

# Exhibit C

FORM OF CURE NOTICE

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

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>DESA HOLDINGS CORPORATION, et al.,<sup>1</sup></b>	)	<b>Case No. 02-11672 (PJW)</b>
	)	<b>(Jointly Administered)</b>
<b>Debtors.</b>	)	
<b>Sale Hearing:</b>		<b>November 15, 2002 at 1:30 p.m.</b>
<b>Objections to Sale Motion due:</b>		<b>October 20, 2002 at 4:00 p.m.</b>
<b>Objections to Cure Amounts:</b>		<b>_____, 2002 at 4:00 p.m.</b>

**NOTICE OF POTENTIAL ASSUMPTION AND ASSIGNMENT  
OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

**PLEASE TAKE NOTICE** that the above captioned debtors and debtors in possession (collectively, the “Debtors”) have filed a motion for an order under sections 105(a), 363, 365 and 1146(c) of title 11 of the United States Code (as amended, the “Bankruptcy Code”) (a) authorizing the sale of the Debtors’ assets (the “DESA Assets”) or each of the Debtors’ Divisions (as defined in the Sale Motion), free and clear of liens, claims and encumbrances (the “Sale”), (b) approving an asset purchase agreement, and (c) authorizing the assumption and assignment of certain executory contracts and unexpired leases in connection with such sale (the “Sale Motion”).

**PLEASE TAKE FURTHER NOTICE** that you may obtain a copy of the Sale Motion by (i) accessing the Court’s website at <http://ecf.deb.uscourts.gov>, (ii) accessing the Debtors’ website at <http://www.bmccorp.net/DESA>, or (iii) making a written request to the Debtor’s undersigned counsel. A final hearing on the Sale is set for 1:30 p.m. (Prevailing Eastern Time), November 15, 2002. The hearing may be adjourned in open court from time to time, without further notice.

**PLEASE TAKE FURTHER NOTICE** that any objection to the Sale Motion must be filed with the Bankruptcy Court and served on the parties listed below, in such a manner that it is actually received on or before 4:00 p.m. (Prevailing Eastern Time), October 20, 2002.

**PLEASE TAKE FURTHER NOTICE** that in connection with the Sale, the Debtors may seek to assume and assign to the purchaser(s) of the DESA Assets (collectively, the “Buyer”), each of the executory contracts and unexpired leases set forth on the attached schedule (“Schedule”).

**PLEASE TAKE FURTHER NOTICE** that the proposed cure of amounts due and owing, within the meaning of section 365 of the Bankruptcy Code, for the executory contracts and unexpired leases that may be assumed and assigned (the “Assumed Contracts”), which are based on the Debtors’ books and records, are set forth in the Schedule. The Debtors propose that the Buyer’s promise to perform under such contract or lease will constitute adequate assurance of

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<sup>1</sup> The Debtors consist of the following two entities: DESA Holdings Corporation and DESA International, Inc.

future performance under such Assumed Contracts pursuant to section 365(b) of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE** that any objection to the proposed assumption, assignment, or cure amount must set forth, in writing, with particularity, the grounds for such objection or other statements or position, and must be filed with the Bankruptcy Court and served in such a manner that it is actually received on or before \_\_\_\_\_, 2002 at 4:00 p.m. (Prevailing Eastern Time) on the following parties: (i) co-counsel for the Debtors, James W. Kapp III, Kirkland & Ellis, 200 E. Randolph Drive, Chicago, Illinois, 60601, (ii) co-counsel for the Debtors, c/o Laura Davis Jones, Pachulski, Stang, Ziehl, Young & Jones, 919 North Market Street, 16<sup>th</sup> Floor, P.O. Box 8705, Wilmington, Delaware, 19899-8705, (iii) counsel to the Agent for the Prepetition and Postpetition Lenders (as defined in the Sale Motion), Fredric Sosnick, Sherman & Sterling, 599 Lexington Avenue, New York, New York 10022-6069, (iv) counsel to the Official Committee of Unsecured Creditors, Michael Sage, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 and (v) the United States Trustee, Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 North King Street, Suite 2313, Lock Box 35, Wilmington, Delaware 19801. Any objection must be served in such a manner that it is actually received prior to the deadline. Any objection not confirming to the foregoing will not be considered by the Court. Objections will be heard at the Sale Hearing.

**PLEASE TAKE FURTHER NOTICE** that any counterparty to an Assumed Contract that does not object to the proposed cure amount listed in the Schedule (as described in the paragraph above) is deemed to have agreed to the cure amount set forth on the Schedule.

**PLEASE TAKE FURTHER NOTICE** that the Debtors reserve the right to withdraw the request to assume any and all of the Assumed Contracts at any time before the Closing of Sale of the DESA Assets to the Buyer by filing and serving a notice of withdrawal of such request.

**PLEASE TAKE FURTHER NOTICE** that a hearing to consider the objections to the proposed assumption, assignment and cure amounts is set for 1:30 p.m. (Prevailing Eastern Time), November 15, 2002, at the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 5th Floor, Wilmington, Delaware 19801. The hearing may be adjourned in open court from time to time, without further notice.

Dated: \_\_\_\_\_, 2002

KIRKLAND & ELLIS  
James H.M. Sprayregen, P.C.  
James W. Kapp III  
Kirk A. Kennedy  
Marc J. Carmel  
200 East Randolph Drive  
Chicago, Illinois 60601  
Telephone: (312) 861-2000  
Facsimile: (312) 861-2200

-and-

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

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Laura Davis Jones (Bar No. 2436)  
Jeffrey W. Dulberg (CA Bar No. 181200)  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession

**Schedule**

<b>Counterparty</b>	<b>Description of Executory Contract or Unexpired Lease</b>	<b>Amount to cure all of the Debtors' defaults under section 365 of the Bankruptcy Code</b>