

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§	
	§	
<b>ASAIG, LLC, <i>et al.</i>,</b>	§	<b>Case No. 20-35600</b>
	§	
<b>Debtors.<sup>1</sup></b>	§	<b>Chapter 11</b>
	§	
	§	<b>(Jointly Administered)</b>

**NOTICE OF PROPOSED SALE OF ASSETS, AUCTION AND SALE HEARING**

**PLEASE TAKE NOTICE** that on January 18, 2021, ASAIG, LLC, *et al.*, the above-captioned debtors and debtors in possession (the “Debtors”) filed with the Court their *Emergency Motion for (a) Entry of an Order (i) Approving Bidding Procedures, (ii) Approving Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases, (iii) Approving Stalking Horse Protections, (iv) Scheduling Bid Deadline, Auction Date and Sale Hearing Date, and (v) Approving Form of Notice Thereof; (b) Entry of an Order After the Sale Hearing (i) Authorizing the Debtors to Sell Their Assets, and (ii) Authorizing the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases; and (c) Granting Related Relief* [ECF # 155] (the “Sale Motion”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that:

1. After the Bidding Procedures Hearing held on January 26, 2021, the Court entered the order [ECF # 178] (the “Bidding Procedures Order”), which among other things, establishes bidding procedures (the “Bidding Procedures”) that govern the manner in which the Purchased Assets of the Debtors are to be marketed and sold. A copy of the Bidding Procedures Order is enclosed.

2. Bids are due on **March 26, 2021 at 5:00 p.m. (prevailing Central Time)** (the “Bid Deadline”). The Debtors will notify each Potential Bidder no later than **5:00 p.m. (prevailing Central Time) on March 29, 2021** whether the Bid is determined to be a Qualified Bid.

3. In accordance with the terms of the Bidding Procedures Order, if the Debtors receive one or more Qualified Bids, other than a Stalking Horse Bid, within the requirements and timeframe established in the Bidding Procedures Order, the Debtors will conduct an auction (the “Auction”) for the Purchased Assets starting at **10:00 a.m. (prevailing Central Time) on March 30, 2021** (the “Auction Date”), at the law offices of Okin Adams LLP, 1113 Vine Street,

---

<sup>1</sup> The debtors and debtors in possession these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Aztec / Shaffer, LLC (2038); and ASAIG, LLC (2323). The Debtors’ service address is: 601 W. 6th Street, Houston, Texas 77007.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Sale Motion or Bidding Procedures Order, as applicable.

Suite 240, Houston, Texas 77002, or at an alternate location (including by telephone or videoconference) designated in advance by the Debtors with notice to the Consultation Parties and Qualified Bidders. Only Qualified Bidders that have submitted a Qualified Bid by the Bid Deadline will be permitted to participate in and/or make any statements on the record at the Auction. As soon as reasonably practicable after the Auction, the Debtors shall file a notice of the Successful Bidder and the Successful Bid with the Court. If a Stalking Horse Designation Notice is filed by the Stalking Horse Designation Deadline and no Qualified Bid other than a Stalking Horse Bid is received before the Bid Deadline, no Auction shall be conducted, and the Stalking Horse Purchaser shall be deemed the Successful Bidder.

4. A hearing (the “Sale Hearing”) shall be held before the Honorable United States Bankruptcy Judge Marvin Isgur, at the United States Bankruptcy Court for the Southern District of Texas (a) in the event that no Auction is held, on **March 30, 2021 at 4:00 p.m. (prevailing Central Time)**, or (b) in the event that an Auction is held, on **April 1, 2021 at 1:30 p.m. (prevailing Central Time)**, or as soon thereafter as counsel may be heard. The Debtors shall appear before the Court at the Sale Hearing and seek entry of an order: (a) authorizing the sale of the Purchased Assets by the Debtors to the Stalking Horse Purchaser or Successful Bidder; (b) authorizing the assumption and assignment of certain executory contracts and unexpired leases; and (c) granting certain related relief.

5. Pursuant to the Bidding Procedures Order, any objections to the relief requested in the Sale Motion as relates to the sale of the Purchased Assets to a Stalking Horse Purchaser or the Successful Bidder (a “Sale Objection”) must: (a) set forth in writing and describe with specificity the factual and legal basis for the Sale Objection; (b) comply with the Bankruptcy Rules and Bankruptcy Local Rules; (c) be filed with the Clerk of the Court no later than **5:00 p.m. (prevailing Central Time) on March 26, 2021** (the “Sale Objection Deadline”); and (d) be served, so as to be actually received on or before the Sale Objection Deadline by the Service Parties consisting of: (i) counsel for the Debtors, Okin Adams LLP, 1113 Vine Street, Suite 240, Houston, Texas 77002, Attn: Matthew S. Okin (mokin@okinadams.com), David L. Curry, Jr. (durry@okinadams.com) and Ryan A. O’Connor (roconnor@okinadams.com) (ii) counsel to the AIG Lenders, Katten Muchin Rosenman LLP, 525 W. Monroe Street, Chicago, Illinois 60661, Attn: John P. Sieger (john.sieger@katten.com) and Allison E. Yager (allison.yager@katten.com); (iii) counsel to PGA TOUR, (a) Porter Hedges LLP, 1000 Main Street, Suite 3600, Houston, TX 77002, Attn: John F. Higgins, IV, and (b) Covington & Burling LLP, 620 Eighth Avenue, New York, NY 10018, Attn: Dianne Coffino (dcoffino@cov.com) and Martin Beeler (mbeeler@cov.com); and (iv) counsel to the Committee, Greenberg Traurig, LLP, Attn: Ari Newman (newmanar@gtlaw.com) and Shari Heyen (heyens@gtlaw.com).

6. The failure of any person or entity to file a Sale Objection by the Sale Objection Deadline shall be deemed a consent to the sale of the Purchased Assets to the Stalking Horse Purchaser or other Successful Bidder and the other relief requested in the Sale Motion. Further, the failure to file a Sale Objection by the Sale Objection Deadline shall be a bar to the assertion, at the Sale Hearing or thereafter, of: (i) any objection to the Sale Motion; (ii) the sale of the Purchased Assets free and clear of all liens, claims, and encumbrances; and (iii) the Debtors’ consummation and performance of a Stalking Horse Agreement with a Stalking Horse Purchaser, if applicable, or an Asset Purchase Agreement with the Successful Bidder.

7. This Sale Notice is subject to the full terms and conditions of the Sale Motion and the Bidding Procedures Order, which shall control in the event of any conflict, and the Debtors encourage the parties in interest to review such documents in their entirety.

8. Additional information regarding the sale, including copies of the Sale Motion, the Bidding Procedures and the Bidding Procedures Order, is available by contacting Debtors' counsel using the contact information below.

Dated: February 1, 2021.

**OKIN ADAMS LLP**

By: /s/ Matthew S. Okin

Matthew S. Okin

Texas Bar No. 00784695

Email: [mokin@okinadams.com](mailto:mokin@okinadams.com)

David L. Curry, Jr.

Texas Bar No. 24065107

Email: [dcurry@okinadams.com](mailto:dcurry@okinadams.com)

Ryan A. O'Connor

Texas Bar No. 24098190

Email: [roconnor@okinadams.com](mailto:roconnor@okinadams.com)

1113 Vine St., Suite 240

Houston, Texas 77002

Tel: 713.228.4100

Fax: 888.865.2118

**ATTORNEYS FOR THE DEBTORS**