

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

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| In re: | : | Chapter 11 |
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| QUIRKY, INC., <i>et al.</i> ¹ | : | |
| | : | Case No. 15-12596 (MG) |
| Debtors. | : | |
| | : | (Jointly Administered) |
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ORDER GRANTING IN PART AND DENYING IN PART MOTION OF DENYVEAUS SELLS FOR RELIEF FROM AUTOMATIC STAY PURSUANT TO 11 U.S.C. SECTION 363(M)

Upon the *Notice of Motion for Relief from Automatic Stay Pursuant to 11 U.S.C. Section 363(m)* [Docket No. 264] (the “Motion”)² of Denyveaus Sells (“Mr. Sells”) for entry of an order (this “Order”), pursuant to section 363 of title 11 of the United States Code (the “Bankruptcy Code”), authorizing the stay of the *Order Authorizing (i) the Sale of Certain of The Debtors’ Assets Related to the Quirky Business Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances, (ii) the Debtors to Enter Into and Perform Their Obligations Under the Asset Purchase Agreement, (iii) the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (iv) Granting Related Relief* [Docket No. 243] (the “Quirky Sale Order”) and other related relief, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein; and consideration of the Motion and the relief requested being a core proceeding; and venue being proper before this Court; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court and after due

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 10012.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

deliberation and sufficient cause appearing therefor, it is hereby **ORDERED**:

1. The Motion is GRANTED in part and DENIED in part to the extent set forth herein.
2. The relief to stay the Quirky Sale Order pending appeal is DENIED.
3. The relief to compel the Debtors to assume and assign the Terms of Use and Privacy Policy is DENIED.
4. The relief to compel the Debtors to continue payment of royalties with respect to inventory related to Pickup Power, or any other product set forth in the Motion, sold pursuant to the Quirky Sale Order is DENIED.
5. The relief that Mr. Sells recover intellectual property, developed material, and research related to Iron Stations is GRANTED.
6. The Debtors shall return to Mr. Sells, within a reasonable time, all known intellectual property, developed material, prototypes (to the extent they exist and can be located), and research related to Iron Station.
7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

IT IS SO ORDERED.

Dated: February 16, 2016
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge