

United States Bankruptcy Court District of Delaware						Voluntary Petition																								
Name of Debtor (if individual, enter Last, First, Middle): Souper Salad, Inc.				Name of Joint Debtor (Spouse) (Last, First, Middle):																										
All Other Names used by Debtor in the last 8 years (include married, maiden and trade names):				All Other Names used by the Joint Debtor in the last 8 years (include married, maiden and trade names):																										
Last four digits of Soc. Sec. or Individual Taxpayer I.D. (TTIN)/Complete EIN (if more than one, state all): 74-2210941				Last four digits of Soc. Sec. or Individual Taxpayer I.D. (TTIN)/Complete EIN (if more than one, state all):																										
Street Address of Debtor (No. & Street, City, and State): 4004 Belt Line Rd, Suite 160 Addison, TX 75001				Street Address of Joint Debtor (No. & Street, City, and State):																										
ZIP CODE				ZIP CODE																										
County of Residence or of the Principal Place of Business: Dallas County				County of Residence or of the Principal Place of Business:																										
Mailing Address of Debtor (if different from street address):				Mailing Address of Joint Debtor (if different from street address):																										
ZIP CODE				ZIP CODE																										
Location of Principal Assets of Business Debtor (if different from street address above):						ZIP CODE																								
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below.) _____		Nature of Business (Check all boxes that apply) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockholder <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div style="width: 48%;"> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div>																										
Tax-Exempt Entity (check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house-hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																												
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individual only). Must attach signed application for the court's consideration. See Official Form 3B.				Chapter 11 Small Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D) Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																										
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										THIS SPACE IS FOR COURT USE ONLY																				
Estimated Number of Creditors <table style="width: 100%; text-align: center;"> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>											1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Souper Salad, Inc.**All Prior Bankruptcy Case Filed Within Last 8 Years** (if more than two, attach additional sheet)

Location Where Filed: United States Bankruptcy Court, District of Arizona	Case Number: 05-10160 (SSC)	Date Filed: June 6, 2005
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: See Annex A	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 the 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(1)).

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

Name of Debtor(s):

Souper Salad, Inc.**Signatures****Signature(s) of Debtors(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 Attorney*

X

Signature of Attorney for Debtor(s)

Mark E. Felger

Printed Name of Attorney for Debtor(s)

Cozen O'Connor

Firm Name

Chase Manhattan Centre, 1201 North Market Street, Suite 1400

Address

Wilmington, DE 19801

(888) 207-2440

Telephone Number

9114, 2011

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

Dan Patel

Printed Name of Authorized Individual

Vice President of Finance

Title of Authorized Individual

9114, 2011

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. § 1515, 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 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 19B 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.

ANNEX A

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of the petitions, these entities filed a motion requesting that the Court administratively consolidate for procedural purposes only and jointly administer their chapter 11 cases.

1. SSI Group Holding Corp.
2. Souper Salad, Inc.
3. SSI-Grandy's LLC
4. Souper Brands, Inc.

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

In re:	)	Chapter 11
)	
SSI GROUP HOLDING CORP., <i>et al.</i> , ¹	)	Case No. 11-_____ ()
)	
Debtors.	)	(Joint Administration Requested)

**LIST OF EQUITY SECURITY HOLDERS AND
CORPORATE OWNERSHIP STATEMENT**

In accordance with Rules 1007 and 7007.1 of the Federal Rules of Bankruptcy Procedure, SSI Group Holding Corp. submits the following information:

<u>Corporate Holder of Equity Interest in the Debtor</u>	<u>Interest</u>
SSI Group Holding Corp. 4004 Belt Line Road, Suite 160 Addison, TX 75001	100%

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors' federal tax identification number, are: SSI Group Holding Corp. (0158), Souper Salad, Inc. (0941), SSI-Grandy's LLC (4554) and Souper Brands, Inc. (5468). The Debtors' corporate headquarters and the mailing address for each of the Debtors is 4004 Belt Line Rd., Suite 160, Addison, TX 75001.


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

In re:	)	Chapter 11
)	
SSI GROUP HOLDING CORP., <i>et al.</i> , ¹	)	Case No. 11-_____ ()
)	
Debtors.	)	(Joint Administration Requested)

**DECLARATION REGARDING
LIST OF EQUITY SECURITY HOLDERS AND
CORPORATE OWNERSHIP STATEMENT**

I, Dan Patel, Vice President of Finance of SSI Group Holding Corp., as an authorized representative of each of the debtors in these chapter 11 cases, declare under penalty of perjury that I have reviewed the list and that it is true and correct as of Sept. 14, 2011, to the best of my knowledge, information and belief.

Date: September 14, 2011

Signature: 

Dan Patel
Vice President of Finance

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors' federal tax identification number, are: SSI Group Holding Corp. (0158), Souper Salad, Inc. (0941), SSI-Grandy's LLC (4554) and Souper Brands, Inc. (5468). The Debtors' corporate headquarters and the mailing address for each of the Debtors is 4004 Belt Line Rd., Suite 160, Addison, TX 75001.

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

In re:	)	Chapter 11
)	
SSI GROUP HOLDING CORP., <i>et al.</i> , ¹	)	Case No. 11-_____ (____)
)	
Debtors.	)	(Joint Administration Requested)

**CONSOLIDATED LIST OF CREDITORS HOLDING
TWENTY LARGEST UNSECURED CLAIMS**

Set forth below is a list of creditors holding the 20 largest unsecured claims against SSI Group Holding Corp. (“SSI”) and its subsidiaries and affiliates as of approximately September 1, 2011. The list has been prepared on a consolidated basis from the books and records of SSI and its subsidiaries and affiliates that have contemporaneously commenced chapter 11 cases in this Court (collectively, the “Debtors”). The information in this list shall not constitute an admission by, nor is it binding on, the Debtors.²

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of an “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 largest unsecured claims.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ federal tax identification number, are: SSI Group Holding Corp. (0158), Souper Salad, Inc. (0941), SSI-Grandy’s LLC (4554) and Souper Brands, Inc. (5468). The Debtors’ corporate headquarters and the mailing address for each of the Debtors is 4004 Belt Line Rd., Suite 160, Addison, TX 75001.

² The Debtors will file schedules of assets and liabilities (the “Schedules”) in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from that set forth below. Furthermore, the Debtors have not yet identified which of their largest unsecured claims, if any, are contingent, unliquidated, disputed and/or subject to setoff as appropriate. Inclusion of a claim on this consolidated list is not an admission that the amounts are or are not contingent, unliquidated, disputed and/or subject to setoff nor an admission that the amounts listed are owed by more than one of the Debtors.

Name of Creditor and Complete Mailing Address Including Zip Code	Nature of Claim (trade, debt, bank loan, government contract, etc.)	Indicate if Claim is Contingent, unliquidated, disputed, or subject to set-off	Amount of Claim (if secured also state value of security)
Glazier Foods Company Inc 11303 Antoine Houston, TX 77066	Trade		\$470,476.85
Valassis Lockbox Service 235 Great Pond Drive Windsor, CT 06095	Trade		\$181,614.03
Vistar Corporation 8001 East 88 th Avenue Henderson, CO 80640	Trade		\$126,119.05
Pyro Brand Development LLC 8750 N Central Expwy, Ste 1050 Dallas, TX 75231	Trade		\$95,683.96
CNL APF Partners LP 450 South Orange Avenue, 11 th Floor Orlando, FL 32801	Trade		\$89,408.87
Brothers Produce Of Dallas 11411 Hillguard Dallas, TX 75243	Trade		\$79,335.13
Infosync Services 2601 NW Expressway Oklahoma City, OK 73112	Trade		\$66,550.00
Brothers Produce Inc 3173 Produce Row Houston, TX 77023	Trade		\$65,261.23
SLM Waste & Recycling Serv 5000 Commerce Drive Green Lane, Pa 18054	Trade		\$50,302.89
Jason Edwards 1800 E Spring Creek Parkway Plano, TX 75074	Trade		\$43,365.54
Fishbowl Inc 44 Canal Center Plaza, Suite #500 Alexandria, VA 22314	Trade		\$36,998.64
River City Produce 1616 S Laredo St San Antonio, TX 78207	Trade		\$36,249.21
Ecolab Inc 655 Lone Oak Drive - Bldg A1 Eagan, MN 55121	Trade		\$36,065.78
Crowe Horwath LLP 105 Continental Place, Suite 200 Brentwood, TN 37027	Auditors		\$35,100.00

Accel Networks LLC One Rockefeller Plz, Ste 1427 New York, NY 10020	Trade		\$33,895.58
Epicurean Foods 246 S. Robson Mesa, AZ 85210	Trade		\$33,025.38
Quality Fruit 10 Zane Grey El Paso, TX 79906	Trade		\$32,639.37
Montgomery Coscia Greilich 2500 Dallas Parkway, Ste 300 Plano, TX 75093	Trade		\$27,442.98
Radiant Systems, Inc. 3925 Brookside Parkway Alpharetta, GA 30022	Trade		\$27,419.75
Arsenal Security Group, Inc. 1600 Tysons Blvd., 8 th Floor McLean, VA 22102			\$25,593.90
<u>TOTAL:</u>			\$1,592,548.14

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

In re:	)	Chapter 11
)	
SSI GROUP HOLDING CORP., <i>et al.</i> , ¹	)	Case No. 11- _____ ()
)	
Debtors.	)	(Joint Administration Requested)

**DECLARATION REGARDING THE CONSOLIDATED LIST OF CREDITORS
HOLDING THE TWENTY LARGEST UNSECURED CLAIMS
AGAINST THE DEBTORS**

I, Dan Patel, Vice President of Finance of SSI Group Holding Corp., as an authorized representative of each of the debtors in these chapter 11 cases, declare under penalty of perjury that I have reviewed the list and that it is true and correct as of September 14, 2011, to the best of my knowledge, information and belief.

Date: September 14, 2011

Signature: _____



Dan Patel
Vice President of Finance

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors' federal tax identification number, are: SSI Group Holding Corp. (0158), Souper Salad, Inc. (0941), SSI-Grandy's LLC (4554) and Souper Brands, Inc. (5468). The Debtors' corporate headquarters and the mailing address for each of the Debtors is 4004 Belt Line Rd., Suite 160, Addison, TX 75001.

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

In re:	)	Chapter 11
)	
SSI GROUP HOLDING CORP., <i>et al.</i> , ¹	)	Case No. 11-_____ (____)
)	
Debtors.	)	(Joint Administration Requested)

**OFFICER'S CERTIFICATE AS TO
RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS OF
SSI GROUP HOLDING CORP.**

I, Dan Patel, the undersigned Vice President of Finance of SSI Group Holding Corp., a Delaware corporation (the "Corporation"), do hereby certify that the following is a true and correct copy of resolutions duly adopted by the Board of Directors of the Corporation on Sept. 14, 2011, and that the said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

WHEREAS, after due consideration, the members of the board of directors (the "Board") of the Corporation believes it to be in the best interests of the Corporation, its creditors, and other parties in interest, that the Corporation pursue a restructuring of the Corporation and each of its direct or indirect wholly-owned subsidiaries (collectively, the "Subsidiaries").

WHEREAS, after due consideration and in furtherance of the Corporation's restructuring efforts, the Board believes it to be in the best interest of the Corporation, its creditors, and other parties in interest, that voluntary petitions for relief be filed by the Corporation and the Subsidiaries seeking relief under the provisions of Chapter 11 of Title 11, United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code").

NOW, THEREFORE, IT IS HEREBY

RESOLVED, that any and all officers of the Corporation be, and each of them acting individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, in its own capacity and in its capacity as direct or indirect sole stockholder or member of the Subsidiaries, to execute and verify voluntary petitions for relief under Chapter 11 of the Bankruptcy

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors' federal tax identification number, are: SSI Group Holding Corp. (0158), Souper Salad, Inc. (0941), SSI-Grandy's LLC (4554) and Souper Brands, Inc. (5468). The Debtors' corporate headquarters and the mailing address for each of the Debtors is 4004 Belt Line Rd., Suite 160, Addison, TX 75001.

Code (such voluntary petitions of the Corporation and the voluntary petitions to be filed by the Subsidiaries, the “Chapter 11 Cases”), and to cause the same to be filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) at such time as the officer executing the petitions on behalf of the Corporation shall determine; and it is

FURTHER RESOLVED, that any and all of the officers of the Corporation be, and each of them acting individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and file all petitions, schedules, lists and other motions, papers or documents, and to take any and all actions which they may deem necessary or appropriate in the Chapter 11 Cases; and it is

FURTHER RESOLVED, that in connection with the Chapter 11 Cases, (a) the Board authorizes and approves: (i) the execution, delivery and performance of a Debtor-in-Possession Credit Agreement among the Corporation and the Subsidiaries, as Borrowers, SSI Group Holding Corp, as Guarantor, Wells Fargo Capital Finance, LLC, as Arranger and Administrative Agent, and the other lenders party thereto (the “Credit Agreement”), substantially on the terms of the draft credit agreement which has been provided to the Board and with such changes thereto as the officers of the Corporation executing the same shall approve, and any security agreements, guarantee agreements, other agreements, notes, consents, certificates amendments, assignments and instruments to be entered into or executed in connection with the Credit Agreement (collectively, the “Credit Documents” and together with the Credit Agreement, the “Financing Documents”), (ii) the granting of a security interest in any assets of the Corporation as collateral and/or, as applicable, the guaranty of the obligations of the Borrowers under the Credit Agreement, and (iii) any transactions effected or to be effected pursuant to the terms and provisions of the Financing Documents, and (b) any officer of the Corporation be, and hereby is, authorized to negotiate, execute, deliver, and perform or cause the performance of the Financing Documents, as such officers of the Corporation executing the same considers necessary, appropriate, proper, or desirable in the interest of the Corporation in connection with the Chapter 11 Cases, such determination to be conclusively evidenced by such execution or taking of such action; and it is

FURTHER RESOLVED, that in connection with the Chapter 11 Cases, (a) the Board authorizes and approves the execution, delivery and performance by the Subsidiaries of an asset purchase agreement (the “Asset Purchase Agreement”), among the

Subsidiaries, as Sellers, and Captain D's, LLC, as Purchaser (the "Asset Purchase Agreement"), substantially on the terms of the draft asset purchase agreement which has been provided to the Board and with such changes thereto as the officers of the Corporation executing the same shall approve, and any other agreements, consents, certificates, amendments, assignments and instruments to be entered into or executed in connection therewith (together with the Asset Purchase Agreement, the "Purchase Documents"), all subject to higher and better bids as authorized by the Bankruptcy Court, (b) any officer of the Corporation be, and hereby is, authorized and empowered, in the name and on behalf of the each Corporation, to negotiate, execute, deliver, and perform or cause the performance of the Purchase Documents, as such officers of the Corporation executing the same considers necessary, appropriate, proper, or desirable in the interest of the Corporation in connection with the Chapter 11 Cases, such determination to be conclusively evidenced by such execution or taking of such action, and (c) the Board authorizes the Corporation and the Subsidiaries, as applicable, to commence a sale process with respect to the business and assets of Souper Salad, Inc. in accordance with and subject to any requisite authorization of the Bankruptcy Court, and any and all officers of the Corporation be, and each hereby is, authorized and empowered to execute all such documents, and take all such actions, in connection therewith as such officers of the Corporation considers necessary, appropriate or desirable in the interest of the Corporation, such determination to be conclusively evidenced by such execution or taking of such action; and it is

FURTHER RESOLVED, that the Corporation retain the law firm of Proskauer Rose LLP as bankruptcy and reorganization counsel in connection with the Chapter 11 Cases and for all other relevant purposes, and in connection therewith, any and all officers of the Corporation be, and each of them acting individually hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate pleadings for authority to retain the services of Proskauer Rose LLP; and it is

FURTHER RESOLVED, that the Corporation retain the law firm of Cozen O'Connor as local bankruptcy and reorganization counsel in connection with the Chapter 11 Cases and for all other relevant purposes, and in connection therewith, any and all of the officers of the Corporation be, and each of them acting individually hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate pleadings for authority to retain the services of Cozen O'Connor; and it is

FURTHER RESOLVED, that the Corporation retain the firm of Morgan Joseph TriArtisan LLC as financial advisors in connection with the Chapter 11 Cases and for all other relevant purposes, and in connection therewith, any and all of the officers of the Corporation be, and each of them acting individually hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate pleadings for authority to retain the services of Morgan Joseph TriArtisan LLC; and it is

FURTHER RESOLVED, that the Corporation retain Epiq Bankruptcy Solutions, LLC as noticing and claims agent to the Corporation in connection with the Chapter 11 Cases and for all other relevant purposes, and in connection therewith, any and all of the officers of the Corporation be, and each of them acting individually hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate pleadings for authority to retain the services of Epiq Bankruptcy Solutions, LLC; and it is

FURTHER RESOLVED, any and all of the officers of the Corporation be, and each of them acting individually hereby is, authorized and directed to employ any other professionals to assist the Corporation in carrying out its duties under the Bankruptcy Code or as otherwise necessary or appropriate in connection with the Corporation's business operations, and in connection therewith, any and all of the officers of the Corporation be, and each of them acting individually hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate pleadings for authority to retain the services of any other professionals as necessary; and it is

FURTHER RESOLVED, that any and all officers of the Corporation be, and each of them acting individually hereby is, authorized, in the name and on behalf of the Corporation, to negotiate, execute, deliver, file and record such agreements, instruments or documents, to take such actions and to pay such fees, expenses and charges, as any of them may approve as necessary, appropriate or convenient to carry out the intent of the foregoing resolutions, the execution and delivery of any such agreements, instruments or documents and the taking of any such actions to be conclusive evidence of such approval; and it is

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any and all of the officers of the Corporation to seek relief on behalf of the Corporation under Chapter 11 of the Bankruptcy Code, or in connection with the Chapter 11 cases, or

any matter related thereto or contemplated by these resolutions, be,
and they hereby are, adopted, ratified, confirmed and approved in
all respects as the acts and deeds of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of
September, 2011.

Signature: _____

A handwritten signature in black ink, appearing to read 'Dan Patel', is written over a horizontal line.

Dan Patel
Vice President of Finance