

United States Bankruptcy Court Eastern District of Michigan, Southern Division		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Kazi Foods Of Annapolis, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 52-1871980		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): 134 W. Chocolate Avenue Hershey, PA <div style="text-align: right;">ZIPCODE 17033</div>		Street Address of Joint Debtor (No. & Street, City, State & Zip Code): <div style="text-align: right;">ZIPCODE</div>
County of Residence or of the Principal Place of Business: Out of State		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIPCODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIPCODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): See Attached Exhibit A To Petition <div style="text-align: right;">ZIPCODE</div>		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) <hr/>	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <input 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		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Kazi Foods Of Annapolis, Inc.	
Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Schedule Attached	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align:center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align:center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.</p> <p>X _____ Signature of Attorney for Debtor(s) Date</p>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached a made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input 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 checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord or lessor that obtained judgment)			
_____ (Address of landlord or lessor)			
<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)).			

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Voluntary Petition

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

Name of Debtor(s):

Kazi Foods Of Annapolis, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United State Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

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

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

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

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

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X

Signature of Attorney for Debtor(s)

Stephen M. Gross P35410
McDonald Hopkins, PLC
39533 Woodward Ave., Ste. 318
Bloomfield Hills, MI 48304
(248) 646-5070 Fax: (248) 646-5075
sgross@mcdonaldhopkins.com

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Petition Preparer

I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

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

Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X

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

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

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

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X

Signature of Authorized Individual

Laura A. Marcero
Printed Name of Authorized Individual

CRO
Title of Authorized Individual

Date

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Debtor(s)

VOLUNTARY PETITION
Continuation Sheet - Page 1 of 2

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor:

Name of Debtor: Kazi Foods Of Michigan, Inc.

Case Number: 11-43971

Date Filed: 2/17/2011

District: Eastern District Of Michigan

Relationship: Affiliated Entity

Judge: Thomas J. Tucker

Name of Debtor: Kazi Foods Of Florida, Inc.

Case Number: 11-43986

Date Filed: 2/17/2011

District: Eastern District Of Michigan

Relationship: Affiliated Entity

Judge: Thomas J. Tucker

Exhibit A to Petition - Locations of Assets

Store ID	Brand	MB Name	Address 1	Address 2	City	State	Postal	Phone
H730018	KFC		1978 West Street		Annapolis	MD	21401	410/224-4630
H730081	KFC		5734 Ritchie Hwy		Baltimore	MD	21225	410/636-2176
H730064	KFC		6946 Laurel-Bowie Road		Bowie	MD	20715	301/805-9027
H730142	KFC	KL	3025 Cranberra Way		Bryans Road	MD	20616	
H730087	KFC		5400 Lynx Ln		Columbia	MD	21044	410/997-7570
H730062	KFC		3029 Solomons Island Road		Edgewater	MD	21037	410/956-8705
H730020	KFC		1053 N. Route 3		Gambrills	MD	21054	410/721-5320
H730083	KFC		6734 Ritchie Hwy		Glen Burnie	MD	21061	410/760-5687
H730084	KFC		7395 Baltimore Annapolis Blvd		Cromwell	MD	21090	410/760-9339
H730019	KFC		Rt. 301 & Rt. 6		La Plata	MD	20646	410/934-2656
H730085	KFC		708 Nursery Rd		Linthicum Heights	MD	21090	410/789-1727
H730021	KFC		8073 Veterans Highway	Cloverleaf Business Center	Millersville	MD	21108	410/969-1233
H730082	KFC	KL	1682 Annapolis Rd		Odenton	MD	21113	410/551-7845
H730023	KFC		4107 Mountain Road	Lakeshore Shopping Center	Pasadena	MD	21122	410/255-4575
H730077	KFC		65 West Dares Beach Road		Prince Frederick	MD	20678	410/535-2288
H730086	KFC		511 Ritchie Hwy		Severna Park	MD	21146	410/544-8616
H730056	KFC		373 Thompson Creek Mall		Stevensville	MD	21666	410/604-0620
H730024	KFC		10 Watkins Park Drive		Upper Marlboro	MD	20774	301/249-9711
H730065	KFC	KA	5785 S.w. Crain Highway		Upper Marlboro	MD	20772	301/780-3640
H730022	KFC		2180 Crain Highway		Waldorf	MD	20601	301/645-7300

Closed

Closed

Kazi Foods of Annapolis, Inc.

RESOLUTION OF THE BOARD OF DIRECTORS

WHEREAS, the undersigned, being the all of the Directors of Kazi Foods of Annapolis, Inc., a Maryland corporation (the "Company"), desire that the actions expressed in the following resolutions be, and same hereby are, taken by the Directors of the Company as of the date appearing after these resolutions; and

WHEREAS, the Company faces serious financial difficulties resulting from the present severe economic conditions, which has resulted in the Company defaulting under the terms of its secured lending agreements with Colonial Pacific Leasing Corporation. Additionally, the Company is or may be in default of its franchise agreements with Kentucky Fried Chicken resulting in the potential termination of its franchise agreements. The Company, therefore, believes that a chapter 11 bankruptcy may represent its best course of action to preserve and maximize the value of the Company;

WHEREAS, the Company's Directors have been in contact with legal counsel regarding the propriety of filing a chapter 11 bankruptcy reorganization case; and after such consultation, has determined that the best interests of the Company and its creditors would be best served by filing a chapter 11 bankruptcy petition as soon as possible;

BE IT RESOLVED, by the Directors of this Company, that the Company hereby formally grants approval for the filing of a chapter 11 bankruptcy petition on its behalf immediately and directs the relevant corporate officers to take all actions reasonably necessary to effectuate such filing;

RESOLVED FURTHER that Laura Marcero of Huron Consulting Services, LLC shall, effective immediately, be installed as Chief Restructuring Officer ("CRO") of the Company. The CRO shall have full and unfettered access to and be an authorized signatory on all financial and depository accounts of the Company, with power to write checks against, or initiate wires, ACH transfers or other transfers or disbursements from, such financial or depository accounts of the Company. The CRO shall also have full

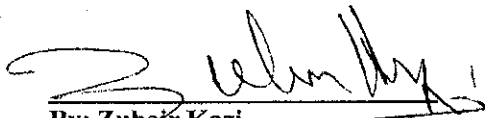
{2639553:}

power and authority to speak for and act as the representative of the Company, as debtor-in-possession, in any proceeding arising under Title 11 of the United States Code. The CRO shall be covered as an officer of the Company under any and all officer and director liability insurance policies of the Company;

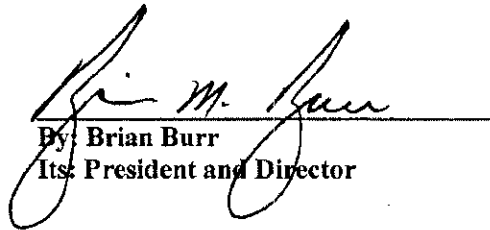
RESOLVED FURTHER that Laura Marcero, as CRO, Brian Burr, as President, or Stephen Poludniak, as Treasurer, shall have authority to take or cause to be taken all actions necessary to carry out these Resolutions, including the execution of any and all documents (including a petition for relief and related documents under Title 11 of the United States Code) required to be executed by the Company for the purposes expressed by these Resolutions; and

RESOLVED FURTHER, that any and all agreements, instruments and documents previously executed, and acts and things previously done, to carry out the purposes of these Resolutions are ratified, confirmed, and approved as the acts of this Company.

IN WITNESS WHEREOF, the undersigned, constituting all of the Directors of the Company have hereunto set their hands as of the 18th day of March, 2011



By: Zubair Kazi
Its: Chairman and Director



By: Brian Burr
Its: President and Director

By: Stephen Poludniak
Its: Treasurer and Director

{2639553:}

power and authority to speak for and act as the representative of the Company, as debtor-in-possession, in any proceeding arising under Title 11 of the United States Code. The CRO shall be covered as an officer of the Company under any and all officer and director liability insurance policies of the Company;


RESOLVED FURTHER that Laura Marcero, as CRO, Brian Burr, as President, or Stephen Poludniak, as Treasurer, shall have authority to take or cause to be taken all actions necessary to carry out these Resolutions, including the execution of any and all documents (including a petition for relief and related documents under Title 11 of the United States Code) required to be executed by the Company for the purposes expressed by these Resolutions; and

RESOLVED FURTHER, that any and all agreements, instruments and documents previously executed, and acts and things previously done, to carry out the purposes of these Resolutions are ratified, confirmed, and approved as the acts of this Company.

IN WITNESS WHEREOF, the undersigned, constituting all of the Directors of the Company have hereunto set their hands as of the ___ day of March, 2011

By: Zubair Kazi
Its: Chairman and Director

By: Brian Burr
Its: President and Director



By: Stephen Poludniak
Its: Treasurer and Director

**United States Bankruptcy Court
Eastern District of Michigan, Southern Division**

IN RE:

Case No. _____

Kazi Foods Of Annapolis, Inc.

Chapter **11**

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
McLANE FOODSERVICE INC. 7188 COLLECTION CENTER DRIVE CHICAGO, IL 60693				440,738.42
KFC NATIONAL COOP ADV PROGRAMS P O BOX 642474 PITTSBURG, PA 15264-2474				119,719.43
WASHINGTON COOP ATTN: FRANKIE BOSTICK 209 WEST 7TH STREET COLUMBIA, TN 38401-323				62,645.24
BALTIMORE COOP ATTN: FRANKIE BOSTICK 209 WEST 7TH STREET COLUMBIA, TN 38401-323				59,646.98
GEORGE'S FOODS, LLC PO BOX 2030 SPRINGDALE, AR 72765-203	(540) 437-8035			49,880.88
BRINKS INCORPORATED ATTN: NICOLE COOPER 555 DIVIDEND DR. SUITE 100 COPPELL, TX 75019	(469) 549-6073			17,333.25
UNIFIED FOODSERVICE PURCHASING COOP, LLC LOUISVILLE, KY 40232				16,845.49
ISU INSURANCE SVCS OF IRVINE 18022 COWAN SUITE 225 IRVINE, CA 92614				8,671.60
DENISON MAINTENANCE SERVICE 124 PATES DRIVE FORT WASHINGTON, MD 20744-4704	(301) 372-0880			6,839.10
GEORGE H. PASTOR & SON, INC. 34018 BEACON LIVONIA, MI 48150				5,080.08
MUZAK NATIONAL PO BOX 601968 CHARLOTTE, NC 28260-1968	(803) 396-3000			4,695.00
J & A PARTNERS P,O BOX 6413410 CINCINNATI, OH 45264-1340				3,586.59
B&P ENVIRONMENTAL LLC THE CLUB HOUSE 64 OLD SOUTH RIVER RD. EDGEWATER, MD 21037	(410) 573-9792			2,975.00

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LONG JOHN SILVER'S INC. P.O. BOX 116861 ATLANTA, GA 30368-6861	2,811.33
MCGLADERY & PULLEN, LLP 100 NE Third Avenue Suite 300 FORT LAUDERDALE, FL 33301-1155 (954) 462-6300	2,545.93
THE STERITECH GROUP INC P O BOX 472127 CHARLOTTE, NC 28247-2127	2,249.10
LONG JOHN SILVER'S INC. P.O. BOX 102962 ATLANTA, GA 30368-2962	1,874.22
ANNE ARUNDEL COUNTY P.O. BOX 17492 BALTIMORE, MD 21297-0476	1,846.61
BARCO OF CALIFORNIA 350 WEST ROSECRANS AVENUE GARDENA, CA 90248	1,444.74
GRANITE TELECOMMUNICATIONS PO BOX 83197 WOBURN, MA 01813-3197	1,380.61

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

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] 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:

3/18/11

Signature:

Laura A. Marcero, CRO

(Print Name and Title)