

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
BLITZ U.S.A., Inc., et al.,¹)	Case No. 11-13603 (PJW)
)	
Debtors.)	(Jointly Administered)

**NOTICE OF SALE OF CERTAIN ASSETS FREE AND CLEAR
OF LIENS, CLAIMS, ENCUMBRANCES AND INTERESTS**

1. On November 9, 2011, each of the above captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). On February 7, 2012, the Debtors filed the *Motion Pursuant to 11 U.S.C. §§ 105(a), 363, and 365, and Bankruptcy Rules 2002, 6004, and 6006 for (I) Entry of an Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Certain of the Debtors' Assets; (B) Establishing Procedures for Approval of Related Bid Protections; (C) Scheduling an Auction and Sale Hearing; (D) Establishing Notice Procedures for Determining Cure Amounts for Executory Contracts and Leases to be Assigned; and (E) Granting Certain Related Relief; and (II) Entry of an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* (the “Sale Motion”) (Docket No. 230) seeking to sell substantially all of the Debtors’ F3 Brands LLC business division assets free and clear of all liens, claims and encumbrances and interests and to assume and assign certain executory contracts and unexpired leases.

2. On February 24, the Bankruptcy Court entered the *Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Certain of the Debtors' Assets; (B) Establishing Procedures for Approval of Related Bid Protections; (C) Scheduling an Auction and Sale Hearing; (D) Establishing Notice Procedures for Determining Cure Amounts for Executory Contracts and Leases to be Assigned; and (E) Granting Certain Related Relief* (the “Original Bidding Procedures Order”) (Docket No. 275).

3. On March 15, 2012, the Debtors filed the *Supplement to Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a), 363, and 365, and Bankruptcy Rules 2002, 6004, and 6006 for (I) Entry of an Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Certain of the Debtors' Assets; (B) Establishing Procedures for Approval of Related Bid Protections; (C) Scheduling an Auction and Sale Hearing; (D) Establishing Notice Procedures for Determining Cure Amounts for Executory Contracts and Leases to be Assigned; and (E) Granting Certain Related Relief; and (II) Entry of an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* (the “Supplemental Sale Motion”) (Docket No. 310) which expanded the assets the Debtors are seeking to sell to include both the Debtors’ F3 Brands LLC business division assets as well as certain real property owned by Blitz RE Holdings, LLC (collectively, the “Assets”).

4. On March 15, 2012, the Debtors selected Scepter Holdings Inc. to serve as the stalking horse bidder (the “Stalking Horse Bidder”) and have negotiated with the Stalking Horse Bidder the terms of an Asset Purchase Agreement (the “Stalking Horse APA”) (Docket No. 309), subject to higher and better offers to be submitted in connection with the bidding procedures. **The Stalking Horse APA provides for the sale of the Assets to the Stalking Horse Bidder free and clear of all liens, claims and encumbrances and interests and the assumption and assignment of certain executory contracts and unexpired leases to the Stalking Horse Bidder.**

5. In selecting the Stalking Horse Bidder and in negotiating the Stalking Horse APA, the Debtors have agreed, subject to approval by the Bankruptcy Court, to certain modifications to the Original Bidding Procedures

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: LAM 2011 Holdings, LLC (8742); Blitz Acquisition Holdings, Inc. (8825); Blitz Acquisition, LLC (8979); Blitz RE Holdings, LLC (9071); Blitz U.S.A., Inc. (8104); and F3 Brands LLC (2604). The location of the Debtors’ corporate headquarters and the Debtors’ service address is: 404 26th Ave. NW Miami, OK 74354.



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Order, which are reflected in a proposed Amended Bidding Procedures Order (the "Proposed Amended Bidding Procedures Order") (Docket No. 309)².

6. All documents filed with the Bankruptcy Court in connection with these chapter 11 cases and the proposed sale of the Assets, including but not limited to, the Sale Motion, the Supplemental Sale Motion, the Stalking Horse APA, the Original Bidding Procedures Order, the Proposed Amended Bidding Procedures Order, and the proposed Sale order, are available by accessing the Bankruptcy Court's docket, <https://ecf.deb.uscourts.gov>, or by accessing the website of the Debtors' claims and noticing agent, Kurtzman Carson Consultants LLC at <http://www.kccllc.net/Blitz>.

7. If a Qualified Bid, other than that submitted by the Stalking Horse Bidder, is received by the Debtors on or before **March 23, 2012 at 5:00 p.m.**, (the "Bid Deadline") the Debtors may conduct an auction (the "Auction") with respect to all or some of the Assets. The Auction shall be conducted at the offices of Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801 at **10:00 a.m. (prevailing Eastern time) on March 26, 2012**, or such other place and time as the Debtors shall notify all Qualified Bidders who have submitted Qualified Bids and expressed their intent to participate in the Auction as set forth above. A hearing to approve the Sale (the "Sale Hearing") to any Successful Bidder will be held at **10:00 a.m. (prevailing Eastern time) on March 28, 2012** unless otherwise continued pursuant to the terms of the Bidding Procedures. The Sale Hearing will be held before the Honorable Peter J. Walsh, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801. Objections, if any, to the Sale Motion (as supplemented) and entry of the proposed Sale order must be filed by **March 23, 2012 at 12:00 p.m. (prevailing Eastern time)** (the "Sale Objection Deadline") and objections if any, to the selection of the Successful Bidder or Successful Bidders (other than the Stalking Horse Bidder) or the Auction must be filed by **March 27, 2012 at 12:00 p.m. (prevailing Eastern time)**³ (the "Bid Objection Deadline," and together with the Sale Objection Deadline, the "Objection Deadlines"). At the same time, copies of any objections must be served, so as to be received by the Objection Deadlines, on: (i) counsel for the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801, (Attn: Daniel J. DeFranceschi, Esq. and Paul N. Heath, Esq.); (ii) the Debtors, Blitz U.S.A., Inc., 404 26th Ave. NW Miami, OK 74354 (Attn: Rocky Flick); (iii) counsel to the Official Committee of Unsecured Creditors, Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, NJ 07068 (Attn: Kenneth A. Rosen and Sharon L. Levin) and Womble Carlyle Sandridge & Rice, LLP, 222 Delaware Avenue, Suite 1501, Wilmington, DE 19801 (Attn: Francis A. Monaco, Jr.); and (iv) counsel to the Stalking Horse Bidder, Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 N. Market Street, Wilmington, DE 19801 (Attn: David M. Fournier). The dates set for the Bid Deadline, Auction and Sale hearing may be continued or extended without further notice. Interested parties should monitor the above-referenced websites for scheduling changes.

8. IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED BY THE SALE MOTION, AS SUPPLEMENTED, WITHOUT FURTHER NOTICE OR HEARING. Only those objections made in writing, timely filed, and served in accordance with the above procedures will be considered at the Sale Hearing.

Dated: March 16, 2012
Wilmington, Delaware



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² Capitalized terms not otherwise defined herein shall have the meaning given to them in the bidding procedures approved as part of the Bidding Procedures Order or in the Proposed Amended Bidding Procedures Order.

³ This date is subject to approval by the Bankruptcy Court.