

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11
MALIBU LIGHTING CORPORATION, et al.,<sup>1</sup> ) Case No. 15-12082 (KG)
Debtors. ) (Jointly Administered)

NOTICE OF MOTION OF DEBTOR
NATIONAL CONSUMER OUTDOORS CORPORATION
F/K/A DALLAS MANUFACTURING COMPANY, INC. FOR ORDER
(A) APPROVING ASSET PURCHASE AGREEMENT AND
AUTHORIZING THE SALE OF SUBSTANTIALLY ALL OF THE
DEBTOR'S OPERATING ASSETS; (B) AUTHORIZING THE SALE OF ASSETS FREE
AND CLEAR OF ALL LIENS, CLAIMS, RIGHTS, ENCUMBRANCES AND OTHER
INTERESTS PURSUANT TO BANKRUPTCY CODE SECTIONS 105, 363(b), 363(f)
AND 363(m); (C) ASSUMING AND ASSIGNING CERTAIN EXECUTORY
CONTRACTS AND UNEXPIRED LEASES; AND (D) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. Introduction. On October 8, 2015, National Consumer Outdoors Corporation f/k/a Dallas Manufacturing Company, Inc. (the "Debtor"), as a chapter 11 debtor and debtor-in-possession (in the above-referenced chapter 11 case (the "Chapter 11 Case"), filed (a) a motion (the "Bidding Procedures Motion") for an order (the "Bidding Procedures Order"), (i) approving the bidding procedures and bidder protections (the "Bidding Procedures") with respect to the sale (the "Sale") of substantially all the Debtor's operating assets (the "Purchased Assets"), and assignment of certain contracts and leases related thereto; (ii) scheduling an auction (the "Auction") for the Purchased Assets and a hearing approving the transactions (the "Sale Hearing"); and (iii) approving certain procedures (the "Assignment Procedures") related to the assumption and assignment of those executory contracts and unexpired leases related to the Purchased Assets and whose assignment is contemplated by the Sale (the "Assumed Contracts and Leases"); and (b) a motion (the "Sale Motion") for an order (the "Sale Order"), (a) approving the Sale of the Purchased Assets, and (b) approving the assumption and assignment of the Assumed Contracts and Leases.

THE SALE MOTION ONLY ADDRESSES THE PROPOSED SALE OF ASSETS OF DEBTOR NATIONAL CONSUMER OUTDOORS CORPORATION F/K/A DALLAS MANUFACTURING COMPANY, INC.

1 The Debtors, together with the last four digits of each Debtor's tax identification number, are: Malibu Lighting Corporation (0556); Outdoor Direct Corporation (9246) f/k/a The Brinkmann Corporation; National Consumer Outdoors Corporation (1153) f/k/a Dallas Manufacturing Company, Inc.; Q-Beam Corporation (1560); Smoke 'N Pit Corporation (9951); Treasure Shop Corporation (9938); and Stubbs Collections, Inc. (6615). The location of the Debtors' headquarters and service address is 4215 McEwen Road, Dallas, TX 75244.



**THE SALE MOTION DOES NOT RELATE TO ANY OF THE ASSETS OF THE REMAINING DEBTORS IN THESE JOINTLY ADMINISTERED BANKRUPTCY CASES.**

On October 27, 2015, the Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") entered an order (the "**Bidding Procedures Order**"): (a) approving the Bidding Procedures with respect to the Sale of the Purchased Assets; (b) scheduling the Auction and the Sale Hearing; and (c) approving the Assignment Procedures for the Assumed Contracts and Leases).

2. Agreement. The Debtor has entered into that certain Asset Purchase Agreement, as amended, with DMC Acquisition Holdings, LLC (the "**Purchaser**"), an affiliate of Summit Investment Management LLC, for the Sale of the Purchased Assets and the assignment of certain contracts and leases related thereto.

3. Important Dates. Pursuant to the Bidding Procedures Order, the Bankruptcy Court has set the following relevant dates for the Auction and approval of the Sale of the Purchased Assets:

<b>Bid Deadline</b>	<b>November 12, 2015, at 4:00 p.m. ET</b>
<b>Objection Deadline</b>	<b>November 12, 2015, at 4:00 p.m. ET</b>
<b>Auction</b>	<b>November 17, 2015, at 10:00 a.m. ET</b>
<b>Supplemental Objection Deadline</b>	<b>At the Sale Hearing</b>
<b>Sale Hearing</b>	<b>November 19, 2015, at 2:00 p.m. ET</b>

4. Auction. In the event that the Debtor receives qualified bids for the Purchased Assets other than the one submitted by the Purchaser, the Debtor intends to conduct the Auction. The Auction will take place at the Delaware offices of Pachulski Stang Ziehl & Jones, LLP, 919 North Market Street, 16<sup>th</sup> Floor, Wilmington, DE 19801, starting at 10:00 a.m. (prevailing Eastern Time), or such other place, date and time as may be designated by the Debtor, in consultation with the Consultation Parties (as defined in the Bidding Procedures), at or prior to the Auction.

5. Sale Hearing. The Bidding Procedures Order provides that the Sale Hearing will be held on **November 19, 2015, at 2:00 p.m. (prevailing Eastern Time)**, before the Honorable Kevin Gross, United States Bankruptcy Judge, in Courtroom 3, 6<sup>th</sup> Floor, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street,

Wilmington, Delaware 19801. At the Sale Hearing, the Debtor will request that the Bankruptcy Court enter an order approving the Sale of the Purchased Assets to the prevailing bidder(s) at the Auction (or to the Purchaser in the event the Auction is not held).

6. Objections. Objections, if any, to the Sale Motion (other than objections with respect to cure amounts or adequate assurance of future performance under the Assumed Contracts and Leases, which are subject to the Assignment Procedures) and any filed supplements thereto, shall: (i) be in writing; (ii) specify with particularity the basis of the objection; and (iii) be filed with the Court and simultaneously served on: (a) Debtor's counsel, Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Blvd., 13th Floor, Los Angeles, CA 90067 (Attn: Jeffrey N. Pomerantz, [jpomerantz@pszjlaw.com](mailto:jpomerantz@pszjlaw.com) and Maxim B. Litvak, [mlitvak@pszjlaw.com](mailto:mlitvak@pszjlaw.com)), (b) counsel to the Official Committee of Unsecured Creditors, Lowenstein Sandler LLP, 65 Livingston Ave, Roseland, NJ 07068 (Attn: Sharon L. Levine, [slevine@lowenstein.com](mailto:slevine@lowenstein.com) and Eric S. Chafetz, [echafetz@lowenstein.com](mailto:echafetz@lowenstein.com)), (c) counsel to Comerica Bank, Jackson Walker L.L.P., 901 Main Street, Suite 6000, Dallas, TX 75202 (Attn: David Stolle, [dstolle@jw.com](mailto:dstolle@jw.com) and Bruce Ruzinsky, [bruzinsky@jw.com](mailto:bruzinsky@jw.com)), (d) counsel to Bank of America, N.A., Bryan Cave LLP, Two North Central Ave., Suite 2200, Phoenix, AZ 85004 (Attn: Robert J. Miller, [rjmiller@bryancave.com](mailto:rjmiller@bryancave.com) and Brian Walsh, [brian.walsh@bryancave.com](mailto:brian.walsh@bryancave.com)), (e) counsel to Texas Capital Bank, Norton Rose Fulbright US LLP, 2200 Ross Ave., Suite 3600, Dallas, TX 75201 (Attn: Toby L. Gerber, [toby.gerber@nortonrosefulbright.com](mailto:toby.gerber@nortonrosefulbright.com)), (f) counsel to the Purchaser, Markus Williams Young & Zimmerman LLC, 1700 Lincoln Street, Suite 4550, Denver, CO 80203 (Attn: James T. Markus, [jmarkus@markuswilliams.com](mailto:jmarkus@markuswilliams.com)), (g) the Office of the United States Trustee, Attn., J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Linda Casey, [linda.casey@usdoj.gov](mailto:linda.casey@usdoj.gov)), and (h) any other party requesting notice, so as to be actually received by **4:00 p.m. (prevailing Eastern Time) on November 12, 2015** (the "**Objection Deadline**").

7. PLEASE NOTE: This is the ONLY NOTICE of the sale of the Purchased Assets that will be mailed to ALL KNOWN GENERAL CREDITORS of the Debtor under any applicable law. Further updates regarding the sale process and a copy of the Motion, the Agreement, the Bidding Procedures, the Assignment Procedures, or any other document referenced herein can be viewed and obtained on the Court's website at <https://ecf.deb.uscourts.gov> or (without charge) at [www.kccllc.net/malibu](http://www.kccllc.net/malibu). You may also contact counsel for the Debtor to request copies of the Motion or any other document. **PLEASE PROVIDE DEBTOR'S COUNSEL WITH AN EMAIL ADDRESS OR FAX NUMBER BY NOVEMBER 12, 2015, IF YOU WISH TO BE SERVED WITH NOTICE PROMPTLY FOLLOWING THE AUCTION.**

Dated: October 29, 2015

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Michael R. Seidl

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