

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

	X	
	:	
In re:	:	Chapter 11
	:	
RUPARI HOLDING CORP., <i>et al.</i> , ¹	:	Case No. 17-10793 (KJC)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Re: Docket Nos. 27 & 100
	X	

**NOTICE OF SALE PROCEDURES,
AUCTION DATE AND SALE HEARING**

PLEASE TAKE NOTICE that, on April 11, 2017, the above-captioned debtors (collectively, the “Debtors”) filed the *Motion of Debtors for Entry of Order (I)(A) Approving and Authorizing Bidding Procedures in Connection with the Sale of Substantially All Assets; (B) Approving Stalking Horse Protections; (C) Approving Procedures Related to Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving the Form and Manner of Notice Thereof; (II)(A) Approving and Authorizing Sale of Substantially All of Debtor Assets to Successful Bidder Free and Clear of All Liens, Claims, Encumbrances, and Other Interests; (B) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (C) Granting Related Relief* [Docket No. 27] (the “Motion”).² The Debtors seek, among other things, to sell certain of their tangible and intangible assets (the “Purchased Assets”) to the successful bidder (the “Successful Bidder”), at an auction free and clear of all liens, claims, encumbrances and other interests under sections 363 and 365 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that, on April 27, 2017, the Bankruptcy Court entered an order [Docket No. 100] (the “Bidding Procedures Order”) approving the Motion and the bidding procedures (the “Bidding Procedures”), which set the key dates and times related to the Sale of the Purchased Assets. All interested bidders should carefully read the Bidding Procedures Order and the Bidding Procedures. To the extent that there are any inconsistencies between the Bidding Procedures Order (including the Bidding Procedures) and the summary description of its terms and conditions contained in this Notice, the terms of the Bidding Procedures Order shall control.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bidding Procedures, an auction (the “Auction”) to sell the Purchased Assets will be conducted on May

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Rupari Holding Corp. (4943) and Rupari Food Services, Inc. (7933). The mailing address for the Debtors is 15600 Wentworth Avenue, South Holland, Illinois 60473.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

31, 2017, starting at 10:00 a.m. (prevailing Eastern Time) at the offices of DLA Piper LLP (US), 444 West Lake Street, Suite 900, Chicago, Illinois, 60606, or such other location as shall be timely communicated to all entities entitled to attend the Auction.

PLEASE TAKE FURTHER NOTICE that a hearing will be held to approve the sale of the Purchased Assets to the Successful Bidder (the “Sale Hearing”) before the Honorable Kevin J. Carey, United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, 5th Floor, Courtroom 5, on **June 6, 2017 at 10:00 a.m. (prevailing Eastern Time)**, or at such time thereafter as counsel may be heard or at such other time as the Bankruptcy Court may determine. The Sale Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by announcement of the adjournment in open court on the date scheduled for the Sale Hearing. Objections to the Sale shall be filed and served so as to be received no later than 4:00 p.m. (prevailing Eastern Time) on June 2, 2017 by: (i) counsel to the Debtors: DLA Piper LLP (US), 203 N. LaSalle Street, Suite 1900, Chicago, Illinois 60601 (Attn: Richard A. Chesley, Esq. (richard.chesley@dlapiper.com) and John Lyons, Esq. (john.lyons@dlapiper.com)); (ii) counsel to the Stalking Horse Purchaser: Katten Muchin Rosenman LLP, 525 West Monroe, Chicago, IL 60661 (Attn: Matthew Brown (matthew.brown@kattenlaw.com) and Paige Barr (paige.barr@kattenlaw.com)); (counsel to the Agent to the Prepetition Senior Secured Lenders, Katten Muchin Rosenman LLP, 525 West Monroe Street, Chicago, Illinois 60661 (Attn: John Sieger (john.sieger@kattenlaw.com)); (iii) counsel to the lenders under the Subordinated Credit Facility, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL 60654 (Attn: James Stempel (james.stempel@kirkland.com)); (iv) counsel to the Committee, Lowenstein Sandler LLP, 1251 Avenue of the Americas, New York, NY 10020 (Attn: Jeffrey Cohen (jcohen@lowenstein.com) and Wojciech Jung (wjung@lowenstein.com); and (v) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David L. Buchbinder, Esq. and Brya Keilson, Esq.).

PLEASE TAKE FURTHER NOTICE that this Notice of the Auction and Sale Hearing is subject to the full terms and conditions of the Bidding Procedures Order and Bidding Procedures, which shall control in the event of any conflict, and the Debtors encourage parties in interest to review such documents in their entirety. A copy of the Motion, Bidding Procedures and Bidding Procedures Order may be obtained from Donlin Recano & Co. Inc. by calling the following toll-free number 800-591-8268, or by visiting www.donlinrecano.com/Rupari.

Dated: April 28, 2017
Wilmington, Delaware

Respectfully submitted,

DLA PIPER LLP (US)

/s/ R. Craig Martin

R. Craig Martin (DE 5032)
Maris J. Kandestin (DE 5294)
1201 North Market Street, Suite 2100
Wilmington, Delaware 19801
Telephone: (302) 468-5700
Facsimile: (302) 394-2341
Email: craig.martin@dlapiper.com
maris.kandestin@dlapiper.com

-and-

Richard A. Chesley (admitted pro hac vice)
John K. Lyons (admitted pro hac vice)
444 West Lake Street, Suite 900
Chicago, Illinois 60606
Telephone: (312) 368-4000
Facsimile: (312) 236-7516
Email: richard.chesley@dlapiper.com
john.lyons@dlapiper.com

Proposed Attorneys for Debtors and Debtors in Possession