

National Gardening Association Bid Submission Form

Please complete this form for submission of bids, with respect to Nation Gardening Association, Inc. (NGA) intellectual property assets.

Date: _____

Name of Company/Bidder: _____

Address: _____

Primary Contact Name: _____

Email Address: _____

Phone Number: _____

1. Important Dates:

Please take note of the following important dates and deadlines

Bid Deadline: Tuesday, February 9, 2016 at 5:00 P.M. EST

Auction: Date to be determined

2. Diligence

Diligence information is being provided to parties executing an approved Non-Disclosure Agreement (“NDA”). If you would like access to the diligence information, please contact any of the following Hilco Streambank representatives:

Jack Hazan | jhazan@hilcoglobal.com | 212.610.5663

David Peress | dperess@hilcoglobal.com | 781.471.1239

Dmitriy Chemlin | dchemlin@hilcoglobal.com | 212.610.5642

3. Assets & Purchase Price:

The offered assets include trademarks, domain names, website, proprietary content and email database relating to National Gardening Association. If you are interested in bidding on a smaller portion of the assets such as individual domain names, please do so in the other (Lot 2) category.



Please indicate your bid amount below. If you are bidding on multiple Lots, please indicate value allocated to each lot.

Lot No.	IP Asset	Bid Amount
Lot 1	All Assets (National Gardening Association Trademarks, Domain Names, Website, Content and E-mail Database.)	\$
Lot 2	Other: _____ _____ _____	\$

4. Deposit:

All Bids must be accompanied by a cash deposit in an amount equal to the greater of ten thousand dollars (**\$10,000**) or ten percent (**10%**) of the proposed purchase price contemplated by your Bid (the “Minimum Deposit”).

Wire instructions for submission of the deposit are as follows:

WIRE INSTRUCTIONS: Bank Name & Address:

Peoples United Bank 850 Main St, Bridgeport, CT 06604

Account Name: 6500600278

Routing Number: 221172186

Please reference: “Garden.org – National Gardening Association” in wiring information.

Deposits shall be returned to non-successful bidders within 3 business days after the date of any auction. The successful bidder’s deposits shall be retained and applied to the purchase price.

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

Please provide wire information for the return of your deposit in case you do not become the successful bidder:

Bank Name & Address:

Account Name: _____

Account Number: _____

ABA Number: _____

5. **Bill of Sale:** The Assets will be sold pursuant to a Trademark Assignment and Bill of Sale. These forms can be made available upon request.

6. **Bid Submission:**

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

Name	E-Mail
David Peress	dperess@hilcoglobal.com
Dmitriy Chemlin	dchemlin@hilcoglobal.com
Robert Wexler	rlwexler@tronogroup.onmicrosoft.com

7. **Bidder Acknowledgment**

By submission of this bid, Bidder acknowledges that its bid is a duly authorized non-contingent bid for purchase of the 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, assessment and/or analysis 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 bid selected by the Assignee to be the successful bid will be submitted for approval of the Seller. The Seller reserves the right to accept or reject any offer and/or to withdraw any of the assets prior to the Auction, if any. This offer shall remain open and irrevocable until and unless the Seller selects a higher or otherwise better Bid(s).

Bidder understands and acknowledges that in the event of an auction for the Assets, the Seller 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 successful bidder it is committing to close the transaction no later than ten days after the Seller gives written notification approving the sale to the successful bidder. Bidder further acknowledges that, to the extent that it is the successful 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 expressly set forth in writing accepted by the Seller.

[Signature Page Follows Below]

Bid Submitted on Behalf of:

Bidder Name: _____

By: _____

Name: _____

Title: _____

Date: _____