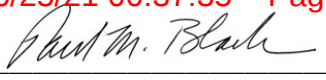


SIGNED: June 22nd, 2021
THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.


Paul M. Black
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF WEST VIRGINIA

In Re:

PANTHERA ENTERPRISES, LLC,

Debtor.

Case No.: 2:19-bk-00787
Chapter 7
Judge Paul M. Black

**STIPULATION AND AGREED ORDER MODIFYING PROPOSED PAYMENTS
TO CREDITOR WEST VIRGINIA PAVING, INC. FROM PROCEEDS OF SALE**

COMES NOW West Virginia Paving, Inc., a secured creditor in this proceeding, hereinafter WVP, and Aaron C. Amore, the Chapter 7 Trustee, and do agree and stipulate, and do propose this Stipulation and Agreed Order with respect to the distribution of the proceeds of sale as the same are embodied in the Trustee's "*Motion For An Order Approving The Sale Of The Debtor's Real Property And Novating Certain Government Contracts Free And Clear Of Liens, Claims, Interests, And Encumbrances Pursuant To 11 U.S.C. § 363*" (hereinafter referred to as "the *Sale Motion*"), and agreeing to certain other relief as to the Trustee. In support thereof the parties would say, allege and show unto the Court as follows:

1. The Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code on September 13, 2019. By Order entered on July 21, 2020, the proceeding was converted to one under Chapter 7 of the Bankruptcy Code, and Aaron C. Amore was appointed the Chapter 7 Trustee.

2. WVP is a secured party under a Deed of Trust in the principal amount of \$500,000 dated August 21, 2013 and recorded in the Office of the Clerk of the Hardy County Commission in Trust Deed Book 277 at page 355 upon the Debtor's 689.40 acre parcel of real property. WVP's lien is subordinate to West Virginia Economic Development Authority's duly perfected first lien Deed of Trust against the 689.40 acre parcel. WVP is also the holder of a Judgment Lien docketed on June 30, 2017, in the amount of \$631,647.53 plus costs in the amount of \$278.00, plus interest thereon upon both of the Debtor's parcels of real property, as the same are set forth in Judgment Lien Docket 30 at page 143, and as corrected in Judgment Lien Docket 30 at page 156. Such Judgment Lien is subordinate in priority to the consensual liens of the West Virginia Economic Development Authority, its own Deed of Trust, Howard Shockey & Sons Inc., Virginia Heritage Bank, and a tax lien in favor of the State of West Virginia State Tax Department.

3. The *Sale Motion* of the Trustee seeks an Order of and from this Court allowing for the sale of the Debtor's real property free and clear of liens, with such liens attaching to the proceeds of sale, as set forth in Sections 363(f)(2), (4) & (5) of the Bankruptcy Code.

4. The undersigned counsel for WVP has been in discussions with the Trustee regarding the extent of the payments which would flow to WVP as a result of the proposed sale, and specifically as to the rights of WVP to object to the said sale and to the Trustee's proposed distributions to parties which hold junior liens without first satisfying the claims of WVP.

5. Counsel for WVP and the Trustee have stipulated and agreed that, in lieu of the filing of an *Objection* by WVP to the *Sale Motion* which might impair the Trustee's ability to consummate the sale, WVP will consent to the proposed sale upon condition that the amounts proposed to be distributed to WVP as the same are set forth in paragraph 69 of the *Sale Motion*,

and paragraph numbered 4.3(c) of the Asset Purchase Agreement (the “APA”) attached to the *Sale Motion*, be modified and amended to provide that WVP shall receive cash at closing in the amount of Thirty Thousand Dollars (\$30,000.00); and an additional Twenty Thousand Dollars (\$20,000) from the “Note” referenced in paragraph 73 of the *Sale Motion*, and paragraph numbered 4.3(f) of the APA, shall be payable as an administrative expense as the Trustee receives payments upon the Note, provided, however, that either WVP or the Trustee shall have the right to seek relief from the Court at any time. In addition, WVP shall have an unsecured deficiency claim upon its claim number 8 filed with the Clerk of the Court in the amount of \$625,318.65, to be paid as a general unsecured claim.

6. The terms of this Stipulation and Agreed Order are conditioned upon entry of the Sale Order approving the proposed terms of sale except as modified herein.

Accordingly, it is therefore ORDERED and ADJUDGED that the Trustee’s “*Motion For An Order Approving The Sale Of The Debtor’s Real Property And Novating Certain Government Contracts Free And Clear Of Liens, Claims, Interests, And Encumbrances Pursuant To 11 U.S.C. § 363*” is deemed to be modified by this STIPULATION AND AGREED ORDER.

Respectfully submitted,

/s/ Stephen L. Thompson
Stephen L. Thompson, Esq. (WVSB # 3751)
BARTH & THOMPSON
P.O. Box 129
Charleston, West Virginia 25321
Telephone: (304) 342-7111
Facsimile: (304) 342-6215
E-mail: sthompson@barth-thompson.com

Counsel for West Virginia Paving, Inc.

/s/ Aaron C. Amore

Aaron C. Amore, Esq. (WVSB # 6455)

AMORE LAW, PLLC

206 West Liberty Street

Charles Town, WV 25414

Telephone: (304) 885-4111

Facsimile: (866) 417-8796

E-mail: aaron@amorelaw.com

Counsel for Chapter 7 Trustee Aaron C. Amore

In re:
 Panthera Enterprises, LLC
 Debtor

Case No. 19-00787-pmb
 Chapter 7

CERTIFICATE OF NOTICE

District/off: 0424-2
 Date Rcvd: Jun 22, 2021

User: ad
 Form ID: pdfdoc

Page 1 of 4
 Total Noticed: 19

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jun 24, 2021:

Recip ID	Recipient Name and Address
db	Panthera Enterprises, LLC, 2506 Fishpond Road, Old Fields, WV 26845
aty	+ Henry G. Swergold, 475 Park Avenue South, 18th Floor, New York, NY 10016-6901
aty	+ Mark A. Lindsay, 707 Grant Street, Suite 2200, Pittsburgh, PA 15219-1945
aty	+ Morgan Grossman, 475 Park Avenue South, 18th Floor, New York, NY 10016-6901
aty	+ Robert M. Sellards, Bailes, Craig, Yon & Sellards, PLLC, 401 10th Street, Suite 500, Huntington, WV 25701-2223
cr	+ Betty P. Williams, P. O. Box 122, Moorefield, WV 26836-0122
cr	+ Darrick and Emily Gust, c/o Spencer D. Elliott, Lewis Glasser PLLC, 300 Summers Street Suite 700, Charleston, WV 25301 US 25301-1632
acc	+ John Lantzy, Smith, Elliott, Kearns & Company, LLC, 19405 Emerald Square, Suite 1400, Hagerstown, MD 21742-3666
acc	+ Kelly T. Smith, Smith, Elliot, Kearns & Company, LLC, 19405 Emerald Square, Suite 1400, Hagerstown, MD 21742-3666
cr	Panthera Training, LLC, 2506 Fish Pond Road, Old Fields, WV 26845
cr	+ Renick C. Williams, P. O. Box 122, Moorefield, WV 26836-0122
cr	+ Robert R. Williams, P. O. Box 122, Moorefield, WV 26836-0122
cr	+ SMI, LLC, 123 East Main Street, 5th Floor, Charlottesville, VA 22902-6800
cr	+ TR&L, LLC, 123 E. Main Street, 5th Floor, Charlottesville, VA 22902-6800
cr	+ West Virginia Economic Development Authority, 180 Association DR, Charleston, WV 25311-1217
cr	+ West Virginia Paving, Inc., c/o Stephen L. Thompson, Barth & Thompson, P. O. Box 129, Charleston, WV 25321 UNITED STATES 25321-0129
cr	West Virginia State Tax Department, Bankruptcy Unit, P.O. Box 766, Charleston, WV 25323-0766

TOTAL: 17

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
aty	+ Email/Text: kbarkley@bernsteinlaw.com	Jun 22 2021 18:59:00	Bernstein-Barkley, P.C., 707 Grant Street, Suite 2200, Pittsburgh, PA 15219-1945
cr	+ Email/Text: brapp@wtplaw.com	Jun 22 2021 18:59:00	PJSC Aviation Company Ukrainian Helicopters, c/o Brandy M. Rapp, Esq., Whiteford, Taylor & Preston LLP, 10 S. Jefferson Street, Suite 1110, Roanoke, VA 24011-1314

TOTAL: 2

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
cr		Anthony McIntyre
cr		Bruce Hardy
cr		Rob Duncan, Manager/Duncan Development Group, LLC
cr		Rob Duncan, Manager/TR&L, LLC., a Virginia Limited Liability Company, Successor to SMI, LLC., a Virginia Limited Liability Company
cr		Stacie Hardy
cr		Timothy Miller

TOTAL: 6 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jun 24, 2021 Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on June 22, 2021 at the address(es) listed below:

Name	Email Address
Aaron C. Amore	on behalf of Defendant Panthera Enterprises LLC amorewvt@gmail.com, aca@trustesolutions.net;jackiewvt@gmail.com;annwvt@gmail.com
Aaron C. Amore	amorewvt@gmail.com aca@trustesolutions.net;jackiewvt@gmail.com;annwvt@gmail.com
Aaron C. Amore	on behalf of Plaintiff Aaron Amore Trustee amorewvt@gmail.com, aca@trustesolutions.net;jackiewvt@gmail.com;annwvt@gmail.com
Aaron C. Amore	on behalf of Counter-Defendant Panthera Enterprises LLC amorewvt@gmail.com, aca@trustesolutions.net;jackiewvt@gmail.com;annwvt@gmail.com
Aaron C. Amore	on behalf of Counter-Defendant Aaron Amore Trustee amorewvt@gmail.com, aca@trustesolutions.net;jackiewvt@gmail.com;annwvt@gmail.com
Aaron C. Amore	on behalf of Trustee Aaron C. Amore amorewvt@gmail.com aca@trustesolutions.net;jackiewvt@gmail.com;annwvt@gmail.com
Aaron C. Amore	on behalf of Counter-Claimant Panthera Enterprises LLC amorewvt@gmail.com, aca@trustesolutions.net;jackiewvt@gmail.com;annwvt@gmail.com
Aaron C. Amore	on behalf of Plaintiff Panthera Enterprises LLC amorewvt@gmail.com, aca@trustesolutions.net;jackiewvt@gmail.com;annwvt@gmail.com
Anita M. Swaton	Anita_Swaton@wvnb.uscourts.gov
Brandy M. Rapp	on behalf of Creditor PJSC Aviation Company Ukrainian Helicopters brapp@wtplaw.com twhitt@wtplaw.com
Debra Lee Allen	on behalf of Plaintiff West Virginia Economic Development Authority dallen@spilmanlaw.com
Debra Lee Allen	on behalf of Defendant West Virginia Economic Development Authority dallen@spilmanlaw.com
Debra Lee Allen	on behalf of Creditor West Virginia Economic Development Authority dallen@spilmanlaw.com
Douglas Kahle	on behalf of Creditor Panthera Training LLC dkahle@basnightkinser.com
Douglas Kahle	on behalf of Plaintiff Panthera Training LLC dkahle@basnightkinser.com
Douglas Kahle	on behalf of Defendant Panthera Training LLC dkahle@basnightkinser.com
Douglas Kahle	

	on behalf of Counter-Claimant Panthera Training LLC dkahle@basnightkinser.com
Elizabeth B. Carroll	elizabeth_carroll@vawb.uscourts.gov
Eric Michael Wilson	on behalf of Creditor West Virginia State Tax Department eric.m.wilson@wv.gov lora.l.rutledge@wv.gov
Gary O. Kinder	on behalf of U.S. Trustee United States Trustee gary.o.kinder@usdoj.gov
James E. Smith, II	on behalf of Plaintiff Betty P. Williams jes2esq@frontiernet.net
James E. Smith, II	on behalf of Creditor Renick C. Williams jes2esq@frontiernet.net
James E. Smith, II	on behalf of Creditor Betty P. Williams jes2esq@frontiernet.net
James E. Smith, II	on behalf of Plaintiff Renick C. Williams jes2esq@frontiernet.net
James E. Smith, II	on behalf of Plaintiff Robert R. Williams jes2esq@frontiernet.net
James E. Smith, II	on behalf of Creditor Robert R. Williams jes2esq@frontiernet.net
John J. Richardson	on behalf of Debtor Panthera Enterprises LLC jrichardson@bernsteinlaw.com
John J. Richardson	on behalf of Attorney Bernstein-Burkley P.C. jrichardson@bernsteinlaw.com
Julia A. Chincheck	on behalf of Counter-Claimant Panthera Training LLC jchincheck@bowlesrice.com
Julia A. Chincheck	on behalf of Plaintiff Panthera Training LLC jchincheck@bowlesrice.com
Julia A. Chincheck	on behalf of Creditor Panthera Training LLC jchincheck@bowlesrice.com
Julia A. Chincheck	on behalf of Defendant Panthera Training LLC jchincheck@bowlesrice.com
Kathy M. Santa Barbara	on behalf of Counter-Claimant TR&L LLC ksantabarbara@yahoo.com, cmarshsblo@yahoo.com
Kathy M. Santa Barbara	on behalf of Defendant TR&L LLC ksantabarbara@yahoo.com, cmarshsblo@yahoo.com
Kathy M. Santa Barbara	on behalf of Creditor SMI LLC ksantabarbara@yahoo.com, cmarshsblo@yahoo.com
Kathy M. Santa Barbara	on behalf of Creditor TR&L LLC ksantabarbara@yahoo.com, cmarshsblo@yahoo.com
Michael R. Proctor	on behalf of Plaintiff Panthera Training LLC mproctor@bowlesrice.com, lcrown@bowlesrice.com
Robert Sellards	on behalf of Creditor Azadian Group LLC rms@bcyon.com
Robert S. Bernstein, Esq	on behalf of Debtor Panthera Enterprises LLC rbernstein@bernsteinlaw.com, cwirick@bernsteinlaw.com;cwirick@ecf.courtdrive.com;rbernstein@ecf.courtdrive.com
Sabrina B. Lee	sabrina_lee@vawb.uscourts.gov
Salene Rae Mazur Kraemer	on behalf of Debtor Panthera Enterprises LLC skraemer@bernsteinlaw.com, salene@ecf.courtdrive.com,
Spencer D. Elliott	on behalf of Creditor Darrick and Emily Gust selliot@lgcr.com
Stephen L. Thompson	on behalf of Creditor West Virginia Paving Inc. sthompson@barth-thompson.com, office@barth-thompson.com;chris@barth-thompson.com
Steven L. Thomas	

on behalf of Defendant TR&L LLC sthomas@kaycasto.com,
lwalker@kaycasto.com;abrewster@kaycasto.com;nball@kaycasto.com

Steven L. Thomas

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lwalker@kaycasto.com;abrewster@kaycasto.com;nball@kaycasto.com

Steven L. Thomas

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lwalker@kaycasto.com;abrewster@kaycasto.com;nball@kaycasto.com

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Travis Alan Knobbe

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United States Trustee

ustpregion04.ct.ecf@usdoj.gov

William J. Leon

on behalf of Counter-Defendant Bill V. Neff Sr. jayleon@comcast.net

William J. Leon

on behalf of Creditor SMI LLC jayleon@comcast.net

William J. Leon

on behalf of Plaintiff Bill V. Neff Sr. jayleon@comcast.net

Zachary James Rosencrance

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on behalf of Defendant Panthera Training LLC zrosencrance@bowlesrice.com, ajones@bowlesrice.com

Zachary James Rosencrance

on behalf of Creditor Panthera Training LLC zrosencrance@bowlesrice.com, ajones@bowlesrice.com

Zachary James Rosencrance

on behalf of Counter-Claimant Panthera Training LLC zrosencrance@bowlesrice.com, ajones@bowlesrice.com

TOTAL: 56