

Modnique & Totsy Bid Submission Form

Please complete this form for submission of bids, with respect to the Modnique, Inc. and Totsy, Inc. intellectual property assets.

Date: _____

Name of Company/Bidder: _____

Address: _____

Primary Contact Name: _____

Email Address: _____

Phone Number: _____

1. Important Dates:

Please take note of the following important dates and deadlines

Bid Deadline: Tuesday, December 8th, 2015 at 5:00 P.M. EST

Auction: Date to be determined

2. Diligence

Diligence information is being provided to parties executing an approved Non-Disclosure Agreement (“NDA”). If you would like access to the diligence information, please contact any of the following Hilco Streambank representatives:

Jack Hazan | jhazan@hilcoglobal.com | 212.610.5663

Michael Manopla | mmanopla@hilcoglobal.com | 212.610.5641

3. Assets & Purchase Price:

The offered assets include trademarks, domain names and customer data relating to both Modnique and Totsy. If you are interested in bidding on a smaller portion of the assets such as individual domain names, please do so in the other (Lot 4) category.

Please indicate the lot or lots desired and the bid amount. If you are bidding on multiple Lots, please indicate value allocated to each lot.



Lot No.	IP Asset	Bid Amount
Lot 1	All Assets (Modnique & Totsy trademarks, domain names and customer list,)	\$
Lot 2	Modnique IP Assets (trademarks, domain names & customer list)	\$
Lot 3	Totsy IP Assets (trademarks, domain names & customer list)	\$
Lot 4	Other:	\$

4. Deposit:

All Bids must be accompanied by a cash deposit in an amount equal to the greater of ten thousand dollars (**\$10,000**) or ten percent (**10%**) of the proposed purchase price contemplated by your Bid (the "Minimum Deposit").

Wire instructions for submission of the deposit are as follows:

WIRE INSTRUCTIONS: Bank Name & Address:

Bank of America
 100 Federal Street Boston,
 MA 02110

Account Name: Choate, Hall & Stewart LLP

Account Number: 4605320152

ABA Number: 026009593

Please reference in wiring information:

Salus Capital / Modnique / J. Ventola / 2010280-0050

Deposits shall be returned to non-successful bidders within 3 business days after the date of the auction. The successful bidder's deposits shall be retained as a good faith deposit under the Asset Purchase Agreement.

Deposit in amount of \$ _____ Wired On _____, 2015.

Please provide wire information for the return of your deposit in case you do not become the successful bidder:

Bank Name & Address:

Account Name: _____

Account Number: _____

ABA Number: _____

5. **Asset Purchase Agreement:** All bids are subject to the terms of an Asset Purchase Agreement. The form Asset Purchase Agreement can be made available upon request. Please attach a signed agreement marked to show changes, if any, from the original form.

Signed Asset Purchase Agreement Attached.

6. **Bid Submission:**

Bids must be submitted prior to the Bid Deadline to the following:

Name	E-Mail
Jack Hazan	jhazan@hilcoglobal.com
Michael Manopla	mmanopla@hilcoglobal.com

7. **Bidder Acknowledgment**

By submission of this bid, Bidder acknowledges that its bid is a duly authorized non-contingent bid for purchase of the Assets, not subject to any further diligence or contingent on any financing. Bidder further acknowledges Bidder (a) has had an opportunity to conduct due diligence regarding the assets prior to making its offer and does not require further due diligence, (b) has relied solely upon its own independent review, investigation, assessment and/or analysis of any documents and/or 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 assets, or the accuracy or completeness of any information provided in connection therewith.

The bid selected by the Assignee to be the successful bid will be submitted for approval of the Seller. The Seller reserves the right to accept or reject any offer and/or to withdraw any of the assets prior to the Auction. This offer shall remain open and irrevocable until and unless the Assignee selects a higher or otherwise better Bid(s).

Bidder understands and acknowledges that the Seller may employ and announce prior to the commencement of the Auction procedural rules for conducting the Auction and that each Bidder may be required to acknowledge in writing such rules as a condition to entry to and participation in the Auction.

Bidder acknowledges that to the extent it is the successful bidder it is committing to close the transaction no later than ten days after the Seller gives written notification approving the sale to the successful bidder. Bidder further acknowledges that, to the extent that it is the successful bidder, the Assets will be delivered and accepted by the Bidder 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 expressly set forth in writing in the APA accepted by the Seller.

Bid Submitted on Behalf of:

Bidder Name: _____

By: _____

Name: _____

Title: _____

Date: _____