

United States Bankruptcy Court District of Delaware						Voluntary Petition																																	
Name of Debtor (if individual, enter Last, First, Middle): F3 Brands LLC						Name of Joint Debtor (Spouse) (Last, First, Middle):																																	
All Other Names used by the Debtor in the last 6 years:						All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																																	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN.)/Complete EIN (if more than one, state all): 45-2402604						Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN.)/Complete EIN (if more than one, state all):																																	
Street Address of Debtor (No and Street, City, and State): 404 26th Avenue NW Miami, Oklahoma						Street Address of Joint Debtor (No and Street, City, and State):																																	
ZIP CODE: 74354						ZIP CODE:																																	
County of Residence or the Principal Place of Business: Ottawa County						County of Residence or the Principal Place of Business:																																	
Mailing Address of Debtor (if different from street address):						Mailing Address of Joint Debtor (if different from street address):																																	
ZIP CODE:						ZIP CODE:																																	
Location of Principal Assets of Business Debtor (if different from street address above):																																							
ZIP CODE:																																							
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (Includes Joint Debtors) <i>See Exhibit D. on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)			Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for <input type="checkbox"/> Chapter 9 Recognition of a Foreign <input checked="" type="checkbox"/> Chapter 11 Main Proceeding <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for <input type="checkbox"/> Chapter 13 Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer primarily debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family or house-hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																																	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is a not small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																																		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									THIS SPACE IS FOR COURT USE ONLY																														
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th colspan="10">Estimated Number of Creditors</th> </tr> <tr> <th>1-49</th> <th>50-99</th> <th>100-199</th> <th>200-999</th> <th>1,000-5,000</th> <th>5,001-10,000</th> <th>10,001-25,000</th> <th>25,001-50,000</th> <th>50,001-100,000</th> <th>Over 100,000</th> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>										Estimated Number of Creditors										1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Estimated Number of Creditors																																							
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000																														
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																														
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th colspan="10">Estimated Assets</th> </tr> <tr> <th>\$0 to 50,000</th> <th>\$50,001 to 100,000</th> <th>\$100,001 to 500,000</th> <th>\$500,001 to \$1 million</th> <th>\$1,000,001 to \$10 million</th> <th>\$10,000,001 to \$50 million</th> <th>\$50,000,001 to \$100 million</th> <th>\$100,000,001 to \$500 million</th> <th>\$500,000,001 to \$1 billion</th> <th>More than \$1 billion</th> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>										Estimated Assets										\$0 to 50,000	\$50,001 to 100,000	\$100,001 to 500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Estimated Assets																																							
\$0 to 50,000	\$50,001 to 100,000	\$100,001 to 500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion																														
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																														
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th colspan="10">Estimated Liabilities</th> </tr> <tr> <th>\$0 to 50,000</th> <th>\$50,001 to 100,000</th> <th>\$100,001 to 500,000</th> <th>\$500,001 to \$1 million</th> <th>\$1,000,001 to \$10 million</th> <th>\$10,000,001 to \$50 million</th> <th>\$50,000,001 to \$100 million</th> <th colspan="3"></th> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td colspan="3"></td> </tr> </table>										Estimated Liabilities										\$0 to 50,000	\$50,001 to 100,000	\$100,001 to 500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
Estimated Liabilities																																							
\$0 to 50,000	\$50,001 to 100,000	\$100,001 to 500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million																																	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																																	



111360311110900000000001

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): F3 Brands LLC	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See attached Schedule 1	Case Number:	Date Filed:	
District: District of Delaware	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). <div style="text-align: right;"> <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date) </div>	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right;"> _____ (Name of landlord that obtained judgment) _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification (11 U.S.C. § 362(1)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

F3 Brands LLC

Signatures**Signature(s) of Debtors(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1515, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney

X

Signature of Attorney for Debtor(s)

Daniel J. DeFranceschi (No. 2732)

Printed Name of Attorney for Debtor(s)

Richards, Layton & Finger, P.A.

Firm Name

One Rodney Square, 920 North King Street

Address

Wilmington, Delaware 19801

(302) 651-7700

Telephone Number

November 9, 2011

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

Grant Kernan

Printed Name of Authorized Individual

President

Title of Authorized Individual

November 9, 2011

Date

Signature of Non-Attorney Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition prepared as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Schedule 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor Each Concurrently Filed in the United States Bankruptcy Court for the District Of Delaware

On November 9, 2011, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of their petitions, such entities filed a motion requesting joint administration of their chapter 11 cases.

- Blitz Acquisition Holdings, Inc.
- Blitz Acquisition, LLC
- Blitz RE Holdings, LLC
- Blitz U.S.A., Inc.
- F3 Brands LLC
- LAM 2011 Holdings, LLC

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

In re:

F3 BRANDS LLC,

Debtor.

Tax I.D. No. 2604

)
) Chapter 11
)
) Case No. 11-[] ()
)
)
)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interests:

Shareholder	Approximate Percentage of Shares Held
Blitz U.S.A., Inc.	100%

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

F3 BRANDS LLC,

Debtor.

Tax I.D. No. 2604

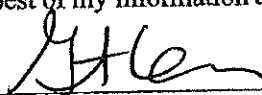
) Chapter 11

) Case No. 11-[] ()

**DECLARATION CONCERNING DEBTOR'S
CORPORATE OWNERSHIP STATEMENT**

I, Grant Kernan, the undersigned authorized signatory of F3 Brands LLC, named as the debtor in this case, declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my information and belief.

Dated: November 9, 2011


Name: Grant Kernan
Title: President

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

In re:

F3 BRANDS LLC,

Debtor.

Tax I.D. No. 2604

)
) Chapter 11
)
) Case No. 11-[] ()
)
)
)

LIST OF EQUITY SECURITY HOLDERS

DEBTOR	EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NUMBER OF SHARES OR UNITS HELD / PERCENTAGE OF EQUITY HELD
F3 Brands LLC	Blitz U.S.A., Inc.	404 26th Ave. NW Miami, OK 74354	100%


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

In re:)	
)	Chapter 11
F3 BRANDS LLC,)	
)	Case No. 11-[] ()
)	
Debtor.)	
Tax I.D. No. 2604)	

**DECLARATION CONCERNING DEBTOR'S
LIST OF EQUITY SECURITY HOLDERS**

I, Grant Kernan, the undersigned signatory of F3 Brands LLC, named as a debtor in this case, declare under penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: November 9, 2011



Name: Grant Kernan
Title: President

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

In re:)	
)	Chapter 11
BLITZ U.S.A., Inc., <i>et al.</i> , ¹)	
)	Case No. 11-[_____] (____)
Debtors.)	(Joint Administration Requested)
)	

**CONSOLIDATED LIST OF CREDITORS HOLDING
THE 50 LARGEST UNSECURED CLAIMS**

Blitz U.S.A., Inc. ("**Blitz**") and certain of its affiliates, as debtors and debtors in possession (collectively, the "**Debtors**"), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"). The following is the consolidated list of the Debtors' creditors holding the 50 largest unsecured claims (the "**Consolidated List**") based on the Debtors' books and records as of November 9, 2011. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition "insider" set forth in 11 U.S.C. §101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims on a consolidated basis. None of these creditors is a minor child. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors' right to contest the validity, priority or amount of any claim.

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.

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim (if secured also state value of security)
JARDEN PLASTIC SOLUTIONS	JARDEN PLASTIC SOLUTIONS 1303 SOUTH BATESVILLE ROAD GREER, SC 29615 P: 417-873-2138 F: 864-877-4976	TRADE		\$809,970.95
SHOOK, HARDY & BACON, LLP	SHOOK, HARDY & BACON, LLP 2555 GRAND BLVD. KANSAS CITY, MO 64108 P: 816-474-6550 F: 816-421-5547	TRADE		\$591,453.67
ENTEC POLYMERS, LLC.	ENTEC POLYMERS, LLC. 1900 SUMMIT TOWER BOULEVARD #900 ORLANDO, FL 32810 P: 800-225-1529 F: 407-875-5700	TRADE		\$475,785.00
CHEVRON PHILLIPS (#1) CHEMICAL	CHEVRON PHILLIPS (#1) CHEMICAL 10001 SIX PINES DRIVE THE WOODLANDS, TX 77380 P: 800-231-1212 F: 832-813-6062	TRADE		\$424,457.00
C.H. ROBINSON COMPANY	C.H. ROBINSON COMPANY 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347 P: 405-847-0150 F: 952-683-3768	TRADE		\$251,313.80
IMPERIAL CREDIT CORPORATION	IMPERIAL CREDIT CORPORATION 101 HUDSON ST FL 33 JERSEY CITY, NJ 07302-3905 P: 800-791-7901 F: 201-631-5400	TRADE		\$244,488.29
KW PLASTICS	KW PLASTICS 279 PIKE COUNTY LAKE ROAD TROY, AL 36079 P: 800-633-8744 F: 334-566-1415	TRADE		\$216,417.60
TEMPLE-INLAND	TEMPLE-INLAND 1300 S MOPAC EXPY FL 3 AUSTIN, TX 78746-6933 P: 479-788-5309 F: 512-434-8180	TRADE		\$150,958.98
TOTAL PETROCHEMICALS	TOTAL PETROCHEMICALS 7121 W MARKET ST GREENSBORO, NC 27409 P: 336-931-1281	TRADE		\$137,856.00

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim (if secured also state value of security)
H. MUEHLSTEIN & CO., INC.	H. MUEHLSTEIN & CO., INC. 800 CONNECTICUT AVENUE NORWALK, CT 06854-1631 P: 203-855-6000 F: 203-855-6221	TRADE		\$132,988.22
SEMCO PLASTICS CO., INC.	SEMCO PLASTICS CO., INC. 5301 OLD BAUMGARTNER ROAD ST. LOUIS, MO 63129-2944 P: 314-487-4557 F: 314-487-4724	TRADE		\$117,828.00
DUFF & PHELPS INVESTIGATION LL	DUFF & PHELPS INVESTIGATION LL 12595 COLLECTION CENTER DR. CHICAGO, IL 60693 F: 312-697-0112	TRADE		\$80,202.95
NATIONAL PLASTICS COLOR, INC.	NATIONAL PLASTICS COLOR, INC. 100 W INDUSTRIAL VALLEY CENTER, KS 67147 P: 800-657-5715 F: 316-755-0614	TRADE		\$78,554.89
STRONG PIPKIN BISSELL & LEDYARD LLP	STRONG PIPKIN BISSELL & LEDYARD LLP 595 ORLEANS SUITE 1400 BEAUMONT, TX 77701 P: 409-981-1000 F: 409-981-1010	TRADE		\$78,254.29
LOGAN & LOWRY	LOGAN & LOWRY 101 SOUTH WILSON STREET VINITA, OK 74301 P: 918-256-7511 F: 918-256-3187	TRADE		\$63,937.12
HAWKINS & PARNELL LLP	HAWKINS & PARNELL LLP 4000 SUN TRUST PLAZA 303 PEACHTREE STREET NE ATLANTA, GA 30308-3243 P: 404-614-7400 F: 404-614-7500	TRADE		\$63,011.13
AVANSIC INC.	AVANSIC INC. MID-CONTINENT TOWER, STE. 1701 401 S. BOSTON AVE. TULSA, OK 74103 P: 918-856-5337 F: 866-334 -1364	TRADE		\$59,672.50
HASCALL STEEL COMPANY	HASCALL STEEL COMPANY 4165 SPARTAN INDUSTRIAL DRIVE GRANDVILLE, MI 49418 P: 616-531-8600 F: 616-531-7555	TRADE		\$52,324.98

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim (if secured also state value of security)
EQUISTAR CHEMICAL LP	EQUISTAR CHEMICAL LP 1221 MCKINNEY ST., STE. 700 HOUSTON, TX 77010 P: 888-777-0232 F: 713-652-4151	TRADE		\$50,400.00
OMNI PACKAGING	OMNI PACKAGING 12322 E. 55th ST TULSA, OK 74146 P: 918-461-1700 F: 918-461-8390	TRADE		\$41,920.59
BEKUM AMERICA CORPORATION	BEKUM AMERICA CORPORATION 1140 WEST GRAND RIVER P.O. BOX 567 WILLIAMSTON, MI 48895 P: 517-655-4331 F: 517-655-4121	TRADE		\$41,708.52
RODEY DICKASON SLOAN AKIN & ROBB P.A.	RODEY DICKASON SLOAN AKIN & ROBB P.A. 201 THIRD ST., NW #2200 ALBUQUERQUE, NM 87102 P: 505-765-5900 F: 505-768-7395	TRADE		\$40,653.42
ADECCO EMPLOYMENT SERVICES	ADECCO EMPLOYMENT SERVICES 2250 E 73RD ST STE 300 TULSA, OK 74136 P: 918-496-8700 F: 918-749-0272	TRADE		\$30,349.12
SCHWABE, WILLIAMSON & WYATT	SCHWABE, WILLIAMSON & WYATT 1211 SW FIFTH AVE., SUITE 1900 PORTLAND, OR 97204-3795 P: 503-222-9981 F: 503-796-2900	TRADE		\$30,222.49
CLEVELAND TUBING, INC.	CLEVELAND TUBING, INC. 799 INDUSTRIAL DR SW CLEVELAND, TN 37311 P: 800-57-1722 F: 423-478-1409	TRADE		\$28,877.25
FRANTZ WARD LLP	FRANTZ WARD LLP 2500 KEY CTR, 127 PUBLIC SQUARE CLEVELAND, OH 44114 P: 216-515-1660 F: 216-515-1650	TRADE		\$27,237.94
DINSMORE & SHOHL LLP	DINSMORE & SHOHL LLP 255 E. FIFTH ST., SUITE 1900 CINCINNATI, OH 45202 F: 513-977-8141	TRADE		\$26,516.11
EXPONENT, INC.	EXPONENT, INC. 149 COMMONWEALTH DRIVE MENLO PARK, CA 94025-1133 F: 650-326-8072	TRADE		\$25,068.77

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim (if secured also state value of security)
CARRINGTON, COLEMAN, SLOMAN & BLUMENTHAL	CARRINGTON, COLEMAN, SLOMAN & BLUMENTHAL 901 MAIN ST., STE. 5500 DALLAS, TX 75202 P: 214-855-3000 F: 214-855-1333	TRADE		\$24,742.21
SEKTAM OF INDEPENDENCE	SEKTAM OF INDEPENDENCE 120 SOUTH 24TH STREET INDEPENDENCE, KS 67301 P: 620-331-5480 F: 620-331-5988	TRADE		\$23,815.90
BARNWELL WHALEY PATTERSON HELMS	BARNWELL WHALEY PATTERSON HELMS 885 ISLAND PARK DRIVE CHARLESTON, SC 29492-7956 P: 843-577-7700 F: 843-577-7708	TRADE		\$21,321.06
BROWNSTEIN HYATT FARBER SCHRECK LLP	BROWNSTEIN HYATT FARBER SCHRECK LLP 201 THIRD ST. NW, SUITE 1700 ALBUQUERQUE, NM 87102 P: 505-244-0770 F: 505-244-9266	TRADE		\$20,845.94
ARCHER ADVANCED RUBBER COMPT'S	ARCHER ADVANCED RUBBER COMPT'S 2860 LOWERY ST WINSTON SALEM, NC P: 336-996-7776 F: 336-966-4449	TRADE		\$20,779.03
QUALITY CUSTOM MOLDING, LLC	QUALITY CUSTOM MOLDING, LLC 209 WEST MAIN STREET LINN, MO 65051-2545 P: 800-628-2077 F: 573-897-3482	TRADE		\$18,147.20
HERITAGE-CRYSTAL CLEAN, LLC	HERITAGE-CRYSTAL CLEAN, LLC 2175 POINT BLVD STE 375 ELGIN, IL 60123 P: 877-938-7948 F: 847-836-5677	TRADE		\$17,924.02
GREENBERG TRAUIG, LLP	GREENBERG TRAUIG, LLP 1201 K STREET, SUITE 1100 SACRAMENTO, CA 95814 P: 916-442-1111 F: 916-448-1709	TRADE		\$17,203.50
WILLIAM Z. BLACK/TECHNOLOGY INC.	WILLIAM Z. BLACK/TECHNOLOGY INC. 512 BRYN MAWR LANE P.O. BOX 200283 ATLANTA, GA 30327 P: 404-252-8549	TRADE		\$16,100.00

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim (if secured also state value of security)
AMPLE INDUSTRIES INC.	AMPLE INDUSTRIES INC. 1101 EAGLECREST P.O. BOX 394 NIXA, MO 65714 P: 800-345-8460 F: 417-725-4133	TRADE		\$14,078.68
M.E.I. LABELS	M.E.I. LABELS 19014 E. ADMIRAL PLACE CATOOSA, OK 74015 P: 800-883-2176 F: 918-251-6151	TRADE		\$13,911.53
BOOTH & BOOTH ELECTRIC	BOOTH & BOOTH ELECTRIC 504 HENLEY ST MIAMI, OK 74354 P: 918-542-7577	TRADE		\$13,679.00
ROBINSON BRADSHAW & HINSON INC.	ROBINSON BRADSHAW & HINSON INC. 101 NORTH TRYON STREET SUITE 1900 CHARLOTTE, NC 28246 P: 704-377-8322 F: 704-378-4000	TRADE		\$13,545.20
HUGHES ASSOCIATES, INC.	HUGHES ASSOCIATES, INC. 3610 COMMERCE DR., STE. 817 BALTIMORE, MD 21227-1652 P: 410-737-8677 F: 410-737-8688	TRADE		\$13,405.00
ROCKTENN CP, LLC	ROCKTENN CP, LLC 504 THRASHER STREET NORCROSS, GA 30071 P: 479-899-0202 F: 770-263-3582	TRADE		\$12,186.86
SOFTMART	SOFTMART 450 ACORN LANE DOWINGTON, PA 19335 P: 610-518-4000 F: 610-518-3611	TRADE		\$11,701.82
HARTFORD INSURANCE CO. OF THE MIDWEST	HARTFORD INSURANCE CO. OF THE MIDWEST 890 ASYLUM AVE HARTFORD, CT 06115 P: 860-547-5000	TRADE		\$11,442.00
PITNEY BOWES	PITNEY BOWES 1 ELMCROFT RD STAMFORD, CT 06926 P: 203-356-5000 F: 203-351-7336	TRADE		\$11,258.48

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim (if secured also state value of security)
SMITH & CARSON	SMITH & CARSON 400 NORTHRIDGE ROAD SUITE 500 ATLANTA, GA 30350 P: 770-350-2550 F: 877-349-0267	TRADE		\$10,380.25
BUNDY & ASSOCIATES, INC.	BUNDY & ASSOCIATES, INC. 729 WOODBRIAR LANE ST CHARLES, MO 63303 P: 636-441-3926	TRADE		\$10,036.01
CED/AMERICAN ELECTRIC	CED/AMERICAN ELECTRIC C/O PHILIPS & COMPANY 1915 PENNSYLVANIA DRIVE COLUMBUS, MO 65205 P: 573-474-2800 F: 573-876-8076	TRADE		\$9,967.70
STANDARD TRANSPORTATION	STANDARD TRANSPORTATION 1801 ROOSEVELT AVE JOPLIN, MO 64801-3735 P: 417-782-1990 F: 417-782-5098 E: groberts@stdtrans.com; sputneyr@stdtrans.com	TRADE		\$9,826.11

In re:)
) Chapter 11
)
 BLITZ U.S.A., Inc., *et al.*,¹) Case No. 11-[] ()
)
 Debtors.) (Joint Administration Requested)
)

Pursuant to 28 U.S.C. § 1746, I, Grant Kernan, the duly qualified and elected President of F3 Brands LLC declare under penalty of perjury that I have reviewed the foregoing consolidated list of creditors holding the 50 largest unsecured claims and that it is true and correct to the best of my information and belief.


Name: Grant Kernan
Title: President

RLF1 5563758v. 3

F3 BRANDS LLC

RESOLUTIONS OF BOARD OF DIRECTORS

November 8, 2011

The undersigned, being all of the members of the Board of Directors (the "Board of Directors") of F3 Brands LLC, a Delaware limited liability company (the "Company"), hereby take the following actions and adopt the following resolutions:

CHAPTER 11 FILING

WHEREAS, the Board of Directors considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's business;

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company;

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by the Company's subsidiaries, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and

RESOLVED, that Grant Kernan or any other officers of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Company all petitions and amendments thereto under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware and to execute and file on behalf of the Company all schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business.

RETENTION OF PROFESSIONALS

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Richards, Layton, & Finger, P.A. as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Richards, Layton, & Finger, P.A.

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Zolfo Cooper, LLC as restructuring advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Zolfo Cooper, LLC.

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC as notice, claims, and balloting agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Kurtzman Carson Consultants LLC.

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that the Authorized Officers be, and they hereby are, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel,

accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that the Authorized Officers deem necessary, proper, or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case.

DEBTOR-IN-POSSESSION FINANCING

RESOLVED, that the Company, as debtor and debtor in possession under the Chapter 11 Cases shall be, and hereby is, authorized by the Board of Directors to: (a) enter into any and all agreements and transactions regarding the use of cash collateral and any and all related agreements and transactions contemplated thereby; (b) enter into and undertake any and all transactions consistent with and contemplated in the Debtor-in-Possession Commitment Letter (the "DIP Commitment Letter") among the Company, as the Borrower, the various lenders from time to time parties thereto as Lenders, on substantially the terms and subject to the conditions described at this meeting and as set forth in the DIP Commitment Letter or as may hereafter be fixed or authorized by the Board of Directors or the Authorized Officers; (c) borrow funds from, request the issuance of letters of credit, provide guaranties to and undertake any and all related transactions contemplated thereby (collectively, the "Financing Transactions" and each such transaction a "Financing Transaction") with such lenders and on such terms as may be approved by any one or more of the Authorized Officers, as reasonably necessary for the continuing conduct of the affairs of the Company; (d) finalize the DIP Commitment Letter and any DIP Credit Agreement consistent therewith, Financing Transactions, and term sheets, consistent in all material respects with those that have been presented to and reviewed by the Board of Directors; and (e) pay related fees and grant security interests in and liens upon some, all or substantially all of the Company's assets, as may be deemed necessary by any one or more of the Authorized Officers in connection with such borrowings.

RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, directed and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and negotiate or cause to be prepared and negotiated and to execute and file all such instruments and documents and "Loan Documents" (as contemplated in the DIP Commitment Letter) (collectively, the "DIP Loan Documents"), and other agreements, certificates, contracts, bonds, documents, disclosure documents, instruments, receipts, petitions, motions or other papers, incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, as such Authorized

Officer shall in his or her judgment determine to be necessary or appropriate to consummate the transactions contemplated by the DIP Commitment Letter, any DIP Credit Agreement and any DIP Loan Documents, which determination shall be conclusively evidenced by his or their execution or delivery thereof.

RESOLVED, that the form, terms and provisions of the DIP Commitment Letter and any DIP Credit Agreement consistent therewith and each of the other DIP Loan Documents contemplated thereby be, and the same hereby are in all respects approved, and that any Authorized Officers or other officer of the Company is hereby authorized and empowered, in the name of and on behalf of the Company, to execute and deliver and to execute and file each of the DIP Loan Documents to which the Company is a party, with such changes, additions and modifications thereto as the officer of the Company executing the same shall approve, such approval to be conclusively evidenced by such officer's execution and delivery thereof.

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that all members of the Board of Directors of the Company have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice.

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the Board of Directors.

RESOLVED, that the Authorized Officers be and hereby are authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member or managing member of each direct subsidiary of the Company, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

IN WITNESS WHEREOF, the undersigned have executed this Consent of the Board of Directors of F3 Brands LLC as of the date above first written.



Grant Kernan