United States Bankruptcy Court for	the:					
Southern District of	Indiana (State)					
Case number (If known):	Chapter _11					Check if this is an amended filing
Official Form 201						
Voluntary Petition	n for Non-Individ	duals	Filing	for Ba	nkruptcy	04/16
f more space is needed, attach a s number (if known). For more infor						
. Debtor's name	Scotty's Holdings, LLC					
. All other names debtor used						
in the last 8 years						
Include any assumed names, trade names, and, doing business	3					
as names						
B. Debtor's federal Employer Identification Number (EIN)	4 5 4 3 3 6 6 9	9				
. Debtor's address	Principal place of business			Mailing a		nt from principal
	3855 East 96th Street, Suite J			W		
	Number Street			Number	Street	
				P.O. Box		
	Indianapolis	IN	46240			
	City	State	ZIP Code	City	State	Zip Code
					of principal asse place of busines	ts, if different from s
	Marion County					
				Number	Street	
				City	State	ZIP Code
5. Debtor's website (URL)	www.scottysbrewhouse.	com				
Type of debter	☑ Corporation (including Li	imited Liabil	ity Company	(LLC) and Lim	ited Liability Partr	nership (LLP))
5. Type of debtor	☐ Partnership (excluding L			•		
	Other. Specify:	(150)				

# Case 18-09243-JJG-11 Doc 1 Filed 12/11/18 EOD 12/11/18 20:31:54 Pg 2 of 16

Debtor Scotty's Holdings, LLC Case number (if kn			Case number (if known)				
7.	Describe	debtor's business	☐ Single Asset R☐ Railroad (as de ☐ Stockbroker (a: ☐ Commodity Bro				
			<ul> <li>□ Tax-exempt entity (as described in 26 U.S.C. § 501)</li> <li>□ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)</li> <li>□ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))</li> </ul>				
				n American Industry Classification System) 4-digit code that best describes debtor.  w.uscourts.gov/four-digit-national-association-naics-codes			
		nich chapter of the ccy Code is the ing?		<ul> <li>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).</li> <li>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).</li> <li>A plan is being filed with this petition.</li> <li>Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</li> <li>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.</li> <li>The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.</li> </ul>			
	filed by o within the	or bankruptcy cases r against the debtor e last 8 years? n 2 cases, attach a	➤ No  Yes. District	When Case Number MM / DD / YYYY  When Case Number			
	pending of business affiliate of	pankruptcy cases or being filed by a partner or an f the debtor? es. If more than 1, parate list.	District	See attached list.  Relationship  When  MM / DD / YYYY			

# Case 18-09243-JJG-11 Doc 1 Filed 12/11/18 EOD 12/11/18 20:31:54 Pg 3 of 16

Debtor Scotty's Holdings, LLC Name			Case number (if known)				
11. Why is the district?	case filed in <i>this</i>	immediately preceding district.	g the date of this petition or for a lor	or principal assets in this district for 180 d iger part of such 180 days than in any ot partner, or partnership is pending in this d	her		
possession	ebtor own or have of any real personal property immediate	Why does the property i	alleged to pose a threat of imminent azard?  physically secured or protected from the protected from the protected or protected from the protected	t and identifiable hazard to public health	or safety.		
Statist	ical and administr	ative information					
13. Debtor's es available fu			e for distribution to unsecured credit e expenses are paid, no funds will	ors. pe available for distribution to unsecured	creditors		
14. Estimated n creditors	umber of	<ul><li>■ 1-49</li><li>■ 50-99</li><li>■ 100-199</li><li>■ 200-999</li></ul>	1,000-5,000 5,001-10,000 10,001-25,000	25,001-50,000 50,001-100,000 More than 100,000			
15. Estimated a	ssets	\$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million	\$1,000,001-\$10 million  \$10,000,001-\$50 million  \$50,000,001-\$100 million  \$100,000,001-\$500 million	\$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion  More than \$50 billion			

# Case 18-09243-JJG-11 Doc 1 Filed 12/11/18 EOD 12/11/18 20:31:54 Pg 4 of 16

Debtor	Scotty's Holdings, LLC Name		Case number (if known)			
16. Estimated	liabilities	\$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million	\$1,000,001-\$10 million     \$10,000,001-\$50 million     \$50,000,001-\$100 million     \$100,000,001-\$500 million	\$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion  More than \$50 billion		
Req	uest for Relief, Dec	laration, and Signatures	3			
WARNING			e statement in connection with a b th. 18 U.S.C. §§ 152, 1341, 1519	ankruptcy case can result in fines up to , and 3571.		
	on and signature of d representative of	petition.	ef in accordance with the chapter to file this petition on behalf of the	of title 11, United States Code, specified in this debtor.		
		I have examined the infand correct.	ormation in this petition and have	a reasonable belief that the information is true		
		Executed on <u>12/11/2018</u>	rerjury that the foregoing is true and	nd correct.  Berekk Blackwell		
		Signature of authorized rep		Printed name		
18. Signature	of attorney	// / / / / / / / / / / / / / / / / / /		Date <u>12/11/2018</u> MM / DD / YYYY		
		Firm name  135 N. Pennsylvania Street Number Street  Indianapolis City	et, Suite 2400	IN 46204 State ZIP Code		
		(317) 957-5000 Contact Phone		lucy.dollens@quarles.com Email address		
		23547-49 Bar number		IN State		

Debtor	Scotty's Holdings, LLC	Case number (If known)
10. Are	any bankruptcy cases pending or being filed by a bu	usiness partner or an affiliate of the debtor?
Debtor	A Pots & Pans Production, LLC	Relationship
Debtor	Scotty's Thr3e Wise Men Brewing Company, LLC	Relationship
Debtor	Scotty's Brewhouse, LLC	Relationship
Debtor	Scotty's Brewhouse Bloomington, LLC	Relationship
Debtor	Scotty's Brewhouse West Lafavette, LLC	Relationship
Debtor	Scotty's Indianapolis, LLC	Relationship
Debtor	Scotty's Brewhouse Downtown Indianapolis, LLC	Relationship
Debtor	Scotty's Brewhouse Mishawaka, LLC	Relationship
Debtor	Scotty's Brewhouse Fort Wayne, LLC	Relationship
Debtor	Scotty's Brewhouse Carmel, LLC	Relationship

Relationship

Relationship

12/11/2018 MM / DD / YYYY

When

Scotty's Brewhouse Butler, LLC

Scotty's Brewhouse Waco, LLC

pending

Southern District of Indiana

Debtor Debtor

District

Case numbers, if known

#### SCOTTY'S HOLDINGS, LLC

# ACTION BY WRITTEN CONSENT OF SOLE EXECUTIVE MANAGER AND OF SOLE MEMBER

The undersigned Berekk A. Blackwell, as the sole Executive Manager of, and the undersigned PRP Scotty's Holdings, LLC, a Delaware limited liability company, as the sole Member ("Sole Member") of, Scotty's Holdings, LLC, an Indiana limited liability company (the "Company"), in accordance with and pursuant to the Company's operating agreement and Article 18 of Title 23 of the Indiana Code, do hereby consent to, adopt, and approve the following resolutions, with the same force and effect as if such resolutions were duly adopted by the affirmative vote of the Sole Member taken at a special meeting duly called and held on the 11th day of December, 2018 ("Effective Date"):

WHEREAS, in the judgment of the Executive Manager and the Sole Member of the Company, based in part upon a review of the Company's assets and liabilities and in consultation with its advisors, it is desirable and in the best interests of the Company, its creditors, equity holders, and other interested parties that a voluntary bankruptcy petition (the "Petition") be filed by the Company under the provisions of chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code");

**NOW, THEREFORE, BE IT RESOLVED**, that the Company shall be, and it hereby is, authorized, directed and empowered to file the Petition and to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the same;

FURTHER RESOLVED, that the Executive Manager or any other manager or officer so designated by the Executive Manager, acting together or alone (each, a "Designated Officer"), is hereby authorized, directed and empowered, on behalf of and in the name of the Company, (i) to execute and verify the Petition as well as all other ancillary documents and other documents related to the bankruptcy case and to cause the Petition to be filed with the United States Bankruptcy Court for the Southern District of Indiana and to make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as a Designated Officer, in his discretion, deems necessary or desirable in order to carry out the intent and accomplish the purposes of these resolutions (approval of any of the abovedescribed documents to be conclusively established by the execution thereof by a Designated Officer), (ii) to execute (a) a consent to the entry of an order for relief in an involuntarily-commenced chapter 11 or chapter 7 case, if any, or (b) a request for conversion of an involuntarily-commenced chapter 11 or chapter 7 case, if any, (iii) to execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents (including, without limitation, documents executed pursuant to which the Company shall receive or guarantee postpetition funding) necessary or desirable in connection with the foregoing, and (iv) to execute and verify any and all other documents necessary or appropriate in connection therewith in such form as a Designated Officer may approve (such

approval to be conclusively established by the execution thereof by a Designated Officer);

**FURTHER RESOLVED**, that the law firm of Quarles & Brady LLP and any local Indiana counsel or special counsel selected by a Designated Officer, if any, are authorized, empowered and directed to represent the Company, as debtor and/or debtor in possession, in connection with any case commenced by or against it under the Bankruptcy Code;

**FURTHER RESOLVED**, that each Designated Officer is authorized, directed and empowered to retain on behalf of the Company such other attorneys, financial advisors, accountants, and other professionals as such Designated Officer shall deem appropriate in his judgment;

**FURTHER RESOLVED**, that each Designated Officer is authorized, directed and empowered to enter into, in the name of and on behalf of the Company, as debtor and/or debtor in possession, any financial transactions as the Designated Officer so acting shall deem appropriate in his judgment, including, without limitation, debtor-in-possession financing with Sase Kosan KK and/or other entities, as borrower, co-borrower, guarantor, or in any other capacity as the Designated Officer shall deem appropriate in his judgment;

FURTHER RESOLVED, that each and every manager and officer of the Company, be, and each of them, acting alone, is hereby authorized, directed and empowered from time to time in the name of and on behalf of the Company to take such actions and execute and deliver such certificates, instruments, notices and documents as may be required or as such officer may deem necessary, advisable or proper to carry out and perform the obligations of the Company (including, without limitation, documents executed pursuant to which the Company shall receive or guarantee postpetition funding); all such actions to be performed in such manner, and all such certificates, instruments, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, the performance or execution thereof by such officer to be conclusive evidence of the approval thereof by such officer and by the Company;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Officers of the Company, each manager and officer of the Company be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to do or cause to be done all such further acts and things and to execute and deliver all such other instruments, certificates, agreements and documents as they or any of them may consider necessary or appropriate to enable the Company to carry out the intent and to accomplish the purpose of the foregoing resolutions;

**FURTHER RESOLVED**, that all actions heretofore taken by any manager, officer, or director of the Company in connection with the foregoing resolutions be, and all such actions hereby are, confirmed, ratified, and approved in all respects; and

**FURTHER RESOLVED**, that this Action by Written Consent may be executed in counterparts.

IN WITNESS WHEREOF, the undersigned Executive Manager and Sole Member of the Company have executed this Written Consent as of the Effective Date.

**SOLE MEMBER:** 

**EXECUTIVE MANAGER:** 

-Berekk A. Blackwell

PRP Scotty's Holdings, LLC,

a Delaware limited liability company

Berekk A. Blackwell

Its: Executive Manager

In re:		)	
	SCOTTY'S HOLDINGS, LLC,	)	Case No. 1811 (Joint Administration Pending)
	Debtor(s).	)	(Joint / Kammistration / Graing)

#### **CORPORATE OWNERSHIP STATEMENT**

As required by Fed. R. Bankr. P. 1007(a)(1), the debtors now file this Corporate Ownership Statement and report as follows:

Debtors are not a	"corporation"	as defined	in 1	11	U.S.C.	δ	1010	<b>'9</b> `	١.

- Debtors are a "corporation" as defined in 11 U.S.C. § 101(9) but have no entities to report under Fed. R. Bankr. P. 1007(a)(1).
- Debtors are each a "corporation" as defined in 11 U.S.C. § 101(9), and the following corporations directly own 10% or more of any class of the debtors' equity interests:

PRP Scotty's Holdings, LLC, a non-debtor Delaware limited liability company, is the sole member of debtor Scotty's Holdings, LLC, an Indiana limited liability company.

Scotty's Holdings, LLC is the sole member of the other debtors, which are:

- 1. A Pots & Pans Production, LLC, an Indiana limited liability company;
- 2. Scotty's Thr3e Wise Men Brewing Company, LLC, an Indiana limited liability company;
- 3. Scotty's Brewhouse, LLC, an Indiana limited liability company;
- 4. Scotty's Brewhouse Bloomington, LLC, an Indiana limited liability company;
- 5. Scotty's Brewhouse West Lafayette, LLC, an Indiana limited liability company;
- 6. Scotty's Indianapolis, LLC, an Indiana limited liability company;
- 7. Scotty's Brewhouse Downtown Indianapolis, LLC, an Indiana limited liability company;
- 8. Scotty's Brewhouse Mishawaka, LLC, an Indiana limited liability company;

- 9. Scotty's Brewhouse Fort Wayne, LLC, an Indiana limited liability company;
- 10. Scotty's Brewhouse Carmel, LLC, an Indiana limited liability company;
- 11. Scotty's Brewhouse Butler, LLC, an Indiana limited liability company; and
- 12. Scotty's Brewhouse Waco, LLC, a Texas limited liability company.

The debtors declare under penalty of perjury that this Corporate Ownership Statement is true and correct.

Berekk A. Blackwell

Executive Manager, Scotty's Holdings, LLC Sole Manager for Management and Operating Entities

In re:		)	
	SCOTTY'S HOLDINGS, LLC,	)	Case No. 1811 (Joint Administration Pending)
	Debtor(s).	)	

#### **EQUITY SECURITY HOLDERS STATEMENT**

As required by Fed. R. Bankr. P. 1007(a)(3), Scotty's Holdings, LLC and its affiliated debtors (collectively, the "Debtors"), now file this Equity Security Holders Statement and report as follows:

The Debtors are limited liability companies that do not issue equity securities. The holders of the membership interests of the Debtors are set forth in the Corporate Ownership Statement filed with the Debtors' voluntary petitions.

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

Berékk A. Blackwell

Executive Manager, Scotty's Holdings, LLC Sole Manager for Management and Operating Entities

In re:		)			
	SCOTTY'S HOLDINGS, LLC,	)	Case No. 18-		11
	D 1/ ()	)	(Joint Administr	ration Po	enaing)
	Debtor(s).	)			

#### LIST OF SECURED CREDITORS<sup>1</sup>

Name of creditor and complete mailing address	Name, telephone number and complete mailing address of employee, agent, department of creditor familiar with claim who may be contacted	Amount of claim/collateral
The Huntington National Bank	C. Dunlap	Approximately \$1.1
PO Box 182232, NC1W32	J. Burke	MM; assets
Columbus, OH 43218	The Huntington National Bank	including cash
	PO Box 182232, NC1W32	collateral
	Columbus, OH 43218	
Rewards Network Establishment	K. DeCicco	Approximately
Services, Inc.	Rewards Network Establishment	\$500,000; assets
2 N. Riverside Plaza, Suite 200	Services, Inc.	including cash
Chicago, IL 60606	2 N. Riverside Plaza, Suite 200 Chicago, IL 60606	collateral

<sup>&</sup>lt;sup>1</sup> Debtor files this list based only on preliminary information; this list is not an admission as to the amount of any claim against the Debtor or an admission as to the perfection or priority of any security interest. This list is not and shall not be deemed to create or perfect a security interest in favor of any creditor set forth herein. Debtor reserves its rights to dispute any lien or security interest claimed by any creditor listed herein, and any amounts any creditor listed herein may claim to be owed by Debtor.

# RESPECTFULLY SUBMITTED this 11th day of December, 2018.

### QUARLES & BRADY LLP

By: /s/ Lucy R. Dollens

Lucy R. Dollens (Bar No. 23547-49)

Christopher Combest (IL ARDC No. 06224701)

Pro Hac Vice Admission Pending

Isaac M. Gabriel (AZ Bar No. 021780)

Pro Hac Vice Admission Pending

135 N. Pennsylvania St., Suite 2400

Indianapolis, Indiana 46204

Telephone: (317) 957-5000

Facsimile: (317) 957-5010

lucy.dollens@quarles.com

christopher.combest@quarles.com

isaac.gabriel@quarles.com

Proposed Attorneys for Debtors

Fill in this information to identify the case:	
Debtor name <u>Scotty's Holdings, LLC</u>	
United States Bankruptcy Court for the: Southern	District of <u>Indiana</u> (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			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	zGrowth Partners LLC 42490 Garfield Rd., Suite 202 Clinton Township, MI 48038		Professional Services				\$151,250.00	
2	Due North Holdings, LLC 15990 N. Greenway Hayden Loop, #190 Scottsdale, AZ 85260	(844) 221-2456	Professional Services				\$150,000.00	
3	Huntington National Bank P.O. Box 182232 NC1W32 Columbus, OH 43218	(800) 465-1271	Loan				\$33,032.02	
4	Indiana Secretary of State 200 W. Washington St. Room 201 Indianapolis, IN 46204	(317) 332-6531	Governmental				\$6,874.26	
5	Navitas Credit Corp. P.O. Box 935204 Atlanta, GA 31193		Loan				\$838.76	
6	CT Corporation P.O. Box 4349 Carol Stream, IL 60197	Vanessa Lawrence (855) 284-8307 cls-smbrepresentationteam @walterskluwer.com	Professional Services				\$120.00	
7								
8								

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
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						

In re:		)	
	SCOTTY'S HOLDINGS, LLC,	)	Case No. 1811 (Joint Administration Pending)
	Debtor(s).	)	

#### **VERIFICATION OF CREDITOR LIST**

I declare under penalty of perjury that all entities included or to be included in Schedules D, E/F, G, and H are listed in the consolidated creditor list submitted with this verification. This includes all creditors, parties to leases and executory contracts, and co-debtors.

I declare that the names and addresses of the listed entities are true and correct to the best of my knowledge.

I understand that I must file an amended creditor list and pay an amendment fee if there are entities listed on the schedules that are not included in the consolidated creditor list submitted with this verification.

Dated this 11th day of December, 2018.

Berekk A. Blackwell

Executive Manager of Scotty's Holdings, LLC
Sole Manager of A Pots & Pans Production, LLC,
Scotty's Thr3e Wise Men Brewing Company, LLC,
Scotty's Brewhouse, LLC; Scotty's Brewhouse
Bloomington, LLC; Scotty's Brewhouse West
Lafayette, LLC; Scotty's Indianapolis, LLC;
Scotty's Brewhouse Downtown Indianapolis, LLC;
Scotty's Brewhouse Mishawaka, LLC; Scotty's
Brewhouse Fort Wayne, LLC; Scotty's Brewhouse
Carmel, LLC; Scotty's Brewhouse Butler, LLC; and
Scotty's Brewhouse Waco, LLC

UNITED STATES BANKRUPTCY COURT Southern District of Indiana 46 E. Ohio St., Rm. 116 Indianapolis, IN 46204 SF01007N (rev 06/2017)

In re:

Scotty's Holdings, LLC, Debtor.

Case No. 18-09243-JJG-11

#### DEFICIENCY NOTICE FOR BANKRUPTCY PETITION

**NOTICE IS GIVEN** that your Bankruptcy Petition is incomplete. Required items which have not been filed as of this date are noted below:

- Chapter 11 Statement of Current Monthly Income (Form 122B) due December 26, 2018
- Attorney Disclosure of Compensation due December 26, 2018
- Statement of Financial Affairs with Declaration due December 26, 2018
- Summary of Assets and Liabilities due December 26, 2018
- Income & Expense Schedule due December 26, 2018
- Schedule A/B with Declaration due December 26, 2018
- Declaration to Schedules due December 26, 2018
- Schedule D with Declaration due December 26, 2018
- Schedule E/F with Declaration due December 26, 2018
- Schedule G with Declaration due December 26, 2018
- Schedule H with Declaration due December 26, 2018

Documents filed with the Court must be the most recent official forms which can be found at www.uscourts.gov/forms/bankruptcy-forms.

**NOTICE IS FURTHER GIVEN** that unless these items are filed by the due date listed above, or an extension of time to file is properly applied for and granted, the above–captioned case may be dismissed immediately without further notice at the expiration of the due date or extended time period.

Dated: December 12, 2018 Kevin P. Dempsey

Clerk, U.S. Bankruptcy Court

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# **Notice Recipients**

District/Off: 0756-1 User: admin Date Created: 12/12/2018

Case: 18-09243-JJG-11 Form ID: SF01007N Total: 3

Recipients of Notice of Electronic Filing: aty John Joseph Allman ja aty Lucy Renee Dollens lu jallman@hbkfirm.com lucy.dollens@quarles.com aty aty

TOTAL: 2

Recipients submitted to the BNC (Bankruptcy Noticing Center): db Scotty's Holdings, LLC 3855 East 96th Street

Indianapolis, IN 46240 Suite J

TOTAL: 1