

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

) Chapter 11

BLITZ U.S.A., Inc., *et al.*,¹

) Case No. 11-13603 (PJW)

Debtors.

) (Jointly Administered)

**SECOND SUPPLEMENTAL NOTICE OF EXECUTORY CONTRACTS AND
UNEXPIRED LEASES WHICH MAY BE ASSUMED AND ASSIGNED, PURSUANT
TO SECTION 365 OF THE BANKRUPTCY CODE, IN CONNECTION
WITH THE SALE OF CERTAIN OF THE DEBTORS' ASSETS AND
THE PROPOSED CURE AMOUNTS WITH RESPECT THERETO**

PLEASE TAKE NOTICE THAT:

1. On February 7, 2012, the above captioned debtors and debtors in possession (collectively, the "Debtors") filed the **Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a), 363, and 365, and Bankruptcy Rules 2002, 6004, and 6006 for (I) Entry of an Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Certain of the Debtors' Assets; (B) Establishing Procedures for Approving 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; and (II) Entry of an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear Of All Liens, Claims, Encumbrances and Interests; and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases** [Docket No. 230] (the "Motion")² with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 (the "Court").

2. Pursuant to the Motion, the Debtors sought the entry of an order (i) establishing bidding and auction procedures in connection with the sale of the Debtors' F3 Brands LLC business division assets (the "Assets"); (ii) establishing procedures for approval of bid protections, if any; (iii) scheduling an auction (the "Auction") and setting a date and time for a sale hearing (the "Sale Hearing") (which has been scheduled for **March 28, 2012 at 1:30 p.m.**

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

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion. For a copy of the Motion, please contact the Debtors' claims and noticing agent, Kurtzman Carson Consultants LLC at (807) - 606 - 7519.



(Eastern Daylight Time) for the sale of the Assets (the “Sale”), and approving the form and manner of notice thereof; (iv) establishing procedures (the “Proposed Notice Procedures”) for noticing and determining cure amounts for executory contracts (“Executory Contracts”) and unexpired nonresidential real property leases (“Real Property Leases”) to be assumed and assigned in connection with the Sale; and (v) granting certain related relief. By the Motion, the Debtors further requested that at the Sale Hearing, subject to the results of the Auction, this Court enter a sale order (i) approving and authorizing the Sale; and (ii) authorizing the assumption and assignment of certain Executory Contracts and real Property Leases.

3. On February 24, 2012, the Court entered the **Order (A) Establishing Bidding and Auction Procedures in connection with the Sale of the Debtors’ Assets; (B) Establishing Procedures for Approval of Bid Protections; (C) Scheduling the Auction and setting Sale Hearing; (D) Establishing Certain Notice Procedures for Determining Cure Amounts for Executory Contracts and Leases to be Assigned; and (E) Granting Certain Related Relief** [Docket No. 275] which approved, among other things, the Proposed Notice Procedures (the “Notice Procedures”) for noticing and determining cure amounts for Executory Contracts and Real Property Leases.

4. On February 10, 2012, the Debtors filed a notice (the “First Notice”) identifying (i) those Executory Contracts and Real Property Leases which may be assumed and assigned to a Stalking Horse Bidder, if any, its designee(s) or such other Successful Bidder, on the Closing Date in connection with the Sale and in accordance with the procedures approved in the Order; and (ii) the proposed cure amount (the “Cure Amount”) for each Executory Contract and Real Property Lease identified on the First Notice.

5. On March 9, 2012, the Debtors filed a supplemental notice (the “Supplemental Notice”, and together with the First Notice, the “Previous Notices”) identifying further (i) Executory Contracts and Real Property Leases which may be assumed and assigned to a Stalking Horse Bidder, if any, its designee(s) or such other Successful Bidder, on the Closing Date in connection with the Sale and in accordance with the procedures approved in the Order; and (ii) the proposed Cure Amount for each Executory Contract and Real Property Lease identified on the Supplemental Notice.

6. In addition to the Executory Contracts and Real Property Leases identified in the Previous Notices, the Debtors hereby file this second supplemental notice (the “Second Supplemental Notice”) identifying the following (i) Executory Contracts and Real Property Leases which may be assumed and assigned to a Stalking Horse Bidder, if any, its designee(s) or such other Successful Bidder, on the Closing Date in connection with the Sale and in accordance with the procedures approved in the Order; and (ii) the proposed Cure Amount for each Executory Contract and Real Property Lease identified on this Second Supplemental Notice.

7. You have been identified as a party to an Executory Contract or Real Property Lease that the Debtors may seek to assume and/or assign. The Executory Contract or Real Property Lease with respect to which you have been identified as a non-Debtor counterparty, and the corresponding proposed Cure Amount for such Executory Contract or Real Property Lease, has been set forth on Exhibit 1 attached hereto. The Debtors’ records reflect that

other than the Cure Amount, there are no other defaults under the Executory Contract or Real Property Lease.

8. Objections, if any, to the proposed Cure Amount or the Stalking Horse Adequate Assurance Information³ must be made in writing, filed with the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and served so as to be received by the Debtors and their counsel on or before **4:00 p.m. (Eastern Daylight Time) on March 27, 2012** (the "Cure Objection Deadline"). Service should be made by mail to: (i) the Debtors' counsel by mail 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.), and (ii) the Debtors by mail, Blitz U.S.A., Inc., 404 26th Ave. NW Miami, OK 74354 (Attn: Rocky Flick). The objection must set forth (i) the basis for the objection, (ii) the exact amount the party asserts as the Cure Amount, and (iii) sufficient documentation to support the Cure Amount alleged.

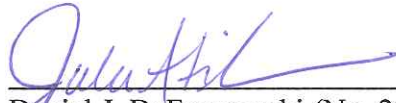
9. If an objection is timely filed, a hearing with respect to the objection will be held before the Honorable Peter J. Walsh, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801, at the Sale Hearing or at a later hearing, as determined by the Debtors in consultation with the Court.

10. UNLESS YOU FILE AN OBJECTION TO THE PROPOSED CURE AMOUNT SET FORTH ON EXHIBIT 1 HERETO AND SERVE SUCH OBJECTION IN ACCORDANCE WITH THE INSTRUCTIONS AND DEADLINES SET FORTH HEREIN, YOU SHALL BE FOREVER BARRED FROM OBJECTING TO THE CURE AMOUNT SET FORTH ON EXHIBIT 1 AND FOREVER BARRED AND ESTOPPED FROM ASSERTING OR CLAIMING ANY CURE AMOUNT AGAINST THE DEBTORS, ANY SUCCESSFUL BIDDER OR ANY OTHER ASSIGNEE OF THE RELEVANT EXECUTORY CONTRACT OR REAL PROPERTY LEASE.

³ No Stalking Horse Bidder has been selected to date. However, within five (5) business days of the selection of the Stalking Horse Bidder, the Debtors will provide notice of same to all parties in interest and will provide Stalking Horse Adequate Assurance Information to all non-debtor parties to Executory Contracts and Real Property Leases. The notice will establish a deadline for filing any objection to the Adequate Assurance Information. In the event that the Successful Bidder is not the Stalking Horse Bidder, objections regarding adequate assurance of future performance may be raised at the Sale Hearing.

11. The presence of a contract or agreement listed on Exhibit 1 attached hereto does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract will be assumed by the Debtors and assigned to any Successful Bidder. The Debtors reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on Exhibit 1 attached hereto.

Dated: March 13, 2012
Wilmington, Delaware



Daniel J. DeFranceschi (No. 2732)

Paul N. Heath (No. 3704)

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

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Facsimile: (302) 651-7701

*Counsel to the Debtors and
Debtors in Possession*

Exhibit 1

SCHEDULE OF EXECUTORY CONTRACT CURE AMOUNTS

Name	Address	Description	Cure Amount
Empower, Family Health America, L.C.	401 E. Douglas, Suite 505, Wichita, KS 67202	Payroll timeclock system	\$0.00
Fast Crib, Tofino Software Inc.,	207-1425 Marine Drive, West Vancouver, BC, Canada, V7T 1B9	Web-based business to order machine parts	\$300.00