

**EXHIBIT D2**

**SALE NOTICE (WITHOUT STALKING HORSE)**

**UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
WESTERN DIVISION**

	)
IN RE:	) Chapter 11
	)
ROCKFORD PRODUCTS CORPORATION, <i>et</i>	) Case No. 07 B 71768
<i>al.</i> ,	) Jointly Administered
	)
Debtors	) Hon. Manuel Barbosa

**NOTICE OF (I) SALE AND SOLICITATION OF BIDS TO PURCHASE THE  
DEBTOR'S ASSETS; (II) PUBLIC AUCTION; (III) TERMS AND  
CONDITIONS OF SALE PROCEDURES; AND (IV) SALE HEARING**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. Rockford Products Corporation (the "Debtor" or "Seller"), has filed a motion filed with the Bankruptcy Court on October 29, 2007, (the "Sale Motion") for (I) an Order (the "Sale Procedures Order") (A) Approving Sale Procedures in Connection with the Sale of Substantially All of the Debtors' Assets (the "Assets"), (B) Approving the Form and Manner Of Notice, (C) Scheduling a Sale Hearing, and (D) Granting Related Relief; and (II) an Order (the "Sale Order") (A) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Other Interests and (B) Granting Related Relief.

2. Specifically, the Assets comprise of all assets, properties and rights primarily used, held for use, or intended to be used by Rockford Products primarily in the conduct or operation of Rockford Products' Cold Formed Products Division, including, without limitation, all personal property, accounts receivable, inventories, equipment and tooling, business records, contracts, licenses, governmental permits, all intellectual property, all goodwill associated with Rockford Products or Cold Formed Products Division, interest in and to any refund of taxes relating to the Cold Formed Products Division, all rights in the nature of insurance,

indemnification or contribution to the extent related to the Assets, and all capital stock or other ownership interests in any subsidiary of Rockford Products.

3. The Debtor is soliciting offers for the purchase of the Assets, and the Bankruptcy Court has entered an order (the “Sale Procedures Order”) approving auction and sale procedures (the “Sale Procedures”) for the Assets.<sup>1</sup>

4. You may obtain a copy of the Sale Motion, the APA, the Sale Procedures, and the Sale Procedures Order by sending (a) written request to counsel to the Debtors, Dewey & LeBoeuf LLP, Two Prudential Plaza, 180 North Stetson, Suite 3700, Chicago, Illinois 60601, Facsimile: (312) 794-8100, Attn: Mohsin N. Khambati, Tel: (312) 794-8052, Fax: (312) 792-6552, Email: [mkhambati@dl.com](mailto:mkhambati@dl.com), or (b) accessing the website of the Debtor’s claims and noticing agent, BMC Group, at [www.bmcgroup.com/rockford](http://www.bmcgroup.com/rockford).

5. The deadline for submitting a Qualified Bid (as such term is defined in the Sale Procedures) shall be **Thursday, November 8, 2007 at 5:00 p.m. (Central Time)**.

6. To the extent the Debtors receive competing bids, the Debtors shall hold an auction for the Sale of the Assets (the “Auction”) on **Monday, November 12, 2007 at 10:00 a.m. (Central Time)** at the offices of Dewey & LeBoeuf LLP, Two Prudential Plaza, 180 North Stetson, Suite 3700, Chicago, Illinois 60601. All interested parties are invited to submit a Qualified Bid to purchase the Assets in order to attend and participate in the Auction.

7. A hearing (the “Sale Hearing”) on the relief requested in the Sale Motion is scheduled to be conducted on **November 15, 2007 at 1:00 p.m. (Central Time)**, before the Honorable Jacqueline P. Cox at Everett McKinley Dirksen United States Courthouse, 219 South

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<sup>1</sup> A copy of the Sale Procedures Order is attached hereto as Exhibit A.

Dearborn Street, Chambers 656, Chicago, Illinois 60604, or as soon thereafter as counsel may be heard.

8. Objections to the relief requested in the Sale Order may be made at any time up to **4:00 p.m. (Central Time) on Wednesday, November 14, 2007.**

9. Objections to the relief requested in the Sale Order, if any, shall also be served no later than **4:00 p.m. (Central Time) on Wednesday, November 14, 2007** upon (a) counsel to the Debtor, Dewey & LeBoeuf LLP, Two Prudential Plaza, 180 North Stetson Avenue, Chicago, Illinois, 60601, Attn: Mohsin N. Khambati; (b) counsel for the Official Committee of Unsecured Creditors at Greenberg Traurig, LLP, 77 W. Wacker Drive, Suite 2500, Chicago, IL 60601, Attn: Nancy A. Peterman; and (c) counsel for the Agents at Goldberg, Kohn, Bell, Block, Rosenbloom & Moritz, Ltd., 55 E. Monroe Street, Suite 3300, Chicago, Illinois 60603, Attn: Andrew R. Cardonick.

10. All scheduled dates provided herein are subject to modification by the Debtors, at the Debtors' discretion and after consultation with the Agents and the Creditors' Committee, without having to seek permission from the Court. The Debtors shall file with the Court a notice reflecting each such modification.

10. The Auction and/or the Sale Hearing may be adjourned, from time to time, without further notice to creditors or parties in interest other than by announcement of the adjournment in open Court or on the Court's calendar.

Dated: October 31, 2007

ROCKFORD PRODUCTS CORPORATION, *et al.*

By: /s/ Thomas J. Augspurger

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***Attorneys for the Debtors and Debtors in  
possession***