

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF ARIZONA**

In re:

LEGACY CARES, INC.,

Debtor.

Chapter 11

Case No. 23-02832 (DPC)

**Ref. Docket Nos. 762, 765, and 772**

**DECLARATION OF EMILY YOUNG ON BEHALF  
OF EPIQ CORPORATE RESTRUCTURING, LLC REGARDING  
SOLICITATION AND TABULATION OF BALLOTS CAST ON THE  
AMENDED COMBINED DISCLOSURE STATEMENT  
AND PLAN OF LIQUIDATION**

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**”) located at 777 Third Avenue, 12th Floor, New York, New York 10017. 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 with respect to the *Amended Combined Disclosure Statement and Plan of Liquidation* [Docket No. 762] (the “**Plan**”).<sup>1</sup> Except as otherwise indicated, all facts set forth herein are based upon my personal knowledge or my review of relevant documents. If I were so called to testify, I could and would testify competently as to the facts set forth herein.

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Plan.

3. In accordance with the *Order Approving Application Under 28 U.S.C. § 156(c) to Employ Epiq Corporate Restructuring, LLC as Noticing, Claims, and Balloting Agent* [Docket No. 64], Epiq was employed 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 Class (as defined herein). Epiq and its employees have considerable experience in soliciting and tabulating votes to accept or reject proposed chapter 11 plans, including plans of liquidation.

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

<u><b>Class</b></u>	<u><b>Description</b></u>
Class 3	Superpriority Claim

5. The procedures for the solicitation and tabulation of votes on the Plan are outlined in the master ballot and beneficial holder ballot (collectively, the “**Ballots**”). Epiq was instructed to solicit, review, determine the validity of, and tabulate Ballots submitted to vote for the acceptance or rejection of the Plan by the holders of Claims in the Voting Class.

6. As set forth in the *Order Approving Disclosures on an Interim Basis and Voting Procedures and Scheduling Confirmation Hearing* [Docket No. 765], May 20, 2024, was established as the record date for determining the holders of Claims in the Voting Class who were entitled to vote on the Plan (the “**Voting Record Date**”).

7. Epiq solicited the holders of Claims in the Voting Class as of the Voting Record Date and Epiq’s *Certificate of Service of Solicitation Materials* was filed with this court on May 24, 2024 [Docket No. 772].

8. Epiq received, reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Plan. For a Ballot to be counted as valid, the Ballot must have been (a) properly completed pursuant to the procedures outlined in the Ballot, (b) executed by the relevant Holder of Claim entitled to vote on the Plan (or such Holder's authorized representative), (c) returned to Epiq via an approved method of delivery set forth in the Ballot, and (d) received by 5:00 p.m. (Arizona Time) on June 14, 2024 (the "**Voting Deadline**").

9. All validly executed Ballots cast by Holders of Claims in the Voting Class received by Epiq on or before the Voting Deadline were tabulated in accordance with the procedures outlined in the Ballots. A true and correct copy of the final tabulation of the votes cast by Holders of Claims in the Voting Class through timely and properly completed Ballots received by Epiq on or before the Voting Deadline is attached hereto as **Exhibit A1** and a list of the parties who submitted the Ballots is attached hereto as **Exhibit A2**.<sup>2</sup>

10. 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.

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<sup>2</sup> In Exhibit A2, if a holder held and voted multiple CUSIPs, each CUSIP is listed, but the holder's vote was only counted once.

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: June 17, 2024

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

## **EXHIBIT A1**

### **Tabulation Summary**

VOTING CLASS	ACCEPT		REJECT		Class Voting Outcome
	AMOUNT (%)	NUMBER (%)	AMOUNT (%)	NUMBER (%)	
<b>Class 3</b> Superpriority Claims	\$240,310,000.00 / <b>98.16%</b>	51 / <b>94.44%</b>	\$4,500,000.00 / <b>1.84%</b>	3 / <b>5.56%</b>	Accepts

## **EXHIBIT A2**

### **Report of Valid Ballots**

BALLOT NO	CUSIP	CLASS	DTC PARTICIPANT NO	DTC PARTICIPANT NAME	HOLDER ACCOUNT NO.	ACCEPT AMOUNT	ACCEPT COUNT	REJECT AMOUNT	REJECT COUNT
BR001	040523AD4	3	2450	UMB Bank, National Association	xx0624			1,000,000.00	1
BR002	040523AE2	3	2450	UMB Bank, National Association	xx5556			500,000.00	1
BR003	040523AF9	3	164	Charles Schwab & Co., Inc.	xx6108	200,000.00	1		
BR005	040523AF9	3	2803	U.S. Bank N.A.	xx3123	1,600,000.00	1		
BR008	040523AF9	3	226	National Financial Services Llc	xx7956	150,000.00	1		
BR009	040523AF9	3	902	JPMorgan Chase Bank, N.A.	xx3477	3,000,000.00	1		
BR010	040523AG7	3	164	Charles Schwab & Co., Inc.	xx0460	100,000.00	1		
BR011	040523AG7	3	571	Oppenheimer & Co. Inc.	xx2064	100,000.00	1		
BR013	040523AH5	3	2450	UMB Bank, National Association	xx1871			3,000,000.00	1
BR014	040523AH5	3	2803	U.S. Bank N.A.	xx03316	2,000,000.00	1		
BR015	040523AL6	3	2803	U.S. Bank N.A.	xx7197	540,000.00	1		
BR016	040523AL6	3	902	JPMorgan Chase Bank, N.A.	xx4692	500,000.00	1		
MB01	040523AK8	3	997	State Street Bank And Trust Company	xx400	480,000.00	1		
MB02.01	040523AK8	3	2678	SSB&T Co/Client Custody Services	XZ13	985,000.00	1		
MB02.02	040523AK8	3	2678	SSB&T Co/Client Custody Services	XZ14	420,000.00	1		
MB03.01	040523AH5	3	997	State Street Bank And Trust Company	xxIBD	500,000.00	1		
MB03.02	040523AH5	3	997	State Street Bank And Trust Company	xx64BM	1,500,000.00	1		
MB03.03	040523AH5	3	997	State Street Bank And Trust Company	xx64N2	1,000,000.00	1		
MB04.01	040523AH5	3	2678	SSB&T Co/Client Custody Services	XZ11	10,000,000.00	1		
MB04.02	040523AH5	3	2678	SSB&T Co/Client Custody Services	XZ13	6,000,000.00			
MB05.01	040523AL6	3	997	State Street Bank And Trust Company	xx64BM	1,425,000.00			
MB05.02	040523AL6	3	997	State Street Bank And Trust Company	xx400	3,000,000.00			
MB06.01	040523AL6	3	2678	SSB&T Co/Client Custody Services	XZ11	5,050,000.00			
MB06.02	040523AL6	3	2678	SSB&T Co/Client Custody Services	XZ15	5,000,000.00	1		
MB07.01	040523AF9	3	997	State Street Bank And Trust Company	xxIBD	555,000.00			
MB07.02	040523AF9	3	997	State Street Bank And Trust Company	xx64BM	33,950,000.00			
MB07.03	040523AF9	3	997	State Street Bank And Trust Company	xx64BY	300,000.00	1		
MB07.04	040523AF9	3	997	State Street Bank And Trust Company	xx64R5	1,000,000.00	1		
MB07.05	040523AF9	3	997	State Street Bank And Trust Company	xx400	10,420,000.00			
MB07.06	040523AF9	3	997	State Street Bank And Trust Company	xx433	3,725,000.00	1		
MB08.01	040523AF9	3	2678	SSB&T Co/Client Custody Services	XZ11	22,275,000.00			
MB08.02	040523AF9	3	2678	SSB&T Co/Client Custody Services	XZ15	4,000,000.00			
MB09.01	040523AD4	3	2678	SSB&T Co/Client Custody Services	XZ13	7,000,000.00			
MB09.02	040523AD4	3	2678	SSB&T Co/Client Custody Services	XZ14	1,910,000.00			
MB10.01	040523AE2	3	2678	SSB&T Co/Client Custody Services	XZ13	8,130,000.00			
MB10.02	040523AE2	3	2678	SSB&T Co/Client Custody Services	XZ14	1,910,000.00			
MB11	040523AF9	3	279	Southwest Securities, Inc.	xx2209	100,000.00	1		
MB12.01	040523AG7	3	279	Southwest Securities, Inc.	xx2824	200,000.00	1		
MB12.02	040523AG7	3	279	Southwest Securities, Inc.	xx2838	200,000.00	1		
MB13	040523AK8	3	279	Southwest Securities, Inc.	xx2209	100,000.00			
MB14	040523AG7	3	955	Bank Of America, Na/Gwim Trust Operations	xx723	240,000.00	1		



BALLOT NO	CUSIP	CLASS	DTC PARTICIPANT NO	DTC PARTICIPANT NAME	HOLDER ACCOUNT NO.	ACCEPT AMOUNT	ACCEPT COUNT	REJECT AMOUNT	REJECT COUNT
MB15.01	040523AA0	3	2678	SSB&T Co/Client Custody Services	XZ13	1,505,000.00			
MB15.02	040523AA0	3	2678	SSB&T Co/Client Custody Services	XZ14	4,365,000.00			
MB15.03	040523AA0	3	2678	SSB&T Co/Client Custody Services	XZ26	2,580,000.00	1		
MB16.01	040523AB8	3	2678	SSB&T Co/Client Custody Services	XZ13	4,955,000.00			
MB16.02	040523AB8	3	2678	SSB&T Co/Client Custody Services	XZ14	1,910,000.00			
MB16.03	040523AB8	3	2678	SSB&T Co/Client Custody Services	XZ26	1,935,000.00			
MB17.01	040523AC6	3	997	State Street Bank And Trust Company	xx2R04	2,000,000.00	1		
MB17.02	040523AC6	3	997	State Street Bank And Trust Company	xx64N2	1,000,000.00			
MB18.01	040523AC6	3	2678	SSB&T Co/Client Custody Services	XZ13	2,605,000.00			
MB18.02	040523AC6	3	2678	SSB&T Co/Client Custody Services	XZ14	1,910,000.00			
MB18.03	040523AC6	3	2678	SSB&T Co/Client Custody Services	XZ26	1,935,000.00			
MB19.01	040523AF9	3	2669	Northern Trust Company, The	xx2840	1,250,000.00	1		
MB19.02	040523AF9	3	2669	Northern Trust Company, The	xx6364	2,000,000.00	1		
MB20	040523AH5	3	2669	Northern Trust Company, The	xx2840	1,250,000.00			
MB21.01	040523AL6	3	2669	Northern Trust Company, The	xx2840	400,000.00			
MB21.02	040523AL6	3	2669	Northern Trust Company, The	xx6364	400,000.00			
MB22	040523AH5	3	901	The Bank Of New York Mellon	xx9765	750,000.00	1		
MB23	040523AK8	3	901	The Bank Of New York Mellon	xx9765	100,000.00			
MB24.01	040523AL6	3	901	The Bank Of New York Mellon	xx2830	450,000.00	1		
MB24.02	040523AL6	3	901	The Bank Of New York Mellon	xx2836	6,540,000.00	1		
MB24.03	040523AL6	3	901	The Bank Of New York Mellon	xx9765	200,000.00			
MB24.04	040523AL6	3	901	The Bank Of New York Mellon	xx4356	1,000,000.00	1		
MB24.05	040523AL6	3	901	The Bank Of New York Mellon	xx0948	1,000,000.00	1		
MB25.01	040523AF9	3	901	The Bank Of New York Mellon	xx2830	285,000.00			
MB25.02	040523AF9	3	901	The Bank Of New York Mellon	xx2836	21,330,000.00			
MB25.03	040523AF9	3	901	The Bank Of New York Mellon	xx3657	5,520,000.00	1		
MB25.04	040523AF9	3	901	The Bank Of New York Mellon	xx3658	6,400,000.00	1		
MB25.05	040523AF9	3	901	The Bank Of New York Mellon	xx6543	3,200,000.00	1		
MB25.06	040523AF9	3	901	The Bank Of New York Mellon	xx4356	2,725,000.00			
MB25.07	040523AF9	3	901	The Bank Of New York Mellon	xx0948	5,770,000.00			
MB25.08	040523AF9	3	901	The Bank Of New York Mellon	xx0949	4,305,000.00	1		
MB25.09	040523AF9	3	901	The Bank Of New York Mellon	xx4526	1,980,000.00	1		
MB25.10	040523AF9	3	901	The Bank Of New York Mellon	xx9765	750,000.00			
MB26.01	040523AG7	3	2803	U.S. Bank N.A.	xx4528	100,000.00	1		
MB26.02	040523AG7	3	2803	U.S. Bank N.A.	xx7050	180,000.00	1		
MB26.03	040523AG7	3	2803	U.S. Bank N.A.	xx4610	100,000.00	1		
MB27.01	040523AF9	3	2803	U.S. Bank N.A.	xx5-21-L	3,560,000.00	1		
MB27.02	040523AF9	3	2803	U.S. Bank N.A.	xx7640	350,000.00	1		
MB28	040523AK8	3	2669	Northern Trust Company, The	xx6364	100,000.00			
MB29.01	040523AG7	3	571	Oppenheimer & Co. Inc.	xx056-1	500,000.00	1		
MB29.02	040523AG7	3	571	Oppenheimer & Co. Inc.	xx853-1	100,000.00	1		

BALLOT NO	CUSIP	CLASS	DTC PARTICIPANT NO	DTC PARTICIPANT NAME	HOLDER ACCOUNT NO.	ACCEPT AMOUNT	ACCEPT COUNT	REJECT AMOUNT	REJECT COUNT
MB29.03	040523AG7	3	571	Oppenheimer & Co. Inc.	xx375-1	100,000.00	1		
MB29.04	040523AG7	3	571	Oppenheimer & Co. Inc.	xx837-1	100,000.00	1		
MB29.05	040523AG7	3	571	Oppenheimer & Co. Inc.	xx334-1	100,000.00	1		
MB29.06	040523AG7	3	571	Oppenheimer & Co. Inc.	xx334-1	100,000.00	1		
MB29.07	040523AG7	3	571	Oppenheimer & Co. Inc.	xx362-1	100,000.00	1		
MB30.01	040523AF9	3	571	Oppenheimer & Co. Inc.	xx056-1	110,000.00			
MB30.02	040523AF9	3	571	Oppenheimer & Co. Inc.	xx853-1	300,000.00			
MB30.03	040523AF9	3	571	Oppenheimer & Co. Inc.	xx375-1	225,000.00			
MB30.04	040523AF9	3	571	Oppenheimer & Co. Inc.	xx502-1	100,000.00	1		
MB31	040523AM4	3	571	Oppenheimer & Co. Inc.	xx853-1	215,000.00			

## **EXHIBIT B**

### **Report of Excluded Ballots**

BALLOT NO	CUSIP	CLASS	DTC PARTICIPANT NO	DTC PARTICIPANT NAME	HOLDER ACCOUNT NO.	ACCEPT AMOUNT	ACCEPT COUNT	REJECT AMOUNT	REJECT COUNT	Exclusion Reason
BR004	040523AF9	3	2803	U.S. Bank N.A.	xx1877					Did Not Vote. Holder did not vote to accept or reject the Plan.
BR006	040523AF9	3	2803	U.S. Bank N.A.	xx6323					Did Not Vote. Holder did not vote to accept or reject the Plan.
BR012	040523AG7	3	955	Bank Of America, Na/Gwim Trust Operations	xx0113					Did Not Vote. Holder did not vote to accept or reject the Plan.
MB29.08	040523AG7	3	571	Oppenheimer & Co. Inc.	xx837-1	100,000.00				Duplicate. This is a duplicate of a vote that was counted and included in the tabulation results.
BR007	040523AF9	3	571	Oppenheimer & Co. Inc.	xx9984	300,000.00	1			Duplicate. This is a duplicate of a vote that was counted and included in the tabulation results.
BR017	040523AM4	3	571	Oppenheimer & Co. Inc.	xx6462	215,000.00	1			Duplicate. This is a duplicate of a vote that was counted and included in the tabulation results.