

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 (BLS)

(Jointly Administered)

Re. D.I. 433 & 474

**NOTICE OF BID PROCEDURES, AUCTIONS,
AND DEADLINES RELATING TO THE SALE OF ALL OR
SUBSTANTIALLY ALL OF THE ASSETS OF THE DEBTORS**

PLEASE TAKE NOTICE that, on January 7, 2025, the chapter 11 trustee (the “**Trustee**”) in the above-captioned cases (the “**Bankruptcy Cases**”), filed the *Motion for Entry of an Order (I) Approving Bid Procedures in Connection with the Sale of All or Substantially All of the Debtors’ Assets, (II) Scheduling Bid Deadlines and an Auction, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (V) Granting Related Relief* [D.I. 433] (the “**Bid Procedures and Sale Motion**”).² The Trustee seeks to complete a sale (the “**Sale**”) of all or substantially all their assets (the “**Assets**”) to a prevailing bidder or bidders (the “**Successful Bidder**”) at auctions free and clear of all liens, claims, encumbrances and other interests pursuant to section 363 of the Bankruptcy Code (the “**Auctions**”).

PLEASE TAKE FURTHER NOTICE that, on January 28, 2025, the Court entered an order [D.I. 474] (the “**Bid Procedures Order**”) approving the Bid Procedures set forth in the Bid Procedures and Sale Motion (the “**Bid Procedures**”), which set the key dates and times related to the Sale of the Debtors’ Assets. **All interested bidders should carefully read the Bid Procedures.** To the extent there are any inconsistencies between the Bid Procedures and the summary description of the terms and conditions contained in this notice, the terms of the Bid Procedures shall control.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bid Procedures, the Trustee must receive a Qualified Bid from interested bidders in writing on or before **March 21, 2025, at 4:00 p.m. (prevailing Eastern Time)** for the Assets, or such later date as may be agreed to by the Trustee (the “**Bid Deadline**”). To be considered, Qualified Bids must be sent to the following on or before the Bid Deadline: (i) the Trustee’s investment bankers, Moelis & Company LLC (“**Moelis**”), Attn: Nate Laverriere, Cullen Murphy, and Mayank Pagaria (nate.laverriere@moelis.com, cullen.murphy@moelis.com, and mayank.pagaria@moelis.com)

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 Capitalized terms not otherwise defined herein shall have the meanings set forth in the Bid Procedures and Sale Motion.



for the sale of Epic Assets and SC&H Group (“**SC&H**”) for sale of the Tangible Play Assets and Neuron Assets, Attn: Ken Mann and Michael Gorman (kmann@schgroup.com and mgorman@schgroup.com), (ii) the Debtors’ co-counsel, (a) Jenner & Block LLP, Attn: Catherine Steege (csteege@jenner.com), Melissa Root (mroot@jenner.com), and William Williams (wwilliams@jenner.com), and (b) Pashman Stein Walder Hayden, P.C., Attn: Henry J. Jaffe (hjaffe@pashmanstein.com), Joseph C. Barsalona II (jbarsalona@pashmanstein.com), and Alexis R. Gambale (agambale@pashmanstein.com).

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bid Procedures, if the Trustee receives one or more Qualified Bids by the Bid Deadline, the Auction will be conducted on **March 25, 2025 at 10:00 a.m. (prevailing Eastern Time)**, at the law offices of Jenner & Block LLP, 353 North Clark Street, Chicago, Illinois 60654 for the sale of the Assets or at such other place, date and time as may be designated by the Trustee.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bid Procedures, the Trustee has designated certain Assigned Contracts that may be assumed or assumed and assigned in connection with a potential Sale of the Assets. Within fourteen (14) days of entry of the Bid Procedures Order, the Trustee shall send a notice to each counterparty to an Assigned Contract setting forth the Trustee’s calculation as of the date of such notice of the cure amount, if any, that would be owing to such counterparty if the Trustee decided to assume or assume and assign such Assigned Contract, and alerting such nondebtor party that their contract may be assumed and assigned in connection with a potential sale of the Assets (the “**Assignment Notice**”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bid Procedures, any counterparty that objects to the cure amount set forth in the Assignment Notice (other than to preserve the right to receive any amounts that accrue after the date of the Assignment Notice) or the possible assignment of their Assigned Contract(s) in connection with a potential Sale of the Assets must file with the Court and serve an objection (a “**Assigned Contract Objection**”) so it is actually received no later than fourteen (14) days after the service of the Assignment Notice (the “**Assigned Contract Objection Deadline**”), by the following parties (the “**Objection Notice Parties**”): (i) co-counsel to the Trustee, Jenner & Block LLP, Attn: Catherine Steege (csteege@jenner.com), Melissa Root (mroot@jenner.com), and William Williams (wwilliams@jenner.com); (ii) co-counsel to the Trustee, Pashman Stein Walder Hayden, P.C., Attn: Henry J. Jaffe (hjaffe@pashmanstein.com), Joseph C. Barsalona II (jbarsalona@pashmanstein.com), and Alexis R. Gambale (agambale@pashmanstein.com); (iii) co-counsel to the Administrative Agent and Collateral Agent, Kirkland & Ellis LLP, Attn: Brian Schartz (brian.schartz@kirkland.com), Patrick Nash (patrick.nash@kirkland.com), and Jordan Elkin (jordan.elkin@kirkland.com); (iv) co-counsel to the Administrative Agent and Collateral Agent, Reed Smith LLP, David A. Pisciotta (dpisciotta@reedsmith.com) and Nicholas B. Vislocky (nvislocky@reedsmith.com); (v) co-counsel to the Administrative Agent and Collateral Agent, Pachulski Stang Ziehl & Jones LLP, Laura Davis Jones (ljones@pszjlaw.com) and Peter J. Keane (pkeane@pszjlaw.com); (vi) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Linda Casey (email: linda.casey@usdoj.gov); and (vii) counsel to any committee appointed in these Chapter 11 Cases. An Assigned Contract Objection does not need to be filed to preserve a counterparty’s right to any portion of a cure amount that accrues after the date of the applicable Assignment Notice.

PLEASE TAKE FURTHER NOTICE THAT counterparties to Assigned Contracts will not know the identity of the Successful Bidder or Back-Up Bidder prior to the Assigned Contract Objection Deadline. Within 24 hours after the closing of the Auction, if any, the Trustee will file and serve a notice on all counterparties to Assigned Contracts and other interested parties disclosing the results of the Auction, including the identity of the Successful Bidder and Back-Up Bidder (the “Post-Auction Notice”). After the Bid Deadline, parties may contact the Trustee’s counsel at epic@pashmanstein.com to request proof of adequate assurance of future performance submitted in connection with any Qualified Bid(s) the Trustee has received or subsequently receives or to request email notice of the Auction results.

PLEASE TAKE FURTHER NOTICE that all other objections, if any, to the Sale (including any objections to the conduct of the Auction, the terms of the Successful Bid or Back-Up Bid, the identity of the Successful Bidder or Back-Up Bidder, and/or the ability of the Successful Bidder or Back-Up Bidder to provide adequate assurance of future performance under an Assigned Contract) must: (a) be in writing and specify the nature of such objection, (b) comply with the Bankruptcy Rules and the Local Rules, (c) be filed with the Court no later than two (2) business days following service of the Post-Auction Notice (the “Post-Auction Objection Deadline”), and (d) be served on the Objection Notice Parties by the Post-Auction Objection Deadline.

A Post-Auction Objection must be served on the Objection Notice Parties so it is actually received by the Post-Auction Objection Deadline and filed with the Clerk of the Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, DE 19801. If an Assigned Contract Objection or a Post-Auction Objection is not served on the Objection Notice Parties and filed with the Clerk of the Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, DE 19801, so it is actually received no later than, respectively, the Assigned Contract Objection Deadline or the Post-Auction Objection Deadline, the relevant parties will be forever barred from objecting to (a) the Trustee’s proposed cure amount, (b) the identity of the Successful Bidder, or (c) the assignment of that party’s executory contract or unexpired lease to the Successful Bidder.

PLEASE TAKE FURTHER NOTICE that where a counterparty to an Assigned Contract timely files an (a) Assigned Contract Objection asserting a higher cure amount than the amount listed in the Assignment Notice, or (b) Assigned Contract Objection or Post-Auction Objection, as applicable, to the possible assignment of that counterparty’s Assigned Contract, and the parties are unable to consensually resolve the dispute, the amount (if any) to be paid under section 365 of the Bankruptcy Code or, as the case may be, the Trustee’s ability to assign the Assigned Contract to the Successful Bidder will be determined at the Sale Hearing (as defined below) or at a later date as fixed by the Court. To the extent any Contract Counterparty is added to the Assignment Notice after the initial notice is served, such new Contract Counterparty shall receive notice of the addition and the Trustee’s proposed cure amount as of such time through a supplemental Assignment Notice, and that party shall have ten (10) days from the date of such notice to object to the proposed cure amount as of such date and/or to the assumption and assignment of the applicable Assigned Contract in connection with a potential Sale of the Assets. .

PLEASE TAKE FURTHER NOTICE that a hearing to approve the Sale will be held (the “Sale Hearing”) on **March 31, 2025, at 10:00 a.m. (prevailing Eastern Time) for the Epic**

Assets, the Tangible Play and the Neuron Assets. The Sale Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by announcement of the adjournment in open court on the date scheduled for the Sale Hearing or on the agenda for such Sale Hearing.

PLEASE TAKE FURTHER NOTICE THAT ANY PARTY WHO FAILS TO TIMELY OBJECT TO THE SALE ON OR BEFORE THE ASSIGNED CONTRACT OBJECTION DEADLINE OR POST-AUCTION OBJECTION DEADLINE, AS APPLICABLE, IN ACCORDANCE WITH THE BID PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY SUCH OBJECTIONS, INCLUDING WITH RESPECT TO THE TRANSFER OF THE ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS.

PLEASE TAKE FURTHER NOTICE that the Trustee is seeking to waive the fourteen-day stay period under Bankruptcy Rules 6004(h) and 6006(d) in order for the Sale to close immediately upon entry of the Sale Order by this Court.

PLEASE TAKE FURTHER NOTICE that this notice is subject to the full terms and conditions of the Bid Procedures and Sale Motion, the Bid Procedures Order and the Bid Procedures, which shall control in the event of any conflict, and the Trustee encourages parties in interest to review such documents in their entirety. A copy of the Bid Procedures and Sale Motion, the Bid Procedures and the Bid Procedures Order may be obtained for free by accessing the website of the Trustee's noticing agent, Verita Global, located at <https://veritaglobal.net/epiccreations>.

Dated: February 3, 2025
Wilmington, Delaware

PASHMAN STEIN WALDER HAYDEN, P.C.

/s/ Joseph C. Barsalona II

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