

**UNITED STATES BANKRUPTCY COURT
FOR THE CENTRAL DISTRICT OF CALIFORNIA**

In re S.B. Restaurant Co.
In re S.B. Restaurant Co. of Kansas LLC
In re S.B. Restaurant Co. of Central Florida LLC

Case No. 8:14-bk-13778-ES
Case No. 8:14-bk-13780-ES
Case No. 8:14-bk-13781-ES

**Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtor's
Statement and Schedules**

S.B. Restaurant Co., S.B. Restaurant of Kansas LLC, and S.B. Restaurant Co. of Central Florida (collectively, the "**Debtors**") submit their Statement of Financial Affairs (the "**Statements**") and Schedules of Assets and Liabilities (the "**Schedules**"), pursuant to 11 U.S.C. § 521 and Federal Rule of Bankruptcy Procedure 1007. The following notes regarding the Statements and Schedules are fully incorporated into and made part of the Statements and Schedules. These notes comprise an integral part of the Statements and Schedules and should be referred to and considered in connection with any review of the Statements and Schedules. Unless otherwise noted, the financial and other information contained in the Statements and Schedules is derived from the Debtors in accordance with the Debtors' financial reporting and accounting policies and procedures.

The Debtors' voluntary bankruptcy petitions were filed on June 16, 2014 (the "**Petition Date**"). The case number of each of the Debtors' cases is set forth above. The Debtors' bankruptcy cases are jointly administered by order of the Bankruptcy Court under the caption *In re S.B. Restaurant Co. et al.*, Case No. 8:14-bk-13778-ES.

Given the differences between the information to be submitted in the Statements and Schedules and the financial information utilized under Generally Accepted Accounting Principles, the aggregate asset values and claim amounts set forth in the Statements and Schedules may not reflect the values and amounts that would be set forth in a balance sheets for each Debtor prepared in accordance with Generally Accepted Accounting Principles.

It would be prohibitively expensive, unduly burdensome and extremely time-consuming to obtain current market valuations of the Debtors' assets. Accordingly, unless otherwise indicated, net book values rather than current market values are reflected on the Statements and Schedules. Assets that have been fully depreciated or expensed for accounting purposes have no net book value and have been excluded from the Statements and Schedules. The current book values may not reflect a comprehensive review of accounting adjustments, including asset impairments and write-downs, which may be required and conducted in relation to the Debtors' bankruptcy. The reader therefore should not place undue reliance upon the book values associated with the assets listed.

The Debtors have not listed estimated values of its real estate leases.

General Notes Regarding the Debtors' Statements and Schedules

1. Financial Information.

The information provided for herein, except as otherwise noted, represents the assets and liability data of each Debtor as of June 15, 2014, unless otherwise noted.

2. Unaudited Financial Information.

The Statement and Schedules prepared by the Debtors' management and professionals are unaudited. While the Debtors have tried to ensure that the Statements and Schedules are accurate and complete based upon information that was available at the time of the preparation, the subsequent receipt of information or an audit may result in material changes in financial data contained in the Statements and Schedules.

3. Bankruptcy Court Orders

Pursuant to certain orders of the Court entered into the Debtors' chapter 11 cases (the "**Bankruptcy Court Orders**"), the Debtors were authorized to pay, among other things, certain prepetition claims of employees, taxing authorities, lienholders, and certain other prepetition creditors. Accordingly, these liabilities may have been or may be satisfied in accordance with such Bankruptcy Court Orders. To the extent satisfied on or before July 14, 2014, such liabilities may not be listed in the Statements and Schedules. Nothing herein shall be deemed to alter the rights of any party in interest to contest a payment made pursuant to a Court order that preserves such rights to contest.

4. Claim Description.

Any failure to designate a claim on the Statements and Schedules as "contingent," "unliquidated," or "disputed" does not constitute an admission that such claim is not "contingent," "unliquidated," or "disputed." The Debtors reserve the right to dispute, or to assert offsets or defenses to any claim reflected on its Schedules as to amount, liability, or classification, or to otherwise subsequently designate any claim as "contingent," "unliquidated," or "disputed."

Moreover, the Debtors reserve all rights to amend the Statements and Schedules, in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or to assert offsets or defenses to any claim reflected on the Statements and Schedules as to amount, liability or classification of the claim, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated."

Furthermore, nothing contained in the Statements and Schedules shall constitute a waiver of rights by the Debtors involving any present or future causes of action, contested matters or other issues under the provisions of chapter 11 of title 11 of the United States Code or other relevant non-bankruptcy laws.

5. Accuracy.

While the Debtors have sought to file complete and accurate Statements and Schedules, inadvertent errors and omissions may exist. The Debtors reserve the right to amend their Statements and Schedules as necessary or appropriate.

6. Liabilities.

The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Statements and Schedules. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change.

7. Insiders.

For the purposes of the Statement and Schedules, the Debtors define “insiders” pursuant to section 101(31) as (a) directors, (b) officers, (c) those in control of the Debtors, (d) relatives of directors, officers, or persons in control of the Debtors and (e) non-debtor affiliates. Payments to insiders listed in (a) through (d) above are set forth in response to Question 3.c of the Statements.

Persons listed as “insiders” have been included for informational purposes only. The Debtors do not take any position with respect to (a) such person’s influence over the control of the Debtors, (b) the management responsibilities or functions of such individual, (c) the decision-making or corporate authority of such individual or (d) whether such individual could successfully argue that he or she is not an “insider” under applicable law.

The Debtors have included all payments and awards made over the twelve months preceding the filing to any individual deemed an insider. The payments listed represent ordinary course salary and reimbursement of expenses.

8. Transfers Made Within 90 Days of Petition Date.

The response to Question 3.b of the Statements lists all non-payroll transfers made to any party within 90 days immediately preceding the Petition Date, whether or not the transferee is a creditor of any of the Debtors. Accordingly, the listing of any transfer in response to Question 3.b of the Statements does not constitute an admission that the transferee of such transfer is a creditor of any of the Debtors.

9. Setoffs.

The Debtors routinely incur setoffs from third parties during the ordinary course of business. Setoffs in the ordinary course can result from various routine transactions, including intercompany transactions, counterparty settlements (in particular, interline ticketing setoffs with other carriers), pricing discrepancies, and other disputes between the Debtors and third parties. Certain of these constitute normal setoffs consistent with the ordinary course of business in the Debtors’ industry. In such instances, such ordinary course setoffs are excluded from the Debtors’ responses to Question 13 of the Statements. The Debtors reserve all rights to enforce or challenge, as the case may be, any setoffs that have been or may be asserted.

10. Specific Notes.

These general notes are in addition to the specific notes set forth in the related Statements and Schedules hereinafter.

Note to Schedule “B”

Unless otherwise noted, all of the amounts listed on Schedule B represent the value of each Debtor’s assets as reflected in the Debtor’s books and records (net of depreciation or amortization where applicable). The Debtors have performed no independent review of the value of these assets. The actual value of the assets listed may differ significantly from the amounts reflected in each Debtor’s books and records.

Certain items of equipment are or may be listed herein pursuant to a capital lease. Such designation is not an admission or recognition that such lease is a security agreement, and not a true lease. The Debtors expressly reserve all rights to challenge, on any basis, the nature of such equipment as owned or leased, as the case may be.

Note to Schedule “D”

Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court, the Debtors reserve the right to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule “D” of the Debtors. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtor reserves all rights to dispute or challenge the secured nature of any such creditor’s claim or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercompany agreement) related to such creditor’s claim. In certain instances, the Debtors may be a co-obligor, co-mortgagor, or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule “D” of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions provided in Schedule “D” are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing in these global notes or the Statements and Schedules shall be deemed a modification or interpretation of the terms of such agreements.

Except as specifically stated herein, parties that may hold security deposits have not been listed on Schedule “D.”

Holders of secured claims by virtue of holding setoff rights against the Debtors are not always included on Schedule “D.” Lessors, utility companies and other parties that may hold security deposits also have not always been listed on Schedule D.

Note to Schedule “E”

Taxes

Schedule “E” contains the Debtors’ best estimate of all of the potential priority claims against each Debtor’s estate held by governmental and quasi-governmental entities. The Debtors have not determined whether, and to what extent, any of the creditors identified on Schedule “E” in fact are entitled to priority under Section 507 of the Bankruptcy Code. For example, the Debtors believe that only a portion of the claims arising from outstanding gift cards are entitled to priority. Nevertheless,

the Debtors listed the gift cards under Schedule “E” because the Debtors cannot track all the parties that actually purchase gift cards. In addition, certain of the claims listed as “bonuses” might have been paid after the Petition Date pursuant to an order entered by the Bankruptcy Court. The Debtors reserve the right to assert that claims identified on Schedule “E” are not claims of governmental entities and/or that such claims are not entitled to priority.

Pursuant to the *Order (i) Authorizing the Debtors to Pay Prepetition Sales and Use, Business and Regulatory Fees, and Other Taxes Payable to Governmental Authorities in the Ordinary Course of Business and (ii) Directing Banks and Financial Institutions to Honor and Process Checks and Transfers Related Thereto* entered on Jun 19, 2014 [Docket No. 57] (“**Tax Order**”), the Debtors are authorized to pay the prepetition taxes described in such Tax Order in the ordinary course. As a result, certain tax claims described on Schedule “E” might have been paid in part or in full after the Petition Date pursuant to the Tax Order.

Employee Wages

Pursuant to the *Final Order Approving Emergency Motion for Order (1) Authorizing Debtors to Pay Prepetition (a) Wages, Salaries, Non-Insider Bonuses and Other Compensation, (b) Employee Medical, Workers’ Compensation and Similar Benefits, (c) Employee Deductions, and (d) Reimbursable Employee Expenses; and (2) Authorizing and Directing Applicable Banks and Other Financial Institutions to Receive, Process, Honor and Pay Checks Presented for Payment and to Honor Funds Transfer Requests Relating to the Foregoing* entered on July 11, 2014 [Docket No. 175] (“**Wage Order**”), the Debtors are authorized to pay and/or honor the Prepetition Employee Obligations in accordance with the Debtors’ stated policies and in the ordinary course of business, including non-insider bonuses. As a result, certain wage claims described on Schedule “E” might have been paid in part or in full after the Petition Date pursuant to the Wage Order.

The Wage Order authorizes, *inter alia*, the Debtors to honor their existing prepetition vacation and sick obligations to their employees accrued prior to the Petition Date. Pursuant to the Wage Order, the Debtors are authorized to pay prepetition wages owed to Employees in accordance with the statutory limit provided under 11 U.S.C. § 507(a)(4). By honoring prepetition vacation and sick obligations to their employees in the ordinary course of business and in accordance with the terms of the Wage Order, the Debtors will reduce the aggregate amount of accrued vacation owed to such employees as of the Petition Date.

Each case described above, the names of the employees have been redacted from the Statements and Schedules. However, these names will be made available upon request and upon execution of an appropriate confidentiality agreement.

Gift Cards

Pursuant to the *Order Authorizing the Debtors to Honor Certain Prepetition Obligations for the Benefit of Their Customers and to Otherwise Continue Customer Programs and Practices in the Ordinary Course* entered on June 19, 2014 [Docket No. 56] (“**Customer Programs Order**”), the Debtors are authorized, in their sole discretion, to continue to honor and perform prepetition obligations related to the Customer Programs in the ordinary course of business, including

honoring prepetition gift card obligations. As a result, certain claims described in the Customer Programs Order might have been paid by the Debtors after the Petition Date.

Note to Schedule “F”

The Debtors have used reasonable best efforts to list all general unsecured claims against the Debtors on Schedule “F” based upon the Debtors’ existing books and records. Amounts included on Schedule “F” are the Debtors’ best estimates of liabilities; however, such amounts are reflected on the Debtors’ books and records. If a claimant is paid all or a portion of its claim after the Petition Date pursuant to a Bankruptcy Court Order, the claim will be labeled as contingent (C). The claims listed in Schedule “F” arose or were incurred on various dates. Listing the exact date upon which every claim in Schedule “F” was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each claim listed on Schedule “F.”

Schedule F contains information regarding threatened and pending litigation involving the Debtors. In certain instances, the identity of the Debtor that is the subject of the litigation is unclear or undetermined. To the extent that litigation involving a particular Debtor has been identified, however, such information is contained in the Schedule “F” for that Debtor. The inclusion of any litigation action in these Statements and Schedules does not constitute an admission by the Debtors of liability, the validity of any litigation action, or the amount or treatment of any claims, defenses, counterclaims, and cross-claims with respect to any litigation action and the amount or treatment of any potential claim resulting from any litigation action currently pending or that may arise in the future.

Schedule “F” reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption, or assumption and assignment, of an executory contract or unexpired lease. In addition, Schedule F does not include rejection damage claims of the counterparties to the executory contracts and unexpired leases that have been or may be rejected, to the extent such damage claims exist. The claims of individual creditors are listed at the amounts recorded on the Debtors’ books and records and may not reflect credits or allowances due from such creditors. The Debtors reserve all of their rights with respect to such creditors or allowances. Moreover, the dollar amounts listed may be exclusive of contingent or unliquidated amounts.

To the extent not already done, the Debtors expressly incorporate by reference into Schedule “F” all employee wage claims listed in Schedule E that are identified as non-priority, and the Debtors reserve all of their rights to dispute the validity and amount of all such non-priority general unsecured amounts of any employee wage claim.

Employee Wages

Pursuant to the Wage Order, the Debtors are authorized to pay and/or honor the Prepetition Employee Obligations in accordance with the Debtors’ stated policies and in the ordinary course of business, including non-insider bonuses. As a result, certain wage claims described on Schedule “F” might have been paid in part or in full after the Petition Date pursuant to the Wage Order.

The Wage Order authorizes, *inter alia*, the Debtors to honor their existing prepetition vacation and sick obligations to their employees accrued prior to the Petition Date. Pursuant to the Wage Order, the Debtors are authorized to pay prepetition wages owed to Employees in accordance with the statutory limit provided under 11 U.S.C. § 507(a)(4). By honoring prepetition vacation and sick

obligations to their employees in the ordinary course of business and in accordance with the terms of the Wage Order, the Debtors will reduce the aggregate amount of accrued vacation owed to such employees as of the Petition Date.

Each case described above, the names of the employees have been redacted from the Statements and Schedules. However, these names will be made available upon request and upon execution of an appropriate confidentiality agreement.

Note to Schedule "G"

Executory Contracts and Unexpired Leases

The businesses of the Debtors are complex. While commercially reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions or over-inclusions may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may not have taken effect or be binding on any party and may have expired or been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed therein.

Certain of the real property leases and contracts listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. In addition, certain of the real property leases might have been formally rejected by the Debtors after the Petition Date.

Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of these agreements or any other agreements on Schedule G does not constitute an admission that any such agreement is an executory contract or unexpired lease.

The Debtors reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on the Schedules, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument. Certain executory agreements may not have been memorialized in writing and could be subject to dispute. Generally, executory agreements that are oral in nature have not been included in the Schedules. Schedule G generally does not include standalone equipment purchase orders. Additionally, the Debtors may be parties to various other agreements concerning real property, such as easements, rights of way, subordination, non-disturbance, supplemental agreements, amendments/letter agreements, title documents, consents, site plans, maps and other miscellaneous agreements. Such agreements, if any, are not set forth in Schedule G.

Certain of the contracts, agreements and leases listed on Schedule G may have been entered into by more than one of the Debtors. Such contracts, agreements and leases are listed on Schedule G of each such Debtor.

General Disclaimer

The Debtors have prepared the Statement and Schedules based on the information reflected in the Debtors' books and records. However, inasmuch as the Debtors' books and records have not been audited, the Debtors cannot warrant the absolute accuracy of these documents. The Debtors have made a diligent effort to complete these documents accurately and completely. To the extent additional information becomes available, the Debtor will amend and supplement the Statement and Schedules.

**United States Bankruptcy Court
Central District of California**

In re **S.B. Restaurant Co. of Central Florida, LLC**
Debtor

Case No. **14-13781**

Chapter **11**

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	86,956.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		42,198,506.34	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		135,889.54	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		10			
Total Assets			86,956.00		
Total Liabilities				42,334,395.88	

In re **S.B. Restaurant Co. of Central Florida, LLC**

Case No. **14-13781**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)
Total > **0.00**
(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re S.B. Restaurant Co. of Central Florida, LLC

Case No. 14-13781

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **0.00**
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re **S.B. Restaurant Co. of Central Florida, LLC**

Case No. **14-13781**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Unfunded Portion of BDCA Note	-	86,956.00

Sub-Total > **86,956.00**
(Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

In re **S.B. Restaurant Co. of Central Florida, LLC**

Case No. **14-13781**

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **0.00**
(Total of this page)
Total > **86,956.00**

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re S.B. Restaurant Co. of Central Florida, LLC

Case No. 14-13781

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H	W					
Account No.	X	Senior Subordinated Lender					4,507,415.37	Unknown
Business Development Corporation of America 405 Park Avenue New York, NY 10022		Value \$ Unknown						
Account No.	X	Add-on Notes with \$133,333.00 Unfunded		X			266,666.00	Unknown
Business Development Corporation of America 405 Park Avenue New York, NY 10022		Value \$ Unknown						
Account No.	X	Administrative and Collateral Agents to First Lien Lender					28,089,453.10	Unknown
Cerberus Business Finance, LLC 875 Third Ave 10th Floor New York, NY 10022		Value \$ Unknown						
Account No.	X	Senior Subordinated Lender					383,334.00	Unknown
Christopher K. Reilly c/o Karp Reilly 104 Field Point Road Greenwich, CT 06830		Value \$ Unknown						
Subtotal							33,246,868.47	0.00
(Total of this page)								

1 continuation sheets attached

In re S.B. Restaurant Co. of Central Florida, LLC
Debtor

Case No. 14-13781

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H W J C					
Account No.	X	-					
Fidus Investment Corporation 121 West Street Suite 1800 Charlotte, NC 28202							
Value \$						8,451,637.87	Unknown
Account No.	X	-					
Fidus Investment Corporation 121 West Street Suite 1800 Charlotte, NC 28202							
Value \$						500,000.00	Unknown
Account No.							
Value \$							
Account No.							
Value \$							
Account No.							
Value \$							
Subtotal (Total of this page)						8,951,637.87	0.00
Total (Report on Summary of Schedules)						42,198,506.34	0.00

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re S.B. Restaurant Co. of Central Florida, LLC

Case No. 14-13781

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

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

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

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

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

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

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

Domestic support obligations

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

Extensions of credit in an involuntary case

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

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

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

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

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

Commitments to maintain the capital of an insured depository institution

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

Claims for death or personal injury while debtor was intoxicated

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

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

B6F (Official Form 6F) (12/07)

In re S.B. Restaurant Co. of Central Florida, LLC Case No. 14-13781
Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

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

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

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No. AL129 Altamonte Mall LLC U.S. Bank National Association PO Box 860251 Minneapolis, MN 55486-0251							72,064.78
Account No. ED016 Edison Mall Business Trust 867490 Reliable Parkway Chicago, IL 60686-0074							63,824.76
Account No.							
Account No.							
Subtotal (Total of this page)							135,889.54
Total (Report on Summary of Schedules)							135,889.54

0 continuation sheets attached

In re **S.B. Restaurant Co. of Central Florida, LLC**

Case No. **14-13781**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Altamonte Mall, LLC c/o General Growth Properties, Inc. 110 N Wacker Dr. Chicago, IL 60606	Landlord Lease: Altamonte Springs
Cameron Group Associates, LLP 600 E. Colonial Drive Suite 100 Orlando, FL 32803	Landlord Lease: Orlando
Edison Mall Business Trust c/o M.S. Management Associates, Inc 225 West Washington Street Indianapolis, IN 46204	Landlord Lease: Fort Myers
S.B. Restaurant Co. 200 E Baker Street Suite 201 Costa Mesa, CA 92626	Assignment of Edison Mall Business Trust Landlord Lease to S.B. Restaurant Co. of Central Florida, LLC
S.B. Restaurant Co. 200 E Baker Street Suite 201 Costa Mesa, CA 92626	Assignment of Altamonte Mall Venture Landlord Lease to S.B. Restaurant Co. of Central Florida, LLC

In re **S.B. Restaurant Co. of Central Florida, LLC**

Case No. **14-13781**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
S.B. Restaurant Co. 200 E Baker Street Suite 201 Costa Mesa, CA 92626	Business Development Corporation of America 405 Park Avenue New York, NY 10022
S.B. Restaurant Co. 200 E Baker Street Suite 201 Costa Mesa, CA 92626	Cerberus Business Finance, LLC 875 Third Ave 10th Floor New York, NY 10022
S.B. Restaurant Co. 200 E Baker Street Suite 201 Costa Mesa, CA 92626	Christopher K. Reilly c/o Karp Reilly 104 Field Point Road Greenwich, CT 06830
S.B. Restaurant Co. 200 E Baker Street Suite 201 Costa Mesa, CA 92626	Fidus Investment Corporation 121 West Street Suite 1800 Charlotte, NC 28202
S.B. Restaurant Co. of Kansas LLC 200 E Baker Street Suite 201 Costa Mesa, CA 92626	Business Development Corporation of America 405 Park Avenue New York, NY 10022
S.B. Restaurant Co. of Kansas LLC 200 E Baker Street Suite 201 Costa Mesa, CA 92626	Cerberus Business Finance, LLC 875 Third Ave 10th Floor New York, NY 10022
S.B. Restaurant Co. of Kansas LLC 200 E Baker Street Suite 201 Costa Mesa, CA 92626	Christopher K. Reilly c/o Karp Reilly 104 Field Point Road Greenwich, CT 06830
S.B. Restaurant Co. of Kansas LLC 200 E Baker Street Suite 201 Costa Mesa, CA 92626	Fidus Investment Corporation 121 West Street Suite 1800 Charlotte, NC 28202

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court
Central District of California**

In re S.B. Restaurant Co. of Central Florida, LLC
Debtor(s)


Case No. 14-13781
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 11 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date July 14, 2014

Signature 
Paul Potvin
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.