

**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. 10 and 39

**FINAL ORDER (I) AUTHORIZING, BUT NOT DIRECTING, DEBTORS
TO PAY CERTAIN PREPETITION CLAIMS OF (A) CRITICAL VENDORS
AND (B) LIEN CLAIMANTS AND (II) GRANTING CERTAIN OTHER RELIEF**

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 a final order (the “*Final Order*”) (i) authorizing, but not directing, the Debtors to pay certain prepetition claims (a) of Critical Vendors and (b) of Lien Claims in the ordinary course of business as such claims come due; (ii) authorizing financial institutions to receive, process, honor, and pay all checks presented for payment and electronic payment requests related to the foregoing; and (iii) scheduling a final hearing (the “*Final Hearing*”) to consider entry of the Final Order; and upon the Declaration of Rocky Flick, President and Chief Executive Officer of Blitz U.S.A., Inc. in Support of the Debtors’ Chapter 11 Petitions and First Day Motions (the “*First Day Declaration*”); and the Court having found that: (i) the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (ii) venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. § 1408; (iii) the relief requested in the Motion is in the best interests of the

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 meanings ascribed to them in the Motion.



Debtors' estates, their creditors and other parties in interest; (iv) notice of the Motion was adequate and appropriate under the circumstances; and (v) no other or further notice need be provided; and the Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before the Court (the "*Hearing*"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; 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 on a final basis.
2. The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment, to pay all or part of, on a case-by-case basis, the Critical Vendor Claims in an aggregate amount not to exceed \$2 million.
3. The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment, to pay all or part of, on a case-by-case basis, the Lien Claims in an aggregate amount not to exceed \$520,000.
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 the prepetition or postpetition obligations are 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. Nothing herein shall impair the Debtors' ability to contest, without prejudice, in their sole discretion, the validity and amounts of any claim obligations to the Critical Vendors or Lien Claimants.

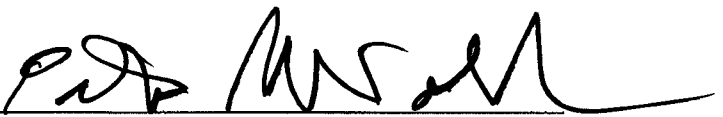
6. The Debtors are authorized to issue postpetition checks or to make additional electronic payment requests with respect to payment of a Critical Vendor Claim or Lien Claim, in the event prepetition checks or electronic payment requests are dishonored or rejected.

7. The requirements set forth in Bankruptcy Rule 6004(a) and the Local Bankruptcy Rules are satisfied by the contents of the Motion.

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

9. 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 5, 2011
Wilmington, Delaware



THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE