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Chapter 7 Trustee
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8 **UNITED STATES BANKRUPTCY COURT**

9 **CENTRAL DISTRICT OF CALIFORNIA**

10 **LOS ANGELES DIVISION**

11 In re) Case No. 2:11-bk-30486-RN

1 **TO THE HONORABLE RICHARD M. NEITER, UNITED STATES BANKRUPTCY**
2 **JUDGE AND INTERESTED PARTIES:**

3 **PLEASE TAKE NOTICE** that, on June 29, 2011 at 2:30 p.m., or such other date and time
4 as to be set by the Court, David A. Gill, Chapter 7 Trustee (the "Trustee") of the above jointly

PLEASE TAKE FURTHER NOTICE THAT ON JUNE 17, 2011, AT 11:31 AM, I, THE CLERK OF COURT, RECEIVED FROM THE U.S. BANKRUPTCY COURT, DISTRICT OF COLUMBIA, A COPY OF THE ORDER OF THE COURT DATED JUNE 17, 2011, IN CASE NO. 11-11111, WHICH ORDERED THAT THE DEBTS OF THE DEBTOR BE DISCHARGED.

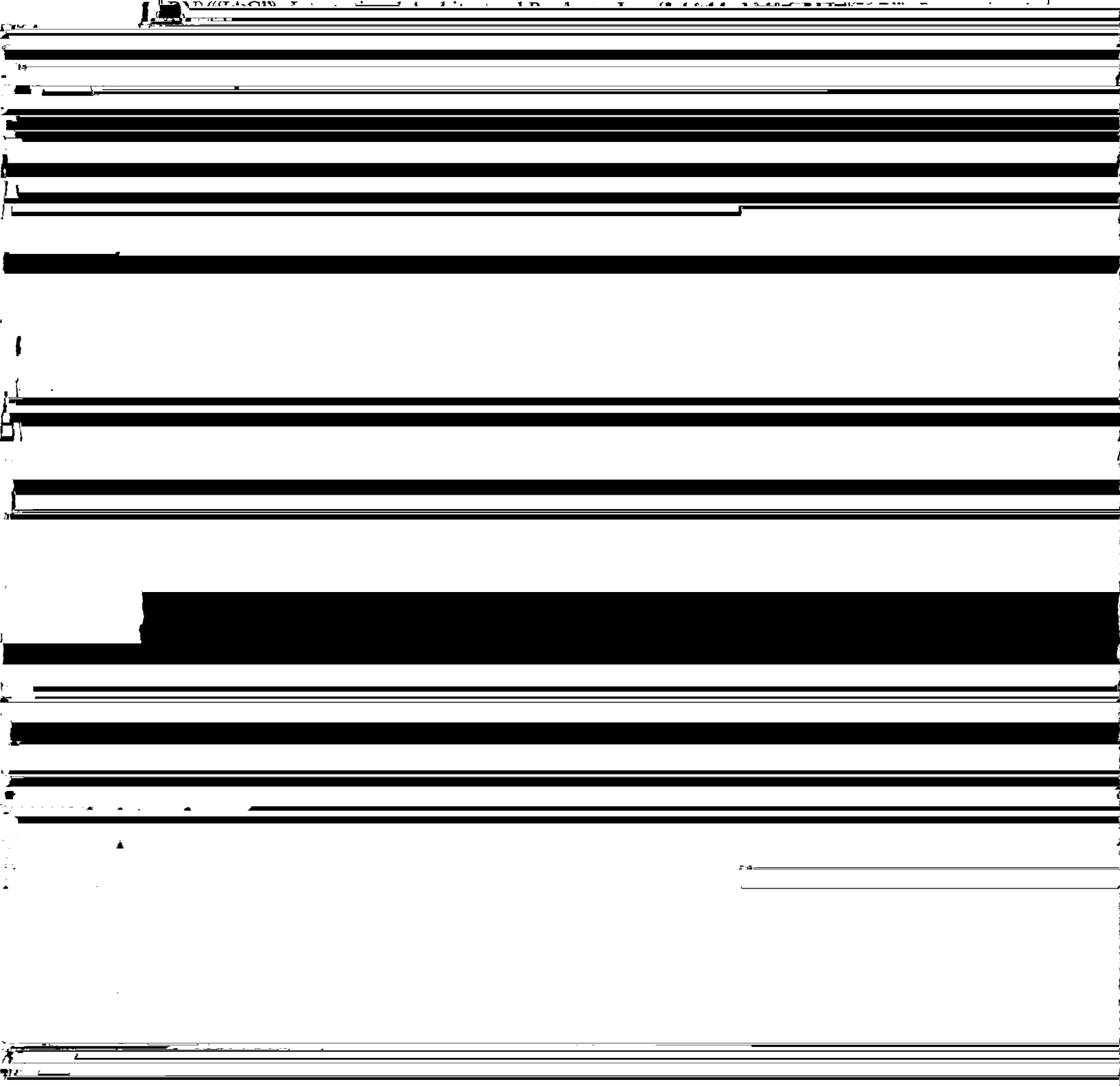
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MEMORANDUM OF POINTS AND AUTHORITIES

I.

FACTS

1. The bankruptcy cases of International Architectural Group, LLC (2:11-bk-30486-



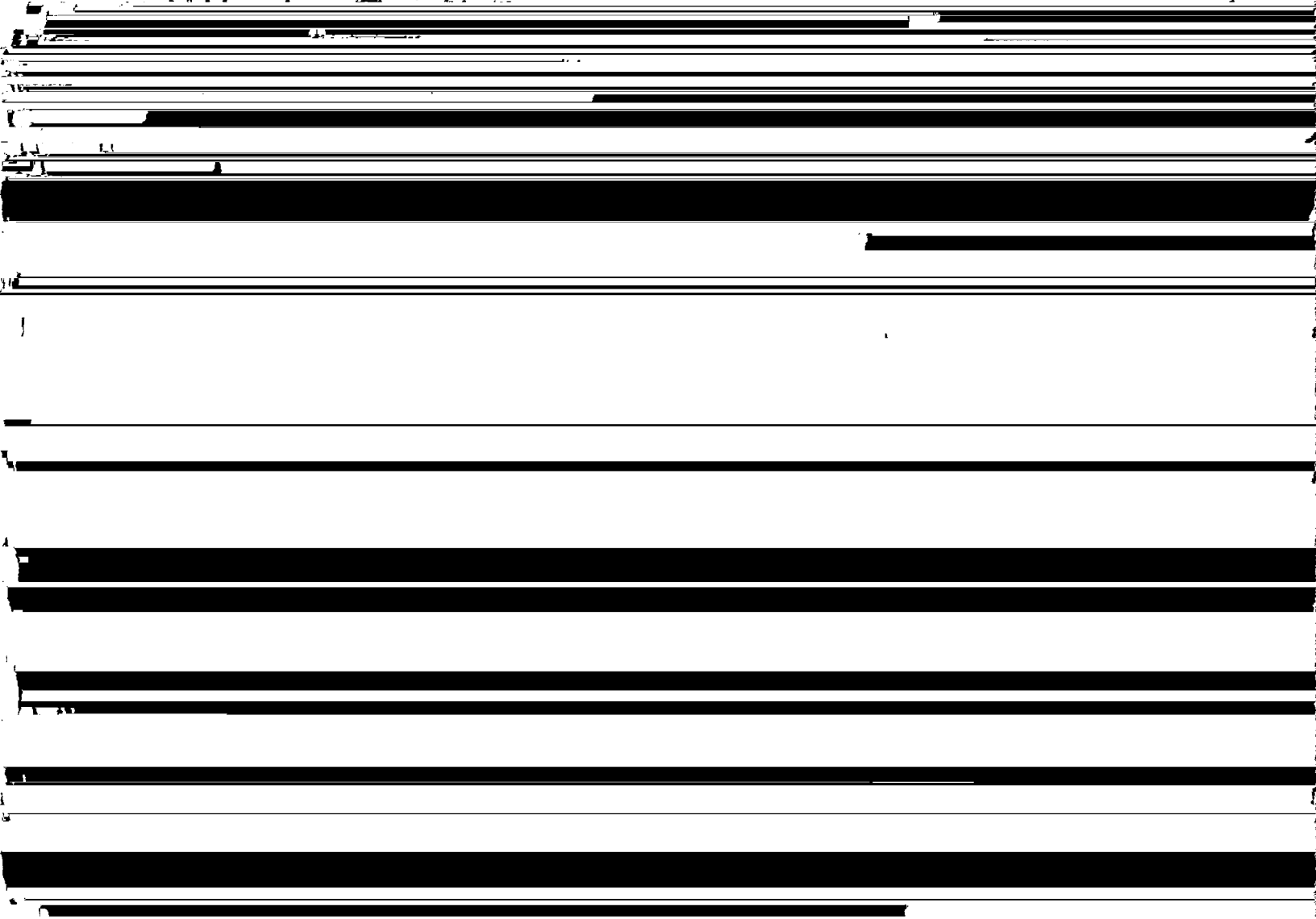
1 Report of Sale as required by FRBP 6004(f)(1) will be filed and served not later than 21 days after
2 the date of the sale, or sales.”

3 5. On June 7, 2011 at 2:00 p.m. the Court held a hearing on the Sale Procedures
4 Motion, at which the Court granted the motion in its entirety. An Order approving the Sale
5 Procedures Motion was entered on July 15, 2011.

6 6. On June 17, 2011, the Trustee filed his Emergency Motion to Amend the Bid
7 Procedures Order [Docket No. 102] seeking to permit the filing of a motion to confirm the sale
8 following the auction on shortened notice, which motion was granted by order entered on June 22,
9 2011 [Docket No. 109].

1 With respect to real property, the Purchased Assets include the Debtors' owned real property

1 diverse interests of the debtor, creditors, and equity holders alike. Id. 83 B.R. at 20. Among other
2 factors, courts should consider the consideration to be paid, the financial condition and needs of the



1 (c) such interest is a lien and the price at which such property is to be sold is greater
2 than the aggregate value of all liens on such property;

3 (d) such interest is in bona fide dispute; or

4 (e) such entity could be compelled, in a legal or equitable proceeding, to accept a

5 representation of such interest.

1 a purchaser of a debtor's property when the purchase is made in "good faith." Specifically, section
2 363(m) provides:

3 The reversal or modification on appeal of an authorization under subsection (b) or
4 (c) of this section of a sale or lease of property does not affect the validity of the sale or
5 lease under such authorization to an entity that purchased or leased such property in good
6 faith, whether or not such entity knew of the pendency of the appeal unless such
7 authorization and such sale or lease were stayed pending appeal.

8 11 U.S.C. § 363(m); see Well v. Diebert (In re Well), 958 F.2d 276, 280 (9th Cir. 1992).

9 This provision serves the important purposes both of encouraging good faith transaction and of

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III.

CONCLUSION

Wherefore, the Trustee respectfully requests that the Court enter an order substantially similar to the one attached to the Trustee's Declaration marked as Exhibit "B," confirming the sale of certain property of the estate to Universal Molding Company, Inc. ("Buyer"), free and clear of all liens, claims or interests and for a finding that Buyer is a good faith purchaser pursuant to



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DECLARATION OF DAVID A. GILL

I, David A. Gill, declare and state as follows:

1. I am the duly appointed, qualified and acting Interim Trustee in the bankruptcy cases of International Architectural Group, LLC (2:11-bk-30486-RN)("IAG"), International Architectural Products, Inc. (2:11-bk-30496-RN)("IAP"), International Management Services Group, Inc. (2:11-bk-30504-RN)("ISMG") and United States Aluminum of Canada (2:11-bk-

1 UCC-1 search conducted on June 15, 2011 by my office at my request is attached hereto, marked
2 as Exhibit "C" and incorporated herein by this reference. All parties located pursuant to said UCC
3 search have been served with a copy of this Sale Motion.

4 14. While a number of parties have filed objections to the Sale Procedures on the basis
5 that they own certain property held by the Debtors, this issue is irrelevant to the 363(f), since I do
6 not intend to and does not include among the Purchased Assets any property not owned by the

DECLARATION OF JAMES BAIONE

I, James Baione, declare and state as follows:

1. I am an individual over the age of 18 years. I have personal knowledge of the facts in this declaration and, if called as a witness, could testify competently to these facts. I am the President of Universal Molding Company, Inc. ("Buyer").

2. This declaration is made in support of the motion of David A. Gill, the Chapter 7 trustee (the "Trustee") for the estates of International Architectural Group, LLC (2:11-bk-30486-RN)("IAG"), International Architectural Products, Inc. (2:11-bk-30496-RN)("IAP"), International Management Services Group, Inc. (2:11-bk-30504-RN)("ISMG") and United States Aluminum of Canada (2:11-bk-30507-RN)("USAC") (collectively, the "Debtors"), to confirm his proposed sale to Buyer of certain personal property of the Debtors as identified in the Bill of Sale attached to the Trustee's Declaration (the "Assets"), for \$8,000,000 (the "Purchase Price").

3. The Purchase Price was negotiated in good faith and in arms' length discussions with the Trustee and was subject to overbid at the auction conducted on June 21, 2011 at 11:00 a.m. (the "Auction").

4. Neither Buyer nor any entity with which Buyer is affiliated, nor any person acting on Buyer's behalf, has any relationship with or to the Debtors, any person related to the Debtors, or to the Trustee.

5. Neither Buyer nor any entity with which Buyer is affiliated, nor any person acting on Buyer's behalf, has approached any other potential purchaser of the Assets to discuss the purchase price or taken any act to collude with or to dissuade any other potential purchaser from bidding on the Assets at the Auction.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 22nd day of June, 2011, at New York, N.Y.



JAMES BAIONE