UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK
UNITED STATES COURTHOUSE
40 FOLEY SQUARE
NEW YORK, NEW YORK 10007

IN RE: PENN DIXIE INC.

DOCKET NO: 80 B 10472

I, Bernice Ward. , Deputy Clerk,
do hereby certify that the within papers are xeroxed copies of the originals as filed in the Bankruptcy Court in ~~and for the~~ Southern District of New York.

In witness whereof, I hereunto set my hand this
10th day of March, 19 81.

Bernice Ward
DEPUTY CLERK

RB: _____

JJG: _____

JL: _____

BRL: _____

HS: _____

JB: _____

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1981 MAR 11 PM 4:30
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee 12 00

Return to Duncan Law Firm, 404 Equitable Bldg., Des Moines, IA 50309

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	
PENN-DIXIE INDUSTRIES, INC.,	:	Nos. 80B-10472-73
Debtor.	:	(Chapter 11)
	:	NOTICE OF HEARING TO CONSIDER SALE OF PROPERTY
In re	:	
PENN-DIXIE STEEL CORPORATION,	:	
Debtor.	:	

PLEASE TAKE NOTICE, that at 10:00 a.m. on February 27, 1981, a hearing will be held before this Court in Room 237, United States Courthouse, Foley Square, New York, New York, on the application of Penn-Dixie Industries, Inc. for an order authorizing it to sell its West Des Moines, Iowa cement plant, its quarry located in Winterset, Iowa, and certain related assets for a total purchase price of $5,800,000 (subject to certain adjustments as set forth in the Agreement), plus the inventory and certain raw materials in place at the date of closing at a price to be calculated as set forth in the Agreement, in accordance with the Asset Purchase Agreement, dated as of January 21, 1981, between Penn-Dixie Industries, Inc. and Martin Marietta Corporation. The Agreement provides that the purchaser will take the assets and property free and clear of all liens, encumbrances, security interests, debt obligations, and other matters except as otherwise provided in the Agreement.

The application also seek authorization to assume certain executory contracts and to assign them to the purchaser. Those executory contracts are identified in Exhibit "B" to the aforesaid application, which is available for inspection during regular Court hours at the office at the Bankruptcy Clerk, Room 230, United States Courthouse, Foley Square, New York. The hearing scheduled for February , 1981 may be adjourned from time to time without further notice.

The terms and conditions of the aforesaid sale are fully set forth in the contract filed with, and available for inspection by interested parties during regular Court hours at, the office of the Clerk of the United States Bankruptcy Court of the Southern District of New York, United States Courthouse, Room 230, Foley Square, New York, New York 10007. Any person who has cause to object to such sale must file with the Clerk of the Bankruptcy Court, Foley Square, New York, New York 10007, and serve upon Messrs. Fried, Frank, Harris, Shriver & Jacobson, One New York Plaza, New York, New York 10004; Messrs. Stroock & Stroock & Lavan, 61 Braodway, New York, New York 10005, Attention: Lewis Kruger, Esq.; and Messrs. Sherman & Citron, 1290 Avenue of the Americas, New York, New York 10019, his written objection on or before February , 1981.

Upon the aforesaid sale and grant, all liens which heretofore attached to the assets being sold shall

attach to the proceeds of the sale and grant, unless otherwise provided by Order of the Court.

Penn-Dixie Industries, Inc. will consider higher or better offers for the purchase of the aforesaid assets if such offers are received in writing at or before the time of the hearing. Such offers should be addressed to Penn-Dixie Industries, Inc., Attention: President, 1430 Broadway, New York, New York 10018.

Dated: New York, New York
January 23, 1981

BY ORDER OF THE COURT

/s/ Burton R. Lifland
Burton R. Lifland
United States Bankruptcy Judge
United States Courthouse
Foley Square
New York, New York 10007

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