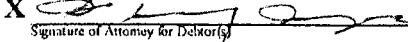


United States Bankruptcy Court DISTRICT OF PUERTO RICO		Voluntary Petition																						
Name of Debtor (if individual, enter Last, First, Middle): CIF BARCELONETA, CORP., a Corporation		Name of Joint Debtor (Spouse)(Last, First, Middle):																						
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): aka IHOP BARCELONETA		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																						
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 66-0755106		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):																						
Street Address of Debtor (No. & Street, City, and State): PREMIUM OUTLETS BARCELONETA Barceloneta, PR		Street Address of Joint Debtor (No. & Street, City, and State):																						
		ZIPCODE 00617																						
County of Residence or of the Principal Place of Business:		County of Residence or of the Principal Place of Business:																						
Mailing Address of Debtor (if different from street address): PO BOX 1556 Bayamon, PR		Mailing Address of Joint Debtor (if different from street address):																						
		ZIPCODE 00960																						
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 RESTAURANT	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 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.																					
Chapter 15 Debtors Country of debtor's center of main interests: <hr/> Each country in which a foreign proceeding by, regarding, or against debtor is pending: <hr/>		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).	Chapter 11 Debtors: Check one box: <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.																					
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.		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 <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000- 5,000</td> <td>5,001- 10,000</td> <td>10,001- 25,000</td> <td>25,001- 50,000</td> <td>50,001- 100,000</td> <td>Over 100,000</td> </tr> </table>				<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"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	Over 100,000
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THIS SPACE IS FOR COURT USE ONLY																								
Estimated Number of Creditors <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td><input checked="" type="checkbox"/></td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>		<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	<input checked="" type="checkbox"/>	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion		
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Estimated Assets <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td><input checked="" type="checkbox"/></td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>		<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"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	<input checked="" type="checkbox"/>	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion		
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Estimated Liabilities <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td><input type="checkbox"/></td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>		<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"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	<input type="checkbox"/>	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion		
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\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	<input type="checkbox"/>	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion														

B1 (Official Form 1) (12/11)

FORM B1, Page 3

Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): CIF BARCELONETA, CORP., a Corporation
Signatures		
Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[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>		Signature of a Foreign Representative <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>(Date)</p>
Signature of Attorney*  Signature of Attorney for Debtor(s) CHARLES A. CUPRILL Printed Name of Attorney for Debtor(s) CHARLES A. CUPRILL, P.S.C. LAW OFFICES Firm Name 356 FORTALEZA STREET Address SECOND FLOOR San Juan, PR 00901 787-977-0515 Telephone Number 10/26/2012 Date		Signature of Non-Attorney Bankruptcy Petition Preparer <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 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.</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</p> <p>Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided</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>
Signature of Debtor (Corporation/Partnership) <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 Signature of Authorized Individual MOHAMMED SABER Printed Name of Authorized Individual President Title of Authorized Individual 10/26/2012 Date </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>

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF PUERTO RICO**

In re *CIF BARCELONETA, CORP., a Corporation*
aka *IHOP BARCELONETA*

Case No. 12-
Chapter 11

/ Debtor
Attorney for Debtor: *CHARLES A. CUPRILL*

STATEMENT PURSUANT TO RULE 2016(B)

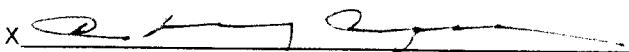
The undersigned, pursuant to Rule 2016(b), Bankruptcy Rules, states that:

1. The undersigned is the attorney for the debtor(s) in this case.
2. The compensation paid or agreed to be paid by the debtor(s), to the undersigned is:

a) For legal services rendered or to be rendered in contemplation of and in connection with this case	\$	<i>12,500.00</i>
b) Prior to the filing of this statement, debtor(s) have paid	\$	<i>12,500.00</i>
c) The unpaid balance due and payable is	\$	<i>0.00</i>
3. \$ 0.00 of the filing fee in this case has been paid.
4. The Services rendered or to be rendered include the following:
 - a) Analysis of the financial situation, and rendering advice and assistance to the debtor(s) in determining whether to file a petition under title 11 of the United States Code.
 - b) Preparation and filing of the petition, schedules, statement of financial affairs and other documents required by the court.
 - c) Representation of the debtor(s) at the meeting of creditors.
5. The source of payments made by the debtor(s) to the undersigned was from earnings, wages and compensation for services performed, and
Payment has been made by Debtor's president Mohammad Saber (\$4,000.00) and Debtor's affiliate Cousins International Food, Corp. (\$8,500.00).
6. The source of payments to be made by the debtor(s) to the undersigned for the unpaid balance remaining, if any, will be from earnings, wages and compensation for services performed, and
None other
7. The undersigned has received no transfer, assignment or pledge of property from debtor(s) except the following for the value stated:
None
8. The undersigned has not shared or agreed to share with any other entity, other than with members of undersigned's law firm, any compensation paid or to be paid except as follows:
None

Dated: *10/26/2012*

Respectfully submitted,

X 
 Attorney for Petitioner: *CHARLES A. CUPRILL*
CHARLES A. CUPRILL, P.S.C. LAW OFFICES
356 FORTALEZA STREET
SECOND FLOOR
San Juan PR 00901
787-977-0515
ccuprill@cuprill.com

UNITED STATES BANKRUPTCY COURT
DISTRICT OF PUERTO RICO

In re **CIF BARCELONETA, CORP., a Corporation**
aka **IHOP BARCELONETA**

Case No. 12-
Chapter 11

/ Debtor

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 must also 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	No	0	\$ 0.00		
B-Personal Property	No	0	\$ 0.00		
C-Property Claimed as Exempt	No	0			
D-Creditors Holding Secured Claims	Yes	1		\$ 0.00	
E-Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$ 328,345.70	
F-Creditors Holding Unsecured Nonpriority Claims	Yes	5		\$ 675,234.49	
G-Executory Contracts and Unexpired Leases	No	0			
H-Codebtors	No	0			
I-Current Income of Individual Debtor(s)	No	0			\$ 0.00
J-Current Expenditures of Individual Debtor(s)	No	0			\$ 0.00
TOTAL		11	\$ 0.00	\$ 1,003,580.19	

B6 Declaration (Official Form 6 - Declaration) (12/07)

In re CIF BARCELONETA, CORP., a Corporation
Debtor

Case No. 12-

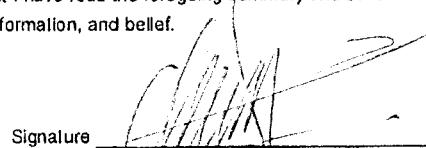
(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY ON BEHALF OF A CORPORATION

I, MOHAMMED SABER, President of the Corporation,
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 13 sheets,
and that they are true and correct to the best of my knowledge, information, and belief.

Date: 10/26/2012

Signature 

Name: MOHAMMED SABER
Title: 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.

In re CIF BARCELONETA, CORP.

Case No. 12-

Debtor(s)

(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

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 Account Number (See Instructions Above.)	Co-Debtor	Date Claim was Incurred, Nature of Lien, and Description and Market Value of Property Subject to Lien	Amount of Claim Without Deducting Value of Collateral			Unsecured Portion, If Any
			Contingent	Unliquidated	Disputed	
Account No:		H-Husband W-Wife J-Joint C-Community				
		Value:				
Account No:						
		Value:				

No continuation sheets attached

Subtotal \$ (Total of this page)	\$ 0.00	\$ 0.00
Total \$ (Use only on last page)	\$ 0.00	\$ 0.00
(Report also on Summary of Schedules.)		(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

In re CIF BARCELONETA, CORP.

Case No. 12-

Debtor(s)

(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts NOT entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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 \$11,725* 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 \$5,775* 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 \$2,600* 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 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 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re CIF BARCELONETA, CORP.Case No. 12-

Debtor(s)

(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

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

Creditor's Name, Mailing Address Including ZIP Code, and Account Number (See instructions above.)	Co-Debtor	Date Claim was Incurred and Consideration for Claim	Contingent	Unliquidated	Amount of Claim	Amount Entitled to Priority	Amount not Entitled to Priority, if any
				Disputed			
Account No:		07/01/2011 PROFESSIONAL SERVICES 7% RET			\$ 2,182.78	\$ 2,182.78	\$ 0.00
<i>Creditor # : 1</i> DEPARTAMENTO DE HACIENDA DE PR BANKRUPTCY SECTION (424 B) PO BOX 9024140 San Juan PR 00902 4140							
Account No:		07/31/2012 Sales and Use Taxes (IVU) (FEBRUARY 1, 2010 TO SEPTEMBER 30, 2012)			\$173,353.82	\$173,353.82	\$ 0.00
<i>Creditor # : 2</i> DEPARTAMENTO DE HACIENDA DE PR BANKRUPTCY SECTION (424 B) PO BOX 9024140 San Juan PR 00902 4140							
Account No:		07/01/2011 SUTA AND DISABILITY INSURANCE (VARIOUS PERIODS)			\$ 31,361.60	\$ 31,361.60	\$ 0.00
<i>Creditor # : 3</i> DEPARTMENT OF LABOR AND HUMAN RESOURCES OF PUERTO RICO PO BOX 191020 San Juan PR 00919 1020							
Account No:		09/08/2012 PAYROLL TAX WITHHOLDINGS - (FICA) (VARIOUS PERIODS)			\$110,644.57	\$110,644.57	\$ 0.00
<i>Creditor # : 4</i> INTERNAL REVENUE SERVICE POST OFFICE BOX 7346 Philadelphia PA 19101 7346							
Account No:		04/22/2012 VOLUME OF BUSINESS TAXES			\$ 10,802.93	\$ 10,802.93	\$ 0.00
<i>Creditor # : 5</i> MUNICIPIO DE BARCELONETA PO BOX 2049 Barceloneta PR 00617 2049							

Sheet No. 1 of 1 continuation sheets

attached to Schedule of Creditors Holding Priority Claims

Subtotal \$
(Total of this page)

Total \$

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

Total \$

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

B6F (Official Form 6F) (12/07)

In re CIF BARCELONETA, CORP.

Case No. 12-

Debtor(s)

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedules. Report this total also on the Summary of Schedules, and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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 (See instructions above.)	Co-Debtor	Date Claim was incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Amount of Claim		
			Contingent	Unliquidated	Disputed
Account No:					
<i>Creditor # : 1</i> A.A.A. PO BOX 70101 San Juan PR 00936-8101		07/19/2012 WATER AND SEWER SERVICES			\$ 2,114.25
Account No:					
<i>Creditor # : 2</i> AFLAC 471 AVENIDA HOSTOS San Juan PR 00917		10/16/2012 LIFE AND DISABILITY INSURANCE			\$ 371.48
Account No:					
<i>Creditor # : 3</i> AUTORIDAD DE ENERGIA ELECTRICA PO BOX 363508 San Juan PR 00936-3508		01/06/2012 ELECTRIC POWER SERVICES			\$ 90,433.72
4 continuation sheets attached			Subtotal \$	\$ 92,919.45	
			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					

B6F (Official Form 6F) (12/07) - Cont.

In re CIF BARCELONETA, CORP.

Case No. 12-

Debtor(s)

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Amount of Claim		
			Contingent	Unliquidated	Disputed
Account No:					\$ 13,077.45
<i>Creditor # : 4</i> BALLESTER HERMANOS, INC. PO BOX 364548 San Juan PR 00936 4548		09/14/2012 BEVERAGE AND FOOD SUPPLIER			
Account No:					\$ 68,958.56
<i>Creditor # : 5</i> BANCO POPULAR DE PUERTO RICO PO BOX 362708 San Juan PR 00936 2708		10/17/2012 BANK OVERDRAF ON ACCOUNT # XXXXX9738 BALANCE AS OF 10/17/2012			
Account No:					\$ 145,864.51
<i>Creditor # : 6</i> BERWIND REALTY, LLC. 282 JESUS T PIÑERO AVE SUITE 214 San Juan PR 00927 3917		11/01/2011 RENT ARREARS			
Account No:					\$ 150,000.00
<i>Creditor # : 7</i> BLACK AND WHITE CONTRACTORS OLD ROAD ARMITAGE NR RUGELEY STAFFS ENGLAND WS15 4BU		10/16/2012 CIVIL ENGINEERING SERVICES			
Account No:					\$ 175.60
<i>Creditor # : 8</i> CADILLAC UNIFORM LINE SUPPLY PO BOX 601893 Bayamon PR 00960 1893		07/16/2012 UNIFORMS			
Sheet No. <u>1</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal \$		\$ 378,076.12
			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

B6F (Official Form 6F) (12/07) - Cont.

In re CIF BARCELONETA, CORP.Case No. 12-

Debtor(s)

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Amount of Claim		
			Contingent	Unliquidated	Disputed
Account No:					
<i>Creditor # : 9 CAFE YAUCONO PO BOX 51985 Toa Baja PR 00950 1985</i>		<i>09/25/2012 COFFEE SUPPLIER</i>			<i>\$ 744.00</i>
Account No:					
<i>Creditor # : 10 CENTRAL PRODUCE EL JIBARITO PO BOX 11933 San Juan PR 00922 1933</i>		<i>09/21/2012 FRUITS SUPPLIES</i>			<i>\$ 1,754.90</i>
Account No:					
<i>Creditor # : 11 COCA COLA DE PUERTO RICO PO BOX 51985 Toa Baja PR 00950 1985</i>		<i>09/27/2012 BEVERAGE SUPPLIER</i>			<i>\$ 945.30</i>
Account No:					
<i>Creditor # : 12 DEL GAS, CORP. PO BOX 362206 San Juan PR 00936</i>		<i>04/30/2012 PROPANE GAS SUPPLIER</i>			<i>\$ 10,601.72</i>
Account No:					
<i>Creditor # : 13 DEPARTAMENTO DE HACIENDA DE PR BANKRUPTCY SECTION (424 B) PO BOX 9024140 San Juan PR 00902 4140</i>		<i>07/01/2011 PROFESSIONAL SERVICES 7% RET SURCHARGES</i>			<i>\$ 162.47</i>
Sheet No. <u>2</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal \$		<i>\$ 14,208.39</i>
			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

B6F (Official Form 6F) (12/07) - Cont.

In re CIF BARCELONETA, CORP.Case No. 12-

Debtor(s)

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Amount of Claim		
			Contingent	Unliquidated	Disputed
Account No:					\$ 85,800.00
<i>Creditor # : 14</i> DINO RUBERO PO BOX 9024165 PUERTA DE TIERRA San Juan PR 00902 4165		10/16/2012 KITCHEN SUPPLIERS			
Account No:					\$ 3,687.64
<i>Creditor # : 15</i> ECOLAB MANUFACTURING, INC. CALL BOX 60 7086 Bayamon PR 00960		07/31/2012 MAINTENANCE MATERIALS			
Account No:					\$ 42,985.77
<i>Creditor # : 16</i> LEGGRAND/TRAFFON MERCADO CENTRAL EDIFICIO C ZONA PORTUARIA San Juan PR 00920		02/29/2012 FOOD SUPPLIER			
Account No:					\$ 25,519.36
<i>Creditor # : 17</i> MOHAMMED SABER PO BOX 690 Vega Alta PR 00692		10/17/2012 DUE TO SHAREHOLDER			
Account No:					\$ 877.35
<i>Creditor # : 18</i> PAN PEPIN PO BOX 100 Bayamon PR 00960 0100		09/14/2012 FOOD SUPPLIER			
Sheet No. <u>3</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal \$		\$ 158,870.12
			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

B6F (Official Form 6F) (12/07) - Cont.

In re CIF BARCELONETA, CORP.,

Debtor(s)

Case No. 12-

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Date Claim was incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No:					\$ 20,000.00
<i>Creditor # : 19 RICARDO GONZALEZ PO BOX 6563 Bayamon PR 00960 5563</i>	<i>10/17/2012 DUE TO SHAREHOLDER</i>				
Account No:					\$ 7,501.35
<i>Creditor # : 20 US ALLIANCE CORPORATION PO BOX 521606 Miami FL 33152 1606</i>	<i>06/02/2011 SECURITY SERVICES</i>				
Account No:					\$ 2,662.75
<i>Creditor # : 21 VAQUERIA TRES MONJITAS PO BOX 366757 San Juan PR 00936 6757</i>	<i>09/13/2012 BEVERAGE SUPPLIER</i>				
Account No:					\$ 880.00
<i>Creditor # : 22 VAZQUEZ POLAR AIR URB CIUDAD JARDIN DE BAIROA 120 CALLE OVIEDO Caguas PR 00727 1345</i>	<i>08/28/2012 REFRIGERATION SERVICES</i>				
Account No:					\$ 116.31
<i>Creditor # : 23 ZEE MEDICAL SERVICES, INC. 376 AVENIDA SAN CLAUDIO CUEY Trujillo Alto PR 00976</i>	<i>10/16/2012 FIRST AID KIT SUPPLIES</i>				
Sheet No. <u>4</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					
					Subtotal \$
					\$ 31,160.41
					Total \$
					\$ 675,234.49

(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

UNITED STATES BANKRUPTCY COURT
DISTRICT OF PUERTO RICO

In re **CIF BARCELONETA, CORP.**
 a Corporation
 aka **IHOP BARCELONETA**

Case No. 12-
 Chapter 11

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and 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 DEPARTAMENTO DE HACIENDA DE PR PO BOX 9024140 San Juan PR 00902 4140	Phone: 787-721-4315 DEPARTAMENTO DE HACIENDA DE PR BANKRUPTCY SECTION (424 B) San Juan PR 00902 4140	Sales and Use Taxes (IVU)		\$ 173,353.82
2 BLACK AND WHITE CONTRACTORS NR RUGELEY STAFFS ENGLAND WS15 4BU	Phone: 01543-491-444 BLACK AND WHITE CONTRACTORS OLD ROAD ARMITAGE NR RUGELEY STAFFS ENGLAND WS15 4BU	CIVIL ENGINEERING SERVICES		\$ 150,000.00
3 BERWIND REALTY, LLC. SUITE 214 San Juan PR 00927 3917	Phone: 787-641-3888 BERWIND REALTY, LLC. 282 JESUS T PIÑERO AVE SUITE 214 San Juan PR 00927 3917	RENT ARREARS		\$ 145,864.51
4 INTERNAL REVENUE SERVICE POST OFFICE BOX 7346 Philadelphia PA 19101 7346	Phone: 1-800-913-9358 INTERNAL REVENUE SERVICE POST OFFICE BOX 7346 Philadelphia PA 19101 7346	PAYROLL TAX WITHHOLDINGS -		\$ 110,644.57
5 AUTORIDAD DE ENERGIA ELECTRICA PO BOX 363508 San Juan PR 00936-3508	Phone: 787-289-4489 AUTORIDAD DE ENERGIA ELECTRICA PO BOX 363508 San Juan PR 00936-3508	ELECTRIC POWER SERVICES		\$ 90,433.72

Debtor(s)

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)
6 DINO RUBERO PUERTA DE TIERRA <i>San Juan PR 00902 4165</i>	Phone: 787-531-4143 DINO RUBERO PO BOX 9024165 PUERTA DE TIERRA <i>San Juan PR 00902 4165</i>	KITCHEN SUPPLIERS		\$ 85,800.00
7 BANCO POPULAR DE PUERTO RICO PO BOX 362708 <i>San Juan PR 00936 2708</i>	Phone: 787-724-3651 BANCO POPULAR DE PUERTO RICO PO BOX 362708 <i>San Juan PR 00936 2708</i>	BANK OVERDRAF ON		\$ 68,958.56
8 LEGRAND/TRAFFON ZONA PORTUARIA <i>San Juan PR 00920</i>	Phone: 787-781-6161 LEGRAND/TRAFFON MERCADO CENTRAL EDIFICIO C ZONA PORTUARIA <i>San Juan PR 00920</i>	FOOD SUPPLIER		\$ 42,985.77
9 DEPARTMENT OF LABOR AND HUMAN PO BOX 191020 <i>San Juan PR 00919 1020</i>	Phone: 787-754-5818 DEPARTMENT OF LABOR AND HUMAN RESOURCES OF PUERTO RICO <i>San Juan PR 00919 1020</i>	SUTA AND DISABILITY INSURANCE		\$ 31,361.60
10 MOHAMMED SABER PO BOX 690 <i>Vega Alta PR 00692</i>	Phone: 787-453-5169 MOHAMMED SABER PO BOX 690 <i>Vega Alta PR 00692</i>	DUE TO SHAREHOLDER		\$ 25,519.36
11 RICARDO GONZALEZ PO BOX 6563 <i>Bayamon PR 00960 5563</i>	Phone: 787-467-9202 RICARDO GONZALEZ PO BOX 6563 <i>Bayamon PR 00960 5563</i>	DUE TO SHAREHOLDER		\$ 20,000.00
12 BALLESTER HERMANOS, INC. PO BOX 364548 <i>San Juan PR 00936 4548</i>	Phone: 787-788-4110 BALLESTER HERMANOS, INC. PO BOX 364548 <i>San Juan PR 00936 4548</i>	BEVERAGE AND FOOD SUPPLIER		\$ 13,077.45
13 MUNICIPIO DE BARCELONETA PO BOX 2049 <i>Barceloneta PR 00617 2049</i>	Phone: 787-846-3400 MUNICIPIO DE BARCELONETA PO BOX 2049 <i>Barceloneta PR 00617 2049</i>	VOLUME OF BUSINESS		\$ 10,802.93

Debtor(s)

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)
14 <i>DEL GAS, CORP.</i> PO BOX 362206 San Juan PR 00936	Phone: 787-780-5715 <i>DEL GAS, CORP.</i> PO BOX 362206 San Juan PR 00936	PROPANE GAS SUPPLIER		\$ 10,601.72
15 <i>US ALLIANCE CORPORATION</i> PO BOX 521606 Miami FL 33152 1606	Phone: 787-778-1818 <i>US ALLIANCE CORPORATION</i> PO BOX 521606 Miami FL 33152 1606	SECURITY SERVICES		\$ 7,501.35
16 <i>ECOLAB MANUFACTURING, INC.</i> CALL BOX 60 7086 Bayamon PR 00960	Phone: 787-796-1290 <i>ECOLAB MANUFACTURING, INC.</i> CALL BOX 60 7086 Bayamon PR 00960	MAINTENANCE MATERIALS		\$ 3,687.64
17 <i>VAQUERIA TRES MONJITAS</i> PO BOX 366757 San Juan PR 00936 6757	Phone: 787-474-1818 <i>VAQUERIA TRES MONJITAS</i> PO BOX 366757 San Juan PR 00936 6757	BEVERAGE SUPPLIER		\$ 2,662.75
18 <i>A.A.A.</i> PO BOX 70101 San Juan PR 00936-8101	Phone: 787-620-2482 <i>A.A.A.</i> PO BOX 70101 San Juan PR 00936-8101	WATER AND SEWER SERVICES		\$ 2,114.25
19 <i>CENTRAL PRODUCE EL JIBARITO</i> PO BOX 11933 San Juan PR 00922 1933	Phone: 787-275-2807 <i>CENTRAL PRODUCE EL JIBARITO</i> PO BOX 11933 San Juan PR 00922 1933	FRUITS SUPPLIES		\$ 1,754.90
20 <i>COCA COLA DE PUERTO RICO</i> PO BOX 51985 Toa Baja PR 00950 1985	Phone: 787-288-6400 <i>COCA COLA DE PUERTO RICO</i> PO BOX 51985 Toa Baja PR 00950 1985	BEVERAGE SUPPLIER		\$ 945.30

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

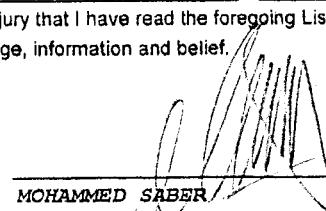
I, MOHAMMED SABER, President of the Corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Twenty Largest Unsecured Claims and that they are true and correct to the best of my knowledge, information and belief.

Date: 10/26/2012

Signature

Name: MOHAMMED SABER

Title: President



UNITED STATES BANKRUPTCY COURT
DISTRICT OF PUERTO RICO

In re CIF BARCELONETA, CORP., a Corporation
aka IHOP BARCELONETA

Case No. 12-
 Chapter 11

/ Debtor

Attorney for Debtor: **CHARLES A. CUPRILL**

LIST OF EQUITY SECURITY HOLDERS

Number	Registered Name of Holder of Security	Number of Shares	Class of Shares, Kind of Interest
1	<i>Cousins International Food, Co Plaza Centro Mall Carr. Rafael Cordero #200 Caguas PR 00725</i>	10.000	10%
2	<i>Guillermo Campos Silva Urb. San Pedro Estate A-7 San Ignacio Caguas PR 00725</i>	20.000	20% - Common Shares
3	<i>Mohammad Saber Urb. Parkville K-13 Jefferson Guaynabo PR 00969</i>	30.000	30% - Common Shares
4	<i>Nedal Hamad Calle Betances No. 28 San Sebastian PR 00685</i>	20.000	20% - Common Shares
5	<i>Ricardo Gonzalez Rodriguez PO Box 6563 Bayamon PR 00960</i>	20.000	20% - Common Shares

LIST OF EQUITY SECURITY HOLDERS

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

I, MOHAMMED SABER, President of the corporation named as

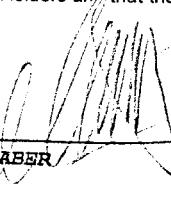
debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that they are true and correct to the best of my knowledge, information and belief.

Date: 10/26/2012

Signature

Name: MOHAMMED SABER

Title: President



UNITED STATES BANKRUPTCY COURT
DISTRICT OF PUERTO RICO

In re *CIF BARCELONETA, CORP., a Corporation*
aka *IHOP BARCELONETA*

Case No. 12-
Chapter 11

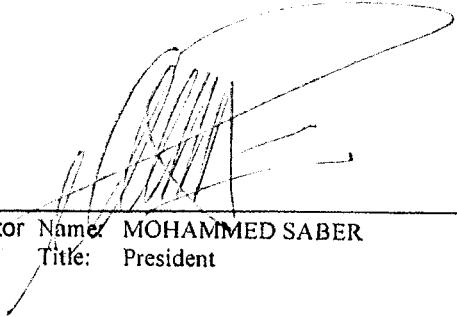
/ Debtor

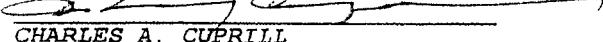
Attorney for Debtor: **CHARLES A. CUPRILL**

COVER SHEET FOR LIST OF CREDITORS

I hereby certify under penalty of perjury that the attached list of creditors, which consists of 3 pages, is true, correct and complete to the best of my knowledge.

Date: 10/25/2012


Debtor Name: **MOHAMMED SABER**
Title: President


CHARLES A. CUPRILL
Attorney for Debtor
356 FORTALEZA STREET
SECOND FLOOR
San Juan, PR 00901

CIF BARCODE, CORP
PO BOX 1556
Bayamon, PR 00960

CHARLES A. CUPRILL
356 FORTALEZA STREET
SECOND FLOOR
San Juan, PR 00901

A.A.A.
PO BOX 70101
San Juan, PR 00936-8101

AFLAC
471 AVENIDA HOSTOS
San Juan, PR 00917

AUTORIDAD DE ENERGIA ELECTRICA
PO BOX 363508
San Juan, PR 00936-3508

BALLESTER HERMANOS, INC.
PO BOX 364548
San Juan, PR 00936 4548

BANCO POPULAR DE PUERTO RICO
PO BOX 362708
San Juan, PR 00936 2708

BERWIND REALTY, LLC.
282 JESUS T PIÑERO AVE
SUITE 214
San Juan, PR 00927 3917

BLACK AND WHITE CONTRACTORS
OLD ROAD ARMITAGE
NR RUGELEY STAFFS
ENGLAND WS15 4BU

CADILLAC UNIFORM LINE SUPPLY
PO BOX 601893
Bayamon, PR 00960 1893

CENTRAL PRODUCE EL JIBARITO
PO BOX 11933
San Juan, PR 00922 1933

COCA COLA DE PUERTO RICO
PO BOX 51985
Toa Baja, PR 00950 1985

DEL GAS, CORP.
PO BOX 362206
San Juan, PR 00936

DEPARTAMENTO DE HACIENDA DE PR
BANKRUPTCY SECTION (424 B)
PO BOX 9024140
San Juan, PR 00902 4140

DEPARTMENT OF LABOR AND HUMAN
RESOURCES OF PUERTO RICO
PO BOX 191020
San Juan, PR 00919 1020

DINO RUBERO
PO BOX 9024165
PUERTA DE TIERRA
San Juan, PR 00902 4165

ECOLAB MANUFACTURING, INC.
CALL BOX 60 7086
Bayamon, PR 00960

INTERNAL REVENUE SERVICE
POST OFFICE BOX 7346
Philadelphia, PA 19101 7346

LEGRAND/TRAFFON
MERCADO CENTRAL EDIFICIO C
ZONA PORTUARIA
San Juan, PR 00920

MOHAMMED ABBE
PO BOX 690
Vega Alta, PR 00692

MUNICIPIO DE BARCELONETA
PO BOX 2049
Barceloneta, PR 00617 2049

PAN PEPIN
PO BOX 100
Bayamon, PR 00960 0100

RICARDO GONZALEZ
PO BOX 6563
Bayamon, PR 00960 5563

US ALLIANCE CORPORATION
PO BOX 521606
Miami, FL 33152 1606

VAQUERIA TRES MONJITAS
PO BOX 366757
San Juan, PR 00936 6757

VAZQUEZ POLAR AIR
URB CIUDAD JARDIN DE BAIROA
120 CALLE OVIEDO
Caguas, PR 00727 1345

ZEE MEDICAL SERVICES, INC.
376 AVENIDA SAN CLAUDIO CUPEY
Trujillo Alto, PR 00976

**CERTIFIED COPY OF RESOLUTION OF THE BOARD
OF DIRECTORS AUTHORIZING THE FILING OF
PETITION FOR REORGANIZATION UNDER CHAPTER 11
OF THE BANKRUPTCY CODE**

RESOLVED: Whereas **CIF BARCELONETA CORP. aka IHOP BARCELONETA** (the "Corporation") is unable to meet its obligations as they mature; and

Whereas, creditors have undertaken and are threatening suit and have threatened to undertake steps to obtain possession of the Corporation's assets; Now therefore,

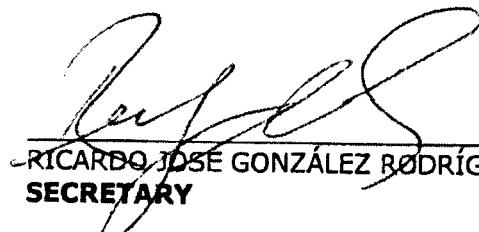
Be it resolved that a Petition in Proceedings under Chapter 11 of the Bankruptcy Code be filed by the Corporation and that Mr. Mohammad Saber Odeh, the Corporation's President, be and hereby is authorized to execute on behalf of the Corporation and for it all the necessary documents for the filing of a Petition under Chapter 11 of the Bankruptcy Code; and be it further resolved;

That Mr. Mohammad Saber Odeh be and hereby is authorized to pay unto the Clerk of the Court all necessary filing fees required by law by the Corporation or in its behalf, and be it further resolved;

That Charles A. Cuprill, P.S.C., Law Offices be employed to act as counsel for the Corporation in such bankruptcy proceedings.

The undersigned hereby certifies that he is the Secretary of the Corporation, and that the above is a true and correct copy of a resolution adopted by its Board of Directors at a duly constituted meeting held on the 2nd day of July, 2012, in accordance with its corporate regulations; that quorum was present at said meeting; that said resolution has not been revoked, modified, annulled or amended in any manner whatsoever.

In witness hereof, I have hereunto set my hand and affixed the seal of said corporation this 25th day of October, 2012.

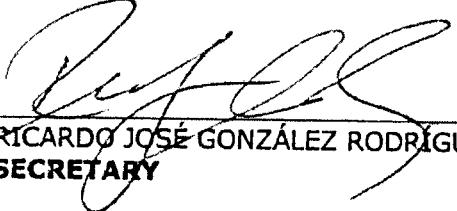


RICARDO JOSÉ GONZÁLEZ RODRÍGUEZ
SECRETARY

Certified Copy of Corporate Resolution
CIF Barceloneta Corp. aka IHOP Barceloneta
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I, Ricardo José González Rodríguez, secretary of CIF BARCELONETA CORP. aka IHOP BARCELONETA, of legal age, single, and resident of Loiza, Puerto Rico do hereby certify under penalty of perjury, that the statements contained in the foregoing document are true according to the best of my knowledge, information and belief.

Ponce, Puerto Rico, this 25th day of October, 2012.


RICARDO JOSÉ GONZÁLEZ RODRÍGUEZ
SECRETARY

