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*Counsel for the Debtor
and Debtor in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION**

In re:

THE ROMAN CATHOLIC BISHOP OF
OAKLAND, a California corporation sole,

Debtor.

Case No. 23-40523

Chapter 11

**NOTICE REGARDING PROPOSED FINAL
ORDER ON DEBTOR'S MOTION FOR
INTERIM AND FINAL ORDERS
AUTHORIZING THE DEBTOR TO (I) PAY
PREPETITION EMPLOYEE WAGES,
SALARIES, BENEFITS AND OTHER
RELATED ITEMS, (II) REIMBURSE
PREPETITION EMPLOYEE BUSINESS
EXPENSES, (III) CONTINUE EMPLOYEE
BENEFIT PROGRAMS, AND (IV) PAY ALL
COSTS AND EXPENSES INCIDENT TO
THE FOREGOING**

Judge: Hon. William J. Lafferty

Date: June 20, 2023

Time: 9:00 a.m.

Place: United States Bankruptcy Court
1300 Clay Street
Courtroom 220
Oakland, CA 94612



1 The Roman Catholic Bishop of Oakland, a California corporation sole, and the debtor and debtor
2 in possession (the “Debtor” or “RCBO”) in the above-captioned chapter 11 bankruptcy case (the “Chapter
3 11 Case” or the “Bankruptcy Case”), hereby files this notice regarding its proposed agreed form of final
4 order on the *Debtor’s Motion For Interim and Final Orders Authorizing the Debtor to (I) Pay Prepetition*
5 *Employee Wages, Salaries, Benefits and Other Related Items, (II) Reimburse Prepetition Employee*
6 *Business Expenses, (III) Continue Employee Benefit Programs, and (IV) Pay All Costs and Expenses*
7 *Incident to the Foregoing*, dated May 8, 2023 (the “Wages and Benefits Motion”).

8 The Debtor and the Committee have engaged in discussions to resolve informal objections raised
9 by the Committee to the Wages and Benefits Motion. Attached hereto as **Exhibit A** is a proposed final
10 order (the “Proposed Final Order”) in a form that has approved by the Committee, conditioned on the
11 Debtor filing the supplemental declaration of Paul Bongiovanni, which the Debtor filed on June 16, 2023
12 [Docket No. 147]. The United States Trustee has also approved the form of the Proposed Final Order. A
13 redline showing the revisions to the Proposed Final Order from the form of final order attached as Exhibit
14 B to the Wages and Benefits Motion is attached hereto as **Exhibit B**.

15 The Debtor understands that the Proposed Final Order resolves all objections, formal and informal,
16 to the Wages and Benefits Motion, and requests that the Court approve the Proposed Final Order at the
17 final hearing on June 20, 2023, at 9:00 a.m. The Proposed Final Order submitted herewith is unsigned,
18 but the Debtor will collect signatures from counsel for the U.S. Trustee and Committee should the Court
19 approve this form of the order.

20 DATED: June 16, 2023

FOLEY & LARDNER LLP

Jeffrey R. Blease
Thomas F. Carlucci
Shane J. Moses
Ann Marie Uetz
Matthew D. Lee

/s/ Shane J. Moses

SHANE J. MOSES

*Counsel for the Debtor
and Debtor in Possession*

EXHIBIT A

1 **FOLEY & LARDNER LLP**

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15 San Francisco, CA 94104-1520

16 *Proposed Counsel for the Debtor
and Debtor in Possession*

17 **UNITED STATES BANKRUPTCY COURT**

18 **NORTHERN DISTRICT OF CALIFORNIA**

19 **OAKLAND DIVISION**

20 In re:

21 THE ROMAN CATHOLIC BISHOP OF
22 OAKLAND, a California corporation sole,

23 Debtor.

24 Case No. 23-40523 WJL

25 Chapter 11

26 [PROPOSED]

27 **FINAL ORDER AUTHORIZING THE
28 DEBTOR TO (I) PAY PREPETITION
EMPLOYEE WAGES, SALARIES,
BENEFITS AND OTHER RELATED ITEMS;
(II) REIMBURSE PREPETITION
EMPLOYEE BUSINESS EXPENSES; (III)
CONTINUE EMPLOYEE BENEFIT
PROGRAMS; AND (IV) PAY ALL COSTS
AND EXPENSES INCIDENT TO THE
FOREGOING**

Judge: Hon. William J. Lafferty

Date: June 20, 2023

Time: 9:00 a.m.

Place: United States Bankruptcy Court
1300 Clay Street
Courtroom 220
Oakland, CA 94612

1 Upon the *Debtor's Motion For Interim and Final Orders Authorizing The Debtor to (I) Pay*
2 *Prepetition Employee Wages, Salaries, Benefits and Other Related Items, (II) Reimburse Prepetition*
3 *Employee Business Expenses, (II) Continue Employee Benefit Programs, and (IV) Pay All Costs and*
4 *Expenses Incident to the Foregoing*, dated May 8, 2023 (the "Wages and Benefits Motion"),¹ filed by the
5 Roman Catholic Bishop of Oakland, a California corporation sole, and the debtor and debtor in possession
6 (the "Debtor" or "RCBO") in the above-captioned chapter 11 bankruptcy case (the "Chapter 11 Case" or
7 the "Bankruptcy Case") for entry of interim and final orders (i) authorizing, but not directing, the Debtor
8 to pay and honor, in the ordinary course of business, claims and obligations related to the Prepetition
9 Employee Obligations, (ii) authorizing, but not directing, the Debtor to continue to provide administrative
10 support for and participate in certain Employee Benefit Programs, (iii) authorizing, but not directing, the
11 Debtor to continue to act as collection and paying agent for certain Employee Benefits Programs shared
12 with participating non-debtor employers, and (iv) granting related relief, all as set forth in the Wages and
13 Benefits Motion; the Court having reviewed and considered the Wages and Benefits Motion, the First Day
14 Declaration, all other filings in support of the Wages and Benefits Motion or in support of any opposition
15 to the Wages and Benefits Motion, and the arguments made at the hearings on the Wages and Benefits
16 Motion; the Court finding that it has jurisdiction over this matter, that venue in this Court is proper, and
17 that notice of the Wages and Benefits Motion and the interim and final hearings thereon was reasonable
18 and sufficient under the circumstances for the granting of interim and final relief; the Court finding that
19 ample cause exists to grant a waiver of the 14-day stay imposed by Bankruptcy Rule 6004(h) for the entry
20 of an interim and final order granting the Wages and Benefits Motion; and the Court further finding that
21 the relief requested in the Wages and Benefits Motion is in the best interests of the Debtor, its creditors,
22 and other parties in interest; and after due deliberation and good cause appearing,

23 **IT IS HEREBY ORDERED THAT:**

- 24 1. The Wages and Benefits Motion is GRANTED on a final basis.

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27 ¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Wages and Benefits Motion.

1 2. Subject to the requirements of sections 507(a)(4) and (a)(5) of the Bankruptcy Code, the
2 Debtor is authorized, but not directed, to pay all Prepetition Employee Compensation that becomes due
3 and owing in the ordinary course of business.

4 3. The Debtor is authorized, but not directed, to pay all Prepetition Business Expenses that
5 become due and owing in the ordinary course of business.

6 4. The Debtor is authorized, but not directed, to honor PTO accrued by Employees prior to
7 the Petition Date in the ordinary course of business, consistent with past practice.

8 5. The Debtor is authorized, but not directed, to pay all Prepetition Payroll Costs that were
9 accrued and unpaid as of Petition Date, including all payroll-related taxes subsequently determined upon
10 audit, or otherwise, to be owed to the relevant taxing authorities for periods prior to Petition Date, as such
11 costs become due and owing in the ordinary course of business.

12 6. The Debtor is authorized, but not directed, to pay all Prepetition Benefit Obligations that
13 become due and owing in the ordinary course of business, including without limitation and for the
14 avoidance of doubt all (i) unemployment and workers' compensation insurance obligations incurred
15 before the Petition Date and (ii) contributions accrued before the Petition Date to the tax-qualified plan
16 maintained for Employees under Section 403(b) of the Tax Code.

17 7. The Debtor is authorized, but not directed, to continue the Benefit Programs on a
18 postpetition basis in the ordinary course of business, consistent with past practice, *provided, however,* that
19 nothing in this Final Order shall prohibit the official committee of unsecured creditors (the "Committee")
20 from filing a motion seeking to terminate postpetition payments under the Benefit Programs or any other
21 payments to any individual receiving such payments from the Debtor's estate.

22 8. The Debtor is authorized to remit any amounts held on behalf of participants in the Main
23 Benefit Plans on the Petition Date to the Main Benefit Plans for which such amounts were collected or for
24 payment of covered benefits and plan-specific administrative expenses, as applicable, consistent with past
25 practice.
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1 9. The Debtor is authorized, but not directed, to continue to provide administrative support
2 for the Main Benefit Plans, including by receiving funds into and remitting such funds out of the Agent
3 Accounts, in the ordinary course of business, consistent with past practice.

4 10. The Banks are authorized, when requested by the Debtor, to receive, process, honor and
5 pay all checks presented for payment of, and to honor all fund transfer requests made by the Debtor related
6 to, the Employee Obligations and the Benefit Programs, whether such checks were presented or fund
7 transfer requests were submitted prior to or after the Petition Date, provided that sufficient funds are
8 available in the applicable accounts to make the payments. The Banks are authorized to rely on the
9 Debtor's designation of any particular check or funds transfer as approved by this Order.

10 11. The Debtor is authorized, but not directed, to issue new postpetition checks or fund transfer
11 requests with respect to prepetition obligations that may have been dishonored by any Bank relating to the
12 Prepetition Employee Obligations, Prepetition Business Expenses, Prepetition Payroll Costs, and
13 Prepetition Benefit Obligations, if necessary.

14 12. Any Bank that honors a prepetition check or other item drawn on any account that is the
15 subject of this Order: (a) at the direction of the Debtor; (b) in a good faith belief that the Court has
16 authorized such prepetition check or item to be honored; or (c) as a result of an innocent mistake made
17 despite the above-described protective measures, shall not be liable to the Debtor or its estate on account
18 of such prepetition check or other item being honored postpetition.

19 13. The Debtor shall provide the U.S. Trustee and to the Committee a list of Employees and
20 Contractors to be paid prepetition wages or expense reimbursements under this Order including accrual
21 dates and amounts to be paid to each Employee and Contractor and shall file with the Court a summary
22 of the information.

23 14. Nothing in this Order shall be construed as: (a) an admission regarding the validity of any
24 prepetition claim against the Debtor; (b) a promise or requirement to pay any prepetition claim; (c) a
25 request or authorization to assume any prepetition executory contract; (d) a waiver of the Debtor's, or any
26 estate representative's right, to dispute any claim on any grounds; or (e) otherwise a waiver of the Debtor's
27 rights under the Bankruptcy Code or other applicable law.

28 FINAL ORDER ON WAGES AND BENEFITS MOTION

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15. This Order shall be immediately effective and enforceable upon entry.

16. The Debtor is authorized to take all actions necessary or appropriate to effectuate the relief granted in this Order.

17. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of or interpretation of this Order.

APPROVED AS TO FORM:

OFFICE OF THE UNITED STATES TRUSTEE

By: _____
Jason Blumberg
Trial Attorney

APPROVED AS TO FORM:

LOWENSTEIN SANDLER LLP

By: _____
Brent I. Weisenberg
Proposed Attorneys for the
Official Committee of Unsecured Creditors

****END OF ORDER****

EXHIBIT B

1 **FOLEY & LARDNER LLP**

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15 San Francisco, CA 94104-1520

16 *Proposed Counsel for the Debtor*
17 *and Debtor in ~~Possession~~AttynsForPossession*

18 **UNITED STATES BANKRUPTCY COURT**
19 **NORTHERN DISTRICT OF CALIFORNIA**
20 **OAKLAND DIVISION**

21 In re:

Case No. 23-40523 WJL

Chapter 11

22 THE ROMAN CATHOLIC BISHOP OF
23 OAKLAND, a California corporation sole,

24 Debtor.

25 **~~[PROPOSED]~~ FINAL ORDER**
26 **AUTHORIZING THE DEBTOR TO (I) PAY**
27 **PREPETITION EMPLOYEE WAGES,**
28 **SALARIES, BENEFITS AND OTHER**
RELATED ITEMS; (II) REIMBURSE
PREPETITION EMPLOYEE BUSINESS
EXPENSES; (III) CONTINUE EMPLOYEE
BENEFIT PROGRAMS; AND (IV) PAY ALL
COSTS AND EXPENSES INCIDENT TO
THE FOREGOING

Judge: Hon. William J. Lafferty

Date: June 20, 2023

Time: 9:00 a.m.

Place: United States Bankruptcy Court
1300 Clay Street
Courtroom 220
Oakland, CA 94612

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3 *Prepetition Employee Wages, Salaries, Benefits and Other Related Items, (II) Reimburse Prepetition*
4 *Employee Business Expenses, (III) Continue Employee Benefit Programs, and (IV) Pay All Costs and*
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6 the Roman Catholic Bishop of Oakland, a California corporation sole, and the debtor and debtor in
7 possession (the “Debtor” or “RCBO”) in the above-captioned chapter 11 bankruptcy case (the “Chapter
8 11 Case” or the “Bankruptcy Case”) for entry of interim and final orders (i) authorizing, but not
9 directing, the Debtor to pay and honor, in the ordinary course of business, claims and obligations related
10 to the Prepetition Employee Obligations, (ii) authorizing, but not directing, the Debtor to continue to
11 provide administrative support for and participate in certain Employee Benefit Programs, (iii)
12 authorizing, but not directing, the Debtor to continue to act as collection and paying agent for certain
13 Employee Benefits Programs shared with participating non-debtor employers, and (iv) granting related
14 relief, all as set forth in the Wages and Benefits Motion; the Court having reviewed and considered the
15 Wages and Benefits Motion, the First Day Declaration, all other filings in support of [the Wages and](#)
16 [Benefits Motion or in support of](#) any opposition to the Wages and Benefits Motion, and the arguments
17 made at the hearings on the Wages and Benefits Motion; the Court finding that it has jurisdiction over
18 this matter, that venue in this Court is proper, and that notice of the Wages and Benefits Motion and the
19 interim and final hearings thereon was reasonable and sufficient under the circumstances for the granting
20 of interim and final relief; the Court finding that ~~there is good cause for entry of an immediate interim~~
21 ~~and final order pursuant to Fed. R. Bankr. P. 6003, and that~~ ample cause exists to grant a waiver of the
22 14-day stay imposed by Bankruptcy Rule 6004(h) for the entry of an interim and final order granting the
23 Wages and Benefits Motion; and the Court further finding that the relief requested in the Wages and
24 Benefits Motion is in the best interests of the Debtor, its creditors, and other parties in interest; and after
25 due deliberation and good cause appearing,

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27 ¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Wages and Benefits Motion.

1 **IT IS HEREBY ORDERED THAT:**

2 1. The Wages and Benefits Motion is GRANTED on a final basis.

3 2. Subject to the requirements of sections 507(a)(4) and (a)(5) of the Bankruptcy Code, the
4 Debtor is authorized, but not directed, to pay ~~on an interim basis~~ all Prepetition Employee Compensation
5 that becomes due and owing in the ordinary course of business.

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9 the Petition Date in the ordinary course of business, consistent with past practice.

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12 audit, or otherwise, to be owed to the relevant taxing authorities for periods prior to Petition Date, as
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18 maintained for Employees under Section 403(b) of the Tax Code.

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20 postpetition basis in the ordinary course of business, consistent with past practice, provided, however,
21 that nothing in this Final Order shall prohibit the official committee of unsecured creditors (the
22 "Committee") from filing a motion seeking to terminate postpetition payments under the Benefit
23 Programs or any other payments to any individual receiving such payments from the Debtor's estate.

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25 Benefit Plans on the Petition Date to the Main Benefit Plans for which such amounts were collected or
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1 for payment of covered benefits and plan-specific administrative expenses, as applicable, consistent with
2 past practice.

3 9. The Debtor is authorized, but not directed, to continue to provide administrative support
4 for the Main Benefit Plans, including by receiving funds into and remitting such funds out of the Agent
5 Accounts, in the ordinary course of business, consistent with past practice.

6 10. The Banks are authorized, when requested by the Debtor, to receive, process, honor and
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10 are available in the applicable accounts to make the payments. The Banks are authorized to rely on the
11 Debtor's designation of any particular check or funds transfer as approved by this Order.

12 11. The Debtor is authorized, but not directed, to issue new postpetition checks or fund
13 transfer requests with respect to prepetition obligations that may have been dishonored by any Bank
14 relating to the Prepetition Employee Obligations, Prepetition Business Expenses, Prepetition Payroll
15 Costs, and Prepetition Benefit Obligations, if necessary.

16 12. Any Bank that honors a prepetition check or other item drawn on any account that is the
17 subject of this Order: (a) at the direction of the Debtor; (b) in a good faith belief that the Court has
18 authorized such prepetition check or item to be honored; or (c) as a result of an innocent mistake made
19 despite the above-described protective measures, shall not be liable to the Debtor or its estate on account
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22 Contractors to be paid prepetition wages or expense reimbursements under this Order including accrual
23 dates and amounts to be paid to each Employee and Contractor and shall file with the Court a summary
24 of the information.

25 14. Nothing in this Order shall be construed as: (a) an admission regarding the validity of any
26 prepetition claim against the Debtor; (b) a promise or requirement to pay any prepetition claim; (c) a
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1 request or authorization to assume any prepetition executory contract; (d) a waiver of the Debtor's, or
2 any estate representative's right, to dispute any claim on any grounds; or (e) otherwise a waiver of the
3 Debtor's rights under the Bankruptcy Code or other applicable law.

4 15. This Order shall be immediately effective and enforceable upon entry.

5 16. The Debtor is authorized to take all actions necessary or appropriate to effectuate the
6 relief granted in this Order.

7 17. This Court shall retain jurisdiction with respect to all matters arising from or related to
8 the implementation of or interpretation of this Order.

9 **APPROVED AS TO FORM:**

10 **OFFICE OF THE UNITED STATES TRUSTEE**

11 By: _____
12 Jason Blumberg
13 Trial Attorney

14 **APPROVED AS TO FORM:**

15 **LOWENSTEIN SANDLER LLP**

16 By: _____
17 Brent I. Weisenberg
18 Proposed Attorneys for the
19 Official Committee of Unsecured Creditors

20 **END OF ORDER**

Summary report: Litera® Change-Pro for Word 10.14.0.46 Document comparison done on 6/16/2023 3:38:43 PM	
Style name: Color	
Intelligent Table Comparison: Active	
Original DMS: nd://4872-0760-5845/3/RCBO - Final Order - Employee Wages and Benefits Motion.docx	
Modified DMS: nd://4872-0760-5845/7/RCBO - Final Order - Employee Wages and Benefits Motion.docx	
Changes:	
Add	31
Delete	11
Move From	0
Move To	0
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	42