

**United States Bankruptcy Court
Northern District of California**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Magnolia Brewing Company, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA Magnolia Pub & Brewery; DBA Smokestack; DBA McLean Breweries	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 45-2467258	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 1398 Haight St. San Francisco, CA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 94117	ZIP Code
County of Residence or of the Principal Place of Business: San Francisco	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
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Estimated Assets

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

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Magnolia Brewing Company, LLC
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
(Check any applicable box)

Debtor has been domiciled or has had a residence, 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.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Magnolia Brewing Company, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X  _____
Signature of Attorney for Debtor(s)

Ron Bender 143364
Printed Name of Attorney for Debtor(s)

Levene, Neale, Bender, Yoo & Brill LLP
Firm Name

**10250 Constellation Blvd.
Suite 1700
Los Angeles, CA 90067**

Address

(310) 229-1234

Telephone Number

November 25, 2015

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

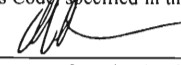
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X  _____
Signature of Authorized Individual

Dave McLean
Printed Name of Authorized Individual

Managing Member

Title of Authorized Individual

November 25, 2015

Date

United States Bankruptcy Court
Northern District of California

In re **Magnolia Brewing Company, LLC**

Debtor(s)

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Elisabeth & Robert Rix 118 Comstock Road Woodside, CA 94062	Betsy Rix Elisabeth & Robert Rix 118 Comstock Road Woodside, CA 94062 (650) 743-3401	Loan		625,000.00
Peter Watler & Daphne Feng 235 Berry St. #609 San Francisco, CA 94158	Peter Watler & Daphne Feng 235 Berry St. #609 San Francisco, CA 94158 (415) 235-1911	Loan		360,000.00
Scott Roberts 777 Buena Vista Ave. West San Francisco, CA 94117	Scott Roberts 777 Buena Vista Ave. West San Francisco, CA 94117 (415) 602-4865	Loan		250,000.00
David Reifsnnyder & Jeri Beltman 1246 King Drive El Cerrito, CA 94530	David Reifsnnyder & Jeri Beltman 1246 King Drive El Cerrito, CA 94530 (510) 237-8889	Loan		150,000.00
Nothing Something 1994 Hayes Street San Francisco, CA 94117	Kevin Landwehr Nothing Something 1994 Hayes Street San Francisco, CA 94117 (646) 221-9972	Trade services	Disputed	123,094.00
Thomas Skibo 30 Ashbury Ter San Francisco, CA 94117	Thomas Skibo 30 Ashbury Ter San Francisco, CA 94117 (415) 504-6773	Loan		100,000.00
Marc Snyder & Emilie Choi 555 4th St. #107 San Francisco, CA 94107	Marc Snyder & Emilie Choi 555 4th St. #107 San Francisco, CA 94107 (917) 749-7315	Loan		100,000.00
Eric Heath 1531 Spring Drive Wichita, KS 67208	Eric Heath 1531 Spring Drive Wichita, KS 67208 (415) 572-0088	Loan		100,000.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
LoanMe, Inc. 1900 S. State College Boulevard Suite 300 Anaheim, CA 92806	Jamil Albeitawi LoanMe, Inc. 1900 S. State College Boulevard Suite 300 Anaheim, CA 92806 949-535-7052	Loan		75,000.00
MaltHandling.com, LLC 6355 N. Broadway Suite 16 Chicago, IL 60660	Marc Marashi MaltHandling.com, LLC 6355 N. Broadway Suite 16 Chicago, IL 60660 773-888-7718	Trade		58,600.00
BiRite Attn: Judith Duppmann 123 S. Hill Drive Brisbane, CA 94005	Judith Duppmann BiRite Attn: Judith Duppmann 123 S. Hill Drive Brisbane, CA 94005 415-656-0187 ext 341	Trade		40,759.00
Pooja Ganesan 111 S. 15TH Street APT 1607 Philadelphia, PA 19102	Pooja Ganesan 111 S. 15TH Street APT 1607 Philadelphia, PA 19102 (207) 590-7555	Loan		30,000.00
Sangeetha Ganesan 2 Maplewood Circle Newark, DE 19711	Sangeetha Ganesan 2 Maplewood Circle Newark, DE 19711 (207) 590-7555	Loan		30,000.00
Alfa Laval, Inc. PO BOX 123227 Dallas, TX 75312-3227	Ashok Shrivastava Alfa Laval, Inc. PO BOX 123227 Dallas, TX 75312-3227 215 443 4293	Trade		28,688.00
Postcard Communications 58 Maiden Lane - 3rd Floor San Francisco, CA 94108	Olga Katsnelson Postcard Communications 58 Maiden Lane - 3rd Floor San Francisco, CA 94108 415-508-6727	Trade		25,798.00
Statco Engineering 7595 Reynolds Circle Huntington Beach, CA 92647	Kris Stover Statco Engineering 7595 Reynolds Circle Huntington Beach, CA 92647 714-375-6300	Trade		25,092.00
Brewers Supply Group PO Box 74769 Chicago, IL 60694-4769	VERONICA THOMSON Brewers Supply Group PO Box 74769 Chicago, IL 60694-4769 952-465-0576	Trade		19,431.00

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Country Malt, division of Great Western M 2488 Baumann Avenue San Lorenzo, CA 94580	Tara Carrol Country Malt, division of Great Western M 2488 Baumann Avenue San Lorenzo, CA 94580 360-905-3380	Trade		17,675.00
Branthill Holdings LLC 1824 Page Street San Francisco, CA 94117	Teddy Maufe Branthill Holdings LLC 1824 Page Street San Francisco, CA 94117 00 44 (0) 1328 71024	Trade		17,040.00
Asia International, Inc. 851 Burlway Rd Suite 306 Burlingame, CA 94010	Dianne Reyburn-Vigil Asia International, Inc. 851 Burlway Rd Suite 306 Burlingame, CA 94010 949-269-2331	Trade		14,584.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Managing Member of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date 11/25/2015

Signature _____

**Dave McLean
Managing Member**

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Northern District of California**

In re Magnolia Brewing Company, LLC

Debtor(s)

Case No. _____

Chapter 11

CREDITOR MATRIX COVER SHEET

I declare that the attached Creditor Mailing Matrix, consisting of 21 sheets, contains the correct, complete and current names and addresses of all priority, secured and unsecured creditors listed in debtor's filing and that this matrix conforms with the Clerk's promulgated requirements.

Date: November 25, 2015



Signature of Attorney

Ron Bender 143364
Levene, Neale, Bender, Yoo & Brill LLP
10250 Constellation Blvd.
Suite 1700
Los Angeles, CA 90067
(310) 229-1234

ACH CAPITAL LLC
AS AGENT FOR CAP CALL LLC
11 BROADWAY, SUITE 814
New York, NY 10004

Achadinha Cheese
750 Chileno Valley Road
Petaluma, CA 94952

Acme Bread
2730 9th St
Berkeley, CA 94710

Airgas
PO BOX 602792
Charlotte, NC 28260-2792

Alec Moss
819 Burns Court
Pacifica, CA 94044

Alfa Laval, Inc.
PO BOX 123227
Dallas, TX 75312-3227

Amato Architecture
1396 Park Avenue
Emeryville, CA 94608

American Industrial Center South, LLC
2345 Third Street
San Francisco, CA 94107

Amex
Box 0001
Los Angeles, CA 90096

Amy Margolis
35 Dearborn St.
San Francisco, CA 94110

Andrew Ahlers
1701 Jackson St. Apt. 709
San Francisco, CA 94109

Andrew and Emily Perito
1 Baker St. Apt. 2A
San Francisco, CA 94117

Andrew and Emily Wyckoff
218 Amicita Ave.
Mill Valley, CA 94941

Aramark
2680 Palumbo Drive
Lexington, KY 40509

ASCAP
21678 Network Place
Chicago, IL 60673-1216

ASI Administrative Solutions
PO BOX 5809
Fresno, CA 93755

Asia International, Inc.
851 Burlway Rd
Suite 306
Burlingame, CA 94010

Atlas Plumbing and Rooter, Inc.
3311 Mission Street
Unit 165
San Francisco, CA 94110

Auto-Chlor System
PO Box 882823
San Francisco, CA 94188

Bay Edge, Inc.
1456 Fourth Street
Berkeley, CA 94710

Bedrock Wine Co
PO BOX 1826
Sonoma, CA 95476

Belcampo
65 Webster St.
Oakland, CA 94607

Benjamin Barton
1551 Larimer St. #2701
Denver, CO 80202

Benton's Smoky Mountain Country Hams
2603 Highway 411 N
Madisonville, TN 37354

Bi-Rite Market
3639 18th St.
550 Divisadero St.
San Francisco, CA 94110

Biagio
857 Estabrook Street
San Leandro, CA 94577-3439

Bio-Cide International
2650 Venture Dr.
Norman, OK 73069

BiRite
Attn: Judith Duppmann
123 S. Hill Drive
Brisbane, CA 94005

Blue Bottle Coffee
300 Webster St
Oakland, CA 94607

BN Ranch
3151 Regatta Blvd
Richmond, CA 94804

Bodhi Restaurant LLC
497 Dolores St. #2
San Francisco, CA 94110

Brad Stephens
1896 Pacific Ave, #PH
San Francisco, CA 94109

Branthill Holdings LLC
1824 Page Street
San Francisco, CA 94117

Bret Okraski
4339 E Meadow Dr.
Phoenix, AZ 85032

Brewers Supply Group
PO Box 74769
Chicago, IL 60694-4769

Brian Ford
711 6th Street
Petaluma, CA 94952

Brian May
2408 Hale Drive
Burlingame, CA 94010

Bruce Tang
84 Whitney St.
San Francisco, CA 94131

Carl Edward Olsen
1388 Haight Street
San Francisco, CA 94117

Caroline Shin & Sean Pak
207 Beach Road
Belvedere, CA 94920

Celebrator Beer News
Po Box 844
Nevada City, CA 95959

Charles McDonald
894 Sunset Road
Winnetka, IL 60093

Chefs Warehouse
PO BOX 601154
Pasadena, CA 91189-1154

Chris Noe
2691 35th Ave.
San Francisco, CA 94116

Chris Olinger
404 SE 78th Ave.
Portland, OR 97215

Cleanscapes SF
2265 Revere Ave
San Francisco, CA 94124

Cooks Company Produce
1942 Jerrold Ave
San Francisco, CA 94124

CORPORATION SERVICE COMPANY,
AS REPRESENTATIVE
P.O. BOX 2576 UCCSPREP@CSCINFO.COM
Springfield, IL 62708

Country Malt, division of Great Western M
2488 Baumann Avenue
San Lorenzo, CA 94580

Ctuit, Inc.
773 San Marin Drive
Suite 2320
Novato, CA 94945

Dale P. Ashlock & Debra J. Holcomb
54 Lurline Street
San Francisco, CA 94122

Dark Star
1398 Haight Street
San Francisco, CA 94117

David and Elizabeth Jenson
1565 Sacramento St., Apt. 3
San Francisco, CA 94109

David McConnville
4 Anders Lane
Nashua, NH 03060

David Reifsnyder & Jeri Beltman
1246 King Drive
El Cerrito, CA 94530

Derek Parham
821 Folsom St. Apt. 214
San Francisco, CA 94107

Dermot Stratton
440 Webster St.
San Francisco, CA 94117

Devil's Gulch Ranch
PO BOX 557
Nicasio, CA 94946

DG Langley Farms
PO Box 557
Nicasio, CA 94946

Draft Publishing, LLC
600 University Street
Seattle, WA 98101

E.B. Gilmore & Sons
1325 Egbert Avenue
San Francisco, CA 94124

Eldorado Forklift Company
PO BOX 1163
San Carlos, CA 94070

Elisabeth & Robert Rix
118 Comstock Road
Woodside, CA 94062

EMPLOYMENT DEVELOPMENT DEPARTMENT
PO BOX 826880
Sacramento, CA 94280

Eric Heath
1531 Spring Drive
Wichita, KS 67208

Eric Pearson
1617 Anamor St.
Redwood City, CA 94061

Eric S. Heath
1531 Spring Drive
Wichita, KS 67208

Erich Ziegler
50 Southwood Dr.
San Francisco, CA 94112

FORA FINANCIAL WEST, LLC
242 W 36TH STREET
New York, NY 10018

Freightquote.com
1495 Paysphere Circle
Chicago, IL 60674

Gardienne des Vignes
PO BOX 5149
Napa, CA 94581

Georgopoulos & Economidis
235 Montgomery St.
San Francisco, CA 94104

Goodlight Natural Candles
3150 18th Street Mailbox #504
San Francisco, CA 94110

Green Air Supply, Inc.
216 Puyallup Ave
#111
Tacoma, WA 98421

Hobbs' Applewood Smoked Meats
2777 Yulupa Ave
Santa Rosa, CA 95405

Hog Island Oyster Company
Hwy 1 Box 829
Marshall, CA 94940

Hops-Meister
PO Box 586
Corte Madera, CA 94976

Huntlittlefield
2565 Third Street
San Francisco, CA 94107

Integrity Air Systems
3466 Arden Road
Hayward, CA 94540

Intelligent Window Cleaning
2184 Sutter St. #304
San Francisco, CA 94115

Invisible Sentinel
3711 Market Street
Philadelphia, PA 19104

IRS / OAKLAND
1301 CLAY ST., STE 1000 S
Oakland, CA 94612

IRS/OHIO
P.O. BOX 145595
Cincinnati, OH 45250

Jacob Farkas and Malia Francisco
337 Cypress Ave.
Sunnyvale, CA 94085

James Pilchik
30 Barry Road
Scarsdale, NY 10583

Jason Rodman Jr.
900 Minnesota St. #116
San Francisco, CA 94107

Jay Walsh
38A Delmar St.
San Francisco, CA 94117

Jen Ippolito
52 Church Street
New Paltz, NY 12561

John Hoesley
4117 N Hermitage
Chicago, IL 60613

John J. Meharg
738 Ashbury St.
San Francisco, CA 94117

Jon Rose
PO Box 1482
El Granada, CA 94018

Jonathan Levine
2700 N Racine Ave
Chicago, IL 60614

Josh Goldstein
48 Collins Street
San Francisco, CA 94118

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San Francisco, CA 94104

Le Sanctuaire LLC
1350 Reynolds #109-110
Irvine, CA 92614

Leadbetters Bake Shop, LLC
2565 3rd St
Suite 308
San Francisco, CA 94107

Light Soda
2291 Palou Ave.
San Francisco, CA 94124-1504

LoanMe, Inc.
1900 S. State College Boulevard
Suite 300
Anaheim, CA 92806

Malcolm McGinnis
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Suite 16
Chicago, IL 60660

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Marin Sun Farms
1522 Petaluma Blvd N.
Petaluma, CA 94952

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San Francisco, CA 94110

Michael Koenig
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Gibsonia, PA 15044

Michael Laurence
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San Francisco, CA 94117

Michael Oiinger
890 Girard St.
San Francisco, CA 94134

Michael Roberts
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San Francisco, CA 94110

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Dept CH 19573
Palatine, IL 60055-9573

Murphy Printing
424 Bryant St
San Francisco, CA 94107

Nancy Kong
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New York, NY 10038

Navarro Vineyards
Box 47
Philo, CA 95466

Nguyen Revita Urabe Partners, LLC
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San Francisco, CA 94107

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Nothing Something
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San Francisco, CA 94117

OBDC SMALL BUSINESS FINANCE
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Oakland, CA 94607

Off The Grid Services, LLC
Fort Mason Center
San Francisco, CA 94123

Orchestra Software
15220 NW Greenbrier Pkwy
Beaverton, OR 97006

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Paul Jasper
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Pestec
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Petaluma Farms
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Petaluma, CA 94952

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Storehouse, UK GL10 3UR

Peter Watler & Daphne Feng
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San Francisco, CA 94158

Pooja Ganesan
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APT 1607
Philadelphia, PA 19102

Postcard Communications
58 Maiden Lane - 3rd Floor
San Francisco, CA 94108

Regal Wine Company
PO BOX 2160
Windsor, CA 95492-2160

Reliable Plumbing Company
Po Box 885351
San Francisco, CA 94188

Richard Brewer-Hay
798 Elizabeth Street
San Francisco, CA 94114

Robert Evans
3778 20th Street
San Francisco, CA 94110

Roberts Hardware
1629 Haight Street
San Francisco, CA 94117

Roger Hanney & Associates
Po Box 60364
Sacramento, CA 95860

Royal Hawaiian Seafood
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S.S. Steiner Inc.
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Yakima, WA 98909-0009

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Sean Noonan
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Sean Olson
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San Francisco, CA 94109

Selerum, Inc.
618 S. 8th Street
Richmond, CA 94804

Seltzer Sisters
816 Charter St
Redwood City, CA 94063-3005

Service Experts
280 Frankfort St
Daly City, CA 94014

SF Made
926 Howard Street
San Francisco, CA 94103

Sight Glass
270 7th Street
San Francisco, CA 94103

Sonoma County Poultry
PO BOX 140
Penngrove, CA 94951-0140

Southern Wine & Spirits
PO BOX 742313
Los Angeles, CA 90074-2313

Spicery LLC
372 Bel Marin Keys Blvd
Novato, CA 94949

Statco Engineering
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Huntington Beach, CA 92647

Sutton Cellars
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San Francisco, CA 94115

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The Henry Wine Group
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San Francisco, CA 94104

The Other Brother
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San Francisco, CA 94118

Thomas Products-Kentucky
5674 Shepherdsville Rd
Louisville, KY 40228

Thomas Skibo
30 Ashbury Ter
San Francisco, CA 94117

Trimark Economy Restaurant Fixtures
1200 7th Street
San Francisco, CA 94107

Tyco Integrated Security
PO BOX 371967
Pittsburgh, PA 15250-7967

U.S. Pure Water Corp
20 Galli Drive
Novato, CA 94949

Uk Brewing Supplies
Po Box 5316
Lancaster, PA 17606

UNION BANK, N.A.
PO BOX 30115
Los Angeles, CA 90030

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1270 Nimitz Ave
Vallejo, CA 94592

V&C Foods
1736 Fitzgerald Ave
San Francisco, CA 94124

Vegiworks
2101 Jerrold Ave
San Francisco, CA 94124

Veritable Vegetable
1100 Cesar Chavez St
San Francisco, CA 94124-1214

White Labs
9495 Candida St
San Diego, CA 92126

Wine Warehouse
PO BOX 45616
San Francisco, CA 94145

YELLOWSTONE CAPITAL WEST LLC
25 DEERWOOD DRIVE
Buffalo, NY 14221

**RESOLUTIONS AUTHORIZING FILING OF CHAPTER 11 BANKRUPTCY
CASE AND RELATED MATTERS**

NOW THEREFORE, BE IT RESOLVED, that the Managing Member of Magnolia Brewing Company, LLC (the “**Company**”), after having considered the outstanding liabilities and assets of the Company, the Company’s inability to meet its debts as they become due, and the Company’s fiduciary duties to its creditors and equity holders and alternatives currently available to the Company, has determined that it is advisable and in the interests of the Company, its creditors and its equity holders to file a bankruptcy petition under Chapter 11 of the United States Bankruptcy Code;

RESOLVED FURTHER, that John Appel (the “**Responsible Party**”) and anyone designated by the Responsible Party, is hereby authorized to execute and cause to be filed a bankruptcy petition (and all related documents and papers) under Chapter 11 of the Bankruptcy Code to enable the Company to commence a Chapter 11 bankruptcy case;

RESOLVED FURTHER, that the Responsible Party is hereby authorized and directed, in the name of the Company, to employ the law firm of Levene, Neale, Bender, Yoo & Brill L.L.P. as bankruptcy counsel to the Company for purposes of filing the Chapter 11 bankruptcy petition and representing the Company in its Chapter 11 bankruptcy case;

RESOLVED FURTHER, that the Responsible Party is hereby authorized to employ, in the name of the Company, any other professionals to represent or assist the Company in connection with the Company’s Chapter 11 bankruptcy case that the Responsible Party deems to be in the best interests of the Company;

RESOLVED FURTHER, that the Responsible Party is hereby authorized and directed on behalf of and in the name of the Company to execute and file and to cause counsel to the Company to prepare with the assistance of the Company as appropriate all petitions, schedules, lists and other papers, documents and pleadings and to take any and all action which the Responsible Party deems necessary and proper in connection with the Company’s Chapter 11 bankruptcy case;

RESOLVED FURTHER, that the authority granted to the Responsible Party pursuant to the foregoing resolutions to cause the Company to take further actions in connection with the Company’s Chapter 11 bankruptcy case shall include, but not be limited to, seeking Bankruptcy Court approval for the Company to use cash collateral and/or to obtain post-bankruptcy financing and executing any agreements related to any of the foregoing; compensating employees; hiring and terminating employees; purchasing products or materials; selling products; entering into or continuing with agreements; collecting accounts receivable; negotiating with creditors, lenders, vendors, suppliers and landlords; assuming, assigning, or rejecting executory contracts and unexpired leases; renegotiating the terms of executory contracts and unexpired leases; signing new or amended contracts and leases; commencing and defending litigation involving the Company; marketing the Company’s assets for sale and consummating the sale of all or

substantially all of the Company's assets for the most money possible; and formulating, filing and seeking to confirm a plan of reorganization.

Dated: November 23, 2015



Dave McLean, Managing Member