

B1 (Official Form 1)(04/13)

**United States Bankruptcy Court
Western District of North Carolina**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Penguin Drive-In, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 27-3447856	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 1921 Commonwealth Avenue Charlotte, NC <div style="text-align: right; margin-top: 5px;"> ZIP Code 28205 </div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>
County of Residence or of the Principal Place of Business: Mecklenburg	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>

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

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	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
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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).	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 (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 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).
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

Estimated Assets

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

Estimated Liabilities

<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Penguin Drive-In, LLC</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I 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>
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Exhibit C

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

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

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

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

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

Voluntary Petition

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

Name of Debtor(s):
Penguin Drive-In, LLC

Signatures

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

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of 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 /s/ Richard S. Wright
Signature of Attorney for Debtor(s)

Richard S. Wright 24622
Printed Name of Attorney for Debtor(s)

Moon Wright & Houston, PLLC
Firm Name

227 West Trade Street
Suite 180
Charlotte, NC 28202

Address

704-944-6560 Fax: 704-944-0380
Telephone Number

November 5, 2013
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 Bankruptcy Petition Preparer

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

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

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

Address

X _____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Lisa C. Ballentine
Signature of Authorized Individual

Lisa C. Ballentine
Printed Name of Authorized Individual

Manager
Title of Authorized Individual

November 5, 2013
Date

CORPORATE RESOLUTION

I, the undersigned, being the Manager of **Penguin Drive-In, LLC**, a North Carolina corporation (the "Company") having a corporate headquarters located at 1921 Commonwealth Avenue, Charlotte, NC 28205, do hereby adopt the following resolutions by signing below to consent to action without holding a formal meeting of the Board of the Company:

RESOLVED, that the filing by the Company of a petition for relief under chapter 11 of title 11, United States Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Western District of North Carolina is approved; and it is

FURTHER RESOLVED, that the officers of the Company are authorized, empowered, and directed to execute on behalf of the Company a petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Western District of North Carolina, and any affidavits, forms, schedules, application or any other pleadings or documents which are necessary or appropriate, including debtor-in-possession financing arrangements; and it is

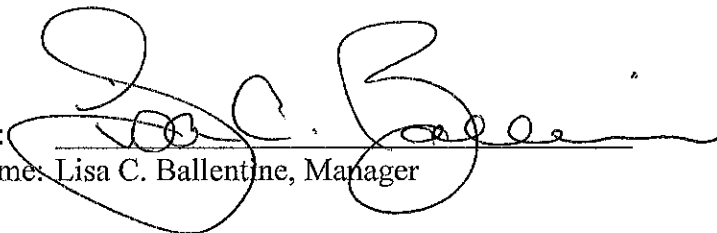
FURTHER RESOLVED, that the retention on behalf of the Company of the law firm of Moon Wright & Houston, PLLC, upon such terms and conditions as the officers of the Company shall approve, to render legal services to, and to represent the Company in connection with such chapter 11 proceedings and other related matters in connection therewith, is authorized and approved; and it is

FURTHER RESOLVED, that any of the officers of the Company are each severally authorized to retain on behalf of the Company such other professionals as the officers of the Company deem necessary or appropriate, upon such terms and conditions as the officers of the Company shall approve, to render services to the Company in connection with such chapter 11 proceedings and with respect to other related matters in connection therewith; and it is

FURTHER RESOLVED, that any of the officers of the Company are authorized, empowered, and directed to take any and all further action and to execute and deliver any and all such further instruments and documents and to pay all such expenses (subject to bankruptcy court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

FURTHER RESOLVED, that all actions taken by the officers of the Company prior to the date hereof in connection with the reorganization of the Company or any matter related thereto, or by virtue of these resolutions, are hereby in all respects ratified, confirmed, and approved.

Dated: Charlotte, North Carolina
November 5, 2013

By: 
Name: Lisa C. Ballentine, Manager

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
Western District of North Carolina**

In re Penguin Drive-In, LLC

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(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>
1921 Commonwealth Ave. Holdings, LLC 401 Hawthorne Lane, Suite 110-197 Charlotte, NC 28204	1921 Commonwealth Ave. Holdings, LLC 401 Hawthorne Lane, Suite 110-197 Charlotte, NC 28204			22,123.12 (20,000.00 secured)
Advanceme, Inc. c/o General Counsel 2 Overhill Road, Suite 410 Scarsdale, NY 10583-5323	Advanceme, Inc. c/o General Counsel 2 Overhill Road, Suite 410 Scarsdale, NY 10583-5323			45,000.00
Beth Venn 1312 Pickett Ridge Charlotte, NC 28210	Beth Venn 1312 Pickett Ridge Charlotte, NC 28210			70,000.00
City County Tax Collector PO Box 32728 Charlotte, NC 28232	City County Tax Collector PO Box 32728 Charlotte, NC 28232			8,000.00
Day & Night All Service 336 Springhill Farm Road Fort Mill, SC 29715	Day & Night All Service 336 Springhill Farm Road Fort Mill, SC 29715			1,700.32
Duke Energy P.O. Box 1046 Charlotte, NC 28201	Duke Energy P.O. Box 1046 Charlotte, NC 28201			2,629.29
Hartford Insurance 301 Woods Park Drive Clinton, NY 13323	Hartford Insurance 301 Woods Park Drive Clinton, NY 13323			3,000.00
Haynes Boone 600 Congress Avenue, Suite 1300 Attn: Connie Spencer Austin, TX 78701	Haynes Boone 600 Congress Avenue, Suite 1300 Attn: Connie Spencer Austin, TX 78701			11,402.00
Heath Gilbert Baucom, Blaytor, Benton, Morgan & Wood 200 Providence Road, Suite 106 Charlotte, NC 28207	Heath Gilbert Baucom, Blaytor, Benton, Morgan & Wood 200 Providence Road, Suite 106 Charlotte, NC 28207			14,000.00

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

In re Penguin Drive-In, LLC

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
HIBU/Rauch-Milliken International, Inc. PO Box 8390 Metairie, LA 70011	HIBU/Rauch-Milliken International, Inc. PO Box 8390 Metairie, LA 70011			1,051.25
Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346	Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346			140,000.00
NC Department of Revenue Bankruptcy Section P.O. Box 1168 Raleigh, NC 27602-1168	NC Department of Revenue Bankruptcy Section P.O. Box 1168 Raleigh, NC 27602-1168	Sales and Use Tax		20,000.00
Peter Bell CPA PO Box 11831 Charlotte, NC 28220	Peter Bell CPA PO Box 11831 Charlotte, NC 28220			30,000.00
Piedmont Natural Gas PO Box 660920 Dallas, TX 75266-0920	Piedmont Natural Gas PO Box 660920 Dallas, TX 75266-0920			582.59
Rusty Black, CPA Smith/Black & Co., CPA, PA PO Box 35068 Charlotte, NC 28235	Rusty Black, CPA Smith/Black & Co., CPA, PA PO Box 35068 Charlotte, NC 28235			1,092.95
Stratford Kiger Kiger, Waple, Houk, PLLC 1336 Harding Place Charlotte, NC 28204	Stratford Kiger Kiger, Waple, Houk, PLLC 1336 Harding Place Charlotte, NC 28204			10,000.00
USLI PO Box 62778 Baltimore, MD 21264-2778	USLI PO Box 62778 Baltimore, MD 21264-2778			3,414.50
USLI PO Box 62778 Baltimore, MD 21264-2778	USLI PO Box 62778 Baltimore, MD 21264-2778			800.00
USLI PO Box 62778 Baltimore, MD 21264-2778	USLI PO Box 62778 Baltimore, MD 21264-2778			2,000.00
Waste Connection 5516 Rozzelles Ferry Road Charlotte, NC 28214	Waste Connection 5516 Rozzelles Ferry Road Charlotte, NC 28214			1,466.33

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

In re **Penguin Drive-In, LLC**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

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

I, the Manager 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 **November 5, 2013**

Signature **/s/ Lisa C. Ballentine**

Lisa C. Ballentine

Manager

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.

**United States Bankruptcy Court
Western District of North Carolina**

In re Penguin Drive-In, LLC
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Lisa C. Ballentine 1921 Commonwealth Avenue Charlotte, NC 28205		100%	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date November 5, 2013

Signature /s/ Lisa C. Ballentine
Lisa C. Ballentine
Manager

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.

1921 Commonwealth Ave. Holdings, LLC
401 Hawthorne Lane, Suite 110-197
Charlotte, NC 28204

1921 Commonwealth Ave. Holdings, LLC
401 Hawthorne Lane
Suite 110-197
Charlotte, NC 28204

Advanceme, Inc.
c/o General Counsel
2 Overhill Road, Suite 410
Scarsdale, NY 10583-5323

Becky Cheney
Hamilton Stephens Steele & Martin
201 S. College Street, Suite 2020
Charlotte, NC 28244

Beth Venn
1312 Pickett Ridge
Charlotte, NC 28210

City County Tax Collector
PO Box 32728
Charlotte, NC 28232

City of Charlotte
P.O. Box 1316
Charlotte, NC 28201-1316

Creative Loafing
1911 N. 13th Avenue, Suite W200
Tampa, FL 33605

Day & Night All Service
336 Springhill Farm Road
Fort Mill, SC 29715

Duke Energy
P.O. Box 1046
Charlotte, NC 28201

Electronic Merchant Systems
5005 Rockside Road
Penthouse 100
Independence, OH 44131

Founders Insurance Company
1111 E Touhy Ave #300
Des Plaines, IL 60018

Hartford Insurance
301 Woods Park Drive
Clinton, NY 13323

Haynes Boone
600 Congress Avenue, Suite 1300
Attn: Connie Spencer
Austin, TX 78701

Heath Gilbert
Baucom, Blaytor, Benton, Morgan & Wood
200 Providence Road, Suite 106
Charlotte, NC 28207

HIBU/Rauch-Milliken International, Inc.
PO Box 8390
Metairie, LA 70011

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

NC Department of Revenue
Bankruptcy Section
P.O. Box 1168
Raleigh, NC 27602-1168

Peter Bell CPA
PO Box 11831
Charlotte, NC 28220

Piedmont Natural Gas
PO Box 660920
Dallas, TX 75266-0920

Postec, Inc.
1125 Northmeadow Parkway, Suite 114
Roswell, GA 30076

Rhino Services
245 Townpark Drive, Suite 400
Kennesaw, GA 30144

Richard Hershey
5606 N Tryon Street
Charlotte, NC 28269

Rusty Black, CPA
Smith/Black & Co., CPA, PA
PO Box 35068
Charlotte, NC 28235

Steritech
7600 Little Avenue
Charlotte, NC 28226

Stratford Kiger
Kiger, Waple, Houk, PLLC
1336 Harding Place
Charlotte, NC 28204

TimeWarner Cable Business Class
PO Box 70872
Charlotte, NC 28272

USLI
PO Box 62778
Baltimore, MD 21264-2778

Waste Connection
5516 Rozzelles Ferry Road
Charlotte, NC 28214

**United States Bankruptcy Court
Western District of North Carolina**

In re Penguin Drive-In, LLC

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Penguin Drive-In, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

November 5, 2013

Date

/s/ Richard S. Wright

Richard S. Wright 24622

Signature of Attorney or Litigant
Counsel for **Penguin Drive-In, LLC**

Moon Wright & Houston, PLLC

227 West Trade Street

Suite 180

Charlotte, NC 28202

704-944-6560 Fax:704-944-0380