

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

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

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

Check if this an amended filing

**Official Form 201**

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

4/19

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

1. Debtor's name Blue Prairie Brands, Inc.

2. All other names debtor used in the last 8 years  
 Include any assumed names, trade names and *doing business as* names  
FDBA Blue Prairie Brands, LLC  
DBA Blue Prairie

3. Debtor's federal Employer Identification Number (EIN) 81-3422176

4. Debtor's address  Principal place of business  <u>1150 Rundell Road</u> <u>Gering, NE 69341</u> Number, Street, City, State & ZIP Code  <u>Scotts Bluff</u> County	Mailing address, if different from principal place of business  _____ P.O. Box, Number, Street, City, State & ZIP Code  Location of principal assets, if different from principal place of business  _____ Number, Street, City, State & ZIP Code
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5. Debtor's website (URL) www.blueprairiebrands.com

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

Debtor Blue Prairie Brands, 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>.

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 \$2,725,625 (amount subject to adjustment on 4/01/22 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.

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

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

Debtor \_\_\_\_\_ Relationship \_\_\_\_\_  
District \_\_\_\_\_ When \_\_\_\_\_ Case number, if known \_\_\_\_\_

Debtor Blue Prairie Brands, Inc.  
Name

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 \_\_\_\_\_

**Statistical and administrative information**

13. Debtor's estimation of available funds *Check one:*
- Funds will be available for distribution to unsecured creditors.
  - After any administrative expenses are paid, no funds will be available to unsecured creditors.
- 
14. Estimated number of creditors
- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99           | <input type="checkbox"/> 5001-10,000   | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199         | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999         |  |  |
- 
15. Estimated Assets
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000          | <input checked="" type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion     |
| <input type="checkbox"/> \$50,001 - \$100,000    | <input type="checkbox"/> \$10,000,001 - \$50 million           | <input type="checkbox"/> \$1,000,000,001 - \$10 billion  |
| <input type="checkbox"/> \$100,001 - \$500,000   | <input type="checkbox"/> \$50,000,001 - \$100 million          | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million         | <input type="checkbox"/> More than \$50 billion          |
- 
16. Estimated liabilities
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000          | <input checked="" type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion     |
| <input type="checkbox"/> \$50,001 - \$100,000    | <input type="checkbox"/> \$10,000,001 - \$50 million           | <input type="checkbox"/> \$1,000,000,001 - \$10 billion  |
| <input type="checkbox"/> \$100,001 - \$500,000   | <input type="checkbox"/> \$50,000,001 - \$100 million          | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million         | <input type="checkbox"/> More than \$50 billion          |

Debtor Blue Prairie Brands, Inc.  
Name

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

**Request for Relief, Declaration, and Signatures**

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

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on 10/27/2019  
MM / DD / YYYY

**X** /s/ Thomas R. Burrows  
Signature of authorized representative of debtor

Thomas R. Burrows  
Printed name

Title Authorized Representative

**18. Signature of attorney** **X** /s/ Maria Aprile Sawczuk  
Signature of attorney for debtor

Date October 27 2019  
MM / DD / YYYY

Maria Aprile Sawczuk  
Printed name

Goldstein & McClintock LLLP  
Firm name

501 Silverside Road  
Suite 65  
Wilmington, DE 19809  
Number, Street, City, State & ZIP Code

Contact phone (302) 444-6710 Email address marias@goldmclaw.com

3320 DE  
Bar number and State

**WRITTEN CONSENT OF THE STOCKHOLDERS OF  
BLUE PRAIRIE BRANDS, INC.  
(a Delaware corporation)**

**Effective as of October 24, 2019**

The undersigned, being the requisite stockholders (the "*Requisite Stockholders*") of Blue Prairie Brands, Inc., a Delaware corporation (the "*Company*"), do hereby consent to, take and adopt the following resolutions and actions by this unanimous written consent (this "*Consent*") in accordance with the Delaware General Corporation Law, as amended and in effect from time to time (the "*DGCL*") and the Bylaws of the Company, and direct that this Consent be placed in the record book of the Company:

**FILING PETITION OF BANKRUPTCY**

**WHEREAS**, the Company's Board of Directors (the "*Board*") has determined that, in the judgment of the Board, it is desirable and in the best interest of the Company, its creditors, stockholders, other equity holders, and other interested parties to file a petition (the "*Petition*") seeking relief under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*") in the United States Bankruptcy Court for the District of Delaware (the "*Bankruptcy Court*");

**WHEREAS**, the written consent or affirmative vote of the holders of at least 55% of the then outstanding shares of Preferred Stock (as defined in the Company's Second Amended and Restated Certificate of Incorporation) is required in order to liquidate, dissolve or wind-up the business and affairs of the Company;

**WHEREAS**, the Requisite Stockholders constitute holders of at least 55% of the then outstanding shares of Preferred Stock;

**WHEREAS**, the Requisite Stockholders have considered the financial and operational aspects of the Company's business and the recommendations of the Board, the Company's professionals and advisors, and adopted the following resolutions.

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that, in the judgment of the Requisite Stockholders, it is desirable and in the best interest of the Company, its creditors, stockholders, other equity holders, and other interested parties to file the Petition seeking relief under chapter 11 of title 11 of the Bankruptcy Code in the Bankruptcy Court; and be it further

**RESOLVED**, that the Petition is adopted in all respects and the Board is hereby authorized and directed, on behalf of the Company, to authorize the execution of a filing of the Petition by the Company and to cause the same to be filed with the Bankruptcy Court at such time as the Board (or a person authorized by the Board) considers it appropriate; and be it further

**GENERAL AUTHORIZING RESOLUTION**

**RESOLVED**, that all such other acts or things which would cause the transactions contemplated by these resolutions to be consummated and performed be, and hereby are, authorized, approved and adopted in all respects; and be it further

**RESOLVED**, that every act, action, agreement, document or instrument heretofore done, performed, made, executed or delivered by or on behalf of or in the name of the Company in order to effect the purposes and intentions of the foregoing resolutions be, and hereby is authorized, approved, ratified and adopted in all respects; and be it further

**RESOLVED**, that the directors and officers of the Company and other persons duly authorized by the Board of the Company are hereby authorized to perform such further acts and execute and deliver such further documents or instruments as such director or officer or authorized person may deem necessary or desirable to carry out, with respect to the Company, the intents and purposes of the foregoing resolutions; and be it further

**RESOLVED**, that this Consent may be executed in multiple counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same document. Facsimile and portable document format signatures on this Consent may be accepted in lieu of the original signatures.

*(Signature Page Follows)*

IN WITNESS WHEREOF, the undersigned, constituting the Requisite Stockholders, have executed and acknowledged this Consent as of the date set forth above.

**STOCKHOLDERS:**

\_\_\_\_\_  
Uday C. Gupta, Individual

\_\_\_\_\_  
Dated

\_\_\_\_\_  
Bradley A. Justice, Individual

\_\_\_\_\_  
Dated

\_\_\_\_\_  
Richard Peet, Individual

\_\_\_\_\_  
Dated

**PAVILION XI PARTNERS, LLC**

By: \_\_\_\_\_  
Name: Jayson M. Rieger  
Title: Managing Director

\_\_\_\_\_  
Dated

**PROTEOISBIO, LLC**

By: \_\_\_\_\_  
Name: Richard Peet  
Title: Director

\_\_\_\_\_  
Dated

IN WITNESS WHEREOF, the undersigned, constituting the Requisite Stockholders, have executed and acknowledged this Consent as of the date set forth above.

**STOCKHOLDERS:**

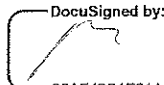
**S2G VENTURES FUND I, L.P.**

By: S2G Ventures, LLC  
Its General Partner

By: \_\_\_\_\_  
Name: Chuck Templeton  
Title: Manager

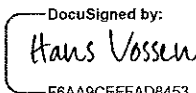
\_\_\_\_\_  
Dated

**DSM VENTURING B.V.**

By:  \_\_\_\_\_  
Name: Pieter Wolters  
Title: Director

October 25, 2019 | 13:18 PM PDT

\_\_\_\_\_  
Dated

By:  \_\_\_\_\_  
Name: Hans Vossen  
Title: Director

October 25, 2019 | 12:52 PM PDT

\_\_\_\_\_  
Dated

**PM EQUITY PARTNER SÀRL**

By: \_\_\_\_\_  
Name: Marco Brunazzo  
Title: Authorized Signatory

\_\_\_\_\_  
Dated

By: \_\_\_\_\_  
Name: Alexander Stoeckel  
Title: Authorized Signatory

\_\_\_\_\_  
Dated



IN WITNESS WHEREOF, the undersigned, constituting the Requisite Stockholders, have executed and acknowledged this Consent as of the date set forth above.

**STOCKHOLDERS:**

**MIDDLELAND AG FUND II**

By: Middleland AG II GP, LLC, its manager

By: \_\_\_\_\_ Dated \_\_\_\_\_  
Name: Scott Horner  
Title: Director, Middleland AG II GP LLC

**MIDDLELAND BP HOLDINGS, LLC**

By: Middleland AG II GP, LLC, its manager

By: \_\_\_\_\_ Dated \_\_\_\_\_  
Name: Scott Horner  
Title: Director, Middleland AG II GP LLC

**INVEST NEBRASKA CORPORATION**

By: \_\_\_\_\_ Dated \_\_\_\_\_  
Name: Dan Hoffman  
Title: President & CEO

**WOODLEY PARK INVESTMENTS, LLC**

By: \_\_\_\_\_ Dated \_\_\_\_\_  
Name: Richard Peet  
Title: Chief Executive Officer

IN WITNESS WHEREOF, the undersigned, constituting the Requisite Stockholders, have executed and acknowledged this Consent as of the date set forth above.

**STOCKHOLDERS:**

**BUNGE VENTURES LTD.**

By: \_\_\_\_\_

Name: Nanda Kumar  
Title: Chief Investment Officer and  
Managing Director

\_\_\_\_\_ Dated

By: \_\_\_\_\_

Name: Alanna Weifenbach  
Title: Director

\_\_\_\_\_ Dated

IN WITNESS WHEREOF, the undersigned, constituting the Requisite Stockholders, have executed and acknowledged this Consent as of the date set forth above.

**STOCKHOLDERS:**

\_\_\_\_\_  
Uday C. Gupta, Individual

\_\_\_\_\_  
Dated

\_\_\_\_\_  
Bradley A. Justice, Individual

\_\_\_\_\_  
Dated

DocuSigned by:  
  
70EBE61794294C5...

10/25/2019

\_\_\_\_\_  
Richard Peet, Individual


\_\_\_\_\_  
Dated

**PAVILION XI PARTNERS, LLC**

By: \_\_\_\_\_  
Name: Jayson M. Rieger  
Title: Managing Director

\_\_\_\_\_  
Dated

**PROTEOISBIO, LLC**

DocuSigned by:  
  
70EBE61794294C5...

10/25/2019

By: \_\_\_\_\_  
Name: Richard Peet  
Title: Director

\_\_\_\_\_  
Dated

IN WITNESS WHEREOF, the undersigned, constituting the Requisite Stockholders, have executed and acknowledged this Consent as of the date set forth above.

**STOCKHOLDERS:**

**S2G VENTURES FUND I, L.P.**

By: S2G Ventures, LLC  
Its General Partner

By:	<small>DocuSigned by:</small>  <small>4B268E0ED7FA41B...</small>	10/24/2019
	Name: Chuck Templeton	Dated
	Title: Manager	

**DSM VENTURING B.V.**

By:	Name: Pieter Wolters	Dated
	Title: Director	

By:	Name: Hans Vossen	Dated
	Title: Director	

**PM EQUITY PARTNER SÀRL**

By:	<small>DocuSigned by:</small>  <small>B8FE3EAE9048427</small>	10/25/2019
	Name: Marco Brunazzo	Dated
	Title: Authorized Signatory	

By:	<small>DocuSigned by:</small>  <small>3AFD1C25D656434</small>	10/25/2019
	Name: Alexander Stoeckel	Dated
	Title: Authorized Signatory	

IN WITNESS WHEREOF, the undersigned, constituting the Requisite Stockholders, have executed and acknowledged this Consent as of the date set forth above.

**STOCKHOLDERS:**

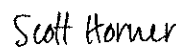
**MIDDLELAND AG FUND II**

By: Middleland AG II GP, LLC, its manager

By: <u> <div style="border: 1px solid black; padding: 2px; display: inline-block;"> <small>DocuSigned by:</small>    <small>E4F0D02B18DE4D4</small> </div> </u>	<u>10/25/2019</u> Dated _____
Name: Scott Horner Title: Director, Middleland AG II GP LLC	

**MIDDLELAND BP HOLDINGS, LLC**

By: Middleland AG II GP, LLC, its manager

By: <u> <div style="border: 1px solid black; padding: 2px; display: inline-block;"> <small>DocuSigned by:</small>    <small>E4F0D02B18DE4D4</small> </div> </u>	<u>10/25/2019</u> Dated _____
Name: Scott Horner Title: Director, Middleland AG II GP LLC	

**INVEST NEBRASKA CORPORATION**

By: _____ Name: Dan Hoffman Title: President & CEO	_____ Dated _____
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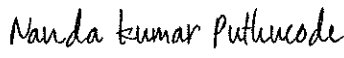
**WOODLEY PARK INVESTMENTS, LLC**

By: <u> <div style="border: 1px solid black; padding: 2px; display: inline-block;"> <small>DocuSigned by:</small>    <small>70EBE61794294C5...</small> </div> </u>	<u>10/25/2019</u> Dated _____
Name: Richard Peet Title: Chief Executive Officer	

IN WITNESS WHEREOF, the undersigned, constituting the Requisite Stockholders, have executed and acknowledged this Consent as of the date set forth above.

**STOCKHOLDERS:**

**BUNGE VENTURES LTD.**

By:	<small>DocuSigned by:</small>  <small>2FECCF0EE7B748E</small>	10/25/2019
	_____	_____
	Name: Nanda Kumar	Dated
	Title: Chief Investment Officer and Managing Director	

By:	_____	_____
	Name: Alanna Weifenbach	Dated
	Title: Director	

**United States Bankruptcy Court  
District of Delaware**

In re Blue Prairie Brands, Inc.

Debtor(s)

Case No.

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Bernhard Van Lengerich	Common Stock	201,724	Equity Interest
Bradley A. Justice	Common Stock	91,400	Equity Interest
Bunge Ventures Ltd.	Preferred Stock	690,484	Equity Interest
Colin Rowe	Common Stock	39,167	Equity Interest
DSM Venturing B.V.	Preferred Stock	674,410	Equity Interest
Invest Nebraska Corporation	Preferred Stock	312,154	Equity Interest
Middleland AG Fund II	Preferred Stock	757,597	Equity Interest
Middleland BP Holdings, LLC	Preferred Stock	221,941	Equity Interest
Pavillion XI Partners, LLC	Common Stock	50,000	Equity Interest
PM Equity Partner Sàrl	Preferred Stock	1,385,194	Equity Interest
ProteiosBio, LLC	Common Stock	400,000	Equity Interest
Richard Peet	Common Stock	118,000	Equity Interest
S2G Ventures Fund I, L.P.	Preferred Stock	961,940	Equity Interest
Terry Frahm	Common Stock	170,155	Equity Interest

In re: Blue Prairie Brands, Inc.

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Thomas R. Burrows	Common Stock	281,202	Equity Interest
Uday C. Gupta	Common Stock	104,700	Equity Interest
Woodley Park Investments, LLC	Preferred Stock	323,978	Equity Interest

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **Authorized Representative** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 10/27/2019Signature /s/ Thomas R. Burrows

Thomas R. Burrows, Authorized Representative

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.*



**United States Bankruptcy Court  
District of Delaware**

In re Blue Prairie Brands, Inc.  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter 11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Blue Prairie Brands, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Middleland AG Fund II**

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**PM Equity Partner Sàrl**

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**S2G Ventures Fund I, L.P.**

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None [Check if applicable]

**10/27/2019**

Date

*/s/ Maria Aprile Sawczuk*

**Maria Aprile Sawczuk**

Signature of Attorney or Litigant  
Counsel for **Blue Prairie Brands, Inc.**

---

**Goldstein & McClintock LLLP**

**501 Silverside Road**

**Suite 65**

**Wilmington, DE 19809**

**(312) 337-7700 Fax:(312) 277-2305**

**marias@goldmclaw.com**

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

Debtor name Blue Prairie Brands, Inc.

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

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

Check if this is an amended filing

**Official Form 204**

**Chapter 11 or Chapter 9 Cases: 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 claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of 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
Allo Communications – Phone P.O. Box 2697 Omaha, NE 68103-2697						\$154.45
Black Hills Energy PO Box 6001 Rapid City, SD 57709-6001						\$1,505.43
Bunge Ventures Ltd. 2 Church Street Hamilton HM 11 Bermuda						\$375,000.00
Express Services, Inc. P.O. Box 203901 Dallas, TX 75320-3901						\$80,187.89
Fitts Farms 160529 County Road 29 Gering, NE 69341			Disputed			\$79,450.00
Holland & Knight P.O. Box 864084 Orlando, FL 32886-4084						\$7,828.50
Lyco Manufacturing, Inc. 115 Commercial Drive PO Box 31 Columbus, WI 53925						\$10,005.35

Debtor **Blue Prairie Brands, Inc.**

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of 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
Medallion Labs 9000 Plymouth Avenue North Minneapolis, MN 55427						\$611.00
Middleland AG Fund II 1100 Vermont Ave NW, Suite 450 Washington, DC 20005						\$400,000.00
PM Equity Partner Sàrl Avenue de Rhodanie 50 1007 Lausanne Switzerland						\$1,000,000.00
Presto-X PO Box 13848 Reading, PA 19612-3848						\$192.60
S2G Ventures Fund I, L.P. 210 N Carpenter Street, Suite 800 Chicago, IL 60607						\$600,000.00
S2G Ventures Fund II, L.P. 210 N Carpenter Street, Suite 800 Chicago, IL 60607						\$375,000.00
Scottsbluff Industries 250109 Skyport Dr. Scottsbluff, NE 69361						\$333.90
Snell Services, Inc. P.O. Box 484 Gering, NE 69341-0484						\$2,435.17
ULINE PO Box 88741 Chicago, IL 60680-1741						\$1,141.31

Debtor **Blue Prairie Brands, Inc.**

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of 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
UPS PO Box 7247-0244 Philadelphia, PA 19170-0001						\$370.59
Urschel 1200 Cutting Edge Dr Chesterton, IN 46304 PO Box 75 Remittance Drive Dept 1657 Chicago, IL 60675-1657						\$8,628.80
Westco 724 West 3rd P.O. Box H Alliance, NE 69301-0774						\$1,617.52
Woodley Park Investments, LLC 3100 Hawthorne Street NW Washington, DC 20008						\$600,000.00

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

Debtor name Blue Prairie Brands, Inc.  
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE  
 Case number (if known) \_\_\_\_\_

Check if this is an amended filing

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 List of Equity Security Holders, Corporate Ownership Statement, Certification of Creditor Matrix

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

Executed on 10/27/2019

X /s/ Thomas R. Burrows  
 Signature of individual signing on behalf of debtor

Thomas R. Burrows  
 Printed name

Authorized Representative  
 Position or relationship to debtor