

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORKIn re Quirky, Inc. et al. <sup>[1]</sup>  
DebtorsCase No. 15-12596  
Reporting Period: 11/1/15 - 11/30/15**CORPORATE MONTHLY OPERATING REPORT**

<b>REQUIRED DOCUMENTS</b>	<b>Form No.</b>	<b>Document Attached</b>	<b>Explanation Attached</b>
Schedule of Cash Receipts and Disbursements	<a href="#">MOR-1</a>	X	
Bank Reconciliation (or copies of debtor's bank reconciliations)	<a href="#">MOR-1 (CONT)</a>	X	
Copies of bank statements			X
Cash disbursements journals			X
Statement of Operations	<a href="#">MOR-2</a>	X	
Balance Sheet	<a href="#">MOR-3</a>	X	
Status of Post-petition Taxes	<a href="#">MOR-4</a>	X	
Copies of IRS Form 6123 or payment receipt			X
Copies of tax returns filed during reporting period			X
Summary of Unpaid Post-petition Debts	<a href="#">MOR-4</a>	X	
Listing of Aged Accounts Payable			X
Accounts Receivable Reconciliation and Aging	<a href="#">MOR-5</a>	X	
Taxes Reconciliation and Aging	<a href="#">MOR-5</a>	X	
Payments to Insiders and Professional	<a href="#">MOR-6</a>	X	
Post Petition Status of Secured Notes, Leases Payable	<a href="#">MOR-6</a>	X	
Debtor Questionnaire	<a href="#">MOR-7</a>	X	

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

/s/ Ed Kremer  
Ed Kremer  
CEO and CFO, Quirky

12/31/2015  
Date

**Notes:**

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number, are: Quirky, Inc. (2873), Wink, Inc. (8826), and Undercurrent Acquisition LLC (9692).

**GLOBAL NOTES AND STATEMENTS OF LIMITATIONS AND DISCLAIMERS  
REGARDING THE DEBTORS' MONTHLY OPERATING REPORTS**

On September 22, 2015 (the "Commencement Date"), Quirky, Inc. ("Quirky") and certain of its affiliates (collectively, the "Debtors")<sup>1</sup> each commenced a voluntary case under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On September 25, 2015, the Bankruptcy Court entered an order authorizing the joint administration of these cases pursuant to Bankruptcy Rule 1015(b). On October 2, 2015, the United States Trustee for Region 2 (the "U.S. Trustee") appointed an official committee of unsecured creditors pursuant to section 1102(a)(1) of the Bankruptcy Code (the "Creditors' Committee").

The Debtors are filing their consolidated monthly operating report (the "MOR") solely for purposes of complying with the monthly operating requirements applicable in the Debtors' chapter 11 cases. The MOR is in a format acceptable to the U.S. Trustee. The MOR should not be relied upon by any persons for information relating to current or future financial conditions, events, or performance of any of the Debtors or their affiliates.

These following notes and statements and limitations should be referred to, and referenced in connection with, any review of the MOR.

**1. Basis of Presentation.** For financial reporting purposes, the Debtors generally prepare consolidated financial statements, which include information for Quirky and its Debtor affiliates. The financial statements and information contained herein are unaudited and preliminary. The Debtors are maintaining their books and records in accordance with generally accepted accounting principles ("GAAP") and the information furnished in this MOR uses the companies' normal accrual method of accounting. In preparing the MOR, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. Subsequent information or discovery may result in material changes to the MOR and errors or omissions may exist. Notwithstanding any such discovery, new information, or errors or omissions, the Debtors do not undertake any obligation or commitment to update the MOR.

**2. Reporting Period.** Unless otherwise noted herein, the MOR generally reflects the Debtors' books and records and financial activity occurring during the applicable reporting period. Except as otherwise noted, no adjustments have been made for activity occurring after the close of the reporting period.

**3. Consolidated Entity Accounts Payable and Disbursement Systems.** As described in the Cash Management Motion<sup>2</sup>, the Debtors utilize an integrated, centralized cash management system, in the ordinary course of business, to collect, concentrate, and disburse funds generated by their operations (the "Cash Management System"). The Debtors maintain a consolidated accounts payable and disbursements system to pay operating and administrative expenses primarily through the Quirky Operating account. As such, the Debtors have made reasonable efforts to report segregated receipt and disbursement information by Debtor entity.

**4. Accuracy.** The financial information disclosed herein was not prepared in accordance with federal or state securities laws or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against or equity interests in the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors are not liable for and undertake no responsibility to indicate variations from securities laws or for any evaluations of the Debtors based on this financial information or any other information.

**5. Payment of Prepetition Claims Pursuant to First Day Orders.** Within the first three days of the Debtors' chapter 11 cases, the Bankruptcy Court entered orders (the "First-Day Orders") authorizing, but not directing, the Debtors to, among other things, pay certain prepetition (a) claims of warehousemen and miscellaneous lien claimants; (b) obligations to "critical vendors;" (c) employee wages, salaries, and related items, including employee benefit programs; and (d) taxes. To the extent any payments were made on account of such claims following the commencement of these chapter 11 cases pursuant to the authority granted to the Debtors by the Bankruptcy Court under the First Day Orders, such payments have been included in the MOR unless otherwise noted.

**6. Liabilities Subject to Compromise.** As of the date of this MOR, no bar date has been set for the filing or assertion of claims against the Debtors. A motion was filed on December 24, 2015 with a proposed bar date of February 29, 2016. Accordingly, the amounts currently classified as liabilities subject to compromise are estimates and are subject to future change and adjustment.

**7. Reservation of Rights.** The Debtors reserve all rights to amend or supplement the MOR in all respects, as may be necessary or appropriate. Nothing contained in this MOR shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases.

*Notes:*

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number, are: Quirky, Inc. (2873), Wink, Inc. (8826), and Undercurrent Acquisition LLC (9692).

[2] Motion for an Order Authorizing the Debtors to (I) Continue to Use Existing Cash Management System, (II) Maintain Existing Bank Accounts and Business Forms, and (III) Waive Requirements of Section 345(b) of the Bankruptcy Code [Docket No. 8] ("Cash Management Motion").

In re Quirky, Inc. et al.  
DebtorsCase No.  
Reporting Period:15-12596  
11/1/15 - 11/30/15**SCHEDULE OF CASH DISBURSEMENTS**

	QUIRKY, INC.	WINK, INC.	UNDERCURRENT ACQUISITION LLC	TOTAL
Cash - Beginning of Period	\$ 6,529,317	\$ (1,830,661)	\$ 1,141,696	\$ 5,840,352
Receipts				
Total Receipts	\$ 878,729	\$ 13,114,605	\$ -	\$ 1,564,698.33
Disbursements <sup>[2]</sup>				
Payroll, Payroll Taxes & Benefits	\$ (185,784.24)	\$ (708,111.40)	\$ -	(893,896)
Temporary Staffing	-	(160,465)	-	(160,465)
Rent & Facilities	(3,270)	(3,270)	-	(6,540)
Utilities & Telecom	(2,963)	(11,915)	-	(14,878)
Taxes & Insurance	(3,807)	(25,126)	-	(28,933)
Manufacturing & Production	(611)	(2,550)	-	(3,161)
Shipping & Logistics	-	(6,000)	-	(6,000)
Technology	(7,177)	(94,222)	-	(101,399)
Other Operating	(1,101)	(3,803)	-	(4,904)
Credit Card Payments	(32,010)	(187,990)	-	(220,000)
Financing	-	-	-	-
Professional Fees	-	-	-	-
U.S. Trustee Quarterly Fees	-	-	-	-
Other Restructuring	-	-	-	-
Total Disbursements	\$ (236,723)	\$ (1,203,453)	\$ -	\$ (1,440,177)
Net Cash Flow (Receipts Less Disbursements)	\$ 642,006	\$ 11,911,152	\$ -	\$ 124,522
Cash - End of Period	\$ 7,171,323	\$ 10,080,491	\$ 1,141,696	\$ 18,397,710

**THE FOLLOWING SECTION MUST BE COMPLETED**  
DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES:

OCTOBER ONLY	QUIRKY, INC.	WINK, INC.	UNDERCURRENT ACQUISITION LLC	TOTAL
Total Disbursements	\$ (236,723.29)	\$ (1,203,453.36)	\$ -	\$ (1,440,177)
Less: Transfers to Other Debtor in Possession Accounts	-	-	-	-
Plus: Estate Distributions Made by Outside Sources <sup>[1]</sup>	(1,625)	(4,875)	(325)	(6,825)
Total Disbursements For Calculating U.S. Trustee Quarterly Fees	\$ (238,348.29)	\$ (1,208,328.36)	\$ (325.00)	\$ (1,447,002)

[1] Estate distributions made by outside sources represents September 2015 Quarterly US Trustee Fee payments paid by the Debtors' counsel on behalf of the Debtor and applied against a pre-petition retainer balance.

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Debtors

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**BANK RECONCILIATIONS** <sup>[1]</sup>

	Quirky Operating	Quirky Merchant	Undercurrent	Wink	Operating	Money	Total
Bank Accounts <sup>[2]</sup>	JPM Chase	JPM Chase	Operating	Operating	Comerica	Market	
	xxxxx1303	xxxxx1295	JPM Chase	JPM Chase	xxxxxx1369	Comerica	
			xxxxx1050	xxxxx0565		xxxxxx1377	
<b>Balance per Books</b>	\$ 17,938,021	\$ 68,057	\$ 146,399	\$ 245,234	\$ -	\$ -	\$ 18,397,710
Bank Balance	17,938,021	68,057	146,399	245,234	-	-	18,397,710
(+) Deposits in Transit	-	-	-	-	-	-	-
(-) Outstanding Checks	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
<b>Adj. Bank Balance *</b>	<b>\$ 17,938,021</b>	<b>\$ 68,057</b>	<b>\$ 146,399</b>	<b>\$ 245,234</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 18,397,710</b>

\*"Adjusted Bank Balance" must equal "Balance per Books"

**Notes:**

[1] Copies of bank statements and cash disbursement journals available upon request.

[2] The Debtors are authorized to use these accounts on a post-petition basis pursuant to the Final Order signed on 10/23/15 Authorizing Debtors to (I) Continue to Use Existing Cash Management System, (II) to Maintain Existing Bank Accounts and Business Forms, and (III) Waive Requirements of Section 345(b) of the Bankruptcy Code [Docket No. 127].

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**Debtors**

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**Reporting Period:** 11/1/15 - 11/30/15

**STATEMENT OF OPERATIONS**

<b>P&amp;L</b>	<b>REPORTING PERIOD</b>	<b>CUMULATIVE - FILING TO DATE</b>
Gross Product Revenue	\$ 94,641	1,032,957
Service Revenue	62,639	204,278
Other Revenue	2,742	7,146
Revenue Deductions	(37,649)	(39,936)
<b>Net Revenue</b>	<b>\$ 122,373</b>	<b>\$ 1,204,445</b>
Direct Product Costs	1,137,383	2,090,626
Indirect Product Costs	21,303	(68,852)
Community Rewards	-	55,880
<b>COGS</b>	<b>1,158,686</b>	<b>2,077,655</b>
<b>Gross Margin</b>	<b>\$ (1,036,313)</b>	<b>\$ (873,209)</b>
Employment	865,603	2,054,156
Travel & Entertainment	19,025	37,120
Professional Services	281,413	737,448
Selling	-	-
Marketing	30,979	30,979
Fulfillment, Warehousing and Freight Out	206,082	322,879
Product Development	-	-
Legal	218,861	1,101,536
Facilities	78,489	171,821
Technology	198,536	704,266
Depreciation & Amortization	64,873	194,711
Other SG&A <sup>[1]</sup>	49,136	74,502
<b>Total SG&amp;A</b>	<b>2,012,996</b>	<b>5,429,417</b>
Tax	476	(27,543)
Other Income <sup>[1]</sup>	1,040	2,654
Other Expenses <sup>[1]</sup>	(4,161,764)	(4,246,097)
<b>Total Other Income / Expense</b>	<b>(4,160,248)</b>	<b>(4,270,987)</b>
<b>Net Income (Loss)</b>	<b>\$ 1,110,939</b>	<b>\$ (2,031,640)</b>
<b>EBITDA</b>	<b>\$ (2,984,436)</b>	<b>\$ (6,107,915)</b>
<b><u>Reorganization Costs</u></b>		
Professional Fees <sup>[2]</sup>	441,542	1,439,813
U.S. Trustee Quarterly Fees	-	6,825
Other Reorganization Costs <sup>[1]</sup>	-	-
<b>Total Reorganization Costs</b>	<b>\$ 441,542</b>	<b>\$ 1,446,638</b>

**Notes:**

[1] Support for Other SG&A, Other Income, Other Expenses and Other Reorganization Costs available upon request.

[2] Professional fees for the reporting period were estimated by the Debtors and will be adjusted for actual invoices received. Such adjustments will be reported on future MORs.

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Debtor

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**BALANCE SHEET**

<b>BALANCE SHEET <sup>[1]</sup></b>	<b>END OF REPORTING PERIOD</b>
Cash and Cash Equivalents	\$ 18,578,047
Accounts Receivable, Net	1,561,854
Inventory, Net	933,686
Prepaid Expenses	2,631,313
Other Current Assets	347,043
<b>Current Assets</b>	<b>24,051,943</b>
Operational Fixed Assets	7,131,466
Accumulated Depreciation	(5,061,361)
Intangible Assets	25,177,400
Accumulated Amortization	(1,213,479)
Other Assets	-
<b>Total Assets</b>	<b>\$ 50,085,968</b>
Accounts Payable <sup>[2]</sup>	\$ 431,196
Community Payable	-
Sales Tax Payable <sup>[2]</sup>	34,063
Royalty Payable	-
Accrued Expenses <sup>[2]</sup>	2,893,777
Warrant Liability	-
Note Payable	-
Deferred Revenue	-
Debt	-
Convertible Notes	-
Long Term Liabilities	-
<b>Total Liabilities Not Subject to Compromise</b>	<b>3,359,035</b>
<b>Liabilities Subject to Compromise</b>	<b>132,580,361</b>
<b>Total Liabilities</b>	<b>\$ 135,939,396</b>
Preferred Stock	\$ 45,218
Common Stock	100,801
APIC - Preferred Stock	154,810,368
APIC - Common Stock	5,591,628
Contributed Capital	305,887
Warrants	-
Retained Earnings	(246,707,330)
<b>Total Equity</b>	<b>\$ (85,853,429)</b>
<b>Total Liabilities and Equity</b>	<b>\$ 50,085,968</b>

**Notes:**

[1] Support for balance sheet items available upon request.

[2] Amounts include pre-petition debts that the Debtors have been authorized to pay after the Petition Date by the Bankruptcy Court.

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**Debtor**

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**BALANCE SHEET**

<b>LIABILITIES SUBJECT TO COMPROMISE <sup>[1]</sup></b>	<b>MONTH</b>
Accounts Payable	\$ 21,044,458
Community Payable	2,936,729
Sales Tax Payable	-
Royalty Payable	299,806
Accrued Expenses	706,599
Warrant Liability	8,055,737
Note Payable	8,000,000
Deferred Revenue	5,159,306
Debt	28,926,732
Convertible Notes	36,800,000
Long Term Liabilities	20,650,995
<b>Total Liabilities Subject to Compromise</b>	<b>\$ 132,580,361</b>

**Notes:**

[1] The amounts currently classified as liabilities subject to compromise are estimates and are subject to further change and adjustment. Any such adjustments will be reflected in subsequent MORs.

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**STATUS OF POST-PETITION TAXES** <sup>[1]</sup>

Federal <sup>[2]</sup>	Beginning Tax <sup>[3]</sup>	Amount Accrued	Amount Paid	Date Paid	Check # or EFT	Ending Tax
Withholding	\$ -	\$ -	\$ -			\$ -
FICA-Employee	-	-	-			-
FICA-Employer	-	-	-			-
Unemployment	-	-	-			-
Income	-	-	-			-
Other: _____	-	-	-			-
<b>Total Federal Taxes</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>			<b>\$ -</b>
<b>State and Local</b>						
Withholding	\$ 58,266	\$ -	\$ -			\$ 58,266
Sales	34,411	-	348	11/2/2015	EFT	34,063
Excise	-	-	-			-
Unemployment	-	-	-			-
Real Property	-	-	-			-
Personal Property	-	-	-			-
Other: Franchise Taxes	44,209	-	-			44,209
<b>Total State and Local</b>	<b>\$ 78,619</b>	<b>\$ -</b>	<b>\$ 348</b>			<b>\$ 78,967</b>
<b>Total Taxes</b>	<b>\$ 78,619</b>	<b>\$ -</b>	<b>\$ 348</b>			<b>\$ 78,967</b>

**Notes:**

- [1] Copies of IRS Form 6123, payment receipts and tax returns filed during reporting period available upon request.
- [2] The Debtors' Federal tax withholdings are handled by the Debtors' 3rd party payroll provider. The Debtors are current with all Federal taxes.
- [3] Amounts include pre-petition taxes that the Debtors have been authorized to pay after the Petition Date by the Bankruptcy Court.

**SUMMARY OF UNPAID POST-PETITION DEBTS** <sup>[1]</sup>

Aging <sup>[2]</sup>	Number of Days Past Due						Total
	Current	0-30	31-60	61-90	Over 91		
Accounts Payable <sup>[3]</sup>	\$ 237,057	\$ 33,911	\$ 16,041	\$ 5,723	\$ -	\$ 292,733	
Wages Payable	20,913	-	-	-	-	20,913	
Taxes Payable <sup>[4]</sup>	54,323	-	-	-	24,296	78,619	
Professional Fees	-	-	-	-	-	-	
Amounts Due to Insiders	-	-	-	-	-	-	
Other: _____	-	-	-	-	-	-	
<b>Total Post-Petition Debts</b>	<b>\$ 312,294</b>	<b>\$ 33,911</b>	<b>\$ 16,041</b>	<b>\$ 5,723</b>	<b>\$ 24,296</b>	<b>\$ 392,266</b>	

**Notes:**

- [1] To the best of the Debtors' knowledge, all undisputed post-petition accounts payable have been paid, or are being paid under agreed-upon payment terms.
- [2] Aging is based on vouchered invoices only; all other amounts are shown as current. Aging schedule excludes accruals.
- [3] Listing of aged Accounts Payable by vendor available upon request. Excludes pre-petition amounts that the Debtors have been authorized to pay after the Petition Date by the Bankruptcy Court.
- [4] Amounts include pre-petition taxes that the Debtors have been authorized to pay after the Petition Date by the Bankruptcy Court.



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**ACCOUNTS RECEIVABLE RECONCILIATION AND AGING**

<b>Accounts Receivable Reconciliation</b>	<b>Amount</b>
Total Accounts Receivable at the beginning of the reporting period	\$ 1,722,446
Plus: Amounts billed during the period	(2,759)
Less: Amounts collected during the period	(157,833)
<b>Total Accounts Receivable at the end of the reporting period</b>	<b>\$ 1,561,854</b>

<b>Accounts Receivable Aging</b>	<b>0-30 Days</b>	<b>31-60 Days</b>	<b>61-90 Days</b>	<b>91+ Days</b>	<b>Total</b>
Total Accounts Receivable	\$ 613,035	\$ 190,976	\$ 253,977	\$ 2,906,733	\$ 3,964,720
Less: Bad Debts (Amount considered uncollectible)	na	na	na	na	(2,402,867)
<b>Net Accounts Receivable</b>	<b>na</b>	<b>na</b>	<b>na</b>	<b>na</b>	<b>\$ 1,561,854</b>

**TAXES RECONCILIATION AND AGING**

<b>Taxes Payable</b>	<b>0-30 Days</b>	<b>31-60 Days</b>	<b>61-90 Days</b>	<b>91+ Days</b>	<b>Total</b>
Federal	\$ -	\$ -	\$ -	\$ -	\$ -
State and Local	54,323	-	-	24,296	78,619
Other	-	-	-	-	-
<b>Total Taxes Payable</b>	<b>\$ 54,323</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 24,296</b>	<b>\$ 78,619</b>

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**PAYMENTS TO INSIDERS AND PROFESSIONALS**

INSIDERS				
Name	Title / Capacity	Type of Payment	Amount Paid	Total Paid to Date
Ed Kremer	CEO and CFO, Quirky	Payroll	\$ 40,385	\$ 100,962
Charlie Kwalwasser	General Counsel, Chief Admin. Officer and Secretary, Quirky	Payroll	28,846	72,115
Nathan Smith	VP Engineering and President, Wink	Payroll	18,173	57,115
Brett Worthington	General Manager, Wink	Payroll	17,308	51,923
Ed Kremer	CEO and CFO, Quirky	Expense Reimbursement	-	159
Brett Worthington	General Manager, Wink	Expense Reimbursement	-	8,128
<b>Total Payments to Insiders</b>			<b>\$ 104,712</b>	<b>\$ 290,403</b>

PROFESSIONALS						
Name	Description	Date of Court Order Authorizing Payment	Amount Approved	Amount Paid	Total Paid to Date	Total Incurred and Unpaid
Cooley LLP	Counsel for Debtor		\$ -	\$ -	\$ -	\$ 444,324 [1]
FTI Consulting	FA for Debtor		-	-	-	283,956 [1]
Klestadt Winters Jureller Southard & Stevens, LLP	Conflicts Counsel for Debtor		-	-	-	41,162 [1]
Centerview Partners LLC	Investment Bank for Debtor		-	-	-	650,499 [2]
Otterbourg P.C. & PricewaterhouseCoopers	Counsel & FA for Committee		-	-	-	200,000 [3]
<b>Total Payments to Professionals</b>			<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,619,941</b>

**Notes:**

- [1] Total incurred and unpaid includes the monthly fee statements served on the Company on or about November 30, 2015 related to Debtors' retained professionals and reflects 100% of fees and expenses for services rendered from September 22, 2015 to October 31, 2015. As outlined in the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 198], at the expiration of the thirty-five day period, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified in each monthly statement to which no objection has been served.
- [2] Total incurred and unpaid includes the Application for Final Professional Compensation for Centerview Partners LLC [Docket No. 200] for compensation and reimbursement of expenses incurred for the period September 22, 2015 to November 20, 2015.
- [3] Total incurred and unpaid amounts for the Committee's professionals are based on amounts approved by the Prepetition Lender pursuant to the Final Order (I) Authorizing Debtors to Use Cash Collateral, (II) Granting Adequate Protection, and (III) Granting Certain Related Relief [Docket No. 119].

**POST-PETITION STATUS OF SECURED NOTES, LEASES PAYABLE  
AND ADEQUATE PROTECTION PAYMENTS**

Name of Creditor	Description	Scheduled Payment Due During Reporting Period	Amount Paid During Reporting Period	Total Unpaid Post-Petition
Development at City Center	Lease for office space in Schnectandy	\$ -	\$ -	\$ -
Avalon West	Corporate apartments	(6,540)	(6,540)	-
<b>Total Payments</b>		<b>\$ (6,540)</b>	<b>\$ (6,540)</b>	<b>\$ -</b>

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Debtors

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### DEBTOR QUESTIONNAIRE

Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.	Yes	No
1 Have any assets been sold or transferred outside the normal course of business this reporting period?	X <sup>[1]</sup>	
2 Have any funds been disbursed from any account other than a debtor in possession account this reporting period?	X <sup>[2]</sup>	
3 Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4 Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
5 Is the Debtor delinquent in paying any insurance premium payment?		X
6 Have any payments been made on pre-petition liabilities this reporting period?	X <sup>[3]</sup>	
7 Are any post petition receivables (accounts, notes or loans) due from related parties?		X
8 Are any post petition payroll taxes past due?		X
9 Are any post petition State or Federal income taxes past due?		X
10 Are any post petition real estate taxes past due?		X
11 Are any other post petition taxes past due?		X
12 Have any pre-petition taxes been paid during this reporting period?	X <sup>[3]</sup>	
13 Are any amounts owed to post petition creditors delinquent?		X
14 Are any wage payments past due?		X
15 Have any post petition loans been received by the Debtor from any party?		X
16 Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17 Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X
18 Have the owners or shareholders received any compensation outside of the normal course of business?		X

**Notes:**

- [1] The Debtors sold certain assets related to the Wink business during the reporting period as authorized pursuant to the Wink Sale Order [Docket No. 178].
- [2] The Debtors are authorized to use these accounts on a post-petition basis pursuant to the Final Order signed on 10/23/15 Authorizing Debtors to (I) Continue to Use Existing Cash Management System, (II) to Maintain Existing Bank Accounts and Business Forms, and (III) Waive Requirements of Section 345(b) of the Bankruptcy Code [Docket No. 127].
- [3] As authorized pursuant to various First Day Orders entered by the Court, the Debtors have made certain payments on account of pre-petition liabilities during the reporting period.