

Fill in this information to identify the case:

United States Bankruptcy Court for the:
NORTHERN DISTRICT OF TEXAS

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

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 Quality Franchise Restaurants, LLC

2. All other names debtor used in the last 8 years dba Mellow Mushroom

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 4 5 - 0 9 1 5 6 1 3

4. Debtor's address

<p>Principal place of business</p> <p><u>2809 Preston Road</u> Number Street</p> <p><u>STE 1200</u></p> <hr/> <p><u>Frisco TX 75034</u> City State ZIP Code</p> <p><u>Denton</u> County</p>	<p>Mailing address, if different from principal place of business</p> <p><u>5960 W. Parker Road, #278-334</u> Number Street</p> <hr/> <p>P.O. Box</p> <hr/> <p><u>Plano TX 75093</u> City State ZIP Code</p>	<p>Location of principal assets, if different from principal place of business</p> <hr/> <p>Number Street</p> <hr/> <p>City State ZIP Code</p>
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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 Quality Franchise Restaurants, LLC 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. District _____ When _____ Case number _____
MM / DD / YYYY
- District _____ When _____ Case number _____
MM / DD / YYYY
- District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

Debtor Quality Franchise Restaurants, LLC Case number (if known) _____

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

No

Yes. Debtor Greenville Dough, LLC Relationship Affiliate

District Northern District of Texas When 05/05/2017
MM / DD / YYYY

Case number, if known _____

Debtor _____ Relationship _____

District _____ 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?

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 for distribution to unsecured creditors.

Debtor Quality Franchise Restaurants, LLC Case number (if known) _____

- | | | | |
|--|---|--|--|
| 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"/> 5,001-10,000 | <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 |

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 05/05/2017
MM / DD / YYYY

X /s/ Luis Gonzalez _____ **Luis Gonzalez** _____
Signature of authorized representative of debtor Printed name
Title Managing Member _____

18. Signature of attorney **X /s/ Robert T. DeMarco** _____ Date 05/05/2017
Signature of attorney for debtor MM / DD / YYYY

Robert T. DeMarco _____
Printed name
DeMarco Mitchell, PLLC _____
Firm name
1255 West 15th St., 805 _____
Number Street

Plano _____ **TX** _____ **75075** _____
City State ZIP Code

(972) 578-1400 _____ **robert@demarcomitchell.com** _____
Contact phone Email address
24014543 _____
Bar number State

THE STATE OF TEXAS

COUNTY OF COLLIN

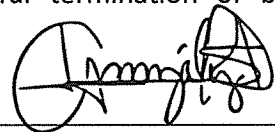
CERTIFICATE OF RESOLUTION

BEFORE ME, the undersigned authority, on this day personally appeared **Luis Gonzalez**, known to me, who, being first by me duly sworn, did state that he was the duly elected and authorized managing member of **Quality Franchise Restaurants, LLC**, a Texas limited liability company (the "**Company**"), and that the following is a correct excerpt of a resolution unanimously adopted by the managing members of the Company on **May 5, 2017**:

"BE IT RESOLVED: That in the judgment of the members, it is desirable and for the best interests of the Company, its creditors, and other interested parties, that a petition be filed by this Corporation under the provisions of Chapter 11 of the United States Bankruptcy Code; and

BE IT FURTHER RESOLVED: That by unanimous consent of each of the members of the Company, **Cody Adams** be and hereby is authorized and directed to take whatever action is necessary, specifically including, but not by way of limitation, the authority to enter into and execute any and all instruments or agreements necessary to secure for the Company the relief accorded under Chapter 11 of the United States Bankruptcy Code; the sole and full discretion concerning the time of filing of these bankruptcy proceedings to be left to the sole discretion of the members of the Company, who are further authorized, again at their sole discretion, to convert said proceedings into liquidation bankruptcy proceedings if the same, in their discretion, is appropriate and necessary.

BE IT FURTHER RESOLVED: That **DeMarco-Mitchell, PLLC, of Plano, Texas**, shall be retained as attorneys for the Company, for instituting such proceedings under the Bankruptcy Code and performing such services as counsel for the Company as the members of the Company may deem appropriate and, without limiting the generality of the foregoing, obtaining a successful reorganization of the Company's finances or an otherwise successful termination of bankruptcy proceedings.



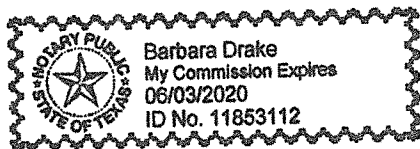
Name: **Luis Gonzalez**
Title: **Managing Member,**
Quality Franchise
Restaurants, LLC


THE STATE OF TEXAS

COUNTY OF COLLIN

BEFORE ME, the undersigned, a Notary Public in and for said State, on this day personally appeared **Luis Gonzales**, Managing Member of **Quality Franchise Restaurants, LLC**, known to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of said Company, and that he executed the same as the act of such Company for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 5th day of May, 2017.





Notary Public in and for
The State of Texas

Fill in this information to identify the case:

Debtor name Quality Franchise Restaurants, LLC

United States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

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 claims 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	Access Bank 320 Eagle Dr Denton, TX 76201				\$1,705,115.00	\$2,870.67	\$1,702,244.33
2	Access Bank 320 Eagle Dr Denton, TX 76201				\$928,907.57	\$339,000.00	\$589,907.57
3	Share Plaza 06A, LLC c/o ACF Property Mg File 1969 1801 W. Olympic Blvd. Pasadena, CA 91199-1969		Property Lease				\$14,538.94
4	Texas Comptroller of Public Accounts C/O Office of the Attorney General Bankruptcy-Collections Division		Sales TABC Mixed Bev.				\$12,715.00
5	US Foods 950 S. Shiloh Rd. Garland, TX 75042		Vendor				\$11,000.00

Debtor Quality Franchise Restaurants, LLC Case number (if known) _____
 Name _____

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
6 Coserv P.O. Box 650785 Dallas, TX 75265		Utilities				\$2,604.85
7 Refrigerated Specialist, Inc 3040 East Meadows Blvd Mesquite, TX 75150		Services				\$1,457.08
8 Hanover Insurance P.O. Box 580045 Charlotte, NC 28258-0045		Insurance				\$1,047.00
9 VendLease 2 8100 Sandpiper Circle Suite 301 Baltimore, MD 21236		Equipment Lease				\$967.00
10 FMP 101 Mt Holly By-Pass Lumberton, NJ 8048		Vendor				\$897.22
11 Home Grown Industries of GA 150 Great Southwest Pkwy SW Atlanta, GA 30336		Franchisor				\$534.73
12 Restaurant CFO 701 E. 15th St. Suite 201 Plano, TX 75074		Sales Taxes				\$500.00
13 NCR Worldpay 600 Morgan Falls Rd Suite 260 Atlanta, GA 30350		Credit Card Processing				\$500.00

Debtor Quality Franchise Restaurants, LLC Case number (if known) _____
Name

	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
14	Favor Inc 1705 Guadalupe St Suite 300 Austin, TX 78701		Vendor				\$500.00
15	Clarke Stephan 2408 Crestwood Pl Denton, TX 76209		Services				\$500.00
16	VendLease 1 8100 Sandpiper Circle Suite 300 Baltimore, MD 21236		Equipment Lease				\$492.41
17	Metro Linen P.O.Box 978 McKinney, TX 75070		Vendor				\$450.00
18	Goody Goody Liquor Inc 10370 Olypmic Dr Dallas, TX 75220		Vendor				\$400.21
19	BEK Produce P.O. Box 2607 Fort Worth, TX 76113		Vendor				\$380.00
20	Trustwave 70 W. Madison St Suite 600 Chicago, IL 60602		Vendor				\$319.65

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

IN RE: **Quality Franchise Restaurants, LLC**

CASE NO

CHAPTER **11**

VERIFICATION OF CREDITOR MATRIX

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 5/5/2017

Signature */s/ Luis Gonzalez*
Luis Gonzalez
Managing Member

Date _____

Signature _____

Access Bank
320 Eagle Dr
Denton, TX 76201

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

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

AT&T
P.O. Box 5001
Carol Stream, IL 60197-5001

Favor Inc
1705 Guadalupe St
Suite 300
Austin, TX 78701

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

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

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

Inventory Express
12020 Leeward Walk Cir
Alpharetta, GA 30005

BEK Produce
P.O. Box 2607
Fort Worth, TX 76113

Flour Mountain, LLC
P.O. Box 2015
Denton, TX 76201

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

Clarke Stephan
2408 Crestwood Pl
Denton, TX 76209

FMP
101 Mt Holly By-Pass
Lumberton, NJ 8048

Martha Jensen
P.O. Box 2015
Denton, TX 76201

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

Goody Goody Liquor Inc
10370 Olypmic Dr
Dallas, TX 75220

Melkinney, LLC
P.O. Box 2015
Denton, TX 76201

Coserv
P.O. Box 650785
Dallas, TX 75265

Greenville Dough, LLC
P.O. Box 2015
Denton, TX 76201

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

Denton Dough Company
P.O. Box 2015
Denton, TX 76201

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

Monte Jensen
P.O. Box 2015
Denton, TX 76201

Direct TV
P.O. Box 105249
Atlanta, GA 40308

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

Mood Pandora
1703 West 5th Street
STE 600
Austin, TX 78703

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

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

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

Texas State Comptroller
Capitol Station
Austin, TX 78774

Refrigerated Specialist, Inc
3040 East Meadows Blvd
Mesquite, TX 75150

Texas Workforce Commission
TEC building Tax Dept.
101 E. 15th Street
Austin ,TX 78778

Reliant Metro, LTD
10817 West County Rd 60
Midland, TX 79707

Trustwave
70 W. Madison St
Suite 600
Chicago, IL 60602

Restaurant CFO
701 E. 15th St.
Suite 201
Plano, TX 75074

Ultra-Chem, INC
P.O. Box 14608
Lenexa, KS 66285

Share Plaza 06A, LLC c/o ACF Pr
File 1969 1801 W. Olympic Blvd.
Pasadena, CA 91199-1969

United States Attorney
Northern District of Texas
1100 Commerce Street, 3rd Floor
Dallas, TX 75242-1699

Small Business Administration
4300 Amon Carter Blvd., STE 114
Fort Worth, TX 76155

US Foods
950 S. Shiloh Rd.
Garland, TX 75042

Southern Glazers Wine and Spiri
14911 Quorum Dr
Suite 400
Dallas, TX 75254

VendLease 1
8100 Sandpiper Circle
Suite 300
Baltimore, MD 21236

Texas Alcohol Beverage Commissi
License and Permits Division
P.O. Box 13127
Austin, TX 78711

VendLease 2
8100 Sandpiper Circle
Suite 301
Baltimore, MD 21236

Texas Comptroller of Public Acc
C/O Office of the Attorney Gene
Bankruptcy-Collections Division
PO Box 12548
Austin, TX 78711-2548

William T. Neary
U.S. Trustee
1100 Commerce Street
Room 9C60
Dallas, TX 75242

Texas Comptroller of Public Acc
Revenue Accounting DivBankruptc
PO Box 13528
Austiin, TX 78711-3528

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

IN RE:
Quality Franchise Restaurants, LLC

CHAPTER 11

DEBTOR(S)

CASE NO

LIST OF EQUITY SECURITY HOLDERS

Registered Name of Holder of Security Last Known Address or Place of Business	Class of Security	Number Registered	Kind of Interest Registered
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Luis Gonzalez
5960 W. Parker Road #278-334
Plano, TX 75093

100%

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

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

Date: 5/5/2017

Signature: /s/ Luis Gonzalez
Luis Gonzalez
Managing Member