

Bid Submission Form
The JustCabinets.com Intellectual Property Assets

Date: _____

Name of Company/Buyer: _____

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") of RTA Furniture Distributors, Inc. d/b/a Just Cabinets, Furniture & More (the "Debtor" or the "Company"). The IP Assets are being offered for sale by Lawrence G. Frank, Esq., solely in his capacity as the Chapter 7 trustee (the "Chapter 7 Trustee") in the Debtor's Chapter 7 Bankruptcy Case No. 18-bk-03854-RNO currently pending in the United States Bankruptcy Court for the Middle District of Pennsylvania (the "Bankruptcy Court").

This form is being provided for convenience purposes to assist parties (each, a "Buyer") interested in submitting a bid for some or all of the IP Assets, including domain names and trademarks.

1. Important Date:

The deadline to submit an offer to qualify for the auction process is December 3, 2018 at Noon Eastern Time (the "Offer Deadline"). The offer deadline is subject to Bankruptcy Court approval. Please refer to the "FAQ Regarding Bidding Process" for information on the bidding process.

2. Due Diligence:

A virtual data room (the "Data Room") has been established by Hilco Streambank, the agent retained by the Chapter 7 Trustee to market the IP Assets. To gain access to the Data Room, please contact one of the following Hilco Streambank representatives:

Name	E-Mail	Phone
Richelle Kalnit	rkalnit@hilcoglobal.com	212.993.7214
Ben Kaplan	bkaplan@hilcoglobal.com	646.651.1978

3. The IP Assets & Purchase Price:

PLEASE FILL IN BELOW TO INDICATE YOUR BID DETAILS.

Lot	IP Assets	Bid Amount
1	The Just Cabinets assets, consisting of (a) domains: JustCabinets.com, JustCabinetsPro.com, JustCabinetsFurnitureAndMore.com, JustCabinetsMore.com and JustCabinetsFurniture-More.com, and (b) trademarks: Just Cabinets Furniture & More Logo, Just Cabinets, Kitchens To Go, Just Cabinets Furniture & More.	\$
2	The Furniture Woodworks assets, consisting of domains: FurnitureWoodWorks.com, FurnitureWoodWorks.org, FurnitureWoodWorks.biz and FurnitureWoodWorks.net.	\$
3	All IP assets: the assets in lots 1 and 2.	\$
4	Custom Package: please identify the IP Assets subject to your bid: _____ _____ _____	\$

4. Deposit:

All bidders interested in the IP Assets are required to submit a deposit of \$5,000 for the “Just Cabinets assets” or \$1,000 for the “Furniture Woodworks assets.” Wire instructions for the deposit are as follows:

WIRE INSTRUCTIONS:

Account Name: Hilco IP Services, LLC Hilco Streambank Escrow
 Account Number: 133813580
 SWIFT #: CHASUS33
 ABA #: 021 000 021 (wires only)
 071 000 013 (ACH only)
 Reference: JustCabinets.com
 Bank Name: JP Morgan Chase
 Bank Address: 270 Park Avenue, New York, NY 10017

Deposit in amount of \$ _____ wired on _____, 2018.

5. Bankruptcy Court Approval:

The sale of the IP Assets is subject to Bankruptcy Court approval. The Chapter 7 Trustee will file a motion with the Bankruptcy Court seeking approval of the sale(s) following determination of a successful bidder or successful bidders.

6. Bid Package:

The following items must be provided in conjunction with this bid submission form (collectively, the "Bid Package") on or before the Offer Deadline in order to be considered a qualified bid.

- a. **Bid Submission Form:** An executed bid submission form.
- b. **Purchase Documents:** a form of bill of sale and assignment document(s) (collectively, the "Purchase Documents") acceptable to the Chapter 7 Trustee, including (i) a redline showing changes from the form provided by the Chapter 7 Trustee to interested parties, and (ii) an executed clean copy;
- c. **Deposit:** a deposit of \$5,000 for the "Just Cabinets assets" or \$1,000 for the "Furniture Woodworks assets"; and
- d. **Financial Wherewithal:** evidence of financial wherewithal to consummate a transaction with the Chapter 7 Trustee in an amount stated in your bid.

The deposit and financial wherewithal requirements set forth above can be waived in the discretion of the Chapter 7 Trustee.

7. Bid Package Submission:

Bid Packages must be submitted by e-mail on or prior to the Offer Deadline to the following parties:

Name	E-Mail Address
Gabe Fried	gfried@hilcoglobal.com
Richelle Kalnit	rkalnit@hilcoglobal.com
Ben Kaplan	bkaplan@hilcoglobal.com
Lawrence G. Frank, Esq.	lawrencegfrank@gmail.com

8. Other Bid and Auction Procedures

Parties should refer to the FAQ Regarding Bidding Process for information about the auction process.

9. Buyer Acknowledgment

By submission of this form, Buyer acknowledges that its bid is a duly authorized non-contingent bid for purchase of the specified IP Assets, not subject to any further diligence or contingent on any financing. Buyer further acknowledges Buyer (a) has had an opportunity to conduct due diligence regarding the IP Assets prior to making its bid 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 IP 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 IP Assets, or the accuracy or completeness of any information provided in connection therewith. The Chapter 7 Trustee reserves the right to accept or reject any bid and/or withdraw any of the IP Assets from the sale. All bids shall remain open and irrevocable until and unless the Chapter 7 Trustee selects a higher or otherwise better bid. Buyer acknowledges that to the extent it is the winning bidder for the IP Assets it is committing to close the transaction in accordance with the terms of the submitted Purchase Documents, subject to Bankruptcy Court approval. Buyer further acknowledges that, to the extent that it is the winning bidder, any IP Assets it acquires will be delivered and accepted by the Buyer **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 Purchase Documents accepted by the Chapter 7 Trustee.

Bid Submitted on Behalf of:

Company / Buyer Name: _____

Signature: _____

Name: _____

Title: _____

Date: _____