

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
QUIRKY, INC., *et al.*¹ : Case No. 15-12596 (MG)
Debtors. : (Jointly Administered)
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**ORDER AUTHORIZING (I) THE SALE OF THE UNDERCURRENT DOMAINS FREE
AND CLEAR OF ALL LIENS, CLAIMS AND ENCUMBRANCES, AND (II) QUIRKY,
INC. TO PERFORM ITS OBLIGATIONS UNDER THE BILLS OF SALE**

Upon the motion (the “Motion”),² of Quirky, Inc. (“Quirky”) for entry of an order (this “Order”), pursuant to sections 105(a) and 363 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2002 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2002-1 and 6004-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), (i) authorizing the sale of domain names, including www.undercurrent.com, www.getundercurrent.com and www.responsive.org (collectively, the “Undercurrent Domains”) acquired by Quirky in its acquisition of Undercurrent LLC, and (ii) Quirky to perform its obligations under the Bills of Sale, all as more fully set forth in the Motion; and upon the *Declaration of Gabe Fried in Support of Motion of Quirky, Inc. for Entry of an Order Authorizing (I) the Sale of the Undercurrent Domains Free and Clear of all Liens, Claims and Encumbrances, and (II) Quirky, Inc. to Perform Its Obligations Under the Bills of Sale* (the “Fried Declaration”) filed contemporaneously with the Motion; and Domain

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: Quirky, Inc. (2873); Wink, Inc. (8826); and Undercurrent Acquisition, LLC (9692). The Debtors’ principal offices are located at 606 West 28th Street, Seventh Floor, New York, NY 10001.

² Capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Motion.

Asset Holding Company, LLC and Aaron Dignan (collectively, the “Buyers”) having submitted the highest or otherwise best offers for the Undercurrent Domains; and the Court having conducted a hearing on the Motion (the “Sale Hearing”) at which time all interested parties were offered an opportunity to be heard with respect to the Motion; and the Court having reviewed and considered the Motion and the Bills of Sale; and the appearance of all interested parties and all responses and objections to the Motion having been duly noted in the record of the Sale Hearing; and upon the record of the Sale Hearing, and having heard statements of counsel and the evidence presented in support of the relief requested in the Motion at the Sale Hearing; and it appearing that the relief requested in the Motion is in the best interests of Quirky, its estate, its creditors and all other parties in interest; and it appearing that the Court has jurisdiction over this matter; and it further appearing that the legal and factual bases set forth in the Motion and at the Sale Hearing establish just cause for the relief granted herein; and after due deliberation thereon,

THEREFORE, IT IS HEREBY ORDERED THAT:

1. The relief requested in the Motion is GRANTED as set forth herein.
2. Any objections to the Motion or the relief requested therein that have not been withdrawn, waived or settled, and all reservations of rights included therein, are hereby overruled on the merits and denied with prejudice. All persons and entities given notice of the Motion that failed to timely object thereto are deemed to consent to the relief sought therein.
3. The Bills of Sale, all of the terms and conditions thereof, and consummation of the sale of the Undercurrent Domains contemplated therein, are authorized and approved in all respects pursuant to section 363(b) of the Bankruptcy Code. The failure specifically to include any particular provision of the Bills of Sale in this Order shall not

diminish or impair the effectiveness of such provision, it being the intent of the Court that the Bills of Sale be authorized and approved in their entirety.

4. Quirky and its officers, employees and agents are authorized and directed to take any and all actions necessary, appropriate or reasonably requested by the Buyers to perform and consummate the sale of the Undercurrent Domains.

5. All persons and entities are prohibited and enjoined from taking any action to prevent, adversely affect or interfere with, or which would be inconsistent with, the ability of Quirky to transfer the Undercurrent Domains to the Buyers in accordance with the Bills of Sale and this Order.

6. Pursuant to sections 105(a) and 363(f) of the Bankruptcy Code, the Undercurrent Domains shall be sold free and clear of all claims, liens, interests and encumbrances pursuant to section 363(f) of the Bankruptcy Code.

7. The Bills of Sale have been negotiated and executed, and the sale of the Undercurrent Domains memorialized by the Bills of Sale is and has been undertaken, by Quirky, the Buyers and their respective representatives at arms' length, without collusion and in "good faith," as that term is defined in section 363(m) of the Bankruptcy Code. Accordingly, the reversal or modification on appeal of the authorization provided herein to consummate the sale of the Undercurrent Domains shall not affect the validity of the sale of the Undercurrent Domains, unless such authorization and consummation of the sale of the Undercurrent Domains are duly and properly stayed pending such appeal. The Buyers are good faith purchasers within the meaning of section 363(m) of the Bankruptcy Code and, as such, are entitled to the full protections of section 363(m) of the Bankruptcy Code.

8. Nothing in this Order or the Bills of Sale shall be deemed a waiver or release of any and all claims that may exist between the Buyers, Debtors, their estates, the Committee, or any other parties in interest.

9. The Court shall retain exclusive jurisdiction (for as long as the chapter 11 cases are open) to, among other things, interpret, implement, and enforce the terms and provisions of this Order and the Bills of Sale, and determine all matters arising therefrom or related thereto.

10. As provided by Bankruptcy Rules 7062 and 9014, the terms and conditions of this Order shall be effective immediately upon entry and shall not be subject to the stay provisions contained in Bankruptcy Rule 6004(h) or any similar rule that would delay the effectiveness of this Order.

11. To the extent any provisions of this Order conflict with, or are otherwise inconsistent with, the terms and conditions of the Bills of Sale, this Order shall govern and control.

IT IS SO ORDERED.

Dated: February 11, 2016
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge