

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

In re:

Smallhold, Inc.,

Debtor.<sup>1</sup>

Chapter 11

Case No. 24-10267 (CTG)

**Ref. D.I. 179, 182, and 193**

**DECLARATION OF EMILY YOUNG, ON BEHALF OF EPIQ CORPORATE  
RESTRUCTURING, LLC, REGARDING SOLICITATION AND  
TABULATION OF BALLOTS CAST ON THE  
SUBCHAPTER V DEBTOR'S FIRST AMENDED PLAN OF REORGANIZATION**

I, Emily Young, hereby declare as follows under penalty of perjury that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a Director of Epiq Corporate Restructuring, LLC ("Epiq"),<sup>2</sup> the claims and noticing agent and administrative advisor retained in the above-captioned bankruptcy case of Smallhold, Inc. (the "Debtor"). I am over the age of 18 years and am not a party to the above-captioned action. I do not have a direct interest in the above-captioned chapter 11 case and should be considered an impartial party.

2. I submit this declaration (the "Declaration") with respect to the solicitation and tabulation of votes cast on the *Subchapter V Debtor's First Amended Plan of Reorganization* [D.I. 179] (as may be amended, supplemented, or modified from time to time, the "Plan").<sup>3</sup> Except as otherwise indicated herein, all facts set forth herein are based upon my personal knowledge or my

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<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 8880. The Debtor's mailing is 285 Nostrand Avenue #1066, Brooklyn, NY 11216.

<sup>2</sup> Epiq is located at 777 Third Avenue, 12th Floor, New York, New York 10017.

<sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan or the Solicitation Procedures Order (as defined herein).

review of relevant documents. I am authorized to submit this Declaration on behalf of Epiq and if called upon to testify, I could and would testify competently as to the facts set forth herein.

3. In accordance with the (a) *Order (I) Approving the Retention and Appointment of Epiq Corporate Restructuring, LLC as the Administrative Advisor to the Debtor, Effective as of the Petition Date, and (II) Granting Related Relief* [D.I. 67], and (b) *Order (I) Scheduling a Hearing on Plan Confirmation and Deadlines Related Thereto; (II) Approving the Solicitation, Notice and Tabulation Procedures and the Forms Related Thereto; and (III) Granting Related Relief* [D.I. 182] (the “Solicitation Procedures Order”), Epiq was appointed as the Debtor’s administrative advisor and authorized to assist the Debtor with, *inter alia*, soliciting, receiving, reviewing, determining the validity of, and tabulating Ballots cast on the Plan by Holders of Claims in the Voting Classes (as defined herein). Epiq and its employees have considerable experience in soliciting and tabulating votes to accept or reject proposed chapter 11 plans.

4. As set forth in the Solicitation Procedures Order, the Debtor established May 28, 2024 as the record date (the “Voting Record Date”) for determining which Holders of Claims within the Voting Classes were entitled to vote on the Plan. Under the Plan, only Holders of Claims in the following Classes (together, the “Voting Classes”) were entitled to vote to accept or reject the Plan:

| <u>Class</u> | <u>Description</u>         |
|--------------|----------------------------|
| Class 1      | DIP Lender’s Secured Claim |
| Class 2      | General Unsecured Claims   |

5. The procedures for the solicitation and tabulation of votes on the Plan are outlined in the Solicitation Procedures Order (the “Solicitation Procedures”). Epiq was instructed by the Debtor to solicit, review, determine the validity of, and tabulate Ballots submitted with respect to the Plan by the Holders of Claims in the Voting Classes in accordance with the Solicitation

Procedures. In addition, Epiq consulted with the Debtor and its counsel, as appropriate, to ensure compliance with the Solicitation Procedures. I supervised the solicitation and tabulation performed by Epiq's employees.

6. In accordance with the Solicitation Procedures, Epiq caused to be served (i) the Confirmation Hearing Notice and Plan on the parties listed in the creditor matrix; (ii) Ballot Packages on Holders of Claims in the Voting Classes; and (iii) Confirmation Hearing Notice, Notice of Non-Voting Status, and Plan on Holders of Claims and Interests in the Non-Voting Class. Epiq filed the *Certificate of Service of Solicitation Materials* on June 14, 2024 [D.I. 193].

7. The Plan was made available (free of charge) at <https://dm.epiq11.com/Smallhold> on June 3, 2024.

8. Each Ballot received by Epiq was date-stamped upon receipt, scanned (if submitted on paper), assigned a ballot number, entered into Epiq's voting database, and processed in accordance with the Solicitation Procedures.<sup>4</sup>

9. Epiq received, reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Plan. In order for a Ballot to be counted as valid, the Ballot must have been (a) properly completed in accordance with the Solicitation Procedures, (b) executed by the relevant holder or such holder's authorized representative, (c) returned to Epiq via an approved method of delivery as set forth in the Solicitation Procedures, and (d) received by Epiq by no later than 5:00 p.m. (prevailing Eastern Time) on July 3, 2024 (the "Voting Deadline").

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<sup>4</sup> On a weekly basis, and on a daily basis in the business week prior to the Voting Deadline, Epiq sent the Debtor an Excel spreadsheet with all pertinent information from each Ballot, including among other things, the date and time the Ballot was received, the Ballot number, the voting dollar amount, whether the creditor submitting the Ballot accepted or rejected the Plan, and whether the creditor opted out of the Release set forth in the Plan.

10. All validly executed Ballots cast by Holders of Claims in the Voting Classes received by Epiq on or before the Voting Deadline were tabulated as outlined in the Solicitation Procedures (the “Final Tabulation Results”). A true and correct copy of the Final Tabulation Results is attached hereto as **Exhibit A**.

11. A report of all Ballots received but not included in the final tabulation prepared by Epiq and the reasons for exclusion of such Ballots is attached hereto as **Exhibit B**.

12. Holders of Claims in the Voting Classes had until the Voting Deadline to opt out of the Releases set forth in the Plan. A report of the opt outs received from parties in the Voting Classes as of the Voting Deadline is attached hereto as **Exhibit C**.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing information concerning the distribution, submission, and tabulation of Ballots in connection with the Plan is true and correct to the best of my knowledge, information, and belief.

Dated: July 12, 2024

/s/ Emily Young  
Emily Young  
Director  
Epiq Corporate Restructuring, LLC

**EXHIBIT A****Final Tabulation Results**

| TOTAL BALLOTS COUNTED                         |                                           |               |                            |               | Class<br>Voting<br>Result |
|-----------------------------------------------|-------------------------------------------|---------------|----------------------------|---------------|---------------------------|
| VOTING<br>CLASS                               | ACCEPT                                    |               | REJECT                     |               |                           |
|                                               | AMOUNT                                    | NUMBER        | AMOUNT                     | NUMBER        |                           |
| Class 1<br><br>DIP Lender’s<br>Secured Claim  | No Ballot(s) was submitted in this Class. |               |                            |               |                           |
| Class 2<br><br>General<br>Unsecured<br>Claims | \$269,845.92 /<br>5.17%                   | 8 /<br>72.73% | \$4,954,424.41 /<br>94.83% | 3 /<br>27.27% | Reject                    |

**EXHIBIT B**

**Report of Excluded Ballots**

| Claim / Schedule<br>Number | Class | Plan Class Description   | Name                                   | Ballot<br>Amount | Vote<br>(A)ccept/(R)eject | Ballot<br>Number | Exclusion Reason                                                        |
|----------------------------|-------|--------------------------|----------------------------------------|------------------|---------------------------|------------------|-------------------------------------------------------------------------|
| 10031 / 267000960          | 2     | General Unsecured Claims | ORACLE AMERICA INC SII TO NETSUITE INC | \$1,694.85       |                           | 10010            | No Vote. Ballot did not include a vote to Accept or to Reject the Plan. |

**EXHIBIT C**

**Report of Opt Outs**

| Claim<br>Number | Ballot<br>Number | Name                                   | Release<br>Opt-Out Election | Comment(s)                                          |
|-----------------|------------------|----------------------------------------|-----------------------------|-----------------------------------------------------|
| 10026           | 10002            | BREAK IT DOWN LLC                      | Y                           |                                                     |
| 10042           | 10005            | CAMBER ROAD PARTNERS INC               | Y                           |                                                     |
| 10036           | 10009            | MRBP LTD                               | Y                           |                                                     |
| 10031           | 10010            | ORACLE AMERICA INC SII TO NETSUITE INC | Y                           | Party did not vote to accept or to reject the Plan. |