

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

)		
In re:)	Chapter 11	
)		
ARCTIC SENTINEL, INC. [f/k/a Fuhu, Inc.],)	Case No. 15-12465 (CSS)	
<i>et al.</i> , ¹)		
)	(Jointly Administered)	
Debtors.)		
)		

**AMENDMENTS TO SCHEDULE E/F, PART 2 FOR
ARTIC SENTINEL, INC. F/K/A FUHU, INC. (CASE NO. 15-12465)**

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



151246517010400000000001

Fill in this information to identify the case:

Debtor Name: In re : Arctic Sentinel, Inc. f/k/a Fuhu, Inc.
 United States Bankruptcy Court for the: District of Delaware
 Case number (if known): 15-12465 (CSS)

Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)

1a. Real property:

Copy line 88 from *Schedule A/B*

\$ 0.00

1b. Total personal property:

Copy line 91A from *Schedule A/B*

\$ 42,651,339.37

1c. Total of all property:

Copy line 92 from *Schedule A/B*

\$ 42,651,339.37

Part 2: Summary of Liabilities

2. *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*

\$ 8,959,770.36

3. *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 5a of *Schedule E/F*

\$ 417,653.10

3b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*

+\$ 142,602,981.25

4. Total liabilities

Lines 2 + 3a + 3b

\$ 151,980,404.71

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 United States Bankruptcy Court for the: District of Delaware
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Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
- Yes. Go to Line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

	Total claim	Priority amount
2.1 Priority creditor's name and mailing address	As of the petition filing date, the claim is: \$	N/A
N/A - Not Amended	<i>Check all that apply.</i>	
Creditor Name	<input type="checkbox"/> Contingent	\$
Creditor's Notice name	<input type="checkbox"/> Unliquidated	N/A
Address	<input type="checkbox"/> Disputed	
City State ZIP Code	Basis for the claim:	
Country		
Date or dates debt was incurred		
Last 4 digits of account number	Is the claim subject to offset?	
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) ()	<input type="checkbox"/> No	
	<input type="checkbox"/> Yes	

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

3.1 Nonpriority creditor's name and mailing address

As of the petition filing date, the claim is: \$ _____ 0.00

See AMENDED Schedule E/F, Part 2 Attachment

Check all that apply.

Creditor Name _____

Contingent

Creditor's Notice name _____

Unliquidated

Disputed

Address _____

Basis for the claim:

City _____

State _____

ZIP Code _____

Country _____

Date or dates debt was incurred

Is the claim subject to offset?

No

Last 4 digits of account

Yes

number

In re: Artic Sentinel, Inc. f/k/a Fuhu, Inc.
 Case No. 15-12465
 AMENDED Schedule E/F, Part 2 [1]
 Creditors Who Have NONPRIORITY Unsecured Claims

Original Line	Nonpriority Creditor's Name	Address	City	State	Zip	Date Incurred	Basis for claim	Subject to offset (Y/N)	Contingent	Unliquidated	Disputed	Amended Amount of claim	Original Amount of claim	Reason for Amendment
3.140	Dec Ecomm Sales	Various				Various	Deferred Revenue	N	X			\$0.00	\$356,430.38	The original scheduled amount on the Debtors' books represented an accounting entry for estimated liabilities. Actual amounts owed have now been determined and the Debtors hereby amend their Schedule accordingly.
3.272	Intel Corporation	2200 Mission College Boulevard M/S RNB6-59	Santa Clara	CA	95054	Various	Derivative Liabilities	N				\$0.00	\$2,192,000.00	The original scheduled amount on the Debtors' books of \$2.2 million represented an accounting entry for a derivative liability to Intel for an option to purchase additional common shares of the Debtor in the event of an initial public offering ("IPO"). Since an IPO will not occur as a result of the Debtors' bankruptcy, the original scheduled amount is not a liability and is hereby amended to zero.
3.372	Nabi Coin Sales	Various				Various	Deferred Revenue	N	X			\$0.00	\$823,056.57	The original scheduled amount on the Debtors' books represented an accounting entry for estimated liabilities. Actual amounts owed have now been determined and the Debtors hereby amend their Schedule accordingly.
3.387	Nov Ecomm Sales	Various				Various	Deferred Revenue	N	X			\$0.00	\$1,787,621.57	The original scheduled amount on the Debtors' books represented an accounting entry for estimated liabilities. Actual amounts owed have now been determined and the Debtors hereby amend their Schedule accordingly.
3.396	Orix Venture Finance LLC	245 Park Ave 19th Floor	New York	NY	10167	Various	Derivative Liabilities	N				\$0.00	\$1,127,000.00	The original scheduled amount on the Debtors' books of \$1.1 million represented an accounting entry for a derivative liability to Orix for a warrant to purchase series C preferred stock of the Debtor. Since this event will not occur as a result of the Debtors' bankruptcy, the original scheduled amount is not a liability and is hereby amended to zero.
3.398	Other Sales	Various				Various	Deferred Revenue	N	X			\$0.00	\$15,857.80	The original scheduled amount on the Debtors' books represented an accounting entry for estimated liabilities. Actual amounts owed have now been determined and the Debtors hereby amend their Schedule accordingly.
TOTAL:													\$0.00	

[1] This exhibit only contains the portion of Schedule E/F Part 2 that has been amended. Other than as set forth above, the Schedules [D.I. 238], including all global notes, remain unchanged and are incorporated herein by reference.

Fill in this information to identify the case:

Debtor Name: In re : Arctic Sentinel, Inc. f/k/a Fuhu, Inc.
United States Bankruptcy Court for the: District of Delaware
Case number (if known): 15-12465 (CSS)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

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An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)
 Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
 Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
 Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
 Schedule H: Codebtors (Official Form 206H)
 Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
 Amended Schedule E/F, Part 2, Creditors Who Have Nonpriority Unsecured Claims
 Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
 Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on MM / DD / YYYY

* [Signature]
Signature of individual signing on behalf of debtor

Ming Cheung
Printed name
Chief Executive Officer
Position or relationship to debtor