

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

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In re:	) Chapter 11
	)
AMICUS WIND DOWN CORPORATION, <i>et al.</i> ,	) Case No. 11-13167 (KG)
	)
Debtors.	) Jointly Administered
	)
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In re:	) Chapter 11
	)
FREEZE, LLC, <i>et al.</i> ,	) Case No. 11-13303 (KG)
	)
Debtors. <sup>1</sup>	) Jointly Administered
	)
	)
	)
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**DECLARATION OF STEPHENIE KJONTVEDT ON BEHALF  
OF EPIQ BANKRUPTCY SOLUTIONS, LLC, REGARDING VOTING  
AND TABULATION OF BALLOTS ACCEPTING AND REJECTING THE  
DEBTORS' FIRST AMENDED PLAN OF LIQUIDATION PURSUANT TO  
CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Stephenie Kjontvedt, declare, under penalty of perjury:

1. I am the Vice President, Senior Consultant at Epiq Bankruptcy

Solutions, LLC ("Epiq") located at 757 Third Avenue, New York, New York 10017. I am over the age of 18 years and do not have a direct interest in these chapter 11 cases.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Amicus Wind Down Corporation, f/k/a Friendly Ice Cream Corporation (3130); Amicus Restaurants Franchise Wind Down, LLC, f/k/a Friendly's Restaurants Franchise, LLC (3693); Amicus Realty I Wind Down, LLC, f/k/a Friendly's Realty I, LLC (2580); Amicus Realty II Wind Down, LLC, f/k/a Friendly's Realty II, LLC (2581); Amicus Realty III Wind Down, LLC, f/k/a Friendly's Realty III, LLC (2583); Freeze, LLC (9643); Freeze Group Holding Corp. (3232); Freeze Holdings, LP (3099); and Freeze Operations Holding Corp. (5239). The location of the Debtors' corporate headquarters is 1855 Boston Road, Wilbraham, Massachusetts 01095. The Debtors' services addresses are: 1855 Boston Road, Wilbraham, Massachusetts 01095 and 5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486.

2. I submit this Declaration with respect to the *Debtors' First Amended Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code*, dated April 20, 2012, [Docket No. 948] (as may be amended or modified, the "Plan").<sup>2</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 called to testify, I could and would testify competently as to the facts set forth herein.

3. In accordance with the (a) *Order Authorizing the Retention and Employment of Epiq Bankruptcy Solutions, LLC as Notice and Claims Agent for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date*, dated October 6, 2011 [Docket No. 48] and (b) *Order (I) Approving the Disclosure Statement and (II) Voting and Solicitation Procedures with Respect to Debtors' First Amended Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code*, dated April 20, 2012 [Docket No. 941] (the "Disclosure Statement Order"), Epiq was appointed to assist the Debtors in connection with, *inter alia*, soliciting, receiving, and tabulating Ballots accepting or rejecting the Plan.

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 5	General Unsecured Claims against Amicus Debtors
Class 7	PBGC General Unsecured Claims

<sup>2</sup> Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Plan or the Disclosure Statement Order.

5. The procedures for the solicitation and tabulation of votes on the Plan are outlined in the Disclosure Statement Order. 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 Classes in accordance with the Disclosure Statement Order.

6. As specified in the Disclosure Statement Order, April 20, 2012 was established 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 May 4, 2012 [Docket No. 1021].

8. Ballots returned by mail, hand delivery, or overnight courier were received by personnel of Epiq at its offices in New York, New York. All Ballots received by Epiq were date-stamped upon receipt and were processed in accordance with the Disclosure Statement Order.

9. In order 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 by 4:00 p.m. prevailing Eastern Time on May 25, 2012 (the "Voting Deadline").<sup>3</sup>

10. All validly executed Ballots cast by Holders of Claims in Voting Classes received by Epiq on or before the Voting Deadline were tabulated as outlined in the Disclosure Statement Order. I declare that the results of the voting by Holders of Claims in

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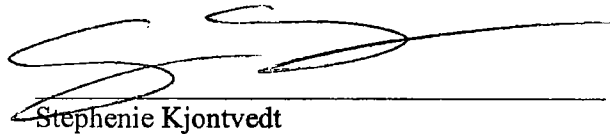
<sup>3</sup> The Debtors agreed to extend the Voting Deadline to May 29, 2012 for the Class 7 Ballot from PBGC.

the 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.

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: May 31, 2012  
New York, New York



Stephenie Kjontvedt  
Vice President, Senior Consultant  
Epiq Bankruptcy Solutions, LLC

EXHIBIT A

**EXHIBIT A****AMICUS WIND DOWN CORPORATION, *et al.*****FREEZE, LLC, *et al.*****Tabulation Summary**

<b>TOTAL BALLOTS COUNTED</b>				
<b>VOTING CLASS</b>	<b>ACCEPT</b>		<b>REJECT</b>	
	<b>AMOUNT</b>	<b>NUMBER</b>	<b>AMOUNT</b>	<b>NUMBER</b>
Class 5 General Unsecured Claims against Amicus Debtors	\$8,542,434.87 <b>73.68%</b>	730 <b>88.70%</b>	\$3,051,819.97 <b>26.32%</b>	93 <b>11.30%</b>
Class 7 PBGC General Unsecured Claims	\$119,314,734.00 <b>100%</b>	1 <b>100 %</b>	\$0.00 <b>0.00%</b>	0 <b>0.00%</b>

EXHIBIT B

**EXHIBIT B**

AMICUS WIND DOWN CORPORATION, et al.  
FREEZE, LLC, et al.

## Report of Excluded Ballots

Claim No.	Schedule Number	Plan Class	Name	(A)ccept Vote Amount / (R)eject	Ballot Number	Reason for Exclusion
560		5	ADVANCED REFRIGERATION & AIR COND., INC.	\$1.00	475	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167003470	5	ALSYD LLC	\$50.79	677	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167005290	5	AMANDA YUNKER	\$11.32 R	468	NO SIGNATURE
1554		5	AVERY, LEANNE	\$5,000.00	542	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
194		5	BELMONT SHOPPER'S PARK, INC.	\$142,082.33	471	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167015680	5	BROOKE MCDONALD	\$28.50	318	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167022650	5	CLYDE B DAVIS	\$37.45	580	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167024230	5	COURTNEY HEAVENS	\$0.48	319	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167028280	5	DAWN LEITHEUSER	\$31.83	317	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
1219		5	DERRY TOWNSHIP MUNICIPAL AUTHORITY	\$1,911.12	467	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167034660	5	ERIN O'BRIEN	\$7.99	618	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
1183		5	FANION, MICHAEL	\$126,763.49 A	666	DUPLICATE
	167037150	5	GAIL SLOANE	\$74.52	507	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
805	167033870	5	GELDMACHER, ERIC	\$63.80	176	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167040030	5	HEATHER HOKE	\$111.28 A	309	NO SIGNATURE



**EXHIBIT B**

AMICUS WIND DOWN CORPORATION, et al.  
FREEZE, LLC, et al.

## Report of Excluded Ballots

Claim No.	Schedule Number	Plan Class	Name	(A)cccept Vote Amount / (R)eject	Ballot Number	Reason for Exclusion
401		5	INVENTIVE MEDIA INC	\$1,390.49	578	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167044730	5	JANICE MILLAN	\$34.34	583	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167047230	5	JENNIFER PATTEN	\$6.21	179	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167060200	5	KIM RAWSON	\$25.26	506	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167061570	5	KRISTEN TOMMER	\$98.05	592	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167063500	5	LAURA JACKMAN	\$21.25	181	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
236	167069950	5	MARX REALTY & IMPROVEMENT CO INC	\$7,209.66	A 170	NO SIGNATURE
	167079200	5	NICKOLE SAUGUS TRUST	\$692.07	694	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
1342 / 1549			NIP OWNER, LLC ("NIP"), AS SUCCESSOR TO NATIONAL INDUSTRIAL PORTFOLIO BORROWER	—	736	NOT ENTITLED TO VOTE: DOES NOT HOLD A CLAIM IN A VOTING CLASS
	167086800	5	REBECCA KING	\$112.40	323	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167090720	5	RYOTA NISHIMURA	\$14.35	A 55	NO SIGNATURE
315		5	SCRANTON SEWER AUTHORITY	\$988.91	A 576	NO SIGNATURE
	167096010	5	SHERRI CARTIER	\$8.65	313	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167099150	5	STEVEN TOUCHSTONE	\$33.47	540	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167102110	5	THE NIELSEN COMPANY (US) LLC	\$20,008.81	A 724	COPY OF BALLOT NO. 696

**EXHIBIT B**

AMICUS WIND DOWN CORPORATION, et al.  
FREEZE, LLC, et al.

## Report of Excluded Ballots

Claim No.	Schedule Number	Plan Class	Name	Vote Amount	(A)cept / (R)elect	Ballot Number	Reason for Exclusion
	167102730	5	TIA JONES	\$78.33		509	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
522	167104080	5	TOWN OF BERLIN	\$1,335.19		579	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167104320	5	TOWN OF GUILFORD	\$908.04	A	627	NO SIGNATURE
	167104500	5	TOWN OF SEEKONK	\$197.36		541	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
1093		5	TOWNE & COUNTRY CENTER, LLC	\$105,001.02		609	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN
	167109050	5	YVONNE TOBEYFERNANDES	\$334.76		183	NO VOTE: BALLOT DID NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN