

UNITED STATES BANKRUPTCY COURT ____ District of <u>Delaware</u>		VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): Restaurants Acquisition I, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): d/b/a/ Black-eyed Pea Restaurants, Dixie House		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. (ITIN)/Complete EIN (if more than one, state all): 8761		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): 1301 E. Corporate Drive, Suite A Arlington, TX <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 76006</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	
County of Residence or of the Principal Place of Business: Tarrant County, TX		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): 313 E Main St Sommer L. Ross, Esq., Duane Morris LLP Hendersonville, TN 222 Delaware Ave. Ste 1600 37075 Wilmington, DE <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 19801</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	
Location of Principal Assets of Business Debtor (if different from street address above):		<div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	
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 one box.) <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"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <div style="display: flex; justify-content: space-between;"> <div> <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> <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>	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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.) <div style="display: flex; justify-content: space-between;"> <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 household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts </div>	
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 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 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 \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). 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 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 <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input checked="" type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> Over 100,000</div> </div>			
Estimated Assets <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>			
Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>			

B1 (Official Form 1) (04/13)

Page 2

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Restaurants Acquisition I, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	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:	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.) <input type="checkbox"/> 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 have 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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> 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.)			
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> 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.)			
<input checked="" type="checkbox"/> 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.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> 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.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ (Address of landlord) </div>			
<input type="checkbox"/> 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			
<input type="checkbox"/> 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.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Restaurants Acquisition I, LLC
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[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.</p> <p>[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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p>X <u><i>Sommer L. Ross</i></u> Signature of Attorney*</p> <p>_____ Signature of Attorney for Debtor(s)</p> <p>Sommer L. Ross Printed Name of Attorney for Debtor(s)</p> <p>Duane Morris LLP Firm Name</p> <p>222 Delaware Avenue, Suite 1600 Wilmington, DE 19801 Address</p> <p>(302) 657-4900 Telephone Number</p> <p>December 2, 2015 Date</p> <p><small>*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.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>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.</small></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u><i>W. Craig Barber</i></u></p> <p>_____ Signature of Authorized Individual</p> <p>W. Craig Barber Printed Name of Authorized Individual</p> <p>President Title of Authorized Individual</p> <p>December 2, 2015 Date</p>	



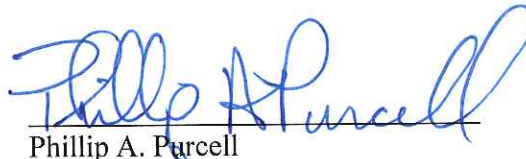
SECRETARY'S CERTIFICATE OF RESTAURANTS ACQUISITION I, LLC

December 1, 2015

The undersigned, Phillip A. Purcell, hereby certifies that he is the duly appointed and acting Secretary of Restaurants Acquisition I, LLC, a Delaware limited liability company (the "**Company**"), that as such he is authorized to execute this certificate on behalf of the Company, and does hereby further certify as follows:

Attached hereto as **Exhibit A** is a true, correct, and complete copy of the Written Consent of the Sole Member of Restaurants Acquisition I, LLC dated as of December 1, 2015 made in conformity with the Delaware Limited Liability Company Act and the Company's Limited Liability Company Agreement effective as of December 28, 2008 (the "**Resolutions**"). The Resolutions attached hereto as **Exhibit A** have been duly adopted by the sole member of the Company, have not been amended or modified, and are in full force and effect in the form adopted.

IN WITNESS WHEREOF, I, in the capacity stated and not individually, have signed this Secretary's Certificate as of the date first written above.



Phillip A. Purcell
Secretary
Restaurants Acquisition I, LLC

EXHIBIT A

**WRITTEN CONSENT
OF THE SOLE MEMBER OF RESTAURANTS ACQUISITION I, LLC**

December 1, 2015

In conformity with the Delaware Limited Liability Company Act and the Limited Liability Company Agreement effective as of December 28, 2008 (the “*LLC Agreement*”) of RESTAURANTS ACQUISITION I, LLC (the “*Company*”), BEP 1&2, LLC (the “*Sole Member*”), a Delaware limited liability company, being the sole member of the Company, by and through its undersigned manager, BEP AMERICA, INC., a Texas corporation, hereby consents to the adoption of the following resolutions:

WHEREAS, the Sole Member has reviewed and is familiar with the financial and operational conditions of the Company’s business;

WHEREAS, the Sole Member has reviewed and is familiar with the historical performance of the Company, the market for the Company’s products and services, and the current long-term liabilities of the Company;

WHEREAS, the Sole Member has reviewed, considered, and received the recommendations and the advice of the Company’s professionals and advisors and has held numerous discussions regarding such materials and the liabilities and liquidity situation of the Company, the strategic alternatives available to it in connection with a possible restructuring or liquidation of the Company, and the impact of the foregoing on the Company’s business and operations; and

WHEREAS, such review and discussions included a full consideration of the strategic alternatives available to the Company; and

WHEREAS, the Sole Member has determined that the filing of a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”), is in the best interests of the Company and its stakeholders;

NOW, THEREFORE, BE IT:

I. Voluntary Petition Under the Provisions of Chapter 11 of the United States Bankruptcy Code

RESOLVED, that in the best judgment of the Sole Member, it is desirable and in the best interests of the Company, its creditors and other parties-in-interest, that the Company file or cause to be filed a voluntary petition for relief (the “*Chapter 11 Case*”) under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”); and it is further

RESOLVED, that for purposes of these resolutions, the “*Authorized Persons*” of the Company shall be each of the following persons: W. Craig Barber, President, and Phillip A. Purcell, Secretary; and it is further

RESOLVED, that either Authorized Person is authorized and empowered to execute and file on behalf of the Company a voluntary petition for relief under the Bankruptcy Code in the Bankruptcy Court and all exhibits and schedules related thereto; and it is further

RESOLVED, that the Authorized Persons, acting alone or with one or more other Authorized Persons be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all other petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any and all actions which they deem necessary and proper in connection with the Chapter 11 Case and any action necessary to maintain the ordinary course operation of the Company's business; and it is further

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to retain and employ the law firm of Duane Morris LLP ("***Duane Morris***") as bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings, motions, applications, papers or other documents; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of Duane Morris; and it is further

RESOLVED, that, without limiting the scope or authority provided by the other resolutions set forth herein, Duane Morris shall be and hereby is, authorized, empowered, and directed to represent the Company, as debtor and debtor-in-possession, in connection with the Chapter 11 Case or any other case commenced by or against the Company under the Bankruptcy Code related to the Chapter 11 Case, and to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause a petition for relief to be filed with the Bankruptcy Court, and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as the Authorized Persons or any other officer of the Company deems necessary, desirable, or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify, and file or cause to be filed all petitions, schedules, statements, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute, acknowledge, deliver, and verify any and all other documents necessary, desirable, or appropriate in connection therewith and to administer the Chapter 11 Case in such form or forms as the Authorized Persons or any other officer of the Company may deem necessary or advisable in order to effectuate the purpose and intent of the resolutions herein; and it is further

RESOLVED, that the Authorized Persons be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and it is further

RESOLVED, that, without limiting the scope or authority provided by the other resolutions set forth herein, the Authorized Persons or any other officer of the Company shall be, and hereby are, authorized in the name of and on behalf of the Company to (a) negotiate, finalize and enter into a debtor-in-possession credit agreement or other financing arrangement with the Company as borrower, subject to approval of the Bankruptcy Court; (b) engage BMC Group, Inc. as claims, noticing, administrative and/or balloting agent; and (c) appoint a chief restructuring officer ("**CRO**") and grant to such CRO all the rights, powers, and privileges attendant to appointment as an executive officer of the Company and such powers as the Authorized Persons or any other officer of the Company may deem necessary or advisable in order for such CRO to effectuate the purpose and intent of the resolutions herein; and it is further

II. Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the officers of the Company or its managers or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or manager's judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is finally

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

[Signature Page Follows]

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

In re:

RESTAURANTS ACQUISITION I, LLC,¹

Debtor.

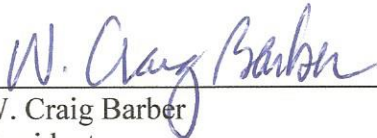
Chapter 11

Case No. 15-____ ()

CORPORATE OWNERSHIP STATEMENT

I, W. Craig Barber, the President of Restaurants Acquisition I, LLC, hereby state under penalty of perjury that BEP 1&2, LLC is the sole member of Restaurants Acquisition I, LLC and owns, directly or indirectly, 100% of the outstanding membership interests therein.

Executed this 1st day of December, 2015



W. Craig Barber
President
Restaurants Acquisition I, LLC

¹ The Debtor's mailing address is 313 East Main Street, Suite 2, Hendersonville, TN. The last four digits of the Debtor's tax identification number are 8761.

United States Bankruptcy Court
District Of Delaware

In re Restaurants Acquisition I, LLC,
Debtor

Case No. _____

Chapter 11

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 and Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
US Foodservice, Inc P.O. Box 843202 Dallas, TX 75284-3202	Kay Hennington 972-487-6337 Us Food Service, Inc P.O. Box 843202 Dallas, TX 75284-3202	Trade Debt		881,050.00
Tyco Integrated Security (Formerly ADT) P.O. Box 371994 Pittsburgh, PA 15250-79	Brandon Adkins Tyco Integrated Security (Formerly ADT) P.O. Box 371994 Pittsburgh, PA 15250-7994 877-862-0697	Trade Debt		69,237.00
Conditioned Air Services 217 Belt Line Rd Grand Prairie, TX 75051	Guy Boehler Conditioned Air Services 217 Belt Line Rd Grand Prairie, TX 75051 469-525-7001	Trade Debt		63,824.00
Brothers Produce, Inc. - Dallas P.O. Box 550278 Dallas, TX 75355	Lori Mitton Brothers Produce, Inc. - Dallas P.O. Box 550278 Dallas, TX 75355 832-465-6679	Trade Debt		55,469.00
Hudson Energy P.O. Box 731137 Dallas, TX 75373-1137	Hudson Energy P.O. Box 731137 Dallas, TX 75373-1137 866-483-766	Trade Debt		53,487.00

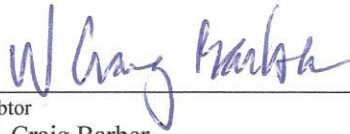
[Declaration as in Form 2]

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MSPARK P.O. Box 532536 Atlanta, GA 30353-2436	Sherry Patton MSPARK P.O. Box 532536 Atlanta, GA 30353-2436 334-714-5445	Trade Debt	47,865.00
Brothers Produce, Inc- Houston P.O. Box 1207 Friendswood, TX 77549- 1207	Christine Fernandez Brothers Produce, Inc- Houston P.O. Box 1207 Friendswood, TX 77549- 1207 281-254-8330	Trade Debt	45,492.00
Climate Tech Air Conditioning & Heating 13657 Jupiter Rd Suite 111 Dallas, TX 75238	Jessica Brinkman Climate Tech Air Conditioning & Heating 13657 Jupiter Rd Suite 111 Dallas, TX 75238 972-254-6283	Trade Debt	40,173.00
Kimco Realty Corporation 333 New Hyde Park RD Suite 100 New Hyde Park, NY 11042- 0020	Tamara Ottenwalder Kimco Realty Corporation 333 New Hyde Park RD Suite 100 New Hyde Park, NY 11042- 0020 516-869-727	Trade Debt	40,086.00
American Express P.O. Box 650448 Dallas, TX 75265-0448	American Express P.O. Box 650448 Dallas, TX 75265-0448 800-472-9297	Trade Debt	39,974.00
TXU Energy P.O. Box 650638 Dallas, TX 75265-0638	TXU Energy P.O. Box 650638 Dallas, TX 75265-0638 972-507-9286	Trade Debt	37,821.00
Eggleston King, LLP 102 Houston Avenue Weatherford, TX 76086	Sundee Barnes Eggleston King, LLP 102 Houston Avenue Weatherford, TX 76086 817-596-4200	Trade Debt	34,362.00
Trustwave Holdings, Inc 75 Remittance Dr Suite 6000 Chicago, IL 60675-6000	An Tran Trustwave Holdings, Inc 75 Remittance Dr Suite 6000 Chicago, IL 60675-6000 312-873-7245	Trade Debt	20,880.00
Edward Don & Company 102 Houston, AV Weatherford, TX 76086	Bill Bowe Edward Don & Company 102 Houston, AV Weatherford, TX 76086 708-883-8803	Trade Debt	18,554.00
Liquid Environmental Solutions of Texas P.O. Box 203371 Dallas, TX 75320-3371	Meshawn Mathonican Liquid Environmental Solutions of Texas P.O. Box 203371 Dallas, TX 75320-3371 214-524-5584	Trade Debt	18,106.00

[Declaration as in Form 2]

Aramark - Dallas	Jamie Adams		
AUS Central Lockbox	Aramark - Dallas		
P.O. Box 731676	AUS Central Lockbox		
Dallas, TX 75373-1676	P.O. Box 731676		
	Dallas, TX 75373-1676		
	800-504-0328	Trade Debt	17,862.00
Quill Corporation	Lekesia Hopkins-Reese		
P.O. Box 37600	Quill Corporation		
Philadelphia, PA 19101-0600	P.O. Box 37600		
	Philadelphia, PA 19101-0600		
	800-634-5636	Trade Debt	14,363.00
ABC Home & Commercial Services	ABC Home & Commercial Services		
P.O. Box 670389	P.O. Box 670389		
Dallas, TX 75267-0389	Dallas, TX 75267-0389		
	281-730-9500	Trade Debt	14,329.00
Lattimore Black Morgan & Cain PC	Lattimore Black Morgan & Cain PC		
P.O. Box 1869	P.O. Box 1869		
Brentwood, TN 37024	Brentwood, TN 37024		
	615-377-4600	Trade Debt	14,325.00
Rise Commercial Services	Brian Hawley		
330 Rayford RD #213	Rise Commercial Services		
Spring, TX 77386	330 Rayford RD #213		
	Spring, TX 7738		
	281-685-2381	Trade Debt	13,537.00

Date: December 1, 2015


Debtor
W. Craig Barber
President, Restaurants Acquisition I, LLC

[Declaration as in Form 2]

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

RESTAURANTS ACQUISITION I, LLC,¹

Debtor.

Chapter 11

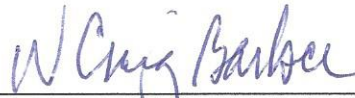
Case No. 15-____ (____)

**DECLARATION OF W. CRAIG BARBER IN SUPPORT OF THE LIST OF
CREDITORS HOLDING THE 20 LARGEST UNSECURED CLAIMS**

I, W. Craig Barber, the President of Restaurants Acquisition I, LLC, hereby state under penalty of perjury that:

1. I have read the List of Creditors Holding the 20 Largest Unsecured Claims (the "List"); and
2. The List is true and correct to the best of my knowledge and belief.

Executed this 1st day of December, 2015



W. Craig Barber
President
Restaurants Acquisition I, LLC

¹ The Debtor's mailing address is 313 East Main Street, Suite 2, Hendersonville, TN. The last four digits of the Debtor's tax identification number are 8761.