

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

In re:

TRITEK INTERNATIONAL INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 23-10520 (TMH)
)
) (Jointly Administered)
)

NOTICE OF AUCTION AND SALE HEARING

PLEASE TAKE NOTICE REGARDING THE FOLLOWING:

1. On April 27, 2023, the above-captioned debtors and debtors in possession (collectively, “Debtors”), each filed a voluntary petition for relief pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. Debtors are soliciting offers for the purchase of substantially all of Debtors’ assets and assumption of certain liabilities of Debtors consistent with the bidding procedures (the “Bidding Procedures”) approved by the Court (the “Court”) by entry of an order on May 19, 2023 [Docket No. 114] (the “Bidding Procedures Order”). **All interested bidders should carefully read the Bidding Procedures and Bidding Procedures Order.** To the extent that there are any inconsistencies between this notice and the Bidding Procedures or the Bidding Procedures Order, the Bidding Procedures or the Bidding Procedures Order, as applicable, shall govern in all respects.

3. The Bid Deadline is **May 25, 2023 at 4:00 p.m. (ET)**. Any person or entity that wishes to participate in the Auction must comply with the participation requirements, bid requirements, and other requirements set forth in the Bidding Procedures. Only Qualified Bidders that have submitted Qualified Bids by the **May 25, 2023, at 4:00 p.m. (ET)** Bid Deadline are eligible to participate in the Auction, subject to the terms of the Bidding Procedures and other limitations as may reasonably be imposed by Debtors. Qualified Bidders participating in the Auction must appear at the Auction in person or through a duly authorized representative.

4. Any party in interest may attend (but not participate in) the Auction if any such party in interest provides Debtors with written notice of its intention to attend the Auction on or before the Bid Deadline, which written notice shall be sent to counsel for Debtors via electronic mail, to Jerry Hall, Esq. and Michael Comerford, Esq. at jerry.hall@katten.com and michael.comerford@katten.com, respectively.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Trittek International Inc. (7919); HyLife Foods Windom, LLC (5391); and Canwin Farms, LLC (3973). Debtors’ mailing address is 2850 Highway 60 East, Windom, MN 56101.

5. Debtors may conduct the Auction, at which time they will consider proposals submitted to Debtors and their professionals, by and pursuant to the Bidding Procedures as set forth in the Bidding Procedures Order, on **May 26, 2023 at 9:00 a.m. (ET)**, either virtually or at the office of Debtors' counsel, Katten Muchin Rosenman LLP, 50 Rockefeller Plaza, New York, NY 10020. Any party in interest planning to attend virtually shall register with counsel for Debtors via electronic mail, to Jerry Hall, Esq. and Michael Comerford, Esq. at jerry.hall@katten.com and michael.comerford@katten.com, respectively.

6. A hearing to consider approval of the Successful Bid (or to approve the Stalking Horse APA, as applicable, if no Auction is held) (the "Sale Hearing") shall take place on **June 2, 2023 at 10:00 a.m. (ET)**, at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, Wilmington, Delaware 19801. At the Sale Hearing, Debtors will present such Successful Bid to the Court for approval.

7. Objections, if any, to the Motion and the sale of the Assets to a Successful Bidder, must be filed with the Court and served upon counsel to Debtors so as to be actually received by **May 23, 2023 at 4:00 p.m. (ET)**. In each case, all objections must: (i) be in writing; (ii) conform to the applicable provisions of the Bankruptcy Rules, the Local Rules, and any orders of the Court; (iii) state with particularity the legal and factual bases for the objection and the specific grounds therefor; and (iv) be filed with the Court no later than the applicable objection deadline and served on counsel to Debtors. *Any party who fails to timely file an objection to entry of the Sale Order (i) shall be forever barred from objecting thereto, (ii) shall be deemed to consent to the sale of the Assets as approved by any Sale Order, and (iii) shall be deemed to "consent" for purposes of Section 363(f)(2) of the Bankruptcy Code.*

8. Following service of the Notice of Auction Results, as defined in the Bidding Procedures Order, parties may object to the conduct of the Auction and/or the particular terms of any Sale in a Successful Bid, other than with respect to the Stalking Horse Bid (each such objection, a "Final Sale Objection"). Any Final Sale Objection shall be (i) in writing and state, with specificity, the legal and factual bases thereof and include any appropriate documentation in support thereof, (ii) be filed with the Court, and (iii) served upon the Notice Parties by no later than the later of (a) **May 30, 2023, at 4:00 p.m. (ET)** and (b) **three days prior to the Sale Hearing** (the "Final Sale Objection Deadline").

9. This notice is subject to the fuller terms and conditions of the Motion, the Bidding Procedures, and the Bidding Procedures Order. In the event of any conflict, the Bidding Procedures Order shall control, and Debtors encourage parties in interest to review such documents in their entirety. Parties interested in receiving more information regarding the Sale and/or copies of any related document, including the Motion, or the Bidding Procedures Order, may make a written request to counsel for the counsel for Debtors.

10. Copies of the Motion, the Bidding Procedures Order, and the Bidding Procedures may be obtained free of charge by visiting Debtors' Case Website (<https://www.donlinrecano.com/tritek>).

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 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 DEBTORS.

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Dated: May 23, 2023
Wilmington, Delaware

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Respectfully submitted,

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