

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) \_\_\_\_\_ Chapter 11

Check if this an amended filing

Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Bertucci's Holdings, Inc.

2. All other names debtor used in the last 8 years  
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 46-0710243

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>155 Otis Street</u>	
	<u>Northborough, MA 01532</u>	
	Number, Street, City, State & ZIP Code	P.O. Box, Number, Street, City, State & ZIP Code
	<u>Worcester</u>	Location of principal assets, if different from principal place of business
	County	
		Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.bertuccis.com

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: \_\_\_\_\_

Debtor Bertucci's Holdings, Inc.  
Name

Case number (if known) \_\_\_\_\_

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7225

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor See Schedule 1 Relationship \_\_\_\_\_  
 District \_\_\_\_\_ When \_\_\_\_\_ Case number, if known \_\_\_\_\_

Debtor **Bertucci's Holdings, Inc.**  
Name

Case number (if known) \_\_\_\_\_

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
 What is the hazard? \_\_\_\_\_
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other \_\_\_\_\_

Where is the property? \_\_\_\_\_

Number, Street, City, State & ZIP Code

Is the property insured?

- No
- Yes. Insurance agency \_\_\_\_\_  
 Contact name \_\_\_\_\_  
 Phone \_\_\_\_\_

**Statistical and administrative information**

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99           | <input type="checkbox"/> 5001-10,000   | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199         | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999         |  |  |

15. Estimated Assets

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million    | <input type="checkbox"/> \$500,000,001 - \$1 billion     |
| <input type="checkbox"/> \$50,001 - \$100,000      | <input type="checkbox"/> \$10,000,001 - \$50 million   | <input type="checkbox"/> \$1,000,000,001 - \$10 billion  |
| <input type="checkbox"/> \$100,001 - \$500,000     | <input type="checkbox"/> \$50,000,001 - \$100 million  | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million   | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion          |

16. Estimated liabilities

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000          | <input type="checkbox"/> \$1,000,001 - \$10 million              | <input type="checkbox"/> \$500,000,001 - \$1 billion     |
| <input type="checkbox"/> \$50,001 - \$100,000    | <input type="checkbox"/> \$10,000,001 - \$50 million             | <input type="checkbox"/> \$1,000,000,001 - \$10 billion  |
| <input type="checkbox"/> \$100,001 - \$500,000   | <input checked="" type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million           | <input type="checkbox"/> More than \$50 billion          |

Debtor **Bertucci's Holdings, Inc.**  
Name

Case number (if known)

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 15, 2018  
MM / DD / YYYY

X   
Signature of authorized representative of debtor  
Title Chief Financial Officer and Senior Vice President

Brian Connell  
Printed name

**18. Signature of attorney**

X   
Signature of attorney for debtor

Date April 15, 2018  
MM / DD / YYYY

Adam G. Landis 3407 Delaware  
Printed name

Landis Rath & Cobb LLP  
Firm name

919 Market Street  
Suite 1800  
Wilmington, DE 19801  
Number, Street, City, State & ZIP Code

Contact phone (302) 467-4400 Email address landis@lrclaw.com

3407 Delaware DE  
Bar number and State

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

In re:

BERTUCCI'S HOLDINGS, INC.

Debtor.

Chapter 11

Case No. 18-\_\_\_\_\_ (\_\_\_\_)

Tax I.D. No. 46-0710243

**SCHEDULE 1 TO PETITION**

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court consolidate their chapter 11 cases for procedural purposes only.

Bertucci Holdings, LLC  
Bertucci's Corporation  
Bertucci's, Inc.  
Two Ovens Restaurant Corp.  
Bertucci's Restaurant Corp.  
Bertucci's of Anne Arundel County, Inc.  
Bertucci's of Columbia, Inc.  
Bertucci's of Baltimore County, Inc.  
Bertucci's of Bel Air, Inc.  
Bertucci's of White Marsh, Inc.

## Fill in this information to identify the case:

Debtor name Bertucci's Holdings, Inc., et al.  
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE  
 Case number (if known): \_\_\_\_\_

Check if this is an amended filing

## Official Form 204

## Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
MAINES PAPER & FOOD SERVICE INC P.O. BOX 642530 Pittsburgh, PA 15264-2530	Fax: 508-366-4578 Ph: 508-621-2700	Trade Debt				\$1,080,000.00
BANK DIRECT CAPITAL FINANCE, LLC TWO CONWAY PARK, 150 NORTH FIELD DR. Lake Forest, IL 60045	Fax: 877-226-5297 Ph: 877-226-5456	Trade Debt				\$307,058.48
COSTA FRUIT & PRODUCE P.O. BOX 843009 Norwood, MA 02062	Fax: 617-241-8718 Ph: 617-241-8007	Trade Debt				\$200,137.58
CRUM & FORSTER UNITED STATES FIRE INSURANCE P.O. BOX 29898 New York, NY 10087-9898	efrobertyan@senecainsurance.com Ph: 212-344-3000	Trade Debt				\$189,510.57
CONSTELLATION NEWENERGY, INC. 14217 COLLECTIONS CENTER DRIVE Chicago, IL 60693	Fax: 800-785-4374 Ph: 888-635-0827	Trade Debt				\$151,737.19
PAVILIONS AT BUCKLAND HILLS LLC. SDS-12-3095, P.O. BOX 86 Minneapolis, MN 55486-3095	Jim Kelley james.kelley@ggp.com Ph: 860-644-6369	Trade Debt				\$106,951.68

Debtor **Bertucci's Holdings, Inc.**  
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
WESTBROOK VILLAGE REALTY TRUST 284 INDEPENDENCE DR Chestnut Hill, MA 02167	Marc Levin mlevin@chestnuthillrealty.com Ph: 617-323-2100	Trade Debt				\$85,573.04
BLUE CROSS / BLUE SHIELD OF MA P.O. BOX 843354 Boston, MA 02284-3354	Legal Dept. Fax: 617-246-3550 Ph: 617-246-3500	Trade Debt				\$84,345.05
CASELLA WASTE SYSTEMS, INC. CASELLA MAJOR ACCOUNTS SERVICES P.O. BOX 1383 Williston, VT 05495-1383	Fax: 802-773-5988 Ph: 802-775-0325	Trade Debt				\$82,643.12
MARTIGNETTI COMPANIES 975 UNIVERSITY AVE. Norwood, MA 02062	Fax: 781-380-6930 Ph: 781-348-8000	Trade Debt				\$81,411.88
RREF II KENMORE LESSOR II LLC P.O. BOX 785617 Philadelphia, PA 19178-5617	Michael Dell'Arciprete mdellarc@bu.edu Ph: 617-353-4102	Trade Debt				\$79,335.00
COASTAL SUNBELT PRODUCE, CO. P.O. BOX 62860 Baltimore, MD 21264-2860	Fax: 301-490-0137 Ph: 301-617-4343	Trade Debt				\$77,477.78
TRIMARK UNITED EAST INC. 505 COLLINS STREET Attleboro, MA 02703-0057	Jeffrey Oppenheim joppenheim@trimarkusa.com Ph: 508-399-2354	Trade Debt				\$75,661.95
CHUTNEY PARTNERS, LLC 30 DRINKING BROOK ROAD Monmouth Junction, NJ 08852	SUNIL NAYAK snayak@innzen.com Ph: 732-545-7099	Trade Debt				\$70,611.00

Debtor Bertucci's Holdings, Inc.  
Name

Case number (if known) \_\_\_\_\_

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
MORTON G. THAILHIMER, INC. WELLESLEY CENTRE, L.C. P.O. BOX 5160 Glen Allen, VA 23058-5160	Zach Brenner zachary.brenner@thalhimer.com Ph: 804-697-3551	Trade Debt				\$67,451.61
MS WALKER ALLEN'S LTD. 975 UNIVERSITY AVE. Norwood, MA 02062	Fax: 617-776-5808 Ph: 617-776-6700	Trade Debt				\$66,985.00
ULTIMATE SOFTWARE PO BOX 930953 Atlanta, GA 31193-0953	Fax: 678-505-3796 Ph: 678-505-3400	Trade Debt				\$65,040.94
MAY FOODSERVICE EQUIP & DESIGN CORP 51 WASHINGTON AVE Cranston, RI 02920	Scott Pattie Fax: 401-942-8545 Ph: 401-942-4221	Trade Debt				\$64,524.92
WELLPLAY ASSOCIATES LIMITED PARTNERSHIP C/O INTRUM CORP., MANAGING AGENT 60 WELLS AVE., SUITE 100 Newton Center, MA 02459	Jeff Lyons jlyons@intrumcorp.com Ph: 617-969-6000	Trade Debt				\$62,641.00
AUDUBON SQUARE INC c/o FAMECO MANAGEMENT SERVICES ASSOC. LP 625 W. RIDGE PIKE, BLDG A, SUITE 100 Conshohocken, PA 19428	Robert Walters robert.walters@cbr e.com Phone: 215-561-8999	Trade Debt				\$61,712.78



Fill in this information to identify the case:

Debtor name Bertucci's Holdings, Inc.

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) \_\_\_\_\_

Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

X



Executed on April 15, 2018

\_\_\_\_\_  
Signature of individual signing on behalf of debtor

**Brian Connell**

\_\_\_\_\_  
Printed name

**Chief Financial Officer and Senior Vice President**

\_\_\_\_\_  
Position or relationship to debtor

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

In re:

BERTUCCI'S HOLDINGS, INC.

Debtor.

Chapter 11

Case No. 18-\_\_\_\_\_ ( )

Tax I.D. No. 46-0710243

**LIST OF EQUITY SECURITY HOLDERS**

The following is a list of debtor Bertucci's Holdings, Inc.'s equity security holders. This list has been prepared in accordance with Fed. R. Bankr. P. 1007(a)(3) for filing this chapter 11 case.

<b><u>Name and Address of Holder</u></b>	<b><u>Percentage</u></b>
Bertucci's Holdings, LLC 155 Otis Street Northborough, Massachusetts 01532	100%

Fill in this information to identify the case:

Debtor name Bertucci's Holdings, Inc.

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) \_\_\_\_\_

Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

X



Executed on April 15, 2018

Signature of individual signing on behalf of debtor

**Brian Connell**

Printed name

**Chief Financial Officer and Senior Vice President**

Position or relationship to debtor

**Bertucci's Holdings, Inc.**

**Authorization for Filing Voluntary Petition Under  
Chapter 11 of the Bankruptcy Code and Related Matters**

The undersigned Directors of the Board (the "Board") of Bertucci's Holdings, Inc., a Delaware corporation (the "Company"), hereby adopts the following resolutions (the "Resolutions"):

**WHEREAS**, a Special Meeting of the Board was held on April 14, 2018;

**WHEREAS**, the Board has considered the financial and operational conditions of the Company;

**WHEREAS**, the Board has reviewed, considered, and received the recommendation of senior management of the Company and the advice of the Company's professionals and advisors with respect to the options available to the Company, including the possibility of pursuing a restructuring or sale of the Company's business and assets under chapter 11 of title 11 of the United States Code (as amended or modified, the "Bankruptcy Code");

**NOW, THEREFORE, IT IS HEREBY RESOLVED**, that after consideration of the alternatives presented to it and the recommendations of senior management of the Company and the advice of the Company's professionals and advisors, the Board has determined in its business judgment that it is in the best interest of the Company, its creditors, shareholders, employees, other interested parties and stakeholders that a voluntary petition be filed by the Company under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware and the filing of such petition is authorized hereby; and it is

**FURTHER RESOLVED**, that the members of the Board and any other officer or person designated and so authorized to act (collectively, the "Authorized Persons") hereby are, and each of them is, authorized and empowered to (a) execute, verify and file on behalf of the Company all documents necessary or appropriate in connection with the filing of said bankruptcy petition, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings, and other papers or documents in connection with such chapter 11 petition; (b) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with the Company's chapter 11 case; (c) appear as necessary at all bankruptcy proceedings on behalf of the Company; and (d) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

**FURTHER RESOLVED**, that the Debtor-In-Possession Revolving Loan Promissory Note by and among Right Lane Dough Funding LLC and Bertucci's Corporation and the therein named guaranteeing entities, including the Company, dated April 15, 2018 (the "DIP Credit Agreement"), shall be entered into by the Company; and the Authorized Persons are, and each of them is, authorized and empowered to obtain postpetition financing according to the terms of the DIP Credit Agreement, including debtor-in-possession credit facilities or the use of cash collateral (the "DIP Financing"); and to enter into any guarantees and to pledge and grant liens

on the Company's assets as may be contemplated by or required under the terms of such DIP Financing; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements, and related ancillary documents; and it is

**FURTHER RESOLVED**, that the Asset Purchase Agreement between the Company and Right Lane Dough Acquisition, LLC (the "Purchase Agreement"), shall be entered into by the Company; and the Authorized Persons are, and each of them hereby is, authorized and directed to enter into the Purchase Agreement and each of the ancillary documents to be entered into in connection therewith (the "Transaction Documents"), and to perform the transactions and obligations contemplated by the Purchase Agreement and the Transaction Documents, subject to bankruptcy court approval in the Company's chapter 11 case; and it is

**FURTHER RESOLVED**, that the retention of Landis Rath & Cobb LLP pursuant to the January 25, 2018 retention agreement and the execution of any retention agreements, the payment of any retainers, fees or expenses, and the approval of any matters related thereto, be and hereby are ratified, adopted, and approved in all respects as the acts and deeds of the Company and the Authorized Persons are, and each of them hereby is, authorized and directed to immediately upon and after the filing of the bankruptcy case execute and cause to be filed an application for authority to retain Landis Rath & Cobb LLP as the Company's bankruptcy counsel; and it is

**FURTHER RESOLVED**, that the retention of Schulte Roth & Zabel LLP pursuant to the December 1, 2017 retention agreement and the execution of any retention agreements, the payment of any retainers, fees or expenses, and the approval of any matters related thereto, be and hereby are ratified, adopted, and approved in all respects as the acts and deeds of the Company and the Authorized Persons are, and each of them hereby is, authorized and directed to immediately upon and after the filing of the bankruptcy case execute and cause to be filed an application for authority to retain Schulte Roth & Zabel LLP as the Company's special corporate counsel; and it is

**FURTHER RESOLVED**, that the retention of Imperial Capital, LLC ("Imperial") pursuant to the October 20, 2017 retention agreement and the execution of any retention agreements, the payment of any retainers, fees or expenses, and the approval of any matters related thereto, be and hereby are ratified, adopted, and approved in all respects as the acts and deeds of the Company and the Authorized Persons are, and each of them hereby is, authorized and directed to immediately upon and after the filing of the bankruptcy case execute and cause to be filed an application for authority to retain Imperial as the Company's investment banker; and it is

**FURTHER RESOLVED**, that the retention of Hilco Real Estate, LLC ("Hilco") pursuant to the January 26, 2018 retention agreement and the execution of any retention agreements, the payment of any retainers, fees or expenses, and the approval of any matters related thereto, be and hereby are ratified, adopted, and approved in all respects as the acts and deeds of the Company and the Authorized Persons are, and each of them hereby is, authorized and directed to immediately upon and after the filing of the bankruptcy case execute and cause to be filed an application for authority to retain Hilco as the Company's real estate advisor; and it is

**FURTHER RESOLVED**, that the retention of Prime Clerk LLC (“Prime Clerk”) pursuant to the April 5, 2018 retention agreement and the execution of any retention agreements, the payment of any retainers, fees or expenses, and the approval of any matters related thereto, be and hereby are ratified, adopted, and approved in all respects as the acts and deeds of the Company and the Authorized Persons are, and each of them hereby is, authorized and directed to immediately upon and after the filing of the bankruptcy case execute and cause to be filed an application for authority to retain Prime Clerk as the Company’s claims and noticing agent; and it is

**FURTHER RESOLVED**, that all instruments, agreements, certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) and all acts lawfully done or actions lawfully taken by the Authorized Persons in connection with the chapter 11 case, the DIP Credit Agreement, the DIP Financing, the Purchase Agreement, the Transaction Documents, or any further action to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is

**FURTHER RESOLVED**, that all instruments, agreements, certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) and all acts lawfully done or actions lawfully taken by the Authorized Persons in connection with the chapter 11 case, the DIP Credit Agreement, the DIP Financing, the Purchase Agreement, the Transaction Documents, or any further action to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is

**FURTHER RESOLVED**, that the acts, actions and transactions heretofore taken by the Authorized Persons or the Board in the name of and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions, which acts, actions and transactions would have been approved by the foregoing resolutions except that such acts were taken before the resolutions were adopted, be, and hereby are, ratified, confirmed, and approved in all respects.

**IN WITNESS WHEREOF**, the undersigned have executed this resolution as of the date first written above.

/s/ Brian K. Wright  
Brian K. Wright, Director

/s/ Bradley Dietz  
Bradley Dietz, Director

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

In re:

BERTUCCI'S HOLDINGS, INC.

Debtor.

Chapter 11

Case No. 18-\_\_\_\_\_ (\_\_\_\_)

Tax I.D. No. 46-0710243

**STATEMENT OF CORPORATE OWNERSHIP PURSUANT TO RULES 1007(a)(1)  
AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, and to enable the Judges to evaluate possible disqualification or recusal, the above-captioned debtor and debtor-in-possession (the "Debtor") hereby discloses that the following are corporations, other than the Debtor or a governmental unit, that directly or indirectly own ten percent (10%) or more of any class of the Debtor's equity interests:

Bertucci's Holdings, LLC  
155 Otis Street  
Northborough, Massachusetts 01532

Fill in this information to identify the case:

Debtor name Bertucci's Holdings, Inc.

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) \_\_\_\_\_

Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

X



Executed on April 15, 2018

\_\_\_\_\_  
Signature of individual signing on behalf of debtor

Brian Connell  
Printed name

Chief Financial Officer and Senior Vice President  
Position or relationship to debtor