

Fill in this information to identify your case:

United States Bankruptcy Court for the:
 DISTRICT OF MASSACHUSETTS

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 Bema Restaurant Corporation

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

3. Debtor's federal Employer Identification Number (EIN) 46-4080098

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>138 Brighton Avenue</u> <u>Allston, MA 02134</u> Number, Street, City, State & ZIP Code	_____ P.O. Box, Number, Street, City, State & ZIP Code
	<u>Suffolk</u> County	_____ 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 Bema Restaurant Corporation 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	<u>Sunset Partners, Inc.</u>	Relationship	<u>Affiliate</u>
District	<u>Massachusetts</u>	When	<u>6/07/17</u>
		Case number, if known	<u>17-12178</u>

Debtor **Bema Restaurant Corporation**
Name

Case number (if known)

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

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?
- No
 - Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention?** *(Check all that apply.)*
- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
 - It needs to be physically secured or protected from the weather.
 - It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
 - Other _____
- Where is the property?** _____
Number, Street, City, State & ZIP Code
- Is the property insured?**
- No
 - Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds *Check one:*
- Funds will be available for distribution to unsecured creditors.
 - After any administrative expenses are paid, no funds will be available to unsecured creditors.

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

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

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

Debtor **Bema Restaurant Corporation**
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.

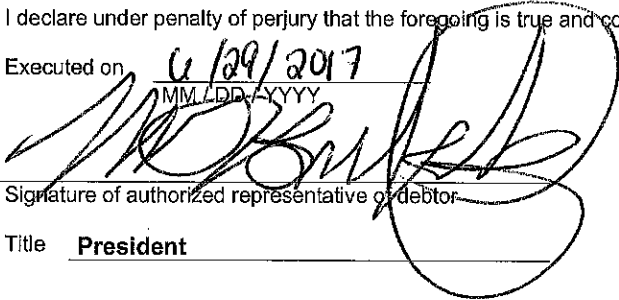
I have been authorized to file this petition on behalf of the debtor.

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 6/29/2017

MM/DD/YYYY

X 

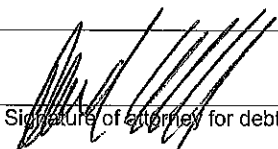
Signature of authorized representative of debtor

Marc Berkowitz

Printed name

Title **President**

18. Signature of attorney

X 

Signature of attorney for debtor

Date 6/29/2017

MM/DD/YYYY

David B. Madoff

Printed name

Madoff & Khoury LLP

Firm name

124 Washington Street, Suite 202

Foxborough, MA 02035

Number, Street, City, State & ZIP Code

Contact phone **508-543-0040**

Email address **alston@mandkllp.com**

552968

Bar number and State

UNANIMOUS CONSENT

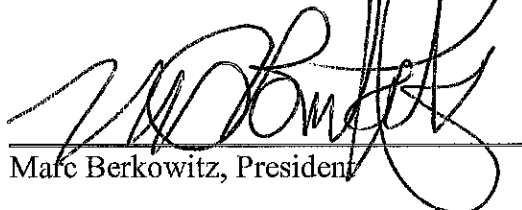
The undersigned President and sole shareholder of Bema Restaurant Corporation, a Massachusetts corporation (the "Company"), certifies that the Company, by unanimous consent pursuant to the Company's bylaws and the Corporation Law of the Commonwealth of Massachusetts, does hereby approve, consent to and take the following actions:

VOTED: That the Company seek relief under Chapter 11 of the Bankruptcy Code, and that the Marc Berkowitz, as President of the Company (the "Authorized Officer"), is hereby authorized (i) to prepare and file on behalf of the Company a petition for relief under Chapter 11 of the Bankruptcy Code, (ii) to execute on behalf of the Company such petition, schedules and statements as the Authorized Officer may deem necessary or appropriate in connection therewith, (iii) to take such steps on behalf of the Company as may be necessary or appropriate to the Company's bankruptcy case and (iv) to execute such further documents and do such further acts as the Authorized Officer may deem necessary or appropriate with respect to the foregoing, including the delegation of such foregoing authority to other officers and employees of the Company; the execution of any document or the doing of any act by the Authorized Officer in connection with such proceedings to be conclusively presumed to be authorized by this vote;

FURTHER
VOTED: That the law firm of Madoff & Khoury LLP be retained as counsel to represent the Company in all proceedings commenced under or resulting from these votes;

FURTHER
VOTED: That this written consent be filed in the minute book of the Company.

Dated: June 29, 2017



Marc Berkowitz, President

OFFICIAL FORM 7

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)

In re:)	
)	
BEMA RESTAURANT CORPORATION)	Chapter 11
Debtor.)	Case No.

DECLARATION RE: ELECTRONIC FILING

PART I – DECLARATION OF PETITIONER


We, David B. Madoff and Marc Berkowitz, hereby declare under penalty of perjury that all of the information contained in the:

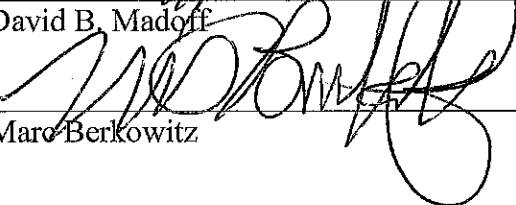
- Petition, List, Statement & Schedules
- Chapter 11 Plan
- Amended Plan
- Amended Schedules
- Application to Employ
- Affidavit/Signed Statement of Professional Person
- Corporate Vote
- Verified Complaint (Adversary)

filed electronically, is true and correct. We understand that this DECLARATION is to be filed with Clerk of Court electronically concurrently with the electronic filing of the Document. We understand that failure to file this DECLARATION may cause the Document to be struck and any request contained or relying thereon to be denied, without further notice.

We further understand that pursuant to the Massachusetts Electronic Filing Local Rule (MEFLR)8(a) all paper documents containing original signatures executed under the penalties of perjury and filed electronically with the Court are the property of the bankruptcy estate and shall be maintained by the authorized CM/ECF Registered User for a period of five (5) years after the closing of this case.

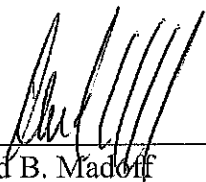
Dated: June 29, 2017

Signed: 
 David B. Madoff

Signed: 
 Marc Berkowitz

I certify that the affiant signed this form before I submitted the Documents, I gave the affiant a copy of the Documents and this DECLARATION, and I have followed all other electronic filing requirements currently established by local rule and standing order. This DECLARATION is based on all information of which I have knowledge and my signature below constitutes my certification of the foregoing under Fed. R. Bankr. P. 9011. I have reviewed and will comply with the provisions of MEFR 7.

Dated: June 29, 2017

Signed: 
David B. Madoff

Fill in this information to identify the case:

Debtor name Bema Restaurant Corporation

United States Bankruptcy Court for the: DISTRICT OF MASSACHUSETTS

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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

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

Declaration and signature

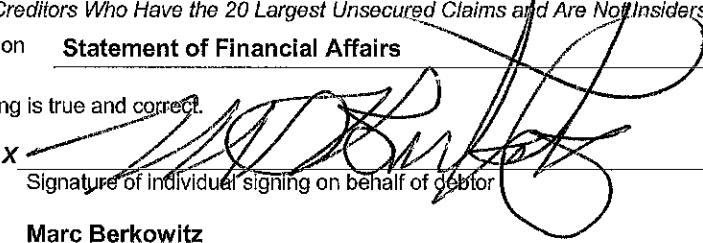
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

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

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

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

Executed on 6/29/17

x 

Signature of individual signing on behalf of debtor

Marc Berkowitz
Printed name

President
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Bema Restaurant Corporation**

United States Bankruptcy Court for the: **DISTRICT OF MASSACHUSETTS**

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
August A. Busch 440 Riverside Avenue Medford, MA 02155	314-256-6278 (fax)	Business Debt				\$4,074.08
Burke Distributing Corp. 89 Teed Drive Randolph, MA 02368	dotty@burkedist.com	Business Debt				\$8,460.00
Corporation Service Co./ Intria Ventures P.O. Box 2576 Springfield, IL 62708	uccsprep@cscinfo.com	All asset	Disputed	\$13,000.00	\$1,120,990.00	\$13,000.00
Eversource PO Box 660369 Dallas, TX 75266	781-441-3136 (fax)	Business Debt				\$10,500.00
Hamilton Realty Attn: Harold Brown 39 Brighton Avenue Allston, MA 02134	rangelo@thehamiltoncompany.com	Business Debt				\$65,015.64
Harold Brown 39 Brighton Avenue Allston, MA 02134	sreingold@saul.com	All asset		\$4,200,000.00	\$1,120,990.00	\$3,172,010.00
Horizon Beverage Company 45 Commerce Way Norton, MA 02766	info@horizonbeverage.com	Business Debt				\$10,288.94
M.S. Walker, Inc. 975 University Avenue Norwood, MA 02062	617-776-5808 (fax)	Business Debt				\$4,178.00
National Grid P.O. Box 11735 Newark, NJ 07101-4735	866-460-8549 (fax)	Business Debt				\$5,430.45
Northeast Cutlery 244 Ash Street Reading, MA 01867	northeastcutlery@gmail.com	Business Debt				\$350.00

Debtor **Bema Restaurant Corporation**
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		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
NStar 800 Boylston Street, Suite 1700 Boston, MA 02199	617-424-2431 (fax)	Business Debt				\$2,521.00
Retail Control Solutions 460 Hillside Avenue, Lower Level Needham Heights, MA 02494	info@rcs-usa.com	Business Debt				\$1,200.00
United Liquors 175 Campanelli Drive Braintree, MA 02184	jgraves@martignet ti.com	Business Debt				\$9,200.00

Fill in this information to identify the case:

Debtor name Bema Restaurant Corporation

United States Bankruptcy Court for the: DISTRICT OF MASSACHUSETTS

Case number (if known) _____

Check if this is an amended filing

**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ <u>0.00</u>
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ <u>1,120,990.00</u>
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ <u>1,120,990.00</u>

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ <u>4,338,000.00</u>
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ <u>0.00</u>
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ <u>121,218.11</u>
4. Total liabilities Lines 2 + 3a + 3b	\$ <u>4,459,218.11</u>

Fill in this information to identify the case:

Debtor name Bema Restaurant Corporation

United States Bankruptcy Court for the: DISTRICT OF MASSACHUSETTS

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
\$2,100.00

2. **Cash on hand**

3. **Checking, savings, money market, or financial brokerage accounts** (Identify all)
Name of institution (bank or brokerage firm) Type of account Last 4 digits of account number

3.1. **TD Bank** **checking** **\$0.00**

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.

\$2,100.00

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.

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?

Debtor **Bema Restaurant Corporation** Case number (If known) _____
Name

- 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				
20.	Work in progress				
21.	Finished goods, including goods held for resale				
22.	Other inventory or supplies Food and drink inventory		Unknown		\$35,000.00

23. Total of Part 5. \$35,000.00
 Add lines 19 through 22. Copy the total to line 84.

24. Is any of the property listed in Part 5 perishable?

- No
- 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 _____ Valuation method _____ Current Value _____

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			
41.	Office equipment, including all computer equipment and communication systems equipment and software			

Debtor **Bema Restaurant Corporation** Case number (If known) _____
 Name

Office equipment, computer and communication systems equipment, and software Unknown \$1,000.00

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. **\$1,000.00**

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	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	(Where available)		

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

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)**
Restaurant machinery, fixtures, and equipment Unknown \$687,890.00

51. **Total of Part 8.** Add lines 47 through 50. Copy the total to line 87. **\$687,890.00**

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.

Debtor **Bema Restaurant Corporation** Case number (if known) _____
 Name

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 Full liquor license	Unknown		\$395,000.00

63. Customer lists, mailing lists, or other compilations
 64. Other intangibles, or intellectual property
 65. Goodwill

66. **Total of Part 10.** **\$395,000.00**
 Add lines 60 through 65. Copy the total to line 89.

67. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107)?
 No
 Yes
68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**
 No
 Yes
69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**
 No
 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 **Bema Restaurant Corporation** Case number (if known) _____
 Name

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. <i>Copy line 5, Part 1</i>	<u>\$2,100.00</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$0.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$35,000.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$1,000.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$687,890.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$395,000.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$1,120,990.00</u>	+ 91b. <u>\$0.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$1,120,990.00</u>

Fill in this information to identify the case:

Debtor name Bema Restaurant Corporation

United States Bankruptcy Court for the: DISTRICT OF MASSACHUSETTS

Case number (if known) _____

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A	Column B
		Amount of claim	Value of collateral that supports this claim
		Do not deduct the value of collateral.	
<p>2.1</p> <p>Corporation Service Co./ Intria Ventures</p> <p>Creditor's Name</p> <p>P.O. Box 2576</p> <p>Springfield, IL 62708</p> <p>Creditor's mailing address</p> <p>uccsprep@cscinfo.com</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred</p> <p>1/5/2017</p> <p>Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.</p>	<p>Describe debtor's property that is subject to a lien</p> <p>All asset</p> <hr/> <p>Describe the lien</p> <p>UCC</p> <p>Is the creditor an insider or related party?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <hr/> <p>As of the petition filing date, the claim is:</p> <p>Check all that apply</p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input checked="" type="checkbox"/> Disputed</p>	<p>\$13,000.00</p>	<p>\$1,120,990.00</p>

<p>2.2</p> <p>Harold Brown</p> <p>Creditor's Name</p> <p>39 Brighton Avenue</p> <p>Allston, MA 02134</p> <p>Creditor's mailing address</p> <p>sreingold@saul.com</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred</p> <p>10/1/2015</p> <p>Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property?</p> <p><input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.</p>	<p>Describe debtor's property that is subject to a lien</p> <p>All asset</p> <hr/> <p>Describe the lien</p> <p>UCC</p> <p>Is the creditor an insider or related party?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <hr/> <p>As of the petition filing date, the claim is:</p> <p>Check all that apply</p>	<p>\$4,200,000.00</p>	<p>\$1,120,990.00</p>
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Debtor **Bema Restaurant Corporation** Case number (if know) _____
 Name _____

- No Contingent
 Yes. Specify each creditor, including this creditor and its relative priority. Unliquidated Disputed

2.3	Lenox-Martell Creditor's Name	Describe debtor's property that is subject to a lien Mix soda system, mixed gas generator, line cleaning system.	\$7,000.00	\$7,000.00
	89 Heath Street Boston, MA 02130 Creditor's mailing address	Describe the lien UCC		
	Creditor's email address, if known	Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
	Date debt was incurred 5/5/2014 Last 4 digits of account number	Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)		
	Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		

2.4	Massachusetts Department of Revenue Creditor's Name	Describe debtor's property that is subject to a lien Meals taxes	\$80,000.00	\$1,120,990.00
	Bankruptcy Unit P.O. Box 9564 Boston, MA 02114 Creditor's mailing address	Describe the lien		
	Creditor's email address, if known	Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
	Date debt was incurred Last 4 digits of account number	Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)		
	Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		

2.5	Rewards Network Establishments, Inc. Creditor's Name	Describe debtor's property that is subject to a lien All asset	\$13,000.00	\$1,120,990.00
	2 Riverside Plaza, Suite 950 Chicago, IL 60606 Creditor's mailing address	Describe the lien UCC		

Debtor **Bema Restaurant Corporation** Case number (if know) _____
Name

**incorporate@rewardsnetw
ork.com**

Creditor's email address, if known

**Date debt was incurred
4/29/2014**

Last 4 digits of account number

**Do multiple creditors have an
interest in the same property?**

- No
 Yes. Specify each creditor,
including this creditor and its relative
priority.

Is the creditor an insider or related party?

- No
 Yes

Is anyone else liable on this claim?

- No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

- Contingent
 Unliquidated
 Disputed

2.6 US Foods, Inc.

Creditor's Name

**222 Otrobando Avenue
Norwich, CT 06360**

Creditor's mailing address

847-720-2345 (fax)

Creditor's email address, if known

**Date debt was incurred
6/5/2014**

Last 4 digits of account number

**Do multiple creditors have an
interest in the same property?**

- No
 Yes. Specify each creditor,
including this creditor and its relative
priority.

Describe debtor's property that is subject to a lien

Inventory

\$25,000.00

\$25,000.00

Describe the lien

UCC

Is the creditor an insider or related party?

- No
 Yes

Is anyone else liable on this claim?

- No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

- Contingent
 Unliquidated
 Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

**\$4,338,000.0
0**

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

**On which line in Part 1 did
you enter the related creditor?**

**Last 4 digits of
account number for
this entity**

Fill in this information to identify the case:

Debtor name Bema Restaurant Corporation

United States Bankruptcy Court for the: DISTRICT OF MASSACHUSETTS

Case number (if known) _____

Check if this is an amended filing

Official Form 206E/F
Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
 Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim	
3.1	Nonpriority creditor's name and mailing address August A. Busch 440 Riverside Avenue Medford, MA 02155 Date(s) debt was incurred <u>Various</u> Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$4,074.08</u>
3.2	Nonpriority creditor's name and mailing address Burke Distributing Corp. 89 Teed Drive Randolph, MA 02368 Date(s) debt was incurred <u>Various</u> Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$8,460.00</u>
3.3	Nonpriority creditor's name and mailing address Eversource PO Box 660369 Dallas, TX 75266 Date(s) debt was incurred <u>Various</u> Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$10,500.00</u>
3.4	Nonpriority creditor's name and mailing address Hamilton Realty Attn: Harold Brown 39 Brighton Avenue Allston, MA 02134 Date(s) debt was incurred <u>Various</u> Last 4 digits of account number _	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Business Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<u>\$65,015.64</u>

Debtor Bema Restaurant Corporation Case number (if known) _____
Name

3.5 Nonpriority creditor's name and mailing address **Horizon Beverage Company** **45 Commerce Way** **Norton, MA 02766** **As of the petition filing date, the claim is:** *Check all that apply.* **\$10,288.94**
 Contingent
 Unliquidated
 Disputed
 Date(s) debt was incurred Various **Basis for the claim:** Business Debt
 Last 4 digits of account number _____ Is the claim subject to offset? No Yes

3.6 Nonpriority creditor's name and mailing address **M.S. Walker, Inc.** **975 University Avenue** **Norwood, MA 02062** **As of the petition filing date, the claim is:** *Check all that apply.* **\$4,178.00**
 Contingent
 Unliquidated
 Disputed
 Date(s) debt was incurred Various **Basis for the claim:** Business Debt
 Last 4 digits of account number _____ Is the claim subject to offset? No Yes

3.7 Nonpriority creditor's name and mailing address **National Grid** **P.O. Box 11735** **Newark, NJ 07101-4735** **As of the petition filing date, the claim is:** *Check all that apply.* **\$5,430.45**
 Contingent
 Unliquidated
 Disputed
 Date(s) debt was incurred Various **Basis for the claim:** Business Debt
 Last 4 digits of account number _____ Is the claim subject to offset? No Yes

3.8 Nonpriority creditor's name and mailing address **Northeast Cutlery** **244 Ash Street** **Reading, MA 01867** **As of the petition filing date, the claim is:** *Check all that apply.* **\$350.00**
 Contingent
 Unliquidated
 Disputed
 Date(s) debt was incurred Various **Basis for the claim:** Business Debt
 Last 4 digits of account number _____ Is the claim subject to offset? No Yes

3.9 Nonpriority creditor's name and mailing address **NStar** **800 Boylston Street, Suite 1700** **Boston, MA 02199** **As of the petition filing date, the claim is:** *Check all that apply.* **\$2,521.00**
 Contingent
 Unliquidated
 Disputed
 Date(s) debt was incurred Various **Basis for the claim:** Business Debt
 Last 4 digits of account number _____ Is the claim subject to offset? No Yes

3.10 Nonpriority creditor's name and mailing address **Retail Control Solutions** **460 Hillside Avenue, Lower Level** **Needham Heights, MA 02494** **As of the petition filing date, the claim is:** *Check all that apply.* **\$1,200.00**
 Contingent
 Unliquidated
 Disputed
 Date(s) debt was incurred Various **Basis for the claim:** Business Debt
 Last 4 digits of account number _____ Is the claim subject to offset? No Yes

3.11 Nonpriority creditor's name and mailing address **United Liquors** **175 Campanelli Drive** **Braintree, MA 02184** **As of the petition filing date, the claim is:** *Check all that apply.* **\$9,200.00**
 Contingent
 Unliquidated
 Disputed
 Date(s) debt was incurred Various **Basis for the claim:** Business Debt
 Last 4 digits of account number _____ Is the claim subject to offset? No Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Debtor **Bema Restaurant Corporation** Case number (if known) _____
Name

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

		Total of claim amounts
5a.	\$	0.00
5b.	+ \$	121,218.11
5c.	\$	121,218.11

Fill in this information to identify the case:

Debtor name Bema Restaurant Corporation

United States Bankruptcy Court for the: DISTRICT OF MASSACHUSETTS

Case number (if known) _____

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* *Property*
(Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest **Commercial real estate lease**

State the term remaining

List the contract number of any government contract _____

**Hamilton Realty
39 Brighton Avenue
Allston, MA 02134**

Fill in this information to identify the case:

Debtor name Bema Restaurant Corporation

United States Bankruptcy Court for the: DISTRICT OF MASSACHUSETTS

Case number (if known) _____

Check if this is an amended filing

**Official Form 206H
Schedule H: Your Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
 Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name

Mailing Address

Name

Check all schedules that apply:

2.1 **Sunset Partners, Inc.**

**130 Brighton Avenue
Allston, MA 02134
Co-debtor on various debts; Chapter 11 debtor**

- D _____
 E/F _____
 G _____

**United States Bankruptcy Court
District of Massachusetts**

In re **Bema Restaurant Corporation**

Debtor(s)

Case No.

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
--	----------------	----------------------	------------------

Marc Berkowitz 150 Brookline Avenue, #206 Boston, MA 02215		100%	
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **June 29, 2017**

Signature **/s/ Marc Berkowitz
Marc Berkowitz**

*Penalty for making a false statement of 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
District of Massachusetts**

In re **Bema Restaurant Corporation** Debtor(s) Case No. _____
Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **June 29, 2017**

/s/ Marc Berkowitz
Marc Berkowitz/President
Signer/Title

August A. Busch
440 Riverside Avenue
Medford, MA 02155

Burke Distributing Corp.
89 Teed Drive
Randolph, MA 02368

Corporation Service Co./ Intria Ventures
P.O. Box 2576
Springfield, IL 62708

Eversource
PO Box 660369
Dallas, TX 75266

Hamilton Realty
Attn: Harold Brown
39 Brighton Avenue
Allston, MA 02134

Hamilton Realty
39 Brighton Avenue
Allston, MA 02134

Harold Brown
39 Brighton Avenue
Allston, MA 02134

Horizon Beverage Company
45 Commerce Way
Norton, MA 02766

Lenox-Martell
89 Heath Street
Boston, MA 02130

M.S. Walker, Inc.
975 University Avenue
Norwood, MA 02062

Massachusetts Department of Revenue
Bankruptcy Unit
P.O. Box 9564
Boston, MA 02114

National Grid
P.O. Box 11735
Newark, NJ 07101-4735

Northeast Cutlery
244 Ash Street
Reading, MA 01867

NStar
800 Boylston Street, Suite 1700
Boston, MA 02199

Retail Control Solutions
460 Hillside Avenue, Lower Level
Needham Heights, MA 02494

Rewards Network Establishments, Inc.
2 Riverside Plaza, Suite 950
Chicago, IL 60606

Sunset Partners, Inc.
130 Brighton Avenue
Allston, MA 02134

United Liquors
175 Campanelli Drive
Braintree, MA 02184

US Foods, Inc.
222 Otrobando Avenue
Norwich, CT 06360