

1 THE TUROCI FIRM  
2 Todd Turoci (State Bar No. 160059)  
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5 Riverside, CA 92501  
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9 Attorney for Debtor-in-Possession

10 **UNITED STATES BANKRUPTCY COURT**  
11 **CENTRAL DISTRICT OF CALIFORNIA**  
12 **RIVERSIDE DIVISION**

13 In re:

14  
15  
16 B & B FAMILY, INCORPORATED,  
17 Debtor-in-Possession.

18 } Chapter 11  
19 } Case No. 6:16-bk-19993MH

20 } **NOTICE OF MOTION AND MOTION**  
21 } **FOR ORDER AUTHORIZING INTERIM**  
22 } **USE OF CASH COLLATERAL**

23 } **Hearing:**  
24 } **DATE: TBD**  
25 } **TIME:**  
26 } **CTRM: 303, Third Floor**  
27 } **US Bankruptcy Court**  
28 } **3420 Twelfth St.**  
 } **Riverside, CA 92501**

29 **TO THE HONORABLE MARK HOULE, UNITED STATES BANKRUPTCY**  
30 **JUDGE; THE OFFICE OF THE UNITED STATES TRUSTEE; OTHER CREDITORS**  
31 **AND PARTIES IN INTEREST:**

1           **PLEASE TAKE NOTICE THAT** on TBD, 2016, at TBD.m., or as soon thereafter as  
2 the matter may be heard, before the Honorable Mark Houle, United States Bankruptcy Judge,  
3 in Courtroom 303 of the United States Bankruptcy Court for the Central District of  
4 California, located at 3420 Twelfth Street, Riverside, CA 92501, B & B Family, Incorporated,  
5 the debtor and debtor in possession herein (the "Debtor"), will move this Court for an order  
6 authorizing the use of cash collateral.  
7


8           This Motion will be based on this Notice, the attached Motion, the attached Declaration  
9 of Marianne Richey, all exhibits attached hereto, and the arguments, evidence, and  
10 representations that may be presented at or prior to the hearing on this Motion.  
11

12           **PLEASE TAKE FURTHER NOTICE** that Debtor is requesting that this matter be  
13 heard on an emergency basis under Local Bankruptcy Rule 9075-1. When the Court sets te  
14 hearing, you will be served with a copy of the notice of hearing and this motion.

15 Respectfully submitted,  
16

17 THE TUROCI FIRM  
18

19 Date: \_\_\_\_\_

20   
21 Todd L. Turoci  
22 Attorney for Debtor  
23  
24  
25  
26  
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28

1 **MEMORANDUM OF POINTS AND AUTHORITIES**

2 **I.**

3 **JURISDICTION AND VENUE**

4 This court has jurisdiction over this matter pursuant to 28 U.S.C. sections 157 and  
5 1334. This matter relates to the administration of Debtor's bankruptcy estate and is  
6 accordingly a core proceeding pursuant to 28 U.S.C. section 157(b)(2)(A), (M), and (O).  
7 Venue is proper in this court pursuant to 28 U.S.C. sections 1408 and 1409.  
8

9 **II.**

10 **STATEMENT OF FACTS**

11 **A. General Background**

12 On November 10, 2016, Debtor commenced the above-captioned bankruptcy case by  
13 filing a voluntary petition under chapter 11 of the United States Bankruptcy Code in the  
14 Central District of California. Declaration of Marianne Richey, attached hereto. Debtor is  
15 continuing to operate and manage its business as a debtor-in-possession pursuant to 11  
16 U.S.C. sections 1107 and 1108.<sup>1</sup> *Id.* Debtor operates a restaurant known as Oggi's Pizza  
17 and Brewery in Apple Valley, California (variously "Oggi's," "the Business," or "the  
18 Restaurant"). *Id.* Debtor has been operating Oggi's for many years. Historically, Oggi's  
19 has been very profitable. *Id.*  
20  
21  
22

23 **B. Necessity of the Filing of This Chapter 11 Case**

24 Debtor is owned by three individuals: Patricia Forte, Marianne Richey, and Randall  
25 Richey ("Patricia," "Marianne," and "Randall," respectively). *Id.* Patricia, the Chief  
26 Executive Office of Debtor, was primarily responsible for managing the Business with the  
27

28  

---

<sup>1</sup> All statutory references are to Title 11 of the United States Code unless otherwise noted.

1 assistance of Marianne, the Chief Financial Officer. *Id.* Approximately 18 months pre-  
2 petition, Patricia moved out of state. *Id.* Marianne then became the operating manager of  
3 the Business. *Id.* Unfortunately, about one year prior to filing, Marianne suffered some  
4 health issues that prevented her from being as involved in the day-to-day operation of  
5 Oggi's. *Id.* Certain expenses, costs and debts grew out of control. *Id.* About one month  
6 before this filing, Marianne was cleared by her doctor and has since returned to operating the  
7 Business full-time. *Id.* She is now taking control of the costs and expenses. *Id.* She is  
8 instituting cost-cutting and efficiency measures that will return the Debtor to profitability.  
9  
10 *Id.*

11 **C. Secured Debts in Order of Priority**

12 As of the petition date, Debtor had three secured creditors whose security could  
13 constitute cash collateral. *Id.*

14  
15 1. The senior secured creditor is Comerica Bank, MC ("Comerica Loan").  
16 Richey Declaration. The debt is secured by a UCC Financing Statement filed on August 28,  
17 2007 as Document Number 13923160002, attached hereto as Exhibit 1. The collateral for  
18 the loan is all personal property of the Debtor of every kind.<sup>2</sup> *Id.* The balance of the loan on  
19 the petition date was approximately \$517,607.96. Richey Declaration; October 6, 2016  
20 Statement, attached hereto as Exhibit 2.  
21

22 2. The second secured creditor is FC Partners, LP, dba Pioneer Park, LLC  
23 ("Pioneer Park Loan"). Richey Declaration. The debt is secured by a UCC Financing  
24 Statement filed on April 13, 2015 as Document Number 48287010002, attached hereto as  
25 Exhibit 3. The collateral for the loan is essentially all personal property of the Debtor.<sup>3</sup> *Id.*  
26  
27

28 <sup>2</sup> A complete description of the collateral can be found in section 4 of the Financing Statement. Ex. 1.

<sup>3</sup> A complete description of the collateral can be found in section 4 of the Financing Statement. Ex. 3.

1 The balance of the loan on the petition date was approximately \$89,170.70. Richey  
2 Declaration; October 24, 2016 Statement, attached hereto as Exhibit 4.

3 3. The third secured creditor is Oggi's Pizza & Brewing Company ("Oggi's  
4 Corporate Debt").<sup>4</sup> Richey Declaration. The debt is secured by a UCC Financing Statement  
5 filed on October 26, 2016 as Document Number 57836300002, attached hereto as Exhibit 5.  
6 The collateral for the debt is also essentially all personal property of the Debtor.<sup>5</sup> *Id.* The  
7 balance of the debt on the petition date was \$54,331.37. Richey Declaration.  
8

9 At the time this case commenced, Debtor's cash collateral assets totaled \$37,237.

10 Richey Declaration. These secured assets are as follows:

11 US Bank Checking Account	\$ 600.00
12 Bank of America Checking Account	\$18,000.00
13 Bank of America Checking Account	\$ 3,000.00
14 Security Deposit with Landlord	\$12,937.50
14 <u>Food and other inventory</u>	<u>\$ 2,700.00</u>
15 Total	\$37,237.50

16 Schedule A/B is attached hereto as Exhibit 6.

### 17 III.

#### 18 AUTHORITY TO USE CASH COLLATERAL

19 Section 363(c)(1) allows a debtor the flexibility to engage in ordinary course of  
20 business transactions necessary to operate its business without unnecessary oversight by its  
21 creditors or the court. *In re Straightline Investments, Inc.*, 525 F.3d 870, 879 (9<sup>th</sup> Cir. 2008).  
22 There are limitations however, when a debtor seeks to use "cash collateral." Section 363(a)  
23 defines cash collateral as "cash, negotiable instruments, documents of title, securities, deposit  
24 accounts, or other cash equivalents whenever acquired in which the estate and an entity other  
25  
26  
27

28 <sup>4</sup> This is the franchisor, Debtor is the franchisee. Other than the franchise relationship, Oggi's Corporate is not otherwise related or connected to Debtor.

<sup>5</sup> A complete description of the collateral can be found in section 4 of the Financing Statement. Ex. 5.

1 than the estate have an interest . . .” Cash collateral can only be used if either “(A) each entity  
2 that has an interest in such cash collateral consents; or (B) the court, after notice and a hearing,  
3 authorizes such use, sale or lease in accordance with the provisions of this section.” 11 U.S.C.  
4 § 363(c)(2).

5 Debtor needs to use the cash collateral in order to operate the Business. Richey  
6 Declaration. Since all of Debtor’s receivables and accounts are security for the secured loans,  
7 Debtor has no income that is not cash collateral. If Debtor cannot use the cash collateral, then  
8 it will either have to seek post-petition financing or close the Business. Any post-petition  
9 financing would result in less money for Debtor’s creditors because of the additional costs and  
10 subordination of liens. Using cash collateral would enable Debtor to continue its Business  
11 without having to incur more debt. Closing the Business would destroy Debtor’s chance of  
12 reorganization and result in no payment to creditors except for Comerica.<sup>6</sup> The total liquidation  
13 value of Debtor is less than what is owed on that loan.  
14

15  
16 Debtor’s use of cash collateral will be limited to the purposes and total amounts set  
17 forth in the budget attached as Exhibit 7. The budget contains the projected expenses that  
18 Debtor believes must be paid in order for Debtor to operate its Business and avoid immediate  
19 and irreparable harm to the bankruptcy estate. Richey Declaration. However, because  
20 projections are forward looking, they can never be entirely accurate. In order to protect  
21 Debtor from fluctuations, Debtor requests that it be permitted to have the flexibility to  
22 increase expenditures by up to 20% for any particular line item in the budget and 15% in the  
23 aggregate. Some expenses may not be required to be paid each month, and Debtor requests  
24 authority to “carry over” the unused amount to subsequent months when the particular  
25  
26  
27

28 <sup>6</sup> There are two other secured creditors but their security is limited to specific restaurant equipment. Richey Declaration.

1 expense is paid. With this flexibility, Debtor can operate its Business with minimal  
2 disruption and cost.

3 In addition to the expenses in the budget, Debtor requests authority to use the cash  
4 collateral to pay the quarterly fees to the United States Trustee, any required fees to the  
5 Bankruptcy Court, and administrative expenses including professionals' fees but only as  
6 approved by this Court.  
7

8 Therefore, Debtor hereby requests the authority to use cash collateral retroactively from  
9 the date of the petition through a regularly noticed hearing as may be set by this Court.

10 **V.**

11 **ADEQUATE PROTECTION**

12 Pursuant to section 363(e), on request of an entity that has an interest in property to be  
13 used, sold, or leased by the debtor in possession, the court may condition such use, sale or lease  
14 of property as is necessary to provided adequate protection of such interest. Section 361 sets  
15 forth three non-exclusive examples of what may constitute adequate protection: (1) periodic  
16 cash payments equivalent to decrease in value, (2) an additional or replacement lien on other  
17 property, or (3) other relief that provides the indubitable equivalent. *In re Mellor*, 734 F.2d  
18 1396, 1400 (9th Cir. 1984).  
19  
20

21 If this motion is granted, Debtor is willing to offer each of the three secured creditors a  
22 replacement lien in the same priority and to the same extent that their pre-petition liens existed.  
23

24 Attached hereto as Exhibit 8 is the Statement Regarding Cash Collateral or Debtor in  
25 Possession Financing as required by Local Bankruptcy Rule 4001-2. Attached hereto as  
26 Exhibit 9 is a proposed order.

27 **VI.**

**REQUEST FOR RELIEF**

1  
2 For the reasons described hereinabove, the Debtor respectfully requests that this Court  
3 enter its Order:

- 4 1. Authorizing the Debtor to use the cash collateral retroactive from the petition date  
5 through a regularly notice hearing on this Motion as the Court may schedule;  
6  
7 2. Granting such other and further relief as may be appropriate under the circumstances.

8 Respectfully submitted,

9  
10 Dated: November 16, 2016

**THE TUROCI FIRM**

11  
12 By: 

Todd Turoci  
Attorney for Debtor-in-Possession



**DECLARATION OF TODD TUROCI**

1 I, Todd L. Turoci, declare and state as follows:  
2

3 I am an attorney at law, duly licensed by the State Bar of California and admitted to  
4 appear in all courts in the State of California. I know the following facts to be true from my  
5 own personal knowledge, except those facts which are stated on information and belief and as  
6 to those facts I believe them to be true. I could and would competently testify under oath to the  
7 truthfulness of the following:  
8

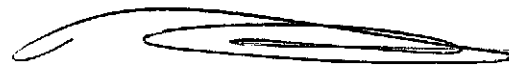
9 1. I am the attorney of record for B & B Family, Incorporated, the debtor and debtor in  
10 possession in this bankruptcy case.

11 2. Attached hereto as Exhibits 1, 3, and 5 are true and correct copies of the UCC Filing  
12 Statements I obtained from the California Secretary of State website.

13 3. A proposed order is attached hereto as Exhibit 9.  
14

15 I declare under penalty of perjury under the laws of the United States that the foregoing  
16 is true and correct.  
17

18 Dated: 11/16/16  
19



20 Todd Turoci  
21  
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**DECLARATION OF MARIANNE RICHEY**

1  
2 I, Marianne Richey, declare and state:

3 I am the Chief Financial officer and one of three owners of B & B Family, Incorporated.

4 I have personal knowledge of the facts alleged herein and if called upon as a witness, I could  
5 and would competently testify thereto.

6  
7 1. On November 10, 2016, Debtor filed a voluntary petition under chapter 11 of the United  
8 States Bankruptcy Code in the Central District of California. Debtor operates a restaurant  
9 known as Oggi's Pizza and Brewery in Apple Valley, California (variously "Oggi's," or "the  
10 Business"). Debtor has been operating Oggi's for many years. Historically, Oggi's has been  
11 very profitable.

12  
13 2. Debtor is owned by three individuals: Patricia Forte, me, and my husband Randall  
14 Richey. Patricia is the Chief Executive Office of Debtor and up until about 18 months ago  
15 was primarily responsible for managing the Business with my assistance. Approximately 18  
16 months pre-petition, Patricia moved out of state. I became the operating manager of the  
17 Business.

18  
19 3. Unfortunately, about one year ago, I suffered some health issues that prevented me  
20 from being as involved in the day-to-day operation of Oggi's as I had been. Certain  
21 expenses, costs, and debts grew out of control. About one month before this filing, I was  
22 cleared by my doctor and have since returned to operating the Business full-time. I have  
23 taken back control of the costs and expenses and instituting cost-cutting and efficiency  
24 measures that will return the Debtor to profitability.

25  
26 4. As of the petition date, Debtor had three secured creditors whose security included  
27 things like inventory, cash and money in the bank. These secured assets are as follows:  
28

1		
2	US Bank Checking Account	\$ 600.00
3	Bank of America Checking Account	\$18,000.00
4	Bank of America Checking Account	\$ 3,000.00
5	Security Deposit with Landlord	\$12,937.50
6	<u>Food and other inventory</u>	<u>\$ 2,700.00</u>
7	Total	\$37,237.50

8 5. The senior secured creditor is Comerica Bank, MC ("Comerica Loan"). The balance  
9 of the loan on the petition date was approximately \$517,607.96. Attached hereto as Exhibit  
10 2 is a true and correct copy of the first page of the October 6, 2016 statement.

11 6. The second secured creditor is FC Partners, LP, dba Pioneer Park, LLC. The balance  
12 of the loan on the petition date was approximately \$89,170.70. Attached hereto as Exhibit 4  
13 is a true and correct copy of the first page of the October 24, 2016 statement.

14 7. The third secured creditor is Oggi's Pizza & Brewing Company ("Oggi's  
15 Corporate"). The balance of the debt on the petition date was \$54,331.37.

16 8. Since all of Debtor's receivables and accounts are security for the three secured debts,  
17 Debtor has no income that is not cash collateral. Debtor needs to use the cash collateral in  
18 order to operate the Business.

19 9. Attached hereto as Exhibit 7 is a budget that I created based on the Debtor's books and  
20 records and reflecting the cost-saving measures I am implementing. I believe this is a fair and  
21 accurate budget for the Business.  
22

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I declare under penalty of perjury under the laws of the United States of America that  
the foregoing is true and correct.

Dated: 11/16/16

/s/ Marianne Richey  
Marianne Richey, CFO  
B & B Family, Incorporated

# Exhibit 1

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

<b>A. NAME &amp; PHONE OF CONTACT AT FILER [optional]</b> Diligenz (800)858-5294				
<b>B. SEND ACKNOWLEDGMENT TO: (Name and Address)</b> DILIGENZ INC 6500 HARBOR HEIGHTS PKWY STE 400 MUKILTEO, WA 98275 USA			DOCUMENT NUMBER: 13923160002 FILING NUMBER: 07-7127184865 FILING DATE: 08/28/2007 15:49 IMAGE GENERATED ELECTRONICALLY FOR XML FILING THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY	
<b>1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names</b>				
OR	1a. ORGANIZATION'S NAME B & B Family Incorporated			
	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 19237 Estancia Way		CITY Apple Valley	STATE CA	POSTAL CODE 92308
1d. SEE INSTRUCTIONS	ADD'L DEBTOR INFO	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION CA	1g. ORGANIZATIONAL ID#, if any <input checked="" type="checkbox"/> NONE
<b>2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names</b>				
OR	2a. ORGANIZATION'S NAME Oggi's Pizza and Brewing Company			
	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS 19201 Bear valley Road, Suite D		CITY Apple Valley	STATE CA	POSTAL CODE 92308
2d. SEE INSTRUCTIONS	ADD'L DEBTOR INFO	2e. TYPE OF ORGANIZATION Other	2f. JURISDICTION OF ORGANIZATION CA	2g. ORGANIZATIONAL ID#, if any <input checked="" type="checkbox"/> NONE
<b>3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)</b>				
OR	3a. ORGANIZATION'S NAME Comerica Bank, MC 6514			
	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 1508 West Mockingbird		CITY Dallas	STATE TX	POSTAL CODE 75235
<b>4. This FINANCING STATEMENT covers the following collateral:</b> All personal property of Debtor of every kind, whether presently existing or hereafter created or acquired, and wherever located, including but not limited to: (a) all accounts (including health-care-insurance receivables), chattel paper (including tangible and electronic chattel paper), deposit accounts, documents (including negotiable documents), equipment (including all accessions and additions thereto), general intangibles (including payment intangibles and software), goods (including fixtures), instruments (including promissory notes), inventory (including all goods held for sale or lease or to be furnished under a contract of service, and including returns and repossessions), investment property (including securities and securities entitlements), letter of credit rights, money, and all of Debtor's books and records with respect to any of the foregoing, and the computers and equipment containing said books and records; and (b) any and all cash proceeds and/or noncash proceeds thereof, including, without limitation, insurance proceeds, and all supporting obligations and the security therefor or for any right to payment. All terms above have the meanings				
<b>5. ALT DESIGNATION:</b> <input type="checkbox"/> LESSEE/LESSOR <input type="checkbox"/> CONSIGNEE/CONSIGNOR <input type="checkbox"/> BAILEE/BAILOR <input type="checkbox"/> SELLER/BUYER <input type="checkbox"/> AG. LIEN <input type="checkbox"/> NON-UCC FILING				
<input type="checkbox"/> 6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS Attach Addendum [if applicable]		7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) <input type="checkbox"/> [ADDITIONAL FEE] [optional] <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2		
<b>8. OPTIONAL FILER REFERENCE DATA</b> [28614924]				

FILING OFFICE COPY

**UCC FINANCING STATEMENT ADDENDUM**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

<b>9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT</b>		
9a. ORGANIZATION'S NAME B & B Family Incorporated		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME
		MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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<b>11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names</b>				
11a. ORGANIZATION'S NAME				
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
11d. SEE INSTRUCTIONS	ADD'L DEBTOR INFO	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID#, if any <input type="checkbox"/> NONE

<b>12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)</b>				
12a. ORGANIZATION'S NAME				
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

<p>13. This FINANCING STATEMENT covers <input type="checkbox"/> timber to be cut or <input type="checkbox"/> as-extracted collateral, or is filed as a <input type="checkbox"/> fixture filing.</p> <p>14. Description of real estate:</p>	<p>15. Name and address of RECORD OWNER of above-described real estate (If Debtor does not have a record interest):</p>	<p>16. Additional collateral description: given to them in the California Uniform Commercial Code, as amended or supplemented from time to time.</p>
	<p>17. Check <u>only</u> if applicable and check <u>only</u> one box. Debtor is a <input type="checkbox"/> Trust or <input type="checkbox"/> Trustee acting with respect to property held in trust or <input type="checkbox"/> Decedent's Estate</p> <p>18. Check <u>only</u> if applicable and check <u>only</u> one box. <input type="checkbox"/> Debtor is a TRANSMITTING UTILITY <input type="checkbox"/> Filed in connection with a Manufactured-Home Transaction - effective 30 years <input type="checkbox"/> Filed in connection with a Public-Finance Transaction - effective 30 years</p>	

# Exhibit 2





B & B FAMILY INCORPORATED  
DBA OGGI'S PIZZA AND BREWING  
COMPANY  
19237 ESTANCIA WAY  
APPLE VALLEY CA 92308

CUSTOMER NUMBER [REDACTED] 227  
DUE DATE 10-22-16

TRANSACTION DESCRIPTION	EFFECT DATE	NUMBER DAYS	OBLIGATION ACTIVITY	ACCRUAL RATE	PRINCIPAL BALANCE	AMOUNT DUE
OBLIGATION # [REDACTED]						
LOAN ACTIVITY						
PRINCIPAL:						
STARTING BALANCE	09-22-16				462,842.36	
INTEREST:				5.75000		
PRINCIPAL/INTEREST:						
PAST DUE PAYMENT						14,151.22
CURRENT PAYMENT						7,075.61
LATE CHARGES:						
PAST DUE LATE CHARGES			33,184.89			33,184.89
CURRENT LATE CHARGES	10-22-16		353.78			353.78
LATE CHARGE DUE						33,538.67
					OBLIGATION TOTAL DUE	54,765.50

FOR INQUIRIES PLEASE CALL 877-394-7267  
RETURN BOTTOM PORTION OF BILL WITH PAYMENT IN ENVELOPE PROVIDED

SERV UNIT 00019 LOAN GROUP 97414 OFFICER 48461 LOAN TYPE 161 P/S  
SBA LOANS  MARK IF AN ADDRESS CHANGE IS INDICATED ON REVERSE SIDE

OBLIGATION NUMBER [REDACTED] BILL DATE 10-06-16 DUE DATE 10-22-16

48 COMERICA BANK  
COMMERCIAL LENDING SERVICES  
P.O. BOX 671737  
DALLAS, TX 75267-1737

PAST DUE PAYMENT AMOUNT	14,151.22	AMOUNT ENCLOSED
CURRENT PAYMENT AMOUNT DUE	7,075.61	_____
TOTAL FEE(S) DUE	.00	_____
TOTAL LATE CHARGES DUE	33,538.67	_____

B & B FAMILY INCORPORATED  
DBA OGGI'S PIZZA AND BREWING

TOTAL AMOUNT DUE 54,765.50 \_\_\_\_\_

11 48000001916111 [REDACTED] 4000 000000005476550 1610079475 7

# Exhibit 3

**UCC FINANCING STATEMENT**

**FOLLOW INSTRUCTIONS**

<b>A. NAME &amp; PHONE OF CONTACT AT FILER (optional)</b> Corporation Service Company 800-858-5294
<b>B. E-MAIL CONTACT AT FILER (optional)</b>
<b>C. SEND ACKNOWLEDGMENT TO: (Name and Address)</b> Corporation Service Company 801 ADLAI STEVENSON DRIVE SPRINGFIELD, IL 62703 USA

**DOCUMENT NUMBER:** 48287010002  
**FILING NUMBER:** 15-7459490014  
**FILING DATE:** 04/13/2015 11:38

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**1. DEBTOR'S NAME:** Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here  and provide the Individual Debtor Information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

<b>OR</b>	<b>1a. ORGANIZATION'S NAME</b> B & B FAMILY, INCORPORATED	<b>FIRST PERSONAL NAME</b>	<b>ADDITIONAL NAME(S)/INITIAL(S)</b>	<b>SUFFIX</b>
	<b>1b. INDIVIDUAL'S SURNAME</b>			
<b>1c. MAILING ADDRESS</b> 19201 Bear Valley Road, Building D		<b>CITY</b> Apple Valley	<b>STATE</b> CA	<b>POSTAL CODE</b> 92308
			<b>COUNTRY</b> USA	

**2. DEBTOR'S NAME:** Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here  and provide the Individual Debtor Information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

<b>OR</b>	<b>2a. ORGANIZATION'S NAME</b>	<b>FIRST PERSONAL NAME</b>	<b>ADDITIONAL NAME(S)/INITIAL(S)</b>	<b>SUFFIX</b>
	<b>2b. INDIVIDUAL'S SURNAME</b>			
<b>2c. MAILING ADDRESS</b>		<b>CITY</b>	<b>STATE</b>	<b>POSTAL CODE</b>
				<b>COUNTRY</b>

**3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY):** Provide only one Secured Party name (3a or 3b)

<b>OR</b>	<b>3a. ORGANIZATION'S NAME</b> FC Partners, LP (DBA Funding Circle Partners, LP)	<b>FIRST PERSONAL NAME</b>	<b>ADDITIONAL NAME(S)/INITIAL(S)</b>	<b>SUFFIX</b>
	<b>3b. INDIVIDUAL'S SURNAME</b>			
<b>3c. MAILING ADDRESS</b> 747 Front St., Floor 4		<b>CITY</b> San Francisco	<b>STATE</b> CA	<b>POSTAL CODE</b> 94111
				<b>COUNTRY</b> USA

**4. COLLATERAL:** This financing statement covers the following collateral:  
All machinery, equipment, furniture, furnishings, tools, tooling, fixtures, and accessories, and all inventory, accounts receivable, instruments, contract rights and other rights to receive the payment of money, patents, chattel paper, licenses, leases and general intangibles, including all trade names and trade styles and all additions, accessions, modifications, improvements, replacements and substitutions thereto and therefor, whether now owned or hereafter acquired or arising, and the proceeds, products and income of any of the foregoing, including insurance proceeds.

**5. Check only if applicable and check only one box:** Collateral is  held in a Trust (see UCC1Ad, item 17 and instructions)  being administered by a Decedent's Personal Representative

**6a. Check only if applicable and check only one box:**  
 Public-Finance Transaction  Manufactured-Home Transaction  A Debtor is a Transmitting Utility

**6b. Check only if applicable and check only one box:**  
 Agricultural Lien  Non-UCC Filing

**7. ALTERNATIVE DESIGNATION (if applicable):**  Lessee/Lessor  Consignee/Consignor  Seller/Buyer  Bailee/Bailor  Licensee/Licensor

**8. OPTIONAL FILER REFERENCE DATA:**  
[98353040]

**FILING OFFICE COPY**

# Exhibit 4

INTEREST THIS PERIOD: \$ 578.16

STATEMENT PERIOD  
 9/26/2016 To 10/24/2016

**B & B FAMILY, INCORPORATED**  
 19201 BEAR VALLEY ROAD; BUILDING D  
 APPLE VALLEY, CA 92308

Inquiries 866-679-7966

Courtesy Statement Only (Do Not Pay) - Your monthly payment is scheduled to be automatically deducted from your account ending in 2274.

Customer Service Hours of Operation:  
 Monday - Friday, 6:30 AM - 4:30 PM PST

**LOAN TERMS AND BALANCES**

MATURITY: 4/13/2019  
 NOTE RATE: 19.490000000000%  
 NEXT PAYMENT DUE: 11/13/2016  
 REGULAR PAYMENT: \$ 3,769.92  
 PAYMENT FREQUENCY: Monthly

PRINCIPAL BALANCE: \$88,993.67  
 ACCRUING BALANCE: \$88,993.67  
 UNPAID LATE CHARGES: \$0.00  
 UNPAID CHARGES: \$0.00

**LOAN ACTIVITY**

EFFECTIVE DATE	POST DATE	REFERENCE	TOTAL RECEIVED	INTEREST	DISTRIBUTION			PRINCIPAL BALANCE
					PRINCIPAL	LATE CHGS	OTHER	
10/13/2016	10/13/2016	Loan Payment	\$3,769.92	\$1,482.56	\$2,287.36	\$0.00	\$0.00	\$88,993.67
				\$1,482.56	\$2,287.36	\$0.00	\$0.00	\$88,993.67

# Exhibit 5

**UCC FINANCING STATEMENT**

**FOLLOW INSTRUCTIONS**

<b>A. NAME &amp; PHONE OF CONTACT AT FILER (optional)</b> 619.696.0520
<b>B. E-MAIL CONTACT AT FILER (optional)</b>
<b>C. SEND ACKNOWLEDGMENT TO: (Name and Address)</b> PREVOLOS LEWIN & HEZLEP, ALC 550 W C ST STE 1600 SAN DIEGO, CA 92101 USA

**DOCUMENT NUMBER: 57836300002**  
**FILING NUMBER: 16-7552857925**  
**FILING DATE: 10/26/2016 10:12**

**IMAGE GENERATED ELECTRONICALLY FOR WEB FILING  
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY**

**1. DEBTOR'S NAME:** Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here  and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

<b>OR</b>	<b>1a. ORGANIZATION'S NAME</b> B & B FAMILY, INCORPORATED	<b>FIRST PERSONAL NAME</b>	<b>ADDITIONAL NAME(S)/INITIAL(S)</b>	<b>SUFFIX</b>
	<b>1b. INDIVIDUAL'S SURNAME</b>			
<b>1c. MAILING ADDRESS</b> 19237 ESTANCIA WAY		<b>CITY</b> APPLE VALLEY	<b>STATE</b> CA	<b>POSTAL CODE</b>  <b>COUNTRY</b> USA

**2. DEBTOR'S NAME:** Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here  and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

<b>OR</b>	<b>2a. ORGANIZATION'S NAME</b>	<b>FIRST PERSONAL NAME</b>	<b>ADDITIONAL NAME(S)/INITIAL(S)</b>	<b>SUFFIX</b>
	<b>2b. INDIVIDUAL'S SURNAME</b> FORTE	<b>PATRICIA</b>	<b>J</b>	
<b>2c. MAILING ADDRESS</b> 19237 ESTANCIA WAY		<b>CITY</b> APPLE VALLEY	<b>STATE</b> CA	<b>POSTAL CODE</b> 92308 <b>COUNTRY</b> USA

**3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY):** Provide only one Secured Party name (3a or 3b)

<b>OR</b>	<b>3a. ORGANIZATION'S NAME</b> OGGI'S PIZZA & BREWING COMPANY	<b>FIRST PERSONAL NAME</b>	<b>ADDITIONAL NAME(S)/INITIAL(S)</b>	<b>SUFFIX</b>
	<b>3b. INDIVIDUAL'S SURNAME</b>			
<b>3c. MAILING ADDRESS</b> 1245 PUERTA DEL SOL		<b>CITY</b> SAN CLEMENTE	<b>STATE</b> CA	<b>POSTAL CODE</b> 92673 <b>COUNTRY</b> USA

**4. COLLATERAL:** This financing statement covers the following collateral:  
All personal property of Debtor of every kind, whether presently existing or hereafter created or acquired, and wherever located, including but not limited to: (a) all accounts (including health-care-insurance receivables), chattel paper (including tangible and electronic chattel paper), deposit accounts, documents (including negotiable documents), licenses, equipment (including all accessions and additions thereto), general intangibles (including payment intangibles and software), goods (including fixtures), instruments (including promissory notes), vehicles, inventory (including all goods for sale or lease or to be furnished under a contract of service, and including returns and repossessions), investment property (including securities and securities entitlements), letter of credit rights, money, and all of Debtor's books and records with respect to any of the foregoing, all the computers and equipment containing said books and records, and (b) any and all cash proceeds and/or noncash proceeds thereof, including without limitations, insurance proceeds, and all supporting obligations and the security therefore or for any right to payment. All terms above

**5. Check only if applicable and check only one box:** Collateral is  held in a Trust (see UCC1Ad, item 17 and Instructions)  being administered by a Decedent's Personal Representative

<b>6a. Check <u>only</u> if applicable and check <u>only</u> one box:</b> <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility	<b>6b. Check <u>only</u> if applicable and check <u>only</u> one box:</b> <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing
<b>7. ALTERNATIVE DESIGNATION (if applicable):</b> <input type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licensor	

**8. OPTIONAL FILER REFERENCE DATA:**  
208-011.2016

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**UCC FINANCING STATEMENT ADDENDUM**

**FOLLOW INSTRUCTIONS**

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here

OR	9a. ORGANIZATION'S NAME B & B FAMILY, INCORPORATED	
	9b. INDIVIDUAL'S SURNAME	
	FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX

DOCUMENT NUMBER: 57836300002

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10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c.

OR	10a. ORGANIZATION'S NAME			
	10b. INDIVIDUAL'S SURNAME RICHEY			
	INDIVIDUAL'S FIRST PERSONAL NAME RANDALL			
	INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)			SUFFIX

10c. MAILING ADDRESS 19237 ESTANCIA WAY	CITY APPLE VALLEY	STATE CA	POSTAL CODE 92308	COUNTRY USA
--	----------------------	-------------	----------------------	----------------

11.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

OR	11a. ORGANIZATION'S NAME				
	11b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (collateral):  
have the meanings given to them in the California Uniform Commercial Code, as amended or supplemented from time to time.

13. <input type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)	14. This FINANCING STATEMENT: <input type="checkbox"/> covers timber to be cut <input type="checkbox"/> covers as-extracted collateral <input type="checkbox"/> is filed as a fixture filing.
--	--

15. Name and address of RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):	16. Description of real estate:
---	---------------------------------

17. MISCELLANEOUS:

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### UCC FINANCING STATEMENT ADDITIONAL PARTY

**FOLLOW INSTRUCTIONS**

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; If line 1b was left blank because individual Debtor name did not fit, check here

OR	18a. ORGANIZATION'S NAME <b>B &amp; B FAMILY, INCORPORATED</b>	
	18b. INDIVIDUAL'S SURNAME	
	FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX

DOCUMENT NUMBER: 57836300002

IMAGE GENERATED ELECTRONICALLY FOR WEB FILING  
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME					
OR	19b. INDIVIDUAL'S SURNAME <b>RICHEY</b>		FIRST PERSONAL NAME <b>MARIANNE</b>	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
	19c. MAILING ADDRESS <b>19237 ESTANCIA WAY</b>		CITY <b>APPLE VALLEY</b>	STATE <b>CA</b>	POSTAL CODE <b>92308</b>

20. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

20a. ORGANIZATION'S NAME					
OR	20b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
	20c. MAILING ADDRESS		CITY	STATE	POSTAL CODE

21. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

21a. ORGANIZATION'S NAME					
OR	21b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
	21c. MAILING ADDRESS		CITY	STATE	POSTAL CODE

22.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME					
OR	22b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
	22c. MAILING ADDRESS		CITY	STATE	POSTAL CODE

23.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME					
OR	23b. INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
	23c. MAILING ADDRESS		CITY	STATE	POSTAL CODE

24. MISCELLANEOUS:

FILING OFFICE COPY

# Exhibit 6

Fill in this information to identify the case:

Debtor name B & B Family, Incorporated

United States Bankruptcy Court for the: CENTRAL DISTRICT OF CALIFORNIA

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

Check if this is an amended filing

# Official Form 206A/B

## Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

**Part 1: Cash and cash equivalents**

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

3.	Checking, savings, money market, or financial brokerage accounts (Identify all)	Type of account	Last 4 digits of account number	Current value of debtor's interest
3.1.	<u>US Bank</u>	<u>Platinum Business Checking Account</u>	<u>8684</u>	<u>\$600.00</u>
3.2.	<u>Bank of America</u>	<u>Business Advantage Checking Account</u>	<u>2274</u>	<u>\$18,000.00</u>
3.3.	<u>Bank of America</u>	<u>Business Advantage Checking Account</u>	<u>7937</u>	<u>\$3,000.00</u>

4. Other cash equivalents (Identify all)

5. Total of Part 1.

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$21,600.00

**Part 2: Deposits and Prepayments**

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits  
Description, including name of holder of deposit

7.1. Commercial Security Deposit \$12,937.50

Debtor **B & B Family, Incorporated** Case number (if known) \_\_\_\_\_  
 Name

8. **Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**  
 Description, including name of holder of prepayment

9. **Total of Part 2.**  
 Add lines 7 through 8. Copy the total to line 81.

<b>\$12,937.50</b>
--------------------

**Part 3: Accounts receivable**

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.
- Yes Fill in the information below.

**Part 4: Investments**

13. Does the debtor own any investments?

- No. Go to Part 5.
- Yes Fill in the information below.

**Part 5: Inventory, excluding agriculture assets**

18. Does the debtor own any inventory (excluding agriculture assets)?

- No. Go to Part 6.
- Yes Fill in the information below.

	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19.	Raw materials <u>Food</u>	<u>09/30/2016</u>	<u>\$14,382.39</u>	<u>Liquidation</u>	<u>\$0.00</u>
20.	Work in progress				
21.	Finished goods, including goods held for resale <u>Merchandise</u>	<u>09/30/2016</u>	<u>\$500.27</u>	<u>Liquidation</u>	<u>\$100.00</u>
22.	Other inventory or supplies <u>Beer</u>	<u>09/30/2016</u>	<u>\$5,978.28</u>	<u>Liquidation</u>	<u>\$1,000.00</u>
	<u>Liquor</u>	<u>09/30/2016</u>	<u>\$1,935.63</u>	<u>Liquidation</u>	<u>\$500.00</u>
	<u>Wine</u>	<u>09/30/2016</u>	<u>\$925.17</u>	<u>Liquidation</u>	<u>\$200.00</u>
	<u>Paper Products</u>	<u>09/30/2016</u>	<u>\$1,893.29</u>	<u>Liquidation</u>	<u>\$900.00</u>

23. **Total of Part 5.**  
 Add lines 19 through 22. Copy the total to line 84.

<b>\$2,700.00</b>
-------------------

24. **Is any of the property listed in Part 5 perishable?**  
 No

Debtor B & B Family, Incorporated Case number (if known) \_\_\_\_\_  
Name

Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

No

Yes. Book value 36000 Valuation method Liquidation Current Value 0

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

No

Yes

**Part 6:** Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

No. Go to Part 7.

Yes Fill in the information below.

**Part 7:** Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

No. Go to Part 8.

Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
40. Office fixtures (1) Dishwasher, (1) Bottle Cooler	\$2,000.00	Liquidation	\$900.00
Kitchen Wire Shelves	\$2,100.00	Liquidation	\$800.00
(1) 10 Product Silo Tower, (1) Custom Radius Drip Tray for Silo Tower with Waterjet Cut Insert, (1) Shadow Box Radius Silo Tower, (2) Wall mount stainless Towers w/ Drip Tray, (2) Shadow Box for 10 Product Direct Draw, (3) 275 CFM Blower, (30) Nipple Shank Assembly 2 3/4" x 1/4" Bore, (30) Standard Beer Faucets - Chrome w/ Brass Lever, (16) Secondary Regulator, (30) 3/8"x3/8" Wall Bracket, (1) Single Blender 25/75, (2) High Pressure CO2 Regulator, (1) High Pressure N2 Regulator, (100) SS Stepless Clamps-Oetikers 157, (100) SS Stepless Clamps-Oetikers 170, (15) Keg Couplers - D System Plated Brass Probe, (15) Keg Couplers - S System Plated Brass Probe, (24) Keg Dollies, (24) Keg Series Stacker, (6) Install Kit, (1) Walk In Cooler (Includes 2 compressor decks, 2 Coils, 6 view windows, 2 sets of sliders, cooler box, 2 doors), Shelving with 4 Shelves	\$16,833.92	Liquidation	\$2,000.00
41. Office equipment, including all computer equipment and communication systems equipment and software Furniture/Fixtures (4) Rectangular Tables, (4) Circular Tables, (16)	\$3,500.00	Liquidation	\$2,800.00

Debtor B & B Family, Incorporated Case number (if known) \_\_\_\_\_  
Name

**Chairs, (4) High Chairs, (16) Tables, (46) Bar  
Stools, (30) Chairs, (2) Benches, (10) Booths**

**Electronics**

**(25) Televisions, (2) Big Screen Projectors,  
Credit Card Machine, (1) Computer, (1) Printer,  
Cash Registers**

**\$13,000.00 Liquidation \$4,100.00**

**Sports Pictures**

**\$15,000.00 Liquidation \$10,000.00**

**Kitchen Appliances/Furniture**

**(1) Dough Machine, (1) Pizza Warmer, (1) Ice  
Machine, (8) Prep Tables, (1) Slicer, (1) 3-Door  
Freezer, (7) Refrigeration Units, (2) Stoves, (2)  
Fryers, (1) Single Door Freezer, (1) Soup  
Warmer, (1) Bread Warmer, (1) Salamander, (2)  
Microwaves**

**\$20,000.00 Liquidation \$6,215.00**

**(1) Locker, (1) Safe**

**\$500.00 Liquidation \$110.00**

**Dishware**

**Plates, Bowls, Cups, Silverware**

**\$1,599.71 Liquidation \$500.00**

42. **Collectibles** *Examples:* Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

**\$27,425.00**

44. **Is a depreciation schedule available for any of the property listed in Part 7?**

No

Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**

No

Yes

**Part 8: Machinery, equipment, and vehicles**

46. **Does the debtor own or lease any machinery, equipment, or vehicles?**

No. Go to Part 9.

Yes Fill in the information below.

**General description**

Include year, make, model, and identification numbers  
(i.e., VIN, HIN, or N-number)

**Net book value of  
debtor's interest**  
(Where available)

**Valuation method used  
for current value**

**Current value of  
debtor's interest**

47. **Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles**

47.1. **Toyota Scion**

**Vehicle is not own by Debtor; it is own  
by Randall Richey (Secretary)**

**Included in the interest of full disclosure**

**\$17,950.00 Liquidation \$0.00**

Debtor B & B Family, Incorporated Case number (if known) \_\_\_\_\_  
Name

48. **Watercraft, trailers, motors, and related accessories** *Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels*

49. **Aircraft and accessories**

50. **Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**

51. **Total of Part 8.** \$0.00  
Add lines 47 through 50. Copy the total to line 87.

52. **Is a depreciation schedule available for any of the property listed in Part 8?**  
 No  
 Yes

53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**  
 No  
 Yes

**Part 9: Real property**

54. **Does the debtor own or lease any real property?**

- No. Go to Part 10.  
 Yes Fill in the information below.

55. **Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property <small>Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available).</small>	Nature and extent of debtor's interest in property	Net book value of debtor's interest <small>(Where available)</small>	Valuation method used for current value	Current value of debtor's interest
55.1. <b>Commercial Lease</b> 19201 Bear Valley Road, Building D Apple Valley, CA 92308	Lessee	Unknown		Unknown
55.2. <b>Leasehold Improvements</b> 19201 Bear Valley Road, Building D Apple Valley, CA 92308	Lessee	\$277,338.28		\$0.00

56. **Total of Part 9.** \$0.00  
Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

57. **Is a depreciation schedule available for any of the property listed in Part 9?**  
 No  
 Yes

58. **Has any of the property listed in Part 9 been appraised by a professional within the last year?**

Debtor B & B Family, Incorporated  
Name \_\_\_\_\_ Case number (if known) \_\_\_\_\_

- No  
 Yes

**Part 10: Intangibles and intellectual property**

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.  
 Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets			
61. Internet domain names and websites			
62. Licenses, franchises, and royalties Alcoholic Beverage License issued by State of California Department of Alcoholic Beverage Control	Unknown	Comparable sales	\$25,000.00
Business License issued by Town of Apple Valley	Unknown	Comparable sales	\$0.00
63. Customer lists, mailing lists, or other compilations			
64. Other intangibles, or intellectual property Franchise	\$25,000.00	Comparable sales	\$25,000.00
65. Goodwill			
66. Total of Part 10. Add lines 60 through 65. Copy the total to line 89.			\$50,000.00
67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
68. Is there an amortization or other similar schedule available for any of the property listed in Part 10? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
69. Has any of the property listed in Part 10 been appraised by a professional within the last year? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			

**Part 11: All other assets**

70. Does the debtor own any other assets that have not yet been reported on this form?  
Include all interests in executory contracts and unexpired leases not previously reported on this form.

- No. Go to Part 12.  
 Yes Fill in the information below.



Debtor **B & B Family, Incorporated**  
Name

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

**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form  
Type of property

Current value of  
personal property

Current value of real  
property

80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1	\$21,600.00	
81. Deposits and prepayments. Copy line 9, Part 2.	\$12,937.50	
82. Accounts receivable. Copy line 12, Part 3.	\$0.00	
83. Investments. Copy line 17, Part 4.	\$0.00	
84. Inventory. Copy line 23, Part 5.	\$2,700.00	
85. Farming and fishing-related assets. Copy line 33, Part 6.	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	\$27,425.00	
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$0.00	
88. Real property. Copy line 56, Part 9.....>		\$0.00
89. Intangibles and intellectual property. Copy line 66, Part 10.	\$50,000.00	
90. All other assets. Copy line 78, Part 11.	+ \$0.00	
91. Total. Add lines 80 through 90 for each column	\$114,662.50	+ 91b. \$0.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$114,662.50

# Exhibit 7

# Cash Flow (3 months)

## OGGIS APPLE VALLEY

	Nov-16	Dec-16	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	Jul-17	Aug-17	Sep-17	Oct-17	Total Item EST
Cash on Hand (beginning of month)	0	0	23,675	44,534	59,626	59,626	59,626	59,626	59,626	59,626	59,626	59,626	0
<b>CASH RECEIPTS</b>													
Net Sales	207,000	217,000	215,000										
Loan/ other cash in)	0												
<b>TOTAL CASH RECEIPTS</b>	<b>0 207,000</b>	<b>216,000</b>	<b>215,000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Cash Available (before cash out)</b>	<b>0 207,000</b>	<b>239,675</b>	<b>259,634</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>0</b>
<b>CASH PAID OUT</b>													
Purchases Food	40,000	45,000	45,000										
Purchases Beer	9,600	10,560	9,900										
Liquor	1,489	1,638	1,689										
Wine	900	990	990										
Paper	3,740	4,114	4,400										
Merchandise	200	300	300										
Gross wages (exact withdrawal)	47,356	49,700	52,000										
Pay as you Go Workers Comp	4,527	4,950	4,950										
Payroll expenses (taxes, etc.)	21,654	22,730	22,730										
Repairs & maintenance	350	350	350										
Advertising	375	375	375										
Gas for Delivery	1,500	1,400	1,700										
Accounting & legal	1,000	1,000	1,000										
Equipment Rental	700	700	700										
Royalties	12,420	13,020	12,900										
Rent	14,878	14,878	14,878										
CAM	618	618	618										
Utilities	9,500	9,700	9,600										
Merchant Fees	4,600	4,900	4,800										
Service/Delivery/Fuel	100	100	100										
Other expenses Computer	918	918	918										
Restaurant Supplies	7,000	7,200	7,100										
Insurance			3,000										
Miscellaneous													
<b>SUBTOTAL</b>	<b>0 183,326</b>	<b>195,141</b>	<b>199,808</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>TOTAL CASH PAID OUT</b>	<b>0 183,326</b>	<b>195,141</b>	<b>199,808</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Cash Position (end of month)</b>	<b>0 23,675</b>	<b>44,534</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>59,626</b>	<b>0</b>

# Exhibit 8

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address <b>THE TUROCI FIRM</b> Todd Turoci, SBN 160059 Julie Philippi, SBN 166108 3845 Tenth St. Riverside CA 92501 T: 951-784-1678 F: 866-762-0618 mail@theturocifirm.com	FOR COURT USE ONLY
<input type="checkbox"/> Individual appearing without attorney <input checked="" type="checkbox"/> Attorney for: Debtor - in - Possession	

**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA - RIVERSIDE DIVISION**

In re:  B & B FAMILY, INCORPORATED,          Debtor(s).	CASE NO.: 6:16-BK-19993MH CHAPTER: 11  <div style="text-align: center;"><b>STATEMENT REGARDING CASH COLLATERAL OR DEBTOR IN POSSESSION FINANCING [FRBP 4001; LBR 4001-2]</b></div>  DATE: TIME: COURTROOM: 303 ADDRESS: US Bankruptcy Court 3420 Twelfth St Riverside CA 92501
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Secured party(ies): Comerica Bank; FC Partners, LP dba Pioneer Park, LLC; Oggi's Pizza & Brewing Company

The Debtor has requested the approval of either (1) a motion for use of cash collateral, or postpetition financing, or both, or (2) through a separately-filed motion, a stipulation providing for the use of cash collateral, or postpetition financing, or both. The proposed form of order on the motion or the stipulation contains the following provisions or findings of fact:

Disclosures Tracking FRBP 4001(c)(1)(B)(i) through (xi) and (d)(1)(B)	Page No.:	Line No. (if applicable)
<input type="checkbox"/> (i): "[A] grant of priority or a lien on property of the estate under § 364(c) or (d)"		
<input checked="" type="checkbox"/> (ii): "[T]he providing of adequate protection or priority for a claim that arose before the commencement of the case, including the granting of a lien on property of the estate to secure the claim, or the use of property of the estate or credit obtained under § 364 to make cash payments on account of the claim" <input type="checkbox"/> Cross-collateralization, <i>i.e.</i> , clauses that secure prepetition debt by postpetition assets in which the secured party would not otherwise have a security interest by virtue of its prepetition security agreement or applicable law <input type="checkbox"/> Roll-up, <i>i.e.</i> , provisions deeming prepetition debt to be postpetition debt or using postpetition loans from a prepetition secured party to pay part or all of that secured party's prepetition debt, other than as provided in § 552(b)		

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

<i>Continued from page 1</i>			
<input checked="" type="checkbox"/>	Grant a replacement lien in an amount in excess of the dollar amount of the lien on cash collateral as of the petition date	7	23-24
<input type="checkbox"/>	(iii): "[A] determination of the validity, enforceability, priority, or amount of a claim that arose before the commencement of the case, or of any lien securing the claim"		
<input type="checkbox"/>	(iv): "[A] waiver or modification of Code provisions or applicable rules relating to the automatic stay" <input type="checkbox"/> Automatic relief from the automatic stay upon occurrence of certain events.		
<input type="checkbox"/>	(v): "[A] waiver or modification of any entity's authority or right to file a plan, seek an extension of time in which the debtor has the exclusive right to file a plan, request the use of cash collateral under § 363(c), or request authority to obtain credit under § 364"		
<input type="checkbox"/>	(vi): "[T]he establishment of deadlines for filing a plan of reorganization, for approval of a disclosure statement, for a hearing on confirmation, or for entry of a confirmation order"		
<input type="checkbox"/>	(vii): "[A] waiver or modification of the applicability of nonbankruptcy law relating to the perfection of a lien on property of the estate, or on the foreclosure or other enforcement of the lien"		
<input type="checkbox"/>	(viii): "[A] release, waiver, or limitation on any claim or other cause of action belonging to the estate or the trustee, including any modification of the statute of limitations or other deadline to commence an action"		
<input type="checkbox"/>	(ix): "[T]he indemnification of any entity"		
<input type="checkbox"/>	(x): "[A] release, waiver, or limitation of any right under § 506(c)" <input type="checkbox"/> The granting of any lien on any claim or cause of action arising under § 506(c)		
<input type="checkbox"/>	(xi): "The granting of any lien on any claim or cause of action arising under §§ 544, 545, 547, 548, 549, 553(b), 723(a), or 724(a)"		
<b>Additional Disclosures Required by LBR 4001-2</b>		<b>Page No.:</b>	<b>Line No. (if applicable)</b>
<input type="checkbox"/>	With respect to a professional fee carve out, disparate treatment for professionals retained by a creditors' committee from that provided for the professionals retained by the debtor		
<input type="checkbox"/>	Pay down prepetition principal owed to a creditor		
<input type="checkbox"/>	Findings of fact on matters extraneous to the approval process		

11-16-16  
Date

Todd Turoci  
Printed Name



Signature

# Exhibit 9

1 THE TUROCI FIRM  
2 Todd Turoci (State Bar No. 160059)  
3 Julie Philippi (State Bar No. 166108)  
4 3845 Tenth Street  
5 Riverside, CA 92501  
6 888-332-8362 Telephone  
7 866-762-0618 Facsimile  
8 mail@theturocifirm.com

9 Attorney for Debtor-in-Possession

10 **UNITED STATES BANKRUPTCY COURT**  
11 **CENTRAL DISTRICT OF CALIFORNIA**  
12 **RIVERSIDE DIVISION**

13 In re:

14 B & B FAMILY, INCORPORATED,  
15 Debtor-in-Possession.

16 ) Chapter 11  
17 ) Case No. 6:16-bk-19993MH

18 ) **[PROPOSED] ORDER AUTHORIZING**  
19 ) **INTERIM USE OF CASH**  
20 ) **COLLATERAL**

21 ) **Hearing:**  
22 ) **DATE: TBD**  
23 ) **TIME:**  
24 ) **CTRM: 303, Third Floor**  
25 ) **US Bankruptcy Court**  
26 ) **3420 Twelfth St.**  
27 ) **Riverside, CA 92501**

28 The above-referenced matter having come on regularly for hearing on the date, at  
the time and in the courtroom above-referenced, with the parties being present as stated on  
the record, and the Court having considered the matter, and good cause appearing therefore,

IT IS HEREBY ORDERED AS FOLLOWS:

1. Debtor B & B Family, Incorporated is authorized to use cash collateral  
pursuant to its budget on an interim basis plus or minus 20% for any particular line item in



1 the budget and 15% in the aggregate through TBD. This authority is granted retroactive to  
2 the petition date of November 10, 2016.

3 2. Debtor is also authorized to “carry over” any unused amount to subsequent  
4 months when a particular expense may be paid for those expenses not paid on a monthly  
5 basis.

6  
7 3. Debtor is also authorized to use the cash collateral to pay the quarterly fees  
8 to the United States Trustee, any required fees to the Bankruptcy Court, and  
9 administrative expenses including professionals’ fees but only as approved by this Court.

10 4. Replacement liens are awarded to Comerica Bank, FC Partners dba Pioner  
11 Park, LLC, and Oggi’s Pizza & Brewing Company (“Oggi’s Corporate”).

12 5. A further hearing on this Motion shall be set for TBD.

13  
14 ###