

Fill in this information to identify the case:

United States Bankruptcy Court for the:
 District of Delaware
 (State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

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 the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name BL Restaurants Holding, LLC

2. All other names debtor used in the last 8 years Bar Louie

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 27-1546665

4. Debtor's address

	Principal place of business	Mailing address, if different from principal place of business
	<u>4550 Beltway Drive</u>	
	Number Street	Number Street
		P.O. Box
	<u>Addison, TX 75001</u>	
	City State Zip Code	City State Zip Code
		Location of principal assets, if different from principal place of business
	<u>Dallas County, TX</u>	
	County	Number Street
		City State Zip Code

5. Debtor's website (URL) https://www.barlouie.com

6. Type of debtor

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

Partnership (excluding LLP)

Other. Specify: _____

Debtor BL Restaurants Holding, LLC
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 - Restaurants and Other Eating Places

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.

District _____	When _____	Case number _____
	MM/DD/YYYY	
District _____	When _____	Case number _____
	MM/DD/YYYY	

If more than 2 cases, attach a separate list.

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

- No
- Yes.

Debtor <u>See Rider 1</u>	Relationship <u>Affiliate</u>
District <u>District of Delaware</u>	When <u>01/27/2020</u>
Case number, if known _____	MM / DD / YYYY

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

Debtor BL Restaurants Holding, LLC
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 for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

- | | | |
|----------------------------------|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input checked="" type="checkbox"/> 5,001-10,000 | <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 (on a consolidated basis)

- | | | |
|--|--|--|
| <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 BL Restaurants Holding, LLC
Name

Case number (if known) _____

16. Estimated liabilities (on a consolidated basis)
- | | | |
|--|---|--|
| <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 type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

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 01/27/2020
MM/ DD / YYYY

X /s/ Howard Meitiner Howard Meitiner
Signature of authorized representative of debtor Printed name

Title Chief Restructuring Officer

18. Signature of attorney **X** /s/ Domenic E. Pacitti Date 01/27/2020
Signature of attorney for debtor MM/ DD/YYYY

Domenic E. Pacitti
Printed name

Klehr Harrison Harvey Branzburg LLP
Firm name

919 North Market Street, Suite 1000
Number Street

Wilmington **DE** **19801-3062**
City State ZIP Code

302-426-1189 **dpacitti@klehr.com**
Contact phone Email address

3989 **DE**
Bar number State

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

(State)

Case number (if known):

Chapter 11

Check if this is an amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code.

1. BL Restaurants Holding, LLC
2. BL Restaurant Operations, LLC
3. BL Restaurant Franchises, LLC
4. BL Hunt Valley, LLC

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

In re:)	
)	Chapter 11
BL RESTAURANTS HOLDING, LLC, <i>et al.</i> , ¹)	Case No. 20-(____)(__)
)	
Debtors.)	(Joint Administration Requested)
)	

**LIST OF EQUITY SECURITY HOLDERS OF
BL RESTAURANTS HOLDING, LLC²**

Debtor	Equity Holders	Percentage of Equity Held
BL Restaurants Holding, LLC	BL Restaurants Group Holding Corp.	100%

¹ The Debtors in these chapter 11 cases, along with the last four digits of each of the Debtors' respective federal tax identification numbers, are as follows: BL Restaurants Holding, LLC (6665); BL Restaurant Operations, LLC (7062); BL Restaurant Franchises, LLC (6923); and BL Hunt Valley, LLC (9513). The Debtors' headquarters and mailing address is: 4550 Beltway Drive, Addison, TX 75001.

² This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of this chapter 11 case.

Fill in this information to identify the case and this filing:	
Debtor Name	BL Restaurants Holding, LLC
United States Bankruptcy Court for the:	District of Delaware
	(State)
Case number (if known):	

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.

Executed on

01/27/2020
MM/DD/YYYY

/s/ Howard Meitiner

Signature of individual signing on behalf of debtor

Howard Meitiner

Printed name

Chief Restructuring Officer

Position or relationship to debtor

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

_____)	
In re:)	Chapter 11
_____)	
BL RESTAURANTS HOLDING, LLC, <i>et al.</i> , ¹)	Case No. 20-(____) (____)
_____)	
Debtors.)	(Joint Administration Requested)
_____)	

**CORPORATE OWNERSHIP STATEMENT OF
BL RESTAURANTS HOLDING, LLC**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned Debtor in this case submits the following information:

Corporate Equity Holder	Address of Corporate Equity Owner	Interest
BL Restaurants Group Holding Corp.	4550 Beltway Drive Addison, TX 75001	100%

¹ The Debtors in these chapter 11 cases, along with the last four digits of each of the Debtors’ respective federal tax identification numbers, are as follows: BL Restaurants Holding, LLC (6665); BL Restaurant Operations, LLC (7062); BL Restaurant Franchises, LLC (6923); and BL Hunt Valley, LLC (9513). The Debtors’ headquarters and mailing address is: 4550 Beltway Drive, Addison, TX 75001.

Fill in this information to identify the case and this filing:	
Debtor Name	BL Restaurants Holding, LLC
United States Bankruptcy Court for the:	District of Delaware
	(State)
Case number (If known):	

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.

Executed on

01/27/2020
MM/ DD/YYYY

/s/ Howard Meitiner

Signature of individual signing on behalf of debtor

Howard Meitiner

Printed name

Chief Restructuring Officer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor Name: BL Restaurants Holding, LLC
 United States Bankruptcy Court for the: District of Delaware
 Case Number (If known): 20-

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders 12/15

A consolidated list of creditors holding the 30 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 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 SYSCO 1390 ENCLAVE PARKWAY HOUSTON, TX 77077	CONTACT: THOMAS BENE, CEO PHONE: 281-584-1390 DAY.ANGELA@CORP.SYSCO.COM	TRADE PAYABLE				\$3,046,275.52
2 A&Z AUBURN HILLS LLC 6630 OAKHILLS DR BLOOMFIELD HILLS, MI 48301	CONTACT: ANTHONY MAROUGI AMAROUGI@AOL.COM	NOTE				\$2,870,245.00
3 A&Z NOVI LLC 6630 OAKHILLS DR BLOOMFIELD HILLS, MI 48301	CONTACT: ANTHONY MAROUGI AMAROUGI@AOL.COM	NOTE				\$2,870,245.00
4 AMERICAN EXPRESS TRAVEL RELATED SERVICES CO 200 VESSEY ST NEW YORK, NY 10285	CONTACT: AUDREY HENDLEY, PRESIDENT PHONE: 212-640-2000	TRADE PAYABLE				\$837,037.71
5 EDWARD DON AND COMPANY 9801 ADAM DON PARKWAY WOODRIDGE, IL 60517	CONTACT: JOHN FAHEY, CEO PHONE: 708-883-8362 JOHNFAHEY@DON.COM	TRADE PAYABLE				\$423,734.41
6 PRODUCE ALLIANCE LLC 230 W HURON ST UNIT 200 CHICAGO, IL 60654	CONTACT: ROB FELDGREBER, CFO & GENERAL COUNSEL PHONE: 847.808.3230 FAX: 312-573-7611	TRADE PAYABLE				\$371,217.09
7 ELFRINK CUSTOM CONSTRUCTION INC 726 ONSLOW AVE OVIEDO, FL 32765-8806	CONTACT: CHRISTOPHER L. ELFRINK PHONE: 407-365-8809 CHRIS@ELFRINKCUSTOM.COM	TRADE PAYABLE				\$214,402.12

Debtor: BL Restaurants Holding, LLC

Case Number (if known): 20-

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
8 UNITED HEALTHCARE OF TEXAS 9900 BREN RD E MINNETONKA, MN 55343	CONTACT: TOM ROOS, SR. VP AND CHIEF ACCOUNTING OFFICER PHONE: 952-833-7100	TRADE PAYABLE				\$205,997.15
9 IPFS CORPORATION 1055 BROADWAY BLVD, STE 11TH KANSAS CITY, MO 64105	CONTACT: BRYAN ADRES, CHIEF FINANCIAL OFFICER PHONE: 816-627-0500 LISA.CHANDLER@IPFS.COM	TRADE PAYABLE				\$201,975.32
10 DIRECTV 2230 E IMPERIAL HWY FL 10 EL SEGUNDO, CA 90245-3504	CONTACT: RANDALL STEPHENSON, CEO PHONE: 310-964-5000 FAX: 310-535-5225	TRADE PAYABLE				\$147,465.02
11 COMMONWEALTH OF PA - MOP 1601 ELMERTON AVE HARRISBURG, PA 17110	CONTACT: TOM WOLF, GOVERNOR PHONE: 717-787-2500 RA- OAONEHREMPBANKREV@PA .GOV	TRADE PAYABLE				\$139,867.95
12 RESTAURANT TECHNOLOGIES INC 12962 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	CONTACT: JEFFREY R. KIESEL, CEO PHONE: 651-795-1678 MSMITH@RTI-INC.COM	TRADE PAYABLE				\$130,773.87
13 SOUTHERN GLAZER - FINTECH 14911 QUORUM DRIVE, STE 150 DALLAS, TX 75254	CONTACT: WAYNE CHAPLIN, CEO PHONE: 972-392-8255	TRADE PAYABLE				\$129,632.52
14 NCR CORPORATION 3095 SATELLITE BLVD DULUTH, GA 30096	CONTACT: MICHAEL HAYFORD, CEO PHONE: 678-808-7661 SR185135@NCR.COM	TRADE PAYABLE				\$105,574.69
15 INFOSYNC SERVICES LLC 1938 N WOODLAWN, STE 110 WICHITA, KS 67208	CONTACT: DALE HOYER, CEO PHONE: 316-685-1622	TRADE PAYABLE				\$103,858.34
16 MISSOURI TABLE AND CHAIR PO BOX 6827 LEES SUMMIT, MO 64064	CONTACT: WILLIAM R CHIPMAN PHONE: 816-246-4040 FAX: 816 - 246 - 7910 SALES@GOTABLE.COM	TRADE PAYABLE				\$90,256.43
17 JACKSON LEWIS 75 PARK PLAZA BOSTON, MA 02116	CONTACT: JEFFREY BRODY PHONE: 617-367-0025 FAX: 617-367-2155 JEFFREY.BRODY@JACKSONLE WIS.COM	TRADE PAYABLE				\$80,848.96
18 ARAMARK UNIFM CAREER APPRL INC 115 N FIRST ST BURBANK, CA 91502	CONTACT: MIKE FADDEN, PRESIDENT PHONE: 888-999-6780 M.FADDEN@UNIFORM.ARA MARK.COM	TRADE PAYABLE				\$59,414.52
19 PANDORA MEDIA INC 25601 NETWORK PLACE CHICAGO, IL 60673	CONTACT: ROGER LYNCH, CEO PHONE: 510-451-4100	TRADE PAYABLE				\$50,561.81
20 CINTAS CORPORATION NO 2 6800 CINTAS BLVD CINCINNATI, OH 45262	CONTACT: THOMAS E FROOMAN, VP PHONE: 513-754-3584	TRADE PAYABLE				\$49,070.72

Debtor: BL Restaurants Holding, LLC

Case Number (if known): 20-

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
21 BEVERAGE DIST FINTECH 3109 W. DR. MLK JR. BLVD SUITE 200 TAMPA, FL 33607	CONTACT: TAD PHELPS, CEO PHONE: 800-572-0854 INFO@FINTECH.COM	TRADE PAYABLE				\$47,736.99
22 PRO-MOTION TECHNOLOGY GROUP LLC 29755 BECK ROAD WIXOM, MI 48393	CONTACT: LYNN MATSON, CEO PHONE: 248-668-3100 LYNN.MATSON@PROMOTIO N.TECH	TRADE PAYABLE				\$47,663.55
23 JBG WOODBRIDGE REIT LLC 4747 BETHESDA AVE SUITE 200 BETHESDA, MD 20814	CONTACT: W MATTHEW KELLY, CEO PHONE: 240-333-3600 MEDIA@JBGSMITH.COM	TRADE PAYABLE				\$38,141.31
24 ENTERCOM COMMUNICATIONS CORP 1220 OLIVE STREET ST LOUIS, MO 63103	CONTACT: DAVIDE FIELD, CEO PHONE: 484-270-6337 MIKE.WEIL@ENTERCOM.CO M	TRADE PAYABLE				\$37,911.50
25 REPUBLIC NATIONAL - FINTECH 4901 SAVARESE CIR N TAMPA, FL 33634	CONTACT: H ALAN ROSENBERG, GEN CNSL PHONE: 813-885-3200	TRADE PAYABLE				\$36,209.91
26 EGON ZEHNDER INTERNATIONAL INC 350 PARK AVE 8TH FLOOR NEW YORK, NY 10022	CONTACT: EDILSON CAMARA, CEO PHONE: 212-519-6000 NEWYORK@EGONZEHNDER. COM	TRADE PAYABLE				\$35,840.00
27 MAJOR BRANDS FINTECH 6701 SOUTHWEST ST. LOUIS, MO 63143	CONTACT: SCOTT JOHNSON, PRESIDENT PHONE: 314-645-1843 FAX: 314-647-0027 INFO@MAJORBRANDS.COM	TRADE PAYABLE				\$34,842.16
28 NUCO2, LLC 2800 SE MARKET PLACE STUART, FL 34997	CONTACT: GERALD MILLER, PRESIDENT PHONE: 772-221-1754 FAX: 772-781-3500	TRADE PAYABLE				\$32,386.31
29 K & L GATES LLP STATE STREET FINANCIAL CENTER 1 LINCOLN ST BOSTON, MA 02111	CONTACT: MICHAEL S. CACCESE, CHAIRMAN PHONE: 617-261-3100 FAX: 617-261-3175 MICHAEL.CACCESE@KLGATE S.COM	TRADE PAYABLE				\$30,630.50
30 WIRTZ BEVERAGE IL - FINTECH 333 SOUTH LARAMIE AVE CICERO, IL 60804	CONTACT: GREG BAIRD, CEO PHONE: 708-293-333	TRADE PAYABLE				\$30,489.75

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United States Bankruptcy Court for the:	District of Delaware
	(State)
Case number (if known):	

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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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:

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- 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 Certification of Creditor Matrix

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

Executed on

01/27/2020
MM/ DD/YYYY

/s/ Howard Meitiner

Signature of individual signing on behalf of debtor

Howard Meitiner

Printed name

Chief Restructuring Officer

Position or relationship to debtor

**BL RESTAURANTS HOLDING, LLC
AND SUBSIDIARIES**

JOINT WRITTEN CONSENT IN LIEU OF SPECIAL MEETINGS

January 26, 2020

The undersigned, being (i) the sole managing member (the "Holding Member") of **BL Restaurants Holding, LLC**, a Delaware limited liability company ("Holding"), (ii) the sole managing member (the "Operations Member") of **BL Restaurant Operations, LLC**, a Delaware limited liability company ("Operations"), (iii) the sole managing member (the "Franchises Member") of **BL Restaurant Franchises, LLC**, a Delaware limited liability company ("Franchises"), and (iv) the sole managing member (the "Hunt Member" and collectively with the Holding Member, the Operations Member, and the Franchises Member, the "Members") of **BL Hunt Valley, LLC**, a Maryland limited liability company ("BL Hunt" and collectively with Holding, Operations, and Franchises, the "Companies" and each, a "Company"), in lieu of holding special meetings of the Members, hereby take the following actions and adopt the following resolutions by written consent pursuant to (A) with respect to Holding, that certain Amended and Restated Limited Liability Company Agreement, dated April 26, 2011 and effective December 11, 2009 (the "Holding LLC Agreement"), (B) with respect to Operations, that certain Second Amended and Restated Limited Liability Company Agreement, dated April 26, 2011 and effective December 11, 2009 (the "Operations LLC Agreement"), (C) with respect to Franchises, that certain Second Amended and Restated Limited Liability Company Agreement, dated April 26, 2011 and effective December 11, 2009 (the "Franchises LLC Agreement"), and (D) with respect to BL Hunt, that certain Operating Agreement, dated August 22, 2014 (the "BL Hunt Operating Agreement"), and collectively with the Holding LLC Agreement, the Operations LLC Agreement and the Franchises LLC Agreement, the "Operating Agreements"), and Section 18-302(d) of the Delaware Limited Liability Company Act, and Section 4A-403(d) of the Maryland Limited Liability Company Act, as applicable, effective as of the date set forth above:

Chapter 11 Filing

WHEREAS, the Members considered presentations by the management and the financial and legal advisors of the Companies regarding the financial situation of the Companies, the strategic alternatives available to them, and the effect of the foregoing on the Companies' businesses; and

WHEREAS, the Members have had the opportunity to consult with the management and the financial and legal advisors of the Companies and fully consider each of the strategic alternatives available to the Companies.

NOW, THEREFORE, BE IT:

RESOLVED, that in the judgment of the Members, it is desirable and in the best interests of the Companies, their creditors, and other parties in interest, that each of the Companies shall be, and hereby is, authorized to file or cause to be filed a voluntary petition for relief (such voluntary

petitions to be filed by the Companies are collectively referred to herein as the “Chapter 11 Cases”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”); and it is

FURTHER RESOLVED, that any duly appointed manager or officer of the Companies, as applicable (collectively, including, but not limited to, the Chief Executive Officer, the Chief Financial Officer, and the Chief Restructuring Officer, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the Companies all petitions, schedules, lists, and other motions, objections, replies, applications, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary or proper to maintain the ordinary course operation of the Companies’ businesses or to assist the Companies in the Chapter 11 Cases and in carrying out their respective duties under the provisions of the Bankruptcy Code; and it is

Debtor-In-Possession Financing, Cash Collateral, and Adequate Protection

RESOLVED, that each of the Companies will obtain benefits from: (i) the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”), which is security for certain prepetition secured lenders (collectively, the “Secured Lenders”) party to that certain Credit Agreement, among Operations, as borrower, the other credit parties thereto, Antares Capital LP, as agent, and the lenders party thereto from time to time; and (ii) certain debtor-in-possession financing (the “DIP Financing”) provided by certain of the Secured Lenders or their affiliates; and it is

FURTHER RESOLVED, that to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Companies will provide certain adequate protection to the Secured Lenders (the “Adequate Protection Obligations”), as documented in a proposed interim order (the “Interim DIP Order”) and submitted for approval to the Bankruptcy Court; and it is

FURTHER RESOLVED, that in the business judgment of the Members, it is desirable and in the best interests of the Companies, their respective stakeholders, creditors, and other parties in interest, for Holding, Operations and Franchises to enter into a certain new debtor-in-possession credit agreement, in substantially the form set forth as Exhibit A attached hereto (the “DIP Credit Agreement”); and it is

FURTHER RESOLVED, that the form, terms, and provisions of the DIP Credit Agreement (including the borrowing of money, granting of liens on substantially all assets of Holding, Operations and Franchises, and the guaranty of obligations reflected therein), and the form, terms, and provisions of such other agreements, certificates, schedules, and instruments contemplated thereby (including the DIP Credit Agreement, collectively, the “DIP Credit Agreement Documents”) be, and hereby are, authorized, adopted, and approved, and each of the Authorized Officers of the Companies be, and hereby is, authorized and empowered, in the name of and on behalf of the Companies, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of the DIP Credit Agreement Documents, and incur and pay or cause to be paid all fees and expenses and engage

such persons, in each case, in the form or substantially in the form thereof submitted to the Members, with such changes, additions, and modifications thereto as the Authorized Officers executing the same shall approve, such approval to be conclusively evidenced by such officers' execution and delivery thereof; and it is

FURTHER RESOLVED, that the form, terms, and provisions of the Interim DIP Order to which the Companies are or will be subject, and the actions and transactions contemplated thereby be, and hereby are, authorized, adopted, and approved, and each of the Authorized Officers of the Companies be, and hereby are, authorized and empowered, in the name of and on behalf of the Companies, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the Interim DIP Order, and such other agreements, certificates, instruments, receipts, petitions, motions, objections, replies, or other papers or documents to which any of the Companies is or will be a party, including, but not limited to, any term sheet, credit agreement, security and pledge agreement, or guaranty agreement (collectively with the Interim DIP Order and the DIP Credit Agreement Documents, the "DIP Documents"), and incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Members, with such changes, additions, and modifications thereto as the Authorized Officers executing the same shall approve, such approval to be conclusively evidenced by such officers' execution and delivery thereof; and it is

FURTHER RESOLVED, that each Company, as debtor and debtor-in-possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations and certain secured claims pursuant to the DIP Credit Agreement Documents (the "DIP Obligations") and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Credit Agreement Documents (collectively, the "Adequate Protection Transactions"); and it is

FURTHER RESOLVED, that the Authorized Officers of the Companies be, and they hereby are, authorized and directed, and each of them acting alone hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Companies, as debtor and debtor-in-possession, to take such actions as in their discretion is determined to be necessary, desirable, or appropriate and execute the Adequate Protection Transactions, including delivery of: (a) the DIP Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including, without limitation, any amendments to any DIP Documents (collectively, the "Adequate Protection Documents"); (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the Agent (as defined in the DIP Credit Agreement); and (c) such forms of deposit account control agreements, officer's certificates, and compliance certificates as may be required by the DIP Documents or any other Adequate Protection Document; and it is

FURTHER RESOLVED, that each of the Authorized Officers of the Companies be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Companies to file or to authorize the Agent to file any Uniform Commercial Code (the "UCC") financing statements, any other equivalent filings, any intellectual property filings and recordation and any necessary assignments for security or other documents in the name of the Companies that the Agent deems necessary or appropriate to perfect any lien or security interest granted under the

Interim DIP Order, including any such UCC financing statement containing a generic description of collateral, such as “all assets,” “all property now or hereafter acquired” and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Companies and such other filings in respect of intellectual and other property of the Companies, in each case as the Agent may reasonably request to perfect the security interests of the Agent under the DIP Documents; and it is

FURTHER RESOLVED, that each of the Authorized Officers of the Companies be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Companies to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Adequate Protection Transactions and all fees and expenses incurred by or on behalf of the Companies in connection with the foregoing resolutions, in accordance with the terms of the Adequate Protection Documents, which shall in their sole judgment be necessary, proper, or advisable to perform any of the Companies’ obligations under or in connection with the Interim DIP Order or any of the other Adequate Protection Documents and the transactions contemplated therein and to fully carry out the intent of the foregoing resolutions; and it is

Retention Of Professionals

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Klehr Harrison Harvey Branzburg LLP, under a classic retainer as general bankruptcy counsel, to represent and assist the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance each of the Companies’ rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Klehr Harrison Harvey Branzburg LLP; and it is

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Configure Partners, LLC, as investment banker, to represent and assist the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Companies’ rights and obligations; and in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Configure Partners, LLC; and it is

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Carl Marks Advisory Group LLC, as restructuring advisor, to provide a Chief Restructuring Officer for the Companies, to provide additional personnel, to provide financial advisory and restructuring-related services to the Companies, and to otherwise represent and assist the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance each of the Companies’ rights and obligations; and in connection therewith, each of the Authorized Officers is, with power of delegation, hereby

authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Carl Marks Advisory Group LLC; and it is

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Epiq Bankruptcy Solutions, Inc. as notice, claims, and balloting agent to represent and assist the Companies in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Companies' rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Epiq Bankruptcy Solutions, Inc.; and it is

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist the Companies in carrying out their duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and it is

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, objections, replies, applications, pleadings, lists, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, investment bankers, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper, or desirable in connection with the Chapter 11 Cases, with a view to the successful prosecution of the cases; and it is

Sale of Assets

FURTHER RESOLVED, the Members have determined that it is advisable and in the best interest of the Companies, as sellers, to enter into an Asset Purchase Agreement with BLH Acquisition Co., LLC, a Delaware limited liability company (the "Purchaser"), in substantially the form attached hereto as Exhibit B (the "Purchase Agreement"); and it is

FURTHER RESOLVED, that the form and terms of the Purchase Agreement are hereby approved, adopted and ratified in all respects; that subject to the Sales Procedures referenced below, the Companies are hereby authorized to execute, deliver and perform such Purchase Agreement and to consummate the transactions contemplated thereby; and that each of the Authorized Officers is hereby authorized and directed to execute and deliver, in the name and on behalf of the Companies, the Purchase Agreement, in substantially the form hereby approved, with such changes as any Authorized Officer shall approve on behalf of the Companies, such approval to be conclusively established by the execution and delivery thereof; and it is

FURTHER RESOLVED, that the form and terms of (i) the Sales Procedures, (ii) the Procedures Order, (iii) the Bill of Sale, (iv) the Sale Order, (v) the Assignment and Assumption

Agreement, (vi) the Recordable Trademark Assignment, (vii) the Recordable Copyright Assignment, (viii) the Escrow Agreement, (ix) the Assignment and Assumption of Leases and Related Agreements, and (x) the Domain Name Assignment (collectively, the "Purchase Agreement Ancillary Documents") with respect to the Purchase Agreement, substantially in the forms presented to the Members, are hereby approved, adopted and ratified in all respects; that the Companies are hereby authorized to execute, deliver and perform such Purchase Ancillary Documents and to consummate the transactions contemplated thereby; and that each Authorized Officer is hereby authorized and directed to execute and deliver, in the name and on behalf of the Companies, such Purchase Agreement Ancillary Documents in substantially the forms hereby approved, with such changes as any Authorized Officer shall approve on behalf of the Companies, such approval to be conclusively established by the execution and delivery thereof; and it is

FURTHER RESOLVED, that the form and terms of any and all other documents to be delivered by the Companies to the Purchaser in connection with the consummation of the transactions contemplated by the Purchase Agreements, including all exhibits and schedules thereto (the "Supplemental Documents") in the forms approved by any Authorized Officer after the date hereby, are hereby approved, adopted and ratified in all respects; that the Companies are hereby authorized to execute, deliver and perform such Supplemental Documents and to consummate the transactions contemplated thereby; and that each Authorized Officer is hereby authorized and directed to execute and deliver, in the name and on behalf of the Companies, such Supplemental Documents in substantially the forms hereby approved, with such changes as any Authorized Officer shall approve on behalf of the Companies, such approval to be conclusively established by the execution and delivery thereof; and it is

General

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Companies, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in the case as in such officer's or officers' judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is

FURTHER RESOLVED, that each of the Members have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Companies, or hereby waives any right to have received such notice; and it is

FURTHER RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Companies, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Companies with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Members; and it is

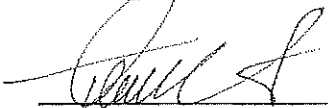
FURTHER RESOLVED, that facsimile, PDF or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals; and it is

FURTHER RESOLVED, the actions taken by this Joint Written Consent In Lieu Of Special Meetings shall have the same force and effect as if taken at a special meeting of the Members duly called and constituted pursuant to the Operating Agreements of the Companies and the laws of the State of Delaware or the State of Maryland, as applicable.

[SIGNATURES FOLLOW]

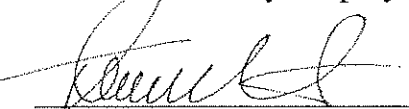
IN WITNESS WHEREOF, the undersigned has executed this Joint Written Consent In Lieu Of Special Meetings effective as of the day and year first written above.

BL RESTAURANTS GROUP HOLDING CORP.,
a Delaware corporation

By: 
Name: Thomas S. Fricke
Title: Chief Executive Officer

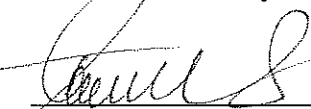
Constituting the sole Managing Member of BL Restaurants Holding, LLC

BL RESTAURANTS HOLDING, LLC,
a Delaware limited liability company

By: 
Name: Thomas S. Fricke
Title: Chief Executive Officer

Constituting the sole Managing Member of BL Restaurant Operations, LLC

BL RESTAURANT OPERATIONS, LLC,
a Delaware limited liability company

By: 
Name: Thomas S. Fricke
Title: Chief Executive Officer

Constituting the sole Managing Member of BL Restaurant Franchises, LLC

BL RESTAURANT OPERATIONS, LLC,
a Delaware limited liability company

By: 

Name: Thomas S. Fricke

Title: Chief Executive Officer

*Constituting the sole Managing Member of BL
Hunt Valley, LLC*

Exhibit A

Form of DIP Credit Agreement

See attached.

**SENIOR SECURED PRIMING AND SUPERPRIORITY DEBTOR-IN-POSSESSION
CREDIT AGREEMENT**

Dated as of January 27, 2020

by and among

BL RESTAURANT OPERATIONS, LLC,

as Debtor, Debtor-in-Possession and the Borrower,

**THE OTHER PERSONS PARTY HERETO THAT ARE
DESIGNATED AS CREDIT PARTIES,
as Debtors and Debtors-in-Possession,**

**ANTARES CAPITAL LP
as Agent for all Lenders,**

THE OTHER FINANCIAL INSTITUTIONS PARTY HERETO

as Lenders,

and

**ANTARES CAPITAL LP,
as Sole Lead Arranger and Bookrunner**

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Exhibit 11.1(a)	Form of Assignment
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ANNEXES

Annex A	Franchise Seller Notes
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