

Anna's Linens Bid Submission Form

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 Anna's Linens pursuant to the Bidding Procedures (the "Bidding Procedures") approved by order of the United States Bankruptcy Court (the "Court") on August 13th, 2015.

This form is being provided for convenience purposes to assist parties interested in submitting bids for all of certain of the assets being offered in the Sale. It does not override or replace the Bidding Procedures and all parties submitting bids should read the Bidding Procedures to ensure full compliance therewith.

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: Monday, August 24th at 5:00PM PST.(Auction rescheduled-contact us if you are interested in bidding)

Auction Date: Thursday, September 17th at 1:00PM PST at:

Levene, Neale, Bender, Yoo & Brill L.L.P.
10250 Constellation Blvd. Suite 1700, Los Angeles, CA 90067

Sale Approval Hearing: Wednesday, September 30th at:

411 West Fourth Street, Courtroom 5B
Santa Ana, California 92701

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:

Jack Hazan | jhazan@hilcoglobal.com | 212.610.5663
Matt Helming | mhelming@hilcoglobal.com | 781.471.1240
Dmitriy Chemlin | dchemlin@hilcoglobal.com | 212.610.5642
Michael Manopla | mmanopla@hilcoglobal.com | 212.610.5641

3. 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 “suggested” Bid Lots are listed below and reference schedules to this form which list 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.

The Bid Lots include assets from the following categories:

- A. **Trademarks:** The trademarks are listed on Schedule A.
- B. **Domain Names:** A list of all domain names are listed on Schedule B.
- C. **Customer Data:** Description of the Customer Data available is detailed in the Data Room.
 **Note that any acquisition of the Customer Data will be subject to Court approval subject to the recommendations of the Court appointed Consumer Privacy Ombudsman (“CPO”).
- D. **E-Commerce Platform:** Description of the E-Commerce Platform is detailed in the Data Room.

4. Bid Lot Selection:

**PLEASE FILL IN BELOW TO INDICATE YOUR BID
 DETAILS: YOU MAY BID ON ONE OR MULTIPLE LOTS.**

Lot No.	Assets	Bid Amount
Lot 1	All Assets - All Trademarks, Domains, Customer Data and E-Commerce Platform (Schedules A and B)	\$ _____
Lot 2	Custom Package	

	_____	\$ _____

5. Deposit:

All Bids must be accompanied by a cash deposit in an amount equal to *fifteen percent (15%)* of the proposed purchase price contemplated by your Bid. Wire instructions for the deposit are as follows:

WIRE INSTRUCTIONS: Address: First Republic Bank
 1888 Century Park E
 Los Angeles, CA 90067

Account Name: Levene, Neale, Bender, Rankin & Brill L.L.P. PFS Disbursement Account
Account Number: 99700014915

ABA Number: 321081669

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.

6. 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
Jack Hazan	jhazan@hilcoglobal.com
David Peress	dperess@hilcoglobal.com
Dmitriy Chemlin	dchemlin@hilcoglobal.com
Matt Helming	mhelming@hilcoglobal.com
Rick Bunka	rick.bunka@annaslinens.com
David B Golubchik, Esq	dbg@lnbyb.com
Eve H. Karasik, Esq	ehk@lnbyb.com
Jeffrey M. Wolf, Esq	wolfje@gtlaw.com
Nancy A. Mitchell, Esq	mitchelln@gtlaw.com
Perry M. Mandarino	perry.mandarino@us.pwc.com
Hannes Schenk	hannes.schenk@us.pwc.com
Jeffrey Pomerantz	jpomerantz@pszjlaw.com
Ira Kharasch	ikharasch@pszjlaw.com

7. Other Bidding Procedure Requirements

The Bidding Procedures and specifically Section 7 thereto, 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.

8. 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).

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 October, 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: _____