

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

In re:

PUMPKIN PATCH LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 09-12200 (BLS)

**DECLARATION OF CRAIG E. JOHNSON OF THE GARDEN CITY  
GROUP, INC. CERTIFYING THE METHODOLOGY FOR THE  
TABULATION OF VOTES ON AND RESULTS OF VOTING WITH  
RESPECT TO THE DEBTOR'S FIRST AMENDED PLAN OF  
REORGANIZATION OF PUMPKIN PATCH LLC**

I, Craig E. Johnson, hereby declare as follows:

**INTRODUCTION**

1. I am a Senior Director of The Garden City Group, Inc. (“**GCG**”) and have personal knowledge of the facts set forth herein. GCG is a class action settlement and Chapter 11 bankruptcy administration firm, with headquarters in Melville, New York.

2. Pursuant to an Order of this Court (the “**Court**”) entered June 30, 2009 (Docket No. 35), the above captioned debtor and debtor in possession (the “**Debtor**”) retained GCG as claims, noticing, solicitation, balloting, and tabulation agent for the Debtor in which capacity GCG assisted with, among other things, the solicitation and calculation of votes in connection with the First Amended Plan of Reorganization of Pumpkin Patch LLC, dated April 14, 2010 (the “**Plan**”). See Docket No. 836.

---

<sup>1</sup> The last four digits of Pumpkin Patch LLC’s federal tax identification number are 4007. The mailing address for Pumpkin Patch LLC is 1112 Montana Ave., #455, Santa Monica, CA 90403.

3. On April 16, 2010, the Court entered that certain Order (A) Approving Disclosure Statement; (B) Fixing the Voting Record Date (C) Approving Solicitation and Voting Procedures with Respect to Debtor's Chapter 11 Plan; (D) Approving Form of Solicitation Package and Notices; and (E) Scheduling Certain Dates in Connection Therewith (Docket No. 290) (the “**Solicitation Procedures Order**”) governing, among other things, the solicitation of votes to accept or reject the Plan from the following Class<sup>2</sup> set forth in the Plan.

<b>CLASS</b>	<b>DESCRIPTION</b>
1	General Unsecured Claims

**SERVICE OF SOLICITATION MATERIALS**

4. On April 21, 2010, pursuant to the Solicitation Procedures Order, GCG caused the following solicitation materials to be served by first class mail as follows:

(a) Parties comprising Class 1 (General Unsecured Claims) were mailed the following: First Amended Disclosure Statement with Respect to Plan of Reorganization of Pumpkin Patch LLC<sup>3</sup> (the “**Disclosure Statement**”); Notice of (A) Hearing to Confirm Plan of Reorganization, (B) Objection and Voting Deadlines, (C) Solicitation and Voting Procedures, and (D) Certain Other Information (the “**Confirmation Hearing Notice**”); and a customized Class 1 Ballot together with a pre-addressed, postage paid return envelope.

(b) Parties comprising the master service list, all parties who filed a notice of appearance in this case and executory contract counterparties were mailed the Confirmation Hearing Notice and the Disclosure Statement; and

---

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan or the Solicitation Procedures Order.

<sup>3</sup> Attached as Exhibits to the Disclosure Statement were (a) the Plan; (b) the Solicitation Procedures Order; (c) Liquidation Analysis; and (d) Financial Projections.

(c) The parties comprising Class 2 (Equity Holders), creditors with Unclassified Claims and all parties in the creditor matrix that did not fall within any of the preceding categories were mailed the Confirmation Hearing Notice and Notice of Non-Voting Status with Respect to Unimpaired Classes Deemed to Accept the Plan.

5. GCG received no requests for additional or replacement solicitation documents.

### **TABULATION PROCEDURES**

6. Pursuant to the Solicitation Procedures Order, all Ballots were to be delivered to GCG as follows: (a) by mail, addressed to The Garden City Group, Inc., Voting Agent for Pumpkin Patch LLC, P.O. Box 9502, Dublin, Ohio 43017-4802; or (b) by overnight courier or hand delivery, addressed to The Garden City Group, Inc., Voting Agent for Pumpkin Patch LLC, 5151 Blazer Parkway, Suite A, Dublin, OH 43017, so as to be received by GCG no later than 5:00 p.m. (prevailing Eastern Time) on May 20, 2010 (the “**Voting Deadline**”).

7. GCG ascertained that there were no objections to Claims reflected on the Court’s docket as of the Voting Record Date and that all proofs of Claim filed in this case were in U.S. dollars and, pursuant to the Solicitation Procedures Order, determined the amounts of Claims entitled to vote to accept or reject the Plan as follows:

(a) Any timely filed proof of Claim was deemed temporarily allowed for voting purposes in the unsecured nonpriority amount stated on the face of the proof of Claim. Any proof of Claim that included both a liquidated, non-contingent amount and an unliquidated or contingent amount was temporarily allowed for voting purposes in only the liquidated, non-contingent amount, and the unliquidated or contingent amount was deemed temporarily disallowed for voting purposes.

(b) Any timely filed proof of Claim (i) marked as contingent or unliquidated on the face of the proof of Claim and/or (ii) not otherwise specifying a fixed or liquidated amount on the face of the proof of Claim, was temporarily allowed for voting purposes in the amount of \$1.00.

(c) If a holder of a Claim identified on the Ballot a Claim amount that was less than the scheduled or filed amount of its Claim, then the Claim was temporarily allowed for voting purposes in the lesser amount identified on the Ballot.

(d) If a Claim was estimated by an order of the Court, then such Claim was temporarily allowed for voting purposes only in the estimated amount.

(e) Unless temporarily allowed for voting purposes by the Court, a Claim listed in the Debtor's schedules as contingent, unliquidated, or disputed, and for which a proof of Claim was not (i) filed by the bar date for filing proofs of Claim as established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, was temporarily disallowed for voting purposes.

8. Upon receipt of the Ballots, GCG adhered to the following procedures:

(a) The envelopes containing Ballots were opened, and the documents were removed and stamped with the date received (Ballots received on the Voting Deadline were also time-stamped) and sequentially numbered (the number assigned in accordance therewith, the “**Sequence Number**”). The Ballots were then scanned into GCG’s system.

(b) GCG personnel then entered into a spreadsheet all pertinent information from the Ballots, including (among other things) the date received, the Sequence Number, the Class, the voting dollar amount, and the acceptance or rejection of the Plan.

9. Consistent with the Solicitation Procedures Order, a Ballot was deemed invalid

and not counted for any purpose if any of the following applied to such Ballot:

(a) the Ballot was received after the Voting Deadline, even if postmarked prior to the Voting Deadline;

(b) the Ballot was illegible or contained insufficient information to permit the identification of the claimant;

(c) the Ballot indicated neither acceptance nor rejection or indicated both acceptance and rejection of the Plan;

(d) the Ballot was cast by a person or entity that does not hold a Claim in a class that is entitled to vote to accept or reject the Plan;

(e) the Ballot was not signed;

(f) the Ballot was on a form other than the official form sent by the Voting Agent or a copy thereof;

- (g) the Ballot was a copy without an original signature;
- (h) the Ballot was sent by facsimile transmission or via electronic mail; or
- (i) the Ballot was superseded by a later timely received Ballot.

10. Further pursuant to the Solicitation Procedures Order, GCG adhered to the following tabulation rules:

- (a) Whenever two or more Ballots were cast voting the same Claim prior to the Voting Deadline, the Ballot dated latest, but received prior to the Voting Deadline, was deemed to reflect the voter's intent, and, thus, to supersede any prior Ballots.
- (b) Creditors were not permitted to divide their Claims within a particular class, or the votes associated therewith, and were deemed to vote all of their Claims within such class either to accept or reject the Plan. Any Ballot partially accepting and partially rejecting the Plan or otherwise voted inconsistently was not counted for any purposes.

11. All Ballots that were received by GCG were tabulated in accordance with the above procedures. GCG is in possession of the Ballots received, and copies of same are available for review during GCG's regular business hours at 5151 Blazer Parkway, Suite A, Dublin, OH 43017.

**TABULATION RESULTS**

12. The results of the tabulation of valid Ballots are set forth below:

CLASS	ACCEPT THE PLAN				REJECT THE PLAN			
	Dollar Amount Voted	Percentage of Total Amount Voted	Number of Votes	Percentage of Number of Votes	Dollar Amount Voted	Percentage of Total Amount Voted	Number of Votes	Percentage of Number of Votes
1 <sup>4</sup>	\$1,049,423.30	99.72 %	8	88.9 %	\$ 2,964.80	.28 %	1	11.1 %

<sup>4</sup> These figures include the votes of three "insiders" as defined in Bankruptcy Code § 101 (31). If the votes of these three parties were excluded, the tabulation would be as follows: accept: 5 (83.33 %) in the dollar amount of \$ 53,331.30 (94.73%); reject: 1 (16.67%) in the dollar amount of \$ 2,964.80 (5.27%).

13. A detailed accounting of the aforesaid tabulation is annexed hereto as Exhibit A.

14. No votes were processed as invalid.

15. In accordance with 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

/s/Craig E. Johnson  
Craig E. Johnson

Dated: May 24, 2010

# **EXHIBIT A**

**PUMPKIN PATCH LLC**  
**Detail Report of Voting Results**

<b>Class</b>	<b>Ballot No.</b>	<b>Voting Party</b>	<b>Value Accepting</b>	<b>Number Accepting</b>	<b>Value Rejecting</b>	<b>Number Rejecting</b>
Class 1	1	Loomis	\$2,755.67	1	\$0.00	0
Class 1	2	TXU Energy Retail Company LLC	\$2,713.00	1	\$0.00	0
Class 1	3	Verizon California Inc.	\$256.39	1	\$0.00	0
Class 1	4	Verizon East	\$184.48	1	\$0.00	0
Class 1	5	Pumpkin Patch Direct Limited	\$188,765.00	1	\$0.00	0
Class 1	6	Pumpkin Patch Originals Limited	\$137,690.00	1	\$0.00	0
Class 1	7	Pumpkin Patch Wholesale LLC	\$669,657.00	1	\$0.00	0
Class 1	8	USM Inc. Whelans International	\$47,401.76	1	\$0.00	0
Class 1	9	Sue Parmley	\$0.00		\$2,964.80	1
<b>Total for Class</b>		<b>Class 1 TOTAL</b>	<b>\$1,049,423.30</b>	<b>8</b>	<b>\$2,964.80</b>	<b>1</b>