

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

In re:) Chapter 11
)
TWG CAPITAL, INC.,) Case No. 12-11019-BHL-11
)
Debtor.)

**NOTICE OF SUBMISSION OF EXECUTED FIRST AMENDMENT TO AMENDED
AND RESTATED ASSET PURCHASE AGREEMENT**

Counsel for TWG Capital, Inc., the debtor and debtor-in-possession in the above-captioned case (the "Debtor"), hereby submits an executed copy of the First Amendment to Amended and Restated Asset Purchase Agreement (the "Amendment"), attached hereto as Exhibit 1. On November 2, 2012, the Debtor submitted an unexecuted copy of the Amendment [Docket No. 122], which revised Exhibit A to the *Motion For Entry of an Order (I) Approving Asset Purchase Agreement; (II) Authorizing the Sale of Substantially All of the Assets of the Debtor's Estate Free And Clear Of All Liens, Claims and Encumbrances; And (III) Authorizing the Assumption And Assignment Of Leases and Contracts* (Docket No. 14) (the "Sale Motion") filed on September 14, 2012. The Amendment amends and restates Section 1.2 ("Excluded Assets"), Section 6.2 ("Conditions to Obligations of Seller"), and Schedule 1.1(e) ("Assumed Contracts") of the Amended and Restated Asset Purchase Agreement, which is Exhibit A to the Sale Motion. The Amendment is necessary to facilitate a settlement between the Debtor and Lion 2004 Receivable Trust, which is the subject of the motion to approve under Bankruptcy Rule 9019 that the Debtor filed on November 5, 2012. This notice will be served on all counsel of record, all parties to the Amendment, and all parties who have expressed an interest in submitting a bid on the Assets (as defined in the Sale Motion) pursuant to the terms set forth in the Procedures Order (as defined in the Sale Motion).

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on November 5, 2012, a copy of the foregoing pleading was filed electronically. Notice of this filing will be sent to the following parties through the Court's Electronic Case Filing System. Parties may access this filing through the Court's system.

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I further certify that on November 5, 2012, a copy of the foregoing pleading was mailed by first-class U.S. Mail, postage prepaid and properly addressed, to the following:

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