

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION

In re:

PREMIER KINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-02871 (TOM)

Jointly Administered

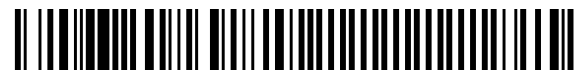
**CERTIFICATION OF JEFFREY R. MILLER WITH RESPECT TO THE
TABULATION OF VOTES ON THE SECOND AMENDED PLAN OF
LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE
PROPOSED BY THE DEBTORS**

I, Jeffrey R. Miller, depose and say under the penalty of perjury:

1. I am a Managing Director of Corporate Restructuring, employed by Kurtzman Carson Consultants LLC (“KCC”), located at 222 N. Pacific Coast Highway, 3rd Floor, El Segundo, California 90245. I am over the age of 18 and not a party to these proceedings.

2. I submit this certification (the “Voting Certification”) with respect to the solicitation of votes and the tabulation of Ballots cast on the solicitation version of the Second Amended Plan of Liquidation under Chapter 11 of the Bankruptcy Code Proposed by the Debtors [Docket No. 554] (the “Plan”) and the Second Amended Disclosure Statement for Plan of Liquidation under Chapter 11 of the Bankruptcy Code Proposed by the Debtors [Docket No. 556] (the “Disclosure Statement”) (as may be amended, supplemented, or modified from time to time, the Plan and Disclosure Statement) filed on March 20, 2024 by the above-captioned debtors (collectively, the “Debtors”). Except as otherwise noted, all facts set forth herein are based on my

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification numbers, are: Premier Kings, Inc. (3932); Premier Kings of Georgia, Inc. (9797); and Premier Kings of North Alabama, LLC (9282). The Debtors’ address is 7078 Peachtree Industrial Blvd., Suite #800, Peachtree Corners, GA 30071. The Court entered an order for joint administration on October 30, 2023 [Doc. No. 84].



230287124042600000000001

personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Voting Certification on behalf of KCC. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. The Court authorized the retention of KCC (i) as the claims, noticing, and solicitation agent to the Debtors pursuant to the *Order Authorizing the Debtors to Employ and Retain Kurtzman Carson Consultants LLC as Claims, Noticing, and Solicitation Agent Effective as of the Petition Date* [Docket No. 265] entered on November 29, 2023 (the “Retention Order”). The Retention Order authorizes KCC to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. KCC and its employees have considerable experience in soliciting and tabulating votes to accept or reject proposed chapter 11 plans.

A. Service and Transmittal of Solicitation Packages and Related Information

4. On March 20, 2024, the Court entered the *Order (I) Approving Second Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code with Respect to Second Amended Plan of Liquidation; and (II) Scheduling Confirmation Hearing and Establishing Voting Procedures and Deadlines with Respect to Confirmation* [Docket No. 559] (the “Disclosure Statement Order”).² The Disclosure Statement Order established, among other things, (i) those Holders of Claims and Interests entitled to vote on the Plan, (ii) procedures for the solicitation of votes to accept or reject the Plan and tabulation of Ballots (the “Procedural Information”). Pursuant to the Plan and the Solicitation Procedures, only Holders of Claims in Class 1 (Secured

² Capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Disclosure Statement Order.

Claims) and Class 3 (General Unsecured Claims), (the “Voting Classes”) were entitled to vote to accept or reject the Plan.

5. In accordance with the Disclosure Statement Order, on March 27, 2024, KCC caused to be served (i) the Notice of Hearing to creditors and parties in interest entitled to receive such notice pursuant to the Disclosure Statement Order, (ii) the Solicitation Packages on all Holders of Claims in the Voting Classes entitled to vote as of the Voting Record Date, and (iii) the Notice of Hearing and the Notice of Non-Voting Status, and in lieu of Solicitation Packages to the Holders of Claims and Interests in the following Classes (which were not entitled to vote on the Plan): Administrative Claims, holders of non-voting claims in Class 2 (Priority Non-Tax Claims), and holders of non-voting interests in Class 4 (Priority Non-Tax Claims). A certificate of service evidencing the foregoing was filed with the Court on April 3, 2024 [Docket No. 579]. On April 4, 2023, KCC caused to be served the Notice of Hearing on an additional party in interest not entitled to vote as of the Voting Record Date. A supplemental certificate of service evidencing the foregoing was filed with the Court on April 9, 2024 [Docket No. 592].

6. On March 27, 2024, KCC also posted links to the electronic versions of the solicitation materials, including the Notice of Hearing, Plan, Disclosure Statement, and Disclosure Statement Order, on the public access website at www.kccllc.net/premierkings.

B. Voting and Tabulation Process

7. Pursuant to the Disclosure Statement Order, Holders of Claims in Class 1 (Secured Claims) and Class 3 (General Unsecured Claims) were entitled to vote to accept or reject the Plan. No other classes were entitled to vote on the Plan.

8. Pursuant to the Disclosure Statement Order, KCC relied on the Debtors' Schedules of Assets and Liabilities and the Claims information reflected in KCC's CaseView system ("CaseView")³ to identify and solicit Holders of Claims in the Voting Class.

9. Using the information outlined above, and with specific guidance from Debtors' counsel, KCC created a voting database reflecting the names and addresses, classification and voting amounts of Holders of Claims in the Voting Classes. Specifically, using its CaseView system and voting database, KCC generated Ballots for Holders of Claims entitled to vote to accept or reject the Plan.

10. The Disclosure Statement Order established April 24, 2024 at 5:00 p.m. (prevailing Central Time) as the deadline by which Ballots for accepting or rejecting the Plan had to be actually received by KCC in order to be counted (the "Voting Deadline"), except to the extent such Voting Deadline was extended by the Debtors in writing in their sole discretion.

11. In accordance with the Disclosure Statement Order, KCC received and tabulated the Ballots as follows: (a) each returned paper Ballot was opened and inspected at KCC's office; (b) paper Ballots were date-stamped and scanned into KCC CaseView; and (c) all Ballots received on or before the Voting Deadline were then entered into KCC CaseView and tabulated in accordance with the Voting and Tabulation Procedures.

12. The final tabulation of votes cast by timely and properly completed Ballots received by KCC is set forth below and attached hereto as **Exhibit A**, with a detailed ballot report for the Voting Classes attached hereto as **Exhibit A-1** and **Exhibit A-2**.

³ CaseView is KCC's claims management database, which stores the records and images associated with all scheduled and filed claims.

13. A report of any parties in the Voting Classes excluded from the final tabulation, and the reasons for exclusion of such Ballots, is attached hereto as **Exhibit B**. All such Ballots were not counted for the following reason: Ballot was returned late.

CLASS	TOTAL BALLOTS RECEIVED			
	Accept		Reject	
	AMOUNT (% of Amount Voted)	NUMBER (% of Number voted)	AMOUNT (% of Amount Voted)	NUMBER (% of Number Voted)
Class 1 (Secured Claims)	\$86,991,003.68 (100.00%)	6 (100.00%)	\$0.00 (0.00%)	0 (0.00%)
Class 3 (General Unsecured Claims)	\$1,502,991.34 (99.999933%)	6 (85.71%)	\$1.00 (0.000067%)	1 (14.29%) ⁴

⁴ The only ballot cast rejecting the Plan was a Class 3 Ballot filed by Randy Wilson in the amount of \$1.00. Mr. Wilson was listed in the Debtors' Schedules as the holder of a contingent claim in the amount of \$216.67. Mr. Wilson also filed a proof of claim in an unspecified amount based on a percentage of a monthly ground lease for a store that was sold to Burger King. The Debtors advised KCC that Mr. Wilson was paid in full by a payment in the amount of \$216.67 for amounts due prior to the assumption and assignment of the lease to Burger King. Although the Debtors advised KCC that Mr. Wilson's ballot should not be counted because his claim was paid in full and he has no valid claim, because the counting of his ballot does not affect the outcome of the voting, KCC included it in the above vote tabulations.

C. Conclusion

14. 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 and correct. The Ballots received by KCC are stored at KCC's office and are available for inspection by or submission to this Court.

Dated: April 26, 2024

/s/ Jeffrey R. Miller

Jeffrey R. Miller

Managing Director, Corporate Restructuring

Kurtzman Carson Consultants LLC

Exhibit A

**Exhibit A
Ballot Tabulation Summary**

Class Name	Class Description	Total Members	Unacceptable Votes	Members Voted	Members Accepted	Members Rejected	Members Abstained	% Members Accepted	% Members Rejected	Total \$ in Class	Total \$ Voted	\$ Accepted	\$ Rejected	\$ Abstained	% \$ Accepted	% \$ Rejected
1	Secured Claims	6	0	6	6	0	0	100.00	0.00	\$86,991,003.68	\$86,991,003.68	\$86,991,003.68	\$0.00	\$0.00	100.00	0.00
3	General Unsecured Claims	87	2	7	6	1	0	85.71	14.29	\$48,700,753.30	\$1,502,992.34	\$1,502,991.34	\$1.00	\$0.00	99.999933	0.000067

Exhibit A-1

Exhibit A-1
Class 1 Ballot Detail Report
Secured Claims

Creditor Name	Date Filed	Ballot No.	Voting Amount	Vote
Bank of America, N.A.	04/24/2024	9	\$16,087,377.44	Accept
City National Bank	04/24/2024	10	\$16,087,377.44	Accept
MUFG Bank, Ltd.	04/24/2024	11	\$8,937,431.88	Accept
PNC Bank, N.A.	04/24/2024	13	\$8,937,431.88	Accept
Truist Bank	04/24/2024	12	\$16,087,377.44	Accept
Wells Fargo Bank, N.A.	04/24/2024	8	\$20,854,007.60	Accept

Exhibit A-2

Exhibit A-2
Class 3 Ballot Detail Report
General Unsecured Claims

Creditor Name	Date Filed	Ballot No.	Voting Amount	Vote
BnB Sign and Lighting Inc	04/10/2024	1	\$3,215.00	Accept
Certified Automatic Fire Sprinklers, Inc.	04/15/2024	5	\$2,475.00	Accept
Crown Premier Properties	04/19/2024	6	\$432,956.11	Accept
M.D. Homes Alabama, LLC	04/15/2024	4	\$12,695.55	Accept
Marlin Outdoor Advertising Ltd.	04/11/2024	2	\$15,750.00	Accept
Randy Wilson	04/15/2024	3	\$1.00	Reject
Xenial, Inc. f/k/a SICOM, Inc.	04/22/2024	7	\$1,035,899.68	Accept

Exhibit B

Exhibit B
Ballots Excluded from Tabulation

Creditor Name	Date Filed	Ballot No.	Class	Voting Amount	Vote	Reason Unacceptable
Rave Enterprises, LLC	04/25/2024	14	3 - General Unsecured Claims	\$1,037,533.89	Accept	Late Filed
Rave II Enterprises, LLC	04/25/2024	15	3 - General Unsecured Claims	\$1,037,533.89	Accept	Late Filed