

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
FUHU, INC., *et al.*,¹)
Debtors.) Case No. 15-12465 (CSS)
) (Jointly Administered)
)
Related Docket Nos. 3, 40, 147, and 227

**CERTIFICATION OF COUNSEL REGARDING
STIPULATION AND AGREED ORDER AMENDING THAT
FINAL ORDER AUTHORIZING USE OF CASH COLLATERAL,
CONFIRMING DEBTORS' ABILITY TO SELL INVENTORY,
AND GRANTING ADEQUATE PROTECTION TO PRE-PETITION LENDERS**

The undersigned counsel for the above-captioned debtors and debtors in possession (the "Debtors") hereby certifies that:

1. On January 7, 2016, the Court entered the *Final Order Authorizing Use of Cash Collateral, Confirming Debtors' Ability to Sell Inventory, and Granting Adequate Protection to Pre-Petition Lenders* (the "Final Order") [Docket No. 227]. The Termination Date (as defined in the Final Order) occurred not later than January 31, 2016.

2. In connection with the Final Order, the Debtors, the Official Committee of Unsecured Creditors, and the TCP Agent, on behalf of itself and the TCP Lenders, entered into, subject to the approval of the Court, that *Stipulation and Agreed Order Amending that Final Order Authorizing Use of Cash Collateral, Confirming Debtors' Ability to Sell Inventory, and Granting Adequate Protection to Pre-Petition Lenders* (the "Proposed Stipulated Order") providing for the Debtors' continued use of cash collateral pursuant to the terms and conditions thereof.

¹ The Debtors, together with the last four digits of each Debtor's tax identification number, are: Fuhu, Inc. (7896); Fuhu Holdings, Inc. (9761); Fuhu Direct, Inc. (2180); and Nabi, Inc. (4119). The location of the Debtors' headquarters and service address is 1700 E. Walnut Avenue, Suite 500, El Segundo, CA 90245.



3. Attached hereto as Exhibit 1 is the Proposed Stipulated Order.
4. Accordingly, the Debtors respectfully request entry of the Proposed

Stipulated Order attached hereto at the Court's earliest convenience.

Dated: February 19, 2016

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Possession*

EXHIBIT 1

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

In re)	Chapter 11
)	
Fuhu, Inc., <i>et al.</i> , ¹)	Case No. 15-12465 (CSS)
)	(Jointly Administered)
)	
Debtors.)	Re: Docket Nos. 3, 40, 147, 227

**STIPULATION AND AGREED ORDER AMENDING THAT CERTAIN
FINAL ORDER AUTHORIZING USE OF CASH COLLATERAL, CONFIRMING
DEBTORS' ABILITY TO SELL INVENTORY, AND GRANTING ADEQUATE
PROTECTION TO PRE-PETITION LENDERS (D.I. 227)**

WHEREAS, on January 7, 2016, the Court entered that certain Final Order Authorizing Use of Cash Collateral, Confirming Debtors' Ability to Sell Inventory, and Granting Adequate Protection to Pre-Petition Lenders (D.I. 227, the "Final Order")²;

WHEREAS, the Termination Date under the Final Order occurred not later than January 31, 2016;

WHEREAS, the Debtors, the Committee, and TCP Agent, on behalf of itself and the TCP Lenders, desire to amend the Final Order to, among other things, authorize the Debtors' further use of Cash Collateral as set forth herein, and provide TCP Agent and TCP Lenders with further adequate protection of their interests in Cash Collateral and other collateral, subject to the terms and conditions of the Final Order as amended by this Stipulation and Agreed Order.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND ORDERED THAT:

1. The foregoing recitals are hereby fully incorporated into and made an express part of this Stipulation and Agreed Order.

¹ Debtors, together with the last four digits of each Debtor's tax identification number, are: Fuhu, Inc. (7896); Fuhu Holdings, Inc. (9761); Fuhu Direct, Inc. (2180); and Nabi, Inc. (4119). The location of Debtors' headquarters and service address is 1700 E. Walnut Ave., Suite 500, El Segundo, CA 90245.

² Capitalized terms used but not otherwise defined herein have the meanings assigned to them in the Final Order.

2. Effective upon entry of this Stipulation and Agreed Order, the Final Order is hereby amended or modified as follows, effective as of February 1, 2016:

(a) The Budget is hereby terminated and of no further force and effect.

(b) Notwithstanding any terms of Paragraphs 3 or 4 of the Final Order to the contrary, and subject to Paragraph 2(c) below, through and including June 1, 2016, the Debtors are authorized to use Cash Collateral solely to the extent required to pay when due: (A) fees that are owing to the United States Trustee pursuant to 28 U.S.C. § 1930(a) in such amounts as determined in agreement with the United States Trustee or by final order of the Court; (B) fees and expenses awarded under Bankruptcy Code §§ 330 and 331 by this Court to professionals retained in these cases by the Debtors or the Committee, including the claims and noticing agent in these cases, for services that are provided during the term of the Final Order and the prior interim orders entered in these cases, solely to the extent approved by this Court; (C) out-of-pocket expenses of members of the Committee, solely to the extent approved by this Court; (D) administrative expenses incurred in the ordinary course of Debtors' administration of these cases; and (E) other expenditures authorized by order of the Court (after notice and hearing) or with the written agreement of TCP Agent. Nothing herein or in the Final Order constitutes, or may be construed as, consent to the allowance of any fees, costs, or expenses by any party, and will not affect the rights of Debtors, TCP Agent, the Committee, the United States Trustee, or any other party-in-interest to object to the allowance or payment of any amounts incurred or requested.

(c) In all events, the Debtors' authority to use Cash Collateral in accordance with Paragraph 2(b) above will automatically terminate as of such time that the Debtors do not have \$1,800,000 of Cash Collateral on deposit in the Designated Account, and the Debtors are not authorized to engage in any use of Cash Collateral that would result in the Debtors having less than \$1,800,000 of Cash Collateral on deposit in such deposit account at any time. Such

amount is in addition to the \$2,200,000 of cash proceeds that the Debtors are required to escrow and maintain on a segregated basis pursuant to, and in accordance with, Paragraph 13 of the Final Order.

(d) The Debtors' obligations under Paragraphs 8(a) and 11 of the Final Order are hereby terminated.

(e) By the close of business on Tuesday of every other week through June 1, 2016, the Debtors will provide TCP Agent and the Committee with a written report (which may be by email) summarizing what, if any, payments Debtors have made during the two-week period ending on the preceding Friday, including the name of the payee, the amount paid, the amount of any holdback, and the docket number of any order(s) allowing such payment.

3. The Debtors, the Committee, and TCP Agent hereby acknowledge and agree, and the Court hereby finds, that all of the existing rights and interests of such parties under and with respect to the Final Order, including, without limitation, all of the rights and interests of the TCP Agent and the TCP Lenders in, under, and to the Replacement Liens, the Postpetition Collateral, and the other adequate protection provided for in the Final Order, are hereby reaffirmed, reserved and preserved and in full force and effect and shall apply with respect to any Cash Collateral used pursuant to the Final Order as amended hereby.

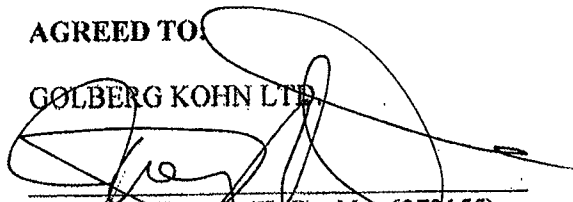
4. Except as expressly set forth herein, the terms, provisions, and conditions of the Final Order are not altered and remain in full force and effect. The terms of this Stipulation and Agreed Order were negotiated in good faith and at arms' length.

5. Each of the undersigned counsel represents that he or she is authorized to execute this Stipulation and Agreed Order on behalf of his or her respective clients.

6. The parties may execute this Stipulation and Agreed Order in multiple facsimile or original counterparts, each of which shall be deemed an original, but all of which will constitute one and the same instrument.

AGREED TO:

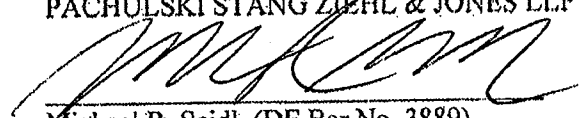
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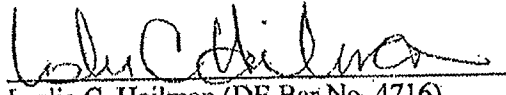
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Counsel for the Official Committee of Unsecured Creditors

ENTERED:

Dated: February ____, 2016

Honorable Christopher S. Sontchi
United States Bankruptcy Judge