

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

In re:

PREMIER EXHIBITIONS, INC., *et al.*,¹

Case No. 3:16-bk-02232-JAF
Chapter 11 (Jointly Administered)

Debtors.

**DEBTORS' NOTICE OF FILING
DECLARATION OF MATTHEW G. ROBERTS**

NOTICE IS HEREBY given that the Debtors are filing the Declaration of Matthew G. Roberts in support of confirmation of the *First Amended Plan of the Debtors under Chapter 11 of the Bankruptcy Code* [D.E. 183].

NELSON MULLINS RILEY
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By /s/ Lee D. Wedekind, III
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¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867); and Dinosaurs Unearthed Corp. (7309). The Debtors' service address is c/o Troutman Sanders LLP, 600 Peachtree Street NE, Suite 3000, Georgia 30308.

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Counsel for the Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was electronically filed with the Clerk of the Court using CM/ECF on October 9, 2019. I also certify that the foregoing document is being served this day on the following counsel of record via transmission of Electronic Filing generated by CM/ECF:

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UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION

IN RE:

Premier Exhibitions, Inc., *et al.*,¹

Debtors.

CHAPTER 11

Case No. 3:16-bk-02232-JAF

(Jointly Administered)

DECLARATION OF MATTHEW G. ROBERTS

I, Matthew G. Roberts, hereby state and declare as follows:

1. I am over eighteen years of age and of sound mind. I am an Attorney employed by Troutman Sanders LLP ("Troutman") in the Finance and Restructuring section. Troutman is bankruptcy co-counsel to Premier Exhibitions, Inc. and certain of its affiliates and subsidiaries, as debtors and debtors-in-possession (collectively, the "Debtors") in the above-referenced chapter 11 cases (the "Chapter 11 Cases"). I am authorized to submit this Declaration on behalf of Troutman.

2. I submit this Declaration in support of confirmation of the *First Amended Plan of the Debtors under Chapter 11 of the Bankruptcy Code* [D.E. 183; Schedule 1] (the "Amended Plan").² With this Declaration, I certify: (i) the Class 2 Ballots accepting and/or rejecting the Amended Plan; (ii) the *Ballot Tabulation Report*, attached hereto as **Exhibit A** (the "Ballot Tabulation Report") summarizing the results thereof; and (iii) service of the plan documents and

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867), and Dinosaurs Unearthed Corp. (7309). The Debtors' service address is c/o Troutman Sanders LLP, 600 Peachtree Street NE, Suite 3000, Atlanta, GA 30308.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Amended Plan.

notices described in the *Certificates of Service* [D.E. 131, 175, 176, 188], each as set forth more completely below.

3. Except as otherwise indicated herein, the facts set forth in this Declaration are based upon my personal knowledge, my review of relevant documents, and/or information provided to me by the Debtors or one of the Debtors' agents. If called upon to testify, I could and would testify to the facts set forth in this Declaration.

PLAN & SOLICITATION

4. On or about May 15, 2019 I caused to be filed the *Plan of Liquidation of the Debtors under Chapter 11 of the Bankruptcy Code* [D.E. 81] (the "Original Plan") and the accompanying disclosure statement [D.E. 82] (the "Disclosure Statement").

5. On or about June 13, 2019, the Court entered an Order [D.E. 83] (the "Disclosure Statement Order"), which, as relevant here: (i) approved the Solicitation Packages (as defined in the Disclosure Statement Order) for use in soliciting votes on the Original Plan; (ii) approved the Deemed Accepting Notice, Deemed Rejecting Notice, Notice of Disputed Claim Status, and Combined Hearing Notice (each as defined in the Disclosure Statement Order; but collectively referred to herein as the "Plan Notices") for distribution; and (iii) established September 5, 2019 at 4:00 p.m. as the deadline (the "Original Voting Deadline") by which all Class 2 Ballots had to be actually received by the Clerk's Office to count as a vote to accept or reject the Original Plan.

6. On or about July 2, 2019, I caused to be served the Solicitation Packages and Plan Notices via United States Mail, first class postage prepaid, on the parties and at the addresses shown on the exhibits attached to the *Certificate of Service* [D.E. 131]. Thereafter, having received undeliverable mail returns from certain of the recipients of the Solicitation Packages and Plan Notices, I directed research to identify new addresses for the recipients in accordance with Local Rule 2002-1(h). After obtaining the new addresses, on or about August 12, 2019, I

caused the Solicitation Packages and Plan Notices to be re-served via United States Mail, first class postage prepaid, on the parties and at the addresses shown on the exhibits attached to the *Certificate of Service* [D.E. 175]. Subsequently, having received additional undeliverable mail returns, I caused additional research to identify new addressees and thereafter caused the Solicitation Packages and Plan Notices to be re-served on or about September 3, 2019 via FedEx on the parties and at the addresses shown on the exhibits attached to the *Certificate of Service* [D.E. 176].

7. On or about September 9, 2019, I caused to be filed the *Debtors' Expedited Motion for Entry of an Order (A) Continuing the Combined Hearing; (B) Extending the Deadline for Submitting (I) the Brief in Support of Confirmation and (II) the Ballot Report; (C) Further Extending the Deadline for Certain Constituents to File Objections to the Amended Plan; and (D) Granting Related Relief* [D.E. 177], and, in connection therewith, I caused to be filed the Amended Plan.

8. On or about September 13, 2019, I caused to be served the *Notice of Adjournment of (A) Hearing to Consider (I) Final Approval of Debtors' Disclosure Statement (II) Confirmation of Debtors' Plan of Liquidation and (III) Final Applications for Professional Compensation; and (B) Certain Deadlines Associated Therewith* [D.E. 188; Exhibit A] via United States Mail, first class postage prepaid, on the parties and at the addresses shown on Exhibit B to the *Certificate of Service* [D.E. 188].

9. On or about September 17, 2019, the Court entered an Order [D.E. 189] (the "Adjournment Order"), which, among other things, established October 4, 2019 at 4:00 p.m. as the deadline (the "Amended Voting Deadline") by which all Amended Ballots (as defined in the

Adjournment Order) had to be actually received by the Clerk's Office to count as a vote to accept or reject the Amended Plan.

CERTIFICATION OF BALLOTS & VOTE

10. On or about October 7, 2019, I reviewed the CM/ECF-generated ballot report for Case No. 3:16-bk-02232-JAF (the "Voting Report") along with the accompanying Class 2 Ballots³ to determine whether a sufficient number of creditors voted to accept the Amended Plan.

11. Based on my review and tabulation, as described immediately below, I have determined that Class 2 (the only voting Class) accepted the Amended Plan unanimously.

12. To make that determination, I: (a) inspected each Class 2 Ballot to determine whether it was (i) marked "Accepts the Plan" or "Rejects the Plan" (ii) completed and signed and (iii) otherwise compliant with the requirements set forth in Solicitation and Voting Procedures (as defined in the Disclosure Statement Order); (b) compared the date stamp on the Class 2 Ballot with the date stamp provided by the Voting Report, if applicable;⁴ and (c) calculated the number and amount of Class 2 Ballots marked "Accepts the Plan" and "Rejects the Plan."

13. A summary of the voting results with respect to the Amended Plan is set forth in the Ballot Tabulation Report. The Ballot Tabulation Report provides the following information: (a) the number of votes and percentage of votes accepting the Amended Plan; (b) the dollar amount and dollar percentage of votes accepting the Amended Plan; and (c) certain information about two (2) Class 2 Ballots that may be considered Irregular Ballots (as that term is defined in the Disclosure Statement Order).

³ No Amended Ballots were submitted. Pursuant to the Adjournment Order, therefore, I tabulated the Class 2 Ballots (cast on the Original Plan) as votes cast on the Amended Plan. See Adjournment Order at ¶ 5.

⁴ I disregarded the time portion (*i.e.*, 4:00 p.m.) of the Original Voting Deadline and Amended Voting Deadline for tabulation purposes. Although the Voting Report and physically filed Class 2 Ballots contained date stamps, neither the Voting Report nor the individual Class 2 Ballots contained time stamps.

14. As set forth in the Ballot Tabulation Report, all sixteen (16) Class 2 Ballots (in an aggregate voting amount of \$9,350,869.36) were marked to accept the Amended Plan. These figures, however, take into account the two (2) Class 2 Ballots that may be considered Irregular Ballots.⁵ Nonetheless, even if the two potential Irregular Ballots are omitted from the tabulation, the remaining fourteen (14) Class 2 Ballots (in an aggregate voting amount of \$3,832,535.36) were marked to accept the Amended Plan. No Class 2 Ballot was marked to reject the Amended Plan.

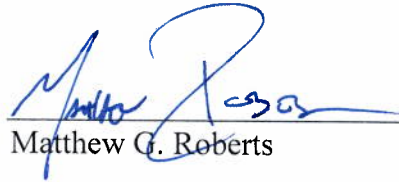
15. To the best of my knowledge, the Ballot Tabulation Report is a true and accurate summary of the Class 2 Ballots and tabulation thereof, each as set forth more completely herein.

16. Furthermore, and to the best of my knowledge, Troutman and the Debtors have complied with the Disclosure Statement Order, the Solicitation and Voting Procedures, and Adjournment Order in soliciting votes on the Original Plan and Amended Plan and tabulating the Class 2 Ballots.

[Signature on following page]

⁵ The first potentially Irregular Ballot was submitted on behalf of an entity but omitted the title of the signatory. The second potentially Irregular Ballot was submitted one day after the Voting Deadline (*i.e.*, September 6, 2019); however, the Debtors were advised that the delay was due to the business disruption caused by Hurricane Dorian.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief, and that this Declaration was executed at Atlanta, Georgia on October 9, 2019.



Matthew G. Roberts

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION

IN RE:

Premier Exhibitions, Inc., *et al.*,¹

Debtors.

CHAPTER 11

Case No. 3:16-bk-02232-JAF

(Jointly Administered)

BALLOT TABULATION REPORT

DATE PREPARED: October 9, 2019

PREPARED BY: Matthew G. Roberts
TROUTMAN SANDERS LLP
Attorneys for Plan Proponent

FILED WITH RESPECT TO: *First Amended Plan of Liquidation of the Debtors under Chapter 11 of the Bankruptcy Code (Doc. No. 183; Schedule 1)*

[*Summary set forth on following page.*]

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867), and Dinosaurs Unearthed Corp. (7309). The Debtors' service address is c/o Troutman Sanders LLP, 600 Peachtree Street NE, Suite 3000, Atlanta, GA 30308.

SUMMARY OF VOTES BY CLASSES OF CLAIMS AND INTERESTS

Description		Impaired/ Unimpaired	Total Voting		Acceptances		Percentages		Requisite Vote
<i>Class Number</i>	<i>Class Name</i>	<i>(I/U)</i>	<i>No.</i>	<i>Amount</i>	<i>No.</i>	<i>Amount</i>	<i>No.</i>	<i>Amount</i>	<i>(Y/N)</i>
1	Priority Non-Tax Claims	U	N/A	N/A	N/A	N/A	N/A	N/A	N/A
2	Unsecured Claims	I	16 ¹	\$9,350,869.36	16	\$9,350,869.36	100%	100%	Y
3	PRXI Equity Interests	I	N/A	N/A	N/A	N/A	N/A	N/A	N/A
4	Subsidiary Equity Interests	I	N/A	N/A	N/A	N/A	N/A	N/A	N/A

IRREGULAR BALLOTS

Amount	Creditor Name	Date Submitted	Irregularity	Marked (Accept/Reject)	Debtors' Intentions (Count/Ignore)
\$5,500,000.00	417 Fifth Ave Real Estate, LLC	September 6, 2019	Filed late	ACCEPT	COUNT
\$18,334.00	CRG Financial LLC	September 5, 2019	Missing title	ACCEPT	COUNT

¹ **Note:** These figures (No.: 16; Amount: \$9,350,869.36) count the two "Irregular Ballots" set forth in the second table.