

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF OHIO

Case number (if known): \_\_\_\_\_ Chapter 11

Check if this is 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 the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name BRIAR HILL FOODS, LLC

2. All other names debtor used in the last 8 years THORNE'S NEIGHBORHOOD MARKET; THORNE'S MARKETS 752/753/754; THORNE'S IGA  
Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 3 4 - 1 3 8 2 2 1 3

4. Debtor's address

<b>Principal place of business</b>	<b>Mailing address, if different from principal place of business</b>
653 S. UNION AVENUE ALLIANCE, OH 44601	PO BOX 619 SALEM, OH 44460-0619

<b>Location of principal assets, if different from principal place of business</b>	
<u>STARK COUNTY</u> County	501 W. MAIN STREET CARROLLTON, OH 44615

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

BRIAR HILL FOODS, LLC  
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.naics.com/search/>.

4 4 5 1

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. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

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

No

Yes. Debtor SEE ATTACHED LIST Relationship AFFILIATE

District NORTHERN DISTRICT OF OHIO When \_\_\_\_\_  
MM / DD / YYYY

Case number, if known \_\_\_\_\_

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

**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?

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 for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |   |  |  |
|---|--|--|
| <input 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"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input checked="" 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 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 BRIAR HILL FOODS, LLC  
Name

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

16. Estimated liabilities
- |  |   |  |
|--|---|--|
| <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 checked="" 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        |

**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 8/25/17  
MM / DD / YYYY

*[Signature]*  
Signature of authorized representative of debtor

William T Thorne  
Printed name

Title MANAGING MEMBER

**18. Signature of attorney**

*[Signature]*  
Signature of attorney for debtor

Date 8/25/17  
MM / DD / YYYY

MARC B. MERKLIN  
BROUSE MCDOWELL, LPA  
388 S. MAIN STREET, SUITE 500  
AKRON, OH 44311

330-535-5711  
Contact phone

MMERKLIN@BROUSE.COM  
Email address

0018195  
Bar number

OH  
State

KATE M. BRADLEY  
BROUSE MCDOWELL, LPA  
388 S. MAIN STREET, SUITE 500  
AKRON, OH 44311

330-535-5711  
Contact phone

KBRADLEY@BROUSE.COM  
Email address

0074206  
Bar number

OH  
State

Voluntary Petition for Non-Individuals Filing for Bankruptcy

ADDENDUM TO PETITION

QUESTION NO. 10 – PENDING BANKRUPTCY CASES

CASES FILED IN: NORTHERN DISTRICT OF OHIO, EASTERN DIVISION

In re:	)	Chapter 11
	)	
Briar Hill Foods, LLC	)	Case No. 17-
	)	
Debtor.	)	
_____	)	
In re:	)	Chapter 11
	)	
Bias Realty, Ltd.	)	Case No. 17-
	)	
Debtor.	)	
_____	)	
In re:	)	Chapter 11
	)	
Jack Coffy, LLC	)	Case No. 17-
	)	
Debtor.	)	
_____	)	
In re:	)	Chapter 11
	)	
CPW Properties, Ltd.	)	Case No. 17-
	)	
Debtor.	)	
_____	)	
In re:	)	Chapter 11
	)	
Thorne Management, Inc.	)	Case No. 17-
	)	
Debtor.	)	
_____	)	

**Fill in this information to identify the case:**

Debtor name BRIAR HILL FOODS, LLC  
 United States Bankruptcy Court for the: NORTHERN DISTRICT OF OHIO  
 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 the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	MCANENY BROTHERS, INC. 470 INDUSTRIAL PARK RD EBENSBURG, PA 15931-4114		ACCOUNTS PAYABLE				1,467,892.72
2	PEPSIAMERICAS, INC. 75 REMITTANCE DR SUITE 1884 CHICAGO, IL 60675-1884		ACCOUNTS PAYABLE				649,425.18
3	UNITED DIARY - MARTINS FERRY OH 28256 NETWORK PLACE CHICAGO, IL 60673-1282		ACCOUNTS PAYABLE				394,381.53
4	LIPARI FOODS PO BOX 718 WARREN, MI 48090-0718		ACCOUNTS PAYABLE				243,655.29
5	OHIO EDISON PO BOX 3687 AKRON, OH 44309-3687		UTILITIES				194,160.95
6	AMERICAN ELECTRIC POWER PO BOX 24002 CANTON, OH 44710-4002		UTILITIES				182,095.00
7	NICKLES BAKERY PO BOX 30 NAVARRE, OH 44662-0030		ACCOUNTS PAYABLE				176,581.08
8	FRITO LAY, INC. 75 REMITTANCE DR SUITE 1217 CHICAGO, IL 60675-1217		ACCOUNTS PAYABLE				173,513.87

Debtor BRIAR HILL FOODS, LLC  
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 the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
9	COCA-COLA BOTTLING CO. 135 S. LASALLE DEPT 2329 CHICAGO, IL 60674-2329		ACCOUNTS PAYABLE				161,868.77
10	LEWISTOWN PAPER CO. 335 W. FREEDOM AVE BURNHAM, PA 17009		ACCOUNTS PAYABLE				137,615.25
11	SEVEN-UP COLUMBUS 25160 NETWORK PLACE CHICAGO, IL 60673-1251		ACCOUNTS PAYABLE				122,545.19
12	DIX COMMUNICATIONS PO BOX 719 WOOSTER, OH 44691		ACCOUNTS PAYABLE				100,509.97
13	VIKING REFRIGERATION JAMES F. HIBLER CO. DBA VIKING REFRIGERATION 15145 LORAIN AVE CLEVELAND, OH 44111		ACCOUNTS PAYABLE				100,226.98
14	3 RIVERS ICE CREAM SERVICE LOCKBOX OPERATIONS #536279 307 23RD ST. EXTENSION, STE 950 PITTSBURGH, PA 15215		ACCOUNTS PAYABLE				76,197.09
15	MONDELEZ GLOBAL, LLC PO BOX 70064 CHICAGO, IL 60673-0064		ACCOUNTS PAYABLE				63,381.23
16	UTZ QUALITY FOODS, INC. 900 HIGH ST HANOVER, PA 17331		ACCOUNTS PAYABLE				61,962.23
17	BIMBO/GEO.WESTON PO BOX 643544 PITTSBURGH, PA 15264		ACCOUNTS PAYABLE				51,464.60
18	DINANCY L. PAPE 446 MCNALLY COURT ALLIANCE, OH 44601		ACCOUNTS PAYABLE				37,230.50

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims

# UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF OHIO

Debtor BRIAR HILL FOODS, LLC  
Name

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

## LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Fed. R. Bank. P. 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 Shares or Securities	Kind of Interest
THE THORNE GROUP, LLC 1440 FRANKLIN AVE SALEM, OH 44460	EQUITY	100	MEMBERSHIP

LIST OF EQUITY SECURITY HOLDERS



# UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF OHIO

Debtor BRIAR HILL FOODS, LLC  
Name

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

## CORPORATE OWNERSHIP STATEMENT

1

Name and last known address or place  
of business of holder  
THE THORNE GROUP, LLC  
  
1440 FRANKLIN AVE  
SALEM, OH 44460

Number of Shares or  
Securities  
  
100

CORPORATE OWNERSHIP STATEMENT

**ACTION BY WRITTEN CONSENT OF THE  
SOLE MEMBER OF BRIAR HILL FOODS, LLC**

The undersigned, being the Sole Member of Briar Hill Foods, LLC, an Ohio limited liability company (the "Company"), does hereby take and adopt the following actions by its written consent without a meeting, effective as of August 24, 2017:

RESOLVED, that in the judgment of the Sole Member, it is in the best interest of the Company that the Company commence a chapter 11 case by filing a voluntary petition seeking reorganization of its business, financial and other affairs under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); and

RESOLVED, that William T. Thorne of the Company be and 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 and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Ohio (the "Bankruptcy Court") at such time as said authorized officer executing the same shall determine; and

RESOLVED, that the appropriate officers of the Company be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Company to execute and file all petitions, schedules, lists, and other papers and to take any and all actions that any of the authorized officers may deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of the case; and

RESOLVED, that the law firm of Brouse McDowell, LPA shall continue to be employed as attorneys for the Company; and

RESOLVED, that the appropriate officers be, and hereby are, authorized and empowered on behalf of, and in the name of the Company to retain and employ other attorneys, investment bankers, accountants, financial advisors and other professionals to assist in the Company's chapter 11 case and on such terms as are deemed necessary, proper or desirable; and

RESOLVED, that the Company, prior to the chapter 11 case and subsequent thereto as debtor and debtor-in-possession, be, and hereby is, authorized to borrow funds from a lender or lenders on terms as the appropriate officer of the Company deems appropriate, to obtain the use of cash collateral in such amounts, and on such terms as may be approved by any one or more of the officers as reasonably necessary for the continuing conduct of the affairs of the Company, and to grant security interests in and liens upon all or substantially all of the Company's assets as may be deemed necessary by any one or more of the officers in connection with such borrowings or the use of such cash collateral; and

RESOLVED, that the officers be, and each of them hereby is, authorized and empowered to execute and deliver for and on behalf of the Company, as debtor and debtor-in-possession, such agreements, instruments and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution, containing such provisions, terms, conditions, covenants, warranties

and representations as may be deemed necessary or appropriate by the officer or officers so acting; and

RESOLVED, that the appropriate officers of the Company and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Company to cause the Company to file such plans of reorganization or conduct a sale under Section 363 of the Bankruptcy Code as may be authorized by the undersigned, and any and all authorized modifications, supplements or amendments thereto, and such other agreements, instruments and documents as may be necessary, appropriate or desirable in connection with such plans and to make such motions and other filings with the Bankruptcy Court, and do all other things, as may be or become necessary, appropriate or desirable for the successful confirmation of such plans; and

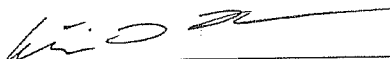
RESOLVED, that the appropriate officers of the Company, and agents (including counsel) designated by or directed by any such officers be, and each hereby is, authorized and empowered to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or filings of governmental or regulatory authorities, certificates and other documents, and to take such other actions, as in the judgment of such officer shall be or become necessary, proper and desirable to prosecute to a successful completion the chapter 11 case, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Company consistent with the foregoing resolutions and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and

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

IN WITNESS WHEREOF, the undersigned Sole Member of said Company has signed and sealed this resolution, as of the date first written above.

**SOLE MEMBER:**

**The Thorne Group, LLC**

By:   
William T. Thorne  
Operational Manager

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