

To: Interested Bidders

From: IPv4.Global, a division of Hilco Streambank

Date: September 11, 2019

RE: *Request for Proposals — One (1) /14 Ranges (262,144 IPv4 Addresses)*

Offer Deadline: September 25, 2019 @ 11:59 PM EST

***OFFER SUBMISSION FORM ON LAST PAGE OF OFFERING**

IPv4.Global, a division of Hilco Streambank is currently seeking offers for the following block of IPv4 Addresses:

Description of Assets for Sale

- 262,144 IPv4 internet protocol version 4 numbers (“IP Addresses”).
- The IP Addresses are in one (1) /14 range, registered in the name of the seller at ARIN.
- The seller is a large, publicly traded, U.S. based corporation that has retained Hilco Streambank as its exclusive sell-side agent.
- The IP Addresses will be delivered at closing free of any routing or use by Seller.
- The IP Addresses can be transferred to buyers in the following regional internet registries (“RIR”):
 - American Registry for Internet Numbers (“ARIN”)
 - Réseaux IP Européens (“RIPE”)
 - Asia Pacific Network Information Centre (“APNIC”)

Qualified Bidders & Minimum Lot Sizes

- Hilco Streambank will entertain offers only from proposed buyers with the financial wherewithal and resources to complete a transaction involving the IPv4 addresses (a “Qualified Bidder”).
- Qualified Bidders must be capable of receiving approval from the RIR where they will be transferring the purchased IPv4 addresses.
- Hilco Streambank will entertain offers for either (a) All of the IPv4 addresses, or (b) portions of the IPv4 addresses (**minimum size: /16**).



Non-Disclosure Agreement (NDA)/Diligence

All diligence, including the name of the seller and the available ranges will be provided under the terms of a Non-Disclosure Agreement. If you are not already under NDA with us, please contact a Hilco Streambank representative and we will provide you with our form NDA. You can submit an offer subject to diligence of the IP Addresses if you prefer to sign an NDA after your offer has been accepted. You will have three (3) days after submission of your offer to conduct diligence on the blocks.

Submission of Offers

Offers can be submitted on the attached Offer Submission Form (page 5 of this document) or on the corporate letterhead of the Qualified Bidder or its legal counsel, with the following information:

- (1) Full name and identity of the Qualified Bidder;
- (2) The quantity of IPv4 blocks desired for purchase;
- (3) Total Purchase Price;
- (4) Expected closing date **not later than October 30, 2019**;
- (5) An express statement that if the offer is accepted, the Qualified Bidder is ready, willing, and able to execute an Asset Purchase Agreement.
- (6) Confirmation that closing of the transaction is not conditioned on any additional consents or approvals, or if additional consents or approvals are required, provide a schedule including anticipated timing.

Offer Submission Deadline

Interested buyers should submit proposals no later than **Wednesday September 25, 2019 at 11:59 PM EST** (the "Offer Deadline"). Hilco Streambank reserves the right to negotiate and consummate a transaction with an interested party at any time, before or after the Offer Deadline, or to withdraw the assets if no acceptable offers are received. Accordingly, interested parties are encouraged to submit proposals as soon as possible.



Please submit proposals to Hilco Streambank by email or overnight courier as follows:

Hilco Streambank
1500 Broadway, Suite 810
New York, NY 10036
Attn: Jack Hazan, EVP
Email: jhazan@hilcoglobal.com
with a copy to cabramson@hilcoglobal.com

Purchase Agreement

After acceptance of an offer, the Qualified Bidder should be prepared to enter into a Purchase Agreement (“APA”) with the Seller in a form reasonably acceptable to both parties. Parties can review a draft form APA in advance of the bid deadline under NDA.

The APA shall contain customary terms and conditions, such as:

- Wiring the purchase price to a third-party escrow account
- Sale subject to approval by the relevant RIRs
- Hilco Streambank will work with the Qualified Bidder(s) to complete the transfer of the IPv4 addresses.
- Customary representations and warranties regarding title and condition of the IPv4 addresses.
- All RIR transfer fees and transfer related taxes (if any) paid by Qualified Bidder.

Financial Wherewithal

We will only consider offers from companies with the requisite financial wherewithal to close the proposed transaction. We may ask proposed Buyer’s for documentation demonstrating such financial wherewithal, including, without limitation, proposed source(s) of financing, financial statements, letters of support from external financiers indicating financial wherewithal to close the proposed transaction. We will gladly execute an NDA in advance of receiving any information that proposed buyers deem confidential.



If you are interested in participating in the process and/or if you have any further questions, please contact us.

Jack Hazan
(212) 610-5663
jhazan@hilcoglobal.com

Charles Abramson
(646) 651-1954
cabramson@hilcoglobal.com

OFFER SUBMISSION FORM ON FOLLOWING PAGE



Offer Submission Form – IPv4 Purchase

Name of Buyer: _____

Address: _____

Primary Contact Name: _____

Email Address: _____ Phone #: _____

Please use this form to submit a response to Hilco Streambank's RFP Process for the sale of IPv4 addresses in accordance with the Offering Memo dated September 11, 2019.

Response Deadline: **Wednesday September 25, 2019 @ 11:59 PM EST.**

OFFER DETAILS

All Addresses:

One (1) /14 block (262,144 addresses)

Offer Price: \$____ per address Total Purchase Price (\$____)

OR

Custom Bid Lot

Total # of Addresses: _____ Block Sizes (/16 to /14) _____

Offer Price: \$____ per address Total Purchase Price (\$____)

**Note that the minimum block size for the RFP is a /16 block*

By submission of this Offer Submission Form, we hereby acknowledge that this is a non-binding offer to purchase the IPv4 addresses described herein from Seller. Neither party shall have any obligation to the other until the parties execute an Asset Purchase Agreement.

Submitted by:

Name: _____

Title: _____

Date: _____