

The Seattle Times

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STATE OF WASHINGTON, COUNTIES OF KING AND SNOHOMISH

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03/14/2024

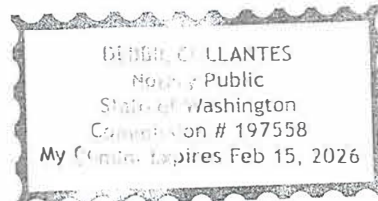
Agent Frankie Flight Signature Frankie Flight

Subscribed and sworn to before me on 03/15/2024

Debbie Collantes Debbie Collantes

(Notary Signature) Notary Public in and for the State of Washington residing in King County

**Order No: 74637
Customer No: 6343**



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Customer No: 6343

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re:
BOWFLEX INC., et al.,
Debtors.

Chapter 11
Case No. 24-12364 (ABA)
(Jointly Administered)

NOTICE OF SALE BY AUCTION AND SALE HEARING

PLEASE TAKE NOTICE that on March 8, 2024, the United States Bankruptcy Court for the District of New Jersey (the "Court") entered the Order (i) (A) Approving the Auction and Bidding Procedures, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Bid Deadlines and an Auction, (D) Approving the Form and Manner of Notice Thereof, (E) Authorizing the Debtors to Enter into the Stalking Horse Agreement, and (F) (A) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (B) Authorizing the Assumption and Assignment of Assumed Contracts, (C) Authorizing the Sale of Assets and (D) Granting Related Relief (Docket No. 79) (the "Bidding Procedures Order").¹ In the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors").

PLEASE TAKE FURTHER NOTICE that the Debtors are soliciting offers for the purchase of substantially all or a portion of the Assets consistent with the bidding procedures (the "Bidding Procedures") approved by the Court pursuant to the Bidding Procedures Order. All interested bidders should carefully read the Bidding Procedures and Bidding Procedures Order. To the extent that there are any inconsistencies between this notice and the Bidding Procedures or Bidding Procedures Order, the Bidding Procedures or Bidding Procedures Order, as applicable, shall govern in all respects.

PLEASE TAKE FURTHER NOTICE that, if the Debtors receive qualified competing bids within the requirements and time frame specified by the Bidding Procedures, the Debtors will conduct an auction (the "Auction") of the Assets on April 8, 2024, at 10:00 a.m. (prevailing Eastern Time) via video conference or such other form of remote communication arranged by counsel to the Debtors.

PLEASE TAKE FURTHER NOTICE that only the Debtors, the Consultation Parties, Qualified Bidders, the U.S. Trustee, those parties in interest who provide notice to Debtors' counsel that is received at least five (5) days prior to the Auction, and any other parties as the Debtors may determine to include in their reasonable discretion, in consultation with the Consultation Parties, in each case, along with their representatives and advisors, shall be entitled to attend the Auction, and only Qualified Bidders will be entitled to make overbids at the Auction. All interested or potentially affected parties should carefully read the Bidding Procedures and the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that the Debtors will seek approval of the Sale Transaction at a hearing scheduled to commence on or before April 15, 2024, at 1 p.m. (prevailing Eastern Time) (the "Sale Hearing") before the Honorable Judge Alterburg, at the United States Bankruptcy Court for the District of New Jersey, Mitchell H. Cohen U.S. Courthouse, 400 Cooper Street, 4th Floor, Camden, N.J. 08101, Courtroom 4B, or conducted consistent with the procedures established pursuant to the Court's standing orders regarding remote hearings in bankruptcy cases.

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Bidding Procedures Order, objections to consummation or approval of the Sale and each Sale Transaction must (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual bases for the objection and the specific grounds therefor; and (d) be filed with the Court and served so as to be actually received on or before April 11, 2024, at 5:00 p.m. (prevailing Eastern Time) (the "Sale Objection Deadline")² by the following parties: (i) the Debtors, BowFlex Inc., 17750 S.E. 6th Way, Vancouver, Washington 98683, Attn: Robert Hoge; (ii) proposed counsel to the Debtors, Sidley Austin LLP, One South Dearborn, Chicago, Illinois 60603, Attn: Matthew A. Clemente (mcclemente@sidley.com), Maegan Quejada (mquejada@sidley.com), and Michael A. Sabino (msabino@sidley.com); (iii) proposed co-counsel to the Debtors, Fox Rothschild LLP, 49 Market Street, Morristown, New Jersey 07960 Attn: Joseph J. DiPasquale (jdiapasquale@foxrothschild.com), Mark E. Hall (mhall@foxrothschild.com), and Michael R. Herz (mherz@foxrothschild.com); (iv) counsel to the DP Agent, Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, New York 10178, Attn: Marc R. Leduc (marcleduc@morganlewis.com), Shah M. Nizami (shah.nizami@morganlewis.com), and Jennifer Feldsher (jennifer.feldsher@morganlewis.com); (v) Office of the United States Trustee for Region 3, District of New Jersey, Raymond Boulevard, Suite 2100, Newark, NJ 07102, Attn: Richard L. Schepcarter and Jeffrey Sponder; (vi) counsel to any official committee of unsecured creditors appointed in these cases; and (vii) counsel to the Stalking Horse Bidder, (a) Buchalter LLC, 18400 Von Karman Avenue, Ste. 800, Irvine, California 92612, Attn: Caroline Djang (cdjang@buchalter.com), and (b) Gibbons P.C., One Gateway Center, Newark, NJ 07102-5370, Attn: Robert K. Malone (rmalone@gibbonslaw.com) and Kyle P. McEvilly (KMcEvilly@gibbonslaw.com).

UNDETERMINED FILING DEADLINE TO MAKE AN OBJECTION

ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO THE SALE OR A SALE TRANSACTION, AS APPLICABLE, ON OR BEFORE THE SALE OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE APPLICABLE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS MAY BE SET FORTH IN THE APPLICABLE PURCHASE AGREEMENT OR THE PLAN, AS APPLICABLE.

Dated: March 8, 2024

¹The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's federal tax identification number, are: BowFlex Inc. (2667) and BowFlex New Jersey LLC (3679). The Debtors' service address is 17750 S.E. 6th Way, Vancouver, Washington 98683.

²Capitalized terms used but not defined in this notice have the meanings given to them in the Bidding Procedures Order.

³To the extent the Debtors, in consultation with the Consultation Parties, reasonably determine to pursue a Sale pursuant to a Plan, a separate hearing to consider such Sale shall be set.

