

**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 PROPOSED CURE AMOUNTS AND  
OBJECTION DEADLINE**

TO: THE OFFICE OF THE UNITED STATES TRUSTEE, THE NON-DEBTOR PARTIES TO EXECUTORY CONTRACTS AND UNEXPIRED LEASES, COUNSEL FOR THE COMMITTEE OF UNSECURED CREDITORS, THE TWENTY LARGEST UNSECURED CREDITORS, ALL PARTIES WHO HAVE APPEARED AND REQUESTED NOTICE AND EACH SECURED CREDITOR

PLEASE TAKE NOTICE AS FOLLOWS:

1. Chapter 11 Filing - On September 14, 2012 (the "Petition Date"), the Debtor filed with the United States Bankruptcy Court for the Southern District of Indiana, Indianapolis Division (the "Court"), its respective voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. as amended (the "Bankruptcy Code") commencing the above-captioned chapter 11 case (the "Chapter 11 Case"). The Debtor has remained in possession of its assets and has continued to operate its business as a debtor-in-possession in accordance with 11 U.S.C. §§ 1107 and 1108. The Debtor has all of the rights and powers of a trustee in bankruptcy pursuant to 11 U.S.C. § 1107(a).

2. Sale Motion - On September 14, 2012, the Debtor filed a Motion For Entry Of An Order: (1) Approving Asset Purchase Agreement; (2) Authorizing The Sale Of Substantially All Of The Debtor's Assets Of The Debtor's Estate Free And Clear Of Liens, Claims, and Encumbrances; (3) Authorizing The Assumption And Assignment Of Leases And Contracts (the "Sale Motion").<sup>1</sup>

3. Entry of Bidding Procedure Order - On October 4, 2012, the Court entered an order in the Chapter 11 Case: Order Granting Motion For Entry Of An Order (1) Approving Certain Bidding Procedures With Respect To The Sale Of Substantially All Of The Assets Of The Debtor's Estate; (2) Scheduling An Auction And Subsequent Hearing To Consider The Sale Of The Debtor's Assets; And (4) Approving The Proposed Form And Manner Of Notice Thereof (the "Bidding Procedures Order").

4. Cure Amounts – Attached as Exhibit 1 hereto is a spreadsheet entitled "Cure Amounts." Exhibit 1 lists (i) each executory contract or unexpired lease to which the Debtor is a party, (ii) the counterparty to each such executory contract or unexpired lease (each, a

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning provided in the Sale Motion.

"Counterparty" and collectively, "Counterparties") and (iii) the amounts that the Debtor believes are necessary to cure, as of the date of the Sale Hearing any defaults under the executory contract or unexpired lease pursuant to Section 365 of the Bankruptcy Code. That amount, plus any unpaid amount under the executory contract or unexpired lease from and after the date of the Sale Hearing, until the effective date, if any, of an assumption of the executory contract or unexpired lease shall be the "Cure Amount".

5. Cure Amount Objection Deadline. Pursuant to the Bidding Procedures Order, each Counterparty has to and until five (5) days before the Sale Hearing (the "Objection Deadline") to file an objection (an "Objection") objecting to the assumption and assignment of the lease or contract and/or to the Cure Amount.

6. Effect of no Objection. For any Cure Amount to which no Objection is filed by the Objection Deadline, such Cure Amount shall become binding and enforceable as the cure amount required to assume and assign the executory contract or unexpired lease as an Assumed Lease or Assumed Contract.

7. Hearing - The Court shall conduct a hearing at the time of the Sale Hearing to consider any objections to the proposed assumption and assignment and/or Cure Amount filed on or before the Objection Deadline.

8. Copies - Copies of any of the documents identified herein can and will be made available upon request directed to counsel for the Debtor at the address noted below.

Respectfully submitted,

FAEGRE BAKER DANIELS LLP

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