

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

**LILY ROBOTICS, INC.,**

Debtor.<sup>1</sup>

Chapter 11

Case No. 17-10426 (KJC)

**Hearing Date: April 25, 2017 at 3:00 p m. (ET)**

**Obj. Deadline: March 27, 2017 at 4:00 p m. (ET)**

**MOTION OF THE DEBTOR FOR AN ORDER UNDER BANKRUPTCY CODE  
SECTIONS 105(a), 363(b), AND 507(a) AUTHORIZING THE DEBTOR TO  
ADMINISTER AND TO CONTINUE REFUNDS OF PREPETITION  
CUSTOMER PRE-ORDER FUNDS AND TO EFFECTUATE RELATED PROCEDURES**

The above-captioned debtor and debtor-in-possession by and through its proposed undersigned counsel, hereby files this *Motion of the Debtor for an Order Under Bankruptcy Code Sections 105(a), 363(b), and 507(a) Authorizing the Debtor to Administer and to Continue Refunds of Prepetition Customer Pre-order Funds and to Effectuate Related Procedures*. The Debtor respectfully represents and sets forth as follows:

**PRELIMINARY STATEMENT**

1. One of the Debtor's principal goals in this chapter 11 case is "to complete a quick and orderly refund process" for any pre-orders of the Lily Camera. First Day Declaration, ¶ 67. The Debtor stated this clearly at the first day hearing—and this Motion demonstrates the commitment of the Debtor, its lenders, and its third-party payment processors to initiate the refund process immediately.

2. Two years after its founding, the Debtor launched a pre-order sale campaign for its flagship product, the "Lily Camera" even though the product was in very early stages of development. The Debtor outsourced data collection and payment processing to two third-party

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<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 8604. The Debtor's headquarters and mailing address is 374 Harriet Street, San Francisco, California 94103.

processors: Tilt.com, Inc.—a crowd-funding website; and Stripe—a technology platform that helps merchants process and collect payments. The Debtor, through Stripe and another payment processor, took in \$38.4 million in pre-orders from more than 60,000 customers.

3. The Debtor's policy always permitted customers to seek refunds. Since the launch of the pre-order campaign, the Debtor directly and through its third-party processors, refunded more than 29,000 customers a total of more than \$19.3 million.

4. Despite the efforts to bring the product to market, in December 2016, the Debtor realized it had run out of time and had to wind down the company. As part of its decision to wind down, the Debtor sought to accelerate customer refunds. To facilitate those refunds, the Debtor transferred \$16.5 million to Stripe and another \$3.9 million to Tilt; the Debtor retained control over the \$6.6 million balance. Both parties soon advised the Debtor that they would not be able to process the refunds without comfort from the Debtor that the refunds would not be clawed back. The Debtor promised its payment processors it would file this Motion at the outset of its chapter 11 case.

5. In addition, the Debtor, in preparing for chapter 11, emphasized to Silicon Valley Bank—as the proposed DIP Lender, and Spark Capital (as successor to Silicon Valley Bank)—as the Prepetition Secured Lender, the primacy of refunding the pre-order customers. Both lenders agreed and viewed it as a first priority for the restructuring. They assert no lien over the customer cash that will be refunded to customers and fully support this Motion.

6. To accomplish its principal goal, the Debtor proposes procedures designed to ensure full refunds for all known pre-order customers during the pendency of the chapter 11 case and to provide sufficient notice of such procedures. Based on statements from Stripe and Tilt, the Debtor believes it has available cash in a separate bank account or with its third-party

processors to provide full refunds. Approval of the procedures set forth herein will permit the refund process to start anew, give comfort to all involved and protect the funds owed to those customers.

7. Courts have permitted similar refunds in the ordinary course of a debtor's business and the Court should do the same here. No one will be harmed by issuing the refund at the outset of the case. Each of the customers holds a priority claim and would likely be entitled to payment in cash in full under any plan. Payment now merely ensures acceleration of this critical process, protecting the thousands of customers at risk.

8. For these reasons, the Debtor respectfully requests approval of this Motion and entry of the order, substantially in the form attached hereto as **Exhibit B**.

### **JURISDICTION**

9. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012. This is a core proceeding under 28 U.S.C. § 157(b) and, pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the Debtor consents to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

10. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

11. The statutory predicates for the relief requested herein are sections 105(a), 363(b), 507(a), 1107 and 1108 of the Bankruptcy Code and Rule 6004 of the Federal Rules of Bankruptcy Procedures.

## BACKGROUND

### A. General Background

12. On February 27, 2017, the Debtor filed a voluntary petition under chapter 11 of title 11 of the United States Code. The Debtor continues to operate its business and manage its properties as debtor-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

13. No trustee, examiner or official committee of unsecured creditors has been appointed in this chapter 11 case.

14. In support of the Motion, the Debtor submits the *Declaration of Curtis G. Solsvig III in Support of the Motion of the Debtor for an Order Under Bankruptcy Code Sections 105(a), 363(b), and 507(a) Authorizing the Debtor to Administer and to Continue Refunds of Prepetition Customer Pre-order Funds and to Effectuate Related Procedures* (the “Solsvig Declaration”), annexed hereto as **Exhibit A**, and relies upon and incorporates herein the *Declaration of Curtis G. Solsvig III in Support of Debtor’s Chapter 11 Petition and First Day Relief* (the “First Day Declaration”), filed with the Court on February 27, 2017 [D.I. 2].

### B. The Debtor’s Pre-Order Process

15. In early 2015, the Debtor launched a pre-order campaign for the Lily Camera even though it was in the early stages of development. The Debtor took in \$38.4 million in pre-orders from more than 61,400 customers, vastly exceeding projections. *See Solsvig Declaration*, ¶ 5.

16. The Debtor outsourced payment processing for pre-orders in a two-step sequence that used two intermediaries. *Id.* ¶ 6. The first intermediary, Tilt, took the customer information. The second intermediary for the first month of pre-orders was Balanced; when Balanced went out of business in June of 2015, Stripe filled the intermediary role. *Id.*

17. When a customer placed a pre-order, the customer input its information into a website hosted by Tilt (although branded with the Debtor's logo and graphics). *See Solsvig Declaration*, ¶ 7. On this screen, the customer entered its name, email address, mailing address, and credit card information. *Id.* Upon acceptance, Tilt transferred the data to Balanced or Stripe. *Id.* Balanced and Stripe coordinated processing of the charge and payment to the Debtor through Tilt.

18. In June 2015, Balanced transferred approximately \$14.9 million to Tilt, which Tilt transferred on to the Debtor. *See Solsvig Declaration*, ¶ 8. During July and August 2015, \$11.6 million was processed by Stripe and received by the Debtor. In total, through August 2016 of the \$38.4 million in pre-order sales, the Debtor received approximately \$26.4 million in customer pre-order cash.<sup>2</sup> *Id.*

**C. Prepetition Customer Refunds & The Winddown**

19. The Debtor began issuing customer refunds almost immediately after pre-order sales started. For example, Tilt informed the Debtor that Balanced had issued approximately \$236,000 worth of refunds in May 2015 immediately after pre-orders started. *See Solsvig Declaration*, ¶ 9. Since then, refund requests have continued. Refund requests accelerated after the first announced delay in shipment in December 2015 and again after the second announced delay in August 2016.

20. Whenever possible, refunds were completed by a direct refund to the credit card used in the original transaction; assuming the credit card that the customer placed the pre-order with was still valid and not expired at the time of the refund. However, in some instances, the

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<sup>2</sup> Balanced held onto the balance of the funds; the amounts held by Balanced were eventually transferred to Tilt. As for charges processed through Stripe, Stripe's merchants' card charges are cleared through the card networks and briefly held in an omnibus account held at Wells Fargo Bank N.A. for the benefit of Stripe merchants before the processed amount is distributed to the individual merchant's bank account. Accordingly, Stripe coordinated receipt of funds from the card networks to the bank account designated by the Debtor.

card had expired or been cancelled, or the credit card company refused to handle the refund on a transaction which had occurred too far in the past. In these instances, a refund was made by either a payment through PayPal, a service that enables consumers to pay money and accept payments, or by a physical check.<sup>3</sup> After Balanced closed, Tilt handled refund requests for customers whose pre-orders Balanced had processed. *See Solsvig Declaration*, ¶ 10. The Debtor believes that from June 2015 until December 2016, Stripe handled refund requests for customers whose pre-orders were processed through Stripe's platform. *Id.*

21. When refund requests accelerated in August 2016, the Debtor began to transfer funds to Tilt to cover the refunds. Over the next few months, the Debtor transferred approximately \$3.9 million in customer funds to Tilt (of which approximately \$574,000 was transferred back to the Debtor in September 2016), and in early January 2017, the Debtor transferred approximately \$16.5 million in customer funds to Stripe to refund customer pre-orders for transactions processed through Stripe. These funds are specifically earmarked for payment of refunds to customers. Approximately \$6.6 million remains in a segregated Debtor account at Silicon Valley Bank ("Receivables Account"). *See Solsvig Declaration*, ¶ 11.

22. Finally, on January 10, 2017, the Debtor announced a wind-down and the refund of all outstanding pre-orders. As a part of the refund, the Debtor instructed Stripe to refund all pre-orders for transactions processed through Stripe that had not previously been refunded and for which this was possible through the original credit card. Stripe initiated this process but notified the Debtor it was suspending further refunds before completion, upon learning of the

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<sup>3</sup> Additionally, there were a number of disputed transactions. In the event of a dispute, the credit card company withheld the funds from transfer to Balanced or Stripe. These disputed items either have been or ultimately will be refunded to the customer and the cash is held at the credit card company.

litigation pending in San Francisco, California and the potential of a bankruptcy proceeding being filed.

23. Prior to the Petition Date, approximately \$19.3 million of customer pre-order funds had been refunded, which accounts for the deposits of about 29,000 customers. *See Solsvig Declaration*, ¶ 13. An additional 551 of pre-order refunds remained unresolved due to credit card disputes, totaling approximately \$442,000.<sup>4</sup> *Id.* The remaining 31,809 unrefunded customers are owed approximately \$18.7 million in the aggregate. *Id.* A summary table is as follows:

<b>Analysis of Customer Pre-Orders</b>					
		<i>Fully Refunded</i>	<i>Disputed</i>	<i>Unrefunded</i>	<i>Total</i>
<b>Total</b>	<b>\$000's</b>	\$ 19,311	\$ 442	\$ 18,658	\$ 38,411
	<b># of Customers</b>	29,092	551	31,809	61,452

24. As of the Petition Date, and as of the date hereof, the estimated balance of cash held by Tilt, Stripe and the Debtor, to refund the remaining 31,809 customers is as follows:

<b>Entity</b>	<b>Amount</b>
Tilt/Balanced	\$ 3,664,219
Stripe	\$ 8,440,809
Debtor	\$ 6,615,496
<b>Total</b>	<b>\$ 18,720,525<sup>5</sup></b>

*See Solsvig Declaration*, ¶ 14.

#### **D. The Proposed Refund Procedures**

25. To initiate any refund procedures with its customers, the Debtor has worked to reconcile customer information (name, email address, order number, and/or credit card, where available) with the database of Tilt and Stripe. This task is largely complete.

<sup>4</sup> The Debtor will resolve and complete these refunds through the procedures set forth herein.

<sup>5</sup> Note the difference between this balance and the total in the previous chart (\$18.658 million) is due to interest received on the funds held by Stripe, Tilt and the Debtor.

26. The Debtor is confident that there are adequate funds to complete refunds of the balance of the customer pre-orders, to over 31,000 customers, and that the customer pre-order funds are fully accounted for. *See Solsvig Declaration*, ¶ 13.

27. Based on the foregoing, the Debtor seeks authorization for it and its third party payment processors to re-start refunding the prepetition customer pre-order funds and proposes the following procedures (collectively, the “Refund Procedures”) :

- (i) **Collection of Customer Data & Notice Campaign**: To ensure all customers are accounted for and are given sufficient notice of the Refund Procedures, the Debtor will continue to collect and confirm customer information by publishing announcements on various channels targeting its customers. Specifically, the Debtor will post a message on the Debtor’s website, the Debtor’s Prime Clerk webpage and other social media outlets (including Facebook). Additionally, as customers were required to include an email address when they pre-ordered the Lily Camera, the Debtor will send the message via email to all customers.

The message, substantially in the form annexed hereto as **Exhibit C**, will notify customers to visit the Prime Clerk website<sup>6</sup> and submit current email and mailing address to facilitate the refund of their deposit by the method approved by this Court, which may include credit card, check and/or electronic transfer (as discussed below).

- (ii) **Transfer of Funds for Refund**: Any or all of the funds in the Receivables Account and the funds held by Tilt may be transferred to an account established by Prime Clerk at a financial institution<sup>7</sup> (the “Refund Account”). Note, this paragraph does not pertain to customer funds currently held by Stripe.

- (iii) **Refunding**.

- (1) **Group A**: Where Stripe processed the pre-order payment on behalf of the Debtor and a refund has not already been processed, Stripe will utilize the customer funds in its possession to initiate refunds to the original credit card used by the customer in placing the pre-order payment

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<sup>6</sup> The Prime Clerk submission page can be found at: <https://cases.primeclerk.com/lilyrobotics/Home-SubmitInquiry>.

<sup>7</sup> The Debtor will notify the Court of the proposed financial institution at least 5 days prior to the scheduled hearing for this Motion.



(“Group A”). Currently, the Debtor believes this accounts for \$3.9 million of the funds for approximately 5,150 customers.

(2) **Group B:** For the funds held in the Refund Account, the Debtor will issue refunds either electronically through Pay Pal or by check (“Group B”). Group B will include the customers in Group A for which a refund was initiated through the customer’s credit card but the refund could not be processed on that credit card.

(iv) **Unrefunded Amounts:**

(1) Any funds remaining in Group A 30 days after the Court’s entry of the order approving this Motion, shall be transferred from Stripe to the Refund Account and become part of Group B.

(2) The Debtor will continue to refund its customers through the means provided for Group A until 30 days after the Court’s entry of the order approving this Motion.

(3) The Debtor will continue to refund its customers through the means provided for Group B until any effective date of the Plan. The procedures for handling the funds that remain for Group B as of any effective date of a Plan shall be set forth in the Plan.

28. The Debtor believes the Refund Procedures are fair and reasonable to effectuate a successful return of the prepetition customer pre-order deposits.

**RELIEF REQUESTED**

29. By this Motion, pursuant to sections 105(a), 363(b), 507(a), 1107 and 1108 of the Bankruptcy Code and Bankruptcy Rule 6004, the Debtor requests entry of an order, substantially in the form annexed hereto as **Exhibit B**, authorizing the Debtor (i) to administer and to continue refunding prepetition customer pre-order funds, and (ii) to effectuate related procedures, as necessary and appropriate in the Debtor’s business judgment.

**BASIS FOR RELIEF REQUESTED**

**A. Ample Authority Exists to Support the Refund of Prepetition Customer Pre-order Funds**

30. Section 363(c) allows a debtor-in-possession to enter into transactions involving property of the estate in the ordinary course of business without an order of the Court. *See, e.g.,*

*In re James A. Phillips, Inc.*, 29 B.R. 391, 395, n.2 (S.D.N.Y. 1983) (“Insofar as [the] transactions are actually in the ordinary course, they are authorized automatically by § 363(c)(1) and § 1107(a) and do not require Bankruptcy Court approval”). In similar circumstances, courts have recognized the need to allow debtors to treat pre-petition customer deposits and prepayments for goods as being in the ordinary course of business. *See, e.g., In re Federated Dep’t Stores, Inc.* 1990 Bankr. LEXIS 102 (Bankr. S.D. Ohio Jan. 15, 1990) (authorizing debtors to treat deposits or prepayments on goods and services “in the same manner as Debtors treated Deposits prior to the commencement of the cases”). Here, the Debtor (and its third-party processors) were engaged in the refund process on a regular basis starting at the outset of the pre-order process. The third party processors only paused those transfers out of concern for the impact of bankruptcy on the transfers. Therefore, these payments represent a classic example of ordinary course transfers and the Court should permit them to continue post-petition.

31. No creditor is harmed by these refunds. Pursuant to section 507(a)(7) of the Bankruptcy Code, up to \$2,775 in claims arising from a consumer’s pre-petition deposit “of money for the purchase of property or services for personal, family or household use” to the extent that such property or services were not delivered, have priority over other general unsecured claims. *See* 11 U.S.C. § 507(a)(7). This provision was added to the Bankruptcy Code in 1984 to “protect consumers who had deposited only for goods and services with a business that subsequently filed for bankruptcy” and has since been adjusted to increase the priority amount. *In re River Vill. Assocs.*, 161 B.R. 127, 133 (Bankr. E.D Pa. 1993), *aff’d*, 181 B.R. 795 (E.D. Pa. 1995).

32. Section 507(a)(7) “expressly applies to incomplete transactions, that is, transactions requiring additional steps to reach completion; it regards money deposits for ‘the

purchase, lease, or rental of property, or the purchase of services . . . *that were not delivered or provided.*” *In re City Sports, Inc.*, 554 B.R. 329, 335 (Bankr. D. Del. 2016) (internal citation omitted) (emphasis in original). The obligations that arise in connection with the prepetition customer pre-order deposits are quintessential priority claims under section 507(a)(7) of the Bankruptcy Code. Additionally, based on the underlying policy goals of the section, claims for the refunding of customer deposits are superior to general unsecured claims; such customer claims would be paid in full (up to the statutory threshold) before other general unsecured claims. Therefore these customers would receive payment in cash in full under any plan. The Refund Procedures and payments merely accelerate that process for the benefit of the vast majority of the Debtor’s creditors. The only parties that could object in theory, the DIP Lender and Prepetition Secured Lender, have consented to the approval of the Refund Procedures. Any objection to this Motion by a general unsecured creditor is likely to be overruled.

33. The Refund Procedures are also equitable and the Court should approve them under section 105(a) of the Bankruptcy Code which permits the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” Pursuant to section 105(a) and the doctrine of necessity, the bankruptcy court may exercise its broad equitable powers to authorize the payment of pre-petition obligations when such payment is essential to the continued operation of a debtor’s business. *See, e.g., In re Just for Feet, Inc.*, 242 B.R. 821, 824-25 (D. Del. 1999) (holding that section 105(a) of the Bankruptcy Code provides a statutory basis for the payment of pre-petition claims under the doctrine of necessity and noting that “[t]he Supreme Court, the Third Circuit and the District of Delaware all recognize the court’s power to authorize payment of pre-petition claims when such payment is necessary for the debtor’s survival during chapter 11”); *In re Columbia Gas Sys., Inc.*, 171 B.R.

189, 191-92 (Bankr. D. Del. 1994) (confirming that the doctrine of necessity is the standard in the Third Circuit for enabling a court to authorize the payment of pre-petition claims prior to the confirmation of a reorganization plan).

34. Bankruptcy courts regularly rely on their authority under section 105(a) and the doctrine of necessity to grant debtors the discretionary authority to pay certain pre-petition claims “where the payment is necessary to permit the effectuation of the rehabilitative purposes of the Bankruptcy Code.” *In re Sharon Steel Corp.*, 159 B.R. 730, 736 (Bankr. W.D. Penn. 1993); *Ionosphere Clubs*, 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1989) (authorizing the payment of pre-petition claims and explaining that the “ability of a Bankruptcy Court to authorize the payment of pre-petition debt when such payment is needed to facilitate the rehabilitation of the debtor is not a novel concept”). Here, refund of the customers is the most critical goal of this chapter 11 case. Those customers are entitled to full payment and represent the largest group of creditors both in volume and amount. Expediting these payments is necessary and in the best interest of the Debtor and its constituents.

**B. The Debtor Should be Authorized to Refund the Prepetition Customer Pre-order Funds Under Sections 1107(a) and 1108 of the Bankruptcy Code**

35. The Debtor is administering this chapter 11 case as a debtor in possession under sections 1107(a) and 1108 of the Bankruptcy Code and therefore, “ha[s] a fiduciary duty to act in the best interest of all creditors and equity holders.” *In re Nortel Networks, Inc.*, 522 B.R. 491, 516 (Bankr. D. Del. 2014) (citing *LaSalle Nat. Bank v. Perelman*, 82 F.Supp.2d 279, 292 (D. Del. 2000)); *see also In re CoServ, L.L.C.*, 273 B.R. 487, 497 (Bankr. N.D. Tex. 2000) (“A debtor in possession, like a trustee, is a fiduciary holding the bankruptcy estate and operating the business for the benefit of its creditors and (if the value justifies) its equity owners.”) (citing 7 COLLIER ON BANKRUPTCY ¶ 1106.02[3] (15th ed. rev. 2001)). A chapter 11 debtor in possession

has the implicit duty “to protect and preserve the estate.” 7 COLLIER ON BANKRUPTCY ¶ 1106.02 (16th 2016)

36. Courts have noted that a debtor in possession can, in certain instances, fulfill its fiduciary duty “only . . . by the preplan satisfaction of a pre-petition claim.” *In re CoServ, L.L.C.*, 273 B.R. at 497.<sup>8</sup> The *CoServ* court specifically noted that preplan satisfaction of pre-petition claims would be a valid exercise of a debtor’s fiduciary duty when the payment “is the only means to effect a substantial enhancement of the estate.” *Id.* The court provided a three-prong test for determining whether a preplan payment on account of a pre-petition claim was a valid exercise of a debtor’s fiduciary duty:

First, it must be critical that the debtor deal with the claimant. Second, unless it deals with the claimant, the debtor risks the probability of harm, or, alternatively, loss of economic advantage to the estate or the debtor’s going concern value, which is disproportionate to the amount of the claimant’s pre-petition claim. Third, there is no practical or legal alternative by which the debtor can deal with the claimant other than by payment of the claim.

*Id.* at 498.

37. The proposed Refund Procedures for the Debtor’s pre-petition customer pre-order deposits meets each *CoServ* element. First, it is imperative that the Debtor satisfy its prepetition customer obligations to maximize value in a sale of the Debtor’s assets during the chapter 11 case. Potential purchasers have inquired as to the status of the refunds, how the Debtor is addressing the pending litigation, and how outstanding refund obligations will affect the assets.

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<sup>8</sup> Numerous motions approved by this Court rely on the factors set forth in the *CoServ* case. *See e.g., In re: Directbuy Holdings, Inc., et al.*, Case No. 16-12435 (CSS) (Bankr. D. Del. Nov. 3, 2016) (approving motion for authorization to continue prepetition member programs, promotions and practices); *In re: F-Squared Investment Management, LLC, et al.*, Case No. 15-11469 (LSS) (Bankr. D. Del. July 8, 2015) (approving motion for authorization to continue certain customer programs including issuing refunds); *In re: Mackeyser Holdings, LLC, et al.*, Case No. 14-11550 (CSS) (Bankr. D. Del. June 24, 2014) (approving motion for authorization to continue prepetition customer programs).

In the Debtor's business judgment, satisfaction of these refund obligations are essential to securing a purchaser and ensuring a successful sale process.

38. Second, any delay in or prohibition on refunding the prepetition customer pre-order deposits could potentially give rise to significant claims against the Debtor's estate. There are over 31,000 customers waiting for their refunds. Since the Petition Date, many customers have inquired (through various channels) as to whether their deposit will be returned. Responding to customers drains the Debtor's thinning resources and deters wind down efforts; delays in refunding customers will disrupt this chapter 11 case. Satisfaction of the customer deposits is essential for the Debtor to conduct a successful sale process by minimizing the effect of potential customer claims.

39. Third, there is simply no alternative to refunding the Debtor's prepetition customer pre-order deposits. The inability to refund customers would devastate the Debtor's goals in this chapter 11 case and tarnish the value of the assets being sold for the reasons set forth herein. Delaying the refund of customer deposits, or not fulfilling them at all, are simply not viable alternatives under these circumstances.

**C. Refunding the Prepetition Customer Pre-order Funds Is in the Best Interests of the Debtor's Estate**

40. The Debtor believes that refunding the prepetition customer pre-order funds through the Refund Procedures is in the best interests of the Debtor's estate. The Debtor could not deliver the product that the customers pre-ordered and without refunding the pre-order funds, the Debtor may face thousands of customer claims and disruptions to this chapter 11 case. The Debtor must ensure an orderly wind down of its operations; executing the Refund Procedures is essential to addressing the concerns raised in the pending litigation in California, and to alleviating concerns of interested buyers which will maximize the value of the assets to be sold.

**D. The Banking Institutions & Third Party Processors Should be Authorized and Directed to Honor and Pay Checks Issued and Electronic Funds Transferred to Pay Prepetition Customer Pre-order Funds**

41. The Debtor further requests that the Court authorize and direct Stripe, PayPal, Tilt, Prime Clerk, the Debtor's banking institutions, including those holding the prepetition customer pre-order funds, and all other applicable banks, third party processors and other financial institutions to receive, process, honor, and pay any and all checks drawn or electronic funds relating to the prepetition customer pre-order funds, whether such checks or transfers were presented before or after the Petition Date, provided that the Debtor and the third party processors have sufficient funds on deposit in the applicable accounts to cover such payments. The Debtor also seeks authority to issue replacement post-petition checks or effect new electronic fund transfers that may be dishonored or rejected as a result of the commencement of the chapter 11 case.

42. Additionally, the Refund Procedures are designed to provide sufficient notice to customers on how to obtain a refund from the Debtor. The Debtor enacted the best methods to ensure customers are notified of how to obtain a refund. The Debtor also considered how it attracted customers originally—through its website, other online platforms and social media—and designed the Refund Procedures to attract the same audience. The Debtor believes these notice procedures are fair and reasonable given its customer base and the resources available to the Debtor.

**WAIVER OF BANKRUPTCY RULES 6004(h)**

43. The Debtor requests a waiver of any stay of the order granting the relief requested herein pursuant to Bankruptcy Rule 6004(h). As explained above, the relief requested herein is necessary to avoid immediate and irreparable harm to the Debtor. Accordingly, ample cause

exists to justify the waiver of the fourteen-day stay imposed by Bankruptcy Rule 6004(h), to the extent such stay applies.

#### **RESERVATION OF RIGHTS**

44. Nothing contained here is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtor, (ii) a waiver of the Debtor's or any appropriate party in interest's rights to dispute any claim, or (iii) an approval or assumption of any agreement, contract, program or policy under section 365 of the Bankruptcy Code. Likewise, if the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of the Debtor's rights to dispute such claim subsequently.

#### **NOTICE**

45. Notice of this Motion will be given to: (a) the Office of the United States Trustee for the District of Delaware; (b) counsel to Silicon Valley Bank; (c) counsel to Spark Capital; (d) Tilt, (e) Stripe; (f) the parties included on the Debtor's list of thirty (30) largest unsecured creditors; (g) the District Attorney City and County of San Francisco; (h) the United States Securities and Exchange Commission; (i) the Internal Revenue Service; (j) the Office of the United States Attorney for the District of Delaware and all other states in which the Debtor operates; (k) the Attorney General for the state of Delaware and other states in which the Debtor operates; and (l) all parties who have requested notice in this chapter 11 case pursuant to Local Rule 2002-1(b).

#### **NO PREVIOUS REQUEST**

46. No previous request for the relief sought herein has been made by the Debtor to this or any other Court.



**WHEREFORE**, the Debtor respectfully requests entry of the proposed order attached hereto as **Exhibit B**, granting the relief requested herein and such other and further relief as the Court may deem just and proper.

*[Signature page to follow]*

Dated: March 13, 2017  
Wilmington, Delaware

**MORRIS, NICHOLS, ARSHT & TUNNELL LLP**

By: /s/ Marcy J. McLaughlin

Robert J. Dehney (DE Bar No. 3578)

Andrew R. Remming (DE Bar No. 5120)

Marcy J. McLaughlin (DE Bar No. 6184)

1201 North Market Street, 16th Floor

P.O. Box 1347

Wilmington, Delaware 19899-1347

Telephone: (302) 658-9200

Facsimile: (302) 658-3989

E-mail: rdehney@mnat.com

aremming@mnat.com

mmclaughlin@mnat.com

*-and-*

**ORRICK, HERRINGTON & SUTCLIFFE, LLP**

Douglas S. Mintz (admitted *pro hac vice*)

1152 15th Street NW

Washington, DC 20005

Telephone: (202) 339-8400

Facsimile: (202) 339-8500

Email: dmintz@orrick.com

Laura Metzger (admitted *pro hac vice*)

Jennifer Asher (admitted *pro hac vice*)

51 West 52<sup>nd</sup> Street

New York, N.Y. 10019

Telephone: (212) 506-5000

E-mail: lmetzger@orrick.com

jasher@orrick.com

*Proposed Counsel for the Debtor and Debtor in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

**LILY ROBOTICS, INC.,**

Debtor.<sup>1</sup>

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ADMINISTER AND TO CONTINUE REFUNDS OF PREPETITION CUSTOMER PRE-  
ORDER FUNDS AND TO EFFECTUATE RELATED PROCEDURES**

PLEASE TAKE NOTICE that on March 13, 2017, the debtor and debtor-in-possession in the above-captioned case, filed the **Motion Of The Debtor For An Order Under Bankruptcy Code Sections 105(a), 363(b), And 507(a) Authorizing The Debtor To Administer And To Continue Refunds Of Prepetition Customer Pre-Order Funds And To Effectuate Related Procedures** (the "Motion").

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Motion must be (a) in writing and served on or before **March 27, 2017 at 4:00 p.m. (ET)** (the "Objection Deadline"); (b) filed with the Clerk of the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801; and (c) served as to be received on or before the Objection Deadline by the undersigned proposed counsel to the Debtor.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION WILL BE HELD ON **APRIL 25, 2017 AT 3:00 P.M. (ET)** BEFORE THE HONORABLE KEVIN J. CAREY, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 5TH FLOOR, COURTROOM #5, WILMINGTON, DELAWARE 19801. ONLY PARTIES WHO HAVE FILED A TIMELY OBJECTION WILL BE HEARD AT THE HEARING.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

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<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 8604. The Debtor's headquarters and mailing address is 374 Harriet Street, San Francisco, California 94103.

Dated: March 13, 2017

**MORRIS, NICHOLS, ARSHT & TUNNELL LLP**

By: /s/ Marcy J. McLaughlin

Robert J. Dehney (DE Bar No. 3578)  
Andrew R. Remming (DE Bar No. 5120)  
Marcy J. McLaughlin (DE Bar No. 6184)  
1201 North Market Street, 16th Floor  
P.O. Box 1347  
Wilmington, Delaware 19899-1347  
Telephone: (302) 658-9200  
Facsimile: (302) 658-3989  
E-mail: rdehney@mnat.com  
aremming@mnat.com  
mmclaughlin@mnat.com

-and-

**ORRICK, HERRINGTON & SUTCLIFFE LLP**

Douglas S. Mintz (admitted *pro hac vice*)  
Columbia Center  
1152 15th Street, N.W.  
Washington, D.C. 20005-1706  
Telephone: (202) 339-8400  
Facsimile: (202) 339-8500  
E-mail: dmintz@orrick.com

Laura Metzger (admitted *pro hac vice*)  
Jennifer Asher (admitted *pro hac vice*)  
51 West 52<sup>nd</sup> Street  
New York, N.Y. 10019  
Telephone: (212) 506-5000  
E-mail: lmetzger@orrick.com  
jasher@orrick.com

*Proposed Counsel for the Debtor and  
Debtor in Possession*

**EXHIBIT A**

**SOLSVIG DECLARATION**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

**LILY ROBOTICS, INC.,**

Debtor.<sup>1</sup>

Chapter 11

Case No. 17-10426 (KJC)

**Hearing Date: April 25, 2017 at 3:00 p m. (ET)**  
**Obj. Deadline: March 27, 2017 at 4:00 p m. (ET)**

**DECLARATION OF CURTIS G. SOLSVIG III IN SUPPORT OF THE MOTION OF  
THE DEBTOR FOR AN ORDER UNDER BANKRUPTCY CODE SECTIONS 105(a),  
363(b), AND 507(a) AUTHORIZING THE DEBTOR TO ADMINISTER AND TO  
CONTINUE REFUNDS OF PREPETITION CUSTOMER  
PRE-ORDER FUNDS AND TO EFFECTUATE RELATED PROCEDURES**

I, Curtis G. Solsvig III, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am a Managing Director at Goldin Associates, LLC. On January 25, 2017, Lily Robotics, Inc., a Delaware Corporation, retained Goldin as financial advisor to assist in preparation for a wind-down of the Debtor's business. Subsequently, on February 26, 2017, the Debtor hired me as Chief Restructuring Officer, subject to Court approval, in this chapter 11 case. The hearing on the application is scheduled for March 27, 2017.

2. In my capacity as a financial advisor and Chief Restructuring Officer of the Debtor (subject to Court approval), I am familiar with the Debtor's day-to-day operations, books and records, business, and financial affairs.

3. I have read the *Motion of the Debtor for an Order Under Bankruptcy Code Sections 105(a), 363(b), and 507(a) Authorizing the Debtor to Administer and to Continue*

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<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 8604. The Debtor's headquarters and mailing address is 374 Harriet Street, San Francisco, California 94103.

*Refunds of Prepetition Customer Pre-order Funds and to Effectuate Related Procedures* and am either directly or by and through the Debtor's employees or agents reasonably familiar with the information contained therein, as well as the proposed order.

4. One of the Debtor's principal goals in this chapter 11 case is "to complete a quick and orderly refund process" for any pre-orders of the Lily Camera.

**A. The Debtor's Pre-Order Process**

5. In early 2015, the Debtor launched a pre-order campaign for the Lily Camera even though it was in the early stages of development. The Debtor took in \$38.4 million in pre-orders from more than 61,400 customers.

6. The Debtor outsourced payment processing for pre-orders in a two-step sequence that used two intermediaries. The first intermediary, Tilt, took the customer information. The second intermediary for the first month of pre-orders was Balanced; when Balanced went out of business in June of 2015, Stripe filled the intermediary role.

7. When a customer placed a pre-order, the customer input its information into a website hosted by Tilt (although branded with the Debtor's logo and graphics). On this screen, the customer entered its name, email address, mailing address, and credit card information. Upon acceptance, Tilt transferred the data to Balanced or Stripe. Balanced and Stripe coordinated processing of the charge and payment to the Debtor through Tilt.

8. In June 2015, Balanced transferred approximately \$14.9 million to Tilt, which Tilt transferred on to the Debtor. During July and August 2015, \$11.6 million was processed by

Stripe and received by the Debtor. In total, through August 2016 of the \$38.4 million in pre-order sales, the Debtor received approximately \$26.4 million in customer pre-order cash.<sup>2</sup>

**B. Prepetition Customer Refunds & The Winddown**

9. The Debtor began issuing customer refunds almost immediately after pre-order sales started. For example, Tilt informed the Debtor that Balanced had issued approximately \$236,000 worth of refunds in May 2015 immediately after pre-orders started. Since then, refund requests have continued. Refund requests accelerated after the first announced delay in shipment in December 2015 and again after the second announced delay in August 2016.

10. Whenever possible, refunds were completed by a direct refund to the credit card used in the original transaction; assuming the credit card that the customer placed the pre-order with was still valid and not expired at the time of the refund. However, in some instances, the card had expired or been cancelled, or the credit card company refused to handle the refund on a transaction which had occurred too far in the past. In these instances, a refund was made by either a payment through PayPal, a service that enables consumers to pay money and accept payments, or by a physical check.<sup>3</sup> After Balanced closed, Tilt handled refund requests for customers whose pre-orders Balanced had processed. The Debtor believes that from June 2015 until December 2016, Stripe handled refund requests for customers whose pre-orders were processed through Stripe's platform.

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<sup>2</sup> Balanced held onto the balance of the funds; the amounts held by Balanced were eventually transferred to Tilt. As for charges processed through Stripe, Stripe's merchants' card charges are cleared through the card networks and briefly held in an omnibus account held at Wells Fargo Bank N.A. for the benefit of Stripe merchants before the processed amount is distributed to the individual merchant's bank account. Accordingly, Stripe coordinated receipt of funds from the card networks to the bank account designated by the Debtor.

<sup>3</sup> Additionally, there were a number of disputed transactions. In the event of a dispute, the credit card company withheld the funds from transfer to Balanced or Stripe. These disputed items either have been or ultimately will be refunded to the customer and the cash is held at the credit card company.



11. When refund requests accelerated in August 2016, the Debtor began to transfer funds to Tilt to cover the refunds. Over the next few months, the Debtor transferred approximately \$3.9 million in customer funds to Tilt (of which approximately \$574,000 was transferred back to the Debtor in September 2016), and in early January 2017, the Debtor transferred approximately \$16.5 million in customer funds to Stripe to refund customer pre-orders for transactions processed through Stripe. These funds are specifically earmarked for payment of refunds to customers. Approximately \$6.6 million remains in a segregated Debtor account at Silicon Valley Bank (“Receivables Account”).

12. Finally, on January 10, 2017, the Debtor announced a wind-down and the refund of all outstanding pre-orders. As a part of the refund, the Debtor instructed Stripe to refund all pre-orders for transactions processed through Stripe that had not previously been refunded and for which this was possible through the original credit card. Stripe initiated this process but notified the Debtor it was suspending further refunds before completion, upon learning of the litigation pending in San Francisco, California and the potential of a bankruptcy proceeding being filed.

13. Prior to the Petition Date, approximately \$19.3 million of customer pre-order funds had been refunded, which accounts for the deposits of about 29,000 customers. An additional 551 of pre-order refunds remained unresolved due to credit card disputes, totaling approximately \$442,000.<sup>4</sup> The remaining 31,809 unrefunded customers are owed approximately \$18.7 million in the aggregate. A summary table is as follows:

<b>Analysis of Customer Pre-Orders</b>					
		<i>Fully Refunded</i>	<i>Disputed</i>	<i>Unrefunded</i>	<i>Total</i>
<b>Total</b>	<b>\$000's</b>	\$ 19,311	\$ 442	\$ 18,658	\$ 38,411
	<b># of Customers</b>	29,092	551	31,809	61,452

14. As of the Petition Date, and as of the date hereof, the estimated balance of cash held by Tilt, Stripe and the Debtor, to refund the remaining 31,809 customers is as follows:

<b>Entity</b>	<b>Amount</b>
Tilt/Balanced	\$ 3,664,219
Stripe	\$ 8,440,809
Debtor	\$ 6,615,496
<b>Total</b>	<b>\$ 18,720,525<sup>5</sup></b>

15. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on March 13, 2017

\_\_\_\_\_  
*/s/ Curtis G. Solsvig, III*  
 Curtis G. Solsvig, III  
 Chief Restructuring Officer of Lily  
 Robotics, Inc., subject to Court approval

<sup>4</sup> The Debtor will resolve and complete these refunds through the procedures set forth herein.

<sup>5</sup> Note the difference between this balance and the total in the previous chart (\$18.658 million) is due to interest received on the funds held by Stripe, Tilt and the Debtor.

**EXHIBIT B**

**PROPOSED ORDER**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

**LILY ROBOTICS, INC.,**

Debtor.<sup>1</sup>

Chapter 11

Case No. 17-10426 (KJC)

Re: **D.I.** \_\_\_\_

**ORDER UNDER BANKRUPTCY CODE SECTIONS 105(a), 363(b),  
AND 507(a) AUTHORIZING THE DEBTOR TO ADMINISTER AND TO CONTINUE  
REFUNDS OF PREPETITION CUSTOMER PRE-ORDER FUNDS  
AND TO EFFECTUATE RELATED PROCEDURES**

Upon consideration of the Motion,<sup>2</sup> filed by the above-captioned debtor and debtor-in-possession for authority (i) to administer and to continue refunding prepetition customer pre-order funds, and (ii) to effectuate related procedures thereto, pursuant to sections 105(a), 363(b), 507(a), 1107 and 1108 of the Bankruptcy Code, as more fully set forth in the Motion; and the Court having reviewed the Motion, the Solsvig Declaration, and the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtor, its estate, its creditors and other parties in interest; and it appearing that proper and adequate notice

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<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 8604. The Debtor's headquarters and mailing address is 374 Harriet Street, San Francisco, California 94103.

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

of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore:

**THIS COURT HEREBY MAKES THE FOLLOWING FINDINGS OF FACT AND CONCLUSIONS OF LAW:**

1. The Debtor, together with Stripe, PayPal, Tilt, Prime Clerk, the Debtor's banking institutions, including those holding the prepetition customer pre-order funds, and all other applicable banks, third party processors and other financial institutions (collectively, the "Banking Institutions & Third Party Processors"), are authorized to work in accordance with this Order to continue the prepetition refund process and refund the prepetition customer deposit funds postpetition.

2. The refunds processed prepetition by the Debtor and the Banking Institutions & Third Party Processors were made in the ordinary course of business and according to ordinary business terms, are reasonable and alleviated some of the Debtor's burden as it effectuates the Refund Procedures for the balance of its customers.

3. The refunds processed postpetition by the Debtor and the Banking Institutions & Third Party Processors are being made in the ordinary course of business in accordance with ordinary business terms and are reasonable.

4. The payment of customer deposits, on the terms and conditions described in the Motion was necessary and valid prepetition and is necessary and appropriate at this time to prevent irreparable disruptions to the Debtor's chapter 11 case, will serve to protect and preserve the value of the Debtor's business assets for the benefit of all stakeholders, and will maximize value available to stakeholders.

5. The DIP Lender and the Prepetition Secured Lender each consent to the entry of this Order.

6. Executing the Refund Procedures, are in the best interest of the Debtor, its estate and its creditors in order to conduct an orderly wind down in this chapter 11 case and maximize the value of the sale of the Debtor's assets.

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein.

2. The Refund Procedures are approved. The Debtor is authorized, but not directed, pursuant to sections 105(a), 363(b), 507(a), 1107, and 1108 of the Bankruptcy Code, to maintain and administer refunding prepetition customer pre-order funds through the Refund Procedures, and to effectuate related procedures, as necessary and appropriate in the Debtor's business judgment, including the following:

- (i) **Collection of Customer Data & Notice Campaign**: To ensure all customers are accounted for and are given sufficient notice of the Refund Procedures, the Debtor will continue to collect and confirm customer information by publishing announcements on various channels targeting its customers. Specifically, the Debtor will post a message on the Debtor's website, the Debtor's Prime Clerk webpage and other social media outlets (including Facebook). Additionally, as customers were required to include an email address when they pre-ordered the Lily Camera, the Debtor will send the message via email to all customers.

The message, substantially in the form annexed to the Motion as **Exhibit C**, will notify customers to visit the Prime Clerk website<sup>3</sup> and submit current email and mailing address to facilitate the refund of their deposit by the method approved by this Court, which may include credit card, check and/or electronic transfer (as discussed below).

- (ii) **Transfer of Funds for Refund**: Any or all of the funds in the Receivables Account and the funds held by Tilt may be transferred to an account

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<sup>3</sup> The Prime Clerk submission page can be found at: <https://cases.primeclerk.com/lilyrobotics/Home-SubmitInquiry>.

established by Prime Clerk at a financial institution<sup>4</sup> (the “Refund Account”). Note, this paragraph does not pertain to customer funds currently held by Stripe.

(iii) **Refunding.**

(1) **Group A:** Where Stripe processed the pre-order payment on behalf of the Debtor and a refund has not already been processed, Stripe will utilize the customer funds in its possession to initiate refunds to the original credit card used by the customer in placing the pre-order payment (“Group A”). Currently, the Debtor believes this accounts for \$3.9 million of the funds for approximately 5,150 customers.

(2) **Group B:** For the funds held in the Refund Account, the Debtor will issue refunds either electronically through Pay Pal or by check (“Group B”). Group B will include the customers in Group A for which a refund was initiated through the customer’s credit card but the refund could not be processed on that credit card.

(iv) **Unrefunded Amounts:**

(1) Any funds remaining in Group A 30 days after the Court’s entry of this Order, shall be transferred from Stripe to the Refund Account and become part of Group B.

(2) The Debtor will continue to refund its customers through the means provided for Group A until 30 days after the Court’s entry of this Order.

(3) The Debtor will continue to refund its customers through the means provided for Group B until any effective date of the Plan. The procedures for handling the funds that remain for Group B as of any effective date of a Plan shall be set forth in the Plan.

3. Notice of the Refund Procedures as set forth herein, including the message attached to the Motion as **Exhibit C**, is approved in all respects and shall be deemed good, adequate, and sufficient notice of the Refund Procedures.

4. In accordance with this Order (or other order of this Court), the Banking Institutions & Third Party Processors are authorized to (i) receive, process, honor, and pay all

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<sup>4</sup> The Debtor will notify the Court of the proposed financial institution at least 5 days prior to the scheduled hearing for this Motion.

checks presented for payment and to honor all fund transfer requests made by the Debtor related thereto, to the extent that sufficient funds are on deposit in those accounts and (ii) accept and rely on all representations made by the Debtor with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires, or transfers are dated prior to, on or subsequent to the Petition Date, without any duty to inquire otherwise.

5. The Debtor is authorized, but not directed, to issue new post-petition checks, or effect new electronic funds transfers, on account of any refund of pre-petition customer pre-order deposits, and to replace any pre-petition checks or electronic fund transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtor's chapter 11 case.

6. Nothing contained in the Motion or this Order or any payment made pursuant to the authority granted by this Order is intended to be or shall be construed as (i) an admission as to the validity or priority of any lien or claim against the Debtor, (ii) a waiver of the Debtor's or any appropriate party in interest's rights to dispute any lien or claim, or (iii) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

7. Nothing in the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as a waiver of the right of the Debtor, or shall impair the ability of the Debtor, to contest the validity and amount of any payment made pursuant to this Order.

8. Notwithstanding entry of this Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.



9. Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtor under any order regarding the use of cash collateral approved by this Court in this chapter 11 case, including, but not limited to, the Cash Collateral Order.

10. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

11. The Debtor and the Banking Institutions & Third Party Processors are authorized to take all steps necessary or appropriate to carry out this Order.

12. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

Dated: \_\_\_\_\_, 2017  
Wilmington, Delaware

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THE HONORABLE KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT C**

**CUSTOMER REFUND MESSAGE**

Pre-Order Customer Advisory

Lily Robotics, Inc. filed for bankruptcy on February 27, 2017 in the United States Bankruptcy Court for the District of Delaware, Case No. 17-10426 (KJC).

As stated in the Company's filings and statements on the record with the Bankruptcy Court, one of the Company's main objectives in the bankruptcy case is to refund its customer's pre-order payments. A copy of the declaration filed on the first day of the case can be found [here](https://cases.primeclerk.com/lilyrobotics/Home-DownloadPDF?id1=NTUxNTA1&id2=0) [https://cases.primeclerk.com/lilyrobotics/Home-DownloadPDF?id1=NTUxNTA1&id2=0].

The Company filed a motion on March 13, 2017 asking the Bankruptcy Court to approve the return of customer pre-order funds. Bankruptcy Court approval of this process is necessary before the Company can return any customer deposit. The Company intends to hold a hearing on this motion in April. Once the Bankruptcy Court has approved the procedures, the Company intends to start returning deposits in accordance with the Court's order. More information about this process will become available at the Prime Clerk website listed below, which will be updated regularly.

To facilitate the refund process, the Company is collecting and confirming customer information. If you are a customer that pre-ordered a Lily Camera and are awaiting a refund of your deposit, please go to <https://cases.primeclerk.com/lilyrobotics/Home-SubmitInquiry> to submit your current email and mailing address to facilitate the refund of your deposit by the method approved by the Bankruptcy Court, which may include credit card, check and/or PayPal.

Lily Robotics will provide additional information regarding customer deposits as it becomes available at <https://cases.primeclerk.com/lilyrobotics>.

More information about the Lily Robotics bankruptcy case can be found at <https://cases.primeclerk.com/lilyrobotics> or by calling 844-597-1421(toll free) or 917-258-6101 (international).

Questions that are not addressed above, can be submitted at:  
<https://cases.primeclerk.com/lilyrobotics/Home-SubmitInquiry>