

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

United States Bankruptcy Court for the:

\_\_\_\_\_ District of Delaware  
(State)

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 PGHC Holdings, Inc.

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) 14-1924262

4. Debtor's address **Principal place of business** **Mailing address, if different from principal place of business**

600 Providence Highway  
Number Street

\_\_\_\_\_  
Number Street

\_\_\_\_\_  
P.O. Box

Dedham, MA 02026  
City State ZIP Code

\_\_\_\_\_  
City State ZIP Code

**Location of principal assets, if different from principal place of business**

Norfolk  
County

\_\_\_\_\_  
Number Street

\_\_\_\_\_  
City State ZIP Code

5. Debtor's website (URL) www.papaginos.com; www.dangelos.com

6. Type of debtor  Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
 Partnership (excluding LLP)  
 Other. Specify: \_\_\_\_\_

Debtor

PGHC Holdings, Inc.  
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>.

7225

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 4/10/19 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 Schedule 1 Relationship Affiliate

District Delaware When 11/05/2018  
MM / DD / YYYY

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

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

Debtor PGHC Holdings, Inc. Case number (if known) \_\_\_\_\_  
 Name

**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.

**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 checked="" 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 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 PGHC Holdings, Inc. Case number (if known) \_\_\_\_\_  
Name

- 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 type="checkbox"/> \$10,000,001-\$50 million             | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input checked="" 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 11/05/2018  
MM / DD / YYYY

**X** /s/ Corey D. Wendland  
Signature of authorized representative of debtor

Corey D. Wendland  
Printed name

Title Chief Financial Officer

**18. Signature of attorney**

**X** /s/ Derek C. Abbott  
Signature of attorney for debtor

Date 11/05/2018  
MM / DD / YYYY

Derek C. Abbott  
Printed name

Morris, Nichols, Arsht & Tunnell LLP  
Firm name

1201 N. Market St., 16th Floor  
Number Street

Wilmington DE 19801  
City State ZIP Code

(302) 658-9200 dabbott@mnat.com  
Contact phone Email address

3376 DE  
Bar number State

**SCHEDULE 1****PENDING OR CONCURRENT BANKRUPTCY CASES FILED BY AFFILIATES**

On November 5, 2018, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. A motion has been filed with the Court requesting that the chapter 11 cases of these entities be jointly administered.

<b>Entity Name</b>	<b>Federal Employer Identification Number (EIN)</b>
PGHC Holdings, Inc.	14-1924262
Papa Gino's Holdings Corp.	33-0506681
Papa Gino's Inc.	33-0491264
Papa Gino's Franchising Corp.	06-1342690
Papa Gino's/D'Angelo Card Services, Inc.	20-3580621
D'Angelo's Sandwich Shops, Inc.	48-1137947
Progressive Food, Inc.	04-2546224
D'Angelo Franchising Corporation	04-3518398
Delops, Inc.	48-1137945

**JOINT RESOLUTIONS BY WRITTEN CONSENT  
OF THE SOLE DIRECTOR OF  
PGHC HOLDINGS, INC.;  
PAPA GINO'S HOLDINGS CORP.;  
PAPA GINO'S, INC.;  
PAPA GINO'S FRANCHISING CORP.;  
PAPA GINO'S/D'ANGELO CARD SERVICES, INC.;  
D'ANGELO'S SANDWICH SHOPS, INC.;  
PROGRESSIVE FOOD, INC.;  
D'ANGELO FRANCHISING CORPORATION; AND  
DELOPS, INC.**

**November 4, 2018**

The undersigned, being the sole director (the "Sole Director") of each of the entities specified above and on the signature page hereto (each such entity, individually, a "Company," and, together, the "Companies"), does hereby consent to, adopt, and approve, by written consent, in accordance with applicable laws of the relevant jurisdiction in which such Company is organized, the following resolutions and each and every action effected thereby:

**WHEREAS**, the Sole Director has reviewed and has had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of each Company regarding the liabilities and liquidity of each Company, the strategic alternatives available to it and the impact of the foregoing on each Company's business; and

**WHEREAS**, the Sole Director has had the opportunity to consult with the management and the legal and financial advisors of each Company to fully consider, and has considered, the strategic alternatives available to such Company;

**NOW, THEREFORE, BE IT RESOLVED**, that, with respect to each Company, the Sole Director has determined, after consultation with the management and the legal and financial advisors of each Company, that it is desirable and in the best interests of each Company and its stockholders, creditors, and other interested parties that a voluntary petition (each, a "Petition," and, together, the "Petitions") be filed by each Company under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"); and be it further

**RESOLVED**, that any officer of each Company (each, an "Authorized Person"), in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, to negotiate, execute, verify, deliver, and file with the Bankruptcy Court, in the name and on behalf of the applicable Company, and under its corporate seal or otherwise, all petitions, schedules, statements, motions, lists, applications, pleadings, papers, affidavits, declarations, orders, plans, and other documents (collectively, the "Chapter 11 Filings") (with such changes therein and additions thereto as any such Authorized Person may deem necessary, appropriate or advisable, the execution and delivery of any of the Chapter 11



Filings by any such Authorized Person with any changes thereto to be conclusive evidence that any such Authorized Person deemed such changes to meet such standard); and be it further

**RESOLVED**, that any Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the applicable Company, to take and perform any and all further acts and deeds that such Authorized Person deems necessary, appropriate, or desirable in connection with such Company's chapter 11 case (each, a "Chapter 11 Case," and, together, the "Chapter 11 Cases") or the Chapter 11 Filings, including, without limitation, (i) the payment of fees, expenses and taxes such Authorized Person deems necessary, appropriate, or desirable, and (ii) negotiating, executing, delivering, performing and filing any and all additional documents, schedules, statements, lists, papers, agreements, certificates and/or instruments (or any amendments or modifications thereto) in connection with, or in furtherance of, such Company's Chapter 11 Case with a view to the successful prosecution of such Chapter 11 Case (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and be it further

**RESOLVED**, that the Sole Director has determined, after consultation with the management and the legal and financial advisors of each Company, that subject to approval of the Bankruptcy Court, each Company, as a debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and hereby is, authorized to: (a) enter into a debtor-in-possession financing facility (the "DIP Facility") and obtain use of cash collateral, and any associated documents, and consummate and perform under the transactions contemplated thereby (collectively, the "Financing Transactions"), with such lender(s) and on such terms substantially consistent with those presented to the Sole Director on or about the date hereof and as may be further approved, modified, or amended by an Authorized Person, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Companies; (b) pay related fees; and (c) grant security interests in and liens upon all or substantially all of each Company's assets, in such case, as may be deemed necessary or desirable by an Authorized Person in connection with the Financing Transactions; and be it further

**RESOLVED**, that: (a) the Authorized Persons shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, each Company, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver, and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents, including any amendments or other modifications to the foregoing, as any of the Authorized Persons may deem necessary or appropriate to facilitate the Financing Transactions (such documents, the "Financing Documents"); (b) any and all Financing Documents containing such provisions, terms, conditions, covenants, warranties, and representations as may be deemed necessary or desirable by any of the Authorized Persons are hereby approved; (c) the Authorized Persons shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, each Company, as debtor and debtor in possession, to authorize counsel to draft, file, and seek approval of the Financing Documents; and (d) the actions of any Authorized Person taken pursuant to these joint resolutions, including the execution, acknowledgment, delivery, and verification of all agreements, certificates, instruments, guaranties, notices, and other documents, including any amendments or other modifications to



the foregoing, shall be conclusive evidence of such Authorized Person's approval thereof and the necessity and desirability thereof; and be it further

**RESOLVED**, that the Sole Director has determined, after consultation with the management and the legal and financial advisors of each Company, that subject to approval of the Bankruptcy Court, each Company, as a debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and hereby is, authorized to enter into that certain Asset Purchase Agreement by and among each Company, as a seller, and WC Purchaser LLC, as the purchaser (the "APA") for the sale of substantially all of the Companies' assets, as may be further approved, modified, or amended by any Authorized Person, as may be reasonably necessary or desirable, and the execution and delivery by such Authorized Person shall be conclusive evidence of such Authorized Person's approval thereof and the necessity and desirability thereof; and be it further

**RESOLVED**, that (a) subject to approval of the Bankruptcy Court, the Authorized Persons shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, each Company, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver, and verify such agreements, certificates, instruments, and any and all other documents, including any amendments or other modifications to the foregoing, as any of the Authorized Persons may deem necessary or appropriate to facilitate the sale contemplated by the APA or one or more alternative sale(s) or transaction(s) in respect of the Companies' assets that individually, or in the aggregate, represent a higher or otherwise better transaction (such documents, the "Sale Documents"); (b) subject to approval of the Bankruptcy Court, any and all Sale Documents containing such provisions, terms, conditions, covenants, warranties, and representations as may be deemed necessary or desirable by any of the Authorized Persons are hereby approved; (c) the actions of any Authorized Person taken pursuant to these joint resolutions, including the execution, acknowledgment, delivery, and verification of all agreements, certificates, instruments, and other documents, including any amendments or other modifications to the foregoing, shall be conclusive evidence of such Authorized Person's approval thereof and the necessity and desirability thereof; and be it further

**RESOLVED**, that each Company is authorized and directed, and the Authorized Persons shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, each Company, as debtor and debtor in possession, to: (a) authorize counsel to draft, file, and seek approval of bidding procedures (the "Bidding Procedures") pursuant to which the Companies shall seek higher or otherwise better offers for the sale of all or substantially of their assets; (b) execute, deliver, and file on behalf of the Companies such affidavits or declarations as such Authorized Person, in his or her opinion, deems necessary or desirable in connection with obtaining approval of the Bidding Procedures; (c) take any and all such other actions as such Authorized Person, in his or her opinion, deems necessary or desirable in connection with obtaining approval of the Bidding Procedures and obtaining the highest or otherwise best offer for the Companies' assets; and be it further

**RESOLVED**, that the retention of the law firm of Morris, Nichols, Arsht & Tunnell LLP ("Morris Nichols") to represent each Company as general bankruptcy counsel on the terms set forth in its engagement letter with the Companies and to represent and assist the



Companies in preparing and filing the Petitions and other Chapter 11 Filings is hereby approved, adopted, ratified and confirmed in all respects; and in connection therewith, any Authorized Person, and each of them, acting either individually or jointly, are hereby authorized, empowered, and directed, in the name and on behalf of each Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and cause to be filed an appropriate application for authority to retain the services of Morris Nichols; and be it further

**RESOLVED**, that the retention of North Point Advisors, LLC ("North Point"), to provide each Company with investment banking services on the terms set forth in its engagement letter with the Companies, is hereby approved, adopted, ratified and confirmed in all respects; and in connection therewith, any Authorized Person, and each of them, acting either individually or jointly, are hereby authorized, empowered, and directed, in the name and on behalf of each Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and cause to be filed an appropriate application for authority to retain the services of North Point; and be it further

**RESOLVED**, that the retention of CR3 Partners, LLC ("CR3"), to provide each Company with financial advisory services on the terms set forth in its engagement letter with PGHC Holdings, Inc., is hereby approved, adopted, ratified and confirmed in all respects; and in connection therewith, any Authorized Person, and each of them, acting either individually or jointly, are hereby authorized, empowered, and directed, in the name and on behalf of each Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and cause to be filed an appropriate application for authority to retain the services of CR3; and be it further


**RESOLVED**, that the retention of Hilco Real Estate, LLC ("HRE"), to provide the Companies with real estate and lease consulting and advisory services on the terms set forth in its engagement letter with Papa Gino's, Inc., is hereby approved, adopted, ratified and confirmed in all respects; and in connection therewith, any Authorized Person, and each of them, acting either individually or jointly, are hereby authorized, empowered, and directed, in the name and on behalf of each Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and cause to be filed an appropriate application for authority to retain the services of HRE; and be it further

**RESOLVED**, that the retention of Epiq Corporate Restructuring, LLC ("Epiq"), to serve as the Companies' claims, noticing and solicitation agent in the Chapter 11 Cases on the terms set forth in its engagement agreement with Papa Gino's, Inc., is hereby approved, adopted, ratified and confirmed in all respects; and in connection therewith, any Authorized Person, and each of them, acting either individually or jointly, are hereby authorized, empowered, and directed, in the name and on behalf of each Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and cause to be filed appropriate application(a) for authority to retain the services of Epiq; and be it further

**RESOLVED**, that, with respect to each Company, any Authorized Person, any one of whom may act without the joinder of any of the others, hereby is authorized, empowered, and directed, with full power of delegation, in the name and on behalf of the applicable Company, to take and perform any and all further acts or deeds, including, but not limited to (i) the engagement or retention of such further accountants, counsel, consultants or advisors, (ii) the negotiation of such additional agreements, amendments, modifications, supplements, reports, documents, instruments, applications, notes or certificates not now known but which may be required, (iii) the execution, delivery and filing (if applicable) of any of the foregoing, (iv) the payment of all fees, consent payments, taxes and other expenses; all of the foregoing, as any such Authorized Person, in his or her sole discretion, may approve or deem necessary, appropriate or desirable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, with all of such actions, executions, deliveries, filings and payments to be conclusive evidence of such approval or that such Authorized Person deemed the same to meet such standard; and be it further

**RESOLVED**, that any and all past actions heretofore taken by any Authorized Person or any director of any Company in the name and on behalf of such Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.

**IN WITNESS WHEREOF**, the undersigned, being the sole director of PGHC HOLDINGS, INC., PAPA GINO'S HOLDINGS CORP., PAPA GINO'S, INC., PAPA GINO'S FRANCHISING CORP., PAPA GINO'S/D'ANGELO CARD SERVICES, INC., D'ANGELO'S SANDWICH SHOPS, INC., PROGRESSIVE FOOD, INC., D'ANGELO FRANCHISING CORPORATION, AND DELOPS, INC., has executed this written consent on the date first set forth above.



Thomas J. Allison



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

Debtor Name: PGHC Holdings, Inc., et al.

United States Bankruptcy Court for the: District of Delaware

Case Number (If known):

Check if this is an amended filing

## Official Form 204

### Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A consolidated list of creditors holding the 30 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 30 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 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
1 HARTFORD LIFE INS. CO 55 FARMINGTON AVE 11TH FLOOR HARTFORD, CT 06144-1744	CONTACT: DOUGLAS FISKE, HELDER PEREIRA PHONE: 860-297-6966; 860-297-6342 FAX: 860-297-8892 DOUGLAS.FISKE@HIMCO.COM M HELDER.PEREIRA@HIMCO.COM  DOUGLAS R GOODING CHOATE HALL & STEWART LLP PHONE: 617-248-5277 FAX: 617- 248-4000 DGOODING@CHOATE.COM	UNSECURED MEZZANINE DEBT				\$27,897,704.55
2 BROOKSIDE MEZZANINE FUND 201 TRESSER BOULEVARD SUITE 330 STAMFORD, CT 06901	CONTACT: DAVID D. BUTTOLPH PHONE: 203-595-4530 INFO@BROOKSIDEMP.COM; DBUTTOLPH@BROOKSIDEMP.COM  DOUGLAS R GOODING CHOATE HALL & STEWART LLP PHONE: 617-248-5277 FAX: 617-248-4000 DGOODING@CHOATE.COM	UNSECURED MEZZANINE DEBT				\$11,956,159.09



Debtor: PGHC Holdings, Inc., et al.

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
3 SYSCO BOSTON, LLC 99 SPRING ST. PLYMPTON, MA 02367	CONTACT: CHUCK FRASER PHONE: 781-422-2300 CFRASER@BOSTON.SYSCO.COM  FRANK R WHITE ARNALL GOLDEN GREGORY LLP PHONE: 404-873-8744 FAX: 404-873-8745 FRANK.WHITE@AGG.COM	TRADE				\$5,533,535.68*
4 MCDONALDS CORPORATION DIRECTOR, US LEGAL DEPT #091 ONE MCDONALDS PLAZA OAK BROOK, IL 60523	PHONE: 630-623-2085; 630-623-4293	RENT				\$494,410.00
5 MEDFORD WELLINGTON SERVICE CO.,INC. 9 EXECUTIVE PARK DRIVE SUITE 100 NORTH BILLERICA, MA 01862	CONTACT: DALE NIEMI, BILLING MANAGER PHONE: 781-396-0290; 781-396-5279 dalen@medfordwellington.com	MAINTENANCE				\$297,808.89
6 PEPSI-COLA COMPANY DIVISION COUNSEL 700 ANDERSON HILL RD PURCHASE, NY 10577	CONTACT: MIKE BEVILACQUA PHONE: 336-896-5577 FAX: 914-253-2070 mike.bevilacqua@pepsico.com	TRADE				\$210,684.56*
7 CRUNCHTIME INFORMATION SYSTEMS INC. 129 PORTLAND ST 2ND FLOOR BOSTON, MA 02114	CONTACT: DAVID DAUGHTERY PHONE: 617-567-5228 FAX: 857-202-3001	TRADE				\$138,912.31
8 MORGAN,LEWIS & BOCKIUS LLP COUNSELORS AT LAW 1701 MARKET ST. PHILADELPHIA, PA 19103-2921	CONTACT: TIMOTHY LEVIN PHONE: 215-963-5000 FAX: 215-963-5001 timothy.levin@morganlewis.com	LEGAL				\$78,302.55
9 DANA-FARBER CANCER INSTITUTE, INC. (JIMMY FUND) C/O KATIE BROWN 10 BROOKLINE PLACE WEST, 6TH FL. BROOKLINE, MA 02445-7226	CONTACT: KATIE BROWN PHONE: 617-582-9675 Katie_Brown@dfci.harvard.edu	MISCELLANEOUS				\$76,048.00
10 DEDHAM MARKETPLACE, LLC 69 GREAT ROAD ACTON, MA 01720	CONTACT: JENNIFER LAFERRIERE PHONE: 978-263-2989 X5 FAX: 978-263-0403 jllaffiere@hotmail.com	RENT				\$62,121.54
11 ARDENT MILLS LLC 1875 LAWRENCE STREET DENVER, CO 80202	CONTACT: JOHN S. SPILIAKOS PHONE: 316-292-2200 jsspiliakos@marathon-associates.com	TRADE				\$56,699.10

\*Includes estimates for uninvoiced amounts as of the petition date.

Debtor: PGHC Holdings, Inc., et al.

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
12 BJC REAL ESTATE PARTNERSHIP 323 MANLEY ST W. BRIDGEWATER, MA 02379	CONTACT: JANICE LOMBARDI PHONE: 508-586-8456 X203 FAX: 508-580-0644 jlombardi@dangeloinc.com	RENT				\$55,243.34
13 ELGE PLUMBING & HEATING INC 43 SUMMER ST SOMERVILLE, MA 02143  ELGE PLUMBING & HEATING INC 12 WILMINGTON ROAD P.O. BOX 1070 BURLINGTON, MA 01803	CONTACT: DAVID J IANNUZI, KERRY MASON PHONE: 617-782-4300; 781- 272-4300 FAX: 617-623-3782 dave@elgeplumbing.com dianuzzi@elgeplumbing.com kmason@elgeplumbing.com	MAINTENANCE				\$55,057.55
14 VALASSIS COMMUNICATIONS INC 90469 COLLECTION CENTER DRIVE CHICAGO, IL 60693	CONTACT: CYNTHIA ROSE PHONE: 860-602-3645 cxrose@valassis.com	MARKETING				\$52,807.36
15 REPUBLIC SERVICES DBA REPUBLIC SERVICES NATIONAL ACCOUNTS 18500 N ALLIED WAY PHOENIX, AZ 85054	CONTACT: ALINA BENCIK PHONE: 480-627-7141 abencik@republicservices.co m	TRADE				\$49,975.48
16 BRIDG, INC 11388 WEST OLYMPIC BLVD LOS ANGELES, CA 90064	CONTACT: AMIT JAIN PHONE: 855-455-5522 hello@bridg.com	TRADE				\$44,400.00
17 UNITED EAST FOODSERVICE SUPPLY CO. 505 COLLINS ST. ATTLEBORO, MA 02703	CONTACT: TONYA CURRAN PHONE: 508-399-2230 tcurran@trimarkusa.com	TRADE				\$44,278.64
18 SUPERDIGITAL LLC 971 COMMONWEALTH AVE, STE 32 BOSTON, MA 02215	CONTACT: C/O GRACE MOSHFEGH PHONE: 617-219-9207 grace@superdigital.co	MARKETING				\$39,500.00
19 1907 LLC 33 COMMERCIAL STREET GLOUCESTER, MA 01930	CONTACT: MAC BELL PHONE: 978-281-6063 bookkeeper@glosta.com; mac@glosta.com	RENT				\$39,470.40
20 NIXON PEABODY LLP ATTORNEYS AT LAW 55 WEST 46TH STREET NEW YORK, NY 10036-4120	CONTACT: JOSEPH J LYNCH, OFFICE MGR PARTNER PHONE: 212-940-3000 FAX: 212-940-3111 jjlynch@nixonpeabody.com	LEGAL				\$37,415.11
21 PEPSI-COLA BOTTLING CO. OF WORCESTER INC 90 INDUSTRIAL DRIVE HOLDEN, MA 01520	CONTACT: ROBERT RAUH, PRESIDENT PHONE: 508-829-6551	TRADE				\$34,620.81
22 QUAD/GRAPHICS, INC N61 W23044 HARRYS WAY SUSSEX, WI 53089	CONTACT: JOEL QUADRACCI, CHAIRMAN PHONE: 888-782-3226 qgraphics@qg.com	MARKETING				\$33,432.33

Debtor: PGHC Holdings, Inc., et al.

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
23 D'ANGELO INC. C/O BJC REAL ESTATE PARTNERSHIP 323 MANLEY STREET, P.O. BOX 519 W. BRIDGEWATER, MA 02379	CONTACT: JANICE LOMBARDI PHONE: 508-586-8456 X203 FAX: 508-580-0644 jlombardi@dangeloinc.com	RENT				\$33,240.67
24 NUCO2 INC. 2800 SE MARKET PLACE STUART, FL 34997	CONTACT: JULIA HAYES PHONE: 800-472-2855 FAX: 772-781-3500 jhayes2@nuco2.com	TRADE				\$32,757.65
25 GREEN ELECTRIC INC. 10 DRAPER STREET UNIT 17 WOBURN, MA 01801	CONTACT: JAMES GREEN, PRESIDENT PHONE: 617-591-8397 FAX: 781-460-2188 info@greenelectricinc.com	MAINTENANCE				\$31,565.44
26 VALLEY SERVICE INC. 687 LOWELL ST UNIT 7 METHUEN, MA 01844	CONTACT: FRANK DOWD PHONE: 978-794-9424 FAX: 978-794-1116 valleyserviceinc@yahoo.com casey@valleyserviceinc.com	MAINTENANCE				\$30,020.14
27 ENGIE RESOURCES LLC 1990 POST OAK BLVD STE 1900 HOUSTON, TX 77056	CONTACT: RAY CUNNINGHAM, VP & GENERAL COUNSEL PHONE: 888-232-6206 FAX: 713-636-1601 Ray.cunningham@engie.com	UTILITY				\$29,336.56
28 H-I-M MECHANICAL SYSTEMS, INC. 90 FIRST STREET BRIDGEWATER, MA 02324	CONTACT: MATT MITCHELL, GENERAL MGR PHONE: 508-697-5000 FAX: 508-697-5812 mat@him-mechanical.com	MAINTENANCE				\$27,606.60
29 INDEED, INC 177 BROAD ST 6TH FL STAMFORD, CT 06901	CONTACT: JASON WHITMAN, VP PHONE: 203-328-2691 jason@indeed.com	TRADE				\$26,890.00
30 HILTON SERVICE P.O. BOX 335 SOUTH WEYMOUTH, MA 02190	CONTACT: LEONARD W. MALLOCH PHONE: 617-847-3810	MISCELLANEOUS				\$25,938.74



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

PGHC Holdings, Inc., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-

Joint Administration Requested

**CORPORATE OWNERSHIP STATEMENT**

The above-captioned debtors and debtors in possession (the “Debtors”) make this statement under rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure. The Debtors are each directly or indirectly wholly owned by non-debtor Specialty Brands Holdings, LLC. Bunker Hill Capital, L.P., and/or certain affiliates and Hartford Life Insurance Company and/or certain affiliates each own more than 10% of the equity interests of Specialty Brands Holdings, LLC. The Debtors are not aware of any other entity that owns 10% or more of any class of equity interests of Specialty Brands Holdings, LLC.

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtors’ federal EIN, are as follows: PGHC Holdings, Inc. (4262); Papa Gino’s Holdings Corp. (6681); Papa Gino’s, Inc. (1264); Papa Gino’s Franchising Corp. (2690); Papa Gino’s/D’Angelo Card Services, Inc. (0621); D’Angelo’s Sandwich Shops, Inc. (7947); Progressive Food, Inc. (6224); D’Angelo Franchising Corporation (8398); and Delops, Inc. (7945). The Debtors’ mailing address is 600 Providence Highway, Dedham, MA 02026.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

PGHC Holdings, Inc., *et al.*,Debtors.<sup>1</sup>

Chapter 11

Case No. 18-

Joint Administration Requested

**CONSOLIDATED LIST OF EQUITY SECURITY HOLDERS**

The above-captioned debtors and debtors in possession (the “Debtors”) provide this list of equity security holders for each Debtor under rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

<b>PGHC Holdings, Inc.</b>		
<b>Holder of Equity Securities</b>	<b>Nature of Interests Held</b>	<b>Percentage Held</b>
Specialty Brands Holdings, LLC c/o National Registered Agents, Inc. 160 Green Dr. Suite 101 Dover, DE 19904	Common Stock	100%

<b>Papa Gino’s Holdings Corp.</b>		
<b>Holder of Equity Securities</b>	<b>Nature of Interests Held</b>	<b>Percentage Held</b>
PGHC Holdings, Inc. 600 Providence Highway Dedham, MA 02026	Common Stock	100%

<b>Papa Gino’s, Inc.</b>		
<b>Holder of Equity Securities</b>	<b>Nature of Interests Held</b>	<b>Percentage Held</b>
Papa Gino’s Holdings Corp. 600 Providence Highway Dedham, MA 02026	Common Stock	100%

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtors’ federal EIN, are as follows: PGHC Holdings, Inc. (4262); Papa Gino’s Holdings Corp. (6681); Papa Gino’s, Inc. (1264); Papa Gino’s Franchising Corp. (2690); Papa Gino’s/D’Angelo Card Services, Inc. (0621); D’Angelo’s Sandwich Shops, Inc. (7947); Progressive Food, Inc. (6224); D’Angelo Franchising Corporation (8398); and Delops, Inc. (7945). The Debtors’ mailing address is 600 Providence Highway, Dedham, MA 02026.

**Papa Gino's Franchising Corp.**

<b>Holder of Equity Securities</b>	<b>Nature of Interests Held</b>	<b>Percentage Held</b>
Papa Gino's, Inc. 600 Providence Highway Dedham, MA 02026	Common Stock	100%

**Papa Gino's/D'Angelo Card Services, Inc.**

<b>Holder of Equity Securities</b>	<b>Nature of Interests Held</b>	<b>Percentage Held</b>
Papa Gino's, Inc. 600 Providence Highway Dedham, MA 02026	Common Stock	100%

**D'Angelo's Sandwich Shops, Inc.**

<b>Holder of Equity Securities</b>	<b>Nature of Interests Held</b>	<b>Percentage Held</b>
Papa Gino's, Inc. 600 Providence Highway Dedham, MA 02026	Common Stock	100%

**Progressive Food, Inc.**

<b>Holder of Equity Securities</b>	<b>Nature of Interests Held</b>	<b>Percentage Held</b>
D'Angelo's Sandwich Shops, Inc. 600 Providence Highway Dedham, MA 02026	Common Stock	100%

**D'Angelo Franchising Corporation**

<b>Holder of Equity Securities</b>	<b>Nature of Interests Held</b>	<b>Percentage Held</b>
D'Angelo's Sandwich Shops, Inc. 600 Providence Highway Dedham, MA 02026	Common Stock	100%

**Delops, Inc.**

<b>Holder of Equity Securities</b>	<b>Nature of Interests Held</b>	<b>Percentage Held</b>
D'Angelo's Sandwich Shops, Inc. 600 Providence Highway Dedham, MA 02026	Common Stock	100%



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

Debtor Name PGHC Holdings, Inc., et al.

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

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

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud 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.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement, Creditor Matrix, List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/5/2018  
MM / DD / YYYY

x [Signature]  
Signature of individual signing on behalf of debtor

Corey D. Wendland  
Printed name

Chief Financial Officer  
Position or relationship to debtor