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HDOS ENTERPRISES
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10 UNITED STATES BANKRUPTCY COURT
11 CENTRAL DISTRICT OF CALIFORNIA
12 LOS ANGELES DIVISION

13 In re:
14 HDOS ENTERPRISES,
15 Debtor in Possession.

16 Case No. 2:14-bk-12028-NB
17 Chapter 11

18 **DECLARATION OF CATHERINE
19 NOWNES-WHITAKER REGARDING
20 TABULATION AND CERTIFICATION
21 OF BALLOTS VOTING TO ACCEPT OR
22 REJECT DEBTOR'S COMBINED
23 DISCLOSURE STATEMENT AND
24 PROPOSED PLAN OF
25 REORGANIZATION, AS MODIFIED,
26 UNDER CHAPTER 11 OF THE
27 BANKRUPTCY CODE**

28 I, Catherine Nownes-Whitaker, hereby declare as follows:

1. I am an employee of Rust Consulting/Omni Bankruptcy ("Rust Omni"), the Court approved claims administrator and noticing agent of the Bankruptcy Court in the above captioned case of HDOS Enterprises (the "Debtor") and balloting agent to the Debtor in connection with the solicitation of votes to accept or reject the *Debtor's Combined Disclosure Statement and Proposed Plan of Reorganization* [Docket No. 564] (the "Plan").

2. I am authorized to submit this declaration (the "Declaration") on behalf of Rust Omni and the Debtor. Unless otherwise stated in this Declaration, I have personal knowledge of the facts

1 set forth herein. As to statements of facts of which I do not have direct personal knowledge, I
2 understand and believe them to be true based upon information gathered from other employees of
3 Rust Omni and my review of relevant documents and Court pleadings, and as to statements that
4 represent opinions, I believe that I am qualified to offer such opinions. If called upon as a witness, I
5 could and would competently testify as to all of the matters stated herein.
6

7 3. On August 27, 2014, the Court entered the *Order (1) Setting Solicitation and Voting*
8 *Procedures and (2) Approving Form of Solicitation Materials* [Docket No. 573] (the "Order").

9 4. By the Order, the Court set certain deadlines and other voting criteria that included:
10 (a) August 28, 2014 (the "Solicitation Deadline"), and (c) September 15, 2014 (5:00 p.m. Pacific
11 Daylight Time) (the "Voting Deadline").

12 5. On August 28, 2014, the Court held a telephonic status conference regarding service
13 of the solicitation packages (as described in the Order), which was continued to September 2, 2014.
14

15 6. On September 3, 2014, the Court entered the *Order (1) Approving Notice of Hearing*
16 *to Confirm Combined Disclosure Statement and Chapter 11 Plan of Reorganization and (2) Setting*
17 *Hearing on Shortened Notice* [Docket No. 661] (the "Order Shortening Time").

18 7. By the Order Shortening Time, the Court extended the Solicitation Deadline to
19 September 4, 2014.
20

21 8. On September 3, 2014, I caused the solicitation packages, together with a ballot (a
22 "Ballot") and applicable solicitation letter, upon all known holders of claims against or interests in
23 the Debtor as of the Solicitation Deadline. The proofs of service of the solicitation are filed on the
24 docket of the Court as [Docket No. 680 and 681] (the "Proofs of Service").

25 9. All completed Ballots were required to be mailed or delivered to Omni Management
26 Group, LLC, 5955 De Soto Avenue, Suite 100, Woodland Hills, CA 91367, which address was
27 expressly set forth on the Ballots, so as to be received by Rust Omni by the Voting Deadline.
28

1 10. For purposes of tabulating and validating the Ballots, I followed the following
2 requirements set forth in the Disclosure Statement Order as provided below (the "Voting
3 Procedures");

4 a. Ballots received by the Debtor in the following categories shall not be counted as an
5 acceptance or rejection of the Plan, unless otherwise ordered by the Court:

- 6
- 7 i. Ballots where the creditor or the creditor's representative did not use the
8 authorized form, or a form of Ballot substantially similar to such authorized
9 form;
 - 10 ii. Ballots not received by the Debtor's agent on or before the Voting Deadline;
 - 11 iii. Ballots not signed by the creditor or the creditor's authorized representative;
12 and
 - 13 iv. Ballots where the individual or institution casting the Ballot (whether directly
14 or as representative) was not a holder of a Claim as of the Voting Record Date
15 and, therefore, was not entitled to vote.

16 b. Ballots were tabulated as follows:

- 17 i. Ballots where the creditor or the creditor's authorized representative did not
18 check a box indicating acceptance or rejection of the Plan will not be counted
19 as an acceptance or rejection of the Plan;
- 20 ii. Ballots where the creditor or the creditor's authorized representative checked
21 boxes indicating both acceptance and rejection will be counted as an
22 acceptance of the Plan;
- 23 iii. Creditors must vote all of their claims within a particular class either to accept
24 or reject the Plan and may not split their vote. A Ballot (or multiple Ballots
25 with respect to multiple claims within a single class) that partially rejects and
26 partially accepts the Plan will be counted as an acceptance of the Plan;
- 27 iv. Only signed Ballots that are timely received will be counted. Unsigned
28 Ballots will not be counted. Ballots sent by facsimile or email will not be
counted, unless this condition is waived by the Debtor;
- v. If prior to the Voting Deadline, a holder of a claim casts more than one Ballot
for the same claim, the last properly completed Ballot received by the
Balloting Agent prior to the Voting Deadline will be deemed to reflect such
voter's intent and to supersede any prior Ballot;

1 11. I was responsible for supervising the employees of Rust Omni in connection with the
2 tabulation and validation of the Ballots in accordance with the Voting Procedures.

3 12. The pertinent information from the Ballots received from holders of Claims in Class
4 3, Class 4, and Class 5 (the "Submitted Ballots") were recorded on ballot tally reports (the "Ballot
5 Tally Reports") annexed hereto as Exhibit A, Exhibit B, and Exhibit C respectively. True and
6 correct copies of the Submitted Ballots will be provided to the Court and made available for
7 inspection at the confirmation hearing.
8

9 13. The results regarding the acceptance or rejection of the Plan are tabulated on the
10 Ballot Tally Reports annexed hereto and summarized below:

Class 3 – General Unsecured Claims		Result
Ballots Received	29 votes accepting the Plan 0 votes rejecting the Plan	ACCEPT
Acceptance	100% in number of votes accepting the Plan 100% in dollar amount accepting the Plan (\$518,244.54)	
Rejection	0% in number of votes rejecting the Plan 0% in dollar amount rejecting Plan	
Class 4 – ESOP Unsecured Claim		
Ballots Received	0 votes accepting the Plan 0 votes rejecting the Plan	N/A
Acceptance	0% in number of votes accepting the Plan 0% in dollar amount accepting the Plan	
Rejection	0% in number of votes rejecting the Plan 0% in dollar amount rejecting Plan	
Class 5 – Interests in Debtor		
Ballots Received	1 vote accepting the Plan 0 votes rejecting the Plan	ACCEPT
Acceptance	100% in number of votes accepting the Plan 100% in dollar amount accepting the Plan (\$1.00)	

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Rejection	0% in number of votes rejecting the Plan	
	0% in dollar amount rejecting Plan	

14. As reflected above and by the Ballot Tally Reports, the Submitted Ballots received reflect that Class 3, Class 4, and Class 5 each accepted the Plan.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct. Executed on this 19th day of September, 2014 at Woodland Hills, California.


Catherine Nownes-Whitaker

EXHIBIT A

(Class 3 - Ballot Tabulation Report)

HDOS Enterprises
Case No. 14-12028
Ballot Report

September 18, 2014 7:58:13 PM

Class 3 - General Unsecured Claims

Name of Holder	Date Received	Ballot ID	Critisch No.	Tax ID	Amount of Claim	Vote	Tabulated Amount	Comment
American Express Travel Related Services Company, Inc	09/10/14		C90		\$ 17,365.52	Accept	\$ 17,365.52	
Arpa Partners as Assignee of Slin and Kim	09/15/14		S610		\$ 50,871.00	Accept	\$ 50,871.00	
Arpa Partners, as Assignee of S-F Electric, Inc	09/15/14		C30		\$ 1,620.93	Accept	\$ 1,620.93	
Barnett and Economy Sanitation, Inc	09/15/14		C71		\$ 500.00	Accept	\$ 500.00	
Bibiana Judith Boccelli	09/15/14		S418		\$ 19,295.00	Accept	\$ 19,295.00	
Bug Man Termite & Pest Control, Inc.	09/12/14		S420		\$ 78.12	Accept	\$ 78.12	
Cardshod Premium Outlets - 7847	09/12/14		C127		\$ 4,303.96	Accept	\$ 4,303.96	
Claims Recovery Group LLC, as Assignee of Carlyle ER Metro, LLC	09/12/14		C58		\$ 143,820.42	Accept	\$ 143,820.42	
Claims Recovery Group LLC, as Assignee of D. Olanil Produce, Inc.	09/12/14		S461		\$ 1,002.49	Accept	\$ 1,002.49	
Claims Recovery Group LLC, as Assignee of Donald W. Lightwells	09/12/14		S468		\$ 10,000.00	Accept	\$ 10,000.00	
Claims Recovery Group LLC, as Assignee of Ent Pointe Technologies Sales	09/12/14		C31		\$ 2,584.09	Accept	\$ 2,584.09	
Claims Recovery Group LLC, as Assignee of Law Office of Brian H. Cole	09/12/14		C75		\$ 12,845.95	Accept	\$ 12,845.95	
Claims Recovery Group LLC, as Assignee of RH Air Conditioning Services, Inc.	09/12/14		S692		\$ 802.70	Accept	\$ 802.70	
Claims Recovery Group LLC, as Assignee of Southwest Air Service, Inc.	09/12/14		C41		\$ 1,973.17	Accept	\$ 1,973.17	
Claims Recovery Group LLC, as Assignee of United Team Mechanical	09/12/14		S651		\$ 2,018.70	Accept	\$ 2,018.70	
Dea Aro Fashion Center - 5243	09/12/14		C132		\$ 2,376.63	Accept	\$ 2,376.63	
Dea VA, LLC, as Assignee of A&I Refrigeration	09/12/14		S387		\$ 262.50	Accept	\$ 262.50	
Dea VA, LLC, as Assignee of Patton Air Conditioning	09/12/14		S579		\$ 306.00	Accept	\$ 306.00	
Derald T. Smith, L.C.	09/12/14		C16		\$ 240.14	Accept	\$ 240.14	
Main Business Bank	09/15/14		C9		\$ 18,799.26	Accept	\$ 18,799.26	
Principal Life Insurance Company	09/10/14		C64		\$ 4,223.24	Accept	\$ 4,223.24	
Scarfod, Semrjak & Speights, Inc.	09/12/14		C27		\$ 165.00	Accept	\$ 165.00	
Sierra Liquidity Fund, LLC	09/12/14		C35		\$ 6,678.63	Accept	\$ 6,678.63	
Southwest Gas Corporation	09/12/14		C29		\$ 414.02	Accept	\$ 414.02	
Super Service Plumbing Leduc & Dexter Inc.	09/15/14		S637		\$ 423.17	Accept	\$ 423.17	
Town Center at Aurora - 4820	09/12/14		C126		\$ 80,065.86	Accept	\$ 80,065.86	
Valley Isle Produce, Inc dba VIP Foodservice	09/12/14		S657		\$ 119.60	Accept	\$ 119.60	
Van Deusen & Lanit Associates, Inc.	09/15/14		C8		\$ 35,026.79	Accept	\$ 35,026.79	
Westminster Mall - 4842	09/12/14		C125		\$ 100,073.95	Accept	\$ 100,073.95	

Class 3 - General Unsecured Claims

	Total Valid	Accepted	Rejected	Invalid
# Votes:	29	29	0	0
Vote %:	100.00%	100.00%	0.00%	0.00%
Tabulated Claim Amount	\$518,244.54	\$518,244.54	\$0.00	
Amount %	100%	100.00%	0.00%	

EXHIBIT B

(Class 4 - Ballot Tabulation Report)

HDOS Enterprises
Case No. 14-12028
Ballot Report

September 19, 2014 2:18:53 PM

Class 4 - ESOP Unsecured Claim

Name of Holder	Date Received	Ballot ID	Circuit No.	Tax ID	Amount of Claim	Vote	Tabulated Amount	Comment
Nicholas L. Saavikine Trustee of Employee Stock Ownership Plan	09/10/14					Accept	1.00	Invalid Ballot - Claim Withdrawn
Questar Gas Company	09/12/14		C7		902.17	Accept	902.17	Invalid Ballot - Holder Not Entitled to Vote in Class 4
Bahana Judith Becenti	09/15/14			87-0155877	\$ 902.17	Accept		Invalid Ballot - Holder Not Entitled to Vote in Class 4

Class 4 - ESOP Unsecured Claim

	Total Valid	Accepted	Rejected	Invalid
# Votes:	0	0	0	3
Vote %:	0.00%	0.00%	0.00%	100.00%
Tabulated Claim Amount	\$0.00	\$0.00	\$0.00	
Amount %:	0.00%	0.00%	0.00%	

EXHIBIT C

(Class 5 - Ballot Tabulation Report)

HDOS Enterprises
Case No. 14-12028
Ballot Report

September 19, 2014 2:19:57 PM

Class 5 - Interests in Debtor

Name of Holder	Date Received	Ballot ID	CmisSch No.	Tax ID	Amount of Claim	Vote	Tabulated Amount	Comment
Nicholas L. Seakvira Trustee of Employee Stock Ownership Plan	08/10/14					Accept	\$1.00	
Bibiana Judith Becerill	09/15/14					Accept	\$0.00	Invalid Ballot - Holder Not Entitled to Vote in Class 5

Class 5 - Interests in Debtor

	Total Valid	Accepted	Rejected	Invalid
# Votes:	1	1	0	1
Vote %:	50.00%	100.00%	0.00%	100.00%
Tabulated Claim Amount	\$1.00	\$1.00	\$0.00	
Amount %:	100.00%	100.00%	0.00%	

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

1900 Avenue of the Stars, 11th Floor, Los Angeles, CA 90067

A true and correct copy of the foregoing document described **NOTICE OF FILING OF DECLARATION OF CATHERINE NOWNES-WHITAKER REGARDING TABULATION AND CERTIFICATION OF BALLOTS VOTING TO ACCEPT OR REJECT DEBTOR'S COMBINED DISCLOSURE STATEMENT AND PROPOSED PLAN OF REORGANIZATION, AS MODIFIED, UNDER CHAPTER 11 OF THE BANKRUPTCY CODE** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner indicated below:

I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF") – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On 9/19/2014, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

See attached service list

Service information continued on attached page

II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL (indicate method for each person or entity served):

On 9/19/2014 I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

THE HONORABLE NEIL BASON
U.S. BANKRUPTCY COURT
255 E. TEMPLE STREET, SUITE 1552
LOS ANGELES, CA 90012

OFFICE OF THE U.S. TRUSTEE
C/O DARE LAW
915 WILSHIRE BLVD, STE 1850
LOS ANGELES, CA 90017

Service information continued on attached page

III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on _____ I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

9/19/2014

Jackeline Martinez

/s/Jackeline Martinez

Date

Type Name

Signature

Via ECF

- Michael Avanesian michaelavanesian@tilemlaw.com, michaelavanesian@ecf.inforuptcy.com; malissamurguia@tilemlaw.com; dianachau@tilemlaw.com; joanfidelson@tilemlaw.com; JoanFidelson@ecf.inforuptcy.com
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Via U.S. Mail

Debtor

HDOS ENTERPRISES
5942 PRIESTLY DRIVE
CARLSBAD, CA 92008

Committee of Unsecured Creditors

SIMON PROPERTY GROUP, INC.
C/O RONALD M. TUCKER
225 W. WASHINGTON STREET
INDIANAPOLIS, IN 46204

HANSEN DISTRIBUTION GROUP
C/O JOHN R. HAYNES LOEVENGUTH
SCHULZE, HAYNES LOEVENGUTH & CO.
4340 VON KARMAN AVE., STE 110
NEWPORT BEACH, CA 92660

GGP LIMITED PARTNERSHIP
C/O JULIE MINNICK BOWDEN
110 N. WACKER DRIVE
CHICAGO, IL 60606

Secured Creditors

TORREY PINES
C/O PETER DUNCAN, ESQ.
PYLE SIMS DUNCAN & STEVENSON
401 "B" STREET, STE 1500
SAN DIEGO, CA 92101-4238

MARLIN BUSINESS BANK
ATTN: BANKRUPTCY DEPT.
300 FELLOWSHIP ROAD
MOUNT LAUREL, NJ 08054

CHRISTOPHER J. WITCZAK AND
LINDA A. WITCZAK
C/O CHRISTOPHER HAWKINS, ESQ.
SULLIVAN HILL LEWIN REZ & ENGEL
550 WEST C STREET, 15TH FLOOR
SAN DIEGO, CA 92101

SAN DIEGO CASH REGISTER
7940 ARJONS DRIVE
SAN DIEGO, CA 92126

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3175 EAST GENESEE STREET
SUITE #5
SYRACUSE, NY 13224

LARRY R. & ROSA YOACHUM
C/O CHRISTOPHER HAWKINS, ESQ.
SULLIVAN HILL LEWIN REZ & ENGEL
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ENTERPRISE FM TRUST
333 CITY BLVD. WEST STE. 1010
ORANGE, CA 92868

SUSQUEHANNA
COMMERCIAL FINANCE
2 COUNTRY VIEW ROAD
SUITE 300
MALVERN, PA 19355

Request for Special Notice

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C/O ANNA F. PATRAS, ESQ.
PATRAS WILLIAMS, LLC
14 COUNTRYSIDE LANE, STE 100
RINGWOOD, NJ 07456

GGP LIMITED PARTNERSHIP
C/O KRISTEN N. PATE
JULIE MINNICK BOWDEN
110 N. WACKER DRIVE
CHICAGO, IL 60606

CAPREF LLOYD CENTER, LLC
C/O REBECCA J. WINTHROP
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555 S. FLOWER STREET, 41ST FLOOR
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C/O PAUL M. WEISER
BUCHALTER NEMER
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92 UNION AVE.
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C/O ROBERT L. LEHANE, ESQ.
KELLEY DRYE & WARREN LLP
101 PARK AVENUE
NEW YORK, NY 10178

THE MACERICH CO., WESTFIELD, LLC AND STARWOOD
RETAIL PARTNERS, LLC
C/O DUSTIN P. BRANCH
KATTEN MUCHIN ROSENMAN LLP
2029 CENTURY PARK EAST, SUITE 2600
LOS ANGELES, CA 90067-3012

TERRAMAR RETAIL CENTERS, LLC
C/O TODD R. GABRIEL, ESQ.
SPARBER ANNEN MORRIS & GABRIEL, APLC
501 W. BROADWAY, STE 1720
SAN DIEGO, CA 92101-3555

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C/O SUSAN TIUS, ESQ.
RUSH MOORE LLP
737 BISHOP STREET, SUITE 2400
HONOLULU, HAWAII 96813

XAVIER WAUTERS, MANAGER
ACCOUNTS RECEIVABLE
ACADEMY FIRE PROTECTION
58-29 MASPETH AVENUE
MASPETH, NY 11378

SAN DIEGO CASH REGISTER
7940 ARJONS DRIVE
SAN DIEGO, CA 92126

RIZE CAPITAL, LLC
3175 EAST GENESEE STREET, SUITE #5
SYRACUSE, NY 13224

ADP, INC.
ATTN: CONNIE REYES
100 N. STANTON 3RD FLOOR
EL PASO, TX 79901

COUNTY OF ORANGE
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SANTA ANA, CA 92702-4515
ATTN: BANKRUPTCY UNIT

MARICOPA COUNTY ATTORNEY'S OFFICE
ATTN: LORI A. LEWIS
222 N. CENTRAL AVENUE, SUITE 1100
PHOENIX, AZ 85004

LOS ANGELES COUNTY TREASURER AND TAX COLLECTOR
P.O. BOX 54110
LOS ANGELES, CA 90054-0110