



**Contact Persons for Parties Interested in Submitting a Bid**

The Bidding Procedures set forth the requirements for submitting a Qualified Bid, and any person interested in making an offer to purchase the Assets must comply strictly with the Bidding Procedures. Only Qualified Bids will be considered by the Debtors, in accordance with the Bidding Procedures.

**Any interested bidder should contact, as soon as practicable:**

Greenhill & Co., LLC  
300 Park Avenue,  
New York, NY, 10022,  
Attn: Neil Augustine (neil.augustine@greenhill.com) and  
Peter Johns (peter.johns@greenhill.com).

**Obtaining Additional Information**

Copies of the Bidding Procedures Motion, the Bidding Procedures, and the Bidding Procedures Order, as well as all related exhibits, including all other documents filed with the Court, are available free of charge on the Debtors' case information website, located at <https://cases.primeclerk.com/destinationmaternity>, and all filings related to the Sale shall be under the Sale Tab.

**Important Dates and Deadlines**<sup>4</sup>

1. **Bid Deadline.** The deadline to submit a Qualified Bid is **December 5, 2019, at 5:00 p.m.** (prevailing Eastern Time).
2. **Cure Objection Deadline.** The deadline to file an objection with the Court to the amount of a Cure Claim is **December 3, 2019 at 4 p.m.** (prevailing Eastern Time).
3. **Auction and Sale Objections Deadline.** The deadline to file an objection with the Court to the Sale, and all objections relating to the Stalking Horse Bidder (if any), including to the assumption and assignment of executory contracts to the Stalking Horse Bidder, and lack of adequate assurance from the Stalking Horse Bidder (collectively, the "Sale Objections") is **December 6, 2019, at 4:00 pm.** (prevailing Eastern Time) or seven days from service of adequate assurance information (the "Sale Objection Deadline").
4. **Auction.** In the event that the Debtors timely receive a Qualified Bid in addition to the Qualified Bid of a Stalking Horse Bidder (if any) and subject to the satisfaction of any further conditions set forth in the Bidding Procedures, the Debtors intend to conduct an Auction for the Assets. The Auction shall be open to (i) Qualified Bidders, (ii) the Consultation Parties, and (iii) the members of the Committee, and with respect to (i) through (iii), each of their respective legal and financial advisors shall be entitled to

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<sup>4</sup> The following dates and deadlines may be extended by the Debtors or the Court pursuant to the terms of the Bidding Procedures and the Bidding Procedures Order.  
{1258.002-W0058799.}

attend the Auction. The Auction, if one is held, will commence on **December 9, 2019 at 9:00 a.m. (prevailing Eastern Time)** at the offices of Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, or such later date and time as selected by the Debtors, who shall notify all Qualified Bidders.

5. **Time for Debtors to Provide Notice of Results of Auction.** As soon as reasonably practicable after the close of the Auction, and in any case no later than 4:00 p.m. (prevailing Eastern Time) on December 10, 2019, the Debtors shall (a) file the Notice of Auction Results with the Court (which notice shall identify the Winning Bidder, the amount of the Winning Bid, the Back-Up Bidder, and the amount of the Back-Up Bid(s), and include the list of assumed Executory Contracts submitted with the Winning Bidder's Qualified Bid), (b) cause the Notice of Auction Results to be published on the Case Information Website under the Sale Tab, and (c) serve the Notice of Auction Results by email, fax, or (if neither is available), overnight mail to all counterparties to Assumed Contracts.
6. **Objections to Adequate Assurance if the Winning Bidder is not the Stalking Horse Bidder.** Objections of any Potential Assumption Counterparty related solely to the adequate assurance of future performance provided by the Winning Bidder, if the Winning Bidder is not the Stalking Horse Bidder (any such objection, an "Adequate Assurance Objection"), must be made no later than **December 11, 2019, at 5:00 p.m.** (prevailing Eastern Time) (the "Adequate Assurance Objection Deadline").<sup>5</sup>
7. **Sale Hearing.** A hearing (the "Sale Hearing") to consider the proposed Sale will be held before the Court on **December 12, 2019 at 9:00 a.m.** (prevailing Eastern Time), or such other date as determined by the Court, at 824 North Market Street, Wilmington, Delaware 19801.

### Filing Objections

Sale Objections, if any, must (a) be in writing, (b) state, with specificity, the legal and factual bases thereof, (c) be filed with the Clerk of the Bankruptcy Court, 824 N. Market St., Wilmington, Delaware 19801, by no later than **the Sale Objection Deadline of December 6, 2019 at 4:00 p.m.** (prevailing Eastern Time) and (d) be served on (1) proposed counsel for the Debtors, (y) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Christopher T. Greco, Rebecca Blake Chaikin, and Allyson Smith Weinhouse and (z) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801, Attn: Adam G. Landis and Kerri K. Mumford, (2) counsel to the Official Committee of Unsecured Creditors, proposed counsel to the Official Committee of Unsecured Creditors (y) Cooley LLP, 55 Hudson Yards, New York, NY 10001-2157, Attn: Seth Van Aalten, Cathy Herschopf and Michael Klein and (z) Cole Schotz P.C., 500 Delaware Ave, Suite 1410, Wilmington, DE 19801, Attn: David Dean (3) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware, 19801, Attn: Timothy J. Fox, (4) co-counsel to Wells Fargo Bank, National Association, (y) Otterbourg P.C., 230 Park Avenue, New York, NY 10169, Attn: Daniel F.

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<sup>5</sup> If the Stalking Horse Bidder is the Winning Bidder, objections to adequate assurance must be filed by the Sale Objection Deadline.  
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Fiorillo, Esq. and Chad B. Simon, Esq. and (z) Richards, Layton & Finger, PA, One Rodney Square, 920 King Street, Wilmington, DE 19801, Attn: John Knight, Esq., and (5) co-counsel for Pathlight Capital LLC, (y) Riemer & Braunstein LLP, Times Square Tower, Seven Times Square, Suite 2506, New York, NY 10036, Attn: Steven E. Fox, Esq. and (z) Ashby & Geddes, P.A., 500 Delaware Avenue, Wilmington, DE 19899, Attn: Gregory A. Taylor, Esq. (collectively, the “Objection Notice Parties”).

**CONSEQUENCES OF FAILING TO TIMELY ASSERT AN OBJECTION**

*Except as otherwise ordered by the Court, any party or entity who fails to timely make an objection to the Sale on or before the Sale Objection Deadline in accordance with the Bidding Procedures Order and this Notice shall be forever barred from asserting any objection to the Sale, including with respect to the transfer of the assets free and clear of all liens, claims, encumbrances and other interests.*

**NO SUCCESSOR LIABILITY**

*For more information on the Debtors’ business or their products, refer to the First Day Declaration filed on the docket at ECF No. 3. By the Bidding Procedures Motion, the Debtors are seeking to have their assets transferred to the Winning Bidder free and clear of, among other things, any claim arising from any conduct of the Debtors prior to the closing of the Sale, whether known or unknown, whether due or to become due, whether accrued, absolute, contingent or otherwise, so long as such claim arises out of or relates to events occurring prior to the closing of the Sale. Accordingly, by the Bidding Procedures Motion, the Debtors are seeking the Court to order that, as a result of the Sale, the Winning Bidder will not be a successor to any of the Debtors by reason of any theory of law or equity, and the Winning Bidder will have no liability, except as expressly provided in the Purchase Agreement, for any liens, claims, encumbrances and other interests against or in any of the Debtors under any theory of law, including successor liability theories.*

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Dated: November 14, 2019  
Wilmington, Delaware

*/s/ Kerri K. Mumford*

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**LANDIS RATH & COBB LLP**

Adam G. Landis (DE Bar No. 3407)  
Kerri K. Mumford (DE Bar No. 4186)  
Jennifer L. Cree (DE Bar No. 5919)  
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cree@lrclaw.com

- and -

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

Christopher T. Greco, P.C. (*pro hac vice*)  
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*Proposed Co-Counsel to the Debtors and Debtors in Possession*