



**Offer Qualification Form in Connection with
Sale of the Four Seasons Restaurant Brand and Related Intellectual Property Assets**

This form is being provided to assist parties interested in submitting an offer for some or all of the intellectual property assets (the “Assets”) of Classic Restaurants Corp. (the “Company”). A schedule listing the Assets is annexed hereto.

I. Diligence Questions, Virtual Data Room

The Company has retained Hilco Streambank as its intellectual property consultant. If you have questions about the Assets or the sale process, or if you would like access to the virtual data room containing information regarding the Assets, please contact the following Hilco Streambank representatives:

Name	E-Mail	Phone
Richelle Kalnit	rkalnit@hilcoglobal.com	212.993.7214
Ryan Brenner	rbrenner@hilcoglobal.com	212.993.7213

All due diligence materials provided to interested parties shall be subject to the limitations on use and disclosure included in a confidentiality agreement.



II. The Assets & Purchase Price

Please indicate the Assets that comprise your offer. All “Four Seasons Restaurant” intellectual property assets will be sold together. The “Spa Cuisine” trademark may be sold separate and apart from the “Four Seasons Restaurant” intellectual property assets.

Lot	Assets	Bid Amount
1	All Intellectual Property Assets: The “Four Seasons Restaurant” Trademarks (Schedule A) Domain Names (Schedule B) Social Media Assets (Schedule C) Copyrights (Schedule D) The “Spa Cuisine” Trademark (Schedule E)	\$
2	All “Four Seasons Restaurant” Intellectual Property Assets: (See Schedules (A-D))	\$
3	The “Spa Cuisine” Trademark (See Schedule E)	\$
4	Custom Package: Please identify the Assets subject to your bid: <hr/> <hr/> <hr/> <hr/>	\$

III. Qualification

In order to participate in the next steps of the sale process, interested parties must be Qualified Bidders. A “Qualified Bidder” is one that submits to the Offer Submission Recipients (defined below) an offer (a “Qualified Offer”) containing the following:¹

- Proof of Financial Wherewithal: current financial statements or bank statement of the potential bidder that will show sufficient assets to be able to close on a purchase of the Assets or other evidence of the ability to purchase the Assets.
- A signed Offer Qualification Form.
- Good Faith Deposit: Each bidder must make a non-refundable cash deposit in the amount of \$50,000. Good Faith Deposits will be held until the sale closing, provided that Good Faith Deposits shall not be held beyond April 15, 2020, without written consent of the bidder. The Good Faith Deposit of the successful bidder will be applied to its purchase price or retained by the Company should the successful bidder fail to close the transaction. Wire Instructions are as follows:

Bank Name: JP Morgan Chase Bank
Bank Address: 270 Park Ave New York, NY 10017
ABA #: 021 000 021 (wires only)
071 000 013 (ACH only)
Swift Code: CHASUS33
A/C #: 133813580
Beneficiary: Hilco IP Services, LLC
Reference: The Four Seasons Restaurant

The successful bidder shall be prepared to acquire the Assets by wire transfer or tender of cash or certified check in the amount of the purchase price less the Good Faith Deposit (all in US dollars) no later than three (3) business days following written notice by the Company that it is the successful bidder.

¹ Subject to the sole discretion of the Company, these requirements can be waived or modified.

IV. Offer Submission

Offers should be submitted to the following parties (the “Offer Submission Recipients”):

Name	E-Mail Address
Richelle Kalnit	rkalnit@hilcoglobal.com
Ryan Brenner	rbrenner@hilcoglobal.com
Mark Samson	msamson@getzlerhenrich.com
Tracy Klestadt	TKlestadt@Klestadt.com

V. Evaluation of Offers

The Company shall make a determination regarding whether an offer submitted by an interested party is a Qualified Offer. In the event that a bid is determined not to be a Qualified Offer, the bidder shall have an opportunity to modify its bid so as to become a Qualified Bidder.

VI. Acknowledgment

By submission of your offer, you acknowledge that your offer is a duly authorized non-contingent bid for purchase of the Assets, not subject to any further diligence or contingent on any financing, and not subject to third party, regulatory or internal approval. You further acknowledge that (a) you have had an opportunity to conduct due diligence regarding the Assets prior to submitting your offer and do not require further due diligence, (b) you have relied solely upon your own independent review, investigation, and/or inspection of the Assets in making your offer, (c) you 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, and (d) your offer shall remain open and irrevocable.

You acknowledge that in the event you are the successful bidder, you are committing to close the transaction in accordance with the terms of this Offer Qualification Form, and in the event that you fail to close the transaction, the Company shall be entitled to retain your Good Faith Deposit without waiver of any rights or remedies of the Company against you. You further acknowledge that the Assets will be sold “AS IS, WHERE IS,” “WITH ALL FAULTS,” and “WITHOUT ANY WARRANTIES WHATSOEVER, EXPRESSED OR IMPLIED, INCLUDING, WITHOUT LIMITATION, A WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR OR OTHER PURPOSE, AS WELL AS WITHOUT ANY REPRESENTATIONS AND WARRANTIES”. The Assets are being sold without recourse to the Company, its attorneys or representatives.

[Remainder of Page Intentionally Left Blank]

Bidder's Name: _____

Bidder's Address: _____

Bidder's Authorized Representatives and Contact Information:


Signed by Bidder (or its authorized representative):

Print Name: _____

Title: _____

Date: _____

Four Seasons Restaurant - Trademarks (Schedule A)

Property	Ctry	Status	Class	Goods/Services	Serial Number	Filing Date	Reg. Number	Reg. Date
THE FOUR SEASONS	US	Registered	42	Restaurant services	72/382,089	1/27/71	936802	6/27/72
 (Trees Design)	US	Registered	42	Restaurant services	73/497,423	8/31/84	1333820	4/30/85
THE FOUR SEASONS RESTAURANT THE POOL ROOM*	US	Registered	43	Restaurant services	86/614,173	4/29/15	4935254	4/12/16
THE FOUR SEASONS RESTAURANT THE GRILL ROOM*	US	Registered	43	Restaurant services	86/614,193	4/29/15	4880245	1/5/16
THE POOL ROOM*	US	Opposed	43	Restaurant services	86/614,211	4/29/15	5543321	8/21/18

* Sale of these marks is subject to prior agreement with RFR Holding LLC

Four Seasons Restaurant - Domain (Schedule B)

• FourSeasonsRestaurant.com

Four Seasons Restaurant - Social Media Assets (Schedule C)

Platform

- Instagram
- Facebook

Four Seasons Restaurant - Copyrights (Schedule D)

Title	Reg. No. / Doc. No.	Reg. Date / Recordation Date
<i>The Four Seasons: The Ultimate Book of Food, Wine and Elegant Dining, 250 Original Recipes from One of the World's Finest Restaurants,</i> by Tom Margittai and Paul Kovi, 1986	Reg. No. TX0000685180	Registered 1981-02-11
<i>The Four Seasons Cookbook,</i> by Charlotte Adams (with special consultant James Beard), 1984	Doc. No. V1782P309	Recorded 1980-0-15

Spa Cuisine - Trademark (Schedule E)

Property	Ctry	Status	Class	Goods/Services	Serial Number	Filing Date	Reg. Number	Reg. Date
SPA CUISINE	US	Registered	29	Restaurant Prepared Fish, Fowl, Meat and Vegetable Based Appetizers and Entrees for Consumption On or Off the Premises	73/445,362	9/26/83	1322388	2/26/85