

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

ARCTIC SENTINEL, INC. [f/k/a Fuhu, Inc.],  
*et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 15-12465 (CSS)

(Jointly Administered)

**SECOND AMENDED<sup>2</sup> NOTICE OF AGENDA OF MATTERS SCHEDULED FOR  
HEARING ON OCTOBER 6, 2016, AT 11:00 A.M. (EASTERN TIME)**

**Hearing Location: 824 N. Market St., 5<sup>th</sup> Floor, Courtroom #6,  
Wilmington, DE 19801**

**Before the Honorable: Christopher S. Sontchi**

**\*Please note that the hearing time has changed from 10:00 a.m. to 11:00 a.m.\***

**RESOLVED MATTER:**

1. Second Motion of the Debtors for Entry of an Order Extending the Exclusivity Periods to File a Chapter 11 Plan and Solicit Acceptances Pursuant to Section 1121 of the Bankruptcy Code [Filed 8/3/16] (Docket No. 702)

Response Deadline: August 17, 2016 at 4:00 p.m.

Responses Received: None.

Related Documents:

- A. Certification of No Objection Regarding Second Motion of the Debtors for Entry of an Order Extending the Exclusivity Periods to File a Chapter 11 Plan and Solicit Acceptances Pursuant to Section 1121 of the Bankruptcy Code [Filed 8/18/16] (Docket No. 719)
- B. [Signed] Order Granting Second Motion of the Debtors for Entry of an Order Extending the Exclusivity Periods to File a Chapter 11 Plan and Solicit Acceptances [Filed 8/19/16] (Docket No. 720)

Status: An order has been entered and this matter is resolved.

<sup>1</sup> 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.

<sup>2</sup> **Amended items noted in bold.**



**MATTER GOING FORWARD:**

2. Debtors' Motion for an Order (I) Approving the Disclosure Statement; (II) Scheduling Confirmation Hearing; (III) Approving Form and Manner of Notice of Confirmation Hearing; (IV) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan, Including (A) Approving Form and Content of Solicitation Package; (B) Establishing Voting Record Date and Approving Procedures for Distribution of Solicitation Packages; (C) Approving Forms of Ballots; (D) Establishing Voting Deadline for Receipt of Ballots; and (E) Approving Procedures for Vote Tabulations; (V) Establishing Deadline and Procedures for Filing Objections to Confirmation of Plan; and (VI) Granting Related Relief [Filed 9/1/16] (Docket No. 733)

Response Deadline: September 29, 2016 at 4:00 p.m.

Responses Received: Informal comments from the United States Trustee.

Related Documents:

- A. Disclosure Statement with Respect to Plan of Liquidation of the Debtors Pursuant to Chapter 11 of the Bankruptcy Code [Filed 9/1/16] (Docket No. 732)
- B. Plan of Liquidation of the Debtors Pursuant to Chapter 11 of the Bankruptcy Code [Filed 9/1/16] (Docket No. 731)
- C. Notice of Filing of Revised Proposed Order (I) Approving the Disclosure Statement; (II) Scheduling Confirmation Hearing; (III) Approving Form and Manner of Notice of Confirmation Hearing; (IV) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan, Including (A) Approving Form and Content of Solicitation Package; (B) Establishing Voting Record Date and Approving Procedures for Distribution of Solicitation Packages; (C) Approving Forms of Ballots; (D) Establishing Voting Deadline for Receipt of Ballots; and (E) Approving Procedures for Vote Tabulations; (V) Establishing Deadline and Procedures for Filing Objections to Confirmation of Plan; and (VI) Granting Related Relief [Filed 10/3/16] (Docket No. 763)
- D. Notice of Filing of Blackline Versions of the (I) First Amended Plan of Liquidation of the Debtors Pursuant to Chapter 11 of the Bankruptcy Code; and the (II) Disclosure Statement with Respect to First Amended Plan of Liquidation of the Debtors Pursuant to Chapter 11 of the Bankruptcy Code [Filed 10/4/16] (Docket No. 764)
- E. First Amended Plan of Liquidation of the Debtors Pursuant to Chapter 11 of the Bankruptcy Code [Filed 10/4/16] (Docket No. 765)
- F. Disclosure Statement with Respect to First Amended Plan of Liquidation of the Debtors Pursuant to Chapter 11 of the Bankruptcy Code [Filed 10/4/16] (Docket No. 766)

- G. Notice of Filing Re: Committee's Proposed Plan Support Letter [Filed 9/30/16] (Docket No. 759)

Status: The informal comments of the United States Trustee have been resolved. There are no other responses or objections to the relief requested in the motion. Additionally, blacklines of the Disclosure Statement and Plan of Liquidation incorporating the comments of the United States Trustee have been filed. This matter will go forward.

**FEE APPLICATIONS:**

3. Approval of Fee Applications of Estate-Compensated Professionals

Responses Received: None.

Related Documents:

- A. See *Exhibit A*, attached hereto
- B. Certification of Counsel with respect to Proposed Omnibus Order Approving Second Quarterly Fee Applications of Professionals [Filed 10/5/16] (Docket No. 772)

Status: A binder containing the related documents listed on Exhibit A was submitted to the Court on September 29, 2016. A proposed omnibus order approving the applications has been submitted under certification of counsel. Counsel requests that the proposed order be entered at the Court's convenience. No hearing is necessary unless requested by the Court.

Dated: October 5, 2016

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Colin R. Robinson

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*Counsel for the Debtors and Debtors in Possession*

**EXHIBIT A**  
**INDEX OF FEE APPLICATIONS**

**Bryan Cave, LLP,  
as Counsel to the Debtors:**

1. Second Quarterly Application for Compensation and Reimbursement of Expenses of Bryan Cave LLP, as Attorneys for the Debtors and Debtors in Possession, for the Period of April 1, 2016 through June 30, 2016 [Filed 8/15/16] (Docket No. 712)

Related Documents:

- A. Fifth Monthly Application for Compensation and Reimbursement of Expenses of Bryan Cave LLP, as Attorneys for the Debtors and Debtors in Possession, for the Period of April 1, 2016 through April 30, 2016 [Filed: 6/13/16] (Docket No. 637)
  - a. Certification of No Objection (No Order Required) Regarding Fifth Monthly Application for Compensation and Reimbursement of Expenses of Bryan Cave LLP, as Attorneys for the Debtors and Debtors in Possession, for the Period of April 1, 2016 through April 30, 2016 [Filed: 7/6/16] (Docket No. 666)
- B. Sixth Monthly Application for Compensation and Reimbursement of Expenses of Bryan Cave LLP, as Attorneys for the Debtors and Debtors in Possession, for the Period of May 1, 2016 through May 31, 2016 [Filed: 7/15/16] (Docket No. 676)
  - a. Certification of No Objection (No Order Required) Regarding Sixth Monthly Application for Compensation and Reimbursement of Expenses of Bryan Cave LLP, as Attorneys for the Debtors and Debtors in Possession, for the Period of May 1, 2016 through May 31, 2016 [Filed: 8/10/16] (Docket No. 709)
- C. Seventh Monthly Application for Compensation and Reimbursement of Expenses of Bryan Cave LLP, as Attorneys for the Debtors and Debtors in Possession, for the Period of June 1, 2016 through June 30, 2016 [Filed: 7/22/16] (Docket No. 685)
  - a. Certification of No Objection (No Order Required) Regarding Seventh Monthly Application for Compensation and Reimbursement of Expenses of Bryan Cave LLP, as Attorneys for the Debtors and Debtors in Possession, for the Period of June 1, 2016 through June 30, 2016 [Filed: 8/17/16] (Docket No. 715)
- D. Certification of No Objection Regarding Second Quarterly Application for Compensation and Reimbursement of Expenses of Bryan Cave LLP, as Attorneys for the Debtors and Debtors in Possession, for the Period of April 1, 2016 through June 30, 2016 [Filed 9/23/16] (Docket No. 751)

**Pachulski Stang Ziehl & Jones LLP,  
as Counsel to the Debtors:**

2. Second Quarterly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel for the Debtors and Debtors in Possession, for the Period from April 1, 2016 through June 30, 2016 [Filed 8/8/16] (Docket No. 704)

Related Documents:

- A. Fifth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel for the Debtors and Debtors in Possession, for the Period from April 1, 2016 through April 30, 2016 [Filed: 6/8/16] (Docket No. 630)
  - a. Certification of No Objection (No Order Required) Regarding Fifth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel for the Debtors and Debtors in Possession, for the Period from April 1, 2016 through April 30, 2016 [Filed: 7/1/16] (Docket No. 659)
- B. Sixth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel for the Debtors and Debtors in Possession, for the Period from May 1, 2016 through May 31, 2016 [Filed: 6/27/16] (Docket No. 656)
  - a. Certification of No Objection (No Order Required) Regarding Sixth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel for the Debtors and Debtors in Possession, for the Period from May 1, 2016 through May 31, 2016 [Filed: 7/22/16] (Docket No. 686)
- C. Seventh Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel for the Debtors and Debtors in Possession, for the Period from June 1, 2016 through June 30, 2016 [Filed: 8/8/16] (Docket No. 703)
  - a. Certification of No Objection (No Order Required) Regarding Seventh Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel for the Debtors and Debtors in Possession, for the Period from June 1, 2016 through June 30, 2016 [Filed: 8/30/16] (Docket No. 727)
- D. Certification of No Objection Regarding Second Quarterly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel for the Debtors and Debtors in Possession, for the Period from April 1, 2016 through June 30, 2016 [Filed: 8/30/16] (Docket No. 728)

**Cooley LLP,  
as Lead Counsel to the Official Committee of Unsecured Creditors:**

3. Second Interim Application of Cooley LLP, Lead Counsel to the Official Committee of Unsecured Creditors of Arctic Sentinel, Inc. (f/k/a/ Fuhu, Inc.), et al., for Compensation and Reimbursement of Expenses for the Period of April 1, 2016 through June 30, 2016 [Filed: 8/23/16] (Docket No. 723)

Related Documents:

- A. Fifth Monthly Application of Cooley LLP, Lead Counsel to the Official Committee of Unsecured Creditors of Arctic Sentinel, Inc. (f/k/a/ Fuhu, Inc.), et al., for Compensation and Reimbursement of Expenses for the Period of April 1, 2016 through April 30, 2016 [Filed: 5/26/16] (Docket No. 606)
- a. Certificate of No Objection to Fifth Monthly Application of Cooley LLP, Lead Counsel to the Official Committee of Unsecured Creditors of Arctic Sentinel, Inc. (f/k/a/ Fuhu, Inc.), et al., for Compensation and Reimbursement of Expenses for the Period of April 1, 2016 through April 30, 2016 [Filed: 6/17/16] (Docket No. 646)
- B. Sixth Monthly Application of Cooley LLP, Lead Counsel to the Official Committee of Unsecured Creditors of Arctic Sentinel, Inc. (f/k/a/ Fuhu, Inc.), et al., for Compensation and Reimbursement of Expenses for the Period of April 1, 2016 through April 30, 2016 [Filed: 6/21/16] (Docket No. 653)
- a. Certificate of No Objection to Sixth Monthly Application of Cooley LLP, Lead Counsel to the Official Committee of Unsecured Creditors of Arctic Sentinel, Inc. (f/k/a/ Fuhu, Inc.), et al., for Compensation and Reimbursement of Expenses for the Period of April 1, 2016 through April 30, 2016 [Filed: 7/13/16] (Docket No. 674)
- C. Seventh Monthly Application of Cooley LLP, Lead Counsel to the Official Committee of Unsecured Creditors of Arctic Sentinel, Inc. (f/k/a/ Fuhu, Inc.), et al., for Compensation and Reimbursement of Expenses for the Period of April 1, 2016 through April 30, 2016 [Filed: 7/20/16] (Docket No. 682)
- a. Certificate of No Objection to Seventh Monthly Application of Cooley LLP, Lead Counsel to the Official Committee of Unsecured Creditors of Arctic Sentinel, Inc. (f/k/a/ Fuhu, Inc.), et al., for Compensation and Reimbursement of Expenses for the Period of April 1, 2016 through April 30, 2016 [Filed: 8/11/16] (Docket No. 710)
- D. Certificate of No Objection to Second Interim Application of Cooley LLP, Lead Counsel to the Official Committee of Unsecured Creditors of Arctic Sentinel, Inc. (f/k/a/ Fuhu, Inc.), et al., for Compensation and Reimbursement of Expenses for the Period of April 1, 2016 through June 30, 2016 [Filed: 9/26/16] (Docket No. 755)

**Ballard Spahr LLP,  
as Co-Counsel to the Official Committee of Unsecured Creditors:**

4. Second Interim Fee Application of Ballard Spahr LLP, Co-Counsel to the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses for the Period of April 1, 2016 through June 30, 2016 [Filed: 8/23/16] (Docket No. 724)

Related Documents:

- A. Fourth Monthly Application of Ballard Spahr LLP, Delaware Counsel to the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses for the Period of April 1, 2016 through April 30, 2016 [Filed: 6/9/16] (Docket No. 631)
- a. Certificate of No Objection to Fourth Monthly Application of Ballard Spahr LLP, Delaware Counsel to the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses for the Period of April 1, 2016 through April 30, 2016 [Filed: 7/1/16] (Docket No. 661)
- B. Fifth Monthly Application of Ballard Spahr LLP, Delaware Counsel to the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses for the Period of May 1, 2016 through May 31, 2016 [Filed: 7/25/16] (Docket No. 688)
- a. Certificate of No Objection to Fifth Monthly Application of Ballard Spahr LLP, Delaware Counsel to the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses for the Period of May 1, 2016 through May 31, 2016 [Filed: 8/16/16] (Docket No. 714)
- C. Sixth Monthly Application of Ballard Spahr LLP, Delaware Counsel to the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses for the Period of June 1, 2016 through June 30, 2016 [Filed: 8/23/16] (Docket No. 722)
- a. Certificate of No Objection to Sixth Monthly Application of Ballard Spahr LLP, Delaware Counsel to the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses for the Period of June 1, 2016 through June 30, 2016 [Filed: 9/19/16] (Docket No. 748)
- D. Certificate of No Objection to Second Interim Fee Application of Ballard Spahr LLP, Co-Counsel to the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses for the Period of April 1, 2016 through June 30, 2016 [Filed: 9/26/16] (Docket No. 756)



**PricewaterhouseCoopers LLP,  
as Financial Advisor to the Official Committee of Unsecured Creditors:**

5. (I) Fourth Monthly Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to the Official Committee of Unsecured Creditors, for the Period of June 1, 2016 through June 30, 2016; and (II) Final Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to the Official Committee of Unsecured Creditors, for the Period of December 18, 2015 through June 30, 2016 [Filed: 8/2/16] (Docket No. 698)

Related Documents:

- A. Third Monthly Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to the Official Committee of Unsecured Creditors, for the Period of April 1, 2016 through May 31, 2016 [Filed: 6/29/16] (Docket No. 658)
- a. Certificate of No Objection to Third Monthly Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to the Official Committee of Unsecured Creditors, for the Period of April 1, 2016 through May 31, 2016 [Filed: 7/22/16] (Docket No. 687)
- B. Certificate of No Objection to Fourth Monthly Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to the Official Committee of Unsecured Creditors, for the Period of June 1, 2016 through June 30, 2016 [Filed: 9/1/16] (Docket No. 729)
- C. Certificate of No Objection Final Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to the Official Committee of Unsecured Creditors, for the Period of December 18, 2015 through June 30, 2016 [Filed: 9/26/16] (Docket No. 754)