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6 Attorneys for Debtor,  
7 PEEK, AREN'T YOU CURIOUS, INC.

8  
9 **UNITED STATES BANKRUPTCY COURT**  
10 **NORTHERN DISTRICT OF CALIFORNIA**  
11 **SAN FRANCISCO DIVISION**

11 In re:  
12 PEEK, AREN'T YOU CURIOUS, INC.,  
13 Debtor.

Case No.: 16-30146

Chapter 11

**DECLARATION OF JASON KLEIN IN  
SUPPORT MOTION TO APPROVE  
DISCLOSURE STATEMENT FOR  
PEEK, AREN'T YOU CURIOUS, INC.'S  
CHAPTER 11 PLAN OF LIQUIDATION**

14 Date: October 6, 2016  
15 Time: 10:00 a.m.  
16 Place: Courtroom 19  
450 Golden Gate Ave.  
San Francisco, CA 94102  
17 Judge: Hon. Hannah L. Blumenstiel

18  
19  
20  
21 I, Jason Klein, hereby declare and state as follows:

22 1. I am Chief Financial Officer of Peek, Aren't You Curious, Inc., the debtor and  
23 debtor-in-possession in the above-captioned case (the "Debtor" or "Peek"). Peek designed  
24 manufactured and sold, at both retail and wholesale, high quality children's clothing. As Chief  
25 Financial Officer of Peek, and except as otherwise indicated herein, I have personal knowledge  
26 of the facts set forth below, and if called as a witness I could and would competently testify to  
27 the matters set forth in this declaration.  
28



1           2.       I submit this declaration in support of the Debtor's Motion (the "Motion") seeking  
2 an order (i) approving the Disclosure Statement for Chapter 11 Plan of Liquidation of Peek (the  
3 "Disclosure Statement") (ii) approving deadlines and procedures relating to Plan solicitation,  
4 tabulation of ballots and plan confirmation, (iii) scheduling a hearing (the "Confirmation  
5 Hearing") on the confirmation of the Plan, and (iv) approving the form and scope of notice  
6 thereof.

7           3.       Peek, Aren't You Curious, Inc. ("Peek" or "Debtor") filed a voluntarily  
8 bankruptcy on February 5, 2016 (the "Petition Date"). As of its bankruptcy filing, Peek sold  
9 high-end children's clothing through twenty (21) retail stores in ten (10) states (one of which  
10 closed on January 23, 2016), a wholesale relationship with Nordstrom department stores, and an  
11 Ecommerce platform.

12           4.       Peek had been experiencing operating losses of approximately \$550,000 per  
13 month for some time. After exhausting all avenues for obtaining a strategic investor or buyer, in  
14 mid-November 2015, Charlotte Russe expressed interest in acquiring several of Peek's retail  
15 locations and manufacturing assets. After a series of meetings and expedited due diligence,  
16 Charlotte Russe offered to purchase some of Peek's assets pursuant to an Agreement for  
17 Purchase and Sale of Assets ("APA") dated February 4, 2016. Under the terms of the APA,  
18 Charlotte Russe initially agreed to acquire the following assets:

- 19                   •       8 of Peek's 21 retail stores<sup>1</sup>;
- 20                   •       Inventory at Peek's distribution centers and in transit;
- 21                   •       Ecommerce assets and associated contracts; and
- 22                   •       Intellectual property associated with the design and manufacturing of  
23                           Peek's brand and product lines.

24           5.       The primary financial goal of the proposed sale was to maximize returns to  
25 unsecured creditors by: (a) minimizing operations losses and the accrual of post-bankruptcy rent  
26 and other administrative expenses, (b) reducing the pool of lease rejection claims through

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27           <sup>1</sup> Charlotte Russe later agreed to purchase (4) four additional retail locations.  
28



1 assignment of leases, and (c) maximizing the recoveries from store inventory not sold to  
2 Charlotte Russe.

3 6. Peek filed this proceeding in order to close the sale to Charlotte Russe pursuant to  
4 §11 U.S.C. § 363 (the “363 Sale”). This Court approved the 363 Sale to Charlotte Russe by an  
5 order dated March 14, 2016. [Docket No. 148]. Peek closed the 363 Sale on March 18, 2016  
6 and thereafter ceased operations at its nine (9) remaining locations. Thus, Peek has no ongoing  
7 business operations.

8 7. As is discussed in more detail in the Disclosure Statement, Peek has on hand  
9 funds totaling approximately \$1.3 million to pay creditors. Peek intends to distribute these funds  
10 to creditors according to the priorities set forth in the Bankruptcy Code, *inter alia*, 11 U.S.C.  
11 §507 in a liquidating chapter 11 plan.

12 8. Further to that end, on August 25, 2016, Peek filed its proposed Chapter 11 Plan  
13 of Liquidation (August 25, 2016) (the “Plan”). The principal purpose of the Plan is to set forth  
14 how any remaining assets of Peek’s estate will be liquidated and the proceeds distributed to its  
15 creditors.

16 9. The Plan contemplates that the remaining assets of the Debtors’ estate will be  
17 distributed to creditors in the manner dictated by the Bankruptcy Code. That is, creditors who  
18 hold liens on specific assets, if any, will be paid from the proceeds of their collateral. After those  
19 secured claims are satisfied, all unencumbered assets will be distributed in accordance with the  
20 priorities established in Section 507 of the Bankruptcy Code. Where there is not enough cash to  
21 pay all creditors of equal priority in full, pro rata distributions will be made to allowed claim  
22 holders, and no distributions will be made to any creditors that are junior in priority.

23 10. By the Motion, the Debtor respectfully request that this Court enter an order (i)  
24 approving the Disclosure Statement, (ii) approving deadlines and procedures relating to Plan  
25 solicitation, tabulation of ballots and Plan confirmation, (iii) scheduling a Confirmation Hearing,  
26 and (iv) approving the form and scope of notice thereof.

27 11. I believe that the Disclosure Statement provides adequate information as required  
28 by section 1125 of the Bankruptcy Code. The Disclosure Statement sets forth and explains the



1 necessary Plan provisions regarding the classification of claims and interests, treatment of such  
2 claims and interests, as well as other material provisions, such as treatment of executory  
3 contracts and unexpired leases, the means and mechanics of distribution, retention of the  
4 Bankruptcy Court's jurisdiction, and other matters that a "hypothetical investor" would need to  
5 know in order to make an informed decision about the Plan. Furthermore, the Plan provides  
6 significant detail with respect to the Debtor's financial history, current financial status and the  
7 events thus far in this chapter 11 proceeding, as well as procedures and instructions for voting  
8 and analysis as to the feasibility of the Plan.

9 12. I will continue to review the Disclosure Statement and, based upon my ongoing  
10 review and further developments in this Chapter 11 case, may make additional changes and  
11 disclosures prior to a hearing on the Disclosure Statement (the "Disclosure Statement Hearing").  
12 Any such additional disclosures would only increase the amount of information being provided  
13 to creditors, and consequently, will only enhance the adequacy of information in the Disclosure  
14 Statement. Accordingly, I submit that, given the facts and circumstances, the Disclosure  
15 Statement contains more than "adequate information" under section 1125 of the Bankruptcy  
16 Code and, therefore, should be approved.

17 13. I propose that, assuming the entry of an order approving this Motion, no later than  
18 five (5) business days after entry of the Order (the "Service Date"), the Debtor will serve a  
19 "Solicitation Package" consisting of: (1) the Disclosure Statement; which will include the  
20 Proposed Plan as an attachment and the Order Approving Disclosure Statement (on a CD-ROM);  
21 (2) written notice of (x) the Bankruptcy Court's order approving the adequacy of the Disclosure  
22 Statement, (y) the scheduled Confirmation Hearing, and (z) the deadlines for voting and filing  
23 objections, in the form of a proposed notice attached hereto as **Exhibit A** (the "Confirmation  
24 Hearing Notice"); and (3) an appropriate ballot (but only if the intended recipient is the holder of  
25 a class of claims whose holders are entitled to vote on the Plan) on the following:

- 26 a. All parties (1) that have filed a proof of claim in the Debtors' cases  
27 (other than claims that have been disallowed, waived, or  
28 withdrawn by order of the Bankruptcy Court, stipulation, or  
otherwise), or (2) if no such proof of claim has been filed, on  
whose behalf the Debtors scheduled a claim in their Schedules of



Assets and Liabilities (the “Schedules”), except for claims reflected on the Schedules as being disputed, contingent, or unliquidated, and (3) parties holding claims allowed pursuant to a final order of this Court;

- b. All equity security holders of the Debtors;
- c. All parties listed on the Schedule G of the Debtors’ as parties to executory contracts or unexpired leases with the Debtors as of the Petition Date;
- d. The Office of the United States Trustee, the Securities and Exchange Commission and the other governmental entities identified in Bankruptcy Rule 2002(j);
- e. The professionals employed at the expense of the Debtor’s estate in this case; and
- f. All parties that have requested notice in these cases under Bankruptcy Rule 2002 (the “2002 Notice Parties”).

14. I anticipate that the United States Postal Service may return some Disclosure Statement Notices, Confirmation Hearing Notices or Solicitation Packages as undeliverable. Further, it is costly and wasteful to mail Solicitation Packages to the same addresses from which mail was previously returned as undeliverable. Therefore, I request that I be relieved from mailing Solicitation Packages to addresses from which I or the Noticing Agent previously received any mailings returned as undeliverable unless I am provided with a new mailing address before the Solicitation Date. I further request that I not be required to inquire or research the whereabouts of any such creditor.

15. I propose that a creditor who holds a Class 2 Claim is not entitled to vote on the Plan to the extent that:

- a. As of the Record Date, the outstanding amount of such claim is not greater than zero (\$0.00);
- b. As of the Record Date, such claim has been disputed, objected to, disallowed, expunged, disqualified, or suspended and the claimholder did not obtain an order of the Court prior to the Voting Deadline deeming such claim allowed for voting purposes; or
- c. The Debtors either did not schedule such creditor’s claim or scheduled such creditor’s claim as contingent, unliquidated, or disputed or in a zero or unknown amount and such creditor did not timely file a proof of claim by the applicable Bar Date, and did not receive an order of the Court prior to the Voting Deadline deeming such claim timely or allowed for voting purposes.



1           16.     The proposed Confirmation Hearing Notice is attached hereto as **Exhibit A**. I  
2 respectfully request that the Court approve this form of notice as adequate and appropriate for  
3 providing notice of the Confirmation Hearing, and of the other deadline and procedures  
4 established by the Court and its Local Rules in connection with the solicitation of acceptances  
5 and rejections of the Plan, and the conduct of the Confirmation Hearing. I believe that the  
6 proposed form of Confirmation Hearing Notice is reasonable and appropriate, and contains all of  
7 the information required to be communicated therein pursuant to Bankruptcy Rule 3017(d) and  
8 this Court's Local Rules.

9           17.     Attached hereto as **Exhibits B and C** are the proposed form of ballots (which  
10 includes instructions for voting on the Plan). I respectfully submit that the form of ballot  
11 attached hereto substantially conform with Official Form 14, the appropriate official form setting  
12 forth the contents of a ballot accepting or rejecting a plan.

13           18.     I request that the Court establish the date on which an order approving the  
14 Disclosure Statement is entered on the docket in these chapter 11 cases as the record date (the  
15 "Record Date") for determining: (a) the holders of claims that are entitled to receive the  
16 Solicitation Package pursuant to the Solicitation Procedures; (b) the holders of claims entitled to  
17 vote to accept the Plan; and (c) whether claims have been properly transferred to an assignee  
18 pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the holder of a claim.

19           19.     I propose that, to the extent that the Debtor has objected to a claim in the Voting  
20 Class and such claim has been allowed by the Court prior to the Voting Deadline, such creditor  
21 will be allowed to vote in the amount of such allowed claim. If claim is subject of a pending  
22 objection, the claim of such creditor will be allowed to vote according to the relief sought in the  
23 objection. In addition, as further discussed below, certain additional claims may be temporarily  
24 allowed for purposes of voting on the Plan.

25           20.     In addition to the proposals set forth above, I propose that, for the purpose of  
26 voting only, each claim within the Voting Class be temporarily allowed in an amount equal to  
27 the amount of such claim set forth in the Schedules or the Debtor's records, subject to the  
28 following provisions:



- a. If a proof of claim was timely filed in an amount that is liquidated, noncontingent, and undisputed, such claim is temporarily allowed in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (f) below;
- b. If a claim for which a proof of claim has been timely filed is contingent, unliquidated, or disputed, such claim is accorded one vote and valued at one dollar (\$1.00) for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (f) below;
- c. If a claim is listed in the Schedules or on a timely filed proof of claim as partially contingent, unliquidated, or disputed, such claim is temporarily allowed in the amount that is liquidated, noncontingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (f) below;
- d. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution, or as otherwise provided in such order;
- e. If a claim is listed in the Schedules as contingent, unliquidated, or disputed or in a zero or an unknown amount, and a proof of claim was not (i) filed by the applicable Bar Date or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, such claim shall be disallowed for voting purposes pursuant to Bankruptcy Rule 3003(c);
- f. If the Debtors or a party in interest has filed an objection or request for estimation of a claim on or before the hearing on this Motion (the "Deadline to Object to Claims for Voting Purposes"), such claim is temporarily disallowed except as agreed to by the parties or ordered by the Court at or prior to the Voting Deadline; *provided, however*, that if such objection seeks to reclassify or reduce the allowed amount of such claim, then such claim is temporarily allowed for voting purposes in the reduced amount and/or as reclassified, except as agreed to by the parties or ordered by the Court at or prior to the Voting Deadline.

21. I propose that only holders of Claims in Classes 2 and 3 (i) for which proofs of claims have been timely-filed, as reflected on the claims registers as of the Record Date, (ii) that are listed on the Debtors' schedules, with the exception of those claims that are scheduled as contingent, unliquidated or disputed, and (iii) that arise pursuant to an agreement or settlement



1 with the Trustee, as reflected in a document filed with the Bankruptcy Court, in an order of the  
2 Bankruptcy Court, or in a document executed by the Trustee pursuant to authority granted by the  
3 Bankruptcy Court, in each case regardless of whether a proof of claim has been filed shall  
4 receive a ballot (collectively, the “Voting Parties”).

5 22. I purpose that the Voting Parties will be the only parties who will be provided  
6 with ballots for accepting or rejecting the Plan (“Ballots”). The Debtor purposes that the Ballots  
7 must be returned to Donlin Recano & Company (the “Ballot Tabulator”), at the address below,  
8 so as to be actually received by November 4, 2016, at 4:00 p.m. Pacific Time (the “Voting  
9 Deadline”) or such other deadline the Court may set at the hearing on this Motion.

<u><b>If by First Class Mail:</b></u>	<u><b>If by Hand Delivery or Overnight Mail:</b></u>
Donlin, Recano & Company, Inc. <b>Re: Peek Kids Ballot Processing</b> Attn: Voting Department PO Box 192016 Blythebourne Station Brooklyn, NY 11219	Donlin, Recano & Company, Inc. <b>Re: Peek Kids Ballot Processing</b> Attn: Voting Department 6201 15 <sup>th</sup> Ave Brooklyn, NY 11219

17 23. I propose that Ballots may be transmitted by first class mail, overnight delivery,  
18 or hand delivery. Ballots sent by e-mail or facsimile will not be accepted. Any ballots received  
19 after the Balloting Deadline may not be counted

20 24. I request that the following procedures be utilized to tabulate the Ballots:

- 21 a. The following Ballots shall not be counted: (1) Any Ballot that is  
22 illegible or contains insufficient information to permit the  
23 identification of the holder; (2) Any Ballot cast by an entity that  
24 does not hold a Claim; (3) Any unsigned Ballot or any Ballot  
25 lacking an original signature; (4) Any Ballot not marked to accept  
26 or reject the Plan, or marked both to accept and reject the Plan (5)  
27 Any Ballot submitted by any entity not entitled to vote pursuant to  
28 the procedures described herein.
- b. If multiple Ballots are received from the same holder with respect  
to the same claim prior to the Voting Deadline, the last valid Ballot  
timely received will be deemed to reflect that voter’s intent and  
will supersede and revoke any prior Ballot.



- 1 c. Holders must vote all of their claims either to accept or reject the  
2 Plan and may not split any votes. A Ballot that partially rejects  
3 and partially accepts the Plan will not be counted.  
4  
5 d. An original executed Ballot is required to be submitted by the  
6 entity submitting such Ballot. Delivery of a Ballot to the Voting  
7 Agent by facsimile, e-mail, or any other electronic means will not  
8 be valid.

9  
10 25. I propose the following dates, deadlines and procedures with respect to the  
11 solicitation process and Confirmation Hearing:  
12

- 13 a. The deadline by which ballots to accept or reject the Plan must be  
14 received by the Ballot Tabulator shall be November 4, 2016 at 4:00  
15 p.m. Pacific Time ("Voting Deadline").  
16  
17 b. The deadline by which any party objecting to confirmation of the  
18 Plan must file and serve its written objection to confirmation of the  
19 Plan shall be seven (7) days prior to the Confirmation Hearing (the  
20 "Plan Objection Deadline"). Any objection to confirmation of the  
21 Plan must be in writing, specify the name and address of the party  
22 objecting, set forth the amount of the objecting party's claim(s)  
23 and any other grounds giving the objector standing to object, set  
24 forth the grounds for the objection and describe the evidence in  
25 support thereof. Such objection (and any supporting materials)  
26 shall be served on the following parties:

27 (1) **Counsel for the Debtor**

28 Nuti Hart LLP  
Gregory C. Nuti, Esq.  
Kevin W. Coleman, Esq.  
411 30<sup>th</sup> Street, Suite 408  
Oakland, CA 94609

(2) **Office of the United States Trustee**

Office of the United States Trustee  
Attn: Donna S. Tamanaha, Esq.  
235 Pine Street, Suite 700  
San Francisco, CA 95104-3401

- c. The deadline by which the Debtor, or any other party-in-interest  
may file and serve its memorandum in support of Confirmation  
and response, if any, to any objection to confirmation of the Plan  
shall be three (3) days prior to the Confirmation Hearing. Such  
response shall be served on any party objecting to the confirmation  
of the Plan, the Office of the United States Trustee, the 20 largest  
unsecured creditors, all landlords, and all parties requesting special  
notice.



1 d. The deadline by which the Debtor must file and serve the Plan  
2 Ballot Summary shall be seven (3) days prior to the Confirmation  
3 Hearing. The Plan Ballot Summary shall contain all information  
4 required by Local Rule 3020-1(a) and served on the parties as set  
5 forth therein.

6 I declare under penalty of perjury under the laws of the United States of America that the  
7 forgoing is true and correct and that this declaration was executed in Oakland, California on  
8 August 26, 2016.

9 /s/Jason Klein  
10 Jason Klein  
11 CEO and Responsible Individual  
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# **EXHIBIT A**



Gregory C. Nuti (SB 151754)  
Kevin W. Coleman (SB 168538)  
Christopher H. Hart (SB 184117)  
NUTI HART LLP  
411 30<sup>th</sup> Street, Suite 408  
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[kcoleman@nutihart.com](mailto:kcoleman@nutihart.com)  
[chart@nutihart.com](mailto:chart@nutihart.com)

Attorneys for Debtor,  
PEEK, AREN'T YOU CURIOUS, INC.

**UNITED STATES BANKRUPTCY COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO DIVISION**

In re:  
PEEK, AREN'T YOU CURIOUS, INC.,  
Debtor.

Case No.: 16-30146 HLB

Chapter 11

**NOTICE OF HEARING ON  
CONFIRMATION OF JOINT  
CHAPTER 11 PLAN OF LIQUIDATION**

**Date:** [tba]  
**Time:** 10:00 a.m.  
**Place:** 450 Golden Gate Avenue  
Courtroom 19  
San Francisco, CA 94102  
**Judge:** Hon. Hannah L. Blumenstiel

**TO: THE DEBTOR, ALL CREDITORS, ALL EQUITY SECURITY HOLDERS, THE  
UNITED STATES TRUSTEE, THE SECURITIES AND EXCHANGE COMMISSION  
AND PARTIES REQUESTING SPECIAL NOTICE:**

**PLEASE TAKE NOTICE** that on **October** \_\_\_\_\_, **2016** the Court entered its order (“Order”) determining the adequacy of and authorizing the dissemination of the *Disclosure Statement For Chapter 11 Plan of Liquidation* (the “Disclosure Statement”), and establishing various deadlines and procedures relating to the solicitation of ballots, and confirmation of the *Chapter 11 Plan of Liquidation* (the “Plan”).

In accordance with the Order, **PLEASE TAKE FURTHER NOTICE OF THE  
FOLLOWING:**

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If you have received this Notice without the Plan and Disclosure Statement, the Debtor believes that you are entitled to receive the Notice, but that you do not hold a claim against the Debtor or its estate. You nevertheless may obtain a copy of the Plan and Disclosure Statement from (i) the Ballot Tabulator (Donlin, Recano & Company, Inc.), through their web address at [www.donlinrecano.com/peekkids](http://www.donlinrecano.com/peekkids) or phone at (212) 771-1128; (ii) the Office of the Clerk of the Court, through the Court's website at [www.canb.uscourts.gov](http://www.canb.uscourts.gov) using the CM/ECF service (a fee may apply); or (iii) by sending a written request to counsel for the Debtor, Nuti Hart LLP at the address set forth above.

Holders of Class 2 and 3 Claims (the “Voting Parties”) are the only creditors entitled to vote on the Plan. The Voting Parties are the only parties, therefore, that have been provided with ballots for accepting or rejecting the Plan (“Ballots”).

<b><u>If by First Class Mail:</u></b>	<b><u>If by Hand Delivery or Overnight Mail:</u></b>
<p>Donlin, Recano &amp; Company, Inc.  <b>Re: Peek Kids Ballot Processing</b>          Attn: Voting Department          PO Box 192016 Blythebourne Station          Brooklyn, NY 11219</p>	<p>Donlin, Recano &amp; Company, Inc.  <b>Re: Peek Kids Ballot Processing</b>          Attn: Voting Department          6201 15<sup>th</sup> Ave          Brooklyn, NY 11219</p>

A creditor may cast only one ballot for each claim held. Superseding or duplicate ballots will not be counted absent stipulation of the Plan Proponent or authorization by the Court.



1 Ballots returned with no claim amount indicated or which amount is otherwise  
2 undeterminable or unascertainable will be included in the tally of acceptance or rejections;  
3 however, the dollar amount of the claim will be treated at \$1.00.

4 If you have received this Notice, along with the Plan and Disclosure Statement, but you  
5 have not received a Ballot, the Debtor believes that you are: (i) a creditor whose claim is  
6 unimpaired by the Plan and that you, therefore, are not entitled to vote on the Plan, (ii) a holder  
7 of an equity interest that will not retain or receive value under the Plan and that you, therefore,  
8 are deemed to reject the Plan, or (iii) otherwise not the holder of claim that is entitled to vote to  
9 accept or reject the Plan. If you nevertheless believe that you are entitled to vote on the Plan,  
10 you must file and serve a motion with the Court requesting a determination that you are entitled  
11 to vote on the Plan and arrange for such motion to be heard by the Court at or prior to the Voting  
12 Deadline. (Before doing so, you should first confirm that the absence of a ballot was intentional  
13 by contacting the Ballot Tabulator.

14 If the Debtor objects to your claim, or if you have not filed a proof of claim and your  
15 claim is identified in the Debtor's Schedules of Assets and Liabilities as a disputed, contingent or  
16 unliquidated claim, then your vote will not be counted unless you first obtain an order from the  
17 Court temporarily allowing your claim for voting purposes by filing and serving a motion  
18 requesting such relief and arranging for the motion to be heard by the Court at or prior to the  
19 Voting Deadline.

20 Pursuant to the Plan, the deadline for objecting to claims is after the hearing on the  
21 confirmation of the Plan (the "Confirmation Hearing"). Accordingly, creditors may not rely on  
22 the absence of an objection to their proofs of claim in determining whether to vote or accept or  
23 reject the Plan or as any indication that the Debtor ultimately will not object to the amount,  
24 priority, security, or allow ability of such claims.

### 25 **PLAN CONFIRMATION HEARING AND DEADLINES FOR OBJECTIONS**

26 The Confirmation Hearing will be held on **November \_\_\_\_\_, 2016 at 10:00 a.m. Pacific**  
27 **Time** before the Honorable Hannah L. Blumenstiel, United States Bankruptcy Judge, 450  
28 Golden Gate Avenue, Courtroom 19, San Francisco, CA 94102. The Confirmation Hearing may  
be continued by announcement in open court without further notice to parties in interest.

The deadline by which any party objecting to confirmation of the Plan must file and serve  
its objection to confirmation is **November \_\_\_\_\_, 2016, at 11:59 p.m. Pacific Time** (the  
"Plan Objection Deadline"). Any objection to confirmation of the Plan must be in writing,  
specify the name and address of the party objecting, set forth the amount of the objecting party's  
claims and any other grounds giving the objector standing to object, set forth the grounds for the  
objection and describe the evidence in support thereof. Such objection (and any supporting  
materials) shall be served on the following parties:

#### 29 **Counsel for the Debtor**

30 Nuti Hart LLP  
31 Gregory C. Nuti  
32 Kevin W. Coleman, Esq.  
33 411 30<sup>th</sup> Street, Suite 408  
34 Oakland, CA 94609



**Office of the United States Trustee**  
Office of the United States Trustee  
Attn: Donna S. Tamanaha, Esq.  
235 Pine Street, Suite 700  
San Francisco, CA 95104-3401

The failure to file and serve an objection by the deadlines set forth herein will be deemed by the Court to be consent to Plan confirmation.

The deadline by which the Debtor, or any other party-in-interest may file and serve its response, if any, to any objection to confirmation of the Plan shall be three (3) days prior to the Confirmation hearing, i.e., **November \_\_\_\_\_, 2016**. Such response shall be served on any party objecting to the confirmation of the Plan, the Office of the United States Trustee, the 20 largest unsecured creditors, all landlords, and all parties requesting special notice.

The deadline by which the Debtor must file and serve the Plan Ballot Summary shall be three (3) days prior to the Confirmation Hearing. The Plan Ballot Summary shall contain all information required by Local Rule 3020-1(a) and served on the parties as set forth therein.

Dated: October \_\_, 2016

NUTI HART LLP

/s/ Gregory C. Nuti

Gregory C. Nuti

Kevin W. Coleman

Attorneys for the Debtor



# **EXHIBIT B**



Gregory C. Nuti (SB 151754)  
Kevin W. Coleman (SB 168538)  
Christopher H. Hart (SB 184117)  
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[chart@nutihart.com](mailto:chart@nutihart.com)

Attorneys for Debtor,  
PEEK, AREN'T YOU CURIOUS, INC.

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

In re:

PEEK, AREN'T YOU CURIOUS, INC.,  
Debtor.

Case No.: 16-30146 HLB

Chapter 11

**Chapter 11 Plan: Class 2 Ballot**

**Ballot for Accepting or Rejecting the Chapter 11 Plan of Liquidation of Peek, Aren't You Curious, Inc. by Holders of Class 2 General Unsecured Claims**

Peek, Aren't You Curious, Inc. ("Debtor" or "Peek") filed its *Chapter 11 Plan of Liquidation* (the "Plan") in this chapter 11 case. The Court has approved the *Disclosure Statement for the Chapter 11 Plan of Liquidation* (the "Disclosure Statement") with respect to the Plan, a copy of which is included with this Ballot. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from (i) the Ballot Tabulator (Donlin, Recano & Company, Inc.), through their web address at [www.donlinrecano.com/peekkids](http://www.donlinrecano.com/peekkids) or phone at (212) 771-1128; (ii) the Office of the Clerk of the Court, through the Court's website at [www.canb.uscourts.gov](http://www.canb.uscourts.gov) using the CM/ECF service (a fee may apply); or (iii) by sending a written request to counsel for the Debtor, Nuti Hart LLP at the address set forth above.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 2 under the Plan.**

**If your *original* executed ballot is not received by Ballot Tabulator, Donlin, Recano & Company, Inc., on or before October \_\_, 2016 at 4:00 p.m. Pacific Time ("Voting Deadline"), and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

**Ballots may be transmitted by first class mail, overnight delivery, or hand delivery. Ballots sent by e-mail or facsimile will not be accepted. Any ballots received after the Voting Deadline may not be counted.**



**The following Ballots shall not be counted: (1) Any Ballot that is illegible or contains insufficient information to permit the identification of the holder; (2) Any Ballot cast by an entity that does not hold a Claim; (3) Any unsigned Ballot or any Ballot lacking an original signature; (4) Any Ballot not marked to accept or reject the Plan, or marked both to accept and reject the Plan (5) Any Ballot submitted by any entity not entitled to vote pursuant to the procedures described herein.**

**If multiple Ballots are received from the same holder with respect to the same claim prior to the Voting Deadline, the last valid Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior Ballot.**

**Holders must vote all of their claims either to accept or reject the Plan and may not split any votes. A Ballot that partially rejects and partially accepts the Plan will not be counted. If a party that is entitled to vote has more than one claim within the same class based upon different transactions, such party shall be entitled to one vote for numerosity purposes in the aggregate dollar amount of all of said claims**

**If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.**

*(Please complete the next page)*



**PLEASE SEE PRIOR PAGES FOR INSTRUCTIONS**

**IN RE PEEK, AREN'T YOU CURIOUS, INC., CHAPTER 11 – CASE NO. 16-30146 HLB**  
**United States Bankruptcy Court for the Northern District of California**  
*Chapter 11 Plan of Liquidation*

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned, the holder of a Class 2 General Unsecured Claim against the Debtor in the unpaid amount of: \$\_\_\_\_\_ Dollars (US Dollars).

[Check One Box Only]

[ ] ACCEPTS THE PLAN

[ ] REJECTS THE PLAN

Dated: \_\_\_\_\_

Print or type name  
of creditor<sup>1</sup>: \_\_\_\_\_

By: \_\_\_\_\_

Signature: \_\_\_\_\_

Title (if corporation or partnership) \_\_\_\_\_

Telephone: ( ) \_\_\_\_\_

E-mail: \_\_\_\_\_

Address: \_\_\_\_\_

RETURN THIS BALLOT AS FOLLOWS:

<b><u>If by First Class Mail:</u></b>	<b><u>If by Hand Delivery or Overnight Mail:</u></b>
<p>Donlin, Recano &amp; Company, Inc.  <b>Re: Peek Kids Ballot Processing</b>            Attn: Voting Department            PO Box 192016 Blythebourne Station            Brooklyn, NY 11219</p>	<p>Donlin, Recano &amp; Company, Inc.  <b>Re: Peek Kids Ballot Processing</b>            Attn: Voting Department            6201 15<sup>th</sup> Ave            Brooklyn, NY 11219</p>

<sup>1</sup> If creditor is a business, please insert name of business.



# **EXHIBIT C**



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Attorneys for Debtor,  
PEEK, AREN'T YOU CURIOUS, INC.

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

In re:

PEEK, AREN'T YOU CURIOUS, INC.,  
Debtor.

Case No.: 16-30146 HLB

Chapter 11

**Chapter 11 Plan: Class 3 Ballot**

**Ballot for Accepting or Rejecting the Chapter 11 Plan of Liquidation of Peek, Aren't You Curious, Inc. by the Holder of Class 3 Late Filed Claim**

Peek, Aren't You Curious, Inc. ("Debtor" or "Peek") filed its *Chapter 11 Plan of Liquidation* (the "Plan") in this chapter 11 case. The Court has approved the *Disclosure Statement for the Chapter 11 Plan of Liquidation* (the "Disclosure Statement") with respect to the Plan, a copy of which is included with this Ballot. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from (i) the Ballot Tabulator (Donlin, Recano & Company, Inc.), through their web address at [www.donlinrecano.com/peekkids](http://www.donlinrecano.com/peekkids) or phone at (212) 771-1128; (ii) the Office of the Clerk of the Court, through the Court's website at [www.canb.uscourts.gov](http://www.canb.uscourts.gov) using the CM/ECF service (a fee may apply); or (iii) by sending a written request to counsel for the Debtor, Nuti Hart LLP at the address set forth above.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 3 under the Plan.**

**If your *original* executed ballot is not received by Ballot Tabulator, Donlin, Recano & Company, Inc., on or before October \_\_, 2016 at 4:00 p.m. Pacific Time ("Voting Deadline"), and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

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**If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.**

*(Please complete the next page)*



**PLEASE SEE PRIOR PAGES FOR INSTRUCTIONS**

**IN RE PEEK, AREN'T YOU CURIOUS, INC., CHAPTER 11 – CASE NO. 16-30146 HLB**  
**United States Bankruptcy Court for the Northern District of California**  
**Chapter 11 Plan of Liquidation**

**ACCEPTANCE OR REJECTION OF THE PLAN**

The undersigned, the holder of the Class 3 Late Filed Claim against the Debtor in the unpaid amount of: \$\_\_\_\_\_ Dollars (US Dollars).

[Check One Box Only]

[ ] ACCEPTS THE PLAN

[ ] REJECTS THE PLAN

Dated: \_\_\_\_\_

Print or type name  
of creditor<sup>1</sup>: \_\_\_\_\_

Signature: \_\_\_\_\_

Title (if corporation or partnership) \_\_\_\_\_

Telephone: ( ) \_\_\_\_\_

E-mail: \_\_\_\_\_

Address: \_\_\_\_\_

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<sup>1</sup> If creditor is a business, please insert name of business.