

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA
RALEIGH DIVISION**

IN RE:

WILSON ORGANIC FARM SERVICES, INC.,

**CASE NO. 20-01190-5-SWH
CHAPTER 11**

DEBTOR.

**NOTICE OF PUBLIC SALE AND COMPENSATION OF
COUNTRY BOYS AUCTION & REALTY CO., INC. AS AUCTIONEER**

TO: ALL CREDITORS AND PARTIES IN INTEREST:

NOTICE IS HEREBY GIVEN that provided no response or objection by a party in interest are filed with this Court before **SEPTEMBER 20, 2021** (the “Objection Deadline”), and upon approval of the Bankruptcy Court, the real property described herein shall be sold via auction and public sale in the means and methods described herein, by JOSEPH Z. FROST, the duly-appointed CHAPTER 11 SUBCHAPTER V TRUSTEE FOR WILSON ORGANIC FARM SERVICES, INC. (the “Trustee”), in accordance with the Order Confirming The Bankruptcy Court, on February 9, 2021, entered an Order Confirming Chapter 11 Plan of Reorganization [D.E. 213] (the “Confirmation Order”) entered by the United States Bankruptcy Court for the Eastern District of North Carolina (the “Bankruptcy Court”) on February 9, 2021, which confirmed the Chapter 11 Plan of Reorganization [D.E. 124], as amended and modified (collectively, the “Plan”) of the Debtor WILSON ORGANIC FARM SERVICES, INC. (the “Debtor”) and the Consent Order Approving Public Sale of Real Property Free and Clear of Liens, Encumbrances, and Other Interests [D.E. 258] (the “Sale Order”) entered on June 2, 2021.

FURTHER NOTICE IS HEREBY GIVEN that if an objection or response and a request for a hearing is filed by a party in interest in writing before the Objection Deadline, a telephonic hearing will be conducted on **SEPTEMBER 21, 2021, at 2:00 P.M. ET**, by United States Bankruptcy Court for the Eastern District of North Carolina (the “Bankruptcy Court”), at the Randy D. Doub Courthouse, 150 Reade Circle, Greenville, North Carolina 27858.

FORWARD AND INTRODUCTION

This *Notice of Public Sale and Auction* (the “Notice of Public Sale”) is given for the purpose of providing all creditors and parties-in-interest with information reasonably calculated to allow for an informed decision as to the terms and conditions of the public sale and auction that was previously approved by the Bankruptcy Court in the Sale Order.

The real property to be sold includes real property and improvements having a physical address of 127

Pilot House Lane, Wallace, North Carolina 28466, which is more particularly identified and described below (collectively, the “Property”). **The Trustee, pursuant to the Confirmation Order and the Sale Order, is authorized to sell the Property free and clear of any and all liens and other interest, with such liens and interests attaching to the proceeds pursuant to § 363 of the Bankruptcy Code, a copy of which is available online at www.nceb.uscourts.gov or upon written request to the Trustee and/or counsel for the Debtor.**

PROPOSED PUBLIC SALE DATE, TIME, AND LOCATION

The public sale will be held and conducted on **September 22, 2021** (the “Public Sale Date”), at **10:00 A.M. ET** (the “Public Sale Start Time”) at 127 Pilot House Lane, Wallace, North Carolina 28466 (the “Public Sale Location”).

NOTICE OF ADDITIONAL CONDITION ON PUBLIC SALE PROCEDURE

Trustee hereby gives notice that, in the event a private sale of the Property is secured prior to the Public Sale Date, a copy of the signed and written offer to purchase the Property between the Debtor and any third parties, must be presented to the Trustee and COUNTRY BOYS AUCTION & REALTY COMPANY, INC. (“CBA”) prior to June 16, 2021, which would allow CBA the opportunity to minimize the costs and expenses associated with advertising the Public Sale. To the extent necessary and required, the Trustee will seek approval of this condition and procedure, which he believes will facilitate an orderly liquidation and sale of the Property, whether by private or public sale, and minimize confusion and/or effect that the dual listing and marketing of the Property, by private and public sale, will have on the purchase price secured for the Property.

COMMISSIONS TO AUCTIONEER

The Trustee has sought and received, pursuant to the Order Allowing Application for Employment and Compensation of Auctioneer [D.E. 224] (the “CBA Employment Order”) entered by the Bankruptcy Court on March 23, 2021, authority to employ and compensate COUNTRY BOYS AUCTION & REALTY, INC. (“CBA”), as the auctioneer, for the purpose of assisting and conducting the Public Sale of the Property. Pursuant to Local Bankruptcy Rule 6005-1(a) and the Chapter 11 Administrative Guidelines, and under the CBA Employment Order, CBA shall receive the following commission relating to the public sale of the Property:

- a. Ten-percent (10%) of the first \$25,000.00 of real property sold; and
- b. Four-percent (4%) of the remaining balance of real property sold.

(collectively, the “Auctioneer’s Commission”).

In accordance with the Sale Order, and in the event that a credit bid submitted at the Public Sale is the best, highest, and prevailing bid with respect to the Property (the “Credit Bid”), such lienholder shall pay a

commission to CBA equal to three-percent (3%) of the amount of any such Credit Bid (the “Credit Bid Commission”).

REQUESTS FOR ADDITIONAL INFORMATION

Any party desiring additional information concerning the proposed public sale or this *Notice of Public Sale and Auction* (the “Public Sale Notice”), should contact the following entities:

**CHAPTER 11 SUBCHAPTER
V TRUSTEE**

Joseph Z. Frost
BUCKMILLER, BOYETTE & FROST, PLLC
4700 Six Forks Road, Suite 150
Raleigh, North Carolina 27606
Telephone: 919-296-5040
Telefax: 919-977-7101
Email: jfrost@bbflawfirm.com

DEBTOR’S COUNSEL

Robert Lewis, Jr
THE LEWIS LAW FIRM, PA
Po Box 1446
Raleigh, NC 27602
Telephone: (919) 987-2240
Facsimile: (919) 573-9161
Email: Rlewis@thelewislawfirm.com
*Counsel for the Debtor Wilson Organic Farm
Services, Inc.*

AUCTIONEER

Country Boys Auction & Realty Company, Inc.
Attn: Mike Gurkins, President
Physical Address:
1211 West 5th Street
Washington, NC 27889
Mailing Address:
Post Office Box 1903
Washington, NC 27889
Office: (252) 946-6007
Telefax: (252) 946-0460
Email: mgurkins@countryboysauction.com
Website: www.countryboysauction.com

The Trustee, with the approval of the Debtor, is proposing an orderly and well-advertised public sale of the Property in a manner consistent with the Confirmation Order, which he believes will generate the maximum proceeds for distribution to all creditors. All distributions of the proceeds of sale will be in accordance with any existing security instruments, Orders of the Bankruptcy Court and the priorities set forth in the Bankruptcy Code.

DISCLAIMER

THE BANKRUPTCY COURT HAS NOT REVIEWED THE INFORMATION PROVIDED IN THIS NOTICE OF PUBLIC SALE, AND HAS NOT OFFERED AN OPINION AS TO ITS ACCURACY, SUFFICIENCY OR COMPLETENESS. IT IS ANTICIPATED THAT THE BANKRUPTCY COURT MAY REVIEW THE DISCLOSURES MADE HEREIN AT ANY HEARING IN CONSIDERATION OF THE PUBLIC SALE.

THE PURPOSE OF THIS NOTICE IS TO PROVIDE CREDITORS WITH INFORMATION CONCERNING THE DEBTOR AND THE PUBLIC SALE, IN ADVANCE OF SAID PUBLIC SALE. TRUSTEE WILL ATTEMPT TO RESPOND TO ALL REASONABLE INQUIRIES CONCERNING THE INFORMATION PROVIDED HEREIN. PARTIES-IN-INTEREST ARE ENCOURAGED TO SEEK THE ADVICE OF COUNSEL TO MORE FULLY DETERMINE THEIR RIGHTS WITH RESPECT TO THE SALE CONTEMPLATED HEREIN.

GENERAL INFORMATION

The Debtor, a North Carolina corporation with a principal place of business located in Hillsborough, North Carolina, which owned various parcels of real property that generated rental income, filed a voluntary petition seeking relief under chapter 11 of the Bankruptcy Code on March 18, 2020 (the "Petition Date"), BK Case No. 20-01190-5-JNC, electing to proceed under Subchapter V that was newly enacted under the Small Business Reorganization Act of 2019 (the "SBRA") (collectively, the "Bankruptcy Case"). Thereafter, and in accordance with the procedures adopted by the United States Bankruptcy Administrator for the Eastern District of North Carolina (the "Bankruptcy Administrator"), the Trustee was appointed in accordance with the provisions of the Bankruptcy Code.

The Bankruptcy Court, on February 9, 2021, entered an Order Confirming Chapter 11 Plan of Reorganization [D.E. 213] (the "Confirmation Order"), which confirmed the Chapter 11 Plan of Reorganization [D.E. 124], as amended and modified (collectively, the "Plan") of the Debtor, and authorized the sale of the Property, through a public sale, in Class 5. The Bankruptcy Court, on June 2, 2021, entered the Sale Order, which authorized the sale of the Property, free and clear of liens, claims and encumbrances, by public sale.

The Property, which will be sold via public sale, on the Public Sale Date, by CBA at the Public Sale Location, is more particularly described as follows:

Located in Limestone Township, Duplin County, North Carolina, and being more particularly described as follows:

Being all of Lot 201, Phase I, Firefly Meadow at River Landing, as shown on maps prepared by Robert H. Goslee & Associates, P.A., dated December 2, 1997, and recorded in Map Book 15, Pages 159 and 160 of the Duplin County Registry, to which maps reference is hereby made for a more particular description of said lot.

TOGETHER WITH A NON-EXCLUSIVE EASEMENT for the purposes of access between NC Hwy 41 and the above described Lot 201, over and along Paddle Wheel Drive as shown and defined on a map recorded in Map Book 14, Page 195, of the Duplin County Registry, as well as a right-of-way over and along Firefly Drive as shown on the above referred to maps, to which maps reference is hereby made for a more particular description of said rights-of-way.

Proceeds from the sale will be distributed pursuant to the priority of liens, the Confirmation Order, or according to separate Orders of this Court. Due to the manner of sale, it is unknown whether proceeds will be available for distribution to unsecured creditors.

THE PROPERTY DESCRIBED HEREIN WILL BE SOLD PURSUANT TO THE SALE PROCEDURE ORDER—FREE AND CLEAR OF ALL ENCUMBRANCES, LIENS, INTERESTS AND CLAIMS, INCLUDING ALL CLAIMS AND POTENTIAL CLAIMS OF SECURED CREDITORS, TAXING AND OTHER GOVERNMENTAL AUTHORITIES, AND REMAINING CREDITORS OF THE BANKRUPTCY ESTATE.

Typically, a sale of the type requires the following attributes: (1) Sound business reason; (2) Accurate and reasonable notice; (3) Fair and reasonable price; and (4) Existence of good faith.

The Debtor believes these aforementioned requirements are satisfied, and the public sale of the Property should be allowed, based upon the following:

1. The proceeds from the public sale of the Property will pay, in full, the allowed secured claims of TOORAK CAPITAL PARTNERS, LLC (“Toorak Capital”), RIVER LANDING PROPERTY OWNERS ASSOCIATION, INC. (“RLPOA”), the ad valorem taxes owed by the Debtor to the Duplin County Tax Collector, if any, on account of its ownership of the Property, with the remaining balance being distributed by the Trustee in accordance with the priorities of the Bankruptcy Code, the provisions of the Confirmation Order, and further Orders of the Court.

2. The public sale of the Property has previously been approved by the Bankruptcy Court in the Confirmation Order and, out of an abundance of caution, additional approval is being contemporaneously sought herewith through the Sale Motion, which will provide creditors and parties-in-interest, with suitable information necessary to determine whether or not to oppose the Public Sale.

3. The Public Sale, as approved and adequately noticed to creditors and parties-in-interest, provides a fair means of liquidating the Property in the most efficient and cost-effective manner.

4. The Public Sale will be conducted in good faith and should bring a fair price for the Property.

5. Following the Public Sale, and consummation of the same, the Debtor will not retain any interest or title in the Property.

DATE OF NOTICE: September 1, 2021

**JOSEPH Z. FROST, CHAPTER 11 SUBCHAPTER
V TRUSTEE FOR WILSON ORGANIC FARM
SERVICES, INC.**

BY: s/ Joseph Z. Frost

JOSEPH Z. FROST, NCSB No. 44387
jfrost@bbflawfirm.com

4700 Six Forks Road, Suite 150
Raleigh, North Carolina 27609
Telephone: (919) 296-5040
Telefax: (919) 977-7101