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DeMarco Mitchell, PLLC Robert T. DeMarco Michael S. Mitchell 1255 West 15th St., 805 Plano, TX 75075 T 972-578-1400 F 972-346-6791

IN THE UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

IN RE:

Case No.:

17-31858-BJH-11

GREENVILLE DOUGH, LLC.

47-3067177

2326 N. Henderson Avenue

Dallas, TX 75206

Chapter: 11

[JOINT ADMINISTRATION REQUESTED]

Debtor.
IN RE:

Case No.:

17-31859-HDH-11

MELKINNEY, LLC

46-1238634

218 E. Louisiana Street, 101 McKinney, TX 75069

Chapter:

11

[JOINT ADMINISTRATION REQUESTED]

Debtor.

IN RE:

Case No.:

17-31860-BJH-11

QUALITY FRANCHISE RESTAURANTS, LLC

45-0915613

5765 Cedar Grove Circle

Plano, TX 75093

Chapter: 11

[JOINT ADMINISTRATION REQUESTED]

Debtor.

THE INTERIM AND FINAL USE OF CASH COLLATERAL [11 U.S.C. §§ 105, 361, and 363]

TO THE HONORABLE BARBARA J. HOUSER, CHIEF UNITED STATES BANKRUPTCY JUDGE:

COMES NOW, Greenville Dough, LLC, Melkinney, LLC, and Quality Franchise Restaurants, LLC, Debtors and Debtors in possession in the above-styled and numbered cases (collectively, the "Debtors"), and file this Debtors', Emergency Motion for Order Authorizing the Interim and Final Use of Cash Collateral [11 U.S.C. §§ 105, 361, and 363] by and through the undersigned attorney. Debtors request the entry of an interim order substantially in the form attached hereto as Exhibit "A" (the "Interim Order") and a final order (the "Final Order", and in

Case 17-31858-bjh11 Doc 6 Filed 05/08/17 Entered 05/08/17 10:36:39 Page 2 of 32 conjunction with the Interim Order, the "Cash Collateral Orders"), pursuant to 11 U.S.C. §§ 105, 361, and 363 and Federal Rules of Bankruptcy Procedure 4001 and 9014: (a) authorizing Debtors to use the cash collateral of the Access (defined *infra*) and granting adequate protection thereto; and (b) prescribing the form and manner of notice and setting the time for the final hearing on this Motion (the "Final Hearing"). The facts and circumstances supporting this Motion are set forth in the Affidavit of Luis Gonzalez (the "Gonzalez Affidavit"), filed concurrently herewith. In support thereof Debtors respectfully show the Court as follows:

I. JURISDICTION

- 1. The Court has jurisdiction over the subject matter of this Motion pursuant to 28 U.S.C. §1334(b) and the standing order of reference of the District Court. This matter is a core proceeding. 28 U.S.C. §157(b).
 - 2. Venue in this Court is proper under 28 U.S.C. §§ 1408 and 1409.
- 3. The bases for the relief requested herein are sections 105, 361 and 363 of title 11 of United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), and rules 2002, 4001 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

II. BACKGROUND

A. <u>Procedural History</u>

- 4. These bankruptcy cases were commenced by the filing of voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code on May 5, 2017 (the "Petition Date").
- 5. No trustee or examiner has been appointed, and no official committee of creditors has yet been established.

B. Business History and Operations

- 6. The Debtors own and operate Mellow Mushroom franchise restaurants.
- 7. The members of the Debtors are substantially identical (the "<u>Members</u>")¹. Some or all of the Members also have an ownership interest in several other Mellow Mushroom franchise restaurants throughout Texas.

C. Secured Lenders

8. In accord with Bankruptcy Rule 4001(b)(1)(B)(i) and (iii), Debtors' secured creditors² that filed a UCC-1 financing statement in order to perfect a security interest in personal property, are as follows:

LENDER

AccessBank Texas

320 Eagle Drive, Suite 100 Denton, TX 76201

Original Loan Date:

June 10, 2015

Maturity Date: Est. Balance:

June 10, 2022 \$928,907.57

Original Balance:

\$1,167,315.70

Obligor(s):

Melkinney, LLC

Quality Franchise Restaurants, LLC

Guarantor(s):

Luis Gonzalez Martha Jensen Monte Jensen

COLLATERAL

- (1) All present and future accounts, chattel paper, documents, and instruments (including any right to payment for goods sold or services rendered arising out of the sale or delivery of personal property or work done or labor performed by Debtor), now or hereafter owned, held or acquired by Debtor, together with any and all books of account, customer lists and other records relating in any way to the foregoing (including, without limitation, computer software, whether on tape, disk, card, strip, cartridge or any other form), an in any case where an account arises from the sale of goods, the interest of Debtor in such goods;
- (2) All present and hereafter acquired inventory held, possessed, owned, held on consignment, or held for sale or lease by Debtor, Wherever located;
- (3) All equipment as defined in the Code, of whatsoever kind and character nor or hereafter possessed, held, acquired, leased or owned by Debtor and used or usable in Debtor's business, and in any event shall include, but shall not be limited to, all machinery, tools, computer software, office equipment, furniture, appliances, furnishings, fixtures, vehicles, motor vehicles, together with all replacements, accessories, additions, substitutions and accessions to all of the foregoing, and all manuals, instructions and records relating in any way to the foregoing (including, without limitation, any computer software, whether on tape, disk, card, strip, cartridge or any other form). To the extent that the foregoing property is located on, attached to, annexed to, related to, or used in connection with, or otherwise made a part of, and is or shall become fixtures upon, real property, such real property and the record owner thereof (if other

¹ Luis Gonzalez and Monte Jensen each own a fifty percent interest in Greenville. Luis Gonzalez and Martha Jensen (Monte Jensen's spouse) each own a fifty percent interest in Melkinney. Luis Gonzalez owns a one hundred percent interest in QFR.

² Premised upon the UCC-1 filings and other related security documents reviewed to date of the Lopek.

than Debtor) is described the Exhibit 1 that this attached hereto and made a part hereof;

(4) All general intangibles as defined in the Code, and all records relating in any way to the foregoing (including, without limitation, any computer software, whether on tape, disk, card, strip, cartridge or any other form), including all permits, regulatory approvals, copyrights, patents, trademarks, service marks, trade names, mask works, goodwill, licenses and all other intellectual property owned by Debtor or used in Debtor's business.

Tract 1: The property commonly known as 2809 Preston Road, Suite 1200, Frisco, Texas 75034

Owner: Shafer Plaza 06A, LLC a Delaware LLC

Tract 2: the property commonly known as 218 E. Louisiana Street, Suite 101, McKinney, Texas

Owner: JDFIU Boyd Building, LLC

UCC-1 Filed:

June 12, 2015

AccessBank Texas

320 Eagle Drive, Suite 100 Denton, TX 76201

Original Loan Date:

September 15, 2015

Maturity Date:

August 10, 2026

Est. Balance: Original Balance:

\$1,705,115.00 \$1,881,000.00

Obligor(s):
Guarantor(s):

Greenville Dough, LLC Luis Gonzalez

Martha Jensen

Martha Jensen

Monte Jensen

Denton Dough Company

Melkinney, LLC

Quality Franchise Restaurants, LLC

Flour Mountain, LLC

UCC-1 Filed:

July 20, 2015

All of Debtor's presently owned and existing and hereafter acquired and arising (a) accounts, whether or not earned by performance, instruments, chattel paper; (b) inventory; (c) general intangibles; (d) fixtures; (e) equipment; (f) replacements, betterments, substitutions and renewals of and additions to, any of the foregoing; (g) proceeds, including without limitation, condemnation or insurance proceeds, arising out of or with respect to the foregoing; and (h) all products of the foregoing.

- 9. AccessBank Texas ("<u>Access</u>" or "<u>Secured Lender</u>") asserts that it is secured by a first priority lien on and security interest in substantially all of Debtors' personal property.
- 10. As described in the Gonzalez Affidavit, in the normal course of business, Debtors use cash on hand and cash flow from operations to fund payroll, food, liquor, beer, wine, materials, supplies, and other general operational needs. An inability to use these funds during the chapter 11 cases would cripple Debtors' business operations. Indeed, Debtors must use their cash to, among other things, continue the operation of the business in an orderly manner, maintain business relationships with vendors, suppliers and customers, pay employees and

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III. RELIEF REQUESTED

- 11. By this Motion and pursuant to 11 U.S.C. §§ 105, 361 and 363 of the Bankruptcy Code and Bankruptcy Rules 4001 and 9014, Debtors request the Court grant the following relief:
 - a. Authorize Debtors, **on an interim basis**, pursuant to section 363(c) of the Bankruptcy Code, to use proceeds of assets on which Access asserts a first priority lien and security interest (the "Cash Collateral")³ in accord with the budget attached hereto as Exhibit "B" (the "Budget");
 - b. Authorize Debtors, on an interim basis, pursuant to sections 361 and 363 of the Bankruptcy Code, to provide the adequate protection described herein to the Access as regards any diminution in value of the Secured Lender's interest in the Collateral as existing on the Petition Date ("Prepetition Collateral"), whether from the use of Cash Collateral or the use, sale, lease, depreciation, or decline in value of said collateral;
 - c. Schedule the Final Hearing pursuant to Bankruptcy Rule 4001 no later than fourteen (14) days after the entry of the Interim Order, to consider the entry of a Final Order authorizing the use of Cash Collateral and approving the notice procedures relative thereto;

³ Debtors do not hereby admit or consent to the validity, priority, extent or enforceability of the liens asserted by Access and hereby reserves all rights with respect thereto.

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d. Authorize Debtors, **on a final basis**, pursuant to 363(c) of the Bankruptcy Code, to use the Cash Collateral in accord with the Budget and any supplemental budgets as approved by the Court after further notice and hearing; and

e. Authorize Debtors, **on a final basis**, pursuant to sections 361 and 363 of the Bankruptcy Code to provide the adequate protection described herein to Access as regards any diminution in value of the Secured Lender's interest in the Prepetition Collateral, whether from the use of Cash Collateral or the use, sale, lease, depreciation, or decline in value of said collateral.

IV. BASIS FOR RELIEF

A. <u>Immediate Need for Use of Cash Collateral</u>

- 12. Pursuant to Bankruptcy Rule 4001(b)(2), the Court may conduct a preliminary cash collateral hearing within fourteen (14) days of the Petition Date if the relief requested is necessary to avoid immediate and irreparable harm to the estate pending a final hearing.
- 13. Debtors have an immediate need for the use of Cash Collateral pending a final hearing on this Motion. As of the Petition Date, Debtors lack sufficient unencumbered cash to fund its business operation.
- 14. Without the use of Cash Collateral, Debtors will have no ability to operate the business. Debtors will not be able to pay its vendors and its vendors will likely cease to provide goods and services to Debtors on credit. Debtors will not be able to fund its payroll. Debtors will not be able to pay professionals necessary for the successful reorganization of its business. Finally, Debtors will not be able to service the needs of its customers. All of these outcomes will cause immediate and irreparable harm to Debtors' bankruptcy estates.

- 15. Debtors ability to finance its operations and the availability to Debtors of sufficient working capital and liquidity through the use of Cash Collateral is vital to the confidence of its employees, suppliers, vendors, and customers, and to the preservation and maintenance of the going-concern value and other values of the bankruptcy estates. Debtors, therefore, seek immediate authority to use the Cash Collateral as set forth in the Motion and in the Interim Cash Collateral Order to prevent immediate and irreparable harm to its bankruptcy estate pending the Final Hearing pursuant to Bankruptcy Rule 4001(c).
- 16. Debtors have formulated a Budget for the use of Cash Collateral from the Petition Date through two weeks (14 days) thereafter. Debtors believe the Budget includes all reasonable, necessary and foreseeable expenses to be incurred in the ordinary course of business during the subject time period so as to avoid immediate and irreparable harm to the bankruptcy estate pending a final hearing.
- 17. Accordingly, Debtors seek to use Cash Collateral existing on or after the Petition

 Date that may be subject to Secured Lender's interest in the Prepetition Collateral. As of the

 Petition Date, Debtors lack sufficient unencumbered cash to fund the business operation.
- 18. If approved by this Court Debtors' right to use Cash Collateral under the terms of the Interim Order will commence on the date of the entry of the Interim Order and expire on the earlier of: (a) the entry of a subsequent interim order; or (b) the entry of the Final Order.

B. Adequate Protection

19. In consideration for the interim use of cash collateral, and as adequate protection for any diminution of the interest of the Secured Lenders in the Prepetition Collateral, Debtors hereby tender to Access, to the extent the Secured Lender may hold valid, perfected and unavoidable security interests in the Prepetition Collateral without any

Case 17-31858-bjh11 Doc 6 Filed 05/08/17 Entered 05/08/17 10:36:39 Page 8 of 32 requirement to file any documents to perfect that interest, additional and replacement security interests and liens (the "Replacement Liens") as follows:

The granting of postpetition security interests equivalent to a lien granted under sections 364(c)(2) and (3) of the Bankruptcy Code, as applicable, in and upon the Debtor's personal property and the Cash Collateral, whether such property was acquired before or after the Petition Date.

20. In addition to the Replacement Liens, Access is adequately protected as a result of the continued business operations. But for the continued operation of Debtors, they will be forced to liquidate.

C. Request for Final Hearing

21. Pursuant to Bankruptcy Rule 4001(b)(2), Debtors request this Court set a date for the Final Hearing that is as soon as practicable, but in no event later than fourteen (14) days following the entry of the Interim Order, and fix the time and date prior to the Final hearing for parties to file objections to this Motion.

V. BANKRUPTCY RULE 4001(B)

22. Debtors submit the facts set forth in the Gonzalez Affidavit filed contemporaneously herewith establish that "the relief requested herein is necessary to avoid immediate and irreparable harm" to Debtors. Bankruptcy Rule 4001(b)(2). Accordingly, Bankruptcy Rule 4001 is satisfied.

VI. NOTICE

23. Bankruptcy Rules 4001 and 9014 generally require that any proceeding to use cash collateral be made only upon Motion and on notice to: (1) any entity that has an interest in the Cash Collateral; (2) a Committee that may be appointed under the Bankruptcy Code (11

Case 17-31858-bjh11 Doc 6 Filed 05/08/17 Entered 05/08/17 10:36:39 Page 9 of 32 U.S.C. § 1102) or, if no such committee is appointed, on the twenty largest unsecured creditors; and (3) such other entities as the Court may direct.

24. Notice of this Motion has been given via email and/or facsimile transmission to:
(1) the Office of the United States Trustee for the Northern District of Texas; and (2) the Secured Lender. Each of the Debtors' unsecured creditors and any additional parties identified on the attached Mailing Matrix were served via US Mail.

WHEREFORE, Debtors respectfully request this Court enter an Interim Order on an emergency basis granting the relief requested herein, establishing a date and time for the Final Hearing, and for such other and further relief as is just and proper.

Respectfully submitted,

Dated: May 8, 2017

/s/ Robert T. DeMarco

DeMarco Mitchell, PLLC

Robert T. DeMarco, Texas Bar No. 24014543

Email robert@demarcomitchell.com

Michael S. Mitchell, Texas Bar No. 00788065

Email mike@demarcomitchell.com

1255 W. 15th Street, 805

Plano, TX 75075

T 972-578-1400

972-346-6791

Proposed Counsel for Debtors and Debtors in Possession

CERTIFICATE OF CONFERENCE

The undersigned counsel hereby certifies that, prior to the filing of this Motion, he conferred with the following parties concerning their respective positions on the Motion:

Attorney	Position
Meredyth Kippes, counsel for the United States Trustee	No position

/s/ Robert T. DeMarco

DeMarco Mitchell, PLLC

Robert T. DeMarco, Texas Bar No. 24014543

Email robert@demarcomitchell.com

Michael S. Mitchell, Texas Bar No. 00788065

Email mike@demarcomitchell.com

1255 W. 15th Street, 805

Plano, TX 75075

T 972-578-1400 F 972-346-6791

CERTIFICATE OF SERVICE

The undersigned counsel herby certifies that true and correct copies of the foregoing pleading and all attachments were served upon all parties listed below in accordance with applicable rules of bankruptcy procedure on this 8th day of May, 2017. Where possible, service was made electronically via the Court's ECF noticing system or via facsimile transmission where a facsimile number is set forth below. Where such electronic service was not possible, service was made via regular first class mail.

DEBTORS

Greenville Dough, LLC 2326 N. Henderson Avenue Dallas, TX 75206 Melkinney, LLC 218 E. Louisiana Street, 101 McKinney, TX 75069

Quality Franchise Restaurants, LLC 5765 Cedar Grove Circle Plano, TX 75093

UNITED STATES TRUSTEE

Office of the United States Trustee

Earle Cabell Federal Building 1100 Commerce Street, Room 976 Dallas, TX 75242 Case 17-31858-bjh11 Doc 6 Filed 05/08/17 Entered 05/08/17 10:36:39 Page 11 of 32

Email: Meredyth.A.Kippes@usdoj.gov

ADDITIONAL PARTIES IN INTEREST AND/OR PARTIES REQUESTING NOTICE

AccessBank Texas

320 Eagle Drive, Suite 100 Denton, TX 76201

Email: <u>eleon@accessbanktx.com</u>

Home Grown Industries of GA

150 Great Southwest Pkwy SW Atlanta, GA 30336

Email: <u>rich@mellowmushroom.com</u> <u>jeff@mellowmushroom.com</u>

SEE ATTACHED MATRIX

/s/ Robert T. DeMarco

DeMarco Mitchell, PLLC

Robert T. DeMarco, Texas Bar No. 24014543

Email robert@demarcomitchell.com

Michael S. Mitchell, Texas Bar No. 00788065

Email mike@demarcomitchell.com

1255 W. 15th Street, 805

Plano, TX 75075

T 972-578-1400

F 972-346-6791

EXHIBIT "A"

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	Sales	60,500.00	136,000.00	0 145,000.00	148,000.00
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	COGS (Food Produce and LBW)	17,242.50	38,760.00	0 41,325.00	42,180.00
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	Total COGS	17,242.50	38,760.00	41,325.00	42,180.00
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	Salaries, Wages and Commissions	26,000.00	20,000.00	49,000.00	47,000.00
	(includes all Taxes and fees)				
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	HGI (Royalties)	0.00	0.00	5,075.00	10,360.00
	Depreciation Expense		00'0	0.00	0.00
	Hotschedules, NCR, HCS, NoWait, IX	919.00	919.00	919.00	919.00
	Equipment Rental (Ecolab)	255.00	255.00	0 255.00	255.00
	Insurance Expense				
	General Liability	2,250.00	2,250.00	2,250.00	2,250.00
	Health insurance		236.00	0 236.00	536.00
	Total Insurance Expense	2,250.00	2,786.00	0 2,786.00	2,786.00
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	Licenses and Permits	00:00	00.00	0.00	0.00
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Additional Particular Control of the	Store Cash Withdrawls	3,000.00	6,000.00	6,000.00	5,000.00
	Other Minor Exp (Fire, CO2, Pand)	500.00	200.00	500.00	500.00
	Accounting Fees	00.0	1,000.00	1,000.00	1,000.00
The second section of the sec	State BR Fee		0.00	0.00	1,920.00
	Metro Linen	0.00	500.00	500.00	500.00
	Total Other Expenses	200'00	2,000.00	2,000.00	3,920,000
	Rent Expense	0.00	23,548.00	23,548.00	23,548.00
	Repairs and Maintenance	350.000	200.00	700,00	200°00
Telephone mayor district and the second district and t	Restaurant Supplies		300.00	300.00	300.00
and the state of t	Taxes Franchise Tax	2,800.00			
	Sales Tax + TABC Paid	13,500.00	13,500.00	14,000.00	14,500.00
	Total Taxes	16,300.00	13,500.00	14,000.00	14,500.000
	Telephone/Internet (Spectrum)	350.00	350.00	350.00	350.00
		0.00	0.00	0.00	0.00
	Utilities (MP2, Trash, Atmos)	2,280.00	3,180.00	3,680.00	3,780.00
	Total Expense	54,820.00	109,438.00	114,513.00	119,318.00
Cash Ne	Cash Need or Excess Ordinary Income	-11,562.50	-12,198.00	-10,838.00	-13,498.00
Cash		-11,562.50	-12,198.00	-10,838.00	-13,498.00

BUDGET	BUDGET ESTIMATE	MELKINNEY, LLC	T. Out of the control	makan kurinna kita disekualan dibekun akain dikenten maksuakaka sekuan mengaluka tengan maken opini kengan dep	mande and a manuscome of a manuscome and other control or and other and othe
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Income					
	Sales	78,000.00	160,000.00	163,000.00	165,000.00
		NOT PRESENT AND ASSOCIATION AND ASSOCIATION ASSOCIATIO	0.00	0.00	0.00
Tot	Total Income	78,000.00	160,000.00	163,000.00	165,000.00
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	COGS (Food, Produce and LBW)	21,060.00	43,200.00	0 44,010.00	44,550.00
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2	Total COGS	21,060.00	43,200.00	0 44,010.00	44,550.00
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	Salaries, Wages and Commissions	23,000.00	16,500.00	0 46,500.00	46,500.00
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	HGI (Royalties)	5,460.00	11,200.00		11,550.00
	Depreciation Expense	0.00	0.00	0.00	
	Hotschedules, NCR, HCS, IX	919.00	919.00	919.00	919.00
	Equipment Rental (Ecolab)	255.00	255.00	0 255.00	255.00
	Insurance Expense				o defendint a filmaternamentendendententententenden dersist om ent entillzanschalben, mennamente andelsanden
	General Liability		2,250.00	0 2,250.00	2,250.00
	Health Insurance	SLOOMMER PORCHES AND ACCOMMENDATION OF THE PROPERTY OF THE PRO	2,000.00	2,000,00	2,000,00
	Total Insurance Expense	0.00	4,250.00	4,250.00	4,250.00
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	Licenses and Permits	0.00	0.0	No.	0.00
	Favor		1,800.00	1,800.00	1,800,000
	Office Supplies	216.00	200.00	200.00	200.00
		raf A. Vanniška ribusi			
	Store Cash Withdrawls	3,000.000	0,000,00	00.000,9	00.000'9
	Other Minor Exp (Fire, CO2, Pand)	500°00	500.00	200.00	200,00
	Accounting Fees	00°0	0.000,1	1,000.00	1,000.00
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	Metro Linen	0.00	420.00	420.00	420.00
	Other Expenses	200,000	1,920.00	1,920.00	3,840.00
	Rent Expense		11,871.00	13,354.88	13,354.88
	Repairs and Maintenance	350.00	700.00		700.00
	Rest Supplies (Strategic)	од доста в при	300.00	300.00	300.00
	Taxes Franchise Tax	2,800.00			pomorphism very company of the compa
	Sales Tax + TABC Paid	14,500.00	14,500.00	18,000.00	15,500.00
	Total Taxes	17,300,000	14,500.00	18,000.00	15,500.000
	Telephone/Internet (ATT)	350.00	320.00	350.00	350.00
	Pest Control	100,000	100.00	100.00	100.00
	Utilities (Hudson, Atmos,DTV, Hoods	1,800.00	3,536.00	4,136.00	4,616.00
	Total Expense	53,250.00	111,811.00	117,629.88	117,744.88
Cash	Cash Need or Excess	3,690.00	4,989.00	1,360.13	2,705.13
Cash		3,690.00	4,989.00	1,360.13	2,705.13
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0.00	Total Insurance Expense	0.00		1.047.00	
	Interest Expense	0:00		1,700:00	

	Licenses and Permits	0.00	0.00	0.00	00.0
	Favor	350.00	350.00	350.00	350.00
	Office Supplies	216.00	200.00	200,00	200.00
	Other Leases (VendLease)	492.00	1,459.00	1,459.00	1,459.00
	Store Cash Withdrawls	3,000.00	5,000.00	5,000.00	5,000.00
	Other Minor Exp (Fire, CO2, Pand)	500.00	500.00	200.00	500.00
	Accounting Fees	0.00	1,000.00	1,000.00	1,000.00
	State BR Fee		0.00	0.00	1,920.00
	Metro Linen	00.00	200.00	500.00	500.00
	Total Other Expenses	200.00	2,000,00	2,000.00	3,920.00
	Rent Expense	14,539.00	14,539.00	14,539.00	14,539.00
	Repairs and Maintenance	200.00	1,000.00	1,000.00	1,000.00
	Restaurant Supplies		300.00	300.00	300.00
	Taxes Franchise Tax	2,300.00	0.00	0.00	0.00
nyay minuna ang mag	Sales Tax + TABC Paid	10,400.00	11,000.00	11,000.00	11,000.00
	Total Taxes	12,700.00	11,000.00	11,000,00	11,000.00
interfective (1940)	Telephone/Internet (ATT)	308.00	308.00	308.00	308.00
	pest control	106.00	106.00	106.00	106.00
	Utilities (Coserve, Directv)	220.00	3,320.00	3,720.00	3,720.00
	Total Expense	59,921.00	94,354.00	94,824.00	96,934.00
Cash N	Cash Need or Excess Ordinary Income	-18,808.50	-2,834.00	-2,589.00	-4,699.00
Cash		-18,808.50	-2,834.00	-2,589.00	-4,699.00
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EXHIBIT "B"

IN THE UNITED STATES BANKRUPTCY COURT **NORTHERN DISTRICT OF TEXAS DALLAS DIVISION**

IN RE:

Case No.:

17-31858-BJH-11

GREENVILLE DOUGH, LLC.

47-3067177

2326 N. Henderson Avenue

Dallas, TX 75206

Chapter:

11 [JOINT ADMINISTRATION REQUESTED]

IN RE:

Debtor.

Case No.:

17-31859-BJH-11

MELKINNEY, LLC

46-1238634

218 E. Louisiana Street, 101 McKinney, TX 75069

Chapter:

11

[JOINT ADMINISTRATION REQUESTED]

Debtor.

IN RE:

Case No.:

17-31860-BJH-11

QUALITY FRANCHISE RESTAURANTS, LLC

45-0915613

5765 Cedar Grove Circle

Plano, TX 75093

Chapter:

11

[JOINT ADMINISTRATION REQUESTED]

Debtor.

ORDER AUTHORIZING INTERIM USE OF CASH COLLATERAL

On this day came on for consideration the *Debtors'*, *Emergency Motion for Order Authorizing the Interim and Final Use of Cash Collateral [11 U.S.C. §§ 105, 361, and 363]* (the "<u>Motion</u>"). The Motion is made pursuant to 11 U.S.C. §§ 105, 361 and 363 and Federal Rules of Bankruptcy Procedure 4001 and 9014: (a) authorizing Greenville Dough, LLC, Melkinney, LLC, and Quality Franchise Restaurants, LLC, to use cash collateral of AccessBank Texas and granting adequate protection to existing secured lenders for the use of their cash collateral; and (b) prescribing the form and manner of notice and setting the time for the final hearing (the "<u>Final Hearing</u>") on the Motion. Upon review of the Motion, the Affidavit of Luis Gonzales and based upon the evidence presented to this Court at the interim hearing on the Motion (the "<u>Interim</u> **Hearing**"), the Court hereby makes the following findings of fact and conclusions of law:

- Adequate and sufficient notice of the Motion and the Interim Hearing has been provided to all persons entitled thereto pursuant to Rules 2002 and 4001 of the Federal Rules of Bankruptcy Procedure.
- 2. This matter constitutes a "core proceeding" within the meaning of 28 U.S.C. § 157.
- 3. This Court has jurisdiction over the parties and the subject matter of this proceeding pursuant to 28 U.S.C. §§ 1334 and 157.
- 4. Greenville Dough, LLC, Melkinney, LLC, and Quality Franchise Restaurants, LLC, Debtors and Debtors in possession in the above-styled and numbered cases (collectively, the "<u>Debtors</u>") commenced the case *sub judice* on May 5, 2017(the "<u>Petition Date</u>") by the filing of a petition for relief under chapter 11 of the Bankruptcy Code.

5. Access (defined in the Motion) asserts it is secured in substantially all Debtors' personal property (collectively, the "Prepetition Collateral") and the proceeds thereof (the "Cash Collateral").

ACCORDINGLY, IT IS ORDERED THAT:

- 1. The Debtors are permitted to use Cash Collateral, in accord with the Budget attached hereto as Exhibit "A" (the "Budget"), provided, the Debtors may exceed any line item in the Budget by up to ten percent (10%). The Budget may be updated and modified through the date of the Final Hearing by: (a) consensual agreement of Debtor and Access; or (b) by further order of this Court.
- 2. Debtors' right to use Cash Collateral under the Interim Order shall commence on the date of entry of the Interim Order and expire on the earlier of: (a) the entry of a subsequent interim cash collateral order; or (b) the entry of a Final Order.
- 3. As adequate protection of the Secured Lender's interest, if any, in the Cash Collateral pursuant to sections 361 and 363(e) of the Bankruptcy Code to the extent of any diminution in value from the use of the Collateral the Court hereby grants Access replacement security liens on and replacement liens on all of Debtor's personal property (the "Replacement Liens"), whether such property was acquired before or after the Petition Date.
- 4. Such Replacement Liens are exclusive of any avoidance actions available to the Debtor's bankruptcy estate pursuant to sections 544, 545, 547, 548, 549, 550, 553(b) and 724(a) of the Bankruptcy Code and the proceeds thereof.
- 5. Further, such Replacement Liens shall be equal to the aggregate diminution in value of the Collateral, if any, that occurs from and after the Petition Date. The Replacement

Liens shall be of the same validity and priority as the liens of the Secured Lenders on the prepetition Collateral.

- 6. The Replacement Liens granted herein shall maintain the same priority, validity and enforceability as the Secured Lenders' liens on the prepetition Collateral. The Secured Lenders shall not be required to file or serve financing statements, notices of liens or similar interests which otherwise may be required under federal or state law in any jurisdiction, or take any action, including taking possession, to validate and perfect such Replacement Liens.
- 7. The Replacements Liens shall be subject and subordinate to: (a) professional fees and expenses of the attorneys, financial advisors and other professionals retained by the Debtor in the amounts set forth in the Budget and any supplemental budget approved by the Court and/or consented to by Access and subject to this Court's approval under section 330 and/or section 331 of the Bankruptcy Code; and (b) any and all fees payable to the United States Trustee pursuant to 28 U.S.C. § 1930(a)(6) and the Clerk of the Bankruptcy Court (collectively, the "Carve Out").
- 8. This Interim Order is without prejudice to the rights of Access or the Debtor as to any further order regarding the use of Cash Collateral as to the request for payment of any other expenses incurred during the period covered by this Interim Order.
- 9. This Interim Order is without prejudice to the rights of any party-in-interest, including the Debtor, to contest the priority, validity and enforceability of Access' liens and security interests in and to the Prepetition Collateral.

- 10. During the term of this Interim Order, Debtor shall comply with all terms and conditions of the loan documents executed by the Debtor and Access, including but not limited to the reporting requirements set forth therein, except to the extent modified herein.
- 11. The Final Hearing to consider the entry of a Final Order authorizing and approving the use of Cash Collateral is hereby scheduled for May ______, 2017, at ___:____.m.
 - 12. This Interim Order is and shall be fully effective upon its entry.

END OF ORDER

ORDER SUBMITTED BY:

/s/ Robert T. DeMarco

DeMarco Mitchell, PLLC

Robert T. DeMarco, Texas Bar No. 24014543

Email robert@demarcomitchell.com

Michael S. Mitchell, Texas Bar No. 00788065

Email mike@demarcomitchell.com

1255 W. 15th Street, 805

Plano, TX 75075

T 972-578-1400 F 972-346-6791

Proposed Counsel for Debtors and Debtors in Possession

EXHIBIT "A"

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Label Matrix for local noticing 0539-3 Case 17-31858-bjh11 Northern District of Texas Dallas Mon May 8 07:54:19 CDT 2017 Access Bank Greenville Dough, LLC 2326 N. Henderson Ave Dallas, TX 75206-7024

1100 Commerce Street Room 1254 Dallas, TX 75242-1305

Access Bank 320 Eagle Dr Denton, TX 76201-6899 Atmos Energy P.O. Box 790311 St. Louis, MO 63179-0311 Attorney General of Texas Taxation Division-Bankruptcy Box 12548 Capitol Station Austin, TX 78711-2548

Clarke Stephan 2408 Crestwood Pl Denton, TX 76209-1112 DSS Fire, Inc P O Box 550940 Dallas, TX 75355-0940 Dallas County Tax-Assessor Collector 500 Elm Street Dallas, TX 75202-3304

Denton Dough Company P.O. Box 2015 Denton, TX 76202-2015 Direct TV P.O. Box 105249 Atlanta, GA 30348-5249 Rcolab P.O. Box 70343 Chicago, IL 60673-0343

Ecolab Food Safety Specialties 24198 Netowrk Place Chicago, IL 60673-1241 Favor, Inc. 1705 Guadalupe STE 300 Austin, TX 78701-1273 Fintech 3109 W. Dr. Martin Luther King Blvd. Suite 200 Tampa, FL 33607

Flour Mountain, LLC P.O. Box 2015 Denton, TX 76202-2015 Goody Goody Liquor Inc 10370 Olypmic Dr Dallas, TX 75220-4436 Guardian Pest Control 7908 Marsh Ct Fort Worth, TX 76123-1376

HENDERSON SHOPS (DALLAS), LLC, 2525 McKinnon St STE 750 Dallas, TX 75201-1552 Hanover Insurance P.O. Box 580045 Charlotte, NC 28258-0045 Home Grown Industries of GA 150 Great Southwest Pkwy SW Atlanta, GA 30336-2300

Hot Schedules 3440 Preston Ridge Rd. Suite 650 Alpharetta, GA 30005-5455 Internal Revenue Service-ND Centralized Insolvency Operations PO Box 7346 Philadelphia, PA 19101-7346 Inventory Express 12020 Leeward Walk Cir Alpharetta, GA 30005-4306

Luis Gonzalez 5960 W. Parker Road #278-334 Plano, TX 75093-7767 MP2 Energy P.O. Box 733560 Dallas, TX 75373-3560 Martha Jensen P.O. Box 2015 Denton, TX 76202-2015

MelKinney, LLC P.O. Box 2015 Denton, TX 76202-2015 Metro Linen P.O.Box 978 McKinney, TX 75070-8146 Monte Jensen P.O. Box 2015 Denton, TX 76202-2015

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NCR - HSR DIV 3095 Satellite Blvd Building 800 Third Floor Duluth, GA 30096-5814

NCR Worldpay 600 Morgan Falls Rd Suite 260 Atlanta, GA 30350-5813 NoWait, Inc 122 Meyran Ave. Pittsburgh, PA 15213-3309

Parker Security Services P.O. Box 50196 Denton, TX 76206-0196 Progressive Waste Water Solutions of TX, North Texas District 2138 Country Lane McKinney, TX 75069-1240 Quality Franchise Restaurants, LLC 5960 W. Parker Road #278-334 Plano, TX 75093-7767

Reliable Connections 501 S. Huntersville Rd. Batesville, IN 47006-8827 Reliant Metro, LTD 10817 West County Rd 60 Midland, TX 79707-9017 Restaurant CFO 701 E. 15th St. Suite 201 Plano, TX 75074-0713

Small Business Administration 4300 Amon Carter Blvd., STE 114 Fort Worth, TX 76155-2652 Southern Glazers Wine and Spirits 14911 Quorum Dr Suite 400 Dallas, TX 75254-7042

Spectrum Business P.O. Box 60074 City of Industry, CA 91716-0074

Techvera, LLC 625 Dallas Drive Suite 450 Denton, TX 76205-5298 Texas Alcohol Beverage Commission License and Permits Division P.O. Box 13127 Austin, TX 78711-3127 Texas Comptroller of Public Accounts C/O Office of the Attorney General Bankruptcy-Collections Division PO Box 12548 Austin, TX 78711-2548

(p)TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
REVENUE ACCOUNTING DIV - BANKRUPTCY SECTION
PO BOX 13528
AUSTIN TX 78711-3528

Texas Workforce Commission TEC building Tax Dept. 101 E. 15th Street Austin ,TX 78778-0001 Trustwave 70 W. Madison St Suite 600 Chicago, IL 60602-4210

US Foods 950 S. Shiloh Rd. Garland, TX 75042-7804 United States Attorney Northern District of Texas 1100 Commerce Street, 3rd Floor Dallas, TX 75242-1074 United States Trustee 1100 Commerce Street Room 976 Dallas, TX 75242-0996

William T. Neary U.S. Trustee 1100 Commerce Street Room 9C60 Dallas, TX 75242-0996 Robert Thomas DeMarco DeMarco-Mitchell, PLLC 1255 W. 15th St., Ste 805 Plano, TX 75075-7225

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g) (4).

Texas Comptroller of Public Accounts Revenue Accounting DivBankruptcy Section PO Box 13528 Austiin, TX 78711-3528 (d) Texas State Comptroller Capitol Station Austin, TX 78774

End of Label Matrix
Mailable recipients 52
Bypassed recipients 0
Total 52

Label Matrix for local noticing 0539-3 Case 17-31859-hdh11 Northern District of Texas Dallas Mon May 8 07:54:54 CDT 2017

218 E. Louisiana St STE 101 McKinney, TX 75069-4343

Melkinney, LLC

1100 Commerce Street Room 1254 Dallas, TX 75242-1305

A Closer Look 460 South Peachtree St. Norcross, GA 30071-2433

AT&T P.O Box 105414 Atlanta, GA 30348-5414 Access Bank 320 Eagle Dr Denton, TX 76201-6899

Assured Benefits Solutions P.O. Box 671151 Dallas, TX 75267-1151 Atmos Energy P.O. Box 790311 St. Louis, MO 63179-0311 Attorney General of Texas Taxation Division-Bankruptcy Box 12548 Capitol Station Austin, TX 78711-2548

BEK P.O. Box 2607 Fort Worth, TX 76113-2607 Ben E. Keith Company 7001 Will Rogers Blvd Fort Worth, TX 76140-6098 BevCheck 17431 Alico Center Rd Suite 1 Fort Myers, FL 33967-6055

Brothers Produce Dallas P.O. Box 550278 Dallas, TX 75355-0278 Capital One 6125 Lakeview Rd Suite 800 Charlotte, NC 28269-2605 Clarke Stephan 2408 Crestwood Pl Denton, TX 76209-1112

Collin County Tax Assessor Attn: Kenneth L. Maun PO Box 8046 McKinney, TX 75070-8046 Denton Dough Company P.O. Box 2015 Denton, TX 76202-2015 Direct TV P.O. Box 105249 Atlanta, GA 30348-5249

Ecolab P.O. Box 70343 Chicago, IL 60673-0343 Favor 1705 Guadalupe STE 300 Austin, TX 78701-1273 Fintech 3109 W. Dr. Martin Luther King Blvd. Suite 200 Tampa, FL 33607

Flour Mountain, LLC P.O. Box 2015 Denton, TX 76202-2015 Greenville Dough P.O. Box 2015 Denton, TX 76202-2015 Guardian Pest Control 7908 Marsh Ct Fort Worth, TX 76123-1376

Hanover Insurance P.O. Box 580045 Charlotte, NC 28258-0045 Home Grown Industries of GA 150 Great Southwest Pkwy SW Atlanta, GA 30336-2300 Hospitality Control Solutions P.O. Box 40308 Nashville, TN 37204-0308

Hot Schedules 3440 Preston Ridge Rd. Suite 650 Alpharetta, GA 30005-5455 Hudson Energy P.O. Box 142109 Irving, TX 75014-2109 Internal Revenue Service-ND Centralized Insolvency Operations PO Box 7346 Philadelphia, PA 19101-7346

Case 17-31858-bjh11 Doc 6 Filed 05/08/17 Entered 05/08/17 10:36:39 Page 29 of 32

Inventory Express 12020 Leeward Walk Cir Alpharetta, GA 30005-4306 JDFIU Boyd Building, LLC 1696 S. Loop 288 Denton, TX 76205-4832 Luis Gonzalez 5960 W. Parker Road #278-334 Plano, TX 75093-7767

MSCI Investments 1408 N. Corinth St. Corinth, TX 76208-5406 Martha Jensen
P.O. Box 2015
Denton, TX 76202-2015

Metro Linen P.O.Box 978 McKinney, TX 75070-8146

Monte Jensen P.O. Box 2015 Denton, TX 76202-2015 Mood Pandora 1703 West 5th Street STE 600 Austin, TX 78703-4894 NCR - HSR DIV 3095 Satellite Blvd Building 800 Third Floor Duluth, GA 30096-5814

NCR Worldpay 600 Morgan Falls Rd Suite 260 Atlanta, GA 30350-5813 Parker Security Services P.O. Box 50196 Denton, TX 76206-0196 Progressive Waste Water Solutions of TX, North Texas District 2138 Country Lane

Quality Franchise Restaurants, LLC 5960 W. Parker Road #278-334 Plano, TX 75093-7767

Refrigerated Specialist, Inc 3040 East Meadows Blvd Mesquite, TX 75150-6639 Reliant Metro, LTD 10817 West County Rd 60 Midland, TX 79707-9017

McKinney, TX 75069-1240

Republic National Dist- Grand Prairie 1010 Izuzu Dr Grand Prairie, TX 75053 Restaurant CFO 701 E. 15th St. Suite 201 Plano, TX 75074-0713 Rolling Stone 1500 W Hampden Ave Unit 3-H Englewood, CO 80110-2039

Small Business Administration 4300 Amon Carter Blvd., STE 114 Fort Worth, TX 76155-2652 Southern Glazers Wine and Spirits 14911 Quorum Dr Suite 400 Dallas, TX 75254-7042 Techvera, LLC 625 Dallas Drive Suite 450 Denton, TX 76205-5298

Texas Alcohol Beverage Commission License and Permits Division P.O. Box 13127 Austin, TX 78711-3127 Texas Comptroller of Public Accounts C/O Office of the Attorney General Bankruptcy-Collections Division PO Box 12548 Austin, TX 78711-2548 (p)TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
REVENUE ACCOUNTING DIV - BANKRUPTCY SECTION
PO BOX 13528

Austin, TX 78711-2548

AUSTIN TX 78711-3528

Texas Workforce Commission TEC building Tax Dept. 101 E. 15th Street Austin ,TX 78778-0001 TriMark/Strategic P.O. Box 654020 Dallas, TX 75265-4020

70 W. Madison St Suite 600 Chicago, IL 60602-4210

Trustwave

US Foods 950 S. Shiloh Rd. Garland, TX 75042-7804 United States Attorney Northern District of Texas 1100 Commerce Street, 3rd Floor Dallas, TX 75242-1074 United States Trustee 1100 Commerce Street Room 976 Dallas, TX 75242-0996

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William T. Neary U.S. Trustee 1100 Commerce Street Room 9C60 Dallas, TX 75242-0996 Robert Thomas DeMarco DeMarco-Mitchell, PLLC 1255 W. 15th St., Ste 805 Plano, TX 75075-7225

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g) (4).

Texas Comptroller of Public Accounts
Revenue Accounting DivBankruptcy Section
PO Box 13528
Austiin, TX 78711-3528

(d)Texas State Comptroller Capitol Station Austin, TX 78774

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(d) Luis Gonzalez 5960 W. Parker Road, #278-334 Plano, TX 75093-7767 (d) Martha Jensen P.O. Box 2015 Denton, TX 76202-2015 End of Label Matrix
Mailable recipients 61
Bypassed recipients 2
Total 63

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Label Matrix for local noticing 0539-3 Case 17-31860-bjh11 Northern District of Texas Dallas

. Mon May 8 07:55:18 CDT 2017

AT&T P.O. Box 5001

Carol Stream, IL 60197-5001

BEK Produce P.O. Box 2607

Fort Worth, TX 76113-2607

Coserv P.O. Box 650785 Dallas, TX 75265-0785

Ecolab Machine Rental P.O. Box 70343 Chicago, IL 60673-0343

Favor Inc 1705 Guadalupe St Suite 300 Austin, TX 78701-1273

Goody Goody Liquor Inc 10370 Olypmic Dr Dallas, TX 75220-4436

Home Grown Industries of GA 150 Great Southwest Pkwy SW Atlanta, GA 30336-2300

Internal Revenue Service-ND Centralized Insolvency Operations PO Box 7346 Philadelphia, PA 19101-7346

Martha Jensen
P.O. Box 2015
Denton, TX 76202-2015

Quality Franchise Restaurants, LLC 2809 Preston Road STE 1200 Frisco, TX 75034-0601

Access Bank 320 Eagle Dr Denton, TX 76201-6899

Clarke Stephan 2408 Crestwood Pl Denton, TX 76209-1112

Denton Dough Company P.O. Box 2015 Denton, TX 76202-2015

Ecolab Pest Elimination 26252 Network Place Chicago, IL 60673-1262

Fintech 3109 W. Dr. Martin Luther King Blvd. Suite 200 Tampa, FL 33607

Greenville Dough, LLC P.O. Box 2015 Denton, TX 76202-2015

Hospitality Control Solutions P.O. Box 40308 Nashville, TN 37204-0308

Inventory Express 12020 Leeward Walk Cir Alpharetta, GA 30005-4306

Melkinney, LLC P.O. Box 2015 Denton, TX 76202-2015 1100 Commerce Street Room 1254 Dallas, TX 75242-1305

Attorney General of Texas Taxation Division-Bankruptcy Box 12548 Capitol Station Austin, TX 78711-2548

Collin County Tax Assessor Attn: Kenneth L. Maun PO Box 8046 McKinney, TX 75070-8046

Direct TV P.O. Box 105249 Atlanta, GA 30348-5249

101 Mt Holly By-Pass Lumberton, NJ 08048-1113

Flour Mountain, LLC P.O. Box 2015 Denton, TX 76202-2015

Hanover Insurance P.O. Box 580045 Charlotte, NC 28258-0045

Hot Schedules 3440 Preston Ridge Rd. Suite 650 Alpharetta, GA 30005-5455

Luis Gonzalez 5960 W. Parker Road #278-334 Plano, TX 75093-7767

Metro Linen P.O.Box 978 McKinney, TX 75070-8146

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Monte Jensen P.O. Box 2015 Denton, TX 76202-2015 Mood Pandora 1703 West 5th Street STE 600

3095 Satellite Blvd Building 800 Third Floor Duluth, GA 30096-5814

NCR - HSR DIV

Austin, TX 78703-4894

NCR Worldpay 600 Morgan Falls Rd Suite 260 Atlanta, GA 30350-5813 Refrigerated Specialist, Inc 3040 East Meadows Blvd Mesquite, TX 75150-6639 Reliant Metro, LTD 10817 West County Rd 60 Midland, TX 79707-9017

Restaurant CFO 701 E. 15th St. Suite 201 Plano, TX 75074-0713 Share Plaza 06A, LLC c/o ACF Property Mg File 1969 1801 W. Olympic Blvd. Pasadena, CA 91199-1969 Small Business Administration 4300 Amon Carter Blvd., STE 114 Fort Worth, TX 76155-2652

Southern Glazers Wine and Spirits 14911 Quorum Dr Suite 400 Dallas, TX 75254-7042 Texas Alcohol Beverage Commission License and Permits Division P.O. Box 13127 Austin, TX 78711-3127 Texas Comptroller of Public Accounts C/O Office of the Attorney General Bankruptcy-Collections Division PO Box 12548 Austin, TX 78711-2548

(p) TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
REVENUE ACCOUNTING DIV - BANKRUPTCY SECTION
PO BOX 13528
AUSTIN TX 78711-3528

Texas Workforce Commission TEC building Tax Dept. 101 E. 15th Street Austin ,TX 78778-0001 Trustwave 70 W. Madison St Suite 600 Chicago, IL 60602-4210

US Foods 950 S. Shiloh Rd. Garland, TX 75042-7804 Ultra-Chem, INC P.O. Box 14608 Lenexa, KS 66285-4608 United States Attorney Northern District of Texas 1100 Commerce Street, 3rd Floor Dallas, TX 75242-1074

United States Trustee 1100 Commerce Street Room 976 Dallas, TX 75242-0996 VendLease 1 8100 Sandpiper Circle Suite 300 Baltimore, MD 21236-4992 VendLease 2 8100 Sandpiper Circle Suite 301 Baltimore, MD 21236-4991

William T. Neary U.S. Trustee 1100 Commerce Street Room 9C60 Dallas, TX 75242-0996 Robert Thomas DeMarco DeMarco-Mitchell, PLLC 1255 W. 15th St., Ste 805 Plano, TX 75075-7225

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PO Box 13528
Austiin, TX 78711-3528

(d) Texas State Comptroller Capitol Station Austin, TX 78774

End of Label Matrix
Mailable recipients 52
Bypassed recipients 0
Total 52