

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

In re: Dynamic Aerostructures LLC, <i>et al.</i> , Debtors. ¹	Chapter 11 Case No. 25-10292 (LSS) (Jointly Administered) Related Docket Nos. 16 & 169
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**NOTICE OF PROPOSED SALE OF
ASSETS, STALKING HORSE APA, BIDDING
PROCEDURES, AUCTION, AND SALE HEARING**

PLEASE TAKE NOTICE that on February 26, 2025, the above-captioned debtors and debtors in possession each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors are seeking to sell (the “Sale”) all or substantially all of their assets (the “Assets”) free and clear of all Liens other than Assumed Liabilities (each as defined in the Stalking Horse APA, as defined below).² In connection with the Sale, the Debtors have entered into an asset purchase agreement dated as of February 25, 2025 (the “Stalking Horse APA”) with FMI Holdco LLC, subject to the Debtors’ acceptance of higher or otherwise better offers in accordance with the Bidding Procedures (as defined below).

Summary of Key Dates Established by Bidding Procedures

<u>Event/Deadline</u>	<u>Date</u>
Bidding Procedures Hearing	March 25, 2025
Bid Deadline	April 2, 2025 at 4:00 p.m. (ET)
Deadline to object to approval of Sale to Stalking Horse Purchaser	April 3, 2025 at 4:00 p.m. (ET)
Auction (if Necessary)	April 4, 2025 at 10:00 a.m. (ET)
Adequate Assurance Objection Deadline (for Stalking Horse Bidder)	April 4, 2025 at 12:00 p.m. (ET)
File Notice of Successful Bidder	April 5, 2025

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Dynamic Aerostructures LLC (3076); Dynamic Aerostructures Intermediate LLC (9800); and Forrest Machining LLC (3421). The Debtors’ service address is 27756 Avenue Mentry, Valencia, California 91355.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Bidding Procedures Order and Bidding Procedures (each as defined below).



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<u>Event/Deadline</u>	<u>Date</u>
Post-Auction Objection Deadline and Adequate Assurance Objection Deadline (if Successful Bidder is not the Stalking Horse Purchaser)	April 7, 2025 (at the time of the Sale Hearing)
Sale Hearing	April 7, 2025 at 2:00 p.m. (ET)

PLEASE TAKE FURTHER NOTICE that by order, dated March 25, 2025 [Docket No. 169] (the “Bidding Procedures Order”), the Bankruptcy Court approved certain relief requested in the related motion [Docket No. 16] (the “Bidding Procedures Motion”), and certain “Bidding Procedures” that govern the sale of the Assets to the highest or otherwise best bidders. Copies of the Bidding Procedures Motion, the Bidding Procedures Order, the Bidding Procedures and the Stalking Horse APA are available for download at www.veritaglobal.net/FMIAerostructures (the “Case Website”) or from the Debtors’ claims and noticing agent, Verita Global, via telephone at (888) 647-1726 (U.S./Canada) or (310) 751-2620 (International) or via email to fmiinfo@veritaglobal.com. A separate notice will be provided to counterparties to executory contracts and unexpired leases with the Debtors that may be assumed and assigned in connection with the Sale. **Any interested bidder should contact the Debtors’ investment banking advisor, Configure Partners, LLC, 3344 Peachtree Rd. NE, Suite 1500, Atlanta, GA 30326 (Attn: Rory Keenan and Matt Guill; email: rkeenan@configurepartners.com and mguill@configurepartners.com).**

PLEASE TAKE FURTHER NOTICE that the deadline to submit a bid for any Assets is **April 2, 2025 at 4:00 p.m. (E.T.)**.

PLEASE TAKE FURTHER NOTICE that an auction for the Assets, unless cancelled or adjourned in accordance with the Bidding Procedures Order, will be held on **April 4, 2025 at 10:00 a.m. (E.T.)**, at the offices of Chipman Brown Cicero & Cole LLP, 1313 N. Market Street, Suite 5400, Wilmington, DE 19801, or such later date and time as selected by the Debtors (following consultation with the Consultation Parties). Representatives of the Qualified Bidders, the Debtors, and the Consultation Parties shall be permitted to attend the Auction in person. All other parties permitted to attend by the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules shall provide at least two (2) days’ notice of such attendance prior to the Auction by sending an email to counsel to the Debtors (Attn: Gregg M. Galardi (gregg.galardi@ropesgray.com); Mark L. Desgrosseilliers (desgross@chipmanbrown.com); Robert A. Weber (weber@chipmanbrown.com); and Daniel G. Egan (egan@chipmanbrown.com)).

PLEASE TAKE FURTHER NOTICE that unless adjourned in accordance with the Bidding Procedures Order, the Bankruptcy Court will conduct a hearing (the “Sale Hearing”) to consider the Sale on **April 7, 2025 at 2:00 p.m. (E.T.)**, subject to the Bankruptcy Court’s availability.

PLEASE TAKE FURTHER NOTICE that any objections approval of the Sale to the Stalking Horse Purchaser (each, a “Sale Objection”) must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) set forth the specific basis for the Sale Objection; (d) be filed with the Clerk of this Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Clerk”), and proof of service of such Sale Objection upon the Objection Notice Parties (as

defined below) shall be filed with the Court as and when required by the Local Rules; and (e) be served upon the Objection Notice Parties. Sale Objections must be filed with the Clerk **on or before April 3, 2025 at 4:00 p.m. (E.T.)** (the “Sale Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that any objections approval of the Sale to a Successful Bidder other than the Stalking Horse Purchaser (each, a “Post-Auction Objection”) must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) set forth the specific basis for the Post-Auction Objection; (d) be filed with the Clerk of this Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Clerk”), and proof of service of such Post-Auction Objection upon the Objection Notice Parties (as defined below) shall be filed with the Court as and when required by the Local Rules; and (e) be served upon the Objection Notice Parties. Post-Auction Objections must be filed with the Clerk **on or before April 7, 2025 at the time of the Sale Hearing** (the “Post-Auction Objection Deadline”).

The “Objection Notice Parties” are as follows: (i) counsel for the Debtors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036 (Attn: Gregg M. Galardi, email: gregg.galardi@ropesgray.com), and Chipman Brown Cicero & Cole LLP, 1313 N. Market Street, Suite 5400, Wilmington, DE 19801 (Attn: Mark L. Desgrosseilliers and Robert A. Weber; email: desgross@chipmanbrown.com and weber@chipmanbrown.com), and Chipman Brown Cicero & Cole LLP, 501 5th Ave, 15th Floor, New York, NY 10017 (Attn: Daniel G. Egan; email: egan@chipmanbrown.com); (ii) counsel for the Stalking Horse Purchaser, Troutman Pepper Locke LLP, 300 S. Grand Ave., 26th Floor, Los Angeles, CA 90071 (Attn: David Kupetz; email: david.kupetz@troutman.com); (iii) counsel for any statutory committee of unsecured creditors appointed in these chapter 11 cases; (iv) counsel to the DIP Lender, King & Spalding LLP, 1100 Louisiana St., Suite 4100, Houston, TX 77002 (Attn: Michael Fishel; email: mfishel@kslaw.com) and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Kenneth J. Enos; email: kenos@ycst.com); and (v) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lock Box 35, Wilmington, Delaware 19801 (Attn: Rosa Sierra-Fox; email: Rosa.Sierra-Fox@usdoj.gov).

PLEASE TAKE FURTHER NOTICE THAT FAILURE TO ABIDE BY THE BIDDING PROCEDURES, THE BIDDING PROCEDURES ORDER OR ANY OTHER APPLICABLE ORDER OF THE COURT ENTERED IN THESE CHAPTER 11 CASES MAY RESULT IN THE REJECTION OF YOUR BID AND YOUR DISQUALIFICATION FROM PARTICIPATING IN THE BIDDING FOR AND AUCTION OF ANY OF THE DEBTORS’ ASSETS.

PLEASE TAKE FURTHER NOTICE THAT IF A SALE OBJECTION OR POST-AUCTION OBJECTION IS NOT FILED AND SERVED ON OR BEFORE THE APPLICABLE SALE OBJECTION DEADLINE OR POST-AUCTION OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE SALE AND BEING HEARD AT THE SALE HEARING, AND THE BANKRUPTCY COURT MAY ENTER THE SALE ORDER WITHOUT FURTHER NOTICE TO SUCH PARTY.

Dated: March 25, 2025
Wilmington, Delaware

CHIPMAN BROWN CICERO & COLE, LLP

/s/ Mark L. Desgrosseilliers

Robert A. Weber (I.D. No. 4013)

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