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Signed and Filed: October 11, 2016

A handwritten signature in black ink, appearing to read "Hannah L. Blumenstiel".

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

HANNAH L. BLUMENSTIEL
U.S. Bankruptcy Judge

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

**ORDER APPROVING SECOND
AMENDED DISCLOSURE
STATEMENT FOR PEEK, AREN'T
YOU CURIOUS, INC.'S FIRST
AMENDED CHAPTER 11 PLAN OF
LIQUIDATION (OCTOBER 6, 2016)**

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

Upon the Motion of Peek, Aren't You Curious, Inc., debtor and debtor in possession ("Debtor" or "Peek") for the entry of an order pursuant to 11 U.S.C. §§ 105, 1125 and 1126, Rules 3016 and 3017 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (i) approving the Disclosure Statement for the Chapter 11 Plan of Liquidation, (ii) approving deadlines and procedures relating to Plan solicitation, tabulation of ballots and plan confirmation, (iii) scheduling a hearing on the confirmation of the Plan, and (iv) approving the

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form and scope of notice thereof, as proposed herein (the “Motion”), with respect to the *Chapter 11 Plan of Liquidation for Peek, Aren’t You Curious, Inc. (August 25, 2016)* [Docket No. 192], (the “Plan”) (as amended by Docket No. 217) and the *Disclosure Statement for Peek, Aren’t You Curious, Inc.’s Chapter 11 Plan of Liquidation (August 25, 2016)* [Docket No. 191], as ultimately amended by the *Second Amended Disclosure Statement for Peek, Aren’t You Curious, Inc.’s Chapter 11 Plan of Liquidation (October 6, 2016)* [Docket No. 216] (the “Disclosure Statement”); and it appearing that proper and timely notice of the Disclosure Statement and the Motion have been given; and it appearing that such notice was adequate and sufficient; and it further appearing that the relief sought in the Motion is reasonable and in the best interests of the Debtor, the estate, creditors, interest holders and other parties in interest; all objections having been either resolved or overrule and sufficient cause appearing therefore, and upon due deliberation given,

IT IS HEREBY ORDERED:

1. The Motion is GRANTED.
2. The Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code, and is hereby approved. The Debtor is authorized pursuant to section 1125 of the Bankruptcy Code to transmit the Disclosure Statement.
3. The Confirmation Hearing Notice attached as Exhibit A to the Klein Decl. is hereby approved as adequate and appropriate for providing notice of the Confirmation Hearing, and of the other deadlines and procedures established by this Court in connection with the solicitation of acceptances and rejections of the Plan, and the conduct of the Confirmation Hearing.
4. On or before October 13, 2016 (the “Solicitation Date”), the Debtor may serve a “Solicitation Package” consisting of: (1) the Disclosure Statement; which will include the Proposed Plan as an attachment and the Order Approving Disclosure Statement (on a CD-Rom); (2) written notice of (x) the Bankruptcy Court’s order approving the adequacy of the Disclosure Statement, (y) the scheduled Confirmation Hearing, and (z) the deadlines for voting and filing objections, in the form of the Confirmation Hearing Notice, and (3) an appropriate

1 ballot (but only if the intended recipient is the holder of a class of claims whose holders are
2 entitled to vote on the Plan) on the following:

- 3 a. All parties (1) that have filed a proof of claim in the Debtors' cases
4 (other than claims that have been disallowed, waived, or withdrawn by
5 order of the Bankruptcy Court, stipulation, or otherwise), or (2) if no
6 such proof of claim has been filed, on whose behalf the Debtors
7 scheduled a claim in their Schedules of Assets and Liabilities (the
8 "Schedules"), except for claims reflected on the Schedules as being
9 disputed, contingent, or unliquidated, and (3) parties holding claims
10 allowed pursuant to a final order of this Court;
- 11 b. All equity security holders of the Debtor;
- 12 c. All parties listed on the Schedule G of the Debtors' as parties to
13 executory contracts or unexpired leases with the Debtor as of the
14 Petition Date;
- 15 d. The Office of the United States Trustee, the Securities and Exchange
16 Commission and the other governmental entities identified in
17 Bankruptcy Rule 2002(j);
- 18 e. The professionals employed at the expense of the Debtor's estate in this
19 case; and
- 20 f. All parties that have requested notice in these cases under Bankruptcy
21 Rule 2002 (the "2002 Notice Parties").

22 (collectively, the "Solicitation Procedures").

23 5. The Debtor is relieved from mailing Solicitation Packages to addresses from
24 which the Debtor or Noticing Agent previously received any mailings returned as
25 undeliverable unless the Debtors are provided with a new mailing address before the
26 Solicitation Date; provided, however, that the Debtors shall not be required to inquire or
27 research the whereabouts of any such creditor.

28 6. 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

1 c. The Debtors either did not schedule such creditor's claim or scheduled
2 such creditor's claim as contingent, unliquidated, or disputed or in a zero
3 or unknown amount and such creditor did not timely file a proof of
4 claim by the applicable Claims 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.

5 7. The proposed form of ballots attached to Klein Decl. as Exhibits B and C
6 substantially conforms with Official Form 14, and is hereby approved.

7 8. The Court hereby establishes that the date on which this Order is entered on the
8 docket in these chapter 11 cases is the record date (the "Record Date") for determining: (a) the
9 holders of claims that are entitled to receive the Solicitation Package pursuant to the
10 Solicitation Procedures; (b) the holders of claims entitled to vote to accept the Plan; and (c)
11 whether claims have been properly transferred to an assignee pursuant to Bankruptcy Rule
12 3001(e) such that the assignee can vote as the holder of a claim.

13 9. To the extent that the Debtor has objected to a claim in the Voting Class and
14 such claim has been allowed by the Court prior to the Voting Deadline, such creditor will be
15 allowed to vote in the amount of such allowed claim. If claim is subject of a pending
16 objection, the claim of such creditor will be allowed to vote according to the relief sought in
17 the objection. In addition, as further set forth below, certain additional claims may be
18 temporarily allowed for purposes of voting on the Plan.

19 10. For the purpose of voting only, each claim within the Voting Class is
20 temporarily allowed in an amount equal to the amount of such claim set forth in the Schedules
21 or the Debtor's records, subject to the following provisions:

- 22 a. If a proof of claim was timely filed in an amount that is
23 liquidated, noncontingent, and undisputed, such claim is
24 temporarily allowed in the amount set forth on the proof of
claim, unless such claim is disputed as set forth in subparagraph
(f) below;
- 25 b. If a claim for which a proof of claim has been timely filed is
26 contingent, unliquidated, or disputed, such claim is accorded one
27 vote and valued at one dollar (\$1.00) for voting purposes only,
28 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, non-contingent, 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.

11. Only the following holders of claims shall be entitled to vote on the Plan (collectively, the “Voting Parties”): Holders of Class 2 and 3 Claims:

- a. for which proofs of claims have been timely-filed, as reflected on the claims registers as of the Record Date;
- b. that are listed on the Debtors’ schedules, with the exception of those claims that are scheduled as contingent, unliquidated or disputed;
- c. that arise pursuant to an agreement or settlement with the Trustee, as reflected in a document filed with the Bankruptcy Court, in an order of the Bankruptcy Court, or in a document executed by the Trustee pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a proof of claim has been filed shall receive a ballot.

12. Voting Parties will be the only parties who will be provided with ballots for accepting or rejecting the Plan (“Ballots”). Ballots must be returned to Donlin Recano & Company (the “Ballot Tabulator”), at the address below, so as to be actually received by November 4, 2016, at 4:00 p.m. Pacific Time (the “Voting Deadline”).

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

13. The Ballot Tabulator may utilize the following procedures to tabulate the Ballots:

- a. 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.
- 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.
- c. 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.
- d. An original executed Ballot is required to be submitted by the entity submitting such Ballot. Delivery of a Ballot to the Voting Agent by facsimile, e-mail, or any other electronic means will not be valid.

14. The Court hereby sets the following dates, deadlines and procedures with respect Plan Confirmation:

- a. The deadline by which ballots to accept or reject the Plan must be received by the Ballot Tabulator shall be November 4, 2016 at 4:00 p.m. Pacific Time (“Voting Deadline”).

b. The deadline by which any party objecting to confirmation of the Plan must file and serve its written objection to confirmation of the Plan shall be November 10, 2016 (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 claim(s) 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:

(1) **Counsel for the Debtor**

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Gregory C. Nuti, Esq.
Kevin W. Coleman, Esq.
411 30th Street, Suite 408
Oakland, CA 94609

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

Office of the United States Trustee
Attn: Donna S. Tamanaha, Esq.
Phillip J. Burton Federal Building
450 Golden Gate Avenue, 5th Flr., #05-0153
San Francisco, CA 94102

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 November 14, 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.

d. The deadline by which the Debtor must file and serve the Plan Ballot Summary, Proof of Service of the Solicitation Packages and any other Proof of Service of other notices required by this Order shall be November 14, 2016. The Plan Ballot Summary shall contain all information required by Local Rule 3020-1(a) and served on the parties as set forth therein.

****END OF ORDER****