

United States Bankruptcy Court Northern District of Alabama Western Division

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Tuscaloosa ZX2, LLC
Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):
All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN(if more than one, state all): 20-4626076
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN(if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): 21 McFarland Boulevard Northport, AL
Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 35476
ZIP CODE
County of Residence or of the Principal Place of Business: Tuscaloosa
County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):
Mailing Address of Joint Debtor (if different from street address):
ZIP CODE
ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):
ZIP CODE

Type of Debtor (Form of Organization) (Check one box):
[] Individual (includes Joint Debtors) See Exhibit D on page 2 of this form.
[X] Corporation (includes LLC and LLP)
[] Partnership
[] Other (If debtor is not one of the above entities, check this box and state type of entity below.)
Nature of Business (Check one box):
[] Health Care Business
[] Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)
[] Railroad
[] Stockbroker
[] Commodity Broker
[] Clearing Bank
[X] Other
Tax-Exempt Entity (Check box, if applicable):
[] Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box):
[] Chapter 7
[] Chapter 9
[X] Chapter 11
[] Chapter 12
[] Chapter 13
[] Chapter 15 Petition for Recognition of a Foreign Main Proceeding
[] Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Nature of Debts (Check one box):
[] Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
[X] Debts are primarily business debts.

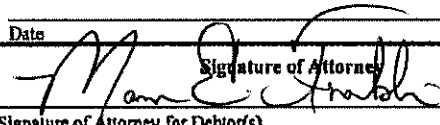
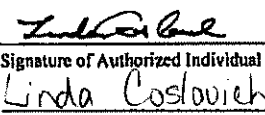
Filing Fee (Check one box):
[X] Full Filing Fee attached
[] Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form 3A.
[] Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.
Chapter 11 Debtors
Check one box:
[] Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
[X] Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
Check if:
[] Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.
Check all applicable boxes:
[] A plan is being filed with this petition
[] Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information
[] Debtor estimates that funds will be available for distribution to unsecured creditors.
[X] Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.
THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors:
[X] 1-49 [] 50-99 [] 100-199 [] 200-999 [] 1,000-5,000 [] 5,001-10,000 [] 10,001-25,000 [] 25,001-50,000 [] 50,001-100,000 [] Over 100,000
Estimated Assets:
[] \$0 to \$50,000 [] \$50,001 to \$100,000 [] \$100,001 to \$500,000 [X] \$500,001 to \$1 million [] \$1,000,001 to \$10 million [] \$10,000,001 to \$50 million [] \$50,000,001 to \$100 million [] \$100,000,001 to \$500 million [] \$500,000,001 to \$1 billion [] More than \$1 billion
Estimated Liabilities:
[] \$0 to \$50,000 [] \$50,001 to \$100,000 [] \$100,001 to \$500,000 [X] \$500,001 to \$1 million [] \$1,000,001 to \$10 million [] \$10,000,001 to \$50 million [] \$50,000,001 to \$100 million [] \$100,000,001 to \$500 million [] \$500,000,001 to \$1 billion [] More than \$1 billion

B 1 (Official Form 1) (1/08)

FORM B1, Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Tuscaloosa ZX2, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: NONE	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: NONE	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X Not Applicable</p> <p style="text-align: center;">Signature of Attorney for Debtor(s) _____ Date _____</p>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following).			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Tuscaloosa ZX2, LLC</p>
Signatures	
<p>Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><input checked="" type="checkbox"/> Not Applicable Signature of Debtor</p> <p><input checked="" type="checkbox"/> Not Applicable Signature of Joint Debtor</p> <p>Telephone Number (If not represented by attorney)</p> <p>Date</p>	<p>Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of Title 11, United States Code. Certified Copies of the documents required by § 1515 of title 11 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the Chapter of title 11 specified in the petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p><input checked="" type="checkbox"/> Not Applicable (Signature of Foreign Representative)</p> <p>(Printed Name of Foreign Representative)</p> <p>Date</p>
<p><input checked="" type="checkbox"/>  Signature of Attorney for Debtor(s)</p> <p>Marvin E. Franklin Bar No. ASB-8663-F49M Printed Name of Attorney for Debtor(s) / Bar No.</p> <p>Najjar Denaburg, P.C. Firm Name</p> <p>2125 Morris Avenue Birmingham, Alabama 35203 Address</p> <p>205-250-8400 205-326-3837 Telephone Number</p> <p>Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p>Signature of Non-Attorney Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>Not Applicable Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>Address</p> <p><input checked="" type="checkbox"/> Not Applicable</p> <p>Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p>Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><input checked="" type="checkbox"/>  Signature of Authorized Individual</p> <p>Linda Costlovich Printed Name of Authorized Individual</p> <p>Manager-Zaxcos, LLC, Tuscaloosa ZX2, LLC Title of Authorized Individual</p> <p>Date</p>	<p><input checked="" type="checkbox"/> Not Applicable</p> <p>Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>

United States Bankruptcy Court
Northern District of Alabama
Western Division

In re:

Tuscaloosa ZX2, LLC

Case No. _____

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, , declare under penalty of perjury that I am the of Tuscaloosa ZX2, LLC, a Corporation and that on the following resolution was duly adopted by the of this Corporation:

"Whereas, it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be it Therefore Resolved, that , Manager-Zaxcos, LLC, Tuscaloosa ZX2, LLC of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

Be it Further Resolved, that , Manager-Zaxcos, LLC, Tuscaloosa ZX2, LLC of this Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and

Be it Further Resolved, that , Manager-Zaxcos, LLC, Tuscaloosa ZX2, LLC of this Corporation, is authorized and directed to employ Marvin E. Franklin, attorney and the law firm of Najjar Denaburg, P.C. to represent the Corporation in such bankruptcy case."

Executed on: 2-23-09

Signed: 

**United States Bankruptcy Court
Northern District of Alabama
Western Division**

In re **Tuscaloosa ZX2, LLC**

Case No.

Debtor.

Chapter **11**

STATEMENT OF CORPORATE OWNERSHIP

Comes now **Tuscaloosa ZX2, LLC** (the "Debtor") and pursuant to Fed. R. Bankr. P. 1007(a) and 7007.1 state as follows:

All corporations that directly or indirectly own 10% or more of any class of the corporation's equity interests are listed below:

Owner	% of Shares Owned
Zaxcos, LLC 2201 Jack Warner Parkway Suite 3 Tuscaloosa, AL 35401	100

OR,

_____ There are no entities to report.

By: 

Marvin E. Franklin
Signature of Attorney

Counsel for **Tuscaloosa ZX2, LLC**
Bar no.: **ASB-8663-F49M**
Address.: **Najjar Denaburg, P.C.**
2126 Morris Avenue
Birmingham, Alabama 35203
Telephone No.: **205-260-8400**
Fax No.: **205-326-3837**
E-mail address:

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ALABAMA
WESTERN DIVISION

In re: Tuscaloosa ZX2, LLC
Debtor

Case No. _____
Chapter 11

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 1 sheet(s) is complete, correct and consistent with the debtor's schedules pursuant to Local Bankruptcy Rules and I/we assume all responsibility for errors and omissions.

Dated: 2-23-09

Signed: Linda Cantelmo

Signed: Marvin E. Franklin

Marvin E. Franklin
Attorney for Debtor(s)
Bar no.: ASB-8663-F49M
Najjar Denaburg, P.C.
2125 Morris Avenue
Birmingham, Alabama 35203
Telephone No.: 205-250-8400
Fax No.: 205-326-3837
E-mail address:

TUSCALOOSA ZX2, LLC
21 MCFARLAND BOULEVARD
NORTHPORT, AL 35476

MARVIN E. FRANKLIN
NAJJAR DENABURG, P.C.
2125 MORRIS AVENUE
BIRMINGHAM, ALABAMA 3520

BANK OF TUSCALOOSA
2209 9TH ST.
TUSCALOOSA, AL 35401

CB&S BANK
P.O. BOX 910
RUSSELLVILLE, AL 35653

DURANT PROPERTIES
C/O MATT TOMPKINS
2117 JACK WARNER PKWY.
TUSCALOOSA, AL 35401

LCA BANK CORP.
P.O. BOX 1650
TROY, MI
48099-1650

TUSCALOOSA CO. TAX COLL.
714 GREENSBORO AVE.
TUSCALOOSA, AL 35401

ALABAMA POWER
915 QUEEN CITY AVE.
TUSCALOOSA, AL 35401

LECROY, HUNTER & CO.
P.O. BOX 462
NORTHPORT, AL 35476

AT&T
P.O. BOX 105262
ATLANTA, GA 30348

B&B SIGN & LIGHTING, INC
P.O. BOX 1828
HUNTSVILLE, AL 35807

BAMA EXTERMINATING CO.,
2800 9TH ST.
NORTHPORT, AL 35476

BLADE UNIFORMS
4390 INTERSTATE DR.
MACON, GA 31210

BUFORDS LOCKSMITH
#375 BILLING CENTER
P.O. BOX 610220
BHAM, AL 35261

CINTAS
P.O BOX 1670
TUSCALOOSA, AL 35401

DAY DOT'S
1801 RIVERBEND W. DR.
FT. WOTH, TX 76118

DAY MARK
12830 S. DIXIE HWY.
BOWLING GREEN, OH 43402

DMX
600 CONGRESS AVE.
STE. 1400
FT. WORTH, TX 78701

HYPERACTIVE TECH., INC.
730 HOLIDAY DR.
8 FOSTER PLAZA, 4TH FL.
PITTSBURG, PA 15220

INNOVATIVE BANK-SBA LOAN
360 14TH ST.
OAKLAND, CA 94612

J.D. ESCO, INC.
3107 25TH AVE.
UNIT A
TUSCALOOSA, AL 35401

LAMAR COMPANIES
P.O. BOX 96030
BATON ROUGE, LA 70896

LEASESOUTH
300 CLINTON AVE. W.
HUNTSVILLE, AL 35801

MANNING BROTHERS
210 SANDY CREEK DR.
ATHENS, GA 30607

RESTAURANT DATA CONCEPTS
491 KILVERN ST.
STE. 100
WARWICK, RI 02886

RUMSEY ENVIRONMENTAL, LL
P.O. BOX 20084
TUSC., AL 35402

STEWART ELECTRICAL
3700 NORTHBROOK DR. #7
NORTHPORT, AL 35473

TRIMARK FOODCRAFTS
2601 HOPE CHURCH RD.
WINSTON-SALEM, NC 35473

TUSCALOOSA ZX1, LLC
4383 COURTNEY DR.
TUSCALOOSA, AL 35405

ZAXBY'S FRANCHISING, INC
1040 FOUNDER'S BLVD.
STE. 100
ATHENS, GA 30606