

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

In re:

**FALLBROOK TECHNOLOGIES INC., et al.**<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-10384 (MFW)

Jointly Administered

**DECLARATION OF JANE SULLIVAN  
ON BEHALF OF EPIQ BANKRUPTCY SOLUTIONS, LLC,  
REGARDING VOTING AND TABULATION OF BALLOTS CAST  
ON THE DEBTORS' JOINT PLAN OF REORGANIZATION UNDER  
CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Jane Sullivan, declare, under penalty of perjury:

1. I am the Executive Vice President of Epiq Bankruptcy Solutions, 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 these 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 *Debtors' Joint Plan of Reorganization of Under Chapter 11 of the Bankruptcy Code*, dated May 1, 2018, [D.I. 189] (as amended, supplemented, or 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 review of relevant documents. I am authorized to submit this

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: Fallbrook Technologies Inc. (7116); Fallbrook Technologies International Co. (7837); Hodyon, Inc. (1078); and Hodyon Finance, Inc. (5973). The Debtors' principal offices are located at 505 Cypress Creek Road, Suite L, Cedar Park, Texas 78613.

<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).

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 (1) the *Order Authorizing the Retention and Employment of Epiq Bankruptcy Solutions, LLC as Administrative Advisor to the Debtors, Nunc Pro Tunc to the Petition Date*, dated March 23, 2018 [D.I. 118], and (2) the *Order (I) Approving the Disclosure Statement; (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan, Including (A) Approving Form and Manner of Solicitation Procedures, (B) Establishing Voting Record Date, (C) Approving Forms of Ballot, (D) Establishing Deadline for Receipt of Ballots, and (E) Approving Procedures for Vote Tabulations; (III) Approving Notice of Hearing and Objection Procedures With Respect to Confirmation of the Plan; (IV) Approving Notice and Procedures for Assumption of Unexpired Leases and Executory Contracts Assumed Pursuant to the Plan; and (V) Granting Related Relief*, dated April 24, 2018 [D.I. 174] (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 below).

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	Senior Secured Claims
Class 4	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 in accordance with the Disclosure Statement Order.

6. As specified in the Disclosure Statement Order, April 27, 2018 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 10, 2018 [D.I. 202].

8. Ballots returned by mail, hand delivery, or overnight courier were received by personnel of Epiq at its office in Beaverton, Oregon. 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 procedures set forth in 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 5:00 p.m. (prevailing Eastern Time) on June 1, 2018 (the “Voting Deadline”).

10. I declare that the results of the voting are as set forth in Exhibit A hereto, which is a true and correct copy of the final tabulation of votes cast and 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.

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

DATED: June 5, 2018  
New York, New York

  
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Jane Sullivan, Executive Vice President  
Epiq Bankruptcy Solutions, LLC

**EXHIBIT A**

**EXHIBIT A****FALLBROOK TECHNOLOGIES INC.****Tabulation Summary**

<b>TOTAL BALLOTS COUNTED</b>					
<b>VOTING CLASS</b>	<b>ACCEPT</b>		<b>REJECT</b>		<b>Class Voting Result</b>
	<b>AMOUNT</b>	<b>NUMBER</b>	<b>AMOUNT</b>	<b>NUMBER</b>	
<b>Class 3</b> Senior Secured Claims	\$54,120,376.84 <b>100.00%</b>	21 <b>100.00%</b>	\$0.00 <b>0.00%</b>	0 <b>0.00%</b>	Accepts
<b>Class 4</b> General Unsecured Claims	\$11,475,332.86 <b>100.00%</b>	21 <b>100.00%</b>	\$0.00 <b>0.00%</b>	0 <b>0.00%</b>	Accepts

**EXHIBIT B**

**EXHIBIT B****FALLBROOK TECHNOLOGIES INC.****Excluded Ballots**

<b>Claim Number(s)</b>	<b>Claim Name</b>	<b>Ballot Amount</b>	<b>Vote (Accept or Reject)</b>	<b>Ballot Number</b>	<b>Reason for Exclusion</b>
33 & 34	CRG FINANCIAL LLC	\$18,527.49	Accept	24	CLAIM 33 WAS AMENDED AND SUBJECT TO PENDING CLAIM OBJECTION; CLAIM 34 IS SATISFIED
	DANIEL SPERLING	\$135,195.49	Accept	33	NOT ENTITLED TO VOTE: DOES NOT HAVE A CLAIM IN THIS CASE
20037	JAMES KEMBLE	\$46,250.00	Accept	36	NOT ENTITLED TO VOTE: CLAIM FOR EQUITY AND SUBJECT TO PENDING OBJECTION
20038	MACRAE, ELIZABETH	\$46,250.00	Accept	37	NOT ENTITLED TO VOTE: CLAIM FOR EQUITY AND SUBJECT TO PENDING OBJECTION
8	ROBERT SHERR	\$17,141.00	Reject	1	NOT ENTITLED TO VOTE: DOES NOT HOLD A CLAIM IN A VOTING CLASS