

The Wet Seal, LLC 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 assets (the "Assets") of The Wet Seal, LLC ("Wet Seal") and its affiliates (hereinafter the "Debtors" or the "Company") including the Company's intellectual property assets (the "IP Assets"), and, in addition, and to the extent available, a buyer may also propose to acquire the remaining ecommerce inventory ("Inventory") and store related fixtures ("Fixtures"). All of the Assets are being offered for sale (the "Sale") in the Wet Seal Chapter 11 Bankruptcy Case No. 17-10229 (CSS) 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 IP Assets, including trademarks, e-commerce assets, customer data, and domain names.

1. Important Dates:

Please take note of the following important dates and deadlines:

Bid Deadline: Tuesday, February 28, 2017 at 5:00 PM ET

Proposed Auction Date: Thursday, March 2, 2017 at 10:00 AM ET in Wilmington, Delaware

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 IP Data Room, please contact the following Hilco Streambank representatives:

David Peress | dperess@hilcoglobal.com | 781.471.1239

Jack Hazan | jhazan@hilcoglobal.com | 212.610.5663

Dmitriy Chemlin | dchemlin@hilcoglobal.com | 212.610.5642





3. The Assets & Purchase Price:

The Debtors will entertain offers 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 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 OR YOU MAY MAKE ONE BID THAT COMBINES MULTIPLE LOTS

Lot No.	Assets	Bid Amount
Lot 1	All Wet Seal IP Assets (U.S. and Foreign Trademarks, www.wetseal.com URL and e-commerce assets, Domain Names, Customer Data)	\$
Lot 2	Custom Package: Please list assets included in your bid and proposed purchase price _____ _____ _____ _____	\$

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: WSFS Bank
 Bank Address: 500 Delaware Avenue Wilmington, DE 19801
 San Francisco, CA 94104

ABA #: 031100102
 FBO Account #: 208858415

Account Name: Young Conaway Stargatt & Taylor, LLP Attorney Trust Account

Special Instructions: In reference to you wire please indicate “[Bidder Name] – Auction Deposit 075741.1001”

Deposit in amount of \$ _____ Wired On _____, 2017.

5. Asset Purchase Agreement:

All bidders are asked to complete and submit a form Asset Purchase Agreement (“APA”), together with a blackline comparing the submitted APA against the form asset purchase agreement available in the Data Room.

6. Bid Submission:

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

Name	E-Mail
David Peress	dperess@hilcoglobal.com
Dmitriy Chemlin	dchemlin@hilcoglobal.com
Judd Tirnauer	judd.tirnauer@wetseal.com
Robert Brady	rbrady@ycst.com
Mike Nestor	mnestor@ycst.com
Andrew Magaziner	amagaziner@ycst.com
Andrew Nolan	anolan@thinkbrg.com

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 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 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 in accordance with the terms of the submitted APA subject to Bankruptcy Court approval. 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 an APA accepted by the Debtors.

Bid Submitted on Behalf of:

Bidder Name: _____

By: _____

Name: _____

Title: _____

Date: _____



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Suite 330
Dedham, MA 02026
O: 781.471.1239

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8th Floor
New York, NY 10036
O: 212.610.5663