

**TTI Bid Procedures, Bid Terms, Conditions and Notice of sale for Tinker Tailor, Inc. (TTI).**

Clearbid Capital, LLC., (the "Sales Agent") as sales agent of TTI will offer for sale in bulk bid, in individual lots, and with respect to Lot 4, individually, as described below, substantially all of the TTI's assets (the "Assets"), at an auction sale to be held at the offices of Foley Lardner, 90 Park Ave, New York, New York 10016 on Monday, December 7<sup>th</sup>, 2015 at 11:00 a.m. (the "Auction"). All offers to purchase the Assets must comply with these bid terms. The Assets shall consist of the following, which are offered individually as to Lot 4, in lots and in bulk, with the Sales Agent and TTI retaining final decision making as to whether to accept individual, lot(s), and/or bulk bids for the Assets, if any.

The Assets include:

<b>LOT</b>	<b>ASSET</b>		<b>DEPOSIT</b>
Lot 1.	(IP) All technology developed by TTI for e-commerce and application		\$5,000
Lot 2.	The Tinker Tailor URL		\$5,000
Lot 3.	Tinker Tailor Customer List		\$2,500
Lot 4.	All office equipment (See Lot List 4 below)		\$2,500
<b>LOT LIST 4</b>			
4.1	Optitex Plotter	Graphtec Cutting Plotter CE 6000 - 120	
4.2	Optitex scanner	GTCO Calcomp Peripherals - Roll op 3 3036 Redundant grid technology	
4.3	Pattern making table		
4.4	Sewing machine and table	Juki Model DDL-8100E with attached table manufactured in 2013	
4.5	Ironing board		
4.6	Iron	Silverstar ES-85AF Industrial Electric Steam Iron Serial Number 123387	
4.7	Computer		
4.8	Dress forms	Female/ size 4	
4.9	Desks	Ikea White	
4.10	Desk chairs	Ikea Black	
4.11	Cabinets		
4.12	Printer	HP Officejet Pro 8600 Premium Serial Number CN3A9E4H9D FPU number CN577-64001	
4.13	Mirror		
4.14	Monitor	Mac A1407 EMC Number 2432 Serial number C02M44MGF2GC 29.5 inch, 26.5 inch screen	
4.15	Monitor	ASUS LCD Monitor Model VE247 Version VE247H Serial Number DCLMQS062943 T Dec 2013 25.5 inch, screen 23.5 inch	
4.16	Monitor	Same but Serial Number DCLMQS062980	
4.17	Monitor	ASUS LCD Monitor Model VS247 Version VS247H-P Serial Number DBLMTF261001 25.5 inch, screen 23.5 inch	
4.18	Computer	ASUS G10 Series Desktop Computer Model ASG10AC 1A G10AC-US005S Serial Number D6PDCG0011TK version 4579	
4.19	Computer	ACER Predator G3-605 Desktop Computer	
4.20	Monitor	Dell Series GD4WQV1 Serial Number CN0C6FDK-74261-393-09PL Manufacturing date September 2013 Model Number LCD Monitor Model Number U2713Hb 28.5 inches, screen 27 inches	
4.21	Photography light	Striker photography equipment	

2. The terms and conditions of the sale shall include, among other things, the following: (a) The Assets will be sold (i) "as is" and "whereas" with no representations, legal or equitable, of any kind and (ii) with all liens, claims, and encumbrances, and other interests, if any, to attach to the proceeds of the sale.

(b) At the Auction, any person or entity intending to bid for the Assets (the "Bidder") is required to submit a certified check in an amount equal to the greater of as follows: (i) \$5,000 (Lot 1); \$5,000 (Lot 2); \$2,500 (Lot 3), and \$2,500 Lot 4) and (ii) 20% of their offer (collectively, the "Deposit") which is non-refundable and shall be forfeited should the Bidder fail to close for any reason (other than TTI accepting and closing on a higher and better offer pursuant to the within procedures, in which case the deposit will be returned after the closing on any such higher and better offer and as provided for hereunder) , with TTI reserving all other rights and remedies.

(c) Written offers shall be deemed made at the opening of the Auction. All offers made or deemed to be made at the Auction shall remain open and irrevocable until thirty days after the Auction.

(d) The Sales Agent, at or before the Auction, may modify the bid and sale terms and impose such other terms and conditions as it determines to be in the best interest of TTI.

(e) The successful bidder must execute an assignment and assumption agreement (the "APA"), in form acceptable to Sales Agent and TTI (form of assignment and assumption agreement available upon request at the Auction, and such other documents as requested by TTI, and the closing shall take place within one business day of the auction, or at such other time as TTI and the Sales Agent in their sole discretion decide.

(f) All Bidders must include evidence satisfactory to the Sales Agent of such Bidder's financial ability to close a purchase of the Acquired Assets unless the Sales Agent directs otherwise. **Bid's must be made to the attention of Sales Agent, at the address listed below, not less than two business days prior to the Auction (on or before Friday Dec 5, 2015)**, the Sales Agent will notify the Bidder within one business days of receipt whether the bid, including the deposit and evidence of the Bidder's financial ability to close, is a qualifying bid, or whether additional evidence is required.

3. All Bidders shall provide to the Sales Agent at or before the Auction the full name and identity of the proposed buyer of the Assets.

4. Written offers submitted prior to or at the Auction shall be deemed to be made at the Auction and shall remain open and irrevocable until thirty days after the sale of the Assets. During that period, the Sales Agent may accept the next highest and best offer if the transaction contemplated by the first highest and best offer as announced at the Auction is not closed.

5. In the event that TTI defaults under the APA for any reason, the sole obligation of TTI to the winning Bidder shall be to return the Deposit as liquidated damages.

6. The Sales Agent shall accept the highest or best bid offered at the Auction. However, the sale is subject to the approval of TTI authorizing the sale.

7. Each Bidder at the auction is required to confirm that it has not engaged in any collusion with respect to the bidding or the Auction.

8. The actual bidding may be transcribed or videotaped to ensure a record.

9. Qualified Bidders may review pertinent documents concerning the Assets upon request and execution of a confidentially agreement. All Bidders shall be deemed to acknowledge that they have had an opportunity to review the Assets and all pertinent documents with respect thereto prior to making offers and to have relied solely on their review and upon their own investigation of the Assets in making their offers.

All offers/Bids should be sent to:

David Hartheimer  
Clearbid Capital, LLC  
C/O Wilk Auslander  
1515 Broadway  
43<sup>rd</sup> Floor  
New York, New York 10036  
Email: [david@clearbid.com](mailto:david@clearbid.com)