

**THE UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF NORTH CAROLINA
GREENSBORO DIVISION**

In re:)	Chapter 11
)	
Diverse Label Printing, LLC,)	Case No. 18-10792
)	
Debtor.)	
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SALE NOTICE

TAKE NOTICE that certain bidding procedures (the “Bidding Procedures”) have been approved and authorized by order (the “Sale Procedures Order”) of the United States Bankruptcy Court for the Middle District of North Carolina (the “Bankruptcy Court”) in the Chapter 11 case of Diverse Label Printing, LLC (the “Debtor”), designated as Case No. 18-10792 (the “Bankruptcy Case”).

The Bidding Procedures govern the proposed sale (the “Sale”), including any auction (the “Auction”) conducted in connection therewith, of substantially all of the assets of the Debtor’s bankruptcy estate pursuant to the Debtor’s motion for an order authorizing the Sale and granting related relief (the “Sale Motion”).

This Notice and the Sale Hearing (as defined below) is subject to the fuller terms and conditions of the Sale Procedures Order, the Bidding Procedures and the Sale Motion, which shall control in the event of any conflict, and the Debtor encourages parties-in-interest to review such documents in their entirety. A copy of the Sale Procedures Order, the Bidding Procedures, the Sale Motion and the Form APA (i.e., the template asset purchase agreement) may be obtained on written request to the Debtor or its counsel.

Stalking Horse Designation Deadline. Any Stalking Horse Bidder must be designated by the Debtor, in consultation with the Official Committee of Unsecured Creditors (the “Committee”), and the Stalking Horse Agreement filed with the Court on or before **November 9, 2018**.

Initial Bid and Bid Deadline. Any entity that is interested in purchasing the Debtor’s assets must submit to the Debtor a bid in conformance with the Bidding Procedures (an “Initial Bid”). Any Initial Bid must be delivered to the Debtor by 4:00 o’clock p.m. Eastern, on **November 30, 2018**.

Auction and Bidding Procedures. In the event that (a) a Stalking Horse Bidder has been designated and the Debtor receives one or more timely, conforming Initial Bids, or (b) a Stalking Horse Bidder has not been designated and the Debtor receives two or more timely, conforming Initial Bids (the Stalking Horse Bidder, if any, and each person who has submitted such a timely, conforming Initial Bid, a “Qualified Bidder”), the Debtor and

its counsel shall conduct the Auction in which only Qualified Bidders may participate. The Auction shall be held on **December 5, 2018**, commencing at 10:00 o'clock a.m. Eastern, at the office of Debtor's counsel, Northen Blue, LLP, 1414 Raleigh Road, Suite 435, Chapel Hill, North Carolina 27517 (or such other location as may be determined by the Debtor and communicated to all Qualified Bidders at least two (2) business days before the Auction), and shall be governed by the Bidding Procedures.

Sale Hearing. The final hearing to approve the Prevailing Bidder and, if one is designated, the Back-up Bidder (the "**Sale Hearing**") shall be held before the Bankruptcy Court at 2:00 o'clock p.m. Eastern, on **December 6, 2018**, in Courtroom #2, U.S. Bankruptcy Court, 101 S. Edgeworth Street, Greensboro, North Carolina 27401. The Prevailing Bidder and the Back-up Bidder, if designated, shall appear at the Sale Hearing, in person or through a duly authorized representative and not solely through counsel. 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 on the date scheduled for the Sale Hearing.

Objection. Any objection to the Sale Motion, a Statement of Disqualification (as defined in the Bidding Procedures), the Auction, the designation of the Prevailing Bidder or the Back-up Bidder, or entry of the Sale Order (an "**Objection**") must be filed with the Bankruptcy Court and served upon (i) counsel for the Debtor, John A. Northen, Northen Blue, LLP, P.O. Box 2208, Chapel Hill, North Carolina 27515-2208; (ii) counsel for the Bankruptcy Administrator, Robert E. Price, Jr., 101 S. Edgeworth Street, Greensboro, North Carolina 27401; and (iii) counsel for the Committee appointed in the Bankruptcy Case, David H. Conaway, Shumaker, Loop & Kendrick, LLP, 101 S. Tryon Street, Suite 2200, Charlotte, North Carolina 28280, in a manner such that the Objection is filed and received by such parties and the Bankruptcy Court on or before the commencement of the Sale Hearing. The Debtor and other parties in interest shall not be required to file responses to any Objection. The foregoing notwithstanding, counterparties to executory contracts and unexpired leases may object to the assumption and assignment of such executory contracts and unexpired leases on the basis of lack of adequate assurance of future performance (but no other basis) by raising such objection at the Sale Hearing and in the absence of a timely written, filed and served Objection.