S ASSETS TO THE PROPONENTS OF THE HIGHEST AND BEST BIDS  
FREE AND CLEAR OF ALL LIENS, CLAIMS AND INTERESTS**

PLEASE TAKE NOTICE THAT on September 26, 2017, Michael D. Buzulencia, Chapter 7 Trustee (the “Trustee”) of Erie Islands Resort & Marina, an Ohio general partnership (“Erie Islands Resort”) filed with the Court a *Motion for Entry of Orders (I) Approving Bidding Procedures for the Sale of Debtor’s Assets, Including the Designation of a Stalking Horse Bidder; (II) Scheduling an Auction of Debtor’s Assets; (III) Scheduling a Hearing to Consider the Sale of the Debtor’s Assets and to Approve the Form and Manner of Notice Related Thereto, (IV) Approving the Break-Up Fee; and (V) Approving the Sale of the Debtor’s Assets to the Proponents of the Highest and Best Bids Free and Clear of All Liens, Claims and Interests Pursuant to Section 363 of the Bankruptcy Code* (the “Motion”).

Pursuant to the Motion, the Trustee is requesting the authority to sell the real and certain personal property and resort known as Erie Islands Resort & Marina free and clear of all liens, claims and interests of any and all parties, **including the interests of all parties who have contracts with Erie Islands Resort or who may claim an interest as a co-owner of any portion of Erie Island Resort or as a holder of an undivided interest in Erie Islands Resort.**

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has scheduled a hearing for **November 2, 2017, at 9:30 a.m., Eastern Time** (the “Sale Hearing”) to consider the relief requested in the Motion with respect to the proposed sale of the Debtor’s Assets and to determine if the results of any Auction should be confirmed by the Court. The Sale Hearing will be held before the Honorable Kay Woods, United States Bankruptcy Judge for the Northern District of Ohio, at Nathaniel R. Jones Federal Building & U.S. Courthouse, 10 East Commerce Street, Youngstown, Ohio, 44503.

PLEASE TAKE FURTHER NOTICE that pursuant to Local Rule 9013-(1)(b), if you do not want the Court to approve the sale of Erie Island Resort as requested in the Motion **free and clear of the liens, claims or interests you may hold or assert in Erie Islands Resort**, or if you want the Court to consider your views on the Motion, then on or before **October 31, 2017**, you or your attorney must file with the Court a written response specifying with particularity the ground for such objections at:

United States Bankruptcy Court  
Office of the Clerk  
Nathaniel R. Jones Federal Building & U.S. Courthouse  
10 East Commerce Street  
Youngstown, Ohio 44503-1621

You must also serve a copy of your request on the undersigned counsel:

Marc B. Merklin  
Brouse McDowell, LPA  
388 S. Main Street, Suite 500  
Akron, Ohio 44311  
mmerklin@brouse.com  
*Counsel for the Trustee*

Pursuant to Local Rule 9013-1(d), if you or your attorneys do not take these steps, the Court may decide that you do not oppose the relief sought in the Motion and may grant the Motion to sell Erie Island Resort without conducting a hearing or further notice to you.

PLEASE TAKE FURTHER NOTICE that **any person who wishes to receive a copy of the Motion or Bid Procedures Order** shall make such request in writing to Brouse McDowell, LPA, 388 S. Main Street, Suite 500, Akron, Ohio 44311, Attn: Marc B. Merklin, Esq., [mmerklin@brouse.com](mailto:mmerklin@brouse.com).

PLEASE TAKE FURTHER NOTICE that any and all bids to purchase Erie Islands Resort must be RECEIVED by counsel for the Trustee, Brouse McDowell, LPA, 388 S. Main Street, Suite 500, Akron, Ohio 44311, Attn: Marc B. Merklin, Esq., [mmerklin@brouse.com](mailto:mmerklin@brouse.com), on or before October 23, 2017, at 5:00 p.m., Eastern Time (the “Bid Deadline”). **If you wish to bid on Erie Islands Resort, you must request a copy of the Bid Procedures Order so that you may comply with the bid requirements.**

PLEASE TAKE FURTHER NOTICE that if competing Qualified Bids are received on or before the Bid Deadline, the Trustee shall hold an auction (the “Auction”) for the sale of Erie Islands Resort at the offices of Trustee’s counsel, Brouse McDowell, LPA, 388 South Main Street, Suite 500, Akron, Ohio 44311 on October 26, 2017, at 10:00 a.m. Eastern Time. If you wish to attend the Auction, you must submit a bid that complies with the bid requirements.

DATED: October \_\_, 2017

Respectfully submitted,

/s/  
\_\_\_\_\_  
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Kate M. Bradley (0074206)  
Bridget A. Franklin (0083987)  
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*Counsel for the Trustee*

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