

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

RTW RETAILWINDS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 20-18445 (JKS)

(Jointly Administered)

**NOTICE OF AUCTION AND SALE HEARING**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. On July 13, 2020, the above-captioned debtors and debtors in possession (the “**Debtor**”), filed a voluntary petition for relief pursuant to chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of New Jersey (the “**Bankruptcy Court**”).

2. On July 17, 2020, in connection with the proposed sale (the “**Sale**”) of certain assets (the “**E-Commerce Business Assets**”) of the Debtors at an auction for the E-Commerce Business Assets (the “**Auction**”), the Debtors filed a motion (the “**Motion**”), seeking, among other things, (i) entry of an order (the “**Bidding Procedures Order**”)² approving the bidding procedures (the “**Bidding Procedures**”) governing the Sale; (ii) establishing procedures for the assignment and assumption of executory contracts and unexpired leases (the “**Assumption and Assignment Procedures**”); and (iii) granting related relief [Docket No. 80].

3. On August 10, 2020, the Bankruptcy Court entered the Bidding Procedures Order [Docket No. 192]. Pursuant to the Bidding Procedures Order, if two or more Qualified Bids are received before the Bid Deadline, the Debtors will conduct the Auction to determine the highest or otherwise best Qualified Bid, beginning on August 28, 2020 at 10:00 a.m. (EST) at the offices of Cole Schotz P.C., 1325 Avenue of the Americas, 19th Floor, New York, New York 10019, or such other place and time as the Debtors shall notify all Qualified Bidders that have submitted Qualified Bids and any official committee appointed in the Debtors’ Chapter 11 cases and their counsel. Only the Debtors, the Consultation Parties, and parties that have submitted a Qualified Bid, as set forth in the Bidding Procedures Order, **by no later than August 26, 2020 at 4:00 p.m.**

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<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor’s federal tax identification number, as applicable, are as follows: RTW Retailwinds, Inc. (1445); Lerner New York Holding, Inc. (2460); Lernco, Inc. (4787); Lerner New York, Inc. (2137); New York & Company, Inc. (4569); Lerner New York GC, LLC (6095); Lerner New York Outlet, LLC (6617); New York & Company Stores, Inc. (6483); FTF GC, LLC (7341); Lerner New York FTF, LLC (6279); Fashion to Figure, LLC (6997); FTF IP Company, Inc. (6936). The Debtors’ principal place of business is 330 W. 34th St., 9th Floor, New York, New York 10001.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion or the Bidding Procedures Order.

**(EST)** (the “**Bid Deadline**”) may participate at the Auction. Any party that wishes to take part in this process and submit a bid for the Debtors’ assets must submit their competing bid prior to the Bid Deadline and in accordance with the Bidding Procedures.

4. A hearing to approve the Sale (the “**Sale Hearing**”) will be held on September 3, 2020 at 11:00 a.m. (EST) before the Honorable John K. Sherwood, at the United States Bankruptcy Court for the District of New Jersey, Martin Luther King, Jr. Federal Building, 50 Walnut Street, Newark, NJ 07102, Courtroom 3D, or at such time thereafter as counsel may be heard, unless otherwise continued by the Debtors pursuant to terms of the Bidding Procedures.

5. Objections, if any, to the Motion and the Sale of the E-Commerce Business Assets to a Successful Bidder, except objections related solely to the identity of the Successful Bidder and adequate assurance of future performance by a Successful Bidder, must be made by **August 26, 2020 at 4:00 p.m., prevailing Eastern Time** (the “**Sale Objection Deadline**”). Objections solely to the identity of the Successful Bidder and adequate assurance of future performance must be made by **4:00 p.m., prevailing Eastern Time** on the date that is two (2) business days before the Sale Hearing. In each case, all objections must: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (d) be filed with the Court no later than the Sale Objection Deadline or the Supplemental Limited Sale Objection Deadline, as applicable, and served on (i) counsel for the Debtor, and (ii) any other entity on the Master Service List. *Any party who fails to timely file an objection to entry of the Sale Order (i) shall be forever barred from objecting thereto, (ii) shall be deemed to consent to the sale of the E-Commerce Business Assets as approved by the Sale Order, and (iii) shall be deemed to “consent” for purposes of Section 363(f)(2) of the Bankruptcy Code.*

6. This Notice and the Sale Hearing is subject to the fuller terms and conditions of the Motion and the Bidding Procedures Order, which shall control in the event of any conflict, and the Debtors encourage parties-in-interest to review such documents in their entirety. Parties interested in receiving more information regarding the sale of all the E-Commerce Business Assets and/or copies of any related document, including the Motion, or the Bidding Procedures Order, may make a written request to counsel for the Debtors, Cole Schotz P.C., Court Plaza North, 25 Main Street, Hackensack, NJ 07601, Attention: Ryan Jareck (rjareck@coleschotz.com). In addition, copies of the Motion, the Bidding Procedures Order and this Notice can be found through PACER on the Court’s website, <https://ecf.njb.uscourts.gov/> (registration required).

Dated: August 13, 2020

Respectfully submitted,

**COLE SCHOTZ P.C.**

*/s/ Ryan T. Jareck*

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