

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 SALE OF CERTAIN ASSETS AND SALE HEARING THEREON

PLEASE TAKE NOTICE AS FOLLOWS:

1. Chapter 11 Filing - On September 14, 2012 (the "Petition Date"), TWG Capital, Inc. (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 [Doc. No. 14] (the "Sale Motion").¹

3. Entry of Bidding Procedures 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 [Doc. No. 80] (the "Bidding Procedures Order"). Pursuant to the Bidding Procedures Order, the Debtor proposes to sell substantially all of the assets of the Debtor's estate. The Court approved the bidding procedures attached hereto as Exhibit A for the sale of the Assets (the "Bidding Procedures").

4. Auction Date, Time and Location – All interested parties are invited to make competing offers to purchase the Assets in accordance with the bidding procedures approved by the Bidding Procedures Order. Pursuant to the Bidding Procedures Order, the Debtor will conduct an auction for the Assets (the "Auction") on **November 7, 2012 at 1:00 p.m. EST at the offices of Faegre Baker Daniels LLP, 600 East 96th Street, Suite 600, Indianapolis, Indiana 46240**. Participation in the Auction is subject to the Bidding Procedures and the Bidding Procedures Order.

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

5. Competing Bids – A prospective purchaser who wishes to bid for the Assets must submit its bid on or before **5:00 p.m. EST three business days prior to the Sale Hearing** (as defined herein).

6. Sale Hearing – The Court shall conduct the Sale Hearing on **November 8, 2012 at 10:00 a.m. EST** (the "Sale Hearing") in **Room 103, Lee H. Hamilton U.S. Federal Building and Courthouse, 121 W. Spring St., New Albany, IN 47150**, at which time the Court will consider the approval of the proposed sale to the Purchaser or other Successful Bidder.

7. Objections – **November 2, 2012, five days prior to the Sale Hearing, at 5:00 p.m. EST** shall be the last date to file with the Clerk of this Court written objections to the proposed sale and to the related relief requested in the Sale Motion. The failure of any objecting party to timely file its objection shall be a bar to the assertion, at the Sale Hearing or thereafter, of any objection to the Sale Motion, or the consummation and performance of the Debtor under the Purchase Agreement, or an agreement with a Successful Bidder.

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.

9. Bidding Procedures Order Controls - This notice is qualified in its entirety by the Bidding Procedures Order.

Respectfully submitted,

FAEGRE BAKER DANIELS LLP

By: /s/ Wendy W. Ponader

Counsel for the Debtor and Debtor in Possession

Jay Jaffe (#5037-98)
Wendy W. Ponader (#14633-49)
600 E. 96th Street, Suite 600
Indianapolis, IN 46240
Telephone: (317) 569-9600
Facsimile: (317) 569-4800
jay.jaffe@FaegreBD.com
wendy.ponader@FaegreBD.com

Kayla D. Britton (#29177-06)
300 N. Meridian Street, Suite 2700
Indianapolis, IN 46204
Telephone: (317) 237-0300
Facsimile: (317) 237-1000
kayla.britton@FaegreBD.com