

## Brinkmann® Intellectual Property - Bid Submission Form

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

Name of Company/Bidder: \_\_\_\_\_

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

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

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

Please complete this form for submitting bids to acquire certain intellectual property assets (the "IP Assets") offered for sale (the "Sale") by Outdoor Direct Corporation and its affiliates (the "Debtors"), in the Malibu Lighting Corporation Chapter 11 bankruptcy cases (Case No. 15-12080 (KG)) currently pending in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

This form is being provided for convenience purposes to assist parties interested in submitting bids for the Brinkmann® brand and related IP Assets, including trademarks, domain names and patents (the "Brinkmann® Intellectual Property"), in accordance with The Bidding Procedures approved by The Bankruptcy Court on April 18, 2016 (the "Bid Procedures"). Copies of the Bid Procedures can be viewed on the Court docket - <http://ow.ly/4mPM8l>, as well as the Hilco Streambank website - <http://ow.ly/4mPMdP>.

### **1. Important Dates:**

Please take note of the following important dates and deadlines:

**Bid Deadline: Thursday, May 5, 2016 at 4:00 PM ET**

**Auction Date: Tuesday, May 10, 2016 at 10:00 AM ET**

### **2. Due Diligence:**

A virtual data room (the "Data Room") has been established by the Debtors. 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:

David Peress | [dperess@hilcoglobal.com](mailto:dperess@hilcoglobal.com) | 781.471.1239

Jack Hazan | [jhazan@hilcoglobal.com](mailto:jhazan@hilcoglobal.com) | 212.610.5663

Dmitriy Chemlin | [dchemlin@hilcoglobal.com](mailto:dchemlin@hilcoglobal.com) | 212.610.5642

Benjamin Kaplan | [bkaplan@hilcoglobal.com](mailto:bkaplan@hilcoglobal.com) | 646.651.1978





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

**WIRE INSTRUCTIONS:**      Bank Name:      Banc of California  
    Bank Address: 18500 Von Karman Ave., Ste. 1100 Irvine, CA 92612  
    ABA #:            322274527  
    Account #:        012014916  
    SWIFT CODE:    BCLFUS66XXX  
    Beneficiary:     Pachulski Stang Ziehl & Jones LLP Client Trust Account

Deposit in amount of \$ \_\_\_\_\_ Wired On \_\_\_\_\_, 2016.

**5. Asset Purchase Agreement:**

All bidders are asked to complete and submit the form Asset Purchase Agreement. Copies of the form Asset Purchase Agreement are available in the Virtual Data Room.

**6. Bid Submission:**

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

Name	E-Mail
David Peress	<a href="mailto:dperess@hilcoglobal.com">dperess@hilcoglobal.com</a>
Jack Hazan	<a href="mailto:jhazan@hilcoglobal.com">jhazan@hilcoglobal.com</a>
Dmitriy Chemlin	<a href="mailto:dchemlin@hilcoglobal.com">dchemlin@hilcoglobal.com</a>
Stratton Teri	<a href="mailto:teri.l.Stratton@pjc.com">teri.l.Stratton@pjc.com</a>
Cooper Ziecik	<a href="mailto:m.cooper.ziecik@pjc.com">m.cooper.ziecik@pjc.com</a>
Jeff Pomerantz	<a href="mailto:jpomerantz@pszjlaw.com">jpomerantz@pszjlaw.com</a>
Michael R. Seidl	<a href="mailto:mseidl@pszjlaw.com">mseidl@pszjlaw.com</a>
David Baker	<a href="mailto:dbaker@auroramp.com">dbaker@auroramp.com</a>
Jim Ebbert	<a href="mailto:jebbert@auroramp.com">jebbert@auroramp.com</a>

**7. Other Bidding Procedures**

The Debtors will review all Bids submitted by the Bid Deadline and follow up with bidders to clarify any questions in order to understand and qualify such Bids. The Debtors reserve the right to accept Bids for any Lot 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 each Lot. In the event that the Debtors determine to solicit additional Bids or to convene an auction in respect of any Lot, notice of such determination may be limited to parties who have submitted qualified Bids. Please review these Bidding Procedures and confirm that your bid is compliant with the requirements set forth herein.

**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 IP Assets from the Sale. Bids shall remain open and irrevocable until and unless the Debtors select a higher or otherwise better Bid(s).

Bidder acknowledges that to the extent it is the winning bidder for any Lot it is committing to close the transaction no later than May 27, 2016. Bidder further acknowledges that, to the extent that it is the winning bidder for any Lot, any assets it acquires 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: \_\_\_\_\_