

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

<p><b>In re:</b></p> <p><b>BLITZ U.S.A., Inc., et al.,<sup>1</sup></b></p> <p style="text-align: center;"><b>Debtors.</b></p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p><b>Chapter 11</b></p> <p><b>Case No. 11-13603 (PJW)</b></p> <p><b>(Jointly Administered)</b></p> <p><b>Re: Docket Nos. 230 &amp; 275</b></p>
---	--	---

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

1. On November 9, 2011, each of the above captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”). Pursuant to the *Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Certain of the Debtors’ Assets; (B) Establishing Procedures for Approval of Related Bid Protections; (C) Scheduling an Auction and Sale Hearing; (D) Establishing Notice Procedures for Determining Cure Amounts for Executory Contracts and Leases to be Assigned; and (E) Granting Certain Related Relief* [Docket No. 275] (the “Bidding Procedures Order”) entered by the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) on February 24, 2012, the Debtors are selling certain assets, specifically the Debtors’ F3 Brands LLC business division assets (the “Assets”) free and clear of all liens, claims and encumbrances and interests to the fullest extent allowable under the Bankruptcy Code and assuming and assigning certain executory contracts and unexpired leases. Capitalized terms not otherwise defined herein shall have the meaning given to them in the bidding procedures approved as part of the Bidding Procedures Order.

2. All documents filed with the Bankruptcy Court in connection with these chapter 11 cases and the proposed Sale, including the Bidding Procedures Order, the terms and conditions of the proposed Sale and the date, time and place of the Auction, are available by accessing the Court’s docket, <https://ecf.deb.uscourts.gov>, or by accessing the website of the Debtors’ claims and noticing agent, Kurtzman Carson Consultants LLC at <http://www.kccllc.net/Blitz>.

3. Any person that wishes to participate in the bidding process must deliver (unless previously delivered) the Required Bid Materials set forth in the Bidding Procedures to the Debtors at the following addresses: (i) the Debtors, Blitz U.S.A., Inc., 404 26th Ave. NW Miami, OK 74354 (Attn: Rocky Flick); (ii) counsel to the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801 (Attn: Daniel J. DeFranceschi, Esq. and Paul N. Heath, Esq.); (iii) investment bankers to the Debtors, Capstone Financial Group, Inc., 11 Palmetto Parkway, Suite 104, Hilton Head Island, South Carolina 29926 (Attn: Dan Smith); (iv) counsel to the agent for the Debtors’ prepetition lenders and post-petition lenders, Frederick Dorwart Lawyers, Old City Hall, 124 East Fourth Street, Tulsa, OK 74103-5027 (Attn: Samuel S. Ory) and Klehr Harrison Harvey Branzburg LLP, 919 Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Margaret M. Manning); and (v) counsel to the Official Committee of Unsecured Creditors, Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, NJ 07068 (Attn: Kenneth A. Rosen and Sharon L. Levin) and Womble Carlyle Sandridge & Rice, LLP, 222 Delaware Avenue, Suite 1501, Wilmington,

---

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



1113603120227000000000001

Delaware 19801 (Attn: Francis A. Monaco, Jr.); (vi) counsel to the Stalking Horse Bidder, if any, not later than **5:00 p.m. (prevailing Eastern Time) on March 21, 2012** (the “Bid Deadline”).

4. If a Qualified Bid, other than that submitted by the Stalking Horse Bidder, has been received by the Debtors, the Debtors may conduct an auction (the “Auction”) with respect to all or some of the Assets. The Auction shall be conducted at the offices of Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801 at **10:00 a.m. (prevailing Eastern time) on March 23, 2012**, or such other place and time as the Debtors shall notify all Qualified Bidders who have submitted Qualified Bids and expressed their intent to participate in the Auction as set forth above.

5. A hearing to approve the Sale (the “Sale Hearing”) to any Successful Bidder will be held at **1:30 p.m. (prevailing Eastern time) on March 28, 2012** unless otherwise continued pursuant to the terms of the Bidding Procedures. The Sale Hearing will be held before the Honorable Peter J. Walsh, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6<sup>th</sup> Floor, Courtroom 2, Wilmington, Delaware 19801. Objections, if any, to any Sale must be filed by **March 23, 2012 at 12:00 p.m. (prevailing Eastern time)** (the “Sale Objection Deadline”) and objections if any, to the selection of the Successful Bidder or Successful Bidders or the Auction must be filed by **March 26, 2012 at 12:00 p.m. (prevailing Eastern time)** (the “Bid Objection Deadline,” and together with the Sale Objection Deadline, the “Objection Deadlines”). At the same time, copies of any objections must be served, so as to be received by the Objection Deadlines, on: (i) counsel for the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801, (Attn: Daniel J. DeFranceschi, Esq. and Paul N. Heath, Esq.); (ii) the Debtors, Blitz U.S.A., Inc., 404 26th Ave. NW Miami, OK 74354 (Attn: Rocky Flick); (iii) counsel to the Official Committee of Unsecured Creditors, Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, NJ 07068 (Attn: Kenneth A. Rosen and Sharon L. Levin) and Womble Carlyle Sandridge & Rice, LLP, 222 Delaware Avenue, Suite 1501, Wilmington, DE 19801 (Attn: Francis A. Monaco, Jr.); and (iv) counsel to any Stalking Horse Bidder.

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

Dated: February 27, 2012  
Wilmington, Delaware

/s/ Amanda R. Steele  
Daniel J. DeFranceschi (No. 2732)  
Paul N. Heath (No. 3704)  
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

*Counsel to the Debtors and  
Debtors in Possession*