

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

---

In re:	)	
	)	Chapter 11
Epic! Creations, Inc., <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 24-11161 (JTD)
	)	
Alleged Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket Nos. 1, 2, 72, 79, 93</b>

---

**CERTIFICATION OF COUNSEL REGARDING PROPOSED ORDER APPROVING STIPULATION RESETTNG THE HEARING DATE, BRIEFING SCHEDULE, AND PRE-HEARING DEADLINES WITH RESPECT TO THE (I) INVOLUNTARY PETITIONS AND (II) PETITIONING CREDITORS’ MOTION FOR APPOINTMENT OF A CHAPTER 11 TRUSTEE**

The undersigned counsel to the Petitioning Creditors<sup>2</sup> of the above-captioned alleged debtors and debtors in possession (collectively, the “Alleged Debtors”), hereby certify as follows:

1. On June 5, 2024, the Petitioning Creditors filed involuntary chapter 11 bankruptcy petitions (collectively, the “Involuntary Petitions”) against Epic! Creations, Inc. [Case No. 24-11161, Docket No. 1], Neuron Fuel, Inc. [Case No. 24-11162, Docket No. 1], and Tangible Play, Inc. [Case No. 24-11163, Docket No. 1]. These cases are being jointly administered in the above-captioned case.

2. On July 8, 2024, the Alleged Debtors filed the *Alleged Debtors’ Answer to the Involuntary Petition* [Docket No. 72].

3. On July 25, 2024, the Petitioning Creditors filed the *Petitioning Creditors’ Motion for Appointment of a Chapter 11 Trustee* [Docket No. 79] (the “Trustee Motion”).

<sup>1</sup> The Alleged Debtors in these chapter 11 cases, along with the last four digits of each Alleged Debtor’s federal tax identification number, are: Epic! Creations, Inc. (9113); Neuron Fuel, Inc. (8758); and Tangible Play, Inc. (9331).

<sup>2</sup> The “Petitioning Creditors” are comprised of (i) GLAS Trust Company LLC, in its capacity as administrative and collateral agent (“GLAS”) under the Credit Agreement (as defined in the *Petitioning Creditors’ Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 4]); (ii) certain lenders under the Credit Agreement (each a “Petitioning Lender Creditor” and collectively, the “Petitioning Lender Creditors”); and (iii) BYJU’s Alpha, Inc. (“BYJU’s Alpha”) [D.I. .



4. On August 8, 2024 the Court entered an *Order Approving Stipulation Setting Hearing Date, Briefing Schedule, and Discovery Deadlines with Respect to the (I) Involuntary Petitions and (II) Petitioning Creditors' Motion for Appointment of a Chapter 11 Trustee* [Docket No. 93] (the "Scheduling Order") setting a combined hearing on the Trustee Motion and the Alleged Debtors' opposition to the Involuntary Petitions for August 28, 2024 at 10:00 a.m. prevailing eastern time (the "Hearing") and all related discovery, briefing and pre-trial disclosure deadlines.

5. On August 15, 2024, the Court informed the parties the Hearing would need to be continued to a later date.

6. On August 21, 2024, the Court proposed alternative dates for the Hearing and ordered counsel to meet and confer regarding those dates.

7. On August 22, 2024, as ordered by the Court, counsel for the Parties met and conferred regarding the proposed dates provided by the Court and agreed to continue the Hearing to the date mutually convenient for all counsel—September 18, 2024 at 9:30 a.m. prevailing eastern time (the "Continued Hearing").

8. Counsel for the Petitioning Creditors and the Alleged Debtors, in fulfillment of the obligations to meet and confer on the schedule as ordered by the Court, further conferred regarding a revised litigation schedule with respect to the contested Involuntary Petitions and the Trustee Motion (subject in all respects to the approval of the Court).

9. In connection with the revised litigation schedule, the Petitioning Creditors request entry of the *Stipulation Resetting the Hearing Date, Briefing Schedule, and Pre-Hearing Deadlines with Respect to the (I) Involuntary Petitions and (II) Petitioning Creditors' Motion for Appointment of a Chapter 11 Trustee* (the "Stipulation"). Counsel for the Alleged Debtors has not received any instruction to oppose its entry from the Alleged Debtors.

10. The Petitioning Creditors respectfully request that the Court enter the Proposed Order attached hereto as Exhibit A approving the Stipulation attached to the Proposed Order as Exhibit 1, at its earliest convenience.

Dated: August 25, 2024

/s/ Laura Davis Jones

**PACHULSKI STANG ZIEHL & JONES LLP**

Laura Davis Jones (DE Bar No. 2436)  
Peter J. Keane (DE Bar No. 5503)  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, Delaware 19801  
Telephone: (302) 652-4100  
Email: ljones@pszjlaw.com  
pkeane@pszjlaw.com

- and -

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

Patrick J. Nash Jr., P.C. (admitted *pro hac vice*)  
Richard U.S. Howell, P.C. (admitted *pro hac vice*)  
Ravi Subramanian Shankar (admitted *pro hac vice*)  
Sarah M. Kimmer (admitted *pro hac vice*)  
Colin B. Rathe (admitted *pro hac vice*)  
333 West Wolf Point Plaza  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: patrick.nash@kirkland.com  
rhowell@kirkland.com  
ravi.shankar@kirkland.com  
sarah.kimmer@kirkland.com  
colin.rathe@kirkland.com

-and-

Brian Schartz, P.C. (admitted *pro hac vice*)  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: brian.schartz@kirkland.com

-and-

**REED SMITH LLP**

David A. Pisciotta (admitted *pro hac vice*)  
Nicholas B. Vislocky (admitted *pro hac vice*)  
599 Lexington Avenue, 22nd Floor  
New York, New York 10022  
Telephone: (212) 521-5400  
Facsimile: (212) 521-5450  
Email: dpisciotta@reedsmith.com  
nvislocky@reedsmith.com

*Counsel to GLAS Trust Company LLC*

/s/ G. David Dean

**COLE SCHOTZ P.C.**

G. David Dean (DE Bar No. 6403)  
Justin R. Alberto (DE Bar No. 5126)  
500 Delaware Avenue, Suite 1410  
Wilmington, Delaware 19801  
Telephone: (302) 652-3131  
Facsimile: (302) 652-3117  
Email: ddean@coleschotz.com  
jalberto@coleschotz.com

-and-

Seth Van Aalten (admitted *pro hac vice*)  
Sarah Carnes (admitted *pro hac vice*)  
Bryant P. Churbuck (admitted *pro hac vice*)  
1325 Avenue of the Americas  
19th Floor  
New York, New York 10019  
Telephone: (212) 752-8000  
Facsimile: (212) 752-8393  
Email: svanaalten@coleschotz.com  
scarnes@coleschotz.com  
bchurbuck@coleschotz.com

-and-

**CAHILL GORDON & REINDEL LLP**

Joel Moss (admitted *pro hac vice*)  
Richard A. Stieglitz Jr. (admitted *pro hac vice*)  
Sesi Garimella (admitted *pro hac vice*)  
Jordan Wishnew (admitted *pro hac vice*)  
32 Old Slip  
New York, New York 10005  
Telephone: (212) 701-3000  
Facsimile: (212) 269-5420  
Email: jmoss@cahill.com  
rstieglitz@cahill.com  
sgarimella@cahill.com  
jwishnew@cahill.com

*Counsel to the Petitioning Lender Creditors*

**EXHIBIT A**

**Proposed Order**

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

---

In re:	)	
	)	Chapter 11
Epic! Creations, Inc., <i>et al.</i> , <sup>1</sup>	)	Case No. 24-11161 (JTD)
	)	
Alleged Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket Nos. 1, 2, 72, 79 &amp; __</b>

---

**ORDER APPROVING STIPULATION RESETTING THE HEARING DATE,  
BRIEFING SCHEDULE, AND PRE-HEARING DEADLINES WITH RESPECT TO  
THE (I) INVOLUNTARY PETITIONS AND (II) PETITIONING CREDITORS’  
MOTION FOR APPOINTMENT OF A CHAPTER 11 TRUSTEE**

This Court having considered the *Stipulation Resetting the Hearing Date, Briefing Schedule and Pre-Hearing Deadlines with Respect to the (I) Involuntary Petitions and (II) Petitioning Creditors’ Motion for Appointment of a Chapter 11 Trustee* (the “Stipulation”)<sup>2</sup> by and between the Petitioning Creditors and the Alleged Debtors (together, the “Parties”), a copy of which is attached hereto as Exhibit 1; and the Court having jurisdiction to consider the Stipulation pursuant to 28 U.S.C. §§ 157 and 1334; and good and sufficient cause appearing therefore; it is hereby **ORDERED**:

1. The Stipulation attached hereto as Exhibit 1 is **APPROVED**.
2. The Court retains jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order or the Stipulation.

---

<sup>1</sup> The Alleged Debtors in these chapter 11 cases, along with the last four digits of each Alleged Debtor’s federal tax identification number, are: Epic! Creations, Inc. (9113); Neuron Fuel, Inc. (8758); and Tangible Play, Inc. (9331).

<sup>2</sup> Capitalized terms used but not otherwise defined in this Order shall have the meanings ascribed to them in the Stipulation.

**EXHIBIT 1**

**Stipulation**

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

---

In re:	)	
	)	Chapter 11
Epic! Creations, Inc., <i>et al.</i> , <sup>1</sup>	)	Case No. 24-11161 (JTD)
	)	
Alleged Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket Nos. 1, 2, 72, 79, &amp; 93</b>

---

**STIPULATION RESETTING THE HEARING DATE, BRIEFING SCHEDULE,  
AND PRE-HEARING DEADLINES WITH RESPECT TO THE (I)  
INVOLUNTARY PETITIONS AND (II) PETITIONING CREDITORS’  
MOTION FOR APPOINTMENT OF A CHAPTER 11 TRUSTEE**

The petitioning creditors (the “Petitioning Creditors”)<sup>2</sup> of the above-captioned alleged debtors and debtors in possession (collectively, the “Alleged Debtors” and, together with the Petitioning Creditors, the “Parties”) and the Alleged Debtors hereby agree and stipulate as follows (the “Stipulation”):

**WHEREAS**, a hearing on the contested Involuntary Petitions and the *Petitioning Creditors’ Motion for Appointment of a Chapter 11 Trustee* [Docket No. 79] (the “Trustee Motion”) was previously scheduled for August 28, 2024 at 10:00 a.m. prevailing eastern time (the “Hearing”).

**WHEREAS**, on August 8, 2024 the Court entered an *Order Approving Stipulation Setting Hearing Date, Briefing Schedule, and Discovery Deadlines with Respect to the (I) Involuntary*

---

<sup>1</sup> The Alleged Debtors in these chapter 11 cases, along with the last four digits of each Alleged Debtor’s federal tax identification number, are: Epic! Creations, Inc. (9113); Neuron Fuel, Inc. (8758); and Tangible Play, Inc. (9331).

<sup>2</sup> The “Petitioning Creditors” are comprised of (i) GLAS Trust Company LLC, in its capacity as administrative and collateral agent (“GLAS”) under the Credit Agreement (as defined in the *Petitioning Creditors’ Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 4]); (ii) certain lenders under the Credit Agreement (each a “Petitioning Lender Creditor” and collectively, the “Petitioning Lender Creditors”); and (iii) BYJU’s Alpha, Inc. (“BYJU’s Alpha”) [D.I. 112, 113].



*Petitions and (II) Petitioning Creditors' Motion for Appointment of a Chapter 11 Trustee* [Docket No. 93] (the "Scheduling Order").

**WHEREAS**, at the Court's direction the Parties agreed to continue the Hearing to September 18, 2024 at 9:30 a.m. prevailing eastern time (the "Continued Hearing").

**WHEREAS**, at the Court's direction the Parties conferred in good faith regarding a proposed revised litigation schedule with respect to the contested Involuntary Petitions and the Trustee Motion (subject in all respects to the approval of the Court).

**WHEREAS**, the Petitioning Creditors submit the revised schedule and procedural terms as described in this Stipulation.

**WHEREAS**, counsel for the Alleged Debtors has not been instructed to disagree with the revised schedule and procedural terms as described in this Stipulation.

**WHEREAS**, any deadlines set in the Scheduling Order and not specifically revised by this Stipulation remain unchanged.

**WHEREFORE, THE PETITIONING CREDITORS AND THE ALLEGED DEBTORS STIPULATE AND AGREE, SUBJECT TO APPROVAL OF THE COURT, AS FOLLOWS:**

1. **Pre-Hearing Brief Deadlines.** The Alleged Debtors shall file a combined pre-hearing brief both contesting the Involuntary Petitions and opposing the Trustee Motion by no later than 4:00 p.m. (Prevailing Eastern Time) on **September 4, 2024**. The Petitioning Creditors shall file their combined response to the Alleged Debtors' pre-hearing brief contesting the Involuntary Petitions and replying in further support of the Trustee Motion by no later than 4:00 p.m. (Prevailing Eastern Time) on **September 14, 2024**. The Alleged Debtors shall file any reply

in further support of its pre-hearing brief contesting the Involuntary Petitions (solely) no later than 10:00 a.m. (Prevailing Eastern Time) on **September 17, 2024**.

2. **Page Limits.** The Alleged Debtors' opening pre-hearing brief and the Petitioning Creditors' response pre-hearing brief shall not exceed forty (40) pages. BYJU's Alpha may also file a separate response brief, not to exceed fifteen (15) pages. The Alleged Debtors' reply brief shall not exceed twenty (20) pages.

3. **Exhibit Lists.** By no later than 4:00 p.m. (Prevailing Eastern Time) on **September 13, 2024**, the Parties shall exchange with each other a list and electronic copies of all documents they intend to introduce into evidence at the Continued Hearing (other than for purposes of rebuttal). Objections to such documents shall be served by no later than 4:00 p.m. (Prevailing Eastern Time) on **September 16, 2024**. In the absence of an objection, the Party consents to the admission of the document. If either Party serves an objection to any such documents, the Parties shall meet and confer by no later than 4:00 p.m. (Prevailing Eastern Time) on **September 17, 2024** regarding the admissibility of any such documents as evidence at the Continued Hearing.

4. **Combined Hearing.** The Continued Hearing on the Involuntary Petitions and Trustee Motion shall commence at 9:30 a.m. (Prevailing Eastern Time) on **September 18, 2024**. The Continued Hearing shall be a combined hearing on the Involuntary Petitions and the Trustee Motion for both evidentiary and discovery purposes.

5. **Extension of Deadlines.** The Parties are permitted to modify by written agreement the terms and deadlines set forth herein, subject to notification to and approval of the Bankruptcy Court of any modification or deadline extension with respect to any document that would otherwise be required to be filed with the Bankruptcy Court. In addition, nothing contained herein

shall prevent the Parties from requesting from the Bankruptcy Court a modification of any term or deadline set forth herein.

Dated: August 25, 2024

/s/ Laura Davis Jones

**PACHULSKI STANG ZIEHL & JONES LLP**

Laura Davis Jones (DE Bar No. 2436)  
Peter J. Keane (DE Bar No. 5503)  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, Delaware 19801  
Telephone: (302) 652-4100  
Email: ljones@pszjlaw.com  
pkeane@pszjlaw.com

- and -

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

Patrick J. Nash Jr., P.C. (admitted *pro hac vice*)  
Richard U.S. Howell, P.C. (admitted *pro hac vice*)  
Ravi Subramanian Shankar (admitted *pro hac vice*)  
Sarah M. Kimmer (admitted *pro hac vice*)  
Colin B. Rathe (admitted *pro hac vice*)  
333 West Wolf Point Plaza  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: patrick.nash@kirkland.com  
rhowell@kirkland.com  
ravi.shankar@kirkland.com  
sarah.kimmer@kirkland.com  
colin.rathe@kirkland.com

-and-

Brian Schartz, P.C. (admitted *pro hac vice*)  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: brian.schartz@kirkland.com

-and-

**REED SMITH LLP**

David A. Pisciotta (admitted *pro hac vice*)  
Nicholas B. Vislocky (admitted *pro hac vice*)  
599 Lexington Avenue, 22nd Floor  
New York, New York 10022  
Telephone: (212) 521-5400  
Facsimile: (212) 521-5450  
Email: dpisciotta@reedsmith.com

/s/ G. David Dean

**COLE SCHOTZ P.C.**

G. David Dean (DE Bar No. 6403)  
Justin R. Alberto (DE Bar No. 5126)  
500 Delaware Avenue, Suite 1410  
Wilmington, Delaware 19801  
Telephone: (302) 652-3131  
Facsimile: (302) 652-3117  
Email: ddean@coleschotz.com  
jalberto@coleschotz.com

-and-

Seth Van Aalten (admitted *pro hac vice*)  
Sarah Carnes (admitted *pro hac vice*)  
Bryant P. Churbuck (admitted *pro hac vice*)  
1325 Avenue of the Americas  
19th Floor  
New York, New York 10019  
Telephone: (212) 752-8000  
Facsimile: (212) 752-8393  
Email: svanaalten@coleschotz.com  
scarnes@coleschotz.com  
bchurbuck@coleschotz.com

-and-

**CAHILL GORDON & REINDEL LLP**

Joel Moss (admitted *pro hac vice*)  
Richard A. Stieglitz Jr. (admitted *pro hac vice*)  
Sesi Garimella (admitted *pro hac vice*)  
Jordan Wishnew (admitted *pro hac vice*)  
32 Old Slip  
New York, New York 10005  
Telephone: (212) 701-3000  
Facsimile: (212) 269-5420  
Email: jmoss@cahill.com  
rstieglitz@cahill.com  
sgarimella@cahill.com  
jwishnew@cahill.com

*Counsel to the Petitioning Lender Creditors*

nvislocky@reedsmith.com

*Counsel to GLAS Trust Company LLC*

**YOUNG CONAWAY STARGATT  
& TAYLOR, LLP**

/s/ Kenneth J. Enos

Robert S. Brady (Del. No. 2847)  
Kenneth J. Enos (Del. No. 4544)  
Jared W. Kochenash (Del. No. 6557)  
Timothy R. Powell (Del. No. 6894)  
1000 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 571-6600  
rbrady@ycst.com  
kenos@ycst.com  
jkochenash@ycst.com  
tpowell@ycst.com

-and-

**QUINN EMANUEL URQUHART  
& SULLIVAN, LLP**

Susheel Kirpalani (*pro hac vice*)  
Benjamin Finestone (*pro hac vice*)  
Kate Scherling (*pro hac vice*)  
Daniel Holzman (*pro hac vice*)  
Jianjian Ye (*pro hac vice*)  
51 Madison Avenue, 22nd Floor  
New York, New York 10010  
Telephone: (212) 849 7000  
susheelkirpalani@quinnemanuel.com  
benjaminfinestone@quinnemanuel.com  
katescherling@quinnemanuel.com  
danielholzman@quinnemanuel.com  
jianjianye@quinnemanuel.com

*Counsel for Petitioning Creditor  
BYJU's Alpha, Inc.*

/s/ R. Craig Martin

**DLA PIPER LLP (US)**

R. Craig Martin, Esq. (DE Bar No. 5032)  
1201 N. Market Street, Suite 2100  
Wilmington, Delaware 19801  
Telephone: (302) 468-5700  
Facsimile: (302) 394-2462  
Email: craig.martin@us.dlapiper.com

-and-

Richard A. Chesley  
444 West Lake Street, Suite 900  
Chicago, Illinois 60606  
Telephone: (312) 368-4000  
Facsimile: (312) 236-7216  
Email: richard.chesley@us.dlapiper.com

*Counsel to the Alleged Debtors*