

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

WALKER EDISON HOLDCO LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 25-11602 (TMH)

(Jointly Administered)

Re: D.I. 18

**NOTICE OF SALE, BID PROCEDURES,
AUCTION AND SALE HEARING**

PLEASE TAKE NOTICE that, on August 28, 2025, the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Debtors’ Motion for (I) an Order Pursuant to Sections 105, 363, 364, 365 and 541 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006 and 9007 and Del. Bankr. L.R. 2002-1 and 6004-1 (A) Approving Bid Procedures for the Sale of Substantially All of the Debtors’ Assets; (B) Approving the Debtors’ Entry Into the Stalking Horse Agreement and Related Bid Protections; (C) Approving Procedures for the Assumption and Assignment or Rejection of Designated Executory Contracts and Unexpired Leases; (D) Scheduling an Auction and Sale Hearing; (E) Approving Forms and Manner of Notice of Respective Dates, Times, and Places In Connection Therewith; and (F) Granting Related Relief; (II) an Order (A) Approving the Sale of the Debtors’ Assets Free and Clear of Claims, Liens, and Encumbrances; (B) Approving the Assumption and Assignment or Rejection of Designated Executory Contracts and Unexpired Leases; and (III) Certain Related Relief* (D.I. 18) (the “Sale Motion”),² with the United States Bankruptcy Court for the District of Delaware (the “Court”), seeking, among other things, entry of an order (the “Sale Order”) authorizing and approving: (a) the sale (the “Sale”) of certain assets (the “Acquired Assets”), to Twin-Star International, Inc. (the “Stalking Horse Bidder”), except as set forth in the Stalking Horse Agreement and subject to higher or otherwise better offers; and (b) certain procedures for the assumption and assignment of executory contracts and unexpired leases in connection with the Sale.

PLEASE TAKE FURTHER NOTICE THAT THE DEBTORS ARE PROPOSING TO SELL THE ACQUIRED ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS (OTHER THAN PERMITTED POST-CLOSING ENCUMBRANCES). IN CONNECTION WITH THE SALE, THE STALKING HORSE BIDDER AND OTHER PURCHASERS WILL ALSO BE SEEKING A FINDING FROM THE COURT THAT THEY ARE NOT LIABLE UNDER THEORIES

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal EIN, are as follows: Walker Edison Holdco LLC (8817); Walker Edison Intermediate, LLC (3363); Walker Edison Furniture Company LLC (6576); and EW Furniture, LLC (6288). The Debtors’ mailing address is 1553 W 9000 S, West Jordan, UT 84088.

² Capitalized terms not defined herein are defined in the Sale Motion.

OF “SUCCESSOR LIABILITY” FOR ANY LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS ARISING BEFORE THE CLOSING DATE.

PLEASE TAKE FURTHER NOTICE THAT ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO THE SALE IN ACCORDANCE WITH THE BELOW DATES AND DEADLINES, SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE DEBTORS’ ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, AND THE ABSENCE OF SUCCESSOR LIABILITY.

DATES AND DEADLINES²

1. **Bid Deadline.** The deadline to submit a Qualified Bid is **September 22, 2025, at 4:00 p.m. (prevailing Eastern Time).**

2. **Sale and Contract Assumption Objection Deadlines.** The deadline to file an objection to (i) the Sale, including the sale of any Acquired Assets free and clear of liens, claims, interests, and encumbrances pursuant to section 363(f) of the Bankruptcy Code (a “Sale Objection”) and/or (ii) the potential assumption or assumption and assignment of the Assigned Contracts and Cure Amounts related thereto (a “Contract Objection”) (except as otherwise set forth in the Designation Procedures) is **September 24, 2025, at 4:00 p.m. (prevailing Eastern Time).**

3. **Auction.** If one or more Qualified Bids is received by the Bid Deadline, the Debtors will conduct the Auction with respect to the Acquired Assets. The Auction will commence on **September 24, 2025, at 10:00 a.m. (prevailing Eastern Time)**, at the offices of Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, Delaware 19801, telephonically, or by video via Zoom, or such later time or other place as determined by the Debtors in consultation with the Consultation Parties. The Debtors have the right to adjourn or cancel the Auction at or prior to the Auction, in consultation with the Consultation Parties. **All interested or potentially affected parties should carefully review the Bid Procedures.**

4. **Auction and Supplemental Adequate Assurance Objection Deadlines.** If the Auction is held, the deadline to file an objection (“Auction Objection”) to the conduct of the Auction and the choice of Successful Bidder and/or Back-Up Bidder (if different than the Stalking Horse Bidder) shall be made **at or before the Sale Hearing**. The deadline to file any Contract Objections solely on the basis of adequate assurance of future performance by a Successful Bidder and/or Back-Up Bidder (if different than the Stalking Horse Bidder) (a “Supplemental Adequate Assurance Objection”) shall be made **at or before the Sale Hearing**.

5. **Sale Hearing.** A hearing (the “Sale Hearing”) to consider approval of the proposed Sale **free and clear of all liens, claims, interests and encumbrances** will be held on **September 29, 2025, at 3:00 p.m. (prevailing Eastern Time)** before the Honorable Thomas M. Horan,

² The following dates and deadlines may be modified or extended by the Debtors or the Court without any further notice.

Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware, at 824 Market Street North, Wilmington, Delaware 19801.

The foregoing dates and deadlines may be extended or otherwise modified. You should review the case website for any modifications at <https://dm.epiq11.com/case/walkeredison/info>.

FILING OBJECTIONS

Sale Objections, Contract Objections, Auction Objections and Supplemental Adequate Assurance Objections, if any, must (unless permitted to be made at the Sale Hearing): (i) be in writing, (ii) conform to the applicable provisions of the Bankruptcy Rules, the Local Rules and any orders of the Court, (iii) state with particularity the legal and factual basis for the objection and the specific grounds therefor and (iv) be filed with the Court and served so as to be actually received no later than the applicable objection deadline set forth above by the following Notice Parties: (a) the Debtors, Walker Edison Furniture Company LLC, 1553 W 9000 S, West Jordan, UT 84088, Attn: Nate Brown (nate.brown@walkeredison.com); (b) counsel to the Debtors: Morris, Nichols, Arsht & Tunnell LLP (“Morris Nichols”), 1201 N. Market Street, 16th Floor, Wilmington, Delaware 19801, Attn: Robert J. Dehney, Sr. (rdehney@morrisnichols.com); Donna L. Culver (dculver@morrisnichols.com); Daniel B. Butz (dbutz@morrisnichols.com); Scott D. Jones (sjones@morrisnichols.com); and Echo Yi Qian (eqian@morrisnichols.com); (c) Lincoln International LLC, 500 West Madison Street, Suite 3900, Chicago, IL 60661, Attn: Brent Williams (bwilliams@lincolnternational.com); Matthew Merkel (mmerkel@lincolnternational.com) and Miguel Bandeira (mbandeira@lincolnternational.com); (d) the Office of the United States Trustee for the District of Delaware: 844 King Street, Room 2207, Wilmington, Delaware 19801, Attn: Malcolm M. Bates (Malcolm.M.Bates@usdoj.gov); (e) counsel to the DIP Lenders, Whiteford, Taylor & Preston LLP, 3190 Fairview Park Drive, Suite 800, Falls Church, VA 24042 Attn: David Gaffey (DGaffey@whitefordlaw.com) and Brandy M. Rapp (BRapp@whitefordlaw.com); (f) (i) co-counsel to the Stalking Horse Bidder, Sidley Austin LLP, 555 California Street, Suite 2000, San Francisco, CA 94104, Attn: Vijay Sekhon (vsekhon@sidley.com); Stephen E. Hessler (shessler@sidley.com); and Patrick Venter (pventer@sidley.com) and (ii) co-counsel to the Stalking Horse Bidder, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N King St, Wilmington, DE 19801, Attn: Michael Nestor (mnestor@ycst.com) and Robert F. Poppiti, Jr. (RPoppiti@ycst.com); and (h) counsel to the Official Committee of Unsecured Creditors, Morris James LLP, 3205 Avenue North Blvd., Suite 100 Wilmington, DE 19803, Attn: Jeffrey R. Waxman (jwaxman@morrisjames.com), Eric J. Monzo (emonzo@morrisjames.com), and Christopher M. Donnelly (cdonnelly@morrisjames.com).

PLEASE TAKE FURTHER NOTICE that copies of the Sale Motion (and all exhibits thereto), Bid Procedures, and the proposed Sale Order (and all exhibits thereto) are available for review free of charge by accessing <https://dm.epiq11.com/case/walkeredison/info>.

PLEASE TAKE FURTHER NOTICE that, a separate notice has been provided to the counterparties to executory contracts and unexpired leases that may be assumed and assigned in connection with the Sale to the Stalking Horse Bidder (or to another Successful Bidder selected at the Auction, if any). *See D.I. 73.*

Dated: September 15, 2025
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

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*Proposed Counsel to the Debtors and
Debtors in Possession*