

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION

In re: )  
)  
P-D VALMIERA GLASS USA CORP., ) Case No. 19- 59440-pwb  
)  
) Chapter 11  
)  
Debtor. ) JUDGE BONAPFEL

NOTICE OF AUCTION AND SALE HEARING

PLEASE TAKE NOTICE that on March 2, 2020, the above-captioned debtor and debtor in possession (the “Debtor”), by its counsel, filed with the Bankruptcy Court the *Motion For (I) An Order (A) Approving Sale Procedures In Connection With Sale Of Substantially All Of The Debtor’s Assets, (B) Approving The Expense Reimbursement, (C) Scheduling An Auction And Hearing To Approve The Transaction And Approving The Form And Manner Of Notice Thereof, And (D) Establishing Procedures Relating To The Assumption And Assignment Of Executory Contracts; And (II) An Order (A) Approving The Proposed Sale, (B) Authorizing The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases And (C) Granting Certain Related Relief* (the “Motion”).<sup>1</sup>

PLEASE TAKE FURTHER NOTICE that, on March 11, 2020, the Bankruptcy Court entered an order [Docket No. 280] (the “Sale Procedures Order”), which, among other things, establishes procedures (the “Sale Procedures”) that govern the manner in which the Transferred Assets (as defined in the Motion) of the Debtor are to be sold.

PLEASE TAKE FURTHER NOTICE that a copy of the Motion and the Sale Procedures Order are available upon written request to counsel for the Debtor or may be viewed online at <http://www.kccllc.net/valmieraglassusa/>.

PLEASE TAKE FURTHER NOTICE that, in accordance with the terms of the Sale Procedures Order, the Debtor may conduct an auction (the “Auction”) on **April 20, 2020 at 10:00 a.m.** (the “Auction Date”) at Scroggins & Williamson, P.C., 4401 Northside Parkway, Suite 450, Atlanta, Georgia 30327 or such other location as is provided to all Qualified Bidders, counsel for the Bank, counsel to the Committee and the United States Trustee at least one day prior to the Auction. Only parties that have a submitted a Qualifying Bid (as defined in the Sale Procedures Order) by no later than **April 15, 2020** (the “Bid Deadline”) will be permitted in participate in and/or make any statements on the record at the Auction.

<sup>1</sup> Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Motion, which may be viewed at <http://www.kccllc.net/valmieraglassusa/>.



PLEASE TAKE FURTHER NOTICE that at **2:00 p.m. on April 22, 2020**, in Courtroom 1401, United States Courthouse, 75 Ted Turner Drive, SW, Atlanta, Georgia (the “Sale Hearing”), the Debtor shall appear before the Bankruptcy Court and seek entry of an order:

- approving the Asset Purchase Agreement or such other form of asset purchase agreement as is submitted by the Prevailing Bidder if other than the Proposed Purchaser;
- authorizing the sale of the Transferred Assets by the Debtor to the Proposed Purchaser or such other person or entity that is the Prevailing Bidder at the Auction, free and clear of Liens, other than any Permitted Liens and Assumed Liabilities;
- authorizing the assumption and assignment of certain executory contracts and unexpired leases; and
- granting certain related relief.

PLEASE TAKE FURTHER NOTICE that the terms and conditions of the proposed sale of the Transferred Assets are set forth in the Asset Purchase Agreement, a copy of which is attached as Exhibit A to the Motion. The Asset Purchase Agreement represents the result of extensive arms-length negotiations conducted by the Debtor to obtain the highest and best offer for the Transferred Assets. As set forth in the Sale Procedures Order, the sale remains subject to higher or better offers from any prospective Qualifying Bidder.

PLEASE TAKE FURTHER NOTICE that objections to the Motion, if any, must comply with the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court for the Northern District of Georgia, must be set forth in writing describing the basis therefor, and must be filed with the Bankruptcy Court electronically and, be served upon P-D Valmiera Glass USA Corp., c/o J. Robert Williamson, Scroggins & Williamson, P.C., 4401 Northside Parkway, Suite 450, Atlanta, Georgia 30327 no later than **April 13, 2020** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that the failure of any person or entity to file an objection before the Objection Deadline shall be deemed a consent to the sale of the Transferred Assets to the Proposed Purchaser or the Prevailing Bidder if other than the Proposed Purchaser and the other relief requested in the Motion, and be a bar to the assertion, at the Sale Hearing or thereafter, of any objection to the Motion, the Auction, the sale of the Transferred Assets, the Debtor’s consummation and performance of the Asset Purchase Agreement (including, without limitation, the sale of the Transferred Assets free and clear of all Liens), and the assumption and assignment of the Assigned Contracts, if authorized by the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that this Sale Notice is subject to the full terms and conditions of the Motion and the Sale Procedures Order, which shall control in the event of any conflict, and the Debtor encourages the parties in interest to review such documents in their entirety.

