

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF CALIFORNIA

Case number (if known)

Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

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

1. Debtor's name VINH PHAT SUPERMARKET, INC.

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

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

3. Debtor's federal Employer Identification Number (EIN) 68-0312938

4. Debtor's address Principal place of business

6105 Stockton Boulevard
Sacramento, CA 95824

Number, Street, City, State & ZIP Code

Sacramento
 County

Mailing address, if different from principal place of business

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **VINH PHAT SUPERMARKET, INC.**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

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

B. Check all that apply

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

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

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

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. Check all that apply:

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

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	When	Case number
District	When	Case number

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

- ☒ No
- ☐ Yes.

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

Debtor	Relationship
District	Case number, if known

Debtor **VINH PHAT SUPERMARKET, INC.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

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

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?**

Number, Street, City, State & ZIP Code _____

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

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

14. Estimated number of creditors☐ 1-49☒ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☒ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **VINH PHAT SUPERMARKET, INC.**
Name

Case number (if known)

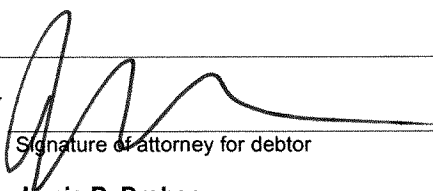
Request for Relief, Declaration, and Signatures**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

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

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

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

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

Executed on 6/14/16
MM/DD/YYYYX 
Signature of authorized representative of debtor**Eric Vong**
Printed nameTitle **Board Member/Authorized Individual****18. Signature of attorney**X 
Signature of attorney for debtorDate 06/14/2016
MM/DD/YYYY**Jamie P. Dreher**
Printed name**DOWNEY BRAND LLP**
Firm name**621 Capitol Mall, 18th Floor**
Sacramento, CA 95814
Number, Street, City, State & ZIP CodeContact phone **(916) 444-1000**Email address **jdreher@downeybrand.com****209380**
Bar number and State

Fill in this information to identify the case:

Debtor name **VINH PHAT SUPERMARKET, INC.**
 United States Bankruptcy Court for the: **EASTERN DISTRICT OF CALIFORNIA**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204

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

12/15

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

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
All Season Produce LLC 370 2nd St Oakland, CA 94607		Goods				\$13,152.00
Cal Valley Fruits and Produce 5771 Bellevue Ave Sacramento, CA 95820		Goods				\$80,657.00
California Edible Fungi Inc 24685 N Graham Rd Acampo, CA 95220		Goods				\$83,630.06
Chevalier International USA Inc 430 East Grand Avenue South San Francisco, CA 94080		Goods				\$22,163.55
D and T Foods Inc 1261 Martin Avenue Santa Clara, CA 95050		Goods				\$110,658.12
Evershing International Trading Inc 950 South 3rd Street San Jose, CA 95112		Goods				\$26,227.90
Fay Wong 6464 C Stockton Blvd Sacramento, CA 95823						\$115,172.31
Great River Food 14500 E Valley Blvd City of Industry, CA 91746		Goods				\$37,508.30

Debtor **VINH PHAT SUPERMARKET, INC.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Jims Wholesale Meats Inc 1471 Attebery Lane San Jose, CA 95131		Goods				\$17,432.16
Kam Lee Yuen Trading Company PO Box 1388 Millbrae, CA 94030		Goods				\$39,056.50
L and W Group Inc PO Box 14663 Fremont, CA 94539		Goods				\$15,121.55
Obaba Seafood Company 641 Brennan Street San Jose, CA 95131		Goods				\$57,143.08
Pacific American Fish Company Inc 5525 South Santa Fe Avenue Los Angeles, CA 90058		Goods				\$37,938.35
Roxy Trading Inc 389 N Humane Way Pomona, CA 91768		Goods				\$14,924.12
Sun Fat Trading Corporation 605 Vista Way Milpitas, CA 95035		Goods				\$17,944.35
Sunshining Produce 8685 Territorial Way Elk Grove, CA 95624		Goods				\$48,886.00
Tiao Peng Trading Inc 31760 Hayman Street Hayward, CA 94544-7934		Goods				\$103,154.95
Tong Enterprises Inc 23889 Connecticut Street Hayward, CA 94545		Goods				\$46,605.31
U S Trading Company 21118 Cabot Boulevard Hayward, CA 94545-1130		Goods				\$26,611.45

Debtor **VINH PHAT SUPERMARKET, INC.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Yosemite Meat Co Inc PO Box 580008 601 Zeff Road Modesto, CA 95358-0001		Goods				\$119,703.20

**ACTION BY UNANIMOUS WRITTEN CONSENT OF THE
DIRECTORS OF
VINH PHAT SUPERMARKET, INC.**

The undersigned, being all of the directors (the “Directors”) of Vinh Phat Supermarket, Inc., a California corporation (“Corporation”), acting pursuant to the California Corporations Code and the Corporation’s bylaws, hereby consent and adopt the following resolutions on behalf of the Corporation:

WHEREAS, in light of the Corporation’s current financial condition, the Directors have investigated, discussed, and considered the Corporation’s options for addressing its financial challenges, and after consultation with the Corporation’s advisors, have concluded that it is in the best interests of the Corporation, its creditors, employees, and other interested persons that a petition be filed by the Corporation seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”); and

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Directors of the Corporation, it is desirable and in the best interests of the Corporation, its creditors, employees, and other interested parties that a petition be filed by the Corporation seeking relief under the Bankruptcy Code (“Bankruptcy Matter”); and it is further

RESOLVED, that Board Member Eric Vong (also the general manager of the Supermarket) or any officer of the Corporation (collectively, the “Authorized Agents” and each an “Authorized Agent”), is hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and verify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of California at such time as said Authorized Agents executing the same shall determine; and it is further

RESOLVED, that any Authorized Agent, is hereby authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers and, in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors, liquidators, and other professionals, and to take and perform any and all further acts and deeds they deem necessary, proper or desirable arising from, relating to or in connection with the Bankruptcy Matter; and it is further

RESOLVED, that any Authorized Agent, is hereby authorized, empowered and directed, in the name and on behalf of the Corporation, to cause the Corporation to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such action as in the judgment of such director or officer shall be or become necessary, proper and desirable to effectuate an orderly liquidation of the Corporation’s assets; and it is further

RESOLVED, that the law firm of Downey Brand LLP shall be retained as counsel for the Corporation in the Chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that the retention of the law firm of Downey Brand LLP as general bankruptcy counsel to the Corporation, in connection with the commencement and maintaining of such proceedings and any other matters arising from, relating to or in connection with the Bankruptcy Matter, is hereby ratified, approved and confirmed in all respects; and it is further

RESOLVED, that each Authorized Agent is hereby authorized, directed and empowered, on behalf of and in the name of, the Corporation, as applicable, to retain and employ such attorneys, investment bankers, accountants, restructuring professionals, experts, advisors and other professionals to assist in connection with the Bankruptcy Matter on such terms as are deemed necessary, appropriate, or desirable; and it is further

RESOLVED, that the Authorized Agents be, and each hereby is, authorized, directed and empowered on behalf of, and in the name of, the Corporation, as applicable, to cause the Corporation to file such other authorized agreements, instruments, and documents as may be necessary, appropriate or desirable in connection with the Bankruptcy Matter and to make such authorized motions and other filings with the Bankruptcy Court, and do all other things, as may be or become necessary, appropriate, or desirable in connection with the Bankruptcy Matter; and it is further

RESOLVED, that any and all acts, actions, and transactions arising from, relating to or in connection with the Bankruptcy Matter done in the name of and on behalf of the Corporation, 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 Corporation 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 Board; and it is further

RESOLVED, that this Action by Unanimous Written Consent shall serve in lieu of a special meeting of the Directors of the Corporation and the undersigned hereby waive all requirements as to notice of a meeting; and it is further

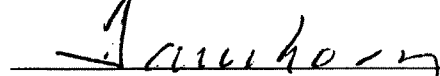
RESOLVED, that this Action by Unanimous Written Consent, may be executed by facsimile and/or one or more counterparts, each of which is, for all purposes deemed and original and all such counterparts taken together, constitute one and the same instrument.

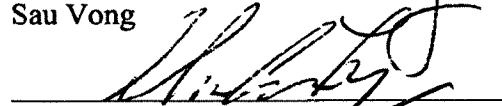
The undersigned, being all of the directors of Vinh Phat Supermarket, Inc., give their consent to and adopt the foregoing resolutions and actions effective of June 11, 2016.

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

DIRECTORS:


Suying Plaskett


Sau Vong


Chan Cam Ly


Eric Vong