

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11

Genmar Holdings, Inc., et al.¹

Case No. 09-43537

Debtors.

Jointly Administered

DEBTORS' REPORT ON THE AUCTION SALE

Genmar Holdings, Inc. and the debtors referenced below (collectively, the "Debtors"), provide the following sale report on the bids received and the Auction held on January 7 and 8, 2010 regarding the proposed sale of the Debtors' assets (the "Sale Report").²

1. The Auction was scheduled for and began on January 7, 2010 at approximately 10:00 a.m. at the offices of Fredrikson & Byron, P.A., Debtors' Chapter 11 counsel. In attendance were counsel and representatives of the Debtors, Wells Fargo, CDFC, TFC, the Committee, the Stalking Horse and the Qualified Bidders. Prior to the Auction, a list of Qualified Bids along with the bid packages were provided to all the parties as required under the Bid Procedures.

2. At the start of the Auction, the bidders were advised that the bidding would begin with the Debtors' acceptance of the competing bid from Gores Boat Holdings, LLC ("Gores")

¹ Jointly administered debtors: Genmar Holdings, Inc., Case No. 09-43537; Carver Industries, L.L.C., Case No. 09-43538; Carver Italia, L.L.C., Case No. 09-33773; Carver Yachts International, L.L.C., Case No. 09-33774; Genmar Florida, Inc., Case No. 09-43539; Genmar Industries, Inc., Case No. 09-43540; Genmar IP, LLC, Case No. 09-43541; Genmar Manufacturing of Kansas, Inc., Case No. 09-43542; Genmar Michigan, L.L.C., Case No. 09-43543; Genmar Minnesota, Inc., Case No. 09-33775; Genmar Tennessee, Inc., Case No. 09-43544; Genmar Transportation, Inc., Case No. 09-43545; Genmar Yacht Group, LLC, Case No. 09-43546; Marine Media, LLC, Case No. 09-43547; Minstar, LLC, Case No. 09-43548; Triumph Boats, Inc., Case No. 09-43550; Triumph Boat Rentals, L.L.C., Case No. 09-43551; VEC Leasing Services, L.L.C., Case No. 09-43552; VEC Management Co. L.L.C., Case No. 09-43553; VEC Technology, Inc., Case No. 09-43554; Windsor Craft Yachts, L.L.C., Case No. 09-43555; Wood Manufacturing Company, Inc., Case No. 09-43556.

² Unless otherwise defined in this Sale Report, all capitalized terms have the meaning ascribed to them in the Sale Motion.

and the Gores bid was acknowledged by the Debtors as the new Prevailing Bid, while the Stalking Horse Bid from Project Boat Holdings, LLC (“Platinum”) was acknowledged as the Back-Up Bid. Gores and Platinum were the only bidders vying for what the Debtors referred to throughout the auction as the “core assets.” There were additional bidders for certain other assets.

3. Each bidder was given sufficient opportunity to consider the bids made by the other bidders. The Debtors, with the assistance of their professionals including Houlihan, provided their bid valuations after each bid to the bidders for this purpose. At the completion of the Auction, each bidder was advised to provide their highest and best bid prior to the completion of bidding and that the Debtors would consider only the bids provided at the Auction in determining the Prevailing Bidders. The Auction concluded on January 8, 2010 at approximately 2:30 p.m.

4. Based on the Debtors’ evaluation of the bids submitted and the results of the Auction, the Debtors have determined that the bids submitted by the following “Prevailing Bidders” are the highest and best bids submitted and respectfully request that the Court approve them as the Prevailing Bidders:

A. Platinum’s Asset Purchase Agreement for the Acquired Assets (as originally set forth in the Stalking Horse Asset Purchase Agreement dated November 27, 2009), plus FinCraft and related assets, Seaswirl and related assets, Triumph and related assets, Little Falls Minnesota real estate and machinery and equipment, VEC equity and note receivable, WindsorCraft inventory, Culver Oregon real estate, Marine Media interests and Irwin Jacobs’ note to Genmar Holdings, Inc. The gross value of Platinum’s Prevailing Bid is \$66.25 million plus the assumption of

approximately \$32 million of liabilities, including a significant amount of post-petition administrative claims.

B. J&D Acquisitions, LLC's, an affiliate of Irwin Jacobs and J.P. DeJoria, Asset Purchase Agreement for the acquisition of Carver/Marquis and related assets. The gross value of the J&D Acquisitions, LLC's Prevailing Bid is \$6.05 million, which includes \$4 million in cash plus the assumption of certain post-petition administrative expense claims totaling approximately \$1.3 million and the exclusion of certain causes of auction of Carver/Marquis valued at approximately \$750,000.

C. MCBC Hydra Boats, LLC's, an affiliate of Wayzata Investment Partners, LLC, Asset Purchase Agreement for the acquisition of Hydra-Sports and related assets. The gross value of the MCBC Hydra Boats, LLC's Prevailing Bid is \$1 million.

5. The Debtors have determined that the bids submitted by the following "Back-Up Bidders" are the next highest and best bids and respectfully request that the Court approve the Back-Up Bidders:

A. Gores' Asset Purchase Agreement for the Acquired Assets. The gross value of Gores' Back-Up Bid is \$60 million plus the assumption of approximately \$32 million of liabilities, including a significant amount of post-petition administrative claims, similar to Platinum. Unlike the Platinum bid, Gores' bid excludes certain non-core assets, including the Flippin airplane, Sarasota Plant 1, FinCraft and related assets, Seaswirl and related assets, Triumph and related assets, Little Falls Minnesota real estate and machinery and equipment, VEC equity and note receivable, WindsorCraft inventory, Culver Oregon real estate, Marine Media interests, and Irwin Jacobs' note to Genmar Holdings, Inc.

B. Genmar Yacht Acquisition, LLC's, an affiliate of Patriarch Partners, Asset Purchase Agreement for the acquisition of Carver/Marquis and related assets. The gross value of Genmar Yacht Acquisition, LLC's Back-Up Bid is \$6.05 million,³ which includes \$4 million in cash plus the assumption of certain post-petition administrative expense claims totaling approximately \$1.3 million and the exclusion of certain causes of auction of Carver/Marquis valued at approximately \$750,000.

C Platinum's Asset Purchase Agreement for the acquisition of Hydra-Sports and related assets. The gross value of Platinum's Back-Up Bid is \$1 million.

6. The Debtors intend to file all of the above-referenced Asset Purchase Agreements and associated proposed Sale Approval Orders prior to the Sale Approval Hearing.

Dated: January 11, 2010

FREDRIKSON & BYRON, P.A.

/s/ Ryan T. Murphy

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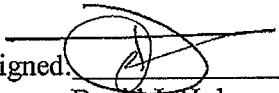
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³ Genmar Yacht Acquisition, LLC's bid has been designated the Back-Up Bid because it did not meet or exceed the minimum bid increment of \$350,000 following J&D Acquisitions, LLC's Prevailing Bid.

VERIFICATION

I, David J. Huls, am the Chief Financial Officer of Genmar Holdings, Inc. Based upon my personal information and belief, I declare under penalty of perjury that the facts set forth in the preceding Sale Report are true and correct, according to the best of my knowledge, information and belief.

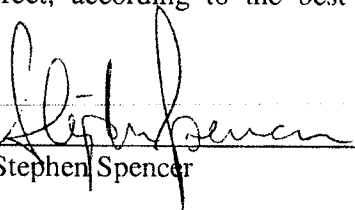
Dated: January 11, 2010

Signed: 
David J. Huls

VERIFICATION

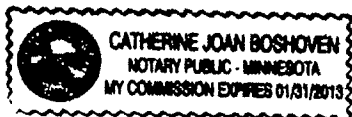
I, Stephen Spencer, am a director at Houlihan Lokey Howard and Zukin Capital, Inc. Based upon my personal information and belief, I declare under penalty of perjury that the facts set forth in the preceding Sale Report are true and correct, according to the best of my knowledge, information and belief.

Dated: January 11, 2010

Signed:  1. 11. 10
Stephen Spencer



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Case No. 09-43537

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CERTIFICATE OF SERVICE

Ryan T. Murphy, under penalty of perjury, states that on January 11, 2010, he caused to be served the following:

1. Debtors' Report on the Auction Sale; and
2. Certificate of Service

by sending true and correct copies to all parties on the attached Service List as indicated therein.

Dated: January 11, 2010

/s/ Ryan T. Murphy

Ryan T. Murphy

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¹ Jointly administered debtors: Genmar Holdings, Inc., Case No. 09-43537; Carver Industries, L.L.C., Case No. 09-43538; Carver Italia, L.L.C., Case No. 09-33773; Carver Yachts International, L.L.C., Case No. 09-33774; Genmar Florida, Inc., Case No. 09-43539; Genmar Industries, Inc., Case No. 09-43540; Genmar IP, L.L.C., Case No. 09-43541; Genmar Manufacturing of Kansas, Inc., Case No. 09-43542; Genmar Michigan, L.L.C., Case No. 09-43543; Genmar Minnesota, Inc., Case No. 09-33775; Genmar Tennessee, Inc., Case No. 09-43544; Genmar Transportation, Inc., Case No. 09-43545; Genmar Yacht Group, LLC, Case No. 09-43546; Marine Media, L.L.C., Case No. 09-43547; Minstar, L.L.C., Case No. 09-43548; Triumph Boats, Inc., Case No. 09-43550; Triumph Boat Rentals, L.L.C., Case No. 09-43551; VEC Leasing Services, L.L.C., Case No. 09-43552; VEC Management Co. L.L.C., Case No. 09-43553; VEC Technology, Inc., Case No. 09-43554; Windsor Craft Yachts, L.L.C., Case No. 09-43555; Wood Manufacturing Company, Inc., Case No. 09-43556.

Genmar Holdings, Inc. and Related Debtors

MASTER SERVICE LIST

Bky No. 09-43537

NOTE: Served via Express Mail except those parties whose contact information includes an e-mail address were served via e-mail

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Genmar Holdings, Inc. and Related Debtors

MASTER SERVICE LIST

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