

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

BLITZ U.S.A., INC., *et al.*,¹

Debtors.

BLITZ U.S.A., INC., *et al.*,

Plaintiffs,

vs.

TABITHA ALEXSON AS NATURAL
GUARDIAN AND NEXT FRIEND FOR ETHAN
GROOMS; JASMINE ALEXIS BALLEW, A
MINOR, BY AND THROUGH HER GUARDIAN
AD LITEM, KAREN BRITT PEELER AND
JASMINE BALLEW; JERRY C. BARNETT AND
DANIEL R. FULTON; MIGUEL BARRERA,
INDIVIDUALLY AND AS PERSONAL
REPRESENTATIVE OF THE ESTATE OF
SIXIALFREDO BARRERA; LANDON
BEADORE, BY AND THROUGH HIS PARENTS,
PAUL BEADORE AND MELISSA WEEKS, AND
MELISSA WEEKS, AND PAUL BEADORS,
INDIVIDUALLY; CHRISTOPHER BOSSE;
AMANDA BURCH, INDIVIDUALLY AND AS
NEXT FRIEND AND NATURAL GUARDIAN
FOR TIMOTHY BURCH; CHRISTOPHER
DRONEY; JESSICA FENN AND JEREMIAH
FENN, SR., INDIVIDUALLY AND ON BEHALF
OF THEIR DECEASED SON AND DAUGHTER,
JEREMIAH FENN, JR. AND JA'EL FENN;
KAYLEE FREELAND, A MINOR; CHAD
FUNCHESS; KAREN GUENIOT-KORNEGAY,

) Chapter 11

) Case No. 11-13603 (PJW)

) (Joint Administration Requested)

) Adv. Proc No. 11-53578 (PJW)

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



INDIVIDUALLY, AND ON BEHALF OF ALL OF)
 THE WRONGFUL DEATH BENEFICIARIES OF)
 MATTHEW DYLAN KORNEGAY; WADE)
 GUILFORD; ROBERT JACOBY; RANDALL)
 JOHNSON; CARMEN LOPEZ AND SANTIAGO)
 ROSA, GUARDIANS AD LITEM FOR JESUS)
 SANTIAGO ROSA, CARMEN LOPEZ AND)
 SANTIAGO ROSA IN THEIR OWN RIGHT, AND)
 JESUS SANTIAGO ROSA, IN HIS OWN RIGHT;)
 MARY JO PIERCE FOR B.P., A MINOR, BY HIS)
 MOTHER AND NATURAL GUARDIAN;)
 SHERRI PURVIS INDIVIDUALLY AND AS)
 NEXT FRIEND AND NATURAL GUARDIAN)
 FOR JAMES C. PURVIS; LORI SHICKEL, BOTH)
 INDIVIDUALLY AND AS MOTHER AND NEXT)
 FRIEND OF JORDAN SHICKEL, A MINOR;)
 ROBYN SMITH, FOR DEVAN VANBRUNT, A)
 MINOR, BY HIS MOTHER AND NATURAL)
 GUARDIAN; STATE FARM LLOYDS, AS)
 SUBROGEE OF ERIC AND TAMMY BALCH;)
 DENNIES THORNTON, A MINOR, BY AND)
 THROUGH HIS NEXT FRIEND AND FATHER,)
 DAVID THORNTON; DYLAN J. TREVINO, A)
 MINOR, SUING BY HIS NEXT FRIEND AND)
 GUARDIAN, DIANA TREVINO, AND DIANA)
 TREVINO, INDIVIDUALLY; KENNETH WARD)
 AND CURTIS WARD; RICHARD L YIM, JR.; and)
 JOHN DOES 1-1000,)
)
)
 Defendants.)
)

**NOTICE OF (I) FILING OF BANKRUPTCY PETITION AND RELATED
 PLEADINGS AND (II) NOTICE OF HEARING ON FIRST DAY
 MOTIONS SCHEDULED FOR NOVEMBER 10, 2011 AT 10:30 A.M.²**

TO: ALL PARTIES IN INTEREST

PLEASE TAKE NOTICE that on November 9, 2011, the above-captioned debtors and debtors-in-possession (the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532.

² Parties wishing to appear telephonically at this hearing must contact CourtCall via telephone (866-582-6878) or facsimile (866-533-2946) no later than 9:30 a.m. (EST) on Thursday, November 10, 2011.

PLEASE TAKE FURTHER NOTICE that in addition to the filing of the voluntary petitions, the Debtors have filed the following first day motions and related pleadings (collectively, the “First Day Motions” and together with the Petitions, the “Main Case Pleadings”):³

- A. 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 [Docket No. 13; Adv. Docket No. 2; Filed November 9, 2011]

- B. First Day Motions:
 - 1. Debtors’ Motion for Entry of an Order Directing Joint Administration of Their Chapter 11 Cases [Docket No. 2; Filed November 9, 2011]
 - 2. Debtors’ Motion for Entry of an Order Authorizing the Retention and Employment of Kurtzman Carson Consultants LLC as Notice and Claims Agent for the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date [Docket No. 3; Filed November 9, 2011]
 - 3. Debtors’ Motion for Entry of an Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System, (B) Maintain Existing Bank Accounts and Business Forms, and (C) Continue Intercompany Arrangements and (II) Granting Intercompany Claims Administrative Priority [Docket No. 4; Filed November 9, 2011]
 - 4. Debtors’ Motion for Entry of an Order Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries and Other Compensation and Reimbursable Expenses, (B) Pay and Honor Obligations Related to Employee Medical and Similar Benefits and (C) Continue Their Employee Medical and Similar Benefits [Docket No. 5; Filed November 9, 2011]
 - 5. Debtors’ Motion for Entry of an Order Authorizing the Debtors to Continue Prepetition Insurance Coverage [Docket No. 6; Filed November 9, 2011]
 - 6. Debtors’ Motion for Entry an Order Authorizing the Debtors to Pay Certain Prepetition Taxes and Fees [Docket No. 7; Filed November 9, 2011]
 - 7. Debtors’ Motion for Entry of Interim and Final Orders Determining Adequate Assurance of Payment for Future Utility Services [Docket No. 8; Filed November 9, 2011]

³ Copies of all of the Main Case Pleadings and Adversary Proceeding Pleadings (as defined herein) are available online at the following address: www.kccllc.net/Blitz.

8. Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to Maintain and Administer Customer Programs and Honor Prepetition Obligations Related Thereto [Docket No. 9; Filed November 9, 2011]
9. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing, but not Directing, the Debtors to Pay Certain Prepetition Claims of (A) Critical Vendors and (B) Lien Claimants and (II) Granting Certain Related Relief [Docket No. 10; Filed November 9, 2011]
10. Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing the Debtors to Obtain Postpetition Financing on a Senior Secured and Superpriority Basis, (B) Authorizing the Use of Cash Collateral, (C) Granting Adequate Protection to Certain Prepetition Secured Parties, (D) Granting Related Relief, and (E) Scheduling Final Hearing Thereon [Docket No. 14; Filed November 9, 2011]

PLEASE TAKE FURTHER NOTICE that a hearing (the "First Day Hearing") with respect to the First Day Motions is scheduled for **November 10, 2011 at 10:30 a.m. (Eastern Standard Time)** at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801 before The Honorable Peter J. Walsh, United States Bankruptcy Judge for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that all objections, if any, to the First Day Motions may be made at the First Day Hearing.

PLEASE TAKE FURTHER NOTICE that in addition to the filing of the Main Case Pleadings, the Debtors filed their *Verified Complaint for Declaratory and Injunctive Relief* [Adv. Proc. Docket No. 1; filed 11/9/11] (the "Complaint"), thereby commencing the above-captioned adversary proceeding (the "Adversary Proceeding"). In addition to the Complaint, the Debtors filed the following related motions and other documents in the Adversary Proceeding (collectively, the "Adversary Proceeding Pleadings"):

11. Verified Complaint for Declaratory and Injunctive Relief [Adv. Docket No. 1; Filed November 9, 2011]

12. Blitz U.S.A., Inc., *et al.*'s Motion for a Temporary Restraining Order and Preliminary Injunction Staying the PCGC Litigation and Future PCGC Actions Against Certain Third-Parties [Adv. Docket No. 4; Filed November 9, 2011] (the "Stay Motion")
13. Memorandum of Law in Support of Blitz U.S.A., Inc., *et al.*'s Motion for a Temporary Restraining Order and Preliminary Injunction Staying the PCGC Litigation and Future PCGC Actions Against Certain Third-Parties [Adv. Docket No. 5; Filed November 9, 2011]
14. Declaration of James R. King in Support of Blitz U.S.A., Inc., *et al.*'s Motion for a Temporary Restraining Order and Preliminary Injunction Staying The PCGC Litigation and Future PCGC Actions Against Wal-Mart, Inc. and Blitz's Other Retailers [Adv. Docket No. 3;- filed November 9, 2011]
15. Emergency Motion of Blitz U.S.A., Inc., *et al.* to Schedule an Expedited Hearing on Their Motion for a Temporary Restraining Order and Preliminary Injunction Staying the PCGC Litigation and Future PCGC Actions Against Certain Third Parties [Adv. Docket No. 6; Filed November 9, 2011] (the "Motion for Emergency Hearing")

PLEASE TAKE FURTHER NOTICE that if the relief requested in the Motion for Emergency Hearing is granted, the temporary restraining order (the "TRO") requested in the Stay Motion may be considered at the First Day Hearing, and responses or objections, if any, to the TRO requested in the Stay Motion may be presented at the First Day Hearing without the necessity by parties of filing a formal response or objection. If the relief requested in the Motion for Emergency Hearing is denied, you will receive separate notice of the Court-approved hearing date and objection deadline for the TRO requested in the Stay Motion.

Dated: November 9, 2011
Wilmington, Delaware



Daniel J. DeFranceschi (No. 2732)
Michael J. Merchant (No. 3854)
Julie A. Finocchiaro (No. 5303)
Amanda R. Steele (No. 5530)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
Email: DeFranceschi@rlf.com
Merchant@rlf.com
Finocchiaro@rlf.com
Steele@rlf.com

*Proposed Counsel to the Debtors
and Debtors in Possession*