

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

In re:

SLT HOLDCO, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 20-18368 (MBK)

Jointly Administered

**NOTICE OF PROPOSED SALE, AUCTION  
DATE, OBJECTION DEADLINE, AND SALE HEARING**

**PLEASE TAKE NOTICE** that on July 8, 2020, the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), each filed voluntary petitions 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**”).

**PLEASE TAKE FURTHER NOTICE** that, on July 9, 2020, the Debtors filed the *Debtors’ Motion For Orders (I) (A) Authorizing and Approving Bidding Procedures in Connection With the Sale of Certain of the Debtors’ Assets; (B) Authorizing and Approving Bid Protections; (C) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (D) Scheduling a Sale Hearing; (E) Approving the Form and Manner of Notice Thereof; and (F) Granting Related Relief; and (II) (A) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Claims, Liens, Rights, Interests, and Encumbrances, (B) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Related Relief* [Docket No. 36] (the “**Motion**”).<sup>2</sup> By the Motion, the Debtors seek, among other things, to sell the Purchased Assets to the bidder submitting the highest or otherwise best offer for the Purchased Assets (the “**Successful Bidder**”), free and clear of all claims, liens, rights, interests, and encumbrances pursuant to sections 105(a), 363, and 365 of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE** that, on July 13, 2020, the Bankruptcy Court entered an order [Docket No. 72] (the “**Bidding Procedures Order**”) granting certain of the relief requested by the Motion including, among other things, approving certain bidding procedures (the “**Bidding Procedures**”) attached as **Exhibit 1** to the Bidding Procedures Order. The Bidding Procedures Order sets forth the key dates and times related to the sale (the “**Sale**”) of the Purchased Assets. All interested bidders should carefully read the Bidding Procedures Order and the Bidding Procedures. To the extent that there are any inconsistencies between the

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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: SLT Holdco, Inc. (0403) and Sur La Table, Inc. (3409). The Debtors’ corporate headquarters are located at 6100 4th Avenue South, Suite 500, Seattle, Washington 98108.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Bidding Procedures Order (including the Bidding Procedures) and the summary description of certain of its terms and conditions contained in this Notice, the terms and conditions of the Bidding Procedures Order shall control.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Bidding Procedures, the deadline to submit a Qualified Bid (as such term is defined in the Bidding Procedures) is **August 3, 2020 at 4:00 p.m. (ET)**.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Bidding Procedures, the Debtors are authorized to conduct an auction (the “**Auction**”) to sell the Purchased Assets if they receive one or more Qualified Bids. The Auction, if conducted, will be held by videoconference, the details of which will be provided to Qualified Bidders in advance of the Auction, at **10:00 a.m. (ET) on August 5, 2020**, or such other location as shall be timely communicated by the Sellers to all entities entitled to attend the Auction.

**PLEASE TAKE FURTHER NOTICE** that a hearing to approve the Sale of the Purchased Assets to the Successful Bidder (the “**Sale Hearing**”) will be held before the Honorable Michael B. Kaplan, Chief United States Bankruptcy Court for the District of New Jersey, Clarkson S. Fisher U.S. Courthouse, 402 East State Street, Courtroom #8, Trenton, NJ 08608, on **August 10, 2020 at 10:00 a.m. (ET)** or at such time thereafter as counsel may be heard. Objections to the Sale, if any, must be made in writing, state with particularity the grounds therefor, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the District of New Jersey, be filed with the Bankruptcy Court, and be served **so as to be actually received no later than 4:00 p.m. (ET) on August 3, 2020** by (i) Sur La Table, Inc., 6100 4th Avenue South, Suite 500, Seattle, Washington 98108 (Attn: Jason Goldberger, CEO); (ii) proposed counsel to the Debtors, Cole Schotz P.C., 25 Main Street, Hackensack, New Jersey (Attn: Michael D. Sirota and David M. Bass); (iii) the Debtors’ proposed financial advisor, SOLIC Capital Advisors, LLC and SOLIC Capital LLC, 1603 Orrington Avenue, Suite 1600 Evanston, Illinois 60201 (Attn: Edward R. Casas) and 3284 Northside Parkway, Suite 450, Atlanta, Georgia 30327 (Attn: Gregory F. Hagood); (iv) counsel for the Stalking Horse Bidder, DIP Lender, and Prepetition Term Agent, Proskauer Rose LLP, One International Place, Boston, MA 02110, (Attn: Charles A. Dale III); (v) counsel for the Prepetition ABL Agent: Riemer & Braunstein LLP, Times Square Tower, Seven Times Square, Suite 2506, New York, NY 10036 (Attn: Donald E. Rothman, Esq. and Anthony B. Stumbo, Esq.); (vi) the Office of the United States Trustee, One Newark Center, 1085 Raymond Boulevard, Suite 2100, Newark, NJ 07102 (Attn: Jeffrey Sponder, Esq. and Lauren Bielskie, Esq.); and (vii) counsel to any statutory committee appointed in these chapter 11 cases. Objections, if any, with respect to the conduct of the Auction or a proposed Sale to the Successful Bidder if the Successful Bidder is not the Stalking Horse Bidder may be presented at the Sale Hearing.

**PLEASE TAKE FURTHER NOTICE** that any party failing to timely file an objection to the Sale shall be forever barred from objecting to the Sale and shall not be heard at the Sale Hearing, and the Bankruptcy Court may enter the Sale Order without further notice to such party.

**PLEASE TAKE FURTHER NOTICE** that this Notice is subject to the full terms and conditions of the Motion, Bidding Procedures Order, and Bidding Procedures. The Bidding

