

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Zurvita Holdings, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12823 (MFW)

(Jointly Administered)

Hearing Date: January 31, 2025 at 10:30 a.m. (ET)

Re: Docket Nos. 15 & 69

**NOTICE OF BID PROCEDURES, AUCTION,
HEARING, AND DEADLINES RELATING TO THE SALE
OF SUBSTANTIALLY ALL OF THE ASSETS OF THE DEBTORS**

PLEASE TAKE NOTICE that on December 20, 2024 the above-captioned debtors and debtors in possession (the “Debtors”) in the above-captioned cases (the “Chapter 11 Cases”), filed the *Debtors’ Motion for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Substantially All of the Debtors’ Assets, (B) Scheduling an Auction and a Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtor to Enter Into the Stalking Horse Agreement, (E) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (F) Granting Related Relief; and (II) an Order (A) Approving the Sale of Substantially All of the Debtors’ Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief* [Docket No. 15] (the “Bid Procedures and Sale Motion”).² The Debtors seek to complete a sale (the “Sale”) of substantially all of their assets (the “Assets”) to a prevailing bidder or bidders (the “Successful Bidder”) at an auction free and clear of all liens, claims, encumbrances and other interests pursuant to Bankruptcy Code section 363 (the “Auction”).

PLEASE TAKE FURTHER NOTICE that, on January 14, 2025, the Bankruptcy Court entered an order [Docket No. 69] (the “Bid Procedures Order”) approving the Bid Procedures set forth in the Bid Procedures and Sale Motion, which sets the key dates and times related to the sale of the Debtors’ Assets. **All interested bidders should carefully read the Bid Procedures.** To the extent there are any inconsistencies between the Bid Procedures and the summary description of its terms and conditions contained in this notice, the terms of the Bid Procedures shall control.

¹ The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor’s federal tax identification number, are: Zurvita Holdings, Inc. [1863] and Zurvita, Inc. [4837]. The Debtors’ headquarters are located at 4450 W. Walnut Hill Lane, Suite 110, Irving, TX 75308.

² Capitalized terms not otherwise defined herein shall have the meanings set forth in the Bid Procedures and Sale Motion.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bid Procedures, the Debtors must receive a Qualifying Bid from interested bidders in writing, on or before **January 27, 2025 at 5:00 p.m. (prevailing Eastern Time)** or such later date as may be agreed to by the Debtors (the “Bid Deadline”). To be considered, Qualifying Bids must be sent to the following at or before the Bid Deadline: (a) proposed investment banker to the Debtors, SC&H Group, Inc. (Attn: Matt LoCascio (mlocascio@schgroup.com)); (b) proposed counsel for the Debtors, Potter Anderson & Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, Delaware 19801 (Attn: Aaron H. Stulman (astulman@potteranderson.com) and Katelin A. Morales (kmorales@potteranderson.com)); and (b) counsel to the Committee, if one is appointed.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bid Procedures, if the Debtors receive one or more Qualifying Bids (other than the Stalking Horse Agreement) by the Bid Deadline, the Auction will be conducted on **January 29, 2025 at 10:00 a.m. (prevailing Eastern Time)** at Potter Anderson & Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, Delaware 19801, or at such other place, date and time as may be designated by the Debtors.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bid Procedures, the Debtors have designated certain Assigned Contracts that may be assumed or assumed and assigned to the Successful Bidder. The Debtors shall send a notice to each counterparty to an Assigned Contract setting forth the Debtors’ calculation of the cure amount, if any, that would be owing to such counterparty if the Debtors decided to assume or assume and assign such Assigned Contract, and alerting such nondebtor party that their contract may be assumed and assigned to the Successful Bidder (the “Cure and Possible Assumption and Assignment Notice”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bid Procedures, any counterparty that objections to the cure amount set forth in the Cure and Possible Assumption and Assignment Notice or the possible assignment of their Assigned Contract(s) must file with the Bankruptcy Court and serve an objection (a “Cure or Assignment Objection”) so it is actually received on or before **January 23, 2025 at 4:00 p.m. (prevailing Eastern Time)**, by (a) proposed counsel for the Debtors, Potter Anderson & Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, Delaware 19801 (Attn: Aaron H. Stulman (astulman@potteranderson.com) and Katelin A. Morales (kmorales@potteranderson.com)); (b) counsel to the Stalking Horse Bidder, DLA Piper LLP (US), 1201 North Market Street, Suite 2100, Wilmington, Delaware 19801 (Attn: R. Craig Martin (craig.martin@us.dlapiper.com) and DLA Piper LLP (US), 1251 Avenue of the Americas, New York, New York 10020-1104 (Attn: Rachel Ehrlich Albanese (rachel.albanese@us.dlapiper.com) and Jonathan Klein (jonathan.klein@us.dlapiper.com)); (c) counsel to the Committee, if one is appointed; and (d) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Timothy J. Fox (timothy.fox@usdoj.gov)). Where a counterparty to an Assigned Contract files a timely Cure or Assignment Objection asserting a higher cure amount than the amount listed on the Cure and Possible Assumption and Assignment Notice, or an objection to the possible assignment of that counterparty’s Assigned Contract, and the parties are unable to consensually resolve the dispute, the amount to be paid under Bankruptcy Code section 365 (if any) or, as the case may be, the Debtors’ ability to assign the Assigned Contract to the Successful Bidder will be determined at the Sale Hearing (as defined below).

PLEASE TAKE FURTHER NOTICE that a hearing will be held to approve the sale of the Assets to the Successful Bidder (the “Sale Hearing”) before the Honorable Mary F. Walrath, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, 5th Floor, Courtroom No. 4, on **January 31, 2025 at 10:30 a.m. (prevailing Eastern Time)**, or at such time thereafter as counsel may be heard or at such other time as the Bankruptcy Court may determine. 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 or on the agenda for such Sale Hearing. Objections to the sale of the Assets to the Stalking Horse Bidder must be filed and served so they are received no later than **January 24, 2025 at 4:00 p.m. (prevailing Eastern Time)**, by (a) proposed counsel for the Debtors, Potter Anderson & Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, Delaware 19801 (Attn: Aaron H. Stulman (astulman@potteranderson.com) and Katelin A. Morales (kmorales@potteranderson.com)); (b) counsel to the Stalking Horse Bidder, DLA Piper LLP (US), 1201 North Market Street, Suite 2100, Wilmington, Delaware 19801 (Attn: R. Craig Martin (craig.martin@us.dlapiper.com) and DLA Piper LLP (US), 1251 Avenue of the Americas, New York, New York 10020-1104 (Attn: Rachel Ehrlich Albanese (rachel.albanese@us.dlapiper.com) and Jonathan Klein (jonathan.klein@us.dlapiper.com)); (c) counsel to the Committee, if one is appointed; and (d) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Timothy J. Fox (timothy.fox@usdoj.gov)) (the “Notice Parties”).

PLEASE TAKE FURTHER NOTICE that objections to the conduct of the Auction, the designation of the Successful Bidder (if not the Stalking Horse Bidder), or the sale of the Assets to the Successful Bidder must be made in writing and must state, with specificity, the legal and factual bases thereof, and be filed with the Court at or prior to the Sale Hearing which will take place on **January 31, 2025 at 10:30 a.m.** and be served on (i) the Notice Parties and (ii) counsel for the Successful Bidder.

PLEASE TAKE FURTHER NOTICE that the Debtors are seeking to waive the fourteen-day stay period under Bankruptcy Rules 6004(h) and 6006(d) in order for the Sale to close as soon as practicable upon entry of the Sale Order by this Court.

PLEASE TAKE FURTHER NOTICE that this notice is subject to the full terms and conditions of the Bid Procedures and Sale Motion, the Bid Procedures Order, and the Bid Procedures, which shall control in the event of any conflict, and the Debtors encourage parties in interest to review such documents in their entirety. A copy of the Bid Procedures and Sale Motion, the Bid Procedures, and the Bid Procedures Order may be obtained (a) by contacting proposed counsel to the Debtors, Potter Anderson & Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, Delaware 19801 (Attn: Aaron H. Stulman (astulman@potteranderson.com) and Katelin A. Morales (kmorales@potteranderson.com)); (b) for free by accessing the website of the Debtors’ noticing agent, Reliable Companies (“Reliable”), located at <https://www.bankruptcy-claims.com/zurvita/CaseHome.aspx>; or (c) for a fee via PACER at <http://www.deb.uscourts.gov>.

Dated: January 14, 2025
Wilmington, Delaware

Respectfully submitted,

/s/ Shannon A. Forshay

Christopher M. Samis (No. 4909)

Aaron H. Stulman (No. 5807)

Katelin A. Morales (No. 6683)

James R. Risener III (No. 7334)

Shannon A. Forshay (No. 7293)

Ethan H. Sulik (No. 7270)

POTTER ANDERSON & CORROON LLP

1313 N. Market Street, 6th Floor

Wilmington, Delaware 19801

Telephone: (302) 984-6000

Facsimile: (302) 658-1192

Email: csamis@potteranderson.com

astulman@potteranderson.com

kmorales@potteranderson.com

jrisener@potteranderson.com

sforshay@potteranderson.com

esulik@potteranderson.com

*Proposed Counsel to the Debtors and
Debtors in Possession*