

**United States Bankruptcy Court
Eastern District of Michigan**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Macomb Entertainment Group, Inc.	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):	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) 46-1704221	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): 31North Walnut Street Mount Clemens, MI ZIP Code 48043	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Macomb	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): 450 W Fourth St Royal Oak, MI ZIP Code 48067	Mailing Address of Joint Debtor (if different from street address): 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 checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input 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 <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> 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 checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input 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	
Estimated Assets <input checked="" 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 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	
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 checked="" type="checkbox"/> \$500,001 to \$1 million <input 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	

THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Macomb Entertainment Group, Inc.</p>
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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):

Macomb Entertainment Group, Inc.

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 /s/ Charles D. Bullock
Signature of Attorney for Debtor(s)

Charles D. Bullock P55550 cbullock@sbplclaw.com
Printed Name of Attorney for Debtor(s)

Stevenson & Bullock, P.L.C.
Firm Name

26100 American Drive
Suite 500
Southfield, MI 48034

Address

(248)354-7906 Fax: (248)354-7907
Telephone Number

March 10, 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 /s/ Marc G. Beginin
Signature of Authorized Individual

Marc G. Beginin
Printed Name of Authorized Individual

Authorized Shareholder
Title of Authorized Individual

March 10, 2015
Date

**RESOLUTION OF THE
BOARD OF DIRECTORS, OFFICERS AND SHAREHOLDERS OF
MACOMB ENTERTAINMENT GROUP, INC.**

Macomb Entertainment Group, Inc. a Michigan corporation (the “Company”), hereby certifies that the following is a true and correct copy of resolutions duly adopted at a meeting of the board of directors, officers and shareholders of the Company on March 10, 2015, in accordance with the requirements of applicable Michigan law and the said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof.

RESOLVED, that in the judgment of the board of directors, officers and shareholders, it is desirable and in the best interest of the Company that the Company commence a Chapter 11 bankruptcy case by filing voluntary petition under the provisions of Chapter 11 of Title 11, United States Code (the “Bankruptcy Code”); and

RESOLVED, that Marc Beginin is hereby authorized and empowered on behalf of, and in the name of the Company to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Michigan at any such time as he shall determine (“Bankruptcy Case”) and is authorized to take all actions that he deems necessary and appropriate in the Bankruptcy Case; and

RESOLVED, that Marc Beginin will continue to be authorized and empowered on behalf of the Company until Company receives an order from the United States Bankruptcy Court replacing Marc Beginin and approving the employment of Alex Calderone as Chief Restructuring Officer (or some other similar position), or some other qualified person in such role. Marc Beginin and/or his authorized replacement (i.e., Chief Restructuring Officer) shall hereafter be referred to as the “Responsible Person.”

RESOLVED that the Responsible Person is hereby authorized and empowered on behalf of, and in the name of the Company to retain and employ other employees, attorneys, investment professionals, accountants, restructuring professionals, financial advisors, and other professionals to assist in the Company’s Chapter 11 case on such terms as are deemed necessary, proper and desirable; and

RESOLVED, that the Responsible Person be and hereby is, authorized and empowered to act as the responsible person for the Company during the Bankruptcy Case (both in and out of Court) and to cause the Company to enter into, execute, deliver, certify, file, record, and perform such agreements, instruments, petitions, applications, motions, plans, disclosure statements, affidavits, applications for approvals or rulings of courts, governmental or regulatory authorities, certificates or other documents, and to take such other actions, as in the judgment of such officer shall be necessary, proper and desirable to prosecute to a successful completion the Company’s Chapter 11 case, and to carry out and put into effect the purposes of the foregoing resolutions consistent with the

Bankruptcy Code, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and

RESOLVED, that Charles D. Bullock and the law firm of Stevenson & Bullock, PLC be and it hereby is, employed as attorneys for the Company for the Bankruptcy Case; and

RESOLVED, that Alex Calderone of the Calderone Advisory Group be and is hereby allowed to be employed as the Chief Restricting Officer (or some other similar position) for the Company; and

RESOLVED, that Kevin Berry of the Calderone Advisory Group be and is hereby allowed to be employed as the Chief Financial Officer (or some other similar position) for the Company for the Bankruptcy Case; and

RESOLVED, that the Company consents to common and concurrent representation/employment (both in and out of bankruptcy) by Charles D. Bullock and the law firm of Stevenson & Bullock, PLC, Alex Calderone, and/or Kevin Berry of the Company, Emerald Entertainment Group, Inc., Macomb Development Group, LLC, and M&W Holdings, LLC; and

RESOLVED, that any and all past actions heretofore taken by any directors, officers, and shareholders of the Company in the name of and on behalf of the Company in the furtherance of any or all of the preceding resolutions be, and the same hereby are ratified, approved, and adopted.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th Day of March, 2015.

MACOMB ENTERTAINMENT GROUP INC.

By: /s/ Marc Beginin

Marc Beginin

Its: Director, Shareholder and Officer

By: /s/ Waleed Mona

Waleed Mona

Its: Director, Shareholder and Officer

**United States Bankruptcy Court
Eastern District of Michigan**

In re Macomb Entertainment Group, Inc.
Debtor

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 G. Beginin 2023 Hazel Street Birmingham, MI 48009	Equity	50%	Units
Waleed Mona 6488 Academy Washington, MI 48094	Equity	50%	Units

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Authorized Shareholder 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 March 10, 2015

Signature /s/ Marc G. Beginin

**Marc G. Beginin
Authorized Shareholder**

*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
Eastern District of Michigan**

In re Macomb Entertainment Group, Inc. Debtor(s) Case No. _____
Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the Authorized Shareholder 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: March 10, 2015

/s/ Marc G. Beginin
Marc G. Beginin/Authorized Shareholder
Signer/Title

Caixa Preta, LLC
c/o Douglas C. Bernstein
38505 Woodward Ave., Suite 2000
Bloomfield Hills, MI 48304

City of Mount Clemens
Attn: Treasurer (Tax Collector)
One Crocker Blvd.
Mount Clemens, MI 48043

Consumers Energy
Lansing, MI 48937-0001

Domestic Uniform Rental
c/o Bradley D. Gorman
838 W. Long Lake Road, Suite 100
Bloomfield Hills, MI 48302

DTE
PO Box 740786
Cincinnati, OH 45274-0786

Environmental Air & Control Systems, Inc
37309 Emery
Clinton Township, MI 48036

Fakhouri & Associates, P.C.
Attn: Nawal Zqaihi
27041 Southfield Road, Suite 201
Southfield, MI 48076

Fedor Federov
c/o Shady Abulhassan
Abulhassan & Associates, P.C.
2184 N. Beech Daly Rd., Suite 2
Dearborn Heights, MI 48127

GrafX ADM
51322 Scarlet Court
Chesterfield, MI 48047

Gratiot Manchester Development, LLC
c/o Gary A. Fish, Resident Agent
40680 Garfield, Suite 1A
Clinton Township, MI 48038

Gratiot Manchester Development, LLC
c/o Joseph W. Thomas
Driggers, Schultz & Herbst
2600 W. Big Beaver Road, #550
Troy, MI 48084

Latinis Fakhouri, PLC
Attn: Adel Tawfiq Fakhouri
26300 Telegraph Rd., Suite 102
Southfield, MI 48033-2488

Lee Contracting, Inc.
631 Cesar E. Chavez Ave.
Pontiac, MI 48342

Macomb County
Treasurer's Office
Ted B. Wahby Treasurer
1 South Main St. 2nd Floor
Mount Clemens, MI 48043

Marc G. Beginin
2023 Hazel Street
Birmingham, MI 48009

O'Reilly Rancilio
c/o James J. Sarconi
12900 Hall Road, Suite 350
Sterling Heights, MI 48313

Paul L. Nine, Receiver
Paul L. Nine & Associates, P.C.
100 W. Long Lake Road, Suite 102
Bloomfield Hills, MI 48304

Revere High Yield Fund, LP
c/o Douglas C. Bernstein
Plunkett Cooney
38505 Woodward Avenue, Suite 2000
Bloomfield Hills, MI 48304

Waleed Mona
6488 Academy
Washington, MI 48094