

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

In re:

PREMIER KINGS, INC., *et al.*,¹

Debtors.

(Chapter 11)

Case No. 23-02871 (TOM11)

Jointly Administered

**Deadline for Objections: December 6, 2023 at
5:00 p.m. (Central)**

**Sale Hearing: December 11, 2023 at Noon
(Central)**

**NOTICE OF HEARING ON APPROVAL OF (I) SALE OF ALL OR SUBSTANTIALLY
ALL THE DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS,
ENCUMBRANCES, AND INTERESTS, AND (II) ASSUMPTION AND ASSIGNMENT
OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

PLEASE TAKE NOTICE that on October 26, 2023, the debtor and debtor-in-possession in the above-captioned chapter 11 cases (the “Debtors”), by their undersigned counsel, filed the *Motion of the Debtors and Debtors-in-Possession for Entry of an Order (I) Approving Asset Purchase Agreements and Authorizing the Sale of All or Substantially All of the Debtors’ Assets under 11 U.S.C. §§ 363(b) and 363(m); (II) Authorizing the Sale of Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests Pursuant to 11 U.S.C. § 363(f); (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Pursuant to 11 U.S.C. § 365; and (IV) Granting Related Relief* (the “Sale Motion”).²

By the Motion, the Debtors seek, among other things, an order authorizing the sale of substantially all their assets (the “Purchased Assets,” as further defined in the Stalking Horse Agreements or Bidder Purchase Agreements, as applicable), as a going concern, to the Stalking Horse Bidders, as further designated in each Stalking Horse Agreement—or, alternatively, to any Successful Bidders designated following an Auction, as described below, on the terms contained in each applicable Bidder Purchase Agreement—free and clear of all liens, claims, encumbrances, and interests, pursuant to sections 105(a), 363, and 365 of the Bankruptcy Code (the “Sale”).

PLEASE TAKE FURTHER NOTICE that, concurrently with the Sale Motion, on October 26, 2023, the Debtor, by its undersigned counsel, filed the *Motion of the Debtors and Debtors-in-Possession for Entry of an Order (I) Approving Bidding Procedures for the Sale of*

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification numbers, are: Premier Kings, Inc. (3932); Premier Kings of Georgia, Inc. (9797); and Premier Kings of North Alabama, LLC (9282). The Debtors’ address is 7078 Peachtree Industrial Blvd., Suite #800, Peachtree Corners, GA 30071.

² All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Sale Motion or the Bidding Procedures Motion (defined below).



All or Substantially All the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests; (II) Approving Bid Protections for Stalking Horse Bidders; (III) Approving Procedures for Assumption and Assignment of Executory Contracts and Unexpired Leases; (IV) Scheduling an Auction for, and Hearing to Approve, the Sale of All or Substantially All the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests; (V) Granting Related Relief (the "Bidding Procedures Motion"). The Debtors have filed copies of the Stalking Horse Agreements with the Court under notice (the "Stalking Horse Notices"). The Bankruptcy Court entered an order on November 20, 2023 granting the Bidding Procedures Motion and setting dates for the Auction (as defined below) and other key deadlines for the Sale [Doc. No. 232] (the "Bidding Procedures Order"). All interested bidders should carefully read the Bidding Procedures Order and the Bidding Procedures, as well as the Stalking Horse Notices. To the extent that there are any inconsistencies between the Bidding Procedures Order 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 Order, if at least one Qualified Bid is duly submitted before the Bid Deadline, an auction to sell the Purchased Assets will be conducted on **December 4 2023, at 10:00 a.m. (Central Time)** (the "Auction")³ at the offices of Holland & Knight, LLP, located at 1901 Sixth Avenue North, Suite 1400, Birmingham, Alabama 35203. Only those who submit a Qualified Bid to the Notice Parties on or before the Bid Deadline may participate in the Auction.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bidding Procedures Order, if an Auction is conducted, the Debtors are authorized to designate the highest or otherwise best Bid(s) and the Successful Bidder(s) and the second highest or otherwise best Bid(s) and the Back-Up Bidder(s). If Successful Bidder(s) or Back-Up Bidder(s) are designated, the Debtors will file with the Court, on the next Business Day following the Auction, a notice of the identity of any Successful Bidder(s) and Back-Up Bidder(s) and the amount(s) of their Bid(s).

PLEASE TAKE FURTHER NOTICE that, on December 11, 2023 at 11:00 a.m. (Central time), the Bankruptcy Court will conduct a hearing to approve the Sale (the "Sale Hearing"). The Sale Hearing will take place before the Honorable Tamara O. Mitchell, United States Bankruptcy Judge, United States Bankruptcy Court for the Northern District of Alabama, Southern Division, at the Robert S. Vance Federal Building, 1800 Fifth Avenue North, Birmingham, Alabama 35203, in Courtroom 3, or such other location as the Bankruptcy Court may determine.

PLEASE TAKE FURTHER NOTICE that objections to the Sale or relief requested in connection with the Sale (a "Sale Objection") must (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedures; (c) set forth the specific basis for the Sale Objection; and (d) be filed with the Clerk of the United States Bankruptcy Court for the Northern District of Alabama, Southern Division, Robert S. Vance Federal Building, 1800 Fifth Avenue North, Birmingham,

³ The Bidding Procedures Order authorizes the Debtor to modify certain deadlines set forth therein and to adjourn the Auction.

AL 35203 or electronically via the Court's CM/ECF system and served so as to actually be received by the following parties, at or before **5:00 p.m. (Central Time) on December 6, 2023.**

- (a) Undersigned Counsel for the Debtors;
- (b) The Prepetition Agent, c/o counsel for the Prepetition Agent, Jeffrey R. Dutson, Esq., 1180 Peachtree Street, NE Suite 1600, Atlanta, GA 30309, jdutson@kslaw.com;
- (c) Counsel for the Creditors' Committee, Bill D. Bensinger, Esquire, Christian & Small LLP, 1800 Financial Center, 505 North 20th Street, Birmingham, AL 35203, bdbensinger@csattorneys.com; and
- (d) Counsel for the Stalking Horse Bidder or Bidders to whom the Sale Objection pertains.

IF NO SALE OBJECTION IS PROPERLY FILED AND SERVED BEFORE THE DEADLINE, THE BANKRUPTCY COURT MAY ENTER THE SALE ORDER PERMITTING THE SALE OF THE PURCHASED ASSETS WITHOUT FURTHER NOTICE.

The Debtors encourage interested parties to review the Sale Motion, Bidding Procedures Motion, Stalking Horse Notices, and Bidding Procedures Order in their entirety. Parties interested in receiving more information regarding the Sale or copies of related documents may make a written request to undersigned counsel. In addition, copies of the Sale Motion, Bidding Procedures Motion, Bidding Procedures Order, and the Proposed Sale Order can be found through PACER, at <https://ecf.alnb.uscourts.gov> (registration required), and are on file with the Clerk of the Bankruptcy Court, 1800 Fifth Avenue North, Birmingham, AL 35203.

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Dated: November 21, 2023
Birmingham, Alabama

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*Admitted *pro hac vice*