

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS**

_____)
In re) Chapter
) Case No.
)
 ,)
Debtor)
_____)

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

To Creditors and Parties in Interest:

Notice is hereby given, pursuant to 11 U.S.C. Section 363, Fed. R. Bankr. P. 2002(a)(2) and 6004, and MLBR 2002-5 and 6004-1, that the Trustee (or, where applicable, the Debtor), _____, intends to sell at private sale the Debtor's right, title and interest in certain property of the estate consisting of: ___(Property Description)___.

The Trustee (or where applicable, the Debtor) has received an offer to purchase ___(Property)___ for the sum of ___(Purchase Price)___ in cash (or state other consideration) from ___(Proposed Buyer)___ . The relationship of the proposed buyer to the Debtor (or Trustee, if applicable) is: _____.

The sale shall take place on or before _____. The proposed buyer has paid a deposit in the sum of \$_____. 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 _____ and a written purchase and sale agreement dated _____. The Motion to Approve

Sale and the purchase and sale agreement are available upon request from the undersigned.

The ___(Property)___ will be sold free and clear of all liens, claims and encumbrances. Any perfected, enforceable valid liens shall attach to the proceeds of the sale according to priorities established under applicable law.

Any objections to the sale and/or higher offers shall be filed in writing with the Clerk, United States Bankruptcy Court at _____ (either Boston or Worcester address as applicable) on or before _____ 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.

Through this Notice, higher offers for the Property are hereby solicited. Any higher must be accompanied by a cash deposit of \$_____ in the form of a certified or bank check made payable to the undersigned. Higher offers must be on the same terms and conditions provided in the Purchase and Sale Agreement, other than the purchase price.

A hearing on the Motion to Approve Sale, objections or higher offers is scheduled to take place on _____ at ___AM/PM before the Honorable_____, United States Bankruptcy Judge, Courtroom ____, _____, _____, Massachusetts. Any party who has filed an objection or higher offer is expected to be present at the hearing, failing which the objection will be overruled or the higher offer stricken. If no objection to the Motion to Approve Sale or higher offer is timely filed, the Bankruptcy 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.

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.

Respectfully Submitted,

TRUSTEE (or Debtor)

By _____

Dated: _____