Docket #0219 Date Filed: 06/10/2026

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

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| In re: | ) | Chapter 11 |
| WEST MARINE, INC., *et al.*,[1] | ) | Case No. 26-10794 (KBO) |
| Debtors. | ) | (Jointly Administered) |
| | ) | **Re: Docket No. 49** |

**DEBTORS' REPLY IN SUPPORT OF DEBTORS' MOTION FOR ENTRY OF AN ORDER (I)(A) APPROVING BIDDING PROCEDURES, (B) AUTHORIZING THE DEBTORS TO ENTER INTO ONE OR MORE STALKING HORSE PURCHASE AGREEMENTS AND PROVIDE BID PROTECTIONS, (C) SCHEDULING AN AUCTION AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF, (D) APPROVING ASSUMPTION AND ASSIGNMENT PROCEDURES, AND (E) SCHEDULING A SALE HEARING AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF, (II)(A) APPROVING THE SALE OF THE DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS, AND ENCUMBRANCES AND (B) APPROVING THE ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, AND (III) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") submit this reply (this, "Reply") in support of the *Debtors' Motion for Entry of an Order (I)(A) Approving Bidding Procedures, (B) Authorizing the Debtors to Enter into One or More Stalking Horse Purchase Agreements and Provide Bid Protections, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice*

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: West Marine, Inc. (5502); Marine One Holdco, LLC (2231); Marine One Parent, Inc. (0402); Rising Tide Holdings Inc. (2628); Rising Tide Parent Inc. (6153); Seascapes, Inc. (3739); W Marine Management Company, Inc. (4151); and West Marine Products, Inc. (4523). For purposes of these chapter 11 cases, the Debtors' service address is West Marine Headquarters, 1 East Broward Blvd., Suite 200, Fort Lauderdale, FL 33301.

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*Thereof, (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief* [Docket No. 49] (the "Bidding Procedures Motion") and in response to the *Limited Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion to Establish Bid Procedures* [Docket No. 168] (the "Limited Objection"). In further support of the Bidding Procedures Motion and this Reply, the Debtors submit the *Declaration of Steven W. Bremer in Support of Debtors' Motion for Entry of an Order (I)(A) Approving Bidding Procedures, (B) Authorizing the Debtors to Enter into One or More Stalking Horse Purchase Agreements and Provide Bid Protections, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof, (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief* (the "Bremer Declaration") and state as follows:[2]

**Reply**

1. The Limited Objection criticizes several aspects of the Bidding Procedures, including: (a) the timing of certain objection deadlines, (b) the Consenting Term Loan Lenders' consent rights with respect to the process; (c) certain provisions regarding credit bidding; and (d) certain issues regarding adequate assurance of future performance to contract counterparties.

[2] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the *Declaration of Paulee Day, Chief Executive Officer of West Marine, Inc., in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings* [Docket No. 15] (the "First Day Declaration"), the RSA, the Bidding Procedures Motion, the Bidding Procedures, or the Bremer Declaration, as applicable.

Limited Objection ¶ 27. Over the past few days, the Debtors engaged with the Committee on the Bidding Procedures and resolved all of the aforementioned issues. With no other outstanding objections and the Committee's substantive issues resolved, there is no dispute that the Bidding Procedures should be approved.

2. Nevertheless, the Limited Objection also criticizes the Debtors' sale process, asserts that the Debtors and Consenting Stakeholders created a sale process that was "destined to fail" to prevent the Debtors from receiving any third-party bids, and argues that the results of the sale process will not be indicative of the value of the business. *Id.* ¶ 3. Specifically, the Committee criticizes (a) the Debtors' prepetition marketing process, including the fact that the Debtors contacted only five potential purchasers before the Petition Date, (b) the Debtors' sale timeline, including the bid deadline of forty (40) days from the Petition Date pursuant to the RSA milestones, and (c) the Consenting Term Loan Lenders' consent rights included in the Bidding Procedures (that the Debtors have since agreed to remove). *Id.* ¶ 19, 27. While the Debtors are not seeking a finding today that the results of the sale process are indicative of the value of the business, the Debtors believe the Committee's assertions lack merit, and to that end, the Debtors submit this Reply to correct the record and demonstrate the thoroughness of the Debtors' ongoing sale process (which they will do again at the Sale Hearing or at the Confirmation Hearing, as applicable).

3. ***First***, the Debtors' marketing efforts have been robust. Since engaging their investment banker, Triple P Securities, LLC ("Portage Point"), in April 2026, the Debtors have been involved in evaluating various potential strategic alternatives, including selling a subset, substantially all of, or all of the Debtors' assets. In connection with that evaluation, the Debtors and Portage Point launched a targeted marketing process to solicit interest from potential strategic

and financial purchasers of the Debtors' assets. Prior to the Petition Date, the Debtors strategically targeted and contacted five parties to solicit interest in a potential Sale Transaction. Bremer Declaration ¶ 10. The prepetition marketing process was intentionally limited to mitigate the effects of leaks in the media regarding the Debtors' financial situation and liquidity constraints. Indeed, prior to the Petition Date, various media outlets had reported on the Company's pursuit of its potential restructuring transactions, which hindered operations and further strained the Company's general liquidity profile. *Id*.

4. Immediately following the Petition Date, Portage Point commenced phase two of its marketing process, reaching out to a broader universe of potential purchasers. Since the Petition Date, Portage Point has contacted a total of fifty-three (53) prospective strategic and/or financial purchasers. *Id*. The Debtors' advisors have received responses from approximately thirty-one (31) of those parties, seventeen (17) of which have executed a confidentiality agreement and have subsequently been granted access to the Data Room. *Id*. The Debtors' advisors are actively engaging with the remaining responding parties to execute confidentiality agreements and provide access to further diligence information. In addition to this increased outreach, the Debtors, with the assistance of Portage Point, will continue marketing the Debtors' assets as contemplated under the Bidding Procedures to solicit the best possible transaction available to the Debtors and their stakeholders.

5. ***Second***, the contemplated timeline is reasonable in light of, among other things, the significant costs to the Debtors' estates of remaining in chapter 11 for a prolonged period of time and the Debtors' liquidity constraints. As set forth in the Bremer Declaration, the timeline proposed by the Debtors is designed to promote active bidding by interested parties and to achieve the highest or otherwise best offer for the Debtors' assets under the circumstances. *See* Bremer

Declaration ¶ 12. Accordingly, the proposed timeline is well within the range of reasonableness and courts in this district routinely approve similar timelines. *See, e.g.*, *In re Liberated Brands LLC*, No. 25-10168 (JKS) (Bankr. D. Del. Mar. 5, 2025) (approving a bidding procedures order with a bid deadline that was thirty-six (36) days after the petition date); *In re Joann Inc.*, No 25-10068 (CTG) (Bankr. D. Del. Feb. 16, 2025) (approving a bidding procedures order with a bid deadline that was thirty-four (34) days after the petition date); *In re SunPower Corp.*, No. 24-11649 (CTG) (Bankr. D. Del. Aug. 29, 2024) (approving a bidding procedures order with a bid deadline that was thirty-six (36) days after the petition date); *In re Vyaire Medical, Inc.*, No. 24-11217 (BLS) (Bankr. D. Del. July 11, 2024) (approving a bidding procedures order with a bid deadline that was forty-three (43) days after the petition date); *In re Sientra, Inc.*, No. 24-10245 (Bankr. D. Del. Mar. 5, 2024) (JTD) (approving a bidding procedures order with a bid deadline that was forty-two (42) days after the petition date).

**Conclusion**

6. For the reasons discussed in the Bidding Procedures Motion, the Bremer Declaration, and this Reply, the Debtors believe that the Bidding Procedures are designed to support an active and competitive bidding process that will maximize the value of the Debtors' estates. The Bidding Procedures are customary and reasonable under the circumstances. Accordingly, the Debtors request that the Court enter the proposed Order and grant such other and further relief that the Court deems just and proper.

[*Remainder of page intentionally left blank*]

Dated: June 10, 2026
Wilmington, Delaware

*/s/ Shella Borovinskaya*

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