

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

United States Bankruptcy Court for the:

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

Case number (if known): \_\_\_\_\_ Chapter 11

Check if this is an amended filing

Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/16

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

1. Debtor's name RMH Franchise Holdings, Inc.

2. All other names debtor used in the last 8 years None  
 Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 90-0887150

4. Debtor's address

<p><b>Principal place of business</b></p> <p><u>One Concourse Parkway</u></p> <p><u>N.E. Suite 600</u></p> <p><u>Atlanta</u>                      <u>GA</u>                      <u>30328</u> City                                      State                      ZIP Code</p> <p><u>Fulton</u> County</p>	<p><b>Mailing address, if different from principal place of business</b></p> <p>_____</p> <p>Number                      Street</p> <p>_____</p> <p>City                                      State                      ZIP Code</p> <p><b>Location of principal assets, if different from principal place of business</b></p> <p>_____</p> <p>Number                      Street</p> <p>_____</p> <p>City                                      State                      ZIP Code</p>
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5. Debtor's website (URL) N/A

6. Type of debtor

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

Partnership (excluding LLP)

Other. Specify: \_\_\_\_\_

Debtor RMH Franchise Holdings, Inc.  
Name

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

**7. Describe debtor's business**

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7225

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

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
  - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 on a consolidated basis (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - A plan is being filed with this petition.
  - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

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

- No
- Yes.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

Debtor RMH Franchise Holdings, Inc.  
Name

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

**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 \_\_\_\_\_

District \_\_\_\_\_ When \_\_\_\_\_

MM / DD / YYYY

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

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

**11. Why is the case filed in this district?**

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.  
 A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

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

- No  
 Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

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

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_  
 It needs to be physically secured or protected from the weather.  
 It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).  
 Other \_\_\_\_\_

**Where is the property?**

Number Street

City

State

ZIP Code

**Is the property insured?**

- No.  
 Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

Debtor RMH Franchise Holdings, Inc.  
Name

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

**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 (consolidated)

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

15. Estimated assets (consolidated)

<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

16. Estimated liabilities (consolidated)

<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

**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 05/08/2018  
MM / DD / YYYY

/s/ Michael Muldoon  
Signature of authorized representative of debtor

Title President

Michael Muldoon  
Printed name

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

**18. Signature of attorney**       /s/ M. Blake Cleary      Date 05/08/2018  
 Signature of attorney for debtor      MM / DD / YYYY

M. Blake Cleary  
 Printed Name

Young Conaway Stargatt & Taylor, LLP  
 Firm name

1000 North King Street  
 Number      Street

Wilmington      DE      19801  
 City      State      Zip Code

302-571-6600      mbcleary@ycst.com  
 Contact phone      Email address

3614      DE  
 Bar number      State

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

On the date hereof, each of the affiliated entities listed below including the Debtor in this chapter 11 case, 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.

<b>Company</b>	<b>Tax ID#</b>
RMH Franchise Holdings, Inc.	90-0887150
RMH Franchise Corporation	37-1701807
NuLnk, Inc.	46-2447381
RMH Illinois, LLC	46-2660696
Contex Restaurants, Inc.	47-0780710

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

----- X  
:
  
In re: : Chapter 11
  
:
  
RMH FRANCHISE HOLDINGS, INC., *et al.*, : Case No. 18-[●]
  
:
  
Debtors.<sup>1</sup> : (Joint Administration Pending)
  
:
  
----- X

**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, RMH Franchise Holdings, Inc. (“RMH Holdings”), a Delaware corporation, and certain of its affiliates, who are each debtors and debtors in possession in the above-captioned cases (each a “Debtor”), hereby state as follows:

1. RMH Holdings is the direct or indirect parent of each of the other Debtors. ACON Franchise Holdings, LLC, a non-Debtor, owns 100% of the shares of RMH Holdings.
2. The Debtors listed below are each 100% owned by RMH Holdings:
  - NuLnk, Inc.
  - RMH Illinois, LLC
  - RMH Franchise Corporation
  - Contex Restaurants, Inc.

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: RMH Franchise Holdings, Inc. (7150); RMH Franchise Corporation (1807); NuLnk, Inc. (7381); RMH Illinois, LLC (0696); Contex Restaurants, Inc. (0710). The Debtors’ principal offices are located at One Concourse Parkway, N.E. Suite 600, Atlanta, GA 30328.

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

Debtor Name: RMH Franchise Holdings, Inc. \_\_\_\_\_

United States Bankruptcy Court for the District of Delaware

Case Number (if known) \_\_\_\_\_

**Official Form 202**

**Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15**

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

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

Declaration and signature

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

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

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

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

Executed on 05/08/2018  
MM / DD / YYYY

x /s/ Michael Muldoon  
Signature of authorized representative of debtor

Michael Muldoon  
Printed name

Title President



**RMH FRANCHISE HOLDINGS, INC.**

**WRITTEN CONSENT OF SOLE DIRECTOR**

The undersigned, being the sole director of RMH Franchise Holdings, Inc., a Delaware corporation (the “**Corporation**”), hereby consents that the actions recited herein shall be deemed actions of the Board of Directors of the Corporation with the same effect as if taken at a duly noticed and called meeting of the Board of Directors and direct that this writing be filed with the minutes of proceedings of the Board of Directors -- all pursuant to the provisions of Section 141(f) of the General Corporation Law of the State of Delaware:

**WHEREAS**, the Board of Directors has reviewed and considered the materials and advice presented by the management of the Corporation and the financial and legal advisers of the Corporation regarding the Corporation’s current operations, the strategic alternatives available to the Corporation, and the Corporation’s ability to continue to operate its business under currently prevailing conditions;

**WHEREAS**, the Board of Directors has consulted with the management of the Corporation, and the financial and legal advisers of the Corporation and has considered fully each of the strategic alternatives available to it and has concluded that a viable option would be to file a voluntary petition for relief under Chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”); and

**WHEREAS**, the Corporation is the sole member and manager of RMH Illinois, LLC, a Delaware limited liability company (“**RMHI**”).

**NOW, THEREFORE, BE IT RESOLVED**, that in the judgment of the Board of Directors it is currently desirable and in the best interests of the Corporation, its creditors, and other parties in interest that the Corporation file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

**FURTHER RESOLVED**, that in the judgment of the Board of Directors it is currently desirable and in the best interests of RMHI, its creditors, and other parties in interests that RMHI file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

**FURTHER RESOLVED**, that each of Michael Muldoon, in his capacity as President of the Corporation, and Mitchell Blocher, in his capacity as Chief Financial Officer of the Corporation (each an “**Authorized Person**” and, collectively, the “**Authorized Persons**”), acting alone or with one or more other Authorized Persons be, and each hereby is, authorized and empowered to execute and file (i) on behalf of the Corporation and (ii) in the Corporation’s capacity as the sole member and manager of RMHI, on behalf of RMHI, 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 Corporation’s or RMHI’s business;

**FURTHER RESOLVED**, that the Authorized Persons shall be authorized to determine the time when to execute and verify voluntary petitions on behalf of either or both the

Corporation and RMHI to commence a proceeding under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware;

**FURTHER RESOLVED**, that each Authorized Person or officer of the Corporation be, and each hereby is, authorized and directed to retain on behalf of the Corporation and RMHI (i) Young Conaway Stargatt & Taylor, LLP, (ii) Mastodon Ventures, Inc., and (iii) any other professionals to assist the Corporation and RMHI in carrying out their respective duties under the Bankruptcy Code and related matters, and in connection therewith, such persons be, and each of them hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the case under Chapter 11 of the Bankruptcy Code, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

**FURTHER RESOLVED**, that each Authorized Person or officer of the Corporation be, and each hereby is, authorized and directed on behalf of either or both the Corporation and RMHI to take such actions and to make, sign, execute, acknowledge, and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), amendments, affidavits, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may be reasonably required to give effect to the foregoing resolutions and to execute and deliver such instruments, and to fully perform the terms and provisions thereof;

**FURTHER RESOLVED**, that in connection with the commencement of a proceeding under chapter 11 of the Bankruptcy Code, the Authorized Persons be, and each hereby is, authorized, empowered and directed, in the name and on behalf of either or both of the Corporation and RMHI, (i) to negotiate the use of cash collateral and (ii) to: (a) authorize, negotiate, execute and deliver a debtor-in-possession loan facility from one or more lenders (the “**DIP Lenders**”) in accordance with a such agreement as may be negotiated with the DIP Lenders (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the “**DIP Credit Agreement**”), (b) negotiate, execute and deliver subsidiary guaranties of the foregoing facility by each direct or indirect subsidiary of the Corporation, (c) grant security interests in favor of the DIP Lenders, to secure the obligations under the DIP Credit Agreement, and (d) authorize, negotiate, execute, and deliver such additional agreements, instruments, and documents, including, without limitation any commitment letter for any credit facility to be entered into in connection with the confirmation of a plan of reorganization of the Corporation in the bankruptcy proceedings, as may be contemplated or required by the DIP Credit Agreement, in each instance, on terms and conditions as such Authorized Persons executing the same may consider necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument, or document to be executed and delivered, in the name and on behalf of either or both of the Corporation and RMHI, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

**FURTHER RESOLVED**, that, in the Corporation's capacity as the sole member and manager of RMHI, the Corporation hereby authorizes and consents to RMHI's filing of a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

**FURTHER RESOLVED**, that to the extent that any of the actions authorized by any of the foregoing resolutions have been taken by an officer of the Corporation on its behalf, such actions are hereby ratified and confirmed in their entirety;

**FURTHER RESOLVED**, that the foregoing authorizations to cause the Company to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code may be amended, supplemented, or rescinded by the Board of Directors at any time prior to the filing of any such voluntary petition.

*{Signature Page Follows}*

IN WITNESS WHEREOF, the undersigned sole director of the Corporation has executed this Written Consent of Sole Director as of May 8, 2018.

/s/ Michael Muldoon

Name: Michael Muldoon

Title: Director