

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known) _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name AUTHENTIC GELATO, LLC

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

3. Debtor's federal Employer Identification Number (EIN) 75-2872084

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>1215 Viceroy Dr.</u>	
	<u>Dallas, TX 75247</u>	
	Number, Street, City, State & ZIP Code	P.O. Box, Number, Street, City, State & ZIP Code
	<u>Dallas</u>	Location of principal assets, if different from principal place of business
	County	
		Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____

Debtor **AUTHENTIC GELATO, 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.uscourts.gov/four-digit-national-association-naics-codes>.

7223

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
 District _____ When _____ Case number _____

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

- No
- Yes.

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

Debtor See Attachment Relationship _____
 District _____ When _____ Case number, if known _____

Debtor **AUTHENTIC GELATO, LLC**
Name

Case number *(if known)* _____

11. Why is the case filed in this district? *Check all that apply:*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property? _____
 Number, Street, City, State & ZIP Code

Is the property insured?

No

Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds *Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

15. Estimated Assets

<input type="checkbox"/> \$0 - \$50,000	<input 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

16. Estimated liabilities

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

Debtor **AUTHENTIC GELATO, LLC**
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

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

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
I have been authorized to file this petition on behalf of the debtor.
I have examined the information in this petition and have a reasonable belief that the information is true and correct.
I declare under penalty of perjury that the foregoing is true and correct.
Executed on **September 19, 2017**
MM / DD / YYYY

X /s/ Ugo Ginatta
Signature of authorized representative of debtor
Title **Authorized Signatory**

Ugo Ginatta
Printed name

18. Signature of attorney

X /s/ Michael P. Cooley
Signature of attorney for debtor

Date **September 19, 2017**
MM / DD / YYYY

Michael P. Cooley
Printed name

Bryan Cave LLP
Firm name

JP Morgan Chase Tower
2200 Ross Avenue, Suite 3300
Dallas, TX 75201-7965
Number, Street, City, State & ZIP Code

Contact phone **(214) 721-8054** Email address **michael.cooley@bryancave.com**

24034388
Bar number and State

Debtor **AUTHENTIC GELATO, LLC**
Name

Case number (if known) _____

Fill in this information to identify your case:

United States Bankruptcy Court for the:
 NORTHERN DISTRICT OF TEXAS

Case number (if known) _____ Chapter **11**

Check if this an amended filing

FORM 201. VOLUNTARY PETITION
Pending Bankruptcy Cases Attachment

Debtor	Ad Astra Holdings, LP		Relationship to you	Affiliate
District	Northern District of Texas	When _____	Case number, if known	_____
Debtor	Ginatta RE, LLC		Relationship to you	Affiliate
District	Northern District of Texas	When _____	Case number, if known	_____
Debtor	Paciugo Franchising, LP		Relationship to you	Affiliate
District	Northern District of Texas	When _____	Case number, if known	_____
Debtor	Paciugo Holdings, LLC		Relationship to you	Affiliate
District	Northern District of Texas	When _____	Case number, if known	_____
Debtor	Paciugo Management, LLC		Relationship to you	Affiliate
District	Northern District of Texas	When _____	Case number, if known	_____
Debtor	Paciugo Properties, LP		Relationship to you	Affiliate
District	Northern District of Texas	When _____	Case number, if known	_____
Debtor	Paciugo Supply Co, LP		Relationship to you	Affiliate
District	Northern District of Texas	When _____	Case number, if known	_____

**ACTION BY UNANIMOUS CONSENT
OF THE BOARD OF DIRECTORS OF PACIUGO HOLDINGS, LLC**

July 18, 2017

The undersigned, being all of the duly elected and incumbent members of the Board of Directors (the "**Board**") of Paciugo Holdings, LLC, a Texas limited liability company (the "**Company**"), sign this instrument or a counterpart hereof at a duly-called meeting of the Board to evidence their consent to the resolutions set forth below.

WHEREAS, the Company is in receipt of a nonbinding term sheet (the "**Term Sheet**"), dated June 22, 2017, in which JxP Capital proposes to enter into a transaction on the terms and subject to the conditions described therein; and

WHEREAS, based on the financial condition of the Company and its subsidiaries, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and its shareholders to approve the Term Sheet; and

WHEREAS, in connection with the transactions described in the Term Sheet and based on the financial condition of the Company and its subsidiaries, in the judgment of the Board it is desirable and in the best interests of the Company, its creditors, its shareholders and other interested parties for the Company to file a petition be filed by the Company in the United States Bankruptcy Court for the Northern District of Texas (the "**Bankruptcy Court**") seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"), in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition is authorized hereby;

NOW BE IT RESOLVED, that the Term Sheet is approved; and it is further

RESOLVED, that the Company and its subsidiaries are authorized and instructed to take all steps necessary to cooperate with JxP Capital in matters pertaining to the Term Sheet and to satisfy the Company's obligations under the Term Sheet; and it is further

RESOLVED, that each of the Board, Vincent Ginatta, and Ugo Ginatta (each, an "**Authorized Person**") is hereby authorized and empowered, on behalf of the Company, to take to take all actions necessary for the Company to carry out its obligations under the Term Sheet, including to cooperate with the due diligence activities of JxP Capital

RESOLVED, that each Authorized Person is hereby authorized and empowered, on behalf of the Company, to execute and verify a petition in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court in such form and at such time as the Authorized Person executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that Paciugo Management LLC ("**Paciugo Management**"), as manager or general partner (as applicable) of each of Ad Astra Holdings LP, Paciugo Supply Co. LP, Authentic Gelato LLC, Paciugo Franchising LP, and Paciugo Properties LP (collectively, the "**Subsidiaries**") is authorized, empowered, and directed to take all steps necessary to execute and

verify a petition in the name of each Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court in such form and at such time as Paciugo Management shall determine; and it is further

RESOLVED, that each Authorized Person hereby is authorized, empowered and directed, on behalf of and in the name of the Company, to execute, verify, and file, or cause to be filed, executed, or verified, all necessary documents, including all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, and in that regard to employ and retain such assistance of legal and financial advisors and other other professionals and to take any and all action that they deem necessary, proper, or desirable in connection with the chapter 11 case; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case or any matter related thereto be, and they hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that the law firm of Bryan Cave LLP is hereby employed to render legal services to the Company in connection with the chapter 11 case and any other related matters or proceedings in connection therewith on such terms as shall be approved by an Authorized Person; and it is further

RESOLVED, that, any Authorized Person hereby is, authorized, empowered and directed, on behalf of and in the name of the Company, to pay all necessary and reasonable fees and expenses incurred in connection with the transactions contemplated by these resolutions; and it is further

RESOLVED, that in addition to the specific authorizations heretofore conferred, any Authorized Person hereby is, authorized, empowered and directed to take or cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents and to incur all such fees and expenses, on behalf of and in the name of the Company, as in their judgment shall be necessary, appropriate or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person prior to adoption of these resolutions with respect to the matters contemplated by these resolutions be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

[Signature page follows]

This document may be executed in any number of counterparts, each of which shall for all purposes be considered an original, and all such counterparts shall constitute one and the same document. Execution of a counterpart by each Director shall effect adoption of the resolutions set forth above as of July 18, 2017.



Name: Ugo Ginatta

Title: Director



Name: Vincent Ginatta

Title: Director