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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

<p>In re:</p> <p>GYMBOREE GROUP, INC., <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 19-30258 (KLP)</p> <p>(Jointly Administered)</p>
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**NOTICE OF ADJOURNMENT OF AUCTION TO
FRIDAY, MARCH 1, 2019 AT 9:00 A.M. (PREVAILING EASTERN TIME) AND
EXTENSION OF ADEQUATE ASSURANCE OBJECTION DEADLINE TO MONDAY
MARCH 4, 2019 AT 11:00 A.M. (PREVAILING EASTERN TIME)**

WHEREAS on January 17, 2019, the United States Bankruptcy Court for the Eastern District of Virginia entered an order (the “Bidding Procedures Order”)² authorizing certain

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Gymboree Group, Inc. (6587); Gymboree Intermediate Corporation (1473); Gymboree Holding Corporation (0315); Gymboree Wholesale, Inc. (6588); Gym-Mark, Inc. (6459); Gymboree Operations, Inc. (6463); Gymboree Distribution, Inc. (8669); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, LLC (6461); Gym-Card, LLC (5720); and Gymboree Island, LLC (1215). The Debtors’ service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

² The Bidding Procedures Order is entitled *Order (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 76].

bidding procedures (the “Bidding Procedures”)³ to be used in connection with the sale(s) of the assets of the above-captioned debtors in possession (the “Debtors”) and therein approved the *Notice of Sale, Bid Procedures, Auction, Sale Objection, Sale Hearing and Other Deadlines related Thereto* (the “Sale Notice”).⁴

WHEREAS the Sale Notice stated that the auction (the “Auction”) would take place on February 25, 2019 at 10:00 a.m. (prevailing Eastern Time) at the offices of Milbank LLP, 55 Hudson Yards, New York, New York 10001.

WHEREAS the Debtors filed the first notice of adjournment on February 22, 2019 to state that the Auction would take place on Wednesday, February 27, 2019 at 10:00 a.m. (prevailing Eastern Time) at the offices of Milbank LLP, 55 Hudson Yards, New York, New York 10001. [Docket No. 409].

WHEREAS the Debtors filed the second notice of adjournment on February 26, 2019 to state that the Auction would take place on Thursday, February 28, 2019 at 10:00 a.m. (prevailing Eastern Time) at the offices of Milbank LLP, 55 Hudson Yards, New York, New York 10001. [Docket No. 428].

WHEREAS the Debtors amended the second notice of adjournment on February 26, 2019 to clarify that the Auction would take place on Thursday, February 28, 2019 at 10:00 a.m. (prevailing Eastern Time) at the offices of Milbank LLP, 55 Hudson Yards, New York, New York 10001. [Docket No. 429].

WHEREAS pursuant to the Bidding Procedures, the Debtors may modify, in any manner consistent with the Debtors’ fiduciary duties and applicable law, the procedures and

³ The Bidding Procedures are attached to the Bidding Procedures Order as Exhibit 1.

⁴ The Sale Notice is attached to the Bidding Procedures Order as Exhibit 3.

deadlines set forth in the Bidding Procedures, including rescheduling the Auction or adjourning the Sale Hearing.⁵

WHEREAS the Debtors have received additional interest in the Assets and have continued work with interested parties towards a goal of maximizing the value obtained from the Sale.

PLEASE TAKE NOTICE THAT the Auction is hereby **adjourned to Friday, March 1, 2019 at 9:00 a.m. (prevailing Eastern Time)** and will take place at the offices of Milbank LLP, 55 Hudson Yards, New York, New York 10001.

PLEASE TAKE FURTHER NOTICE THAT following the Auction, the Debtors shall file, post, and serve each Successful Bidder's⁶ proposed form of adequate assurance of future performance with respect to a Proposed Assumed Contract in connection with a proposed Sale. Under the Bidding Procedures, the original deadline for Adequate Assurance Objections was February 28, 2019 at 5:00 p.m. (prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE THAT the deadline for Adequate Assurance Objections is hereby **extended until March 4, 2019 at 11:00 a.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE THAT the Debtors reserve the right to change the time and date of the Auction upon written notice to the Court.

[Remainder of page intentionally left blank]

⁵ Paragraph IX of the Bidding Procedures.

⁶ Capitalized terms not specifically defined herein shall have the meaning assigned to them in the Bidding Procedures Order.

Dated: February 27, 2019
Richmond, Virginia

/s/ Brian H. Richardson

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