

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)

) Re: Docket No. 364

**CERTIFICATION OF COUNSEL RE: ORDER (I) AUTHORIZING
DEBTORS TO AMEND F3 BRANDS LLC'S CORPORATE NAME IN
CONNECTION WITH THE SALE OF CERTAIN OF THE DEBTORS'
ASSETS AND (II) APPROVING MODIFICATION OF JOINTLY
ADMINISTERED CASE CAPTION [RE: DOCKET NO. 364]**

The undersigned counsel for the above-captioned debtors and debtors in possession (the "Debtors") hereby certifies as follows:

1. On March 29, 2012, the Court entered an order [Docket No. 364] (the "Sale Order") (i) authorizing the sale of certain of the Debtors' assets related to the F3 Brands LLC ("F3 Brands") business (the "Sale") to Hopkins Manufacturing Corporation (the "Purchaser") free and clear of all liens, claims, encumbrances and interests pursuant to the Asset Purchase Agreement (the "Purchase Agreement") entered into by the Purchaser and certain of the Debtors; and (ii) authorizing the assumption and assignment of certain executory contracts and unexpired leases to the Purchaser.

2. Paragraph 3 of the Sale Order provides as follows:

The Debtors, the Purchaser, and each of their respective officers, employees and agents are hereby authorized to: (i) execute the Purchase

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.



Agreement and the Ancillary Documents that may be reasonably necessary or appropriate to implement the Purchase Agreement, and any prior execution of such agreements, documents, and instruments, including the Ancillary Documents, is hereby ratified; (ii) perform all obligations under the Purchase Agreement and the Ancillary Documents and consummate each of the foregoing, including, but not limited to, deeds, assignments, and other instruments of transfer, and consummate the Transactions, and any prior consummation of such Transactions is hereby ratified; (iii) with respect to the Applicable Debtors, assume and assign the Purchased Contracts and Leases to the Purchaser; and (iv) take all other and further actions as may be reasonably necessary to consummate and implement the Transactions and perform all obligations under the Purchase Agreement and Ancillary Documents and the consummation thereof, without any further corporate action or orders of the Bankruptcy Court.

Sale Order, ¶ 3.

3. Section 10.5 of the Purchase Agreement provides, in pertinent part, as follows:

Change of Corporate Name. Within two (2) Business Days of the Closing, F3 Brands shall file with the appropriate state office the documents appropriate to change its name to a name which is not the same as or similar to its current name or any trade or business name used in connection with the Business (i.e., "F3", "F3 Brands" or variations thereof) and/or to reflect that it no longer uses any fictitious names used in the Business.

Purchase Agreement, § 10.5.

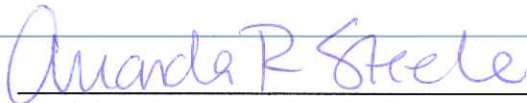
4. The Debtors and the Purchaser subsequently closed the transactions contemplated by the Purchase Agreement on April 3, 2012. In accordance with Section 10.5 of the Purchase Agreement, the Debtors seek to change the corporate name of F3 Brands, as well as the jointly administered case caption for these chapter 11 cases. While Paragraph 3 of the Sale Order gives the Debtors authority to take all actions reasonably necessary to consummate and implement the Sale and perform all obligations under the Purchase Agreement, the Debtors submit that a separate order of the Court is necessary for docketing purposes in order to change

the caption of the chapter 11 cases.² A copy of the proposed form of order is attached hereto as Exhibit A (the “Proposed Order”) authorizing the Debtors to change the corporate name of F3 Brands LLC and to change the jointly administered case caption for these cases in accordance with the Sale Order and the Purchase Agreement. The Proposed Order has been circulated to and reviewed by counsel for the Purchaser, the Official Committee of Unsecured Creditors and the assigned trial attorney for the Office of the United States Trustee, with each party having no objection to its entry. As the Proposed Order is for administrative purposes only, and is consistent with the relief granted in the Sale Order, the Debtors submit that no further notice of the Proposed Order is necessary and that the relief set forth in the Proposed Order can be granted without the need for a further motion.

² The Proposed Order (as defined herein) also authorizes the Debtors to change the corporate name of F3 Brands LLC. This relief is consistent with the relief granted by the Sale Order, which authorized the Debtors to take any and all actions necessary to implement the Purchase Agreement (with Section 10.5 of the Purchase Agreement requiring the Debtors to change F3 Brands LLC’s corporate name within two (2) business days of the closing of the transaction). The Debtors, however, have specifically included such relief in the Proposed Order so as to avoid any confusion on the docket with respect to the corporate name change.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as Exhibit A, at the Court's convenience.

Dated: April 13, 2012
Wilmington, Delaware



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and Debtors in Possession*

EXHIBIT A

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

In re:

BLITZ U.S.A., Inc., *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 11-13603 (PJW)
)

) (Jointly Administered)
)

) Re: Docket No. ____
)

**ORDER (I) AUTHORIZING DEBTORS TO AMEND F3 BRANDS LLC'S
CORPORATE NAME IN CONNECTION WITH THE SALE OF CERTAIN OF
THE DEBTORS' ASSETS AND (II) APPROVING MODIFICATION OF
JOINTLY ADMINISTERED CASE CAPTION [RE: DOCKET NO. 364]**

In furtherance of the relief granted pursuant to the *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* [Docket No. 364] (the "Sale Order"), which, inter alia, approved all transactions contemplated by the asset purchase agreement, attached to the Sale Order as Exhibit A (the "Purchase Agreement"), between certain of the above-captioned debtors and debtors in possession (the "Debtors") and Hopkins Manufacturing Corporation (together with its designees, the "Purchaser"); and in accordance with Section 10.5 of the Purchase Agreement, which requires the Debtors, by no later than two (2) days following the closing of the transactions approved by the Sale Order, to change F3 Brands LLC's corporate name to a name which is not the same as or similar to its current name or any trade or business name used in connection with the business being transferred to Purchaser pursuant to the Purchase Agreement; and the Debtors

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having requested such relief by certification of counsel in accordance with the obligations under Section 10.5 of the Purchase Agreement; and the Debtors submit that no further or other notice regarding the proposed entry of this Order is necessary;

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND
DECREED THAT:

1. The name change of F3 Brands LLC to MiamiOK LLC is hereby approved.
2. The new jointly administered caption for these chapter 11 cases shall read as follows:

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

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

3. The Clerk of the Bankruptcy Court is directed to make a docket entry in case number 11-13604 (PJW) substantially as follows: "An order has been entered in these cases directing that the caption of these cases be changed, in accordance with the corporate name change of F3 Brands LLC to MiamiOK LLC."

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order.

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 MiamiOK LLC (2604). The location of the Debtors' corporate headquarters and the Debtors' service address is: 404 26th Ave. NW Miami, OK 74354.

5. This Order affects no change in these cases, including, without limitation, the Purchase Agreement, other than to approve a change in F3 Brands LLC's corporate name and corresponding changes in the caption of these cases, and all orders affected in these cases shall apply with equal force to the Debtors following the foregoing names changes.

6. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2012
Wilmington, Delaware

THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE