

United States Bankruptcy Court		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle):		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): CABANA, CAIN AT CABANA, PINK ELEPHANT, DAY AND NIGHT		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):		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): <div style="text-align: right;">ZIP CODE</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business:		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>		
<p>Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p>Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input type="checkbox"/> Other</p> <hr/> <p>Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <p><input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <p><input type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <hr/> <p>Nature of Debts (Check one box.)</p> <p><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 type="checkbox"/> Debts are primarily business debts.</p>
<p>Filing Fee (Check one box.)</p> <p><input type="checkbox"/> Full Filing Fee attached.</p> <p><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.</p> <p><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.</p>		<p>Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <p>-----</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><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).</p>

<p>Statistical/Administrative Information</p> <p><input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><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.</p>	<p>THIS SPACE IS FOR COURT USE ONLY</p>										
<p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table>		<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 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
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<p>Estimated Assets</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<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 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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<p>Estimated Liabilities</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<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 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):
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed:	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:	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 have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p><input checked="" type="checkbox"/> _____ 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):

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 _____
Signature of Attorney for Debtor(s)

Printed Name of Attorney for Debtor(s)

Firm Name

Address

Telephone Number

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

X _____
Signature of Authorized Individual

Printed Name of Authorized Individual

Title of Authorized Individual

Date

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Chapter 11
)
Southampton Yen Restaurant Group LLC,)
)
) Case No. 09-_____()
Debtor.) Jointly Administered
)

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

The above-captioned debtor and debtor in possession (the “Debtor”) filed a petition in the Court for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is the list of the Debtor’s creditors holding the 20 largest unsecured claims (the “List”) based on the Debtors’ books and records as of approximately June 15, 2009.

The List is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the List of 20 largest unsecured claims. In addition, this List includes only those claims that are subject to invoices received by the Debtor prior to June 15, 2009. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor. The information herein, including the failure of the Debtor to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the Debtor’s right to contest the validity, priority, or amount of any claim.¹

¹ The Debtor will file the schedules of assets and liabilities (the “Schedules”) in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from that set forth below. Furthermore, the Debtor has not yet identified which of its largest unsecured claims, if any, are contingent, unliquidated, disputed and/or subject to setoff. The Debtor reserves the right to identify any claims listed in the Schedules as contingent, unliquidated, disputed and/or subject to setoff as appropriate. Inclusion of a claim on this list is not an admission that the amounts are or are not contingent, unliquidated, disputed and/or subject to setoff, nor is it an admission that the amounts listed are owed by the Debtor.

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
New York State Department of Taxation and Finance Civil Enforcement – DO – High Value 80-02 Kew Gardens Road Kew Gardens, NY 11415		Sales and Withholding Taxes		\$776,763.33
Paradigm Management LLC 530 West 28 th Street New York, NY 10001		Loan		\$212,952.22
Robert Montwaid 191 Seventh Avenue Apt. 3E New York, NY 10011	(917) 952-9442	Loans		\$1,253,670.00
Empire Merchants 16 Bridgewater Street Brooklyn, New York	(718) 383-5500	Trade Debt		\$40,000.00
AAA Security P.O. Box 1410 Lake Grove, NY 11755	(917) 578-7484	Trade Debt		\$21,420.00
Danny Pancilla 527 West 27 th Street New York, NY 10001	(917) 339-1849	Services Provided		\$17,000.00
Matalon Shweky Elman 450 Seventh Avenue South Suite 1409 New York, NY 10123	(212) 244-9000	Services Provided		\$11,310.00
PEG Entertainment Group LLC 530 West 28 th Street New York, NY 10012	(212) 463-0000	Trade Debt		\$6,000.00
Streamer Effects International P.O. Box 1039 Salisbury NB Canada		Trade Debt		\$5,651.62
Opici Wines 3 Manhattanville Road Purchase, NY 10577	(800) 648-9463	Trade Debt		\$4,327.55
American Express P.O. Box 2855 New York, NY 10001		Trade Debt		\$4,053.24
Gosman's Fish Market 484 West Lake Drive P.O. Box 2340 Montauk, NY 11954	(631) 668-2447	Trade Debt		\$3,727.97
Dairyland 1300 Viele Avenue Bronx, NY 10474	(718) 842-8700	Trade Debt		\$3,428.77
Southern Wine & Spirits of NY 345 Underhill Boulevard P.O. Box 9034 Syosset, NY 11791	(516) 921-9005	Trade Debt		\$3,410.00
Winter Bros. Recycling East End, Inc. 211 Spring Fireplace Road Easthampton, NY 11937	(631) 324-0135	Trade Debt		\$3,358.07
Dozortsev and Sons 10 21 st Street Building B-2 Brooklyn, NY 11232	(718) 369-9200	Trade Debt		\$3,200.00
Peoplepool Event 34 Gardenia Avenue Hampton Bays, NY 11946	(631) 728-2841	Trade Debt		\$2,444.69
Pete Vaziri 10 Folkstone Road Easthampton, NY 11937	(631) 741-8408	Services Provided		\$1,962.87

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
East End Beverage, Inc. (Snapple) P.O. Box 798 Yapank, New York	(516) 779-8201	Trade Debt		\$1,547.50
Phoenix Beverage 37-88 Review Avenue Long Island City, NY 11101		Trade Debt		\$1,459.25

**DECLARATION UNDER PENALTY
OF PERJURY ON BEHALF OF CORPORATION**

Pursuant to 28 U.S.C. § 1746, I, David Sarner, the duly qualified and elected Chief Restructuring Officer of Southampton Yen Restaurant Group, LLC, declare under penalty of perjury that I have reviewed the List of Creditors Holding the 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: June 17, 2009
New York, New York

/s/ David Sarner

Name: David Sarner
Title: Manager

SOUTHAMPTON YEN RESTAURANT GROUP, LLC
WRITTEN CONSENT TO MAJOR DECISIONS
OF THE MEMBERS

June 16, 2009

The undersigned, being members ("Members") and managers ("Managers") of Southamton Yen Restaurant Group, LLC, a New York limited liability company (the "Company"), in lieu of holding a meeting of the Members of the Company, hereby take the following actions and adopt the following Major Decisions (each, a "Major Decision" and, collectively, the "Major Decisions") by sufficient written consent ("Consent") in accordance with the requirements of the New York Limited Liability Company Act (the "NY LLC Act") and the Company's Operating Agreement:

WHEREAS, the Members reviewed and considered the materials presented by the financial and legal advisors of the Company, and the Company's materials, regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's businesses; and

WHEREAS, the Members have had the opportunity to consult with the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company;

I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code

NOW, THEREFORE, BE IT DECIDED, that in the judgment of the Members, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed voluntary petitions for relief under the provisions of chapter 11 of title 11 of the United States Code;

DECIDED FURTHER, that the Managers of the Company be, and hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other papers or documents, and to take any and all action that the Managers deem necessary or proper to obtain such relief;

DECIDED FURTHER, that the Managers of the Company be, and hereby are, authorized and directed to employ any professionals to assist the Company in carrying out its duties under title 11 of the United States Code; and in connection therewith, the Managers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

II. Further Actions and Prior Actions

DECIDED FURTHER, that the Managers of the Company be, and hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing Major Decisions; and

DECIDED FURTHER, that all acts, actions, and transactions relating to the matters contemplated by the foregoing Major Decisions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Major Decisions except that such acts were taken before these Major Decisions were certified, are hereby in all respects approved and ratified.

The Major Decisions adopted by this Consent shall have the same force and effect as if made at a meeting of the Members duly called and constituted pursuant to the Operating Agreement of the Company and the NY LLC Act.

IN WITNESS WHEREOF, the undersigned have executed this Consent of the Members as of the date first written above.

Members:

/s/ David Sarner
David Sarner

/s/ Robert Montwaid
Robert Montwaid

CERTIFICATE

The undersigned, David Sarner, Manager of Southampton Yen Restaurant Group, LLC (the "Company"), a Delaware corporation, hereby certifies as follows:

1. I am a duly employed Manager of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company.
2. Attached hereto is a true, complete, and correct copy of the Major Decisions of the Members (the "Members") of the Company, duly adopted on June 16, 2009 by sufficient written consent in lieu of holding a meeting in accordance with the Company's Operating Agreement.
3. Such Major Decisions have not been amended, altered, annulled, rescinded, or revoked, and are in full force and effect as of the date hereof. There exist no other subsequent Major Decision of the Members of the Company relating to the matters set forth in the Major Decisions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 16th day of June, 2009.

/s/ David Sarner

by: David Sarner
Manager

7:53 PM

06/15/09

Accrual Basis

Southampton Yen Restaurant Group LLC
Balance Sheet
As of December 31, 2008

	Dec 31, 08
ASSETS	
Current Assets	
Checking/Savings	
Payroll Clearing	-38,617.42
1005 · Commerce Bank a/c # 7916922020	12,479.36
1030 · Commerce Bank -p/r # 7917175197	31,842.29
Total Checking/Savings	5,704.23
Other Current Assets	
1501 · Loan Due from Paradlgn Realty 1	27,475.00
1502 · Loan Due from La Playa	172,826.74
1503 · Loan due from PEG	33,843.35
1504 · Loan due from 530	6,453.81
1505 · Loan Due from R&M	25,671.91
1506 · Loan due from Rocco	18,300.00
1507 · Loan Due from Paradlgn	14,773.01
1530 · Inventory	94,368.00
Total Other Current Assets	393,711.82
Total Current Assets	399,416.05
Fixed Assets	
1620 · Furniture & Fixtures	
1625 · Accum. Dep.-Furniture & Fixture	-124,332.60
1620 · Furniture & Fixtures - Other	177,035.06
Total 1620 · Furniture & Fixtures	52,702.46
1630 · Machinery & Equipment	
1635 · Accum Dep-Machinery & Equipment	-82,403.28
1630 · Machinery & Equipment - Other	131,297.39
Total 1630 · Machinery & Equipment	48,894.11
1640 · Leasehold Improvements	
1645 · Accum Dep-Leasehold Improvement	-30,902.72
1640 · Leasehold Improvements - Other	205,572.69
Total 1640 · Leasehold Improvements	174,669.97
Total Fixed Assets	276,266.54
Other Assets	
1600 · Security-Rent	16,152.00
1606 · Deposit-Payroll Service	300.00
1607 · Security-Blackwater Realty	32,335.00
Total Other Assets	48,787.00
TOTAL ASSETS	724,469.59
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 · Accounts Payable	166,338.12
Total Accounts Payable	166,338.12

7:53 PM

08/15/09

Accrual Basis

Southampton Yen Restaurant Group LLC
Balance Sheet
As of December 31, 2008

	Dec 31, 08
Other Current Liabilities	
1720 · Loan Payable-Robert Montwaid	-25,000.00
1730 · Loan Payable-David Sarnar	11,084.00
2100 · Fwt/Fica Payable	3,948.94
2110 · NYS/NYC Wt Payable	625.58
2120 · SUI Payable	2,348.70
2130 · FUI Payable	1,616.45
2200 · Sales Tax Payable	-9,479.12
2215 · Credit Line	2,091.17
2225 · Loan Payable-PEG	30,578.55
2227 · Loan Payable-La Playa	5,191.00
2230 · Loan Payable-Paradigm Mgmt. Grp	158,802.35
2331 · Loan Payable-530	1,900.00
Total Other Current Liabilities	183,707.62
Total Current Liabilities	350,045.74
Total Liabilities	350,045.74
Equity	
3010 · Robert Montwaid Jr. Equity	
3011 · Robert Montwaid Jr. Draws	-39,394.34
3012 · Robert Montwaid Jr. Investments	621,507.88
Total 3010 · Robert Montwaid Jr. Equity	582,113.54
3015 · Joe Gharthey Equity	
3017 · Joe Gharthey Investments	8,942.28
Total 3015 · Joe Gharthey Equity	8,942.28
3020 · Matt Nadel Equity	
3022 · Matt Nadel Investments	-20,192.35
Total 3020 · Matt Nadel Equity	-20,192.35
3025 · Gary Levine Equity	
3027 · Gary Levine Investments	13,461.52
Total 3025 · Gary Levine Equity	13,461.52
3030 · Andy Frankengerger Equity	
3032 · Andy Frankengerger Investments	2,980.77
Total 3030 · Andy Frankengerger Equity	2,980.77
3035 · Lawrence Ingollo Equity	
3037 · Lawrence Ingollo Investments	5,384.61
Total 3035 · Lawrence Ingollo Equity	5,384.61
3040 · Ben Reites Equity	
3042 · Ben Reites Investments	5,384.61
Total 3040 · Ben Reites Equity	5,384.61
3045 · Andy Lee Equity	
3047 · Andy Lee Investments	5,384.61
Total 3045 · Andy Lee Equity	5,384.61
3050 · Chris Finch Equity	
3052 · Chris Finch Investments	5,384.61
Total 3050 · Chris Finch Equity	5,384.61
3055 · Andrew Ege Equity	
3057 · Andrew Ege Investments	-19,230.78
Total 3055 · Andrew Ege Equity	-19,230.78
3060 · Lionel O'Hayon Equity	
3082 · Lionel O'Hayon Investments	-9,615.39
Total 3060 · Lionel O'Hayon Equity	-9,615.39

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06/15/09
Accrual Basis

Southampton Yen Restaurant Group LLC
Balance Sheet
As of December 31, 2008

	<u>Dec 31, 08</u>
3065 · David Sarner Equity	
3066 · David Sarner Draws	-13,600.00
3067 · David Sarner Investments	-256,642.48
	<hr/>
Total 3065 · David Sarner Equity	-270,242.48
3070 · David Workman Equity	
3072 · David Workman Investment	-36,937.71
	<hr/>
Total 3070 · David Workman Equity	-36,937.71
3110 · Retained Earnings	-29,140.72
Net Income	130,746.73
	<hr/>
Total Equity	374,423.85
	<hr/>
TOTAL LIABILITIES & EQUITY	<u>724,469.59</u>

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06/15/09

Accrual Basis

Southampton Yen Restaurant Group LLC
Profit & Loss
 January through December 2008

	Jan - Dec 08
Ordinary Income/Expense	
Income	
4050 · Sales	
4055 · Credit Card Income	2,063,258.90
4066 · Tip Income	293,846.98
Total 4050 · Sales	2,357,105.88
Total Income	2,357,105.88
Cost of Goods Sold	
5000 · Cost of sales	
6440 · Beverage	377,920.99
6445 · Supplies-	33,075.26
6465 · Food Services	18,425.82
Total 5000 · Cost of sales	429,422.07
5100 · Wages and Salaries	
5101 · Bartender	4,095.00
5102 · Cocktail Server	11,325.00
5103 · Backwaiters/Busboys	15,990.00
5104 · Barbacks	2,090.00
5100 · Wages and Salaries - Other	329,336.98
Total 5100 · Wages and Salaries	362,836.98
5555 · Valet Service	36,221.28
6115 · Supplies	20,091.00
6245 · Music and entertainment	68,410.00
6775 · Independent Contractor	
6776 · Operations Consulting	74,250.00
6777 · Client Services	76,760.00
6778 · Quality Control	43,300.00
6775 · Independent Contractor - Other	2,820.00
Total 6775 · Independent Contractor	197,130.00
6800 · Advertising & Promotions	453,296.87
Total COGS	1,567,408.20
Gross Profit	789,697.68
Expense	
6120 · Bank Service Charges	4,914.55
6123 · Bad Debt	4,313.12
6125 · Credit Card Fees	282.82
6160 · Dues and Subscriptions	1,947.85
6170 · Equipment Rental	2,032.03
6175 · Storage	6.25
6180 · Insurance	
6185 · Liability Insurance	19,338.86
6190 · Disability Insurance	-46.57
6420 · Work Comp	3,007.00
6180 · Insurance - Other	1,349.55
Total 6180 · Insurance	23,648.84
6200 · Interest Expense	
6210 · Finance Charge	1,159.15
Total 6200 · Interest Expense	1,159.15
6215 · Security	76,769.58
6230 · Licenses and Permits	8,444.00
6235 · Fee & Permits	2,500.00
6255 · Payroll Service Fee	5,137.36
6257 · Photograph	11,750.00
6260 · Printing and Reproduction	7,325.00

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06/15/09

Accrual Basis

Southampton Yen Restaurant Group LLC
Profit & Loss
January through December 2008

	<u>Jan - Dec 08</u>
6270 · Professional Fees	
6280 · Legal Fees	42,326.89
6650 · Accounting	15,098.18
Total 6270 · Professional Fees	<u>57,425.07</u>
6290 · Rent	251,230.36
6300 · Repairs	
6310 · Building Repairs	1,840.97
6330 · Equipment Repairs	3,944.87
6300 · Repairs - Other	42,134.50
Total 6300 · Repairs	<u>47,920.34</u>
6340 · Telephone	5,327.23
6350 · Travel & Ent	
6370 · Meals	49.93
6380 · Travel	37,041.70
Total 6350 · Travel & Ent	<u>37,091.63</u>
6390 · Utilities	
6400 · Gas and Electric	12,627.99
6390 · Utilities - Other	3,540.80
Total 6390 · Utilities	<u>16,168.79</u>
6550 · Office Supplies	7,585.78
6565 · Restaurant Supplies	
6567 · Operating Supplies	14,838.65
Total 6565 · Restaurant Supplies	<u>14,838.65</u>
6760 · Ground Maintenance	2,911.00
6805 · Public Relations	12,000.00
6815 · Sanitation	3,710.99
6820 · Taxes	
6830 · Fica Expense	29,055.46
6840 · Sui	8,315.00
6850 · Fui	1,276.96
6860 · NYS Filing Fee	650.00
6865 · Payroll Taxes	29,650.24
6820 · Taxes - Other	27,814.65
Total 6820 · Taxes	<u>96,762.31</u>
Total Expense	<u>703,202.70</u>
Net Ordinary Income	86,494.98
Other Income/Expense	
Other Income	
7030 · Other Income	45,001.75
Total Other Income	<u>45,001.75</u>
Other Expense	
Unallocated	750.00
Total Other Expense	<u>750.00</u>
Net Other Income	<u>44,251.75</u>
Net Income	<u><u>130,746.73</u></u>

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06/17/09

Southampton Yen Restaurant Group LLC
Statement of Cash Flows
January 1 through June 17, 2009

	<u>Jan 1 - Jun 17, 09</u>
OPERATING ACTIVITIES	
Net Income	-164,434.16
Adjustments to reconcile Net Income to net cash provided by operations:	
1507 - Loan Due from Paradigm	-212,952.22
20000 - Accounts Payable	277,724.66
2215 - Credit Line	-305.31
2226 - Loan Payable - PEG Operating	2,000.00
2230 - Loan Payable-Paradigm Mgmt. Grp	38,317.15
Net cash provided by Operating Activities	<u>-59,649.88</u>
Net cash increase for period	-59,649.88
Cash at beginning of period	5,704.23
Cash at end of period	<u><u>-53,945.65</u></u>

Form **1065**
 Department of the Treasury
 Internal Revenue Service

U.S. Return of Partnership Income
 For calendar year 2007, or tax year beginning _____, ending _____
 ▶ See separate instructions.

OMB No. 1546-0099
2007

A Principal business activity	Use the IRS label. Otherwise, print or type.	Name of partnership Southampton Yen Restaurant Group	D Employer identification number 11-3599654
B Principal product or service Restaurant		Number, street, and room or suite no. If a P.O. box, see the instructions. 281 Country Road 39A	E Date business started 4/22/2001
C Business code number 722110		City or town, state, and ZIP code Southampton NY 11968-5213	F Total assets (see the instructions) \$ 467,862

G Check applicable boxes: (1) Initial return (2) Final return (3) Name change (4) Address change (5) Amended return

H Check accounting method: (1) Cash (2) Accrual (3) Other (specify) ▶

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ **13**

J Check if Schedule M-3 attached

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1a Gross receipts or sales	1a	2,182,216	
	b Less returns and allowances	1b		2,182,216
	2 Cost of goods sold (Schedule A, line 8)	2		1,230,877
	3 Gross profit. Subtract line 2 from line 1c	3		951,339
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)	4		
	5 Net farm profit (loss) (attach Schedule F (Form 1040))	5		
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)	6		
	7 Other income (loss) (attach statement)	7		
8 Total income (loss). Combine lines 3 through 7	8		951,339	
Deductions (see the instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)	9		377,388
	10 Guaranteed payments to partners	10		
	11 Repairs and maintenance	11		80,942
	12 Bad debts	12		
	13 Rent	13		173,303
	14 Taxes and licenses	14	See Statement 1	19,904
	15 Interest	15		56
	16a Depreciation (if required, attach Form 4562)	16a	39,169	
	b Less depreciation reported on Schedule A and elsewhere on return	16b		39,169
	17 Depletion (Do not deduct oil and gas depletion.)	17		
	18 Retirement plans, etc.	18		
	19 Employee benefit programs	19		
	20 Other deductions (attach statement)	20	See Statement 2	249,070
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20	21		939,832
	22 Ordinary business income (loss). Subtract line 21 from line 8	22		11,507

Sign Here

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

Signature of general partner or limited liability company member manager _____ Date _____

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

Paid Preparer's Use Only

Preparer's signature _____ Date **6/17/08** Check if self-employed Preparer's SSN or PTIN **P00039788**

Firm's name (or yours if self-employed), address, and ZIP code **Pertney & Company, CPA's** EIN ▶ **22-3054269**

1086 Teaneck Road, Suite 5A Phone no. **201-862-0500**

Teaneck, NJ 07666

Schedule A Cost of Goods Sold (see the instructions)

1	Inventory at beginning of year	1	142,302
2	Purchases less cost of items withdrawn for personal use	2	389,998
3	Cost of labor	3	
4	Additional section 263A costs (attach statement)	4	
5	Other costs (attach statement) See Statement 3	5	836,526
6	Total. Add lines 1 through 5	6	1,368,826
7	Inventory at end of year	7	137,949
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8	1,230,877

9a Check all methods used for valuing closing inventory:

- (i) Cost as described in Regulations section 1.471-3
- (ii) Lower of cost or market as described in Regulations section 1.471-4
- (iii) Other (specify method used and attach explanation) ▶

- b Check this box if there was a writedown of "subnormal" goods as described in Regulations section 1.471-2(c)
- c Check this box if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970)
- d Do the rules of section 263A (for property produced or acquired for resale) apply to the partnership? Yes No
- e Was there any change in determining quantities, cost, or valuations between opening and closing inventory? Yes No
If "Yes," attach explanation.

Schedule B Other Information

		Yes	No
1	What type of entity is filing this return? Check the applicable box:		
a	<input type="checkbox"/> Domestic general partnership		
b	<input type="checkbox"/> Domestic limited partnership		
c	<input checked="" type="checkbox"/> Domestic limited liability company		
d	<input type="checkbox"/> Domestic limited liability partnership		
e	<input type="checkbox"/> Foreign partnership		
f	<input type="checkbox"/> Other ▶		
2	Are any partners in this partnership also partnerships?		X
3	During the partnership's tax year, did the partnership own any interest in another partnership or in any foreign entity that was disregarded as an entity separate from its owner under Regulations section 301.7701-2 and 301.7701-3? If "Yes," see instructions for required attachment		X
4	Did the partnership file Form 8893, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details		X
5	Does this partnership meet all three of the following requirements? a The partnership's total receipts for the tax year were less than \$250,000; b The partnership's total assets at the end of the tax year were less than \$600,000; and c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return		X
	If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item L on Schedule K-1.		
6	Does this partnership have any foreign partners? If "Yes," the partnership may have to file Forms 8804, 8805 and 8813. See the instructions		X
7	Is this partnership a publicly traded partnership as defined in section 469(k)(2)?		X
8	Has this partnership filed, or is it required to file, a return under section 6111 to provide information on any reportable transaction?		X
9	At any time during calendar year 2007, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country. ▶		X
10	During the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520. See the instructions		X
11	Was there a distribution of property or a transfer (for example, by sale or death) of a partnership interest during the tax year? If "Yes," you may elect to adjust the basis of the partnership's assets under section 754 by attaching the statement described under Elections Made By the Partnership in the instructions		X
12	Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return ▶	0	

Designation of Tax Matters Partner (see the instructions)

Enter below the general partner designated as the tax matters partner (TMP) for the tax year of this return:

Name of designated TMP	▶ Robert Montwaid	Identifying number of TMP	▶ 145-60-1090
Address of designated TMP	▶ 191 Seventh Ave, Apt 3E New York NY 10011		

Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1	11,507
	2 Net rental real estate income (loss) (attach Form 8825)	2	
	3a Other gross rental income (loss)	3a	
	b Expenses from other rental activities (attach statement)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Guaranteed payments	4	
	5 Interest income	5	
	6 Dividends: a Ordinary dividends	6a	
	b Qualified dividends	6b	
	7 Royalties	7	
	8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8	
Deductions	9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a	
	b Collectibles (28%) gain (loss)	9b	
	c Unrecaptured section 1250 gain (attach statement)	9c	
	10 Net section 1231 gain (loss) (attach Form 4797)	10	
	11 Other income (loss) (see instructions) Type ▶	11	
	12 Section 179 deduction (attach Form 4562)	12	0
	13a Contributions	13a	
	b Investment interest expense	13b	
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c(2)	
	d Other deductions (see instructions) Type ▶	13d	
	Self-Employment	14a Net earnings (loss) from self-employment	14a
b Gross farming or fishing income		14b	
c Gross nonfarm income		14c	
Credits	15a Low-income housing credit (section 42(j)(5))	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
	d Other rental real estate credits (see instructions) Type ▶	15d	
	e Other rental credits (see instructions) Type ▶	15e	
	f Other credits (see instructions) Type ▶	15f	
Foreign Transactions	16a Name of country or U.S. possession ▶		
	b Gross income from all sources	16b	
	c Gross income sourced at partner level Foreign gross income sourced at partnership level	16c	
	d Passive category ▶ e General category ▶ f Other ▶	16f	
	Deductions allocated and apportioned at partner level		
	g Interest expense ▶ h Other ▶	16h	
	Deductions allocated and apportioned at partnership level to foreign source income		
	i Passive category ▶ j General category ▶ k Other ▶	16k	
	l Total foreign taxes (check one): ▶ Paid <input type="checkbox"/> Accrued <input type="checkbox"/>	16l	
	m Reduction in taxes available for credit (attach statement)	16m	
Alternative Minimum Tax (AMT) Items	n Other foreign tax information (attach statement)		
	17a Post-1986 depreciation adjustment	17a	
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas)	17c	
	d Oil, gas, and geothermal properties-gross income	17d	
	e Oil, gas, and geothermal properties-deductions	17e	
f Other AMT items (attach statement)	17f		
Other Information	18a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses	18c	2,135
	19a Distributions of cash and marketable securities	19a	84,987
	b Distributions of other property	19b	
	20a Investment income	20a	
b Investment expenses	20b		
c Other items and amounts (attach statement)			

Analysis of Net Income (Loss)

1	Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16l						1	11,507
2	Analysis by partner type:							
	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt organization	(vi) Nominee/Other		
a	General partners							
b	5,412		6,095					

Schedule L	Balance Sheets per Books	Beginning of tax year		End of tax year	
		(a)	(b)	(c)	(d)
Assets					
1	Cash		5,362		7,787
2a	Trade notes and accounts receivable				
b	Less allowance for bad debts				
3	Inventories		142,302		137,949
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)				
7	Mortgage and real estate loans				
8	Other investments (attach statement)				
9a	Buildings and other depreciable assets	423,901		510,977	
b	Less accumulated depreciation	198,469	225,432	237,638	273,339
10a	Depletable assets				
b	Less accumulated depletion				
11	Land (net of any amortization)				
12a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach statement) See Stmt 5		48,787		48,787
14	Total assets		421,883		467,862
Liabilities and Capital					
15	Accounts payable				5,648
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach statement) See Stmt 6		11,084		127,030
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts		410,799		335,184
22	Total liabilities and capital		421,883		467,862

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

Note. Schedule M-3 may be required instead of Schedule M-1 (see instructions).

1	Net income (loss) per books	9,372	6	Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2	Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a	Tax-exempt interest \$	
3	Guaranteed payments (other than health insurance)		7	Deductions included on Schedule K, lines 1 through 13d, and 16l, not charged against book income this year (itemize):	
4	Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a	Depreciation \$	
a	Depreciation \$		8	Add lines 6 and 7	
b	Travel and entertainment \$ 135		9	Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	11,507
	See Statement 7				
	2,000	2,135			
5	Add lines 1 through 4	11,507			

Schedule M-2 Analysis of Partners' Capital Accounts

1	Balance at beginning of year	410,799	6	Distributions: a Cash	84,987
2	Capital contributed: a Cash		b	Property	
	b Property		7	Other decreases (itemize):	
3	Net income (loss) per books	9,372	8	Add lines 6 and 7	84,987
4	Other increases (itemize):		9	Balance at end of year. Subtract line 8 from line 5	335,184
5	Add lines 1 through 4	420,171			

Partner# 1
Schedule K-1
(Form 1065)

2007

Final K-1

Amended K-1

651107

OMB No. 1545-0099

Department of the Treasury
Internal Revenue Service

For calendar year 2007, or tax
year beginning _____
ending _____

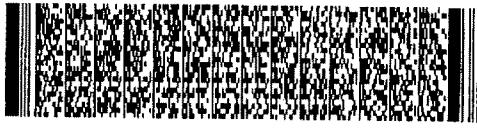
**Partner's Share of Income, Deductions,
Credits, etc.** ▶ See back of form and separate instructions.

Part I Information About the Partnership	
A Partnership's employer identification number 11-3599654	
B Partnership's name, address, city, state, and ZIP code Southampton Yen Restaurant Group 281 Country Road 39A Southampton NY 11968-5213	
C IRS Center where partnership filed return Ogden, UT	
D <input type="checkbox"/> Check if this is a publicly traded partnership (PTP)	
Part II Information About the Partner	
E Partner's identifying number 145-60-1090	
F Partner's name, address, city, state, and ZIP code Robert Montwaid 191 Seventh Ave, Apt 3E New York NY 10011	
G <input checked="" type="checkbox"/> General partner or LLC member-manager <input type="checkbox"/> Limited partner or other LLC member	
H <input checked="" type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner	
I What type of entity is this partner? Individual	
J Partner's share of profit, loss, and capital:	
Profit 47.000000 % Beginning 47.000000 % Ending 47.000000 %	
Loss 47.000000 % Beginning 47.000000 % Ending 47.000000 %	
Capital 47.000000 % Beginning 47.000000 % Ending 47.000000 %	
K Partner's share of liabilities at year end:	
Nonrecourse \$ _____	
Qualified nonrecourse financing \$ _____	
Recourse \$ 65,016	
L Partner's capital account analysis:	
Beginning capital account \$ 706,496	
Capital contributed during the year \$ _____	
Current year increase (decrease) \$ 4,404	
Withdrawals & distributions \$ (84,987)	
Ending capital account \$ 625,913	
<input checked="" type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book	
<input type="checkbox"/> Other (explain)	

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items			
1	Ordinary business income (loss) 5,412	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C*	STMI
		19	Distributions
12	Section 179 deduction	A	84,987
13	Other deductions		
		20	Other information
14	Self-employment earnings (loss) A 5,412		

*See attached statement for additional information.

For IRS Use Only



Partner# 2
Schedule K-1
(Form 1065)

2007

Department of the Treasury
Internal Revenue Service

For calendar year 2007, or tax
year beginning _____
ending _____

Final K-1 Amended K-1

651107
OMB No. 1545-0099


Partner's Share of Income, Deductions, Credits, etc.
▶ See back of form and separate instructions.

Part I Information About the Partnership	
A Partnership's employer identification number	11-3599654
B Partnership's name, address, city, state, and ZIP code	Southampton Yen Restaurant Group 281 Country Road 39A Southampton NY 11968-5213
C IRS Center where partnership filed return	Ogden, UT
D <input type="checkbox"/> Check if this is a publicly traded partnership (PTP)	
Part II Information About the Partner	
E Partner's identifying number	032-52-5895
F Partner's name, address, city, state, and ZIP code	Joe Gharthey 20 West 90th Street, Apt A New York NY 10024
G <input type="checkbox"/> General partner or LLC member-manager <input checked="" type="checkbox"/> Limited partner or other LLC member	
H <input checked="" type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner	
I What type of entity is this partner? Individual	
J Partner's share of profit, loss, and capital:	
	Beginning Ending
Profit	3.750000 % 3.750000 %
Loss	3.750000 % 3.750000 %
Capital	3.750000 % 3.750000 %
K Partner's share of liabilities at year end:	
Nonrecourse	\$ _____
Qualified nonrecourse financing	\$ _____
Recourse	\$ 5,187
L Partner's capital account analysis:	
Beginning capital account	\$ 8,943
Capital contributed during the year	\$ _____
Current year increase (decrease)	\$ 351
Withdrawals & distributions	\$ (_____)
Ending capital account	\$ 9,294
<input checked="" type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book	
<input type="checkbox"/> Other (explain)	

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items			
1	Ordinary business income (loss)	15	Credits
	431		
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C*	STMT
		19	Distributions
12	Section 179 deduction		
13	Other deductions		
		20	Other information
14	Self-employment earnings (loss)		
A	431		

*See attached statement for additional information.

For IRS Use Only



Partner# 3
Schedule K-1
(Form 1065)

2007

Department of the Treasury
Internal Revenue Service

For calendar year 2007, or tax
year beginning _____
ending _____

**Partner's Share of Income, Deductions,
Credits, etc.** ▶ See back of form and separate instructions.

Final K-1 Amended K-1 **651107**
OMB No. 1545-0099

Part I Information About the Partnership

A Partnership's employer identification number
11-3599654

B Partnership's name, address, city, state, and ZIP code
Southampton Yen Restaurant Group
281 Country Road 39A
Southampton NY 11968-5213

C IRS Center where partnership filed return
Ogden, UT

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
577-98-4433

F Partner's name, address, city, state, and ZIP code
Matt Nadel
429 Broome Street # 4
New York NY 10013

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I What type of entity is this partner? **Individual**

J Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	6.000000 %	6.000000 %
Loss	6.000000 %	6.000000 %
Capital	6.000000 %	6.000000 %

K Partner's share of liabilities at year end:

Nonrecourse \$ _____

Qualified nonrecourse financing \$ _____

Recourse \$ **8,299**

L Partner's capital account analysis:

Beginning capital account	\$	-20,191
Capital contributed during the year	\$	
Current year increase (decrease)	\$	562
Withdrawals & distributions	\$	()
Ending capital account	\$	-19,629

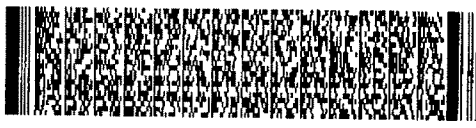
Tax basis GAAP Section 704(b) book
 Other (explain)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	15	Credits
	690		
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C*	STMT
12	Section 179 deduction		
13	Other deductions		
14	Self-employment earnings (loss)		
A	690		

*See attached statement for additional information.

For IRS Use Only



Partner# 4
Schedule K-1
(Form 1065)

2007

Final K-1 Amended K-1

651107
OMB No. 1545-0099

Department of the Treasury
Internal Revenue Service

For calendar year 2007, or tax
year beginning _____
ending _____

**Partner's Share of Income, Deductions,
Credits, etc.** ▶ See back of form and separate Instructions.

Part I Information About the Partnership

A Partnership's employer identification number
11-3599654

B Partnership's name, address, city, state, and ZIP code
Southampton Yen Restaurant Group
281 Country Road 39A
Southampton NY 11968-5213

C IRS Center where partnership filed return
Ogden, UT

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
081-42-1521

F Partner's name, address, city, state, and ZIP code
Gary Levine
240 East 39th Street, Apt 40C
New York NY 10016

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I What type of entity is this partner? **Individual**

J Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	2.500000 %	2.500000 %
Loss	2.500000 %	2.500000 %
Capital	2.500000 %	2.500000 %

K Partner's share of liabilities at year end:

Nonrecourse \$ _____

Qualified nonrecourse financing \$ _____

Recourse \$ **3,458**

L Partner's capital account analysis:

Beginning capital account \$ **13,461**

Capital contributed during the year \$ _____

Current year increase (decrease) \$ **234**

Withdrawals & distributions \$ (_____)

Ending capital account \$ **13,695**

Tax basis GAAP Section 704(b) book
 Other (explain)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss) 287	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C*	STMT
		19	Distributions
12	Section 179 deduction		
13	Other deductions		
		20	Other information
14	Self-employment earnings (loss) A 287		

*See attached statement for additional information.

For IRS Use Only



Partner# 5
Schedule K-1
(Form 1065)

2007

Final K-1 Amended K-1

651107
OMB No. 1545-0099

Department of the Treasury
Internal Revenue Service

For calendar year 2007, or tax
year beginning _____
ending _____

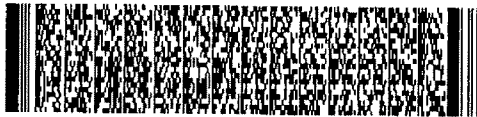
Partner's Share of Income, Deductions, Credits, etc.
▶ See back of form and separate instructions.

Part I Information About the Partnership													
A Partnership's employer identification number	11-3599654												
B Partnership's name, address, city, state, and ZIP code	Southampton Yen Restaurant Group 281 Country Road 39A Southampton NY 11968-5213												
C IRS Center where partnership filed return	Ogden, UT												
D <input type="checkbox"/> Check if this is a publicly traded partnership (PTP)													
Part II Information About the Partner													
E Partner's identifying number	049-62-3351												
F Partner's name, address, city, state, and ZIP code	Andrew Frankenberger 151 East 31 Street New York NY 10016												
G <input type="checkbox"/> General partner or LLC member-manager <input checked="" type="checkbox"/> Limited partner or other LLC member													
H <input checked="" type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner													
I What type of entity is this partner? Individual													
J Partner's share of profit, loss, and capital:													
	<table border="1"> <thead> <tr> <th></th> <th>Beginning</th> <th>Ending</th> </tr> </thead> <tbody> <tr> <td>Profit</td> <td>1.250000 %</td> <td>1.250000 %</td> </tr> <tr> <td>Loss</td> <td>1.250000 %</td> <td>1.250000 %</td> </tr> <tr> <td>Capital</td> <td>1.250000 %</td> <td>1.250000 %</td> </tr> </tbody> </table>		Beginning	Ending	Profit	1.250000 %	1.250000 %	Loss	1.250000 %	1.250000 %	Capital	1.250000 %	1.250000 %
	Beginning	Ending											
Profit	1.250000 %	1.250000 %											
Loss	1.250000 %	1.250000 %											
Capital	1.250000 %	1.250000 %											
K Partner's share of liabilities at year end:													
Nonrecourse	\$ _____												
Qualified nonrecourse financing	\$ _____												
Recourse	\$ 1,729												
L Partner's capital account analysis:													
Beginning capital account	\$ 2,981												
Capital contributed during the year	\$ _____												
Current year increase (decrease)	\$ 117												
Withdrawals & distributions	\$ (_____)												
Ending capital account	\$ 3,098												
<input checked="" type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book													
<input type="checkbox"/> Other (explain)													

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items			
1	Ordinary business income (loss)	15	Credits
	143		
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	18	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C*	STMT
		19	Distributions
12	Section 179 deduction		
13	Other deductions		
		20	Other information
14	Self-employment earnings (loss)		
A	143		

*See attached statement for additional information.

For IRS Use Only



Partner# 6
Schedule K-1
(Form 1065)

2007

Final K-1 Amended K-1

651107
OMB No. 1545-0099

Department of the Treasury
Internal Revenue Service

For calendar year 2007, or tax
year beginning _____
ending _____

**Partner's Share of Income, Deductions,
Credits, etc.** ▶ See back of form and separate instructions.

Part I Information About the Partnership	
A Partnership's employer identification number	11-3599654
B Partnership's name, address, city, state, and ZIP code	Southampton Yen Restaurant Group 281 Country Road 39A Southampton NY 11968-5213
C IRS Center where partnership filed return	Ogden, UT
D <input type="checkbox"/> Check if this is a publicly traded partnership (PTP)	
Part II Information About the Partner	
E Partner's identifying number	133-66-3294
F Partner's name, address, city, state, and ZIP code	Lawrence Ingolio 190 Noyac path Water Mill NY 11976
G <input type="checkbox"/> General partner or LLC member-manager <input checked="" type="checkbox"/> Limited partner or other LLC member	
H <input checked="" type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner	
I What type of entity is this partner? Individual	
J Partner's share of profit, loss, and capital:	
	Beginning Ending
Profit	1.000000 % 1.000000 %
Loss	1.000000 % 1.000000 %
Capital	1.000000 % 1.000000 %
K Partner's share of liabilities at year end:	
Nonrecourse	\$ _____
Qualified nonrecourse financing	\$ _____
Recourse	\$ 1,383
L Partner's capital account analysis:	
Beginning capital account	\$ 5,384
Capital contributed during the year	\$ _____
Current year increase (decrease)	\$ 94
Withdrawals & distributions	\$ (_____)
Ending capital account	\$ 5,478
<input checked="" type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book	
<input type="checkbox"/> Other (explain)	

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items			
1	Ordinary business income (loss)	15	Credits
	115		
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C*	STMT
		19	Distributions
12	Section 179 deduction		
13	Other deductions		
		20	Other information
14	Self-employment earnings (loss)		
A	115		

*See attached statement for additional information.

For IRS Use Only



Partner# 7
Schedule K-1
(Form 1065)

2007

Department of the Treasury
Internal Revenue Service

For calendar year 2007, or tax
year beginning _____
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Final K-1 Amended K-1

651107
OMB No. 1545-0099

Partner's Share of Income, Deductions, Credits, etc.
▶ See back of form and separate instructions.

Part I Information About the Partnership													
A	Partnership's employer identification number 11-3599654												
B	Partnership's name, address, city, state, and ZIP code Southampton Yen Restaurant Group 281 Country Road 39A Southampton NY 11968-5213												
C	IRS Center where partnership filed return Ogden, UT												
D	<input type="checkbox"/> Check if this is a publicly traded partnership (PTP)												
Part II Information About the Partner													
E	Partner's identifying number 491-84-5678												
F	Partner's name, address, city, state, and ZIP code Benjamin Reites 150 Columbus Avenue, Apt 19B New York NY 10023												
G	<input type="checkbox"/> General partner or LLC member-manager <input checked="" type="checkbox"/> Limited partner or other LLC member												
H	<input checked="" type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner												
I	What type of entity is this partner? Individual												
J	Partner's share of profit, loss, and capital: <table border="1"> <thead> <tr> <th></th> <th>Beginning</th> <th>Ending</th> </tr> </thead> <tbody> <tr> <td>Profit</td> <td>1.000000 %</td> <td>1.000000 %</td> </tr> <tr> <td>Loss</td> <td>1.000000 %</td> <td>1.000000 %</td> </tr> <tr> <td>Capital</td> <td>1.000000 %</td> <td>1.000000 %</td> </tr> </tbody> </table>		Beginning	Ending	Profit	1.000000 %	1.000000 %	Loss	1.000000 %	1.000000 %	Capital	1.000000 %	1.000000 %
	Beginning	Ending											
Profit	1.000000 %	1.000000 %											
Loss	1.000000 %	1.000000 %											
Capital	1.000000 %	1.000000 %											
K	Partner's share of liabilities at year end: Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Recourse \$ 1,383												
L	Partner's capital account analysis: Beginning capital account \$ 5,384 Capital contributed during the year \$ _____ Current year increase (decrease) \$ 94 Withdrawals & distributions \$ (_____) Ending capital account \$ 5,478												
<input checked="" type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book <input type="checkbox"/> Other (explain) _____													

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items			
1	Ordinary business income (loss) 115	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C*	STMT
		19	Distributions
12	Section 179 deduction		
13	Other deductions		
		20	Other information
14	Self-employment earnings (loss) A 115		

*See attached statement for additional information.

For IRS Use Only



Partner# 8
Schedule K-1
(Form 1065)

2007

Department of the Treasury
 Internal Revenue Service

For calendar year 2007, or tax
 year beginning _____
 ending _____

**Partner's Share of Income, Deductions,
 Credits, etc.** ▶ See back of form and separate instructions.

Final K-1 Amended K-1

651107
 OMB No. 1545-0099

Part I Information About the Partnership

A Partnership's employer identification number
11-3599654

B Partnership's name, address, city, state, and ZIP code
Southampton Yen Restaurant Group
281 Country Road 39A
Southampton NY 11968-5213

C IRS Center where partnership filed return
Ogden, UT

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
215-02-3612

F Partner's name, address, city, state, and ZIP code
Andy Lee
169 Mercer Street, Apt 3
New York NY 10012

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I What type of entity is this partner? **Individual**

J Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	1.000000 %	1.000000 %
Loss	1.000000 %	1.000000 %
Capital	1.000000 %	1.000000 %

K Partner's share of liabilities at year end:

Nonrecourse \$ _____

Qualified nonrecourse financing \$ _____

Recourse \$ **1,383**

L Partner's capital account analysis:

Beginning capital account \$ **5,384**

Capital contributed during the year \$ _____

Current year increase (decrease) \$ **94**

Withdrawals & distributions \$ (_____)

Ending capital account \$ **5,478**

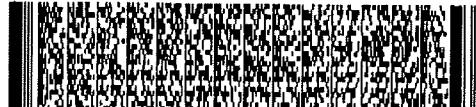
Tax basis GAAP Section 704(b) book
 Other (explain)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss) 115	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C*	
			STMT
		19	Distributions
12	Section 179 deduction		
13	Other deductions		
		20	Other information
14	Self-employment earnings (loss) A 115		

*See attached statement for additional information.

For IRS Use Only



Partner# 9
Schedule K-1
(Form 1065)

2007

Final K-1 Amended K-1

651107
OMB No. 1545-0099

Department of the Treasury
Internal Revenue Service

For calendar year 2007, or tax
year beginning _____
ending _____


**Partner's Share of Income, Deductions,
Credits, etc.** ▶ See back of form and separate instructions.

Part I Information About the Partnership	
A Partnership's employer identification number	11-3599654
B Partnership's name, address, city, state, and ZIP code	Southhampton Yen Restaurant Group 281 Country Road 39A Southhampton NY 11968-5213
C IRS Center where partnership filed return	Ogden, UT
D <input type="checkbox"/> Check if this is a publicly traded partnership (PTP)	
Part II Information About the Partner	
E Partner's identifying number	106-78-2894
F Partner's name, address, city, state, and ZIP code	Chris Finch 305 Second Ave # 726 New York NY 10003
G <input type="checkbox"/> General partner or LLC member-manager <input checked="" type="checkbox"/> Limited partner or other LLC member	
H <input checked="" type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner	
I What type of entity is this partner? Individual	
J Partner's share of profit, loss, and capital:	
Beginning	Ending
Profit 1.000000 %	1.000000 %
Loss 1.000000 %	1.000000 %
Capital 1.000000 %	1.000000 %
K Partner's share of liabilities at year end:	
Nonrecourse	\$ _____
Qualified nonrecourse financing	\$ _____
Recourse	\$ 1,383
L Partner's capital account analysis:	
Beginning capital account	\$ 5,384
Capital contributed during the year	\$ _____
Current year increase (decrease)	\$ 94
Withdrawals & distributions	\$ (_____)
Ending capital account	\$ 5,478
<input checked="" type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book	
<input type="checkbox"/> Other (explain)	

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items			
1	Ordinary business income (loss)	15	Credits
	115		
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C*	STMT
		19	Distributions
12	Section 179 deduction		
13	Other deductions		
		20	Other information
14	Self-employment earnings (loss)		
A	115		

*See attached statement for additional information.

For IRS Use Only



Partner# 10
Schedule K-1
(Form 1065)

2007

Final K-1

Amended K-1

651107
OMB No. 1545-0099

Department of the Treasury
Internal Revenue Service

For calendar year 2007, or tax
year beginning _____
ending _____

**Partner's Share of Income, Deductions,
Credits, etc.** ▶ See back of form and separate instructions.

Part I Information About the Partnership													
A	Partnership's employer identification number 11-3599654												
B	Partnership's name, address, city, state, and ZIP code Southampton Yen Restaurant Group 281 Country Road 39A Southampton NY 11968-5213												
C	IRS Center where partnership filed return Ogden, UT												
D	<input type="checkbox"/> Check if this is a publicly traded partnership (PTP)												
Part II Information About the Partner													
E	Partner's identifying number 074-56-7633												
F	Partner's name, address, city, state, and ZIP code Andrew Ege PO Box 597 Southampton NY 11969												
G	<input type="checkbox"/> General partner or LLC member-manager <input checked="" type="checkbox"/> Limited partner or other LLC member												
H	<input checked="" type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner												
I	What type of entity is this partner? Individual												
J	Partner's share of profit, loss, and capital: <table border="1"> <thead> <tr> <th></th> <th>Beginning</th> <th>Ending</th> </tr> </thead> <tbody> <tr> <td>Profit</td> <td>2.000000 %</td> <td>2.000000 %</td> </tr> <tr> <td>Loss</td> <td>2.000000 %</td> <td>2.000000 %</td> </tr> <tr> <td>Capital</td> <td>2.000000 %</td> <td>2.000000 %</td> </tr> </tbody> </table>		Beginning	Ending	Profit	2.000000 %	2.000000 %	Loss	2.000000 %	2.000000 %	Capital	2.000000 %	2.000000 %
	Beginning	Ending											
Profit	2.000000 %	2.000000 %											
Loss	2.000000 %	2.000000 %											
Capital	2.000000 %	2.000000 %											
K	Partner's share of liabilities at year end: Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Recourse \$ 2,766												
L	Partner's capital account analysis: Beginning capital account \$ -19,232 Capital contributed during the year \$ _____ Current year increase (decrease) \$ 188 Withdrawals & distributions \$ (_____) Ending capital account \$ -19,044 <input checked="" type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book <input type="checkbox"/> Other (explain)												

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items			
1	Ordinary business income (loss) 230	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C*	STMT
		19	Distributions
12	Section 179 deduction		
13	Other deductions		
		20	Other information
14	Self-employment earnings (loss) A 230		

*See attached statement for additional information.

For IRS Use Only



Partner# 11
Schedule K-1
(Form 1065)

2007

Department of the Treasury
Internal Revenue Service

For calendar year 2007, or tax
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ending _____

Final K-1 Amended K-1

651107
OMB No. 1545-0099

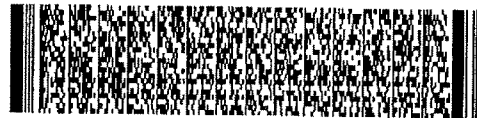
Partner's Share of Income, Deductions, Credits, etc.
▶ See back of form and separate instructions.

Part I Information About the Partnership													
A	Partnership's employer identification number 11-3599654												
B	Partnership's name, address, city, state, and ZIP code Southampton Yen Restaurant Group 281 Country Road 39A Southampton NY 11968-5213												
C	IRS Center where partnership filed return Ogden, UT												
D	<input type="checkbox"/> Check if this is a publicly traded partnership (PTP)												
Part II Information About the Partner													
E	Partner's identifying number 105-88-5083												
F	Partner's name, address, city, state, and ZIP code Lionel O'Hayon 191 7th Avenue, Apt 4W New York NY 10011												
G	<input type="checkbox"/> General partner or LLC member-manager <input checked="" type="checkbox"/> Limited partner or other LLC member												
H	<input checked="" type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner												
I	What type of entity is this partner? Individual												
J	Partner's share of profit, loss, and capital: <table border="1"> <thead> <tr> <th></th> <th>Beginning</th> <th>Ending</th> </tr> </thead> <tbody> <tr> <td>Profit</td> <td>1.000000 %</td> <td>1.000000 %</td> </tr> <tr> <td>Loss</td> <td>1.000000 %</td> <td>1.000000 %</td> </tr> <tr> <td>Capital</td> <td>1.000000 %</td> <td>1.000000 %</td> </tr> </tbody> </table>		Beginning	Ending	Profit	1.000000 %	1.000000 %	Loss	1.000000 %	1.000000 %	Capital	1.000000 %	1.000000 %
	Beginning	Ending											
Profit	1.000000 %	1.000000 %											
Loss	1.000000 %	1.000000 %											
Capital	1.000000 %	1.000000 %											
K	Partner's share of liabilities at year end: Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Recourse \$ 1,383												
L	Partner's capital account analysis: Beginning capital account \$ -9,616 Capital contributed during the year \$ _____ Current year increase (decrease) \$ 94 Withdrawals & distributions \$ (_____) _____ Ending capital account \$ -9,522												
<input checked="" type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book <input type="checkbox"/> Other (explain) _____													

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items			
1	Ordinary business income (loss)	15	Credits
	115		
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C*	STMT
		19	Distributions
12	Section 179 deduction		
13	Other deductions		
		20	Other information
14	Self-employment earnings (loss)		
A	115		

*See attached statement for additional information.

For IRS Use Only



Partner# 12
Schedule K-1
(Form 1065)

2007

Department of the Treasury
Internal Revenue Service

For calendar year 2007, or tax
year beginning _____
ending _____

Final K-1 Amended K-1 651107
OMB No. 1545-0099

Partner's Share of Income, Deductions, Credits, etc.
▶ See back of form and separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
11-3599654

B Partnership's name, address, city, state, and ZIP code
Southampton Yen Restaurant Group
281 Country Road 39A
Southampton NY 11968-5213

C IRS Center where partnership filed return
Ogden, UT

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
424-64-7733

F Partner's name, address, city, state, and ZIP code
David Sarner
4 Washington Square Village
New York NY 10012

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I What type of entity is this partner? **Individual**

J Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	28.750000 %	28.750000 %
Loss	28.750000 %	28.750000 %
Capital	28.750000 %	28.750000 %

K Partner's share of liabilities at year end:

Nonrecourse \$ _____

Qualified nonrecourse financing \$ _____

Recourse \$ **39,768**

L Partner's capital account analysis:

Beginning capital account	\$ -256,641
Capital contributed during the year	\$ _____
Current year increase (decrease)	\$ 2,695
Withdrawals & distributions	\$ (_____)
Ending capital account	\$ -253,946

Tax basis GAAP Section 704(b) book
 Other (explain)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	15	Credits
	3,308		
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C*	STMT
12	Section 179 deduction		
13	Other deductions		
14	Self-employment earnings (loss)		
A	3,308		
19	Distributions		
20	Other information		

*See attached statement for additional information.

For IRS Use Only



Partner# 13
Schedule K-1
(Form 1065)

2007

Final K-1 Amended K-1

651107
 OMB No. 1545-0099

Department of the Treasury
 Internal Revenue Service

For calendar year 2007, or tax
 year beginning _____
 ending _____

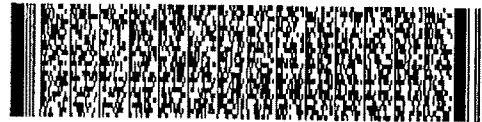
**Partner's Share of Income, Deductions,
 Credits, etc.** ▶ See back of form and separate instructions.

Part I Information About the Partnership													
A	Partnership's employer identification number 11-3599654												
B	Partnership's name, address, city, state, and ZIP code Southampton Yen Restaurant Group 281 Country Road 39A Southampton NY 11968-5213												
C	IRS Center where partnership filed return Ogden, UT												
D	<input type="checkbox"/> Check if this is a publicly traded partnership (PTP)												
Part II Information About the Partner													
E	Partner's identifying number 071-60-5973												
F	Partner's name, address, city, state, and ZIP code David Workman 330 East 39th Street, Apt 8G New York NY 10016												
G	<input type="checkbox"/> General partner or LLC member-manager <input checked="" type="checkbox"/> Limited partner or other LLC member												
H	<input checked="" type="checkbox"/> Domestic partner <input type="checkbox"/> Foreign partner												
I	What type of entity is this partner? Individual												
J	Partner's share of profit, loss, and capital: <table border="1"> <thead> <tr> <th></th> <th>Beginning</th> <th>Ending</th> </tr> </thead> <tbody> <tr> <td>Profit</td> <td>3.750000 %</td> <td>3.750000 %</td> </tr> <tr> <td>Loss</td> <td>3.750000 %</td> <td>3.750000 %</td> </tr> <tr> <td>Capital</td> <td>3.750000 %</td> <td>3.750000 %</td> </tr> </tbody> </table>		Beginning	Ending	Profit	3.750000 %	3.750000 %	Loss	3.750000 %	3.750000 %	Capital	3.750000 %	3.750000 %
	Beginning	Ending											
Profit	3.750000 %	3.750000 %											
Loss	3.750000 %	3.750000 %											
Capital	3.750000 %	3.750000 %											
K	Partner's share of liabilities at year end: Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Recourse \$ 5,187												
L	Partner's capital account analysis: Beginning capital account \$ -36,938 Capital contributed during the year \$ _____ Current year increase (decrease) \$ 351 Withdrawals & distributions \$ (_____) Ending capital account \$ -36,587 <input checked="" type="checkbox"/> Tax basis <input type="checkbox"/> GAAP <input type="checkbox"/> Section 704(b) book <input type="checkbox"/> Other (explain) _____												

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items			
1	Ordinary business income (loss) 431	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)	C*	STMT
		19	Distributions
12	Section 179 deduction		
13	Other deductions		
		20	Other information
14	Self-employment earnings (loss) A 431		

*See attached statement for additional information.

For IRS Use Only



Form **4562**
 Department of the Treasury
 Internal Revenue Service

Depreciation and Amortization
 (Including Information on Listed Property)

OMB No. 1545-0172

2007

Attachment
 Sequence No. **67**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return **Southampton Yen Restaurant Group** Identifying number **11-3599654**

Business or activity to which this form relates

Regular Depreciation

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	125,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	500,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2006 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2008. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special allowance for qualified New York Liberty or Gulf Opportunity Zone property (other than listed property) and cellulosic biomass ethanol plant property placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2007	17	25,156
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B-Assets Placed in Service During 2007 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only-see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		54,173	5.0	HY	200DB	10,835
c 7-year property		20,903	7.0	HY	200DB	2,986
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property	5/28/07	12,000	27.5 yrs.	MM	S/L	
			39 yrs.	MM	S/L	192

Section C-Assets Placed in Service During 2007 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (see instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations-see instr.	22	39,169
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2007)

DAA

Federal Statements

Statement 1 - Form 1065, Page 1, Line 14 - Taxes

<u>Description</u>	<u>Amount</u>
Payroll Taxes	\$ 19,904
Total	<u>\$ 19,904</u>

Statement 2 - Form 1065, Page 1, Line 20 - Other Deductions

<u>Description</u>	<u>Amount</u>
Travel	\$ 6,872
Bank Charges	355
Credit Card Fees	18,677
Office Expense	4,844
Insurance	36,183
Security	59,351
Licenses & Permits	10,622
Payroll Service Fee	684
Fees & Permits	400
Legal & Professional	19,061
Postage & Delivery	19
Telephone	5,264
Utilities	19,202
Sanitation	3,923
Maintenance	31,056
Ground Maintenance	5,121
Public Relations	26,000
NYS Filing Fee	1,300
Entertainment Expense * 50%	136
Total	<u>\$ 249,070</u>

Federal Statements

Statement 3 - Form 1065, Schedule A, Line 5 - Other Costs

<u>Description</u>	<u>Amount</u>
Independent Contractors	\$ 193,924
Music & Entertainment	50,500
Advertising & Promotions	543,576
Supplies	48,526
Total	<u>\$ 836,526</u>