

**Bid Submission Form**  
**Styles for Less Intellectual Property Assets**

Date: \_\_\_\_\_

Name of Company/Buyer: \_\_\_\_\_

Address: \_\_\_\_\_

Primary Contact Name: \_\_\_\_\_

Email Address: \_\_\_\_\_ Phone Number: \_\_\_\_\_

Please complete this form when submitting your bid to acquire certain intellectual property assets (the "IP Assets") of Styles for Less, Inc. (the "Debtor" or the "Company"). The IP Assets are being offered for sale in the Debtor's Chapter 11 Bankruptcy Case No. 8:17-bk-14396-MW (the "Bankruptcy Case") currently pending in the United States Bankruptcy Court for the Central District of California (the "Bankruptcy Court").

This form is being provided for convenience purposes to assist parties ("Buyer") interested in submitting a bid for the IP Assets, including trademarks, customer data, and domain names.

**1. Important Dates and Location Information:**

Please take note of the following important dates and location information:

**Bid Deadline: April 17, 2018 at 5:00 PM ET**

**Auction Date: April 19, 2018 at 1:00 PM ET (If Necessary)**

**Auction Location: TBD**

**2. Due Diligence:**

A virtual data room (the "Data Room") has been established by Hilco Streambank. Access to the Data Room is being provided to parties executing an approved non-disclosure agreement ("NDA"). To gain access to the Data Room, please contact one of the following Hilco Streambank representatives:

Name	E-Mail	Phone
Richelle Kalnit	<a href="mailto:rkalnit@hilcoglobal.com">rkalnit@hilcoglobal.com</a>	212.993.7214
Dmitriy Chemlin	<a href="mailto:dchemlin@hilcoglobal.com">dchemlin@hilcoglobal.com</a>	212.610.5642



**3. The IP Assets & Purchase Price:**

The Debtor will entertain all bids for the IP Assets submitted by the Bid Deadline stated above.

**PLEASE FILL IN BELOW TO INDICATE YOUR BID DETAILS.**

IP Assets	Bid Amount
All Styles for Less IP Assets –Trademarks ( <b>Exhibit A</b> ), Domain Names ( <b>Exhibit B</b> ) and Customer Data <sup>1</sup>	\$
Custom Package (If you are interested in bidding on any individual IP Assets please indicate your bid below) _____ _____ _____	\$

**4. Deposit:**

All bidders are required to make a cash deposit in an amount of ten percent (10%) of the proposed purchase price contemplated by your bid. Wire instructions for the deposit are as follows:

**WIRE INSTRUCTIONS:**

Bank Name: FIRST REPUBLIC BANK  
 Address: 3991 MacArthur Blvd., #300  
 Newport Beach, CA 92660  
 Account Number: 80003947108  
 ABA/Routing #: 321-081-669  
 Beneficiary: Winthrop Couchot Golubow Hollander, LLP  
 Reference: Styles for Less

Deposit in amount of \$ \_\_\_\_\_ Wired On \_\_\_\_\_, 2018.

<sup>1</sup> The Bankruptcy Court may determine that the sale of customer data is subject to the retention and recommendations of a Consumer Privacy Ombudsman. Transfer of the customer data to a Buyer may be subject to such recommendations.

**5. Bankruptcy Court Approval:**

The sale of the IP Assets is subject to Bankruptcy Court approval. The Debtor will file a motion (“Sale Motion”) with the Bankruptcy Court seeking an order approving the sale prior to the Bid Deadline, and will supplement the Sale Motion upon determination of a successful bidder.

**6. Bid Package:**

The following items must be provided in conjunction with the Bid Submission Form (collectively, the “Bid Package”) on or before the Bid Deadline in order to be considered a qualified bid.

- a. **Asset Purchase Agreement:** (i) An Asset Purchase Agreement (“APA”) signed by an authorized signatory of Buyer and, (ii) if applicable, a marked APA showing changes made to the form APA. A form APA is available in the virtual data room and can also be provided upon request.
- b. **Deposit:** 10% deposit to the account provided on this Bid Submission Form.
- c. **Financial Wherewithal:** A letter from funding sources or an authorized officer of Buyer indicating adequate financial resources to close the transaction.

**7. Bid Package Submission:**

Bid Packages must be submitted on or prior to the Bid Deadline to the following parties:

Name	E-Mail
Richelle Kalnit	<a href="mailto:rkalnit@hilcoglobal.com">rkalnit@hilcoglobal.com</a>
Dmitriy Chemlin	<a href="mailto:dchemlin@hilcoglobal.com">dchemlin@hilcoglobal.com</a>
Garrick Hollander	<a href="mailto:ghollander@WCGHlaw.com">ghollander@WCGHlaw.com</a>
Andy Levin	<a href="mailto:alevin@WCGHlaw.com">alevin@WCGHlaw.com</a>

**8. Other Bid Submission Procedures**

The Debtor reserves the right to accept a bid for the IP Assets without a further auction or solicitation of further bids, or to extend the Bid Deadline or withdraw any of the IP Assets from the sale in their sole discretion. Accordingly, parties are encouraged to submit their highest and best bid for the IP Assets. In the event that the Debtor determines to solicit additional bids, notice of such determination may be limited to parties who have submitted a qualified bid.

**9. Buyer Acknowledgment**

By submission of this form, Buyer acknowledges that its bid is a duly authorized non-contingent bid for purchase of the specified IP Assets, not subject to any further diligence or contingent on any financing. Buyer further acknowledges Buyer (a) has had an opportunity to conduct due diligence regarding the IP Assets prior to making its bid and does not require further due diligence, (b) has relied solely upon its own independent review, investigation, and/or inspection of any documents and/or IP Assets in making its bid, and (c) did not rely upon any written or oral statements, representations, promises, warranties, or guaranties whatsoever whether express, implied, by operation of law, or otherwise, regarding the IP Assets, or the accuracy or completeness of any information provided in connection therewith. The Debtor reserves the right to accept or reject any bid and/or withdraw any of the IP Assets from the sale. All bids shall remain open and irrevocable until and unless the Debtor selects a higher or otherwise better bid. Buyer acknowledges that to the extent it is the winning bidder for the IP Assets it is committing to close the transaction in accordance with the terms of the submitted APA, subject to Bankruptcy Court approval. Buyer further acknowledges that, to the extent that it is the winning bidder, any IP Assets it acquires will be delivered and accepted by the Buyer **AS IS, WHERE IS and WITH ALL FAULTS**, and that such sale will be made **WITHOUT WARRANTY OF MERCHANTABILITY, FITNESS FOR PARTICULAR PURPOSE OR ANY OTHER WARRANTY; WITHOUT REPRESENTATION OF ANY KIND OR NATURE; AND WITHOUT RECOURSE**, except as set forth in writing in an APA accepted by the Debtor.

Bid Submitted on Behalf of:

Company / Buyer Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**Exhibit A  
Trademarks**

Trademark	Reg No	Reg Date	Serial No	App Date	Description
CRUSH BY SFL	4251597	27-Nov-12	85549706	22-Feb-12	IC 003. US 001 004 006 050 051 052. G & S: Fragrance; Perfumes; Cosmetics.
STYLES FOR LESS	4395470	3-Sep-13	85821542	11-Jan-13	IC 035. US 100 101 102. G & S: On-line retail store services featuring clothing, clothing accessories and beauty products; Retail store services featuring clothing, clothing accessories and beauty products.
STYLES FOR LESS	4398414	10-Sep-13	85263913	10-Mar-11	IC 035. US 100 101 102. G & S: Retail stores featuring women's clothing.
STYLES FOR LESS (Typed Drawing)	1839701	14-Jun-94	74283907	11-Jun-92	IC 042. US 101. G & S: retail clothing stores.
SFL	4227583	16-Oct-12	85468756	9-Nov-11	IC 003. US 001 004 006 050 051 052. G & S: Cosmetic preparations; Make-up; Potpourri; perfumes; Colognes.
SHEER KISS BY SFL	4906253	23-Feb-16	86606983	23-Apr-15	IC 003. US 001 004 006 050 051 052. G & S: Fragrances.
WILD HEART BY SFL	4956444	10-May-16	86259778	23-Apr-14	IC 003. US 001 004 006 050 051 052. G & S: Perfumes; perfumes and colognes; oils for perfumes and scents; liquid perfumes; eau de colognes; eau de perfume; eau de toilette; potpourri; aromatic potpourris.
LOVE BY SFL	4835498	20-Oct-15	86542559	23-Feb-15	IC 003. US 001 004 006 050 051 052. G & S: Perfumes; Fragrances.
LOVE BY SFL	4826739	6-Oct-15	86542353	23-Feb-15	IC 003. US 001 004 006 050 051 052. G & S: Perfumes; Fragrances.
SHEER DREAMS BY SFL	4924182	22-Mar-16	86542365	23-Feb-15	IC 003. US 001 004 006 050 051 052. G & S: Fragrances; perfume.
CHIC BY SFL	4423142	22-Oct-13	85817908	8-Jan-13	IC 003. US 001 004 006 050 051 052. G & S: Perfumes and colognes.
HEART THROB BY SFL	4418131	15-Oct-13	85865005	2-Mar-13	IC 003. US 001 004 006 050 051 052. G & S: Fragrances; perfumes.
CRAZE BY SFL	4649860	2-Dec-14	85903826	15-Apr-13	IC 003. US 001 004 006 050 051 052. G & S: Fragrance; Perfumes; Cosmetics
CRUSH NIGHTS BY SFL	4516217	15-Apr-14	85903829	15-Apr-13	IC 003. US 001 004 006 050 051 052. G & S: Fragrance; Perfumes; Cosmetics.
SO TRENDY... SO YOU!	3374447	22-Jan-08	78968500	6-Sep-06	IC 035. US 100 101 102. G & S: Womens retail clothing stores.
STYLES	2186259	1-Sep-98	75053308	5-Feb-96	IC 042. US 100 101. G & S: retail clothing store services.

## Exhibit B

### Domain Names

Domain Name	Expiration Date
stylesforless.com	9/19/2020
stylesforless.net	2/6/2019