

Hastings Entertainment, Inc. Intellectual Property - Bid Submission Form

Date: _____

Name of Company/Bidder: _____

Address: _____

Primary Contact Name: _____

Email Address: _____ Phone Number: _____

Please complete this form when submitting your bid to acquire certain intellectual property assets (the "IP Assets") offered for sale (the "Sale") by Hastings Entertainment, Inc ("Hastings") and its affiliates (hereinafter the "Debtors" or the "Company"), in the Draw Another Circle, LLC Chapter 11 Bankruptcy Case No. 16-11452 (KJC) 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 offers (each a "Bid") for the Hastings IP Assets, including trademarks, store banners, e-commerce platform, customer data, and domain names that are designated in writing by the Company.

1. Important Dates:

Please take note of the following important dates and deadlines:

Bid Deadline: Thursday, September 15, 2016 at 5:00 PM ET

Auction Date: TBD

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:

Benjamin Kaplan | bkaplan@hilcoglobal.com | 646.651.1978
Dmitriy Chemlin | dchemlin@hilcoglobal.com | 212.610.5642



3. IP Assets & Purchase Price:

The Debtors will entertain Bids for the Assets in any of the suggested lots listed below (each, a “Lot”), or any combination of multiple Lots, and any custom Lot. Please complete the section below by checking the appropriate boxes and filling in the amount of your bid for each Lot as appropriate.

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 IP Assets (Trademarks, Domain Names, E-Commerce Platform and Customer Data)	\$
Lot 2	Hastings IP Assets Only (Trademarks, Domains, E-Commerce Platform, Customer Data)	\$
Lot 3	MovieStop IP Assets Only (Trademarks, Domains; Excludes Customer Data)	\$
Lot 4	Custom Package: Please list ALL IP Assets included in your bid and proposed purchase price. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>	\$

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: Bank of America
 Bank Address: 8001 Villa Park Drive
 Henrico, VA 23228
 ABA #: 026009593
 A/C #: 488038492396
 Beneficiary: Hastings Revolver Indemnity Account

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

5. Closing Documents/Sale Order:

Closing shall take place within 10 days of entry of an order by the Bankruptcy Court approving the sale to a winning bidder or bidders. The sale will be consummated by delivery to the winning bidder(s) of a signed Bill of Sale and Trademark Assignment. The form closing documents are available in the Virtual Data Room or can be provided upon request.

Check here to acknowledge closing requirements

6. Bid Submission:

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

Name	E-Mail
Gabe Fried	gfried@hilcoglobal.com
Benjamin Kaplan	bkaplan@hilcoglobal.com
Duane Huesers	duane.huesers@gohastings.com
Chas Harvick	Chas.Harvick@FTIConsulting.com
Robert Winning	rwinning@cooley.com
Cathy Hershcopf	chershcopf@cooley.com

[Signature Page Follows]

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.

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 ten (10) days after being announced the successful Bidder. 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: _____



980 Washington Street
Suite 330
Dedham, MA 02026
O: 781.471.1239

1500 Broadway
8th Floor
New York, NY 10036
O: 212.610.5663