

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FOREVER 21, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 19-12122 (KG)  
)  
) (Jointly Administered)  
)

**NOTICE OF SALE BY AUCTION AND SALE HEARING**

**PLEASE TAKE NOTICE** that on January 27, 2020, the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Debtors’ Motion for Entry of An Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors’ Assets, (B) Approving The Form And Manner of Notice Thereof, and (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts,*<sup>2</sup> *(E) Approving the Sale of the Debtors’ Assets, and (F) Granting Related Relief* [Docket No. 802] (the “Bidding Procedures Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”) seeking, among other things, entry of an order (the “Bidding Procedures Order”): (a) authorizing and approving the Bidding Procedures attached to the Bidding Procedures Order as Schedule 1, by which the Debtors will solicit and select the highest or otherwise best offer(s) for the Sale; (b) authorizing the Debtors to select SPARC Group F21, LLC (the “SPARC Group”), a consortium of Simon Property Group, Brookfield, and Authentic Brands Group, to act as the Stalking Horse Bidder and approving the Bid Protections in connection with the sale of substantially all of the Debtors’ assets (the “Assets”); (c) approving the form and manner of this notice of an auction (the “Auction”) and sale hearing (the “Sale Hearing”) with respect to the sale of the Assets free and clear of liens, claims, encumbrances, and other interests (the “Sale”). Please note that all capitalized terms used but not defined herein shall have the meanings set forth in the Bidding Procedures Motion.

**PLEASE TAKE FURTHER NOTICE** that the Bid Deadline is **February 7, 2020 at 4:00 p.m.**, (prevailing Eastern Time), and that any person or entity who wishes to participate in the Auction must comply the Bidding Procedures.

**PLEASE TAKE FURTHER NOTICE** that the Debtors are soliciting offers for the purchase of the Assets of the Debtors consistent with the bidding procedures (the “Bidding Procedures”) approved by the Court by entry of the Bidding Procedures Order on February 4, 2020 [Docket No. 854]. **All interested bidders should carefully read the Bidding**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Forever 21, Inc. (4795); Alameda Holdings, LLC (2379); Forever 21 International Holdings, Inc. (4904); Forever 21 Logistics, LLC (1956); Forever 21 Real Estate Holdings, LLC (4224); Forever 21 Retail, Inc. (7150); Innovative Brand Partners, LLC (7248); and Riley Rose, LLC (6928). The location of the Debtors’ service address is: 3880 N. Mission Road, Los Angeles, California 90031.

<sup>2</sup> For the avoidance of doubt, no executory contracts or unexpired leases will be assumed, assumed and assigned, or rejected pursuant to section 365 of the Bankruptcy Code at the Sale Hearing.

**Procedures and Bidding Procedures Order.** To the extent that there are any inconsistencies between this notice and the Bidding Procedures or Bidding Procedures Order, the Bidding Procedures or Bidding Procedures Order, as applicable, shall govern in all respects.

**PLEASE TAKE FURTHER NOTICE** that the Debtors intend to conduct the Auction (if any), at which they will consider proposals submitted to the Debtors and their professionals, by and pursuant to the Bidding Procedures as set forth in the Bidding Procedures Order, on **February 10, 2020, at 10:00 a.m. (prevailing Eastern Time)**, at the offices of Pachulski Stang Ziehl & Jones located at 919 North Market Street, 16th Floor, Wilmington, Delaware 19801. Any creditor may attend the Auction. The Debtors will file a notice of any change in the date, time or location of the Auction at least 24 hours prior to the Auction, or as soon as reasonably practicable thereafter, and shall serve the same by email on all bidders, and any creditor that requests service of the same to Debtors' counsel (listed below) prior to the Auction, and who provides their email address.

**PLEASE TAKE FURTHER NOTICE** that no later than two hours after the auction is completed (or as soon as reasonably practicable thereafter, the Debtors will file a notice of the successful bidder and back-up bidder, and the amount of their bids (the "Successful Bidder Notice") or notice of cancellation, as applicable, and serve the same by email on (a) all creditors who have requested such service in writing and provided their email address to Debtors' counsel, (b) the Notice Parties, as that term is defined in the Bidding Procedures Order, and (c) all parties who have filed requests for service under Bankruptcy Rule 2002, if such requests sets forth their email address.

**PLEASE TAKE FURTHER NOTICE** that the Debtors will seek approval of the Sale at a hearing scheduled to commence on February 11, 2020 at 10:00 a.m. (prevailing Eastern Time) (the "Sale Hearing") before the Honorable Kevin Gross, United States Bankruptcy Judge for the Bankruptcy Court for the District of Delaware, at 824 North Market Street, 6th Floor, Courtroom No. 3, Wilmington, Delaware 19801. Any changes to the Sale Hearing will be reported on the website maintained in these chapter 11 cases at <https://cases.primeclerk.com/Forever21>.

**PLEASE TAKE FURTHER NOTICE** that, at the Sale Hearing, the Debtors will seek approval of the Successful Bid.

**PLEASE TAKE FURTHER NOTICE** that, except as otherwise set forth in the Bidding Procedures Order, objections to the relief requested in the Bidding Procedures Motion *must* be made by 9:00 a.m. (prevailing Eastern Time) on February 11, 2020 (unless otherwise allowed under the Bidding Procedures Order), and must be in writing and: (a) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (b) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (c) be filed with the Court and served on the following parties (the "Notice Parties"):

Counsel to the Debtors	
Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attn: Joshua Sussberg, P.C. (jsussberg@kirkland.com) Aparna Yenamandra (aparna.yenamandra@kirkland.com)	
and	
Kirkland & Ellis LLP 300 North LaSalle Chicago, Illinois 60654 Attn.: Anup Sathy, P.C. (asathy@kirkland.com) Benjamin Winger (benjamin.winger@kirkland.com)	
Counsel to the Committee	Co-Counsel to the Debtors
Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americans New York, NY 10036 Attn: Robert T. Schmidt (rschmidt@kramerlevin.com), Adam C. Rogoff (arogoff@kramerlevin.com), and Nathaniel Allard (nallard@kramerlevin.com)	Pachulski Stang Ziehl & Jones LLP 919 North Market Street, 17th Floor, P.O. Box 8705 Wilmington, Delaware 19899 Attn.: Laura Davis Jones (ljones@pszjlaw.com), James E. O'Neill (jo'neill@pszjlaw.com), and Timothy P. Cairns (tcairns@pszjlaw.com)
Counsel to the Stalking Horse Bidder	The United States Trustee
Fried, Frank, Harris, Shriver & Jacobson LLP One New York Plaza New York, NY 10004 Attn: Brad Eric Scheler (brad.eric.scheler@friedfrank.com), Jennifer Rodburg (jennifer.rodburg@friedfrank.com), and Gary Kaplan (gary.kaplan@friedfrank.com)	Office of the United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 Attn.: Juliet M. Sarkessian (juliet.m.sarkessian@usdoj.gov)

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

**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 SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE APPLICABLE PURCHASE AGREEMENT.**

**NO SUCCESSOR OR TRANSFEREE LIABILITY**

The proposed Sale Order provides that the Successful Bidder, if applicable, will have no responsibility for, and the Assets will be sold free and clear of, any successor liability, including the following: (a) any liability or other obligation of the Debtors' estates or related to the Assets other than as expressly set forth in the applicable Purchase Agreement; or (b) any claims against the Debtors, their estates, or any of their predecessors or affiliates. Except as expressly provided in the Sale Order or the applicable Purchase Agreement, the Successful Bidder shall have no liability whatsoever with respect to the Debtors' estates' (or their predecessors' or affiliates') respective businesses or operations or any of the Debtors' estates' (or their predecessors' or affiliates') obligations (as described below, "Successor or Transferee Liability") based, in whole or part, directly or indirectly, on any theory of successor or vicarious liabilities of any kind or character, including, but not limited to, any theory of antitrust, environmental, successor or transferee liability, labor law, *de facto* merger, or substantial continuity, whether known or unknown as of the Closing Date (as defined in the applicable Purchase Agreement), now existing or hereafter arising, whether asserted or unasserted, fixed or contingent, liquidated or unliquidated with respect to the Debtors or any obligations of the Debtors arising prior to the closing of the Sale, including, but not limited to, liabilities on account of any taxes arising, accruing, or payable under, out of, in connection with, or in any way relating to the operation of any of the Assets prior to the closing of the Sale.

**PLEASE TAKE FURTHER NOTICE** that copies of the Bidding Procedures Motion, Bidding Procedures, and Bidding Procedures Order, as well as all related exhibits, including the Stalking Horse Purchase Agreement and the proposed Sale Order, are available: (a) upon request to Prime Clerk LLC (the noticing and claims agent to be retained in these chapter 11 cases) by calling (877) 510-9565; (b) at no cost by visiting the website maintained in these chapter 11 cases at <https://cases.primeclerk.com/Forever21> and clicking on the tab for Asset Sale; or (c) for a fee via PACER by visiting <http://www.deb.uscourts.gov>.

Dated: February 4, 2020  
Wilmington, Delaware

*/s/ Laura Davis Jones*

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Laura Davis Jones (DE Bar No. 2436)  
James E. O'Neill (DE Bar No. 4042)  
Timothy P. Cairns (DE Bar No. 4228)  
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-and-

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