

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

In re

ADVANTAGE HOLDCO, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 20-11259 (CTG)

(Jointly Administered)

**DECLARATION OF EMILY YOUNG  
OF EPIQ CORPORATE RESTRUCTURING, LLC  
REGARDING VOTING AND TABULATION OF BALLOTS  
CAST ON THE AMENDED COMBINED DISCLOSURE STATEMENT  
AND JOINT CHAPTER 11 PLAN OF LIQUIDATION  
OF ADVANTAGE HOLDCO INC, ET AL.**

I, Emily Young, declare, under penalty of perjury:

1. I am a Senior Consultant at Epiq Corporate Restructuring, LLC (“Epiq”) located at 777 Third Avenue, 12th Floor, New York, New York 10017. I am over the age of 18 years. I do not have a direct interest in the chapter 11 cases 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 *Amended Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation of Advantage HoldCo, Inc., et al.* (including all exhibits thereto and as amended, supplemented or otherwise modified from time to time, the “Plan”).<sup>2</sup> Except as otherwise indicated herein, all facts set forth herein are based upon my personal knowledge or my

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Advantage Holdco, Inc. (4832); Advantage Opco, LLC (9101); Advantage Vehicles LLC (6217); E-Z Rent A Car, LLC (2538); Central Florida Paint & Body, LLC (1183); Advantage Vehicle Financing LLC (7263); and RAC Vehicle Financing, LLC (8375). The Debtors’ address is PO Box 2818, Windermere, FL 34786.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan or the Disclosure Statement Order (as defined herein), as applicable.

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

3. In accordance with (a) the *Order Authorizing the Debtors to Retain and Employ Epiq Corporate Restructuring, LLC as Administrative Advisor Effective as of Petition Date* [Docket No. 303] and (b) the *Order (A) Approving the Disclosure Statement on an Interim Basis, (B) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan, (C) Approving the Form of Ballot and Solicitation Materials, (D) Establishing the Voting Record Date, (E) Scheduling a Combined Hearing and Deadline for Filing Objections to Final Approval of the Disclosure Statement and Confirmation of the Plan, Including Estimation of the Vehicle Claims Reserve, and (F) Approving the Related Form of Notice* [Docket No. 1004] (the “Disclosure Statement Order”), Epiq was appointed and authorized to assist the Debtors 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).

4. Pursuant to the Plan, only holders of Claims in the following Classes (collectively, the “Voting Classes”) were entitled to vote to accept or reject the Plan:

<u>Class</u>	<u>Description</u>
Class 3	DIP Claims
Class 4	Sponsor Debt Claims
Class 5	Texas Taxing Authority Secured Claims
Class 6	General Unsecured Claims

5. The procedures for the solicitation and tabulation of votes on the Plan are outlined in the Disclosure Statement Order. Epiq was instructed by the Debtors to solicit, review, determine

the validity of, and tabulate Ballots submitted to vote to accept or reject the Plan by the holders of Claims in the Voting Classes in accordance with the Disclosure Statement Order.

6. The Disclosure Statement Order established October 22, 2021 as the record date for determining the holders of Claims in the Voting Classes who would be entitled to vote on the Plan (the “Voting Record Date”).

7. In accordance with the Disclosure Statement Order, Epiq solicited the holders of Claims in the Voting Classes as of the Voting Record Date. Epiq’s *Affidavit of Service of Solicitation Materials* was filed with this Court on November 3, 2021 [Docket No. 1021].

8. Ballots returned by online submission, mail, hand delivery, and overnight courier, were received by personnel of Epiq.<sup>3</sup> All Ballots received by Epiq were date-stamped upon receipt and were processed in accordance with the Disclosure Statement Order.

9. For a Ballot to be counted as valid the Ballot must have been properly completed in accordance with the Disclosure Statement Order and executed by the relevant holder, or such holder’s authorized representative, and must have been received by Epiq no later than November 30, 2021 at 4:00 p.m. (Eastern Time) (the “Voting Deadline”).<sup>4</sup>

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 Disclosure Statement Order. The results of the voting by holders of Claims in such Voting Classes are as set forth in **Exhibit A** hereto, which is a true and correct copy of the final tabulation of votes cast by timely and properly executed Ballots received by Epiq.

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<sup>3</sup> Certain Class 5 Ballots were returned by electronic mail and the Debtors agreed to waive the defect and the Ballots were accepted and counted as valid.

<sup>4</sup> Two Ballots were received after the Voting Deadline and the Debtors agreed to waive the defect and the Ballots were accepted and counted as valid.

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

12. I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: December 7, 2021  
Savannah, Georgia

/s/ Emily Young  
Emily Young  
Senior Consultant  
Epiq Corporate Restructuring, LLC

**Exhibit A**

**TABULATION SUMMARY**

TOTAL BALLOTS COUNTED					Class Voting Result
VOTING CLASS	ACCEPT		REJECT		
	AMOUNT	NUMBER	AMOUNT	NUMBER	
Class 3 DIP CLAIMS	\$10,078,000.00 100.00%	1 100.00%	\$0.00 0.00%	0 0.00%	Accept
Class 4 SPONSOR DEBT CLAIMS	\$381,412,502.00 100.00%	1 100.00%	\$0.00 0.00%	0 0.00%	Accept
Class 5 TEXAS TAXING AUTHORITY CLAIMS	\$1,889,295.44 100.00%	5 100.00%	\$0.00 0.00%	0 0.00%	Accept
Class 6 GENERAL UNSECURED CLAIMS	\$3,475,125.07 99.60%	34 87.18%	\$13,790.06 0.40%	5 12.82%	Accept

**Exhibit B**

**EXCLUDED BALLOTS**

Claim/Schedule Number	Plan Class	Plan Class Description	Name	Voting Amount	Accept/Reject	Ballot Number	Reason for Exclusion
10007	6	General Unsecured Claims	RPS	\$1,481,742.70		15	Ballot did not indicate an acceptance or rejection of the Plan
264008200	6	General Unsecured Claims	SCOTT'S CAR REPAIR INC	\$210.00		1	Ballot did not indicate an acceptance or rejection of the Plan
264008470	6	General Unsecured Claims	SOUTH BAY VOLKSWAGEN (CIRCLE MOTORS INC)	\$903.42		6	Ballot did not indicate an acceptance or rejection of the Plan