

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

----- X
In re: : Chapter 11
: :
QUIKSILVER, INC., *et al.*, : Case No. 15-11880 (BLS)
: :
Debtors.¹ : Jointly Administered
: :
----- X

**DECLARATION OF MICHAEL J. HILL REGARDING
ANALYSIS OF BALLOTS FOR ACCEPTING OR REJECTING
SECOND AMENDED JOINT CHAPTER 11 PLAN OF REORGANIZATION
OF QUIKSILVER, INC. AND ITS AFILIATED DEBTORS AND
DEBTORS IN POSSESSION**

I, Michael J. Hill, hereby declare that the following is true to the best of my knowledge, information, and belief:²

1. I am over the age of 18 and competent to testify and make this declaration (this “Declaration”). I am an employee of Kurtzman Carson Consultants LLC (“KCC”), the court-approved notice and claims agent and administrative advisor in the above-captioned chapter 11 cases. Pursuant to the *Order (A) Approving the Adequacy of the Debtors' Disclosure Statement, (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization, (C) Approving the Form of Various Ballots and Notices in Connection Therewith, and (D) Scheduling Certain Dates with Respect Thereto*

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Quiksilver, Inc. (9426), QS Wholesale, Inc. (8795), DC Direct, Inc. (8364), DC Shoes, Inc. (0965), Fidra, Inc. (8945), Hawk Designs, Inc. (1121), Mt. Waimea, Inc. (5846), Q.S. Optics, Inc. (2493), QS Retail, Inc. (0505), Quiksilver Entertainment, Inc. (9667), and Quiksilver Wetsuits, Inc. (9599). The address of the Debtors' corporate headquarters is 5600 Argosy Circle, Huntington Beach, California 92649.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the *Second Amended Joint Chapter 11 Plan of Reorganization of Quiksilver, Inc. and its Affiliated Debtors and Debtors in Possession* [Docket No. 532] (as the same may be amended from time to time, the “Plan”).



1511880160125000000000002

[Docket No. 529] (the “Disclosure Statement Order”), KCC was instructed to and did solicit and tabulate votes from Holders of Class 4, Class 5A and Class 5B Claims (collectively, the “Voting Classes”) entitled to vote on the Plan in accordance with specified voting procedures.

2. Peter Walsh, Senior Managing Consultant of Public Securities for KCC, assisted in the service and tabulation described herein.

3. I am authorized to submit this Declaration on behalf of KCC and the Debtors. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein. As to statements of fact of which I do not have direct personal knowledge, I understand and believe them to be true based upon information gathered from other employees of KCC, my review of relevant documents and pleadings, and information provided to me by the Debtors and the Debtors’ advisors. If called upon as a witness, I could and would competently testify as to all of the matters stated herein on that basis

4. The Debtors established December 1, 2015 as the Voting Record Date for determining which creditors were entitled to vote on the Plan. Holders of Claims in the Voting Classes as of the Voting Record Date were entitled to vote to accept or reject the Plan in accordance with the Disclosure Statement Order. KCC relied on a security position report provided by The Depository Trust Company (“DTC”) as of the Record Date to identify the bank and brokerage firms (the “Nominees”) that held Class 4 and Class 5-A Note Claims (the “Voting Notes Claims”) on behalf of underlying beneficial owners. KCC relied on the claims register maintained in these Chapter 11 Cases, in consultation with counsel to the Debtors, to identify which Holders of such Claims were entitled to vote to accept or reject the Plan in Class 5-B. On or before December 9, 2015, in accordance with the solicitation procedures as set forth in the Disclosure Statement, KCC served Solicitation Packages on Holders of Claims in the Voting

Classes entitled to accept or reject the Plan via first class mail. *See Affidavit of Service of Michael J. Hill re: Solicitation Documents Served on or Before December 9, 2015* [Docket No. 569].

5. Pursuant to the Disclosure Statement Order, KCC received and tabulated Class 5-B Ballots as follows: (a) each returned ballot was opened and inspected at KCC's office; (b) Ballots were date-stamped and scanned into KCC CaseView database ("KCC CaseView"); and (c) all ballots received on or before the Voting Deadline were then entered into KCC CaseView and tabulated in accordance with the tabulation rules outlined in the Solicitation Procedures. For the Voting Notes Claims in Class 4 and Class 5-A (a) each returned Master Ballot was opened and inspected at KCC's office; (b) Master Ballots were date-stamped and tabulated in accordance with the tabulation rules outlined in the Solicitation Procedures.

6. In order for a Ballot to be counted as valid, the Ballot must have been properly completed in accordance with the Disclosure Statement Order and executed by the relevant holder, or such holder's authorized representative, must have been received by KCC by the deadline of January 14, 2016, at 4:00 p.m. (prevailing Eastern Time) (the "Voting Deadline"), except as otherwise provided by the Disclosure Statement Order, and must not have been subject to a pending objection filed on or before December 31, 2015 (the "Counted Ballots"). All completed Class 4 and 5-A Master Ballots were required to be mailed to Quiksilver Ballot Processing Center, c/o Kurtzman Carson Consultants LLC, 1290 Avenue of the Americas, 9th Floor, New York, NY 10104, which address was listed on the Ballots, so as to be received by KCC no later than the Voting Deadline. All completed Class 5-B Ballots were required to be mailed to Quiksilver Ballot Processing Center, c/o Kurtzman Carson Consultants LLC, 2335

Alaska Avenue, El Segundo, California 90245, which address was listed on the Ballots, so as to be received by KCC no later than the Voting Deadline.

7. For the Voting Notes Claims, KCC provided solicitation packages to the Nominees appearing on the security position report received from DTC, or the Nominees' agents, for subsequent forwarding to the underlying beneficial owners of Voting Notes Claims. KCC also provided a Master Ballot to each Nominee, or its agent, for their use in reporting the voting of the underlying beneficial owners.

8. I was primarily responsible for supervising the employees of KCC in connection with the tabulation of the Ballots received for the acceptance or rejection of the Plan. Attached hereto as Exhibit A is a summary of the voting results with respect to the Claims in Class 5-B tabulated on a Debtor-by-Debtor basis. The pertinent information from the Counted Ballots is recorded on the detail ballot report attached hereto as Exhibit B. Copies of all of the Counted Ballots are available for inspection upon request.

9. For the Voting Notes Claims, Master Ballots were tabulated against the Record Date security position amounts appearing for each Nominee as listed on the security position report received from DTC.

10. The following charts summarize the Master Ballots for the Voting Notes Claims:

Class 4 – Secured Notes Claims		Result
Master Ballots Received	54 votes accepting the Plan 25 votes rejecting the Plan	Accept
Acceptance	68.35% in number of voted accepting the Plan 89.85% in dollar amount accepting the Plan (\$248,552,179.44)	
Rejection	31.65% in number of voted rejecting the Plan 10.15% in dollar amount rejecting the Plan (\$28,069,417.29)	
Opt Out	0% in number elected to opt out of the Third Party Release 0% in dollar amount elected to opt out of the Third Party Release	

Class 5A –Unsecured Notes Claims		Result
Master Ballots Received	17 votes accepting the Plan 55 votes rejecting the Plan	Reject
Acceptance	23.61% in number of voted accepting the Plan 33.60% in dollar amount accepting the Plan (\$60,481,750.00)	
Rejection	76.39% in number of voted rejecting the Plan 66.40% in dollar amount rejecting the Plan (\$119,501,226.11)	
Opt Out	36.11% in number elected to opt out of the Third Party Release 36.44% in dollar amount elected to opt out of the Third Party Release	

11. Attached as Exhibit C to this Declaration is a detailed report of any ballots that were not included in the tabulation above because they did not satisfy the requirements for a valid ballot as set forth in the Disclosure Statement Order for the reasons described below:

- | | |
|-------------------------|--|
| a. Abstained | Any ballot that failed to indicate any acceptance or rejection of the Plan, or that indicated both acceptance and rejection of the Plan. |
| b. Late-Filed | Any ballot received after the Voting Deadline |
| c. Illegible | Any ballot that is illegible |
| d. Not Signed | Any ballot that is not executed |
| e. Not Entitled to Vote | Any ballot purporting to be a vote in a Class in which the Claimant is not entitled to vote because the Claimant does not hold a Claim in such Class or because an objection to such Claim was pending, which objection was filed as of December 31, 2015. |

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission, and tabulation of ballots in connection with the Plan is true. The ballots received by KCC are stored at KCC's office and are available for inspection by or submission to the Bankruptcy Court.

Dated: January 21, 2016

A handwritten signature in black ink, appearing to read 'Michael J. Hill', written over a horizontal line.

Michael J. Hill
Kurtzman Carson Consultants LLC

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 21st
day of January, 2016, by MICHAEL S. HILL

proved to me on the basis of satisfactory evidence to be the
person(s) who appeared before me.

(Seal)

Signature

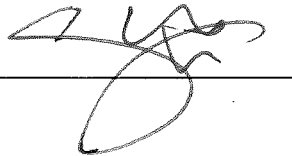


EXHIBIT A

**Class 5B Summary of the Voting Results
(Debtor-by-Debtor basis)**

Exhibit A
Class 5B Summary of the Voting Results
(Debtor-by-Debtor basis)

Debtor Name	Case Number	Unacceptable Votes	Members Voted	Members Accepted	Members Rejected	Members Abstained	Percentage of Members Accepted	Percentage of Members Rejected	Percentage of Members Abstained	Total Amount Voted	Amount Accepted	Amount Rejected	Amount Abstained	Percentage of Amount Accepted	Percentage of Amount Rejected
DC Direct, Inc.	15-11882	1	0	0	0	0	0.00%	0.00%	0.00%	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	0.00%
DC Shoes, Inc.	15-11883	1	8	7	1	0	87.50%	12.50%	0.00%	\$744,863.63	\$711,216.34	\$33,647.29	\$0.00	95.48%	4.52%
Fidra, Inc.	15-11884	1	0	0	0	0	0.00%	0.00%	0.00%	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Hawk Designs, Inc.	15-11885	1	0	0	0	0	0.00%	0.00%	0.00%	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Mt. Waimea, Inc.	15-11886	1	0	0	0	0	0.00%	0.00%	0.00%	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	0.00%
QS Optics, Inc.	15-11887	1	0	0	0	0	0.00%	0.00%	0.00%	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	0.00%
QS Retail, Inc.	15-11888	5	28	25	3	0	89.29%	10.71%	0.00%	\$1,886,981.76	\$1,409,835.05	\$477,146.71	\$0.00	74.71%	25.29%
QS Wholesale, Inc.	15-11881	9	22	20	2	0	90.91%	9.09%	0.00%	\$2,691,122.56	\$886,072.56	\$1,805,050.00	\$0.00	32.93%	67.07%
Quiksilver Entertainment, Inc.	15-11889	1	0	0	0	0	0.00%	0.00%	0.00%	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Quiksilver Wetsuits, Inc.	15-11890	1	0	0	0	0	0.00%	0.00%	0.00%	\$0.00	\$0.00	\$0.00	\$0.00	0.00%	0.00%
Quiksilver, Inc.	15-11880	75	35	22	6	7	62.86%	17.14%	20.00%	\$55,597,683.34	\$55,330,659.56	\$267,023.78	\$1,471,456.08	99.52%	0.48%

EXHIBIT B

**Class 5B Detail Ballot Report
(Debtor-by-Debtor basis)**

Exhibit B
Class 5B Detail Ballot Report
(Debtor-by-Debtor basis)

Debtor Name	Ballot Number	Date Filed	Name	Class	Voting Amount	Vote
DC Shoes, Inc.	71	12/31/2015	Flexfit LLC	5B - General Unsecured Claims	\$562,185.66	Accept
DC Shoes, Inc.	30	12/22/2015	G&S Realty 1, LLC	5B - General Unsecured Claims	\$33,647.29	Reject
DC Shoes, Inc.	119	1/11/2016	International Sources Trading Ltd.	5B - General Unsecured Claims	\$123,295.69	Accept
DC Shoes, Inc.	38	12/24/2015	JOSH KALIS	5B - General Unsecured Claims	\$2,666.67	Accept
DC Shoes, Inc.	118	1/11/2016	LF Fashion Pte. Ltd.	5B - General Unsecured Claims	\$3,995.12	Accept
DC Shoes, Inc.	40	12/28/2015	MIKE TAYLOR, INC.	5B - General Unsecured Claims	\$6,694.45	Accept
DC Shoes, Inc.	73	1/4/2016	PHOENIX PDQ, INC.	5B - General Unsecured Claims	\$2,378.75	Accept
DC Shoes, Inc.	102	1/11/2016	Roger Gengo	5B - General Unsecured Claims	\$10,000.00	Accept
QS Retail, Inc.	25	12/21/2015	All Waste, Incorporated	5B - General Unsecured Claims	\$306.38	Accept
QS Retail, Inc.	109	1/11/2016	BROADWAY EXTERMINATING INC.	5B - General Unsecured Claims	\$131.88	Accept
QS Retail, Inc.	135	1/13/2016	CP Deerfield, LLC, a Delaware Limited Liability Company	5B - General Unsecured Claims	\$183,644.37	Accept
QS Retail, Inc.	28	12/21/2015	Craig Realty Group CITADEL, LLC	5B - General Unsecured Claims	\$53,925.80	Accept
QS Retail, Inc.	70	12/30/2015	DAVID LIM	5B - General Unsecured Claims	\$37,441.32	Accept
QS Retail, Inc.	37	12/23/2015	DIAMOND SPRINGS WATER INC	5B - General Unsecured Claims	\$174.22	Accept
QS Retail, Inc.	145	1/14/2016	DISNEYLAND RESORT	5B - General Unsecured Claims	\$126,508.59	Accept
QS Retail, Inc.	149	1/14/2016	Edwards Technologies Inc.	5B - General Unsecured Claims	\$29,838.33	Accept
QS Retail, Inc.	22	12/21/2015	Forrest, Kristin	5B - General Unsecured Claims	\$1,195.03	Accept
QS Retail, Inc.	126	1/12/2016	Freeform	5B - General Unsecured Claims	\$123,141.26	Accept
QS Retail, Inc.	148	1/14/2016	Fresh Juice Global, LLC	5B - General Unsecured Claims	\$70,205.58	Accept
QS Retail, Inc.	113	1/11/2016	KIALOA CANOE PADDLES, INC	5B - General Unsecured Claims	\$4,398.41	Reject
QS Retail, Inc.	130	1/12/2016	Laguna Beach Center, LLC	5B - General Unsecured Claims	\$5,905.53	Accept
QS Retail, Inc.	85	1/7/2016	MARK F. HANNA	5B - General Unsecured Claims	\$16,380.92	Accept
QS Retail, Inc.	21	12/21/2015	Nielsen, Carol	5B - General Unsecured Claims	\$3,130.32	Reject
QS Retail, Inc.	10	12/21/2015	Outlets at Traverse Mountain LLC	5B - General Unsecured Claims	\$10,368.02	Accept
QS Retail, Inc.	88	1/7/2016	PESCHKE REALTY ASSOCIATES LLC	5B - General Unsecured Claims	\$31,625.00	Accept
QS Retail, Inc.	114	1/11/2016	Peschke Realty Associates LLC	5B - General Unsecured Claims	\$431,498.42	Accept
QS Retail, Inc.	13	12/21/2015	Prime Memory Solution Inc.	5B - General Unsecured Claims	\$6,229.10	Accept
QS Retail, Inc.	41	12/29/2015	PUGET SOUND ENERGY	5B - General Unsecured Claims	\$66.52	Accept
QS Retail, Inc.	23	12/21/2015	QUESTAR GAS	5B - General Unsecured Claims	\$77.63	Accept
QS Retail, Inc.	16	12/21/2015	Sectran Security Inc	5B - General Unsecured Claims	\$735.22	Accept
QS Retail, Inc.	142	1/14/2016	SEÑOR LOPEZ	5B - General Unsecured Claims	\$11,889.79	Accept
QS Retail, Inc.	81	1/4/2016	South Coast Plaza	5B - General Unsecured Claims	\$469,617.98	Reject
QS Retail, Inc.	64	12/29/2015	SOUTHWEST GAS CORPORATION	5B - General Unsecured Claims	\$54.26	Accept
QS Retail, Inc.	3	12/17/2015	VAPUR, INC.	5B - General Unsecured Claims	\$1,738.78	Accept

Exhibit B
Class 5B Detail Ballot Report
(Debtor-by-Debtor basis)

Debtor Name	Ballot Number	Date Filed	Name	Class	Voting Amount	Vote
QS Retail, Inc.	139	1/14/2016	Victoria Ward, Limited	5B - General Unsecured Claims	\$2,029.26	Accept
QS Retail, Inc.	12	12/21/2015	Villa San Clemente, LLC	5B - General Unsecured Claims	\$264,723.84	Accept
QS Wholesale, Inc.	33	12/22/2015	Bay Shore Electric, Inc.	5B - General Unsecured Claims	\$36,587.92	Accept
QS Wholesale, Inc.	107	1/11/2016	BEACH CITY LIFT, INC.	5B - General Unsecured Claims	\$133.31	Accept
QS Wholesale, Inc.	105	1/11/2016	BUILT RITE FENCE COMPANY	5B - General Unsecured Claims	\$4,947.00	Accept
QS Wholesale, Inc.	128	1/12/2016	CTC Asia Ltd	5B - General Unsecured Claims	\$114.70	Accept
QS Wholesale, Inc.	123	1/12/2016	DOMEX CO. LTD	5B - General Unsecured Claims	\$175,331.30	Accept
QS Wholesale, Inc.	72	12/31/2015	Flexfit LLC	5B - General Unsecured Claims	\$172,791.26	Accept
QS Wholesale, Inc.	127	1/12/2016	Freeform	5B - General Unsecured Claims	\$36,932.17	Accept
QS Wholesale, Inc.	53	12/29/2015	HIRERIGHT, INC	5B - General Unsecured Claims	\$844.66	Accept
QS Wholesale, Inc.	117	1/11/2016	International Sources Trading Ltd.	5B - General Unsecured Claims	\$46,501.70	Accept
QS Wholesale, Inc.	6	12/18/2015	Kim, James	5B - General Unsecured Claims	\$9,694.20	Accept
QS Wholesale, Inc.	7	12/18/2015	KTS NETWORKS, INC.	5B - General Unsecured Claims	\$4,800.00	Accept
QS Wholesale, Inc.	129	1/12/2016	LA LUMINARC INTERNATIONAL COMPANY LTD.	5B - General Unsecured Claims	\$330,660.11	Accept
QS Wholesale, Inc.	78	1/4/2016	Ludwig, Gary	5B - General Unsecured Claims	\$9,364.07	Accept
QS Wholesale, Inc.	69	12/30/2015	MADETOORDER, INC.	5B - General Unsecured Claims	\$1,449.45	Accept
QS Wholesale, Inc.	110	1/11/2016	MOUSE GRAPHICS	5B - General Unsecured Claims	\$170.10	Accept
QS Wholesale, Inc.	131	1/12/2016	Pacific (International) Leather Pro	5B - General Unsecured Claims	\$4,483.40	Accept
QS Wholesale, Inc.	141	1/14/2016	PBM International, LLC	5B - General Unsecured Claims	\$1,800,000.00	Reject
QS Wholesale, Inc.	77	1/4/2016	PHOENIX PDQ, INC.	5B - General Unsecured Claims	\$5,444.62	Accept
QS Wholesale, Inc.	63	12/29/2015	RGA OFFICE OF ARCHITECTURAL DESIGN	5B - General Unsecured Claims	\$20.15	Accept
QS Wholesale, Inc.	111	1/11/2016	SHELTON FIRE PROTECTION CO., INC	5B - General Unsecured Claims	\$5,050.00	Reject
QS Wholesale, Inc.	137	1/13/2016	Top World (G C) Ltd	5B - General Unsecured Claims	\$7,494.15	Accept
QS Wholesale, Inc.	59	12/29/2015	Tristar Uniform and Apparel LLC	5B - General Unsecured Claims	\$38,308.29	Accept
Quiksilver, Inc.	49	12/29/2015	Adobe Systems, Inc.	5B - General Unsecured Claims	\$30,502.56	Accept
Quiksilver, Inc.	104	1/11/2016	Anthony V. Pinto a/k/as Antonio Vaz Pinto	5B - General Unsecured Claims	\$1.00	Abstained
Quiksilver, Inc.	57	12/29/2015	Brinco Machanical Management Services, Inc.	5B - General Unsecured Claims	\$147,600.64	Accept
Quiksilver, Inc.	143	1/14/2016	C&K Trading Co., Ltd.	5B - General Unsecured Claims	\$2,800,532.12	Accept
Quiksilver, Inc.	115	1/11/2016	Christina Barco	5B - General Unsecured Claims	\$1.00	Accept
Quiksilver, Inc.	34	12/23/2015	Clayton D. Blehm	5B - General Unsecured Claims	\$44,372,264.00	Accept
Quiksilver, Inc.	26	12/21/2015	Clayton Williams	5B - General Unsecured Claims	\$3,597.00	Accept
Quiksilver, Inc.	44	12/29/2015	D3 LED, LLC	5B - General Unsecured Claims	\$20,424.95	Accept
Quiksilver, Inc.	48	12/29/2015	D3 LED, LLC	5B - General Unsecured Claims	\$4,084.99	Accept
Quiksilver, Inc.	54	12/29/2015	Doug Haris	5B - General Unsecured Claims	\$490.00	Reject
Quiksilver, Inc.	46	12/29/2015	Duane Morris LLP	5B - General Unsecured Claims	\$6,618.66	Accept
Quiksilver, Inc.	76	1/4/2016	Duen Wong	5B - General Unsecured Claims	\$1.00	Abstained

Exhibit B
Class 5B Detail Ballot Report
(Debtor-by-Debtor basis)

Debtor Name	Ballot Number	Date Filed	Name	Class	Voting Amount	Vote
Quiksilver, Inc.	24	12/21/2015	Dunbar Armored Inc.	5B - General Unsecured Claims	\$2,986.80	Accept
Quiksilver, Inc.	136	1/13/2016	Elizabeth Dolan	5B - General Unsecured Claims	\$1.00	Abstained
Quiksilver, Inc.	147	1/14/2016	Elizabeth J. Parkovich	5B - General Unsecured Claims	\$1.00	Accept
Quiksilver, Inc.	52	12/29/2015	Fortress Group, LLC	5B - General Unsecured Claims	\$10,272.27	Accept
Quiksilver, Inc.	132	1/12/2016	Google Inc.	5B - General Unsecured Claims	\$58,284.57	Accept
Quiksilver, Inc.	74	1/4/2016	Hearst Magazines, A Division of Hearst Communications, Inc.	5B - General Unsecured Claims	\$45,000.00	Accept
Quiksilver, Inc.	4	12/17/2015	Jeff Mattoon	5B - General Unsecured Claims	\$1.00	Accept
Quiksilver, Inc.	179	1/14/2016	LAW OFFICE OF JULIE L. PLISINSKI	5B - General Unsecured Claims	\$7,410.00	Reject
Quiksilver, Inc.	146	1/14/2016	Merry Link Development	5B - General Unsecured Claims	\$263,000.00	Abstained
Quiksilver, Inc.	138	1/13/2016	Nyjah Huston	5B - General Unsecured Claims	\$96,666.67	Reject
Quiksilver, Inc.	133	1/13/2016	OMelveny & Myers LLP	5B - General Unsecured Claims	\$1,205,450.51	Abstained
Quiksilver, Inc.	108	1/11/2016	Patricia C. Gattino	5B - General Unsecured Claims	\$1.00	Reject
Quiksilver, Inc.	90	1/7/2016	Peschke Realty Associates LLC	5B - General Unsecured Claims	\$3,949,009.54	Accept
Quiksilver, Inc.	150	1/14/2016	Port Logistics Group	5B - General Unsecured Claims	\$1.00	Accept
Quiksilver, Inc.	87	1/7/2016	Sacramento Municipal Utility District	5B - General Unsecured Claims	\$3,001.57	Abstained
Quiksilver, Inc.	144	1/14/2016	Samil Tong Sang Co., Ltd.	5B - General Unsecured Claims	\$3,805,471.24	Accept
Quiksilver, Inc.	140	1/14/2016	SPM Design, LLC	5B - General Unsecured Claims	\$162,455.11	Reject
Quiksilver, Inc.	112	1/11/2016	Stephen Paul Jones	5B - General Unsecured Claims	\$1.00	Reject
Quiksilver, Inc.	27	12/21/2015	Surf Technicians LLC	5B - General Unsecured Claims	\$3,689.64	Accept
Quiksilver, Inc.	103	1/11/2016	Thomas E. Hartge	5B - General Unsecured Claims	\$1.00	Abstained
Quiksilver, Inc.	83	1/7/2016	Travis Thompson Farms	5B - General Unsecured Claims	\$15,200.00	Accept
Quiksilver, Inc.	50	12/29/2015	Xerox Corp.	5B - General Unsecured Claims	\$4,844.05	Accept
Quiksilver, Inc.	116	1/11/2016	XPO Logistics	5B - General Unsecured Claims	\$50,272.53	Accept

EXHIBIT C

Unacceptable Ballot Report

Exhibit C
Class 5B Unacceptable Ballot Report
(Debtor-by-Debtor basis)

Debtor Name	Ballot Number	Date Filed	Name	Class	Voting Amount	Vote	Reason Unacceptable
DC Direct, Inc.	95	1/11/2016	Ramsey Slim	5B - General Unsecured Claims	\$17,914.00	Reject	Subject to Pending Objection
DC Shoes, Inc.	100	1/11/2016	Ramsey Slim	5B - General Unsecured Claims	\$17,914.00	Reject	Subject to Pending Objection
Fidra, Inc.	120	1/12/2016	Ramsey Slim	5B - General Unsecured Claims	\$17,914.00	Reject	Subject to Pending Objection
Hawk Designs, Inc.	99	1/11/2016	Ramsey Slim	5B - General Unsecured Claims	\$17,914.00	Reject	Subject to Pending Objection
Mt. Waimea, Inc.	92	1/4/2016	Ramsey Slim	5B - General Unsecured Claims	\$17,914.00	Reject	Subject to Pending Objection
QS Optics, Inc.	97	1/11/2016	Ramsey Slim	5B - General Unsecured Claims	\$17,914.00	Reject	Subject to Pending Objection
QS Retail, Inc.	187	1/19/2016	ABW 2181 HOLDINGS, LLC	5B - General Unsecured Claims	\$209,062.62	Accept	Late Filed
QS Retail, Inc.	185	1/19/2016	ABW Holdings, LLC	5B - General Unsecured Claims	\$6,737.14	Accept	Late Filed
QS Retail, Inc.	178	1/14/2016	CARVER INTERNATIONAL INC.	5B - General Unsecured Claims	\$10,192.74	Reject	Late Filed
QS Retail, Inc.	186	1/19/2016	OUTRIGGER HOTELS HAWAII	5B - General Unsecured Claims	\$85,053.63	Accept	Late Filed
QS Retail, Inc.	98	1/11/2016	Ramsey Slim	5B - General Unsecured Claims	\$17,914.00	Reject	Subject to Pending Objection
QS Wholesale, Inc.	177	1/14/2016	ASMARA INTERNATIONAL LTD	5B - General Unsecured Claims	\$6,463.21	Accept	Late Filed
QS Wholesale, Inc.	180	1/15/2016	BRADFORD W. HARRELL	5B - General Unsecured Claims	\$9,333.57	Abstained	Late Filed
QS Wholesale, Inc.	121	1/12/2016	Focus H.K. Company Limited	5B - General Unsecured Claims	\$21,621.66	Accept	Subject to Pending Objection
QS Wholesale, Inc.	122	1/12/2016	Focus H.K. Company Limited	5B - General Unsecured Claims	\$10,087.20	Accept	Subject to Pending Objection
QS Wholesale, Inc.	188	1/19/2016	METRIC MODELS	5B - General Unsecured Claims	\$1,200.00	Accept	Late Filed
QS Wholesale, Inc.	134	1/13/2016	OMelveny & Myers LLP	5B - General Unsecured Claims	\$1,059,399.48	Abstained	Subject to Pending Objection
QS Wholesale, Inc.	94	1/11/2016	Ramsey Slim	5B - General Unsecured Claims	\$17,914.00	Reject	Subject to Pending Objection
QS Wholesale, Inc.	189	1/19/2016	Samis Foundation	5B - General Unsecured Claims	\$2,763.16	Accept	Late Filed
QS Wholesale, Inc.	182	1/15/2016	SAMIS LAND COMPANY	5B - General Unsecured Claims	\$400.00	Accept	Late Filed
Quiksilver Entertainment, Inc.	101	1/11/2016	Ramsey Slim	5B - General Unsecured Claims	\$17,914.00	Reject	Subject to Pending Objection
Quiksilver Wetsuits, Inc.	96	1/11/2016	Ramsey Slim	5B - General Unsecured Claims	\$17,914.00	Reject	Subject to Pending Objection
Quiksilver, Inc.	35	12/23/2015	Alan Janc	5B - General Unsecured Claims	\$850.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	174	1/14/2016	Alan Vickers	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	19	12/21/2015	Allan M. Rose	5B - General Unsecured Claims	\$8,000.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	154	1/14/2016	Anda Druva	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	165	1/14/2016	Andrew P. Mooney	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	190	1/19/2016	Anitha Kellampalli	5B - General Unsecured Claims	\$3,639.67	Accept	Late Filed
Quiksilver, Inc.	56	12/29/2015	Barbara Kessler	5B - General Unsecured Claims	\$1,614.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	152	1/14/2016	Brad Holman	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	67	12/30/2015	Brian McEvilly	5B - General Unsecured Claims	\$52,885.00	Accept	Subject to Pending Objection

Exhibit C
Class 5B Unacceptable Ballot Report
(Debtor-by-Debtor basis)

Debtor Name	Ballot Number	Date Filed	Name	Class	Voting Amount	Vote	Reason Unacceptable
Quiksilver, Inc.	166	1/14/2016	Carol Nielsen	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	17	12/21/2015	Charles E. Travis	5B - General Unsecured Claims	\$10,891.24	Accept	Subject to Pending Objection
Quiksilver, Inc.	170	1/14/2016	Chris Schreiber	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	168	1/14/2016	Christina Rice	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	8	12/18/2015	Clenric Guy Hancock	5B - General Unsecured Claims	\$2,011.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	60	12/29/2015	Cole Waidley	5B - General Unsecured Claims	\$500.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	43	12/29/2015	Dawn E. Appel	5B - General Unsecured Claims	\$5,152.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	181	1/15/2016	Elyse Spielberg	5B - General Unsecured Claims	\$136.50	Accept	Late Filed
Quiksilver, Inc.	184	1/15/2016	Erin Pashley	5B - General Unsecured Claims	\$18,089.00	Accept	Late Filed
Quiksilver, Inc.	31	12/22/2015	G&S Realty 1, LLC	5B - General Unsecured Claims	\$33,647.29	Reject	Subject to Pending Objection
Quiksilver, Inc.	84	1/7/2016	Gary M and Karin K Gunther Revocab Living Trust	5B - General Unsecured Claims	\$2,759.90	Accept	Subject to Pending Objection
Quiksilver, Inc.	124	1/12/2016	Hank Thurston	5B - General Unsecured Claims	\$8,017.52	Reject	Subject to Pending Objection
Quiksilver, Inc.	183	1/15/2016	Helen Ball & Marc Goldberg JT TEN	5B - General Unsecured Claims	\$1.00	Accept	Late Filed
Quiksilver, Inc.	42	12/29/2015	Henry Lewis Cobbs	5B - General Unsecured Claims	\$320.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	32	12/22/2015	Hui-Wen Hsu	5B - General Unsecured Claims	\$1,305.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	61	12/29/2015	Jaime Carazo	5B - General Unsecured Claims	\$3,908.67	Accept	Subject to Pending Objection
Quiksilver, Inc.	82	1/4/2016	James Rubel	5B - General Unsecured Claims	\$69.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	62	12/29/2015	Jason Richard Brodbeck	5B - General Unsecured Claims	\$1,820.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	162	1/14/2016	Jennifer Kutsch	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	167	1/14/2016	Joe ONeil	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	125	1/12/2016	Joerg Fischer-Felsberg	5B - General Unsecured Claims	\$5,400.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	158	1/14/2016	John Graham	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	106	1/11/2016	Jonathan A. Babilonia	5B - General Unsecured Claims	\$2,500.00	Reject	Subject to Pending Objection
Quiksilver, Inc.	14	12/21/2015	Joshua Williams	5B - General Unsecured Claims	\$50.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	79	1/4/2016	Karen K. Akers	5B - General Unsecured Claims	\$9,299.04	Accept	Subject to Pending Objection
Quiksilver, Inc.	159	1/14/2016	Kelley C. Graham	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	161	1/14/2016	Kelly Ketner	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	164	1/14/2016	Kerstin N. Mazzone	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	2	12/17/2015	Kristena Petty Cust FBO Shelby Lynn Petty	5B - General Unsecured Claims	\$641.15	Accept	Subject to Pending Objection
Quiksilver, Inc.	160	1/14/2016	Kristina Kastelan	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	171	1/14/2016	Lance Stern	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	80	1/4/2016	Laurel DeCiucies	5B - General Unsecured Claims	\$1,674.95	Accept	Subject to Pending Objection
Quiksilver, Inc.	39	12/24/2015	Laurie D. Norton & Robert J. Norton	5B - General Unsecured Claims	\$2,711.85	Reject	Subject to Pending Objection
Quiksilver, Inc.	151	1/14/2016	Liam Devoy	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	91	1/8/2016	Ligia Lizette Pinate	5B - General Unsecured Claims	\$15,000.00	Accept	Subject to Pending Objection

Exhibit C
Class 5B Unacceptable Ballot Report
(Debtor-by-Debtor basis)

Debtor Name	Ballot Number	Date Filed	Name	Class	Voting Amount	Vote	Reason Unacceptable
Quiksilver, Inc.	51	12/29/2015	Lucy Cobbs	5B - General Unsecured Claims	\$466.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	65	12/30/2015	Marie Cassano	5B - General Unsecured Claims	\$522.19	Accept	Subject to Pending Objection
Quiksilver, Inc.	68	12/30/2015	Mark A. Burris	5B - General Unsecured Claims	\$4,993.20	Accept	Subject to Pending Objection
Quiksilver, Inc.	45	12/29/2015	Mark W. Hoffman	5B - General Unsecured Claims	\$615.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	75	1/4/2016	Marty Caliva	5B - General Unsecured Claims	\$284.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	9	12/21/2015	Michael J. Miela	5B - General Unsecured Claims	\$6,866.10	Reject	Subject to Pending Objection
Quiksilver, Inc.	18	12/21/2015	Michael Saghera	5B - General Unsecured Claims	\$5,761.45	Reject	Subject to Pending Objection
Quiksilver, Inc.	5	12/18/2015	Mikako Hirose	5B - General Unsecured Claims	\$2,700.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	169	1/14/2016	Natalie Rigolet	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	153	1/14/2016	Nicholas Drake	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	176	1/14/2016	Oberschelp, Robert	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	157	1/14/2016	Pamela Gobright	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	58	12/29/2015	Ramsey N. Aswad	5B - General Unsecured Claims	\$6,747.56	Accept	Subject to Pending Objection
Quiksilver, Inc.	93	1/11/2016	Ramsey Slim	5B - General Unsecured Claims	\$17,914.00	Reject	Subject to Pending Objection
Quiksilver, Inc.	173	1/14/2016	Roberta Turchi	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	15	12/21/2015	Ronald Sandoval	5B - General Unsecured Claims	\$2,494.86	Accept	Subject to Pending Objection
Quiksilver, Inc.	47	12/29/2015	Ryan Bostrom	5B - General Unsecured Claims	\$500.50	Accept	Subject to Pending Objection
Quiksilver, Inc.	156	1/14/2016	Scott Fullerton	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	11	12/21/2015	Stephen Puglisi	5B - General Unsecured Claims	\$39,123.53	Reject	Subject to Pending Objection
Quiksilver, Inc.	155	1/14/2016	Steve Finney	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	172	1/14/2016	Steve Swokowski	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	55	12/29/2015	Stuart A Kessler	5B - General Unsecured Claims	\$5,203.90	Accept	Subject to Pending Objection
Quiksilver, Inc.	86	1/7/2016	The Carr Survivors Trust A	5B - General Unsecured Claims	\$348.75	Accept	Subject to Pending Objection
Quiksilver, Inc.	89	1/7/2016	The Stambuk Family Trust, 03/25/1994	5B - General Unsecured Claims	\$2,005.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	175	1/14/2016	Thomas Webster	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	163	1/14/2016	Viki Love	5B - General Unsecured Claims	\$0.00	Reject	Not Entitled to Vote
Quiksilver, Inc.	1	12/16/2015	Vincent J. Mattera	5B - General Unsecured Claims	\$185.65	Accept	Subject to Pending Objection
Quiksilver, Inc.	66	12/30/2015	Vito Cassano	5B - General Unsecured Claims	\$999.90	Accept	Subject to Pending Objection
Quiksilver, Inc.	20	12/21/2015	William J. Wigmore, Paula J. Wigmore	5B - General Unsecured Claims	\$1,330.00	Accept	Subject to Pending Objection
Quiksilver, Inc.	36	12/23/2015	William Robert Westphal	5B - General Unsecured Claims	\$839.66	Accept	Subject to Pending Objection
Quiksilver, Inc.	29	12/21/2015	Zachary Rome	5B - General Unsecured Claims	\$429.03	Accept	Subject to Pending Objection