

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

In re:)	
)	Chapter 11
CLEVELAND INTEGRITY SERVICES INC., <i>et al.</i> , ¹)	Case No. 23-90052 (CML)
)	
Debtors.)	Jointly Administered
)	

NOTICE OF BID DEADLINE, AUCTION, AND SALE HEARING

PLEASE TAKE NOTICE that on January 29, 2023, the Debtors filed their *Emergency Motion for (I) an Order (A) Approving Bidding Procedures and Designating a Stalking Horse Bidder, (B) Scheduling a Bid Deadline, Auction Date, and Sale Hearing and Approving the Form and Manner of Notice Thereof, and (C) Approving Cure Procedures and the Form and Manner of Notice Thereof; (II) an Order Approving the Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claim and Interests; and (III) Related Relief* [Docket No. 14] (the "Sale Motion").

PLEASE TAKE FURTHER NOTICE that on February 6, 2023, the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "Bankruptcy Court") entered its *Order (A) Approving Bidding Procedures and Designating a Stalking Horse Bidder, (B) Scheduling a Bid Deadline, Auction Date, and Sale Hearing and Approving the Form and Manner of Notice Thereof, and (C) Approving Cure Procedures and the Form and Manner of Notice Thereof* [Docket No. 69] (the "Bidding Procedures Order"), approving certain Bidding Procedures attached thereto as Exhibit 1.

PLEASE TAKE FURTHER NOTICE that all interested parties are invited to seek to become a Qualified Bidder and submit a Qualified Bid to purchase all or a portion of the Debtors' businesses and assets in accordance with the terms of the Bidding Procedures Order and the Bidding Procedures. The deadline for Potential Bidders to submit Qualified Bids is **March 1, 2023, at 4:00 p.m.**

PLEASE TAKE FURTHER NOTICE that, in accordance with the Bidding Procedures Order, unless cancelled, an Auction will take place on **March 6, 2023**, commencing at **10:00 a.m. Central Time** at the offices of Gray Reed, 1300 Post Oak Blvd., Suite 2000, Houston, Texas 77056. The Auction will proceed, and be conducted, pursuant to the terms of the Bidding Procedures.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: CIS Treasury, LLC (8509) and Cleveland Integrity Services Inc. (9258). The Debtors' service address is: 370690 East Old Highway 64, Cleveland, Oklahoma 74020.

PLEASE TAKE FURTHER NOTICE that a hearing on the sale of the Debtors' assets, including the assumption and assignment of any executory contracts (the "Sale Hearing"), will take place on **March 10, 2023, at 1:00 p.m. Central Time** in the United States Bankruptcy Court for the Southern District of Texas, Houston Division, 515 Rusk Street, Courtroom 401, Houston, Texas 77002. As set forth in the Bidding Procedures, the Auction and the Sale Hearing may be cancelled, with a notice of cancellation to be filed by the Debtors with the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion and the Proposed Sale (a "Sale Objection") shall be filed with the Bankruptcy Court and served on the following parties so as to be actually received no later than **4:00 p.m. Central Time on February 24, 2023** (the "Sale Objection Deadline").

PLEASE TAKE FURTHER NOTICE that objections to: (i) the Cure Amount proposed by the Debtors must also be filed and served by the Counterparty (a "Cure Objection") and (ii) the assumption and assignment of the applicable Potential Assumed Contract on the basis of lack of adequate assurance of future performance under section 365(b)(1) (an "Adequate Assurance Objection") with respect to the Stalking Horse Bidder, must also be filed by **February 24, 2023, at 4:00 p.m. CT.**

PLEASE TAKE FURTHER NOTICE that Adequate Assurance Objections with respect to a Successful Bidder other than the Stalking Horse Bidder must be filed by **March 8, 2023, at 4:00 p.m. CT.**

PLEASE TAKE FURTHER NOTICE that any Sale Objection, Cure Objection or Adequate Assurance Objection must: (a) be in writing, (b) state the basis for such objection with specificity, (c) conform to the Bankruptcy Rules and Local Rules of the Southern District of Texas, (d) be filed so as to be actually on or before the Sale Objection Deadline, Cure Objection Deadline or Adequate Assurance Objection Deadline, as applicable; and (e) served upon the following persons: (i) counsel to the Debtors, Gray Reed, 1300 Post Oak Blvd., Suite 2000, Houston, TX 77056, Attn: Jason S. Brookner, Aaron M. Kaufman, Lydia R. Webb, Amber M. Carson, and London England (jbrookner@grayreed.com, akaufman@grayreed.com, lwebb@grayreed.com, acarson@grayreed.com, and lengland@grayreed.com); (ii) counsel to Owl Rock, Proskauer Rose LLP, Attn: David M. Hillman (dhillman@proskauer.com) and Megan R. Volin (mvolin@proskauer.com); and (iii) the Office of the United States Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, TX 77002, Attn: Ha Nguyen (ha.nguyen@usdoj.gov) and Alicia Barcomb (Alicia.Barcomb@usdoj.gov).

PLEASE TAKE FURTHER NOTICE that the failure to timely file and serve a Sale Objection, Cure Claim Objection or Adequate Assurance Objection by the applicable deadline shall be a bar to the assertion prior to, at the Sale Hearing, or thereafter, of any such objection to the Motion, the Sale, the Debtors' consummation of the Proposed Sale, or the proposed assumption and assignment of any executory contracts or unexpired leases. Failure to file and serve a Sale Objection by the Sale Objection Deadline shall be deemed to be consent to the Sale for purposes of Bankruptcy Code section 363(f) and a waiver of any preferential purchase rights or other similar rights to acquire any of the Debtors' assets.

PLEASE TAKE FURTHER NOTICE that copies of pleadings related to the proposed sale(s), including the Bidding Procedures Order (and attached Bidding Procedures) approved by the Bankruptcy Court, are available (for free) on the Debtors' Notice Agent website at www.donlinrecano.com/cis, or (for a fee) on the Bankruptcy Court's website at <http://ecf.txs.uscourts.gov/>.

Respectfully submitted this 6th day of February, 2023.

GRAY REED

By: /s/ Aaron M. Kaufman
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*Proposed Counsel to the Debtors
and Debtors in Possession*

Certificate of Service

I certify that on February 6, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Aaron M. Kaufman
Aaron M. Kaufman