

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

In re:

Epic! Creations, Inc., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-11161 (JTD)
)
) (Jointly Administered)
)
) **Re: Docket No. 1, 79, 98**

**CERTIFICATION OF COUNSEL REGARDING PROPOSED ORDER FOR RELIEF IN
INVOLUNTARY CASES AND APPOINTING CHAPTER 11 TRUSTEE**

The undersigned counsel to certain of the Petitioning Creditors² of the above-captioned debtors (collectively, the “Debtors” and, with the Petitioning Creditors and BYJU’s Alpha, Inc., the “Parties”), hereby certify as follows:

1. On June 5, 2024 (the “Petition Date”), the Petitioning Creditors filed involuntary chapter 11 bankruptcy 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] (collectively, the “Involuntary Petitions”), which cases are jointly administered under Case No. 24-11161.

2. On July 8, 2024, the Alleged Debtors filed an Answer to the Involuntary Petitions [Docket No. 72], thereby disputing the entry of orders for relief in these involuntary cases.

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

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

² The “Petitioning Creditors,” as used herein, 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]) and (ii) certain lenders under the Credit Agreement (each a “Petitioning Lender Creditor” and collectively, the “Petitioning Lender Creditors”).



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4. On August 13, 2024, the *Petitioning Creditors' Motion for Sanctions* [Docket No. 98] (the "Motion for Sanctions") was filed.

5. On August 19, 2024, BYJU's Alpha, Inc. joined in the Motion for Sanctions [Docket Nos. 112, 113].

6. On September 4, 2024, the Debtors filed a brief in opposition to the Involuntary Petitions and the Trustee Motion [Docket No. 134] (the "Opposition Brief").

7. A hearing on the Involuntary Petitions and the Trustee Motion was scheduled to be heard on September 18, 2024. On September 10, 2024, this Court held a continued hearing (the "Hearing") on the Motion for Sanctions. At the conclusion of the Hearing, and for the reasons stated on the record, the Court ruled that it would enter an order for relief as a default judgment for discovery sanctions against the Debtors in these jointly administered cases granting the relief requested in the Involuntary Petitions and granting the relief requested in the Trustee Motion on a default basis as a discovery sanction.

8. On September 11, 2024, at the request of Mr. Pankaj Srivastava (the disputed Resolution Professional of Non-Debtor Think & Learn Private Ltd. in India), the Debtors, merely as an administrative matter, but not on behalf of the Debtors submitted a letter from Mr. Srivastava at Docket No. 143. Mr. Srivastava has not appeared in these cases. The Petitioning Creditors disagree with the letter and submit that its informal nature and other procedural infirmities (*e.g.*, the absence of a formal motion with a statutory basis) warrant no action by the Court.

9. At the direction of the Court, counsel to the Debtors and the Petitioning Creditors conferred regarding the Proposed Order. The Petitioning Creditors propose that the Court enter the form of order attached hereto as Exhibit A (the "Proposed Order"). The Office of the U.S. Trustee and BYJU's Alpha, Inc. have no objection to the Proposed Order. The Debtors continue

to object to the entry of the Proposed Order for the reasons stated in the Opposition Brief, and have submitted changes to the Proposed Order which are not acceptable to the Petitioning Creditors. A blackline showing the Debtors' proposed changes—which, based on correspondence with the Debtors' counsel, the Petitioning Creditors understand is being requested by Mr. Srivastava and not the Debtors themselves—to the Proposed Order is attached hereto as **Exhibit B**. Notably, the Petitioning Creditors have not identified any legal requirement that the appointment of a chapter 11 trustee be stayed for any period of time, not have the Debtors informed the Petitioning Creditors of any such requirement. The Office of the U.S. Trustee opposes the Debtors' request to stay the appointment of a chapter 11 trustee.

10. Accordingly, the Petitioning Creditors respectfully request that the Court enter the Proposed Order attached hereto as **Exhibit A** at its earliest convenience.

[Remainder of this page intentionally left blank.]

Dated: September 12, 2024

/s/ Laura Davis Jones

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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> , ¹ |) | |
| |) | Case No. 24-11161 (JTD) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |
| |) | Re: Docket Nos. 1, 79, 98 |

**ORDER FOR RELIEF IN INVOLUNTARY CASES AND APPOINTING
CHAPTER 11 TRUSTEE**

Upon consideration of the Involuntary Petitions filed against each of Epic! Creations, Inc., Neuron Fuel, Inc. and Tangible Play, Inc. (collectively, the “Debtors”) in each of the above-captioned jointly administered cases, and the *Petitioning Creditors’ Motion to Appoint a Chapter 11 Trustee* [D.I. 79] (the “Trustee Motion”), and the *Petitioning Creditors’ Motion for Sanctions* [Docket No. 98] (the “Motion for Sanctions”), for the reasons stated on the record at the hearing held on September 10, 2024, it is hereby ORDERED THAT:

1. The Motion for Sanctions is GRANTED as set forth herein.
2. The relief in the Involuntary Petitions is GRANTED on a default basis as a discovery sanction, and the Court hereby enters this Order for Relief under chapter 11 of the Bankruptcy Code (title 11 of the United States Code) with respect to each of the Debtors.
3. The Trustee Motion is GRANTED on a default basis as a discovery sanction, as set forth herein.
4. The United States Trustee for Region Three is directed to, after consultation with parties in interest, appoint a chapter 11 trustee in these cases, without prejudice to the rights of

¹ The 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).

parties in interest to request the election of a different chapter 11 trustee within 30 days of entry of this order in accordance with 11 U.S.C. § 1104(b).

5. This Order shall be immediately effective upon its entry.
6. This Court shall have exclusive jurisdiction to interpret and enforce the terms of this Order.

Exhibit B

Blackline

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

In re:

Epic! Creations, Inc., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-11161 (JTD)
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) **Re: Docket Nos. 1, 79, 98**

ORDER FOR RELIEF IN INVOLUNTARY CASES AND APPOINTING CHAPTER 11 TRUSTEE

Upon consideration of the Involuntary Petitions filed against each of Epic! Creations, Inc., Neuron Fuel, Inc. and Tangible Play, Inc. (collectively, the “Debtors”) in each of the above-captioned jointly administered cases, and the *Petitioning Creditors’ Motion to Appoint a Chapter 11 Trustee* [D.I. 79] (the “Trustee Motion”), and the *Petitioning Creditors’ Motion for Sanctions* [Docket No. 98] (the “Motion for Sanctions”), for the reasons stated on the record at the hearing held on September 10, 2024, it is hereby ORDERED THAT:

1. The Motion for Sanctions is GRANTED as set forth herein.
2. The relief in the Involuntary Petitions is GRANTED on a default basis as a discovery sanction, and the Court hereby enters this Order for Relief under chapter 11 of the Bankruptcy Code (title 11 of the United States Code) with respect to each of the Debtors, which shall become effective 14 days after entry of this Order based on the request of Mr. Srivastava made at Docket No. 143-1.
3. The Trustee Motion is GRANTED on a default basis as a discovery sanction, as set forth herein.

¹ The 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).

4. The United States Trustee for Region Three is directed to, after consultation with parties in interest, appoint a chapter 11 trustee in these cases, without prejudice to the rights of parties in interest to request the election of a different chapter 11 trustee within 30 days of entry of this order in accordance with 11 U.S.C. § 1104(b).

5. ~~This~~Based on the request of Mr. Srivastava made at Docket No. 143-1, this Order shall be ~~immediately effective~~stayed for 14 days upon its entry.

~~46.~~ This Court shall have exclusive jurisdiction to interpret and enforce the terms of this Order.