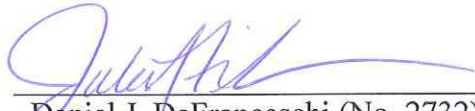


November 10, 2011, any objection or response to the Motion was to be filed and served no later than 4:00 p.m. (EST) on November 30, 2011 (the “Objection Deadline”)².

WHEREFORE, the Debtors respectfully request that an order, substantially in the form attached to the Motion and hereto as Exhibit A, be entered at the earliest convenience of the Court.

Dated: December 2, 2011
Wilmington, Delaware



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*Proposed Counsel to the Debtors
and Debtors in Possession*

² The Objection Deadline was extended for the Official Committee of Unsecured Creditors (the “Committee”) to December 1, 2011 at 9:00 a.m. (EST). The Committee has not filed an objection.

EXHIBIT A

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

In re:

BLITZ U.S.A., Inc., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 11-13603 (PJW)
)
) (Jointly Administered)
)
) Re: Docket No. 6 and 35

**FINAL ORDER AUTHORIZING THE DEBTORS TO CONTINUE
PREPETITION INSURANCE COVERAGE AND RELATED PRACTICES**

Upon the motion (the “*Motion*”)² of Blitz U.S.A., Inc. (“*Blitz*”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”), for entry of an order (this “*Order*”) authorizing the Debtors to (a) continue insurance coverage currently in effect and pay any prepetition amounts related thereto, (b) maintain existing financing of insurance premiums, and (c) enter into new policies and financing agreements during the postpetition period; and upon the First Day Declaration; and this Court having found that: (i) this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; (ii) the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. § 1408; (iv) the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; (v) notice of the Motion was adequate and appropriate under the circumstances; and (vi) no other or further notice need be provided; and this Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before this Court (the “*Hearing*”); and this Court having determined

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 used but not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and this Court having found that relief requested in the Motion is necessary to prevent immediate and irreparable harm; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefore, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Debtors are authorized to continue to administer insurance coverage currently in effect and honor prepetition and postpetition obligations under the Insurance Policies or on account of Brokerage Fees in the ordinary course of business.
3. The Debtors are authorized to revise, extend, supplement, or change insurance coverage as needed, including entering into new insurance policies, through renewal of the Insurance Policies or purchase of new policies, *provided, however*, that to the extent that any new insurance policy is in addition to or replaces any casualty or liability policies to which the agent for the Debtors' prepetition secured lenders has been named a loss payee or an additional insured, the new policy will name the agent for the Debtors' prepetition secured lenders and the agent for the Debtors' proposed postpetition debtor-in-possession financing facility as such.
4. In accordance with this Order and any other order of this Court, each of the financial institutions at which the Debtors maintain their accounts relating to prepetition or postpetition obligations that the Debtors are authorized to pay pursuant to this Order is authorized to honor checks presented for payment and all fund transfer requests made by the Debtors related to such obligations to the extent that sufficient funds are on deposit in such accounts.

5. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of Bankruptcy Rule 6004(a) and the Local Bankruptcy Rules are satisfied by such notice.

6. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

Dated: December ____, 2011
Wilmington, Delaware

THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE