

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

In re:

BUFFETS RESTAURANTS HOLDINGS,
INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 12-10237 (MFW)

(Jointly Administered)

Schedules of Assets and Liabilities of Buffets Franchise Holdings, LLC

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Buffets Restaurants Holdings, Inc. (9569), Buffets Holdings, Inc. (4018), Buffets, Inc. (2294), HomeTown Buffet, Inc. (3002), OCB Purchasing Co. (7610), OCB Restaurant Company, LLC (7607), Buffets Franchise Holdings, LLC (8749), Buffets Leasing Company, LLC (8138), Ryan's Restaurant Group, Inc., (7895), Ryan's Restaurant Leasing Company, LLC (7405), HomeTown Leasing Company, LLC (8142), OCB Leasing Company, LLC (8147), Fire Mountain Restaurants, LLC (8003), Fire Mountain Leasing Company, LLC (7452), Tahoe Joe's, Inc. (7129) and Tahoe Joe's Leasing Company, LLC (8145). The address for all of the Debtors is 1020 Discovery Road, Suite 100, Eagan, MN 55121.

GLOBAL NOTES TO DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS

Buffets Restaurants Holdings, Inc., Buffets Holdings, Inc., Buffets, Inc., HomeTown Buffet, Inc., OCB Restaurant Company, LLC, OCB Purchasing Co., Buffets Leasing Company, LLC, Ryan's Restaurant Group, Inc., Buffets Franchise Holdings, LLC, Tahoe Joe's, Inc., HomeTown Leasing Company, LLC, OCB Leasing Company, LLC, Ryan's Restaurant Leasing Company, LLC, Fire Mountain Restaurants, LLC, Tahoe Joe's Leasing Company, LLC and Fire Mountain Leasing Company, LLC (each a "Debtor" and collectively, the "Debtors") submit their Schedules of Assets and Liabilities (the "Schedules") and Statements of Financial Affairs (the "Statements") pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure. The Schedules and Statements prepared by the Debtors as of and for the period ending January 18, 2012 (the "Petition Date") are unaudited and were prepared from a variety of different sources available to the Debtors with such data to provide a cut-off as near as possible to the Petition Date. While the Debtors' management has exercised reasonable best efforts to ensure that the Schedules and Statements are accurate and complete based on information that was available at the time of preparation, inadvertent errors or omissions may exist. Accordingly, the Debtors reserve the right to amend the Schedules and Statements from time to time as may be necessary or appropriate and will do so as necessary. These global notes (the "Global Notes") are incorporated by reference in, comprise an integral part of, the Schedules and Statements, and should be referred to and reviewed in connection with any review of the Schedules and Statements.

The Debtors reserve the right to dispute, or to assert offset, setoff rights, counterclaims or defenses to, any claim reflected on the Schedules and/or Statements as to amount, liability or classification. The Debtors also reserve all rights with respect to the values, amounts and characterizations of the assets and liabilities listed in their Schedules and Statements. Any failure to designate a claim listed on the Schedules as "disputed," "contingent" or "unliquidated" does not constitute an admission by the Debtors that such amount is not "disputed," "contingent" or "unliquidated," and the Debtors reserve the right to subsequently designate any claim as "disputed," "contingent" or "unliquidated". Additionally, the dollar amounts of claims listed may be exclusive of contingent and additional unliquidated amounts. Further, the claims of individual creditors for, among other things, goods, services, or taxes are listed as the amounts entered on the Debtors' books and records and may not reflect credits or allowances due from such creditors to the Debtors. The Debtors reserve all of their rights with respect to any such credits and allowances.

As it would be expensive and unduly burdensome to obtain current market valuations of the Debtors' property interests, unless otherwise noted, the carrying value on the Debtors' books (*i.e.*, net book value), rather than the current market values, of the Debtors' interests in property and of the Debtors' liabilities, is reflected on the Debtors' Schedules and Statements.

The Debtors reserve all of their rights with respect to any causes of action it may have against third parties, whether or not such causes of action are or are not listed as assets in their Schedules and Statements and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action.

The Schedules and Statements have been signed by A. Keith Wall who serves as either Chief Financial Officer or Chief Finance Manager of each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Wall has necessarily relied upon the efforts, statements and representations of the Debtors' personnel and professionals. Mr. Wall has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors and their addresses.

In addition to the foregoing, the following conventions were adopted by the Debtors in the preparation of the Schedules and Statements:

Schedules of Assets and Liabilities

Schedule A

- The Debtors have included the net book value of all owned real property in Schedule A. However, certain improvements to their real property may be reflected in Item 35 of Schedule B. Additionally, the Debtors are seeking to dispose of certain real property holdings and have classified them as short term assets. These have been categorized as "Assets Held For Sale" and have been included on Schedule B. Accordingly, Schedule A and Schedule B should be read together for the complete net book value of the Debtors' real property holdings and improvements to real property.
- Certain properties are operated by a Debtor that is different than the Debtor who holds legal title to such property pursuant to intercompany agreements. The Debtors have listed real property in the Schedules based on the Debtor that holds legal title to the property, which may differ from the Debtor who carries the property as an asset on its books as a result of such intercompany agreements.

Schedule B

- Unless otherwise noted, Schedule B lists the net book value for each of the Debtors' assets as of January 18, 2012, as reflected on the Debtors' books and records.
- Schedules B28, B29 and B30 – Due to the sheer volume of the Debtors' furniture, fixtures, equipment, supplies and inventory, it would be impractical and unduly burdensome for the Debtors to produce an item by item listing of those assets. Therefore, the Debtors have provided categorical listings of those assets as maintained in the Debtors' books and records in the ordinary course of business and the aggregate amount for each category, as of the Petition Date. Upon reasonable request by a party-in-interest, the Debtors will provide supervised access to the electronic records which contain the entire listing of these assets; provided, however, that such party must give the Debtors a reasonable period of

notice, and any inspection shall be conducted during the Debtors' regular business hours; provided, further, that at the time of inspection, the assets may be reflected in a different form and amount from that reported in the Schedules.

- Schedule B30 – In the ordinary course of business, the Debtors maintain records of their inventory in the following categories: (i) “Inventory” which represents food items and janitorial and paper products; (ii) “Inventory – Small Wares” which represents pots, pans, serving utensils, silverware, china and glasses and other small miscellaneous food handling equipment; (iii) “Raw Goods” which represents raw materials used in the manufacture of food bars, booths, chairs and trim packages; and (iv) “Finished Goods” which represents completed items manufactured for use in the Debtors' restaurants or purchased items held by the Debtors for future use in their restaurants.
- Schedule B35 – Due to the large number of leasehold improvements made by the Debtors at their various locations and the overall amount of time and expense that would be required to newly catalog each improvement solely for the purposes of the Schedules, the Debtors have listed leasehold improvements on an aggregate basis for each discrete category of leasehold improvement as maintained in the Debtors' books and records in the ordinary course of business.

Schedule D

- Except as otherwise agreed in accordance with a stipulation or agreed order or any other order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the extent, validity, perfection or immunity from avoidance of any lien purported to be granted to, or perfected in any specific asset by, a secured creditor listed on Schedule D.
- The Debtors, certain lenders, and Credit Suisse AG, Cayman Islands Branch (“Credit Suisse”), are parties to the Amended and Restated First Lien Credit Agreement, dated April 22, 2010, as amended on September 27, 2011, and as further amended on January 18, 2012 (as amended, and together with certain other contracts and documents executed pursuant to, or in connection therewith, the “First Lien Credit Agreement”), the Second Lien Credit Agreement, dated April 28, 2009, as amended on April 22, 2010 (as amended, and together with certain other contracts and documents executed pursuant to, or in connection therewith, the “Second Lien Credit Agreement”), and the Secured Super-Priority Debtor In Possession Credit Agreement, dated as of January 18, 2012, as amended on January 19, 2012, and as further amended on February 10, 2012 (as amended, and together with certain other contracts and documents executed pursuant to, or in connection therewith, the “DIP Credit Agreement,” and the First Lien Credit Agreement, Second Lien Credit Agreement, and DIP Credit Agreement being referred to herein as the “Credit Agreements”).
- Credit Suisse, as administrative agent to the Debtors' pre-petition secured lenders, committed certain funds to the Debtors to be used as collateral to secure Letters of

Credit issued on the Debtors behalf by Credit Suisse. This commitment was secured by substantially all of the assets of each Debtor. As of the Petition Date, Letters of Credit totaling \$39,319,927 (the “CS Letters of Credit”) had been issued by Credit Suisse under this commitment. As of the Petition Date, none of the CS Letters of Credit had been drawn down upon. Accordingly, on the Petition Date, Credit Suisse, as administrative agent, held an unliquidated and contingent claim for its obligations arising out of the issuance of the CS Letters of Credit.

- Buffets, Inc. and Wells Fargo Bank, National Association (as successor to Wachovia Bank, National Association and referred to herein as “Wells Fargo”), entered into a Letter of Credit Reimbursement and Security Agreement dated as of June 1, 2009, as amended on June 1, 2010 and June 1, 2011. Under the terms of the agreement, Wells Fargo made available a maximum letter of credit facility of \$20 million. Buffets, Inc. currently has \$250,000 of letters of credit issued under this facility, which are collateralized by cash in the amount of \$262,500 deposited with Wells Fargo by the Debtors. The secured claim has been scheduled by all debtors that could benefit from the issuance of letters of credit from this facility.
- Holders of secured claims by virtue of holding setoff rights against the Debtors or leasing equipment to the Debtors are not included on Schedule D. Lessors, utility companies and other parties which may hold security deposits have also not been listed on Schedule D.
- In certain instances, a Debtor may be a co-obligor, co-mortgagor or guarantor with respect to scheduled claims of an affiliate, and no claim scheduled on Schedule D is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities.
- The descriptions provided are intended only to be a summary. Reference to the applicable documents giving rise to any security interest is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing herein shall be deemed a modification or interpretation of the terms of such agreements.

Schedule E

- The Bankruptcy Court has entered an order [*see* D.I. 50 (the “Wage Order”)] approving the payment of certain claims of employees and employment-related vendors for wages, salaries, severance, benefits, business expense reimbursements and certain claims for taxes which arose pre-petition. The Debtors believe that most, if not all, employee claims for amounts owed as of the Petition Date related to ongoing wage and salary, severance, benefit and business expense reimbursement obligations, have been or will be satisfied in full in the ordinary course of business, and such satisfied amounts are not listed herein. Given their voluminous nature and the fact that such claims have been or will be satisfied, the Debtors have not listed wage and salary, severance, benefit and business expense

reimbursement obligations outstanding as of the Petition Date. Nonetheless, the Debtors have endeavored to include all current and certain former employees as potential creditors in the Debtors' creditors and mailing matrix, and such parties will receive all notices required to be served on all creditors during these cases, including the notice of any bar dates established by the Court.

- The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim is entitled to priority treatment under 11 U.S.C. § 507. The Debtors reserve the right to take the position that any claim listed on Schedule E is not entitled to priority.

Schedule F

- The Bankruptcy Court has approved the payment of certain unsecured pre-petition claims, including, without limitation, certain claims of critical vendors, vendors holding administrative priority claims and vendors of goods protected under the Perishable and Agricultural Commodities Act, 7 U.S.C. §§ 499a, *et seq.* While the Debtors have made every effort to accurately reflect such claims and payments in Schedule F, some payments and claims may not have been properly accounted for.
- The Debtors have approximately 536 active worker's compensation claims that are being administered by their third party claims administrator. Pursuant to the authority granted under the Wages Order, the Debtors have been authorized to honor, and are in fact honoring, worker's compensation obligations in the ordinary course of business. As a result, no workers' compensation obligations are being listed in Schedule F. However, the Debtors have included all known parties with worker's compensation claims (and their counsel, if known) in the Debtors' creditors and mailing matrix, and such parties will receive all notices required to be served on all creditors during these cases, including the notice of any bar dates established by the Court.
- The Debtors have listed amounts owed to landlords based on the Debtor that operates the applicable restaurant, which may differ from the Debtor that is the party to the underlying lease as certain leases have been internally assigned between Debtors.
- The Debtors expressly incorporate by reference into Schedules F all parties to pending and potential litigation listed in 4(a) of the Debtors' Statements as contingent, unliquidated and disputed claims, to the extent not already listed on Schedule F.
- The Debtors use consolidated cash management and accounts payable systems which are administered by Buffets, Inc. (Case No. 12-10239). As such, most of the creditors will appear on the Schedules of Buffets, Inc. notwithstanding the fact that certain of those obligations may be obligations of one or more of Buffets, Inc.'s affiliated Debtors.

Schedule G

- The Debtors have certain intercompany agreements and practices that facilitate the Debtors' centralized procurement, cash management, and accounting systems and efficiently allocate or reduce taxes and other expenses among the Debtors. By way of example, but not limitation, OCB Purchasing Co. procures various goods and services for use by other Debtors and, pursuant to certain intercompany agreements, allocates the costs incurred in connection with such purchases among those other Debtors. Such intercompany agreements and practices have not been identified on Schedule G.
- The Debtors hereby reserve all rights to dispute the validity, status or enforceability of any contracts, agreements or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. Additionally, the placing of a contract or lease onto Schedule G shall not be deemed an admission that such contract is an executory contract or unexpired lease, or that it is necessarily a binding, valid and enforceable contract. Any and all of the Debtors' rights, claims and causes of action with respect to the contracts, agreements and leases listed on Schedule G are hereby reserved and preserved.
- While reasonable best efforts have been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. The Debtors may have listed certain agreements on Schedule G that are not "executory contracts," as that term is used in the Bankruptcy Code, and the Debtors reserve the right to argue that any agreement listed on Schedule G is not an "executory contract" notwithstanding its inclusion on Schedule G.
- Omission of a contract, agreement or lease from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contract, agreement or lease are not impaired by their omission. Schedule G may be amended at any time to add any omitted contract, agreement or lease.
- The contracts, agreements and leases listed on Schedule G may have expired or may have been rejected, terminated, assigned, modified, amended and/or supplemented from time to time by various amendments, change orders, purchase orders, work orders, restatements, waivers, estoppel certificates, letters and other documents, instruments, and agreements which may not be listed therein. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payment, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the agreements listed on Schedule G may be in the nature of secured financings, and the inclusion of such on Schedule G is not an admission that the agreement is an executory contract, financing agreement or otherwise.

- Certain of the Debtors' affiliates may have entered into contracts with third parties for the benefit of another Debtor. For the purposes of Schedule G, contracts have been listed only where the Debtor is an actual party to the contract. The omission of any contract from Schedule G to which a Debtor is an intended beneficiary shall not constitute a waiver of the rights any Debtor may have in that contract, including the right to enforce such contract or the right to recover damages in the event that there is a breach of such contract.

Schedule H

- While reasonable best efforts have been made to ensure the accuracy of Schedule H, inadvertent errors or omissions may have occurred in the listing of lease guarantees.

Statement of Financial Affairs

Statement of Financial Affairs Question 1

In the ordinary course of the Debtors' business, the Debtors have numerous intercompany transactions that offset or eliminate upon consolidation of the Debtors, including intercompany rentals related to assets held by our leasing companies. These intercompany rental transactions have not been included herein.

Statement of Financial Affairs Question 3b

The Debtors have scheduled known payments to creditors aggregating more than \$5,850 that were made during the 90 days prior to the Petition Date other than ordinary course wages or expense reimbursements to non-insider employees.

The Debtors use a consolidated cash management system and the obligations of the Debtors are paid by and through Buffets, Inc. (Case No. 12-10239), notwithstanding the fact that certain of those obligations may be obligations of one or more of Buffets, Inc.'s affiliated Debtors. Accordingly, the response to Question 3b of Buffets, Inc. should be reviewed for a complete list of payments to creditors aggregating more than \$5,850 that were made during the 90 days prior to the Petition Date.

Certain payments made to creditors were made via corporate credit card. Those payments to creditors will not be reflected in the Debtors' responses to Question 3b.

Refer to Schedule F for creditors' addresses not listed on Exhibit 3b.

Statement of Financial Affairs Question 3c

Payments, if any, to any insiders of each Debtor are included in response to Question 3c of Buffets, Inc. (Case No. 12-10239). Distributions made to or for the benefit of officers or directors of the Debtors in the ordinary course of business either as part of the Debtors' payroll system, employee benefits programs or on account of an expense reimbursement request are listed on an aggregate basis per individual for the one year period prior to the Petition Date.

The response to Question 3c includes payments to insiders in the form of checks, wire transfers and other similar disbursements made from bank accounts historically used for payroll and other employee-related disbursements. The Debtors' response to Question 3c does not include payments made directly to credit card issuers for payments to reimburse employee business expenses.

In the ordinary course of the Debtors' business, the Debtors contribute or distribute intercompany receivables and payables between Debtor entities, as approved by the Debtors Board of Directors. Such non-cash contributions and distributions have not been included herein.

Statement of Financial Affairs Question 4

The Debtors have 536 active worker's compensation claims that are being administered by their third party claims administrator and significantly more worker's compensation claims that were resolved in the one year prior to the Petition Date. Certain of these claims may have generated proceedings or actions that are responsive to Question 4a. However, the Debtors have not listed any active or closed worker's compensation proceedings in response to Question 4a due to the overall number of claims. The Debtors will make such information available upon reasonable request from parties in interest.

Statement of Financial Affairs Question 7

From time to time the Debtors donate free and discounted meal passes and coupons to various organizations to support fundraising causes. These are considered contingent donations and are not reflected in the Debtors' financial records until such time as the passes or coupons are redeemed at their restaurants. As such, the debtors are unable to quantify the actual amount of passes and coupons distributed pre-petition as gifts or charitable contributions that may be redeemed.

The Debtors use consolidated cash management and accounts payable systems which are administered by Buffets, Inc. (Case No. 12-10239). As such, cash donations will appear on the Schedules of Buffets, Inc. notwithstanding the fact that certain of those donations may be related to fundraiser events that occurred in restaurants operated by one or more of Buffets, Inc.'s affiliated Debtors.

Statement of Financial Affairs Question 9

The obligations of the Debtors are paid by and through Buffets, Inc. (Case No. 12-10239). Accordingly, the payments related to debt counseling or bankruptcy appear only in the response to Question 9 of Buffets, Inc. In addition to serving as bankruptcy co-counsel to the Debtors in these proceedings, Paul, Weiss, Rifkind, Wharton & Garrison, LLP and Young Conaway Stargatt & Taylor, LLP (together, the "Firms") were employed by the Debtors for matters unrelated to these bankruptcy proceedings. The aggregate compensation paid to those firms in the year prior to the Petition Date for all representations have been disclosed in the Firms' statements pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure. [See D.I. 196 and D.I. 106, Ex. B, respectively]. The amounts disclosed in response to Question 9 are those payments related to debt counseling and this bankruptcy proceeding.

Statement of Financial Affairs Question 10

The Debtors have granted a security interest in substantially all of their assets (the “Collateral”) to Credit Suisse as Administrative Agent and lenders, pursuant to the Credit Agreements. However, the Debtors are unable, at this point, to ascertain the value of the Collateral. Reference to the Credit Agreements and related documents is necessary for a complete description of the Collateral and the nature, extent and priority of any liens held by the Debtors’ secured lenders. Nothing herein shall be deemed a modification or interpretation of the terms of such agreements.

In the ordinary course of the Debtors’ business, the issuing banks have issued letters of credit to certain vendors on behalf of the Debtors. These letters of credit have not been included herein.

Statement of Financial Affairs Question 13

In the ordinary course of the Debtors’ business, the Debtors have numerous intercompany transactions which are sometimes set-off against another between other, unrelated Debtors. The set-off of intercompany transactions have not been included herein.

Statement of Financial Affairs Question 14

In the ordinary course of their business, the Debtors lease equipment from certain third-party lessors for use in the daily operation of their business and otherwise hold property owned by third-parties pursuant to agreements with such parties. Any such leases or contracts are set forth in Schedule G. The property subject to any of such agreements is not reflected in either Schedule A or Schedule B as either owned property or assets of the Debtors. Neither is the property subject to any such agreements reflected in the Statements as property or assets of third-parties within the control of the Debtors. Nothing in the Schedules or Statements is or shall be construed as an admission or determination as to the legal status of any lease (including, but not limited to, whether any lease is a true lease or a financing arrangement) or contract (including, but not limited to, whether the contract is, in fact, an executory contract), and the Debtors reserve all rights with respect to any of such issues.

Statement of Financial Affairs Question 15

The Debtors have provided a list of all locations where they have formerly maintained corporate offices in the three years preceding the Petition Date. Over the preceding three years, the Debtors have closed numerous restaurant locations which are listed in response to Question 15.

Statement of Financial Affairs Question 19

The Debtors have listed those parties that have received its annual audited financial statements. In addition to the parties included in the Debtors’ responses to Question 19, the Debtors provided financial statements in the ordinary course of business to various parties as requested. In addition, the Debtors as required under its Credit Agreements provide financial statement to Credit Suisse. The Debtors have not received a listing of the various parties, if any, Credit Suisse has provided the Debtors’ financial statements to in the preceding two years. While every effort has been made to provide a complete and accurate list, inadvertent errors or omissions may exist.

The Debtors provided approximately seventy (70) parties with certain financial information, including copies of the Debtors’ financial statements, in connection with due diligence during the

Debtors' pre-petition marketing process. Because of existing confidentiality agreements with certain of these parties, notwithstanding the prior paragraph, the Debtors have not identified those parties in response to Question 19.

* * * END OF GLOBAL NOTES * * *

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: **Buffets Franchise Holdings, LLC**
Debtor.

Case No.: **12-10243**

Chapter: 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

AMOUNTS SCHEDULED

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	No	N/A	\$ 0		
B - Personal Property	No	N/A	\$ 0		
C - Property Claimed as Exempt	No	N/A			
D - Creditors Holding Secured Claims	Yes	1		\$ 300,152,157	
E - Creditors Holding Unsecured Priority Claims (Total claims on Schedule E)	Yes	3		\$ 0	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		\$ 0	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtors(s)	No	N/A			\$ 0
J - Current Expenditures of Individual Debtor(s)	No	N/A			\$ 0
TOTAL			\$ 0	\$ 300,152,157	\$ 0

In re: **Buffets Franchise Holdings, LLC**
Debtor

Case No. **12-10243**

SCHEDULE D – CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, 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). If all secured creditors will not fit on this page, use the continuation sheet provided. If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.			April 22, 2009					
Credit Suisse AG, Cayman Islands			Security					
Branch and Credit Suisse Securities (USA) LLC			Substantially all assets					
			VALUE Undetermined				\$299,902,157	Undetermined
ACCOUNT NO			June 1, 2009					
Wells Fargo Bank, N.A.			Security					
15 South Main Street			Cash collateral					
Greenville, SC 29601			VALUE: \$250,000				\$250,000	None
0 continuation sheets Attached			Subtotal ► (Total of this page)				\$300,152,157	
			Total ► (Use only on last page)				\$300,152,157	

(Report also on Summary of Schedules.) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re **Buffets Franchise Holdings, LLC**

Debtor

Case No. **12-10243**

(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

In re: **Buffets Franchise Holdings, LLC**
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(if known)

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

**Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

1 continuation sheets attached

In re **Buffets Franchise Holdings, LLC**
Debtor

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(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME , MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
							\$0	\$0	\$0
Account No.									
Account No.									
Account No.									
Account No.									
Sheet no. 1 of 1 sheets attached to Schedule of Creditors Holding Priority Claims							\$ 0	\$ 0	\$ 0
Subtotal ► (Total of this page)									
Total ► (Use only on last page of completed Schedule E. Report also on the Summary of Schedules.)							\$ 0	\$ 0	\$ 0
Totals ► (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)							\$ 0	\$ 0	\$ 0

In re: **Buffets Franchise Holdings, LLC**
Debtor

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SCHEDULE F – CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.) Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data..

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME , MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.	X	N/A		X	X	X	\$0
See Exhibit F-1							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
Subtotal ►							\$0
Total ► (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							\$0

1 continuation sheets attached

In re: **Buffets Franchise Holdings, LLC**
Debtor

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SCHEDULE G – EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor’s interest in contract, i.e., “Purchaser,” “Agent,” etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR’S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
See Exhibit G-1	

In re: **Buffets Franchise Holdings, LLC**
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SCHEDULE H – CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor’s spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
See Exhibit H-1	

In re: Buffets Franchise Holdings, LLC

Debtor

Case No. 12-10243

DECLARATION CONCERNING DEBTORS' SCHEDULES

I, A. Keith Wall, the Chief Finance Manager of the organization named as a debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules consisting of 12 sheets, and that they are true and accurate to the best of my knowledge, information and belief.

Date: March 1, 2012
Greer, SC

/s/ A. Keith Wall
Chief Finance Manager
Buffets Franchise Holdings, LLC

Buffets Franchise Holdings, LLC
Exhibit F-1

Creditor Name		Creditor Address		Account Number		Codebtor	Date Claim was incurred	Consideration for claim	Is Claim subject to setoff	Contingent	Unliquidated	Disputed	Amount of Claim
Litigation													
City of Rocky Mount Public Utilities		PO Box 1180	Rocky Mount	NC	27802	Unknown	Buffets, Inc. Various and its parent, subsidiary and affiliated companies	Utility Vendor Claim	No	x	x	x	Unknown
Consolidated Edison Company of New York		JAF Station, PO Box 1702	Lansing	MI	48937	Unknown	Buffets, Inc. Various and its parent, subsidiary and affiliated companies	Utility Vendor Claim	No	x	x	x	Unknown
												\$	-

Buffets Franchise Holdings, LLC
Exhibit G-1

Entity Name	Entity Address						Description	Debtor's Interest	Other Parties to Contract
Grant Thornton LLP	200 S 6th Street	Suite 500	Minneapolis	MN	55402		Engagement Letter (Tax Services) dated 5/24/11	Customer	All Debtors
PricewaterhouseCoopers LLP	225 South Sixth Street	Suite 1400	Minneapolis	MN	55402		Engagement Letter (Tax Services) dated 12/9/11	Customer	All Debtors

Buffets Franchise Holdings, LLC
Exhibit H-1

Entity Name		Address			Co-Debtor	Description	Co- Debtor's Interest	Buffet's Interest
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	Buffets Restaurants Holdings, Inc.			
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	Buffets Holdings, Inc.			
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	Buffets, Inc.			
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	Buffets Leasing Company, LLC			
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	OCB Purchasing Co.			
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	OCB Restaurant Company, LLC			
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	OCB Leasing Company, LLC			
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	Hometown Buffet, Inc.			
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	Hometown Leasing Company, LLC			
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	Tahoe Joe's, Inc.			
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	Tahoe Joe's Leasing Company, LLC			
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	Ryan's Restaurant Group, Inc.			
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	Ryan's Restaurant Leasing Company, LLC			
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	Fire Mountain Restaurants, LLC			
Credit Suisse	Eleven Madison Avenue	New York	NY	10010	Fire Mountain Leasing Company, LLC			
Various Creditors - See Exhibit F-1						Various		