

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

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### FILER

#### ALLERION INC

CIK: **350874** | IRS No.: **222243658** | State of Incorporation: **NJ** | Fiscal Year End: **0430**  
Type: **8-K** | Act: **34** | File No.: **001-08197** | Film No.: **95514149**  
SIC: **7373** Computer integrated systems design

Mailing Address  
717 RIDGEDALE AVE  
EAST HANOVER NJ 07936

Business Address  
717 RIDGEDALE AVE  
EAST HANOVER NJ 07936  
2018879222

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant  
to section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported) February 17, 1995  
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Allerion Inc.  
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(Exact name of registrant as specified in its charter)

New Jersey  
-----

(State or Other Jurisdiction of Incorporation)

1-8197  
-----

(Commission File Number)

22-2243658  
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(I.R.S. Employer Identification No.)

717 Ridgedale Avenue, East Hanover, New Jersey  
-----

(Address of principal executive offices)

07936  
-----

(Zip Code)

(201) 887-1000  
-----

(Registrant's Telephone Number, Including Area Code)

-----  
(Former Name or Former Address, if Changed Since Last Report.)

ITEM 5.

In its Form 8-K dated December 7, 1994, Allerion Inc. (the "Company") reported the filing of a petition in the United States Bankruptcy Court for the District of New Jersey, Case No. 94-28396. Management of the Company, after discussion with its creditors, agreed to request the Court to permit the Company to sell its assets. On February 17, 1995 an Order (the "Order"), as amended on February 21, 1995, was entered by the United States Bankruptcy Court for the District of New Jersey with regard to the Company concerning the setting of bidding procedures and setting of dates for submission of bids and other related matters with regard to the sale of the Company's remaining operating assets consisting of accounts receivables, inventory, equipment, contract rights, and other non-cash operating assets of the Network Services Division of the Company (the "Division"). The Application before the Court for the approval of the Order setting bidding procedures was due to the fact that the creditors of the Company had stated their objection to continue to allow the Company to use cash collateral. At this point in time there can be no assurance that bids will be submitted and that a sale and closing will take place. The Company can give no range as to the dollar value of the possible bids to be submitted, if any. The Company can give no assurance that there will be any residual value after the sale upon payment of expenses and its creditors for distribution to shareholders. The assets to be sold represent substantially all of the remaining assets of the Company. According to the terms of the Order, bids must be submitted no later than 4:00 p.m. New York time, March 8, 1995. A hearing is scheduled before the Bankruptcy Court on March 10, 1995 to consider the approval of the sale of the assets of the Division for the highest and best offer which may be presented in accordance with the terms of the Order. Should a successful bidder be approved by the Court, the Order states that the closing of the sale will take place no later than March 13, 1995. The foregoing summary is qualified in its entirety by reference to the Order and amended Order, copies of which are included as Exhibits to this Form 8-K.

Item 7. Exhibits

1. Order of United States Bankruptcy Court for the District of New Jersey dated February 17, 1995 in Case No. 94-28396.
2. Amended Order of United States Bankruptcy Court for the District of New Jersey dated February 21, 1995 in Case No. 94-28396.

SIGNATURE

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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Allerion Inc.  
(Registrant)

Date: February 21, 1995

By: /s/ ALEXANDER W. GILES, JR.

-----

Alexander W. Giles, Jr.  
Executive Vice President & CFO

CRUMMY, DEL DEO, DOLAN,  
GRIFFINGER & VECCHIONE  
A Professional Corporation  
One Riverfront Plaza  
Newark, New Jersey 07102-5497  
(201) 596-4500  
Attorneys for Debtors and  
Debtors-in-Possession  
PD-9779

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY

-----  
In re: :  
ALLERION, INC., a corporation :  
of the State of New Jersey, : Jointly Administered Under  
Debtor. : Case No. 94-28396 (WFT)  
Chapter 11

-----  
In re: :  
ULTIMATE DATA SYSTEMS, INC., a : Hearing Date: February 17, 1995  
corporation of the State of : at 10:00 a.m.  
Connecticut, :  
Debtor. :  
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ORDER (i) APPROVING BIDDING PROCEDURES, (ii) SETTING  
HEARING TO APPROVE SALE OF ASSETS AND ASSUMPTION  
ASSIGNMENT OF UNEXPIRED LEASES AND EXECUTORY CONTRACTS  
AND ESTABLISHMENT OF CURE AMOUNTS AND ADEQUATE  
ASSURANCE TERMS, AND (iii) SETTING DATES FOR FILING OF  
BIDS AND OBJECTIONS

THIS MATTER having been opened to the Court upon the motion on shortened  
notice of Allerion, Inc., debtor and debtor-in-possession ("Allerion" or  
"Debtor"), by its attorneys, Crummy, Del Deo, Dolan, Griffinger & Vecchione, a  
Professional Corporation, for an order (i) approving bidding procedures with  
respect to the sale of certain of Allerion's

assets, including receivables, inventory, certain contract rights, equipment, goodwill and other non-cash assets of Allerion's Network Services Division (the "Acquired Assets"), but excluding certain books and records, causes of action, cash and equivalents (the "Excluded Assets"), (ii) fixing a hearing to approve the assumption and assignment of certain of Allerion's unexpired leases and executory contracts and the establishment of cure amounts and adequate assurance terms in connection therewith, and the assumption of deferred revenue, and (iii) setting a hearing date for approval of the sale of the Assets, free and clear of liens, and for other relief; and the Court having considered the Debtor's application in support of the motion and any opposition thereto; and the Court having further considered the arguments of counsel at the hearing on the motion; and for good cause shown,

IT IS on this 17th day of February, 1995;

ORDERED that:

1. A hearing shall be held before the Honorable William F. Tuohey, Courtroom 3B, U.S. Bankruptcy Court, 50 Walnut Street, Newark, New Jersey on March 10, 1995 at 10:00 a.m. to consider (a) approval of the sale of the Acquired Assets free and clear of liens, claims and encumbrances, with valid liens to attach to the proceeds, for the highest and best offer for the Acquired Assets which may be presented in accordance with the terms of this Order; (b) assumption by Allerion and assignment to the successful purchaser of

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unexpired leases ("Assumed Leases") and executory contracts ("Assumed Contracts") on the terms provided for in the highest and best offer; (c) determination of Cure Amounts and other rights of non-debtor parties to the Assumed Leases and Assumed Contracts affected by the motion; and (d) for such other and further relief as the Court deems just.

2. The Debtor shall give notice of the proposed sale of Acquired Assets in the following manner, which shall constitute adequate notice of the sale:

A. By service of this Order on the United States Trustee, counsel for the official creditors' committees, the twenty largest unsecured creditors of both Debtor, all secured creditors, all non debtor parties to leases and executory contracts affected by the Motion, and any other party on the service list, and any known prospective purchaser, by overnight mail by February 21, 1995; and

B. By publication of this Order once in the Wall Street Journal,

3. In order for an offer for the Acquired Assets to be qualified to be considered at the hearing ("Qualified Bid"), it must satisfy all of the following conditions:

A. It must be in writing, signed by the offeror, be in substantially the form of the Asset Purchase Agreement attached to the Application as Exhibit B, accompanied by a deposit of \$100,000 in immediately available funds (either by wire transfer or certified or official bank check) made

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payable to Debtor's counsel's attorney trust account, and must be received by counsel for the Debtor, with copies to counsel for the Unsecured Creditors' Committees of both Debtors, no later than 4:00 p.m. New York time March 7, 1995;

B. It must offer to purchase the Assets through March 15, 1995, on terms and conditions no less favorable to the Debtor, as determined solely by the Debtor, than those set forth in this Order and in the form of Asset Purchase Agreement;

C. It must be subject to no unsatisfied conditions for performance other than those set forth in the Asset Purchase Agreement;

D. The purchase price must be payable in full in cash at closing;

E. Closing must occur no later than March 13, 1995;

F. With respect to any leases or executory contracts to be assigned, in addition to the purchase price for the Assets, the purchaser must agree to pay in cash at closing all Cure Amounts, as determined by the Court, due to be paid to any nondebtor party to any Assumed Lease or Assumed Contract as a condition of assignment of such lease or executory contract to the purchaser, and must assume deferred revenue as of closing; and

G. The Acquired Assets shall be sold "as is" and "where is", with no representations or warranties as to use or fitness.

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4. Any objections to the sale of Assets must be filed with the Court and served so as to be received by counsel for the Debtor, Crummy, Del Deo, Dolan, Griffinger & Vecchione, One Riverfront Plaza, Newark, New Jersey 07102, attention: Paul R. DeFilippo, Esq., fax number 201-596-0545; the official creditors' committees, Ravin, Sarasohn, Cook, Baumgarten, Fisch & Baime, 103 Eisenhower Parkway, Roseland, New Jersey 07068, attention: Kenneth A. Rosen, Esq., fax number 201-228-9250, Anderson, Kill, Olick, & Oshinsky, 1251 Avenue of

the Americas, New York, New York 10020, attention: Eric Sleeper, Esq., fax number 212-278-1733; and purported secured creditors, Winick & Rich, 919 Third Avenue, New York, New York 10022, attention: Jonathan Flaxer, Esq., fax number 212-308-5945; Carpenter, Bennett & Morrissey, Three Gateway Center, 100 Mulberry Street, Newark, New Jersey 07102, attention: Michael Waters, Esq., fax number 201-622-5314; Lane & Mittendorf, 99 Park Avenue, New York, New York 10016, attention: Louis Lagalante, Esq., fax number 212-972-5647, no later than 4:00 p.m. March 8, 1995. The Debtor will advise all of the foregoing parties, and each Qualified Bidder, on March 9, 1995, as to the amount of the highest Qualified Bid received.

5. Any prospective purchaser may obtain information concerning the Debtor necessary to make a Qualified Bid by contacting Jay Sturm, General Counsel, Allerion, Inc., 717 Ridgedale Avenue, East Hanover, New Jersey 09936, telephone 201-887-1000, fax 201-887-9279.

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HONORABLE WILLIAM F. TUOHEY  
UNITED STATES BANKRUPTCY JUDGE

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CRUMMY, DEL DEO, DOLAN,  
 GRIFFINGER & VECCHIONE  
 A Professional Corporation  
 One Riverfront Plaza  
 Newark, New Jersey 07102-5497  
 (201) 596-4500  
 Attorneys for Debtors and  
 Debtors-in-Possession  
 PD-9779

UNITED STATES BANKRUPTCY COURT  
 FOR THE DISTRICT OF NEW JERSEY

-----:  
 In re: :  
 :  
 ALLERION, INC., a corporation :  
 of the State of New Jersey, : Jointly Administered Under  
 : Case No. 94-28396 (WFT)  
 Debtor. :  
 :  
 : Chapter 11  
 -----:

-----:  
 In re: :  
 : Hearing Date: February 17, 1995  
 : at 10:00 a.m.  
 ULTIMATE DATA SYSTEMS, INC., a :  
 corporation of the State of :  
 Connecticut, :  
 :  
 Debtor. :  
 :  
 -----:

AMENDED ORDER (i) APPROVING BIDDING PROCEDURES, (ii)  
 SETTING HEARING TO APPROVE SALE OF ASSETS AND  
 ASSUMPTION AND ASSIGNMENT OF UNEXPIRED LEASES AND  
 EXECUTORY CONTRACTS AND ESTABLISHMENT OF CURE AMOUNTS  
 AND ADEQUATE ASSURANCE TERMS, AND (iii) SETTING DATES  
 FOR FILING OF BIDS AND OBJECTIONS

THIS MATTER having been opened to the Court upon the motion on shortened notice of Allerion, Inc., debtor and debtor-in-possession ("Allerion" or "Debtor"), by its attorneys, Crummy, Del Deo, Dolan, Griffinger & Vecchione, a Professional Corporation, for an order (i) approving bidding procedures with respect to the sale of certain of Allerion's

assets, including receivables, inventory, certain contract rights, equipment, goodwill and other non-cash assets of Allerion's Network Services Division (the "Acquired Assets"), but excluding certain books and records, causes of action, cash and equivalents (the "Excluded Assets"), (ii) fixing a hearing to approve the assumption and assignment of certain of Allerion's unexpired leases and executory contracts and the establishment of cure amounts and adequate assurance terms in connection therewith, and the assumption of deferred revenue, and (iii) setting a hearing date for approval of the sale of the Assets, free and clear of liens, and for other relief; and the Court having considered the Debtor's application in support of the motion and any opposition thereto; and the Court having further considered the arguments of counsel at the hearing on the motion; and for good cause shown,

IT IS on this 21st day of February, 1995;

ORDERED that:

1. A hearing shall be held before the Honorable William F. Tuohey, Courtroom 3B, U.S. Bankruptcy Court, 50 Walnut Street, Newark, New Jersey on March 10, 1995 at 10:00 a.m. to consider (a) approval of the sale of the Acquired Assets free and clear of liens, claims and encumbrances, with valid liens to attach to the proceeds, for the highest and best offer for the Acquired Assets which may be presented in accordance with the terms of this Order; (b) assumption by Allerion and assignment to the successful purchaser of

-2-

unexpired leases ("Assumed Leases") and executory contracts ("Assumed Contracts") on the terms provided for in the highest and best offer; (c) determination of Cure Amounts and other rights of non-debtor parties to the Assumed Leases and Assumed Contracts affected by the motion; and (d) for such other and further relief as the Court deems just.

2. The Debtor shall give notice of the proposed sale of Acquired Assets in the following manner, which shall constitute adequate notice of the sale:

A. By service of this Order on the United States Trustee, counsel for the official creditors' committees, the twenty largest unsecured creditors of both Debtor, all secured creditors, all non debtor parties to leases and executory contracts affected by the Motion, and any other party on the service list, and any known prospective purchaser, by overnight mail by February 22, 1995; and

B. By publication of this Order once in the Wall Street Journal, Eastern Edition and the Newark Star-Ledger, by February 24, 1995.

3. In order for an offer for the Acquired Assets to be qualified to be considered at the hearing ("Qualified Bid"), it must satisfy all of the following conditions:

A. It must be writing, signed by the offeror, be in substantially the form of the Asset Purchase Agreement attached to the Application as Exhibit B, accompanied by a deposit of \$100,000 in immediately available funds (either by wire transfer or certified or official bank check) made

-3-

payable to Debtor's counsel's attorney trust account, and must be received by counsel for the Debtor, with copies to counsel for the Unsecured Creditors' Committees of both Debtors, no later than 4:00 p.m. New York time March 8, 1995;

B. It must offer to purchase the Assets through March 15, 1995, on terms and conditions no less favorable to the Debtor, as determined solely by the Debtor, than those set forth in this Order and in the form of Asset Purchase Agreement;

C. It must be subject to no unsatisfied conditions for performance other than those set forth in the Asset Purchase Agreement;

D. The purchase price must be payable in full in cash at closing;

E. Closing must occur no later than March 13, 1995;

F. With respect to any leases or executory contracts to be assigned, in addition to the purchase price for the Assets, the purchaser must agree to pay in cash at closing all Cure Amounts, as determined by the Court, due to be paid to any nondebtor party to any Assumed Lease or Assumed Contract as a condition of assignment of such lease or executory contract to the purchaser, and must assume deferred revenue as of closing; and

G. The Acquired Assets shall be sold "as is" and "where is", with no representations or warranties as to use or fitness.

-4-

4. Any objections to the sale of Assets must be filed with the Court and served so as to be received by counsel for the Debtor, Crummy, Del Deo, Dolan, Griffinger & Vecchione, One Riverfront Plaza, Newark, New Jersey 07102, attention: Paul R. DeFilippo, Esq., fax number 201-596-0545; the official creditors' committees, Ravin, Sarasohn, Cook, Baumgarten, Fisch & Baime, 103

Eisenhower Parkway, Roseland, New Jersey 07068, attention: Kenneth A. Rosen, Esq., fax number 201-228-9250, Anderson, Kill, Olick & Oshinsky, 1251 Avenue of the Americas, New York 10020, attention: Eric Sleeper, Esq., fax number 212-278-1733; and purported secured creditors, Winick & Rich, 919 Third Avenue, New York, New York 10022, attention: Jonathan Flaxer, Esq., fax number 212-308-5945; Carpenter, Bennett & Morrissey, Three Gateway Center, 100 Mulberry Street, Newark, New Jersey 07102, attention: Michael Waters, Esq., fax number 201-622-5314; Lane & Mittendorf, 99 Park Avenue, New York, New York 10016, attention: Louis Lagalante, Esq., fax number 212-972-5647, no later than 4:00 p.m. March 8, 1995. The Debtor will advise all of the foregoing parties, and each Qualified Bidder, on March 9, 1995, as to the amount of the highest Qualified Bid received.

5. Any prospective purchaser may obtain information concerning the Debtor necessary to make a Qualified Bid by contracting Jay Sturm, General Counsel, Allerion, Inc., 717 Ridgedale Avenue, East Hanover, New Jersey 07936, telephone 201-887-1000, fax 201-887-9279.

WILLIAM F. TUOHEY

-----  
HONORABLE WILLIAM F. TUOHEY  
UNITED STATES BANKRUPTCY JUDGE