

Quirky, Inc. Bid Submission Form

This form is being provided for convenience to assist parties interested in submitting bids for all or certain of the assets being offered in the Sale.

Date: _____

Name of Company/Bidder: _____

Address: _____

Primary Contact Name: _____

Email Address: _____ Phone Number: _____

Please complete this form for submission of bids for purchase of certain assets being offered for sale (the "Sale") by Quirky, Inc. pursuant to the Bidding Procedures (the "Bidding Procedures") approved by order of the United States Bankruptcy Court for the Southern District of New York (Case No. 15-12596) (the "Court") on October 23, 2015. This form should be completed in addition to the form Asset Purchase Agreement or the Bill of Sale in order for a bidder to qualify for participation in the sale process.

1. **Important Dates:**

Please take note of the following important dates and deadlines (and note that these are subject to change by order of the Court).

Bid Deadline: November 13, 2015 at 12:00 Noon EST

Auction Date: November 17, 2015 at 10:00 AM EST at:

Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036.

Sale Hearing: November 24th, 2015 at 10:00 AM ET at:

The United States Bankruptcy Court for the Southern District of New York,
One Bowling Green, Courtroom 501
New York, New York 10004.

A virtual data room (the "Data Room") has been set up by Hilco Streambank. Access to the Data Room is being provided to parties executing an approved Non-Disclosure Agreement ("NDA"). If you would like access to the Data Room, please contact the following Hilco Streambank representatives:

Matt Helming | mhelming@hilcoglobal.com | 781.471.1240

Gabe Fried | gfried@hilcoglobal.com | 781.471.1238

Dmitriy Chemlin | dchemlin@hilcoglobal.com | 212.610.5642



2. Assets & Purchase Price:

The Debtors will entertain offers for any of the suggested lots listed below (“Bid Lots”), any combination of multiple Bid Lots below, and custom Bid Lots. The Bid Lots listed below correspond to the most recent asset listings available to Bidders in the Data Room. If you are interested in bidding on a group of assets that are not listed below please do so utilizing the “Other” Bid Lot category. Please complete the section below by checking the appropriate boxes and filling in the amount of your bid for each category.

3. Bid Lot Selection:

A. Intellectual Property Assets

Please indicate the lot or lots desired and the bid amount. Note that a Stalking Horse Bid has been accepted for Lot 1. Accordingly, a bid on Lot 1 must meet the noted minimum. Lower bids may be placed for smaller lots. If you are bidding on multiple Lots, please indicate value allocated to each lot. Attach additional pages if necessary. **Please indicate bids on inventory separately in section (B) below – IP Asset bids listed in Section (A) are restricted to the IP Assets only and ARE NOT inclusive of related inventory.**

Lot No.	IP Asset	Bid Amount												
Lot 1	All Quirky IP Assets (Minimum Bid: \$2,475,000.00) – Excludes Inventory	\$												
Lot 2	Quirky Community (Member List)	\$												
Lot 3	Quirky Development Platform (software/codebase, Quirky.com website, Quirky.com domain name, Quirky® trademark)	\$												
Lot 4	Lot 2 + Lot 3	\$												
Lot 5	All Product Intellectual Property – Excludes Inventory	\$												
Lot 6	Individual Product IP: List each individual Product and allocated bid amount below & aggregate amount in the Bid Amount column (Minimum per Product Bid: \$25,000) <table border="0" style="width: 100%;"> <tr> <td style="width: 60%;"><u>Product Category</u></td> <td style="width: 30%;"><u>Product Bid</u></td> <td></td> </tr> <tr> <td>_____</td> <td>_____</td> <td rowspan="4" style="vertical-align: middle; text-align: center;">\$</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> </tr> </table>	<u>Product Category</u>	<u>Product Bid</u>		_____	_____	\$	_____	_____	_____	_____	_____	_____	
	<u>Product Category</u>	<u>Product Bid</u>												
	_____	_____	\$											
	_____	_____												
_____	_____													
_____	_____													
Lot 7	Other: Any IP Assets or combinations of IP Assets NOT listed in Bid Lots 1 - 5. (Description of Assets: _____ _____ _____	\$												

If your bid contains more than 1 lot please check the following box to indicate willingness to sever or separate the bid AND provide allocated value to each of the individual lots in your bid:

- Yes
- No

B. Inventory

For inventory bids please write in the product's name, the quantity desired, and the bid amount.

Product	Inventory Quantity	Bid Amount
ALL	ALL	\$
		\$
		\$
		\$
		\$
		\$
		\$

Inventory bid is severable/separable from my IP Asset bid:

- Yes
- No

4. Deposit:

All Bids must be accompanied by a cash deposit in an amount equal to *ten percent (10%)* of the proposed purchase price contemplated by your Bid. Please note that deposits submitted must reflect 10% of the TOTAL Proposed Purchase Price for all the lots in the bid. Wire instructions for the deposit are as follows:

WIRE INSTRUCTIONS: City National Bank
 San Francisco Private Client Services
 150 California Street, Suite 1200
 San Francisco, CA 94111
ABA # 122016066
Swift Code: CINAUS6L
Account Name: Cooley LLP
Account # 555150091
Wire Details: FBO Quirky, Inc.

****IMPORTANT:** Please have the "investors/purchasers" reference Quirky, Inc. in completing the wire transaction. In addition, the "investors/purchasers" should coordinate with their financial institution to ensure that transaction fees are not inadvertently deducted from the wired funds prior to their receipt by City National Bank.

If a Bid is determined not to be a Qualified Bid, the applicable Bidder's deposit shall be returned within one (1) business day following the Sale Hearing. The 2nd place bidder shall have their good faith deposit returned to them immediately following the closing of the sale.

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

5. Proof of Financial Wherewithal:

- Yes
- No

Each Bid must be accompanied by sufficient and adequate financial and other information (the “Adequate Assurance Information”) to demonstrate, to the satisfaction of the Debtors, following consultation with the Consultation Parties, that such Potential Bidder has the financial wherewithal and ability to consummate in the Sale of the Quirky Assets. **Examples may include** but not be limited to bank statements, audited financials, certification from outside auditor, or chief financial officer.

6. Asset Purchase Agreement:

This form should be completed in addition to the form Asset Purchase Agreement or the Bill of Sale in order for a bidder to qualify for participation in the sale process. Copies of these forms are available in the Virtual Data Room.

7. Bid Submission:

Bids must be submitted in accordance with the Court approved Bidding Procedures prior to the Bid Deadline to the following:

Name	E-Mail
Gabe Fried	gfried@hilcoglobal.com
Matt Helming	mhelming@hilcoglobal.com
Jeffrey Cohen	jcohen@cooley.com
Michael Klein	mklein@cooley.com
Bill Wyatt	wwyatt@sheppardmullin.com
Charlie Kwalwasser	charlie@quirkyinc.com
Ed Kremer	ed@quirkyinc.com

8. Other Bidding Procedure Requirements

The Bidding Procedures enumerates various additional requirements for submission of a Qualified Bid. Please review the Bidding Procedures and confirm that your bid is compliant with the Bidding Procedures.

9. Bidder Acknowledgment

By submission of this bid, Bidder acknowledges that its bid is a duly authorized non-contingent bid for purchase of the specified 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, and/or inspection 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 Debtors reserve the right to accept or reject any offer and/or withdraw any of the assets prior to the Auction. This offer shall remain open and irrevocable until and unless the Debtors select a higher or otherwise better Bid(s).

[Continued on next page]

Bidder understands and acknowledges that the Debtor 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 winning bidder it is committing to close the transaction no later than November 30, 2015. Bidder further acknowledges that, to the extent that it is the winning 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 set forth in writing in the APA accepted by the Debtors.

Bid Submitted on Behalf of:

Bidder Name: _____

By: _____

Name: _____

Title: _____

Date: _____