IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11, Subchapter V
QLESS, INC.,	Case No. 24-11395 (BLS)
Debtor.[1]	

DECLARATION OF ANDRES A. ESTRADA WITH RESPECT TO THE TABULATION OF VOTES ON THE PLAN DATED JULY 19, 2024

I, Andres A. Estrada, depose and say under the penalty of perjury:

1. I am a Managing Director of Corporate Restructuring Services employed by Kurtzman Carson Consultants LLC dba Verita Global ("Verita"), whose main business address is 222 N. Pacific Coast Highway, 3rd Floor, El Segundo, California 90245.

2. I submit this declaration (the "Declaration") with respect to the solicitation of votes and the tabulation of Ballots cast on the *Plan* (Docket No. 70) (the "Plan")[2] dated July 19, 2024. Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Declaration on behalf of Verita. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. The Bankruptcy Court authorized Verita's retention (i) as claims and noticing agent to the Debtor on June 21, 2024 pursuant to the *Order Authorizing the Debtor to Employ and Retain Kurtzman Carson Consultants, LLC dba Verita Global as Claims and Noticing Agent Effective as of the Petition Date* (Docket No. 23), and (ii) as administrative advisor to the Debtor on August 19, 2024 pursuant to the *Order Authorizing the Debtor to Employ and Retain Kurtzman Carson*

[1] The Debtor's principal place of business and service address is 21 Miller Alley, Suite 210, Pasadena CA 91105.

[2] Terms not otherwise defined herein shall have the same meanings ascribed to them in the Plan.

Consultants, LLC dba Verita Global as Administrative Advisor Effective as of the Petition Date (Docket No. 107) (together, the "Retention Orders"). The Retention Orders authorize Verita to assist the Debtor with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. Verita and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

SERVICE AND TRANSMITTAL OF SOLICITATION PAKCAGES AND THE TABULATION PROCESS

4. Verita transmitted solicitation materials to those holders of claims entitled to vote on the Plan. Only holders of Claims in Class 1 (Celtic Bank Secured Claim), Class 2 (DIP Loan Claim), Class 4 (General Unsecured Claims) and Class 5 (Interests) (together, the "Voting Classes") were entitled to vote to accept or reject the Plan. Verita caused the Confirmation Hearing Notice to be served on the creditor matrix and all other parties required to receive such notice.

5. Verita worked closely with counsel to the Debtor to identify the holders in the Voting Classes entitled to vote on the Plan and to coordinate the distribution of solicitation materials to such holders. A detailed description of Verita's distribution of solicitation materials to holders entitled to vote on the Plan is set forth in the Certificate of Service, which was filed with the Bankruptcy Court of August 7, 2024 (Docket No. 96).

6. Verita received, reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Plan. Each Ballot submitted to Verita was date-stamped, scanned, assigned a Ballot number, entered into Verita's voting database, and processed. The deadline for Ballots to be received by Verita was August 21, 2024 at 5:00 p.m. (Eastern Time) (the "Voting Deadline").

7. On August 20, 2024, counsel to the Debtor filed *Debtor's Substantive Objection to Proofs of Claim 11 and 13 Filed by Alex Backer* (Docket No. 110) and *Debtor's First Omnibus Objection to Proofs of Claim 17, 18, 19, 20, and 21 Filed by Certain Preferred Shareholders*

(Substantive) (Docket No. 111). On August 22, 2024, counsel to Alex Bäcker, Cerocaru Investment Trust, Ricardo Bäcker, Tom Mitchell, and Xianzhong Chen filed *Motion of Alex Bäcker and Certain Preferred Shareholders for Entry of an Order Pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure for Temporarily Allowance of Claims for Purposes of Voting to Accept or Reject the Debtor's Plan* (Docket No. 123).

8. With the substantive objections and 3018(a) motion on the record, a final tabulation of votes both including and excluding the Alex Bäcker Cerocaru Investment Trust, Ricardo Bäcker, Tom Mitchell, and Xianzhong Chen Ballots has been prepared by Verita and is attached hereto as **Exhibit A**. The detailed Ballot reports for the Voting Classes 1, 2, 4, and 5 are attached to this Declaration as **Exhibit A-1** through **Exhibit A-4**, respectively.

Conclusion

To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission, and tabulation of Ballots in connection with the Plan is true.

Dated: August 23, 2024

/s/ Andres A. Estrada
Andres A. Estrada
Verita
222 N Pacific Coast Highway, Suite 300
El Segundo, CA 90245
Tel. 310.823.9000

Exhibit A

Exhibit A

Ballot Tabulation Summary

Tabulation Summary Excluding votes from Alex Bäcker Cerocaru Investment Trust, Ricardo Bäcker, Tom Mitchell, and Xianzhong

Class Name	Class Description	Not Tabulated	Members Voted	Members Accepted	Members Rejected	% Members Accepted	% Members Rejected	Total $ in Class	Total $ Voted	$ Accepted	$ Rejected	$ Abstained	% $ Accepted	% $ Rejected
1	Celtic Bank Secured Claim	0	1	1	0	100.00	0.00	$6,513,986.77	$6,513,986.77	$6,513,986.77	$0.00	$0.00	100.00	0.00
2	DIP Loan Claim	0	1	1	0	100.00	0.00	$2,500,000.00	$2,500,000.00	$2,500,000.00	$0.00	$0.00	100.00	0.00
4	General Unsecured Claims	6	5	5	0	100.00	0.00	$4,599,443.04	$456,561.42	$456,561.42	$0.00	$0.00	100.00	0.00
5	Interests	0	18	18	0	100.00	0.00	46,391,492.00	46,391,477.00	46,391,477.00	0.00	0.00	100.00	0.00

Tabulation Summary Including votes from Alex Bäcker Cerocaru Investment Trust, Ricardo Bäcker, Tom Mitchell, and Xianzhong

Class Name	Class Description	Not Tabulated	Members Voted	Members Accepted	Members Rejected	% Members Accepted	% Members Rejected	Total $ in Class	Total $ Voted	$ Accepted	$ Rejected	$ Abstained	% $ Accepted	% $ Rejected
1	Celtic Bank Secured Claim	0	1	1	0	100.00	0.00	$6,513,986.77	$6,513,986.77	$6,513,986.77	$0.00	$0.00	100.00	0.00
2	DIP Loan Claim	0	1	1	0	100.00	0.00	$2,500,000.00	$2,500,000.00	$2,500,000.00	$0.00	$0.00	100.00	0.00
4	General Unsecured Claims	0	11	5	6	45.45	54.55	$4,599,443.04	$4,462,307.05	$456,561.42	$4,005,745.63	$0.00	10.23	89.77
5	Interests	0	18	18	0	100.00	0.00	46,391,492.00	46,391,477.00	46,391,477.00	0.00	0.00	100.00	0.00

Exhibit A-1
Class 1 Ballot Detail Report
Celtic Bank Secured Claim

Date Filed	Ballot No.	Creditor Name	Voting Amount	Vote
08/20/2024	9	Celtic Bank Corporation	$6,513,986.77	Accept

Exhibit A-2
Class 2 Ballot Detail Report
DIP Loan Claim

Date Filed	Ballot No.	Creditor Name	Voting Amount	Vote
08/16/2024	7	Palisades Growth Capital Fund II, L.P.	$2,500,000.00	Accept

Exhibit A-3
Class 4 Ballot Detail Report
General Unsecured Claims

Date Filed	Ballot No.	Creditor Name	Voting Amount	Vote
08/16/2024	5	Palisades Growth Capital II, L.P.	$250,000.00	Accept
08/22/2024	31 [3]	Potter Anderson & Corroon LLP	$67,408.90	Accept
08/05/2024	2	Scherzer International	$380.00	Accept
08/07/2024	3	Stubbs Alderton & Markiles, LLP	$46,900.00	Accept
08/21/2024	30 [4]	Wolflick Khachaturian & Bouayad, APC	$91,872.52	Accept
08/21/2024	26 [1]	Alex Backer	$1.00	Reject
08/21/2024	27 [1]	Alex Backer	$3,500,765.32	Reject
08/21/2024	29 [2]	Cerocaru Investment Trust	$249,998.61	Reject
08/21/2024	25 [2]	Ricardo Backer	$24,983.57	Reject
08/21/2024	24 [2]	Tom Mitchell	$216,665.17	Reject
08/21/2024	28 [2]	Xianzhong Dave Chen	$13,331.96	Reject

[1] Subject to *Debtor's Substantive Objection to Proofs of Claim 11 and 13 Filed by Alex Backer* (Docket No. 110).

[2] Subject to *Debtor's First Omnibus Objection to Proofs of Claim 17, 18, 19, 20, and 21 Filed by Certain Preferred Shareholders (Substantive)* (Docket No. 111).

[3] Late filed ballot tabulated at the discretion of the Debtor.

[4] Ballot received via email on 8/21/24 and by hand delivery on 8/22/24.

Exhibit A-4
Class 5 Ballot Detail Report
Interests

Date Filed	Ballot No.	Creditor Name	Voting Amount	Vote
08/21/2024	10	Antony T. F. Lundy	301,026.00	Accept
08/21/2024	15	Brian J. McLoughlin Trust-2005, U/D/T dated August 1, 2005	311,061.00	Accept
08/21/2024	16	David Wittels	178,033.00	Accept
08/21/2024	22	Dunn Mitchell Family Trust	1,103,764.00	Accept
08/21/2024	14	James Harvey	1,822,977.00	Accept
08/21/2024	11	JAYJEL2, LLC	445,082.00	Accept
08/21/2024	21	Moelis Dynasty Investments LLC	1.00	Accept
08/21/2024	20	Nolan Family Trust	1,780,331.00	Accept
08/07/2024	4	Oldrich Sejcek	12,500.00	Accept
08/16/2024	6	Palisades Growth Capital II, L.P.	16,992,249.00	Accept
08/02/2024	1	Paul Pedrazzi	1.00	Accept
08/21/2024	18	Perry Trebatch	301,026.00	Accept
08/21/2024	13	Qtech Acquisition LLC	12,165,834.00	Accept
08/21/2024	17	SFF Investment Holdings LLC	3,560,663.00	Accept
08/21/2024	19	TABLE Holdings, L.P.	6,523,893.00	Accept
08/21/2024	12	The Entrust Group FBO Brian J. McLoughlin Roth IRA 51-00756	692,351.00	Accept
08/21/2024	23	The M. Ellen Mitchell Revocable Trust dated 1/5/21	200,684.00	Accept
08/20/2024	8	William M. Tomai	1.00	Accept