UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MISSOURI

PROOF OF CLAIM

Name of Debtor: Gas-Mart USA, Inc.

Case Number: 15-41915-abf11

NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.

RECEIVED
NOV 30 2015
BMC GROUP

Name of Creditor (the person or other entity to whom the debtor owes money or property):
CG Batavia Holdings, LLC

Name and address where notices should be sent:
Sugar Felsenthal Grais & Hammer LLP
c/o Aaron L. Hammer and Michael A. Brandess
30 N. LaSalle St., Ste. 3000
Chicago, Illinois 60602

Creditor Telephone Number (312) 704-9400 email: ahammer@sugarfgh.com; mbrandess@sugarfgh.com

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

THIS SPACE IS FOR COURT USE ONLY

Name and address where **payment** should be sent (if different from above):
CG Batavia Holdings, LLC
c/o Joseph Donovan, Finance Director
2439 Kuser Road, Hamilton, NJ 08690

Payment Telephone Number (609) 351-1270 email: jdonovan@mdlab.com

☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box to indicate that this claim amends a previously filed claim.
Court Claim Number (If known): _____
Filed on: _____

1. AMOUNT OF CLAIM AS OF DATE CASE FILED $ Not less than $406,176.10

If all or part of your claim is secured, complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

2. BASIS FOR CLAIM: Rent - Gas-Mart USA, Inc. was guarantor of lease agreement
(See instruction #2)

3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: _____

3a. Debtor may have scheduled account as: _____ (See instruction #3a)

3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)

4. SECURED CLAIM: (See instruction #4)

Check the appropriate box if your claim is secured by a lien on property or a right of set off, attach required redacted documents, and provide the requested information.

Nature of property or right of setoff:
Describe:

☐ Real Estate ☐ Motor Vehicle ☐ Other _____

Value of Property: $ _____

Annual Interest Rate: _____ % ☐ Fixed or ☐ Variable
(when case was filed)

Amount of arrearage and other charges, as of time case filed, included in secured claim, if any: $ _____

Basis for Perfection: _____

Amount of Secured Claim: $ _____

Amount Unsecured: $ _____

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.

Amount entitled to priority: $ _____

You MUST specify the priority of the claim:

☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ Up to $2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use -11 U.S.C. § 507(a)(7).

☐ Wages, salaries, or commissions (up to $12,475*), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).

☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (____).

** Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.*

6. CREDITS: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

Gas-Mart USA, Inc. POC
00170

7. DOCUMENTS: *Attached are redacted copies of documents that support the claim,* such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and definition of "redacted").

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

DATE-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES AND EMAILS NOT ACCEPTED) so that it is actually received on or before 5:00 pm, Prevailing Central Time on December 29, 2015 for all Governmental Units and Non-Governmental Claimants.

BY MAIL TO:
BMC Group, Inc
Attn: Gas-Mart, USA Inc. Claims Processing
PO Box 90100
Los Angeles, CA 90009

BY MESSENGER OR OVERNIGHT DELIVERY TO:
BMC Group, Inc
Attn: Gas-Mart, USA Inc. Claims Processing
300 N. Continental Blvd, Suite 570
El Segundo, CA 90245-5072

8. SIGNATURE: (See instruction #8)

Check the appropriate box.

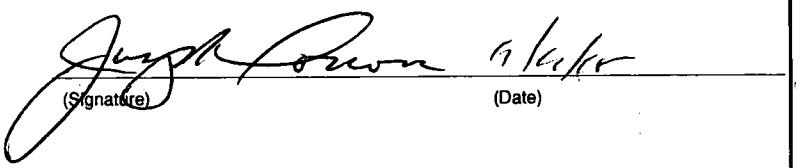
☐ I am the creditor. ☒ I am the creditor's authorized agent. ☐ I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.) ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information providedin this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Joseph Donovan
Title: Finance Director
Company: CG Batavia Holdings, LLC

Address and telephone number (if different from notice address above):
2439 Kuser Road
Hamilton, NJ 08690

Telephone number: 609-351-1270
email: jdonovan@mdlab.com



(Signature) (Date)

Penalty for presenting fraudulent claim: Fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

LIST OF DEBTORS:

Debtor Name	Case Number
Gas-Mart USA, Inc.	15-41915-ABF
Aving-Rice, LLC	15-41917-ABF
Fran Transport & Oil Co.	15-41918-ABF
G&G Enterprises, LLC	15-41919-ABF

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM (IF NOT ALREADY PROPERLY FILLED IN)

Court, Name of Debtor, and Case Number:
Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's full name, and the case number. If you received a notice of the case from the Claims Agent, BMC Group, some or all of this information may have been already completed.

Creditor's Name and Address:
Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:
State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:
State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:
State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:
Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:
If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:
Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation and state, as of the date of the bankruptcy filing the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).
If any portion of your claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:
An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:
Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:
The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

DEBTOR
A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

CREDITOR
A creditor is a person, corporation, or other entity to whom the debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101(10).

CLAIM
A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101(5). A claim may be secured or unsecured.

PROOF OF CLAIM
A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. This form must be filed with the court-appointed Claims Agent, BMC Group, at the address listed in section #7 above.

SECURED CLAIM Under 11 U.S.C. §506(a)
A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

UNSECURED CLAIM
An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

CLAIM ENTITLED TO PRIORITY Under 11 U.S.C. §507(a)
Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

REDACTED
A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

EVIDENCE OF PERFECTION
Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

OFFERS TO PURCHASE A CLAIM
Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. §101 *et seq.*), and any applicable orders of the bankruptcy court.

Date-Stamped Copy
Return claim form and attachments, if any. If you wish to receive an acknowledgement of your claim, please enclose a self-addressed stamped envelope and a second copy of the proof of claim form with any attachments to the Claims Agent, BMC Group, at the address on the second page of this form.

Please read – important information: upon completion of this claim form, you are certifying that the statements herein are true.

Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable."

ONCE YOUR CLAIM IS FILED YOU CAN OBTAIN OR VERIFY YOUR CLAIM NUMBER BY VISITING www.bmcgroup.com/GasMartUSA

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MISSOURI
KANSAS CITY DIVISION

IN THE MATTER OF	)	
	)	
GAS-MART USA, INC., et al.	)	Case No. BK 15-41915-abf11
	)	(Jointly Administered)
	)	
Debtors.[1]	)	Chapter 11
	)	
	)	

ADDENDUM TO PROOF OF CLAIM
OF CG BATAVIA HOLDINGS, LLC

CG Batavia Holdings, LLC ("*CG Batavia*"), Fuel Service Mart, Inc. ("*Fuel Service*") and Gas-Mart USA, Inc. ("*Gas Mart*," and together with CG Batavia and Fuel Service, the "*Parties*") are parties to a lease agreement, as amended between the Parties (the "*Lease Agreement*").[2] Under the terms of the Lease Agreement, CG Batavia leased certain real property located at 200 Fabyan Parkway, Batavia, Illinois to Fuel Service. The Lease Agreement further provided that Gas-Mart guaranteed Fuel Service's liability to CG Batavia. As of the Petition Date, Fuel Service owed CG Batavia **$406,176.10** in unpaid rent, including pre-petition interest and tax installments. *See* **Exhibit A** (providing a breakdown of CG Batavia's claim).

This Proof of Claim is filed under compulsion of the bar date set in this case and is filed to protect CG Batavia from any forfeiture of its claims by reason of the bar date. Filing of this Proof of Claim is not, and should not be construed to be (a) a waiver or release of CG Batavia's rights against any other entity or person liable for all or part of any claim described herein, (b) a

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1 Gas-Mart USA, Inc., debtor and debtor-in-possession in Case BK 15-41915-11, Fran Transport & Oil Co., debtor and debtor-in-possession in Case BK 15-41918-11, G&G Enterprises, LLC, debtor and debtor-in-possession in Case BK 15-41919-11, Aving-Rice, LLC, debtor and debtor-in-possession in Case BK 15-41917-11, and Fuel Service Mart, Inc., debtor and debtor-in-possession in Case BK 15-42930-11 (collectively referred to herein as "Debtors").

2 A copy of the Lease Agreement can be obtained upon request.

waiver of the right to seek to have the reference withdrawn with respect to the subject matter of these claims or any objections or proceedings commenced with respect to these claims or other proceedings commenced in this case against, or otherwise involving, CG Batavia, (c) a waiver of any right held by CG Batavia to the subordination of indebtedness or liens held by creditors of the Debtor or their affiliates or entities under their control, (d) an election of remedy which waives or otherwise affects any other remedy held by CG Batavia, or (e) a waiver of any right under section 506 of the Bankruptcy Code.

EXHIBIT A

Outstanding Rent Payments as of Petition Date

Total Amount Due as of 7/2/15					
		Rent		Payment	Amount Due
Jul-14	$	32,584.00			$ 32,584.00
Aug-14	$	32,584.00			$ 32,584.00
Sep-14	$	32,584.00			$ 32,584.00
Oct-14	$	32,584.00	$	17,588.31	$ 14,995.69
Nov-14	$	32,584.00	$	17,588.31	$ 14,995.69
Dec-14	$	32,584.00	$	17,588.31	$ 14,995.69
Jan-15	$	32,584.00	$	17,588.31	$ 14,995.69
Feb-15	$	32,584.00			$ 32,584.00
Mar-15	$	33,154.00			$ 33,154.00
Apr-15	$	33,154.00			$ 33,154.00
May-15	$	24,438.00			$ 24,438.00
Jun-15	$	24,438.00			$ 24,438.00
Pre-petition interest	$	6,132.26			$ 6,132.26
2013 Tax 2nd Installment	$	31,316.80			$ 31,316.80
2014 Tax 1st Installment	$	31,612.14			$ 31,612.14
2014 Tax 2nd Installment	$	31,612.14			$ 31,612.14
					$ 406,176.10