

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In re:

Body Contour Ventures, LLC,¹

Debtors.

Chapter 11

Case No. 19-42510-pjs

Hon. Phillip J. Shefferly

**AMENDED ORDER (I) ESTABLISHING BIDDING PROCEDURES,
(II) SCHEDULING AN AUCTION AND A SALE HEARING IN
CONNECTION WITH THE SALE OF SUBSTANTIALLY ALL OF
DEBTORS' ASSETS, (III) SETTING CERTAIN DATES AND DEADLINES
IN CONNECTION THEREWITH, (IV) APPROVING THE FORM OF THE
ASSET PURCHASE AGREEMENT, INCLUDING THE TERMINATION
FEE, AND (V) GRANTING RELATED RELIEF**

¹ Debtors cases are being jointly administered for procedural purposes only and include Debtors Body Contour Ventures, LLC, Case No. 19-42510, BCA Acquisitions, LLC, Case No. 19-42511, American Aesthetic Equipment, LLC, Case No. 19-42512, Knoxville Laser Spa LLC, Case No. 19-42513, LRX Alexandria, LLC, Case No. 19-42514, LRX Birmingham, LLC, Case No. 19-42515, LRX Charlotte, LLC, Case No. 19-42516, LRX Chicago, LLC, Case No. 19-42517, LRX Colorado Springs, LLC, Case No. 19-42518, LRX Dearborn, LLC, Case No. 19-42519, LRX East Lansing, LLC, Case No. 19-42520, LRX Grand Blanc, LLC, Case No. 19-42833, LRX Hoffman Estates, LLC, Case No. 19-42521, LRX Las Vegas Summerlin, LLC, Case No. 19-42522, LRX Mesa, LLC, Case No. 19-42523, LRX Naperville, LLC, Case No. 19-42524, LRX Novi, LLC, Case No. 19-42525, LRX Orland Park, LLC, Case No. 19-42526, LRX Plymouth-Canton, LLC, Case No. 19-42527, LRX Stone Oak, LLC, Case No. 19-42528, LRX Towson, LLC, Case No. 19-42530, LRX Troy, LLC, Case No. 19-42531, Premier Laser Spa of Greenville LLC, Case No. 19-42532, Premier Laser Spa of Indianapolis LLC, Case No. 19-42533, Premier Laser Spa of Louisville LLC, Case No. 19-42534, Premier Laser Spa of Pittsburgh LLC, Case No. 19-42535, Premier Laser Spa of St. Louis LLC, Case No. 19-42536, and Premier Laser Spa of Virginia LLC, Case No. 19-42537.

This matter having come before the Court upon the stipulation (the “Stipulation”) of the Debtors, Official Committee of Unsecured Creditors, Office of the United States Trustee, RVB Investment Group, LLC, Merz North America, Inc., Cynosure, Inc., and Venus Concepts USA, Inc. to amend the *Order (I) Establishing Bidding Procedures, (II) Scheduling An Auction And A Sale Hearing In Connection With The Sale Of Substantially All Of Debtors’ Assets, (III) Setting Certain Dates And Deadlines In Connection Therewith, (IV) Approving The Form Of The Asset Purchase Agreement, Including The Termination Fee, And (V) Granting Related Relief (“Bidding Procedures Order”)*² [Docket No. 267] for the limited purpose of adjourning the Sale Hearing and associated dates and deadlines; and the Court being otherwise fully advised in the premises;

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Bidding Procedures Order is amended as follows:
 - i. The Auction, to the extent necessary and solely as it relates to the Additional Assets (other than the Merz-branded Additional Assets) will be conducted at the offices of Wolfson Bolton PLLC, 3150 Livernois, Ste. 275, Troy, MI 48083, or such other place as may be designated by the Debtors, on **May 15, 2019**,

² Capitalized terms used but not defined have the meanings given to them in the Bidding Procedures Order.

commencing at 10:00 a.m. prevailing Eastern Time

("Auction")

- ii. The Stalking Horse Bidder shall file on the docket evidence demonstrating its ability to provide adequate assurance of future performance under any Assumed and Assigned Agreement by no later than **May 16, 2019 at 5:00 p.m. (Eastern).**
- iii. Objections to the remaining relief requested in the Sale Motion and the entry of the proposed Sale Order must: (a) be in writing; (b) conform to any applicable requirements of the United States Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and any applicable local rules of procedure of this Court; (c) set forth the name of the objecting party and the nature of any claims or interests held by such party against or in Debtors' estate or property; (d) state with particularity the legal and factual bases for the objection and the specific grounds therefore; and (e) be filed with the Clerk of the Court, and served on Debtors' counsel so as to be received, on or before **May 17, 2019 at 5:00 p.m., prevailing Eastern Time** ("Sale Objection Deadline").

- iv. The deadline for objecting (“Cure/Assignment Objection”) to the amount of the proposed Cure Costs related to any executory contract or unexpired lease is **May 17, 2019 at 5:00 p.m. Eastern Time** (“Cure/Assignment Objection Deadline”) and (iii) the deadline for objecting (“Adequate Assurance Objection”) to the ability of the Stalking Horse Bidder to provide adequate assurance of future performance under any Assumed and Assigned Agreement is **May 17, 2019 at 5:00 p.m. Eastern Time** (“Adequate Assurance Objection Deadline” and collectively with the Cure/Assignment Objection Deadline, the “Cure/Adequate Assurance Objection Deadlines”).
- v. Any reply brief shall be filed by no later than **May 20, 2019 at 5:00 p.m. (Eastern)**.
- vi. A hearing (“Sale Hearing”) to consider the remaining relief requested in the Sale Motion and the entry of the proposed Sale Order shall be held on **May 22, 2019 at 9:30 a.m. (Eastern)** in the Courtroom of the Honorable Phillip J. Shefferly, United States Bankruptcy Court for the Eastern District of Michigan, 211 W. Fort Street, Courtroom 1975, Detroit, MI 48226.

vii. The closing of the transactions contemplated by the APA (“Closing”) shall take place remotely via electronic exchange of documents, on the date (“Closing Date”) that is mutually agreed to by the Parties but in no event shall be later than **May 24, 2019**, absent written agreement of the parties.

2. Debtors and the Stalking Horse Bidder agree that the APA is amended to reflect that the deadline for the Debtors to obtain entry of a Sale Order is 12:00 PM ET on May 23, 2019.

3. Except as otherwise set forth in this Order, all other terms and provisions of the Bidding Procedures Order remain in full force and effect.

4. The Court retains jurisdiction to hear and determine all matters arising from or relating to the implementation and/or interpretation of this Order.

IT IS SO ORDERED.