

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

In re:)	
)	Chapter 11
)	
THINGS REMEMBERED, INC., <i>et al.</i> , ¹)	Case No. 19-10234 (KG)
)	
Debtors.)	(Jointly Administered)
)	
)	Ref. Nos. 23, 123 & 150
)	

NOTICE OF SALE BY AUCTION AND SALE HEARING

PLEASE TAKE NOTICE that on February 6, 2019, the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Debtors’ Motion for Entry of Orders (I) Appointing a Consumer Privacy Ombudsman, (II)(A) Approving Bidding Procedures, (B) Approving Bid Protections, (C) Scheduling an Auction and Sale Hearing, (D) Approving the Form and Manner of Notice Thereof, (E) Establishing Procedures for the Assumption and Assignment of Contracts and Leases, (III)(A) Approving the Asset Purchase Agreement, (B) Authorizing the Sale of Assets, and (C) Authorizing the Assumption and Assignment of Contracts and Leases, and (IV) Granting Related Relief* [Docket No. 23] (the “Sale Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”) seeking, among other things, entry of an order (the “Sale Order”) authorizing and approving: (a) the sale of the Debtors’ online-sales business, intellectual property, and certain stores to Enesco LLC (the “Stalking Horse Bidder”), free and clear of liens, claims, encumbrances, and other interests, except as set forth in the Stalking Horse APA, or an alternative asset purchase agreement with a Successful Bidder at auction (the “Sale”); and (b) the assumption and assignment of executory contracts and unexpired leases (collectively, the “Contracts”). Please note that all capitalized terms used but not defined herein shall have the meanings set forth in the Sale Motion.

PLEASE TAKE FURTHER NOTICE that the Debtors are soliciting offers for the purchase of the Assets consistent with the bidding procedures (the “Bidding Procedures”) approved by the Court by entry of an order on February 21, 2019 [Docket No. 150] (the “Bidding Procedures Order”). **All interested bidders should carefully read the Bidding 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.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Things Remembered, Inc. (2696); TRM Holdco Corp. (5858); and TRM Holdings Corporation (2354). The location of the Debtors’ service address is: 5500 Avion Park Drive, Highland Heights, Ohio 44143.

PLEASE TAKE FURTHER NOTICE that, if the Debtors receive qualified competing bids within the requirements and time frame specified by the Bidding Procedures, the Debtors will conduct an auction (the “Auction”) of the Assets **on March 4, 2019 at 10:00 a.m. (prevailing Eastern Time)** at the offices of Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022-4611 (or at any other location as the Debtors may hereafter designate on proper notice).

PLEASE TAKE FURTHER NOTICE that the Debtors will seek approval of the Sale at a hearing scheduled to commence on or before **March 6, 2019, at 11:00 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.

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Bidding Procedures Order with respect to any objections to proposed cure amounts or the assumption and assignment of Contracts, objections to the relief requested in the Sale Motion ***must***: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (d) be filed with the Court and served so as to be **actually received on or before March 1, 2019 at 4:00 p.m. (prevailing Eastern Time)** by the following parties:

Counsel to the Debtors	Co-Counsel to the Debtors
Kirkland & Ellis LLP 300 North LaSalle Chicago, Illinois 60654 Attn.: Angela Snell, Spencer Winters, and Catherine Jun	Landis Rath & Cobb LLP 919 North Market Street, Suite 1800 Wilmington, Delaware 19801 Attn.: Adam G. Landis
Counsel to the Committee	The United States Trustee
Kelley Drye & Warren LLP 101 Park Avenue New York, New York 10178 Attn.: Eric R. Wilson and Jason R. Adams Connolly Gallagher LLP 267 East Main Street Newark, Delaware 19711 Attn: N. Christopher Griffiths	Office of the United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 Attn.: Timothy J. Fox
Counsel to the Prepetition Agent under the Debtors’ Prepetition Credit Facility	Counsel to the Stalking Horse Bidder
Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153 Attn.: David N. Griffiths Richards, Layton & Finger, P.A. 920 N. King Street Wilmington, Delaware 19801 Attn: Zachary I. Shapiro	Pachulski Stang Ziehl & Jones LLP 10100 Santa Monica Blvd., 13th Floor Los Angeles, California 90067 Attention: Jeffrey N. Pomerantz Maxim B. Litvak E-mail: jpomerantz@pszjlaw.com mlitvak@pszjlaw.com

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 MAY 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.

PLEASE TAKE FURTHER NOTICE that copies of the Sale Motion, Bidding Procedures, and Bidding Procedures Order, as well as all related exhibits, including the Stalking Horse APA and the proposed Sale Order, are available: (a) free of charge upon request to Prime Clerk LLC (the notice and claims agent retained in these chapter 11 cases) by calling 1 (844) 339-4117 (toll free); (b) by visiting the website maintained in these chapter 11 cases at <https://cases.primeclerk.com/ThingsRemembered>; or (c) for a fee via PACER by visiting <http://www.deb.uscourts.gov>.

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PLEASE TAKE FURTHER NOTICE that you may obtain additional information concerning the above-captioned chapter 11 cases at the website maintained in these chapter 11 cases at <https://cases.primeclerk.com/ThingsRemembered>.

Dated: February 21, 2019
Wilmington, Delaware

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