

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Hawaii
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name RAE Entertainment Group LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) _____

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
<u>Cabarae Theatre</u> Number Street	<u>1687-A Kalauokalani Way #105</u> Number Street
<u>Hilton Hawaiian Village</u>	
<u>2005 Kalia Rd.</u>	P.O. Box
<u>Honolulu, HI 96815</u> City State ZIP Code	<u>Honolulu, HI 96814</u> City State ZIP Code
<u>County</u>	Location of principal assets, if different from principal place of business
	Number Street
	City State ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

Debtor

Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7 1 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

No

- Yes. District _____ When _____ Case number _____
MM / DD / YYYY
- District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

No

- Yes. Debtor _____ Relationship _____
District _____ When _____
Case number, if known _____
MM / DD / YYYY

Debtor

RAE Entertainment Group LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, 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.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- No
 - Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- 1-49
- 50-99
- 100-199
- 200-999
- 1,000-5,000
- 5,001-10,000
- 10,001-25,000
- 25,001-50,000
- 50,001-100,000
- More than 100,000

15. Estimated assets

- \$0-\$50,000
- \$50,001-\$100,000
- \$100,001-\$500,000
- \$500,001-\$1 million
- \$1,000,001-\$10 million
- \$10,000,001-\$50 million
- \$50,000,001-\$100 million
- \$100,000,001-\$500 million
- \$500,000,001-\$1 billion
- \$1,000,000,001-\$10 billion
- \$10,000,000,001-\$50 billion
- More than \$50 billion

Debtor RAE Entertainment Group LLC
Name

Case number (if known) _____

16. Estimated liabilities
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

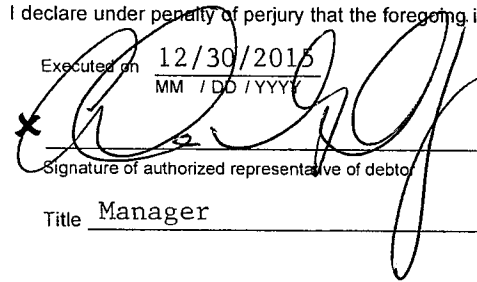
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/30/2015
MM / DD / YYYY



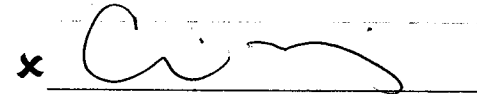
Signature of authorized representative of debtor

Alan Goldberg

Printed name

Title Manager

18. Signature of attorney



Signature of attorney for debtor

Date 12/30/2015

MM / DD / YYYY

Christopher J. Muzzi

Printed name

Tsugawa Biehl Lau & Muzzi LLC

Firm name

1132 Bishop Street, Suite 2400

Number Street

Honolulu,

City

HI

State

96813

ZIP Code

531-0490

Contact phone

cmuzzi@hilaw.us

Email address

6939

Bar number

Hawaii

State

Fill in this information to identify the case and this filing:

Debtor Name RAE Entertainment Group LLC
United States Bankruptcy Court for the: _____ District of Hawaii
(State)
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

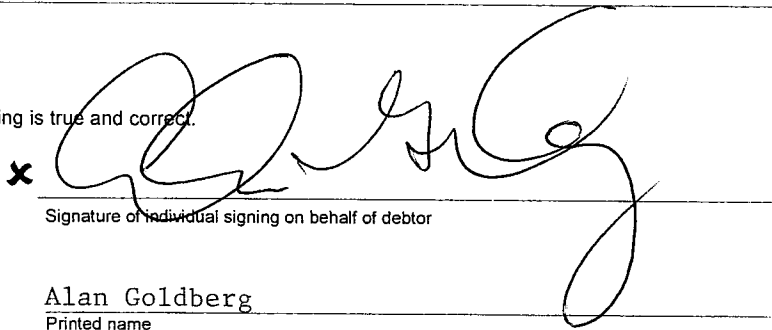
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/30/2015
MM / DD / YYYY


Signature of individual signing on behalf of debtor

Alan Goldberg
Printed name

Manager
Position or relationship to debtor

**RESOLUTION OF THE SOLE MEMBER OF
RAE ENTERTAINMENT GROUP LLC**

WHEREAS, the undersigned, as the sole member of RAE ENTERTAINMENT GROUP LLC, a Delaware limited liability company (the "Company"), at a meeting held on December 30, 2015, upon decision of the sole Member and with the concurrence of the Manager of the Company, has determined that is desirable, fair, reasonable, and in the best interest of the Company and the Company's creditors, stockholders and other interested parties for the Company to file a petition seeking relief under the provisions of Chapter 11 of Title 11, United States Code ("Bankruptcy Code").

NOW, THEREFORE, BE IT

1. Filing and Prosecution of Bankruptcy Case.

RESOLVED, that it is desirable and in the best interest of the Company, and its creditors, an other interested parties to authorize the Manager to cause to be filed a petition in the name of RAE Entertainment Group LLC. ("Chapter 11 Petition") seeking relief under the provisions of Chapter 11 of the Bankruptcy Code ("Chapter 11 case"); and it is further

RESOLVED, that the Manager be, and hereby is, authorized and directed to execute the Chapter 11 Petition and to cause the same to be filed in the United States Bankruptcy Court for the District of Hawaii ("Bankruptcy Court"), in such form and at such time as such officer(s) shall determine; and it is further

RESOLVED, that the Manager is authorized and directed to take all actions necessary to restructure the financial affairs of the Company, including causing to be filed in the bankruptcy case a Disclosure Statement and a Plan of Reorganization ("Plan"), and to seek confirmation of the Plan by the Bankruptcy Court, with such amendments as may be required by the Bankruptcy Court or in the alternative, if circumstances require to file a petition pursuant to 11 U.S.C § 701 , et. seq., and it is further

RESOLVED, that the Manager is authorized to execute and file (or direct others to do so on behalf of the Company as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all actions which they deem necessary and proper in connection with the Chapter 11 case.

2. General Authorizing, Resolution.

RESOLVED, that the Manager, shall have full authority to act and is authorized and directed, on behalf of the Company, under the Company's seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a Chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that all authorized actions, transactions, or agreements undertaken prior to the adoption of these resolutions by any the Manager of the Company on behalf of the Company in connection with the foregoing matters are hereby authorized, approved, ratified, confirmed and adopted as the acts of the Company; and it is further

RESOLVED, that the Manager is authorized, empowered and directed to certify and attest any documents or materials which they deem necessary, desirable or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Company.

3. Designation of Responsible Person.

RESOLVED, that ALAN GOLDBERG, be and is hereby appointed as the person responsible for performing the duties and responsibilities of the debtor in the proposed Chapter 11 proceeding and authorized to file the petition.

/

/

/

/

/

/

/

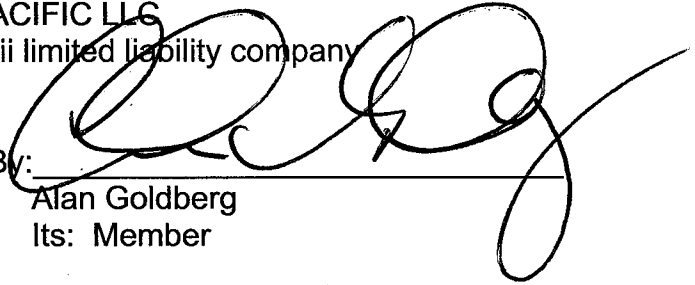
The undersigned does hereby further certify that the foregoing resolution are in full force and effect as of the date hereof.

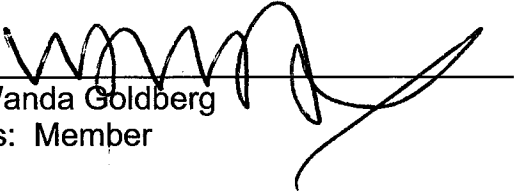
DATED: Honolulu, Hawaii, 12/30/15.

RAE ENTERTAINMENT GROUP LLC

By its sole member:

RAE PACIFIC LLC
a Hawaii limited liability company

By: 
Alan Goldberg
Its: Member

By: 
Wanda Goldberg
Its: Member

Fill in this information to identify the case:

Debtor name RAE Entertainment Group LLC
 United States Bankruptcy Court for the: _____ District of Hawaii
 (State)
 Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	KLOIBER HOLDINGS,LLC HL ENTERTAINMENT, LLC 106 WESTVINE ST. #600 LEXINGTON, KY 40507	Thomas Szczygielski (859) 321-1822	Trade	Contingent			\$1,100,000
2	HILTON HAWAIIAN VILLAGE 2005 KALIA RD. HONOLULU, HI 96815	Jerry Gibson (808) 941-9226	Lease Rent				\$120,911.86
3	RUBICON 92-1252 UMENA ST. KAPOLEI, HI 96707	Jerry Pupillo (808) 341-3020	Trade				\$50,000
4	SLD SPORTS HAWAII, LLC 91-221 PAIAHA PLACE KAPOLEI, HI 96707	Stephen Yoda (808) 782-2714	Trade	Disputed			\$42,500
5	HEINRICH & BULLARD MARKETING 1067 ALAKEA ST., PENTHOUSE HONOLULU, HI 96814	Patrick Bullard (808) 566-5272	Trade				\$22,000
6	ALAN GOLDBERG 1687-A KALAUOKALANI WAY #105 HONOLULU, HI 96814	(808) 489-6787	Wages				\$18,000
7	4-WALL ENTERTAINMENT 3165 W SUNSET RD., SUITE 100 LAS VEGAS, NV 89118	Barbara Brennan (702) 263-3858	Trade				\$14,157.40
8	HAWAII PRO SOUND 2645 KILIAHU ST #A HONOLULU, HI 96819	Chris Waidzunis (808) 479-4901	Trade				\$8,864.71

Debtor

Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	HONOLULU STAR ADVERTISER 500 ALA MOANA BLVD., #7-500 HONOLULU, HI 96813	Holly Suyama (808)	Trade			\$7,800	
10	E-PR 5482 EDGEWOOD PLACE, #1 LOS ANGELES, CA 90019	Erika Kaufman (808) 779-5477	Trade			\$6,000	
11	JANI KING HAWAII (EMPICO INC.) 94-155 LEO'OLE ST., SUITE 119 WAIPAHU, HI 96797		Trade			\$4,890.63	
12	YOUNGS MARKET CO. OF HAWAII 94-501 KAU ST. WAIPAHU, HI 96797		Trade			\$2,825.29	
13	BENEFIT & RISK MANAGEMENT SERV., INC. 560 NORTH NIMITZ HIGHWAY, SUITE 209 HONOLULU, HI 96817		Trade			\$2,200	
14	SOUTHERN WINE AND SPIRITS 155 KAPAHULU PL., SUITE 300 HONOLULU, HI 96819		Trade			\$1,670.57	
15	TRIPLE F 98-735 KUAHAO PL. PEARL CITY, HI 96782		Trade			\$932.82	
16	FAMILY HEALTH HAWAII 1440 KAPIOLANI BLVD., SUITE 1000 HONOLULU, HI 96814		Trade			\$784.47	
17	K&G ASSOCIATES INC. 1449 SOUTH BERETANIA ST., SUITE C HONOLULU, HI 96814	Gayle Kemit (808) 941-4779	Trade			\$643.98	
18	ANHEUSER BUSCH 99-877 IWAENA ST. AIEA, HI 96701		Trade			\$571.00	
19	ROBERT LAZO 2145 Bachelot St. Honolulu, HI 96817	Robert Lazo (808) 754-2216	Trade			\$6000	
20	AFL HOTEL AND RESTAURANT WORKERS HEALTH AND WELFARE TRUST 560 NORTH NIMITZ HWY HONOLULU, HI 96817	CHANDEL TAUSAGA	Trade			\$2550.93	

AFL HOTEL AND RESTAURANT
WORKERS HEALTH AND WELFARE TRUST
CHANDEL TAUSAGA
560 NORTH NIMITZ HWY
HONOLULU, HI 96817

ALSCO HONOLULU
P.O. BOX 3020
HONOLULU HI 96802

ANHEUSER BUSCH
99-877 IWAENA ST.
AIEA, HI 96701

BENEFIT & RISK MANAGEMENT SERVICES, INC.
560 NORTH NIMITZ HIGHWAY, SUITE 209
HONOLULU, HI 96817

E-PR
ERIKA KAUFMAN
5482 EDGEWOOD PLACE, #1
LOS ANGELES, CA 90019

FAMILY HEALTH HAWAII
1440 KAPIOLANI BOULEVARD, SUITE 1000
HONOLULU, HI 96814

GOLDBERG, ALAN
1687-A KALAUOKALANI WAY #105
HONOLULU, HI 96814

HAGADONE
P.O. BOX 30041
HONOLULU, HI 96820

HAWAII PRO SOUND
CHRIS WAIDZUNIS
2645 KILIHOU ST # A
HONOLULU, HI 96819

HEINRICH & BULLARD MARKETING
1067 ALAKEA STREET PENTHOUSE
HONOLULU, HAWAII 96813

HILTON HAWAIIAN VILLAGE
2005 KALIA RD.
HONOLULU, HI 96815

HL ENTERTAINMENT, LLC
1630 CRESPO DRIVE
LA JOLLA, CALIFORNIA 92037

HONOLULU STAR ADVERTISER
500 ALA MOANA BLVD., STE. 7-500
HON., HI 96813

INTERNAL REVENUE SERVICE
PO BOX 7346
PHILADELPHIA, PA 19101-7346

JANI KING HAWAII
(EMPICO INC.)
94-155 LEO'OLE ST., SUITE 119
WAIPAHU, HI 96797

KEMIT, GAYLE
K&G ASSOCIATES INC
1449 SOUTH BERETANIA ST, SUITE C
HONOLULU, HI 96814

KLOIBER HOLDINGS, LLC
106 WEST VINE STREET, SUITE 600
LEXINGTON, KY 40507

LAZO, ROBERT
2145 BACHELOT ST.
HONOLULU, HI 96817

MENEHUNE WATER
99-1205 HALAWA VALLEY ST.
AIEA, HI 96701

RAE PACIFIC LLC
1687-A KALAUOKALANI WAY
SUITE #105
HONOLULU, HI 96814

REAL PROPERTY TAX COLLECTION UNIT
DIVISION OF TREASURY
CITY & COUNTY OF HONOLULU
530 S. KING STREET
HONOLULU, HI 96813

RMD GROUP LLC
614 5TH AVENUE, SUITE A
SAN DIEGO, CA 92101

RUBICON
JERRY PUPILLO
92-1252 UМЕНА STREET
KAPOLEI, HI 96707

SLD SPORTS HAWAII, LLC
91-221 PAIAHA PLACE
KAPOLEI, HI 96707

SOUTHERN WINE AND SPIRITS
155 KAPAHULU PL., SUITE 300
HONOLULU, HI 96819

STATE OF HAWAII
DEPARTMENT OF TAXATION
ATTN: BANKRUPTCY UNIT
P. O. BOX 259
HONOLULU, HI 96809-0259

TRIPLE F
98-735 KUAHAO PL.
PEARL CITY, HI 96782

4-WALL ENTERTAINMENT
3165 W SUNSET RD, SUITE 100
LAS VEGAS, NV 89118

YOUNGS MARKET CO. OF HAWAII
94-501 KAU ST.
WAIPAHU, HI 96787

Filer's Name, Address, Phone, email:
Christopher J. Muzzi (6939)
Tsugawa Biehl Lau & Muzzi LLLC
1132 Bishop Street, Suite 2400
Honolulu, HI 96813
Telephone No.: (808) 531-0490
Email: cmuzzi@hilaw.us



**UNITED STATES BANKRUPTCY COURT
DISTRICT OF HAWAII
1132 Bishop Street, Suite 250
Honolulu, Hawaii 96813**

Debtor(s): **RAE Entertainment Group LLC**

Chapter 11

Case No.

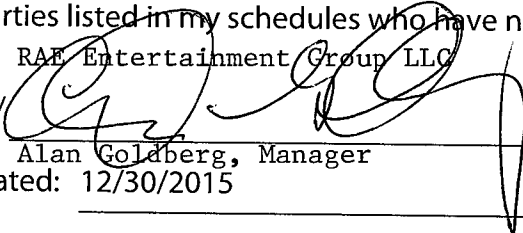
DEBTOR'S VERIFICATION OF CREDITOR LIST

The undersigned debtor certifies under penalty of perjury that all entities included or to be included in schedules D, E, F, G, and H have been listed in the creditor list submitted with this verification. This includes all my creditors, parties to leases and executory contracts, and codebtors.

I also certify that the names and addresses of the listed entities are true and correct to the best of my knowledge.

I understand that I must file an amended creditor list and pay an amendment fee if there are creditors or parties listed in my schedules who have not been included in this list.

RAE Entertainment Group LLC

/s/ 
Alan Goldberg, Manager
Dated: 12/30/2015

/s/ _____
Dated: _____