

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
CEC ENTERTAINMENT, INC., et al.¹	§	Case No. 20-33163 (MI)
	§	
	§	(Jointly Administered)
Debtors.	§	

**VERIFIED STATEMENT OF THE AD HOC NOTEHOLDERS
PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Ad Hoc Noteholders (as defined herein), by and through their undersigned counsel, hereby submit this verified statement (the “Verified Statement”) and in support thereof state and represent to the Court as follows:

1. In May 2020, certain holders, or investment advisors, sub-advisers or managers of the account of such holders (collectively, the “Ad Hoc Noteholders”), of the 8.000% Senior Notes due 2022, issued by CEC Entertainment, Inc. (the “Company”) pursuant to that certain Indenture, dated as of February 19, 2014, between the Company and Wilmington Trust, National Association, as trustee, engaged King & Spalding LLP (“K&S”) to represent them in connection with the potential restructuring of the Debtors.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are BHC Acquisition Corporation (0947); CEC Entertainment Concepts, L.P. (3011); CEC Entertainment Holdings, LLC (9147); CEC Entertainment, Inc. (5805); CEC Entertainment International, LLC (8177); CEC Entertainment Leasing Company (4517); CEC Leaseholder, LLC (N/A); CEC Leaseholder #2, LLC (N/A); Hospitality Distribution Incorporated (5502); Peter Piper Holdings, Inc. (6453); Peter Piper, Inc. (3407); Peter Piper Texas, LLC (6904); Peter Piper Mexico, LLC (1883); Queso Holdings Inc. (1569); SB Hospitality Corporation (4736); SPT Distribution Company, Inc. (8656); and Texas PP Beverage, Inc. (6895). The Debtors’ corporate headquarters and service address is 1707 Market Place Boulevard #200, Irving, TX 75063.

2. As of the date of this Verified Statement, K&S represents only the Ad Hoc Noteholders and does not represent or purport to represent any entities other than the Ad Hoc Noteholders in connection with the Debtors' chapter 11 cases. In addition, the Ad Hoc Noteholders, both collectively and through the individual members, do not represent or purport to represent any other entities in connection with the Debtors' chapter 11 cases.

3. Each individual Ad Hoc Noteholder holds claims, or such member or one or more of its affiliates advise, sub-advise or manage accounts that hold claims, against the Debtors arising from the Notes and the other disclosable economic interests set forth herein. In accordance with Bankruptcy Rule 2019, attached hereto as Exhibit A is a list setting forth the name, address and "the nature and amount of all disclosable economic interests" held by each member of the Ad Hoc Noteholders in relation to the Debtors as of the date of this Verified Statement, as reported to K&S by each of the Ad Hoc Noteholders.

4. K&S does not own, nor has it ever owned, any claims against the Debtors except for claims for services rendered to the Ad Hoc Noteholders. K&S may at some future time seek to have its fees and disbursements incurred on behalf of the Ad Hoc Noteholders paid by the Debtors' estates pursuant to title 11 of the United States Code (the "Bankruptcy Code") or as otherwise permitted in the Debtors' chapter 11 cases. K&S does not perceive any actual or potential conflict of interest with respect to the representation of the Ad Hoc Noteholders in the Debtors' chapter 11 cases.

5. All of the information contained herein is intended only to comply with Bankruptcy Rule 2019 and is not intended for any other purpose. Nothing contained in this Verified Statement (or the exhibits hereto) should be construed as a limitation upon, or waiver of, any Ad Hoc

Noteholders' right to assert, file and/or amend its claims in accordance with applicable law and any orders entered in the Debtors' chapter 11 cases.

6. The Ad Hoc Noteholders, through their undersigned counsel, further reserve the right to supplement and/or amend this Verified Statement in accordance with the requirements set forth in Bankruptcy Rule 2019 at any time in the future.

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Dated: June 26, 2020
Houston, Texas

/s/ Matthew Warren

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Counsel for the Ad Hoc Noteholders

EXHIBIT A

Name of holders, investment advisors, or manager of the account of such holders	Notice Address	Nature and Amount of Disclosable Economic Interest
Longfellow Investment Management Co., LLC	20 Winthrop Square Boston, MA 02110 Attn: David Stuehr Phone: (617) 695-3504	Notes: \$4,775,000
Prudential Financial, Inc.	655 Broad Street, 19th Floor Newark, NJ 07102 Attn: Gregory Cass Phone: (973) 802-6000	Notes: \$90,469,000 Term Loans: \$34,028,875
Resource Credit Income Fund	717 Fifth Ave, 14th Fl New York, NY 10022 Attn: Mike Terwilliger Phone: (212) 506-3899	Notes: \$11,549,000
Westchester Capital Management	100 Summit Lake Drive, Valhalla, NY 10595 Attn: Steve Tan Phone: (914) 741-5600	Notes: \$11,500,000