

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

In re:

Epic! Creations, Inc., *et al.*,<sup>1</sup>

Alleged Debtors.

)  
) Chapter 11  
)  
) Case No. 24-11161 (JTD)  
)  
) (Jointly Administered)  
)  
) **Re: Docket Nos. 1, 2, 72 & 79**

**CERTIFICATION OF COUNSEL REGARDING PROPOSED ORDER  
APPROVING STIPULATION SETTING HEARING DATE, BRIEFING  
SCHEDULE, AND DISCOVERY DEADLINES WITH RESPECT TO  
THE (I) INVOLUNTARY PETITIONS AND (II) PETITIONING  
CREDITORS' MOTION TO APPOINT 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].

<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]) and (ii) certain lenders under the Credit Agreement (each a "Petitioning Lender Creditor" and collectively, the "Petitioning Lender Creditors").



3. The Petitioning Creditors and Alleged Debtors scheduled a hearing on the contested Involuntary Petitions for August 28, 2024 at 10:00 a.m. prevailing eastern time (the “Hearing”).

4. 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”). The Petitioning Creditors also noticed the Trustee Motion for the Hearing.

5. The Petitioning Creditors and the Alleged Debtors conferred regarding a discovery plan and proposed litigation schedule with respect to the contested Involuntary Petitions and the Trustee Motion (subject in all respects to the approval of the Court).

6. In connection with the agreed upon discovery plan and litigation schedule, the Petitioning Creditors and Alleged Debtors have entered into the *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* (the “Stipulation”).

7. The Petitioning Creditors and the Alleged Debtors 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 8, 2024

/s/ Peter J. Keane

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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**

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In re:

Epic! Creations, Inc., *et al.*,<sup>1</sup>

Alleged Debtors.

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) **Re: Docket Nos. 1, 2, 72, 79 & \_\_**

**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**

This Court having considered the *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* (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.

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<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**

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In re:

Epic! Creations, Inc., *et al.*,<sup>1</sup>

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DISCOVERY 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**, 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.

**WHEREAS**, on July 8, 2024, the Alleged Debtors filed the *Alleged Debtors' Answer to the Involuntary Petition* [Docket No. 72].

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<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]) and (ii) certain lenders under the Credit Agreement (each a “Petitioning Lender Creditor” and collectively, the “Petitioning Lender Creditors”).

**WHEREAS**, a hearing on the contested Involuntary Petitions is scheduled for August 28, 2024 at 10:00 a.m. prevailing eastern time (the “Hearing”).

**WHEREAS**, 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”). The Trustee Motion is also scheduled to be heard at the Hearing.

**WHEREAS**, the Parties conferred regarding a discovery plan and proposed litigation schedule with respect to the Involuntary Petitions and the Trustee Motion (subject in all respects to the approval of the Court).

**WHEREAS**, the Parties are in agreement on certain discovery and procedural terms as described in this Stipulation.

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

1. **Document Discovery Cut Off.** In response to document requests made on or before July 30, 2024, all document productions, including document productions by third parties, shall be made on a rolling basis and shall be completed by no later than 4:00 p.m. (Prevailing Eastern Time) on **August 12, 2024**. If any document requests are made after July 30, 2024, the Parties shall confer in good faith regarding a production timeline.

2. **Witness Lists.** The Parties shall provide to each other a final list of proposed percipient witnesses (other than rebuttal witnesses) regarding the Involuntary Petitions and the Trustee Motion by no later than 4:00 p.m. (Prevailing Eastern Time) on **August 16, 2024**.



3. **Depositions and Fact Discovery Cut-Off.** All fact discovery, including the depositions of party and non-party fact witnesses, shall be completed by no later than 4:00 p.m. (Prevailing Eastern Time) on **August 21, 2024**.

4. **Pre-Hearing Briefs.** The parties shall file pre-hearing briefs by no later than 4:00 p.m. (Prevailing Eastern Time) on **August 23, 2024**.

5. **Exhibit Lists.** By no later than 4:00 p.m. (Prevailing Eastern Time) on **August 25, 2024**, the Parties shall exchange with each other a list and electronic copies of all documents they intend to introduce into evidence at the 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 **August 26, 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 **August 27, 2024** regarding the admissibility of any such documents as evidence at the Hearing.

6. **Combined Hearing.** The Hearing on the Involuntary Petitions and Trustee Motion shall commence at 10:00 a.m. (Prevailing Eastern Time) on **August 28, 2024**. The Hearing shall be a combined hearing on the Involuntary Petitions and the Trustee Motion for both evidentiary and discovery purposes.

7. **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 8, 2024

/s/ Peter J. Keane

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