

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

In re:

RMS TITANIC, INC., *et al.*,¹

Case No. 3:16-bk-02230-PMG
Chapter 11 (Jointly Administered)

Debtors.

**NOTICE OF CANCELLATION OF AUCTION AND INTENT
TO SEEK APPROVAL OF THE SALE OF THE TRANSFERRED
ASSETS TO THE STALKING HORSE PURCHASER**

PLEASE TAKE NOTICE that on September 13, 2018, the United States Bankruptcy Court for the Middle District of Florida (the “Bankruptcy Court”) entered its *Order (A) Approving Competitive Bidding and Sale Procedures; (B) Approving Form and Manner of Notices; (C) Approving Form of Asset Purchase Agreement; (D) Approving Break-Up Fee and Expense Reimbursement; (E) Scheduling Auction and Hearing to Consider Final Approval of Sale, Including Rejection or Assumption and Assignment of Related Executory Contracts and Unexpired Leases and Settlement with the PacBridge Parties; (F) Authorizing Sale of the Transferred Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests; and (G) Granting Related Relief* [D.E. 1201] (the “Bidding Procedures Order”), approving procedures for the sale of the Transferred Assets.²

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867); and Dinosaurs Unearthed Corp. (7309). The Debtors’ service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

² All capitalized terms used by not otherwise defined herein shall have the meaning ascribed to them in the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bidding Procedures Order and the Bidding Procedures, the deadline to submit bids to purchase the Transferred Assets was **October 5, 2018 at 4:00 p.m.** (prevailing Eastern Time) (the “Bid Deadline”). In the event that more than one Qualified Bid was received on or before the Bid Deadline, the Debtors were to conduct an Auction commencing on October 11, 2018 at 10:00 a.m. (prevailing Eastern Time) at the offices of Troutman Sanders LLP, 600 Peachtree Street NE, Suite 3000, Atlanta GA 30308 to determine the highest and otherwise best bid for the Transferred Assets. As set forth in the Bidding Procedures, the Asset Purchase Agreement submitted by the Stalking Horse Purchaser was deemed to be a Qualified Bid and the Stalking Horse Purchaser was deemed to be a Qualified Bidder.

PLEASE TAKE FURTHER NOTICE that, other than the Qualified Bid submitted by the Stalking Horse Purchaser pursuant to the Asset Purchase Agreement, the Debtors did not receive any other Qualified Bids prior to the Bid Deadline. **THEREFORE, THE DEBTORS WILL NOT CONDUCT AN AUCTION ON OCTOBER 11, 2018 AT 10:00 A.M.**

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bidding Procedures Order and the Bidding Procedures, the Debtors are proceeding with the Sale Hearing on **October 18, 2018 at 10:00 a.m. (prevailing Eastern Time)**, where the Debtors will seek approval of the sale of the Transferred Assets to the Stalking Horse Purchaser under the Asset Purchase Agreement.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was electronically filed with the Clerk of the Court using CM/ECF on October 8, 2018. I also certify that the foregoing document is being served this day on the following counsel of record via transmission of Electronic Filing generated by CM/ECF:

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