



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

CWC Direct Parent LLC, a Delaware limited liability company,)	
CWC Direct LLC, a Delaware limited liability company,)	
Coldwater Direct LLC, a Delaware limited liability company,)	
CWC Stores LLC, a Delaware limited liability company,)	
Assignors,)	
v.)	
CW ABC, a Delaware Series Limited Liability Company,)	
Assignee.)	

C.A. No. 2020-0616-SG

[PROPOSED] ORDER GRANTING ASSIGNEE’S MOTION FOR ORDER APPOINTING APPRAISERS 10 DEL. C. § 7382 AND ESTABLISHING BOND AMOUNT PURSUANT TO 10 DEL. C. § 7383

The Court has considered *Assignee’s Motion for Order Appointing Appraisers Pursuant to 10 Del. C. §7382 and Establishing Bond Amount Pursuant to 10 Del. C. §7383* (the “Motion”) filed by CW ABC, a Delaware Series Limited Liability Company (“Assignee”), in its sole capacity as assignee for the benefit of creditors of CWC Direct Parent LLC, a Delaware limited liability company, CWC Direct, LLC, a Delaware limited liability company, Coldwater Direct LLC, a Delaware limited

liability company, CWC Stores LLC, a Delaware limited liability company, it is hereby ORDERED as follows:

1. The Motion is **GRANTED** as set forth herein.
2. HYPERAMS and Solid Resources LLC are hereby appointed as disinterested appraisers.
3. Assignee is authorized and empowered to take any action and incur any necessary expenses to appoint and compensate HYPERAMS and Solid Resources LLC as Appraisers in connection with this matter.
4. Assignee shall not be required to obtain a separate appraisal of the IP Assets as the value can be accepted as the indicated value set forth in the Asset Purchase Agreement.
5. The bond to be given by Assignee pursuant to 10 *Del. C.* § 7383 is hereby established at \$10,500,000 on an unsecured basis.
6. This Court retains jurisdiction, pursuant to its statutory powers under 10 *Del. C.* § 7382 *et seq.* to, among other things, interpret, implement, and enforce the terms and provisions of this Order and agreements entered into in connection therewith.

IT IS SO ORDERED this ____ day of _____, 2020.

Vice Chancellor Sam Glasscock, III

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Sam Glasscock

File & Serve

Transaction ID: 65871070

Current Date: Aug 26, 2020

Case Number: 2020-0616-SG

/s/ Judge Sam Glasscock