

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:

PERFECT BROW ART, INC., *et al.*

Debtors.¹

)
) Chapter 11
)
) Case No. 19-01811
) (Jointly Administered)
)
) Honorable Donald R. Cassling
)

NOTICE OF FILING

PLEASE TAKE NOTICE that on March 5, 2020, Perfect Brow Art, Inc., and its debtor affiliates, the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), filed *Certification and Declaration of Jamie L. Burns Regarding Solicitation and Tabulation of Votes in Connection With the First Amended Joint Chapter 11 Liquidating Plan of Perfect Brow Art, Inc., et. al*, a copy of which is hereby served upon you.

Respectfully submitted,

Dated: March 5, 2020

PERFECT BROW ART, INC., ET AL.

By: /s/ Harold D. Israel

Harold D. Israel
Jamie L. Burns
LEVENFELD PEARLSTEIN, LLC
2 North LaSalle Street, Suite 1300
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Attorneys for the Debtors

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, are: (i) Perfect Brow Art, Inc. (5731), (ii) Perfect Brow Florida, Inc. (5602), (iii) Perfect Brow Puerto Rico, Inc. (3497), (iv) Perfect Brow New York, Inc. (2041), (v) Locks Rock, Inc. (5046), (vi) P.B. Art Franchise, Inc. (0026), (vii) Perfect Brow Oakland, Inc. (5727), and (viii) Ooh La La Beauty Bar Franchise, Inc. (0714).

CERTIFICATE OF SERVICE

I, Harold D. Israel, an attorney, certify that on the 5th day of March, 2020, I caused the foregoing *Notice of Filing* and *Certification and Declaration of Jamie L. Burns Regarding Solicitation and Tabulation of Votes in Connection With the First Amended Joint Chapter 11 Liquidating Plan of Perfect Brow Art, Inc., et. al.* to be filed electronically via the Court's CM/ECF System thereby served upon the parties listed below, to whom the System automatically delivered an electronic copy of each such filing at the following electronic mail addresses:

- **Dustin P. Branch** – dustin.branch@kattenlaw.com; donna.carolo@kattenlaw.com; jessica.mickelsensimon@kattenlaw.com; lora.anderson@kattenlaw.com; ecf.lax.docket@kattenlaw.com
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/s/ Harold D. Israel
Harold D. Israel

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)	
)	Chapter 11
)	
PERFECT BROW ART, INC., <i>et al.</i>)	Case No. 19-01811
)	(Jointly Administered)
)	
Debtors. ¹)	Honorable Donald R. Cassling
)	

**CERTIFICATION AND DECLARATION OF JAMIE L. BURNS
REGARDING SOLICITATION AND TABULATION OF VOTES IN
CONNECTION WITH THE FIRST AMENDED JOINT CHAPTER 11
LIQUIDATING PLAN OF PERFECT BROW ART, INC., ET AL.**

I, Jamie L. Burns, certify and declare as follows:

1. I am licensed to practice law by the Supreme Court of the State of Illinois since 2009 and am Senior Counsel with the law firm of Levenfeld Pearlstein, LLC, which represents the above-captioned debtors (the “*Debtors*”) in these chapter 11 proceedings.

2. I submit this declaration (the “*Declaration*”) with respect to the solicitation and tabulation of votes cast on the First Amended Joint Chapter 11 Liquidating Plan (the “*Plan*”) [Docket No. 604]. Except as otherwise indicated herein, all facts set forth herein are based on my personal knowledge or my review of relevant documents. I am authorized to submit this Declaration on behalf of the Debtors. If I were called to testify I could and would testify competently as to the facts stated herein.

3. In accordance with the solicitation procedures approved by the Court pursuant to

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the *Order Granting Joint Motion Seeking (A) Conditional Approval of Disclosure Statement; (B) Combined Hearing to Approve Disclosure Statement & Confirm Plan; (C) Approval of Procedures for Soliciting & Tabulating Votes on Plan, & (D) Approval of Related Matters* entered on January 28, 2020 [Docket No. 601] (the “*Solicitation Order*”), January 28, 2020 was established as the record date (the “*Voting Record Date*”) for determining which creditors and holders of interest were entitled to vote on the Plan.

4. Pursuant to the Plan, Holder(s) of Class 2 General Unsecured Claims were entitled to vote to accept or reject the Plan. Holders of Class 1 Priority Claims are unimpaired under the Plan and are therefore deemed to accept the Plan and not entitled to vote. Holders of Class 3 Intercompany Claims and Class 4 Interests are impaired and are conclusively presumed to reject the Plan and are not entitled to vote.

5. In accordance with the solicitation procedures approved by the Solicitation Order, Stretto, the claims and noticing agent for the Debtors, served the following materials (the “*Solicitation Materials*”) to the holders of Class 2 General Unsecured Claims:

- Solicitation Order
- Disclosure Statement with respect to the Plan [Docket No. 603]
- Plan
- Notice of the Solicitation Order (Docket No. 606]
- Ballot for Accepting or Rejecting the Plan
- Letter from the Official Committee of Unsecured Creditors
- IRS Form W-9 Request for Taxpayer Identification Number and Certification
- OFAC Certification
- Pre-Addressed, Postage Pre-paid Return Envelope

6. An Affidavit evidencing the service of the Solicitation Materials was filed with the Court on February 5, 2020 [Docket No. 608]. Supplemental Affidavits were filed on February 24, 2020 [Docket No. 620] and February 28, 2020 [Docket 663].

7. Pursuant to the Plan, March 3, 2020 at 5:00 p.m. (CST) was the deadline to vote on the Plan (the “*Voting Deadline*”).

8. Ballots were sent by mail to Clerk for the United States Bankruptcy Court for the Northern District of Illinois; Attn: Perfect Brow Ballots; 219 S. Dearborn Street, Room 710, Chicago, Illinois 60604 (the “*Clerk of the Court*”).

9. The Clerk of the Court subsequently uploaded the Ballots to the electronic docket for these cases, and the Ballots remain available on the docket for review by the Court or any party in interest. I undertook a review of the docket to tabulate the votes to accept or reject the Plan, and all Ballots were reviewed and tabulated in accordance with the procedures set forth in the Plan, Disclosure Statement and Solicitation Order.

[Remainder of This Page Left Intentionally Blank]

10. Below is a summary of the validated Class 2 General Unsecured Claims Ballots received as of the Voting Deadline.

Votes Counted	Votes Accepted/ Percentage Accepted	Amount Accepted	Votes Rejected/ Percentage Rejected
44	44/100%	\$1,666,285.33	0/0.00%

11. Attached hereto as ***Exhibit A*** is a full tabulation report that provides both summary and detail of all ballots received as of the Voting Deadline. Exhibit A also sets forth whether any ballots cast were invalidated and thus excluded from tabulation and the basis for such exclusion.

12. Under 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 5, 2020

/s/ Jamie L. Burns

By: Jamie L. Burns

EXHIBIT A

Ballot Tabulation Summary

Plan Class 2: General Unsecured Claims

Total Counted:*	\$1,666,285.33	44	Accepted	\$1,666,285.33	100%
			Rejected	\$0.00	0%
Total Excluded:*					
(Failure to Indicate Vote):	\$1,111,875.57	18			

* The Debtors have not reconciled these amounts against their books and records and thus the Debtors reserve all rights and remedies with respect to the amounts of the claims listed.

Ballot Tabulation Report

Plan Class 2: General Unsecured Claims

Dkt. No.	Creditor Name	Total Amount*	Votes Accepting	Votes Rejecting	Comments
682	Paul Green Associates, Inc.	\$8,082.95	1	0	
681	Murad Mobhani	\$360,000.00	1	0	
680	Murad Mobhani	\$125,000.00	1	0	
679	Rekhaben Patel & Hitesh Kumar Patel	\$69,935.74	1	0	
678	Beth Robertson	\$382,031.00	1	0	
677	American Express National Bank	\$66,138.62	1	0	
676	American Express National Bank	\$37,382.12	1	0	
675	American Express National Bank	\$4,779.81	1	0	
674	American Express National Bank	\$3,254.38	1	0	
673	Kenneth Bratt, CPA	\$185,620.00	1	0	
672	Boynton Beach Mall, LLC	\$8,813.27	1	0	
671	West Ridge Mall, LLC	\$43,343.39	1	0	
670	Mall at Longview, LLC	\$5,489.86	1	0	
669	The Outlet Collection LLC	\$61,257.14	1	0	
668	Mall at Great Lakes, LLC	\$25,164.82	1	0	
667	Mall at Irving, LLC	\$4,434.77	1	0	
666	Northwoods Shopping Center, LLC	\$70,888.43	1	0	
665	Seminole Towne Center Limited Partnership	\$61,852.86	1	0	
664	Rolling Oaks Mall, LLC	\$71,282.35	1	0	
662	Wisconsin Bell, Inc.	\$55.36	1	0	
661	The Ohio Bell Telephone Company	\$328.15	1	0	
660	Southwestern Bell Telephone Company	\$1,692.07	1	0	
659	Pacific Bell Telephone Company	\$636.48	1	0	
658	Michigan Bell Telephone Company	\$188.04	1	0	
657	Indiana Bell Telephone Company, Inc.	\$96.20	1	0	
656	Illinois Bell Telephone Company	\$963.57	1	0	
655	Bellsouth Telecommunications, Inc.	\$1,163.71	1	0	
654	AT&T Long Distance, LLC	\$62.09	1	0	
653	AT&T Corp.	\$348.16	1	0	
652	Crawford Merz LLC	\$42,897.00	1	0	
651	Carter Electric Company, Inc.	\$220.00	1	0	

Ballot Tabulation Report

Plan Class 2: General Unsecured Claims

Dkt. No.	Creditor Name	Total Amount*	Votes Accepting	Votes Rejecting	Comments
650	Lawrence Steingold	\$1,112.90	1	0	
649	City of San Bruno	\$185.00	1	0	
648	Visual Solutions, Inc.	\$4,637.50	1	0	
647	Visual Solutions, Inc.	\$1,149.55	1	0	
646	Town of Waterford CT	\$1,279.80	1	0	
645	City of Mary Esther	\$94.03	1	0	
626	Hillsborough County Fire Marshal	\$165.00	1	0	
625	Shelby County Trustee	\$23.09	1	0	
624	Shelby County Trustee	\$83.49	1	0	
623	Shelby County Trustee	\$101.39	1	0	
622	Shelby County Trustee	\$35.24	1	0	
621	Wessels Sherman	\$336.00	1	0	
618	41 North LLC	\$13,680.00	1	0	
	Total Counted	\$1,666,285.33	44	0	

Other Ballots Received - Vote Unknown/Unmarked on Ballot

Dkt. No.	Creditor Name	Total Amount*	Total Votes
644	Mall at Northshore, LLC	\$132,548.00	1
643	Mall at White Oaks, a Delaware LLC	\$46,433.44	1
642	Crystal Mall, LLC	\$52,682.50	1
641	Simon Property Group (Texas), L.P.	\$66.73	1
640	Orland, LP, an Illinois Limited Partnership	\$347.83	1
639	Plaza Carolina Mall, L.P.	\$78,331.47	1
638	University Park Mall, LLC	\$108,831.60	1

Ballot Tabulation Report

Plan Class 2: General Unsecured Claims

637 Battlefield Mall, LLC	\$5,314.40	1
636 Mayflower Emerald Square, LLC	\$99,792.24	1
635 McCain Mall Company Limited Partnership	\$103,113.05	1
634 The Town Center at Boca Raton Trust	\$307,826.46	1
633 Mall at Tuttle Crossing, LLC	\$156,437.80	1
632 SA Galleria, LLC	\$269.79	1
631 Southdale Center LLC	\$8,890.43	1
630 Simon Property Group L.P.	\$4,401.50	1
629 The Retail Property Trust	\$4,727.38	1
628 Penn Square Mall, LLC	\$1,674.58	1
627 City of Gastonia	\$186.37	1
Total Excluded:	\$1,111,875.57	18

* The Debtors have not reconciled these amounts against their books and records and thus the Debtors reserve all rights and remedies with respect to the amounts of the claims listed.