

**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**

04/20

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 PQ Santa Monica, Inc.

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

Le Pain Quotidien

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

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

11-3673828

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

316 Santa Monica Blvd

Number Street

50 Broad Street

Number Street

12th FloorSanta Monica, CA 90401

City

State

Zip Code

New York, New York 10004

City

State

Zip Code

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

Los Angeles

County

Number Street

City

State

Zip Code

5. Debtor's website (URL)

<https://www.lepainquotidien.com/us/en/>

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify: \_\_\_\_\_

## 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:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1). Its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any 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 Schedule 1 Relationship Affiliate

District Delaware When Date hereof  
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?** 316 Santa Monica Blvd

Number Street

Santa Monica  
CityCA  
State90401  
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 type="checkbox"/> 1-49    | <input checked="" 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 |                                                 |                                            |

\*Consolidated for all Debtors

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

\*Consolidated for all Debtors

Debtor PQ Santa Monica, 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  |
| *Consolidated for all Debtors <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 checked="" 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 5/26/2020  
MM / DD / YYYY

X

/s/ Steven J. Fleming  
Signature of authorized representative of debtor

Steven J. Fleming  
Printed name

Title Chief Restructuring Officer

18. **Signature of attorney**

X

/s/ Mark D. Collins Date 5/26/2020  
Signature of attorney for debtor MM / DD / YYYY

Mark D. Collins  
Printed name

Richards, Layton & Finger, P.A.  
Firm name

920 North King Street  
Number Street

Wilmington Delaware 19801  
City State ZIP Code

(302) 651-7700 collins@rlf.com  
Contact phone Email address

2981 Delaware  
Bar number State

**SCHEDULE 1****Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (including the debtor in this chapter 11 case, collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. The Debtors have moved for joint administration of their cases with the lead case number assigned to the chapter 11 case of debtor PQ New York, Inc.

1. PQ New York, Inc.
2. 33rd Street Bakery, Inc.
3. Florence Bakery, Inc.
4. LPQ 14th & K Street, Inc.
5. LPQ 205 Bleecker, Inc.
6. LPQ 85 Broad, Inc.
7. LPQ Aventura, Inc.
8. LPQ Cabin John, Inc.
9. LPQ Claremont, Inc.
10. LPQ Coconut Grove, Inc.
11. LPQ Garden City, Inc.
12. LPQ King & Hudson, Inc.
13. LPQ N. Wells St, Inc.
14. LPQ Naperville, Inc.
15. LPQ North Michigan, Inc.
16. LPQ Pasadena, Inc.
17. LPQ Reston, Inc.
18. LPQ Sailboat Pond, Inc.
19. LPQ South End Ave, Inc.
20. LPQ South Gayley, Inc.
21. LPQ South Lasalle, Inc.
22. LPQ Toluca Lake, Inc.
23. LPQ West 55th & 8th St, Inc.
24. LPQ Woodbury, Inc.
25. PQ 17th Street, Inc.
26. PQ 44th & Madison, Inc.
27. PQ 44th Street, Inc.
28. PQ 53rd Street, Inc.
29. PQ 550 Hudson, Inc.
30. PQ 55th & 1st, Inc.
31. PQ 6th & Olive, Inc.
32. PQ 6th Ave., Inc.
33. PQ 8th & Walnut, Inc.
34. PQ 8th Street, Inc.
35. PQ 933 Broadway, Inc.
36. PQ 97th Street, Inc.

37. PQ Alexandria, Inc.
38. PQ Americana, Inc.
39. PQ Bakery, LLC
40. PQ Battery Park, Inc.
41. PQ Bethesda, Inc.
42. PQ Beverly Hills, Inc.
43. PQ Blaine Mansion, Inc.
44. PQ Bleecker, Inc.
45. PQ Brentwood, Inc.
46. PQ Bryant Park, Inc.
47. PQ Calabasas, Inc.
48. PQ Capitol Hill, Inc.
49. PQ Carnegie Hill, Inc.
50. PQ Carroll Square, Inc.
51. PQ Central Park, Inc.
52. PQ Chelsea, Inc.
53. PQ Chevy Chase, Inc.
54. PQ Clarendon, Inc.
55. PQ Culver Plaza, Inc.
56. PQ East 65th St, Inc.
57. PQ East 77th, Inc.
58. PQ East 83rd St, Inc.
59. PQ Encino Bakery, Inc.
60. PQ First Inc.
61. PQ French Market, Inc.
62. PQ Georgetown Inc.
63. PQ Gold Coast, Inc.
64. PQ Granary, Inc.
65. PQ Greenwich, Inc.
66. PQ Harbor Point, Inc.
67. PQ Larchmont, Inc.
68. PQ Lexington, Inc.
69. PQ Lincoln Park, Inc.
70. PQ Lincoln Square, Inc.
71. PQ Manhattan Beach, Inc.
72. PQ Meatpacking District, Inc.
73. PQ Melrose, Inc.
74. PQ Merrifield, Inc.
75. PQ Mineral Springs, Inc.
76. PQ Montague, Inc.
77. PQ Mt. Vernon, Inc.
78. PQ New Canaan, Inc.
79. PQ Newport Beach Bakery, Inc.
80. PQ Operations, Inc.
81. PQ Park & 33rd, Inc.
82. PQ Park Slope, Inc.

83. PQ Robertson, Inc.
84. PQ Rye, Inc.
85. PQ San Vicente, Inc.
86. PQ Santa Monica, Inc.
87. PQ Soho, LLC
88. PQ Spring Valley, Inc.
89. PQ Studio City, Inc.
90. PQ The Village at Topanga, Inc.
91. PQ Tribeca, Inc.
92. PQ Tysons Corner, Inc.
93. PQ UN, Inc.
94. PQ Union Square, Inc.
95. PQ Union Station, Inc.
96. PQ Upper West, Inc.
97. PQ Villa Marina, Inc.
98. PQ Walnut Street, Inc.
99. PQ Wayne, Inc.
100. PQ West 72nd, Inc.
101. PQ West 84th, Inc.
102. PQ Westlake, Inc.
103. PQ Wildwood, Inc.
104. Tuxedo Bakery, Inc.
105. Walnut St. Bakery, Inc.

**RESOLUTIONS ADOPTED BY THE UNANIMOUS WRITTEN  
CONSENT OF THE BOARD OF DIRECTORS AND SOLE STOCKHOLDER OF  
OF EACH DELAWARE CORPORATION LISTED ON SCHEDULE A**

**May 26, 2020**

The undersigned, being the Board of Directors (the “**Board**”) and sole stockholder (the “**Sole Shareholder**”) of each Delaware corporation listed on Schedule A (collectively, the “**Company**”), pursuant to Sections 141(f) and 228 of the General Corporation Law of the State of Delaware, DOES HEREBY CONSENT to the adoption of, and DOES HEREBY ADOPT, the following resolutions:

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties that a petition be filed by the Company seeking relief 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 “**Chapter 11 Case**”);

WHEREAS, in the judgment of the Sole Shareholder, it is desirable and in the best interests of the Company, its creditors, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”);

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the law firm of Richards, Layton & Finger, P.A. (“**RL&F**”), as attorneys for the Company in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval;

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the firm of PricewaterhouseCoopers LLP (“**PwC**”), to provide the Company with restructuring and interim management services, subject to any requisite Bankruptcy Court approval;

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties to, in connection with the Chapter 11 Case, appoint Steven J. Fleming as its Chief Restructuring Officer (“**CRO**”), subject to any requisite Bankruptcy Court approval;

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the firm of Donlin, Recano & Company, Inc. (“**DRC**”), as claims and noticing agent and administrative advisor



for the Company in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval;

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the firm of SSG Advisors, LLC ("**SSG**"), as investment banker for the Company in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval;

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties to enter into and perform under that certain Asset Purchase Agreement (the "**APA**"), by and among the Company, certain of its affiliates, and LPQ USA, LLC (the "**Purchaser**"); and

WHEREAS, in the judgment of the Board, debtor-in possession-financing ("**DIP Financing**") is required in order to administer the Chapter 11 Case and that entry into that certain Senior Secured Superpriority Debtor-in-Possession Credit and Security Agreement (the "**DIP Facility**") by and among PQ New York, Inc., as borrower, the Company and certain of its affiliates, each as guarantor, and the Purchaser, is desirable and in the best interests of the Company, its creditors, and other interested parties.

NOW THEREFORE BE IT RESOLVED, that the Company shall be, and hereby is, authorized and directed to: (a) file a voluntary petition (the "**Petition**") for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing; and it be further

RESOLVED, that Steven J. Fleming is hereby appointed CRO of the Company; and it be further

RESOLVED, that Steven J. Fleming and each of the other officers of the Company or members of the Board (each individually, an "**Authorized Person**" and collectively, the "**Authorized Persons**") shall be, and each of them, acting alone, hereby is, authorized and empowered on behalf of and in the name of the Company to: (a) verify and execute the Petition, as well as all other ancillary documents, and file, or cause to be filed with the Bankruptcy Court, the Petition and make or cause to be made, prior to execution thereof, any modifications to the Petition or ancillary documents as any such Authorized Person, in such person's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (the approval of which to be conclusively established by the execution thereof by such Authorized Person); (b) verify, execute and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents (including authorization to incur debtor-in-possession indebtedness and to enter into debtor-in-possession loan

agreements and related documents) necessary or desirable in connection with the foregoing; and (c) verify and execute or cause to be executed any and all other documents necessary or appropriate in connection therewith in such form or forms as any such Authorized Person may approve (the approval of which to be conclusively established by the execution thereof by or at the direction of such Authorized Person); and it be further

RESOLVED, that the Authorized Persons of the Company shall be, and each of them, acting alone, hereby is, authorized and empowered to retain, on behalf of the Company: (a) RL&F, as attorneys for the Company; (b) PwC, to provide the Company with restructuring and interim management services; (c) DRC, as claims and noticing agent and administrative advisor for the Company; (d) SSG, as investment banker for the Company; and (e) such additional professionals, including attorneys, accountants, consultants or brokers, in each case as in such person's or persons' judgment may be necessary or desirable in connection with the Chapter 11 Case and other related matters, on such terms as such person or persons shall approve; and it be further

RESOLVED, that the Company shall be, and hereby is, authorized to: (a) enter into the DIP Facility and take all actions necessary and appropriate to obtain DIP Financing according to the terms negotiated by such Authorized Person, including under one or more loan agreements, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments related thereto (collectively, the "**Financing Transactions**") as may be deemed necessary or appropriate by such Authorized Person (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Authorized Person); and (b) pay related fees and grant security interests in and liens upon, some, all or substantially all of the Company's assets, as may be deemed necessary by any one or more of the Authorized Persons in connection with such Financing Transactions; and it be further

RESOLVED, that (a) the Company shall be and is authorized to enter into and perform under the APA, pursuant to which the Purchaser will purchase certain assets of the Company and assume certain liabilities of the Company, with such modifications and supplements as may be approved by the Authorized Persons (which approval shall be conclusively evidenced by such person's execution and delivery thereof) (the "**Sale Transaction**") and (b) the Board approves in all respects the form, terms and provisions of the APA and the transactions contemplated thereby, and all ancillary documents related thereto, pursuant to sections 105, 363 and 365 of the Bankruptcy Code, including any motions filed with the Bankruptcy Court seeking approval of the Sale Transaction; and it be further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the Authorized Persons 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 Authorized Person's or Authorized Persons' judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it be further

RESOLVED, that any and all acts taken and any and all certificates, instruments, agreements or other documents executed for or on behalf of the Company by any Authorized Person prior to the adoption of the foregoing resolutions with regard to any of the transactions, actions, certificates, instruments, agreements or other documents authorized or approved by the foregoing resolutions be, and they hereby are, ratified, confirmed, adopted and approved.

This Unanimous Written Consent may be executed in one or more counterparts.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board and the Sole Shareholder, have executed this Unanimous Written Consent as of the date first set forth above.

**BOARD:**

DocuSigned by:

A blue ink signature of Bruce Revzin, written in a cursive style, enclosed within a blue rounded rectangular border.170607E273EE4A2...  
Name: Bruce Revzin

Title: Director

**SOLE SHAREHOLDER:****PQ New York, Inc., a Delaware corporation**

DocuSigned by:

A blue ink signature of Bruce Revzin, written in a cursive style, enclosed within a blue rounded rectangular border.170607E275EE4A2...  
Name: Bruce Revzin

Title: Director

**SCHEDULE A**

33rd Street Bakery, Inc.  
Florence Bakery, Inc.  
LPQ 14th & K Street, Inc.  
LPQ 205 Bleecker, Inc.  
LPQ 85 Broad, Inc.  
LPQ Aventura, Inc.  
LPQ Cabin John, Inc.  
LPQ Coconut Grove, Inc.  
LPQ Garden City, Inc.  
LPQ King & Hudson, Inc.  
LPQ N. Wells St, Inc.  
LPQ Naperville, Inc.  
LPQ North Michigan, Inc.  
LPQ Reston, Inc.  
LPQ Sailboat Pond, Inc.  
LPQ South End Ave, Inc.  
LPQ South Gayley, Inc.  
LPQ South Lasalle, Inc.  
LPQ Toluca Lake, Inc.  
LPQ West 55th & 8th St, Inc.  
LPQ Woodbury, Inc.  
PQ 17th Street, Inc.  
PQ 6th & Olive, Inc.  
PQ 8th & Walnut, Inc.  
PQ 8th Street, Inc.  
PQ Alexandria, Inc.  
PQ Americana, Inc.  
PQ Bethesda, Inc.  
PQ Beverly Hills, Inc.  
PQ Blaine Mansion, Inc.  
PQ Brentwood, Inc.  
PQ Calabasas, Inc.  
PQ Capitol Hill, Inc.  
PQ Carroll Square, Inc.  
PQ Central Park, Inc.  
PQ Chevy Chase, Inc.  
PQ Clarendon, Inc.  
PQ Culver Plaza, Inc.  
PQ Encino Bakery, Inc.  
PQ First Inc.  
PQ French Market, Inc.  
PQ Gold Coast, Inc.  
PQ Granary, Inc.  
PQ Greenwich, Inc.

PQ Harbor Point, Inc.  
PQ Lexington, Inc  
PQ Lincoln Park, Inc.  
PQ Melrose, Inc.  
PQ Merrifield, Inc.  
PQ Mt. Vernon, Inc.  
PQ New Canaan, Inc.  
PQ Newport Beach Bakery, Inc.  
PQ Operations, Inc.  
PQ Santa Monica, Inc.  
PQ Spring Valley, Inc.  
PQ The Village at Topanga, Inc.  
PQ Tysons Corner, Inc.  
PQ Union Station, Inc.  
PQ Villa Marina, Inc.  
PQ Walnut Street, Inc.  
PQ Wayne, Inc.  
PQ West 72nd, Inc.  
PQ Westlake, Inc.  
PQ Wildwood, Inc.  
Tuxedo Bakery, Inc.  
Walnut St. Bakery, Inc.

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

Debtor name: PQ Santa Monica, Inc.  
 United States Bankruptcy Court for the: District of Delaware (State)  
 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 claim 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<br>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                                                                 | PQ Licensing, SA<br>Rue des Colonies 11<br>1000 Brussels, Belgium       | Gabrielle Molinier<br>+32 2 545 75 57<br>gabrielle.molinier@lepainquotidien.com | Intercompany                                                                                                |                                                            |                                                                                                                                                                                                                                            |                                             | \$69,163,755    |
| 2                                                                 | LEESAM REALTY, INC.<br>19 Woodland Dr.<br>Rye Brook, NY 10573           | David Swerdloff<br>914-439-7767<br>dswerdloff@gmail.com                         | Lease                                                                                                       | D                                                          |                                                                                                                                                                                                                                            |                                             | \$469,732       |
| 3                                                                 | US Foods Inc<br>9399 W Higgins Road Suite 500<br>Rosemont, IL 60018     | Jim H McCain<br>480-766-5116 Ext. 0000<br>NationalAR.Shared@usfoods.com         | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$333,478       |
| 4                                                                 | IMPERIAL BAG & PAPER CO., INC<br>255 ROUTE 1&9<br>Jersey City, NJ 07306 | Larry Schneider<br>877-477-7427 Ext. 0000<br>lschneider@imperialbag.com         | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$295,799       |

| 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<br>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 |
| 5                                                                 | HAVI LOGISTICS<br>Lammerdries-Oost 32<br>2250 Olen, Belgium                | Kelly Van de Poel<br>+32 14 25 81 11<br>Kelly.VanDePoel@havi.com             | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$261,379       |
| 6                                                                 | NATURE'S PRODUCE<br>3305 Bandini Blvd<br>PO Box 58366<br>Vernon, CA 90058  | Mike Gatchalian<br>323-235-4343 Ext. 0000<br>mikeg@naturesproduce.com        | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$248,525       |
| 7                                                                 | ORGANIC VALLEY<br>One Organic Way<br>LaFarge, WI 54639                     | Nathan Sullivan<br>608-625-2602<br>nathan.sullivan@organicvalley.coop        | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$212,050       |
| 8                                                                 | CUISINE SOLUTIONS<br>PO BOX 79525<br>Baltimore, MD 21279-0525              | Donatella Vilgrain<br>703-270-2900 Ext. 0000<br>dvilgrain@cuinesolutions.com | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$184,772       |
| 9                                                                 | GTT COMMUNICATION<br>PO BOX 842630<br>Dallas, TX 75284-2630                | Alison Harris<br>214-972-0273<br>Alison.Harris@gtt.net                       | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$183,790       |
| 10                                                                | BADGER & WINTERS GROUP, INC<br>49 W 23RD ST, 10TH FL<br>New York, NY 10010 | Jana Perzylo<br>212-533-3222<br>jperzylo@badgerandwinters.com                | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$151,500       |
| 11                                                                | CON EDISON<br>JAF STATION<br>PO BOX 1702<br>New York, NY 10116-1702        | 800-752-6633<br>ConEd-bill@emailconed.com                                    | Utility                                                                                                     |                                                            |                                                                                                                                                                                                                                            |                                             | \$149,581       |
| 12                                                                | TESTA PRODUCE INC<br>PO BOX 87618<br>DEPT 10222<br>Chicago, IL 60680-0618  | Donna M. Langlois<br>312-455-0078 Ext. 0000<br>ar@testaproduce.com           | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$134,628       |
| 13                                                                | L'Atelier Du Pain<br>Pamelstraat Oost 430<br>B – 9400 Ninove, Belgium      | Imelda Van Den Steen<br>+32 5 451 59 10<br>imelda@latelierdupain.be          | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$131,374       |
| 14                                                                | CHEFS WAREHOUSE<br>PO BOX 30943<br>New York, NY 10087-0944                 | Tony Calderone<br>786-618-0623 Ext. 0000<br>TCalderone@chefswarehouse.com    | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$123,850       |
| 15                                                                | LECOQ CUISINE CORP.<br>35 UNION AVENUE<br>Bridgeport, CT 06607             | Ming Chin Yiong<br>203-334-1010 Ext. 0000<br>accounting@lecoqcuisine.com     | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$117,306       |
| 16                                                                | EVOLUTION FRESH, INC.<br>PO BOX 74008000<br>Chicago, IL 60674-8000         | Kay McCoy<br>206-318-1604 Ext. 0000<br>EFAR@evolutionfresh.com               | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$95,896        |



| 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<br>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 |
| 17                                                                | White Coffee Corporation<br>18-35 38th Street<br>Long Island City, NY 11105 | Carlos Nazario<br>718-204-7900 Ext. 0126<br>CNazario@WhiteCoffee.com | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$95,000        |
| 18                                                                | KETTLE CUISINE<br>330 LYNNWAY<br>Lynn, MA 01901                             | Jenny Mabon-Spiers<br>617-409-1115<br>jspiers@kettlecuisine.com      | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$93,564        |
| 19                                                                | CATSMO LLC<br>25 MYERS ROAD<br>Wallkill, NY 12589                           | Renate Glyttov<br>845-895-2296<br>renate@solexcatsmo.com             | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$90,320        |
| 20                                                                | LORENZO FOOD GROUP, INC<br>196 Coolidge Ave<br>Englewood, NJ 07631          | John Ohnkeanna<br>201-868-9088<br>johnkeanna@lorenzofoodgroup.com    | Vendor                                                                                                      |                                                            |                                                                                                                                                                                                                                            |                                             | \$87,041        |

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

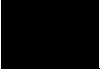
Debtor name: PQ Santa Monica, Inc.  
 United States Bankruptcy Court for the: District of Delaware (State)  
 Case number (If known): \_\_\_\_\_

**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 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

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

Executed on 5/26/2020  
 MM / DD / YYYY

**X** /s/ Steven J. Fleming  
 Signature of individual signing on behalf of debtor  
Steven J. Fleming  
 Printed name  
Chief Restructuring Officer  
 Position or relationship to debtor

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

|                                                                                                                        |                                 |                                                                                                  |
|------------------------------------------------------------------------------------------------------------------------|---------------------------------|--------------------------------------------------------------------------------------------------|
| <b><i>In re:</i></b><br><br><b>PQ SANTA MONICA, INC.,</b><br><br><div style="text-align: center;"><b>Debtor.</b></div> | X<br>:<br>:<br>:<br>:<br>:<br>X | <b>Chapter 11</b><br><br><b>Case No. 20—_____ (    )</b><br><br>(Joint Administration Requested) |
|------------------------------------------------------------------------------------------------------------------------|---------------------------------|--------------------------------------------------------------------------------------------------|

**STATEMENT OF CORPORATE OWNERSHIP**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor and debtor in possession (the “**Debtor**”) respectfully represents as follows:

- PQ New York, Inc. (“**PQNY**”) owns 100% of the equity interests of the Debtor
- PQ Licensing S.A. (“**PQL**”) owns 100% of the equity interests of PQNY.
- Puccini SCA owns 43.5% of the equity interests in PQL.
- S.A. Compagnie Centrale owns 18.2% of the equity interests in PQL.
- Services Development Management NV (“**SDM**”) owns 13.9% of the equity interests in PQL.
- AMITEX, NV owns 11% of the equity interests in PQL.
- Emiel Lathouwers owns 99.9% of the equity interests in SDM
- Bart Van Vooren owns 100% of the equity interests in AMITEX, NV

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

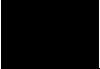
Debtor name: PQ Santa Monica, Inc.  
 United States Bankruptcy Court for the: District of Delaware (State)  
 Case number (If known): \_\_\_\_\_

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

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**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 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration **Statement of Corporate Ownership**

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

Executed on 5/26/2020  
 MM / DD / YYYY

**X** /s/ Steven J. Fleming  
 Signature of individual signing on behalf of debtor  
Steven J. Fleming  
 Printed name  
Chief Restructuring Officer  
 Position or relationship to debtor

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

|                                                                                                                    |                                 |                                                                                                         |
|--------------------------------------------------------------------------------------------------------------------|---------------------------------|---------------------------------------------------------------------------------------------------------|
| <b><i>In re:</i></b><br><br><b>PQ SANTA MONICA, INC.,</b><br><br><p style="text-align: center;"><b>Debtor.</b></p> | X<br>:<br>:<br>:<br>:<br>:<br>X | <b>Chapter 11</b><br><br><b>Case No. 20—_____ (    )</b><br><br><b>(Joint Administration Requested)</b> |
|--------------------------------------------------------------------------------------------------------------------|---------------------------------|---------------------------------------------------------------------------------------------------------|

**LIST OF EQUITY HOLDERS<sup>1</sup>**

Pursuant to rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following identifies all holders having a direct ownership interest in the above-captioned debtor and debtor in possession:

| Name and Last Known<br>Address or Place of Business<br>of Holder                     | Kind/Class of Interest | Percentage of<br>Interests Held |
|--------------------------------------------------------------------------------------|------------------------|---------------------------------|
| PQ New York, Inc.<br>50 West Broad Street,<br>12th Floor<br>New York, New York 10004 | Common Stock           | 100%                            |

<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

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

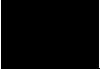
Debtor name: PQ Santa Monica, Inc.  
 United States Bankruptcy Court for the: District of Delaware (State)  
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 Declaration and signature

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- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
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- ☐ 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 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Holders

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

Executed on 5/26/2020  
 MM / DD / YYYY

**X** /s/ Steven J. Fleming  
 Signature of individual signing on behalf of debtor  
Steven J. Fleming  
 Printed name  
Chief Restructuring Officer  
 Position or relationship to debtor