

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

In re

PGHC Holdings, Inc., *et al.*,

Debtors<sup>1</sup>.

Chapter 11

Case No. 18-12537 (MFW)

Jointly Administered

Ref. Docket Nos. 150-152

**AFFIDAVIT OF SERVICE**

STATE OF NEW YORK     )  
                                          ) ss.:  
COUNTY OF NEW YORK    )

WING CHAN, being duly sworn, deposes and says:

1. I am employed as a Noticing Coordinator by Epiq Corporate Restructuring, LLC, located at 777 Third Avenue, New York, NY 10017. I am over the age of eighteen years and am not a party to the above-captioned action.
2. On November 30, 2018, I caused to be served the:
  - a. “Order Pursuant to Sections 105, 363, 364, 365 and 541 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006 and 9007 and Del. Bankr. L.R. 2002-1 and 6004-1 (A) Approving Bidding Procedures and Bid Protections for the Sale of Substantially All Assets of Debtors; (B) Approving Procedures for the Assumption and Assignment Rejection of Designated Executory Contracts and Unexpired Leases; (C) Scheduling the Auction and Sale Hearing; (D) Approving Forms and Manner of Notice of Respective Dates, Times, and Places in Connection Therewith; and (E) Granting Related Relief,” dated November 30, 2018 [Docket No. 150], (the “Bidding Procedures Order”),
  - b. “Final Order (I) Authorizing Secured Post-Petition Financing Pursuant to 11 U.S.C. § 364, (II) Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363, (III) Granting Adequate Protection Pursuant to 11 U.S.C. §§ 361, 363 and 364,” dated November 28, 2018 [Docket No. 151], (the “DIP Order”), and

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtors’ federal EIN, are as follows: PGHC Holdings, Inc. (4262); Papa Gino’s Holdings Corp. (6681); Papa Gino’s, Inc. (1264); Papa Gino’s Franchising Corp. (2690); Papa Gino’s/D’Angelo Card Services, Inc. (0621); D’Angelo’s Sandwich Shops, Inc. (7947); Progressive Food, Inc. (6224); D’Angelo Franchising Corporation (8398); and Delops, Inc. (7945). The Debtors’ mailing address is 600 Providence Highway, Dedham, MA 02026.

- c. “Order Authorizing the Retention and Employment of Professionals Used in the Ordinary Course of Business *Nunc Pro Tunc* to the Petition Date,” dated November 30, 2018 [Docket No. 152], (the “OCP Order”),

by causing true and correct copies of the:

- i. Bidding Procedures Order, DIP Order and OCP Order, to be enclosed securely in separate postage pre-paid envelopes and delivered via first class mail to those parties listed on the annexed Exhibit A,
  - ii. Bidding Procedures Order, DIP Order and OCP Order, to be delivered via electronic mail to those parties listed on the annexed Exhibit B,
  - iii. DIP Order, to be enclosed securely in separate postage pre-paid envelopes and delivered via first class mail to those parties listed on the annexed Exhibit C, and
  - iv. OCP Order, to be enclosed securely in a postage pre-paid envelope and delivered via first class mail to the following party: *Nixon Peabody LLP, Attn: Steven B. Feirman – Partner, 799 9<sup>th</sup> Street NW Suite 500, Washington, DC 20001-4501.*
3. All envelopes utilized in the service of the foregoing contained the following legend:  
“LEGAL DOCUMENTS ENCLOSED. PLEASE DIRECT TO THE ATTENTION OF ADDRESSEE, PRESIDENT OR LEGAL DEPARTMENT.”

/s/ Wing Chan

Wing Chan

Sworn to before me this  
5<sup>th</sup> day of December, 2018

/s/ Forrest Kuffer

Notary Public, State of New York

No. 01KU6369117

Qualified in Kings County

Commission Expires December 26, 2021

## **EXHIBIT A**

| Claim Name                                 | Address Information                                                                                                                                                                                                                                                                |
|--------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1907 LLC                                   | ATTN MAC BELL 33 COMMERCIAL STREET GLOUCESTER MA 01930                                                                                                                                                                                                                             |
| ARDENT MILLS LLC                           | ATTN: ERIC LONNBERG 1875 LAWRENCE STREET, SUITE 1400 DENVER CO 80202                                                                                                                                                                                                               |
| ARNALL GOLDEN GREGORY LLP                  | (COUNSEL TO SYSCO BOSTON LLC) ATTN: FRANK N. WHITE 171 17TH STREET NW, SUITE 2100 ATLANTA GA 30363-1031                                                                                                                                                                            |
| BALLARD SPAHR LLP                          | ATTN: DAVID L. POLLACK, ESQ. (COUNSEL TO: FEDERAL REALTY INVESTMENT TRUST & BRIXMOR OPERATING PARTNERSHIP L.P.) 1735 MARKET STREET 51ST FLOOR - MELLON BANK CENTER PHILADELPHIA PA 19103                                                                                           |
| BALLARD SPAHR LLP                          | ATTN: LESLIE HEILMAN, ESQ., LAUREL D. ROGLIN, ESQ. & CHANTELE MCCLAMB, ESQ. (COUNSEL TO: FEDERAL REALTY INVESTMENT TRUST & BRIXMOR OPERATING PARTNERSHIP L.P.) 919 MARKET STREET, 11TH FLOOR WILMINGTON DE 19801                                                                   |
| BJC REAL ESTATE PARTNERSHIP                | ATTN JANICE LOMBARDI 323 MANLEY ST W. BRIDGEWATER MA 02379                                                                                                                                                                                                                         |
| BRIDG, INC                                 | ATTN AMIT JAIN 11388 WEST OLYMPIC BLVD LOS ANGELES CA 90064                                                                                                                                                                                                                        |
| BROOKSIDE MEZZANINE FUND                   | ATTN DAVID D. BUTTOLPH 201 TRESSER BOULEVARD SUITE 330 STAMFORD CT 06901                                                                                                                                                                                                           |
| BROOKSIDE MEZZANINE FUND                   | C/O CHOATE HALL & STEWART LLP ATTN DOUGLAS R GOODING 2 INTERNATIONAL PL BOSTON MA 02110                                                                                                                                                                                            |
| CHACE RUTTENBERG & FREEDMAN, LLC           | (COUNSEL FOR KAUFMAN ASSOCIATES, INC) ATTN: DOUGLAS J. EMANUEL, ESQ ONE PARK ROW, SUITE 300 PROVIDNCE RI 02903                                                                                                                                                                     |
| CRUNCHTIME INFORMATION SYSTEMS INC.        | ATTN DAVID DAUGHTERY 129 PORTLAND ST 2ND FLOOR BOSTON MA 02114                                                                                                                                                                                                                     |
| D'ANGELO INC.                              | ATTN JANICE LOMBARDI C/O BJC REAL ESTATE PARTNERSHIP 323 MANLEY STREET, P.O. BOX 519 W. BRIDGEWATER MA 02379                                                                                                                                                                       |
| DANA-FARBER CANCER INSTITUTE, INC.         | ATTN KATIE BROWN (JIMMY FUND) 10 BROOKLINE PLACE WEST, 6TH FL. BROOKLINE MA 02445-7226                                                                                                                                                                                             |
| DEDHAM MARKETPLACE, LLC                    | ATTN JENNIFER LAFERRIERE 69 GREAT ROAD ACTON MA 01720                                                                                                                                                                                                                              |
| DELAWARE STATE TREASURY                    | 820 SILVER LAKE BLVD., SUITE 100 DOVER DE 19904                                                                                                                                                                                                                                    |
| DUANE MORRIS LLP                           | (COUNSEL TO D'ANGELO, INC., BRIAN MCLAUGHLIN AND MARIVA, INC.) ATTN: JARRET P. HITCHINGS, ESQ. 222 DELAWARE AVENUE, SUITE 1600 WILMINGTON DE 19801-1659                                                                                                                            |
| ELGE PLUMBING & HEATING INC                | ATTN DAVID J IANNUZI, KERRY MASON 43 SUMMER ST SOMERVILLE MA 02143                                                                                                                                                                                                                 |
| ENGIE RESOURCES LLC                        | ATTN RAY CUNNINGHAM, VP & GENERAL COUNSEL 1990 POST OAK BLVD STE 1900 HOUSTON TX 77056                                                                                                                                                                                             |
| GREEN ELECTRIC INC.                        | ATTN JAMES GREEN, PRESIDENT 10 DRAPER STREET UNIT 17 WOBURN MA 01801                                                                                                                                                                                                               |
| H-I-M MECHANICAL SYSTEMS, INC.             | ATTN MATT MITCHELL, GENERAL MGR 90 FIRST STREET BRIDGEWATER MA 02324                                                                                                                                                                                                               |
| HARTFORD LIFE INS. CO                      | ATTN DOUGLAS FISKE, HELDER PEREIRA 55 FARMINGTON AVE 11TH FLOOR HARTFORD CT 06144-1744                                                                                                                                                                                             |
| HARTFORD LIFE INS. CO                      | C/O CHOATE HALL & STEWART LLP ATTN DOUGLAS R GOODING 2 INTERNATIONAL PL BOSTON MA 02110                                                                                                                                                                                            |
| HILTON SERVICE                             | ATTN LEONARD W. MALLOCH P.O. BOX 335 SOUTH WEYMOUTH MA 02190                                                                                                                                                                                                                       |
| INDEED, INC                                | ATTN JASON WHITMAN, VP 177 BROAD ST 6TH FL STAMFORD CT 06901                                                                                                                                                                                                                       |
| INTERNAL REVENUE SERVICE                   | P.O. BOX 7346 PHILADELPHIA PA 19101-7346                                                                                                                                                                                                                                           |
| MCDONALDS CORPORATION                      | DIRECTOR, US LEGAL DEPT #091 ONE MCDONALDS PLAZA OAK BROOK IL 60523                                                                                                                                                                                                                |
| MCDONALDS CORPORATION                      | ATTN: AMY MAHTESIAN 2915 JORIE BOULEVARD OAK BROOK IL 60523                                                                                                                                                                                                                        |
| MEDFORD WELLINGTON SERVICE CO.,INC.        | ATTN DALE NIEMI, BILLING MANAGER 9 EXECUTIVE PARK DRIVE SUITE 100 NORTH BILLERICA MA 01862                                                                                                                                                                                         |
| MIRICK, O'CONNELL, DEMALLIE & LOUNGEE, LLP | (COUNSEL FOR CAMBRIDGESIDE GALLERIA ASSC.TRUST FKA RIVERSIDE GALLERIA ASSC. TRUST & BUNKER HILL MALL LLC SUCCESSOR-IN INTEREST TO STEPHEN KARP & STEVEN FISCHMAN, AS TTEES PF SP CHARLESTOWN REALTY TRUST) 1800 WEST PARK DRIVE, STE 400, ATTN: KATE P. FOLEY WESTBOROUGH MA 01581 |
| MIRICK, O'CONNELL, DEMALLIE & LOUNGEE, LLP | (COUNSEL FOR CAMBRIDGESIDE GALLERIA ASSC.TRUST FKA RIVERSIDE GALLERIA ASSC. TRUST & BUNKER HILL MALL LLC SUCCESSOR-IN INTEREST TO STEPHEN KARP & STEVEN FISCHMAN, AS TTEES OF SP CHARLESTOWN REALTY TRUST) 100 FRONT STREET, ATTN: PAUL W. CAREY WORCESTER MA 01608                |
| MORGAN,LEWIS & BOCKIUS LLP                 | ATTN TIMOTHY LEVIN COUNSELORS AT LAW 1701 MARKET ST. PHILADELPHIA PA 19103-2921                                                                                                                                                                                                    |

| Claim Name                               | Address Information                                                                                                                        |
|------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| MURPHY & KING P.C.                       | (COUNSEL TO D'AMGELO, INC. BRIAN MCLAUGHLIN, AND MARIVA, INC.) ATTN: MICHAEL K. O'NEIL, ESQ. ONE BEACON STREET, 21ST FLOOR BOSTON MA 02108 |
| NIXON PEABODY LLP                        | ATTN JOSEPH J LYNCH, OFFICE MGR PARTNER ATTORNEYS AT LAW 55 WEST 46TH STREET NEW YORK NY 10036-4120                                        |
| NUCO2 INC.                               | ATTN JULIA HAYES 2800 SE MARKET PLACE STUART FL 34997                                                                                      |
| OFFICE OF THE UNITED STATES TRUSTEE      | FOR THE DISTRICT OF DELAWARE 844 KING ST STE 2207 LOCKBOX 35 WILMINGTON DE 19801                                                           |
| PEPSI-COLA BOTTLING CO. OF WORCESTER INC | ATTN ROBERT RAUH, PRESIDENT 90 INDUSTRIAL DRIVE HOLDEN MA 01520                                                                            |
| PEPSI-COLA COMPANY                       | ATTN MIKE BEVILACQUA DIVISION COUNSEL 700 ANDERSON HILL RD PURCHASE NY 10577                                                               |
| PEPSICO                                  | ATTN: ERIC CASSETTY 1100 REYNOLDS BLVD. WINSTON SALEM NC 27105                                                                             |
| QUAD/GRAPHICS, INC                       | ATTN JOEL QUADRACCI, CHAIRMAN N61 W23044 HARRYS WAY SUSSEX WI 53089                                                                        |
| REGENCY CENTERS L.P.                     | ATTN: ERNST BELL ONE INDEPENDENCE DRIVE, SUITE 114 JACKSONVILLE FL 32202                                                                   |
| REPUBLIC SERVICES                        | ATTN ALINA BENCİK DBA REPUBLIC SERVICES NATIONAL ACCOUNTS 18500 N ALLIED WAY PHOENIX AZ 85054                                              |
| SECRETARY OF STATE                       | DIVISION OF CORPORATIONS FRANCHISE TAX P.O. BOX 898 DOVER DE 19903                                                                         |
| SECURITIES & EXCHANGE COMMISSION         | NEW YORK REGIONAL OFFICE ATTN: ANDREW CALAMARI, REGIONAL DIRECTOR 200 VESEY STREET, SUITE 400 NEW YORK NY 10281-1022                       |
| SECURITIES & EXCHANGE COMMISSION         | 100 F STREET, NE WASHINGTON DC 20549                                                                                                       |
| SMITH, KATZENSTEIN & JENKINS LLP         | (COUNSEL TO SYSCO BOSTON LLP) ATTN: KATHLEEN M MILLER 1000 WEST STREET, SUITE 1501 P.O. BOX 410 WILMINGTON DE 19899                        |
| STERLING NATIONAL BANK                   | 500 SEVENTH AVENUE NEW YORK NY 10018                                                                                                       |
| SUPERDIGITAL LLC                         | C/O GRACE MOSHFEGH 971 COMMONWEALTH AVE, STE 32 BOSTON MA 02215                                                                            |
| SYSCO BOSTON, LLC                        | ATTN CHUCK FRASER 99 SPRING ST. PLYMPTON MA 02367                                                                                          |
| SYSCO BOSTON, LLC                        | C/O ARNALL GOLDEN GREGORY LLP ATTN FRANK R WHITE 171 17TH ST NW STE 2100 ATLANTA GA 30363                                                  |
| UNITED EAST                              | ATTN TONYA CURRAN FOODSERVICE SUPPLY CO. 505 COLLINS ST. ATTLEBORO MA 02703                                                                |
| VALASSIS COMMUNICATIONS INC              | ATTN CYNTHIA ROSE 90469 COLLECTION CENTER DRIVE CHICAGO IL 60693                                                                           |
| VALLEY SERVICE INC.                      | ATTN FRANK DOWD 687 LOWELL ST UNIT 7 METHUEN MA 01844                                                                                      |
| VEDDER PRICE                             | COUNSEL TO WC FINANCECO A LLC ATTN MICHAEL M. EIDELMAN, DOUGLAS J. LIPKE 222 NORTH LASALLE STREET CHICAGO IL 60601                         |
| VILLA RESTAURANT GROUP                   | ATTN: BETTY KEARNS 25 WASHINGTON STREET MORRISTOWN NJ 07960                                                                                |
| WM CAPITAL PARTNERS 56, LLC              | 885 THIRD AVENUE, SUITE 2403 NEW YORK NY 10022                                                                                             |

**Total Creditor count 55**

## **EXHIBIT B**

**PGHC Holdings, Inc., et al. –Case No. 18-12537 (MFW)**  
**Electronic Mail Master Service List**

| NAME                                                                                                                                                                 | EMAIL                                                              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| CONNOLLY GALLAGHER LLP (COUNSEL TO RPAI WORCHESTER LINCOLN PLAZA LLC & IREIT SHREWSBURY WHITE CITY LLC) ATTN: KAREN C. BIFFERATO, KELLY M. CONLAN                    | kbifferato@connollygallagher.com;<br>kconlan@connollygallagher.com |
| SIMON PROPERTY GROUP, L.P. - ATTN: RONALD M. TUCKER                                                                                                                  | rtucker@simon.com                                                  |
| MORGAN, LEWIS & BOCKIUS LLP (COUNSEL FOR GINOP PROPERTY LLC) ATTN: NEIL E HERMAN, ESQ & LAURA MCCARTHY, ESQ                                                          | neil.herman@morganlewis.com;<br>laura.mccarthy@morganlewis.com     |
| HINCKLEY, ALLEN & SNYDER, LLP (COUNSEL FOR THE GROSSMAN COMPANIES, INC) ATTN: JENNIFER V.Doran, Esq                                                                  | jdoran@hinckleyallen.com                                           |
| KROLL, MCNAMARA, EVANS & DELEHANTY, LLP (COUNSEL TO NORTHEAST PRODUCE, INC.) ATTN: DAVID A. LAVENBURG                                                                | dlavenburg@kmelaw.com                                              |
| BUCHANAN INGERSOLL & ROONEY PC (COUNSEL TO WM CAPITAL PARTNERS 56 LLC) ATTN: MARY F. CALOWAY, ESQ                                                                    | mary.caloway@bipc.com                                              |
| MORRIS, MANNING & MARTIN, LLP (COUNSEL TO WM CAPITAL PARTNERS 56 LLC) ATTN: FRANK W. DEBORDE, ESQ AND LISA WOLGAST, ESQ                                              | lwolgast@mmmlaw.com                                                |
| DALLAS COUNTY, LINEBARGER GOGGAN BLAIR & SAMPSON, LLP, ATTN: ELIZABETH WELLER                                                                                        | dallas.bankruptcy@publicans.com                                    |
| DUANE MORRIS LLP (COUNSEL FOR WALPOLE MALL ASSOCIATES, LLP) ATTN: CHRISTOPHER M. WINTER ESQ AND JARRET P HITCHINGS, ESP                                              | cmwinter@duanemorris.com;jphitchings@duanemorris.com               |
| ELLIOTT GREENLEAF, P.C. (COUNSEL FOR MCDONALD'S CORPORATION) ATTN: RAFAEL X. ZAHRALEDDIN-ARAVENA, ESQ, ERIC M SUTTY, ESQ                                             | rxza@elliottgreenleaf.com;<br>ems@elliottgreenleaf.com             |
| GOULSTON & STORRS PC (COUNSEL TO CAPE TOWN PLAZA, LLC, ROUTE 140 SCHOOL STREET LLC AND PORT PLAZA REALTY TRUST) ATTN: DOUGLAS B ROSNER, EEQ AND TIMOTHY J CARTER ESQ | drosner@goulstonstorrs.com,<br>tcarter@goulstonstorrs.com          |

**PGHC Holdings, Inc., et al. –Case No. 18-12537 (MFW)**

**Electronic Mail Master Service List**

|                                                                                                                                               |                                                                                                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| KELLEY DRYE & WARREN LLP (COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS) ATTN; ERIC R. WILSON, JASON R. ADAMS, LAUREN S. SCHLUSSEL | kdwbankruptcydepartment@kelleydrye.com; ewilson@kelleydrye.com; jadams@kelleydrye.com; lschlusssel@kelleydrye.com |
| BAYARD, P.A. (COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS) ATTN: JUSTIN R. ALBERTO, ERIN R. FAY, GREGORY J. FLASSER              | jalberto@bayardlaw.com; efay@bayardlaw.com; gflasser@bayardlaw.com                                                |
| MORGAN, LEWIS & BOCKIUS LLP<br>JODY C. BARILLARE COUNSEL FOR GINOP PROPERTY LLC                                                               | jody.barillare@morganlewis.com                                                                                    |
| FRIEDMAN LAW GROUP (COUNSEL FOR DJM NNN II, LLC) ATTN: J. BEMMET FRIEDMAN, ESQ.                                                               | jfriedman@flg-law.com                                                                                             |

## **EXHIBIT C**

| Claim Name          | Address Information                                                                                   |
|---------------------|-------------------------------------------------------------------------------------------------------|
| AMERICAN EXPRESS    | ATTN: JENNIFER NELSON 22 MONIT AVE ACTON MA 01720                                                     |
| BANK OF AMERICA     | ATTN TIFFANY TALMAGE 150 N COLLEGE ST MAIL CODE: NC1-028-13-05 CHARLOTTE NC 28255                     |
| BANK OF AMERICA     | ATTN DARYL L. HURST MAIL CODE CA4-703-04-01 1755 GRANT STREET 4TH FLOOR CONCORD CA 94520              |
| CITIZENS BANK       | ATTN CHERYL MCAFEE 53 STATE STREET 9TH FLOOR BOSTON MA 02109                                          |
| CITIZENS BANK       | ATTN DEIDRE LOCKHART 53 STATE STREET 9TH FLOOR BOSTON MA 02109                                        |
| FIRST DATA          | ATTN: ADAM ROSMAN EVP & GENERAL COUNSEL 5565 GLENRIDGE CONNECTOR NE STE 2000 ATLANTA GA 30342         |
| GINPOP PROPERTY LLC | 1370 AVENUE OF THE AMERICAS NEW YORK NY 10019                                                         |
| GINPOP PROPERTY LLC | C/O US REALTY ADVISORS LLC ATTN: JAMIE ELLIOTT GROSSMAN 1370 AVENUE OF THE AMERICAS NEW YORK NY 10019 |
| LEE BANK            | ATTN LAURA CASSAVANT 75 PARK STREET LEE MA 01238                                                      |
| SANTANDER           | ATTN KAREN NG 28 STATE STREET BOSTON MA 02109                                                         |
| SANTANDER           | ATTN ROSARITO ORTIZ RODRIGUEZ 548 LORNA TOLEDO POB 362589 SAN JUAN PR 00936-2589                      |
| TD BANK             | ATTN MANDIRA PUJARI 420 FRANKLIN STREET FRAMINGHAM MA 01701                                           |
| TD BANK             | ATTN KOREEN PLOURDE 140 MILL STREET LEWISTON ME 04240                                                 |
| TOAST               | ATTN: ALEX PIRROTTA, CONTROLLER 401 PARK DRIVE ST. 801 BOSTON MA 02215                                |

**Total Creditor count 14**