

United States Bankruptcy Court
WESTERN DISTRICT OF PENNSYLVANIA

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Restaurant Company of Pennsylvania, Inc., a Pennsylvania Corporation	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): NONE	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./Complete EIN or other Tax I.D. No. (if more than one, state all): 06-1526615	Last four digits of Soc. Sec./Compete EIN or other Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): 75 Foreman St. Bradford PA	Street Address of Joint Debtor (No. & Street, City, and State):
ZIPCODE 16701	ZIPCODE
County of Residence or of the Principal Place of Business: McKean	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): SAME	Mailing Address of Joint Debtor (if different from street address):
ZIPCODE	ZIPCODE
Location of Principal Assets of Business Debtor (if different from street address above): SAME	ZIPCODE

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 Arby's Restaurant-Fast Food	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
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 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 million. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY																						
<table style="width:100%; border-collapse: collapse;"> <tr> <td style="text-align: left;">Estimated Number of Creditors</td> <td style="text-align: center;">1-49</td> <td style="text-align: center;">50-99</td> <td style="text-align: center;">100-199</td> <td style="text-align: center;">200-999</td> <td style="text-align: center;">1,000-5,000</td> <td style="text-align: center;">5,001-10,000</td> <td style="text-align: center;">10,001-25,000</td> <td style="text-align: center;">25,001-50,000</td> <td style="text-align: center;">50,001-100,000</td> <td style="text-align: center;">OVER 100,000</td> </tr> <tr> <td></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Estimated Number of Creditors	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000		<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
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<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Restaurant Company of Pennsylvania, Inc., a Pennsylvania Corporation</p>	
<p>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</p>		
<p>Location Where Filed: NONE</p>	<p>Case Number:</p>	<p>Date Filed:</p>
<p>Location Where Filed:</p>	<p>Case Number:</p>	<p>Date Filed:</p>
<p>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)</p>		
<p>Name of Debtor:</p>	<p>Case Number:</p>	<p>Date Filed:</p>
<p>District:</p>	<p>Relationship:</p>	<p>Judge:</p>
<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 style="text-align: center;">X</p> <p style="text-align: right;"><u>10/26/2006</u></p> <p style="text-align: center;">Signature of Attorney for Debtor(s) Date</p>	
<p>Exhibit C</p> <p>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?</p> <p><input type="checkbox"/> Yes, and exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No</p>		
<p>Exhibit D</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>		
<p>Information Regarding the Debtor - Venue (Check any applicable box)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action 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.</p>		
<p>Statement by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">(Name of landlord that obtained judgment)</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">(Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> 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.</p>		

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Restaurant Company of Pennsylvania, Inc., a Pennsylvania Corporation</p>
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>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.</p> <p>[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)</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed name of Foreign Representative)</p> <p><u>10/26/2006</u> (Date)</p>
<p style="text-align: center;">Signature of Attorney</p> <p>X /s/ Lawrence C. Bolla Signature of Attorney for Debtor(s)</p> <p><u>Lawrence C. Bolla 19679</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Quinn Buseck Leemhuis Toohey & Kroto Inc</u> Firm Name</p> <p><u>2222 W. Grandview Blvd.</u> Address</p> <p>_____ Erie PA 16506</p> <p><u>(814) 833-2222</u> Telephone Number</p> <p><u>10/26/2006</u> Date</p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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 19B is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X /s/ Steven L. Carlson Signature of Authorized Individual</p> <p><u>Steven L. Carlson</u> Printed Name of Authorized Individual</p> <p><u>President</u> Title of Authorized Individual</p> <p><u>10/26/2006</u> Date</p>	

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA
Erie DIVISION**

In re *Restaurant Company of Pennsylvania, Inc.*
a *Pennsylvania Corporation*

Case No.
Chapter 11

_____/ Debtor

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

Name of Creditor and Complete Mailing Address including Zip Code	Name, Telephone Number and Complete Mailing Address, including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who may be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or subject to Setoff	Amount of Claim (if Secured also State Value of Security)
1 <i>Internal Revenue Service Insolvency Unit P.O. Box 628 Pittsburgh PA 15230</i>	Phone: <i>Internal Revenue Service Insolvency Unit P.O. Box 628 Pittsburgh PA 15230</i>	<i>3rd & 4th Qtr. Payroll taxes</i>		\$ 12,854.00
2 <i>Carlson Food Enterprises 1 Lakeside Dr. P.O. Box 396 Bemus Point NY 14712</i>	Phone: <i>Carlson Food Enterprises 1 Lakeside Dr. P.O. Box 396 Bemus Point NY 14712</i>	<i>Trade Debt</i>		\$ 12,780.25
3 <i>PA Dept. of Revenue Dept. 280401 Harrisburg PA 17128-0401</i>	Phone: <i>PA Dept. of Revenue Dept. 280401 Harrisburg PA 17128-0401</i>	<i>3rd & 4th Qtr. Payroll taxes</i>		\$ 4,684.00
4 <i>PA Dept. of Revenue Bureau of Compliance Dept. 280406 Harrisburg PA 17128-0406</i>	Phone: <i>PA Dept. of Revenue Bureau of Compliance Dept. 280406 Harrisburg PA 17128-0406</i>			\$ 3,684.06

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address including Zip Code	Name, Telephone Number and Complete Mailing Address, including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who may be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or subject to Setoff	Amount of Claim (if Secured also State Value of Security)
5 <i>Public Credit, LLC</i> <i>P.O. Box 220</i> <i>Brockway PA 15824</i>	Phone: <i>Public Credit, LLC</i> <i>P.O. Box 220</i> <i>Brockway PA 15824</i>			\$ 3,550.00

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

I, Steven L. Carlson, President of the Corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Twenty Largest Unsecured Claims and that they are true and correct to the best of my knowledge, information and belief.

Date: 10/26/2006

Signature /s/ Steven L. Carlson
 Name: Steven L. Carlson
 Title: President

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA
ERIE DIVISION**

In re *Restaurant Company of Pennsylvania, Inc.*,
a *Pennsylvania Corporation*

Case No.
Chapter *11*

_____/ Debtor

Attorney for Debtor: *Lawrence C. Bolla*

LIST OF EQUITY SECURITY HOLDERS

Number	Registered Name of Holder of Security	Number of Shares	Class of Shares, Kind of Interest
<i>1</i>	<i>Steven Carlson P.O. Box 396 Bemus Point NY 14701</i>		

LIST OF EQUITY SECURITY HOLDERS

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

I, Steven L. Carlson, President of the corporation named as

debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that they are true and correct to the best of my knowledge, information and belief.

Date: 10/26/2006

Signature: /s/ Steven L. Carlson

Name: Steven L. Carlson

Title: President

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA
ERIE DIVISION**

In re *Restaurant Company of Pennsylvania, Inc.,
a Pennsylvania Corporation*

Case No.
Chapter 11

_____/ Debtor
Attorney for Debtor: *Lawrence C. Bolla*

VERIFICATION OF CREDITOR MATRIX

The above named Debtor(s) hereby verify that the attached list of creditors is true and correct to the best of our knowledge.

Date: 10/26/2006

/s/ Steven L. Carlson
Debtor

U. S. Trustee's Office
1001 Liberty Ave.
Liberty Center
Suite 970
Pittsburgh, PA 15222

Carlson Food Enterprises
1 Lakeside Dr.
P.O. Box 396
Bemus Point, NY 14712

Internal Revenue Service
Insolvency Unit
P.O. Box 628
Pittsburgh, PA 15230

PA Dept. of Revenue
Bureau of Compliance
Dept. 280406
Harrisburg, PA 17128-0406

PA Dept. of Revenue
Dept. 280401
Harrisburg, PA 17128-0401

Public Credit, LLC
P.O. Box 220
Brockway, PA 15824

Steven Carlson
P.O. Box 396
Bemus Point, NY 14701