

B1 (Official Form 1)(4/10)

**United States Bankruptcy Court  
Western District of Tennessee**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Beale Street Blues Company Las Vegas, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>27-0801723</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>149 Monroe Avenue Memphis, TN</b> <div style="text-align: right; font-size: small;">ZIP Code <b>38103</b></div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Shelby</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): <b>3400 South Las Vegas Blvd. Las Vegas, NV 89109</b>	

<b>Type of Debtor</b> (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.)	<b>Nature of Business</b> (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  <hr/> <b>Tax-Exempt Entity</b> (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).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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  <b>Nature of Debts</b> (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.
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<b>Filing Fee</b> (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.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor 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 \$2,343,300 (amount subject to adjustment on 4/01/13 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).
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<b>Statistical/Administrative Information</b> <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
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input checked="" 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	
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" 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	
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$50 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	

<p><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>Beale Street Blues Company Las Vegas, LLC</b></p>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>- None -</b>	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: <b>- None -</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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 delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p><b>X</b> _____ Signature of Attorney for Debtor(s) (Date)</p>
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**Exhibit C**

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

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

No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

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

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

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

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

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

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

Name of Debtor(s):  
**Beale Street Blues Company Las Vegas, LLC**

**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

**Signatures**

**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/ Jonathan E. Scharff  
 Signature of Attorney for Debtor(s)

Jonathan E. Scharff 16890  
 Printed Name of Attorney for Debtor(s)

Harris Shelton Hanover Walsh, PLLC  
 Firm Name

2700 One Commerce Square  
Memphis, TN 38103-2555  
 Address

(901) 525-1455 Fax: (901) 526-4084  
 Telephone Number

February 16, 2011  
 Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
 Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
 Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
 Address

**X** \_\_\_\_\_  
 Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

\_\_\_\_\_  
 Date

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

**X** /s/ S. Thomas Peters  
 Signature of Authorized Individual

S. Thomas Peters  
 Printed Name of Authorized Individual

Manager  
 Title of Authorized Individual

February 16, 2011  
 Date

\_\_\_\_\_  
 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:

\_\_\_\_\_  
 Date

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.*

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
Western District of Tennessee**

In re **Beale Street Blues Company Las Vegas, LLC**  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter **11**

**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; Fed. R. Bankr. P. 1007(m).

(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>
<b>Beale Street Blues Company, Inc. 143 Beale Street Memphis, TN 38103</b>	<b>Beale Street Blues Company, Inc. 143 Beale Street Memphis, TN 38103</b>			<b>2,500,000.00</b>
<b>Conti Electric 6417 Center Drive, Suite 100 Sterling Heights, MI 48312</b>	<b>Conti Electric 6417 Center Drive, Suite 100 Sterling Heights, MI 48312</b>			<b>9,045.00</b>
<b>CSS PRESENTATION SYSTEMS 5055 Wilshire Blvd., Suite 305 Los Angeles, CA 90036</b>	<b>CSS PRESENTATION SYSTEMS 5055 Wilshire Blvd., Suite 305 Los Angeles, CA 90036</b>			<b>5,999.00</b>
<b>FARMER BROTHERS COFFEE, INC. POB 79705 City of Industry, CA 91716-9705</b>	<b>FARMER BROTHERS COFFEE, INC. POB 79705 City of Industry, CA 91716-9705</b>			<b>4,020.97</b>
<b>Hereiu Welfare Fund POB 749516 Los Angeles, CA 90074-9516</b>	<b>Hereiu Welfare Fund POB 749516 Los Angeles, CA 90074-9516</b>			<b>34,000.00</b>
<b>LAS VEGAS WEEKLY, LLC 2360 Corporate Circle, 3rd Floor Henson, NV 89074</b>	<b>LAS VEGAS WEEKLY, LLC 2360 Corporate Circle, 3rd Floor Henson, NV 89074</b>			<b>6,130.00</b>
<b>LOMBARDO PRODUCE, INC POB 97759 Las Vegas, NV 89193-7759</b>	<b>LOMBARDO PRODUCE, INC POB 97759 Las Vegas, NV 89193-7759</b>			<b>4,659.41</b>
<b>MISSION INDUSTRIES, INC 1 West Mayflower Avenue N. Las Vegas, NV 89030-3951</b>	<b>MISSION INDUSTRIES, INC 1 West Mayflower Avenue N. Las Vegas, NV 89030-3951</b>			<b>4,636.34</b>
<b>PR Plus 5576 S. Fort Apache Rd., Suite 100 Las Vegas, NV 89148</b>	<b>PR Plus 5576 S. Fort Apache Rd., Suite 100 Las Vegas, NV 89148</b>			<b>22,070.27</b>
<b>PRG IS LAS VEGAS, INC 6050 S. Valley View Blvd. Las Vegas, NV 89118</b>	<b>PRG IS LAS VEGAS, INC 6050 S. Valley View Blvd. Las Vegas, NV 89118</b>			<b>15,959.38</b>

B4 (Official Form 4) (12/07) - Cont.

In re Beale Street Blues Company Las Vegas, LLC

Case No. \_\_\_\_\_

Debtor(s)

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

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
PROGRESSIVE SPECIALTY GLASS COMPANY, INC 123 Whiting Street, Unit R Plainville, CT 06062	PROGRESSIVE SPECIALTY GLASS COMPANY, INC 123 Whiting Street, Unit R Plainville, CT 06062			11,130.89
R2W, INC 5957 McLeod Drive Las Vegas, NV 89120	R2W, INC 5957 McLeod Drive Las Vegas, NV 89120			20,808.38
SOUTHERN WINE AND SPIRITS, INC POB 19299 Las Vegas, NV 89132-0229	SOUTHERN WINE AND SPIRITS, INC POB 19299 Las Vegas, NV 89132-0229			8,120.14
State of Nevada-Sales/Use POB 52609 Phoenix, AZ 85072-2609	State of Nevada-Sales/Use POB 52609 Phoenix, AZ 85072-2609	Entertainment Tax		19,291.00
State of Nevada-Sales/Use POB 52609 Phoenix, AZ 85072-2609	State of Nevada-Sales/Use POB 52609 Phoenix, AZ 85072-2609	Sales Tax		60,948.00
THE MIRAGE aka MGM Mirage File 749443 Los Angeles, CA 90074-9773	THE MIRAGE aka MGM Mirage File 749443 Los Angeles, CA 90074-9773		Contingent Disputed	584,594.34
U.S. FOODSERVICE POB 3911 Las Vegas, NV 89127-3911	U.S. FOODSERVICE POB 3911 Las Vegas, NV 89127-3911			140,840.46
VEGAS MAGAZINE PARTNERS, LLC 2360 Corporate Circle, 3rd Floor Henderson, NV 89074	VEGAS MAGAZINE PARTNERS, LLC 2360 Corporate Circle, 3rd Floor Henderson, NV 89074			4,130.00
WEAVER MULTIMEDIA GROUP, INC 900 South Broadway, Suite 300 Denver, CO 80209	WEAVER MULTIMEDIA GROUP, INC 900 South Broadway, Suite 300 Denver, CO 80209			14,215.00
ZEBRA MARKETING, INC POB 660 Ridgeland, MS 39158-0660	ZEBRA MARKETING, INC POB 660 Ridgeland, MS 39158-0660			15,329.78

B4 (Official Form 4) (12/07) - Cont.

In re Beale Street Blues Company Las Vegas, LLC  
Debtor(s)

Case No. \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

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

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

Date February 16, 2011

Signature /s/ S. Thomas Peters  
**S. Thomas Peters**  
**Manager**

*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.

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

**United States Bankruptcy Court  
Western District of Tennessee**

In re Beale Street Blues Company Las Vegas, LLC  
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 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	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>3</b>	<b>2,527,894.00</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>232,645.40</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>2</b>		<b>80,239.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>12</b>		<b>3,451,285.93</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>21</b>			
			<b>2,527,894.00</b>		
				<b>3,764,170.33</b>	

**United States Bankruptcy Court  
Western District of Tennessee**

In re Beale Street Blues Company Las Vegas, LLC,  
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)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	

**State the following:**

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



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

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

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
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None

Sub-Total > **0.00** (Total of this page)  
 Total > **0.00**  
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply 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).

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		<b>Petty Cash in Drawers Location: 3400 South Las Vegas Blvd., Las Vegas, NV 89109</b>	-	<b>10,000.00</b>
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.	<b>X</b>			
3. Security deposits with public utilities, telephone companies, landlords, and others.	<b>X</b>			
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>X</b>			
10. Annuities. Itemize and name each issuer.	<b>X</b>			
Sub-Total >				<b>10,000.00</b>
(Total of this page)				

2 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**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
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).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>			
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.	<b>X</b>			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>			
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.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			
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.	<b>X</b>			

Sub-Total > **0.00**  
 (Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Beale Street Blues Company Las Vegas, LLC, Debtor Case No. \_\_\_\_\_

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	NON 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
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>			
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
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.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.		<b>Leasehold improvements, sound-A/V equipment, kitchen equipment, other furniture and equipment and point of sale equipment. 3400 South Las Vegas Blvd., Las Vegas, NV 89109</b>	-	<b>1,943,894.00</b>
29. Machinery, fixtures, equipment, and supplies used in business.		<b>Leasehold improvements, sound-A/V equipment, kitchen equipment, other furniture and equipment and point of sale equipment. 3400 South Las Vegas Blvd., Las Vegas, NV 89109</b>	-	<b>490,000.00</b>
30. Inventory.		<b>Food supplies, beverages, retail products 3400 south Las Vegas Blvd., Las Vegas, NV 89109</b>	-	<b>84,000.00</b>
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

Sub-Total > **2,517,894.00**  
(Total of this page)  
Total > **2,527,894.00**

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
Debtor

**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 a creditor, 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" 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" 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.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.								
<b>First Alliance Bank 464 North Front Street Memphis, TN 38105</b>			<b>May 2010 Leasehold improvements, sound-A/V equipment, kitchen equipment, other furniture and equipment and point of sale equipment. 3400 South Las Vegas Blvd., Las Vegas, NV 89109</b>				<b>232,645.40</b>	<b>0.00</b>
			Value \$ <b>490,000.00</b>					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							<b>232,645.40</b>	<b>0.00</b>
Total (Report on Summary of Schedules)							<b>232,645.40</b>	<b>0.00</b>

0 continuation sheets attached

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
Debtor

### 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 "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.

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 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).

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/10) - Cont.

In re Beale Street Blues Company Las Vegas, LLC, Debtor Case No. \_\_\_\_\_

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Taxes and Certain Other Debts Owed to Governmental Units**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
								AMOUNT ENTITLED TO PRIORITY	
Account No.			<b>December 2010</b>						
<b>State of Nevada-Sales/Use POB 52609 Phoenix, AZ 85072-2609</b>	-		<b>Sales Tax</b>					<b>0.00</b>	
							<b>60,948.00</b>	<b>60,948.00</b>	
Account No.			<b>December 2010</b>						
<b>State of Nevada-Sales/Use POB 52609 Phoenix, AZ 85072-2609</b>	-		<b>Entertainment Tax</b>					<b>0.00</b>	
							<b>19,291.00</b>	<b>19,291.00</b>	
Account No.									
Account No.									
Account No.									
Subtotal (Total of this page)							<b>80,239.00</b>	<b>0.00</b>	<b>80,239.00</b>
Total (Report on Summary of Schedules)							<b>80,239.00</b>	<b>0.00</b>	<b>80,239.00</b>

Sheet 1 of 1 continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims

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

In re Beale Street Blues Company Las Vegas, LLC, Case No. \_\_\_\_\_  
Debtor

**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 the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. 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.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>160 THE MIRAGE</b> <b>File 749443</b> <b>Los Angeles, CA 90074-9443</b>		-				<b>1,453.51</b>
Account No.  <b>AAA BAR &amp; RESTAURANT SUPPLY</b> <b>3775 E. Sahara #101</b> <b>Las Vegas, NV 89104</b>		-				<b>1,026.95</b>
Account No.  <b>ASCAP, INC</b> <b>2675 Paces Ferry Rd, SE, Suite 350</b> <b>Atlanta, GA 30339</b>		-				<b>298.93</b>
Account No.  <b>BarProducts Com Inc.</b> <b>1990 Lake Ave. SE</b> <b>Largo, FL 33771</b>		-				<b>335.68</b>
Subtotal (Total of this page)						<b>3,115.07</b>

11 continuation sheets attached



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

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Beale Street Blues Company, Inc.</b> <b>143 Beale Street</b> <b>Memphis, TN 38103</b>	-					<b>2,500,000.00</b>
Account No.  <b>BMI, INC</b> <b>10 Music Square East</b> <b>Nashville, TN 37203</b>	-					<b>1,483.50</b>
Account No.  <b>BONANZA BEVERAGE COMPANY, INC</b> <b>6333 S. Ensworth Street</b> <b>Las Vegas, NV 89119</b>	-					<b>1,724.75</b>
Account No.  <b>CHARLES PRODUCTS, INC.</b> <b>12290 Wilkins Avenue</b> <b>Rockville, MD 20852</b>	-					<b>1,381.29</b>
Account No.  <b>CLIPPER MILL INC.</b> <b>P.O. Box 77611</b> <b>San Francisco, CA 94107-0611</b>	-					<b>279.79</b>
Subtotal (Total of this page)						<b>2,504,869.33</b>

Sheet no. 1 of 11 sheets attached to Schedule of  
 Creditors Holding Unsecured Nonpriority Claims

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

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>COLOR MAGIC INC.</b> 4250 Wagon Trail Avenue Las Vegas, NV 89118	-					<b>1,634.48</b>
Account No.  <b>Conti Electric</b> 6417 Center Drive, Suite 100 Sterling Heights, MI 48312	-					<b>9,045.00</b>
Account No.  <b>CSS PRESENTATION SYSTEMS</b> 5055 Wilshire Blvd., Suite 305 Los Angeles, CA 90036	-					<b>5,999.00</b>
Account No.  <b>CYPRESS ARCHITECTURE &amp; DESIGN, INC.</b> 2485 Village View Drive, Suite 170 Henderson, NV 89074	-					<b>2,500.00</b>
Account No.  <b>Eco Lab</b> POB 100512 Pasadena, CA 91189	-	<b>Kitchen equipment</b>				<b>1,000.00</b>
Sheet no. <u>2</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>20,178.48</b>

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

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.  <b>ECOLAB, INC</b> <b>P.O. Box 100512</b> <b>Pasadena, CA 91189-0521</b>	-					<b>1,713.43</b>	
Account No.  <b>Entertainment Services, Inc.</b> <b>F/S/O David Saltz</b> <b>157 Columbus Avenue, 5th Floor</b> <b>New York, NY 10023</b>	-					<b>2,000.00</b>	
Account No.  <b>FARMER BROTHERS COFFEE, INC.</b> <b>POB 79705</b> <b>City of Industry, CA 91716-9705</b>	-					<b>4,020.97</b>	
Account No.  <b>FRESHPOINT LAS VEGAS, INC</b> <b>5420 S. Valley View Blvd.</b> <b>Las Vegas, NV 89118</b>	-					<b>2,076.97</b>	
Account No.  <b>GRANELLO BAKERY, INC.</b> <b>POB 230730</b> <b>Las Vegas, NV 89105</b>	-					<b>2,945.53</b>	
Sheet no. <u>3</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal (Total of this page)</b>	<b>12,756.90</b>

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

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.  <b>Hereiu Welfare Fund</b> <b>POB 749516</b> <b>Los Angeles, CA 90074-9516</b>	-						<b>34,000.00</b>	
Account No.  <b>Housing Partnership</b> <b>POB 749516</b> <b>Los Angeles, CA 90074-9516</b>	-						<b>0.00</b>	
Account No.  <b>IKON FINANCIAL SERVICES, INC</b> <b>POB 740540</b> <b>Atlanta, GA 30374-0540</b>	-						<b>294.99</b>	
Account No.  <b>IKON OFFICE SOLUTIONS, INC</b> <b>POB 532530</b> <b>Atlanta, GA 30353-2530</b>	-						<b>424.43</b>	
Account No.  <b>IKON Office Solutions, Inc.</b> <b>Southeast District</b> <b>P.O. Box 532530</b> <b>Atlanta, GA 30353-2530</b>	-	<b>Copier</b>					<b>400.00</b>	
Sheet no. <u>4</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>35,119.42</b>

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

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	A M O U N T O F C L A I M
		H W J C				
Account No.  <b>ISLAND OASIS FROZEN BEVERAGE CO., INC POB 847881 Boxton, MA 02284-7881</b>	-					<b>751.65</b>
Account No.  <b>Johnson Brothers of Nevada, Inc. 4701 Mitchell Street N. Las Vegas, NV 89081-2709</b>	-					<b>1,661.00</b>
Account No.  <b>KEGWORKS 1460 Military Road Buffalso, NY 14217</b>	-					<b>3,600.00</b>
Account No.  <b>Las Vegas Chamber of Commerce 6671 Las Vegas Blvd. S. Suite 300 Las Vegas, NV 89119-3290</b>	-					<b>3,190.00</b>
Account No.  <b>LAS VEGAS WEEKLY, LLC 2360 Corporate Circle, 3rd Floor Henson, NV 89074</b>	-					<b>6,130.00</b>
Sheet no. <u>5</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal (Total of this page) 15,332.65</b>

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

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No.  <b>LOMBARDO PRODUCE, INC</b> <b>POB 97759</b> <b>Las Vegas, NV 89193-7759</b>	-						<b>4,659.41</b>
Account No.  <b>LOOMIS, INC</b> <b>Dept. 0757, POB 120001</b> <b>Dallas, TX 75312-0757</b>	-						<b>442.31</b>
Account No.  <b>MID-SOUTH PRODUCTS</b> <b>2127 Thomas Road</b> <b>Memphis, TN 38134</b>	-						<b>245.79</b>
Account No.  <b>MISSION INDUSTRIES, INC</b> <b>1 West Mayflower Avenue</b> <b>N. Las Vegas, NV 89030-3951</b>	-						<b>4,636.34</b>
Account No.  <b>MORRIS VISITOR PUBLICATIONS,</b> <b>LLC</b> <b>POB 1584</b> <b>Augusta, GA 30903</b>	-						<b>2,000.00</b>
Subtotal (Total of this page)							<b>11,983.85</b>

Sheet no. 6 of 11 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

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

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No.  <b>NEVADA BEVERAGE COMPANY, INC</b> <b>File 50950</b> <b>Los Angeles, CA 90074</b>	-						<b>3,010.50</b>
Account No.  <b>Pension Trust Fund</b> <b>POB 749516</b> <b>Los Angeles, CA 90074-9516</b>	-						<b>0.00</b>
Account No.  <b>PR Plus</b> <b>5576 S. Fort Apache Rd., Suite 100</b> <b>Las Vegas, NV 89148</b>	-						<b>22,070.27</b>
Account No.  <b>PRG IS LAS VEGAS, INC</b> <b>6050 S. Valley View Blvd.</b> <b>Las Vegas, NV 89118</b>	-						<b>15,959.38</b>
Account No.  <b>PROGRESSIVE SPECIALTY GLASS</b> <b>COMPANY, INC</b> <b>123 Whiting Street, Unit R</b> <b>Plainville, CT 06062</b>	-						<b>11,130.89</b>
Subtotal (Total of this page)							<b>52,171.04</b>

Sheet no. 7 of 11 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

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

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.  <b>R2W, INC</b> <b>5957 McLeod Drive</b> <b>Las Vegas, NV 89120</b>	-						<b>20,808.38</b>	
Account No.  <b>RED BULL</b> <b>3975 Monaco Parkway, Unit A</b> <b>Denver, CO 80207</b>	-						<b>272.00</b>	
Account No.  <b>ROLLING STONE BLACK LABEL</b> <b>4201 Long Beach Blvd. #430</b> <b>Long Beach, CA 90807</b>	-						<b>1,057.83</b>	
Account No.  <b>SOUTHERN WINE AND SPIRITS, INC</b> <b>POB 19299</b> <b>Las Vegas, NV 89132-0229</b>	-						<b>8,120.14</b>	
Account No.  <b>STAPLES ADVANTAGE, INC.</b> <b>POB 405386</b> <b>Atlanta, GA 30384-5386</b>	-						<b>387.37</b>	
Sheet no. <u>8</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>30,645.72</b>



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

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.  <b>STING SURVEILLANCE, LLC</b> 5 Longevity Drive. Henderson, NV 89014	-						<b>308.09</b>
Account No.  <b>STUDIO INSTRUMENT RENTALS - LAS VEGAS</b> 4760 Polaris Ave. Las Vegas, NV 89103	-						<b>100.00</b>
Account No.  <b>THE MIRAGE aka MGM Mirage</b> File 749443 Los Angeles, CA 90074-9773	-			<b>X</b>		<b>X</b>	<b>584,594.34</b>
Account No.  <b>Training Trust Fund</b> POB 749516 Los Angeles, CA 90074-9516	-						<b>0.00</b>
Account No.  <b>U.S. FOODSERVICE</b> POB 3911 Las Vegas, NV 89127-3911	<b>X</b> -						<b>140,840.46</b>
Subtotal (Total of this page)							<b>725,842.89</b>

Sheet no. 9 of 11 sheets attached to Schedule of  
 Creditors Holding Unsecured Nonpriority Claims

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

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
<b>VEGAS MAGAZINE PARTNERS, LLC</b> 2360 Corporate Circle, 3rd Floor Henderson, NV 89074	-					<b>4,130.00</b>
Account No.						
<b>VEGAS.COM, LLC</b> 2370 Corporate Circle, 3rd Floor Henderson, NV 89074	-					<b>500.00</b>
Account No.						
<b>VIVA VEGAS GOLF</b> 4345 Hallendale Drive Las Vegas, NV 89147	-					<b>500.00</b>
Account No.						
<b>WEAVER MULTIMEDIA GROUP, INC</b> 900 South Broadway, Suite 300 Denver, CO 80209	-					<b>14,215.00</b>
Account No.						
<b>WIRTZ BEER, INC.</b> 1849 W. Cheyenne Avenue N. Las Vegas, NV 89032	-					<b>2,793.55</b>
Sheet no. <u>10</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>22,138.55</b>

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

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
<b>WIRTZ Liquor, INC</b> 1849 W. Cheyenne Avenue N. Las Vegas, NV 89032	-					<b>377.60</b>
Account No.						
<b>YESCO</b> 5199 South Cameron Street Las Vegas, NV 89118	-					<b>1,173.00</b>
Account No.						
<b>ZEBRA MARKETING, INC</b> POB 660 Ridgeland, MS 39158-0660	-					<b>15,329.78</b>
Account No.						
<b>ZEE MEDICAL SERVICE COMPANY, INC.</b> 1618 West Oakey Blvd. Las Vegas, NV 89102-2612	-					<b>251.65</b>
Account No.						
Subtotal (Total of this page)						<b>17,132.03</b>
Total (Report on Summary of Schedules)						<b>3,451,285.93</b>

Sheet no. 11 of 11 sheets attached to Schedule of  
 Creditors Holding Unsecured Nonpriority Claims

B6G (Official Form 6G) (12/07)

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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).

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.
<b>Eco Lab                      POB 100512                      Pasadena, CA 91189</b>	<b>Equipment leases for kitchen equipment                      Leases Expire between October and November 2012</b>
<b>IKON Office Solutions, Inc.                      Southeast District                      P.O. Box 532530                      Atlanta, GA 30353-2530</b>	<b>Equipment lease for copier                      Lease Expires November 11, 2013</b>
<b>The Mirage                      3400 South Las Vegas Blvd.                      Las Vegas, NV 89109</b>	<b>Property Lease                      Lease Expires November 6, 2014</b>

B6H (Official Form 6H) (12/07)

In re Beale Street Blues Company Las Vegas, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. 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 the eight year period 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, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or 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).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Beale Street Blues Company, Inc. 143 Beale Street Memphis, TN 38103</b>	<b>U.S. FOODSERVICE POB 3911 Las Vegas, NV 89127-3911</b>
<b>Beale Street Blues Company-Nashville,LLC 143 Beale Memphis, TN 38103</b>	<b>U.S. FOODSERVICE POB 3911 Las Vegas, NV 89127-3911</b>
<b>Beale Street Blues Company-Orlando, LLC 143 Beale Memphis, TN 38103</b>	<b>U.S. FOODSERVICE POB 3911 Las Vegas, NV 89127-3911</b>
<b>Beale Street Blues Company-West Palm Beach, LLC 143 Beale Memphis, TN 38103</b>	<b>U.S. FOODSERVICE POB 3911 Las Vegas, NV 89127-3911</b>
<b>S. Thomas Peters 143 Beale Memphis, TN 38103</b>	<b>U.S. FOODSERVICE POB 3911 Las Vegas, NV 89127-3911</b>

0 continuation sheets attached to Schedule of Codebtors

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

**United States Bankruptcy Court  
Western District of Tennessee**

In re **Beale Street Blues Company Las Vegas, LLC**  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter **11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager 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 23 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **February 16, 2011**

Signature **/s/ S. Thomas Peters**  
**S. Thomas Peters**  
**Manager**

*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.

B7 (Official Form 7) (04/10)

**United States Bankruptcy Court  
Western District of Tennessee**

In re **Beale Street Blues Company Las Vegas, LLC**  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter **11**

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, 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; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more 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 full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**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
<b>\$1,178,000.00</b>	<b>2011 YTD: Sales of food, beverages, wine beer, mixed drinks, retail items, cover charges and event ticket sales</b>
<b>\$8,636,149.00</b>	<b>2010: Sales of food, beverages, wine beer, mixed drinks, retail items, cover charges and event ticket sales</b>
<b>\$1,161,114.00</b>	<b>2009: Sales of food, beverages, wine beer, mixed drinks, retail items, cover charges and event ticket sales</b>

**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, or 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**

None  **Complete a. or b., as appropriate, and c.**

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 (\*) 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 \$5,850\*. 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
<b>See Attached Exhibit A</b>		<b>\$0.00</b>	<b>\$0.00</b>

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
------------------------------------	-------------------------	---------------------------------	--------------------------

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
---	-----------------	--------------------------------------

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.



**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 the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

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

**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
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**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
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**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
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**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
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**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
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**15. Prior address of debtor**

None  If the 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
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**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
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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
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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
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**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.

	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
NAME				

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
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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.)*

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**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
<b>Don Greenwood, Chief Financial Officer</b> <b>149 Monroe Avenue</b> <b>Memphis, TN 38103</b>	

None  b. List all firms or individuals who within the **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
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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
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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
<b>First Alliance Bank</b> <b>464 North Front Street</b> <b>Memphis, TN 38105</b>	
<b>U.S. Foodservice</b> <b>POB 3911</b> <b>Las Vegas, NV 89127-3911</b>	

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**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)
<b>Every Month</b>		

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

DATE OF INVENTORY  
Every Month

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS  
Beale Street Blues Company Las Vegas LLC  
Attn: S. Thomas Peters  
149 Monroe Avenue  
Memphis, TN 38103

**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
------------------	--------------------	------------------------

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
S. Thomas Peters 143 Beale Memphis, TN 38103	Chief Manager	
Don Greenop 149 Monroe Avenue Memphis, TN 38103	Chief Financial Officer	

**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
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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
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**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
S. Thomas Peters 143 Beale Memphis, TN 38103 Chief manager	Annual Salary	\$78,000.00

**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)

**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)

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

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 February 16, 2011

Signature /s/ S. Thomas Peters  
**S. Thomas Peters**  
**Manager**

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

*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 Western District of Tennessee

In re Beale Street Blues Company Las Vegas, LLC Debtor(s)

Case No. Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor 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:

Table with 2 columns: Description of compensation and Amount. Rows include: For legal services, I have agreed to accept; Prior to the filing of this statement I have received; Balance Due.

2. \$ 1,039.00 of the filing fee has been paid.

3. The source of the compensation paid to me was: [X] Debtor [ ] Other (specify):

4. The source of compensation to be paid to me is: [X] Debtor [ ] Other (specify):

5. [X] 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 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.

6. 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... b. Preparation and filing of any petition... c. Representation of the debtor at the meeting of creditors... d. [Other provisions as needed] 11 USC Sec. 330

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service: 11 USC Sec. 330

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 proceeding.

Dated: February 16, 2011

/s/ Jonathan E. Scharff Jonathan E. Scharff 16890 Harris Shelton Hanover Walsh, PLLC 2700 One Commerce Square Memphis, TN 38103-2555 (901) 525-1455 Fax: (901) 526-4084

**United States Bankruptcy Court  
Western District of Tennessee**

In re Beale Street Blues Company Las Vegas, LLC  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Dairymen I, LLC</b> Gary M. Reynolds W305 N1663 Silverwood Lane Delafield, WI 53018			
<b>GHS I, LLC</b> Kurt D. Bechthold 970-1 N. Columbia Drive Mequon, WI 53092			
<b>Golden Horseshoe, LLC</b> Mark E. Filmanowicz W291 N3897 Round Hill Circle Pewaukee, WI 53072			
<b>Robert Wick</b> 1208 NW 35th Avenue Camas, WA 98607			
<b>RVH Consulting</b> Richard L. Vander Heiden N78 W22121 Golf View Lane Sussex, WI 53089			
<b>Scott R. Wick</b> N32 W23159 Stonewall Court Pewaukee, WI 53072			

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

I, the Manager 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 February 16, 2011

Signature /s/ S. Thomas Peters  
**S. Thomas Peters**  
Manager

*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.

0 continuation sheets attached to List of Equity Security Holders



**United States Bankruptcy Court  
Western District of Tennessee**

In re **Beale Street Blues Company Las Vegas, LLC**  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter **11**

**VERIFICATION OF CREDITOR MATRIX**

I, the Manager of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **February 16, 2011**

**/s/ S. Thomas Peters**  
**S. Thomas Peters/Manager**  
Signer/Title

160 THE MIRAGE  
File 749443  
Los Angeles, CA 90074-9443

AAA BAR & RESTAURANT SUPPLY  
3775 E. Sahara #101  
Las Vegas, NV 89104

ASCAP, INC  
2675 Paces Ferry Rd, SE, Suite 350  
Atlanta, GA 30339

BarProducts Com Inc.  
1990 Lake Ave. SE  
Largo, FL 33771

Beale Street Blues Company, Inc.  
143 Beale Street  
Memphis, TN 38103

Beale Street Blues Company-Nashville, LLC  
143 Beale  
Memphis, TN 38103

Beale Street Blues Company-Orlando, LLC  
143 Beale  
Memphis, TN 38103

Beale Street Blues Company-West Palm  
Beach, LLC  
143 Beale  
Memphis, TN 38103

BMI, INC  
10 Music Square East  
Nashville, TN 37203

BONANZA BEVERAGE COMPANY, INC  
6333 S. Ensworth Street  
Las Vegas, NV 89119

CHARLES PRODUCTS, INC.  
12290 Wilkins Avenue  
Rockville, MD 20852

CLIPPER MILL INC.  
P.O. Box 77611  
San Francisco, CA 94107-0611

COLOR MAGIC INC.  
4250 Wagon Trail Avenue  
Las Vegas, NV 89118

Conti Electric  
6417 Center Drive, Suite 100  
Sterling Heights, MI 48312

CSS PRESENTATION SYSTEMS  
5055 Wilshire Blvd., Suite 305  
Los Angeles, CA 90036

CYPRESS ARCHITECTURE & DESIGN, INC.  
2485 Village View Drive, Suite 170  
Henderson, NV 89074

Dairymen I, LLC  
Gary M. Reynolds  
W305 N1663 Silverwood Lane  
Delafield, WI 53018

Eco Lab  
POB 100512  
Pasadena, CA 91189

ECOLAB, INC  
P.O. Box 100512  
Pasadena, CA 91189-0521

Entertainment Services, Inc.  
F/S/O David Saltz  
157 Columbus Avenue, 5th Floor  
New York, NY 10023

FARMER BROTHERS COFFEE, INC.  
POB 79705  
City of Industry, CA 91716-9705

First Alliance Bank  
464 North Front Street  
Memphis, TN 38105

FRESHPOINT LAS VEGAS, INC  
5420 S. Valley View Blvd.  
Las Vegas, NV 89118

GHS I, LLC  
Kurt D. Bechthold  
970-1 N. Columbia Drive  
Mequon, WI 53092

Golden Horseshoe, LLC  
Mark E. Filmanowicz  
W291 N3897 Round Hill Circle  
Pewaukee, WI 53072

GRANELLO BAKERY, INC.  
POB 230730  
Las Vegas, NV 89105

Hereiu Welfare Fund  
POB 749516  
Los Angeles, CA 90074-9516

Housing Partnership  
POB 749516  
Los Angeles, CA 90074-9516

IKON FINANCIAL SERVICES, INC  
POB 740540  
Atlanta, GA 30374-0540

IKON OFFICE SOLUTIONS, INC  
POB 532530  
Atlanta, GA 30353-2530

IKON Office Solutions, Inc.  
Southeast District  
P.O. Box 532530  
Atlanta, GA 30353-2530

ISLAND OASIS FROZEN BEVERAGE CO., INC  
POB 847881  
Boxton, MA 02284-7881

Johnson Brothers of Nevada, Inc.  
4701 Mitchell Street  
N. Las Vegas, NV 89081-2709

KEGWORKS  
1460 Military Road  
Buffalso, NY 14217

Las Vegas Chamber of Commerce  
6671 Las Vegas Blvd. S. Suite 300  
Las Vegas, NV 89119-3290

LAS VEGAS WEEKLY, LLC  
2360 Corporate Circle, 3rd Floor  
Henerson, NV 89074

LOMBARDO PRODUCE, INC  
POB 97759  
Las Vegas, NV 89193-7759

LOOMIS, INC  
Dept. 0757, POB 120001  
Dallas, TX 75312-0757

MID-SOUTH PRODUCTS  
2127 Thomas Road  
Memphis, TN 38134

MISSION INDUSTRIES, INC  
1 West Mayflower Avenue  
N. Las Vegas, NV 89030-3951

MORRIS VISITOR PUBLICATIONS, LLC  
POB 1584  
Augusta, GA 30903

NEVADA BEVERAGE COMPANY, INC  
File 50950  
Los Angeles, CA 90074

Pension Trust Fund  
POB 749516  
Los Angeles, CA 90074-9516

PR Plus  
5576 S. Fort Apache Rd., Suite 100  
Las Vegas, NV 89148

PRG IS LAS VEGAS, INC  
6050 S. Valley View Blvd.  
Las Vegas, NV 89118

PROGRESSIVE SPECIALTY GLASS COMPANY, INC  
123 Whiting Street, Unit R  
Plainville, CT 06062

R2W, INC  
5957 McLeod Drive  
Las Vegas, NV 89120

RED BULL  
3975 Monaco Parkway, Unit A  
Denver, CO 80207

Robert Wick  
1208 NW 35th Avenue  
Camas, WA 98607

ROLLING STONE BLACK LABEL  
4201 Long Beach Blvd. #430  
Long Beach, CA 90807

RVH Consulting  
Richard L. Vander Heiden  
N78 W22121 Golf View Lane  
Sussex, WI 53089

S. Thomas Peters  
143 Beale  
Memphis, TN 38103

Scott R. Wick  
N32 W23159 Stonewall Court  
Pewaukee, WI 53072

SOUTHERN WINE AND SPIRITS, INC  
POB 19299  
Las Vegas, NV 89132-0229

STAPLES ADVANTAGE, INC.  
POB 405386  
Atlanta, GA 30384-5386

State of Nevada-Sales/Use  
POB 52609  
Phoenix, AZ 85072-2609

STING SURVEILLANCE, LLC  
5 Longevity Drive.  
Henderson, NV 89014

STUDIO INSTRUMENT RENTALS - LAS VEGAS  
4760 Polaris Ave.  
Las Vegas, NV 89103

The Mirage  
3400 South Las Vegas Blvd.  
Las Vegas, NV 89109

THE MIRAGE aka MGM Mirage  
File 749443  
Los Angeles, CA 90074-9773

Training Trust Fund  
POB 749516  
Los Angeles, CA 90074-9516

U.S. FOODSERVICE  
POB 3911  
Las Vegas, NV 89127-3911

VEGAS MAGAZINE PARTNERS, LLC  
2360 Corporate Circle, 3rd Floor  
Henderson, NV 89074

VEGAS.COM, LLC  
2370 Corporate Circle, 3rd Floor  
Henderson, NV 89074

VIVA VEGAS GOLF  
4345 Hallendale Drive  
Las Vegas, NV 89147

WEAVER MULTIMEDIA GROUP, INC  
900 South Broadway, Suite 300  
Denver, CO 80209

WIRTZ BEER, INC.  
1849 W. Cheyenne Avenue  
N. Las Vegas, NV 89032

WIRTZ Liquor, INC  
1849 W. Cheyenne Avenue  
N. Las Vegas, NV 89032

YESCO  
5199 South Cameron Street  
Las Vegas, NV 89118

ZEBRA MARKETING, INC  
POB 660  
Ridgeland, MS 39158-0660

ZEE MEDICAL SERVICE COMPANY, INC.  
1618 West Oakey Blvd.  
Las Vegas, NV 89102-2612

**United States Bankruptcy Court  
Western District of Tennessee**

In re **Beale Street Blues Company Las Vegas, LLC**  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter **11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Beale Street Blues Company Las Vegas, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

**February 16, 2011**  
Date

**/s/ Jonathan E. Scharff**  
**Jonathan E. Scharff 16890**  
Signature of Attorney or Litigant  
Counsel for **Beale Street Blues Company Las Vegas, LLC**  
**Harris Shelton Hanover Walsh, PLLC**  
**2700 One Commerce Square**  
**Memphis, TN 38103-2555**  
**(901) 525-1455 Fax:(901) 526-4084**