

# FOR SALE

## NOTICE OF ASSIGNEE SALE OF INTELLECTUAL PROPERTY OF UNIVERSAL HOLDINGS I, LLC

**Assets to be Sold:** Intellectual Property (the "IP" or the "Assets") being sold includes the following United States Registered Marks: **Smith Brothers, Smith Bros., SB, Sen-Sen, Air Secure, All Herbal, Daily C, Pharmaright, Intensemints, Smokerguard, Happy Health Candies, Fruitrients, Juicelets, Support Relief Restore, Warm Apple Pie.** Limited tools and dies and packaging related to this IP will be available.

The IP must be sold together and will not be sold separately. The Assignee shall only consider bids for all of the IP of Universal Holdings, and for a cash purchase price with respect to the Assets in the sum of at least \$500,000 in the aggregate.

All interested parties wishing to make competitive offers for the Assets will need to make an eligible bid ("Eligible Bid") in order to participate in the Auction. **To qualify as a Eligible Bid, an offer must be received by the Assignee no later than 5:00 pm (prevailing Central time) on December 7, 2015,** and contain the following: (i) information confirming that the eligible bidder ("Eligible Bidder") has the financial capacity to consummate a transaction if selected as the successful bidder ("Successful Bidder"), (ii) ability to expeditiously consummate the transaction if selected as the Successful Bidder, (iii) ability to provide the Assignee with **earnest money of \$50,000** at the time the offer is submitted; and (iv) a signed asset purchase agreement in the form substantially the same as the stalking horse ("Stalking Horse"). A copy of the Asset Purchase Agreement ("APA") is available by contacting the Assignee. **Interested parties must submit an asset purchase agreement with substantially similar terms and conditions as the Stalking Horse Agreement, except the offer must be in the amount of at least \$500,000 and contain no bid protection or break-up fee requirements. No bidders other than the current Stalking Horse Bidder will be allowed bid protection or a break-up fee.**

**Bid Deadline and Submission:** Bids must be received no later than **5:00 pm (prevailing Central time) on December 7, 2015.**

**Auction:** If more than one Eligible Bid by a Eligible Bidder is received by the bid deadline, an auction shall take place on December 9, 2015, at 10:00 a.m. (prevailing Central time) at the offices of Development Specialists, Inc., 70 W. Madison Street, Suite 2300, Chicago, Illinois 60602. The Assignee has absolute discretion to terminate or extend the auction process.

**Closing:** The closing of the sale transaction must occur on or before **December 17, 2015.** The tangible assets related to the purchased IP are to be removed from the Illinois facility by **December 30, 2015.**

Parties interest in receiving a bid package, conducting due diligence or touring the property and submitting a bid/offer for the Assets should contact John Wheeler or Steven Victor at (312) 263-4141, or via e-mail at [jwheeler@dsi.biz](mailto:jwheeler@dsi.biz) or [svictor@dsi.biz](mailto:svictor@dsi.biz).

