

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

In re F &amp; H Acquisition Corp., et al.

Case No. 13-13220 (KG)

Reporting Period: 12/15/2013 through 12/31/2013

**AMENDED MONTHLY OPERATING REPORT**

File with Court and submit copy to United States Trustee within 20 days after end of month.

Submit copy of report to any official committee appointed in the case.

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached	Affidavit/Supplement Attached
Schedule of Cash Receipts and Disbursements	MOR-1	X		
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1a	X		
Schedule of Professional Fees Paid	MOR-1b	X		
Copies of bank statements		X		
Cash disbursements journals	MOR-1c	X		
Statement of Operations	MOR-2	X		
Balance Sheet	MOR-3	X		
Status of Postpetition Taxes	MOR-4	X		
Copies of IRS Form 6123 or payment receipt			X	
Copies of tax returns filed during reporting period			X	
Summary of Unpaid Postpetition Debts	MOR-4	X		
Listing of aged accounts payable	MOR-4	X		
Accounts Receivable Reconciliation and Aging	MOR-5	X		
Debtor Questionnaire	MOR-5	X		

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

\_\_\_\_\_  
Signature of Debtor

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Date



\_\_\_\_\_  
Signature of Authorized Individual\*

February 19, 2014

\_\_\_\_\_  
Date

James K. Zielke

\_\_\_\_\_  
Printed Name of Authorized Individual

President

\_\_\_\_\_  
Title of Authorized Individual

\*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

In re F & H Acquisition Corp., et al.  
Debtors

Case No. 13-13220 (KG)  
Reporting Period: 12/15/2013 through 12/31/2013

### SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

Total	F&H Acquisition Corp. 13-13220	505 Entertainment, Ltd. 13-13221	Alabama Fox & Hound, Inc. 13-13222	Bryant Beverage Corporation 13-13223	Champps Entertainment, Inc. 13-13224	Champps Entertainment of Texas, Inc. 13-13225	Champps of Maryland, Inc. 13-13226	Champps Operating Corporation 13-13227	Downtown Beverage Corp. 13-13228	Fox & Hound of Iowa, Inc. 13-13229	F&H of Kennesaw, Inc. 13-13230	F&H Restaurant Corp. 13-13231	F&H Restaurant of Georgia, Inc. 13-13232	F&H Restaurant of Texas, Inc. 13-13233	Fox & Hound of Arizona, Inc. 13-13234	Fox & Hound of Colorado, Inc. 13-13235
<b>RECEIPTS</b>																
Cash deposits	2,258,591	-	12,575	-	7,945	-	12,630	-	771,828	7,626	-	-	-	86,712	17,291	25,476
Credit card deposits	13,472,144	-	77,407	-	44,851	-	416,375	-	5,686,226	43,051	-	-	-	489,498	136,723	262,903
Other deposits	201,523	-	57	1,830	-	-	693	-	29,194	-	3,567	-	-	100,804	38	55
DIP revolver balance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Intercompany receipts	275,085	-	-	-	-	-	-	-	-	-	-	-	-	275,085	-	-
<b>TOTAL RECEIPTS</b>	<b>16,207,344</b>	<b>-</b>	<b>90,039</b>	<b>1,830</b>	<b>52,796</b>	<b>-</b>	<b>429,699</b>	<b>-</b>	<b>6,487,248</b>	<b>50,677</b>	<b>-</b>	<b>3,567</b>	<b>-</b>	<b>952,099</b>	<b>154,052</b>	<b>288,434</b>
<b>DISBURSEMENTS</b>																
Employee related	4,381,408	-	23,128	1,411	-	-	119,140	-	1,726,823	-	-	6,580	-	165,565	46,264	81,289
Sales taxes	1,843,233	-	18,865	6,222	-	-	81,228	-	708,027	-	-	3,714	-	157,973	13,727	26,076
Food and other operating expenses	3,905,680	-	20,831	3,501	16,386	-	85,544	-	1,492,101	15,296	-	759	-	90,945	27,927	59,268
Capital expenditures	122,758	-	-	-	-	-	48,750	-	10,404	-	-	-	-	10,219	-	20,000
Rent payments	2,125,255	-	7,626	-	-	-	83,228	-	962,931	-	-	-	-	155,188	16,841	39,730
Utility deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Intercompany payments	275,085	-	-	-	39,128	-	-	-	38,749	-	-	-	-	-	-	-
Professional fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
U.S. Trustee quarterly fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest/fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Financing disbursements:																
DIP interest/fees	144,000	144,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other disbursements	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL DISBURSEMENTS</b>	<b>12,797,419</b>	<b>144,000</b>	<b>70,450</b>	<b>11,134</b>	<b>55,514</b>	<b>-</b>	<b>417,891</b>	<b>-</b>	<b>4,900,285</b>	<b>54,046</b>	<b>-</b>	<b>11,054</b>	<b>-</b>	<b>579,891</b>	<b>104,759</b>	<b>226,363</b>
<b>NET CASH FLOW</b>	<b>3,409,924</b>	<b>(144,000)</b>	<b>19,589</b>	<b>(9,303)</b>	<b>(2,718)</b>	<b>-</b>	<b>11,808</b>	<b>-</b>	<b>1,586,963</b>	<b>(3,368)</b>	<b>-</b>	<b>(7,487)</b>	<b>-</b>	<b>372,209</b>	<b>49,293</b>	<b>62,071</b>
(RECEIPTS LESS DISBURSEMENTS)																
Subtract intercompany payments	275,085	-	-	-	39,128	-	-	-	-	38,749	-	-	-	-	-	-
Total disbursements for fee calculation	12,522,334	144,000	70,450	11,134	16,386	-	417,891	-	4,900,285	15,296	-	11,054	-	579,891	104,759	226,363
BEGINNING CASH BALANCE	4,600,455															
ENDING CASH BALANCE	8,327,834															
Change in CASH BALANCE	3,727,378															
Diff between NCF and balance change	317,454															

Caused by adjustments to GAAP balance of cash for uncleared checks

In re F & H Acquisition Corp., et al.  
Debtors

**SCHEDULE**

	Total	Fox & Hound of Illinois, Inc. 13-13236	Fox & Hound of Indiana, Inc. 13-13237	Fox & Hound of Kansas, Inc. 13-13238	Fox & Hound of Kentucky, Inc. 13-13239	Fox & Hound of Littleton, Inc. 13-13240	Fox & Hound of Louisiana, Inc. 13-13241	Fox & Hound of Maryland, Inc. 13-13242	Fox & Hound of Nebraska, Inc. 13-13243	Fox & Hound of New Jersey, Inc. 13-13244	Fox & Hound of New Mexico, Inc. 13-13245	Fox & Hound of Ohio, Inc. 13-13246	Fox & Hound of Oklahoma, Inc. 13-13247	Fox & Hound of Texas, Inc. 13-13248	Fox & Hound Restaurant Group 13-13249	Fox & Hound Hound, Inc. 13-13250	Fox & Hound II, Inc. 13-13251
<b>RECEIPTS</b>																	
Cash deposits	2,258,591	95,311	22,485	25,885	-	-	25,340	15,034	13,440	61,459	23,264	85,731	32,109	-	-	-	-
Credit card deposits	13,472,144	529,563	187,368	244,059	-	-	100,045	100,462	118,137	195,345	118,769	437,199	210,872	-	-	-	-
Other deposits	201,523	88	279	279	-	3,222	13	6	134	65	312	55	92	-	-	-	-
DIP revolver balance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Intercompany receipts	275,085	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL RECEIPTS</b>	<b>16,207,344</b>	<b>624,962</b>	<b>210,132</b>	<b>270,223</b>	<b>-</b>	<b>3,222</b>	<b>125,398</b>	<b>115,503</b>	<b>131,711</b>	<b>256,869</b>	<b>142,345</b>	<b>522,985</b>	<b>243,073</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>DISBURSEMENTS</b>																	
Employee related	4,381,408	161,547	51,855	66,634	-	-	37,797	26,615	32,652	48,543	35,530	143,472	48,425	-	-	-	-
Sales taxes	1,843,233	66,896	18,388	32,376	-	-	15,970	11,485	11,813	25,318	14,879	49,642	42,964	-	-	-	-
Food and other operating expenses	3,905,680	158,446	51,034	86,401	-	-	30,183	26,065	27,748	61,610	34,535	128,876	55,215	-	-	-	-
Capital expenditures	122,758	-	-	1,074	-	-	-	-	-	-	-	2,228	-	-	-	-	-
Rent payments	2,125,255	70,233	28,513	27,355	-	-	14,741	16,356	8,493	32,962	18,001	50,850	23,358	-	-	-	-
Utility deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Intercompany payments	275,085	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Professional fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
U.S. Trustee quarterly fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest/fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Financing disbursements:																	
DIP interest/fees	144,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other disbursements	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL DISBURSEMENTS</b>	<b>12,797,419</b>	<b>457,121</b>	<b>149,790</b>	<b>213,841</b>	<b>-</b>	<b>-</b>	<b>98,691</b>	<b>80,521</b>	<b>80,706</b>	<b>168,433</b>	<b>102,946</b>	<b>375,068</b>	<b>169,962</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>NET CASH FLOW</b>	<b>3,409,924</b>	<b>167,840</b>	<b>60,342</b>	<b>56,383</b>	<b>-</b>	<b>3,222</b>	<b>26,707</b>	<b>34,982</b>	<b>51,005</b>	<b>88,436</b>	<b>39,400</b>	<b>147,917</b>	<b>73,111</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
(RECEIPTS LESS DISBURSEMENTS)																	
Subtract intercompany payments	275,085	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total disbursements for fee calculation	12,522,334	457,121	149,790	213,841	-	-	98,691	80,521	80,706	168,433	102,946	375,068	169,962	-	-	-	-
BEGINNING CASH BALANCE	4,600,455																
ENDING CASH BALANCE	8,327,834																
Change in CASH BALANCE	3,727,378																
Diff between NCF and balance change	317,454																

Caused by adjustments to GAAP balance of cash for uncleared

In re F & H Acquisition Corp., et al.  
Debtors

**SCHEDULE**

	Total	Fuqua Beverage Corp. 13-13252	Jackson Beverage Corp. 13-13253	N. Collins Entertainme nt, Ltd. 13-13254	Raider Beverage Corporation 13-13255	Rocket Beverage Corporation 13-13256	Shenandoah Beverage Corporation 13-13257	Tent Finance, Inc. 13-13258	TENT Restaurant Operations, Inc. 13-13259	Willowbrook Beverage Corp 13-13260	Winston- Salem Fox & Hound, Inc. 13-13261
<b>RECEIPTS</b>											
Cash deposits	2,258,591	10,483	10,571	9,610	11,781	8,186	-	-	844,780	-	21,039
Credit card deposits	13,472,144	59,180	59,675	59,616	66,507	46,208	-	-	3,705,814	-	76,290
Other deposits	201,523	-	-	2	-	-	-	-	60,648	-	87
DIP revolver balance	-	-	-	-	-	-	-	-	-	-	-
Intercompany receipts	275,085	-	-	-	-	-	-	-	-	-	-
<b>TOTAL RECEIPTS</b>	<b>16,207,344</b>	<b>69,663</b>	<b>70,246</b>	<b>69,228</b>	<b>78,288</b>	<b>54,394</b>	<b>-</b>	<b>-</b>	<b>4,611,243</b>	<b>-</b>	<b>97,416</b>
<b>DISBURSEMENTS</b>											
Employee related	4,381,408	-	-	16,821	-	-	-	-	1,513,526	-	27,789
Sales taxes	1,843,233	-	-	13,374	-	-	-	-	513,440	-	10,856
Food and other operating expenses	3,905,680	21,220	21,486	18,071	24,050	16,384	-	-	1,308,926	-	22,872
Capital expenditures	122,758	-	-	-	-	-	-	-	30,082	-	-
Rent payments	2,125,255	-	-	7,881	-	-	-	-	545,339	-	15,629
Utility deposits	-	-	-	-	-	-	-	-	-	-	-
Intercompany payments	275,085	43,963	56,626	-	55,534	41,085	-	-	-	-	-
Professional fees	-	-	-	-	-	-	-	-	-	-	-
U.S. Trustee quarterly fees	-	-	-	-	-	-	-	-	-	-	-
Interest/fees	-	-	-	-	-	-	-	-	-	-	-
Financing disbursements:											
DIP interest/fees	144,000	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-	-
Other disbursements	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL DISBURSEMENTS</b>	<b>12,797,419</b>	<b>65,182</b>	<b>78,112</b>	<b>56,148</b>	<b>79,584</b>	<b>57,470</b>	<b>-</b>	<b>-</b>	<b>3,911,314</b>	<b>-</b>	<b>77,146</b>
<b>NET CASH FLOW</b>	<b>3,409,924</b>	<b>4,481</b>	<b>(7,866)</b>	<b>13,081</b>	<b>(1,296)</b>	<b>(3,076)</b>	<b>-</b>	<b>-</b>	<b>699,928</b>	<b>-</b>	<b>20,270</b>
(RECEIPTS LESS DISBURSEMENTS)											
Subtract intercompany payments	275,085	43,963	56,626	-	55,534	41,085	-	-	-	-	-
Total disbursements for fee calculation	12,522,334	21,220	21,486	56,148	24,050	16,384	-	-	3,911,314	-	77,146
BEGINNING CASH BALANCE	4,600,455										
ENDING CASH BALANCE	8,327,834										
Change in CASH BALANCE	3,727,378										
Diff between NCF and balance change	317,454										

Caused by adjustments to GAAP balance of cash for uncleared

In re F &amp; H Acquisition Corp., et al.

Case No. 13-13220 (KG)

Debtors

Reporting Period: 12/15/2013 through 12/31/2013

**SCHEDULE OF BANK ACCOUNTS**

G/L Acct #	Account Name	Balance per books as of 12/31/2013
210100	Bank of America 1537	196,337.56
210100	JP Morgan Chase Account 0138	345,477.61
210100	Wells Fargo Account 9135	119,733.35
210600	Wells Fargo Account 7590	2,079,530.79
211000	Wells Fargo Account 2001	(297,481.36)
211202	Wells Fargo Bank Account 1849	7,285,024.31
211400	Wells Fargo Account 2054	(820,380.63)
211401	Wells Fargo Account 2035	(606,799.75)
211500	Wells Fargo Account 2016	(486,240.63)

The Debtors affirm that bank reconciliations are prepared for all open and active bank accounts on a 28-day accounting period basis

In re F & H Acquisition Corp., et al.  
Debtors

Case No. 13-13220 (KG)  
Reporting Period: 12/15/2013 through 12/31/2013

**SCHEDULE OF PROFESSIONAL FEES AND EXPENSES PAID**

This schedule is to include all retained professional payments from case inception to current month.

Payee	Period Covered	Approved		Check	Amount Paid	Year-To-Date
No professional fees paid from 12-15-13 through 12-31-13						

In re F & H Acquisition Corp., et al.  
Debtors

Case No. 13-13220 (KG)  
Reporting Period: 12/15/2013 through 12/31/2013

## STATEMENT OF OPERATIONS

(in thousands)

### Income Statement for December 15-31, 2013

The Statement of Operations is to be prepared on an accrual basis. The accrual basis of accounting recognizes revenue when it is realized and expenses when they are incurred, regardless of when cash is actually received or paid.

	Total	F&H Acquisition Corp. 13-13220	505 Entertainment, Ltd. 13-13221	Alabama Fox & Hound, Inc. 13-13222	Bryant Beverage Corporation 13-13223	Champps Entertainment, Inc. 13-13224	Champps Entertainment of Texas, Inc. 13-13225	Champps of Maryland, Inc. 13-13226	Champps Operating Corporation 13-13227	Downtown Beverage Corp. 13-13228	Fox & Hound of Iowa, Inc. 13-13229
Sales:	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Restaurant sales	13,053	-	69	-	53	-	355	-	5,389	51	-
Franchising and royalty, net	9	-	-	-	-	-	(1)	-	14	-	-
<b>Total net sales</b>	<b>13,062</b>	<b>-</b>	<b>69</b>	<b>-</b>	<b>53</b>	<b>-</b>	<b>354</b>	<b>-</b>	<b>5,403</b>	<b>51</b>	<b>-</b>
Costs and expenses:											
Costs of sales	3,489	-	18	-	16	-	124	-	1,628	15	-
Labor	3,787	-	21	(2)	-	-	109	-	1,689	-	-
Occupancy	1,103	-	5	2	-	-	9	-	485	-	-
Other operating	1,838	-	13	4	-	-	58	-	899	-	-
Depreciation and amortization	499	-	1	7	-	-	12	-	173	-	-
Preopening costs	13	-	-	-	-	-	-	-	13	-	-
Asset impairment and store closure costs	(3)	-	-	-	-	-	-	-	-	-	-
Restaurant costs and expenses	10,726	-	58	11	16	-	312	-	4,887	15	-
Restaurant operating income	2,336	-	11	(11)	37	-	42	-	516	36	-
General and administrative expenses	444	16	-	-	-	(4)	-	-	35	-	-
Stock option expense	18	18	-	-	-	-	-	-	-	-	-
(Gain)/loss on disposal of assets	(11)	-	-	(7)	-	-	-	-	-	-	-
Income from operations	1,885	(34)	11	(4)	37	4	42	-	481	36	-
Other income (expense):											
Other income/(expense)	1	1	-	-	-	-	-	-	-	-	-
Interest expense	(601)	(595)	-	-	-	-	-	-	(4)	-	-
Beverage corp. fee income/expense	97	-	-	-	(40)	-	-	-	-	(39)	-
Management fee allocation	-	357	(2)	(4)	-	-	(10)	-	(206)	-	-
Income from continuing operations before income taxes	1,382	(271)	9	(8)	(3)	4	32	-	271	(3)	-
Provision for income taxes	42	42	-	-	-	-	-	-	-	-	-
Net income (loss)	1,340	(313)	9	(8)	(3)	4	32	-	271	(3)	-

In re F & H Acquisition Corp., et al.  
Debtors

## STATEMENT OF OPERATIONS

(in thousands)

### Income Statement for December 15-31, 2013

The Statement of Operations is to be prepared on an accrual basis and expenses when they are incurred, regardless of when realized and expenses when they are incurred, regardless of when

	F&H of Kennesaw, Inc. 13-13230	F&H Restaurant Corp. 13-13231	F&H Restaurant of Georgia, Inc. 13-13232	F&H Restaurant of Texas, Inc. 13-13233	Fox & Hound of Arizona, Inc. 13-13234	Fox & Hound of Colorado, Inc. 13-13235	Fox & Hound of Illinois, Inc. 13-13236	Fox & Hound of Indiana, Inc. 13-13237	Fox & Hound of Kansas, Inc. 13-13238	Fox & Hound of Kentucky, Inc. 13-13239	Fox & Hound of Littleton, Inc. 13-13240
Sales:	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Restaurant sales	-	-	-	297	139	234	514	177	216	-	-
Franchising and royalty, net	-	-	-	-	-	-	-	-	-	-	-
<b>Total net sales</b>	-	-	-	297	139	234	514	177	216	-	-
Costs and expenses:											
Costs of sales	-	-	-	75	32	55	121	46	55	-	-
Labor	(1)	-	-	210	35	72	160	52	55	-	-
Occupancy	3	-	-	81	13	20	37	16	18	-	(2)
Other operating	1	-	-	127	21	43	71	34	27	-	-
Depreciation and amortization	4	-	-	39	5	7	21	11	10	-	-
Preopening costs	-	-	-	-	-	-	-	-	-	-	-
Asset impairment and store closure costs	-	-	-	(3)	-	-	-	-	-	-	-
Restaurant costs and expenses	7	-	-	529	106	197	410	159	165	-	(2)
Restaurant operating income	(7)	-	-	(232)	33	37	104	18	51	-	2
General and administrative expenses	1	-	-	-	-	6	-	-	-	-	-
Stock option expense	-	-	-	-	-	-	-	-	-	-	-
(Gain)/loss on disposal of assets	(4)	-	-	-	-	-	-	-	-	-	-
Income from operations	(4)	-	-	(232)	33	31	104	18	51	-	2
Other income (expense):											
Other income/(expense)	-	-	-	-	-	-	-	-	-	-	-
Interest expense	-	-	-	-	(2)	-	-	-	-	-	-
Beverage corp. fee income/expense	-	-	-	374	-	-	-	-	-	-	-
Management fee allocation	(4)	-	-	(27)	(11)	(7)	(15)	(9)	(6)	(3)	(2)
Income from continuing operations before income taxes	(8)	-	-	115	20	24	89	9	45	(3)	-
Provision for income taxes	-	-	-	-	-	-	-	-	-	-	-
Net income (loss)	(8)	-	-	115	20	24	89	9	45	(3)	-



In re F & H Acquisition Corp., et al.  
Debtors

**STATEMENT OF OPERATIONS**

(in thousands)

**Income Statement for December 15-31, 2013**

The Statement of Operations is to be prepared on an accrual basis and includes all revenues realized and expenses when they are incurred, regardless of whether cash has been received or paid.

	Fox & Hound of Louisiana, Inc. 13-13241	Fox & Hound of Maryland, Inc. 13-13242	Fox & Hound of Nebraska, Inc. 13-13243	Fox & Hound of New Jersey, Inc. 13-13244	Fox & Hound of New Mexico, Inc. 13-13245	Fox & Hound of Ohio, Inc. 13-13246	Fox & Hound of Oklahoma, Inc. 13-13247	Fox & Hound of Texas, Inc. 13-13248	Fox & Hound Restaurant Group 13-13249	Fox & Hound, Inc. 13-13250	Fox & Hound II, Inc. 13-13251
Sales:	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Restaurant sales	104	95	99	233	113	457	196	-	-	-	-
Franchising and royalty, net	-	-	-	-	-	-	-	-	-	-	-
<b>Total net sales</b>	104	95	99	233	113	457	196	-	-	-	-
Costs and expenses:											
Costs of sales	27	24	25	57	29	122	50	-	-	-	-
Labor	32	28	30	45	35	130	49	-	-	-	-
Occupancy	11	10	5	17	5	29	15	-	-	-	-
Other operating	16	16	15	30	15	54	27	-	-	-	-
Depreciation and amortization	5	7	1	11	5	11	10	-	-	-	-
Preopening costs	-	-	-	-	-	-	-	-	-	-	-
Asset impairment and store closure costs	-	-	-	-	-	-	-	-	-	-	-
Restaurant costs and expenses	91	85	76	160	89	346	151	-	-	-	-
Restaurant operating income	13	10	23	73	24	111	45	-	-	-	-
General and administrative expenses	-	-	-	-	-	-	-	(5)	-	-	-
Stock option expense	-	-	-	-	-	-	-	-	-	-	-
(Gain)/loss on disposal of assets	-	-	-	-	-	-	-	-	-	-	-
Income from operations	13	10	23	73	24	111	45	5	-	-	-
Other income (expense):											
Other income/(expense)	-	-	-	-	-	-	-	-	-	-	-
Interest expense	-	-	-	-	-	-	-	-	-	-	-
Beverage corp. fee income/expense	-	-	-	-	-	-	-	-	-	-	-
Management fee allocation	(4)	(4)	(2)	(5)	(4)	(9)	(5)	-	-	-	-
Income from continuing operations before income taxes	9	6	21	68	20	102	40	5	-	-	-
Provision for income taxes	-	-	-	-	-	-	-	-	-	-	-
Net income (loss)	9	6	21	68	20	102	40	5	-	-	-

In re F & H Acquisition Corp., et al.  
Debtors

**STATEMENT OF OPERATIONS**

(in thousands)

**Income Statement for December 15-31, 2013**

The Statement of Operations is to be prepared on an accrual basis and recognizes revenues when they are realized and expenses when they are incurred, regardless of when cash is received or paid.

	Fuqua Beverage Corp. 13-13252	Jackson Beverage Corp. 13-13253	N. Collins Entertainment, Ltd. 13-13254	Raider Beverage Corporation 13-13255	Rocket Beverage Corporation 13-13256	Shenandoah Beverage Corporation 13-13257	Tent Finance, Inc. 13-13258	TENT Restaurant Operations, Inc. 13-13259	Willowbrook Beverage Corp 13-13260	Winston- Salem Fox & Hound, Inc. 13-13261
Sales:	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Restaurant sales	70	70	58	78	54	-	-	3,849	-	83
Franchising and royalty, net	-	-	-	-	-	-	-	(4)	-	-
<b>Total net sales</b>	<b>70</b>	<b>70</b>	<b>58</b>	<b>78</b>	<b>54</b>	<b>-</b>	<b>-</b>	<b>3,845</b>	<b>-</b>	<b>83</b>
Costs and expenses:										
Costs of sales	21	21	16	24	16	-	-	850	-	22
Labor	-	-	17	-	-	-	-	993	-	28
Occupancy	-	-	5	-	-	-	-	309	-	10
Other operating	-	-	9	-	-	-	-	344	-	14
Depreciation and amortization	-	-	1	-	-	-	-	154	-	4
Preopening costs	-	-	-	-	-	-	-	-	-	-
Asset impairment and store closure costs	-	-	-	-	-	-	-	-	-	-
Restaurant costs and expenses	21	21	48	24	16	-	-	2,650	-	78
Restaurant operating income	49	49	10	54	38	-	-	1,195	-	5
General and administrative expenses	-	-	-	-	-	-	-	395	-	-
Stock option expense	-	-	-	-	-	-	-	-	-	-
(Gain)/loss on disposal of assets	-	-	-	-	-	-	-	-	-	-
Income from operations	49	49	10	54	38	-	-	800	-	5
Other income (expense):										
Other income/(expense)	-	-	-	-	-	-	-	-	-	-
Interest expense	-	-	-	-	-	-	-	-	-	-
Beverage corp. fee income/expense	(44)	(57)	-	(56)	(41)	-	-	-	-	-
Management fee allocation	-	-	(2)	-	-	-	-	(13)	-	(3)
Income from continuing operations before income taxes	5	(8)	8	(2)	(3)	-	-	787	-	2
Provision for income taxes	-	-	-	-	-	-	-	-	-	-
Net income (loss)	5	(8)	8	(2)	(3)	-	-	787	-	2

In re F &amp; H Acquisition Corp., et al.

Debtor

Case No. 13-13220 (KG)

Reporting Period: 12/15/2013 through 12/31/2013

**BALANCE SHEET**  
**(in thousands)**  
**as of December 15, 2013 (Petition Date)**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	Total	F&H Acquisition Corp. 13-13220	505 Entertainment, Ltd. 13-13221	Alabama Fox & Hound, Inc. 13-13222	Bryant Beverage Corporation 13-13223	Champps Entertainment, Inc. 13-13224
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	4,527	4,108	2	(0)	-	-
Inventories	4,075	-	44	-	17	-
Prepaid insurance	179	118	-	-	-	-
Prepaid rent	379	-	-	-	-	-
Other current assets	1,244	166	9	4	-	-
<b>TOTAL CURRENT ASSETS</b>	<b>10,408</b>	<b>4,392</b>	<b>54</b>	<b>4</b>	<b>17</b>	<b>-</b>
<b>PROPERTY AND EQUIPMENT</b>						
Leasehold improvements	88,788	-	296	-	-	-
Equipment	37,442	-	306	-	-	-
Furniture and fixtures	10,668	-	80	-	-	-
Less Accumulated Depreciation	97,963	-	591	-	-	-
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>38,940</b>	<b>-</b>	<b>92</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>OTHER ASSETS</b>						
Goodwill	87,850	87,850	-	-	-	-
Trademarks / Tradenames	33,490	-	-	-	-	-
Liquor licenses, net of accumulated amortization	1,591	-	-	-	-	-
Leasehold interests, net of accumulated amortization	2,878	-	-	-	-	-
Franchise agreements, net of accumulated amortization	116	-	-	-	-	-
Deferred loan fees, net of accumulated amortization	439	439	-	-	-	-
Investment in subs	1	-	-	-	-	-
Intercompany receivable	-	111,861	395	-	62	913
Other assets	181	-	6	4	-	-
<b>TOTAL OTHER ASSETS</b>	<b>126,547</b>	<b>200,149</b>	<b>401</b>	<b>4</b>	<b>62</b>	<b>913</b>
<b>TOTAL ASSETS</b>	<b>175,895</b>	<b>204,541</b>	<b>547</b>	<b>8</b>	<b>79</b>	<b>913</b>
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Accounts payable	1,957	653	5	0	-	-
Sales tax payable	1,937	1,937	-	-	-	-
Accrued payroll	1,798	(0)	4	0	-	-
Accrued payroll taxes	862	862	-	-	-	-
Accrued income taxes (1)	671	302	-	-	-	-
Intercompany payable	(446)	-	-	2,005	-	-
Other accrued liabilities	850	2,336	5	13	-	-
<b>Total postpetition liabilities</b>	<b>7,629</b>	<b>6,090</b>	<b>15</b>	<b>2,018</b>	<b>-</b>	<b>-</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>						
Secured debt	108,005	108,005	-	-	-	-
Accounts payable	8,870	6,529	2	12	-	-
Other accrued liabilities	9,812	-	21	67	-	-
Obligations under capital leases (2)	663	-	-	-	-	-
Deferred income taxes (3)	12,713	12,713	-	-	-	-
Deferred revenue (4)	25	-	-	-	-	-
Accrued rent (5)	16,870	-	12	-	-	-
Unfavorable lease obligations (6)	4,010	-	-	-	-	-
Other long-term liabilities (7)	4,157	702	2	-	-	-
<b>Total pre-petition liabilities</b>	<b>165,124</b>	<b>127,949</b>	<b>38</b>	<b>79</b>	<b>-</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>	<b>172,753</b>	<b>134,039</b>	<b>53</b>	<b>2,097</b>	<b>-</b>	<b>-</b>
<b>OWNER EQUITY</b>						
Common stock	1	(102)	-	-	-	-
Additional paid-in capital	103,864	103,892	-	-	-	-
Notes receivable from stockholders	(457)	(457)	-	-	-	-
Preferred stock	2,000	2,000	-	-	-	-
Retained earnings (accumulated deficit) - pre-petition	(102,266)	(34,831)	494	(2,089)	79	913
Retained earnings (accumulated deficit) - postpetition	-	-	-	-	-	-
<b>NET OWNER EQUITY</b>	<b>3,142</b>	<b>70,502</b>	<b>494</b>	<b>(2,089)</b>	<b>79</b>	<b>913</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>175,895</b>	<b>204,541</b>	<b>547</b>	<b>8</b>	<b>79</b>	<b>913</b>

In re F &amp; H Acquisition Corp., et al.

Debtor

**BALANCE SHEET**  
**(in thousands)**  
**as of December 15, 2013 (Petition Date)**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	Champps Entertainment of Texas, Inc. 13-13225	Champps of Maryland, Inc. 13-13226	Champps Operating Corporation 13-13227	Downtown Beverage Corp. 13-13228	Fox & Hound of Iowa, Inc. 13-13229	F&H of Kennesaw, Inc. 13-13230
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	19	-	179	-	-	-
Inventories	89	-	1,344	22	-	-
Prepaid insurance	-	-	26	-	-	-
Prepaid rent	40	-	184	-	-	-
Other current assets	24	-	516	-	-	2
<b>TOTAL CURRENT ASSETS</b>	<b>172</b>	<b>-</b>	<b>2,248</b>	<b>22</b>	<b>-</b>	<b>2</b>
<b>PROPERTY AND EQUIPMENT</b>						
Leasehold improvements	2,010	-	28,333	-	-	-
Equipment	1,235	-	13,132	-	-	15
Furniture and fixtures	59	-	1,395	-	-	-
Less Accumulated Depreciation	2,404	-	30,460	-	-	15
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>899</b>	<b>-</b>	<b>12,399</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>OTHER ASSETS</b>						
Goodwill	-	-	-	-	-	-
Trademarks / Tradenames	-	-	16,220	-	-	-
Liquor licenses, net of accumulated amortization	-	-	1,107	-	-	-
Leasehold interests, net of accumulated amortization	-	-	448	-	-	1
Franchise agreements, net of accumulated amortization	-	-	116	-	-	-
Deferred loan fees, net of accumulated amortization	-	-	-	-	-	-
Investment in subs	-	-	-	-	-	-
Intercompany receivable	997	-	-	-	27	-
Other assets	2	-	86	-	-	-
<b>TOTAL OTHER ASSETS</b>	<b>999</b>	<b>-</b>	<b>17,977</b>	<b>-</b>	<b>27</b>	<b>1</b>
<b>TOTAL ASSETS</b>	<b>2,070</b>	<b>-</b>	<b>32,624</b>	<b>22</b>	<b>27</b>	<b>3</b>
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Accounts payable	30	-	928	-	-	(0)
Sales tax payable	-	-	-	-	-	-
Accrued payroll	10	-	737	-	-	2
Accrued payroll taxes	-	-	-	-	-	-
Accrued income taxes (1)	-	-	(245)	-	-	(5)
Intercompany payable	-	-	33,690	80	-	1,378
Other accrued liabilities	40	-	349	-	-	12
<b>Total postpetition liabilities</b>	<b>80</b>	<b>-</b>	<b>35,459</b>	<b>80</b>	<b>-</b>	<b>1,386</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>						
Secured debt	-	-	-	-	-	-
Accounts payable	(6)	-	(4)	-	-	10
Other accrued liabilities	184	-	3,652	-	-	79
Obligations under capital leases (2)	-	-	-	-	-	-
Deferred income taxes (3)	-	-	-	-	-	-
Deferred revenue (4)	-	-	25	-	-	-
Accrued rent (5)	1,061	-	10,729	-	-	1
Unfavorable lease obligations (6)	151	-	3,262	-	-	-
Other long-term liabilities (7)	35	-	1,231	-	-	77
<b>Total pre-petition liabilities</b>	<b>1,425</b>	<b>-</b>	<b>18,894</b>	<b>-</b>	<b>-</b>	<b>167</b>
<b>TOTAL LIABILITIES</b>	<b>1,505</b>	<b>-</b>	<b>54,353</b>	<b>80</b>	<b>-</b>	<b>1,553</b>
<b>OWNER EQUITY</b>						
Common stock	-	-	-	-	-	-
Additional paid-in capital	-	-	-	-	-	-
Notes receivable from stockholders	-	-	-	-	-	-
Preferred stock	-	-	-	-	-	-
Retained earnings (accumulated deficit) - pre-petition	565	-	(21,730)	(58)	27	(1,550)
Retained earnings (accumulated deficit) - postpetition	-	-	-	-	-	-
<b>NET OWNER EQUITY</b>	<b>565</b>	<b>-</b>	<b>(21,730)</b>	<b>(58)</b>	<b>27</b>	<b>(1,550)</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>2,070</b>	<b>-</b>	<b>32,623</b>	<b>22</b>	<b>27</b>	<b>3</b>

In re F &amp; H Acquisition Corp., et al.

Debtor

**BALANCE SHEET**  
**(in thousands)**  
**as of December 15, 2013 (Petition Date)**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	F&H Restaurant Corp. 13-13231	F&H Restaurant of Georgia, Inc. 13-13232	F&H Restaurant of Texas, Inc. 13-13233	Fox & Hound of Arizona, Inc. 13-13234	Fox & Hound of Colorado, Inc. 13-13235	Fox & Hound of Illinois, Inc. 13-13236
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	-	-	28	4	9	14
Inventories	-	-	108	48	100	226
Prepaid insurance	-	-	10	1	11	-
Prepaid rent	-	-	38	8	9	-
Other current assets	-	-	67	5	15	36
<b>TOTAL CURRENT ASSETS</b>	-	-	250	64	143	276
<b>PROPERTY AND EQUIPMENT</b>						
Leasehold improvements	-	-	6,798	1,013	1,131	4,025
Equipment	-	-	2,629	410	513	1,676
Furniture and fixtures	-	-	1,085	133	246	842
Less Accumulated Depreciation	-	-	8,168	1,006	1,233	4,380
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	-	-	2,343	550	657	2,163
<b>OTHER ASSETS</b>						
Goodwill	-	-	-	-	-	-
Trademarks / Tradenames	-	-	-	-	-	-
Liquor licenses, net of accumulated amortization	-	-	-	8	-	-
Leasehold interests, net of accumulated amortization	-	-	934	-	(78)	241
Franchise agreements, net of accumulated amortization	-	-	-	-	-	-
Deferred loan fees, net of accumulated amortization	-	-	-	-	-	-
Investment in subs	-	-	-	-	6	-
Intercompany receivable	152	-	-	-	-	-
Other assets	-	-	4	-	-	-
<b>TOTAL OTHER ASSETS</b>	152	-	938	8	(73)	241
<b>TOTAL ASSETS</b>	152	-	3,531	622	727	2,680
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Accounts payable	-	0	16	1	(1)	12
Sales tax payable	-	-	-	-	-	-
Accrued payroll	-	-	35	11	6	41
Accrued payroll taxes	-	-	-	-	-	-
Accrued income taxes (1)	-	-	-	(3)	-	-
Intercompany payable	-	144	1,616	4,194	2,191	1,715
Other accrued liabilities	-	-	84	15	43	37
<b>Total postpetition liabilities</b>	-	144	1,751	4,218	2,239	1,805
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>						
Secured debt	-	-	-	-	-	-
Accounts payable	-	(0)	42	17	(1)	(7)
Other accrued liabilities	-	-	335	237	89	142
Obligations under capital leases (2)	-	-	-	663	-	-
Deferred income taxes (3)	-	-	-	-	-	-
Deferred revenue (4)	-	-	-	-	-	-
Accrued rent (5)	-	-	468	82	162	180
Unfavorable lease obligations (6)	-	-	-	-	-	-
Other long-term liabilities (7)	-	-	22	19	14	36
<b>Total pre-petition liabilities</b>	-	-	866	1,017	264	351
<b>TOTAL LIABILITIES</b>	-	144	2,617	5,235	2,503	2,156
<b>OWNER EQUITY</b>						
Common stock	1	-	-	-	-	-
Additional paid-in capital	-	-	-	-	-	-
Notes receivable from stockholders	-	-	-	-	-	-
Preferred stock	-	-	-	-	-	-
Retained earnings (accumulated deficit) - pre-petition	151	(144)	914	(4,613)	(1,776)	524
Retained earnings (accumulated deficit) - postpetition	-	-	-	-	-	-
<b>NET OWNER EQUITY</b>	152	(144)	914	(4,613)	(1,776)	524
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	152	-	3,531	622	727	2,680

In re F &amp; H Acquisition Corp., et al.

Debtor

**BALANCE SHEET**  
**(in thousands)**  
**as of December 15, 2013 (Petition Date)**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	Fox & Hound of Indiana, Inc. 13-13237	Fox & Hound of Kansas, Inc. 13-13238	Fox & Hound of Kentucky, Inc. 13-13239	Fox & Hound of Littleton, Inc. 13-13240	Fox & Hound of Louisiana, Inc. 13-13241	Fox & Hound of Maryland, Inc. 13-13242
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	6	7	-	-	3	4
Inventories	74	67	-	-	45	39
Prepaid insurance	-	-	-	-	17	-
Prepaid rent	-	8	-	-	-	-
Other current assets	11	14	-	-	5	6
<b>TOTAL CURRENT ASSETS</b>	<b>90</b>	<b>96</b>	<b>-</b>	<b>-</b>	<b>70</b>	<b>49</b>
<b>PROPERTY AND EQUIPMENT</b>						
Leasehold improvements	2,385	2,161	-	-	968	1,967
Equipment	767	675	28	-	268	415
Furniture and fixtures	270	305	14	-	88	162
Less Accumulated Depreciation	2,410	2,319	42	-	1,127	1,584
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>1,013</b>	<b>822</b>	<b>-</b>	<b>-</b>	<b>198</b>	<b>961</b>
<b>OTHER ASSETS</b>						
Goodwill	-	-	-	-	-	-
Trademarks / Tradenames	-	-	-	-	-	-
Liquor licenses, net of accumulated amortization	22	-	-	-	-	-
Leasehold interests, net of accumulated amortization	-	86	-	-	90	-
Franchise agreements, net of accumulated amortization	-	-	-	-	-	-
Deferred loan fees, net of accumulated amortization	-	-	-	-	-	-
Investment in subs	-	-	-	-	-	-
Intercompany receivable	-	-	-	-	-	-
Other assets	-	1	-	-	3	1
<b>TOTAL OTHER ASSETS</b>	<b>22</b>	<b>87</b>	<b>-</b>	<b>-</b>	<b>93</b>	<b>1</b>
<b>TOTAL ASSETS</b>	<b>1,125</b>	<b>1,005</b>	<b>-</b>	<b>-</b>	<b>361</b>	<b>1,011</b>
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Accounts payable	8	4	0	0	0	(0)
Sales tax payable	-	-	-	-	-	-
Accrued payroll	5	12	-	-	4	2
Accrued payroll taxes	-	-	-	-	-	-
Accrued income taxes (1)	(43)	(3)	(2)	-	(12)	(1)
Intercompany payable	2,112	978	1,190	1,969	602	848
Other accrued liabilities	28	50	-	-	6	3
<b>Total postpetition liabilities</b>	<b>2,110</b>	<b>1,040</b>	<b>1,188</b>	<b>1,969</b>	<b>600</b>	<b>852</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>						
Secured debt	-	-	-	-	-	-
Accounts payable	5	(81)	7	7	4	9
Other accrued liabilities	30	55	-	-	85	25
Obligations under capital leases (2)	-	-	-	-	-	-
Deferred income taxes (3)	-	-	-	-	-	-
Deferred revenue (4)	-	-	-	-	-	-
Accrued rent (5)	123	154	70	-	88	89
Unfavorable lease obligations (6)	-	-	-	-	-	-
Other long-term liabilities (7)	337	5	-	-	16	-
<b>Total pre-petition liabilities</b>	<b>494</b>	<b>133</b>	<b>77</b>	<b>7</b>	<b>192</b>	<b>122</b>
<b>TOTAL LIABILITIES</b>	<b>2,604</b>	<b>1,173</b>	<b>1,265</b>	<b>1,976</b>	<b>792</b>	<b>974</b>
<b>OWNER EQUITY</b>						
Common stock	-	-	-	-	-	-
Additional paid-in capital	-	-	-	-	-	-
Notes receivable from stockholders	-	-	-	-	-	-
Preferred stock	-	-	-	-	-	-
Retained earnings (accumulated deficit) - pre-petition	(1,479)	(168)	(1,265)	(1,976)	(431)	37
Retained earnings (accumulated deficit) - postpetition	-	-	-	-	-	-
<b>NET OWNER EQUITY</b>	<b>(1,479)</b>	<b>(168)</b>	<b>(1,265)</b>	<b>(1,976)</b>	<b>(431)</b>	<b>37</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>1,125</b>	<b>1,005</b>	<b>-</b>	<b>-</b>	<b>361</b>	<b>1,011</b>

In re F &amp; H Acquisition Corp., et al.

Debtor

**BALANCE SHEET**  
**(in thousands)**  
**as of December 15, 2013 (Petition Date)**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	Fox & Hound of Nebraska, Inc. 13-13243	Fox & Hound of New Jersey, Inc. 13-13244	Fox & Hound of New Mexico, Inc. 13-13245	Fox & Hound of Ohio, Inc. 13-13246	Fox & Hound of Oklahoma, Inc. 13-13247	Fox & Hound of Texas, Inc. 13-13248
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	3	4	4	12	7	-
Inventories	30	117	42	149	75	-
Prepaid insurance	-	-	-	-	(4)	-
Prepaid rent	-	-	-	-	-	-
Other current assets	7	11	6	27	12	-
<b>TOTAL CURRENT ASSETS</b>	<b>39</b>	<b>132</b>	<b>51</b>	<b>188</b>	<b>89</b>	<b>-</b>
<b>PROPERTY AND EQUIPMENT</b>						
Leasehold improvements	649	1,674	813	3,050	2,202	-
Equipment	304	498	443	1,039	863	-
Furniture and fixtures	77	257	122	400	296	-
Less Accumulated Depreciation	936	1,572	978	3,237	2,307	-
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>94</b>	<b>858</b>	<b>401</b>	<b>1,253</b>	<b>1,054</b>	<b>-</b>
<b>OTHER ASSETS</b>						
Goodwill	-	-	-	-	-	-
Trademarks / Tradenames	-	-	-	-	-	-
Liquor licenses, net of accumulated amortization	-	154	61	13	-	-
Leasehold interests, net of accumulated amortization	-	-	-	133	-	-
Franchise agreements, net of accumulated amortization	-	-	-	-	-	-
Deferred loan fees, net of accumulated amortization	-	-	-	-	-	-
Investment in subs	-	-	-	-	-	(5)
Intercompany receivable	-	2,438	667	-	732	-
Other assets	1	-	-	-	1	-
<b>TOTAL OTHER ASSETS</b>	<b>1</b>	<b>2,592</b>	<b>727</b>	<b>146</b>	<b>733</b>	<b>(5)</b>
<b>TOTAL ASSETS</b>	<b>134</b>	<b>3,582</b>	<b>1,179</b>	<b>1,587</b>	<b>1,876</b>	<b>(5)</b>
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Accounts payable	(1)	62	0	4	9	-
Sales tax payable	-	-	-	-	-	-
Accrued payroll	5	12	5	10	3	-
Accrued payroll taxes	-	-	-	-	-	-
Accrued income taxes (1)	(4)	(34)	(3)	(11)	(27)	116
Intercompany payable	768	-	-	2,784	-	48
Other accrued liabilities	2	(14)	23	10	(1)	-
<b>Total postpetition liabilities</b>	<b>770</b>	<b>26</b>	<b>25</b>	<b>2,797</b>	<b>(15)</b>	<b>164</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>						
Secured debt	-	-	-	-	-	-
Accounts payable	28	11	4	6	10	-
Other accrued liabilities	21	214	20	128	79	-
Obligations under capital leases (2)	-	-	-	-	-	-
Deferred income taxes (3)	-	-	-	-	-	-
Deferred revenue (4)	-	-	-	-	-	-
Accrued rent (5)	30	71	84	283	117	-
Unfavorable lease obligations (6)	-	-	-	-	-	-
Other long-term liabilities (7)	2	19	-	20	-	-
<b>Total pre-petition liabilities</b>	<b>80</b>	<b>315</b>	<b>108</b>	<b>437</b>	<b>206</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>	<b>850</b>	<b>341</b>	<b>133</b>	<b>3,234</b>	<b>191</b>	<b>164</b>
<b>OWNER EQUITY</b>						
Common stock	-	-	-	-	-	-
Additional paid-in capital	-	-	-	-	-	-
Notes receivable from stockholders	-	-	-	-	-	-
Preferred stock	-	-	-	-	-	-
Retained earnings (accumulated deficit) - pre-petition	(716)	3,241	1,046	(1,647)	1,686	(169)
Retained earnings (accumulated deficit) - postpetition	-	-	-	-	-	-
<b>NET OWNER EQUITY</b>	<b>(716)</b>	<b>3,241</b>	<b>1,046</b>	<b>(1,647)</b>	<b>1,686</b>	<b>(169)</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>134</b>	<b>3,582</b>	<b>1,179</b>	<b>1,587</b>	<b>1,877</b>	<b>(5)</b>

In re F &amp; H Acquisition Corp., et al.

Debtor

**BALANCE SHEET**  
**(in thousands)**  
**as of December 15, 2013 (Petition Date)**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	Fox & Hound Restaurant Group 13-13249	Fox & Hound, Inc. 13-13250	Fox & Hound II, Inc. 13-13251	Fuqua Beverage Corp. 13-13252	Jackson Beverage Corp. 13-13253	N. Collins Entertainment, Ltd. 13-13254
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	-	-	-	-	0	2
Inventories	-	-	-	22	20	25
Prepaid insurance	-	-	-	-	-	-
Prepaid rent	-	-	-	-	-	4
Other current assets	-	-	-	-	-	7
<b>TOTAL CURRENT ASSETS</b>	-	-	-	22	20	38
<b>PROPERTY AND EQUIPMENT</b>						
Leasehold improvements	-	-	-	-	-	296
Equipment	-	-	-	-	-	244
Furniture and fixtures	-	-	-	-	-	56
Less Accumulated Depreciation	-	-	-	-	-	542
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	-	-	-	-	-	54
<b>OTHER ASSETS</b>						
Goodwill	-	-	-	-	-	-
Trademarks / Tradenames	17,270	-	-	-	-	-
Liquor licenses, net of accumulated amortization	-	-	-	-	-	-
Leasehold interests, net of accumulated amortization	-	-	-	-	-	8
Franchise agreements, net of accumulated amortization	-	-	-	-	-	-
Deferred loan fees, net of accumulated amortization	-	-	-	-	-	-
Investment in subs	-	-	-	-	-	-
Intercompany receivable	-	187	-	674	350	249
Other assets	-	-	-	-	-	-
<b>TOTAL OTHER ASSETS</b>	17,270	187	-	674	350	257
<b>TOTAL ASSETS</b>	17,270	187	-	696	370	349
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Accounts payable	(0)	-	-	-	-	(0)
Sales tax payable	-	-	-	-	-	-
Accrued payroll	-	-	-	-	-	3
Accrued payroll taxes	-	-	-	-	-	-
Accrued income taxes (1)	-	-	-	-	-	-
Intercompany payable	37,377	-	-	-	-	-
Other accrued liabilities	-	-	-	-	-	8
<b>Total postpetition liabilities</b>	37,377	-	-	-	-	11
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>						
Secured debt	-	-	-	-	-	-
Accounts payable	0	-	-	-	-	(4)
Other accrued liabilities	-	-	-	-	-	3
Obligations under capital leases (2)	-	-	-	-	-	-
Deferred income taxes (3)	-	-	-	-	-	-
Deferred revenue (4)	-	-	-	-	-	-
Accrued rent (5)	-	-	-	-	-	2
Unfavorable lease obligations (6)	-	-	-	-	-	-
Other long-term liabilities (7)	-	-	-	-	-	-
<b>Total pre-petition liabilities</b>	-	-	-	-	-	1
<b>TOTAL LIABILITIES</b>	37,377	-	-	-	-	12
<b>OWNER EQUITY</b>						
Common stock	104	1	1	-	-	-
Additional paid-in capital	-	-	-	-	-	-
Notes receivable from stockholders	-	-	-	-	-	-
Preferred stock	-	-	-	-	-	-
Retained earnings (accumulated deficit) - pre-petition	(20,211)	186	(1)	696	370	337
Retained earnings (accumulated deficit) - postpetition	-	-	-	-	-	-
<b>NET OWNER EQUITY</b>	(20,107)	187	-	696	370	337
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	17,270	187	-	696	370	349



In re F &amp; H Acquisition Corp., et al.

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**BALANCE SHEET**  
**(in thousands)**  
**as of December 15, 2013 (Petition Date)**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	Raider Beverage Corporation 13-13255	Rocket Beverage Corporation 13-13256	Shenandoah Beverage Corporation 13-13257	Tent Finance, Inc. 13-13258	TENT Restaurant Operations, Inc. 13-13259	Willowbrook Beverage Corp 13-13260
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	0	0	-	-	109	-
Inventories	24	20	-	-	1,274	25
Prepaid insurance	-	-	-	-	1	-
Prepaid rent	-	-	-	-	80	-
Other current assets	-	-	-	-	297	-
<b>TOTAL CURRENT ASSETS</b>	<b>24</b>	<b>20</b>	<b>-</b>	<b>-</b>	<b>1,761</b>	<b>25</b>
<b>PROPERTY AND EQUIPMENT</b>						
Leasehold improvements	-	-	-	-	28,307	-
Equipment	-	-	-	-	11,725	-
Furniture and fixtures	-	-	-	-	4,638	-
Less Accumulated Depreciation	-	-	-	-	31,641	-
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>13,030</b>	<b>-</b>
<b>OTHER ASSETS</b>						
Goodwill	-	-	-	-	-	-
Trademarks / Tradenames	-	-	-	-	-	-
Liquor licenses, net of accumulated amortization	-	-	-	-	227	-
Leasehold interests, net of accumulated amortization	-	-	-	-	1,016	-
Franchise agreements, net of accumulated amortization	-	-	-	-	-	-
Deferred loan fees, net of accumulated amortization	-	-	-	-	-	-
Investment in subs	-	-	-	-	-	-
Intercompany receivable	123	-	-	-	-	5
Other assets	-	-	-	-	73	-
<b>TOTAL OTHER ASSETS</b>	<b>123</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,316</b>	<b>5</b>
<b>TOTAL ASSETS</b>	<b>147</b>	<b>20</b>	<b>-</b>	<b>-</b>	<b>16,107</b>	<b>30</b>
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Accounts payable	-	-	-	-	226	-
Sales tax payable	-	-	-	-	-	-
Accrued payroll	-	-	-	-	886	-
Accrued payroll taxes	-	-	-	-	-	-
Accrued income taxes (1)	-	-	-	-	649	-
Intercompany payable	-	571	26	7	22,595	-
Other accrued liabilities	-	-	-	-	(2,210)	-
<b>Total postpetition liabilities</b>	<b>-</b>	<b>571</b>	<b>26</b>	<b>7</b>	<b>22,146</b>	<b>-</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>						
Secured debt	-	-	-	-	-	-
Accounts payable	-	-	-	-	2,266	-
Other accrued liabilities	-	-	-	-	4,342	-
Obligations under capital leases (2)	-	-	-	-	-	-
Deferred income taxes (3)	-	-	-	-	-	-
Deferred revenue (4)	-	-	-	-	-	-
Accrued rent (5)	-	-	-	-	3,008	-
Unfavorable lease obligations (6)	-	-	-	-	598	-
Other long-term liabilities (7)	-	-	-	-	1,620	-
<b>Total pre-petition liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11,833</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>	<b>-</b>	<b>571</b>	<b>26</b>	<b>7</b>	<b>33,979</b>	<b>-</b>
<b>OWNER EQUITY</b>						
Common stock	-	-	-	-	43	-
Additional paid-in capital	-	-	-	-	(28)	-
Notes receivable from stockholders	-	-	-	-	-	-
Preferred stock	-	-	-	-	-	-
Retained earnings (accumulated deficit) - pre-petition	147	(551)	(26)	(7)	(17,887)	30
Retained earnings (accumulated deficit) - postpetition	-	-	-	-	-	-
<b>NET OWNER EQUITY</b>	<b>147</b>	<b>(551)</b>	<b>(26)</b>	<b>(7)</b>	<b>(17,872)</b>	<b>30</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>147</b>	<b>20</b>	<b>-</b>	<b>-</b>	<b>16,107</b>	<b>30</b>

In re F &amp; H Acquisition Corp., et al.

Debtor

**BALANCE SHEET**  
**(in thousands)**  
**as of December 15, 2013 (Petition Date)**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	Winston- Salem Fox & Hound, Inc. 13-13261	Eliminations
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	3	-
Inventories	35	-
Prepaid insurance	-	-
Prepaid rent	8	-
Other current assets	5	-
<b>TOTAL CURRENT ASSETS</b>	<b>50</b>	<b>-</b>
<b>PROPERTY AND EQUIPMENT</b>		
Leasehold improvements	712	-
Equipment	259	-
Furniture and fixtures	145	-
Less Accumulated Depreciation	1,018	-
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>99</b>	<b>-</b>
<b>OTHER ASSETS</b>		
Goodwill	-	-
Trademarks / Tradenames	-	-
Liquor licenses, net of accumulated amortization	-	-
Leasehold interests, net of accumulated amortization	-	-
Franchise agreements, net of accumulated amortization	-	-
Deferred loan fees, net of accumulated amortization	-	-
Investment in subs	-	-
Intercompany receivable	-	(119,831)
Other assets	-	-
<b>TOTAL OTHER ASSETS</b>	<b>-</b>	<b>(119,831)</b>
<b>TOTAL ASSETS</b>	<b>149</b>	<b>(119,831)</b>

<b>LIABILITIES AND OWNER EQUITY</b>		
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>		
Accounts payable	(0)	-
Sales tax payable	-	-
Accrued payroll	4	-
Accrued payroll taxes	-	-
Accrued income taxes (1)	(3)	-
Intercompany payable	238	(119,569)
Other accrued liabilities	10	-
<b>Total postpetition liabilities</b>	<b>249</b>	<b>(119,569)</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>		
Secured debt	-	-
Accounts payable	4	-
Other accrued liabilities	5	-
Obligations under capital leases (2)	-	-
Deferred income taxes (3)	-	-
Deferred revenue (4)	-	-
Accrued rent (5)	60	-
Unfavorable lease obligations (6)	-	-
Other long-term liabilities (7)	-	-
<b>Total pre-petition liabilities</b>	<b>69</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>	<b>318</b>	<b>(119,569)</b>
<b>OWNER EQUITY</b>		
Common stock	-	(47)
Additional paid-in capital	-	-
Notes receivable from stockholders	-	-
Preferred stock	-	-
Retained earnings (accumulated deficit) - pre-petition	(169)	(215)
Retained earnings (accumulated deficit) - postpetition	-	-
<b>NET OWNER EQUITY</b>	<b>(169)</b>	<b>(262)</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>149</b>	<b>(119,831)</b>

In re F & H Acquisition Corp., et al.  
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Case No. 13-13220 (KG)  
Reporting Period: 12/15/2013 through 12/31/2013

**Intercompany payable to/receivable  
from: as of December 15, 2013**

		F&H Acquisition Corp.	505 Entertainment, Ltd.	Alabama Fox & Hound, Inc.	Bryant Beverage Corporation	Champps Entertainment, Inc.	Champps Entertainment of Texas, Inc.	Champps of Maryland, Inc.	Champps Operating Corporation	Downtown Beverage Corp.	Fox & Hound of Iowa, Inc.
		13-13220	13-13221	13-13222	13-13223	13-13224	13-13225	13-13226	13-13227	13-13228	13-13229
F&H Acquisition Corp.	13-13220	-	395	(2,005)	-	913	997	-	(33,690)	-	27
505 Entertainment, Ltd.	13-13221	(395)	-	-	-	-	-	-	-	-	-
Alabama Fox & Hound, Inc.	13-13222	2,005	-	-	-	-	-	-	-	-	-
Bryant Beverage Corporation	13-13223	-	-	-	-	-	-	-	-	-	-
Champps Entertainment, Inc.	13-13224	(913)	-	-	-	-	-	-	-	-	-
Champps Entertainment of Texas, Inc.	13-13225	(997)	-	-	-	-	-	-	-	-	-
Champps of Maryland, Inc.	13-13226	-	-	-	-	-	-	-	-	-	-
Champps Operating Corporation	13-13227	33,690	-	-	-	-	-	-	-	-	-
Downtown Beverage Corp.	13-13228	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Iowa, Inc.	13-13229	(27)	-	-	-	-	-	-	-	-	-
F&H of Kennesaw, Inc.	13-13230	1,378	-	-	-	-	-	-	-	-	-
F&H Restaurant Corp.	13-13231	(152)	-	-	-	-	-	-	-	-	-
F&H Restaurant of Georgia, Inc.	13-13232	144	-	-	-	-	-	-	-	-	-
F&H Restaurant of Texas, Inc.	13-13233	1,524	-	-	62	-	-	-	-	(80)	-
Fox & Hound of Arizona, Inc.	13-13234	4,194	-	-	-	-	-	-	-	-	-
Fox & Hound of Colorado, Inc.	13-13235	2,191	-	-	-	-	-	-	-	-	-
Fox & Hound of Illinois, Inc.	13-13236	1,715	-	-	-	-	-	-	-	-	-
Fox & Hound of Indiana, Inc.	13-13237	2,112	-	-	-	-	-	-	-	-	-
Fox & Hound of Kansas, Inc.	13-13238	978	-	-	-	-	-	-	-	-	-
Fox & Hound of Kentucky, Inc.	13-13239	1,190	-	-	-	-	-	-	-	-	-
Fox & Hound of Littleton, Inc.	13-13240	1,969	-	-	-	-	-	-	-	-	-
Fox & Hound of Louisiana, Inc.	13-13241	602	-	-	-	-	-	-	-	-	-
Fox & Hound of Maryland, Inc.	13-13242	848	-	-	-	-	-	-	-	-	-
Fox & Hound of Nebraska, Inc.	13-13243	768	-	-	-	-	-	-	-	-	-
Fox & Hound of New Jersey, Inc.	13-13244	(2,438)	-	-	-	-	-	-	-	-	-
Fox & Hound of New Mexico, Inc.	13-13245	(667)	-	-	-	-	-	-	-	-	-
Fox & Hound of Ohio, Inc.	13-13246	2,784	-	-	-	-	-	-	-	-	-
Fox & Hound of Oklahoma, Inc.	13-13247	(732)	-	-	-	-	-	-	-	-	-
Fox & Hound of Texas, Inc.	13-13248	48	-	-	-	-	-	-	-	-	-
Fox & Hound Restaurant Group	13-13249	37,377	-	-	-	-	-	-	-	-	-
Fox & Hound, Inc.	13-13250	(187)	-	-	-	-	-	-	-	-	-
Fox & Hound II, Inc.	13-13251	-	-	-	-	-	-	-	-	-	-
Fuqua Beverage Corp.	13-13252	-	-	-	-	-	-	-	-	-	-
Jackson Beverage Corp.	13-13253	-	-	-	-	-	-	-	-	-	-
N. Collins Entertainment, Ltd.	13-13254	(249)	-	-	-	-	-	-	-	-	-
Raider Beverage Corporation	13-13255	-	-	-	-	-	-	-	-	-	-
Rocket Beverage Corporation	13-13256	-	-	-	-	-	-	-	-	-	-
Shenandoah Beverage Corporation	13-13257	-	-	-	-	-	-	-	-	-	-
Tent Finance, Inc.	13-13258	7	-	-	-	-	-	-	-	-	-
TENT Restaurant Operations, Inc.	13-13259	22,595	-	-	-	-	-	-	-	-	-
Willowbrook Beverage Corp	13-13260	-	-	-	-	-	-	-	-	-	-
Winston-Salem Fox & Hound, Inc.	13-13261	238	-	-	-	-	-	-	-	-	-
Eliminations		262	-	-	-	-	-	-	-	-	-
Fox and Hound Club	(non-debtor)	-	-	-	-	-	-	-	-	-	-
Campbell Beverage Corp.	(non-debtor)	-	-	-	-	-	-	-	-	-	-
<b>Total</b>		<b>111,861</b>	<b>395</b>	<b>(2,005)</b>	<b>62</b>	<b>913</b>	<b>997</b>	<b>-</b>	<b>(33,690)</b>	<b>(80)</b>	<b>27</b>

In re F & H Acquisition Corp., et al.  
Debtor

**Intercompany payable to/receivable  
from: as of December 15, 2013**

		F&H of Kennesaw, Inc.	F&H Restaurant Corp.	F&H Restaurant of Georgia, Inc.	F&H Restaurant of Texas, Inc.	Fox & Hound of Arizona, Inc.	Fox & Hound of Colorado, Inc.	Fox & Hound of Illinois, Inc.	Fox & Hound of Indiana, Inc.	Fox & Hound of Kansas, Inc.	Fox & Hound of Kentucky, Inc.
		13-13230	13-13231	13-13232	13-13233	13-13234	13-13235	13-13236	13-13237	13-13238	13-13239
F&H Acquisition Corp.	13-13220	(1,378)	152	(144)	(1,524)	(4,194)	(2,191)	(1,715)	(2,112)	(978)	(1,190)
505 Entertainment, Ltd.	13-13221	-	-	-	-	-	-	-	-	-	-
Alabama Fox & Hound, Inc.	13-13222	-	-	-	-	-	-	-	-	-	-
Bryant Beverage Corporation	13-13223	-	-	-	(62)	-	-	-	-	-	-
Champps Entertainment, Inc.	13-13224	-	-	-	-	-	-	-	-	-	-
Champps Entertainment of Texas, Inc.	13-13225	-	-	-	-	-	-	-	-	-	-
Champps of Maryland, Inc.	13-13226	-	-	-	-	-	-	-	-	-	-
Champps Operating Corporation	13-13227	-	-	-	-	-	-	-	-	-	-
Downtown Beverage Corp.	13-13228	-	-	-	80	-	-	-	-	-	-
Fox & Hound of Iowa, Inc.	13-13229	-	-	-	-	-	-	-	-	-	-
F&H of Kennesaw, Inc.	13-13230	-	-	-	-	-	-	-	-	-	-
F&H Restaurant Corp.	13-13231	-	-	-	-	-	-	-	-	-	-
F&H Restaurant of Georgia, Inc.	13-13232	-	-	-	-	-	-	-	-	-	-
F&H Restaurant of Texas, Inc.	13-13233	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Arizona, Inc.	13-13234	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Colorado, Inc.	13-13235	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Illinois, Inc.	13-13236	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Indiana, Inc.	13-13237	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Kansas, Inc.	13-13238	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Kentucky, Inc.	13-13239	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Littleton, Inc.	13-13240	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Louisiana, Inc.	13-13241	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Maryland, Inc.	13-13242	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Nebraska, Inc.	13-13243	-	-	-	-	-	-	-	-	-	-
Fox & Hound of New Jersey, Inc.	13-13244	-	-	-	-	-	-	-	-	-	-
Fox & Hound of New Mexico, Inc.	13-13245	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Ohio, Inc.	13-13246	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Oklahoma, Inc.	13-13247	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Texas, Inc.	13-13248	-	-	-	-	-	-	-	-	-	-
Fox & Hound Restaurant Group	13-13249	-	-	-	-	-	-	-	-	-	-
Fox & Hound, Inc.	13-13250	-	-	-	-	-	-	-	-	-	-
Fox & Hound II, Inc.	13-13251	-	-	-	-	-	-	-	-	-	-
Fuqua Beverage Corp.	13-13252	-	-	-	(674)	-	-	-	-	-	-
Jackson Beverage Corp.	13-13253	-	-	-	(350)	-	-	-	-	-	-
N. Collins Entertainment, Ltd.	13-13254	-	-	-	-	-	-	-	-	-	-
Raider Beverage Corporation	13-13255	-	-	-	(123)	-	-	-	-	-	-
Rocket Beverage Corporation	13-13256	-	-	-	571	-	-	-	-	-	-
Shenandoah Beverage Corporation	13-13257	-	-	-	26	-	-	-	-	-	-
Tent Finance, Inc.	13-13258	-	-	-	-	-	-	-	-	-	-
TENT Restaurant Operations, Inc.	13-13259	-	-	-	-	-	-	-	-	-	-
Willowbrook Beverage Corp	13-13260	-	-	-	(5)	-	-	-	-	-	-
Winston-Salem Fox & Hound, Inc.	13-13261	-	-	-	-	-	-	-	-	-	-
Eliminations		-	-	-	-	-	-	-	-	-	-
Fox and Hound Club	(non-debtor)	-	-	-	121	-	-	-	-	-	-
Campbell Beverage Corp.	(non-debtor)	-	-	-	62	-	-	-	-	-	-
<b>Total</b>		<b>(1,378)</b>	<b>152</b>	<b>(144)</b>	<b>(2,061)</b>	<b>(4,194)</b>	<b>(2,191)</b>	<b>(1,715)</b>	<b>(2,112)</b>	<b>(978)</b>	<b>(1,190)</b>

In re F & H Acquisition Corp., et al.  
Debtor

**Intercompany payable to/receivable  
from: as of December 15, 2013**

		Fox & Hound of Littleton, Inc.	Fox & Hound of Louisiana, Inc.	Fox & Hound of Maryland, Inc.	Fox & Hound of Nebraska, Inc.	Fox & Hound of New Jersey, Inc.	Fox & Hound of New Mexico, Inc.	Fox & Hound of Ohio, Inc.	Fox & Hound of Oklahoma, Inc.	Fox & Hound of Texas, Inc.	Fox & Hound Restaurant Group
		13-13240	13-13241	13-13242	13-13243	13-13244	13-13245	13-13246	13-13247	13-13248	13-13249
F&H Acquisition Corp.	13-13220	(1,969)	(602)	(848)	(768)	2,438	667	(2,784)	732	(48)	(37,377)
505 Entertainment, Ltd.	13-13221	-	-	-	-	-	-	-	-	-	-
Alabama Fox & Hound, Inc.	13-13222	-	-	-	-	-	-	-	-	-	-
Bryant Beverage Corporation	13-13223	-	-	-	-	-	-	-	-	-	-
Champps Entertainment, Inc.	13-13224	-	-	-	-	-	-	-	-	-	-
Champps Entertainment of Texas, Inc.	13-13225	-	-	-	-	-	-	-	-	-	-
Champps of Maryland, Inc.	13-13226	-	-	-	-	-	-	-	-	-	-
Champps Operating Corporation	13-13227	-	-	-	-	-	-	-	-	-	-
Downtown Beverage Corp.	13-13228	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Iowa, Inc.	13-13229	-	-	-	-	-	-	-	-	-	-
F&H of Kennesaw, Inc.	13-13230	-	-	-	-	-	-	-	-	-	-
F&H Restaurant Corp.	13-13231	-	-	-	-	-	-	-	-	-	-
F&H Restaurant of Georgia, Inc.	13-13232	-	-	-	-	-	-	-	-	-	-
F&H Restaurant of Texas, Inc.	13-13233	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Arizona, Inc.	13-13234	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Colorado, Inc.	13-13235	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Illinois, Inc.	13-13236	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Indiana, Inc.	13-13237	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Kansas, Inc.	13-13238	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Kentucky, Inc.	13-13239	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Littleton, Inc.	13-13240	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Louisiana, Inc.	13-13241	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Maryland, Inc.	13-13242	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Nebraska, Inc.	13-13243	-	-	-	-	-	-	-	-	-	-
Fox & Hound of New Jersey, Inc.	13-13244	-	-	-	-	-	-	-	-	-	-
Fox & Hound of New Mexico, Inc.	13-13245	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Ohio, Inc.	13-13246	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Oklahoma, Inc.	13-13247	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Texas, Inc.	13-13248	-	-	-	-	-	-	-	-	-	-
Fox & Hound Restaurant Group	13-13249	-	-	-	-	-	-	-	-	-	-
Fox & Hound, Inc.	13-13250	-	-	-	-	-	-	-	-	-	-
Fox & Hound II, Inc.	13-13251	-	-	-	-	-	-	-	-	-	-
Fuqua Beverage Corp.	13-13252	-	-	-	-	-	-	-	-	-	-
Jackson Beverage Corp.	13-13253	-	-	-	-	-	-	-	-	-	-
N. Collins Entertainment, Ltd.	13-13254	-	-	-	-	-	-	-	-	-	-
Raider Beverage Corporation	13-13255	-	-	-	-	-	-	-	-	-	-
Rocket Beverage Corporation	13-13256	-	-	-	-	-	-	-	-	-	-
Shenandoah Beverage Corporation	13-13257	-	-	-	-	-	-	-	-	-	-
Tent Finance, Inc.	13-13258	-	-	-	-	-	-	-	-	-	-
TENT Restaurant Operations, Inc.	13-13259	-	-	-	-	-	-	-	-	-	-
Willowbrook Beverage Corp	13-13260	-	-	-	-	-	-	-	-	-	-
Winston-Salem Fox & Hound, Inc.	13-13261	-	-	-	-	-	-	-	-	-	-
Eliminations		-	-	-	-	-	-	-	-	-	-
Fox and Hound Club	(non-debtor)	-	-	-	-	-	-	-	-	-	-
Campbell Beverage Corp.	(non-debtor)	-	-	-	-	-	-	-	-	-	-
<b>Total</b>		<b>(1,969)</b>	<b>(602)</b>	<b>(848)</b>	<b>(768)</b>	<b>2,438</b>	<b>667</b>	<b>(2,784)</b>	<b>732</b>	<b>(48)</b>	<b>(37,377)</b>

In re F & H Acquisition Corp., et al.  
Debtor

**Intercompany payable to/receivable  
from: as of December 15, 2013**

		Fox & Hound, Inc.	Fox & Hound II, Inc.	Fuqua Beverage Corp.	Jackson Beverage Corp.	N. Collins Entertainment, Ltd.	Raider Beverage Corporation	Rocket Beverage Corporation	Shenandoah Beverage Corporation	Tent Finance, Inc.	TENT Restaurant Operations, Inc.
		13-13250	13-13251	13-13252	13-13253	13-13254	13-13255	13-13256	13-13257	13-13258	13-13259
F&H Acquisition Corp.	13-13220	187	-	-	-	249	-	-	-	(7)	(22,595)
505 Entertainment, Ltd.	13-13221	-	-	-	-	-	-	-	-	-	-
Alabama Fox & Hound, Inc.	13-13222	-	-	-	-	-	-	-	-	-	-
Bryant Beverage Corporation	13-13223	-	-	-	-	-	-	-	-	-	-
Champps Entertainment, Inc.	13-13224	-	-	-	-	-	-	-	-	-	-
Champps Entertainment of Texas, Inc.	13-13225	-	-	-	-	-	-	-	-	-	-
Champps of Maryland, Inc.	13-13226	-	-	-	-	-	-	-	-	-	-
Champps Operating Corporation	13-13227	-	-	-	-	-	-	-	-	-	-
Downtown Beverage Corp.	13-13228	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Iowa, Inc.	13-13229	-	-	-	-	-	-	-	-	-	-
F&H of Kennesaw, Inc.	13-13230	-	-	-	-	-	-	-	-	-	-
F&H Restaurant Corp.	13-13231	-	-	-	-	-	-	-	-	-	-
F&H Restaurant of Georgia, Inc.	13-13232	-	-	-	-	-	-	-	-	-	-
F&H Restaurant of Texas, Inc.	13-13233	-	-	674	350	-	123	(571)	(26)	-	-
Fox & Hound of Arizona, Inc.	13-13234	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Colorado, Inc.	13-13235	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Illinois, Inc.	13-13236	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Indiana, Inc.	13-13237	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Kansas, Inc.	13-13238	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Kentucky, Inc.	13-13239	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Littleton, Inc.	13-13240	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Louisiana, Inc.	13-13241	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Maryland, Inc.	13-13242	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Nebraska, Inc.	13-13243	-	-	-	-	-	-	-	-	-	-
Fox & Hound of New Jersey, Inc.	13-13244	-	-	-	-	-	-	-	-	-	-
Fox & Hound of New Mexico, Inc.	13-13245	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Ohio, Inc.	13-13246	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Oklahoma, Inc.	13-13247	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Texas, Inc.	13-13248	-	-	-	-	-	-	-	-	-	-
Fox & Hound Restaurant Group	13-13249	-	-	-	-	-	-	-	-	-	-
Fox & Hound, Inc.	13-13250	-	-	-	-	-	-	-	-	-	-
Fox & Hound II, Inc.	13-13251	-	-	-	-	-	-	-	-	-	-
Fuqua Beverage Corp.	13-13252	-	-	-	-	-	-	-	-	-	-
Jackson Beverage Corp.	13-13253	-	-	-	-	-	-	-	-	-	-
N. Collins Entertainment, Ltd.	13-13254	-	-	-	-	-	-	-	-	-	-
Raider Beverage Corporation	13-13255	-	-	-	-	-	-	-	-	-	-
Rocket Beverage Corporation	13-13256	-	-	-	-	-	-	-	-	-	-
Shenandoah Beverage Corporation	13-13257	-	-	-	-	-	-	-	-	-	-
Tent Finance, Inc.	13-13258	-	-	-	-	-	-	-	-	-	-
TENT Restaurant Operations, Inc.	13-13259	-	-	-	-	-	-	-	-	-	-
Willowbrook Beverage Corp	13-13260	-	-	-	-	-	-	-	-	-	-
Winston-Salem Fox & Hound, Inc.	13-13261	-	-	-	-	-	-	-	-	-	-
Eliminations		-	-	-	-	-	-	-	-	-	-
Fox and Hound Club	(non-debtor)	-	-	-	-	-	-	-	-	-	-
Campbell Beverage Corp.	(non-debtor)	-	-	-	-	-	-	-	-	-	-
<b>Total</b>		<b>187</b>	<b>-</b>	<b>674</b>	<b>350</b>	<b>249</b>	<b>123</b>	<b>(571)</b>	<b>(26)</b>	<b>(7)</b>	<b>(22,595)</b>

In re F & H Acquisition Corp., et al.  
Debtor

**Intercompany payable to/receivable  
from: as of December 15, 2013**

		Willowbrook Beverage Corp	Winston- Salem Fox & Hound, Inc.	Eliminations	Fox and Hound Club (non-debtor)	Campbell Beverage Corp. (non-debtor)
		13-13260	13-13261			
F&H Acquisition Corp.	13-13220	-	(238)	(262)	-	-
505 Entertainment, Ltd.	13-13221	-	-	-	-	-
Alabama Fox & Hound, Inc.	13-13222	-	-	-	-	-
Bryant Beverage Corporation	13-13223	-	-	-	-	-
Champps Entertainment, Inc.	13-13224	-	-	-	-	-
Champps Entertainment of Texas, Inc.	13-13225	-	-	-	-	-
Champps of Maryland, Inc.	13-13226	-	-	-	-	-
Champps Operating Corporation	13-13227	-	-	-	-	-
Downtown Beverage Corp.	13-13228	-	-	-	-	-
Fox & Hound of Iowa, Inc.	13-13229	-	-	-	-	-
F&H of Kennesaw, Inc.	13-13230	-	-	-	-	-
F&H Restaurant Corp.	13-13231	-	-	-	-	-
F&H Restaurant of Georgia, Inc.	13-13232	-	-	-	-	-
F&H Restaurant of Texas, Inc.	13-13233	5	-	-	(121)	(62)
Fox & Hound of Arizona, Inc.	13-13234	-	-	-	-	-
Fox & Hound of Colorado, Inc.	13-13235	-	-	-	-	-
Fox & Hound of Illinois, Inc.	13-13236	-	-	-	-	-
Fox & Hound of Indiana, Inc.	13-13237	-	-	-	-	-
Fox & Hound of Kansas, Inc.	13-13238	-	-	-	-	-
Fox & Hound of Kentucky, Inc.	13-13239	-	-	-	-	-
Fox & Hound of Littleton, Inc.	13-13240	-	-	-	-	-
Fox & Hound of Louisiana, Inc.	13-13241	-	-	-	-	-
Fox & Hound of Maryland, Inc.	13-13242	-	-	-	-	-
Fox & Hound of Nebraska, Inc.	13-13243	-	-	-	-	-
Fox & Hound of New Jersey, Inc.	13-13244	-	-	-	-	-
Fox & Hound of New Mexico, Inc.	13-13245	-	-	-	-	-
Fox & Hound of Ohio, Inc.	13-13246	-	-	-	-	-
Fox & Hound of Oklahoma, Inc.	13-13247	-	-	-	-	-
Fox & Hound of Texas, Inc.	13-13248	-	-	-	-	-
Fox & Hound Restaurant Group	13-13249	-	-	-	-	-
Fox & Hound, Inc.	13-13250	-	-	-	-	-
Fox & Hound II, Inc.	13-13251	-	-	-	-	-
Fuqua Beverage Corp.	13-13252	-	-	-	-	-
Jackson Beverage Corp.	13-13253	-	-	-	-	-
N. Collins Entertainment, Ltd.	13-13254	-	-	-	-	-
Raider Beverage Corporation	13-13255	-	-	-	-	-
Rocket Beverage Corporation	13-13256	-	-	-	-	-
Shenandoah Beverage Corporation	13-13257	-	-	-	-	-
Tent Finance, Inc.	13-13258	-	-	-	-	-
TENT Restaurant Operations, Inc.	13-13259	-	-	-	-	-
Willowbrook Beverage Corp	13-13260	-	-	-	-	-
Winston-Salem Fox & Hound, Inc.	13-13261	-	-	-	-	-
Eliminations		-	-	-	-	-
Fox and Hound Club	(non-debtor)	-	-	-	-	-
Campbell Beverage Corp.	(non-debtor)	-	-	-	-	-
<b>Total</b>		<b>5</b>	<b>(238)</b>	<b>(262)</b>	<b>(121)</b>	<b>(62)</b>

In re F &amp; H Acquisition Corp., et al.

Debtor

Case No. 13-13220 (KG)

Reporting Period: 12/15/2013 through 12/31/2013

**BALANCE SHEET**  
**(in thousands)**  
**as of December 31, 2013**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	Total	F&H Acquisition Corp. 13-13220	505 Entertainment, Ltd. 13-13221	Alabama Fox & Hound, Inc. 13-13222	Bryant Beverage Corporation 13-13223	Champps Entertainment, Inc. 13-13224
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	8,250	7,830	2	-	-	-
Inventories	4,046	-	43	-	14	-
Prepaid insurance	165	144	-	-	-	-
Prepaid rent	-	-	-	-	-	-
Other current assets	1,429	283	5	1	-	-
<b>TOTAL CURRENT ASSETS</b>	<b>13,892</b>	<b>8,257</b>	<b>50</b>	<b>1</b>	<b>14</b>	<b>-</b>
<b>PROPERTY AND EQUIPMENT</b>						
Leasehold improvements	88,961	-	296	-	-	-
Equipment	37,517	-	306	-	-	-
Furniture and fixtures	10,735	-	80	-	-	-
Less Accumulated Depreciation	98,460	-	592	-	-	-
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>38,753</b>	<b>-</b>	<b>90</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>OTHER ASSETS</b>						
Goodwill	87,850	87,850	-	-	-	-
Trademarks / Tradenames	33,490	-	-	-	-	-
Liquor licenses, net of accumulated amortization	1,575	-	-	-	-	-
Leasehold interests, net of accumulated amortization	2,846	-	-	-	-	-
Franchise agreements, net of accumulated amortization	115	-	-	-	-	-
Deferred loan fees, net of accumulated amortization	438	438	-	-	-	-
Investment in subs	-	-	-	-	-	-
Intercompany receivable	-	106,816	409	-	62	917
Other assets	212	-	6	10	-	-
<b>TOTAL OTHER ASSETS</b>	<b>126,526</b>	<b>195,104</b>	<b>415</b>	<b>10</b>	<b>62</b>	<b>917</b>
<b>TOTAL ASSETS</b>	<b>179,171</b>	<b>203,361</b>	<b>555</b>	<b>11</b>	<b>76</b>	<b>917</b>
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Accounts payable	2,203	606	6	0	-	-
Sales tax payable	1,459	1,459	-	-	-	-
Accrued payroll	1,584	-	4	-	-	-
Accrued payroll taxes	2,244	2,244	-	-	-	-
Accrued income taxes (1)	723	(220)	-	-	-	-
Intercompany payable	(447)	-	-	2,024	-	-
Other accrued liabilities	1,981	1,134	5	6	-	-
<b>Total postpetition liabilities</b>	<b>9,748</b>	<b>5,223</b>	<b>14</b>	<b>2,030</b>	<b>-</b>	<b>-</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>						
Secured debt	108,005	108,005	-	-	-	-
Accounts payable	8,870	6,529	2	12	-	-
Other accrued liabilities	9,812	-	21	67	-	-
Obligations under capital leases (2)	661	-	-	-	-	-
Deferred income taxes (3)	12,713	12,713	-	-	-	-
Deferred revenue (4)	-	-	-	-	-	-
Accrued rent (5)	16,826	-	12	-	-	-
Unfavorable lease obligations (6)	3,948	-	-	-	-	-
Other long-term liabilities (7)	4,109	702	2	-	-	-
<b>Total pre-petition liabilities</b>	<b>164,943</b>	<b>127,949</b>	<b>38</b>	<b>79</b>	<b>-</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>	<b>174,691</b>	<b>133,172</b>	<b>52</b>	<b>2,109</b>	<b>-</b>	<b>-</b>
<b>OWNER EQUITY</b>						
Common stock	1	(102)	-	-	-	-
Additional paid-in capital	103,864	103,892	-	-	-	-
Notes receivable from stockholders	(457)	(457)	-	-	-	-
Preferred stock	2,000	2,000	-	-	-	-
Retained earnings (accumulated deficit) - pre-petition	(102,266)	(34,831)	494	(2,089)	79	913
Retained earnings (accumulated deficit) - postpetition	1,340	(313)	9	(8)	(3)	4
<b>NET OWNER EQUITY</b>	<b>4,482</b>	<b>70,189</b>	<b>503</b>	<b>(2,097)</b>	<b>76</b>	<b>917</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>179,173</b>	<b>203,361</b>	<b>555</b>	<b>12</b>	<b>76</b>	<b>917</b>



In re F &amp; H Acquisition Corp., et al.

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**BALANCE SHEET**  
**(in thousands)**  
**as of December 31, 2013**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	Champps Entertainment of Texas, Inc. 13-13225	Champps of Maryland, Inc. 13-13226	Champps Operating Corporation 13-13227	Downtown Beverage Corp. 13-13228	Fox & Hound of Iowa, Inc. 13-13229	F&H of Kennesaw, Inc. 13-13230
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	20	-	178	-	-	-
Inventories	89	-	1,316	21	-	-
Prepaid insurance	-	-	4	-	-	-
Prepaid rent	-	-	-	-	-	-
Other current assets	22	-	498	-	-	-
<b>TOTAL CURRENT ASSETS</b>	<b>131</b>	<b>-</b>	<b>1,996</b>	<b>21</b>	<b>-</b>	<b>-</b>
<b>PROPERTY AND EQUIPMENT</b>						
Leasehold improvements	2,016	-	28,354	-	-	-
Equipment	1,235	-	13,159	-	-	15
Furniture and fixtures	81	-	1,398	-	-	-
Less Accumulated Depreciation	2,416	-	30,630	-	-	15
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>916</b>	<b>-</b>	<b>12,281</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>OTHER ASSETS</b>						
Goodwill	-	-	-	-	-	-
Trademarks / Tradenames	-	-	16,220	-	-	-
Liquor licenses, net of accumulated amortization	-	-	1,098	-	-	-
Leasehold interests, net of accumulated amortization	-	-	441	-	-	-
Franchise agreements, net of accumulated amortization	-	-	115	-	-	-
Deferred loan fees, net of accumulated amortization	-	-	-	-	-	-
Investment in subs	-	-	-	-	-	-
Intercompany receivable	1,002	-	-	-	27	-
Other assets	2	-	86	-	-	-
<b>TOTAL OTHER ASSETS</b>	<b>1,004</b>	<b>-</b>	<b>17,960</b>	<b>-</b>	<b>27</b>	<b>-</b>
<b>TOTAL ASSETS</b>	<b>2,051</b>	<b>-</b>	<b>32,237</b>	<b>21</b>	<b>27</b>	<b>-</b>
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Accounts payable	32	-	130	-	-	(0)
Sales tax payable	-	-	-	-	-	-
Accrued payroll	6	-	629	-	-	-
Accrued payroll taxes	-	-	-	-	-	-
Accrued income taxes (1)	-	-	(245)	-	-	(5)
Intercompany payable	-	-	34,584	82	-	1,392
Other accrued liabilities	24	-	407	-	-	5
<b>Total postpetition liabilities</b>	<b>62</b>	<b>-</b>	<b>35,505</b>	<b>82</b>	<b>-</b>	<b>1,392</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>						
Secured debt	-	-	-	-	-	-
Accounts payable	(6)	-	(4)	-	-	10
Other accrued liabilities	184	-	3,652	-	-	79
Obligations under capital leases (2)	-	-	-	-	-	-
Deferred income taxes (3)	-	-	-	-	-	-
Deferred revenue (4)	-	-	-	-	-	-
Accrued rent (5)	1,060	-	10,686	-	-	-
Unfavorable lease obligations (6)	121	-	2,632	-	-	-
Other long-term liabilities (7)	33	-	1,225	-	-	77
<b>Total pre-petition liabilities</b>	<b>1,392</b>	<b>-</b>	<b>18,191</b>	<b>-</b>	<b>-</b>	<b>166</b>
<b>TOTAL LIABILITIES</b>	<b>1,454</b>	<b>-</b>	<b>53,696</b>	<b>82</b>	<b>-</b>	<b>1,558</b>
<b>OWNER EQUITY</b>						
Common stock	-	-	-	-	-	-
Additional paid-in capital	-	-	-	-	-	-
Notes receivable from stockholders	-	-	-	-	-	-
Preferred stock	-	-	-	-	-	-
Retained earnings (accumulated deficit) - pre-petition	565	-	(21,730)	(58)	27	(1,550)
Retained earnings (accumulated deficit) - postpetition	32	-	271	(3)	-	(8)
<b>NET OWNER EQUITY</b>	<b>597</b>	<b>-</b>	<b>(21,459)</b>	<b>(61)</b>	<b>27</b>	<b>(1,558)</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>2,051</b>	<b>-</b>	<b>32,237</b>	<b>21</b>	<b>27</b>	<b>-</b>

In re F &amp; H Acquisition Corp., et al.

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**BALANCE SHEET**  
**(in thousands)**  
**as of December 31, 2013**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	F&H Restaurant Corp. 13-13231	F&H Restaurant of Georgia, Inc. 13-13232	F&H Restaurant of Texas, Inc. 13-13233	Fox & Hound of Arizona, Inc. 13-13234	Fox & Hound of Colorado, Inc. 13-13235	Fox & Hound of Illinois, Inc. 13-13236
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	-	-	29	4	10	14
Inventories	-	-	119	47	99	236
Prepaid insurance	-	-	1	-	13	-
Prepaid rent	-	-	-	-	-	-
Other current assets	-	-	50	3	13	30
<b>TOTAL CURRENT ASSETS</b>	-	-	199	54	135	280
<b>PROPERTY AND EQUIPMENT</b>						
Leasehold improvements	-	-	6,808	1,013	1,151	4,025
Equipment	-	-	2,631	410	526	1,676
Furniture and fixtures	-	-	1,085	133	255	843
Less Accumulated Depreciation	-	-	8,208	1,011	1,240	4,401
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	-	-	2,316	545	692	2,143
<b>OTHER ASSETS</b>						
Goodwill	-	-	-	-	-	-
Trademarks / Tradenames	-	-	-	-	-	-
Liquor licenses, net of accumulated amortization	-	-	-	8	-	-
Leasehold interests, net of accumulated amortization	-	-	924	-	(77)	239
Franchise agreements, net of accumulated amortization	-	-	-	-	-	-
Deferred loan fees, net of accumulated amortization	-	-	-	-	-	-
Investment in subs	-	-	-	-	-	-
Intercompany receivable	152	-	-	-	-	-
Other assets	-	-	4	-	-	-
<b>TOTAL OTHER ASSETS</b>	152	-	928	8	(77)	239
<b>TOTAL ASSETS</b>	152	-	3,443	607	750	2,662
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Accounts payable	-	0	17	(0)	2	11
Sales tax payable	-	-	-	-	-	-
Accrued payroll	-	-	35	11	6	45
Accrued payroll taxes	-	-	-	-	-	-
Accrued income taxes (1)	-	-	-	(3)	-	-
Intercompany payable	-	144	1,456	4,170	2,220	1,616
Other accrued liabilities	-	-	44	5	7	26
<b>Total postpetition liabilities</b>	-	144	1,553	4,183	2,235	1,698
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>						
Secured debt	-	-	-	-	-	-
Accounts payable	-	(0)	42	17	(1)	(7)
Other accrued liabilities	-	-	335	237	89	142
Obligations under capital leases (2)	-	-	-	661	-	-
Deferred income taxes (3)	-	-	-	-	-	-
Deferred revenue (4)	-	-	-	-	-	-
Accrued rent (5)	-	-	465	84	165	179
Unfavorable lease obligations (6)	-	-	-	-	-	-
Other long-term liabilities (7)	-	-	21	18	14	37
<b>Total pre-petition liabilities</b>	-	-	862	1,017	267	351
<b>TOTAL LIABILITIES</b>	-	144	2,415	5,200	2,502	2,049
<b>OWNER EQUITY</b>						
Common stock	1	-	-	-	-	-
Additional paid-in capital	-	-	-	-	-	-
Notes receivable from stockholders	-	-	-	-	-	-
Preferred stock	-	-	-	-	-	-
Retained earnings (accumulated deficit) - pre-petition	151	(144)	914	(4,613)	(1,776)	524
Retained earnings (accumulated deficit) - postpetition	-	-	115	20	24	89
<b>NET OWNER EQUITY</b>	152	(144)	1,029	(4,593)	(1,752)	613
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	152	-	3,444	607	750	2,662

In re F &amp; H Acquisition Corp., et al.

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**BALANCE SHEET**  
**(in thousands)**  
**as of December 31, 2013**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	Fox & Hound of Indiana, Inc. 13-13237	Fox & Hound of Kansas, Inc. 13-13238	Fox & Hound of Kentucky, Inc. 13-13239	Fox & Hound of Littleton, Inc. 13-13240	Fox & Hound of Louisiana, Inc. 13-13241	Fox & Hound of Maryland, Inc. 13-13242
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	6	7	-	-	3	4
Inventories	74	67	-	-	44	40
Prepaid insurance	-	-	-	-	3	-
Prepaid rent	-	-	-	-	-	-
Other current assets	9	12	-	-	3	4
<b>TOTAL CURRENT ASSETS</b>	<b>89</b>	<b>86</b>	<b>-</b>	<b>-</b>	<b>53</b>	<b>48</b>
<b>PROPERTY AND EQUIPMENT</b>						
Leasehold improvements	2,385	2,161	-	-	968	1,967
Equipment	767	676	28	-	268	415
Furniture and fixtures	270	306	14	-	88	162
Less Accumulated Depreciation	2,421	2,330	42	-	1,132	1,591
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>1,001</b>	<b>813</b>	<b>-</b>	<b>-</b>	<b>192</b>	<b>953</b>
<b>OTHER ASSETS</b>						
Goodwill	-	-	-	-	-	-
Trademarks / Tradenames	-	-	-	-	-	-
Liquor licenses, net of accumulated amortization	22	-	-	-	-	-
Leasehold interests, net of accumulated amortization	-	85	-	-	88	-
Franchise agreements, net of accumulated amortization	-	-	-	-	-	-
Deferred loan fees, net of accumulated amortization	-	-	-	-	-	-
Investment in subs	-	-	-	-	-	-
Intercompany receivable	-	-	-	-	-	-
Other assets	-	1	-	-	3	1
<b>TOTAL OTHER ASSETS</b>	<b>22</b>	<b>86</b>	<b>-</b>	<b>-</b>	<b>91</b>	<b>1</b>
<b>TOTAL ASSETS</b>	<b>1,112</b>	<b>985</b>	<b>-</b>	<b>-</b>	<b>336</b>	<b>1,002</b>
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Accounts payable	8	3	0	0	0	0
Sales tax payable	-	-	-	-	-	-
Accrued payroll	4	12	-	-	4	2
Accrued payroll taxes	-	-	-	-	-	-
Accrued income taxes (1)	(43)	(3)	(2)	-	(12)	(1)
Intercompany payable	2,117	954	1,193	1,969	568	826
Other accrued liabilities	6	10	-	-	6	9
<b>Total postpetition liabilities</b>	<b>2,092</b>	<b>976</b>	<b>1,191</b>	<b>1,969</b>	<b>566</b>	<b>837</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>						
Secured debt	-	-	-	-	-	-
Accounts payable	5	(81)	7	7	4	9
Other accrued liabilities	30	55	-	-	85	25
Obligations under capital leases (2)	-	-	-	-	-	-
Deferred income taxes (3)	-	-	-	-	-	-
Deferred revenue (4)	-	-	-	-	-	-
Accrued rent (5)	122	154	70	-	88	89
Unfavorable lease obligations (6)	-	-	-	-	-	-
Other long-term liabilities (7)	333	4	-	-	15	-
<b>Total pre-petition liabilities</b>	<b>490</b>	<b>132</b>	<b>77</b>	<b>7</b>	<b>192</b>	<b>122</b>
<b>TOTAL LIABILITIES</b>	<b>2,582</b>	<b>1,108</b>	<b>1,268</b>	<b>1,976</b>	<b>758</b>	<b>959</b>
<b>OWNER EQUITY</b>						
Common stock	-	-	-	-	-	-
Additional paid-in capital	-	-	-	-	-	-
Notes receivable from stockholders	-	-	-	-	-	-
Preferred stock	-	-	-	-	-	-
Retained earnings (accumulated deficit) - pre-petition	(1,479)	(168)	(1,265)	(1,976)	(431)	37
Retained earnings (accumulated deficit) - postpetition	9	45	(3)	-	9	6
<b>NET OWNER EQUITY</b>	<b>(1,470)</b>	<b>(123)</b>	<b>(1,268)</b>	<b>(1,976)</b>	<b>(422)</b>	<b>43</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>1,112</b>	<b>985</b>	<b>-</b>	<b>-</b>	<b>336</b>	<b>1,002</b>

In re F &amp; H Acquisition Corp., et al.

Debtor

**BALANCE SHEET**  
**(in thousands)**  
**as of December 31, 2013**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	Fox & Hound of Nebraska, Inc. 13-13243	Fox & Hound of New Jersey, Inc. 13-13244	Fox & Hound of New Mexico, Inc. 13-13245	Fox & Hound of Ohio, Inc. 13-13246	Fox & Hound of Oklahoma, Inc. 13-13247	Fox & Hound of Texas, Inc. 13-13248
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	3	4	4	12	7	-
Inventories	32	117	41	144	75	-
Prepaid insurance	-	-	-	-	-	-
Prepaid rent	-	-	-	-	-	-
Other current assets	5	9	4	18	9	-
<b>TOTAL CURRENT ASSETS</b>	<b>40</b>	<b>130</b>	<b>49</b>	<b>174</b>	<b>91</b>	<b>-</b>
<b>PROPERTY AND EQUIPMENT</b>						
Leasehold improvements	649	1,748	813	3,055	2,202	-
Equipment	304	502	443	1,040	863	-
Furniture and fixtures	77	266	122	401	296	-
Less Accumulated Depreciation	937	1,580	982	3,248	2,317	-
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>93</b>	<b>936</b>	<b>396</b>	<b>1,248</b>	<b>1,044</b>	<b>-</b>
<b>OTHER ASSETS</b>						
Goodwill	-	-	-	-	-	-
Trademarks / Tradenames	-	-	-	-	-	-
Liquor licenses, net of accumulated amortization	-	151	59	12	-	-
Leasehold interests, net of accumulated amortization	-	-	-	132	-	-
Franchise agreements, net of accumulated amortization	-	-	-	-	-	-
Deferred loan fees, net of accumulated amortization	-	-	-	-	-	-
Investment in subs	-	-	-	-	-	-
Intercompany receivable	-	2,524	678	-	790	-
Other assets	1	-	-	-	1	-
<b>TOTAL OTHER ASSETS</b>	<b>1</b>	<b>2,675</b>	<b>737</b>	<b>144</b>	<b>791</b>	<b>-</b>
<b>TOTAL ASSETS</b>	<b>134</b>	<b>3,741</b>	<b>1,182</b>	<b>1,566</b>	<b>1,926</b>	<b>-</b>
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Accounts payable	0	135	1	5	9	-
Sales tax payable	-	-	-	-	-	-
Accrued payroll	5	12	6	9	3	-
Accrued payroll taxes	-	-	-	-	-	-
Accrued income taxes (1)	(4)	(34)	(3)	(11)	(27)	116
Intercompany payable	744	-	-	2,649	-	48
Other accrued liabilities	3	5	4	24	9	-
<b>Total postpetition liabilities</b>	<b>749</b>	<b>118</b>	<b>8</b>	<b>2,676</b>	<b>(6)</b>	<b>164</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>						
Secured debt	-	-	-	-	-	-
Accounts payable	28	11	4	6	10	-
Other accrued liabilities	21	214	20	128	79	-
Obligations under capital leases (2)	-	-	-	-	-	-
Deferred income taxes (3)	-	-	-	-	-	-
Deferred revenue (4)	-	-	-	-	-	-
Accrued rent (5)	30	71	84	283	117	-
Unfavorable lease obligations (6)	-	-	-	-	-	-
Other long-term liabilities (7)	2	18	-	18	-	-
<b>Total pre-petition liabilities</b>	<b>80</b>	<b>314</b>	<b>108</b>	<b>435</b>	<b>206</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>	<b>829</b>	<b>432</b>	<b>116</b>	<b>3,111</b>	<b>200</b>	<b>164</b>
<b>OWNER EQUITY</b>						
Common stock	-	-	-	-	-	-
Additional paid-in capital	-	-	-	-	-	-
Notes receivable from stockholders	-	-	-	-	-	-
Preferred stock	-	-	-	-	-	-
Retained earnings (accumulated deficit) - pre-petition	(716)	3,241	1,046	(1,647)	1,686	(169)
Retained earnings (accumulated deficit) - postpetition	21	68	20	102	40	5
<b>NET OWNER EQUITY</b>	<b>(695)</b>	<b>3,309</b>	<b>1,066</b>	<b>(1,545)</b>	<b>1,726</b>	<b>(164)</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>134</b>	<b>3,741</b>	<b>1,182</b>	<b>1,566</b>	<b>1,926</b>	<b>-</b>

In re F &amp; H Acquisition Corp., et al.

Debtor

**BALANCE SHEET**  
**(in thousands)**  
**as of December 31, 2013**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	Fox & Hound Restaurant Group 13-13249	Fox & Hound, Inc. 13-13250	Fox & Hound II, Inc. 13-13251	Fuqua Beverage Corp. 13-13252	Jackson Beverage Corp. 13-13253	N. Collins Entertainment, Ltd. 13-13254
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	-	-	-	-	-	3
Inventories	-	-	-	22	17	25
Prepaid insurance	-	-	-	-	-	-
Prepaid rent	-	-	-	-	-	-
Other current assets	-	-	-	-	-	6
<b>TOTAL CURRENT ASSETS</b>	-	-	-	22	17	34
<b>PROPERTY AND EQUIPMENT</b>						
Leasehold improvements	-	-	-	-	-	296
Equipment	-	-	-	-	-	244
Furniture and fixtures	-	-	-	-	-	56
Less Accumulated Depreciation	-	-	-	-	-	543
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	-	-	-	-	-	53
<b>OTHER ASSETS</b>						
Goodwill	-	-	-	-	-	-
Trademarks / Tradenames	17,270	-	-	-	-	-
Liquor licenses, net of accumulated amortization	-	-	-	-	-	-
Leasehold interests, net of accumulated amortization	-	-	-	-	-	7
Franchise agreements, net of accumulated amortization	-	-	-	-	-	-
Deferred loan fees, net of accumulated amortization	-	-	-	-	-	-
Investment in subs	-	-	-	-	-	-
Intercompany receivable	-	187	-	679	345	256
Other assets	-	-	-	-	-	-
<b>TOTAL OTHER ASSETS</b>	17,270	187	-	679	345	263
<b>TOTAL ASSETS</b>	17,270	187	-	701	362	350
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Accounts payable	(0)	-	-	-	-	(0)
Sales tax payable	-	-	-	-	-	-
Accrued payroll	-	-	-	-	-	3
Accrued payroll taxes	-	-	-	-	-	-
Accrued income taxes (1)	-	-	-	-	-	-
Intercompany payable	37,377	-	-	-	-	-
Other accrued liabilities	-	-	-	-	-	2
<b>Total postpetition liabilities</b>	37,377	-	-	-	-	5
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>						
Secured debt	-	-	-	-	-	-
Accounts payable	0	-	-	-	-	(4)
Other accrued liabilities	-	-	-	-	-	3
Obligations under capital leases (2)	-	-	-	-	-	-
Deferred income taxes (3)	-	-	-	-	-	-
Deferred revenue (4)	-	-	-	-	-	-
Accrued rent (5)	-	-	-	-	-	1
Unfavorable lease obligations (6)	-	-	-	-	-	-
Other long-term liabilities (7)	-	-	-	-	-	-
<b>Total pre-petition liabilities</b>	-	-	-	-	-	-
<b>TOTAL LIABILITIES</b>	37,377	-	-	-	-	5
<b>OWNER EQUITY</b>						
Common stock	104	1	1	-	-	-
Additional paid-in capital	-	-	-	-	-	-
Notes receivable from stockholders	-	-	-	-	-	-
Preferred stock	-	-	-	-	-	-
Retained earnings (accumulated deficit) - pre-petition	(20,211)	186	(1)	696	370	337
Retained earnings (accumulated deficit) - postpetition	-	-	-	5	(8)	8
<b>NET OWNER EQUITY</b>	(20,107)	187	-	701	362	345
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	17,270	187	-	701	362	350

In re F &amp; H Acquisition Corp., et al.

Debtor

**BALANCE SHEET**  
**(in thousands)**  
**as of December 31, 2013**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	Raider Beverage Corporation 13-13255	Rocket Beverage Corporation 13-13256	Shenandoah Beverage Corporation 13-13257	Tent Finance, Inc. 13-13258	TENT Restaurant Operations, Inc. 13-13259	Willowbrook Beverage Corp 13-13260
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	-	-	-	-	109	-
Inventories	26	21	-	-	1,258	25
Prepaid insurance	-	-	-	-	-	-
Prepaid rent	-	-	-	-	-	-
Other current assets	-	-	-	-	442	-
<b>TOTAL CURRENT ASSETS</b>	<b>26</b>	<b>21</b>	<b>-</b>	<b>-</b>	<b>1,809</b>	<b>25</b>
<b>PROPERTY AND EQUIPMENT</b>						
Leasehold improvements	-	-	-	-	28,342	-
Equipment	-	-	-	-	11,750	-
Furniture and fixtures	-	-	-	-	4,657	-
Less Accumulated Depreciation	-	-	-	-	31,802	-
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12,947</b>	<b>-</b>
<b>OTHER ASSETS</b>						
Goodwill	-	-	-	-	-	-
Trademarks / Tradenames	-	-	-	-	-	-
Liquor licenses, net of accumulated amortization	-	-	-	-	225	-
Leasehold interests, net of accumulated amortization	-	-	-	-	1,007	-
Franchise agreements, net of accumulated amortization	-	-	-	-	-	-
Deferred loan fees, net of accumulated amortization	-	-	-	-	-	-
Investment in subs	-	-	-	-	-	-
Intercompany receivable	119	-	-	-	-	5
Other assets	-	-	-	-	97	-
<b>TOTAL OTHER ASSETS</b>	<b>119</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,329</b>	<b>5</b>
<b>TOTAL ASSETS</b>	<b>145</b>	<b>21</b>	<b>-</b>	<b>-</b>	<b>16,085</b>	<b>30</b>
<b>LIABILITIES AND OWNER EQUITY</b>						
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>						
Accounts payable	-	-	-	-	1,238	-
Sales tax payable	-	-	-	-	-	-
Accrued payroll	-	-	-	-	784	-
Accrued payroll taxes	-	-	-	-	-	-
Accrued income taxes (1)	-	-	-	-	1,223	-
Intercompany payable	-	575	26	7	17,291	-
Other accrued liabilities	-	-	-	-	235	-
<b>Total postpetition liabilities</b>	<b>-</b>	<b>575</b>	<b>26</b>	<b>7</b>	<b>20,771</b>	<b>-</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>						
Secured debt	-	-	-	-	-	-
Accounts payable	-	-	-	-	2,266	-
Other accrued liabilities	-	-	-	-	4,342	-
Obligations under capital leases (2)	-	-	-	-	-	-
Deferred income taxes (3)	-	-	-	-	-	-
Deferred revenue (4)	-	-	-	-	-	-
Accrued rent (5)	-	-	-	-	3,006	-
Unfavorable lease obligations (6)	-	-	-	-	1,195	-
Other long-term liabilities (7)	-	-	-	-	1,590	-
<b>Total pre-petition liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12,399</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>	<b>-</b>	<b>575</b>	<b>26</b>	<b>7</b>	<b>33,170</b>	<b>-</b>
<b>OWNER EQUITY</b>						
Common stock	-	-	-	-	43	-
Additional paid-in capital	-	-	-	-	(28)	-
Notes receivable from stockholders	-	-	-	-	-	-
Preferred stock	-	-	-	-	-	-
Retained earnings (accumulated deficit) - pre-petition	147	(551)	(26)	(7)	(17,887)	30
Retained earnings (accumulated deficit) - postpetition	(2)	(3)	-	-	787	-
<b>NET OWNER EQUITY</b>	<b>145</b>	<b>(554)</b>	<b>(26)</b>	<b>(7)</b>	<b>(17,085)</b>	<b>30</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>145</b>	<b>21</b>	<b>-</b>	<b>-</b>	<b>16,085</b>	<b>30</b>

In re F &amp; H Acquisition Corp., et al.

Debtor

**BALANCE SHEET**  
**(in thousands)**  
**as of December 31, 2013**

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from postpetition obligations.

ASSETS	Winston- Salem Fox & Hound, Inc. 13-13261	Eliminations
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	3	-
Inventories	34	-
Prepaid insurance	-	-
Prepaid rent	-	-
Other current assets	3	-
<b>TOTAL CURRENT ASSETS</b>	<b>40</b>	<b>-</b>
<b>PROPERTY AND EQUIPMENT</b>		
Leasehold improvements	712	-
Equipment	259	-
Furniture and fixtures	145	-
Less Accumulated Depreciation	1,022	-
<b>TOTAL PROPERTY &amp; EQUIPMENT</b>	<b>94</b>	<b>-</b>
<b>OTHER ASSETS</b>		
Goodwill	-	-
Trademarks / Tradenames	-	-
Liquor licenses, net of accumulated amortization	-	-
Leasehold interests, net of accumulated amortization	-	-
Franchise agreements, net of accumulated amortization	-	-
Deferred loan fees, net of accumulated amortization	-	-
Investment in subs	-	-
Intercompany receivable	-	(114,968)
Other assets	-	-
<b>TOTAL OTHER ASSETS</b>	<b>-</b>	<b>(114,968)</b>
<b>TOTAL ASSETS</b>	<b>134</b>	<b>(114,968)</b>

<b>LIABILITIES AND OWNER EQUITY</b>		
<b>LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)</b>		
Accounts payable	(0)	-
Sales tax payable	-	-
Accrued payroll	4	-
Accrued payroll taxes	-	-
Accrued income taxes (1)	(3)	-
Intercompany payable	227	(114,706)
Other accrued liabilities	4	-
<b>Total postpetition liabilities</b>	<b>232</b>	<b>(114,706)</b>
<b>LIABILITIES SUBJECT TO COMPROMISE (Pre-petition)</b>		
Secured debt	-	-
Accounts payable	4	-
Other accrued liabilities	5	-
Obligations under capital leases (2)	-	-
Deferred income taxes (3)	-	-
Deferred revenue (4)	-	-
Accrued rent (5)	60	-
Unfavorable lease obligations (6)	-	-
Other long-term liabilities (7)	-	-
<b>Total pre-petition liabilities</b>	<b>69</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>	<b>301</b>	<b>(114,706)</b>
<b>OWNER EQUITY</b>		
Common stock	-	(47)
Additional paid-in capital	-	-
Notes receivable from stockholders	-	-
Preferred stock	-	-
Retained earnings (accumulated deficit) - pre-petition	(169)	(215)
Retained earnings (accumulated deficit) - postpetition	2	-
<b>NET OWNER EQUITY</b>	<b>(167)</b>	<b>(262)</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>134</b>	<b>(114,968)</b>

In re F & H Acquisition Corp., et al.  
Debtor

Case No. 13-13220 (KG)  
Reporting Period: 12/15/2013 through 12/31/2013

**Intercompany payable to/receivable  
from: as of December 31, 2013**

		F&H Acquisition Corp.	505 Entertainment, Ltd.	Alabama Fox & Hound, Inc.	Bryant Beverage Corporation	Champps Entertainment, Inc.	Champps Entertainment of Texas, Inc.	Champps of Maryland, Inc.	Champps Operating Corporation	Downtown Beverage Corp.	Fox & Hound of Iowa, Inc.
		13-13220	13-13221	13-13222	13-13223	13-13224	13-13225	13-13226	13-13227	13-13228	13-13229
F&H Acquisition Corp.	13-13220	-	409	(2,024)	-	917	1,002	-	(34,584)	-	27
505 Entertainment, Ltd.	13-13221	(409)	-	-	-	-	-	-	-	-	-
Alabama Fox & Hound, Inc.	13-13222	2,024	-	-	-	-	-	-	-	-	-
Bryant Beverage Corporation	13-13223	-	-	-	-	-	-	-	-	-	-
Champps Entertainment, Inc.	13-13224	(917)	-	-	-	-	-	-	-	-	-
Champps Entertainment of Texas, Inc.	13-13225	(1,002)	-	-	-	-	-	-	-	-	-
Champps of Maryland, Inc.	13-13226	-	-	-	-	-	-	-	-	-	-
Champps Operating Corporation	13-13227	34,584	-	-	-	-	-	-	-	-	-
Downtown Beverage Corp.	13-13228	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Iowa, Inc.	13-13229	(27)	-	-	-	-	-	-	-	-	-
F&H of Kennesaw, Inc.	13-13230	1,392	-	-	-	-	-	-	-	-	-
F&H Restaurant Corp.	13-13231	(152)	-	-	-	-	-	-	-	-	-
F&H Restaurant of Georgia, Inc.	13-13232	144	-	-	-	-	-	-	-	-	-
F&H Restaurant of Texas, Inc.	13-13233	1,376	-	-	62	-	-	-	-	(82)	-
Fox & Hound of Arizona, Inc.	13-13234	4,170	-	-	-	-	-	-	-	-	-
Fox & Hound of Colorado, Inc.	13-13235	2,220	-	-	-	-	-	-	-	-	-
Fox & Hound of Illinois, Inc.	13-13236	1,616	-	-	-	-	-	-	-	-	-
Fox & Hound of Indiana, Inc.	13-13237	2,117	-	-	-	-	-	-	-	-	-
Fox & Hound of Kansas, Inc.	13-13238	954	-	-	-	-	-	-	-	-	-
Fox & Hound of Kentucky, Inc.	13-13239	1,193	-	-	-	-	-	-	-	-	-
Fox & Hound of Littleton, Inc.	13-13240	1,969	-	-	-	-	-	-	-	-	-
Fox & Hound of Louisiana, Inc.	13-13241	568	-	-	-	-	-	-	-	-	-
Fox & Hound of Maryland, Inc.	13-13242	826	-	-	-	-	-	-	-	-	-
Fox & Hound of Nebraska, Inc.	13-13243	744	-	-	-	-	-	-	-	-	-
Fox & Hound of New Jersey, Inc.	13-13244	(2,524)	-	-	-	-	-	-	-	-	-
Fox & Hound of New Mexico, Inc.	13-13245	(678)	-	-	-	-	-	-	-	-	-
Fox & Hound of Ohio, Inc.	13-13246	2,649	-	-	-	-	-	-	-	-	-
Fox & Hound of Oklahoma, Inc.	13-13247	(790)	-	-	-	-	-	-	-	-	-
Fox & Hound of Texas, Inc.	13-13248	48	-	-	-	-	-	-	-	-	-
Fox & Hound Restaurant Group	13-13249	37,377	-	-	-	-	-	-	-	-	-
Fox & Hound, Inc.	13-13250	(187)	-	-	-	-	-	-	-	-	-
Fox & Hound II, Inc.	13-13251	-	-	-	-	-	-	-	-	-	-
Fuqua Beverage Corp.	13-13252	-	-	-	-	-	-	-	-	-	-
Jackson Beverage Corp.	13-13253	-	-	-	-	-	-	-	-	-	-
N. Collins Entertainment, Ltd.	13-13254	(256)	-	-	-	-	-	-	-	-	-
Raider Beverage Corporation	13-13255	-	-	-	-	-	-	-	-	-	-
Rocket Beverage Corporation	13-13256	-	-	-	-	-	-	-	-	-	-
Shenandoah Beverage Corporation	13-13257	-	-	-	-	-	-	-	-	-	-
Tent Finance, Inc.	13-13258	7	-	-	-	-	-	-	-	-	-
TENT Restaurant Operations, Inc.	13-13259	17,291	-	-	-	-	-	-	-	-	-
Willowbrook Beverage Corp	13-13260	-	-	-	-	-	-	-	-	-	-
Winston-Salem Fox & Hound, Inc.	13-13261	227	-	-	-	-	-	-	-	-	-
Eliminations		262	-	-	-	-	-	-	-	-	-
Fox and Hound Club	(non-debtor)	-	-	-	-	-	-	-	-	-	-
Campbell Beverage Corp.	(non-debtor)	-	-	-	-	-	-	-	-	-	-
<b>Total</b>		<b>106,816</b>	<b>409</b>	<b>(2,024)</b>	<b>62</b>	<b>917</b>	<b>1,002</b>	<b>-</b>	<b>(34,584)</b>	<b>(82)</b>	<b>27</b>



In re F & H Acquisition Corp., et al.  
Debtor

**Intercompany payable to/receivable  
from: as of December 31, 2013**

		F&H of Kennesaw, Inc.	F&H Restaurant Corp.	F&H Restaurant of Georgia, Inc.	F&H Restaurant of Texas, Inc.	Fox & Hound of Arizona, Inc.	Fox & Hound of Colorado, Inc.	Fox & Hound of Illinois, Inc.	Fox & Hound of Indiana, Inc.	Fox & Hound of Kansas, Inc.	Fox & Hound of Kentucky, Inc.
		13-13230	13-13231	13-13232	13-13233	13-13234	13-13235	13-13236	13-13237	13-13238	13-13239
F&H Acquisition Corp.	13-13220	(1,392)	152	(144)	(1,376)	(4,170)	(2,220)	(1,616)	(2,117)	(954)	(1,193)
505 Entertainment, Ltd.	13-13221	-	-	-	-	-	-	-	-	-	-
Alabama Fox & Hound, Inc.	13-13222	-	-	-	-	-	-	-	-	-	-
Bryant Beverage Corporation	13-13223	-	-	-	(62)	-	-	-	-	-	-
Champps Entertainment, Inc.	13-13224	-	-	-	-	-	-	-	-	-	-
Champps Entertainment of Texas, Inc.	13-13225	-	-	-	-	-	-	-	-	-	-
Champps of Maryland, Inc.	13-13226	-	-	-	-	-	-	-	-	-	-
Champps Operating Corporation	13-13227	-	-	-	-	-	-	-	-	-	-
Downtown Beverage Corp.	13-13228	-	-	-	82	-	-	-	-	-	-
Fox & Hound of Iowa, Inc.	13-13229	-	-	-	-	-	-	-	-	-	-
F&H of Kennesaw, Inc.	13-13230	-	-	-	-	-	-	-	-	-	-
F&H Restaurant Corp.	13-13231	-	-	-	-	-	-	-	-	-	-
F&H Restaurant of Georgia, Inc.	13-13232	-	-	-	-	-	-	-	-	-	-
F&H Restaurant of Texas, Inc.	13-13233	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Arizona, Inc.	13-13234	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Colorado, Inc.	13-13235	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Illinois, Inc.	13-13236	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Indiana, Inc.	13-13237	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Kansas, Inc.	13-13238	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Kentucky, Inc.	13-13239	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Littleton, Inc.	13-13240	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Louisiana, Inc.	13-13241	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Maryland, Inc.	13-13242	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Nebraska, Inc.	13-13243	-	-	-	-	-	-	-	-	-	-
Fox & Hound of New Jersey, Inc.	13-13244	-	-	-	-	-	-	-	-	-	-
Fox & Hound of New Mexico, Inc.	13-13245	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Ohio, Inc.	13-13246	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Oklahoma, Inc.	13-13247	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Texas, Inc.	13-13248	-	-	-	-	-	-	-	-	-	-
Fox & Hound Restaurant Group	13-13249	-	-	-	-	-	-	-	-	-	-
Fox & Hound, Inc.	13-13250	-	-	-	-	-	-	-	-	-	-
Fox & Hound II, Inc.	13-13251	-	-	-	-	-	-	-	-	-	-
Fuqua Beverage Corp.	13-13252	-	-	-	(679)	-	-	-	-	-	-
Jackson Beverage Corp.	13-13253	-	-	-	(345)	-	-	-	-	-	-
N. Collins Entertainment, Ltd.	13-13254	-	-	-	-	-	-	-	-	-	-
Raider Beverage Corporation	13-13255	-	-	-	(119)	-	-	-	-	-	-
Rocket Beverage Corporation	13-13256	-	-	-	575	-	-	-	-	-	-
Shenandoah Beverage Corporation	13-13257	-	-	-	26	-	-	-	-	-	-
Tent Finance, Inc.	13-13258	-	-	-	-	-	-	-	-	-	-
TENT Restaurant Operations, Inc.	13-13259	-	-	-	-	-	-	-	-	-	-
Willowbrook Beverage Corp	13-13260	-	-	-	(5)	-	-	-	-	-	-
Winston-Salem Fox & Hound, Inc.	13-13261	-	-	-	-	-	-	-	-	-	-
Eliminations		-	-	-	-	-	-	-	-	-	-
Fox and Hound Club	(non-debtor)	-	-	-	121	-	-	-	-	-	-
Campbell Beverage Corp.	(non-debtor)	-	-	-	65	-	-	-	-	-	-
<b>Total</b>		<b>(1,392)</b>	<b>152</b>	<b>(144)</b>	<b>(1,903)</b>	<b>(4,170)</b>	<b>(2,220)</b>	<b>(1,616)</b>	<b>(2,117)</b>	<b>(954)</b>	<b>(1,193)</b>

In re F & H Acquisition Corp., et al.  
Debtor

**Intercompany payable to/receivable  
from: as of December 31, 2013**

		Fox & Hound of Littleton, Inc.	Fox & Hound of Louisiana, Inc.	Fox & Hound of Maryland, Inc.	Fox & Hound of Nebraska, Inc.	Fox & Hound of New Jersey, Inc.	Fox & Hound of New Mexico, Inc.	Fox & Hound of Ohio, Inc.	Fox & Hound of Oklahoma, Inc.	Fox & Hound of Texas, Inc.	Fox & Hound Restaurant Group
		13-13240	13-13241	13-13242	13-13243	13-13244	13-13245	13-13246	13-13247	13-13248	13-13249
F&H Acquisition Corp.	13-13220	(1,969)	(568)	(826)	(744)	2,524	678	(2,649)	790	(48)	(37,377)
505 Entertainment, Ltd.	13-13221	-	-	-	-	-	-	-	-	-	-
Alabama Fox & Hound, Inc.	13-13222	-	-	-	-	-	-	-	-	-	-
Bryant Beverage Corporation	13-13223	-	-	-	-	-	-	-	-	-	-
Champps Entertainment, Inc.	13-13224	-	-	-	-	-	-	-	-	-	-
Champps Entertainment of Texas, Inc.	13-13225	-	-	-	-	-	-	-	-	-	-
Champps of Maryland, Inc.	13-13226	-	-	-	-	-	-	-	-	-	-
Champps Operating Corporation	13-13227	-	-	-	-	-	-	-	-	-	-
Downtown Beverage Corp.	13-13228	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Iowa, Inc.	13-13229	-	-	-	-	-	-	-	-	-	-
F&H of Kennesaw, Inc.	13-13230	-	-	-	-	-	-	-	-	-	-
F&H Restaurant Corp.	13-13231	-	-	-	-	-	-	-	-	-	-
F&H Restaurant of Georgia, Inc.	13-13232	-	-	-	-	-	-	-	-	-	-
F&H Restaurant of Texas, Inc.	13-13233	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Arizona, Inc.	13-13234	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Colorado, Inc.	13-13235	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Illinois, Inc.	13-13236	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Indiana, Inc.	13-13237	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Kansas, Inc.	13-13238	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Kentucky, Inc.	13-13239	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Littleton, Inc.	13-13240	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Louisiana, Inc.	13-13241	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Maryland, Inc.	13-13242	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Nebraska, Inc.	13-13243	-	-	-	-	-	-	-	-	-	-
Fox & Hound of New Jersey, Inc.	13-13244	-	-	-	-	-	-	-	-	-	-
Fox & Hound of New Mexico, Inc.	13-13245	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Ohio, Inc.	13-13246	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Oklahoma, Inc.	13-13247	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Texas, Inc.	13-13248	-	-	-	-	-	-	-	-	-	-
Fox & Hound Restaurant Group	13-13249	-	-	-	-	-	-	-	-	-	-
Fox & Hound, Inc.	13-13250	-	-	-	-	-	-	-	-	-	-
Fox & Hound II, Inc.	13-13251	-	-	-	-	-	-	-	-	-	-
Fuqua Beverage Corp.	13-13252	-	-	-	-	-	-	-	-	-	-
Jackson Beverage Corp.	13-13253	-	-	-	-	-	-	-	-	-	-
N. Collins Entertainment, Ltd.	13-13254	-	-	-	-	-	-	-	-	-	-
Raider Beverage Corporation	13-13255	-	-	-	-	-	-	-	-	-	-
Rocket Beverage Corporation	13-13256	-	-	-	-	-	-	-	-	-	-
Shenandoah Beverage Corporation	13-13257	-	-	-	-	-	-	-	-	-	-
Tent Finance, Inc.	13-13258	-	-	-	-	-	-	-	-	-	-
TENT Restaurant Operations, Inc.	13-13259	-	-	-	-	-	-	-	-	-	-
Willowbrook Beverage Corp	13-13260	-	-	-	-	-	-	-	-	-	-
Winston-Salem Fox & Hound, Inc.	13-13261	-	-	-	-	-	-	-	-	-	-
Eliminations		-	-	-	-	-	-	-	-	-	-
Fox and Hound Club	(non-debtor)	-	-	-	-	-	-	-	-	-	-
Campbell Beverage Corp.	(non-debtor)	-	-	-	-	-	-	-	-	-	-
<b>Total</b>		<b>(1,969)</b>	<b>(568)</b>	<b>(826)</b>	<b>(744)</b>	<b>2,524</b>	<b>678</b>	<b>(2,649)</b>	<b>790</b>	<b>(48)</b>	<b>(37,377)</b>

In re F & H Acquisition Corp., et al.  
Debtor

**Intercompany payable to/receivable  
from: as of December 31, 2013**

		Fox & Hound, Inc.	Fox & Hound II, Inc.	Fuqua Beverage Corp.	Jackson Beverage Corp.	N. Collins Entertainment, Ltd.	Raider Beverage Corporation	Rocket Beverage Corporation	Shenandoah Beverage Corporation	Tent Finance, Inc.	TENT Restaurant Operations, Inc.
		13-13250	13-13251	13-13252	13-13253	13-13254	13-13255	13-13256	13-13257	13-13258	13-13259
F&H Acquisition Corp.	13-13220	187	-	-	-	256	-	-	-	(7)	(17,291)
505 Entertainment, Ltd.	13-13221	-	-	-	-	-	-	-	-	-	-
Alabama Fox & Hound, Inc.	13-13222	-	-	-	-	-	-	-	-	-	-
Bryant Beverage Corporation	13-13223	-	-	-	-	-	-	-	-	-	-
Champps Entertainment, Inc.	13-13224	-	-	-	-	-	-	-	-	-	-
Champps Entertainment of Texas, Inc.	13-13225	-	-	-	-	-	-	-	-	-	-
Champps of Maryland, Inc.	13-13226	-	-	-	-	-	-	-	-	-	-
Champps Operating Corporation	13-13227	-	-	-	-	-	-	-	-	-	-
Downtown Beverage Corp.	13-13228	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Iowa, Inc.	13-13229	-	-	-	-	-	-	-	-	-	-
F&H of Kennesaw, Inc.	13-13230	-	-	-	-	-	-	-	-	-	-
F&H Restaurant Corp.	13-13231	-	-	-	-	-	-	-	-	-	-
F&H Restaurant of Georgia, Inc.	13-13232	-	-	-	-	-	-	-	-	-	-
F&H Restaurant of Texas, Inc.	13-13233	-	-	679	345	-	119	(575)	(26)	-	-
Fox & Hound of Arizona, Inc.	13-13234	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Colorado, Inc.	13-13235	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Illinois, Inc.	13-13236	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Indiana, Inc.	13-13237	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Kansas, Inc.	13-13238	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Kentucky, Inc.	13-13239	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Littleton, Inc.	13-13240	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Louisiana, Inc.	13-13241	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Maryland, Inc.	13-13242	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Nebraska, Inc.	13-13243	-	-	-	-	-	-	-	-	-	-
Fox & Hound of New Jersey, Inc.	13-13244	-	-	-	-	-	-	-	-	-	-
Fox & Hound of New Mexico, Inc.	13-13245	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Ohio, Inc.	13-13246	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Oklahoma, Inc.	13-13247	-	-	-	-	-	-	-	-	-	-
Fox & Hound of Texas, Inc.	13-13248	-	-	-	-	-	-	-	-	-	-
Fox & Hound Restaurant Group	13-13249	-	-	-	-	-	-	-	-	-	-
Fox & Hound, Inc.	13-13250	-	-	-	-	-	-	-	-	-	-
Fox & Hound II, Inc.	13-13251	-	-	-	-	-	-	-	-	-	-
Fuqua Beverage Corp.	13-13252	-	-	-	-	-	-	-	-	-	-
Jackson Beverage Corp.	13-13253	-	-	-	-	-	-	-	-	-	-
N. Collins Entertainment, Ltd.	13-13254	-	-	-	-	-	-	-	-	-	-
Raider Beverage Corporation	13-13255	-	-	-	-	-	-	-	-	-	-
Rocket Beverage Corporation	13-13256	-	-	-	-	-	-	-	-	-	-
Shenandoah Beverage Corporation	13-13257	-	-	-	-	-	-	-	-	-	-
Tent Finance, Inc.	13-13258	-	-	-	-	-	-	-	-	-	-
TENT Restaurant Operations, Inc.	13-13259	-	-	-	-	-	-	-	-	-	-
Willowbrook Beverage Corp	13-13260	-	-	-	-	-	-	-	-	-	-
Winston-Salem Fox & Hound, Inc.	13-13261	-	-	-	-	-	-	-	-	-	-
Eliminations		-	-	-	-	-	-	-	-	-	-
Fox and Hound Club	(non-debtor)	-	-	-	-	-	-	-	-	-	-
Campbell Beverage Corp.	(non-debtor)	-	-	-	-	-	-	-	-	-	-
<b>Total</b>		<b>187</b>	<b>-</b>	<b>679</b>	<b>345</b>	<b>256</b>	<b>119</b>	<b>(575)</b>	<b>(26)</b>	<b>(7)</b>	<b>(17,291)</b>

In re F & H Acquisition Corp., et al.  
Debtor

**Intercompany payable to/receivable  
from: as of December 31, 2013**

		Willowbrook Beverage Corp	Winston- Salem Fox & Hound, Inc.	Eliminations	Fox and Hound Club (non-debtor)	Campbell Beverage Corp. (non-debtor)
		13-13260	13-13261			
F&H Acquisition Corp.	13-13220	-	(227)	(262)	-	-
505 Entertainment, Ltd.	13-13221	-	-	-	-	-
Alabama Fox & Hound, Inc.	13-13222	-	-	-	-	-
Bryant Beverage Corporation	13-13223	-	-	-	-	-
Champps Entertainment, Inc.	13-13224	-	-	-	-	-
Champps Entertainment of Texas, Inc.	13-13225	-	-	-	-	-
Champps of Maryland, Inc.	13-13226	-	-	-	-	-
Champps Operating Corporation	13-13227	-	-	-	-	-
Downtown Beverage Corp.	13-13228	-	-	-	-	-
Fox & Hound of Iowa, Inc.	13-13229	-	-	-	-	-
F&H of Kennesaw, Inc.	13-13230	-	-	-	-	-
F&H Restaurant Corp.	13-13231	-	-	-	-	-
F&H Restaurant of Georgia, Inc.	13-13232	-	-	-	-	-
F&H Restaurant of Texas, Inc.	13-13233	5	-	-	(121)	(65)
Fox & Hound of Arizona, Inc.	13-13234	-	-	-	-	-
Fox & Hound of Colorado, Inc.	13-13235	-	-	-	-	-
Fox & Hound of Illinois, Inc.	13-13236	-	-	-	-	-
Fox & Hound of Indiana, Inc.	13-13237	-	-	-	-	-
Fox & Hound of Kansas, Inc.	13-13238	-	-	-	-	-
Fox & Hound of Kentucky, Inc.	13-13239	-	-	-	-	-
Fox & Hound of Littleton, Inc.	13-13240	-	-	-	-	-
Fox & Hound of Louisiana, Inc.	13-13241	-	-	-	-	-
Fox & Hound of Maryland, Inc.	13-13242	-	-	-	-	-
Fox & Hound of Nebraska, Inc.	13-13243	-	-	-	-	-
Fox & Hound of New Jersey, Inc.	13-13244	-	-	-	-	-
Fox & Hound of New Mexico, Inc.	13-13245	-	-	-	-	-
Fox & Hound of Ohio, Inc.	13-13246	-	-	-	-	-
Fox & Hound of Oklahoma, Inc.	13-13247	-	-	-	-	-
Fox & Hound of Texas, Inc.	13-13248	-	-	-	-	-
Fox & Hound Restaurant Group	13-13249	-	-	-	-	-
Fox & Hound, Inc.	13-13250	-	-	-	-	-
Fox & Hound II, Inc.	13-13251	-	-	-	-	-
Fuqua Beverage Corp.	13-13252	-	-	-	-	-
Jackson Beverage Corp.	13-13253	-	-	-	-	-
N. Collins Entertainment, Ltd.	13-13254	-	-	-	-	-
Raider Beverage Corporation	13-13255	-	-	-	-	-
Rocket Beverage Corporation	13-13256	-	-	-	-	-
Shenandoah Beverage Corporation	13-13257	-	-	-	-	-
Tent Finance, Inc.	13-13258	-	-	-	-	-
TENT Restaurant Operations, Inc.	13-13259	-	-	-	-	-
Willowbrook Beverage Corp	13-13260	-	-	-	-	-
Winston-Salem Fox & Hound, Inc.	13-13261	-	-	-	-	-
Eliminations		-	-	-	-	-
Fox and Hound Club	(non-debtor)	-	-	-	-	-
Campbell Beverage Corp.	(non-debtor)	-	-	-	-	-
<b>Total</b>		<b>5</b>	<b>(227)</b>	<b>(262)</b>	<b>(121)</b>	<b>(65)</b>

In re F & H Acquisition Corp., et al.

Debtor

Case No. 13-13220 (KG)

Reporting Period: 12/15/2013 through 12/31/2013

\*"Insider" is defined in 11 U.S.C. Section 101(31).

(1) Accrued income taxes represent the accounting for income taxes in accordance with GAAP and does represent the actual estimate of income taxes due within the next year.

(2) Obligations under capital lease represent accounting for capital leases under GAAP

(3) Deferred income taxes represent liabilities under GAAP and do not reflect an estimate of future income taxes due

(4) Deferred revenue represents the amount received for future franchise locations and is not a cash liability

(5) Accrued rent represents the accounting for leases under GAAP and is not an estimate of future rent payable

(6) Unfavorable lease obligations represents the accounting for acquired above-market leases and is not an estimate of future rent due

(7) Other long-term liabilities includes reserves for future income taxes reserves in accordance with GAAP and doesn't represent an estimate of actual taxes due

In re F & H Acquisition Corp., et al.

Case No. 13-13220 (KG)

**Declaration Regarding the Status of Post Petition Taxes of the Debtors**

1. I am the Chief Financial Officer for F & H Acquisition Corp, a corporation organized under the laws of the State of Delaware and the Debtor in the above-captioned Chapter 11 cases (the "Debtors"). I am familiar with the Debtors' day to day operations, business affairs and books and records
2. To the best of my knowledge the Debtors have filed all necessary federal, state and local tax returns and made all required post-petition tax payments in connection therewith in a timely manner or have promptly remediated any late filings or payments that may have occurred due to unintentional oversights.



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James K. Zielke

February 19, 2014

Date

In re F & H Acquisition Corp., et al.  
**Summary of Unpaid Post Petition Debts/Listing of Aged Trade Accounts Payable**  
(Unaudited)

**Case No. 13-13220 (KG)**  
**Reporting Period: December 31, 2013**

Entity	Case Number	Days Old				Total
		less than 30	31-60	61-90	Over 90	
F&H Acquisition Corp.	13-13220	839,463				839,463
Total Accounts Payable		<u>839,463</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>839,463</u>

This report reflects open and outstanding trade vendor invoices that have been entered into the accounts payable system, thus will not include accruals for invoices not yet received or accruals for expenses other than trade payables which are reflected on the Debtor's balance sheet.

In addition, accounts payable trade for all debtors is recorded on the books of the debtor, F & H Acquisition Corp.

**In re F & H Acquisition Corp., et al.**  
**Accounts Receivable Aging**  
**(Unaudited)**

**Case No. 13-13220 (KG)**  
**Reporting Period: December 31, 2013**

<b>Entity</b>	<b>Case Number</b>	<b>Days Old</b>					<b>Total</b>
		<b>Current</b>	<b>1-30</b>	<b>31-60</b>	<b>61-90</b>	<b>91+</b>	
F&H Acquisition Corp.	13-13220	848					848
Champps Entertainment of Texas, Inc.	13-13225	2,918					2,918
Champps Operating Corporation	13-13227	185,672	13,825	3,503	3,503	3,503	210,005
Alabama Fox & Hound, Inc.	13-13222	800					800
TENT Restaurant Operations, Inc.	13-13259	219,608					219,608
Total Accounts Receivable		<u>409,846</u>	<u>13,825</u>	<u>3,503</u>	<u>3,503</u>	<u>3,503</u>	<u>434,179</u>

This report does not reflect intercompany accounts receivable.



In re F&H Acquisition Corp., et al.  
Debtors

Case No. 13-13220 (KG)  
Reporting Period: 12/15/2013 through 12/31/2013

## ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

### DEBTOR QUESTIONNAIRE

<b>Must be completed each month</b>	<b>Yes</b>	<b>No</b>
1. Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.		<b>X</b>
2. Have any funds been disbursed from any account other than a debtor in possession account this reporting period? If yes, provide an explanation below.		<b>X</b>
3. Have all postpetition tax returns been timely filed? If no, provide an explanation below.	<b>X</b>	
4. Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	<b>X</b>	
5. Has any bank account been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened provide the required documentation pursuant to the Delaware Local Rule 4001-3.		<b>X</b>