

Simply Fashion 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 Simply Fashion Stores Ltd pursuant to the Bidding Procedures (the "Bidding Procedures") approved by order of the United States Bankruptcy Court (the "Court") on July 21st, 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: Thursday, August 6th at 11:59PM EDT.

Auction Date: Monday, August 10th at 10:00AM EDT at:

Location: TBD

Sale Approval Hearing: Tuesday, August 11th* at:

**Subject to Court's availability.*

**C. Clyde Atkins United States Courthouse
301 North Miami Avenue, Courtroom 8
Miami, FL 33128**

2. Diligence Information:

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

Dmitriy Chemlin | dchemlin@hilcoglobal.com | 212.610.5642



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”).**

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
<u>Lot 1</u>	All Assets – All Trademarks, , Domains, Customer Data, (Schedules A and B)	\$
<u>Lot 2</u>	Customer Data Only	\$
<u>Lot 3</u>	Custom Package – Individual Domain Names, Trademarks or a combination of both. <i>(Please List & Describe)</i> _____ _____ _____	\$

5. Asset Purchase Agreement:

All bids are subject to the execution of an Asset Purchase Agreement (“APA”). The form Asset Purchase Agreement is located in the Data Room and can be made available upon request. All Bids must include: (a) A signed APA, and (b) A marked APA, marked to show proposed amendments to the form APA.

- Signed APA Attached.
- Marked APA Attached.

6. 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. Wire instructions for the deposit are as follows:

WIRE INSTRUCTIONS: Address: Signature Bank
565 Fifth Avenue, 8th Floor
New York, NY 10017

ABA Number: 026013576
SWIFT BIC: SIGNUS33

if a Bid is determined not to be a Qualified Bid, the applicable Bidder’s deposit shall be returned within 72 hours following the closing of the auction. The 2nd place bidder shall have their good faith deposit returned to them immediately following the closing of the sale.

**See Bid Procedures for details*

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

7. Bid Submission:

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

Jack Hazan	jhazan@hilcoglobal.com
David Peress	dperess@hilcoglobal.com
Dmitriy Chemlin	dchemlin@hilcoglobal.com
Paul Avron	pavron@bergersingerman.com
Christopher Jarvinen	cjarvinen@bergersingerman.com

8. Other Bidding Procedure Requirements

The Bidding Procedures and specifically Section 14 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.

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).

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 August 31st, 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: _____