

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re  
BLITZ U.S.A., Inc., *et al.*,<sup>1</sup>  
  
Debtors.

Chapter 11

Case No. 11-13603 (PJW)

Jointly Administered

Hearing Date: December 18, 2013 at 11:00 a.m. (ET)  
Objection Deadline: December 11, 2013 at 4:00 p.m. (ET)

**JOINT MOTION OF THE DEBTORS AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ORDER (A) APPROVING THE DISCLOSURE STATEMENT; (B) APPROVING FORM AND MANNER OF NOTICE OF CONFIRMATION HEARING; (C) APPROVING PROCEDURES FOR THE SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE PLAN; (D) ESTIMATING EACH BLITZ PERSONAL INJURY TRUST CLAIM AT \$1.00 FOR VOTING PURPOSES; (E) APPROVING NOTICE AND OBJECTION PROCEDURES IN RESPECT THEREOF AND (F) GRANTING RELATED RELIEF**

The debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), together with the Official Committee of Unsecured Creditors (the “Committee,” and collectively, “Movants”), by and through their undersigned counsel, hereby move this Court (the “Motion”) for the entry of an order, substantially in the form attached hereto as **Exhibit A**, approving: (i) the form and manner of notice of the Disclosure Statement Hearing (as defined herein); (ii) the *Disclosure Statement for the Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation* [Docket No. 1922], filed on November 12, 2013 (as may be amended, the “Disclosure Statement”); (iii) the record date for the purpose of determining which creditors are entitled to vote on the *Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation* [Docket No. 1921], filed on November 12, 2013 (as may be amended,

<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: LAM 2011 Holdings (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 309 North Main Street, Miami, OK 74354.



the “Plan”);<sup>2</sup> (iv) solicitation materials and procedures for distribution thereof; (v) estimation of each Blitz Personal Injury Trust Claim at \$1.00 solely for voting purposes; (vi) ballots and procedures for voting on the Plan and tabulating votes with respect thereto; and (vii) scheduling of a hearing and notice procedures relating to confirmation of the Plan. In support of this Motion, the Movants respectfully represent as follows:

### **JURISDICTION**

1. The Bankruptcy Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this District and before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are sections 105, 502, 1125, 1126 and 1128 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rules 2002, 3001, 3003, 3017, 3018 and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

### **GENERAL BACKGROUND**

#### **I. The Bankruptcy Cases**

3. On November 9, 2011 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the

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

Debtors' cases (the "Chapter 11 Cases"). On November 21, 2011, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code.

4. Additional background facts concerning the Chapter 11 Cases, including an overview of the Debtors' businesses, the Debtors' corporate structure and information on events leading up to the filing of the Chapter 11 Cases, is contained in the *Declaration of Rocky Flick, President and Chief Executive Officer of Blitz U.S.A., Inc. in Support of Debtors' Chapter 11 Petitions and First Day Motions* (the "Flick Declaration") [Docket No. 13] filed in the Chapter 11 Cases, and incorporated herein by reference.

## **II. Sale of the Debtors' Assets**

5. The Debtors filed these Chapter 11 Cases in search of a unified forum to resolve personal injury litigation against them. Ultimately, due to the weight of personal injury litigation and the inability to obtain renewal liability insurance, the Debtors ceased operations as of July 31, 2012 and proceeded to sell their assets to the highest bidder pursuant to an order dated September 11, 2012 [Docket No. 758].

## **III. Global Settlement and Resulting Plan and Disclosure Statement**

6. On July 24, 2013, the Debtors and the Committee jointly filed the *Motion for Order under 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P 2002, 6004 and 9019 Approving Settlement and Authorizing Debtors to (I) Compromise, Settle, Release and Dismiss Claims of and against the Debtors Pursuant to Insurance Term Sheet, and (II) Sell Certain Insurance Policies Back to the Participating Insurers Free and Clear of Liens, Claims, Interests and Other Encumbrances* (the "Insurance Settlement Motion") [Docket No. 1537]. The Insurance Settlement Motion was accompanied by a corresponding motion pursuant to Bankruptcy Rule 9019 seeking approval of a settlement involving certain of the Debtors, the Committee,

Kinderhook Industries, II, LP, Kinderhook Capital Fund II, LP and Crestwood Holdings, Inc. and certain related parties (the “BAH Settlement Motion”) [Docket No. 1538].

7. As set forth in detail in the Disclosure Statement, the Insurance Settlement Motion and the BAH Settlement Motion, along with the accompanying Insurance Settlement Term Sheet and the BAH Settlement Term Sheet, represent a global resolution among the Debtors’ critical constituents and form the foundation for the proposed Plan. The global settlement reflected in the Plan is intended to preserve the Debtors’ insurance for the benefit of all Blitz Personal Injury Claims and to treat all claimants fairly and equitably.

8. On November 12, 2013, the Movants filed the Plan and the accompanying Disclosure Statement.

#### **RELIEF REQUESTED**

9. By this Motion and pursuant to sections 105, 502, 1125, 1126 and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3017, 3018 and 3020, and Local Rule 3017-1, the Movants seek the entry of an order, substantially in the form annexed hereto as **Exhibit A** (the “Proposed Order”): (a) approving the Disclosure Statement; (b) fixing December 18, 2013, the first day of the hearing on the Disclosure Statement (the “Disclosure Statement Hearing”), as the record date for purposes of determining which holders of claims against the Debtors are entitled to vote on the Plan (the “Record Date”); (c) approving the notice of hearing and objection procedures with respect to confirmation of the Plan (the “Confirmation Hearing Notice”), in substantially the form annexed to the Proposed Order as Exhibit 5; (d) estimating each Blitz Personal Injury Trust Claim at \$1.00 solely for voting purposes;<sup>3</sup> (e) approving the Solicitation Packages (as defined below) and procedures for distribution thereof; (f) approving the forms of

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<sup>3</sup> All parties in interest reserve the right to object to any claim and, if such objection is deemed by the Court to be valid, to move to strike the vote of the claimant holding such claim.

ballot (each a “Ballot,” and collectively, the “Ballots”), substantially in the forms annexed to the Proposed Order as Exhibits 3A through 4B, and procedures for voting on the Plan; (g) approving the forms of notice to non-voting classes under the Plan (the “Non-Voting Creditor Notice”), substantially in the form annexed to the Proposed Order as Exhibit 2; (h) fixing January 21, 2014 at 4:00 p.m. (prevailing Pacific Time) as the deadline by which creditors must (x) vote to accept or reject the Plan (the “Voting Deadline”), and (y) file objections to the Plan (the “Confirmation Objection Deadline”); and (i) procedures for tabulating votes with respect to the Plan.

10. For the convenience of the Court and parties in interest, a summary of the timeline identifying each of the relevant dates and deadlines proposed in the Motion (or previously established by the Court) is set forth immediately below:

<b>Proposed Timeline</b>	
November 12, 2013	Service of Disclosure Statement Hearing Notice
December 11, 2013	Disclosure Statement Objection Deadline
December 18, 2013	Disclosure Statement Hearing
December 18, 2013	Voting Record Date
December 24, 2013	Date of service of Solicitation Packages or Non-Voting Creditor Notice, as applicable
January 6, 2014	Deadline for Bankruptcy Rule 3018 Motions
January 6, 2014	Deadline for filing the Plan Supplement
January 21, 2014	Voting Deadline
January 21, 2014	Confirmation Objection Deadline
January 23, 2014	Deadline for filing the Ballot Tabulation Certification
January 23, 2014	Deadline for Movants’ reply to confirmation objections, if any
January 27, 2014	Confirmation Hearing

11. The Movants believe that this proposed timeline is appropriate under the circumstances. It will provide creditors and parties in interest sufficient notice and adequate time to review the Plan and the Disclosure Statement and determine whether and how to vote to accept or reject the Plan. In addition, it will allow the Debtors to resolve these Chapter 11 Cases expeditiously, thereby minimizing costs associated with the chapter 11 process and maximizing value for the benefit of all creditor constituencies.

### **SUMMARY OF THE PLAN**

12. The principal features of the Plan are the establishment of two trusts pursuant to section 105 of the Bankruptcy Code: (i) a Blitz Personal Injury Trust, for the benefit of Blitz Personal Injury Trust Claims; and (ii) a Blitz Liquidating Trust, for the benefit of all holders of all other Claims against the USA Debtors. Each of the Blitz Personal Injury Trust and the Blitz Liquidating Trust will be established to administer and resolve specific Claims and each will be subject to its own trust agreement and its own rules with respect to the administration and satisfaction of Claims. Under the terms of the Plan, the Blitz Personal Injury Trust Claims will be permanently channeled to the Blitz Personal Injury Trust, and these claims will be liquidated and paid pursuant to the Blitz Personal Injury TDP to be implemented by the Blitz Personal Injury Trust pursuant to the terms and conditions of the Plan. Claims against the BAH Debtors (other than the Blitz Personal Injury Trust Claims) shall be administered by the BAH Plan Administrator.

13. Wal-Mart and the Participating Insurers will be making a substantial contribution to the Blitz Personal Injury Trust to fund the payment of Allowed Blitz Personal Injury Claims and to obtain the benefits of a permanent channeling injunction. In addition, the BAH Settling Parties are making a substantial contribution to the USA Debtors' estates to provide funding that

will enable the confirmation of the Plan and the consummation of the Insurance Settlement and to obtain the benefits of a permanent channeling injunction. The Movants believe that the Plan accomplishes its goal of maximizing the value of the Debtors' remaining assets, and ensuring fair and equitable treatment of Blitz Personal Injury Claims.

14. The Movants are seeking an order approving the Disclosure Statement for solicitation of all creditors entitled to vote on the Plan, including without limitation, holders of Blitz Personal Injury Trust Claims. The Disclosure Statement describes, among other things, the Debtors' current and historical business, the circumstances that have given rise to the Blitz Personal Injury Trust Claims, and the Plan and other Plan-related documents. The Movants are seeking an order approving solicitation procedures and the estimation of each Blitz Personal Injury Trust Claim at \$1.00 solely for voting purposes with respect to the Plan.<sup>4</sup>

#### **BASIS FOR RELIEF REQUESTED**

##### **I. THE DISCLOSURE STATEMENT CONTAINS ADEQUATE INFORMATION AND SHOULD BE APPROVED**

15. Pursuant to section 1125 of the Bankruptcy Code, a plan proponent must provide holders of impaired claims with "adequate information" regarding a proposed chapter 11 plan. In that regard, section 1125(a)(1) of the Bankruptcy Code provides, in pertinent part, that:

"adequate information" means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor's books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan . . . .

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<sup>4</sup> All parties in interest reserve the right to object to any claim and, if such objection is deemed by the Court to be valid, to move to strike the vote of the claimant holding such claim.

11 U.S.C. § 1125(a)(1). Thus, a disclosure statement must, as a whole, provide information that is “reasonably practicable” to permit an “informed judgment” by creditors and interest holders entitled to vote on the plan. See Abel v. Shugrue (In re Ionosphere Clubs, Inc.), 179 B.R. 24, 29 (Bankr. S.D.N.Y. 1995); In re Amfesco Indus., Inc., No. CV 88-2952 (JBW), 1988 WL 141524, at \*5 (E.D.N.Y. Dec. 21, 1988) (“Under section 1125 of the Bankruptcy Code, a reasonable and typical creditor or equity security holder must be provided ‘adequate information’ to make an informed judgment regarding a proposed plan.”); BSL Operating Corp. v. 125 E. Taverns, Inc. (In re BSL Operating Corp.), 57 B.R. 945, 950 (Bankr. S.D.N.Y. 1986) (“Section 1125 might be described as a non-rigid ‘how to inform’ section . . . . A disclosure statement . . . is evaluated only in terms of whether it provides sufficient information to permit enlightened voting by holders of claims or interests.”); see also In re Copy Crafters Quickprint, Inc., 92 B.R. 973, 979 (Bankr. N.D.N.Y. 1988) (stating that the adequacy of a disclosure statement is to be “determined on a case-specific basis under a flexible standard that can promote the policy of chapter 11 towards fair settlement through a negotiation process between informed interested parties”).

16. The primary purpose of a disclosure statement is to provide all material information required by creditors and interest holders affected by a proposed plan to make an informed decision whether to vote for the plan. See, e.g., Century Glove, Inc. v. First Am. Bank of New York, 860 F.2d 94, 100 (3rd Cir. 1988) (stating that section 1125 “seeks to guarantee a minimum amount of information to the creditor asked for its vote”); In re Monnier Bros., 755 F.2d 1336, 1341 (8th Cir. 1985); In re Phoenix Petroleum, Co., 278 B.R. 385, 392 (Bankr. E.D. Pa. 2001); In re Unichem Corp., 72 B.R. 95, 97 (Bankr. N.D. Ill. 1987). Congress intended that such informed judgments would be needed to both negotiate the terms of and vote on a plan of reorganization. Century Glove, 860 F.2d at 100.

17. In evaluating whether a disclosure statement provides “adequate information,” courts adhere to section 1125’s instruction that making this determination is a flexible exercise based on the facts and circumstances of each case. See 11 U.S.C. § 1125(a)(1) (stating that “adequate information means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor's books and records.”); see also Oneida Motor Freight, Inc. v. United Jersey Bank, 848 F.2d 414, 417 (3d Cir. 1988) (“From the legislative history of § 1125 we discern that adequate information will be determined by the facts and circumstances of each case.”); First Am. Bank of New York v. Century Glove, Inc., 81 B.R. 274, 279 (D. Del. 1988) (noting that adequacy of disclosure for a particular debtor will be determined based on how much information is available from outside sources).

18. Courts within the Third Circuit and elsewhere acknowledge that determining what constitutes “adequate information” for the purpose of satisfying section 1125 resides within the broad discretion of the court. See Mabey v. Sw. Elec. Power Co. (In re Cajun Elec. Power Coop.), 150 F.3d 503, 518 (5th Cir. 1998); In re Worldcom, Inc., No. M-47 HB, 2003 WL 21498904, at \*10 (S.D.N.Y. June 30, 2003) (“The determination of what is adequate information is subjective and made on a case by case basis. This determination is largely within the discretion of the bankruptcy court.”) (quoting Ionosphere Clubs, 179 B.R. at 29); Kirk v. Texaco, Inc., 82 B.R. 678, 682 (Bankr. S.D.N.Y. 1988) (“The legislative history could hardly be more clear in granting broad discretion to bankruptcy judges under § 1125(a): ‘Precisely what constitutes adequate information in any particular instance will develop on a case-by-case basis. Courts will take a practical approach as to what is necessary under the circumstances of each

case . . . .”) (quoting H.R. Rep. No. 595, at 408–09 (1977), reprinted in 1978 U.S.C.C.A.N. 5787, 6365).

19. The Court’s determination as to adequate information should take into account the expertise and resources, including outside advisors and publicly available information, of the hypothetical investor of each class of claims or interests in a chapter 11 case from which classes the acceptance and rejection of the Plan is solicited after commencement of the Chapter 11 Cases. See In re Zenith Elecs. Corp., 241 B.R. 92, 99-100 (Bankr. D. Del. 1999).

20. Accordingly, the determination of the adequacy of information in a disclosure statement must be made on a case-by-case basis, focusing on the unique facts and circumstances of each case. In that regard, courts generally examine whether a disclosure statement contains, as applicable, the following types of information:

- a. the circumstances that gave rise to the filing of the bankruptcy petition;
- b. a complete description of the available assets and their value;
- c. the anticipated future of the debtor;
- d. the source of the information provided in the disclosure statement;
- e. a disclaimer, which typically indicates that no statements or information concerning the debtor or its assets or securities are authorized, other than those set forth in the disclosure statement;
- f. the financial condition and performance of the debtor while in chapter 11;
- g. information regarding claims against the debtor’s estate;
- h. a liquidation analysis identifying the estimated return that creditors would receive if the debtor’s bankruptcy case were a case under chapter 7 of the Bankruptcy Code;
- i. the accounting and valuation methods used to produce the financial information in the disclosure statement;
- j. information regarding the future management of the debtor, where applicable;

- k. a summary of the chapter 11 plan;
- l. an estimate of all administrative expenses, including attorneys' fees and accountants' fees;
- m. the collectability of any accounts receivable;
- n. any financial information, valuations or pro forma projections that would be relevant to creditors' determinations of whether to accept or reject the chapter 11 plan;
- o. information relevant to the risks being taken by the creditors and interest holders;
- p. the existence, likelihood, and possible success of non-bankruptcy litigation;
- q. the tax consequences of the chapter 11 plan; and
- r. the relationship of the debtor with its affiliates.

See, e.g., In re Scioto Valley Mortgage Co., 88 B.R. 168, 170–71 (Bankr. S.D. Ohio 1988).

21. The Disclosure Statement contains more than ample information to permit holders of Claims entitled to vote on the Plan to make an informed judgment whether to accept or reject the Plan. Indeed, substantially all of the factors identified in the Scioto Valley Mortgage case, to the extent applicable to these Chapter 11 Cases, are addressed in detail in the Disclosure Statement. The Movants have made every effort to produce a Disclosure Statement that renders the Plan and the solicitation and confirmation process understandable for interested parties. The Movants believe that the Disclosure Statement contains “adequate information” as that phrase is defined in section 1125(a)(1) of the Bankruptcy Code. Accordingly, the Movants request that the Disclosure Statement be approved.

## **II. FIXING A RECORD DATE**

22. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with confirmation of a plan, “creditors and equity security holders shall include holders of stock, bonds, debentures, notes and other securities of record on the date the order

approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes. Fed. R. Bankr. P. 3018(a).

23. In accordance with the Bankruptcy Rules, this Court should exercise its power thereunder to set December 18, 2013, the first day of the Disclosure Statement Hearing, as the Record Date for purposes of determining which creditors are entitled to vote on the Plan. In addition, the Movants request that the Court establish the Record Date as the date for determining which holders of Claims or Equity Interests are in non-voting classes and entitled to receive a Non-Voting Creditor Notice.

### **III. APPROVING NOTICE AND OBJECTION PROCEDURES FOR DISCLOSURE STATEMENT AND CONFIRMATION OF THE PLAN**

#### **A. Scheduling the Disclosure Statement Hearing and Objections Thereto**

24. Rule 3017(a) of the Bankruptcy Rules provides as follows:

[A]fter a disclosure statement is filed in accordance with Rule 3016(b), the court shall hold a hearing on at least 28 days’ notice to the debtor, the creditors, equity security holders and other parties in interest as provided in Rule 2002 to consider the disclosure statement and any objections or modifications thereto. The plan and disclosure statement shall be mailed with the notice of the hearing only to the debtor, any trustee or committee appointed under the Code, the Securities and Exchange Commission and any party in interest who requests in writing a copy of the statement or plan.

Fed. R. Bankr. P. 3017(a).

25. On November 12, 2013, the Movants served all known creditors and interest holders with a notice, in the form annexed to the Proposed Order as Exhibit 1 (the “Disclosure Statement Hearing Notice”) and incorporated herein by reference. The Disclosure Statement

Hearing Notice informs all parties in interest of how to obtain copies of the documents related to this Motion and sets forth objection procedures and the hearing date and time.

26. Accordingly, the Disclosure Statement Hearing Notice complies with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and all other applicable rules and procedures of this Bankruptcy Court and should be approved.

27. Bankruptcy Rules 3017(a) and 2002(b) govern the timing of a hearing on the Disclosure Statement. Specifically, Bankruptcy Rule 3017(a) provides that “the court shall hold a hearing on at least 28 days’ notice . . . to consider the disclosure statement and any objections or modifications thereto.” Fed. R. Bankr. P. 3017(a). Bankruptcy Rule 2002(b) requires 28 days’ notice of the time fixed for filing objections to and any hearing to consider approval of a disclosure statement. *Id.* 2002(b). Further, the recent amendments to the Local Rules modify the Bankruptcy Rules to require that the hearing on the Disclosure Statement occur “at least thirty-five (35) days following service of the disclosure statement and that the objection deadline shall be at least twenty-eight (28) days from service of the disclosure statement.” Local Rule 3017-1(a).

28. The Movants request that the deadline for filing objections to the adequacy of the Disclosure Statement be set for December 11, 2013 at 4:00 p.m. (prevailing Eastern Time). This deadline will provide all interested parties with the requisite 28 days’ notice of the objection deadline and 35 days’ notice of the Disclosure Statement Hearing.

29. Accordingly, the Movants request that the Court approve the proposed deadline for filing objections to the Disclosure Statement.

**B. Scheduling the Confirmation Hearing and Objections to Confirmation**

30. Bankruptcy Rule 3017(c) provides that:

On or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan and may fix a date for the hearing on confirmation.

Fed. R. Bankr. P. 3017(c). In accordance with Bankruptcy Rules 2002(b) and 3017(c), and in view of the Movants' proposed solicitation schedule outlined herein, the Movants request that a hearing on confirmation of the Plan (the "Confirmation Hearing") be scheduled to commence on January 27, 2014 at 9:30 a.m. (prevailing Eastern Time). The Confirmation Hearing may be continued from time to time by the Court or the Movants without further notice.

31. Bankruptcy Rules 2002(b) and (d) require no fewer than 28 days' notice to all creditors and equity security holders of the time fixed for filing objections and the hearing to consider confirmation of a chapter 11 plan. In accordance with Bankruptcy Rules 2002 and 3017(d), the Movants propose to provide to all creditors and parties in interest a copy of the Confirmation Hearing Notice substantially in the form annexed to the Proposed Order as Exhibit 5, setting forth (a) the date of approval of the Disclosure Statement; (b) the Record Date; (c) the Voting Deadline; (d) the time fixed for filing objections to confirmation of the Plan; and (e) the time, date, and place for the Confirmation Hearing.

32. Based on the foregoing, the Movants submit that setting January 21, 2014 at 4:00 p.m. (prevailing Eastern Time) as the Confirmation Objection Deadline is appropriate. The Confirmation Hearing Notice provides, and the Movants request that the Court direct, that objections to confirmation of the Plan, if any, (a) be in writing, (b) state the name and address of the objecting party, (d) state with particularity the basis and nature of any objection to the Plan, and (e) be filed, together with proof of service, with the Court and served so that they are received by the following parties no later than the Confirmation Objection Deadline: (i) counsel for the USA Debtors: Richards, Layton & Finger, P. A., One Rodney Square, Wilmington, DE

19899, Attn: Daniel J. DeFranceschi, Esq. (Email: [defranceschi@rlf.com](mailto:defranceschi@rlf.com)); (ii) counsel for the BAH Debtors: Young, Conaway, Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Sean M. Beach, Esq. (Email: [sbeach@ycst.com](mailto:sbeach@ycst.com)); (iii) counsel for the Committee: (a) Womble Carlyle Sandridge & Rice, 222 Delaware Avenue, Suite 1501, Wilmington, DE 19801, Attn: Francis A. Monaco, Jr., Esq. (Email: [fmonaco@wcsr.com](mailto:fmonaco@wcsr.com)) and (b) Lowenstein Sandler P.C., 65 Livingston Avenue, Roseland, NJ 07068, Attn: Jeffrey Prol, Esq. (Email: [jprol@lowenstein.com](mailto:jprol@lowenstein.com)); (iv) the Office of the United States Trustee: 844 King Street, Room 2207, Lockbox #35, Wilmington, DE 19899-0035, Attn: Richard Schepacarter, Esq.; (v) counsel for Wal-Mart: Potter Anderson & Corroon LLP, 1313 North Market Street, P.O. Box 951, Wilmington, DE 19899, Attn: Jeremy W. Ryan, Esq. (Email: [jryan@potteranderson.com](mailto:jryan@potteranderson.com)); (vi) counsel for Liberty Surplus Insurance Corporation: (a) Stevens & Lee, P.C., 1105 N. Market Street, Suite 700, Wilmington, DE 19801, Attn: John D. Demmy, Esq. (email: [jdd@stevenslee.com](mailto:jdd@stevenslee.com)) and (b) Stevens & Lee, P.C., Suite 100, 620 Freedom Business Center, King of Prussia, PA 19406, Attn: Leonard P. Goldberger, Esq. (email: [lpg@stevenslee.com](mailto:lpg@stevenslee.com)); (vii) counsel for Westchester Surplus Lines Insurance Company: (a) Duane Morris LLP, 222 Delaware Avenue, Suite 1600, Wilmington, DE 19801, Attn: Richard W. Riley, Esq. (Email: [rwriley@duanemorris.com](mailto:rwriley@duanemorris.com)); and (b) O'Melveny & Myers LLP, 7 Times Square, New York, NY 10036, Attn: Tancred Schiavoni, Esq. (Email: [tschiavoni@omm.com](mailto:tschiavoni@omm.com)) (vii) counsel for Old Republic Insurance: (a) Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19899, Attn: Brett D. Fallon, Esq. (Email: [bfallon@morrisjames.com](mailto:bfallon@morrisjames.com)); and (b) Fox, Swibel, Levin & Carroll LLP, 200 W. Madison Street, Suite 3000, Chicago, IL 60606, Attn: Margaret M. Anderson, Esq. (Email: [panderson@fslc.com](mailto:panderson@fslc.com)); and (viii) counsel for Endurance American Specialty Insurance Company: White and Williams LLP, 824 North

Market Street, Suite 902, Wilmington, DE 19899. Attn: James S. Yoder, Esq. (Email: yoderj@whiteandwilliams.com); and (ix) Kinderhook: Freshfields Bruckhaus Deringer US LLP, 601 Lexington Avenue, 31st Floor, New York, NY 10022, Attn: Abbey Walsh (Email: abbey.walsh@freshfields.com).

33. The Movants further request that they and any other parties supporting confirmation of the Plan be permitted to file replies to objections, if any, to confirmation of the Plan on or before January 23, 2014.

34. The Movants submit this procedure will provide interested parties with sufficient notice of the Confirmation Objection Deadline, and will afford the Movants and other parties in interest adequate time to consider any objections to the Plan and file any replies, while leaving the Court sufficient time to consider any such objections and replies prior to the Confirmation Hearing.

35. The Movants shall cause the Confirmation Hearing Notice to be served, on or before the Solicitation Date, by first class mail to the following parties (except as set forth below): (a) all persons or entities that have filed proofs of claim in the Chapter 11 Cases that have not been previously disallowed by order of this Bankruptcy Court and have been received by the Voting and Balloting Agent (as defined below) prior to the applicable bar date for such claims; (b) all persons listed on the Debtors' schedules of assets and liabilities as holding liquidated, non-contingent, and undisputed claims; (c) the Securities and Exchange Commission, (d) the Internal Revenue Service, (e) the United States Attorney's office for the District of Delaware, (f) any other parties that have requested notice pursuant to Bankruptcy Rule 2002; (g) other known holders of Claims or potential Claims; and (h) holders of Equity Interests.

36. Additionally, the Movants will post the Confirmation Hearing Notice electronically on the Debtors' case-dedicated website at [www.kccllc.net/Blitz](http://www.kccllc.net/Blitz), hosted by the Debtors' voting and balloting agent Kurtzman Carson Consultants, LLC (the "Voting and Balloting Agent").

37. The Movants submit that the foregoing procedures will provide adequate notice of the Confirmation Hearing and, accordingly, request that the Bankruptcy Court approve such notice as adequate.

#### **IV. APPROVING SOLICITATION MATERIALS AND PROCEDURES FOR DISTRIBUTION THEREOF**

##### **A. Estimation of Blitz Personal Injury Trust Claims at \$1.00 for Voting Purposes Only**

38. Solely for the purpose of voting, and not for distribution purposes, the Movants request that each Blitz Personal Injury Trust Claim that is voted be estimated at a fixed value of \$1.00.

39. Since tort claims often by their nature are unliquidated, it is often necessary to estimate such claims for voting purposes. See Fed. R. Bankr. P. 3018(a). The estimation process for unliquidated claims is not proscribed by the Bankruptcy Code or the Bankruptcy Rules and is a matter committed to this Court's discretion. See Bittner v. Borne Chem. Co., 691 F.2d 134, 135-36 (3d Cir. 1982). Courts presiding over numerous other mass tort bankruptcy proceedings in which most of the claims are contingent, unliquidated and disputed have adopted the practical solution of estimating tort claims at \$1.00 for voting purposes in order to facilitate solicitation of acceptances and rejections to plans of reorganization. See, e.g., Kane v. Johns-Manville (in re Johns-Manville Corp.), 843 F.2d 636, 651 (2d Cir. 1988); Menard-Sanford v. Mabey (In re A.H. Robins Co.), 880 F.2d 694 (4th Cir. 1989) (affirming procedure of estimating personal injury claims at \$1.00 each for voting purposes); In re Federal-Mogul Global Inc., Case No. 01-10578

(RTL) (Bankr. D. Del. June 14, 2004) [Dkt. No. 5153]; In re Armstrong World Indus., Inc., Case No. 00-4471 (RJN) (Bankr. D. Del. April 21, 2003) [Dkt. No. 4564].

40. The Second Circuit explained its rationale for upholding the bankruptcy court's estimation of contingent, unliquidated and disputed personal injury claims at \$1.00 for voting purposes in the Manville case as follows:

Under the circumstances, the bankruptcy judge properly exercised his authority to estimate each of the claims at \$1.00. The asbestos health claims were especially suited to estimation because of the uncertain nature of both liability and damages. Moreover, the very purpose of the reorganization would be defeated if each claim were to be considered separately for purposes of allowance and voting . . . . Section 502(c)(1) is designed to forestall these types of consequences.

See In re Johns-Manville, 843 F.2d at 651.

41. Here, the Movants estimate that as of the Petition Date, there were approximately 120 Blitz Personal Injury Claims, all of which are contingent, unliquidated and disputed. It would take time, and require the expenditure of costs, to estimate each of these claims for purposes of voting. The Debtors need not expend their scarce time and resources to evaluate each of these claims. All the Blitz Personal Injury Trust Claims will be reviewed and liquidated by the Blitz Personal Injury Trust in accordance with the Blitz Personal Injury Trust Distribution Procedures after the Plan is confirmed, there is justification for deferring the evaluation of these claims.

42. This uniform estimation approach will not be binding on any holder of a Blitz Personal Injury Trust Claim for any other purpose, including distribution. Further, this procedure will eliminate a costly, time-consuming process of individually determining (by estimation or otherwise) the value of each Blitz Personal Injury Trust Claim. Given that Blitz Personal Injury Trust Claims are in a class by themselves under the Plan and considering the

supermajority voting requirements based on numerosity required by the Insurance Settlement Term Sheet, which is the linchpin of the Plan, holders of Blitz Personal Injury Trust Claims will not be prejudiced because all such claims are being assigned the same value.

43. Moreover, all parties in interest will, reserve the right to object to any claim and, if such objection is deemed by the Court to be valid, to move to strike the vote of the claimant holding such claim prior to or at the confirmation hearing. Hence, the estate will be protected from meritless claims and claims which lack product identification from being voted.

**B. General Solicitation Procedures**

44. Bankruptcy Rule 3017(d) specifies the materials to be distributed to creditors and equity security holders upon approval of a disclosure statement. In accordance with Bankruptcy Rule 3017(d), the Movants propose to transmit, or cause to be transmitted, by first class mail to parties entitled to vote on the Plan (the "Voting Parties")<sup>5</sup> a solicitation package (the "Solicitation Package"), on or before December 24, 2013 (the "Solicitation Date"), containing: (i) the Confirmation Hearing Notice, which shall set forth (a) this Court's approval of the Disclosure Statement, (b) the Voting Deadline with respect to the Plan, (c) the date and time of the Confirmation Hearing, and (d) the deadline and procedures for filing objections to confirmation of the Plan; (ii) a CD containing a copy of the order approving this Motion (without exhibits) and a copy of the Disclosure Statement (together with the Plan and other exhibits annexed thereto);<sup>6</sup> and (iii) the appropriate Ballot to accept or reject the Plan and a postage prepaid, self-addressed, return envelope.

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<sup>5</sup> The Voting Parties consist of holders of Claims in Class 3(a) (General Unsecured Claims against the USA Debtors), Class 3(b) (General Unsecured Claims against the BAH Debtors), Class 4(a) (Blitz Personal Injury Trust Claims against the USA Debtors) and Class 4(b) (Blitz Personal Injury Trust Claims against the BAH Debtors).

<sup>6</sup> Solicitation by CD-ROM will reduce the burden incurred by the Debtors' estates. The Bankruptcy Court in In re Enron Corporation, recognized the utility of solicitation by CD-ROM,

45. The Movants propose to commence distribution of the Solicitation Packages, Confirmation Hearing Notices and Non-Voting Creditor Notices, as applicable, on or before the Solicitation Date to: (a) all persons or entities identified on the Debtors' schedules of liabilities filed pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007 (as amended or modified prior to the Record Date, the "Schedules"), excluding scheduled Claims that have been (i) superseded by a filed proof of claim prior to the Record Date, (ii) disallowed or expunged, or (iii) paid in full; (b) all parties who filed proofs of claims, as reflected on the official claims register maintained by the Voting and Balloting Agent on the Record Date, and whose Claims have not been disallowed or expunged prior to the Solicitation Date; and (c) the assignee of a transferred and assigned Claim (whether a filed Claim or a Claim included on the Schedules) if the transfer and assignment has been noted on the Court's docket and if effective pursuant to Bankruptcy Rule 3001(e) on the Record Date.

46. Pursuant to section 1126(f) of the Bankruptcy Code, unimpaired creditors are "conclusively presumed to have accepted the plan, and solicitation of acceptances with respect to such class . . . is not required." 11 U.S.C. § 1126(f). Accordingly, the Movants propose that they not be required to transmit Solicitation Packages to holders of Claims in Class 1(a) (Priority Claims against the USA Debtors), Class 1(b) (Priority Claims against the BAH Debtors), Class 2(a) (Allowed Secured Claims against the USA Debtors), and Class 2(b) (Allowed Secured Claims against the BAH Debtors), as holders of Claims in these classes are unimpaired and thus deemed to have accepted the Plan.

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approving similar solicitation procedures in that case. See In re Enron Corp., Case No. 01-16023 (AJG) (Bankr. S.D.N.Y. Jan. 9, 2004). See also In re SteakHouse Partners, Inc., RS 02-12648 MG (C.D. Cal. Bankr. Nov. 7, 2003).

47. Pursuant to section 1126(g) of the Bankruptcy Code, “a class is deemed not to have accepted a plan if such plan provides that the claims or interests of such class do not entitle the holders of such claims or interests to receive or retain any property under the plan . . . . Id. § 1126(g). Class 5(a) (Intercompany Claims against the USA Debtors), Class 5(b) (Intercompany Claims against the BAH Debtors), Class 6(a) (Equity Interests in the USA Debtors) and Class 6(b) (Equity Interests in the BAH Debtors), are impaired and holders of such Claims or Equity Interests are not entitled to receive any distributions under the Plan on account of such Claims or Equity Interests. Thus, the Movants propose that they need not be required to transmit Solicitation Packages to holders of Claims or Equity Interests in Classes 5(a), 5(b), 6(a) and 6(b) because they are not entitled to vote on the Plan, will not receive any distribution or retain any property under the Plan, and are deemed to have rejected the Plan.

48. The Movants propose to mail or cause to be mailed to each of the creditors or interest holders in Classes 1(a), 1(b), 2(a), 2(b), 5(a), 5(b), 6(a) and 6(b) (collectively, the “Non-Voting Parties”) at the address to which notices are required to be sent pursuant to Bankruptcy Rule 2002(g), the Non-Voting Creditor Notice, substantially in the form attached to the Proposed Order as Exhibit 2, which will set forth, among other things: (i) the non-voting Classes under the Plan; (ii) a summary of the treatment of Claims and Equity Interests under the Plan; (iii) the date and time of the Confirmation Hearing; and (iv) the deadline and procedures for filing objections to confirmation of the Plan. The Non-Voting Creditor Notice will inform the Non-Voting Parties of the manner in which a copy of the Plan and Disclosure Statement may be obtained at no charge. The Movants submit that such notice satisfies the requirements of the Bankruptcy Code and Bankruptcy Rules.

49. The Movants anticipate that some Disclosure Statement Hearing Notices may be returned by the United States Postal Service as undeliverable. The Movants believe that it would be costly and wasteful to distribute the Confirmation Hearing Notice, any further notices, Solicitation Packages, and/or Non-Voting Creditor Notices to the same addresses to which undeliverable Disclosure Statement Hearing Notices were distributed. The Movants, therefore, seek to be excused, without any further order of the Court, from distributing the Confirmation Hearing Notice, any further notices, Solicitation Packages, and/or Non-Voting Creditor Notices to those entities listed at such addresses unless the Movants are provided with accurate addresses for such entities at least one Business Day prior to the Solicitation Date (as defined herein).

50. Although the Movants have made, and will make, every effort to ensure that the Solicitation Packages are in final form, the Movants nonetheless request that they be authorized to make non-substantive changes to the Disclosure Statement, the Plan, and related documents without further order of the Court, including, without limitation, ministerial changes to correct typographical or grammatical errors, and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Packages prior to mailing.

51. The Movants submit that good cause exists for implementing the aforementioned notice and service procedures.

**V. APPROVING FORMS OF BALLOTS AND ESTABLISHING PROCEDURES FOR VOTING ON THE PLAN**

52. Bankruptcy Rule 3018(c) provides, in relevant part, as follows:

Form of Acceptance or Rejection. An acceptance or rejection shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or authorized agent, and confirm to the appropriate official form.

53. Bankruptcy Rule 3017(d) provides that ballots for accepting or rejecting the Plan should conform to Official Form No. 14. The forms of Ballots attached to the Proposed Order as

Exhibits 3A through 4B are based on Official Form No. 14 but have been modified to address the particular aspects of these Chapter 11 Cases and to include certain information that the Movants believe is relevant and appropriate for each class entitled to vote. Accordingly, the Movants submit that the Ballots (and instructions) should be approved in all respects.

**VI. ESTABLISHING VOTING DEADLINE AND TEMPORARY ALLOWANCE PROCEDURES**

**A. Voting Deadline**

54. The Movants anticipate commencing the solicitation period as soon as practicable after approval of the Disclosure Statement and intend to mail all Solicitation Packages on or before the date that is no more than four (4) business days after the date the Court enters an order approving the Disclosure Statement. Pursuant to Bankruptcy Rule 3017(c), the Movants propose that, in order to be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered to the court-appointed Voting and Balloting Agent, so that the Ballots are received by the Voting and Balloting Agent no later than 4:00 p.m. (prevailing Pacific Time) on January 21, 2014 as the Voting Deadline, at the following address:

Blitz Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

55. The Voting and Balloting Agent will be responsible for the distribution of the Solicitation Packages to, and tabulation of ballots received from, all entities. Further, the Ballot Agent will also respond to all inquiries regarding the procedure for voting Claims and the materials contained in the Solicitation Packages. The Movants submit that such solicitation period is sufficient to allow creditors to make an informed decision to accept or reject the Plan.

56. The Movants, in consultation with the Settling Parties, shall have the ability to extend in writing the Voting Deadline.

**B. Procedures for Temporary Allowance of Claims for Voting Purposes**

57. Bankruptcy Rule 3018(a) provides in relevant part that “[n]otwithstanding objection to a claim or interest, the court after notice and a hearing may temporarily allow the claim or interest in an amount which the court deems proper for purpose of accepting the plan.” Fed. R. Bankr. P. 3018(a). The Movants propose that the Court impose a deadline, pursuant to its authority under section 105(a) of the Bankruptcy Code, for filing and serving such motions pursuant to Bankruptcy Rule 3018(a) (“Rule 3018(a) Motions”), requiring that they be filed with the Court and served so as to be received not later than 4:00 p.m. (prevailing Eastern Time) on the later of (i) January 6, 2014, and (ii) the earlier of (a) fourteen (14) days after the date of service of a notice of an objection, if any, to a Claim subject to the Rule 3018(a) Motion, and (b) seven (7) days prior to the Confirmation Hearing (the “Rule 3018(a) Motion Deadline”).

58. The Movants request that any party timely filing and serving a Rule 3018(a) Motion be provided a Ballot and permitted to cast a provisional vote to accept or reject the Plan. If, and to the extent that, the Movants and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Voting Deadline, then, at the Confirmation Hearing, the Court will determine whether the provisional Ballot should be counted as a vote on the Plan.

59. Requiring Rule 3018(a) Motions to be filed by the Rule 3018(a) Motion Deadline will afford the Movants with sufficient time to consider and, if necessary, contest (or if appropriate, seek to resolve), the Rule 3018(a) Motions and will help ensure an efficient tabulation of Ballots to be completed accurately by the Confirmation Hearing. Setting the Confirmation Hearing as the date for hearing Rule 3018(a) Motions also will permit the Court to avoid holding individual hearings on such motions, if any.

**VII. APPROVAL OF PROCEDURES FOR VOTE TABULATION**

60. Section 1126(c) of the Bankruptcy Code provides:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c).

**A. Ballot Tabulation**

61. The Movants propose that each Holder of a Claim within a Class of Claims entitled to vote to accept or reject the Plan be entitled to vote the amount of such Claim as set forth in the Schedules (as may be amended from time to time) unless: (a) such Holder has timely filed a proof of claim, in which event such Holder would be entitled to vote the amount of such Claim as set forth in such proof of claim; (b) the Debtors (or their successors) have satisfied such Claim in accordance with an order of the Bankruptcy Court, in which event such Holder would be entitled to vote only the amount of any such Claim that has not been satisfied (if any); or (c) if a party holds multiple but non-duplicative Claims, each such Holder shall be entitled to vote the aggregate amount of such Claims. The foregoing general procedure will be subject to the following:

a. If a Claim is deemed “Allowed” under the Plan or an order of the Bankruptcy Court, such Claim is allowed for voting purposes in the deemed “Allowed” amount set forth in the Plan or the Bankruptcy Court’s order;

b. If a Holder has timely filed a Claim and subsequently filed an amended or superseded Claim, that Holder shall be entitled to vote only the amount of the Claim as set forth in the amending or superseding Claim;

c. If a Claim for which a proof of claim has been timely filed is wholly contingent, unliquidated or disputed, including, without limitation, all Blitz Personal Injury Trust Claims (which are wholly disputed), such Claim will be temporarily allowed for voting purposes only, and not for purposes of allowance

or distribution, at \$1.00, and the Ballot mailed to the Holder of such Claim shall be marked for voting at \$1.00;

d. If a Claim is partially liquidated and partially unliquidated, the Claim will be allowed for voting purposes only in the liquidated amount;

e. If a Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, such Claim is temporarily allowed in the amount so estimated or allowed by the Bankruptcy Court for voting purposes only, and not for purposes of allowance or distribution;

f. If a Claim is listed in the Schedules as undetermined, contingent, unliquidated, or disputed, or in a zero or unknown amount, and a proof of claim was not (A) filed by the applicable bar date for the filing of proofs of claim established by the Bankruptcy Court or (B) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, then, unless the Movants have consented in writing, such Claim shall be disallowed for voting purposes;

g. If an objection to a Claim has been filed before the Voting Deadline, the Movants propose that such Claim be disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection;

h. Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims or holds multiple non-duplicative Claims that are classified under the Plan in the same Class, shall be provided with only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether an objection to such duplicate claims has been filed; and

i. Votes will be tabulated on a consolidated basis for the Voting Parties.

62. The Movants request that the Bankruptcy Court adopt a presumption that if no Holder of a Claim or Interest in a Class of Claims eligible to vote in a particular Class timely submits a Ballot to accept or reject the Plan, then the applicable Class will be deemed to have accepted the Plan.

63. The Movants believe that the foregoing proposed procedures provide for a fair and equitable voting process.

64. In addition, the Movants request that the following procedures and standard assumptions be used in tabulating the Ballots:

- a. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class shall be aggregated as if such creditor held one claim against the Debtors in such class, and the votes related to such claims shall be treated as a single vote to accept or reject the Plan.
- b. Creditors must vote all of their claims within a particular class either to accept or reject the Plan, and may not split their vote. Accordingly, an individual Ballot with respect to multiple claims within a single class that partially rejects and partially accepts the Plan shall not be counted.
- c. Ballots that fail to indicate an acceptance or rejection of the Plan or that indicate both acceptance and rejection of the Plan, but which are otherwise properly executed and received prior to the Voting Deadline, shall be counted as accepting the Plan.
- d. Only Ballots that are timely received with original signatures shall be counted. Unsigned Ballots or Ballots with non-original signatures shall not be counted.
- e. Ballots postmarked prior to the Voting Deadline, but received after the Voting Deadline, shall not be counted.
- f. Ballots which are illegible, or contain insufficient information to permit the identification of the creditor, shall not be counted.
- g. Whenever a creditor casts more than one Ballot voting the same claim prior to the Voting Deadline, the last valid Ballot received prior to the Voting Deadline shall be deemed to reflect the voter's intent and supersede any prior ballots.
- h. If a creditor simultaneously casts inconsistent duplicate Ballots with respect to the same claim, such Ballots shall not be counted.
- i. Any Ballot cast by a person or entity that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan shall not be counted.
- j. Except in the Movants' discretion, in consultation with the Settling Parties, any Ballot transmitted to the Voting and Balloting Agent by facsimile or other electronic means shall not be counted.
- k. The Voting and Balloting Agent, in its discretion, may contact parties that submitted Ballots to cure any defects in the Ballots.
- l. Unless waived, any defects or irregularities in connection with deliveries of Ballots must be cured within such time as the Movants or the Court determines. Neither the Movants nor any other person or entity shall be under any duty to provide notification of deficiencies or irregularities with

respect to deliveries of Ballots, nor shall any incur any liabilities for failure to provide such notification. Unless otherwise directed by the Court, delivery of such Ballots shall not be deemed to have been made until such irregularities have been cured or waived. Ballots previously furnished (and as to which any irregularities have not theretofore been cured or waived) shall not be counted.

- m. Subject to contrary order of the Court, the Movants reserve the absolute right to reject any Ballots not proper in form, the acceptance of which would, in the opinion of the Movants, not be in accordance with the provisions of the Bankruptcy Code, provided, further, that such invalid Ballots shall be documented in the voting results filed with the Court.

65. The Voting and Balloting Agent shall tabulate the Ballots that are received by the Voting Deadline and not rejected in accordance with the procedures set forth above and shall prepare and file a certification setting forth the voting results (the "Ballot Tabulation Certification") no later than January 23, 2014.

**NO PRIOR REQUEST**

66. No previous motion for the relief sought herein has been made to this or any other court.

**NOTICE**

67. This Motion has been served upon: (a) the Office of the United States Trustee; (b) counsel to the Settling Parties; (c) all known Blitz Personal Injury Claimants; (d) the Securities and Exchange Commission; (e) the Internal Revenue Service and all relevant taxing authorities; and (f) all other parties requesting notice pursuant to Bankruptcy Rule 2002. The Movants submit that good and sufficient notice of this Motion and the Disclosure Statement Hearing, including as required by Bankruptcy Rule 2002, has been provided and no other or further notice need be provided.

WHEREFORE, for the reasons set forth herein, the Movants respectfully request the Court: (1) enter the Proposed Form of Order in substantially the form attached hereto as **Exhibit A**, approving: (a) the form and manner of notice of the Disclosure Statement Hearing; (b) the Disclosure Statement; (c) the record date for the purpose of determining which creditors are entitled to vote on the Plan; (d) solicitation materials and procedures for distribution thereof, (e) estimation of each Blitz Personal Injury Trust Claim at \$1.00 solely for voting purposes; (f) ballots and procedures for voting on the Plan and tabulating votes with respect thereto, and (g) scheduling of a hearing and notice procedures relating to confirmation of the Plan; and (2) grant such other and further relief as is just and proper.

Dated: November 27, 2013

/s/ Amanda R. Steele  
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*Counsel to the Official Committee of Unsecured Creditors*

**Exhibit A**  
**(Proposed Form of Order)**

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

In re

BLITZ U.S.A., Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13603 (PJW)

Jointly Administered

Re: Docket Nos. \_\_\_\_\_

**ORDER GRANTING THE JOINT MOTION OF THE DEBTORS AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ORDER (A) APPROVING THE DISCLOSURE STATEMENT; (B) APPROVING FORM AND MANNER OF NOTICE OF CONFIRMATION HEARING; (C) APPROVING PROCEDURES FOR THE SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE PLAN; (D) ESTIMATING EACH PERSONAL INJURY CLAIM AT \$1.00 FOR VOTING PURPOSES; (E) APPROVING NOTICE AND OBJECTION PROCEDURES IN RESPECT THEREOF AND (F) GRANTING RELATED RELIEF**

Upon the joint motion (the "Motion") of the Debtors<sup>2</sup> and the Committee for the entry of an order approving: (i) the form and manner of notice of the Disclosure Statement Hearing; (ii) the Disclosure Statement; (iii) the record date for the purpose of determining which creditors are entitled to vote on the Plan; (iv) solicitation materials and procedures for distribution thereof, (v) estimation of each Blitz Personal Injury Trust Claim at \$1.00 solely for voting purposes; (vi) ballots and procedures for voting on the Plan and tabulating votes with respect thereto, and (vii) scheduling of a hearing and notice procedures relating to confirmation of the Plan; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District

<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: LAM 2011 Holdings (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 309 North Main Street, Miami, OK 74354.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed thereto in the Motion, and if not defined in the Motion then in the Plan.

of Delaware dated as of February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Disclosure Statement Hearing”); and upon the record of the Disclosure Statement Hearing and all of the proceedings had before the Court and the Court having reviewed the Motion, the papers in support thereof, and the responses thereto, if any; and the Court having found and determined that the legal and factual bases set forth in the Motion and at the Disclosure Statement Hearing establish just cause for the relief granted herein; and the relief requested in the Motion is in the best interests of the Debtors, their estates, and creditors; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY FOUND THAT:**

**A.** The Disclosure Statement Hearing Notice complies with Bankruptcy Rule 3017, adequately addresses the particular needs of these Chapter 11 Cases and was properly served upon the appropriate parties in the form annexed hereto as **Exhibit 1**.

**B.** Notice of the Motion and the Disclosure Statement Hearing was good and sufficient under the circumstances.

**C.** The Court has reviewed and approved the Disclosure Statement filed by the Movants [Docket No. 1922] and has determined that it contains “adequate information” and otherwise complies with section 1125 of the Bankruptcy Code.

**D.** The procedures set forth below for the solicitation and tabulation of votes to accept or reject the Plan provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

**E.** The form of Non-Voting Creditor Notice annexed hereto as **Exhibit 2**, to be sent to holders of Claims in Classes 1(a), 1(b), 2(a) and 2(b), which Classes are deemed to accept the Plan, and holders of Claims or Equity Interests in Classes 5(a), 5(b), 6(a) and 6(b), which Classes are deemed to reject the Plan, complies with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, provides adequate notice to Holders of Claims or Equity Interests in these Classes of their non-voting status and adequately addresses the particular needs of these Chapter 11 Cases. No further notice of their non-voting status is necessary.

**F.** The forms of Ballots annexed hereto as **Exhibits 3A through 4B** are substantially consistent with Official Form No. 14, adequately address the particular needs of these Chapter 11 Cases, and provide adequate information and instructions for each Class of Claims entitled to vote to accept or reject the Plan. No further information or instructions are necessary.

**G.** Pursuant to the Plan, Allowed Claims in Class 3(a) (General Unsecured Claims against the USA Debtors), Class 3(b) (General Unsecured Claims against the BAH Debtors), Class 4(a) (Blitz Personal Injury Trust Claims against the USA Debtors) and Class 4(b) (Blitz Personal Injury Trust Claims against the BAH Debtors) (together, the “Voting Parties”) are impaired and entitled to receive distributions under the Plan, and accordingly, holders of Allowed Claims, including Claims Allowed for voting purposes only, in these Classes are entitled to vote on account of such Claims.

**H.** The distribution and contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties of the

Record Date, Voting Deadline, Confirmation Objection Deadline, Confirmation Hearing and all related matters.

I. The period during which the Movants may solicit acceptances to the Plan, as set forth below, is a reasonable and sufficient period of time for Voting Parties to make an informed decision regarding whether to accept or reject the Plan and timely return Ballots evidencing such decision.

J. The Confirmation Hearing Notice substantially in the form annexed hereto as **Exhibit 5**, and the procedures set forth below for providing notice of the time, date and place of the hearing to consider confirmation of the Plan (the “Confirmation Hearing”) and for filing objections or responses to the Plan, provide due, proper, and adequate notice and comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules and constitute sufficient notice to all interested parties.

K. The form and manner of notice of the time set for filing objections to, and time, date, and place of, the Disclosure Statement Hearing to consider approval of the Plan and other relief requested in the Motion was adequate and comports with due process and no further action is necessary.

L. All notices provided relating to confirmation of the Plan pursuant to the procedures set forth herein, constitute good and sufficient notice to all parties in interest of all matters pertinent hereto and of all matters pertinent to the Confirmation Hearing and no other or further notice need be provided.

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED.

2. The Disclosure Statement contains adequate information in accordance with section 1125 of the Bankruptcy Code and is APPROVED.

3. The Disclosure Statement Hearing Notice complies with Bankruptcy Rules 2002(b) and (d) and Local Rule 3017-1 and is APPROVED.

4. All objections or responses to the Disclosure Statement, if any, which have not been withdrawn or resolved, are overruled.

5. Kurtzman Carson Consultants LLC (the "Voting and Balloting Agent") is authorized to perform all balloting and solicitation services and any services incidental thereto.

6. Except as otherwise provided herein, a creditor who holds a Claim as a Voting Party is entitled to vote on the Plan.

7. The Record Date shall be set as December 18, 2013.

8. The record Holders of Claims shall be determined as of the Record Date based upon the records of the Debtors and the Voting and Balloting Agent. Accordingly, any documentation evidencing a transfer of a claim not received and docketed by the Bankruptcy Court on or before the Record Date shall not be recognized for purposes of voting or receipt of the Plan confirmation materials.

9. The Solicitation Packages are APPROVED.

10. The Solicitation Packages shall be distributed to each of the Voting Parties by the Solicitation Date and shall contain the following materials: (i) the Confirmation Hearing Notice; (ii) a copy of this Order (without exhibits) and a copy of the Disclosure Statement (together with the Plan and other exhibits annexed thereto); and (iii) the appropriate Ballot along with a postage prepaid, self-addressed, return envelope.

11. The Movants may distribute the Solicitation Packages at their discretion in either paper or CD-ROM format (other than the Confirmation Hearing Notice and the Ballot, which shall be provided in paper format); provided, however, that, upon the request of any party in interest, the Movants shall provide a paper copy of this Order and/or the Disclosure Statement, which shall include the Plan as an exhibit, at no cost to the party within five (5) business days of such request.

12. The Non-Voting Creditor Notice shall be distributed to each of the Non-Voting Parties.

13. The Movants are directed to distribute, or cause to be distributed, by December 24, 2013 (the "Solicitation Date"), the Confirmation Hearing Notice on all parties on the creditor matrix maintained by the Voting and Balloting Agent that are not otherwise entitled to receive a Solicitation Package.

14. With respect to any creditor who has filed duplicate Claims (whether against the same or multiple Debtors) or Claims that have been amended or superseded by Claims which are classified under the Plan in the same Class, the Movants shall provide to such creditor only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether an objection to such duplicate, amended or superseded Claims has been filed.

15. The Movants are not required to distribute Solicitation Packages to creditors who have timely filed proofs of claim if the Claims have already been paid in the full claimed amount; provided, however, if, and to the extent that, any such creditor would be entitled to receive a Solicitation Package for any reason other than by virtue of the fact that its Claim had been scheduled by the Debtors, such creditor will be sent a Solicitation Package.

16. With respect to addresses from which Disclosure Statement Hearing Notices were returned as undeliverable by the United States Postal Service, the Movants are excused from distributing a Solicitation Package, Non-Voting Creditor Notice and/or the Confirmation Hearing Notice to those entities listed at such addresses unless the Movants are provided with accurate addresses for such entities at least one business day prior to the Solicitation Date, and failure to distribute these documents to such entities will not constitute inadequate notice of the Confirmation Hearing, the Voting Deadline or violation of Bankruptcy Rule 3017(d).

17. The Movants are authorized to make non-substantive changes to the Disclosure Statement, Plan, Ballots, the Confirmation Hearing Notice, any other notice related to the Plan or Disclosure Statement and all exhibits and appendices to any of the foregoing without further order of the Bankruptcy Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Package prior to their distribution.

18. The Ballots are APPROVED.

19. The Voting Deadline is set as January 21, 2014 at 4:00 p.m. (prevailing Pacific Time).

20. Unless otherwise provided herein, all Ballots must be properly executed, completed and the original thereof shall be delivered to the Voting and Balloting Agent so as to be actually received by the Voting and Balloting Agent no later than the Voting Deadline at the following address:

Blitz Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

21. The Movants are not required to distribute Solicitation Packages, Ballots, copies of the Disclosure Statement or Plan or any other notices other than the Confirmation Hearing Notice to Holders of Claims that have not been classified in the Plan pursuant to section 1123(a)(1) of the Bankruptcy Code.

22. The Movants shall send a Ballot substantially in the form annexed hereto as **Exhibit 3A** to the Holders of General Unsecured Claims in Class 3(a).

23. The Movants shall send a Ballot substantially in the form annexed hereto as **Exhibit 3B** to the Holders of General Unsecured Claims in Class 3(b).

24. The Movants shall send a Ballot substantially in the form annexed hereto as **Exhibit 4A** to the Holders of Blitz Personal Injury Trust Claims in Class 4(a).

25. The Movants shall send a Ballot substantially in the form annexed hereto as **Exhibit 4B** to the Holders of Blitz Personal Injury Trust Claims in Class 4(b).

26. Each Blitz Personal Injury Trust Claim shall be estimated at a fixed value of \$1.00 pursuant to section 502(c) of the Bankruptcy Code, solely for purposes of voting to accept or reject the Plan, and not for any other purpose.

27. Solely for purposes of voting to accept or reject the Plan, and not for the purpose of the allowance of or distribution on account of a Claim, and without prejudice to the rights of the Debtors in any other context, each Holder of a Claim within a Class of Claims entitled to vote to accept or reject the Plan shall be entitled to vote the amount of such Claim as set forth in the Schedules (as may be amended from time to time) unless such Holder has timely filed a proof of claim, in which event such Holder would be entitled to vote the amount of such Claim as set forth in such proof of claim; subject to the tabulation rules (the "**Tabulation Rules**") below:

- a. If a Claim is deemed “Allowed” under the Plan or an order of the Bankruptcy Court, such Claim is allowed for voting purposes in the deemed “Allowed” amount set forth in the Plan or the Bankruptcy Court’s order;
- b. If a Holder has timely filed a Claim and subsequently filed an amended or superseded Claim, that Holder shall be entitled to vote only the amount of the Claim as set forth in the amending or superseding Claim;
- c. If a Claim for which a proof of claim has been timely filed is wholly contingent, unliquidated or disputed, including, without limitation, any applicable Blitz Personal Injury Trust Claim, such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00, and the Ballot mailed to the Holder of such Claim shall be marked for voting at \$1.00;
- d. If a Claim is partially liquidated and partially unliquidated, the Claim is allowed for voting purposes only in the liquidated amount;
- e. If a Claim has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, such Claim shall be temporarily allowed in the amount so estimated or allowed by the Bankruptcy Court for voting purposes only, and not for purposes of allowance or distribution;
- f. If a Claim is listed in the Schedules as undetermined, contingent, unliquidated, or disputed, or in a zero or unknown amount, and a proof of claim was not (A) filed by the applicable bar date for the filing of proofs of claim established by the Bankruptcy Court or (B) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, then, unless the Movants have consented in writing, such Claim shall be disallowed for voting purposes;
- g. If an objection to a Claim has been filed before the Voting Deadline, such Claim shall be disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection;
- h. Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims or holds multiple non-duplicative Claims that are classified under the Plan in the same Class, shall be provided with only one Solicitation Package and one Ballot for voting a single Claim in such Class, regardless of whether an objection to such duplicate claims has been filed; and
- i. Votes will be tabulated on a consolidated basis for the Voting Parties.

28. If no holder of a Claim in a Class of Claims eligible to vote in a particular Class timely submits a Ballot to accept or reject the Plan, then the applicable class will be deemed to have accepted the Plan.

29. If a party entitled to vote has more than one Claim (either scheduled or filed or both) within a Class against one or more of the Debtors based upon different transactions, the Movants propose that the party shall be entitled to vote on and shall receive a different Ballot for each such Claim, provided, however, that if a party that is entitled to vote has Claims (either scheduled or filed or both) against more than one of the Debtors based on the same transaction, that the party shall receive one Ballot on account of such Claims and shall be entitled to one vote for numerosity purposes, with no aggregation of multiple claims for purposes of calculating the amount.

30. Each creditor that votes to accept or reject the Plan is deemed to have voted the full amount of its Claims thereof.

31. If any claimant seeks to challenge the allowance of its Claim for voting purposes in accordance with the above procedures, such claimant is directed to file with the Bankruptcy Court and serve on counsel for the Movants and the parties set forth in Paragraph 54 of this Order, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim in a different amount for purposes of voting to accept or reject the Plan no later than 4:00 p.m. (prevailing Eastern Time) on the later of (i) January 6, 2014, or (ii) fourteen (14) days after the date of service of a notice of an objection, if any, to such Claim (“Rule 3018(a) Motion Deadline”).

32. Any party filing and serving a Rule 3018(a) Motion on or prior to the Rule 3018(a) Motion Deadline shall be provided a Ballot and be permitted to cast a provisional vote to accept or reject the Plan.

33. To the extent any Rule 3018(a) Motion is unresolved prior to the Voting Deadline, the Bankruptcy Court shall determine at the Confirmation Hearing whether such provisional Ballot will be counted as a vote on the Plan.

34. As to any creditor filing a Rule 3018(a) Motion, such creditor's Ballot shall not be provisionally counted in determining whether the Plan has been accepted or rejected if their Rule 3018(a) Motion is not timely filed and served by the Rule 3018(a) Motion Deadline.

35. If a creditor casts more than one Ballot voting the same Claim(s) before the Voting Deadline, the last valid Ballot received before the Voting Deadline is deemed to reflect the voter's intent and, thus, to supersede any prior Ballots.

36. Creditors with multiple Claims within a particular Class must vote all of their Claims within a particular Class under the Plan either to accept or reject the Plan and may not split their votes, and thus neither (a) any Ballot that partially rejects and partially accepts the Plan nor (b) any Ballot filed by a creditor with multiple Claims within a Class who votes inconsistently will be counted.

37. Without further order of this Bankruptcy Court, any Ballot that is properly completed, executed and timely returned to the Voting and Balloting Agent, but does not indicate an acceptance or rejection of the Plan or indicates both an acceptance and a rejection of the Plan, shall be counted as accepting the Plan.

38. Without further order of this Bankruptcy Court, any Ballot actually received by the Voting and Balloting Agent after the Voting Deadline shall not be counted, unless the

Movants, in consultation with the Settling Parties, granted an extension of the Voting Deadline with respect to such Ballot.

39. Without further order of this Bankruptcy Court, any Ballot that is illegible or contains insufficient information to permit the identification of the claimant shall be considered defective and shall not be counted.

40. Without further order of this Bankruptcy Court, Ballots postmarked prior to the Voting Deadline, but received after the Voting Deadline, shall not be counted.

41. Without further order of this Bankruptcy Court, any Ballot cast by a person or entity that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan shall be considered defective and shall not be counted.

42. Without further order of this Bankruptcy Court, any Ballot cast for a Claim identified as unliquidated, contingent or disputed for which no proof of claim was timely filed shall be considered defective and shall not be counted.

43. Without further order of this Bankruptcy Court, any unsigned Ballot or non-originally signed Ballot shall be considered defective and shall not be counted.

44. Without further order of this Bankruptcy Court, any Ballot sent directly to the Movants, their agents (other than the Voting and Balloting Agent), or their financial or legal advisors, or to any party other than the Voting and Balloting Agent, shall be considered defective and shall not be counted.

45. Without further order of this Bankruptcy Court, any Ballot cast for a Claim that has been disallowed (for voting purposes or otherwise) or satisfied shall be considered defective and shall not be counted.

46. Without further order of this Bankruptcy Court, any Ballot transmitted to the Voting and Balloting Agent by facsimile or other electronic means shall be considered defective and shall not be counted, unless the Movants, in consultation with the Settling Parties, agree in writing to accept such Ballot.

47. Neither the Movants, the Voting and Balloting Agent or any other person or entity shall be under any duty to provide notification of defects or irregularities with respect to delivered Ballots, nor shall the Movants, the Voting and Balloting Agent or any other person or entity incur any liability for failure to provide such notification.

48. The Voting and Balloting Agent may disregard any and all defective Ballots with no further notice to any other person or entity.

49. The Movants will file all exhibits to the Plan with the Bankruptcy Court and make them available upon request to the Voting and Balloting Agent at no charge.

50. Subject to any order of the Bankruptcy Court to the contrary, the Movants, in consultation with the Settling Parties, may waive any defect in any Ballot at any time, whether before or after the Voting Deadline, and without notice.

51. The Confirmation Hearing Notice is APPROVED.

52. The Confirmation Hearing will commence at 9:30 a.m. (prevailing Eastern Time) on January 27, 2014; *provided, however*, that the Confirmation Hearing may be adjourned from time to time by the Bankruptcy Court or the Movants without further notice to parties other than an announcement in Bankruptcy Court at the Confirmation Hearing or any adjourned Confirmation Hearing.

53. Objections to confirmation of the Plan may be filed no later than January 21, 2014 at 4:00 p.m. (prevailing Eastern Time) (the "Confirmation Objection Deadline").

54. Objections to confirmation of the Plan, if any, 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 basis and nature of any objection, and (vi) be filed, together with proof of service, with the Bankruptcy Court and served so that they are actually received no later than the Confirmation Objection Deadline by the following parties: (i) counsel for the USA Debtors: Richards, Layton & Finger, P. A., One Rodney Square, Wilmington, DE 19899, Attn: Daniel J. DeFranceschi, Esq. (Email: defranceschi@rlf.com); (ii) counsel for the BAH Debtors: Young, Conaway, Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Sean M. Beach, Esq. (Email: sbeach@ycst.com); (iii) counsel for the Committee: (a) Womble Carlyle Sandridge & Rice, 222 Delaware Avenue, Suite 1501, Wilmington, DE 19801, Attn: Francis A. Monaco, Jr., Esq. (Email: fmonaco@wcsr.com) and (b) Lowenstein Sandler P.C., 65 Livingston Avenue, Roseland, NJ 07068, Attn: Jeffrey Prhl, Esq. (Email: jprol@lowenstein.com); (iv) the Office of the United States Trustee: 844 King Street, Room 2207, Lockbox #35, Wilmington, DE 19899-0035, Attn: Richard Schepacarter, Esq.; (v) counsel for Wal-Mart: Potter Anderson & Corroon LLP, 1313 North Market Street, P.O. Box 951, Wilmington, DE 19899, Attn: Jeremy W. Ryan, Esq. (Email: jryan@potteranderson.com); (vi) counsel for Liberty Surplus Insurance Corporation: (a) Stevens & Lee, P.C., 1105 N. Market Street, Suite 700, Wilmington, DE 19801, Attn: John D. Demmy, Esq. (email: jdd@stevenslee.com) and (b) Stevens & Lee, P.C., Suite 100, 620 Freedom Business Center, King of Prussia, PA 19406, Attn: Leonard P. Goldberger, Esq. (email: lpg@stevenslee.com); (vii) counsel for Westchester Surplus Lines Insurance Company: (a) Duane Morris LLP, 222 Delaware Avenue, Suite 1600, Wilmington, DE 19801, Attn: Richard W. Riley, Esq. (Email: rwiley@duanemorris.com); and (b) O'Melveny & Myers LLP, 7 Times

Square, New York, NY 10036, Attn: Tancred Schiavoni, Esq. (Email: tschiavoni@omm.com)

(vii) counsel for Old Republic Insurance: (a) Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19899, Attn: Brett D. Fallon, Esq. (Email: bfallon@morrisjames.com); and (b) Fox, Swibel, Levin & Carroll LLP, 200 W. Madison Street, Suite 3000, Chicago, IL 60606, Attn: Margaret M. Anderson, Esq. (Email: panderson@fslc.com); and (viii) counsel for Endurance American Specialty Insurance Company: White and Williams LLP, 824 North Market Street, Suite 902, Wilmington, DE 19899. Attn: James S. Yoder, Esq. (Email: yoderj@whiteandwilliams.com); and (ix) Kinderhook: Freshfields Bruckhaus Deringer US LLP, 601 Lexington Avenue, 31st Floor, New York, NY 10022, Attn: Abbey Walsh (Email: abbey.walsh@freshfields.com).

55. Objections to confirmation of the Plan not timely filed and served in the manner set forth above shall not be considered and shall be overruled.

56. The Voting and Balloting Agent shall file the Ballot Tabulation Certification no later than January 23, 2014.

57. The Movants shall file a Plan Supplement on or before January 6, 2014.

58. The Movants shall file any reply to any objections to the Plan no later than January 23, 2014 at 4:00 p.m. (prevailing Eastern Time).

59. For ease of reference, the confirmation schedule set forth herein is summarized in the table below:

<b>Proposed Timeline</b>	
November 12, 2013	Service of Disclosure Statement Hearing Notice
December 11, 2013	Disclosure Statement Objection Deadline
December 18, 2013	Disclosure Statement Hearing

December 18, 2013	Voting Record Date
December 24, 2013	Date of service of Solicitation Packages or Non-Voting Creditor Notice, as applicable
January 6, 2014	Deadline for Bankruptcy Rule 3018 Motions
January 6, 2014	Deadline for filing the Plan Supplement
January 21, 2014	Voting Deadline
January 21, 2014	Confirmation Objection Deadline
January 23, 2014	Deadline for filing the Ballot Tabulation Certification
January 23, 2014	Deadline for Movants' reply to confirmation objections, if any
January 27, 2014	Confirmation Hearing

60. The Movants are authorized to take or refrain from taking any action and expending such funds necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Bankruptcy Court.

Date: \_\_\_\_\_, 2013  
Wilmington, Delaware

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The Honorable Peter J. Walsh  
United States Bankruptcy Judge

**Exhibit 1**

**Disclosure Statement Hearing Notice**

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

In re

BLITZ U.S.A., Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13603 (PJW)

**Hearing Date: December 18, 2013 at 11:00 a.m.**  
**Objection Deadline: December 11, 2013 at 4:00 p.m.**

**Re: Docket Nos. 1921 & 1922**

**NOTICE OF HEARING TO CONSIDER  
THE ADEQUACY OF DISCLOSURE STATEMENT**

**PLEASE TAKE NOTICE THAT** on November 12, 2013, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) and the Official Committee of Unsecured Creditors (the “Committee,” together with Debtors, the “Plan Proponents”) filed with the United States Bankruptcy Court for the District of Delaware the *Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation* (the “Plan”) and the *Disclosure Statement for the Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation* (the “Disclosure Statement”).

**PLEASE TAKE FURTHER NOTICE THAT** the Plan Proponents intend to present the Disclosure Statement, and any changes or modifications thereto, for approval at a hearing before the Honorable Peter J. Walsh on **December 18, 2013 at 11:00 a.m. (prevailing Eastern Time)** convened at the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), 824 N. Market Street, 6<sup>th</sup> Floor, Courtroom No. 1, Wilmington, Delaware 19801 (the “Disclosure Statement Hearing”). The Disclosure Statement Hearing may be adjourned from time to time without further notice, except for the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing(s).

**PLEASE TAKE FURTHER NOTICE THAT** objections, if any, to the approval of the Disclosure Statement must be in writing and must: (i) state the name and address of the objector or entity proposing a modification to the Disclosure Statement and the amount of its claim or nature of its interest in the Debtors’ chapter 11 cases; (ii) specify the basis and the nature of any objection and set forth the proposed modification to the Disclosure Statement, together with suggested language; (iii) be filed with the clerk of the Bankruptcy, 824 N. Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801 together with proof of service, **on or before 4:00 p.m.**

<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: LAM 2011 Holdings (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 309 North Main Street, Miami, OK 74354.

**(prevailing Eastern Time) on December 11 2013** (the “Objection Deadline”); and (iv) be served upon the counsel below so as to be received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE THAT** copies of the Plan and the Disclosure Statement may be obtained by parties in interest free of charge at [www.kcellc.net/Blitz](http://www.kcellc.net/Blitz) or by contacting Kurtzman Carson Consultants, LLC at (877) 606-7519. Copies of the Plan and Disclosure Statement also are available for inspection during regular business hours at the office of the clerk of the Bankruptcy Court, 3<sup>rd</sup> Floor, 824 N. Market Street, Wilmington, Delaware 19801. In addition, copies of the Plan and Disclosure Statement may be obtained from counsel to the Proponents by request to: (1) counsel to Blitz U.S.A., Inc., Blitz RE Holdings, LLC, MiamiOK LLC, and Blitz Acquisition, LLC, Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801 (Attn: Daniel J. DeFranceschi, Michael J. Merchant and Marcos A. Ramos); (2) counsel to LAM 2011 Holdings, LLC and Blitz Acquisition Holdings, Inc., Young, Conaway, Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Sean M. Beach and Justin P. Duda) and (3) counsel to the Official Committee of Unsecured Creditors, Lowenstein Sandler LLP, 65 Livingston Avenue, Roseland, NJ 07068 (Attn: Jeffrey D. Prol and Mary E. Seymour) and Womble Carlyle Sandridge & Rice, LLP, 222 Delaware Avenue, Suite 1501, Wilmington, DE 19801 (Attn: Francis A. Monaco, Jr. and Kevin Mangan) or viewed on the Internet at the Bankruptcy Court’s website (<http://www.deb.uscourts.gov>) by following the directions for accessing the ECF system on such website.

Dated: November \_\_, 2013

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**RICHARDS, LAYTON & FINGER, P.A.**

Daniel J. DeFranceschi (Bar No. 2732)  
Michael J. Merchant (Bar No. 3854)  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 651-7700

*Counsel to Blitz Acquisition, LLC, Blitz RE Holdings, LLC, Blitz U.S.A., Inc. and MiamiOK LLC (f/k/a F3 Brands LLC)*

-and-

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**YOUNG CONAWAY STARGATT & TAYLOR, LLP**

Sean M. Beach (Bar No. 4070)  
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*Counsel for LAM 2011 Holdings, LLC and Blitz Acquisition Holdings, Inc.*

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**WOMBLE CARLYLE SANDRIDGE & RICE, LLP**

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Telephone: (302) 252-4320

-and-

Jeffrey D. Prol, Esq.  
Mary E. Seymour, Esq.  
**LOWENSTEIN SANDLER LLP**

65 Livingston Avenue  
Roseland, New Jersey 07068  
Telephone: (973) 597-2500

*Counsel to the Official Committee of Unsecured Creditors*

**Exhibit 2**

**Non-Voting Creditor Notice**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

BLITZ U.S.A., Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13603 (PJW)

Jointly Administered

**NOTICE OF NON-VOTING STATUS UNDER THE DEBTORS' AND OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS' JOINT PLAN OF LIQUIDATION**

**PLEASE TAKE NOTICE THAT** on December [ ], 2013, the United States Bankruptcy Court for the District of Delaware entered an order (the "Disclosure Statement Order") approving the *Disclosure Statement for the Debtors' and Official Committee of Unsecured Creditors' Joint Plan of Liquidation*, dated November 12, 2013 [docket No. 1922] (as it may be amended, modified or supplemented from time to time, the "Disclosure Statement") filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors") and the Official Committee of Unsecured Creditors (the "Committee," together with Debtors, the "Plan Proponents"). The Disclosure Statement Order authorizes the Plan Proponents to solicit votes to accept or reject the *Debtors' and Official Committee of Unsecured Creditors' Joint Plan of Liquidation*, dated November 12, 2013 [Docket No. 1921] (as it may be amended, modified or supplemented from time to time, the "Plan"),<sup>2</sup> a copy of which is annexed as **Exhibit 1** to the Disclosure Statement.

**PLEASE TAKE FURTHER NOTICE THAT** the Disclosure Statement Order (a) established certain procedures for the solicitation and tabulation of votes to accept or reject the Plan, (b) approved the contents of proposed solicitation packages to be distributed to creditors who are entitled to vote to accept or reject the Plan (the "Solicitation Packages"), and (c) approved the forms of notice to be sent to certain holders of Claims or Equity Interests who are not entitled to vote to accept or reject the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** pursuant to Rule 3017(d) of the Federal Rules of Bankruptcy Procedure (collectively, the "Bankruptcy Rules") and the Disclosure Statement Order, the Plan Proponents: (a) are required to provide Solicitation Packages to all creditors entitled to vote to accept or reject the Plan; and (b) are not required to provide Solicitation Packages to holders of Claims or Equity Interests in Classes under the Plan that are conclusively presumed to either accept or reject the Plan (collectively, the "Non-Voting Classes").

<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: LAM 2011 Holdings (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 309 North Main Street, Miami, OK 74354.

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

**PLEASE TAKE FURTHER NOTICE THAT** the Non-Voting Classes, and their proposed treatment under the Plan, are set forth immediately below:

**a) CLASS 1(a): PRIORITY CLAIMS AGAINST THE USA DEBTORS**

Each holder of a Class 1(a) Claim not otherwise paid pursuant to an Order of the Bankruptcy Court will be paid, from the Blitz Liquidating Trust Assets, the Allowed Amount of its Claim, in full, in Cash, on the Effective Date or as soon as practical thereafter. Holders of Class 1(a) Claims are Unimpaired, are not entitled to vote on the Plan, will not be solicited to vote on the Plan, and are deemed to have accepted the Plan.

**b) CLASS 1(b): PRIORITY CLAIMS AGAINST THE BAH DEBTORS**

Each holder of a Class 1(b) Claim not otherwise paid pursuant to an Order of the Bankruptcy Court will be paid, by the BAH Plan Administrator, from the assets of the BAH Debtors' Estates, the Allowed Amount of its Claim, in full, in Cash, on the Effective Date or as soon as practical thereafter. Holders of Class 1(b) Claims are Unimpaired, are not entitled to vote on the Plan, will not be solicited to vote on the Plan, and are deemed to have accepted the Plan.

**c) CLASS 2(a): ALLOWED SECURED CLAIMS AGAINST THE USA DEBTORS**

The Blitz Liquidating Trustee will take the following action with respect to each holder of an Allowed Secured Claim against the USA Debtors: (a) distribute the collateral securing such Allowed Secured Claim; (b) distribute Cash in an amount equal to the proceeds actually realized from the sale, pursuant to section 363(b) of the Bankruptcy Code, of any collateral securing such Allowed Secured Claim, less the actual costs and expenses of disposing of such collateral; or (c) effect such other treatment of such Allowed Secured Claim as may be mutually agreed upon between the holder of such Allowed Secured Claim and the Blitz Liquidating Trustee on the later of (i) the Effective Date and (ii) the tenth Business Day of the first month following the month in which such Claim becomes an Allowed Secured Claim, or as soon after such dates as is practicable. Each holder of an Allowed Secured Claim in Class 2(a) will retain the Liens securing such Claim as of the Confirmation Date until such Claims are paid in full or otherwise satisfied in accordance with the Plan. Holders of Class 2(a) Claims are Unimpaired, are not entitled to vote on the Plan, will not be solicited to vote on the Plan, and are deemed to have accepted the Plan.

**d) CLASS 2(b): ALLOWED SECURED CLAIMS AGAINST THE BAH DEBTORS**

The BAH Debtors will take the following action with respect to each holder of an Allowed Secured Claim against the BAH Debtors: (a) distribute the collateral securing such Allowed Secured Claim; (b) distribute Cash in an amount equal to the proceeds actually realized from the sale, pursuant to section 363(b) of the Bankruptcy Code, of any collateral securing such Allowed Secured Claim, less the actual costs and expenses of disposing of such collateral; or (c) effect such other treatment of such Allowed Secured Claim as may be mutually agreed upon between the holder of such Allowed Secured Claim and the BAH Plan Administrator on the later of (i) the Effective Date and (ii) the tenth Business Day of the first month

following the month in which such Claim becomes an Allowed Secured Claim, or as soon after such dates as is practicable. Each holder of an Allowed Secured Claim in Class 2(b) will retain the Liens securing such Claim as of the Confirmation Date until such Claims are paid in full or otherwise satisfied in accordance with the Plan. Holders of Class 2(b) Claims are Unimpaired, are not entitled to vote on the Plan, will not be solicited to vote on the Plan, and are deemed to have accepted the Plan.

**e) CLASS 5(a): INTERCOMPANY CLAIMS AGAINST THE USA DEBTORS**

On the Effective Date, pursuant to and subject to the settlements described herein, Intercompany Claims against the USA Debtors shall not be entitled to any Distribution under the Plan and such claims shall be cancelled and discharged on the Effective Date. Holders of these Claims will receive no Distributions under the Plan in respect of such Intercompany Claims and are deemed to have rejected the Plan.

**f) CLASS 5(b): INTERCOMPANY CLAIMS AGAINST THE BAH DEBTORS**

On the Effective Date, pursuant to and subject to the settlements described herein, Intercompany Claims against the BAH Debtors shall not be entitled to any distribution under the Plan and such claims shall be cancelled and discharged on the Effective Date. Holders of these Claims will receive no Distributions under the Plan in respect of such Intercompany Claims and are deemed to have rejected the Plan.

**g) CLASS 6(a): EQUITY INTERESTS IN THE USA DEBTORS**

All Equity Interests in the USA Debtors will be cancelled and terminated on the Effective Date of the Plan. The holders of these Equity Interests will receive no Distributions under the Plan in respect of such Equity Interests and are deemed to have rejected the Plan.

**h) CLASS 6(b): EQUITY INTERESTS IN THE BAH DEBTORS**

All Equity Interests in the BAH Debtors will be cancelled and terminated on the Effective Date of the Plan. The holders of these Equity Interests will receive no Distributions under the Plan in respect of such Equity Interests and are deemed to have rejected the Plan.

**YOU HAVE BEEN IDENTIFIED AS THE HOLDER OF A CLAIM OR EQUITY INTEREST IN A NON-VOTING CLASS UNDER THE PLAN AND THEREFORE ARE NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN.** Accordingly, pursuant to the Disclosure Statement Order, you are receiving this Notice in lieu of a Solicitation Package containing, among other things, copies of the Disclosure Statement and the Plan. Should you wish to obtain a copy of either the Disclosure Statement or the Plan, copies of both documents (including any exhibits and appendices thereto) are available at no charge at [www.kcellc.net/Blitz](http://www.kcellc.net/Blitz) or by contacting Kurtzman Carson Consultants, LLC at (877) 606-7519.

If you wish to challenge the classification of your Claim, you must file a motion, pursuant to Rule 3018(a) of the Bankruptcy Rules (a "Rule 3018 Motion"), for an order temporarily allowing your Claim in a different classification or amount for purposes of voting to accept or reject the

Plan and serve such motion on the Plan Proponents so that it is received by **4:00 p.m. (prevailing Eastern Time)** on the later of (a) January 6, 2014 or (b) fourteen (14) days after the date of service of a notice of an objection, if any, to your Claim or Interest but in no event later than seven (7) days prior to the Confirmation Hearing. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018 Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing. Rule 3018 Motions that are not timely filed and served in the manner as set forth above will not be considered.

A hearing to consider confirmation of the Plan will commence before the Honorable Peter J. Walsh, United States Bankruptcy Judge, in Courtroom No. 1 of the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6th Floor, Wilmington, DE 19801 on **January 27, 2014 at 9:30 a.m. (prevailing Eastern Time)** ("Confirmation Hearing"). The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date at the Confirmation Hearing or any continued hearing.

### **RELEASES, EXCULPATION AND INJUNCTIONS**

**ARTICLE VII, SECTION 4.3.3 AND SECTION 15.4 OF THE PLAN CONTAIN RELEASE, INJUNCTION AND EXCULPATION PROVISIONS, AND SECTION 7.2 CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER:**

**Channeling Injunction:** Subject to certain exceptions, Section 4.3.3 of the Plan provides as follows:

*4.3.3 Imposition of Channeling Injunction. From and after the Effective Date, (i) all Blitz Personal Injury Trust Claims will be subject to the Channeling Injunction pursuant to section 105(a) of the Bankruptcy Code and the provisions of the Plan and the Confirmation Order and (ii) the Protected Parties shall have no obligation to pay any liability of any nature or description arising out of, relating to, or in connection with any Blitz Personal Injury Trust Claims, provided, however that nothing in the Plan shall preclude any action by the Blitz Personal Injury Trust to enforce the Plan. In order to supplement the injunctive effect of the Plan Injunction, and pursuant to sections 105(a) and 363(f) of the Bankruptcy Code, for Blitz Personal Injury Trust Claims, the Confirmation Order shall provide for the following permanent injunction to take effect as of the Effective Date:*

*4.3.3.1 Terms. In order to preserve and promote the settlements contemplated by and provided for in the Plan and to supplement, where necessary, the injunctive effect of the Plan Injunction and the Releases described in section 7.2 of the Plan, and pursuant to the exercise of the equitable jurisdiction and power of the Bankruptcy Court under section 105(a) of the Bankruptcy Code, all Entities that have held or asserted, or that hold or assert any Blitz Personal Injury Trust Claim against the Protected Parties, or any of them, shall be permanently stayed, restrained and enjoined from taking any action for the purpose of directly or indirectly collecting, recovering, or receiving*

*payments, satisfaction, or recovery from any such Protected Party with respect to any such Blitz Personal Injury Trust Claim, including, but not limited to:*

*(a) commencing, conducting or continuing, in any manner, whether directly or indirectly, any suit, action or other proceeding of any kind with respect to any such Blitz Personal Injury Trust Claim, against any of the Protected Parties, or against the property of any Protected Party with respect to any such Blitz Personal Injury Trust Claim;*

*(b) enforcing, levying, attaching, collecting or otherwise recovering, by any manner or means, or in any manner, either directly or indirectly, any judgment, award, decree or other order against any of the Protected Parties or against the property of any Protected Party with respect to any such Blitz Personal Injury Trust Claim;*

*(c) creating, perfecting or enforcing in any manner, whether directly or indirectly, any Lien of any kind against any Protected Party or the property of any Protected Party with respect to any such Blitz Personal Injury Trust Claim;*

*(d) asserting or accomplishing any setoff, right of subrogation, indemnity, contribution or recoupment of any kind, whether directly or indirectly, against any obligation due any Protected Party or against the property of any Protected Party with respect to any such Blitz Personal Injury Trust Claim; and*

*(e) taking any act, in any manner, in any place whatsoever, that does not conform to, or comply with, the provisions of the Plan Documents, with respect to such Blitz Personal Injury Trust Claim.*

**Debtor Releases:** Subject to certain exceptions, Section 7.2.1 of the Plan provides as follows:

*7.2.1 Releases by Debtors and Estates. For good and valuable consideration, including without limitation, (a) the Insurance Settlement Payment and Wal-Mart's additional payment of \$1.54 million, payment of which is critical to the Debtors' ability to obtain confirmation of the Plan and to effectuate distributions to holders of Blitz Personal Injury Trust Claims, and (b) the BAH Settlement Payment, payment of which is critical to the Debtors' ability to obtain confirmation of the Plan and to effectuate distributions to holders of Allowed Claims against the USA Debtors, as of the Effective Date, each of (i) the Debtors, on behalf of themselves and their respective Estates and their respective Affiliates, members, officers, directors, and employees, and any person claiming by or through them and (ii) the Creditors' Committee, on behalf of itself and its members (solely in their capacities as members of the Creditors' Committee), shall be deemed to completely and forever release, waive, disclaim and discharge the Protected Parties, of and from any and all claims, counterclaims, actions, causes of action, lawsuits, proceedings, adjustments, offsets, contracts, obligations, liabilities, controversies, costs, expenses, attorneys' fees and losses whatsoever, whether in law, in admiralty, in bankruptcy, or in equity, and whether based on any federal law, state law, foreign law,*

*common law or otherwise, foreseen or unforeseen, matured or unmatured, known or unknown, accrued or not accrued based upon any acts, omissions, conduct or other matters occurring prior to the Effective Date and in any way related to the Debtors, their businesses, operations, activities, their Chapter 11 Cases, and/or any Blitz Product.*

**Third Party Releases:** Subject to certain exceptions, Section 7.2.2 of the Plan provides as follows:

*7.2.2 Releases by Holders of Claims and Equity Interests. For good and valuable consideration, including, without limitation, (a) the Insurance Settlement Payment and Wal-Mart's additional payment of \$1.54 million, payment of which is critical to the Debtors' ability to obtain confirmation of the Plan and to effectuate distributions to holders of Blitz Personal Injury Trust Claims, and (b) the BAH Settlement Payment, payment of which is critical to the Debtors' ability to obtain confirmation of the Plan and to effectuate distributions to holders of Allowed Claims against the USA Debtors, as of the Effective Date, each present and former holder of a Claim or Equity Interest will be deemed to completely and forever release, waive, disclaim and discharge the Protected Parties of and from any and all claims, counterclaims, actions, causes of action, lawsuits, proceedings, adjustments, offsets, contracts, obligations, liabilities, controversies, costs, expenses, attorneys' fees and losses whatsoever, whether in law, in admiralty, in bankruptcy, or in equity, and whether based on any federal law, state law, foreign law, common law or otherwise, foreseen or unforeseen, matured or unmatured, known or unknown, accrued or not accrued based upon any acts, omissions, conduct or other matters occurring prior to the Effective Date and in any way related to the Debtors, their businesses, operations, activities, their Chapter 11 Cases, and/or any Blitz Product.*

**Injunction:** Section 7.3 of the Plan provides as follows:

*7.3 Plan Injunction. Except as otherwise provided in the Plan and/or the Plan Documents (including specifically the Blitz Personal Injury Trust Agreement and the Blitz Personal Injury TDP), upon the entry of the Confirmation Order, all holders of Claims and Equity Interests and other parties in interest, along with their respective present or former employers, agents, officers, directors, or principals, shall be and are permanently enjoined from and restrained against*

*7.3.1 taking any actions to interfere with the implementation or consummation of the Plan.*

*7.3.2 commencing or continuing in any court, proceeding or other tribunal of any kind, any suit, action, or other proceeding, or otherwise asserting any Claim or Equity Interest, which has been released pursuant to Sections 7.2.1, or 7.2.2 hereof or from seeking to hold any Protected Party liable in any such suit, action or proceeding or for any such Claim, or Equity Interest that has been released pursuant to Sections 7.2.1 or 7.2.2 of the Plan;*

*7.3.3 enforcing, levying, attaching, collecting or otherwise recovering by any manner or means, whether directly or indirectly, any judgment, award, decree or order against the Debtors, their Estates, their assets, the Protected Parties, the Blitz Liquidating Trust Assets and/or the Blitz Personal Injury Trust Assets;*

*7.3.4 creating, perfecting or otherwise enforcing in any manner, directly or indirectly, any encumbrance against the Debtors' assets, their Estates' assets, the Protected Parties' assets, the Blitz Liquidating Trust Assets and/or the Blitz Personal Injury Trust Assets; and*

*7.3.5 asserting, implementing or effectuating any setoff, right of subrogation, indemnity, contribution or recoupment of any kind against any obligation due any Protected Party or against the property of any Protected Party with respect to any such claim, demand or cause of action.*

**Exculpation: Section 15.4 of the Plan provides as follows:**

*15.4 Exculpation and Release. The Exculpated Parties shall not have or incur, and are hereby released from, any claim, obligation, cause of action and/or liability to any holder of a Claim, Equity Interest, or any other Entity or any of their respective successors, assigns or Representatives for any act or omission with respect to or arising out of the Chapter 11 Cases, the pursuit of confirmation of the Plan, the consummation of the Plan, or the administration of the Plan or the property to be distributed under the Plan, except for gross negligence, fraud or willful misconduct or any obligations that they have under or in connection with the Plan, the Plan Documents, or any transactions contemplated thereby, and in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.*

Objections, if any, to the confirmation of the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, (c) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (d) state with particularity the basis and nature of any objection or response; and (e) be filed electronically, together with proof of service, with the Bankruptcy Court at the address set forth in the preceding paragraph and served on the following parties by no later than **4:00 p.m. (prevailing Eastern Time), on January 21, 2014**: (i) counsel for the USA Debtors: Richards, Layton & Finger, P. A., One Rodney Square, Wilmington, DE 19899, Attn: Daniel J. DeFranceschi, Esq. (Email: defranceschi@rlf.com); (ii) counsel for the BAH Debtors: Young, Conaway, Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Sean M. Beach, Esq. (Email: sbeach@ycst.com); (iii) counsel for the Committee: (a) Womble Carlyle Sandridge & Rice, 222 Delaware Avenue, Suite 1501, Wilmington, DE 19801, Attn: Francis A. Monaco, Jr., Esq. (Email: fmonaco@wcsr.com) and (b) Lowenstein Sandler P.C., 65 Livingston Avenue, Roseland, NJ 07068, Attn: Jeffrey Prol, Esq. (Email: jprol@lowenstein.com); (iv) the Office of the United States Trustee: 844 King Street, Room 2207, Lockbox #35, Wilmington, DE 19899-0035, Attn: Richard Schepacarter, Esq.; (v) counsel for Wal-Mart: Potter Anderson & Corroon LLP, 1313 North Market Street, P.O. Box 951, Wilmington, DE 19899, Attn: Jeremy W. Ryan, Esq. (Email: jryan@potteranderson.com); (vi) counsel for Liberty Surplus Insurance Corporation: (a) Stevens & Lee, P.C., 1105 N. Market Street, Suite 700, Wilmington, DE 19801, Attn: John D. Demmy, Esq. (email: jdd@stevenslee.com) and (b) Stevens & Lee, P.C., Suite 100, 620 Freedom Business Center, King of Prussia, PA 19406, Attn: Leonard P. Goldberger, Esq. (email: lpg@stevenslee.com); (vii) counsel for Westchester Surplus Lines Insurance Company: (a) Duane Morris LLP, 222 Delaware Avenue, Suite 1600, Wilmington, DE 19801, Attn: Richard W. Riley, Esq. (Email: rw Riley@duanemorris.com); and (b) O'Melveny & Myers LLP, 7 Times Square, New York, NY 10036, Attn: Tancred Schiavoni, Esq. (Email: tschiavoni@omm.com) (vii) Old Republic Insurance: (a) Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19899, Attn: Brett D. Fallon, Esq. (Email: bfallon@morrisjames.com); and (b) Fox, Swibel, Levin & Carroll LLP, 200 W. Madison Street, Suite 3000, Chicago, IL 60606, Attn:

Margaret M. Anderson, Esq. (Email: [panderson@fslc.com](mailto:panderson@fslc.com)); and (viii) Endurance American Specialty Insurance Company: White and Williams LLP, 824 North Market Street, Suite 902, Wilmington, DE 19899. Attn: James S. Yoder, Esq. (Email: [yoderj@whiteandwilliams.com](mailto:yoderj@whiteandwilliams.com)); and (ix) Kinderhook: Freshfields Bruckhaus Deringer US LLP, 601 Lexington Avenue, 31st Floor, New York, NY 10022, Attn: Abbey Walsh (Email: [abbey.walsh@freshfields.com](mailto:abbey.walsh@freshfields.com)).

**The Debtors reserve the right to dispute, or to assert offsets or defenses to, any Claim reflected in the Schedules or to object to any Claim or Proof of Claim filed in the Chapter 11 Cases, as to amount, liability, characterization, or otherwise, and to subsequently designate any claim as disputed, contingent, or unliquidated on the Schedules or otherwise. Nothing contained in this Notice shall preclude the Debtors from objecting to any Claim, whether scheduled or filed or unfiled, on any grounds.**

Dated: December [ ], 2013  
Wilmington, Delaware

**BY ORDER OF THE COURT**

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*Counsel to Blitz Acquisition, LLC, Blitz RE Holdings, LLC, Blitz U.S.A., Inc. and MiamiOK LLC (f/k/a F3 Brands LLC)*

-and-

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-and-

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*Counsel to the Official Committee of Unsecured Creditors*

*Counsel for LAM 2011 Holdings, LLC and Blitz Acquisition Holdings, Inc.*

**Exhibit 3A**

**Ballot for Class 3(a) (General Unsecured Claims against the USA Debtors)**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

BLITZ U.S.A., Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13603 (PJW)

Jointly Administered

**BALLOT FOR ACCEPTING OR REJECTING PLAN OF LIQUIDATION  
CLASS 3(a): GENERAL UNSECURED CLAIMS AGAINST USA DEBTORS**

**YOU MUST SUBMIT THIS COMPLETED BALLOT  
BEFORE 4:00 P.M., PREVAILING PACIFIC TIME ON  
JANUARY 21, 2014**

Blitz U.S.A., Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors”), in conjunction with the Official Committee of Unsecured Creditors (the “Committee,” together with the Debtors, the “Plan Proponents”) are soliciting votes with respect to the *Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation*, dated November 12, 2013 [Docket No. 1921] (as it may be amended, modified or supplemented from time to time, the “Plan”) from the Holders of certain Impaired Claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions shall have the meaning ascribed to them in the Disclosure Statement Order (defined below) or the Plan, as applicable. If you have any questions on how to complete this Ballot, please contact Kurtzman Carson Consultants, LLC (the “Voting Agent”) at (877) 606-7519 or visit the Debtors’ website at [www.kccllc.net/Blitz](http://www.kccllc.net/Blitz).

**THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF GENERAL UNSECURED CLAIMS AGAINST THE FOLLOWING DEBTORS: BLITZ ACQUISITION, LLC; BLITZ RE HOLDINGS, LLC; BLITZ U.S.A., INC.; AND MIAMIOK, LLC (F/K/A F3 BRANDS LLC) (COLLECTIVELY, THE “USA DEBTORS”).** If you are, as of December 18, 2013, the holder of a General Unsecured Claim against the USA Debtors, please use this Ballot to cast your vote to accept or reject the Plan. The United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) has entered an order (the “Disclosure Statement Order”) [Docket No. \_\_\_] approving the *Disclosure Statement for the Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation*, dated as of November 12, 2013 [Docket No. 1922] (as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”), which provides information to

<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: LAM 2011 Holdings (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 309 North Main Street, Miami, OK 74354.

assist you in deciding how to vote on the Plan. The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

The Disclosure Statement and the Plan may be examined by accessing the Debtors' website at [www.kccllc.net/Blitz](http://www.kccllc.net/Blitz). In addition, you may obtain a copy of the Disclosure Statement and the Plan by contacting the Voting Agent. Please be advised that the Voting Agent is not authorized to, and will not, provide legal advice.

**IMPORTANT**

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim(s) under the Plan.

**VOTING DEADLINE: JANUARY 21, 2014, 2014 AT 4:00 P.M. PREVAILING PACIFIC TIME**

In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that is actually received by the Voting Agent, Kurtzman Carson Consultants, LLC, by no later than **4:00 p.m. (prevailing U.S. Pacific Time) on January 21, 2014** (the "Voting Deadline"), at the following address:

Blitz Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

**BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION, EMAIL OR ANY OTHER ELECTRONIC METHOD.**

If your Ballot is not received by the Voting Agent on or before the Voting Deadline, your vote will not count as either an acceptance or rejection of the Plan. Even if you intend to vote to reject the Plan, you must still read, complete and execute this entire Ballot.

Your receipt of this Ballot does not signify that your Claim(s) has been or will be Allowed. The Plan Proponents reserve all rights to dispute such Claim(s).

The Proposed Plan will be accepted by a Class if it is accepted by the Holders of two-thirds in amount and more than one-half in number of Claims in such Class voting on the Proposed Plan. **Alternatively, if no holder in Class 3(a) submits a Ballot to accept or reject the Plan, the Class 3(a) will be deemed to accept the Plan pursuant to paragraph 28 of the Disclosure Statement Order.** If the Proposed Plan is confirmed by the Bankruptcy Court, all Holders of Claims against and Equity Interests in the Debtors (including those Holders who abstain from voting on or reject the Plan, and those Holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.

If you hold more than one General Unsecured Claim in Class 3(a), you should receive a Ballot for each of such Claims. Each Ballot you receive is for voting only the Claim described in the Ballot. Please complete and return each Ballot you receive in accordance with the instructions provided on such Ballot. You must vote all of your Claims within a single Class under the Plan to either accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. Any Ballot that (i) does not indicate either an acceptance or rejection of the Plan, or (ii) indicates both an acceptance and rejection of the Plan will be deemed to reflect the voter's intent to accept the Plan.

In the event you are a Holder of Claim, your Claim has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with certain tabulation rules (the "Tabulation Rules") approved by the Bankruptcy Court. These Tabulation Rules are set forth in paragraph 27 of the Disclosure Statement Order. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to the rights of the Plan Proponents in any other context (e.g., the right to contest the validity or amount of any Claim for purposes of allowance under the Plan). If you wish to obtain the temporary allowance of your Claim for Plan voting purposes in a different amount or Class than the amount provided in the Tabulation Rules, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or reject the Plan. All such Rule 3018(a) Motions must be filed on or before the later of (i) January 6, 2014 and (ii) the fourteenth (14<sup>th</sup>) day after the service of an objection, if any, to such Claim, but in no event later than seven (7) days prior to the Confirmation Hearing. Unless the Bankruptcy Court orders otherwise, your Claim will not be counted as a vote in excess of the amount as determined in accordance with the Disclosure Statement Order, regardless of the amount identified in Item 1 of the Ballot. If a lesser amount is identified in Item of the Ballot, your Claim will be counted as vote in such lesser amount.

This Ballot does not constitute, and will not be deemed, a Proof of Claim or an assertion of a Claim or Equity Interest.

If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest received Ballot will supersede any and all prior Ballots.

**SECTION 4.3.3 OF THE PLAN PROPOSES THAT THE CHANNELING INJUNCTION, WHICH IS AN INJUNCTION UNDER SECTION 105(A) OF THE BANKRUPTCY CODE, APPLICABLE TO ALL PERSONS AND ENTITIES, THAT RESULTS IN THE PERMANENT CHANNELING OF ALL BLITZ PERSONAL INJURY TRUST CLAIMS AGAINST THE DEBTORS, THE PARTICIPATING INSURERS, WAL-MART AND CERTAIN OTHER ENTITIES, TO THE BLITZ PERSONAL INJURY TRUST FOR RESOLUTION AND PAYMENT. SIMILARLY, ARTICLE VII AND ARTICLE XV OF THE PLAN CONTAINS CERTAIN INJUNCTIONS, EXCULPATIONS AND RELEASES OF THE PROTECTED PARTIES. PLEASE REVIEW THESE PROVISIONS OF THE PLAN CAREFULLY BEFORE SUBMITTING YOUR BALLOT AS THESE PROVISIONS MAY AFFECT YOUR RIGHTS.**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT AT KURTZMAN CARSON CONSULTANTS, LLC AT (877) 606-7519.

**PLEASE READ THE FOLLOWING  
INSTRUCTIONS BEFORE COMPLETING THE BALLOT.**

To properly complete this Ballot and cast your vote you must:

1. Make sure that the information contained in Item 1 is correct;
2. Cast a vote to accept or reject the Plan by checking the appropriate box in Item 2;
3. Review Item 3;
4. Sign, date and provide the remaining information requested; and
5. Return the Ballot (containing the original signature) to the Voting Agent in the provided return envelope by first class mail (postage prepaid) to

**Blitz Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245**

so as to be **received** by the Voting Agent on or before **4:00 p.m. (prevailing U.S. Pacific Time) on January 21, 2014**. If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience. **Ballots submitted by facsimile, email or other electronic transmission will not be counted.**

**PLEASE COMPLETE ALL ITEMS BELOW. RETURN YOUR BALLOT BY THE VOTING DEADLINE OR IT WILL NOT BE COUNTED.**

**Item 1. Amount of Claim Voted.** The undersigned certifies that as of December 18, 2013, the undersigned held a General Unsecured Claim against the USA Debtors in the amount set forth below:

Voting Amount \$ _____
------------------------

**Item 2. Class 3(a) Vote.** The undersigned Holder of the Claim identified in Item 1 hereby votes to **(check one box only)**:

**ACCEPT** the Plan.

**REJECT** the Plan.

**Item 3. Certification and Acknowledgments.** By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that an otherwise properly completed and executed and timely returned Ballot that does not indicate either an acceptance or rejection of the Plan, or indicates both an acceptance and a rejection of the Plan, will be deemed to reflect the voter's intent to accept the Plan.

Name of Claim Holder: \_\_\_\_\_

Signature: \_\_\_\_\_

If by Authorized Agent, Name and Title: \_\_\_\_\_

Title: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: (      ) \_\_\_\_\_

Email: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**Exhibit 3B**

**Ballot for Class 3(b) (General Unsecured Claims against the BAH Debtors)**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

BLITZ U.S.A., Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13603 (PJW)

Jointly Administered

**BALLOT FOR ACCEPTING OR REJECTING PLAN OF LIQUIDATION  
CLASS 3(b): GENERAL UNSECURED CLAIMS AGAINST BAH DEBTORS**

**YOU MUST SUBMIT THIS COMPLETED BALLOT  
BEFORE 4:00 P.M., PREVAILING PACIFIC TIME ON  
JANUARY 21, 2014**

Blitz U.S.A., Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors”), in conjunction with the Official Committee of Unsecured Creditors (the “Committee,” together with the Debtors, the “Plan Proponents”) are soliciting votes with respect to the *Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation*, dated November 12, 2013 [Docket No. 1921] (as it may be amended, modified or supplemented from time to time, the “Plan”) from the Holders of certain Impaired Claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions shall have the meaning ascribed to them in the Disclosure Statement Order (defined below) or the Plan, as applicable. If you have any questions on how to complete this Ballot, please contact Kurtzman Carson Consultants, LLC (the “Voting Agent”) at (877) 606-7519 or visit the Debtors’ website at [www.kccllc.net/Blitz](http://www.kccllc.net/Blitz).

**THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF GENERAL UNSECURED CLAIMS AGAINST THE FOLLOWING DEBTORS: LAM 2011 HOLDINGS; AND BLITZ ACQUISITION HOLDINGS, INC.(THE “BAH DEBTORS”).** If you are, as of December 18, 2013, the holder of a General Unsecured Claim against the BAH Debtors, please use this Ballot to cast your vote to accept or reject the Plan. The United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) has entered an order (the “Disclosure Statement Order”) [Docket No. \_\_\_] approving the *Disclosure Statement for the Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation*, dated as of November 12, 2013 [Docket No. 1922] (as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”), which provides information to assist you in deciding

<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: LAM 2011 Holdings (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 309 North Main Street, Miami, OK 74354.

how to vote on the Plan. The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

The Disclosure Statement and the Plan may be examined by accessing the Debtors' website at [www.kccllc.net/Blitz](http://www.kccllc.net/Blitz). In addition, you may obtain a copy of the Disclosure Statement and the Plan by contacting the Voting Agent. Please be advised that the Voting Agent is not authorized to, and will not, provide legal advice.

**IMPORTANT**

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim(s) under the Plan.

**VOTING DEADLINE: JANUARY 21, 2014 AT 4:00 P.M. PREVAILING PACIFIC TIME**

In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that is actually received by the Voting Agent, Kurtzman Carson Consultants, LLC, by no later than **4:00 p.m. (prevailing U.S. Pacific Time) on January 21, 2014** (the "Voting Deadline"), at the following address:

Blitz Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

**BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION, EMAIL OR ANY OTHER ELECTRONIC METHOD.**

If your Ballot is not received by the Voting Agent on or before the Voting Deadline, your vote will not count as either an acceptance or rejection of the Plan. Even if you intend to vote to reject the Plan, you must still read, complete and execute this entire Ballot.

Your receipt of this Ballot does not signify that your Claim(s) has been or will be Allowed. The Plan Proponents reserve all rights to dispute such Claim(s).

The Proposed Plan will be accepted by a Class if it is accepted by the Holders of two-thirds in amount and more than one-half in number of Claims in such Class voting on the Proposed Plan. **Alternatively, if no holder in Class 3(b) submits a Ballot to accept or reject the Plan, the Class 3(b) will be deemed to accept the Plan pursuant to paragraph 28 of the Disclosure Statement Order.** If the Proposed Plan is confirmed by the Bankruptcy Court, all Holders of Claims against and Equity Interests in the Debtors (including those Holders who abstain from voting on or reject the Plan, and those Holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.

If you hold more than one General Unsecured Claim in Class 3(b), you should receive a Ballot for each of such Claims. Each Ballot you receive is for voting only the Claim described in the Ballot. Please complete and return each Ballot you receive in accordance with the instructions provided on such Ballot. You must vote all of your Claims within a single Class under the Plan to either accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. Any Ballot that (i) does not indicate either an acceptance or rejection of the Plan, or (ii) indicates both an acceptance and rejection of the Plan will be deemed to reflect the voter's intent to accept the Plan.

In the event you are a Holder of Claim, your Claim has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with certain tabulation rules (the "Tabulation Rules") approved by the Bankruptcy Court. These Tabulation Rules are set forth in paragraph 27 of the Disclosure Statement Order. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to the rights of the Plan Proponents in any other context (e.g., the right to contest the validity or amount of any Claim for purposes of allowance under the Plan). If you wish to obtain the temporary allowance of your Claim for Plan voting purposes in a different amount or Class than the amount provided in the Tabulation Rules, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or reject the Plan. All such Rule 3018(a) Motions must be filed on or before the later of (i) January 6, 2014, and (ii) the fourteenth (14<sup>th</sup>) day after the service of an objection, if any, to such Claim, but in no event later than seven (7) days prior to the Confirmation Hearing. Unless the Bankruptcy Court orders otherwise, your Claim will not be counted as a vote in excess of the amount as determined in accordance with the Disclosure Statement Order, regardless of the amount identified in Item 1 of the Ballot. If a lesser amount is identified in Item of the Ballot, your Claim will be counted as vote in such lesser amount.

This Ballot does not constitute, and will not be deemed, a Proof of Claim or an assertion of a Claim or Equity Interest.

If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest received Ballot will supersede any and all prior Ballots.

**SECTION 4.3.3 OF THE PLAN PROPOSES THAT THE CHANNELING INJUNCTION, WHICH IS AN INJUNCTION UNDER SECTION 105(A) OF THE BANKRUPTCY CODE, APPLICABLE TO ALL PERSONS AND ENTITIES, THAT RESULTS IN THE PERMANENT CHANNELING OF ALL BLITZ PERSONAL INJURY TRUST CLAIMS AGAINST THE DEBTORS, THE PARTICIPATING INSURERS, WAL-MART AND CERTAIN OTHER ENTITIES, TO THE BLITZ PERSONAL INJURY TRUST FOR RESOLUTION AND PAYMENT. SIMILARLY, ARTICLE VII AND ARTICLE XV OF THE PLAN CONTAINS CERTAIN INJUNCTIONS AND RELEASES OF THE PROTECTED PARTIES. PLEASE REVIEW THESE PROVISIONS OF THE PLAN CAREFULLY BEFORE SUBMITTING YOUR BALLOT AS THESE PROVISIONS MAY AFFECT YOUR RIGHTS.**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT AT KURTZMAN CARSON CONSULTANTS, LLC AT (877) 606-7519.

**PLEASE READ THE FOLLOWING  
INSTRUCTIONS BEFORE COMPLETING THE BALLOT.**

To properly complete this Ballot and cast your vote you must:

1. Make sure that the information contained in Item 1 is correct;
2. Cast a vote to accept or reject the Plan by checking the appropriate box in Item 2;
3. Review Item 3;
4. Sign, date and provide the remaining information requested; and
5. Return the Ballot (containing the original signature) to the Voting Agent in the provided return envelope by first class mail (postage prepaid) to

**Blitz Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245**

so as to be **received** by the Voting Agent on or before **4:00 p.m. (prevailing U.S. Pacific Time) on January 21, 2014**. If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience. **Ballots submitted by facsimile, email or other electronic transmission will not be counted.**

**PLEASE COMPLETE ALL ITEMS BELOW. RETURN YOUR BALLOT BY THE VOTING DEADLINE OR IT WILL NOT BE COUNTED.**

**Item 1. Amount of Claim Voted.** The undersigned certifies that as of December 18, 2013, the undersigned held a General Unsecured Claim against the BAH Debtors in the amount set forth below:

Voting Amount \$ _____
------------------------

**Item 2. Class 3(b) Vote.** The undersigned Holder of the Claim identified in Item 1 hereby votes to **(check one box only)**:

**ACCEPT** the Plan.

**REJECT** the Plan.

**Item 3. Certification and Acknowledgments.** By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that an otherwise properly completed and executed and timely returned Ballot that does not indicate either an acceptance or rejection of the Plan, or indicates both an acceptance and a rejection of the Plan, will be deemed to reflect the voter's intent to accept the Plan.

Name of Claim Holder: \_\_\_\_\_

Signature: \_\_\_\_\_

If by Authorized Agent, Name and Title: \_\_\_\_\_

Title: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: (     ) \_\_\_\_\_

Email: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**Exhibit 4A**

**Ballot for Class 4(a) (Blitz Personal Injury Trust Claims against the USA Debtors)**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

BLITZ U.S.A., Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13603 (PJW)

Jointly Administered

**BALLOT FOR ACCEPTING OR REJECTING PLAN OF LIQUIDATION  
CLASS 4(a): BLITZ PERSONAL INJURY TRUST CLAIMS AGAINST USA DEBTORS**

**YOU MUST SUBMIT THIS COMPLETED BALLOT  
BEFORE 4:00 P.M., PREVAILING PACIFIC TIME ON  
JANUARY 21, 2014**

Blitz U.S.A., Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors”), in conjunction with the Official Committee of Unsecured Creditors (the “Committee,” together with the Debtors, the “Plan Proponents”) are soliciting votes with respect to the *Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation*, dated November 12, 2013 [Docket No. 1921] (as it may be amended, modified or supplemented from time to time, the “Plan”) from the Holders of certain Impaired Claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions shall have the meaning ascribed to them in the Disclosure Statement Order (defined below) or the Plan, as applicable. If you have any questions on how to complete this Ballot, please contact Kurtzman Carson Consultants, LLC (the “Voting Agent”) at (877) 606-7519 or visit the Debtors’ website at [www.kccllc.net/Blitz](http://www.kccllc.net/Blitz).

**THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF BLITZ PERSONAL INJURY TRUST CLAIMS AGAINST THE FOLLOWING DEBTORS: BLITZ ACQUISITION, LLC; BLITZ RE HOLDINGS, LLC; BLITZ U.S.A., INC.; AND MIAMIOK, LLC (F/K/A F3 BRANDS LLC) (COLLECTIVELY, THE “USA DEBTORS”).** If you are, as of December 18, 2013, the holder of a Blitz Personal Injury Trust Claim against the USA Debtors, please use this Ballot to cast your vote to accept or reject the Plan. The United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) has entered an order (the “Disclosure Statement Order”) [Docket No. \_\_\_] approving the *Disclosure Statement for the Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation*, dated as of November 12, 2013 [Docket No. 1922] (as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”), which provides

<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: LAM 2011 Holdings (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 309 North Main Street, Miami, OK 74354.

information to assist you in deciding how to vote on the Plan. The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

The Disclosure Statement and the Plan may be examined by accessing the Debtors' website at [www.kccllc.net/Blitz](http://www.kccllc.net/Blitz). In addition, you may obtain a copy of the Disclosure Statement and the Plan by contacting the Voting Agent. Please be advised that the Voting Agent is not authorized to, and will not, provide legal advice.

**IMPORTANT**

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim(s) under the Plan.

**VOTING DEADLINE: JANUARY 21, 2014 AT 4:00 P.M. PREVAILING PACIFIC TIME**

In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that is actually received by the Voting Agent, Kurtzman Carson Consultants, LLC, by no later than **4:00 p.m. (prevailing U.S. Pacific Time) on January 21, 2014** (the "Voting Deadline"), at the following address:

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c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

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If your Ballot is not received by the Voting Agent on or before the Voting Deadline, your vote will not count as either an acceptance or rejection of the Plan. Even if you intend to vote to reject the Plan, you must still read, complete and execute this entire Ballot.

Your receipt of this Ballot does not signify that your Claim(s) has been or will be Allowed. The Plan Proponents reserve all rights to dispute such Claim(s).

The Proposed Plan will be accepted by a Class if it is accepted by the Holders of two-thirds in amount and more than one-half in number of Claims in such Class voting on the Proposed Plan. **Alternatively, if no holder in Class 4(a) submits a Ballot to accept or reject the Plan, the Class 4(a) will be deemed to accept the Plan pursuant to paragraph 28 of the Disclosure Statement Order.** If the Proposed Plan is confirmed by the Bankruptcy Court, all Holders of Claims against and Equity Interests in the Debtors (including those Holders who abstain from voting on or reject the Plan, and those Holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.

If you hold more than one Blitz Personal Injury Trust Claim in Class 4(a), you should receive a Ballot for each of such Claims. Each Ballot you receive is for voting only the Claim described in the Ballot. Please complete and return each Ballot you receive in accordance with the instructions provided on such Ballot. You must vote all of your Claims within a single Class under the Plan to either accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. Any Ballot that (i) does not indicate either an acceptance or rejection of the Plan, or (ii) indicates both an acceptance and rejection of the Plan will be deemed to reflect the voter's intent to accept the Plan.

In the event you are a Holder of Claim, your Claim has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with certain tabulation rules (the "Tabulation Rules") approved by the Bankruptcy Court. These Tabulation Rules are set forth in paragraph 27 of the Disclosure Statement Order. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to the rights of the Plan Proponents in any other context (e.g., the right to contest the validity or amount of any Claim for purposes of allowance under the Plan). If you wish to obtain the temporary allowance of your Claim for Plan voting purposes in a different amount or Class than the amount provided in the Tabulation Rules, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or reject the Plan. All such Rule 3018(a) Motions must be filed on or before the later of (i) January 6, 2014, and (ii) the fourteenth (14<sup>th</sup>) day after the service of an objection, if any, to such Claim, but in no event later than seven (7) days prior to the Confirmation Hearing.

This Ballot does not constitute, and will not be deemed, a Proof of Claim or an assertion of a Claim or Equity Interest.

If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest received Ballot will supersede any and all prior Ballots.

**SECTION 4.3.3 OF THE PLAN PROPOSES THAT THE CHANNELING INJUNCTION, WHICH IS AN INJUNCTION UNDER SECTION 105(A) OF THE BANKRUPTCY CODE, APPLICABLE TO ALL PERSONS AND ENTITIES, THAT RESULTS IN THE PERMANENT CHANNELING OF ALL BLITZ PERSONAL INJURY TRUST CLAIMS AGAINST THE DEBTORS, THE PARTICIPATING INSURERS, WAL-MART AND CERTAIN OTHER ENTITIES, TO THE BLITZ PERSONAL INJURY TRUST FOR RESOLUTION AND PAYMENT. SIMILARLY, ARTICLE VII AND ARTICLE XV OF THE PLAN CONTAINS CERTAIN INJUNCTIONS AND RELEASES OF THE PROTECTED PARTIES. PLEASE REVIEW THESE PROVISIONS OF THE PLAN CAREFULLY BEFORE SUBMITTING YOUR BALLOT AS THESE PROVISIONS MAY AFFECT YOUR RIGHTS.**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE

MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT AT KURTZMAN CARSON CONSULTANTS, LLC AT (877) 606-7519.

**PLEASE READ THE FOLLOWING  
INSTRUCTIONS BEFORE COMPLETING THE BALLOT.**

To properly complete this Ballot and cast your vote you must:

1. **For Item 1, the \$1.00 assignment of value to each Blitz Personal Injury Trust Claim will be solely for voting purposes (not for distribution purposes) and will not be binding upon the Holder, the Plan Proponents or the Blitz Personal Injury Trust for any purpose other than for voting on the Plan;**
2. Cast a vote to accept or reject the Plan by checking the appropriate box in Item 2;
3. Review Item 3;
4. Sign, date and provide the remaining information requested; and
5. Return the Ballot (containing the original signature) to the Voting Agent in the provided return envelope by first class mail (postage prepaid) to

**Blitz Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245**

so as to be **received** by the Voting Agent on or before **4:00 p.m. (prevailing U.S. Pacific Time) on January 21, 2014**. If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience. **Ballots submitted by facsimile, email or other electronic transmission will not be counted.**

**IF YOU ARE AN INDIVIDUAL AND INTEND FOR YOUR COUNSEL TO VOTE YOUR CLAIM ON YOUR BEHALF, THEN PLEASE ARRANGE WITH YOUR COUNSEL TO VOTE ON YOUR BEHALF WELL IN ADVANCE OF THE VOTING DEADLINE SO THAT YOUR BALLOT IS RECEIVED BEFORE THE VOTING DEADLINE.**

**PLEASE COMPLETE ALL ITEMS BELOW. RETURN YOUR BALLOT BY THE VOTING DEADLINE OR IT WILL NOT BE COUNTED.**

**Item 1. Amount of Claim Voted.** FOR PURPOSES OF VOTING TO ACCEPT OR REJECT THE PLAN, EACH HOLDER OF A BLITZ PERSONAL INJURY TRUST CLAIM WILL HAVE A SINGLE VOTE IN AN AMOUNT EQUAL TO **\$1.00**, REGARDLESS OF WHETHER THE DEBTORS HAVE SCHEDULED YOUR BLITZ PERSONAL INJURY TRUST CLAIM IN A DIFFERENT AMOUNT AND AS NONCONTINGENT, UNDISPUTED OR LIQUIDATED. **THE \$1.00 ASSIGNMENT OF VALUE TO EACH BLITZ PERSONAL INJURY TRUST CLAIM WILL BE SOLELY FOR VOTING PURPOSES (NOT FOR DISTRIBUTION PURPOSES) AND WILL NOT BE BINDING UPON THE HOLDER, THE PLAN PROPONENTS OR THE BLITZ PERSONAL INJURY TRUST FOR ANY PURPOSE OTHER THAN FOR VOTING ON THE PLAN.**

**Item 2. Class 4(a) Vote.** The undersigned Holder of the Claim identified in Item 1 hereby votes to (**check one box only**):

ACCEPT the Plan.

REJECT the Plan.

**Item 3. Certification and Acknowledgments.** By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that an otherwise properly completed and executed and timely returned Ballot that does not indicate either an acceptance or rejection of the Plan, or indicates both an acceptance and a rejection of the Plan, will be deemed to reflect the voter's intent to accept the Plan.

Name of Claim Holder: \_\_\_\_\_

Signature: \_\_\_\_\_

If by Authorized Agent, Name and Title: \_\_\_\_\_

Title: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: (      ) \_\_\_\_\_

Email: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**Exhibit 4B**

**Ballot for Class 4(b) (Blitz Personal Injury Trust Claims against the BAH Debtors)**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

BLITZ U.S.A., Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13603 (PJW)

Jointly Administered

**BALLOT FOR ACCEPTING OR REJECTING PLAN OF LIQUIDATION  
CLASS 4(b): BLITZ PERSONAL INJURY TRUST CLAIMS AGAINST BAH DEBTORS**

**YOU MUST SUBMIT THIS COMPLETED BALLOT  
BEFORE 4:00 P.M., PREVAILING PACIFIC TIME ON  
JANUARY 21, 2014**

Blitz U.S.A., Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors”), in conjunction with the Official Committee of Unsecured Creditors (the “Committee,” together with the Debtors, the “Plan Proponents”) are soliciting votes with respect to the *Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation*, dated November 12, 2013 [Docket No. 1921] (as it may be amended, modified or supplemented from time to time, the “Plan”) from the Holders of certain Impaired Claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions shall have the meaning ascribed to them in the Disclosure Statement Order (defined below) or the Plan, as applicable. If you have any questions on how to complete this Ballot, please contact Kurtzman Carson Consultants, LLC (the “Voting Agent”) at (877) 606-7519 or visit the Debtors’ website at [www.kccllc.net/Blitz](http://www.kccllc.net/Blitz).

**THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF BLITZ PERSONAL INJURY TRUST CLAIMS AGAINST THE FOLLOWING DEBTORS: LAM 2011 HOLDINGS; AND BLITZ ACQUISITION HOLDINGS, INC. (COLLECTIVELY, THE “BAH DEBTORS”).** If you are, as of December 18, 2013, the holder of a Blitz Personal Injury Trust Claim against the BAH Debtors, please use this Ballot to cast your vote to accept or reject the Plan. The United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) has entered an order (the “Disclosure Statement Order”) [Docket No. \_\_\_] approving the *Disclosure Statement for the Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation*, dated as of November 12, 2013 [Docket No. 1922] (as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”), which provides

<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: LAM 2011 Holdings (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 309 North Main Street, Miami, OK 74354.

information to assist you in deciding how to vote on the Plan. The Bankruptcy Court's approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

The Disclosure Statement and the Plan may be examined by accessing the Debtors' website at [www.kcellc.net/Blitz](http://www.kcellc.net/Blitz). In addition, you may obtain a copy of the Disclosure Statement and the Plan by contacting the Voting Agent. Please be advised that the Voting Agent is not authorized to, and will not, provide legal advice.

**IMPORTANT**

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim(s) under the Plan.

**VOTING DEADLINE: JANUARY 21, 2014 AT 4:00 P.M. PREVAILING PACIFIC TIME**

In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that is actually received by the Voting Agent, Kurtzman Carson Consultants, LLC, by no later than **4:00 p.m. (prevailing U.S. Pacific Time) on January 21, 2014** (the "Voting Deadline"), at the following address:

Blitz Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245

**BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION, EMAIL OR ANY OTHER ELECTRONIC METHOD.**

If your Ballot is not received by the Voting Agent on or before the Voting Deadline, your vote will not count as either an acceptance or rejection of the Plan. Even if you intend to vote to reject the Plan, you must still read, complete and execute this entire Ballot.

Your receipt of this Ballot does not signify that your Claim(s) has been or will be Allowed. The Plan Proponents reserve all rights to dispute such Claim(s).

The Proposed Plan will be accepted by a Class if it is accepted by the Holders of two-thirds in amount and more than one-half in number of Claims in such Class voting on the Proposed Plan. **Alternatively, if no holder in Class 4(b) submits a Ballot to accept or reject the Plan, the Class 4(b) will be deemed to accept the Plan pursuant to paragraph 28 of the Disclosure Statement Order.** If the Proposed Plan is confirmed by the Bankruptcy Court, all Holders of Claims against and Equity Interests in the Debtors (including those Holders who abstain from voting on or reject the Plan, and those Holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.

If you hold more than one Blitz Personal Injury Trust Claim in Class 4(b), you should receive a Ballot for each of such Claims. Each Ballot you receive is for voting only the Claim described in the Ballot. Please complete and return each Ballot you receive in accordance with the instructions provided on such Ballot. You must vote all of your Claims within a single Class under the Plan to either accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. Any Ballot that (i) does not indicate either an acceptance or rejection of the Plan, or (ii) indicates both an acceptance and rejection of the Plan will be deemed to reflect the voter's intent to accept the Plan.

In the event you are a Holder of Claim, your Claim has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with certain tabulation rules (the "Tabulation Rules") approved by the Bankruptcy Court. These Tabulation Rules are set forth in paragraph 27 of the Disclosure Statement Order. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to the rights of the Plan Proponents in any other context (e.g., the right to contest the validity or amount of any Claim for purposes of allowance under the Plan). If you wish to obtain the temporary allowance of your Claim for Plan voting purposes in a different amount or Class than the amount provided in the Tabulation Rules, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or reject the Plan. All such Rule 3018(a) Motions must be filed on or before the later of (i) January 6, 2014, and (ii) the fourteenth (14<sup>th</sup>) day after the service of an objection, if any, to such Claim, but in no event later than seven (7) days prior to the Confirmation Hearing.

This Ballot does not constitute, and will not be deemed, a Proof of Claim or an assertion of a Claim or Equity Interest.

If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest received Ballot will supersede any and all prior Ballots.

**SECTION 4.3.3 OF THE PLAN PROPOSES THAT THE CHANNELING INJUNCTION, WHICH IS AN INJUNCTION UNDER SECTION 105(A) OF THE BANKRUPTCY CODE, APPLICABLE TO ALL PERSONS AND ENTITIES, THAT RESULTS IN THE PERMANENT CHANNELING OF ALL BLITZ PERSONAL INJURY TRUST CLAIMS AGAINST THE DEBTORS, THE PARTICIPATING INSURERS, WAL-MART AND CERTAIN OTHER ENTITIES, TO THE BLITZ PERSONAL INJURY TRUST FOR RESOLUTION AND PAYMENT. SIMILARLY, ARTICLE VII AND ARTICLE XV OF THE PLAN CONTAINS CERTAIN INJUNCTIONS AND RELEASES OF THE PROTECTED PARTIES. PLEASE REVIEW THESE PROVISIONS OF THE PLAN CAREFULLY BEFORE SUBMITTING YOUR BALLOT AS THESE PROVISIONS MAY AFFECT YOUR RIGHTS.**

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE

MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT AT KURTZMAN CARSON CONSULTANTS, LLC AT (877) 606-7519.

**PLEASE READ THE FOLLOWING  
INSTRUCTIONS BEFORE COMPLETING THE BALLOT.**

To properly complete this Ballot and cast your vote you must:

1. **For Item 1, the \$1.00 assignment of value to each Blitz Personal Injury Trust Claim will be solely for voting purposes (not for distribution purposes) and will not be binding upon the Holder, the Plan Proponents or the Blitz Personal Injury Trust for any purpose other than for voting on the Plan;**
2. Cast a vote to accept or reject the Plan by checking the appropriate box in Item 2;
3. Review Item 3;
4. Sign, date and provide the remaining information requested; and
5. Return the Ballot (containing the original signature) to the Voting Agent in the provided return envelope by first class mail (postage prepaid) to

**Blitz Ballot Processing Center  
c/o KCC  
2335 Alaska Avenue  
El Segundo, CA 90245**

so as to be **received** by the Voting Agent on or before **4:00 p.m. (prevailing U.S. Pacific Time) on January 21, 2014**. If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience. **Ballots submitted by facsimile, email or other electronic transmission will not be counted.**

**IF YOU ARE AN INDIVIDUAL AND INTEND FOR YOUR COUNSEL TO VOTE YOUR CLAIM ON YOUR BEHALF, THEN PLEASE ARRANGE WITH YOUR COUNSEL TO VOTE ON YOUR BEHALF WELL IN ADVANCE OF THE VOTING DEADLINE SO THAT YOUR BALLOT IS RECEIVED BEFORE THE VOTING DEADLINE.**

**PLEASE COMPLETE ALL ITEMS BELOW. RETURN YOUR BALLOT BY THE VOTING DEADLINE OR IT WILL NOT BE COUNTED.**

**Item 1. Amount of Claim Voted.** FOR PURPOSES OF VOTING TO ACCEPT OR REJECT THE PLAN, EACH HOLDER OF A BLITZ PERSONAL INJURY TRUST CLAIM WILL HAVE A SINGLE VOTE IN AN AMOUNT EQUAL TO **\$1.00**, REGARDLESS OF WHETHER THE DEBTORS HAVE SCHEDULED YOUR BLITZ PERSONAL INJURY TRUST CLAIM IN A DIFFERENT AMOUNT AND AS NONCONTINGENT, UNDISPUTED OR LIQUIDATED. **THE \$1.00 ASSIGNMENT OF VALUE TO EACH BLITZ PERSONAL INJURY TRUST CLAIM WILL BE SOLELY FOR VOTING PURPOSES (NOT FOR DISTRIBUTION PURPOSES) AND WILL NOT BE BINDING UPON THE HOLDER, THE PLAN PROPONENTS OR THE BLITZ PERSONAL INJURY TRUST FOR ANY PURPOSE OTHER THAN FOR VOTING ON THE PLAN.**

**Item 2. Class 4(b) Vote.** The undersigned Holder of the Claim identified in Item 1 hereby votes to **(check one box only)**:

ACCEPT the Plan.

REJECT the Plan.

**Item 3. Certification and Acknowledgments.** By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that an otherwise properly completed and executed and timely returned Ballot that does not indicate either an acceptance or rejection of the Plan, or indicates both an acceptance and a rejection of the Plan, will be deemed to reflect the voter's intent to accept the Plan.

Name of Claim Holder: \_\_\_\_\_

Signature: \_\_\_\_\_

If by Authorized Agent, Name and Title: \_\_\_\_\_

Title: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: (      ) \_\_\_\_\_

Email: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**Exhibit 5**

**Confirmation Hearing Notice**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

BLITZ U.S.A., Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13603 (PJW)

Jointly Administered

**NOTICE OF ORDER (I) APPROVING DISCLOSURE STATEMENT; (II) APPROVING SOLICITATION PROCEDURES, FORMS OF BALLOTS, AND MANNER OF NOTICE; (III) ESTIMATING EACH BLITZ PERSONAL INJURY TRUST AT \$1.00 SOLELY FOR VOTING PURPOSES; (IV) DEADLINE FOR CASTING VOTES TO ACCEPT OR REJECT THE PLAN; (V) HEARING TO CONSIDER CONFIRMATION OF THE PLAN AND (VI) RELATED MATTERS**

**TO ALL PARTIES IN INTEREST IN THE ABOVE-REFERENCED CHAPTER 11 CASES OF BLITZ U.S.A., INC. AND ITS AFFILIATED DEBTORS (COLLECTIVELY, THE “DEBTORS”) PLEASE TAKE NOTICE THAT:**

1. **Approval of Disclosure Statement.** By order dated December [\_\_], 2013 (the “Disclosure Statement Order”), the United States Bankruptcy Court for the District of Delaware approved the *Disclosure Statement for the Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation*, dated November 12, 2013 [Docket No. 1922] (as it may be amended, modified or supplemented from time to time, the “Disclosure Statement”) filed by the Debtors and the Official Committee of Unsecured Creditors (the “Committee,” together with Debtors, the “Plan Proponents”). The Disclosure Statement Order approves solicitation procedures for the solicitation and tabulation of votes (the “Solicitation Procedures”) to accept or reject the *Debtors’ and Official Committee of Unsecured Creditors’ Joint Plan of Liquidation*, dated November 12, 2013 [Docket No. 1921] (as it may be amended, modified or supplemented from time to time, the “Plan”).<sup>2</sup>

2. **Solicitation Procedures.** The Solicitation Procedures (i) contain special balloting instructions and tabulation procedures, and (ii) solely for the purposes of voting to accept or reject the Plan, and not for any other purpose, estimate each Blitz Personal Injury Trust Claim at a fixed value of \$1.00, regardless of whether such Claim has been scheduled by the Debtors as undisputed, noncontingent or liquidated. **CREDITORS, ESPECIALLY HOLDERS OF**

<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: LAM 2011 Holdings (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 309 North Main Street, Miami, OK 74354.

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

**BLITZ PERSONAL INJURY TRUST CLAIMS AND THEIR COUNSEL, SHOULD REVIEW THE SOLICITATION PROCEDURES CAREFULLY.**

3. **Confirmation Hearing.** A hearing will commence before the Honorable Peter J. Walsh, United States Bankruptcy Judge, 824 N. Market Street, 6<sup>th</sup> Floor, Courtroom No. 1, Wilmington, Delaware 19801 on **January 27, 2014 at 9:30 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard (the “Confirmation Hearing”) to consider the entry of an order confirming the Plan. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Plan Proponents of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

4. **Record Date and Voting Deadline.** The Disclosure Statement Order establishes (a) [ December 18, 2013 as the record date for determining the Holders of Claims in Class 3(a) (General Unsecured Claims against the USA Debtors), Class 3(b) (General Unsecured Claims against the BAH Debtors), Class 4(a) (Blitz Personal Injury Trust Claims against the USA Debtors) and Class 4(b) (Blitz Personal Injury Trust Claims against the BAH Debtors) (collectively, the “Voting Classes”) entitled to vote on the Plan, and (b) **January 21, 2014 at 4:00 p.m. (prevailing Pacific Time)** as the deadline for the submission of ballots (the “Ballots”) to accept or reject the Plan. Holders of Claims in the Voting Classes will receive Ballots for casting such votes. Failure to follow the instructions set forth in the Disclosure Statement Order and the Ballot may disqualify that Ballot and the vote represented thereby.

5. **Parties in Interest Not Entitled to Vote.** Holders of Claims or Equity Interests in Classes 1(a) (Priority Claims against the USA Debtors), 1(b) (Priority Claims against the BAH Debtors), 2(a) (Allowed Secured Claims against the USA Debtors), 2(b) (Allowed Secured Claims against the BAH Debtors), 5(a) (Intercompany Claims against the USA Debtors), 5(b) (Intercompany Claims against the BAH Debtors), 6(a) (Equity Interests in the USA Debtors) and 6(b) (Equity Interests in the BAH Debtors) are not entitled to vote and will not receive a Ballot. If you hold such a Claim or Equity Interest, you will receive a notice of your non-voting status. If you are not entitled to vote on the Plan, but believe you should be entitled to vote on the Plan, then you must serve on the parties identified in paragraph 6 below, and file with the Bankruptcy Court, a motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (a “Rule 3018(a) Motion”), temporarily allowing such claim in a stated amount for purposes of voting to accept or reject the Plan. All such Rule 3018(a) Motions must be filed on or before the later of (i) January 6, 2014, and (ii) the fourteenth (14<sup>th</sup>) day after the service of an objection, if any, to such Claim, but in no event later than seven (7) days prior to the Confirmation Hearing. In accordance with Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, as to any creditor filing a Rule 3018(a) Motion, such creditor’s Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing, prior to or at the Confirmation Hearing. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above may not be considered.

6. **Objections to Confirmation of the Proposed Plan.** Objections, if any, to the Plan must (i) be in writing, (ii) state the name and address of the objecting party and the amount or nature of the Claim or Equity Interest of such party, (iii) state with particularity the basis and nature of any

objections to the Plan, and (iv) be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, together with proof of service, and served upon: (i) counsel for the USA Debtors: Richards, Layton & Finger, P. A., One Rodney Square, Wilmington, DE 19899, Attn: Daniel J. DeFranceschi, Esq. (Email: [defranceschi@rlf.com](mailto:defranceschi@rlf.com)); (ii) counsel for the BAH Debtors: Young, Conaway, Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Sean M. Beach, Esq. (Email: [sbeach@ycst.com](mailto:sbeach@ycst.com)); (iii) counsel for the Committee: (a) Womble Carlyle Sandridge & Rice, 222 Delaware Avenue, Suite 1501, Wilmington, DE 19801, Attn: Francis A. Monaco, Jr., Esq. (Email: [fmonaco@wcsr.com](mailto:fmonaco@wcsr.com)) and (b) Lowenstein Sandler P.C., 65 Livingston Avenue, Roseland, NJ 07068, Attn: Jeffrey Prol, Esq. (Email: [jprol@lowenstein.com](mailto:jprol@lowenstein.com)); (iv) the Office of the United States Trustee: 844 King Street, Room 2207, Lockbox #35, Wilmington, DE 19899-0035, Attn: Richard Schepacarter, Esq.; (v) counsel for Wal-Mart: Potter Anderson & Corroon LLP, 1313 North Market Street, P.O. Box 951, Wilmington, DE 19899, Attn: Jeremy W. Ryan, Esq. (Email: [jryan@potteranderson.com](mailto:jryan@potteranderson.com)); (vi) counsel for Liberty Surplus Insurance Corporation: (a) Stevens & Lee, P.C., 1105 N. Market Street, Suite 700, Wilmington, DE 19801, Attn: John D. Demmy, Esq. (email: [jdd@stevenslee.com](mailto:jdd@stevenslee.com)) and (b) Stevens & Lee, P.C., Suite 100, 620 Freedom Business Center, King of Prussia, PA 19406, Attn: Leonard P. Goldberger, Esq. (email: [lpg@stevenslee.com](mailto:lpg@stevenslee.com)); (vii) counsel for Westchester Surplus Lines Insurance Company: (a) Duane Morris LLP, 222 Delaware Avenue, Suite 1600, Wilmington, DE 19801, Attn: Richard W. Riley, Esq. (Email: [rw Riley@duanemorris.com](mailto:rw Riley@duanemorris.com)); and (b) O'Melveny & Myers LLP, 7 Times Square, New York, NY 10036, Attn: Tancred Schiavoni, Esq. (Email: [tschiavoni@omm.com](mailto:tschiavoni@omm.com)) (vii) Old Republic Insurance: (a) Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19899, Attn: Brett D. Fallon, Esq. (Email: [bfallon@morrisjames.com](mailto:bfallon@morrisjames.com)); and (b) Fox, Swibel, Levin & Carroll LLP, 200 W. Madison Street, Suite 3000, Chicago, IL 60606, Attn: Margaret M. Anderson, Esq. (Email: [panderson@fslc.com](mailto:panderson@fslc.com)); and (viii) Endurance American Specialty Insurance Company: White and Williams LLP, 824 North Market Street, Suite 902, Wilmington, DE 19899. Attn: James S. Yoder, Esq. (Email: [yoderj@whiteandwilliams.com](mailto:yoderj@whiteandwilliams.com)); and (ix) Kinderhook: Freshfields Bruckhaus Deringer US LLP, 601 Lexington Avenue, 31<sup>st</sup> Floor, New York, NY 10022, Attn: Abbey Walsh (Email: [abbey.walsh@freshfields.com](mailto:abbey.walsh@freshfields.com)); in each case so as to be actually received on or before **JANUARY 21, 2014 at 4:00 P.M. (PREVAILING U.S. EASTERN TIME)**. **UNLESS AN OBJECTION IS TIMELY FILED AND SERVED AS PROVIDED HEREIN, IT MAY NOT BE CONSIDERED AT THE CONFIRMATION HEARING.**

**ARTICLE VII, SECTION 4.4.3 AND SECTION 15.4 OF THE PLAN CONTAIN RELEASE, INJUNCTION AND EXCULPATION PROVISIONS, AND SECTION 7.2 CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER:**

**7. Channeling Injunction: Subject to certain exceptions, Section 4.3.3 of the Plan provides as follows:**

***4.3.3 Imposition of Channeling Injunction. From and after the Effective Date, (i) all Blitz Personal Injury Trust Claims will be subject to the Channeling Injunction pursuant to section 105(a) of the Bankruptcy Code and the provisions of the Plan and the Confirmation Order and (ii) the Protected Parties shall have no obligation to pay any liability of any nature***

*or description arising out of, relating to, or in connection with any Blitz Personal Injury Trust Claims, provided, however that nothing in the Plan shall preclude any action by the Blitz Personal Injury Trust to enforce the Plan. In order to supplement the injunctive effect of the Plan Injunction, and pursuant to sections 105(a) and 363(f) of the Bankruptcy Code, for Blitz Personal Injury Trust Claims, the Confirmation Order shall provide for the following permanent injunction to take effect as of the Effective Date:*

*4.3.3.1 Terms. In order to preserve and promote the settlements contemplated by and provided for in the Plan and to supplement, where necessary, the injunctive effect of the Plan Injunction and the Releases described in section 7.2 of the Plan, and pursuant to the exercise of the equitable jurisdiction and power of the Bankruptcy Court under section 105(a) of the Bankruptcy Code, all Entities that have held or asserted, or that hold or assert any Blitz Personal Injury Trust Claim against the Protected Parties, or any of them, shall be permanently stayed, restrained and enjoined from taking any action for the purpose of directly or indirectly collecting, recovering, or receiving payments, satisfaction, or recovery from any such Protected Party with respect to any such Blitz Personal Injury Trust Claim, including, but not limited to:*

*(a) commencing, conducting or continuing, in any manner, whether directly or indirectly, any suit, action or other proceeding of any kind with respect to any such Blitz Personal Injury Trust Claim, against any of the Protected Parties, or against the property of any Protected Party with respect to any such Blitz Personal Injury Trust Claim;*

*(b) enforcing, levying, attaching, collecting or otherwise recovering, by any manner or means, or in any manner, either directly or indirectly, any judgment, award, decree or other order against any of the Protected Parties or against the property of any Protected Party with respect to any such Blitz Personal Injury Trust Claim;*

*(c) creating, perfecting or enforcing in any manner, whether directly or indirectly, any Lien of any kind against any Protected Party or the property of any Protected Party with respect to any such Blitz Personal Injury Trust Claim;*

*(d) asserting or accomplishing any setoff, right of subrogation, indemnity, contribution or recoupment of any kind, whether directly or indirectly, against any obligation due any Protected Party or against the property of any Protected Party with respect to any such Blitz Personal Injury Trust Claim; and*

*(e) taking any act, in any manner, in any place whatsoever, that does not conform to, or comply with, the provisions of the Plan Documents, with respect to such Blitz Personal Injury Trust Claim.*

**8. Debtor Releases.** Subject to certain exceptions, Section 7.2.1 of the Plan provides as follows:

*7.2.1 Releases by Debtors and Estates. For good and valuable consideration, including without limitation, (a) the Insurance Settlement Payment and Wal-Mart's additional payment of \$1.54 million, payment of which is critical to the Debtors' ability to obtain confirmation of the Plan and to effectuate distributions to holders of Blitz Personal Injury Trust Claims, and (b) the BAH Settlement Payment, payment of which is critical to the Debtors' ability to obtain confirmation of the Plan and to effectuate distributions to holders of Allowed Claims against the USA Debtors, as of the Effective Date, each of (i) the Debtors, on behalf of themselves and their respective Estates and their respective Affiliates, members, officers, directors, and employees, and any person claiming by or through them and (ii) the Creditors' Committee, on behalf of itself and its members (solely in their capacities as members of the Creditors' Committee), shall be deemed to completely and forever release, waive, disclaim and discharge the Protected Parties, of and from any and all claims, counterclaims, actions, causes of action, lawsuits, proceedings, adjustments, offsets, contracts, obligations, liabilities, controversies, costs, expenses, attorneys' fees and losses whatsoever, whether in law, in admiralty, in bankruptcy, or in equity, and whether based on any federal law, state law, foreign law, common law or otherwise, foreseen or unforeseen, matured or unmatured, known or unknown, accrued or not accrued based upon any acts, omissions, conduct or other matters occurring prior to the Effective Date and in any way related to the Debtors, their businesses, operations, activities, their Chapter 11 Cases, and/or any Blitz Product.*

**9. Third Party Releases:** Subject to certain exceptions, Section 7.2.2 of the Plan provides as follows:

*7.2.2 Releases by Holders of Claims and Equity Interests. For good and valuable consideration, including, without limitation, (a) the Insurance Settlement Payment and Wal-Mart's additional payment of \$1.54 million, payment of which is critical to the Debtors' ability to obtain confirmation of the Plan and to effectuate distributions to holders of Blitz Personal Injury Trust Claims, and (b) the BAH Settlement Payment, payment of which is critical to the Debtors' ability to obtain confirmation of the Plan and to effectuate distributions to holders of Allowed Claims against the USA Debtors, as of the Effective Date, each present and former holder of a Claim or Equity Interest will be deemed to completely and forever release, waive, disclaim and discharge the Protected Parties of and from any and all claims, counterclaims, actions, causes of action, lawsuits, proceedings, adjustments, offsets, contracts, obligations, liabilities, controversies, costs, expenses, attorneys' fees and losses whatsoever, whether in law, in admiralty, in bankruptcy, or in equity, and whether based on any federal law, state law, foreign law, common law or otherwise, foreseen or unforeseen, matured or unmatured, known or unknown, accrued or not accrued based upon any acts, omissions, conduct or other matters occurring prior to the Effective Date and in any way related to the Debtors, their businesses, operations, activities, their Chapter 11 Cases, and/or any Blitz Product.*

**10. Injunction:** Section 7.3 of the Plan provides as follows:

*7.3 Plan Injunction. Except as otherwise provided in the Plan and/or the Plan Documents (including specifically the Blitz Personal Injury Trust Agreement and the Blitz Personal*

*Injury TDP), upon the entry of the Confirmation Order, all holders of Claims and Equity Interests and other parties in interest, along with their respective present or former employers, agents, officers, directors, or principals, shall be and are permanently enjoined from and restrained against*

*7.3.1 taking any actions to interfere with the implementation or consummation of the Plan.*

*7.3.2 commencing or continuing in any court, proceeding or other tribunal of any kind, any suit, action, or other proceeding, or otherwise asserting any Claim or Equity Interest, which has been released pursuant to Sections 7.2.1, or 7.2.2 hereof or from seeking to hold any Protected Party liable in any such suit, action or proceeding or for any such Claim, or Equity Interest that has been released pursuant to Sections 7.2.1 or 7.2.2 of the Plan;*

*7.3.3 enforcing, levying, attaching, collecting or otherwise recovering by any manner or means, whether directly or indirectly, any judgment, award, decree or order against the Debtors, their Estates, their assets, the Protected Parties, the Blitz Liquidating Trust Assets and/or the Blitz Personal Injury Trust Assets;*

*7.3.4 creating, perfecting or otherwise enforcing in any manner, directly or indirectly, any encumbrance against the Debtors' assets, their Estates' assets, the Protected Parties' assets, the Blitz Liquidating Trust Assets and/or the Blitz Personal Injury Trust Assets; and*

*7.3.5 asserting, implementing or effectuating any setoff, right of subrogation, indemnity, contribution or recoupment of any kind against any obligation due any Protected Party or against the property of any Protected Party with respect to any such claim, demand or cause of action.*

**11. Exculpation:** Section 15.4 of the Plan provides as follows:

*15.4 Exculpation and Release. The Exculpated Parties shall not have or incur, and are hereby released from, any claim, obligation, cause of action and/or liability to any holder of a Claim, Equity Interest, or any other Entity or any of their respective successors, assigns or Representatives for any act or omission with respect to or arising out of the Chapter 11 Cases, the pursuit of confirmation of the Plan, the consummation of the Plan, or the administration of the Plan or the property to be distributed under the Plan, except for gross negligence, fraud or willful misconduct or any obligations that they have under or in connection with the Plan, the Plan Documents, or any transactions contemplated thereby, and in all respects shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan.*

**12. Additional Information.** For information about the solicitation procedures, or to obtain a copy of the Disclosure Statement Order, the Disclosure Statement, the Plan, or any related documents, at no charge, please contact the Voting and Balloting Agent, Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, California 90245, at (877) 606-7519 or visit the Debtors' website at [www.kccllc.net/Blitz](http://www.kccllc.net/Blitz). Please note that the Voting and Balloting Agent is not permitted to give legal advice. In addition, any documents that are filed with the

Bankruptcy Court also are available for inspection during regular business hours at the office of the clerk of the Bankruptcy Court, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801, or may be viewed on the Internet at the Bankruptcy Court's website (<http://www.deb.uscourts.gov>) by following the directions for accessing the ECF system on such website.

**13. Reservation of Rights. The Debtors reserve the right to dispute, or to assert offsets or defenses to, any Claim reflected in the Schedules or to object to any Claim or Proof of Claim filed in the Chapter 11 Cases, as to amount, liability, characterization, or otherwise, and to subsequently designate any claim as disputed, contingent, or unliquidated on the Schedules or otherwise. Nothing contained in this Notice shall preclude the Debtors from objecting to any Claim, whether scheduled or filed or unfiled, on any grounds.**

Dated: December [ ], 2013  
Wilmington, Delaware

**BY ORDER OF THE COURT**

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RICHARDS, LAYTON & FINGER, P.A.  
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Michael J. Merchant (Bar No. 3854)  
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*Counsel to Blitz Acquisition, LLC, Blitz RE  
Holdings, LLC, Blitz U.S.A., Inc. and  
MiamiOK LLC (f/k/a F3 Brands LLC)*

-and-

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-and-

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YOUNG CONAWAY STARGATT &  
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*Counsel to the Official Committee of Unsecured  
Creditors*

*Counsel for LAM 2011 Holdings, LLC and  
Blitz Acquisition Holdings, Inc.*

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

In re

BLITZ U.S.A., Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13603 (PJW)

Jointly Administered

Hearing Date: December 18, 2013 at 11:00 a.m. (ET)

Objection Deadline: December 11, 2013 at 4:00 p.m. (ET)

**NOTICE OF JOINT MOTION OF THE DEBTORS AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ORDER (A) APPROVING THE DISCLOSURE STATEMENT; (B) APPROVING FORM AND MANNER OF NOTICE OF CONFIRMATION HEARING; (C) APPROVING PROCEDURES FOR THE SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE PLAN; (D) ESTIMATING EACH BLITZ PERSONAL INJURY TRUST CLAIM AT \$1.00 FOR VOTING PURPOSES; (E) APPROVING NOTICE AND OBJECTION PROCEDURES IN RESPECT THEREOF AND (F) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) in the above-captioned jointly administered cases has filed the attached *Joint Motion of the Debtors and the Official Committee of Unsecured Creditors for Order (a) Approving the Disclosure Statement; (b) Approving Form and Manner of Notice of Confirmation Hearing; (c) Approving Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Plan; (d) Estimating Each Blitz Personal Injury Trust Claim at \$1.00 for Voting Purposes; (e) Approving Notice and Objection Procedures in Respect Thereof and (f) Granting Related Relief* (the “Motion”).

<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: LAM 2011 Holdings (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 309 North Main Street, Miami, OK 74354.

PLEASE TAKE FURTHER NOTICE that, responses, if any, to the Motion, must be filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, on or before **December 11, 2013 at 4:00 p.m. (Eastern)**.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response upon: (i) counsel for the USA Debtors: Richards, Layton & Finger, P. A., One Rodney Square, Wilmington, DE 19899, Attn: Daniel J. DeFranceschi, Esq. (Email: defranceschi@rlf.com); (ii) counsel for the BAH Debtors: Young, Conaway, Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Sean M. Beach, Esq. (Email: sbeach@ycst.com); (iii) counsel for the Committee: (a) Womble Carlyle Sandridge & Rice, 222 Delaware Avenue, Suite 1501, Wilmington, DE 19801, Attn: Francis A. Monaco, Jr., Esq. (Email: fmonaco@wcsr.com) and (b) Lowenstein Sandler P.C., 65 Livingston Avenue, Roseland, NJ 07068, Attn: Jeffrey Prol, Esq. (Email: jprol@lowenstein.com); (iv) the Office of the United States Trustee: 844 King Street, Room 2207, Lockbox #35, Wilmington, DE 19899-0035, Attn: Richard Schepacarter, Esq.; (v) counsel for Wal-Mart: Potter Anderson & Corroon LLP, 1313 North Market Street, P.O. Box 951, Wilmington, DE 19899, Attn: Jeremy W. Ryan, Esq. (Email: jryan@potteranderson.com); (vi) counsel for Liberty Surplus Insurance Corporation: (a) Stevens & Lee, P.C., 1105 N. Market Street, Suite 700, Wilmington, DE 19801, Attn: John D. Demmy, Esq. (email: jdd@stevenslee.com) and (b) Stevens & Lee, P.C., Suite 100, 620 Freedom Business Center, King of Prussia, PA 19406, Attn: Leonard P. Goldberger, Esq. (email: lpg@stevenslee.com); (vii) counsel for Westchester Surplus Lines Insurance Company: (a) Duane Morris LLP, 222 Delaware Avenue, Suite 1600, Wilmington, DE 19801, Attn: Richard W. Riley, Esq. (Email: rw Riley@duanemorris.com); and (b) O'Melveny & Myers LLP, 7 Times Square, New York, NY 10036, Attn: Tancred Schiavoni, Esq. (Email: tschiavoni@omm.com) (vii) counsel for

Old Republic Insurance: (a) Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19899, Attn: Brett D. Fallon, Esq. (Email: bfallon@morrisjames.com); and (b) Fox, Swibel, Levin & Carroll LLP, 200 W. Madison Street, Suite 3000, Chicago, IL 60606, Attn: Margaret M. Anderson, Esq. (Email: panderson@fslc.com); and (viii) counsel for Endurance American Specialty Insurance Company: White and Williams LLP, 824 North Market Street, Suite 902, Wilmington, DE 19899. Attn: James S. Yoder, Esq. (Email: yoderj@whiteandwilliams.com); and (ix) Kinderhook: Freshfields Bruckhaus Deringer US LLP, 601 Lexington Avenue, 31st Floor, New York, NY 10022, Attn: Abbey Walsh (Email: abbey.walsh@freshfields.com):

A HEARING ON THE MOTION WILL BE HELD ON **December 18, 2013 AT 11:00 A.M. (EASTERN)** ONLY IF AN OBJECTION IS TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE.

**IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.**

Dated: November 27, 2013

Respectfully submitted,

**LOWENSTEIN SANDLER PC**

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-- and --

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By: /s/ Francis A. Monaco, Jr.

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