

**GIBBONS P.C.**

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and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

NEW ENGLAND MOTOR FREIGHT, INC.,  
et al.,

Debtors.<sup>1</sup>

Chapter 11

Case No. 19-12809 (JKS)

(Jointly Administered)

**NOTICE OF AUCTION AND SALE HEARING**

**PLEASE TAKE NOTICE THAT:**

1. On March 25, 2019, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a motion (the “Motion”)<sup>2</sup> [Docket No. 335] for entry of orders, among other things (i) approving bidding procedures (the “Bidding Procedures”) in connection with the sale (the “Sale”) of substantially all assets of Debtors’ Eastern Freight Ways, Inc. (“Eastern”), Carrier Industries, Inc. (“Carrier”) and certain rolling stock owned by New England Motor Freight, Inc. (“NEMF”) (collectively, the “Assets”), (ii) scheduling an auction and a hearing (the “Sale Hearing”) to consider approval of the Debtors entering into a Sale,

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: New England Motor Freight, Inc. (7697); Eastern Freight Ways, Inc. (3461); NEMF World Transport, Inc. (2777); Apex Logistics, Inc. (5347); Jans Leasing Corp. (9009); Carrier Industries, Inc. (9223); Myar, LLC (4357); MyJon, LLC (7305); Hollywood Avenue Solar, LLC (2206); United Express Solar, LLC (1126); and NEMF Logistics, LLC (4666).

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

(iii) approving the form and manner of notice thereof and (iv) granting related relief. The Motion additionally requests entry of an order or orders (i) authorizing and approving a Sale free and clear of liens, claims, encumbrances and interests, (ii) approving the assumption and assignment of executory contracts and unexpired leases and (iii) granting related relief.

2. The Debtors are seeking to sell the Assets to the Successful Bidder or Back-Up Bidder. Approval of the sale of Assets to either the Successful Bidder or Back-Up Bidder may result in, among other things, the assumption, assignment and/or transfer by the Debtors of certain executory contracts and unexpired leases. If you are a party to an executory contract or lease with one or more of the Debtors, you will receive a separate notice that contains relevant dates and other information that may impact you as a party to an executory contract or lease.

3. Notwithstanding anything to the contrary in the Sale Motion, Bidding Procedures, any other orders entered by the Court, or otherwise, without the necessity of a further hearing or authorization of the Court, the Debtors, in their discretion, shall be authorized (but not required) to accept a stalking horse bid from a Qualified Bidder (the “Stalking Horse Bid”) and enter into a purchase agreement (the “Stalking Horse Purchase Agreement”) with such Qualified Bidder (the “Stalking Horse Bidder”) if the Debtors determine, in their discretion, that entry into such a Stalking Horse Purchase Agreement on such terms and conditions that the Debtors, in the Debtors’ discretion, reasonably determines are in the best interests of the estates. If the Debtors designate a Stalking Horse Bidder, the Debtors shall within two (2) days thereof file a notice of such determination with the Bankruptcy Court, which notice shall (i) identify the Stalking Horse Bidder, (ii) set forth the amount of any Break-Up Fee and/or Expense Reimbursement proposed to the Stalking Horse Bidder, (iii) include a copy of the Stalking Horse Bidder’s Qualified Bidder Purchase Agreement, which competing Qualified Bidders must then use as the basis to submit their Qualified Bids, and (iv) shall include modifications to the Bidding Procedures and Auction procedures necessary to account for the Stalking Horse Bid.

4. On April 8, 2019, the United States Bankruptcy Court for the District of New Jersey entered the Bidding Procedures Order [Docket No. 427]. Pursuant to the Bidding Procedures Order, if the Debtors receive more than one Qualified Bids (as defined in the Bidding Procedures), the auction for the Assets shall take place on **May 14, 2019, at 10:00 a.m. (prevailing Eastern time)**, at the offices of Gibbons P.C., One Gateway Center, Newark, New Jersey 07102, or at such other place and time as the Debtors shall notify all Qualified Bidders and other invitees. Only parties that have submitted a Qualified Bid in accordance with the Bidding Procedures, attached to the Bidding Procedures Order as Exhibit 1, by no later than **May 9, 2019, at 4:00 p.m. (prevailing Eastern time)** (the “Bid Deadline”), may participate at the Auction. Any party that wishes to take part in this process and submit a bid for the Assets must submit its bid prior to the Bid Deadline and in accordance with the Bidding Procedures. Failure to abide by the Bidding Procedures may result in a bid being rejected.

5. The Sale Hearing to consider approval of the Sale of the Assets to the Successful Bidder or Back-Up Bidder free and clear of all liens, claims and encumbrances will be held before the Honorable Jack Sherwood in the United States Bankruptcy Court District of New Jersey on **May 16, 2019, at 10:00 a.m. (prevailing Eastern time)**, or at such other time thereafter as counsel may be heard. The Sale Hearing may be adjourned from time to time and notice of such adjournment will be filed on the Court’s docket.

6. Objections, if any, to the Sale, or the relief requested in the Motion (other than with respect to cure amounts and adequate assurance which are subject to a separate notice) must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) be filed with the Clerk of the Bankruptcy Court, on or before **May 6, 2019 at 4:00 p.m. (prevailing Eastern time)**; and (d) be served so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the same day, upon (i) counsel for the Debtors, Gibbons P.C., One Gateway Center, Newark, N.J. 07102 (Attn: Karen Giannelli, Esq. (kgiannelli@gibbonslaw.com)); and (ii) counsel for the Official Committee of Unsecured Creditors, Lowenstein Sandler LLP, One Lowenstein Drive, Roseland, NJ 07068 (Attn: Mary E. Seymour, Esq. (mseymour@lowenstein.com) and Elliott Greenleaf, P.C. (Attn: Rafael X. Zahralddin-Aravena, Esq. (rxza@elliottgreenleaf.com) (collectively, the “Bid and Objection Notice Parties”).

**7. UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AND THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER HEARING AND NOTICE.**

This Notice and the Sale Hearing is subject to the complete terms and conditions of the Motion, the Bidding Procedures Order, and the Bidding Procedures, which shall control in the event of any conflict and the Debtors encourage parties-in-interest to review such documents in their entirety. Parties interested in receiving more information regarding the sale of the Assets or in obtaining a copy of any related document, subject to any necessary confidentiality agreement, should contact Mark Karbiner, Senior Director, Phoenix Capital Resources, 110 Commons Court, Chadds Ford, PA 19317 (mkarbiner@phoenixcapitalresources.com). In addition, copies of the Motion, the Bidding Procedures Order, and this Notice can be found: (a) on the Court’s website and (b) with the Clerk of the Bankruptcy Court. Copies of the documents may also be viewed on the internet free of charge on the Debtors’ Claims Agent’s website for the chapter 11 cases (<https://www.donlinrecano.com/Clients/nemf/index>).

Dated: April 8, 2019

**GIBBONS P.C.**

By: /s/ Karen A. Giannelli  
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