(Official Form 1) (10/05)

United States Bankruptcy Court Southern District of New York	Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): **264 West 23rd Corp.**	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. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): **13-4241358**	Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State **264 West 23rd St** **New York, NY** ZIPCODE **10011**	Street Address of Joint Debtor (No. & Street, City, and State): ZIPCODE
County of Residence or of the Principal Place of Business: **New York**	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): **14 Penn Plz, Ste 1305** **New York, NY** ZIPCODE **10122**	Mailing Address of Joint Debtor (if different from street address): ZIPCODE

Location of Principal Assets of Business Debtor (if different from street address above): **14 Penn Plaza, Suite 1305**
New York, NY
ZIPCODE **10122**

Type of Debtor (Form of Organization)
(Check **one** box.)

- ☐ Individual (includes Joint Debtors)
- ☑ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities, check this box and provide the information requested below.)
  State type of entity:

Nature of Business
(Check all applicable boxes)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☐ Nonprofit Organization qualified under 15 U.S.C. § 501(c)(3).

Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- ☐ Chapter 7
- ☐ Chapter 9
- ☑ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts (Check one box)

- ☐ Consumer/Non-Business
- ☑ Business

Filing Fee (Check one box)

- ☑ Full Filing Fee Attached
- ☐ 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
- ☐ 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:

- ☐ Debtor is a small business as defined in 11 U.S.C. § 101(51D).
- ☑ Debtor is not a small business as defined in 11 U.S.C. § 101(51D).

Check if:

- ☐ Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than $2 million.

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.

THIS SPACE IS FOR COURT USE ONLY

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	OVER 100,000
	☑	☐	☐	☐	☐	☐	☐	☐	☐	☐

Estimated Assets	$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	More than $100 million
	☐	☐	☐	☐	☐	☐	☐	☐

Estimated Debts	$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	More than $100 million
	☐	☐	☐	☑	☐	☐	☐	☐

Voluntary Petition *(This page must be completed and filed in every case)*	Name of Debtor(s): **264 West 23rd Corp.**	
Prior Bankruptcy Case Filed Within Last 8 Years (If more than one, attach additional sheet)		
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: **166 West 72nd Corp.**	Case Number: **07-13350 (ALG)**	Date Filed: **10/24/07**
District: **Southern District of New York**	Relationship: **Affiliate**	Judge: **Hon. Allan L. Gropper**

Exhibit A

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

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

Exhibit B

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

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

X **Not Applicable**

Signature of Attorney for Debtor(s) Date

Exhibit C

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

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

☑ No

Certification Concerning Debt Counseling by Individual/Joint Debtor(s)

☐ I/we have received approved budget and credit counseling during the 180-day period preceding the filing of this petition.

☐ I/we request a waiver of the requirement to obtain budget and credit counseling prior to filing based on exigent circumstances (Must attach certification describing.)

Information Regarding the Debtor (Check the Applicable Boxes)

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.

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

Check all applicable boxes.

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

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

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

Name of Debtor(s): **264 West 23rd Corp.**

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 § 342(b) of the Bankruptcy Code.

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

X **Not Applicable**
Signature of Debtor

X **Not Applicable**
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney

X
Signature of Attorney for Debtor(s)

Michael S. Fox, Esq., MF 2612
Printed Name of Attorney for Debtor(s) / Bar No.

Olshan Grundman, et al
Firm Name

Park Avenue Tower 65 East 55th St
Address

New York, NY 10022

212 451-2300 **212 451-2222**
Telephone Number

Date

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

Jeffrey Bernstein
Printed Name of Authorized Individual

President
Title of Authorized Individual

Date

Signature of a Foreign Representative of a Recognized Foreign Proceeding

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 main proceeding, and that I am authorized to file this petition. A certified copy of the order granting recognition is attached.

X
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Non-Attorney Petition Preparer

I declare under penalty of perjury that: I) 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 setting a maximum fee for services chargeable by bankruptcy petition prepares, 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 19B is attached.

Not Applicable
Printed Name and title, if any, of Bankruptcy Petition Preparer

Address

X **Not Applicable**
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.

PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THE DEBTOR

Name of Debtor	Case Number	Date
116 Chambers Corp.	**07-13490 (ALG)**	**11/2/07**
District	Relationship	Judge
Southern District of New York	**Affiliate**	**Hon. Allan L. Gropper**

Name of Debtor	Case Number	Date
352 West 39th Corp.	**07-13491 (ALG)**	**11/2/07**
District	Relationship	Judge
Southern District of New York	**Affiliate**	**Hon. Allan L. Gropper**

Name of Debtor	Case Number	Date
BV 4018 Corp.	**07-13492 (ALG)**	**11/2/07**
District	Relationship	Judge
Southern District of New York	**Affiliate**	**Hon. Allan L. Gropper**

Name of Debtor	Case Number	Date
866 Third Corp.	**07-13521 (ALG)**	**11/7/07**
District	Relationship	Judge
Southern District of New York	**Affiliate**	**Hon. Allan L. Gropper**

Name of Debtor	Case Number	Date
141 2nd Corp.	**07-13523 (ALG)**	**11/7/07**
District	Relationship	Judge
Southern District of New York	**Affiliate**	**Hon. Allan L. Gropper**

Name of Debtor	Case Number	Date
36 Water Corp.	**07-13529 (ALG)**	**11/8/07**
District	Relationship	Judge
Southern District of New York	**Affiliate**	**Hon. Allan L. Gropper**

Name of Debtor	Case Number	Date
1487 2nd Corp.	**07-13530 (ALG)**	**11/8/07**
District	Relationship	Judge
Southern District of New York	**Affiliate**	**Hon. Allan L. Gropper**

Name of Debtor	Case Number	Date
80 Nassau Corp.	**07-13692 (ALG)**	**11/20/07**
District	Relationship	Judge
Southern District of New York	**Affiliate**	**Hon. Allan L. Gropper**

Name of Debtor	Case Number	Date
625 9th Corp.	**07-13695 (ALG)**	**11/20/07**
District	Relationship	Judge
Southern District of New York	**Affiliate**	**Hon. Allan L. Gropper**

Name of Debtor	Case Number	Date
District	Relationship	Judge

United States Bankruptcy Court
Southern District of New York

In re **264 West 23rd Corp.**

Case No.
Chapter **11**

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is .

2. The following financial data is the latest available information and refers to debtor's condition on .

a. Total assets $ _____

b. Total debts (including debts listed in 2.c., below) $ **684,883.01**

			Approximate number of holders
c. Debt securities held by more than 500 holders.			
secured	unsecured	subordinated	_____
d. Number of shares of preferred stock			_____
e. Number of shares of common stock			_____

Comments, if any:

3. Brief description of debtor's business:

Quick-serve restaurnt

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

United States Bankruptcy Court

Southern District of New York

In re:

Case No. _____
Chapter **11**

264 West 23rd Corp.

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, , declare under penalty of perjury that I am the of **264 West 23rd Corp.,** a Corporation and that on the following resolution was duly adopted by the of this Corporation:

"Whereas, it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Jeffrey Bernstein**, **President** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

Be It Further Resolved, that **Jeffrey Bernstein**, **President** of this Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and

Be It Further Resolved, that **Jeffrey Bernstein**, **President** of this Corporation, is authorized and directed to employ **Michael S. Fox, Esq.**, attorney and the law firm of **Olshan Grundman, et al** to represent the Corporation in such bankruptcy case."

Executed on: 11/27/2007

Signed: _____

Official Form 4
10/05

United States Bankruptcy Court
Southern District of New York

In re 264 West 23rd Corp., Debtor

Case No. _____

Chapter 11

List Of Creditors Holding 20 Largest Unsecured Claims

(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]
NYS Dept of Tax & Finance Collection & Civil Enforcement Div 80-02 Kew Gardens Rd, 5th Fl Kew Gardens, NY 11415				$137,575.00
Jema Properties 213 West 21st Street Apartment # 1 New York, NY 10011				$14,834.00

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

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

Date: 11/27/2007

Signature: _____

Jeffrey Bernstein, President
(Print Name and Title)

UNITED STATES BANKRUPTCY COURT

Southern District of New York

In re: Case No. _____

264 West 23rd Corp.

13-4241358 Chapter **11**

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of **2** sheet(s) is complete, correct and consistent with the debtor's schedules pursuant to Local Bankruptcy Rules and I/we assume all responsibility for errors and omissions.

Dated: 11/27/2007

Signed: _____
Jeffrey Bernstein, President

Signed: _____
Michael S. Fox, Esq.
Bar No. **MF 2612**

141 2nd Corp.
14 Penn Plz, Ste 1305
New York, NY 10122

1487 2nd Corp.
14 Penn Plz, Ste 1305
New York, NY 10122

166 West 72nd Corp.
14 Penn Plz, Ste 1305
New York, NY 10122

298 Bleecker Corp.
14 Penn Plz, Ste 1305
New York, NY 10122

352 West 39th Corp.
14 Penn Plz, Ste 1305
New York, NY 10122

36 Water Corp.
14 Penn Plz, Ste 1305
New York, NY 10122

625 9th Corp.
14 Penn Plz, Ste 1305
New York, NY 10122

80 Nassau Corp.
14 Penn Plz, Ste 1305
New York, NY 10122

866 Third Corp.
14 Penn Plz, Ste 1305
New York, NY 10122

BurritoVille Investors, LLC
c/o Fein Property Management Corp.
3000 Bronx Parkway East
Bronx, NY 10467

Jeffrey Bernstein
301 E 69th St, Apt 4J
New York, NY 10021

Jema Properties
213 West 21st Street
Apartment # 1
New York, NY 10011

NYS Dept of Tax & Finance
Bankruptcy/Special Procedures Secti
P.O. Box 5300
Albany, NY 12205-0300

NYS Dept of Tax & Finance
Collection & Civil Enforcement Div
80-02 Kew Gardens Rd, 5th Fl
Kew Gardens, NY 11415

Strategic Funding Source, Inc.
1501 Broadway, Suite 360
New York, NY 10036