

<b>United States Bankruptcy Court</b> <b>Northern District of California</b>	<b>Voluntary Petition</b>
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Name of Debtor (if individual, enter Last, First, Middle): <b>Smart Alec's Intelligent Food, Inc.</b>	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)/Complete EIN (if more than one, state all): <b>94-3220252</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): <b>2355 Telegraph Ave.</b> <b>Berkeley, CA 94704</b> <div style="float: right; border: 1px solid black; padding: 2px;">                     ZIP CODE  <b>94704</b> </div>	Street Address of Joint Debtor (No. & Street, City, and State): <div style="float: right; border: 1px solid black; padding: 2px;">                     ZIP CODE                 </div>
County of Residence or of the Principal Place of Business: <b>Alameda</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>1215 Sugg Parkway</b> <b>Greenville, NC 27834</b> <div style="float: right; border: 1px solid black; padding: 2px;">                     ZIP CODE  <b>27834</b> </div>	Mailing Address of Joint Debtor (if different from street address): <div style="float: right; border: 1px solid black; padding: 2px;">                     ZIP CODE                 </div>

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

<b>Type of Debtor</b> (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.)	<b>Nature of Business</b> (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  <hr/> <b>Tax-Exempt Entity</b> (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).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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  <b>Nature of Debts</b> (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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<b>Filing Fee</b> (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.	<b>Check one box: Chapter 11 Debtors</b> <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ). <hr/> <b>Check all applicable boxes:</b> <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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<b>Statistical/Administrative Information</b> <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" 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
<b>Estimated Number of Creditors</b> <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"/> 5001-10,000 <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	
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" 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	
<b>Estimated Debts</b> <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	

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Smart Alec's Intelligent Food, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</b></p> <p style="text-align: center;">(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 delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____                  Signature of Attorney for Debtor(s) (Date)</p>		
<b>Exhibit C</b>			
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			
<b>Exhibit D</b>			
(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.			
<b>Information Regarding the Debtor - Venue</b> (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.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (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)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Smart Alec's Intelligent Food, Inc.</b>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></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.</p> <p>[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"/> _____ Signature of Debtor</p> <p><input checked="" type="checkbox"/> _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></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 <b>one</b> 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 11 U.S.C. § 1515 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 this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p><input checked="" type="checkbox"/> _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p><input checked="" type="checkbox"/> <u>/s/ James S. Monroe</u> Signature of Attorney for Debtor(s)  <b>James S. Monroe -(State Bar #102328)</b> Printed Name of Attorney for Debtor(s)</p> <p><b>Monroe Law Group</b> Firm Name  <b>101 California Street</b>  <b>Suite 2450</b>  <b>San Francisco, CA 94111</b> Address</p> <p style="text-align: right;">Email: <a href="mailto:jim@monroe-law.com">jim@monroe-law.com</a></p> <p><b>(415) 869-1575 Fax: (415) 723-7423</b> Telephone Number</p> <p><b>October 14, 2010</b> 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 style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></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>_____ 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"/> _____ 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 additional sheets conforming 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 style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></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.          The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><input checked="" type="checkbox"/> <u>/s/ David Steffensen</u> Signature of Authorized Individual  <b>David Steffensen</b> Printed Name of Authorized Individual  <b>Vice President/Treasurer</b> Title of Authorized Individual  <b>October 14, 2010</b> Date</p>	

**SMART ALEC'S INTELLIGENT FOOD, INC.**  
**UNANIMOUS CONSENT OF STOCKHOLDERS AND BOARD OF DIRECTORS**  
**TO ACTION WITHOUT MEETING**

The undersigned, being all the holders of the outstanding shares of capital stock of SMART ALEC'S INTELLIGENT FOOD, INC., a California corporation (the "Company"), hereby consent as of August 2, 2010, to the adoption of the following resolution as and for the action of the stockholders and Board of Directors of the Company without meeting, and agree that this Unanimous Consent shall be filed with the records of the meetings of the stockholders and Board of Directors and that such resolution may be certified by the Secretary or any other officer of the corporation as being in all respects duly adopted:

**RECITALS**

**WHEREAS**, the Company is in serious financial condition and is unable to continue without debt relief; and

**WHEREAS**, it appears that it is in the best interest of the Company, its stockholders and creditors for the Company to immediately commence a case under Chapter 11 of Title 11, United States Code (the "Bankruptcy Code");

**RESOLUTIONS**

**NOW, THEREFORE**, be it hereby resolved, that the stockholders and directors find and determine that it is in the best interest of the Company, its stockholders and creditors, for it to commence a case under Chapter 11 of the Bankruptcy Code; and

**BE IT FURTHER RESOLVED** that David Steffensen is hereby designated and authorized to act as the authorized representative and "Responsible Individual" for the Company as may be necessary, appropriate and/or required by the Local Rules of the United States Bankruptcy Court for the Northern District of California; and

**BE IT FURTHER RESOLVED** that the officers and agents of the Company be, and each of them hereby is, empowered and directed without further action to prepare, sign, file and prosecute, and cause to be prepared, signed, filed and prosecuted, a petition for relief and documents necessary or proper to the prosecution of a petition for relief under Chapter 11 of the Bankruptcy Code, a sale of assets, financing, a plan of reorganization, or any other lawful purpose under Chapter 11 of the Bankruptcy Code; and

**BE IT FURTHER RESOLVED** that the officers and agents of the Company are authorized, empowered and directed to engage the services of professionals as may be necessary, convenient or appropriate to commence and prosecute the aforementioned Chapter 11 case, and to do all things, and to prepare, sign, and file all papers or documents necessary or proper to the prosecution of said Chapter 11 case.

**BE IT FURTHER RESOLVED**, that the authority given hereunder may be deemed retroactive and any and all acts authorized hereunder and performed prior to the passage of these resolutions are hereby ratified and affirmed.

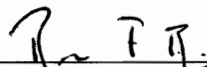
This Unanimous Consent may be signed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

**IN WITNESS WHEREOF**, the undersigned have consented to and adopted the foregoing resolutions as of the date first written above.

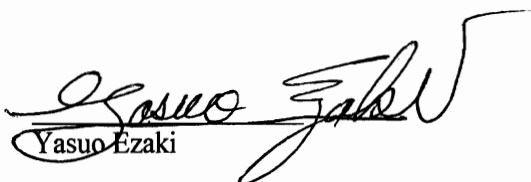
**STOCKHOLDER(S):**

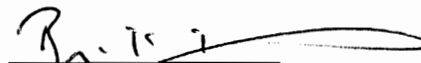
**DIRECTOR(S):**

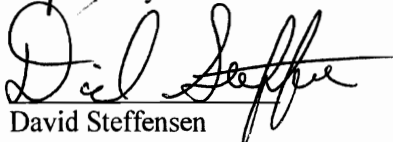
SMART ALEC'S HOLDING COMPANY,  
a California corporation

By:   
Name: Brian R. Baymiller  
Title: President

  
Seiji Takahashi

  
Yasuo Ezaki

  
Brian R. Baymiller

  
David Steffensen

**SMART ALEC'S INTELLIGENT FOOD, INC.**  
**SECRETARY'S CERTIFICATE**

*I, Brian R. Baymiller, hereby certify that I am the duly elected and qualified Secretary of SMART ALEC'S INTELLIGENT FOOD, INC. (the "Company"), a corporation organized and existing under the laws of the State of California and having its principal place of business at 2355 Telegraph Avenue, Berkeley, California 94704.*

*I further certify that the following resolutions were duly adopted pursuant to a unanimous written consent to action without meeting by the Stockholders and Board of Directors of the corporation as of August 2, 2010.*

**RESOLUTIONS**

**NOW, THEREFORE**, be it hereby resolved, that the stockholders and directors find and determine that it is in the best interest of the Company, its stockholders and creditors, for it to commence a case under Chapter 11 of the Bankruptcy Code; and

**BE IT FURTHER RESOLVED** that David Steffensen is hereby designated and authorized to act as the authorized representative and "Responsible Individual" for the Company as may be necessary, appropriate and/or required by the Local Rules of the United States Bankruptcy Court for the Northern District of California; and

**BE IT FURTHER RESOLVED** that the officers and agents of the Company be, and each of them hereby is, empowered and directed without further action to prepare, sign, file and prosecute, and cause to be prepared, signed, filed and prosecuted, a petition for relief and documents necessary or proper to the prosecution of a petition for relief under Chapter 11 of the Bankruptcy Code, a sale of assets, financing, a plan of reorganization, or any other lawful purpose under Chapter 11 of the Bankruptcy Code; and

**BE IT FURTHER RESOLVED** that the officers and agents of the Company are authorized, empowered and directed to engage the services of professionals as may be necessary, convenient or appropriate to commence and prosecute the aforementioned Chapter 11 case, and to do all things, and to prepare, sign, and file all papers or documents necessary or proper to the prosecution of said Chapter 11 case.

✓

**BE IT FURTHER RESOLVED**, that the authority given hereunder may be deemed retroactive and any and all acts authorized hereunder and performed prior to the passage of these resolutions are hereby ratified and affirmed.

*I further certify that such resolutions have not been amended, repealed, rescinded or made void, in whole or in part, by any subsequent action of the stockholders or directors of the Company, and that the same are presently in full force and effect.*

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the seal of this corporation this 2nd day of <sup>August</sup>~~April~~, 2010.

  
\_\_\_\_\_  
**Brian R. Baymiller**  
Secretary







1 James S. Monroe (State Bar No. 102328)  
2 MONROE LAW GROUP  
3 101 California Street, Suite 2450  
4 San Francisco, CA 94111  
5 Telephone: (415) 869-1575  
6 Facsimile: (415) 723-7423  
7 Email: jim@monroe-law.com

8 Attorneys for Debtor

9 UNITED STATES BANKRUPTCY COURT  
10 NORTHERN DISTRICT OF CALIFORNIA  
11 OAKLAND DIVISION

12 In re:	Chapter 11
13 SMART ALEC'S INTELLIGENT FOOD, INC., 14 a California corporation,	Case No.
15 Debtor.	

16 **CREDITOR MATRIX COVER SHEET**

17 I, David Steffensen, Vice President/Treasurer of the Debtor herein, declare under penalty of  
18 perjury that I have read the attached Creditor Mailing List and that said list contains the correct,  
19 complete and current names and addresses of all priority, secured and unsecured creditors, and parties  
20 in interest, to the best of my knowledge and belief.

21 Dated: October 14, 2010 /s/ David Steffensen  
22 David Steffensen

23  
24 I, James S. Monroe, counsel for the Debtor herein, declare that the attached Creditor Mailing  
25 Matrix conforms to the Clerk's promulgated requirements.

26 Dated: October 14, 2010 /s/ James S. Monroe  
27 James S. Monroe



Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<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>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>

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

I, the Vice President/Treasurer 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 October 14, 2010

Signature /s/ David Steffensen  
**David Steffensen**  
**Vice President/Treasurer**

*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.

**Smart Alec's Intelligent Food Inc**  
**Statement of Revenue and Expenses**  
**August 2010**

	<u>Aug 10</u>	<u>% of Income</u>
<b>Ordinary Income/Expense</b>		
<b>Income</b>		
<b>Restaurant Sales</b>	113,369.60	100.1%
<b>Coupon</b>	(108.72)	(0.1)%
<b>Over/Short</b>	12.60	0.0%
<b>Total Income</b>	<u>113,273.48</u>	<u>100.0%</u>
<b>Cost of Goods Sold</b>		
<b>Purchases--Food &amp; Beverages</b>	54,504.29	48.1%
<b>General Supplies</b>		
<b>Wages &amp; Benefits</b>	39,354.00	34.7%
<b>Work Comp</b>	763.00	0.7%
<b>Total COGS</b>	<u>94,621.29</u>	<u>83.5%</u>
<b>Gross Profit</b>	18,652.19	16.5%
<b>Expense</b>		
<b>Rent</b>	10,114.00	8.9%
<b>Accounting</b>	1,804.00	1.6%
<b>Repairs &amp; Maintenance</b>		
<b>Waste Handling</b>	79.50	0.1%
<b>Contracted Outside Services</b>	219.00	0.2%
<b>Legal Fees</b>	16,875.50	14.9%
<b>Insurance</b>	140.00	0.1%
<b>Payroll Processing fees</b>	228.34	0.2%
<b>Operating &amp; Cleaning Supplies</b>	204.53	0.2%
<b>Printing and Reproduction</b>		
<b>Parking &amp; Tolls</b>	450.00	0.4%
<b>Pest Control</b>		
<b>Telephone</b>	337.50	0.3%
<b>Property Taxes</b>	369.70	0.3%
<b>Uniforms</b>	148.25	0.1%
<b>Office Supplies</b>	62.98	0.1%
<b>Bank Service Charges</b>	41.00	0.0%
<b>Interest Expense</b>	1,369.88	1.2%
<b>Licenses/Refuse</b>	1,735.79	1.5%
<b>Utilities</b>	3,619.60	3.2%
<b>Total Expense</b>	<u>37,799.57</u>	<u>33.4%</u>
<b>Net Ordinary Income</b>	<u>(19,147.38)</u>	<u>(16.9)%</u>
<b>Net Income</b>	<u><u>(19,147.38)</u></u>	<u><u>(16.9)%</u></u>

**Smart Alec's Intelligent Food Inc**  
**Balance Sheet**  
As of August 31, 2010

	Aug 31, 10
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
BA #76499	382.96
Summit Bank #100023290	9,348.55
BA #60410	70,896.29
Safe Change	1,000.00
<b>Total Checking/Savings</b>	81,627.80
<b>Other Current Assets</b>	
Employee Advance	2,250.00
Inventory	15,180.90
Loan Receivable	63,750.00
<b>Total Other Current Assets</b>	81,180.90
<b>Total Current Assets</b>	162,808.70
<b>Fixed Assets</b>	
Equipment	16,056.44
<b>Depreciable Assets</b>	
Accumulated Depreciation	(220,921.78)
Depreciable Assets - Other	391,700.02
<b>Total Depreciable Assets</b>	170,778.24
<b>Total Fixed Assets</b>	186,834.68
<b>Other Assets</b>	
Leasehold and Improvement	16,970.95
Deposits	8,998.00
<b>Total Other Assets</b>	25,968.95
<b>TOTAL ASSETS</b>	<b>375,612.33</b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Other Current Liabilities</b>	
Accounts Payable	7,509.97
Accrued Payroll and Tax Liabili	25,582.43
Sales Tax Payable	10,966.06
<b>Total Other Current Liabilities</b>	44,058.46
<b>Total Current Liabilities</b>	44,058.46
<b>Long Term Liabilities</b>	
Loan from YKF	450,000.00
Summit Bank Loan #1018060	155,929.83

**Smart Alec's Intelligent Food Inc**  
**Balance Sheet**  
As of August 31, 2010

	<u>Aug 31, 10</u>
Total Long Term Liabilities	605,929.83
<b>Total Liabilities</b>	<b>649,988.29</b>
<b>Equity</b>	
Capital Stock	
Common Stock	<u>146,000.00</u>
<b>Total Capital Stock</b>	<b>146,000.00</b>
Retained Earnings	(395,545.20)
Net Income	<u>(24,830.76)</u>
<b>Total Equity</b>	<b>(274,375.96)</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u><u>375,612.33</u></u></b>

**A Check if:**

- 1a Consolidated return (attach Form 851)
- b Life/nonlife consolidated return
- 2 Personal holding co. (attach Sch. PH)
- 3 Personal service corp. (see instructions)
- 4 Schedule M-3 attached

**Use IRS label. Otherwise, print or type.**

Name: **SMART ALEC'S INTELLIGENT FOOD INC**

Number, street, and room or suite no. If a P.O. box, see instructions.  
**2355 TELEGRAPH AVENUE**

City or town, state, and ZIP code  
**Berkeley CA 94704**

**B Employer identification number**  
94-3220252

**C Date incorporated**  
02-01-1955

**D Total assets (see instructions)**  
\$ 417,311

**E Check if:** (1)  Initial return (2)  Final return (3)  Name change (4)  Address change

<b>Income</b>	1a	Gross receipts or sales	1,247,931	b	Less returns and allowances		c Bal	1c	1,247,931
	2	Cost of goods sold (Schedule A, line 8)						2	923,332
	3	Gross profit. Subtract line 2 from line 1c						3	324,599
	4	Dividends (Schedule C, line 19)						4	
	5	Interest						5	
	6	Gross rents						6	
	7	Gross royalties						7	
	8	Capital gain net income (attach Schedule D (Form 1120))						8	
	9	Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)						9	
	10	Other income (see instructions - attach schedule)						10	
	11	<b>Total Income.</b> Add lines 3 through 10						11	324,599
<b>Deductions (See instructions for limitations on deductions.)</b>	12	Compensation of officers (Schedule E, line 4)						12	
	13	Salaries and wages (less employment credits)						13	
	14	Repairs and maintenance						14	17,260
	15	Bad debts						15	
	16	Rents						16	121,308
	17	Taxes and licenses			ATT. CTL.			17	18,123
	18	Interest						18	14,493
	19	Charitable contributions						19	
	20	Depreciation from Form 4562 not claimed on Schedule A or elsewhere on return (attach Form 4562)						20	5,868
	21	Depletion						21	
	22	Advertising						22	396
	23	Pension, profit-sharing, etc., plans						23	
	24	Employee benefit programs						24	
	25	Domestic production activities deduction (attach Form 8903)						25	
	26	Other deductions (attach schedule)			Statement # 5			26	369,303
	27	<b>Total deductions.</b> Add lines 12 through 26						27	546,751
	28	Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11						28	(222,152)
29	Less: a Net operating loss deduction (see instructions)	29a					29c		
	b Special deductions (Schedule C, line 20)	29b							
30	<b>Taxable Income.</b> Subtract line 29c from line 28 (see instructions)						30	(222,152)	
31	<b>Total tax</b> (Schedule J, line 10)						31	0	
<b>Tax, Refundable Credits, and Payments</b>	32a	2008 overpayment credited to 2009	32a						
	b	2009 estimated tax payments	32b						
	c	2009 refund applied for on Form 4466	32c			d Bal	32d		
	e	Tax deposited with Form 7004					32e		
	f	Credits: (1) Form 2439 (2) Form 4136					32f		
	g	Refundable credits from Form 3800, line 19c, and Form 8827, line 8c					32g		
	32h								
33	Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>						33		
34	<b>Amount owed.</b> If line 32h is smaller than the total of lines 31 and 33, enter amount owed						34		
35	<b>Overpayment.</b> If line 32h is larger than the total of lines 31 and 33, enter amount overpaid						35		
36	Enter amount from line 35 you want: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>						36		

**Sign Here** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer: *[Signature]* Date: 9-24-10 Title: Vice Pres. Ext

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

**Paid Preparer's Use Only**

Preparer's signature: *[Signature]* Date: 09-03-2010 Check if self-employed  Preparer's SSN or PTIN: P00450464

Firm's name (or yours if self-employed), address, and ZIP code: Sanjiv Gupta CPA  
39111 Paseo Padre Parkway, Suite  
Fremont CA 94538 EIN: 20-1552459

Phone no.: (510) 818-0437



Schedule A Cost of Goods Sold (see instructions)

Table with 8 rows for Cost of Goods Sold. Line 1: Inventory at beginning of year 5,369. Line 2: Purchases 547,841. Line 3: Cost of labor 380,178. Line 6: Total 933,388. Line 7: Inventory at end of year 10,056. Line 8: Cost of goods sold 923,332.

- 9a Check all methods used for valuing closing inventory: (i) [X] Cost, (ii) [ ] Lower of cost or market, (iii) [ ] Other. b Check if there was a writedown of subnormal goods. c Check if the LIFO inventory method was adopted. d If the LIFO inventory method was used, enter percentage of closing inventory computed under LIFO (9d). e If property is produced or acquired for resale, do the rules of section 263A apply. f Was there any change in determining quantities, cost, or valuations between opening and closing inventory?

Schedule C Dividends and Special Deductions (see instructions)

Table with 20 rows for Dividends and Special Deductions. Columns: (a) Dividends received, (b) %, (c) Special deductions (a x b). Rows include dividends from less-than-20%-owned domestic corporations, debt-financed stock, foreign corporations, etc.

Schedule E Compensation of Officers (see instructions for page 1, line 12)

Note: Complete Schedule E only if total receipts (line 1a plus lines 4 through 10 on page 1) are \$500,000 or more.

Table with 6 columns: (a) Name of officer, (b) Social security number, (c) Percent of time devoted to business, (d) Common stock owned, (e) Preferred stock owned, (f) Amount of compensation. Includes rows for individual officers and totals for compensation.

Schedule J Tax Computation (see instructions)			
1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120))	<input type="checkbox"/>	
2	Income tax. Check if a qualified personal service corporation (see instructions)	<input type="checkbox"/>	0
3	Alternative minimum tax (attach Form 4626)		
4	Add lines 2 and 3		0
5a	Foreign tax credit (attach Form 1118)	5a	
b	Credit from Form 8834, line 29	5b	
c	General business credit (attach Form 3800)	5c	
d	Credit for prior year minimum tax (attach Form 8827)	5d	
e	Bond credits from Form 8912	5e	
6	Total credits. Add lines 5a through 5e	6	
7	Subtract line 6 from line 4	7	0
8	Personal holding company tax (attach Schedule PH (Form 1120))	8	
9	Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Form 8902 <input type="checkbox"/> Other (attach schedule)	9	
10	Total tax. Add lines 7 through 9. Enter here and on page 1, line 31	10	0

Schedule K Other Information (see instructions)		Yes	No
1	Check accounting method: a <input type="checkbox"/> Cash b <input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) _____		
2	See the instructions and enter the:		
a	Business activity code no. ▶ 722210		
b	Business activity ▶ RESTAURANT		
c	Product or service ▶ FOOD		
3	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? . . . . . If "Yes," enter name and EIN of the parent corporation ▶ _____		X
4	At the end of the tax year:		
a	Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G) . . . . .		X
b	Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G) . . .		X
5	At the end of the tax year, did the corporation:	Yes	No
a	Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on Form 851, Affiliations Schedule? For rules of constructive ownership, see instructions . . . . . If "Yes," complete (i) through (iv).		X

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock

Schedule K Continued

b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including any entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions If "Yes," complete (i) through (iv).

Table with 4 columns: (i) Name of Entity, (ii) Employer Identification Number (if any), (iii) Country of Organization, (iv) Maximum Percentage Owned in Profit, Loss, or Capital.

- 6 During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? (See sections 301 and 316.)
7 At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of (a) the total voting power of all classes of the corporation's stock entitled to vote or (b) the total value of all classes of the corporation's stock?
8 Check this box if the corporation issued publicly offered debt instruments with original issue discount
9 Enter the amount of tax-exempt interest received or accrued during the tax year
10 Enter the number of shareholders at the end of the tax year (if 100 or fewer)
11 If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here
12 Enter the available NOL carryover from prior tax years (do not reduce it by any deduction on line 29a.)
13 Are the corporation's total receipts (line 1a plus lines 4 through 10 on page 1) for the tax year and its total assets at the end of the tax year less than \$250,000?

Schedule L	Balance Sheets per Books	Beginning of tax year		End of tax year	
		(a)	(b)	(c)	(d)
<b>Assets</b>					
1	Cash		2,940		145,673
2a	Trade notes and accounts receivable				
b	Less allowance for bad debts	( )		( )	
3	Inventories		5,369		10,056
4	U.S. government obligations				
5	Tax-exempt securities (see Instructions)				
6	Other current assets (attach schedule)	Statement # 8	84,549		76,002
7	Loans to shareholders				
8	Mortgage and real estate loans				
9	Other investments (attach schedule)				
10a	Buildings and other depreciable assets	391,700		401,829	
b	Less accumulated depreciation	( 210,381)	181,319	( 216,249)	185,580
11a	Depletable assets				
b	Less accumulated depletion	( )		( )	
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)				
b	Less accumulated amortization	( )		( )	
14	Other assets (attach schedule)				
15	<b>Total assets</b>		274,177		417,311
<b>Liabilities and Shareholders' Equity</b>					
16	Accounts payable		7,386		44,219
17	Mortgages, notes, bonds payable in less than 1 year				
18	Other current liabilities (attach schedule)	Statement # 11	35,519		26,972
19	Loans from shareholders				
20	Mortgages, notes, bonds payable in 1 year or more		229,328		566,328
21	Other liabilities (attach schedule)	Statement # 12			
22	Capital stock: a Preferred stock				
b	Common stock	146,000	146,000	146,000	146,000
23	Additional paid-in capital				
24	Retained earnings-Appropriated (attach schedule)				
25	Retained earnings-Unappropriated		(144,056)		(366,208)
26	Adjustments to shareholders' equity (attach schedule)				
27	Less cost of treasury stock	( )		( )	
28	<b>Total liabilities and shareholders' equity</b>		274,177		417,311

**Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return**

Note: Schedule M-3 required instead of Schedule M-1 if total assets are \$10 million or more-see instructions

1	Net income (loss) per books	(222,152)	7	Income recorded on books this year not included on this return (itemize):	
2	Federal income tax per books			Tax-exempt interest \$	
3	Excess of capital losses over capital gains				
4	Income subject to tax not recorded on books this year (itemize):				
5	Expenses recorded on books this year not deducted on this return (itemize):		8	Deductions on this return not charged against book income this year (itemize):	
a	Depreciation \$		a	Depreciation \$	
b	Charitable contributions \$		b	Charitable contributions \$	
c	Travel and entertainment \$				
6	Add lines 1 through 5	(222,152)	9	Add lines 7 and 8	
			10	Income (page 1, line 28)-line 6 less line 9	(222,152)

**Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)**

1	Balance at beginning of year	(144,056)	5	Distributions: a Cash	
2	Net income (loss) per books	(222,152)		b Stock	
3	Other increases (itemize):			c Property	
			6	Other decreases (itemize):	
4	Add lines 1, 2, and 3	(366,208)	7	Add lines 5 and 6	
			8	Balance at end of year (line 4 less line 7)	(366,208)



California Corporation Franchise or Income Tax Return

2009

100

For calendar year 2009 or fiscal year beginning month 07 day 01 year 2009, and ending month 06 day 30 year 2010

Corporation name: SMART ALEC'S INTELLIGENT FOOD INC
California corporation number: 1926558
Address: 2355 TELEGRAPH AVENUE
City: Berkeley, CA 94704
FEIN: 94-3220252

Schedule Q Questions (continued on Side 2)
A 1. FINAL RETURN?
2. DEFERRED INCOME Did this corporation elect to defer income from the discharge of indebtedness as described in IRC Section 108(i) for federal purposes?

B 1. Is income included in a combined report of a unitary group?
2. If "Yes," indicate:
3. Is there a change in the members listed in Schedule R-7 from the prior year?
4. Enter the number of members (including parent or key corporation) listed in the Schedule R-7, Part I, Section A, subject to income or franchise tax
5. Is form FTB 3544 attached to the return?

State Adjustments

Table with 3 columns: Line number, Description, Amount. Rows 1-18 covering state adjustments and net income after adjustments.

Net Income

Table with 3 columns: Line number, Description, Amount. Rows 19-23 covering net income for state purposes and net income for tax purposes.

Taxes

Table with 3 columns: Line number, Description, Amount. Rows 24-31 covering franchise tax, new jobs credit, and total tax.

Payments

Table with 3 columns: Line number, Description, Amount. Rows 32-36 covering overpayment from prior year, estimated tax payments, and total payments.

Refund or Amount Due	37 Franchise or income tax due. If line 31 is more than line 36, subtract line 36 from line 31. Go to line 40	37	800	00
	38 Overpayment. If line 36 is more than line 31, subtract line 31 from line 36	38		00
	39 Amount of line 38 to be credited to 2010 estimated tax	39		00
	40 Use tax. This is not a total line. See instructions	40		00
	41 Refund. If the sum of line 39 and line 40 is less than line 38, then subtract the result from line 38	41		00
	See instructions to have the refund directly deposited. a Routing number	41a		
	b Type: Checking <input type="checkbox"/> Savings <input type="checkbox"/> c Account number	41c		
	42 a Penalties and interest	42a		00
	b <input type="checkbox"/> Check if estimate penalty computed using Exception B or C. See instructions.			
	43 Total amount due. Add line 37, line 39, line 40, and line 42a. Then, subtract line 38 from the result	43	800	00

**Schedule Q Questions (continued from Side 1)**

**C** If the corporation filed on a water's-edge basis pursuant to R&TC Sections 25110 and 25113 in previous years, enter the date the water's-edge election ended

**D** Was the corporation's income included in a consolidated federal return?  Yes  No

**E** Principal business activity code. (Do not leave blank): 722210  
 Business activity RESTAURANT  
 Product or service FOOD

**F** Date incorporated: 1955-02-01  
 Where: State CA Country

**G** Date business began in California or date income was first derived from California sources: 1955-02-01

**H** First return?  Yes  No If "Yes" and this corporation is a successor to a previously existing business, check the appropriate box.  
 (1) sole proprietorship  (2) partnership  (3) joint venture  
 (4) corporation  (5) other  
 (attach statement showing name, address, and FEIN/SSN/TIN of previous business)

**I** "Doing business as" name. See instructions:

**J** 1. For this taxable year, was there a change in control or majority ownership for this corporation or any of its subsidiaries that owned or (under certain circumstances) leased real property in California?  Yes  No  
 2. For this taxable year, did this corporation or any of its subsidiaries acquire control or majority ownership of any other legal entity that owned or (under certain circumstances) leased real property in California?  Yes  No  
 3. If this corporation or any of its subsidiaries owned or (under certain circumstances) leased real property in California, has more than 50% of the voting stock of any one of them cumulatively transferred in one or more transactions since March 1, 1975, which was not reported on a previous year's tax return?  Yes  No  
 (Penalties may apply - see instructions.)

**K** At any time during the taxable year, was more than 50% of the voting stock:  
 1. Of the corporation owned by any single interest?  Yes  No  
 2. Of another corporation owned by this corporation?  Yes  No

**3** Of this and one or more other corporations owned or controlled, directly or indirectly, by the same interests?  Yes  No  
 If 1 or 3 is "Yes," enter the country of the ultimate parent

If 1, 2, or 3 is "Yes," furnish a statement of ownership indicating pertinent names, addresses, and percentages of stock owned. If the owner(s) is an individual, provide the SSN/TIN.

**L** Has the corporation included a reportable transaction or listed transaction within this return? (See instructions for definitions)  Yes  No  
 If "Yes," complete and attach federal Form 8886 for each transaction.

**M** Is this corporation apportioning income to California using Schedule R?  Yes  No

**N** How many affiliates in the combined report are claiming immunity from taxation in California under Public Law 86-272? 0

**O** Corporation headquarters are: (1)  Within California  
 (2)  Outside of California, within the U.S. (3)  Outside of the U.S.

**P** Location of principal accounting records: SEE CAC SCHO FORM

**Q** Accounting method: (1)  Cash (2)  Accrual (3)  Other

**R** Does this corporation or any of its subsidiaries have a Deferred Intercompany Stock Account (DISA)?  Yes  No  
 If "Yes," enter the total balance of all DISAs \$

**S** Is this corporation or any of its subsidiaries a RIC?  Yes  No

**T** Is this corporation treated as a REMIC for California purposes?  Yes  No

**U** Is this corporation a REIT for California purposes?  Yes  No

**V** Is this corporation an LLC or limited partnership electing to be taxed as a corporation for federal purposes?  Yes  No

**W** Is this corporation to be treated as a credit union?  Yes  No

**X** Is the corporation under audit by the IRS or has it been audited by the IRS in a prior year?  Yes  No

**Y** Have all required information returns (e.g. federal Forms 1099, 5471, 5472, 8300, 8865, etc.) been filed with the Franchise Tax Board?  N/A  Yes  No

**Z** Does the taxpayer (or any corporation of the taxpayer's combined group, if applicable) own 80% or more of the stock of an insurance company?  Yes  No

**AA** Did this corporation file the federal Schedule M-3 (Form 1120/1120F)?  Yes  No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	<u>STEPHANIE DODSON</u>	Title	<u>CEO</u>	Date		Telephone	
	Preparer's signature	<u>Sanjiv Gupta CPA</u>	Date	<u>09-03-2010</u>	Check if self-employed	<input type="checkbox"/>	Preparer's SSN/PTIN	<u>P00450464</u>
Paid Preparer's Use Only	Firm's name (or yours, if self-employed) and address	<u>39111 Paseo Padre Parkway, Suite 213 Fremont, CA 94538</u>				Telephone	<u>20-1552459 510-818-0437</u>	
	May the FTB discuss this return with the preparer shown above? See instructions							<input checked="" type="checkbox"/> Yes



**Schedule A Taxes Deducted.** Use additional sheet(s) if necessary.

94-3220252

(a) Nature of tax	(b) Taxing authority	(c) Total amount	(d) Nondeductible amount
STATEMENT # 9B			00
			00
<b>Total.</b> Enter total of column (c) on Sch. F, line 17, and total of column (d) on Side 1, line 2 or line 3		18,123	00

**Schedule F Computation of Net Income.** See instructions.

Income	1 a) Gross receipts or gross sales	1,247,931					
	b) Less returns and allowance		c) Balance	1c	1,247,931	00	
	2 Cost of goods sold. Attach federal Schedule A (California Schedule V)			2	923,332	00	
	3 Gross profit. Subtract line 2 from line 1c			3	324,599	00	
	4 Total dividends. Attach federal Schedule C, California Schedule H (100)			4		00	
	5 a) Interest on obligations of the United States and U.S. instrumentalities			5a		00	
	b) Other interest. Attach schedule			5b		00	
	6 Gross rents			6		00	
	7 Gross royalties			7		00	
	8 Capital gain net income. Attach federal Schedule D (California Schedule D)			8		00	
	9 Ordinary gain (loss). Attach federal Form 4797 (California Schedule D-1)			9		00	
10 Other income (loss). Attach schedule			10		00		
11 Total income. Add line 3 through line 10			11	324,599	00		
Deductions	12 Compensation of officers. Attach federal Schedule E or equivalent schedule		12		00		
	13 Salaries and wages (not deducted elsewhere)		13		00		
	14 Repairs		14	17,260	00		
	15 Bad debts		15		00		
	16 Rents		16	121,308	00		
	17 Taxes (California Schedule A)		17	18,123	00		
	18 Interest. Attach schedule		18	14,493	00		
	19 Contributions. Attach schedule		19		00		
	20 Depreciation. Attach federal Form 4562 and FTB 3885	20	5,868				
	21 Less depreciation claimed elsewhere on return	21a		21b	5,868	00	
	22 Depletion. Attach schedule			22		00	
	23 Advertising			23	396	00	
	24 Pension, profit-sharing plans, etc.			24		00	
	25 Employee benefit plans			25		00	
	26 a) Total travel and entertainment			26b		00	
	b) Deductible amounts						
	27 Other deductions. Attach schedule STATEMENT # 9C			27	369,303	00	
	28 Specific deduction for organizations under R&TC Section 23701r or 23701t. See instructions			28		00	
	29 Total deductions. Add line 12 through line 28			29	546,751	00	
30 Net income before state adjustments. Subtract line 29 from line 11. Enter here and on Side 1, line 1			30	(222,152)	00		

**Schedule J Add-On Taxes and Recapture of Tax Credits.** See instructions.

1 LIFO recapture due to S corporation election, IRC Sec. 1363(d) deferral: \$	1		00
2 Interest computed under the look-back method for completed long-term contracts (Attach form FTB 3834)	2		00
3 Interest on tax attributable to installment: a Sales of certain timeshares and residential lots	3a		00
b Method for nondealer installment obligations	3b		00
4 IRC Section 197(f)(9)(B)(ii) election	4		00
5 Credit recapture name:	5		00
6 Combine line 1 through line 5, revise Side 2, line 37 or line 38, whichever applies, by this amount. Write "Schedule J" to the left of line 37 or line 38	6		00



**Schedule V Cost of Goods Sold**

1	Inventory at beginning of year	1	5,369	00
2	Purchases	2	547,841	00
3	Cost of labor	3	380,178	00
4	a Additional IRC Section 263A costs. Attach schedule	4a		00
	b Other costs. Attach schedule	4b		00
5	Total. Add line 1 through line 4b	5	933,388	00
6	Inventory at end of year	6	10,056	00
7	Cost of goods sold. Subtract line 6 from line 5. Enter here and on Side 3, Schedule F, line 2	7	923,332	00

Method of inventory valuation **COST**

Was there any change in determining quantities, costs of valuations between opening and closing inventory?  Yes  No  
If "Yes," attach an explanation.

Enter California seller's permit number, if any

Check if the LIFO inventory method was adopted this taxable year for any goods. If checked, attach federal Form 970

If the LIFO inventory method was used for this taxable year, enter the amount of closing inventory under LIFO

Do the rules of IRC Section 263A (with respect to property produced or acquired for resale) apply to the corporation?  Yes  No

The corporation may not be required to complete Schedules L, M-1, and M-2. See Schedule M-1 instructions for reporting requirements.

**Schedule L Balance Sheet**

	Beginning of taxable year		End of taxable year	
	(a)	(b)	(c)	(d)
<b>Assets</b>				
1 Cash		2,940		145,673
2 a Trade notes and accounts receivable				
b Less allowance for bad debts	( )		( )	
3 Inventories		5,369		10,056
4 Federal and state government obligations				
5 Other current assets. Attach schedule(s)		84,549		76,002
6 Loans to stockholders/officers. Attach schedule				
7 Mortgage and real estate loans				
8 Other investments. Attach schedule(s)				
9 a Buildings and other fixed depreciable assets	391,700		401,829	
b Less accumulated depreciation	( 210,381)	181,319	( 216,249)	185,580
10 a Depletable assets				
b Less accumulated depletion	( )		( )	
11 Land (net of any amortization)				
12 a Intangible assets (amortizable only)				
b Less accumulated amortization	( )		( )	
13 Other assets. Attach schedule(s)				
14 <b>Total assets</b>		274,177		417,311
<b>Liabilities and Stockholders' Equity</b>				
15 Accounts payable		7,386		44,219
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities. Attach schedule(s)		35,519		26,972
18 Loans from stockholders. Attach schedule(s)				
19 Mortgages, notes, bonds payable in 1 year or more		229,328		566,328
20 Other liabilities. Attach schedule(s)				
21 Capital stock: a Preferred stock				
b Common stock	146,000	146,000	146,000	146,000
22 Paid-in or capital surplus. Attach reconciliation				
23 Retained earnings-Appropriated. Attach schedule				
24 Retained earnings-Unappropriated		(144,056)		(366,208)
25 Adjustments to shareholders' equity. Attach schedule				
26 Less cost of treasury stock		( )		( )
27 <b>Total liabilities and stockholders' equity</b>		274,177		417,311

**Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return.**  
 If the corporation completed federal Schedule M-3 (Form 1120/1120-F), see instructions.

94-3220252

1	Net income per books	(222,152)	7	Income recorded on books this year not included in this return (itemize)	
2	Federal income tax			a Tax-exempt interest \$	
3	Excess of capital losses over capital gains			b Other \$	
4	Taxable income not recorded on books this year (itemize)			c Total. Add line 7a and line 7b	
5	Expenses recorded on books this year not deducted in this return (itemize)		8	Deductions in this return not charged against book income this year (itemize)	
	a Depreciation \$			a Depreciation \$	
	b State taxes \$			b State tax refunds \$	
	c Travel and entertainment \$			c Other \$	
	d Other \$			d Total. Add line 8a through line 8c	
	e Total. Add line 5a through line 5d		9	Total. Add line 7c and line 8d	
6	Total. Add line 1 through line 5e	(222,152)	10	Net income per return.	
				Subtract line 9 from line 6	(222,152)

**Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Schedule L, line 24)**

1	Balance at beginning of year	(144,056)	5	Distributions: a Cash	
2	Net income per books	(222,152)		b Stock	
3	Other increases (itemize)			c Property	
			6	Other decreases (itemize)	
			7	Total. Add line 5 and line 6	
4	Total. Add line 1 through line 3	(366,208)	8	Balance at end of year.	
				Subtract line 7 from line 4	(366,208)

**Schedule D California Capital Gains and Losses**

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less.** Use additional sheet(s) if necessary.

(a) Kind of property and description (Example, 100 shares of Z Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain (loss) (d) less (e)
1					00
					00
					00
					00
					00
2	Short-term capital gain from installment sales from form FTB 3805E, line 26 or line 37				2 00
3	Unused capital loss carryover from 2008				3 00
4	Net short-term capital gain (loss). Combine line 1 through line 3				4 00

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year.** Use additional sheet(s) if necessary.

5					00
					00
					00
					00
6	Enter gain from Schedule D-1, line 9 and/or any capital gain distributions				6 00
7	Long-term capital gain from installment sales from form FTB 3805E, line 26 or line 37				7 00
8	Net long-term capital gain (loss). Combine line 5 through line 7				8 00
9	Enter excess of net short-term capital gain (line 4) over net long-term capital loss (line 8)				9 00
10	Net capital gain. Enter excess of net long-term capital gain (line 8) over net short-term capital loss (line 4)				10 00
11	Total lines 9 and 10. Enter here and on Form 100, Side 1, line 5. If losses exceed gains, carry forward losses to 2010				11 00

H. First Return Additional Information

Business Type . . . . . Allowable Value = SoleProprietorship, Partnership, JointVenture, Corporation, Other  
 FEIN {9} . . . . .  
 SSN {9} . . . . .  
 ITIN {9} . . . . .  
 Business Name Line 1 {75} . . . . .  
 Business Name Line 2 {75} . . . . .  
 US Address Line 1 {35} . . . . .  
 US Address Line 2 {35} . . . . .  
 US City {22} . . . . .  
 US State {2} . . . . .  
 US Zip Code {16} . . . . .  
 Foreign Address Line 1 {35} . . . . .  
 Foreign Address Line 2 {35} . . . . .  
 Foreign City {50} . . . . .  
 Foreign Province or State {50} . . . . .  
 Foreign Country {2} . . . . .  
 Foreign Postal Code {50} . . . . .

K. Voting Stock Additional Information

FEIN {9} . . . . .  
 SSN {9} . . . . .  
 ITIN {9} . . . . .  
 Percent Owned {6} . . . . .  
 Business Name Line 1 {75} . . . . .  
 Business Name Line 2 {75} . . . . .  
 US Address Line 1 {35} . . . . .  
 US Address Line 2 {35} . . . . .  
 US City {22} . . . . .  
 US State {2} . . . . .  
 US Zip Code {16} . . . . .  
 Foreign Address Line 1 {35} . . . . .  
 Foreign Address Line 2 {35} . . . . .  
 Foreign City {50} . . . . .  
 Foreign Province or State {50} . . . . .  
 Foreign Country {2} . . . . .  
 Foreign Postal Code {50} . . . . .

O. Headquarters Are Additional Information

Type of headquarters {18} . . . . . InsideCalifornia Allowable Value = InsideCalifornia, OutsideCAInsideUS, OutsideUS

P. Principal Accounting Records Additional Information

US Address Line 1 {35} . . . . . 2355 TELEGRAPH AVENUE  
 US Address Line 2 {35} . . . . .  
 US City {22} . . . . . Berkeley  
 US State {2} . . . . . CA  
 US Zip Code {16} . . . . . 94704  
 Foreign Address Line 1 {35} . . . . .  
 Foreign Address Line 2 {35} . . . . .  
 Foreign City {50} . . . . .  
 Foreign Province or State {50} . . . . .  
 Foreign Country {2} . . . . .  
 Foreign Postal Code {50} . . . . .

Q. Accounting Method Additional Information

Accounting Method {7} . . . . . accrual Allowable values = cash, accrual, hybrid

**2009 Corporation Depreciation and Amortization**

**3885**

Attach to Form 100 or Form 100W. **1120**

Corporation name <b>SMART ALEC'S INTELLIGENT FOOD INC</b>	California corporation number <b>1926558</b>
--	---

**Part I Election To Expense Certain Property Under IRC Section 179**

1 Maximum deduction under Section 179 for California	1	\$25,000
2 Total cost of Section 179 property placed in service	2	858
3 Threshold cost of Section 179 property before reduction in limitation	3	\$200,000
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for taxable year. Subtract line 4 from line 1. If zero or less, enter -0-	5	25,000

(a) Description of property	(b) Cost (business use only)	(c) Elected cost	(d) Depreciation allowed or allowable in earlier years
6			
7 Listed property (elected Section 179 cost)		7	
8 Total elected cost of Section 179 property. Add amounts in column (c), line 6 and line 7		8	
9 Tentative deduction. Enter the smaller of line 5 or line 8		9	
10 Carryover of disallowed deduction from prior taxable years		10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5		11	
12 Section 179 expense deduction. Add line 9 and line 10, but do not enter more than line 11		12	
13 Carryover of disallowed deduction to 2010. Add line 9 and line 10, less line 12		13	

**Part II Depreciation and Election of Additional First Year Expense Deduction Under R&TC Section 24356**

(a) Description of property	(b) Date acquired	(c) Cost or other basis	(d) Depreciation allowed or allowable in earlier years	(e) Depreciation method	(f) Life or rate	(g) Depreciation for this year	(h) Additional first year depreciation
14 STATEMENT # 810							
15 Add the amounts in column (g) and column (h). The combined total of column (h) may not exceed \$2,000. See instructions for line 14, column (h)						15	5,928

**Part III Summary**

16 Total: If the corporation is electing: IRC Section 179 expense, add the amount on line 12 and line 15, column (g) or Additional first year depreciation under R&TC Section 24356, add the amounts on line 15, columns (g) and (h) or Depreciation (if no election is made), enter the amount from line 15, column (g)		16	5,928
17 Total depreciation claimed for federal purposes from federal Form 4562, line 22		17	5,868
18 Depreciation adjustment. If line 17 is greater than line 16, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 17 is less than line 16, enter the difference here and on Form 100 or Form 100W, Side 1, line 12. (If California depreciation amounts are used to determine net income before state adjustments on Form 100 or Form 100W, no adjustment is necessary.)		18	60

**Part IV Amortization**

(a) Description of property	(b) Date acquired	(c) Cost or other basis	(d) Amortization allowed or allowable in earlier years	(e) R&TC Section (see instr.)	(f) Period or percentage	(g) Amortization for this year	
19							
20 Total. Add the amounts in column (g)						20	
21 Total amortization claimed for federal purposes from federal Form 4562, line 44						21	
22 Amortization adjustment. If line 21 is greater than line 20, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 21 is less than line 20, enter the difference here and on Form 100 or Form 100W, Side 1, line 12						22	



**Federal Supporting Statements**

**2009 PAGE 1**

Name(s) as shown on return

FEIN

**SMART ALEC'S INTELLIGENT FOOD INC**

**94-3220252**

FORM 1120, SCHEDULE L, LINE 18

Statement # 11

**Other current liabilities**

<u>DESCRIPTION</u>	<u>BEGINNING OF TAX YEAR</u>	<u>END OF TAX YEAR</u>
ACCRUED PAYROLL & TA	13,558	18,896
SALES TAX PAYBLE	21,961	8,076
<b>TOTALS:</b>	<u>35,519</u>	<u>26,972</u>

FORM 1120, SCHEDULE L, LINE 6

PAGE 1  
Statement # 8

**Other current assets**

<u>DESCRIPTION</u>	<u>BEGINNING OF TAX YEAR</u>	<u>END OF TAX YEAR</u>
Loan Recivables	75,234	63,750
Prepaid Insurance	317	280
Deposits	8,998	8,998
Retainer	-----	2,974
<b>TOTALS:</b>	<u>84,549</u>	<u>76,002</u>

FORM 1120, SCHEDULE L, LINE 21

PAGE 1  
Statement # 12

<u>DESCRIPTION</u>	<u>BEGINNING OF TAX YEAR</u>	<u>END OF TAX YEAR</u>
Loan-SummitBank-8060	-----	-----
<b>TOTALS:</b>	<u>=====</u>	<u>=====</u>

## Federal Supporting Statements

2009 PG 1

Name(s) as shown on return

FEIN

SMART ALEC'S INTELLIGENT FOOD INC

94-3220252

FORM 1120 PAGE 1

Statement # 5

<u>DESCRIPTION</u>	<u>AMOUNT</u>
Accounting cost	3,988
Bank charges	430
Dues and subscriptions	2,053
Insurance	7,408
Legal and professional	75,759
Miscellaneous	299
Outside services and independent contractors	102,618
Parking fees and tolls	4,710
Payroll processing expenses	2,739
Postage/Shipping	113
Printing	4,473
Security	174
Supplies	27,404
Telephone	5,324
Uniforms	1,520
Utilities	29,966
Waste removal	2,620
Pest Control	1,168
Decorations and Music	117
Office Supplies	1,834
YKF Management Fees	90,598
Reimbursed Expenses	3,988
<b>TOTAL</b>	<b>369,303</b>

**Taxes and Licenses Attachment**

Note: This information does not transmit to the IRS with e-filed returns.  
Including with a paper filed return is optional.

**2009**

CORPORATION NAME

EIN

**SMART ALEC'S INTELLIGENT FOOD INC**

**94-3220252**

Taxes and Licenses

Form 1120

Page 1, Line 17

1	State income taxes	1	
2	State franchise taxes	2	
3	City income taxes	3	
4	City franchise taxes	4	
5	Local property taxes	5	3,803
6	Intangible property taxes	6	
7	Payroll taxes	7	
8	Less: credit from Form 8846	8	
9	Foreign taxes paid	9	
10	Occupancy taxes	10	
11	Other miscellaneous taxes	11	114
12	Licenses	12	14,206
13	Total to Form 1120, Page 1, Line 17	13	18,123



FORM 1120, LINE 29a, NOL DEDUCTION

2009  
ATT\_NOL

Name

Employer ID Number

SMART ALEC'S INTELLIGENT FOOD INC

94-3220252

Year	Loss Carryover/ Carryback	Increase of NOL Due to Sec 170(d)(2)(B) Contribution Reduction*	Loss Applied to 2009	Unused Loss	Unused Sec 170(d)(2)(B)
1989				Expired	Expired
1990					
1991					
1992					
1993					
1994					
1995					
1996					
1997					
1998					
1999					
2000					
2001					
2002					
2003					
2004					
2005					
2006					
2007					
2008					
	<b>Current year NOL</b>		<b>Applied to Prior Years</b>	<b>Remaining 2009 NOL carryover</b>	
2009	222,152			222,152	
	<b>Future years NOL</b>		<b>Applied to 2009</b>		
Future Years					
<b>TOTALS</b>	222,152		0	222,152	0

\* A corporation having a net operating loss (NOL) carryover from any taxable year must apply the special rule of § 170(d)(2)(B). The rules are designed to prevent a double tax benefit through interaction of NOL and charitable contribution carryovers. The excess charitable deduction can reduce taxable income only once. Under these rules, a corporation's charitable contributions carryover (but not the NOL carryover) must be reduced, to the extent the charitable contribution deduction, in computing the taxable income of an intervening year, would increase the NOL to a succeeding year.

1120

Overflow Statement

2009  
Page 1

Name(s) as shown on return

FEIN

SMART ALEC'S INTELLIGENT FOOD INC

94-3220252

COST OF LABOR

Description	Amount
WAGES	\$ 380,178
Total:	\$ 380,178

# Depreciation Detail Listing

STATE FORM 1120  
For your records only

**2009**  
PAGE 1

Name(s) as shown on return												Social security number/EIN			
SMART ALEC'S INTELLIGENT FOOD INC												94-3220252			
No.	Description	Date	Cost	Salvage	Business percentage	Section 179	Depreciation Basis	Life	Method	Rate	Current depr.	Accumulated Depreciation	Prior expense	Bonus depreciation	AMT Current
1	CHAIRS & STOOLS	19551201	3,575		100.00		3,575	7		0		3,575			
2	MISC FURNITURE & FIXTURES	19950331	902		100.00		902	7		0		861			
3	OFFICE EQUIPMENT	20060331	2,222		100.00	0	2,222	7	200 DB HY	8.93		2,222	0		
4	COMPUTER EQUIPMENT	20060331	1,450		100.00	0	1,450	7	200 DB HY	8.93		1,450	0		
5	LEASEHOLD IMPROVEMENTS	19960331	209,640		100.00	0	209,640	39	S/L MM	2.564	5,375	85,001	0		
6	MISC LEASEHOLD IMPROVEMENTS	19960331	14,961		100.00		14,961	39		0		4,988			
7	EQUIPMENT	19950709	800		100.00		800	7		0		558			
8	EQUIPMENT	19951010	6,000		100.00		6,000	7		0		6,000			
9	WALK-IN REFRIGERATOR	19951124	6,590		100.00		6,590	7		0		6,002			
10	FRENCH FRY MACHINE	19951208	8,325		100.00		8,325	7		0		7,592			
11	FREEZER	19551215	2,929		100.00		2,929	7		0		2,668			
12	PATTY MACHINE	19951231	8,000		100.00		8,000	7		0		7,679			
13	OVEN	19960104	13,860		100.00		13,860	7		0		13,619			
14	HOBART MIXER	19960115	2,800		100.00		2,800	7		0		2,551			
15	RESTAURANT EQUIPMENT	19960115	39,568		100.00		39,568	7		0		25,973			
16	NEW FRY MACHINE	20021001	4,495		100.00	0	4,495	7	200 DB HY	4.46	200	3,734	0		
17	RESTAURANT EQUIPMENT	19960101	60,605		100.00		60,605	7		0		36,720			
18	Office Equipments	20070221	2,371		100.00	0	2,371	7	200 DB HY	12.49	296	1,631	0		
19	Equipment	20071231	2,607		100.00	0	2,607	7	200 DB HY	17.49		2,607	0		
20	Computer	20100506	858		100.00		858	5	200 DB MQ	5	43	43			
21	Leasehold Improvements	20100630	9,271		100.00		9,271	27.5	S/L MM	.152	14	14			
<b>Totals</b>			<b>401,829</b>			<b>0</b>	<b>401,829</b>				<b>5,928</b>	<b>215,488</b>	<b>0</b>		
Land Amount															
Net Depreciable Cost			401,829												
															ST ADJ: