

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

In re:)
) Chapter 11
)
TZEW HOLDCO LLC, *et al.*,¹) Case No. 20-10910 (CSS)
)
)
Debtors.) (Jointly Administered)
)

Re: Docket Nos. 27 and 58

Objection Deadline: April 22, 2020 at 10:00 a.m. (ET)
Committee Objection Deadline: objections can be made at the hearing
Hearing Date: April 24, 2020 at 1:00 p.m. (ET)

**NOTICE OF HEARING REGARDING DEBTORS’ MOTION SEEKING ENTRY OF
ORDERS (I)(A) APPROVING BIDDING PROCEDURES, (B) SCHEDULING AN
AUCTION AND SALE HEARING, (C) APPROVING THE FORM AND MANNER OF
NOTICE THEREOF, (D) ESTABLISHING PROCEDURES FOR THE ASSUMPTION
AND ASSIGNMENT OF CONTRACTS AND LEASES, (II)(A) APPROVING ASSET
PURCHASE AGREEMENT AMONG THE DEBTORS AND THE PURCHASER, (B)
APPROVING SALE OF SUBSTANTIALLY ALL ASSETS FREE AND CLEAR OF ALL
LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS PURSUANT TO
BANKRUPTCY CODE SECTIONS 105, 363(B), (F) AND (M), (C) APPROVING
ASSUMPTION, ASSIGNMENT AND SALE OF CERTAIN EXECUTORY CONTRACTS
AND UNEXPIRED LEASES FREE AND CLEAR OF ALL LIENS, CLAIMS,
ENCUMBRANCES AND OTHER INTERESTS PURSUANT TO BANKRUPTCY CODE
SECTIONS 363 AND 365, AND (D) DETERMINING THE AMOUNTS NECESSARY
TO CURE SUCH EXECUTORY CONTRACTS AND UNEXPIRED LEASES,
AND (III) GRANTING RELATED RELIEF**

TO: (a) the Office of the U.S. Trustee for the District of Delaware; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) the Senior Secured Agent; (d) counsel to the Senior Secured Agent; (e) the United States Attorney’s Office for the District of Delaware; (f) the Internal Revenue Service; (g) the state attorneys general for all states in which the Debtors conduct business; (h) all parties who have expressed a written interest in some or all of the Assets; (i) all known holders of liens, encumbrances, and other claims secured by the Assets; (j) all parties to executory contracts and leases to be assumed, assigned and sold as part of the proposed Sale; (k) counsel to the Stalking Horse Bidder, and (l) any party that requests service pursuant to Bankruptcy Rule 2002.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Apex Parks Group, LLC (5579); Apex Real Property Holdings, LLC (1013); Speedzone Beverage Company, LLC (2339); Speedzone Holdings, LLC (7913); Speedzone Management, LLC (2937); TZEW Holdco LLC (0252); and TZEW Intermediate Corp. (1058). The location of the Debtors’ service address in these chapter 11 cases is: 18575 Jamboree Road, Suite 600, Irvine, CA 92612.



PLEASE TAKE NOTICE that on April 13, 2020, the above-captioned debtors and debtors in possession (the “Debtors”), filed the *Debtors’ Motion Seeking Entry of Orders (I)(A) Approving Bidding Procedures, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Establishing Procedures for the Assumption and Assignment of Contracts and Leases, (II)(A) Approving Asset Purchase Agreement Among the Debtors and the Purchaser, (B) Approving Sale of Substantially All Assets Free and Clear of All Liens, Claims, Encumbrances and Other Interests Pursuant to Bankruptcy Code Sections 105, 363(b), (f) and (m), (C) Approving Assumption, Assignment and Sale of Certain Executory Contracts and Unexpired Leases Free and Clear of All Liens, Claims, Encumbrances and Other Interests Pursuant to Bankruptcy Code Sections 363 and 365, and (D) Determining the Amounts Necessary to Cure Such Executory Contracts and Unexpired Leases, and (III) Granting Related Relief* [Docket No. 27] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”). A copy of the Motion was previously served upon you.

PLEASE TAKE FURTHER NOTICE that on April 14, 2020, the Bankruptcy Court entered the *Order Granting Motion to Shorten Notice and Request for Hearing with Respect to Debtors’ Motion Seeking Entry of Orders (I)(A) Approving Bidding Procedures, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Establishing Procedures for the Assumption and Assignment of Contracts and Leases, (II)(A) Approving Asset Purchase Agreement Among the Debtors and the Purchaser, (B) Approving Sale of Substantially All Assets Free and Clear of All Liens, Claims, Encumbrances and Other Interests Pursuant to Bankruptcy Code Sections 105, 363(b), (f) and (m), (C)*

Approving Assumption, Assignment and Sale of Certain Executory Contracts and Unexpired Leases Free and Clear of All Liens, Claims, Encumbrances and Other Interests Pursuant to Bankruptcy Code Sections 363 and 365, and (D) Determining the Amounts Necessary to Cure Such Executory Contracts and Unexpired Leases, and (III) Granting Related Relief [Docket No. 58] (the “Order Shortening Notice”). A copy of the Order is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that any response or objection to the relief requested in the Sale Motion related to the Bidding Procedures must be filed with the Bankruptcy Court on or before **April 22, 2020 at 10:00 a.m. Eastern Time**.

PLEASE TAKE FURTHER NOTICE that any response or objection to the relief requested in the Sale Motion related to the Bidding Procedures from any official committee appointed in these cases may be presented at the hearing, without the need to file a written objection in advance of the hearing.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon: (a) the Debtors, Apex Parks Group, LLC, 18575 Jamboree Road, Suite 600, Irvine, CA 92612, Attn: Scott Avila; (b) proposed counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, Attn: Laura Davis Jones, Timothy Cairns; (c) the Office of The United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Linda Richenderfer; (d) counsel to any statutory committee appointed in these chapter 11 cases; and (e) counsel to the Prepetition Agent, (i) KTBS Law LLP (*f/k/a Klee, Tuchin, Bogdanoff & Stern LLP*), 1999 Avenue of the Stars, 39th Floor, Los Angeles, California 90067, Attn: Michael L. Tuchin and Jonathan M. Weiss and (ii) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Robert F. Poppiti, Jr.

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

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF REQUESTED IN THE SALE MOTION RELATED TO THE BIDDING PROCEDURES WILL BE HELD ON APRIL 24, 2020 AT 1:00 P.M. EASTERN TIME BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI, UNITED STATES BANKRUPTCY COURT JUDGE, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM NO. 6, WILMINGTON, DELAWARE 19801.

Dated: April 15, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Timothy P. Cairns

Laura Davis Jones (DE Bar No. 2436)
David M. Bertenthal (CA Bar No. 167624)
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Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
TZEW HOLDCO LLC, *et al.*,¹) Case No. 20-10910 (CSS)
)
Debtors.) (Joint Administration Requested)
)
) **Re: Docket No. 28**

ORDER GRANTING MOTION TO SHORTEN NOTICE AND REQUEST FOR HEARING WITH RESPECT TO DEBTORS' MOTION SEEKING ENTRY OF ORDERS (I)(A) APPROVING BIDDING PROCEDURES, (B) SCHEDULING AN AUCTION AND SALE HEARING, (C) APPROVING THE FORM AND MANNER OF NOTICE THEREOF, (D) ESTABLISHING PROCEDURES FOR THE ASSUMPTION, ASSIGNMENT AND SALE OF CONTRACTS AND LEASES, (II)(A) APPROVING ASSET PURCHASE AGREEMENT AMONG THE DEBTORS AND THE PURCHASER, (B) APPROVING SALE OF SUBSTANTIALLY ALL ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS PURSUANT TO BANKRUPTCY CODE SECTIONS 105, 363(b), (f) AND (m), (C) APPROVING ASSUMPTION, ASSIGNMENT AND SALE OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS PURSUANT TO BANKRUPTCY CODE SECTIONS 363 AND 365, AND (D) DETERMINING THE AMOUNTS NECESSARY TO CURE SUCH EXECUTORY CONTRACTS AND UNEXPIRED LEASES, AND (III) GRANTING RELATED RELIEF

Upon consideration of the motion (the "Motion")² for an order pursuant to Del. Bankr. L.R. 9006-1(e) scheduling an expedited hearing and shortening notice of *Debtors' Motion Seeking Entry of Orders (i)(a) Approving Bidding Procedures, (b) Scheduling an Auction and Sale Hearing, (c) Approving the Form and Manner of Notice Thereof, (d) Establishing Procedures for the Assumption, Assignment and Sale of Contracts and Leases, (ii)(a) Approving Asset Purchase Agreement Among the Debtors and the Purchaser, (b) Approving Sale of*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Apex Parks Group, LLC (5579); Apex Real Property Holdings, LLC (1013); Speedzone Beverage Company, LLC (2339); Speedzone Holdings, LLC (7913); Speedzone Management, LLC (2937); TZEW Holdco LLC (0252); and TZEW Intermediate Corp. (1058). The location of the Debtors' service address in these chapter 11 cases is: 18575 Jamboree Road, Suite 600, Irvine, CA 92612.

² Capitalized terms not defined herein shall have the meaning attributed in the Motion.

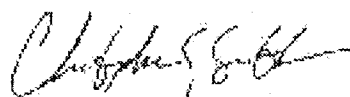
Substantially All Assets Free and Clear of All Liens, Claims, Encumbrances and Other Interests Pursuant to Bankruptcy Code Sections 105, 363(b), (f) and (m), (C) Approving Assumption, Assignment and Sale of Certain Executory Contracts and Unexpired Leases Free and Clear of All Liens, Claims, Encumbrances and Other Interests Pursuant to Bankruptcy Code Sections 363 and 365, and (d) Determining the Amounts Necessary to Cure Such Executory Contracts and Unexpired Leases, and (iii) Granting Related Relief (the “Sale Motion”) filed by the above-captioned debtors and debtors in possession (collectively, the “Debtors”); the Court having considered the Motion; the Court finding that (a) the Court has jurisdiction for a hearing pursuant to 28 U.S.C. §§ 157 and 1334 and (b) the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and notice of the Motion being adequate and sufficient; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. A hearing (the “Hearing”) on the Bidding Procedures portion of the Sale Motion shall be held on April 24, 2020 at 1:00 p.m. prevailing Eastern Time.
3. Any objections or responses to the relief requested in the Sale Motion related to Bidding Procedures must be filed on or before April 22, 2020 at 10:00 a.m. prevailing Eastern Time; provided, however, that objections from any official committee appointed in these cases may be presented at the Hearing, without the need to file a written objection in advance of the Hearing.
4. Immediately after the entry of this Order, counsel for the Debtors shall serve a copy of this Order and notice of the Sale Motion on parties originally served with the Motion and the Sale Motion in the manner described in the Motion.

5. This Court shall retain jurisdiction to enforce and interpret the provisions of this Order.

**Dated: April 14th, 2020
Wilmington, Delaware**



**CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE**