

BI (Official Form 1)(04/13)

**United States Bankruptcy Court**  
**District of Delaware**
**Voluntary Petition**

|  |   |
|--|---|
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>Saladworks, LLC</b>   | Name of Joint Debtor (Spouse) (Last, First, Middle):  |
| All Other Names used by the Debtor in the last 8 years<br>(include married, maiden, and trade names):  | All Other Names used by the Joint Debtor in the last 8 years<br>(include married, maiden, and trade names):           |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN<br>(if more than one, state all)<br><b>22-3107282</b>  | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN<br>(if more than one, state all)    |
| Street Address of Debtor (No. and Street, City, and State):<br><b>161 Washington Street #300</b><br><b>Conshohocken, PA</b><br><div style="text-align: right;">ZIP Code<br/><b>19428</b></div> | Street Address of Joint Debtor (No. and Street, City, and State):<br><div style="text-align: right;">ZIP Code</div>   |
| County of Residence or of the Principal Place of Business:<br><b>Montgomery</b>  | County of Residence or of the Principal Place of Business:  |
| Mailing Address of Debtor (if different from street address):<br><div style="text-align: right;">ZIP Code</div>  | Mailing Address of Joint Debtor (if different from street address):<br><div style="text-align: right;">ZIP Code</div> |
| Location of Principal Assets of Business Debtor<br>(if different from street address above):   |   |

|   |  |  |
|---|--|--|
| <b>Type of Debtor</b><br>(Form of Organization) (Check one box)<br><input type="checkbox"/> Individual (includes Joint Debtors)<br><i>See Exhibit D on page 2 of this form.</i><br><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)<br><input type="checkbox"/> Partnership<br><input type="checkbox"/> Other (If debtor is not one of the above entities,<br>check this box and state type of entity below.) | <b>Nature of Business</b><br>(Check one box)<br><input type="checkbox"/> Health Care Business<br><input type="checkbox"/> Single Asset Real Estate as defined<br>in 11 U.S.C. § 101 (51B)<br><input type="checkbox"/> Railroad<br><input type="checkbox"/> Stockbroker<br><input type="checkbox"/> Commodity Broker<br><input type="checkbox"/> Clearing Bank<br><input checked="" type="checkbox"/> Other | <b>Chapter of Bankruptcy Code Under Which<br/>the Petition is Filed</b> (Check one box)<br><input type="checkbox"/> Chapter 7<br><input type="checkbox"/> Chapter 9<br><input checked="" type="checkbox"/> Chapter 11<br><input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Chapter 13<br><input type="checkbox"/> Chapter 15 Petition for Recognition<br>of a Foreign Main Proceeding<br><input type="checkbox"/> Chapter 15 Petition for Recognition<br>of a Foreign Nonmain Proceeding |
| <b>Chapter 15 Debtors</b><br>Country of debtor's center of main interests:<br><br>Each country in which a foreign proceeding<br>by, regarding, or against debtor is pending:  | <b>Tax-Exempt Entity</b><br>(Check box, if applicable)<br><input type="checkbox"/> Debtor is a tax-exempt organization<br>under Title 26 of the United States<br>Code (the Internal Revenue Code).   | <b>Nature of Debts</b><br>(Check one box)<br><input type="checkbox"/> Debts are primarily consumer debts,<br>defined in 11 U.S.C. § 101(8) as<br>"incurred by an individual primarily for<br>a personal, family, or household purpose."<br><input checked="" type="checkbox"/> Debts are primarily<br>business debts.  |

|  |   |
|--|---|
| <b>Filing Fee</b> (Check one box)<br><input checked="" type="checkbox"/> Full Filing Fee attached<br><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must<br>attach signed application for the court's consideration certifying that the<br>debtor is unable to pay fee except in installments. Rule 1006(b). See Official<br>Form 3A.<br><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must<br>attach signed application for the court's consideration. See Official Form 3B. | <b>Chapter 11 Debtors</b><br>Check one box:<br><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).<br><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br>Check if:<br><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates)<br>are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter).<br>Check all applicable boxes:<br><input type="checkbox"/> A plan is being filed with this petition.<br><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors,<br>in accordance with 11 U.S.C. § 1126(b). |
|--|---|

|   |  |   |   |  |  |  |   |   |   |  |  |
|---|--|---|---|--|--|--|---|---|---|--|--|
| <b>Statistical/Administrative Information</b><br><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.<br><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid,<br>there will be no funds available for distribution to unsecured creditors.   | <b>THIS SPACE IS FOR COURT USE ONLY</b>        |   |   |  |  |  |   |   |   |  |  |
| <b>Estimated Number of Creditors</b><br><table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input checked="" type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table>  | <input type="checkbox"/> 1-49                  | <input type="checkbox"/> 50-99                  | <input type="checkbox"/> 100-199                  | <input checked="" type="checkbox"/> 200-999          | <input type="checkbox"/> 1,000-5,000                             | <input type="checkbox"/> 5,001-10,000                            | <input type="checkbox"/> 10,001-25,000                  | <input type="checkbox"/> 25,001-50,000                  | <input type="checkbox"/> 50,001-100,000               | <input type="checkbox"/> OVER 100,000          |  |
| <input type="checkbox"/> 1-49   | <input type="checkbox"/> 50-99                 | <input type="checkbox"/> 100-199                | <input checked="" type="checkbox"/> 200-999       | <input type="checkbox"/> 1,000-5,000                 | <input type="checkbox"/> 5,001-10,000                            | <input type="checkbox"/> 10,001-25,000                           | <input type="checkbox"/> 25,001-50,000                  | <input type="checkbox"/> 50,001-100,000                 | <input type="checkbox"/> OVER 100,000                 |  |  |
| <b>Estimated Assets</b><br><table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>      | <input type="checkbox"/> \$0 to \$50,000       | <input type="checkbox"/> \$50,001 to \$100,000  | <input type="checkbox"/> \$100,001 to \$500,000   | <input type="checkbox"/> \$500,001 to \$1 million    | <input type="checkbox"/> \$1,000,001 to \$10 million             | <input checked="" type="checkbox"/> \$10,000,001 to \$50 million | <input type="checkbox"/> \$50,000,001 to \$100 million  | <input type="checkbox"/> \$100,000,001 to \$500 million | <input type="checkbox"/> \$500,000,001 to \$1 billion | <input type="checkbox"/> More than \$1 billion |  |
| <input type="checkbox"/> \$0 to \$50,000  | <input type="checkbox"/> \$50,001 to \$100,000 | <input type="checkbox"/> \$100,001 to \$500,000 | <input type="checkbox"/> \$500,001 to \$1 million | <input type="checkbox"/> \$1,000,001 to \$10 million | <input checked="" type="checkbox"/> \$10,000,001 to \$50 million | <input type="checkbox"/> \$50,000,001 to \$100 million           | <input type="checkbox"/> \$100,000,001 to \$500 million | <input type="checkbox"/> \$500,000,001 to \$1 billion   | <input type="checkbox"/> More than \$1 billion        |  |  |
| <b>Estimated Liabilities</b><br><table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table> | <input type="checkbox"/> \$0 to \$50,000       | <input type="checkbox"/> \$50,001 to \$100,000  | <input type="checkbox"/> \$100,001 to \$500,000   | <input type="checkbox"/> \$500,001 to \$1 million    | <input type="checkbox"/> \$1,000,001 to \$10 million             | <input checked="" type="checkbox"/> \$10,000,001 to \$50 million | <input type="checkbox"/> \$50,000,001 to \$100 million  | <input type="checkbox"/> \$100,000,001 to \$500 million | <input type="checkbox"/> \$500,000,001 to \$1 billion | <input type="checkbox"/> More than \$1 billion |  |
| <input type="checkbox"/> \$0 to \$50,000  | <input type="checkbox"/> \$50,001 to \$100,000 | <input type="checkbox"/> \$100,001 to \$500,000 | <input type="checkbox"/> \$500,001 to \$1 million | <input type="checkbox"/> \$1,000,001 to \$10 million | <input checked="" type="checkbox"/> \$10,000,001 to \$50 million | <input type="checkbox"/> \$50,000,001 to \$100 million           | <input type="checkbox"/> \$100,000,001 to \$500 million | <input type="checkbox"/> \$500,000,001 to \$1 billion   | <input type="checkbox"/> More than \$1 billion        |  |  |

B1 (Official Form 1)(04/13)

Page 2

**Voluntary Petition***(This page must be completed and filed in every case)*Name of Debtor(s):  
**Saladworks, LLC****All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)Location  
Where Filed: **- None -**

Case Number:

Date Filed:

Location  
Where Filed:

Case Number:

Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)Name of Debtor:  
**- None -**

Case Number:

Date Filed:

District:

Relationship:

Judge:

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

**X** \_\_\_\_\_  
Signature of Attorney for Debtor(s) (Date)**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.☒ No.**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.**Information Regarding the Debtor - Venue**

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, 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.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

- ☐
- Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)\_\_\_\_\_  
(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

B1 (Official Form 1) (04/13)

Page 3

## Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Saladworks, LLC

## Signatures

## Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

## Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

## Signature of Attorney\*

X /s/ Adam G. Landis

Signature of Attorney for Debtor(s)

Adam G. Landis 3407

Printed Name of Attorney for Debtor(s)

Landis Rath &amp; Cobb LLP

Firm Name

919 Market Street

Suite 1800

Wilmington, DE 19801

Address

(302) 467-4400 Fax: (302) 467-4450

Telephone Number

February 17, 2015

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

## Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X

Signature of Authorized Individual

Paul Steck

Printed Name of Authorized Individual

President

Title of Authorized Individual

February 17, 2015

Date

## Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

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

In re:

SALADWORKS, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No.15- \_\_\_\_\_ ( )

**LIST OF EQUITY INTEREST HOLDERS**

| <b>Debtor</b>   | <b>Name and last known address or place of business holder</b>  | <b>Security Class</b> | <b>Number of Securities</b> | <b>Kind of Interest</b> |
|-----------------|---|-----------------------|-----------------------------|-------------------------|
| Saladworks, LLC | J Scar Holding, Inc.<br>Eight Tower Bridge<br>161 Washington Street<br>Suite 300<br>Conshohocken, PA<br>19428 | Membership            | 700 Class A                 | 70%                     |
| Saladworks, LLC | JVSW LLC <sup>2</sup><br>1700 Horizon Way<br>Mount Laurel, NJ<br>08054  | Membership            | 300 Class A                 | 30%                     |

<sup>1</sup> The last four digits of the Debtor's tax identification number are (7282). The Debtor's corporate office and the mailing address is 161 Washington Street, Suite 300, Conshohocken, PA 19428.

<sup>2</sup> As set forth in detail in the First Day Declaration, the equity ownership of JVSW LLC ("VH") is subject to the Claims and Defenses Against VH. Accordingly, the extent to which VH is an actual equity holder or a creditor in this Chapter 11 case is subject to all of the Claims and Defenses Against VH and nothing herein shall be deemed to have waived any of the Debtor's rights in connection therewith. To the extent that VH is determined to be a present equity holder in connection with all or part of VH's membership interests, VH may be an insider pursuant to Bankruptcy Code section 101.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

SALADWORKS, LLC,<sup>1</sup>

Debtor,

Chapter 11

Case No. 15-\_\_\_\_ ( )

DECLARATION CONCERNING THE DEBTOR'S LIST OF EQUITY  
INTEREST HOLDERS

Saladworks, LLC, a debtor and debtor in possession (the "Debtor") in the above captioned case, hereby certifies under penalty of perjury that the list submitted herewith, pursuant to Local Rule 1007-1(a) of the Bankruptcy Court for the District of Delaware, formatted in portable document format, containing the List of Equity Security Holders of the Debtor, is complete and to the best of the Debtor's knowledge correct and consistent with Debtor's books and records.

Dated: February 17, 2015



Name: Paul Steck  
Title: President

<sup>1</sup> The last four digits of the Debtor's tax identification number are (7282). The Debtor's corporate office and the mailing address is 161 Washington Street, Suite 300, Conshohocken, PA 19428.

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

In re:

SALADWORKS, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-\_\_\_\_\_ (\_\_\_\_)

**STATEMENT OF CORPORATE OWNERSHIP PURSUANT TO  
RULE 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to rule 7007.1 of the Federal Rules of Bankruptcy Procedure, and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Saladworks, LLC in the above-captioned action, certifies that the following is a corporation, other than the debtor or a governmental unit, that directly or indirectly owns ten percent (10%) or more of any class of the following corporation's equity interest:

**[Remainder of Page Intentionally Left Blank]**

---

<sup>1</sup> The last four digits of the Debtor's tax identification number are (7282). The Debtor's corporate office and the mailing address is 161 Washington Street, Suite 300, Conshohocken, PA 19428.+

J Scar Holding, Inc.  
Eight Tower Bridge  
161 Washington Street  
Suite 300  
Conshohocken, PA 19428

JVSW LLC<sup>2</sup>  
1700 Horizon Way  
Mount Laurel, NJ 08054

Dated: February 17, 2015  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**



Adam G. Landis (No. 3407)  
Kerri K. Mumford (No. 4186)  
Kimberly A. Brown (No. 5138)  
919 Market Street, Suite 1800  
Wilmington, Delaware 19801  
Telephone: (302) 467-4400  
Facsimile: (302) 467-4450  
Email: landis@lrclaw.com  
mumford@lrclaw.com  
brown@lrclaw.com

*Proposed Counsel to the Debtor and  
Debtor-in-Possession*

---

<sup>2</sup> As set forth in detail in the First Day Declaration, the equity ownership of JVSW LLC (“VH”) is subject to the Claims and Defenses Against VH. Accordingly, the extent to which VH is an actual equity holder or a creditor in this Chapter 11 case is subject to all of the Claims and Defenses Against VH and nothing herein shall be deemed to have waived any of the Debtor’s rights in connection therewith. To the extent that VH is determined to be a present equity holder in connection with all or part of VH’s membership interests, VH may be an insider pursuant to Bankruptcy Code section 101.

**SALADWORKS, LLC**

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS**

**February 15, 2015**

In accordance with Section 404(c) of the Limited Liability Company Act of the State of Delaware and the Amended and Restated Limited Liability Company Agreement of Saladworks, LLC, (the “Operating Agreement”) a Delaware limited liability company (the “Company”), the undersigned Board Members (the “Board”), at a Special Meeting commenced by the Board, the following resolutions were unanimously adopted by written consent:

**WHEREAS**, the Board has considered the financial and operational conditions of the Company’s business;

**WHEREAS**, the Board has reviewed, considered, and received the recommendation of senior management of the Company and the advice of the Company’s professionals and advisors with respect to the options available to the Company, including the possibility of pursuing a sale and restructuring of the Company’s business and assets under chapter 11 of Title 11 of the United States Code (as amended or modified, the “Bankruptcy Code”);

**NOW, THEREFORE, IT IS HEREBY RESOLVED** that after consideration of the alternatives presented to it and the recommendations of senior management of the Company and the advice of the Company’s professionals and advisors, the Board has determined in its business judgment that it is in the best interest of the Company, its creditors, shareholders, and other interested parties and stakeholders that a voluntary petition be filed by the Company under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware; and it is

**RESOLVED FURTHER**, that the Board of Directors, the Company’s officers, and any person designated and so authorized to act by a director or officer (collectively, the “Authorized Persons”) hereby are authorized, empowered and directed to (a) execute, verify and file on behalf of the Company all documents necessary or appropriate in connection with the filing of said bankruptcy petition, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings, and other papers or documents in connection with such chapter 11 petition; (b) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with the Company’s chapter 11 case; (c) appear as necessary at all bankruptcy proceedings on behalf of the Company; and (d) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

**RESOLVED FURTHER**, that the Authorized Persons are, and each of them is, authorized and empowered to utilize cash collateral according to the terms which may be negotiated by the management of the Company; and in connection therewith, the officers of the



*EXECUTION COPY*

Company are hereby authorized and directed, solely to the extent necessary, to execute appropriate cash collateral agreements and related ancillary documents; and it is

**RESOLVED FURTHER**, that the Authorized Persons are, and each of them hereby is, authorized to consider and explore a potential asset purchase agreement or other transaction, subject to court approval in the Company's chapter 11 case; and it is

**RESOLVED FURTHER**, that the Authorized Persons are, and each of them hereby is, authorized and directed to employ the law firm of Landis Rath & Cobb LLP as counsel to assist the Corporation in filing for relief under chapter 11 of the Bankruptcy Code and in carrying out the Company's duties under chapter 11 of the Bankruptcy Code, and the officers of the Company are hereby authorized and directed to execute retention agreements, pay retainers prior to, immediately upon and after the filing of the bankruptcy case, and to cause to be filed an application for authority to retain the services of Landis Rath & Cobb LLP as the Company's counsel; and it is

**RESOLVED FURTHER**, that the Authorized Persons are, and each of them hereby is, authorized and directed to retain SSG Advisors, LLC ("SSG") as investment bankers and the officers of the Company are hereby authorized and directed to execute retention agreements, pay retainers prior to, immediately upon and after the filing of the bankruptcy case, and to cause to be filed an application for authority to retain the services of SSG as the Company's investment bankers; and it is

**RESOLVED FURTHER**, that the Authorized Persons are, and each of them hereby is, authorized and directed to retain Eisner Amper ("EA") as financial advisors and the officers of the Company are hereby authorized and directed to execute retention agreements, pay retainers prior to, immediately upon and after the filing of the bankruptcy case, and to cause to be filed an application for authority to retain the services of EA as the Company's financial advisors; and it is

**RESOLVED FURTHER**, that the Authorized Persons are, and each of them hereby is, authorized and directed to retain from time to time such other professionals whose services the Authorized Persons deem to be necessary or desirable in connection with the bankruptcy case; and it is

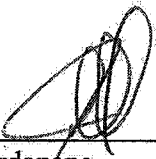
**RESOLVED FURTHER**, that all instruments, agreements, certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) and all acts lawfully done or actions lawfully taken by any officer in connection with the chapter 11 case, or any further action to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is

**RESOLVED FURTHER**, that the acts, actions and transactions heretofore taken by the officers of the Company or the Directors of the Company in the name of and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions,

***EXECUTION COPY***

which acts, actions and transactions would have been approved by the foregoing resolutions except that such acts were taken before those resolutions were adopted, be, and hereby are, ratified, confirmed, and approved in all respects.

**IN WITNESS WHEREOF**, the undersigned has executed these Resolutions as of the date and year first set forth above.

---

John M. Scardapane  
Chairman of the Board

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

In re:

SALADWORKS, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No.15- \_\_\_\_\_ ( )

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [*or* chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

| (1)<br>Name of creditor and complete mailing address including zip code            | (2)<br>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted | (3)<br>Nature of claim (trade debt, bank loan, government contract, etc.) | (4)<br>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | (5)<br>Amount of claim [if secured, also state value of security] |
|--|--|---|--|---|
| JVSW LLC <sup>2</sup><br>14000 Horizon Way<br>Suite 1000<br>Mount Laurel, NJ 08054 | Vernon Hill<br>JVSW, LLC<br>14000 Horizon Way<br>Suite 1000<br>Mount Laurel, NJ 08054<br>856-439-9200  | Disputed Debt<br>Related to<br>Operating<br>Agreement                     | Disputed   | \$8,865,356.00  |
| WS Financial LLC <sup>3</sup><br>P.O. Box 4999<br>Harrisburg, PA 17111             | Vernon Hill<br>WS Financial LLC<br>P.O. Box 4999<br>Harrisburg, PA 17111<br>888-937-0004   | Unsecured Debt  | Disputed   | \$2,482,134.50  |

<sup>1</sup> The last four digits of the Debtor's tax identification number are (7282). The Debtor's corporate office and the mailing address is 161 Washington Street, Suite 300, Conshohocken, PA 19428.

<sup>2</sup> As set forth in detail in the First Day Declaration, the equity ownership of JVSW LLC ("VH") is subject to the Claims and Defenses Against VH. Accordingly, the extent to which VH is an actual equity holder or a creditor in this Chapter 11 case is subject to all of the Claims and Defenses Against VH and nothing herein shall be deemed to have waived any of the Debtor's rights in connection therewith. To the extent that VH is determined to be a present equity holder in connection with all or part of VH's membership interests, VH may be an insider pursuant to Bankruptcy Code section 101.

<sup>3</sup> WS Financial LLC may be an insider due to its affiliation with JVSW LLC.

| (1)<br>Name of creditor and complete mailing address including zip code  | (2)<br>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted | (3)<br>Nature of claim (trade debt, bank loan, government contract, etc.) | (4)<br>Indicate if claim is contingent, unliquidate, disputed, or subject to setoff | (5)<br>Amount of claim [if secured, also state value of security] |
|--|--|---|---|---|
| Stradley Ronon<br>2005 Market Street<br>Suite 2600<br>Philadelphia, PA 19103   | Todd Vanett<br>Stradley Ronon<br>2005 Market Street<br>Suite 2600<br>Philadelphia, PA 19103<br>215-564-8000  | Professional Debt   |   | \$352,422.63  |
| Sovran Limited Company<br>5003 Overlea Court<br>Bethesda, MD 20816   | Mahmoud Katirai<br>Sovran Limited Company<br>5003 Overlea Court<br>Bethesda, MD 20816<br>703-435-9335  | Trade Debt  |   | \$312,208.21  |
| ST. CLAIR<br>101 West Elm Street<br>Suite 500<br>Conshohocken, PA 1942   | Bill St. Clair<br>ST. CLAIR<br>101 West Elm Street<br>Suite 500<br>Conshohocken, PA 19428<br>856-482-5600  | Professional Fees   |   | \$120,035.25  |
| Eight Tower Bridge Development<br>Associates Two Tower Bridge<br>One Fayette Street<br>Suite 450<br>Conshohocken, PA 19428 | Helen Ignas<br>Eight Tower Bridge Development<br>Associates Two Tower Bridge<br>One Fayette Street<br>Suite 450<br>Conshohocken, PA 19428<br>610-834-3185              | Lease Obligation  |   | \$116,310.33  |
| The STAR Group<br>220 Laurel Raod<br>Voorhees, NJ 0804   | Linda Rosanio<br>The STAR Group<br>220 Laurel Raod<br>Voorhees, NJ 08043<br>856-782-7000   | Trade Debt  |   | \$76,720.21   |
| Michael Bartell  | Michael Bartell  | Unsecured Debt  |   | \$76,144.59   |
| Federal Realty Investment<br>1626 E. Jefferson St.<br>Rockville, MD 20852  | Federal Realty Investment<br>1626 E. Jefferson St.<br>Rockville, MD 20852<br>610-896-5870  | Settlement Agreement  |   | \$60,043.75   |
| SDI Commercial Real Estate<br>14000 Horizon Way<br>Suite 1000<br>Mount Laurel, NJ 08054                                    | Tom Sharpe<br>SDI Commercial Real Estate<br>14000 Horizon Way<br>Suite 1000<br>Mount Laurel, NJ 08054<br>856-439-9200  | Trade Debt  | Disputed  | \$50,000.00   |

| (1)<br>Name of creditor and complete mailing address including zip code                                      | (2)<br>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted | (3)<br>Nature of claim (trade debt, bank loan, government contract, etc.) | (4)<br>Indicate if claim is contingent, unliquidate, disputed, or subject to setoff | (5)<br>Amount of claim [if secured, also state value of security] |
|--|--|---|---|---|
| Nixon Peabody, LLP<br>P.O. Box 28012<br>New York, NY 10087   | Arthur Pressman<br>Nixon Peabody, LLP<br>P.O. Box 28012<br>New York, NY 10087<br>215-246-3520  | Professional Debt   |   | \$30,875.50   |
| Baltimore Center Associates<br>GGP/Legal Collections<br>110 North Wacker Dr. Suite R-09<br>Chicago, IL 60606 | Jennifer Bugg<br>Baltimore Center Associates<br>GGP/Legal Collections<br>110 North Wacker Dr. Suite R-09<br>Chicago, IL 60606<br>410-332-4191                          | Settlement Agreement  |   | \$29,835.46   |
| US Foods<br>PO Box 33101<br>Newark, NJ 07188   | US Foods<br>PO Box 33101<br>Newark, NJ 07188<br>800-336-3313   | Trade Debt  |   | \$10,608.91   |
| 231 Lanc, LLC<br>1430 Sugartown Road<br>Berwyn, PA 19312   | Jack Hoopes<br>231 Lanc, LLC<br>1430 Sugartown Road<br>Berwyn, PA 19312<br>610-506-7841  | Lease Obligation  |   | \$8,750.00  |
| Singer Equipment Company<br>150 South Twin Valley Road<br>Elverson, PA 19520                                 | Fred Singer<br>Singer Equipment Company<br>150 South Twin Valley Road<br>Elverson, PA 19520<br>610-286-8000  | Trade Debt  |   | \$5,973.10  |
| Comtrex<br>1247 N. Church Street<br>Suite 7<br>Moorestown, NJ 08057  | Jeff Rice<br>Comtrex<br>1247 N. Church Street<br>Suite 7<br>Moorestown, NJ 08057<br>256-778-0090   | Trade Debt  |   | \$5,000.00  |
| Travelers Insurance<br>P.O. Box 660317<br>Dallas, TX 75266   | Travelers Insurance<br>P.O. Box 660317<br>Dallas, TX 75266<br>866-236-7094   | Insurance   |   | \$4,117.25  |
| Strategic Reflections<br>4424 Aicholtz Road, Suite C-3<br>Cincinnati, OH 45245                               | Strategic Reflections<br>4424 Aicholtz Road, Suite C-3<br>Cincinnati, OH 45245<br>513-685-1969   | Trade Debt  |   | \$3,124.58  |

| (1)  | (2)   | (3)  | (4)   | (5)  |
|--|---|--|---|--|
| Name of creditor and complete mailing address including zip code     | Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted | Nature of claim (trade debt, bank loan, government contract, etc.) | Indicate if claim is contingent, unliquidated, disputed, or subject to setoff | Amount of claim [if secured, also state value of security] |
| NW Sign Industries<br>360 Crider Avenue<br>Moorestown, NJ 08057      | NW Sign Industries<br>360 Crider Avenue<br>Moorestown, NJ 08057<br>856-802-167  | Trade Debt   |   | \$2,408.00   |
| Belles Katz LLC<br>721 Dresher Road, Suite 1100<br>Horsham, PA 19044 | Andrew Katz<br>Belles Katz LLC<br>721 Dresher Road, Suite 1100<br>Horsham, PA 19044<br>215-658-1890   | Professional Fees  |   | \$2,252.70   |

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

SALADWORKS, LLC,<sup>1</sup>

Debtor.


Chapter 11

Case No. 15-\_\_\_\_\_( )

**DECLARATION CONCERNING THE DEBTOR'S LIST OF CREDITORS  
HOLDING THE TWENTIEST LARGEST UNSECURED CLAIMS**

I, Paul Steck, President of Saladworks, LLC (the "Debtor"), a Delaware limited liability company and the entity named as debtor in this case, declare under penalty of perjury that I have reviewed the List of Creditors Holding the Twentieth Largest Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: February 17, 2015

  
\_\_\_\_\_  
Name: Paul Steck  
Title: President

<sup>1</sup> The last four digits of the Debtor's tax identification number are (7282). The Debtor's corporate office and the mailing address is 161 Washington Street, Suite 300, Conshohocken, PA 19428.