

B1 (Official Form 1)(1/08)

United States Bankruptcy Court

Southern District of Alabama

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): PRP, INC.	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) 72-1344314	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. and Street, City, and State): 22826 Highway 59 Robertsdale, AL <div style="text-align: right;">ZIP Code 36567</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Baldwin	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>

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

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
PRP, INC.**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:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☒ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X _____
Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

- ☐ Yes, and Exhibit C is attached and made a part of this petition.
☒ 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.)

- ☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

- ☐ 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)

- ☒ 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.
☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
☐ 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)

- ☐ 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)

- ☐ 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
☐ 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.
☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition*(This page must be completed and filed in every case)*Name of Debtor(s):
PRP, INC.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

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).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Robert M. Galloway, Esquire
Signature of Attorney for Debtor(s)

Robert M. Galloway, Esquire
Printed Name of Attorney for Debtor(s)

Galloway, Smith, Wettermark & Everest, L.L.P.
Firm Name

3263 Cottage Hill Road
Post Office Box 16629
Mobile, AL 36616-0629

Address

Email: gswelaw.com

251-476-4493 Fax: 251-479-5566
Telephone Number

January 11, 2010
Date

*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.

Signature of Debtor (Corporation/Partnership)

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.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Jonathan P. Parnell
Signature of Authorized Individual

Jonathan P. Parnell
Printed Name of Authorized Individual

President
Title of Authorized Individual

January 11, 2010
Date

Signature of a Foreign Representative

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.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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.

Printed Name and title, if any, of Bankruptcy Petition Preparer

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.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

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.

United States Bankruptcy Court
Southern District of Alabama

In re PRP, INC.,
 Debtor

Case No. _____

Chapter 11

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is _____.
2. The following financial data is the latest available information and refers to debtor's condition on 12/31/09.

a. Total assets	\$ <u>4,215,000.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$ <u>947,000.00</u>	
c. Debt securities held by more than 500 holders.		Approximate number of holders
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock	<u>0</u>	<u>0</u>
e. Number of shares of common stock	<u>1,000</u>	<u>2</u>

Comments, if any:

3. Brief description of debtor's business:
Fast food business
4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
Jefferson G. Calhoun
Jonathan P. Parnell

United States Bankruptcy Court
Southern District of Alabama

In re **PRP, INC.**

Debtor(s)

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Alabama Power Company Post Office Box 242 Birmingham, AL 35292	Alabama Power Company Post Office Box 242 Birmingham, AL 35292	2009 utilities		12,395.46
Arby's Co-op of Atlanta c/o Jones, McKnight & Edmonson, P.C. Post Office Box 82178 Conyers, GA 30013	Arby's Co-op of Atlanta c/o Jones, McKnight & Edmonson, P.C. Post Office Box 82178 Conyers, GA 30013	2009 advertising costs		22,615.40
Arby's Franchise Trust Post Office Box 840074 Dallas, TX 75284-0074	Arby's Franchise Trust Post Office Box 840074 Dallas, TX 75284-0074	2009 royalties		346,355.48
Baldwin County Revenue Commission Post Office Box 1389 Bay Minette, AL 36507	Baldwin County Revenue Commission Post Office Box 1389 Bay Minette, AL 36507	2009 property taxes		20,878.54
Buffalo Rock P.O. Box 2247 Birmingham, AL 35201-2247	Buffalo Rock P.O. Box 2247 Birmingham, AL 35201-2247	2009 trade debt		55,563.94
Flowers Food Post Office Box 100829 Atlanta, GA 30384	Flowers Food Post Office Box 100829 Atlanta, GA 30384			43,357.51
Floyd County Tax Commissioner Post Office Box 26 Rome, GA 30162	Floyd County Tax Commissioner Post Office Box 26 Rome, GA 30162	2009 taxes		13,183.17
Georgia Avenue 1, LLC. 14 South Main Street 2nd Floor Greenville, SC 29601	Georgia Avenue 1, LLC. 14 South Main Street 2nd Floor Greenville, SC 29601	2009 rent		65,600.00
Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114	Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114	delinquent taxes		167,057.89
Jackson Restaurant Co-Op Post Office Box 6304 Pearl, MS 39288-6304	Jackson Restaurant Co-Op Post Office Box 6304 Pearl, MS 39288-6304	2009 advertising		19,563.83

B4 (Official Form 4) (12/07) - Cont.

In re **PRP, INC.**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Joan C. Hill Trustee of the Joan C. Hill Trust 2317 Heliotropoe Drive Santa Ana, CA 92706	Joan C. Hill Trustee of the Joan C. Hill Trust 2317 Heliotropoe Drive Santa Ana, CA 92706	2009 rent		31,575.75
Joe Tucker Tax Collector Post Office Box 998 Pascagoula, MS 39568	Joe Tucker Tax Collector Post Office Box 998 Pascagoula, MS 39568	2009 taxes		14,624.58
Lauderdale County Tax Collector Post Office Box 5205 Meridian, MS 39302	Lauderdale County Tax Collector Post Office Box 5205 Meridian, MS 39302	2009 tax		14,402.12
Lawrence & Lawrence, P.C. Post Office Box 160387 Mobile, AL 36616	Lawrence & Lawrence, P.C. Post Office Box 160387 Mobile, AL 36616	2008-2009 services		90,000.00
Marilyn E. Wood Post Office Box 1169 Mobile, AL 36633-1169	Marilyn E. Wood Post Office Box 1169 Mobile, AL 36633-1169	2009 taxes		22,235.18
MBM Corporation Regions Bank Dept #1547 2090 Parkway Office Circle Birmingham, AL 35244	MBM Corporation Regions Bank Dept #1547 Birmingham, AL 35244	2008-2009 trade debt		250,980.78
Mobile/Pensacola Advertising Co-Op Post Office Box 160387 Mobile, AL 36616	Mobile/Pensacola Advertising Co-Op Post Office Box 160387 Mobile, AL 36616	2009 advertising		104,365.56
RTM Gulf Coast, LLC. 1155 Perimeter Center West Atlanta, GA 30338	RTM Gulf Coast, LLC. 1155 Perimeter Center West Atlanta, GA 30338	2009 rent		167,891.60
SHAG of Mississippi, Inc. Post Office Box 1358 Purvis, MS 39475	SHAG of Mississippi, Inc. Post Office Box 1358 Purvis, MS 39475	2009 rent		64,712.50
Southern Development Corporation Post Office Box 1207 Purvis, MS 39475	Southern Development Corporation Post Office Box 1207 Purvis, MS 39475	2009 rent		65,512.60

B4 (Official Form 4) (12/07) - Cont.

In re **PRP, INC.**

Debtor(s)

Case No.

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **January 11, 2010**Signature **/s/ Jonathan P. Parnell****Jonathan P. Parnell
President**

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.

Alabama Power Company
Post Office Box 242
Birmingham, AL 35292

Arby's Co-op of Atlanta
c/o Jones, McKnight & Edmonson, P.C.
Post Office Box 82178
Conyers, GA 30013

Arby's Franchise Trust
Post Office Box 840074
Dallas, TX 75284-0074

Baldwin County Revenue Commission
Post Office Box 1389
Bay Minette, AL 36507

Buffalo Rock
P.O. Box 2247
Birmingham, AL 35201-2247

Flowers Food
Post Office Box 100829
Atlanta, GA 30384

Floyd County Tax Commissioner
Post Office Box 26
Rome, GA 30162

Georgia Avenue 1, LLC.
14 South Main Street
2nd Floor
Greenville, SC 29601

Internal Revenue Service
c/o U.S. Attorney's Office
63 South Royal Street
Suite 600
Mobile, AL 36602

Internal Revenue Service
P.O. Box 21126
Philadelphia, PA 19114

Jackson Restaurant Co-Op
Post Office Box 6304
Pearl, MS 39288-6304

Joan C. Hill
Trustee of the Joan C. Hill Trust
2317 Heliotropoe Drive
Santa Ana, CA 92706

Joe Tucker
Tax Collector
Post Office Box 998
Pascagoula, MS 39568

Lauderdale County Tax Collector
Post Office Box 5205
Meridian, MS 39302

Lawrence & Lawrence, P.C.
Post Office Box 160387
Mobile, AL 36616

Marilyn E. Wood
Post Office Box 1169
Mobile, AL 36633-1169

MBM Corporation
Regions Bank
Dept #1547
2090 Parkway Office Circle
Birmingham, AL 35244

Mobile/Pensacola Advertising Co-Op
Post Office Box 160387
Mobile, AL 36616

RTM Gulf Coast, LLC.
1155 Perimeter Center West
Atlanta, GA 30338

SHAG of Mississippi, Inc.
Post Office Box 1358
Purvis, MS 39475

Southern Development Corporation
Post Office Box 1207
Purvis, MS 39475