

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

Binder & Binder – The National Social Security  
Disability Advocates (NY), LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 14-23728 (RJD)

(Jointly Administered)

**NOTICE OF SALE OF CERTAIN ASSETS AT AUCTION**

**PLEASE TAKE NOTICE** that pursuant to the *Order (I) Approving Bid Procedures for the Auction of Certain of the Debtors' Intellectual Property Free and Clear of Liens, Claims and Encumbrances Pursuant to Section 363 of the Bankruptcy Code; (II) Scheduling an Auction and Sale Hearing; (III) Approving the Form and Manner of Notice of Auction and Sale Hearing; and (IV) Granting Related Relief* dated August 5, 2016 [Docket No. 637] (the "**Bid Procedures Order**") entered by the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), the above-captioned debtors and debtors in possession (collectively, the "**Debtors**") are offering for sale certain of their intellectual property rights and interests (the "**Assets**").<sup>2</sup> Capitalized terms used but not

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: (1) Binder & Binder - The National Social Security Disability Advocates (NY), LLC (1450); (2) SSDI Holdings, Inc. (3038); (3) Binder & Binder - The National Social Security Disability Advocates LLC (8580); (4) The Rep for Vets LLC (6421); (5) National Veterans Disability Advocates LLC (dba The Rep for Vets LLC) (7468); (6) The Social Security Express Ltd. (4960); (7) Binder & Binder - The National Social Security Disability Advocates (AZ), LLC (5887); (8) Binder & Binder - The National Social Security Disability Advocates (CA), LLC (1456); (9) Binder & Binder - The National Social Security Disability Advocates (CO), LLC (0945); (10) Binder & Binder - The National Social Security Disability Advocates (CT), LLC (0206); (11) Binder & Binder - The National Social Security Disability Advocates (FL), LLC (1455); (12) Binder & Binder - The National Social Security Disability Advocates (GA), LLC (4768); (13) Binder & Binder - The National Social Security Disability Advocates (IL), LLC (1457); (14) Binder & Binder - The National Social Security Disability Advocates (MD), LLC (3760); (15) Binder & Binder - The National Social Security Disability Advocates (MO), LLC (2108); (16) Binder & Binder - The National Social Security Disability Advocates (NJ), LLC (1454); (17) Binder & Binder - The National Social Security Disability Advocates (NC), LLC (1460); (18) Binder & Binder - The National Social Security Disability Advocates (OH), LLC (7827); (19) Binder & Binder - The National Social Security Disability Advocates (PA), LLC (1453); (20) Binder & Binder - The National Social Security Disability Advocates (TX), LLC (1458); (21) Binder & Binder - The National Social Security Disability Advocates VA, LLC (7875); (22) Binder & Binder - The National Social Security Disability Advocates (WA), LLC (0225); (23) Binder & Binder - The National Social Security Disability Advocates (LA), LLC (8426); (24) Binder & Binder - The National Social Security Disability Advocates (MI), LLC (8762); and (25) Binder & Binder - The National Social Security Disability Advocates (DC), LLC (5265); together, the "**Debtors**").

<sup>2</sup> The Assets proposed to be sold are certain of the Debtors' intellectual property rights and interests, including but not limited to: (i) patented or registered intellectual property rights owned by the Debtors, including registered trademarks and symbols, registered and unregistered copyrights, (ii) pending patent applications and applications for other registrations of intellectual property rights filed by or on behalf of the Debtors, (iii) material unregistered intellectual property rights owned by the Debtors, (iv) other rights and licenses granted by any third party to the Debtors with respect to any intellectual property rights owned by or properly licensed to the Debtors, including but

otherwise defined in this notice (the "**Sale Notice**") shall have the meaning ascribed to them in the Bid Procedures Order, a copy of which is enclosed.

**PLEASE TAKE FURTHER NOTICE** that the Debtors intend to sell and transfer the Assets free and clear of liens, claims, and encumbrances, as more specifically described in the Bid Procedures Order.

**PLEASE TAKE FURTHER NOTICE** that all interested parties are invited to make offers to purchase the Assets in accordance with the terms and conditions approved by the Bankruptcy Court (the "**Bid Procedures**"). Pursuant to the Bid Procedures, in the event more than one (1) Qualified Bid is received by the Bid Deadline of August 31, 2016, the Debtors will conduct an auction for the Assets on **September 7, 2016 at 10:00 a.m. (prevailing Eastern Time)** at the offices of Lowenstein Sandler LLP, counsel for the Debtors, 1251 Avenue of the Americas, New York, NY 10020 (the "**Auction**").

**PLEASE TAKE FURTHER NOTICE** that the hearing to consider approval of the sale (the "**Sale Hearing**") will be conducted on **September 13, 2016 at 2:00 p.m. (Eastern Time)** before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, NY

---

not limited to the Royalty Agreement dated as of August 27, 2010 by and between Charles E. Binder and SSDI Holdings, Inc. (the "**Royalty Agreement**"), (v) commercially available software, (vi) trade secrets and know-how in the possession of employees of the Debtors, (vii) all intellectual property rights necessary for the conduct and operation of the Debtors' business of providing advocacy services and representing claimants seeking disability benefit awards from the Social Security Administration or U.S. Department of Veterans Affairs, including logos, phone numbers, domain names, (viii) good will, (ix) all actions, proceedings, causes of action, suits, covenants, contracts, controversies, agreements, promises, damages, judgments, third-party claims, counterclaims, crossclaims, rights to legal remedies, rights to equitable remedies, rights to payments and claims and claims for infringement, whether known or unknown, foreseen or unforeseen, reduced to judgment or not reduced to judgment, liquidated or unliquidated, contingent or non-contingent, matured or unmatured, disputed or undisputed, assertable directly or derivatively, already existing or hereafter arising, in law, equity or otherwise, solely related to the acquired assets, and (x) all new SSA Case and VA Case referrals, all as more particularly detailed on Exhibit 2 to this Order. The Assets shall not include any of the Excluded Assets (as defined below). For the avoidance of doubt, all of the Debtors' rights under the Royalty Agreement and all rights, title and interest in the intellectual property and other works created using the intellectual property rights granted to the Debtors pursuant to the Royalty Agreement are Assets. Charles Binder has asserted that the Debtors cannot assign or sublicense their rights under the Royalty Agreement. The Debtors have asserted that Mr. Binder's position is meritless and that they have the ability to assign or sublicense their rights under the Royalty Agreement, including but not limited to the right to use any of the Debtors' intellectual property containing Charles Binder's likeness. Any unresolved disputes related to the Debtors' ability to assign or sublicense their rights under the Royalty Agreement, along with any timely asserted objections to the sale, will be addressed at the sale approval hearing currently scheduled for September 13, 2016 at 2:00 PM (Eastern Time)..

10601. The Sale Hearing may be adjourned or rescheduled without notice other than by an announcement of the adjourned date at the Sale Hearing.

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the Sale or to the manner in which the Bid Procedures are carried out must: (i) be in writing; (ii) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis of such objection or other response; (iv) conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York; and (v) be filed with the Bankruptcy Court, together with proof of service, electronically, in accordance with General Order M-399 (General Order M-399 and the User's Manual for the Electronic Case Filing System which can be found at the Bankruptcy Court's official website ([www.nysb.uscourts.gov](http://www.nysb.uscourts.gov))), by registered users of the Bankruptcy Court's case filing system and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard copy delivered to Chambers) and served in accordance with General Order M-399, so as to be *actually received* not later than **12:00 p.m. (Eastern Time) on September 9, 2016** (the "**Objection Deadline**") and, such service shall be completed and actually received by the following parties on or prior to the Objection Deadline: (i) counsel to the Debtors, Lowenstein Sandler LLP, Attn: Mary E. Seymour, Esq. ([mseymour@lowenstein.com](mailto:mseymour@lowenstein.com)), Nicholas Vislocky, Esq. ([nvislocky@lowenstein.com](mailto:nvislocky@lowenstein.com)), 65 Livingston Avenue, Roseland, NJ 07068; (ii) counsel to the Committee, Klestadt Winters Jureller Southard & Stevens, LLP, 200 West 41<sup>st</sup> Street, 17th Floor, New York, New York 10036, Attn: Tracy L. Klestadt, Esq. ([tklestadt@klestadt.com](mailto:tklestadt@klestadt.com)), Joseph Corneau, Esq. ([jcorneau@klestadt.com](mailto:jcorneau@klestadt.com)); (iii) the Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attn: Susan D. Golden, Esq. ([susan.golden@usdoj.gov](mailto:susan.golden@usdoj.gov)), and (iv) counsel to U.S. Bank National Association, Katten Muchin Rosenman LLP, 525 West Monroe Street, Chicago, Illinois 60661, Attn: Kenneth J. Ottaviano, Esq. ([kenneth.ottaviano@kattenlaw.com](mailto:kenneth.ottaviano@kattenlaw.com)).

**PLEASE TAKE FURTHER NOTICE** that in connection with their fiduciary obligations, the Debtors reserve the right, in their business judgment, and in consultation with the First DIP Agent (as defined in the Bid Procedures Order) and in all events subject to the limitations and approval requirements set forth in the Bid Procedures and the Bid Procedures Order, to modify the Bid Procedures at any time, with notice to Qualified Bidders, including, without limitation, to (i) modify the Minimum Bid, (ii) adjourn the Auction, the Sale Hearing or any of the dates set forth herein one or more times for any reason, (iii) terminate the Bid Procedures at any time, (iv) determine which Qualified Bid, if any, is the Successful Bid and the Back-Up Bid, (v) reject at any time, any Bid that is: (a) inadequate or insufficient, (b) not in conformity with the requirements of the Bankruptcy Code, the Bid Procedures, or the terms and conditions of the proposed Sale, or (c) contrary to the best interests of the Debtors, the Debtors' estates and their creditors, (vi) accept as a Qualified Bidder or Qualified Bid a Bidder or Bid that does not otherwise meet the requirements set forth in the Bid Procedures, (vii) seek approval of a stalking horse bidder in connection with the Sale, as well as bid protections (including but not limited to a break-up fee and expense reimbursement) in favor of such stalking horse bidder at any time prior to the Auction, and/or (viii) include the sale of existing SSA Cases and VA Cases as part of the Sale.

**PLEASE TAKE FURTHER NOTICE** that this Sale Notice is qualified in its entirety by the Bid Procedures Order.

Dated: August 8, 2016  
New York, New York

**LOWENSTEIN SANDLER LLP**  
Kenneth A. Rosen, Esq.  
Mary E. Seymour, Esq. (*pro hac vice*)  
Andrew D. Behlmann, Esq. (*pro hac vice*)  
Nicholas B. Vislocky, Esq.  
1251 Avenue of the Americas, 17th Floor  
New York, New York 10020  
(212) 262-6700 (Telephone)  
*Counsel to the Debtors and Debtors in Possession*