

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

In re:

EPIC! CREATIONS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-11161 (JTD)

(Jointly Administered)

CLAUDIA Z. SPRINGER, as Chapter 11 Trustee  
of Epic! Creations, Inc., Neuron Fuel, Inc., and  
Tangible Play, Inc.,

Plaintiff,

v.

GOOGLE, LLC, VOIZZIT TECHNOLOGY  
PRIVATE LTD., VOIZZIT INFORMATION  
TECHNOLOGY LLC, VINAY RAVINDRA, and  
RAJENDRAN VELLAPALATH,

Defendants.

Adv. Pro. No. 24-50233 (JTD)

(Jointly Administered)

**GLAS TRUST COMPANY LLC'S MOTION TO INTERVENE**

Pursuant to Section 1109(b) of Title 11 of the United States Code (as amended, the “Bankruptcy Code”) and Rule 24 of the Federal Rules of Civil Procedure (the “Federal Rules”), as made applicable by Rule 7024 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”), GLAS Trust Company LLC (“GLAS”) moves for entry of an order authorizing GLAS to intervene in the above-captioned adversary proceeding (the “Adversary Proceeding”).

In support of its Motion, GLAS states as follows:

<sup>1</sup> 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).



## INTRODUCTION

1. On June 4, 2024, GLAS, in its capacity as administrative agent, and certain lenders under the Credit Agreement<sup>2</sup> (each a “Petitioning Lender Creditor” and collectively, the “Petitioning Lender Creditors”) filed involuntary chapter 11 petitions against Epic! Creations, Inc., Neuron Fuel, Inc., and Tangible Play, Inc. (collectively, the “Debtors”). [D.I. 1.] On September 16, 2024, this Court entered an order for relief in the Debtors’ involuntary chapter 11 cases (the “Chapter 11 Cases”) and directed the appointment of a chapter 11 trustee. [D.I. 147.] On September 23, 2024, the United States Trustee for Region 3 (the “U.S. Trustee”) duly appointed Claudia Z. Springer as the chapter 11 trustee of each Debtor (the “Trustee”). [D.I. 152.]

2. On November 18, 2024, the Trustee commenced this Adversary Proceeding against Defendants Google, LLC (“Google”),<sup>3</sup> Voizzit Technology Private Ltd. (“Voizzit India”), Voizzit Information Technology LLC (“Voizzit UAE,” and together with Voizzit India, the “Voizzit Entities”), Rajendran Vellapalath (together with the Voizzit Entities, the “Voizzit Defendants”), and Vinay Ravindra, seeking injunctive relief that provides the Trustee exclusive access and control over the Debtors’ various Google accounts.

3. Specifically, the Trustee’s *Complaint for Temporary Restraining Order, Preliminary and Permanent Injunctive Relief, Turnover of Estate Property and Records, and to Enforce the Automatic Stay* [Adv. Pro. D.I. 1] (“Complaint”) requests, among other relief, a temporary restraining order, preliminary injunction, and permanent injunction enjoining each Voizzit Defendant, Ravindra, and all persons acting in concert with any of them, from exercising

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<sup>2</sup> “Credit Agreement” refers to the Credit and Guaranty Agreement dated as of November 24, 2021 by and among BYJU’s Alpha, as borrower, GLAS, as administrative agent and collateral agent, Think & Learn Private Ltd. (“T&L”) and certain subsidiaries of T&L, including the Debtors. [D.I. 8-2.]

<sup>3</sup> Pursuant to the *Agreed Order Granting Defendant Google LLC’s Motion to Dismiss*, Google is not currently a party to this Action. [Adv. D.I. 54.]

ownership, possession, or control over, or transferring to any party other than the Trustee, the Debtors' applications, data, project, funds, or any other information or property of the Debtors or their Estates. *See generally* Compl., Prayer for Relief. Pursuant to this Motion, GLAS now seeks to intervene in the Adversary Proceeding and join the Complaint in full.<sup>4</sup>

4. GLAS, which serves as the administrative agent of the Lenders under the Credit Agreement, has an irrefutable interest in this Adversary Proceeding. The Petitioning Lender Creditors initiated the involuntary proceedings against the Debtors—each of which is a loan guarantor under the accelerated Credit Agreement that remains in hopeless default—after an extensive investigation, which, in part, revealed at least 45 prepetition transfers from the Debtors to affiliates (including non-guarantors) in the aggregate amount of over \$10 million.<sup>5</sup> Today, GLAS, as administrative agent on behalf of the Lenders under the Credit Agreement, is the largest creditor of the Debtors and most significant stakeholder in the Chapter 11 Cases. Therefore, the ultimate recovery of GLAS, on behalf of the Lenders, will be impacted by the resolution of this Adversary Proceeding.

5. Neither the Trustee nor Defendants will be prejudiced by the intervention of GLAS. GLAS filed this Motion shortly after this Adversary Proceeding was commenced, within days of counsel for the remaining defendants making an appearance, and ahead of the January 29, 2025 evidentiary hearing on the *Order to Show Cause*. [Adv. D.I. 39, 61.] The Trustee has informed GLAS that it does not oppose GLAS's intervention. On January 23, 2025, GLAS notified both counsel for the Voizzit Defendants and Vinay Ravindra (who is unrepresented and, to date, has

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<sup>4</sup> GLAS joins in the allegations in the Trustee's Complaint. Therefore, for the sake of efficiency, GLAS does not presently intend to file a separate complaint, but reserves all rights. Likewise, should the Court grant this Motion, GLAS intends to work cooperatively with the Trustee to avoid burdening the Court with unnecessary duplication.

<sup>5</sup> The Petitioning Creditors filed charts summarizing these transfers in connection with their *Motion for Entry of and Order (A) Prohibiting the Alleged Debtors from Using Estate Assets for Non-Ordinary Course Purposes and (B) Requiring the Alleged Debtors to Provide Weekly Disclosures* [D.I. 5 at 8-9].

chosen not to participate in this Adversary Proceeding) of its intention to intervene, including the general basis of this Motion. As of the filing of this Motion, GLAS has not received a response from either, but stands ready to address any concerns or objections that might be raised post-filing.

6. As this Motion is indisputably timely, there are several bases upon which to allow GLAS to intervene in this Adversary Proceeding. *First*, under Federal Rule 24(a)(1) and established Third Circuit precedent, GLAS has an *unconditional* right to intervene pursuant to Section 1109 of the Bankruptcy Code. GLAS is a “party in interest” seeking to appear and be heard “on any issue in a case” brought under Chapter 11, including adversary proceedings. 11 U.S.C. § 1109(b); *see also Official Unsecured Creditors’ Comm. v. Michaels (In re Marin Motor Oil, Inc.)*, 689 F.2d 445, 453 (3d Cir. 1982) (holding that a party in interest holds an unqualified right to intervene in adversary proceedings under Section 1109 of the Bankruptcy Code). *Second*, even assuming *arguendo* that Section 1109 did not apply (and it does apply), all of the requirements for intervention of right pursuant to Federal Rule 24(a)(2) are satisfied: GLAS possesses direct interests in the subject matter and outcome of the Complaint; GLAS is situated such that the disposition of the Complaint may, as a practical matter, impair or impede its ability to protect those interests; and none of the current parties fully represent GLAS’s interests. *Third*, alternatively, the Court should permit permissive intervention pursuant to Federal Rule 24(b) because GLAS is adopting the Complaint. Thus, GLAS’s position in this Adversary Proceeding shares numerous common questions of fact and law with the Complaint.

7. Accordingly, this Court should grant the Motion and permit GLAS to intervene, and further allow GLAS to join the Trustee’s Complaint.

### **JURISDICTION AND VENUE**

8. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157(a) and 1334(b), and the *Amended Standing Order of Reference* from the the U.S. District Court for the District of Delaware, dated February 29, 2012. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408-1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

9. Pursuant to Rule 7008-1 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Delaware, GLAS consents to the entry of final orders and judgments by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

### **RELIEF REQUESTED**

10. By this Motion, GLAS seeks entry of an order, pursuant to Section 1109(b) of the Bankruptcy Code and Federal Rule 24 (made applicable hereto by Bankruptcy Rule 7024), authorizing it to intervene in this Adversary Proceeding.

### **ARGUMENT**

#### **I. GLAS SATISFIES THE REQUIREMENTS FOR INTERVENTION AS OF RIGHT UNDER FEDERAL RULES 24(a)(1) AND 24(a)(2).**

11. Under Federal Rule 24(a), as made applicable by Bankruptcy Rule 7024, intervention is mandatory when the proposed intervenor either: (1) is “given an unconditional right to intervene by a federal statute,” or (2) “claims an interest relating to the property or transaction that is the subject of the action, and is so situated that disposing of the action may as a practical matter impair or impede the movant’s ability to protect its interest, unless existing parties adequately represent that interest.” Fed. R. Civ. P. 24(a)(1)-(2). Federal Rule 24 should be interpreted liberally in favor of intervention. Wright & Miller, *7C Federal Practice and Procedure*

§ 1904 (3d ed. 2023) (“It frequently has been said of Rule 24, as it is of the Civil Rules generally, that it is to be given a liberal construction.”). GLAS readily satisfies the requirements of either standard.

**A. Section 1109(b) of the Bankruptcy Code grants GLAS an unconditional right to intervene in this Adversary Proceeding as a “party in interest.”**

12. As noted, Federal Rule 24(a)(1) expressly permits intervention when, as here, the proposed intervenor is “given an unconditional right to intervene by a federal statute.” Fed. R. Civ. P. 24(a). Section 1109(b) grants GLAS an unconditional right to intervene in this Adversary Proceeding. 11 U.S.C. § 1109(b).

13. Section 1109(b) of the Bankruptcy Code allows “[a] party in interest, including . . . a creditor” to “appear and be heard on any issue in a case under this chapter.” *Id.* Here, GLAS is a “party in interest” under Section 1109(b) because it is a “creditor” of the Debtors and the Lenders’ agent. *See In re Global Indus. Techs.*, 645 F.3d 201, 210 (3d Cir. 2011) (construing the term “party in interest” to “create a broad right of participation in Chapter 11 cases,” and finding that “anyone who has a legally protected interest that could be affected by a bankruptcy proceeding” is a “party in interest”) (cleaned-up).

14. Indeed, the Third Circuit affirmed over four decades ago that Section 1109(b) allows for the unqualified right of creditors to intervene in adversary proceedings, such as this one. *Marin Motor Oil*, 689 F.2d at 453 (recognizing unqualified right to intervene, because the term “case” includes adversary proceedings); *see PharMor, Inc. v. Coopers & Lybrand*, 22 F.3d 1228, 1240 (3d Cir. 1994) (reaffirming the holding of *Marin Motor Oil* because allowing intervention into adversary proceedings best serves the interests of efficiency and fair play that underlie Section 1109(b)); *Casino Caribbean, LLC v. Money Ctrs. of Am., Inc. (In re Money Ctr. of Am., Inc.)*, 544 B.R. 107, 112 (Bankr. D. Del. 2016) (“Section 1109(b) of the Code grants creditors and parties in

interest . . . an unconditional statutory right to intervene in adversary proceedings under Rule 24(a)(1).”); *U.S. v. State St. Bank & Trust Co. (In re Scott Cable Commc’ns, Inc.)*, 2002 WL 417013, at \*2 (Bankr. D. Del. Mar. 4, 2002) (“This language clearly provides . . . a party in interest, with an unconditional statutory right to intervene in [an] adversary proceeding.”). GLAS thus has an unconditional statutory right to intervene.<sup>6</sup>

15. Additionally, this Motion satisfies the timeliness requirement of Federal Rule 24(a). In assessing timeliness, the “critical inquiry” is how far the “case” has progressed on the “merits.” *Mountain Top Condo Ass’n v. Dave Stabbert Master Builder, Inc.*, 72 F.3d 361, 369 (3d Cir. 1995). Here, the current parties are still awaiting progress on the merits. The Voizzit Defendants recently retained new counsel and only *de minimis* document discovery has been produced.<sup>7</sup> No depositions or other substantive discovery has been taken. Accordingly, none of Ravindra, the Voizzit Defendants nor the Trustee (the latter of which has consented to GLAS’s intervention) can plausibly claim improper delay or that they are prejudiced by the filing of the Motion. *See id.* at 370 (finding intervention timely even when, unlike here, “some written discovery and settlement negotiations had occurred” over the course of four years but “there were no depositions taken, dispositive motions filed, or decrees entered”); *Casino Caribbean*, 544 B.R. at 112 (finding delay “de minimis” where “only six months elapsed” between filing of adversary complaint and motion to intervene); *see generally Wallach v. Eaton Corp.*, 837 F.3d 356, 371-72 (3d Cir. 2016) (noting the Third Circuit’s “general reluctance to dispose of a motion to intervene as of right on

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<sup>6</sup> In fact, refusing to grant GLAS its rightful seat at the table would “frustrate the purpose of § 1109(b), which was intended to confer broad standing at the trial level and to continue in the tradition of encouraging and promoting greater participation in reorganization cases.” *In re Glob. Indus. Techs.*, 645 F.3d 201, 211 (3d Cir. 2011).

<sup>7</sup> The Voizzit Entities previously retained Potter Anderson & Coroon LLP (“Potter Anderson”) as its counsel. Potter Anderson, however, sought to withdraw as counsel only a couple weeks after this Adversary Proceeding was commenced, which the Court subsequently granted. [D.I. 363]. Very little progress was made in the Adversary Proceeding while Potter Anderson served as the Voizzit Entities’ counsel.

untimeliness grounds because the would-be intervenor actually may be seriously harmed if not allowed to intervene”) (cleaned-up). GLAS’s Motion is clearly timely.

16. Accordingly, because GLAS has an unconditional right to intervene under 11 U.S.C. § 1109(b), and this Motion was timely filed, the Court should grant GLAS’s Motion to intervene in the Adversary Proceeding pursuant to Federal Rule 24(a)(1).

**B. Alternatively, GLAS should be allowed to intervene as a matter of right under Federal Rule 24(a)(2).**

17. GLAS also meets the requirements for intervention as a matter of right under Federal Rule 24(a)(2). The Third Circuit permits intervention as of right under Federal Rule 24(a)(2) when a movant establishes four elements: “(a) a timely application for leave to intervene; (b) a sufficient interest in the litigation; (c) a threat that the interest will be impaired or affected, as a practical matter, by the disposition of the action; and (d) inadequate representation of the prospective intervenor’s interest by existing parties to the litigation.” *Kleissler v. U.S. Forest Serv.*, 157 F.3d 964, 969 (3d Cir. 1998) (cleaned-up); *see also In re Brunswick*, 2007 WL 879175, at \*3-4 (Bankr. D. Del. Mar. 21, 2007) (same). Each of these elements is met here.

18. *First*, as discussed in Section I.A, *supra*, this Motion is timely.

19. *Second*, GLAS has a sufficient interest in this Adversary Proceeding to establish its entitlement to intervene. The “sufficient interest” standard is a flexible one, and while the Third Circuit has used labels such as “legally cognizable” or “significantly protectable” to describe a “sufficient interest,” *Mountain Top*, 72 F.3d at 366, “the polestar for evaluating a claim for intervention is always whether the proposed intervenor’s interest is direct or remote,” *Kleissler*, 157 F.3d at 972. Here, the outcome of this Adversary Proceeding could determine the return of over a million dollars to the Debtors’ estates and affect the Debtors’ right to retain control of important parts of their business in the face of attacks from the Voizzit Defendants, among others.



Therefore, GLAS—as the largest stakeholder in these Chapter 11 Cases—has a direct, protectable interest in the outcome of this Adversary Proceeding.

20. *Third*, allowing the existing parties to the Adversary Proceeding to proceed without GLAS would impair GLAS’s ability to protect its interests along with the interests of the Lenders. In *Mountain Top Condominium*, the Third Circuit held that a proposed intervenor need only show that its interest “*might* become affected or impaired, as a practical matter, by this disposition of the action in their absence.” 72 F.3d at 368 (emphasis in original); *see also Brody v. Spang*, 957 F.2d 1108, 1122 (3d Cir. 1992) (in making this determination, the court is required to assess “the practical consequences of the litigation,” and “may consider any significant legal effect on the applicant’s interest”). As discussed above, any recovery by GLAS and the Lenders will be influenced by the resolution of this Adversary Proceeding. So too will the Debtors’ efforts to stop ongoing violations of the automatic stay. For both of these reasons, GLAS *will* be prejudiced if it is unable to intervene in the Adversary Proceeding because the resolution of this proceeding *may* compromise the interests of GLAS and thereby impair or affect the rights of GLAS.

21. *Fourth*, the existing parties do not fully protect GLAS’s interests. The burden to establish this part of the analysis is “treated as minimal,” and requires that the proposed intervenor show only that representation “may be” inadequate. *Mountain Top*, 72 F.3d at 369 (quoting *Trbovich v. United Mine Workers*, 404 U.S. 528, 538 n.10 (1972)); *see also Wright & Miller*, 7C *Federal Practice and Procedure* § 1909 (“[A]ll reasonable doubts should be resolved in favor of allowing the absentee, who has an interest different from that of any existing party, to intervene so that the absentee may be heard on his own behalf.”). That is the case here. The Voizzit Defendants and Ravindra are indisputably adverse to GLAS and its interests; and, though GLAS is aligned with the Trustee in connection with the claims asserted in the Complaint, the Trustee’s fiduciary

duties lie with the Debtors' estates as a whole, and GLAS *will* be prejudiced if it is unable to intervene in the Adversary Proceeding. No party to the Adversary Proceeding fully represents GLAS's specific interests. Though the Trustee generally has a duty to maximize the value of its estate, only GLAS has its own specific interests in protecting and enforcing the interests of the Lenders, pursuant to the terms of the Credit Agreement and other related loan documents.

22. As GLAS readily satisfies all four elements necessary to establish its entitlement to intervene under Rule 24(a)(2), it must be permitted to intervene.

**II. IN THE ALTERNATIVE, THE COURT SHOULD EXERCISE ITS DISCRETION TO PERMIT GLAS TO INTERVENE PURSUANT TO FEDERAL RULE 24(b)(1)(B).**

23. Alternatively, GLAS meets the criteria for permissive intervention. Permissive intervention pursuant to Federal Rule 24(b)(1)(B) only requires that the proposed intervenor have "a claim or defense that shares with the main action a common question of law or fact." *See, e.g., Allentown Cement Co. v. Hong Sung Indus. Co. (In re United Minerals & Grains Corp.)*, 76 B.R. 991, 1000 (Bankr. E.D. Pa. 1987) ("[T]he interest of the proposed intervenor need not be related to the property or transaction in issue, but merely have a question of law or fact in common with it.") (cleaned-up); *see also Consumer Fin. Prot. Bureau v. Nat'l Collegiate Master Student Tr.*, 2018 WL 5095666, at \*6 (D. Del. Oct. 19, 2018) ("[E]ach of the Movants has issues that share a common question of law or fact with the underlying action."). Courts have broader discretion in granting permissive intervention as opposed to intervention as of right. *See United States v. Territory of V.I.*, 748 F.3d 514, 519 (3d Cir. 2014). Federal Rule 24(b)(3) adds that, "in exercising its discretion, the court must consider whether the intervention will unduly delay or prejudice the adjudication of the original parties' rights." Fed. R. Civ. P. 24(b)(3).

24. Permissive intervention is warranted here because the Motion is timely and there is a substantial overlap of questions of law and fact between GLAS's position in this Adversary

Proceeding and the allegations asserted in the Complaint, as well as the arguments and defenses expected to be raised by the Voizzit Defendants and Ravindra in response to both. Further, as discussed, permitting GLAS to intervene at this time will not unduly delay or prejudice the adjudication of the existing party's rights at this preliminary stage of the case.

25. Although GLAS reserves its rights to assert additional claims based on the same facts underlying the Complaint, GLAS requests that, at this time, it be deemed to join the Complaint. As such, the “common question of law or fact” requirement is satisfied.

26. GLAS fits squarely within the requirements for permissive intervention under Federal Rule 24(b)(1)(B). Accordingly, GLAS respectfully requests that it be allowed to intervene permissively in this Adversary Proceeding.

### **III. GLAS SHOULD BE GRANTED A WAIVER OF FEDERAL RULE 24(c).**

27. As GLAS intends to adopt the Complaint filed by the Trustee, GLAS respectfully requests that this Court waive the requirement under Federal Rule 24(c) that GLAS file a complaint-in-intervention with this Motion. Such relief is appropriate when, as here, the parties will not be prejudiced by the waiver because the precise nature of GLAS's claims is clear. *See, e.g., Conforti v. Hanlon*, 2023 WL 2744020, \*11 (D.N.J. Mar. 31, 2023) (observing that “[m]otions to intervene have been granted by courts within the Third Circuit despite a movant's failure to adhere precisely to the requirements of Rule 24(c), where the purpose of intervening was sufficiently clear”); *Associated Builders & Contrs. of W. Pa. v. Cty. of Westmoreland*, 2020 WL 571691, \*3 (W.D. Pa. Jan. 21, 2020), *report and recommendation adopted*, 2020 WL 571031 (W.D. Pa. Feb. 5, 2020) (“Here, the intervenors did file a proper motion, and there is enough notice to the other parties of what their position would be in the litigation. Other circuits have held pleadings in other forms to be sufficient to satisfy the requirement of Rule 24(c), as the primary

goal is to provide notice to the other parties.”); *see also Official Comm. of Asbestos Claimants of G-I Holding, Inc. v. Heyman (In re G-I Holding, Inc.)*, 2003 WL 22790916, \*4 (S.D.N.Y. Nov. 25, 2003) (“[A]dopting claims already asserted against a defendant can be sufficient [for purposes of Federal Rule 24(c)] where it does not cause prejudice to the parties.”). GLAS therefore requests a waiver of the requirement under Federal Rule 24(c).

### **NOTICE, AND CERTIFICATE OF CONFERRAL**

28. Notice of this Motion will be provided to (i) counsel to the Trustee, (ii) the U.S. Trustee, and (iii) counsel to all Defendants.

29. Prior to the filing of this Motion, counsel for the Trustee informed counsel for GLAS that the Trustee did not oppose the Motion and GLAS’s intervention in this Adversary Proceeding. Also prior to the filing of this Motion, on January 23, 2025, counsel for GLAS informed counsel for the Voizzit Defendants and Ravindran personally of GLAS’s intention to intervene in this Adversary Proceeding. As of the filing of this Motion, GLAS has not received a response from either the Voizzit Defendants or Ravindra. In light of the nature of the relief requested herein, GLAS submits that no other or further notice need be given.

### **NO PRIOR REQUEST**

30. No previous application for the relief requested herein has been made by GLAS to this or any other court.

### **CONCLUSION**

31. For the reasons set forth above, GLAS respectfully requests entry of an order, substantially in the form annexed hereto as **Exhibit A**, (i) authorizing GLAS to intervene in this Adversary Proceeding and (ii) granting GLAS such other and further relief as the Court may deem just and proper.

Dated: January 24, 2025  
Wilmington, Delaware

/s/ Laura Davis Jones

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*Counsel to GLAS Trust Company LLC*

**Exhibit A**

**Proposed Order**

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

In re:  EPIC! CREATIONS, INC., <i>et al.</i> , <sup>1</sup>  Debtors.	Chapter 11  Case No. 24-11161 (JTD)  (Jointly Administered)
CLAUDIA Z. SPRINGER, as Chapter 11 Trustee of Epic! Creations, Inc., Neuron Fuel, Inc., and Tangible Play, Inc.,  Plaintiff,  v.  GOOGLE, LLC, VOIZZIT TECHNOLOGY PRIVATE LTD., VOIZZIT INFORMATION TECHNOLOGY LLC, VINAY RAVINDRA, and RAJENDRAN VELLAPALATH,  Defendants.	Adv. Pro. No. 24-50233 (JTD)  (Jointly Administered)

**ORDER GRANTING GLAS TRUST COMPANY LLC’S  
MOTION TO INTERVENE IN THE ADVERSARY PROCEEDING**

Upon the motion (the “Motion”) of GLAS Trust Company LLC (“GLAS”) for entry of an order, pursuant to 11 U.S.C. § 1109(b) and Federal Rule of Civil Procedure 24, as made applicable by Federal Rule of Bankruptcy Procedure 7024, authorizing GLAS to intervene in the above-captioned action (the “Adversary Proceeding”); and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C.

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<sup>1</sup> 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).

§ 157(b); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and the Court having determined that the relief sought in the Motion is in the best interest of the Debtors, its creditors, and all other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all the proceedings had before the Court and after due deliberation, it is hereby:

**ORDERED** that the Motion is **GRANTED**; and it is further

**ORDERED** that GLAS is authorized to intervene in the Adversary Proceeding and may participate fully therein; and it is further

**ORDERED** that GLAS shall be deemed to have joined the *Complaint for Temporary Restraining Order, Preliminary and Permanent Injunctive Relief, Turnover of Estate Property and Records, and to Enforce the Automatic Stay* [Adv. D.I. 1] ("Complaint"), subject to GLAS's right to seek to assert additional claims based on the same facts underlying the Complaint; and it is further

**ORDERED** that all pleadings and other papers required to be served on every party in this Adversary Proceeding pursuant to Fed. R. Civ. P. 5 and Fed R. Bankr. P. 7005 shall be served on GLAS; and it is further

**ORDERED** that GLAS is bound to all orders entered in the Adversary Proceeding prior to its intervention to the same extent that the Debtor is bound by those orders; and it is further

**ORDERED** that GLAS is hereby authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further



**ORDERED** that this Court shall retain exclusive jurisdiction to interpret and enforce the provisions of this Order in all respects and further to hear and determine all matters arising from the construction and implementation of this Order.