

**SO ORDERED.**

**SIGNED December 8, 2025.**



  
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**JOHN W. KOLWE**  
**UNITED STATES BANKRUPTCY JUDGE**

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**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF LOUISIANA  
LAKE CHARLES DIVISION**

**IN RE:**

**MARCEL CONTRABAND POINTE, LLC**

**CASE NO. 25-20568**

**DEBTOR<sup>1</sup>**

**CHAPTER 11**

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**ORDER APPROVING BID PROCEDURES AND FORM AND MANNER  
OF NOTICE OF SALE AND AUCTION, AUTHORIZING DESIGNATION OF  
STALKING HORSE BIDDER, SCHEDULING AUCTION, AND  
SCHEDULING A HEARING TO APPROVE THE SALE**

Upon the motion, dated November 14, 2025 (the “Motion”),<sup>2</sup> of Marcel Contraband Pointe, LLC, (“Debtor”) as debtor and debtor in possession in the above-captioned chapter 11 case and, pursuant to sections 105, 363, and 503 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004, 9007, and 9014, for, among other things, entry of this Order (the “Auction Order”):

- (a) approving the Bid Procedures substantially in the form attached to this Order in connection with the sale of the Property,

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<sup>1</sup> The Debtor’s address is 3093 Contraband Pkwy, Lake Charles, LA 70601. The last four digits of the Debtor’s taxpayer identification number are 0527.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

- (b) authorizing the Debtor to designate the Stalking Horse Bidder and offer certain bid protections set forth herein and in the Bid Procedures (the “Stalking Horse Bid Protections”),
- (c) scheduling the auction for the Property (the “Auction”),
- (d) approving the form and manner of notice of Auction and sale of the Property (the “Sale Transaction”) substantially in the form attached to this Order (the “Sale Notice”),
- (e) scheduling a hearing to approve the Sale Transaction (the “Sale Hearing”), and
- (f) granting related relief,

and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion and relief granted herein having been provided; and such notice having been adequate and appropriate under the circumstances and comports with constitutional due process regarding notice and an opportunity to be heard and participate; and this Court having reviewed the Motion; and upon the hearing held on the Motion on December 2, 2025 (the “Auction Hearing”); and all objections, if any, to the relief requested in the Motion and granted herein having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtor, its respective estate, creditors, and all parties in interest; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:**

1. All objections to the entry of this Auction Order or to the relief granted herein that have not been withdrawn with prejudice, waived, settled, or otherwise addressed herein are

overruled and denied on the merits with prejudice. All such objections that were not filed before the Auction Hearing or raised in open court during the Auction Hearing are forever barred.

2. Debtor is authorized to implement the Bid Procedures in accordance with the following timeline:

<b>Event/Deadline</b>	<b>Date</b>
Service of the Auction Order, Sale Notice, and the Bid Procedures on the Sale Notice Parties	Within two (2) business days of entry of Auction Order
Qualified Bid Deadline	January 21, 2026, at 5:00 p.m. CT
Auction	January 28, 2026, at 10:30 a.m. CT
Notice of Auction Results	January 29, 2026, at 5:00 a.m. CT
Sale Hearing	February 4, 2026, at 10:30 a.m. CT
Closing Deadline	February 11, 2026

**Designation of Stalking Horse Bidder**

3. The Debtor is authorized to, in the exercise of its reasonable business judgment, designate First Federal Bank (“First Federal”) as Stalking Horse Bidder for the Property.

4. The Restructuring Support Agreement (the “RSA”) executed by the Stalking Horse Bidder and Debtor (the “RSA”) [Doc. No. 5] is ratified, as consistent with this Order.

5. The Stalking Horse Bid Protections as agreed between Debtor and the Stalking Horse Bidder are ratified, as follows:

- (a) a minimum initial overbid increment of **\$130,000.00**, such that the minimum opening bid will be valued by the Debtor at a minimum of **\$15,130,000.00** (the “Initial Overbid”); and
- (b) minimum bid increments thereafter of valued by the Debtor at a minimum of **\$50,000.00** (the “Bid Increase”).

6. Debtor has properly included in the Sale Notice the terms of these Stalking Horse Bid Protections. The right of any entity holding a secured interest in or lien that secures an allowed claim to credit bid, and as stated in §363(k) is recognized and affirmed.

7. Absent further order of the Court, no person or entity shall be entitled to any expense reimbursement or break-up, “topping,” termination, or other similar fee or payment by Debtor for submitting a bid for the Property, or in any way participating in an Auction or the Debtor’s sale process.

### **Bid Procedures**

8. The Bid Procedures attached to this Order are hereby approved.

9. The Bid Procedures are incorporated herein by reference and shall govern the bids and proceedings related to the sale of the Property, including but not limited to the Auction (if held). The absence of a provision of the Bid Procedures from the Motion or this Order shall not diminish or impair the effectiveness of such procedures, it being the Court’s intent that the Bid Procedures are approved in their entirety, as if fully set forth in this Order. If there is any conflict between the terms of this Order, the RSA, and the Bid Procedures, the terms of this Order shall govern.

10. The procedures and requirements set forth in the Bid Procedures, including those associated with submitting a Qualified Bid, are fair, reasonable, and appropriate, and are designed to maximize recoveries for the benefit of the Debtor’s estate, creditors, and all parties in interest. For the avoidance of doubt, the Stalking Horse Bidder shall be deemed a Qualified Bidder, and the Stalking Horse Bid shall be deemed a Qualified Bid for purposes of the Bidding Procedures, which status cannot be abrogated by subsequent amendment or modification to the Bid Procedures.

11. All parties are prohibited from engaging in any collusion with respect to the submission of any bid or the Auction or taking any other action intended to prevent a transparent and competitive Auction and this prohibition extends to and includes those protections afforded by 11 U.S.C. §363(n).

12. Debtor is authorized to take all reasonable actions necessary or appropriate to implement the Bid Procedures in accordance with the terms of this Order and the Bid Procedures.

#### **Sale and Auction Noticing Procedures**

13. The Sale Notice, as attached to this Order, is approved, and no other or further notice of the sale of the Property or the Auction shall be required if Debtor serve such notice in the manner provided in the Bid Procedures and this Order.

14. The Sale Notice complies in all respects with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, and Local Rules.

15. Within two (3) business days after the entry of this Auction Order, Debtor shall file on the docket and serve the Sale Notice, this Auction Order, and the Bid Procedures by first-class mail, postage prepaid, on the Sale Notice Parties (as defined in the Motion), *provided, however*, that to the extent email addresses are available for any of the Sale Notice Parties, such parties may be served by email.

16. Within one (1) calendar day after the conclusion of the Auction, Debtor shall file a notice (the “Notice of Auction Results”) which shall identify the Successful Bid and the Successful Bidder, and, if applicable, the Back-Up Bid and the Back-Up Bidder. If the foregoing is included in the Notice or a similar report which identifies the elements to be included in the Notice, then the Notice shall be deemed fully compliant with any notice required to satisfy constitutional due process. Further, the Court finds that no party, creditor, or party in interest has produced any

competent evidence nor is there any evidence in the record in this proceeding that indicates that any person has any interest of the type mentioned in §363(h), (i), or (j).

### **Notice Sufficient**

17. Actual written notice of the Motion and the transactions contemplated thereby, and a reasonable opportunity to object or be heard with respect to the Motion and the relief requested therein, have been afforded to all known interested persons and entities, including the following: (a) all entities that have expressed written interest in consummating the Sale Transaction with respect to the Assets within the past twelve (12) months; (b) all entities known to have asserted any lien, claim, interest, or encumbrance in or upon the Property; (c) counsel to the Creditors' Committee, if any; (d) counsel for the proposed Stalking Horse Bidder; (e) the United States Trustee; (f) all parties entitled to notice under F.R.B.P. 2002; and (g) to the extent not already included above, all parties in interest listed on the Debtor's creditor matrices.

18. The record reflects that proper, timely, and sufficient notice of the Motion, Bid Procedures, and Sale Transaction have been provided in accordance with sections 102(1) and 363 of the Bankruptcy Code, and Rules 2002 and 6004 of the Bankruptcy Rules. The notice provided was adequate, sufficient, and appropriate under the circumstances including notice as mentioned in paragraph 17 , and no other or further notice of the Motion, Bid Procedures, or Sale Transaction is necessary or required, other than as set forth in this Auction Order.

### **Sale Hearing**

19. This Court will conduct the Sale Hearing on **February 4, 2026, at 10:30 p.m. CT, at Edwin F. Hunter, Jr. United States Courthouse, 611 Broad Street, 2<sup>nd</sup> Floor Courtroom, Lake Charles, LA 70601**, to consider approval of the Sale Transaction and other relief requested in the proposed Sale Order attached to the Motion as **Exhibit D**.

20. All objections to the Sale Transaction and other relief requested in the proposed Sale Order attached to the Motion as **Exhibit D** must be filed with the Clerk of this Court and served on Debtor's counsel on or before **February 3, 2026 at 10:30 a.m. CT** (the "**Objection Deadline**"). The failure to file such objection by the Objection Deadline is deemed to bar said person or entity from asserting any objection to the Motion or to consummation of the sale of the Property, and such failure is deemed to constitute consent to the entry of the Sale Order and consummation of the sale of the Property.

#### **Reservation of Rights and Fiduciary Out**

21. Except as otherwise set forth in the Bid Procedures, Debtor, in consultation with First Federal, reserves the right to, in its reasonable discretion, in a manner consistent with its fiduciary duties and applicable law, modify the Bid Procedures; waive terms and conditions set forth in the Bid Procedures with respect to all Potential or Qualified Bidders; accelerate or extend the Bid Deadline or Auction; announce at the Auction modified or additional procedures for its conduct; alter the assumptions set forth in the Bid Procedures; and/or terminate discussions with any prospective acquirer or investor at any time and without specifying the reasons therefor, in each case to the extent not materially inconsistent with the objectives of the Bid Procedures and this Order.

22. Debtor, in consultation with the First Federal, may provide reasonable accommodations to any Potential or Qualified Bidder(s) with respect to the terms, conditions, and deadlines of the bidding and Auction process to promote further bids on the Property, in each case, to the extent not materially inconsistent with the Bid Procedures, this Auction Order, or any other order of this Court.

23. All parties reserve their rights to seek Bankruptcy Court relief, including on an expedited basis, with regard to the Auction, the Bid Procedures, and any related items (including, if necessary, to seek an extension of the Bid Deadline).

24. Nothing in the Bid Procedures will require the officers or management of the Debtor to take any action, or to refrain from taking any action, with respect to the Bid Procedures, to the extent it is reasonably determined in good faith, in consultation with counsel, that taking such action, or refraining from such action, is required to comply with applicable law or fiduciary obligations.

### **General Provisions**

25. All persons or entities (whether or not Qualified Bidders) that participate in the bidding process shall be deemed to have knowingly and voluntarily (i) consented to the entry of a final order by this Court in connection with the Motion or this Auction Order (including any disputes relating to the bid process, the Auction and/or any Sale Transaction) to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution and (ii) waived any right to jury trial in connection with any disputes relating to the any of the foregoing matters.

26. Debtor, in consultation with the First Federal, is authorized to make non-substantive changes to the Bid Procedures and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors.

27. Notwithstanding the possible applicability of Bankruptcy Rules 6004, 7062, and 9014, or any applicable provisions of the Local Rules or otherwise, the terms and conditions of



this Order shall be immediately effective and enforceable upon its entry, and no automatic stay of execution shall apply to this Auction Order.

28. Debtor is authorized to take all reasonable steps necessary or appropriate to carry out the relief granted in this Auction Order.

29. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Auction Order.

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Respectfully submitted:

**GOLD WEEMS BRUSER SUES & RUNDELL**

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**ATTORNEYS FOR DEBTOR AND DEBTOR  
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