

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

In re:

HOBIBICO, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 18-10055 (KG)

Jointly Administered

**AMENDED NOTICE OF BIDDING PROCEDURES, AUCTION DATE,
AND SALE HEARING, AND CERTAIN RELATED DEADLINES**

PLEASE TAKE NOTICE THAT:

1. On January 10, 2018, Hobbico, Inc. (the “Company”) and certain of its subsidiaries (collectively with the Company, the “Debtors” or “Sellers”) filed for relief before the United States Bankruptcy Court for the District of Delaware (the “Court”). The Court presides over the Sellers’ jointly administered chapter 11 bankruptcy cases (the “Chapter 11 Cases”) captioned *In re Hobbico, Inc. et al.*, Ch. 11 Case No. 18-10055 (KG) (Bankr. D. Del. Jan. 10, 2018).

2. On February 26, 2018, the Sellers filed with the Court the *Motion for (I) an Order (A) Establishing Bidding Procedures for the Sale of All, or Substantially All, of the Debtors’ Assets; (B) Approving Potential Bid Protections; (C) Establishing Procedures Relating to the Assumption and Assignment of Executory Contracts and Unexpired Leases; (D) Approving Form and Manner of the Sale, Cure and Other Notices; and (E) Scheduling an Auction and as Hearing to Consider the Approval of the Sale; (II) an Order (A) Approving the Sale of the Debtors’ Assets Free and Clear of Claims, Liens and Encumbrances; and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Certain Related Relief* (the “Sale Motion”).² By the Sale Motion, the Sellers seek, *inter alia*, to conduct a sale (the “Sale”) by auction (the “Auction”) of all or substantially all of their assets (the “Assets”) and to assume and assign certain executory contracts and unexpired leases (the “Designated Contracts”) to the successful bidder for such Assets (the “Purchaser”).

3. A copy of the Sale Motion, the approved auction and bidding procedures (as the same may be amended, supplemented, or otherwise modified from time to time, the “Bidding Procedures”), and the order approving the Bidding Procedures (the “Bidding Procedures Order”) can be obtained free of charge at <http://www.jndla.com/cases/hobbico>.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Hobbico, Inc. (9545); Arrma Durango Limited; Axial R/C Inc. (0233); Estes-Cox Corp. (2196); Great Planes Model Manufacturing, Inc. (5259); Revell Inc. (8545); Tower Hobbies, Inc. (5185); and United Model, Inc. (5302). The Debtors’ headquarters are located at 2904 Research Road, Champaign, Illinois 61822.

² Capitalized terms used herein but not otherwise defined in this amended notice (the “Amended Notice”) shall have the meanings ascribed to them in the Sale Motion.

4. The due date to submit a Qualified Bid (the “Bid Deadline”) is **March 27, 2018 at 12:00 p.m. (prevailing Eastern Time)**.

5. The Auction will take place on **March 28 2018 at 10:00 a.m. (prevailing Eastern Time)** at the offices of Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, Delaware 19899, or such other place and time as the Sellers shall notify all Qualified Bidders (as defined in the Bidding Procedures) and the Consultation Parties (as defined in the Bidding Procedures).

6. A hearing to approve the Sale (the “Sale Hearing”), including the assumption and assignment of the Designated Contracts, will be held on **April 2, 2018 at 2:00 p.m. (prevailing Eastern Time)** before the Court.

7. Objections to the Sale (“Sale Objections”) were due on or before March 21, 2018.

8. Any objections to the conduct of the Auction or selection of the Successful Bid (as defined in the Bidding Procedures) or Backup Bid (a “Supplemental Objection”) and any objections to the adequate assurance of future performance under a contract to be assumed and assigned to the Purchaser (an “Adequate Assurance Objection”) must (a) be set forth in writing, (b) state with particularity the grounds for such objections or other statements of position, and (c) be filed with the Clerk of the Court, 824 Market St. N, 3rd Floor, Wilmington, Delaware 19801, and served so as to be received by the Notice Parties (defined below) on or before **March 29, 2018 at 4:00 p.m. (prevailing Eastern Time)** (the “Extended Objection Deadline”).

9. Any Supplemental Objection or Adequate Assurance Objection must be served on the following parties so as to be received by the Extended Objection Deadline: **The Sellers**, 2904 Research Road, Champaign, Illinois 61822, Attention: Tom O’Donoghue (tom.odonoghue@cr3partners.com); **Counsel to the Sellers**, Neal Gerber & Eisenberg, LLP, 2 N. LaSalle Street, Suite 1700, Chicago, Illinois 60602, Attention: Nicholas M. Miller (nmiller@nge.com), Mark A. Berkoff (mberkoff@nge.com) and Bruce A. Fox (bfox@nge.com); and Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, Delaware 19899, Attention: Curtis Miller (cmiller@MNAT.com) and Robert J. Dehney (rdehney@MNAT.com); **Financial advisor to the Sellers**, Lincoln Partners Advisors LLC, 633 West Fifth Street, Suite 6650, Los Angeles, California 90071, Attention: Alexander W. Stevenson (AStevenson@lincolninternational.com) and Sherman Guillema (SGuillema@lincolninternational.com); **Counsel to Wells Fargo Bank, National Association, in its capacity as Prepetition Agent and Postpetition Agent for the Prepetition Lenders and the Postpetition Lenders, respectively** (the “Agent”), Goldberg Kohn Ltd., 55 East Monroe Street, Suite 3300, Chicago, Illinois 60603, Attention: Randall L. Klein (randall.klein@goldbergekohn.com) and Zachary J. Garrett (zachary.garrett@goldbergekohn.com) and Burr & Forman LLP, 1201 Market Street, Suite 1407, Wilmington, Delaware 19801, Attention: J. Cory Falgowski (jfalgowski@burr.com); **Financial advisor to the Agent**, Focus Management Group USA, Inc., 5001 West Lemon Street, Tampa, Florida 33609, Attention: Robert O. Riiska (r.riiska@focusmg.com) and Samuel M. Williams (s.williams@focusmg.com); **counsel to the Official Committee of Unsecured Creditors** (the “Committee”), Cullen and Dykman LLP, The Legal Center, One Riverfront Plaza, Newark, NJ 07102, Attention: S. Jason Teele (steele@cullenanddykman.com), and Whiteford Taylor Preston LLC, The Renaissance

Center, Suite 500, 405 North King Street, Wilmington, Delaware 19801, Attention: Christopher M. Samis (CSamis@wtplaw.com); and **financial advisor to the Committee**, Emerald Capital Advisors, 70 E. 55th Street, 17th Floor, New York, NY 10022, Attention: John P. Madden (jpm@emeraldcapitaladvisors.com).

10. UNLESS A SUPPLEMENTAL OBJECTION OR ADEQUATE ASSURANCE OBJECTION IS TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS AMENDED NOTICE, IT MAY NOT BE CONSIDERED BY THE COURT, AND THE COURT MAY GRANT THE RELIEF REQUESTED WITHOUT FURTHER HEARING AND NOTICE.

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

12. The dates and times referenced in this Amended Notice may change pursuant to Court order and/or without further notice.

13. Updated information regarding the status of the Sale, the Bidding Procedures, the Designated Contracts, the proposed Purchaser(s), the Extended Objection Deadline, and the Sale Hearing is available free of charge (i) at <http://www.jndla.com/cases/hobbico> or (ii) by contacting counsel to the Sellers at the addresses referenced above.

Dated: March 23, 2018
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Curtis Miller

Robert J. Dehney (No. 3578)
Curtis Miller (No. 4583)
Matthew O. Talmo (No. 6333)
1201 N. Market Street, 16th Floor
P.O. Box 1347
Wilmington, Delaware 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
rdehney@mnat.com
cmiller@mnat.com
mtalmo@mnat.com

- and -

NEAL, GERBER & EISENBERG LLP
Mark A. Berkoff (admitted pro hac vice)
Nicholas M. Miller (admitted pro hac vice)
Thomas C. Wolford (admitted pro hac vice)
Two North LaSalle Street, Suite 1700
Chicago, Illinois 60602
Telephone: (312) 269-8000
Facsimile: (312) 269-1747
mberkoff@nge.com
nmiller@nge.com
twolford@nge.com

Co-Counsel to the Debtors and Debtors in Possession