

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

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In re:)	Chapter 11	
)		
KDC AGRIBUSINESS LLC, <i>et al.</i> ,)	Case No. 23-10786 (CTG)	
)		
Debtors. ¹)	(Jointly Administered)	
)		
)	Re: Docket Nos. 71 & 208	

**NOTICE OF SALE, BIDDING PROCEDURES, AUCTION,
SALE HEARING AND OTHER DEADLINES RELATED THERETO**

PLEASE TAKE NOTICE OF THE FOLLOWING:

On June 22, 2023, KDC Agribusiness LLC and certain of its affiliates that are debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) filed with the United States Bankruptcy Court for the District of Delaware (the “**Court**”) a motion [Docket No. 71] (the “**Motion**”) seeking entry of (a) an order (the “**Bidding Procedures Order**”) (i) approving bidding procedures (the “**Bidding Procedures**”)² to be used in connection with one or more sales (each, a “**Sale Transaction**”) of substantially all of the Debtors’ assets (the “**Assets**”); (ii) authorizing the Debtors to designate a Stalking Horse Bidder and provide Bid Protections in accordance with the Stalking Horse Designation Procedures; (iii) scheduling (A) an auction of the Assets (the “**Auction**”) on **September 12, 2023, at 10:00 a.m. (ET)** and (B) a final hearing to consider approval of the proposed Sale Transaction(s) (the “**Sale Hearing**”) on **September 18, 2023, at 10:00 a.m. (ET)**; (iv) approving the form and manner of notice of the Bidding Procedures, the Auction and the Sale Hearing; (v) approving procedures for the assumption and assignment of executory contracts and unexpired leases (collectively, the “**Contracts**”) in connection with any Sale Transaction; (vi) approving the form and manner of notice to each relevant non-debtor counterparty to a Contract of the Debtors’ calculation of the amount necessary to cure any defaults under an applicable Contract and certain other information regarding the potential assumption and assignment of Contracts in connection with the Sale

¹ The debtors and debtors in possession in these cases and the last four digits of their respective Employer Identification Numbers are: KDC Agribusiness LLC (2280), Do Good Chicken LLC (1523), Do Good Foods Facility Management LLC (3974), Do Good Foods Fort Wayne LLC (6909), Do Good Foods LLC (9976), Do Good Foods Managed Services LLC (4214), Do Good Foods Selma LLC (3776) and KDC Agribusiness Fairless Hills LLC (8680) (“**Fairless Hills**”). The debtors’ mailing address, other than Fairless Hills, is 1545 US Highway 206, Suite 100, Bedminster, New Jersey 07921. The mailing address of Fairless Hills is 250 Canal Road, Fairless Hills, Pennsylvania 19030.

² Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Motion or the Bidding Procedures, as applicable. Any summary of the Bidding Procedures or the Bidding Procedures Order (or any provision thereof) contained herein is qualified in its entirety by the actual terms and conditions thereof. To the extent that there is any inconsistency between any summary in this Sale Notice and the terms and conditions of either of the Bidding Procedures or the Bidding Procedures Order, the actual terms and conditions in those documents shall control.



Transaction; and (vii) granting related relief; and (b) one or more orders (each, a “**Sale Order**”) (i) authorizing one or more Sale Transactions for a sale of the Assets free and clear of all liens, claims, interests and encumbrances, except certain permitted encumbrances as determined by the Debtors and any Successful Bidder (as defined in Section VII.C.1 of the Bidding Procedures), with liens to attach to the proceeds of the applicable Sale Transaction; (ii) authorizing the assumption and assignment of certain Contracts in connection with approved Sale Transactions; and (iii) granting related relief.

On July 20, 2023, the Court entered the Bidding Procedures Order [Docket No. 208].

ASSETS FOR SALE

The Debtors intend to sell all or substantially all of their Assets.

A Prospective Bidder (as defined in Section IV below) may bid on the Assets, subject to the conditions set forth in the Bidding Procedures.

The ability to undertake and consummate a sale of the Assets shall be subject to competitive bidding, as set forth in the Bidding Procedures, and approval by the Court. In addition to any Stalking Horse Bid (as defined in the Motion), and as set forth in the Bidding Procedures, the Debtors will consider bids for the Assets from other parties.

Any party interested in submitting a bid for any of the Debtors’ Assets should contact the Debtors’ investment banker, Jefferies LLC (Attn: Michael O’Hara (michael.ohara@jefferies.com) and Kevin Lisanti (klisanti@jefferies.com)).

KEY DATES AND DEADLINES

A. Bid Deadline

Any Prospective Bidder that intends to participate in the Auction must submit in writing to the Bid Notice Parties a Qualified Bid (as defined in Section VI.C of the Bidding Procedures) on or before **September 8, 2023, at 4:00 p.m. (ET)** (the “**Bid Deadline**”).

The Qualified Bid requirements are set forth in Sections VI of the Bidding Procedures.

B. Auction

If the Debtors receive more than one Qualified Bid (including a combination of bids that, when considered together, constitute a Qualified Bid) for the Assets, the Debtors will conduct an Auction for the Assets. If any Stalking Horse Bid is the only Qualified Bid received in respect of the Assets subject to such Stalking Horse Bid, the Debtor will not conduct an Auction for such applicable Assets and will seek approval of such Stalking Horse Bid at the Sale Hearing.

The Auction, if required, will be conducted on **September 12, 2023, at 10:00 a.m. (ET)**, either (i) at the office of Richards, Layton & Finger, P.A., located at One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, or (ii) virtually or at such other date, time or

location as designated by the Debtors. If the Debtors conduct the Auction virtually, the Debtors will provide instructions setting forth how to attend the Auction to the participants and other attendees via electronic mail. The Debtors will provide notice (via electronic mail or otherwise) of any change in the date, time or location of the Auction to Qualified Bidders, and will cause publication of such change to occur on the KCC Website (as defined herein).

One day after the conclusion of the Auction, the Debtors will file with the Court, serve on the Sale Notice Parties (as defined in Section X.B of the Bidding Procedures) and cause to be published on the website maintained by Kurtzman Carson Consultants LLC, the Debtors' claims and noticing agent in these Chapter 11 Cases, located at www.kccllc.net/KDC (the "**KCC Website**"), a notice of the results of the Auction, which will, among other things, (A) identify the Successful Bidder and Backup Bidder(s); (B) either include a copy of the Successful Bid and the Backup Bid or a summary of the material terms of such bids, including any assumption and assignment of Contracts contemplated thereby, or provide instructions for accessing the Successful Bid and the Backup Bid free of charge from the KCC Website; and (C) set forth the date, time, and location of the Sale Hearing and any other relevant dates or other information necessary to reasonably apprise the Sale Notice Parties of the outcome of the Auction.

In the event the Debtors determine not to hold an Auction for some or all of the Assets, the Debtors shall file with the Court, serve on the Sale Notice Parties (as defined in Section X.B of the Bidding Procedures), and cause to be published on the KCC Website, a notice containing the following information (as applicable): (a) a statement that the Auction for the relevant Assets has been canceled; (b) the identity of the Successful Bidder; (c) either include a copy of the Successful Bid or a summary of the material terms of such bid, including any assumption and assignment of Contracts contemplated thereby, or provide instructions for accessing the Successful Bid free of charge from the KCC Website; and (d) the date, time, and location of the Sale Hearing.

C. **Objection Deadlines**

1. **Sale Objection Deadline.** Objections to a sale of the Assets, including (a) any objection to a sale of the Assets free and clear of all liens, claims, interests and encumbrances pursuant to section 363(f) of the Bankruptcy Code and (b) entry of any Sale Order must (i) be in writing and state, with specificity, the legal and factual bases thereof and include any appropriate documentation in support thereof; and (ii) be filed with the Court by no later than **August 30, 2023, at 4:00 p.m. (ET)** and served on the Objection Notice Parties (as defined in Section X.D of the Bidding Procedures).
2. **Supplemental Sale Objection Deadline.** Following service of the Notice of Auction Results, parties may object to the particular terms of a proposed Sale Transaction in the Successful Bid. Any Supplemental Sale Objection must (a) be in writing and state, with specificity, the legal and factual bases thereof and include any appropriate documentation in support thereof; and (b) be filed with the Court by no later than **September 14, 2023, at 4:00 p.m. (ET)** (the "**Supplemental Sale Objection Deadline**") and served on the Objection Notice Parties.

D. Sale Hearing

The Sale Hearing shall take place on **September 18, 2023, at 10:00 a.m. (ET)** before The Honorable Craig T. Goldblatt United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, located at 824 N. Market Street, Wilmington, Delaware 19801.

RESERVATION OF RIGHTS TO MODIFY BIDDING PROCEDURES

The Debtors reserve the right to, in their reasonable business judgment and after consultation with the Consultation Parties, in a manner consistent with their fiduciary duties and applicable law, modify these Bidding Procedures, including to, among other things, extend or waive deadlines or other terms and conditions set forth in the Bidding Procedures; adopt new rules and procedures for conducting the bidding and Auction process so long as any such modifications are disclosed to all Prospective Bidders and Qualified Bidders, as applicable; or otherwise modify these Bidding Procedures to further promote competitive bidding for and maximizing the of value of the Assets, in each case, to the extent not materially inconsistent with these Bidding Procedures or the Bidding Procedures Order. For the avoidance of doubt, the Debtors may not modify any terms or conditions of the Bidding Procedures that (i) require consultation with the Consultation Parties without consenting with such parties, or (ii) are subject to the consent of the Pre-Petition Secured Parties, DIP Agent, Required Lenders, or Lenders without such parties' prior written consent.

ADDITIONAL INFORMATION

Copies of the Motion, the Bidding Procedures Order and the Bidding Procedures may be obtained free of charge by visiting the KCC Website.

FAILURE TO ABIDE BY THE BIDDING PROCEDURES, THE BIDDING PROCEDURES ORDER OR ANY OTHER APPLICABLE ORDER OF THE COURT ENTERED IN THESE CHAPTER 11 CASES MAY RESULT IN THE REJECTION OF YOUR BID AND YOUR DISQUALIFICATION FROM PARTICIPATING IN THE BIDDING FOR AND AUCTION OF ANY OF THE DEBTORS' ASSETS.

THE FAILURE OF ANY PERSON OR ENTITY TO FILE AND SERVE AN OBJECTION IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER, INCLUDING THE FAILURE TO FILE ANY SUCH OBJECTION BY THE APPLICABLE OBJECTION DEADLINE, SHALL FOREVER BAR SUCH PERSON OR ENTITY FROM ASSERTING, AT THE SALE HEARING OR THEREAFTER, ANY SUCH OBJECTION TO THE RELIEF REQUESTED IN THE MOTION, THE CONSUMMATION OF ANY APPLICABLE SALE TRANSACTION, INCLUDING THE SALE OF ANY ASSETS TO A SUCCESSFUL BIDDER FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES PURSUANT TO SECTION 363(f) OF THE BANKRUPTCY CODE OR THE TERMS OF ANY STALKING HORSE AGREEMENT OR OTHER ASSET PURCHASE AGREEMENT EXECUTED BY THE DEBTORS.

Dated: July 25, 2023
Wilmington, Delaware

/s/ Zachary J. Javorsky

John H. Knight (No. 3848)

Paul N. Heath (No. 3704)

Brendan J. Schlauch (No. 6115)

David T. Queroli (No. 6318)

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Zachary J. Javorsky (No. 7069)

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