Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

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**	Mac Acquisition of New Jersey 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)	27-0991121
4.	**Debtor's address**	**Principal place of business** 1855 Blake St., Ste. 200, Denver, CO 80202 Number, Street, City, State & ZIP Code Denver County **Mailing address, if different from principal place of business** P.O. Box, Number, Street, City, State & ZIP Code **Location of principal assets, if different from principal place of business** Number, Street, City, State & ZIP Code
5.	**Debtor's website** (URL)	https://www.macaronigrill.com/
6.	**Type of debtor**	☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) ☐ Partnership (excluding LLP) ☐ Other. Specify:

Debtor **Mac Acquisition of New Jersey LLC** Case number (*if known*) ____________
Name

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 4/01/19 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?

If more than 2 cases, attach a separate list.

☒ No.
☐ Yes.

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?

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

☐ No
☒ Yes.

Debtor **See "Attachment 1 to Voluntary Petition"** Relationship ____________
District ____________ When ____________ Case number, if known ____________

Debtor **Mac Acquisition of New Jersey LLC** 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 to unsecured creditors.

14. Estimated number of creditors

☒ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5001-10,000	☐ 50,001-100,000
☐ 100-199	☐ 10,001-25,000	☐ More than100,000
☐ 200-999		

15. Estimated Assets

☐ $0 - $50,000	☒ $1,000,001 - $10 million	☐ $500,000,001 - $1 billion
☐ $50,001 - $100,000	☐ $10,000,001 - $50 million	☐ $1,000,000,001 - $10 billion
☐ $100,001 - $500,000	☐ $50,000,001 - $100 million	☐ $10,000,000,001 - $50 billion
☐ $500,001 - $1 million	☐ $100,000,001 - $500 million	☐ More than $50 billion

16. Estimated liabilities

☐ $0 - $50,000	☐ $1,000,001 - $10 million	☐ $500,000,001 - $1 billion
☐ $50,001 - $100,000	☒ $10,000,001 - $50 million	☐ $1,000,000,001 - $10 billion
☐ $100,001 - $500,000	☐ $50,000,001 - $100 million	☐ $10,000,000,001 - $50 billion
☐ $500,001 - $1 million	☐ $100,000,001 - $500 million	☐ More than $50 billion

Debtor **Mac Acquisition of New Jersey LLC** Case number (*if known*)
Name

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 trued and correct.

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

Executed on 10/18/2017
MM / DD / YYYY

X [signature]
Signature of authorized representative of debtor

Nishant Machado
Printed name

Title **President, CEO & CRO**

18. Signature of attorney

X
Signature of attorney for debtor

Date
MM / DD / YYYY

Edmon L. Morton
Printed name

Young Conaway Stargatt & Taylor, LLP
Firm name

Rodney Square
1000 N. King Street
Wilmington, DE 19801
Number, Street, City, State & ZIP Code

Contact phone **(302) 571-6600** Email address emorton@ycst.com

3856
Bar number and State

Debtor **Mac Acquisition of New Jersey 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 trued and correct.

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

Executed on ______________
MM / DD / YYYY

X ______________________________
Signature of authorized representative of debtor

Nishant Machado
Printed name

Title **President, CEO & CRO**

18. Signature of attorney

X ______________________________
Signature of attorney for debtor

Date 10/18/2017
MM / DD / YYYY

Edmon L. Morton
Printed name

Young Conaway Stargatt & Taylor, LLP
Firm name

Rodney Square
1000 N. King Street
Wilmington, DE 19801
Number, Street, City, State & ZIP Code

Contact phone **(302) 571-6600** Email address emorton@ycst.com

3856
Bar number and State

ATTACHMENT 1 TO VOLUNTARY PETITION

Pending Bankruptcy Cases Filed by Affiliated Entities

On the date hereof, each of the affiliates listed below, including the debtor in this chapter 11 case (collectively, the "**Debtors**"), will file or have filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of their voluntary petitions, the Debtors are filing a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

The Debtors are the following entities (along with their federal tax identification numbers):

1. Mac Acquisition LLC (26-3096362)
2. Mac Parent LLC (26-3096715)
3. Mac Holding LLC (26-3096682)
4. Mac Acquisition of New Jersey LLC (27-0991121)
5. Mac Acquisition of Kansas LLC (26-3243910)
6. Mac Acquisition of Anne Arundel County LLC (26-3326571)
7. Mac Acquisition of Frederick County LLC (26-3326881)
8. Mac Acquisition of Baltimore County LLC (26-3326865)
9. Macaroni Grill Services LLC (61-1775963)

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

Debtor Name Mac Acquisition, LLC, *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 Combined Corporate Ownership Statement and List of Equity Interest Holders

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

Executed on 10/18/2017
MM / DD / YYYY

✘ N. Machado
Signature of individual signing on behalf of debtor

Nishant Machado
Printed name

President, CEO & CRO
Position or relationship to debtor

Fill in this information to identify the case:
Debtor name: MAC ACQUISITION LLC, et al.
United States Bankruptcy Court for the: District of Delaware
Case number (if known): 17-_____

☐ Check if this is an amended filing

Official Form 204

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

12/15

A 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	Aramark Uniform & Career 2500 Delaware Ave. Des Moines IA 50317	Jeff Danner danner-jeff@aramark.com Tel: 515-299-2660	Trade Debt	☐ C ☐ U ☐ D			$767,707.15
2	NCR Corporation PO Box 198755 Atlanta GA 30384	Jordan Harris Jordan.Harris@ncr.com Tel: 817-475-1658	Trade Debt	☐ C ☐ U ☐ D			$465,598.99
3	Db Five Grill LP c/o Cardinal Capital Partners 8214 Westchester Dr. 9th Floor Dallas TX 75225	Gil Besing gbesing@cardinalcapital.com Tel: 214-696-3600 Fax: 214-696-9854	Lease Obligations	☐ C ☐ U ☐ D			$400,706.64
4	Ch/Mg Ramsey Owner LLC c/o Federman Steifman, LLP 220 East 42nd Street 29th Floor New York NY 10017	Ariana Golub agolub@loricoreis.com Tel: 602-778-8700; 212 845-9821	Lease Obligations	☐ C ☐ U ☐ D			$291,260.98
5	Second Florida BS Investments, LLC 80 Nashua Road Londonderry NH 03053	Raja Khanna raja@aviseproperties.com Tel: 603-432-7070 Fax: 603-437-6174	Lease Obligations	☐ C ☐ U ☐ D			$277,719.12
6	Scranton Realty, LLC 7 Park Center Court Owings Mills MD 21117	Donn Weinberg; Joel Winegarden jwinegarden@hjwineberg.org Tel: 410-654-8500 Fax: 410-654-4900	Lease Obligations	☐ C ☐ U ☐ D			$230,346.24
7	Mjdel LLC 61 Solomon Pierce Rd. Lexington MA 02420	Nicholas Delegas ndelegas@aol.com Tel: 781-249-8134	Lease Obligations	☐ C ☐ U ☐ D			$209,674.18

Debtor **MAC ACQUISITION LLC, et al.** Case number *(if known)* **17-_____**

	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
8	Ecolab 5660 Greenwood Plaza Blvd. Suite 230 Greenwood Village CO 80111	Tom Wick Tom.Wick@ecolab.com Tel: 303-222-1720	Trade Debt	☐ C ☐ U ☐ D			$208,665.01
9	Casual Dining Cool Springs, LLC 26 Knights Court Upper Saddle River NJ 07458	Val Nasano/Richard Nasano carolinacenters@optonline.net; valnasano@gmail.com Tel: 201-832-0293	Lease Obligations	☐ C ☐ U ☐ D			$196,263.00
10	Tradecor Gilbert And Vaughn LLC 4455 E. Camelback Rd. Ste. E-180 Phoenix AZ 85018	Perry Mann;Britt Rand Sanchez britt.sanchez@tradecorllc.com Tel: 602-819-3580	Lease Obligations	☐ C ☐ U ☐ D			$194,649.21
11	Ogletree Deakings Nash Smoak & Stewart PC 100 North Tampa St Ste. 3600 Tampa FL 33602	Karen Morinelli; Alix Udelson karen.morinelli@ogletreedeakins.com; Alix.Udelson@macgrill.com Tel: 813-289-1247; 832-649-2260 ex. 316 Fax: 813-289-6530; 832-504-9398	Trade Debt	☐ C ☐ U ☐ D			$193,568.80
12	Shopping Center Assoc c/o Simon Property Group 225 W. Washington St. Indianapolis IN 46204	Sundesh Shah sshah@Simon.com; dlindqui@simon.com Tel: 317-263-2301 Fax: 317-685-7255	Lease Obligations	☐ C ☐ U ☐ D			$188,356.63
13	Casual Dining Altamonte Springs, LLC 26 Knights Court Upper Saddle River NJ 07458	Val Nasano/Richard Nasano carolinacenters@optonline.net; valnasano@gmail.com Tel: 201-832-0293	Lease Obligations	☐ C ☐ U ☐ D			$179,059.79
14	Inland Continental Property 2901 Butterfield Road Oak Brook IL 60523	Judy Oswald oswald@inlandcontinental.com Tel: 630-645-7260 Fax: 630-368-2218	Lease Obligations	☐ C ☐ U ☐ D			$167,674.95
15	Simon Property Group LP Legal Leasing 225 West Washington St. Indianapolis IN 46204	Mike Freese mfreese@simon.com Tel: 317-636-1600	Lease Obligations	☐ C ☐ U ☐ D			$159,792.69
16	J Nazzaro Partnership L P 8 Saxon Avenue Suite C Bay Shore NY 11706	James J. Nazzaro jim@jjnazzaro.com Tel: 631-650-7838 Fax: 631-650-7952	Lease Obligations	☐ C ☐ U ☐ D			$154,685.07
17	CBS - Custom Business Solutions Inc 12 Morgan Irvine CA 92618	Art Julian art.julian@cbsnorthstar.com Tel: 714-348 5382	Trade Debt	☐ C ☐ U ☐ D			$153,994.84
18	Tres Woodland Investment LLC 3460 W. Walnut St. Suite 120 Garland TX 75042	Bryan Ly mr_bryan_ly@verizon.net Tel: 469-879-8826	Lease Obligations	☐ C ☐ U ☐ D			$145,554.70
19	2728 Gannon Road, LLC 9191 Towne Centre Dr. Suite 180 San Diego CA 92122	Judd Kessler, Esq juddenator@gmail.com Tel: 858-452-1915	Lease Obligations	☐ C ☐ U ☐ D			$142,956.18

Debtor **MAC ACQUISITION LLC, et al.** Case number *(if known)* **17-_____**

	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
20	A Nazzaro Associates Inc James J. Nazzaro 8 Saxon Avenue Suite C Bay Shore NY 11706	James J. Nazzaro jim@jjnazzaro.com Tel: 631-650-7838 Fax: 631-650-7952	Lease Obligations	☐ C ☐ U ☐ D			$138,332.13
21	SynergySuite Inc. 68 Willow Road Menlo Park CA 94040	Niall Keane niall@synergysuite.com Tel: 650-272-9895	Trade Debt	☐ C ☐ U ☐ D			$128,605.00
22	Dulles Town Center Mall LLC c/o Lerner Corporation 21100 Dulles Town Circle Suite 234 Dulles VA 20166	Emily Gagliardi EGagliardi@Lerner.com Tel: 301-692-2206 Fax: 301-692-2627	Lease Obligations	☐ C ☐ U ☐ D			$116,666.69
23	100 Univeristy, LLC c/o Serber & Associates, P.A. 2875 N.E. 191st Street Suite 801 Aventura FL 33180	Joanna Plessis, Esq. jplessis@serberlawfirm.com Tel: 305-932-6262 Fax: 305-933-9393	Lease Obligations	☐ C ☐ U ☐ D			$109,718.06
24	Brinker New Jersey, Inc. 6820 LBJ Freeway Dallas TX 75240	Denise Moore denise.moore@brinker.com Tel: 972-770-9070 Fax: 972-770-9465	Lease Obligations	☐ C ☐ U ☐ D			$108,919.52
25	Cole CH/MG Flanders NJ, LLC Legal Department 2325 E. Camelback Road Suite 1100 Phoenix AZ 85016	Kathy Rowland kathy.rowland@ColeREIT.com Tel: 602-778-6286 Fax: 480-449-7203	Lease Obligations	☐ C ☐ U ☐ D			$99,607.80
26	Joseph A & Helen R Keim 911 Deerpath Court Wheaton IL 60187	Joseph Keim joekeim@sbcglobal.net Tel: 630-232-1400	Lease Obligations	☐ C ☐ U ☐ D			$97,639.17
27	CPY - Chas P Young Company 1616 McGowen Houston TX 77004	David A. Carlin david.a.carlin@rrd.com Tel: 713-209-8136	Trade Debt	☐ C ☐ U ☐ D			$94,956.68
28	Mamakos Enterprises, LLC Thomas Mamakos 108 Breckenridge Wayne NJ 07470	S. Mamakos smamakos@optonline.net Tel: 973-694-1005; 973-835-0858	Lease Obligations	☐ C ☐ U ☐ D			$91,654.59
29	Concord Square Associates, LLC c/o Capano Management Company 105 Foulk Road Wilmington DE 19803	Karen M. Fini kfini@capanoinc.com Tel: 302-429-8700 Fax: 302-426-1086	Lease Obligations	☐ C ☐ U ☐ D			$88,415.46
30	CDW Direct LLC PO Box 75723 Chicago IL 60675	Daniel Fistler danifis@cdw.com Tel: 773-451-6070	Trade Debt	☐ C ☐ U ☐ D			$85,884.79

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
MAC ACQUISITION LLC, *et al.*,[1]	Case No. 17-_____ (___)
Debtors.	(Joint Administration Requested)

COMBINED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS
PURSUANT TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), and 7007.1

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Mac Acquisition LLC, a Delaware corporation, and its affiliates, who are each debtors and debtors in possession in the above-captioned cases (each a "Debtor"), hereby state as follows:

1. Mac Parent LLC is the direct or indirect parent of each of the other Debtors. Red Rock Partners, LLC, a non-Debtor, owns 100% of the membership interests in Mac Parent, LLC.

2. The Debtor listed below is 100% owned by Mac Parent LLC:

- Mac Holding LLC

3. The Debtors listed below are 100% owned by Mac Holding LLC:

- Mac Acquisition LLC
- Macaroni Grill Services LLC

4. The Debtors listed below are 100% owned by Mac Acquisition LLC:

- Mac Acquisition of New Jersey LLC
- Mac Acquisition of Kansas LLC

[1] The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Mac Acquisition LLC (6362); Mac Parent LLC (6715); Mac Holding LLC (6682); Mac Acquisition of New Jersey LLC (1121); Mac Acquisition of Kansas LLC (3910); Mac Acquisition of Anne Arundel County LLC (6571); Mac Acquisition of Frederick County LLC (6881); Mac Acquisition of Baltimore County LLC (6865); and Macaroni Grill Services LLC (5963). The headquarters for the above-captioned Debtors is located at 1855 Blake St., Ste. 200, Denver, CO 80202.

- Mac Acquisition of Anne Arundel County LLC
- Mac Acquisition of Frederick County LLC
- Mac Acquisition of Baltimore County LLC

WRITTEN CONSENT OF SOLE MEMBER OF
MAC ACQUISITION OF NEW JERSEY LLC

October 17, 2017

The undersigned, being the sole Member of Mac Acquisition of New Jersey LLC, a New Jersey limited liability company (the "*Company*"), hereby consents in writing to the adoption of the following resolutions and the taking of the actions described therein.

WHEREAS, the Company is managed under the direction of Mac Acquisition LLC, as the sole member of the Company (the "*Member*");

WHEREAS, the Member has reviewed and considered materials presented by legal and financial advisors of the Company and management regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's businesses;

WHEREAS, the Member has received advice from the legal and financial advisors of the Company and management regarding the possible need to liquidate or restructure the Company, and has fully considered each of the strategic alternatives available to the Company, and the impact of the foregoing on the Company's business and its stakeholders;

WHEREAS, the Member has reviewed and considered the recommendations of the Company's legal and financial advisors and management regarding the relief that would be necessary and advisable to obtain from the Bankruptcy Court to allow the Company to effectively transition into chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*") (collectively, the "*First Day Relief*");

WHEREAS, the Member has determined that it is fair, appropriate, advisable, necessary, and in the best interests of the Company, its creditors, members and other stakeholders that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code and seek the First Day Relief;

WHEREAS, the Member desires to approve the following Resolutions:

Chapter 11 Petition and First Day Relief

RESOLVED, that in the judgment of the Member, it is desirable and in the best interests of the creditors, members and other stakeholders, that the Company (i) file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code and (ii) seek the First Day Relief;

RESOLVED, that Nishant Machado and Pasquale Maturo each as authorized signatory or in any other capacity (each an "*Authorized Officer*," and collectively, the "*Authorized Officers*") acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business;

Retention of Professionals

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed in the name and on behalf of the Company to employ Mackinac Partners, LLC as restructuring financial advisor and to continue to have Nishant Machado serve as President, Chief Executive Officer, and Chief Restructuring Officer, respectively, in connection with any case commenced by the Company under the Bankruptcy Code and all related matters, and any such prior actions are hereby ratified in their entirety;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed in the name and on behalf of the Company to employ the law firm of Gibson, Dunn & Crutcher LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations, and any such prior actions are hereby ratified in their entirety;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed in the name and on behalf of the Company to employ the law firm of Young Conaway Stargatt & Taylor, LLP as Delaware bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations, and any such prior actions are hereby ratified in their entirety;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed in the name and on behalf of the Company to employ Donlin, Recano & Company, Inc. as claims and noticing agent and administrative advisors in connection with any case commenced by the Company under the Bankruptcy Code and all related matters, and any such prior actions are hereby ratified in their entirety;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed in the name and on behalf of the Company to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations;

RESOLVED, that the Authorized Officers are hereby authorized and directed in the name and on behalf of the Company to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed appropriate applications for authority to retain the services of the foregoing professionals as necessary;

Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein;

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, are hereby in all respects approved and ratified; and

RESOLVED, that a copy of these Resolutions of the Member shall be filed in the Company records.

[*Remainder of page intentionally left blank*]

In WITNESS WHEREOF, the undersigned Member of Mac Acquisition of New Jersey LLC has executed this Written Consent, effective as of the date first appearing above.

MAC ACQUISITION LLC

By: Mac Holding LLC
Its: Sole Member

By: Mac Parent LLC
Its: Sole Member

Dean A. Riesen
Chairman of the Board