

UNITED STATES BANKRUPTCY COURT Pg 1 of 42
SOUTHERN DISTRICT OF NEW YORK **VOLUNTARY PETITION**

| | |
|---|--|
| Name of Debtor (if individual, enter Last, First, Middle): A & W Lounge Cafe, Inc. | Name of Joint Debtor (Spouse) (Last, First, Middle): |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): d/b/a Skyline Bar Lounge | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 20-3777943 | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): |
| Street Address of Debtor (No. and Street, City, and State): 3847 Tenth Avenue New York, New York | Street Address of Joint Debtor (No. and Street, City, and State): |
| ZIP CODE 10034 | ZIP CODE |
| County of Residence or of the Principal Place of Business: NEW YORK | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): | Mailing Address of Joint Debtor (if different from street address): |
| ZIP CODE | ZIP CODE |

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

ZIP CODE

| | | |
|---|---|--|
| Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) | Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Leasing | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding |
|---|---|--|

| | | |
|---|---|---|
| Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending: | Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code). | Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts. |
|---|---|---|

| | |
|--|---|
| Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | Chapter 11 Debtors Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |
|--|---|

| | |
|---|---|
| Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. | THIS SPACE IS FOR COURT USE ONLY |
| Estimated Number of Creditors <input checked="" 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 | |
| Estimated Assets <input checked="" 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 | |
| Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" 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 | |

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

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

| | | |
|-----------------------------------|--------------|-------------|
| Location Where Filed: NONE | Case Number: | Date Filed: |
| Location Where Filed: | Case Number: | Date Filed: |

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

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

| | |
|--|--|
| <p 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 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>X _____ Signature of Attorney for Debtor(s) (Date)</p> |
|--|--|

Exhibit C

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

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 Pg 3 of 42 Name of Debtor(s): **A & W Lounge Cafe, Inc.**
(This page must be completed and filed in every case.)

Signatures

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

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only **one** box.)

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

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

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X **s/** _____
Signature of Attorney for Debtor(s)
Douglas J. Pick
Printed Name of Attorney for Debtor(s)
Pick & Zabicki LLP
Firm Name
369 Lexington Avenue, 12th Floor
New York, New York 10017
Address
(212) 695-6000
Telephone Number
November 14, 2014
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

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 **s/Wilson Reynoso** _____
Signature of Authorized Individual
Wilson Reynoso
Printed Name of Authorized Individual
President
Title of Authorized Individual
November 14, 2014
Date

X _____
Signature

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.

UNITED STATES BANKRUPTCY COURT
Southern District of New York

In re:

Case No. BKY

A & W Lounge Cafe, Inc.,

Debtor(s)

Chapter 11 Case

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Wilson Reynoso, declare under penalty of perjury that I am the President of A & W Lounge Cafe, Inc., a New York corporation and that on November 14, 2014 the following resolution was duly adopted by the Board of Directors of this corporation:

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

Be It Therefore Resolved, that Wilson Reynoso, President of this corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

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

Be It Further Resolved, that Wilson Reynoso, President of this corporation, is authorized and directed to employ Douglas J. Pick, attorney and the law firm of Pick & Zabicki LLP to represent the corporation in such bankruptcy case."

| | |
|--------------------------------|--|
| Executed on: November 14, 2014 | Signed: s/Wilson Reynoso |
| | Wilson Reynoso 3839 Tenth Avenue, New York, NY 10034 (<i>Name and Address of Subscriber</i>) |

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re A & W Lounge Cafe, Inc.,
Debtor

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

| (1) | (2) | (3) | (4) | (5) |
|---|--|---|---|--|
| <i>Name of creditor and complete mailing address, including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 3839 Realty Management Co., LLC c/o Ezratty, Ezratty & Levine LLP 80 East Old Country Road Mineola, New York 11501 | | None | This claim is disputed. | \$188,000.00 |
| Law Office of Richard St. Paul 445 Hamilton Avenue Suite 1102 White Plains, New York 10601 | | None | | \$50,000.00 |
| AB Multi Services and Income Tax 182 Sherman Avenue New York, New York 10034 | | None | | \$2,000.00 |
| NYC Dept. of Finance 345 Adams Street 3rd Floor Brooklyn, New York 11201 | | taxes and certain other debts owed to governmental units | This claim is unliquidated and disputed. | Unknown |

B 4 (Official Form 4) (12/07)

| | | | | |
|--|--|---|---|----------------|
| <p>NYS Dept. of Taxation & Finance Bankruptcy/Special Procedures P.O. Box 5300 Albany, New York 12205-0300</p> | | <p>taxes and certain other debts owed to governmental units</p> | <p>This claim is unliquidated and disputed.</p> | <p>Unknown</p> |
| <p>Internal Revenue Service P.O. Box 21126 Philadelphia, Pennsylvania 19114</p> | | <p>taxes and certain other debts owed to governmental units</p> | <p>This claim is unliquidated and disputed.</p> | <p>Unknown</p> |
| <p>3839 Realty Management Co., LLC c/o Abigail Rossman, Esq. 45 Broadway, 21st Floor New York, New York 10006</p> | | <p>None</p> | <p>This claim is unliquidated and disputed.</p> | <p>\$0.00</p> |
| <p>Michael Gonzales c/o Figeroux & Associates 26 Court Street, Suite 701 Brooklyn, New York 11242</p> | | <p>None</p> | <p>This claim is unliquidated and disputed.</p> | <p>Unknown</p> |
| <p>Ramiro Dominguez c/o Pena & Kahn PLLC 1250 Waters Place, Suite 901 Bronx, New York 10461</p> | | <p>None</p> | <p>This claim is unliquidated and disputed.</p> | <p>Unknown</p> |
| <p>The Hartford P.O. Box 14263 Lexington, Kentucky 40512</p> | | <p>None</p> | <p>This claim is unliquidated and disputed.</p> | <p>Unknown</p> |
| <p>Jeremiah Aponte & Sigfrido Aponte c/o Lurie & Flatow P.C. 420 Lexington Avenue, Suite 2920 New York, New York 10170</p> | | <p>None</p> | <p>This claim is unliquidated and disputed.</p> | <p>Unknown</p> |

B 4 (Official Form 4) (12/07)

| | | | |
|---|------|--|---------|
| Robert Quintana c/o Pena & Kahn PLLC 1250 Waters Place, Suite 901 Bronx, New York 10461 | None | This claim is unliquidated and disputed. | Unknown |
| Richard Oquenda c/o Getz & Braverman P.C. 172 East 161st Street Bronx, New York 10451 | None | This claim is unliquidated and disputed. | Unknown |
| Eric Leonard c/o Ryan & Ryan P.C. 3005 East Main Street Cortlandt Manor, New York 10567 | None | This claim is unliquidated and disputed. | Unknown |
| Stephanie Gil c/o Fitzgerald & Fitzgerald 538 Riverdale Avenue Yonkers, New York 10705 | None | This claim is unliquidated and disputed. | Unknown |
| | | | \$0.00 |

Date: November 14, 2014

s/Wilson Reynoso
Debtor

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

I, Wilson Reynoso, the president of A & W Lounge Cafe, Inc. named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date: November 14, 2014

s/Wilson Reynoso
Wilson Reynoso, President

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re
A & W Lounge Cafe, Inc.
Debtor

Case No. _____
Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

| NAME OF SCHEDULE | ATTACHED (YES/NO) | NO. OF SHEETS | ASSETS | LIABILITIES | OTHER |
|---|-------------------|---------------|----------------|----------------------|-------|
| A - Real Property | YES | 1 | \$ 0.00 | | |
| B - Personal Property | YES | 3 | \$ 0.00 | | |
| C - Property Claimed as Exempt | NO | | | | |
| D - Creditors Holding Secured Claims | YES | 1 | | \$ 0.00 | |
| E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E) | YES | 2 | | \$ 0.00 | |
| F - Creditors Holding Unsecured Nonpriority Claims | YES | | | \$ 240,000.00 | |
| G - Executory Contracts and Unexpired Leases | YES | 1 | | | |
| H - Codebtors | YES | 2 | | | |
| I - Current Income of Individual Debtor(s) | NO | | | | \$ |
| J - Current Expenditures of Individual Debtors(s) | NO | | | | \$ |
| TOTAL | | 10 | \$ 0.00 | \$ 240,000.00 | |

B6A (Official Form 6A) (12/07)

In re A & W Lounge Cafe, Inc.,
Debtor

Case No. _____
(If known)

SCHEDULE A - REAL PROPERTY

| DESCRIPTION AND LOCATION OF PROPERTY | NATURE OF DEBTOR'S INTEREST IN PROPERTY | Husband, Wife, Joint, or Community | CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION | AMOUNT OF SECURED CLAIM |
|--------------------------------------|---|------------------------------------|--|-------------------------|
| NONE | | | | |
| Total ▶ | | | \$0.00 | |

(Report also on Summary of Schedules.)

In re A & W Lounge Cafe, Inc.,
Debtor

Case No. _____
(If known)

SCHEDULE B - PERSONAL PROPERTY

| TYPE OF PROPERTY | N O N E | DESCRIPTION AND LOCATION OF PROPERTY | Husband, Wife, Joint, Or Community | CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION |
|---|------------------|---|---------------------------------------|---|
| 1. Cash on hand. | X | | | |
| 2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives. | X | | | |
| 3. Security deposits with public utilities, telephone companies, landlords, and others. | X | | | |
| 4. Household goods and furnishings, including audio, video, and computer equipment. | X | | | |
| 5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles. | X | | | |
| 6. Wearing apparel. | X | | | |
| 7. Furs and jewelry. | X | | | |
| 8. Firearms and sports, photographic, and other hobby equipment. | X | | | |
| 9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each. | X | | | |
| 10. Annuities. Itemize and name each issuer. | X | | | |
| 11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).) | X | | | |
| 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars. | X | | | |
| 13. Stock and interests in incorporated and unincorporated businesses. Itemize. | X | | | |

In re A & W Lounge Cafe, Inc., Debtor Case No. _____ (If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

| TYPE OF PROPERTY | N O N E | DESCRIPTION AND LOCATION OF PROPERTY | Husband, Wife, Joint, Or Community | CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION |
|---|------------------|---|---------------------------------------|---|
| 14. Interests in partnerships or joint ventures. Itemize. | X | | | |
| 15. Government and corporate bonds and other negotiable and nonnegotiable instruments. | X | | | |
| 16. Accounts receivable. | X | | | |
| 17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars. | X | | | |
| 18. Other liquidated debts owed to debtor including tax refunds. Give particulars. | X | | | |
| 19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A – Real Property. | X | | | |
| 20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust. | X | | | |
| 21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each. | X | | | |
| 22. Patents, copyrights, and other intellectual property. Give particulars. | X | | | |
| 23. Licenses, franchises, and other general intangibles. Give particulars. | X | | | |
| 24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes. | X | | | |
| 25. Automobiles, trucks, trailers, and other vehicles and accessories. | X | | | |
| 26. Boats, motors, and accessories. | X | | | |

B 6B (Official Form 6B) (12/2007)

In re A & W Lounge Cafe, Inc.,
Debtor

Case No. _____
(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

| TYPE OF PROPERTY | N O N E | DESCRIPTION AND LOCATION OF PROPERTY | Husband, Wife, Joint, Or Community | CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION |
|--|------------------|---|---------------------------------------|---|
| 27. Aircraft and accessories. | X | | | |
| 28. Office equipment, furnishings, and supplies. | X | | | |
| 29. Machinery, fixtures, equipment, and supplies used in business. | X | | | |
| 30. Inventory. | X | | | |
| 31. Animals. | X | | | |
| 32. Crops - growing or harvested. Give particulars. | X | | | |
| 33. Farming equipment and implements. | X | | | |
| 34. Farm supplies, chemicals, and feed. | X | | | |
| 35. Other personal property of any kind not already listed. Itemize. | X | | | |

2 continuation sheets attached Total ►
(Include amounts from any continuation
sheets attached. Report total also on
Summary of Schedules.)

\$0.00

In re A & W Lounge Cafe, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above.)</i> | CODEBTOR | HUSBAND, WIFE, JOINT, OR COMMUNITY | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|--|----------|------------------------------------|--|------------|--------------|----------|---|---------------------------|
| ACCOUNT NO. | | | VALUE \$ | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| <p><u>0</u> continuation sheets attached</p> | | | | | | | <p>Subtotal ► (Total of this page)</p> <p>Total ► (Use only on last page)</p> | <p>\$</p> <p>\$</p> |

(Report also on Summary of Schedules.) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B 6E (Official Form 6E) (04/13)

In re A & W Lounge Cafe, Inc.,
Debtor

Case No. _____
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

Domestic Support Obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **A & W Lounge Cafe, Inc.**,
 Debtor

Case No. _____
 (if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Certain Other Debts Owed to Governmental Units Type of Priority for Claims Listed on This Sheet

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i> | CODEBTOR | HUSBAND, WIFE, JOINT, OR COMMUNITY | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM | AMOUNT ENTITLED TO PRIORITY | AMOUNT NOT ENTITLED TO PRIORITY, IF ANY |
|--|----------|--|--|------------|--------------|----------|-----------------------|--------------------------------------|--|
| Account No. | | | | | | | | | |
| Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114 | | | Federal Taxes | | X | X | Unknown | Unknown | Unknown |
| Account No. | | | | | | | | | |
| NYC Dept. of Finance 345 Adams Street 3rd Floor Brooklyn, NY 11201 | | | Local Taxes | | X | X | Unknown | Unknown | Unknown |
| Account No. | | | | | | | | | |
| NYS Dept. of Taxation & Finance Bankruptcy/Special Procedures P.O. Box 5300 Albany, NY 12205-0300 | | | State Taxes | | X | X | Unknown | Unknown | Unknown |

Sheet no. 1 of 1 continuation sheets attached to Schedule
 of Creditors Holding Priority Claims

Subtotals▶
 (Totals of this page)

\$ 0.00 \$ 0.00 \$0.00

Total▶

\$ 0.00

(Use only on last page of the completed
 Schedule E. Report also on the Summary
 of Schedules.)

Totals▶

\$ 0.00 \$ 0.00

(Use only on last page of the completed
 Schedule E. If applicable, report also on
 the Statistical Summary of Certain
 Liabilities and Related Data.)

In re **A & W Lounge Cafe, Inc.**

Case No. _____

Debtor

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>See instructions above.</i> | CODEBTOR | HUSBAND, WIFE, JOINT, OR COMMUNITY | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|---|----------|--|--|------------|--------------|----------|--------------------|
| ACCOUNT NO. 3839 Realty Management Co., LLC c/o Ezratty, Ezratty & Levine LLP 80 East Old Country Road Mineola, NY 11501 | X | | Rent/Lease Claims | | | X | \$188,000.00 |
| ACCOUNT NO. 3839 Realty Management Co., LLC c/o Abigail Rossman, Esq. 45 Broadway, 21st Floor New York, NY 10006 | | | Personal Injury/Indemnification Claims | | X | X | \$0.00 |
| ACCOUNT NO. AB Multi Services and Income Tax 182 Sherman Avenue New York, NY 10034 | | | Accounting Services | | | | \$2,000.00 |
| ACCOUNT NO. Eric Leonard c/o Ryan & Ryan P.C. 3005 East Main Street Cortlandt Manor, NY 10567 | X | | Personal Injury Claims | | X | X | Unknown |
| Subtotal▶ | | | | | | | \$ 190,000.00 |
| Total▶ | | | | | | | \$ |

2 continuation sheets attached

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

In re **A & W Lounge Cafe, Inc.**,
Debtor

Case No. _____
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <small>(See instructions above.)</small> | CODEBTOR | HUSBAND, WIFE, JOINT, OR COMMUNITY | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|--|----------|--|--|------------|--------------|----------|--------------------|
| ACCOUNT NO. Jeremiah Aponte & Sigfrido Aponte c/o Lurie & Flatow P.C. 420 Lexington Avenue, Suite 2920 New York, NY 10170 | | | Personal Injury Claims | | X | X | Unknown |
| ACCOUNT NO. Law Office of Richard St. Paul 445 Hamilton Avenue Suite 1102 White Plains, NY 10601 | | | Legal Services | | | | \$50,000.00 |
| ACCOUNT NO. Michael Gonzales c/o Figeroux & Associates 26 Court Street, Suite 701 Brooklyn, NY 11242 | X | | Personal Injury Claim | | X | X | Unknown |
| ACCOUNT NO. Ramiro Dominguez c/o Pena & Kahn PLLC 1250 Waters Place, Suite 901 Bronx, NY 10461 | X | | | | X | X | Unknown |

Sheet no. 1 of 2 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal▶ \$ **50,000.00**

Total▶ \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical Summary of Certain Liabilities and Related Data.)

In re **A & W Lounge Cafe, Inc.**,
Debtor

Case No. _____
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <small>(See instructions above.)</small> | CODEBTOR | HUSBAND, WIFE, JOINT, OR COMMUNITY | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|--|----------|--|--|------------|--------------|----------|--------------------|
| ACCOUNT NO. | | | | | | | |
| Richard Oquenda c/o Getz & Braverman P.C. 172 East 161st Street Bronx, NY 10451 | X | | Personal Injury Claims | | X | X | Unknown |
| ACCOUNT NO. | | | | | | | |
| Robert Quintana c/o Pena & Kahn PLLC 1250 Waters Place, Suite 901 Bronx, NY 10461 | X | | Personal Injury Claims | | X | X | Unknown |
| ACCOUNT NO. | | | | | | | |
| Stephanie Gil c/o Fitzgerald & Fitzgerald 538 Riverdale Avenue Yonkers, NY 10705 | X | | Personal Injury Claims | | X | X | Unknown |
| ACCOUNT NO. | | | | | | | |
| The Hartford P.O. Box 14263 Lexington, KY 40512 | | | Insurance/Subrogation Claims Re: Ramiro Dominguez | | X | X | Unknown |

Sheet no. 2 of 2 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal ▶ \$ **0.00**

Total ▶ \$ **240,000.00**

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable on the Statistical
Summary of Certain Liabilities and Related Data.)

B 6G (Official Form 6G) (12/07)

In re A & W Lounge Cafe, Inc., Debtor Case No. _____ (if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Check this box if debtor has no executory contracts or unexpired leases.

| NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT. | DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT. |
|---|--|
| 3839 Realty Management Co., LLC c/o KM Management Realty Corp. 33 Great Neck Road, Suite 12 Great Neck, NY 11021 | Description: Non-Residential Real Property Lease Term: 02/10/06 - 08/31/19 Rent: \$9,789.00 per month Nature of Debtor's Interest: Lessee Lease is for nonresidential real property. |
| TO BE PROVIDED | Description: Dishwasher Lease Nature of Debtor's Interest: Lessee |
| Aero Lounge NYC, LLC 3847 Tenth Avenue New York, NY 10034 | Description: Triple Net Lease Nature of Debtor's Interest: Lessor Lease is for nonresidential real property. |

B 6H (Official Form 6H) (12/07)

In re A & W Lounge Cafe, Inc.,

Debtor

Case No. _____

(if known)

SCHEDULE H - CODEBTORS

Check this box if debtor has no codebtors.

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|--|---|
| Wilson Reynoso c/o A&W Lounge Cafe, Inc. 3847 Tenth Avenue New York, NY 10034 | 3839 Realty Management Co., LLC c/o Ezratty, Ezratty & Levine LLP 80 East Old Country Road Mineola, NY 11501 |
| Aero Lounge NYC, LLC 3847 Tenth Avenue New York, NY 10034 3839 Realty Management Co., LLC c/o KM Management Realty Corp. 33 Great Neck Road, Suite 12 Great Neck, NY 11021 | Michael Gonzales c/o Figeroux & Associates 26 Court Street, Suite 701 Brooklyn, NY 11242 |
| KM Management Realty Corp. 33 Great Neck Road Suite 12 Great Neck, NY 11021 3839 Realty Management Co., LLC c/o KM Management Realty Corp. 33 Great Neck Road, Suite 12 Great Neck, NY 11021 Aero Lounge NYC, LLC 3847 Tenth Avenue New York, NY 10034 | Ramiro Dominguez c/o Pena & Kahn PLLC 1250 Waters Place, Suite 901 Bronx, NY 10461 |
| Aero Lounge NYC, LLC 3847 Tenth Avenue New York, NY 10034 KM Management Realty Corp. 33 Great Neck Road Suite 12 Great Neck, NY 11021 3839 Realty Management Co., LLC c/o KM Management Realty Corp. 33 Great Neck Road, Suite 12 Great Neck, NY 11021 | Robert Quintana c/o Pena & Kahn PLLC 1250 Waters Place, Suite 901 Bronx, NY 10461 |
| Aero Lounge NYC, LLC 3847 Tenth Avenue New York, NY 10034 KM Management Realty Corp. c/o Law Offices of Mark A. Chapman LLC 122 East 42nd Street, Suite 4500 New York, NY 10168 | Richard Oquenda c/o Getz & Braverman P.C. 172 East 161st Street Bronx, NY 10451 |
| Aero Lounge NYC, LLC 3847 Tenth Avenue New York, NY 10034 Wilson Reynoso | Eric Leonard c/o Ryan & Ryan P.C. 3005 East Main Street Cortlandt Manor, NY 10567 |

B 6H (Official Form 6H) (12/07)

In re A & W Lounge Cafe, Inc.,
Debtor

Case No. _____
(if known)

SCHEDULE H – CODEBTORS

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|--|---|
| c/o A & W Lounge Cafe, Inc. 3847 Tenth Avenue New York, NY 10034 | |
| Aero Lounge NYC, LLC 3847 Tenth Avenue New York, NY 10034 | Stephanie Gil c/o Fitzgerald & Fitzgerald 538 Riverdale Avenue Yonkers, NY 10705 |

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re
A & W Lounge Cafe, Inc.,
Debtor

Case No. _____
Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

| Type of Liability | Amount |
|---|----------------|
| Domestic Support Obligations (from Schedule E) | \$ 0.00 |
| Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E) | \$ 0.00 |
| Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed) | \$ 0.00 |
| Student Loan Obligations (from Schedule F) | \$ 0.00 |
| Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E | \$ 0.00 |
| Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F) | \$ 0.00 |
| TOTAL | \$ 0.00 |

State the following:

| | |
|--|----------------|
| Average Income (from Schedule I, Line 12) | \$ 0.00 |
| Average Expenses (from Schedule J, Line 22) | \$ 0.00 |
| Current Monthly Income (from Form 22A Line 12; OR , Form 22B Line 11; OR , Form 22C Line 20) | \$ 0.00 |

State the following:

| | | |
|--|----------------|----------------------|
| 1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column | | \$ 0.00 |
| 2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column. | \$ 0.00 | |
| 3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column | | \$ 0.00 |
| 4. Total from Schedule F | | \$ 240,000.00 |
| 5. Total of non-priority unsecured debt (sum of 1, 3, and 4) | | \$ 240,000.00 |

In re A & W Lounge Cafe, Inc., Case No. _____
Debtor (if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____ Signature: _____ Debtor

Date _____ Signature: _____ (Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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 by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer _____ Social Security No. _____
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address _____

X _____
Signature of Bankruptcy Petition Preparer Date

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

If more than one person prepared this document, attach additional signed 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.

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

I, the Wilson Reynoso [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the A & W Lounge Cafe, Inc. [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 13 sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date November 14, 2014

Signature: s/Wilson Reynoso

Wilson Reynoso

[Print or type name of individual signing on behalf of debtor.]

President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

In re: A & W Lounge Cafe, Inc. Case No. _____
Debtor (if known)

STATEMENT OF FINANCIAL AFFAIRS

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS | AMOUNT PAID | AMOUNT STILL OWING |
|------------------------------|-------------------|-------------|--------------------|
|------------------------------|-------------------|-------------|--------------------|

None

b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS/ TRANSFERS | AMOUNT PAID OR VALUE OF TRANSFERS | AMOUNT STILL OWING |
|------------------------------|------------------------------|-----------------------------------|--------------------|
|------------------------------|------------------------------|-----------------------------------|--------------------|

Debtor:

None

c. All debtors: List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR | DATE OF PAYMENT | AMOUNT PAID | AMOUNT STILL OWING |
|---|-----------------|-------------|--------------------|
|---|-----------------|-------------|--------------------|

4. Suits and administrative proceedings, executions, garnishments and attachments

None

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| CAPTION OF SUIT AND CASE NUMBER | NATURE OF PROCEEDING | COURT OR AGENCY AND LOCATION | STATUS OR DISPOSITION |
|---------------------------------|----------------------|------------------------------|-----------------------|
|---------------------------------|----------------------|------------------------------|-----------------------|

Debtor:

| | | | |
|---|-----------------|----------------------------------|---------|
| Dominguez v. Aero Lounge NYC, LLC, et al. Case Number: 160168/2013 | Personal Injury | Supreme Court New York County | Pending |
|---|-----------------|----------------------------------|---------|

| | | | |
|--|-----------------|-------------------------------|---------|
| Leonard v. Aero Lounge NYC, LLC, et al. Case Number: 22956/2014 | Personal Injury | Supreme Court Bronx County | Pending |
|--|-----------------|-------------------------------|---------|

| | | | |
|---|-----------------|-------------------------------|---------|
| Oquendo v. Aero Lounge NYC, LLC, et al. Case Number: 305631/2013 | Personal Injury | Supreme Court Bronx County | Pending |
|---|-----------------|-------------------------------|---------|

| | | | |
|--|-----------------|-------------------------------|---------|
| Quintana v. Aero Lounge NYC, LLC, et al. Case Number: 305571/2014 | Personal Injury | Supreme Court Bronx County | Pending |
|--|-----------------|-------------------------------|---------|

| | | | |
|---|-----------------|-------------------------------|---------|
| Gonzales v. 3839 Realty Management Company, LLC, et al. Case Number: 301359/2014 | Personal Injury | Supreme Court Bronx County | Pending |
|---|-----------------|-------------------------------|---------|

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

3839 Realty Management Co., LLC v. Landlord-Tenant Civil Court Pending
A&W Lounge Cafe, Inc., et al. New York County
Case Number: LT-64550/2012

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED | DATE OF SEIZURE | DESCRIPTION AND VALUE OF PROPERTY |
|--|--------------------|---|
|--|--------------------|---|

5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR OR SELLER | DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN | DESCRIPTION AND VALUE OF PROPERTY |
|---|--|---|
|---|--|---|

6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF ASSIGNEE | DATE OF ASSIGNMENT | TERMS OF ASSIGNMENT OR SETTLEMENT |
|---------------------------------|-----------------------|---|
|---------------------------------|-----------------------|---|

None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CUSTODIAN | NAME AND LOCATION OF COURT CASE TITLE & NUMBER | DATE OF ORDER | DESCRIPTION AND VALUE OF PROPERTY |
|----------------------------------|--|------------------|---|
|----------------------------------|--|------------------|---|

7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF PERSON OR ORGANIZATION | RELATIONSHIP TO DEBTOR, IF ANY | DATE OF GIFT | DESCRIPTION AND VALUE OF GIFT |
|--|--------------------------------|--------------|-------------------------------|
|--|--------------------------------|--------------|-------------------------------|

8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| DESCRIPTION AND VALUE OF PROPERTY | DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS | DATE OF LOSS |
|-----------------------------------|--|--------------|
|-----------------------------------|--|--------------|

9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

| NAME AND ADDRESS OF PAYEE | DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|---------------------------|---|--|
|---------------------------|---|--|

| | | |
|-------------------------------|--|-------------|
| Debtor: Pick & Zabicki LLP | 11/14/2014 - Retainer - Paid by Aero Lounge NYC, LLC | \$10,000.00 |
| | 11/14/2014 - Expenses/Filing Fees - Paid by Aero Lounge NYC, LLC | \$2,500.00 |

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR | DATE | DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED |
|--|------|--|
|--|------|--|

None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

| NAME OF TRUST OR OTHER DEVICE | DATE(S) OF TRANSFER(S) | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY |
|-------------------------------|------------------------|---|
|-------------------------------|------------------------|---|

11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF INSTITUTION | TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE | AMOUNT AND DATE OF SALE OR CLOSING |
|---------------------------------|--|------------------------------------|
|---------------------------------|--|------------------------------------|

12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY | NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY | DESCRIPTION OF CONTENTS | DATE OF TRANSFER OR SURRENDER, IF ANY |
|--|---|-------------------------|---------------------------------------|
|--|---|-------------------------|---------------------------------------|

13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATE OF SETOFF | AMOUNT OF SETOFF |
|------------------------------|----------------|------------------|
|------------------------------|----------------|------------------|

14. Property held for another person

None
 List all property owned by another person that the debtor holds or controls.

| NAME AND ADDRESS OF OWNER | DESCRIPTION AND VALUE OF PROPERTY | LOCATION OF PROPERTY |
|------------------------------|--------------------------------------|----------------------|
|------------------------------|--------------------------------------|----------------------|

15. Prior address of debtor

None
 If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

| ADDRESS | NAME USED | DATES OF OCCUPANCY |
|---------|-----------|--------------------|
|---------|-----------|--------------------|

16. Spouses and Former Spouses

None
 If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites. "

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None
 a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

| SITE NAME AND ADDRESS | NAME AND ADDRESS OF GOVERNMENTAL UNIT | DATE OF NOTICE | ENVIRONMENTAL LAW |
|--------------------------|--|-------------------|----------------------|
|--------------------------|--|-------------------|----------------------|

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

| SITE NAME AND ADDRESS | NAME AND ADDRESS OF GOVERNMENTAL UNIT | DATE OF NOTICE | ENVIRONMENTAL LAW |
|--------------------------|--|-------------------|----------------------|
|--------------------------|--|-------------------|----------------------|

None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

| NAME AND ADDRESS OF GOVERNMENTAL UNIT | DOCKET NUMBER | STATUS OR DISPOSITION |
|--|---------------|--------------------------|
|--|---------------|--------------------------|

18 . Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

| NAME | LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO (ITIN)/ COMPLETE EIN | ADDRESS | NATURE OF BUSINESS | BEGINNING AND ENDING DATES |
|------------------------------------|---|--|-----------------------|--|
| Debtor: A&W Lounge Cafe Inc. | / 20-3777943 | 3839 Tenth Avenue New York, New York 10034 | Leasing | Beginning Date: Ending Date: N/A |

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

| NAME | ADDRESS |
|------|---------|
|------|---------|

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

| NAME AND ADDRESS | DATES SERVICES RENDERED |
|------------------|-------------------------|
|------------------|-------------------------|

Debtor:
N/A

None b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

| NAME | ADDRESS | DATES SERVICES RENDERED |
|------|---------|-------------------------|
|------|---------|-------------------------|

Debtor:
N/A

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

| NAME | ADDRESS |
|------|---------|
|------|---------|

Debtor:
N/A

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

| NAME AND ADDRESS | DATE ISSUED |
|------------------|-------------|
|------------------|-------------|

Debtor:
N/A

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

| DATE OF INVENTORY | INVENTORY SUPERVISOR | DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis) |
|-------------------|----------------------|--|
|-------------------|----------------------|--|

Debtor:
N/A

None b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

| | |
|-------------------|--|
| | NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS |
| DATE OF INVENTORY | |

Debtor:
N/A

21. Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

| | | |
|------------------|--------------------|------------------------|
| NAME AND ADDRESS | NATURE OF INTEREST | PERCENTAGE OF INTEREST |
|------------------|--------------------|------------------------|

N/A

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

| | | |
|------------------|-----------|---|
| NAME AND ADDRESS | TITLE | NATURE AND PERCENTAGE OF STOCK OWNERSHIP |
| Wilson Reynoso | President | Sole Shareholder 100 |

22. Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

| | | |
|------|---------|--------------------|
| NAME | ADDRESS | DATE OF WITHDRAWAL |
|------|---------|--------------------|

N/A

None b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

| | | |
|------------------|-------|---------------------|
| NAME AND ADDRESS | TITLE | DATE OF TERMINATION |
|------------------|-------|---------------------|

N/A

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

| NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR | DATE AND PURPOSE OF WITHDRAWAL | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|---|-----------------------------------|--|
|---|-----------------------------------|--|

N/A

24. Tax Consolidation Group.

None

If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

| | |
|----------------------------|--------------------------------------|
| NAME OF PARENT CORPORATION | TAXPAYER-IDENTIFICATION NUMBER (EIN) |
|----------------------------|--------------------------------------|

N/A

25. Pension Funds.

None

If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

| | |
|----------------------|--------------------------------------|
| NAME OF PENSION FUND | TAXPAYER-IDENTIFICATION NUMBER (EIN) |
|----------------------|--------------------------------------|

N/A

* * * * *

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date November 14, 2014 Signature s/Wilson Reynoso

Print Name
and Title Wilson Reynoso, President

0 continuation sheets attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

United States Bankruptcy Court

SOUTHERN DISTRICT OF NEW YORK

In re

A & W Lounge Cafe, Inc.

Case No. _____

Debtor

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

| | |
|---|---------------------|
| For legal services, I have agreed to accept | \$ <u>10,000.00</u> |
| Prior to the filing of this statement I have received | \$ <u>10,000.00</u> |
| Balance Due | \$ <u>0.00</u> |

2. The source of the compensation paid to me was:

Debtor Other (specify) **Aero Lounge NYC, LLC**

3. The source of compensation to be paid to me is:

Debtor Other (specify)

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a other person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR (Continued)

- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceedings.

November 14, 2014

Date

s/

Douglas J. Pick

Signature of Attorney

Pick & Zabicki LLP

Name of law firm

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

In Re:
A & W Lounge Cafe, Inc.,
Debtor

Case No.

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007, Fed. R. Bank. P. for filing in this Chapter 11 case.

| Security Holder's Registered Name and Last Known Address or Place of Business | Class of Security | Number of Securities or Percentage | Kind of Interest |
|---|-------------------|------------------------------------|------------------|
| Wilson Reynoso c/o A&W Lounge Cafe, Inc., 3839 Tenth Avenue New York, New York 10034 | Common Stock | 100% | Sole Shareholder |

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

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

Date: November 14, 2014

Signature: s/Wilson Reynoso
Printed Name: Wilson Reynoso
Title: President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Southern District of New York

In re **A & W Lounge Cafe, Inc.**

Case No.

Debtor.

Chapter **11**

STATEMENT OF CORPORATE OWNERSHIP

Comes now **A & W Lounge Cafe, Inc.** (the "Debtor") and pursuant to Fed. R. Bankr. P. 1007(a) and 7007.1 state as follows:

____ All corporations that directly or indirectly own 10% or more of any class of the corporation's equity interests are listed below:

OR,

There are no entities to report.

By: s/_____

Douglas J. Pick
Signature of Attorney

Counsel for
Bar no.:
Address.: **369 Lexington Avenue, 12th Floor**
New York, New York 10017

Telephone No.: **(212) 695-6000**
Fax No.: **(212) 695-6007**
E-mail address:

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: **A & W Lounge Cafe, Inc.**

Debtors

Case No. _____

Chapter **11** _____

VERIFICATION OF CREDITOR MATRIX

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

Dated: **November 14, 2014** _____

Signed: **s/Wilson Reynoso** _____

Dated: _____

Signed: _____

Signed: _____

Attorney for Debtor(s)

Bar no.:

Telephone No.:

Fax No.:

E-mail address:

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c/o Ezratty, Ezratty & Levine LLP
80 East Old Country Road
Mineola, NY 11501

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c/o Abigail Rossman, Esq.
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New York, NY 10006

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c/o KM Management Realty Corp.
33 Great Neck Road, Suite 12
Great Neck, NY 11021

3839 Realty Management Co., LLC
c/o KM Management Realty Corp.
Great Neck, NY 11021

AB Multi Services and Income Tax
182 Sherman Avenue
New York, NY 10034

Aero Lounge NYC, LLC
3847 Tenth Avenue
New York, NY 10034

Aero Lounge NYC, LLC
3847 Tenth Avenue
Suite 12
New York, NY 10034

Aero Lounge NYC, LLC
3847 Tenth Avenue
122 East 42nd Street, Suite 4500
New York, NY 10034

Aero Lounge NYC, LLC
3847 Tenth Avenue
3847 Tenth Avenue
New York, NY 10034

Eric Leonard
c/o Ryan & Ryan P.C.
3005 East Main Street
Cortlandt Manor, NY 10567

Internal Revenue Service
P.O. Box 21126
Philadelphia, PA 19114

Jeremiah Aponte & Sigfrido Aponte
c/o Lurie & Flatow P.C.
420 Lexington Avenue, Suite 2920
New York, NY 10170

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Suite 12
Great Neck, NY 11021

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33 Great Neck Road, Suite 12
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345 Adams Street
3rd Floor
Brooklyn, NY 11201

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Brooklyn, NY 11201

NYC Law Dept.
100 Church Street
New York, NY 10007

NYS Attorney General
120 Broadway
New York, NY 10271

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

NYS Dept. of Taxation & Finance
Bankruptcy/Special Procs., P.O. Box 5300
Albany, NY 12205-0300

NYS Unemployment Insurance Fund
P.O. Box 551
Albany, NY 12201

Office of the U.S. Trustee
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New York, NY 10014

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Bronx, NY 10461

Richard Oquenda
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Bronx, NY 10451

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TO BE PROVIDED

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