

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

	)	
In re:	)	Chapter 11
	)	
QCE FINANCE, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 14-10543 (PJW)
	)	
Debtors.	)	Joint Administration Requested
	)	

**DECLARATION OF BENJAMIN J. STEELE, ESQ. OF PRIME  
CLERK LLC REGARDING THE SOLICITATION OF VOTES  
AND TABULATION OF BALLOTS CAST ON THE DEBTORS’  
JOINT PREPACKAGED CHAPTER 11 PLAN REORGANIZATION**

I, Benjamin J. Steele, Esq., declare, under the penalty of perjury:

1. I am a Vice President at Prime Clerk LLC (“*Prime Clerk*”),<sup>2</sup> located at 830 Third Avenue, 9<sup>th</sup> Floor, New York, New York 10022. I am over the age of eighteen years and not a party to the above-captioned action. Unless otherwise noted, I have personal knowledge of the facts set forth herein.

2. I submit this Declaration with respect to the solicitation of votes and the tabulation of ballots cast on the *Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization*, dated March 14, 2014 [Docket No. 14] (as amended, supplemented, or modified from time to time, the “*Plan*”). Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: QCE Finance LLC (7897); American Food Distributors LLC (8099); National Marketing Fund Trust (4951); QAFT, Inc. (6947); QCE LLC (2969); QFA Royalties LLC (2402); QIP Holder LLC (2353); Quiz-CAN LLC (7714); Quizno’s Canada Holding LLC (3220); Quiznos Global LLC (2772); The Quizno’s Master LLC (3148); The Quizno’s Operating Company LLC (8945); The Regional Advertising Program Trust (2035); Restaurant Realty LLC (8293); and TQSC II LLC (8683). The Debtors’ corporate headquarters are located at, and the mailing address for each Debtor is, 1001 17th Street, Suite 200, Denver, Colorado 80202.

<sup>2</sup> Unless otherwise defined in this Declaration, all capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Plan.

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

3. Prior to the commencement of these chapter 11 cases, QCE Finance, LLC and its affiliated debtors and debtors in possession (collectively, the “*Debtors*”) appointed Prime Clerk as their solicitation and tabulation agent to assist with, among other things, (a) service of solicitation materials to the parties entitled to vote to accept or reject the Plan and (b) tabulation of votes cast with respect thereto. Prime Clerk and its employees have considerable experience in soliciting and tabulating votes to accept or reject proposed prepackaged plans of reorganization.

4. The Debtors have applied for authority to retain Prime Clerk as their claims and noticing agent pursuant to the *Debtors’ Application for Entry of an Order Authorizing the Retention and Appointment of Prime Clerk LLC as Claims and Noticing Agent Under 28 U.S.C. § 156(c), Bankruptcy Code Section 105(a) and Local Rule 2002-1(f), Effective Nunc Pro Tunc to the Petition Date*, which was filed with this Court on March 14, 2014 [Docket No. 9].

**Service and Transmittal of Solicitation Packages and the Tabulation Process**

5. The procedures adhered to by Prime Clerk for the solicitation and tabulation of votes are outlined in the Disclosure Statement and the ballots distributed to parties entitled to vote on the Plan (collectively, the “*Solicitation Procedures*”). I, along with Christina Pullo (Prime Clerk’s Director of Solicitation), supervised the solicitation and tabulation performed by Prime Clerk’s employees.

*[Remainder of page intentionally left blank]*

6. The Debtors established March 10, 2014 as the record date (the “**Voting Record Date**”) for determining which creditors were entitled to vote on the Plan. Pursuant to the Plan and the Solicitation Procedures, only holders as of the Voting Record Date in the following classes were entitled to vote to accept or reject the Plan (the “**Voting Classes**”):

Plan Class	Class Description
A1	First Lien Facility Claims against the Term Loan Debtors
B1	Marketing Fund Trusts Facility Secured Claims against the Marketing Fund Trusts Debtors

No other classes were entitled to vote on the Plan.

7. With respect to the Class A1 First Lien Facility Claims & Class B1 Marketing Fund Trust Facility Secured Claims, Prime Clerk relied on a list of holders of such claims as of the Voting Record Date, provided by Debtors’ counsel, to identify the holders in the Voting Classes entitled to vote to accept or reject the Plan. In accordance with the Solicitation Procedures, Prime Clerk worked closely with the Debtors to coordinate the distribution of solicitation materials to these holders. A detailed description of Prime Clerk’s distribution of solicitation materials is set forth in Prime Clerk’s *Affidavit of Service of Solicitation Materials*, which was filed with this Court on March 14, 2014 [Docket No. 16].

8. In accordance with the Solicitation Procedures, Prime Clerk reviewed, determined the validity of, and tabulated the ballots submitted to vote on the Plan. Each ballot submitted to Prime Clerk was date-stamped, scanned, assigned a ballot number, entered into Prime Clerk’s voting database and processed in accordance with the Solicitation Procedures. To be included in the tabulation results as valid, a ballot must have been (a) properly completed and emailed to Prime Clerk pursuant to the Solicitation Procedures, (b) executed by the relevant holder entitled to vote on the Plan (or such holder’s authorized representative), and (c) received by Prime Clerk by 12:00 p.m (prevailing Eastern Time) on March 14, 2014 (the “**Voting Deadline**”).


9. All valid ballots cast by holders entitled to vote in the Voting Class and received by Prime Clerk on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures.

10. The final tabulation of votes cast by timely and properly completed ballots received by Prime Clerk is attached hereto as **Exhibit A**.

11. A report of all ballots excluded from the final tabulation prepared by Prime Clerk, and the reasons for exclusion of such ballots, is attached hereto as **Exhibit B**.

To the best of my knowledge, information and belief, 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.

Dated: March 14, 2014

  
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Benjamin J. Steele, Esq.  
Vice President  
Prime Clerk LLC

**Exhibit A**

QCE Finance, LLC *et al.*  
 Exhibit A - Tabulation Summary<sup>1</sup>

Class	Class Description	Number Accepting	Number Rejecting	Amount Accepting	Amount Rejecting	Class Voting Result
		%	%	%	%	
A1	First Lien Facility Claims against the Term Loan Debtors	80	0	\$388,301,292.72	\$0.00	ACCEPTS
		100.00%	0.00%	100.00%	0.00%	
B1	Marketing Fund Trust Facility Secured Claims against the Marketing Fund Trusts Debtors	1	0	\$7,351,872.27	\$0.00	ACCEPTS
		100.00%	0.00%	100.00%	0.00%	

<sup>1</sup> This tabulation summary excludes votes cast by Insiders for the purpose of determining acceptance of the Plan.

**Exhibit B**

QCE Finance, LLC *et al.*  
Exhibit B - Report of Ballots Excluded from Tabulation

CLASS	CLASS DESCRIPTION	HOLDER	VOTE AMOUNT	ACCEPT / REJECT	BALLOT NUMBER	REASON(S) FOR EXCLUSION FROM TABULATION
A1	FIRST LIEN FACILITY CLAIMS AGAINST THE TERM LOAN DEBTORS	REDACTED	\$3,248,212.95	ACCEPT	8	VOTE CAST BY INSIDER
A1	FIRST LIEN FACILITY CLAIMS AGAINST THE TERM LOAN DEBTORS	REDACTED	\$1,161,068.52	N/A	77	DID NOT INDICATE ACCEPTANCE OR REJECTION OF THE PLAN
A1	FIRST LIEN FACILITY CLAIMS AGAINST THE TERM LOAN DEBTORS	REDACTED	\$13,713,344.85	ACCEPT	85	BALLOT RECEIVED AFTER VOTING DEADLINE
A1	FIRST LIEN FACILITY CLAIMS AGAINST THE TERM LOAN DEBTORS	REDACTED	\$2,138,702.34	ACCEPT	87	BALLOT RECEIVED AFTER VOTING DEADLINE
A1	FIRST LIEN FACILITY CLAIMS AGAINST THE TERM LOAN DEBTORS	REDACTED	\$1,492,062.07	ACCEPT	86	BALLOT RECEIVED AFTER VOTING DEADLINE
A1	FIRST LIEN FACILITY CLAIMS AGAINST THE TERM LOAN DEBTORS	REDACTED	\$8,149,134.29	ACCEPT	84	BALLOT RECEIVED AFTER VOTING DEADLINE