

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: THE OCEANAIRE TEXAS RESTAURANT COMPANY, L.P., Debtor.	Chapter 11 Case No.: _____
In re: THE OCEANAIRE RESTAURANT COMPANY, INC., Debtor.	Chapter 11 Case No.: _____
In re: THE OCEANAIRE, INC., Debtor.	Chapter 11 Case No.: _____
In re: THE OCEANAIRE INVESTMENT COMPANY, INC., Debtor.	Chapter 11 Case No.: _____
In re: THE OCEANAIRE MINNEAPOLIS RESTAURANT COMPANY, LLC, Debtor.	Chapter 11 Case No.: _____
In re: THE OCEANAIRE TEXAS BEVERAGE COMPANY, INC., Debtor.	Chapter 11 Case No.: _____

**CONSOLIDATED LIST OF CREDITORS
HOLDING 40 LARGEST UNSECURED CLAIMS¹**

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or dept. of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
<p>Brickell Main Street, LLLP c/o Constructa, Inc. 1501 Collins Avenue Third Floor Miami Beach, FL 33139 Attn: Property Manager</p> <p>Bilzin Sumberg Dunn Baena Price & Axelrod LLP 2500 First Union Financial Center 200 South Biscayne Blvd. Miami, FL 33131-2336 Attn: John C. Sumberg, Esq.</p> <p>Brickell Main Street, LLLP c/o Ivanhoe Cambridge 95 Wellington St. W Ste. 300 Toronto, Ontario Canada M5J 2R2</p>	<p>Ivanhoe Cambridge 95 Wellington St. W, Ste. 300 Toronto, Ontario CANADA M5J 2R2 Ulf Bergner T: (416) 369-1200</p> <p>Ivanhoe Cambridge 95 Wellington St. W, Ste. 300 Toronto, Ontario CANADA M5J 2R2 Chris Long, Regional Director of Operations T: (416) 369-1289</p>	Lease		\$203,895.28

1 The above-referenced debtors are advised that Shawmut Design and Construction (“Shawmut”) asserts a claim in the amount of \$118,205. The debtors assert that Shawmut is owed no more than \$20,000, and have therefore not included them on this list.

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Brickman 40 Court LLC c/o Brickman Associates 712 Fifth Avenue New York, NY 10019	Brickman 712 5th Ave. New York, NY 10019 Mike Esquenazi, CFO T: (212) 541-5500	Lease	Disputed	\$163,448.90
<p>1100 Peachtree Street Associates L.P. c/o Carter & Associates, L.L.C. 1275 Peachtree Street, N.E. Atlanta, GA 30309-3524 Attn: Executive Vice President of Office Properties</p> <p>USAA Real Estate 9830 Colonnade Boulevard San Antonio, TX 78230 Attn: Mr. Stanley R. Alterman Vice President - Portfolio Management</p> <p>John Hancock Life Insurance Co. c/o Carter 1100 Peachtree St. NE Suite 1530 Atlanta, GA 30309</p>	ManuLife Financial 1170 Peachtree St. NE, Ste. 565 Atlanta, GA 30309 Terry Gilliam T: (404) 817-8111	Lease		\$124,637.23

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or dept. of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
JJ McDonnell & Company 7901 Oceano Avenue Unit 26-34 Jessup, MD 20794	JJ McDonnell & Company 7901 Oceano Avenue Unit 26-34 Jessup, MD 20794 Attn: General Counsel T: (410) 799-4000 F: (410) 799-8984	Trade Debt		\$119,822.47
<p>Biltmore Shopping Center Partners LLC #216 2502 East Camelback Road Phoenix, AZ 85016 Attn: Center Manager</p> <p>Biltmore Shopping Center Partners LLC #216 2501 East Camelback Road Phoenix, AZ 85016 Attn: Center Manager</p> <p>Biltmore Shopping Center Partners LLC c/o Macerich Company PO Box 2172 401 Wilshire Boulevard Suite 700 Santa Monica, CA 90407 Attn: Legal Department</p>	Macerich 11411 N Tatum Blvd. Phoenix, AZ 85028 Greg Cochran, SVP National Restaurant Leasing T: (602) 330-6574	Lease		\$112,208.22

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or dept. of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
Plitt Company 1455 W. Willow Chicago, IL 60642 Attn: General Counsel	Plitt Company Dept 20-1108 PO Box 5940 Carol Stream, IL 60197-5940 Attn: General Counsel Fax: (773) 276-8537	Trade Debt		\$89,467.13
<p>St. James Associates Joint Venture c/o Clark Realty Capital, LLC 2 Bethesda Metro Center Suite 250 Bethesda, MD 20814 Attn: Douglas R. Sandor</p> <p>Clark Enterprises, Inc. 7500 Old Georgetown Road 15th Floor Bethesda, MD 20814 Attn: Rebecca L. Owen, Esq.</p> <p>St. James Associates Joint Venture c/o St. James Management Office 200 W Washington Square Philadelphia, PA 19106</p>	<p>Stonehenge Advisors, Inc. 4900 S Broad St., Ste. 330 Philadelphia, PA Dan Sablosky, President T: (215) 320-3777</p>	Lease		\$84,160.22

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<p>Piedmont Row Development, LLC Piedmont Row Drive, LLC Piedmont Town Center Retail, LLC c/o Crescent Resources, LLC PO Box 100726 Atlanta, GA 30384</p> <p>Crescent Resources, LLC 400 South Tryon Street Suite 1300 Charlotte, NC 28285-0107</p> <p>Walter D. Fisher, Jr. Kennedy Covington Lobdell & Hickman, L.L.P. Hearst Tower 47th Floor 214 North Tryon Street Charlotte, NC 28202</p> <p>Piedmont Row Drive, LLC c/o Principal Real Estate Investors, LLC Attention: Eastern Sales Region #2588 801 Grand Avenue Des Moines, IA 50392</p>	<p>DWL Company Inc. 20645 N Pima Rd., Ste. 230 Scottsdale, AZ 85255 Danny Little T: (480) 767-9037</p>	<p>Lease</p>		<p>\$67,619.11</p>

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Sysco 1390 Enclave Parkway Houston, TX 77077 Attn: General Counsel	Sysco (Houston) PO Box 15316 Houston, TX 77220-5316 Attn: General Counsel T: (713) 672-8080 F: (713) 679-5483	Trade Debt		\$51,015.32
Sysco 1390 Enclave Parkway Houston, TX 77077 Attn: General Counsel	Sysco - DC/MDPO Box 62066 Cincinnati, OH 45262-0066 T: (410) 799-7000 F: (410) 799-2241	Trade Debt		\$46,888.01

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<p>Galleria Hotel Venture c/o Hines 2800 Post Oak Boulevard Houston, TX 77056-6110 Attention: E. Staman Ogilvie, Executive Vice President</p> <p>Dallas Galleria Limited c/o Hines 13355 Noel Road Suite 250 Dallas, TX 75240-6603 Attn: Retail Property Management</p> <p>Westin Dallas Management Co. 13355 Noel Road Dallas, TX 75240-6603</p> <p>Galleria Investors, LP c/o UBS Realty Investors LLC 12001 N Central Expwy Suite 650 Dallas, TX 75243</p> <p>The Westin Galleria – Dallas 13340 Dallas Parkway Dallas, TX 75240</p>	<p>UBS 12001 N Central Expressway, Ste. 650 Dallas, TX 75243 Rick Salitoris T: (972) 458-3333</p>	<p>Lease</p>		<p>\$41,279.27</p>

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<p>Help II, LLC 1515 Fleet Street Baltimore, MD 21231 Attn: Michael Beatty</p> <p>Help II, LLC c/o Harbor East 720 Aliceanna St. Ste. 500 Baltimore, MD 21230</p>	<p>Harbor East 720 Aliceanna St., Ste. 500 Baltimore, MD 21202 Michael Beatty T: (410) 925-1515</p>	Lease	Disputed	\$40,913.21
<p>1700 Seventh L.P. c/o Clise Properties, Inc. 1904 Third Avenue Suite 200 Seattle, WA 98101-1183 Attn: Mr. Ben Barron</p>	<p>Clise Properties 1700 7th Ave., Ste. 200 Seattle, WA 98101 Al Clise Ben Barron T: (206) 382-1700 x101</p>	Lease	Disputed	\$40,084.90
<p>Sysco 1390 Enclave Parkway Houston, TX 77077 Attn: General Counsel</p>	<p>Sysco-Miami PO Box 64000-A Miami, FL 33164 Attn: General Counsel T: (305) 651-5421 F: (305) 653-0238</p>	Trade Debt		\$39,771.51

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<p>HG Shopping Centers, L.P. c/o M.S. Management Associates Inc. National City Center 115 W. Washington Street Indianapolis, IN 46204</p> <p>HG Galleria I, II, III, L.P. 115 W. Washington Street Indianapolis, IN 46204</p> <p>HG Shopping Centers LP c/o Simon Attn: Legal Department 115 W Washington Indianapolis, IN 46204</p>	<p>Simon Property Group 225 W Washington St., 12th Flo. Indianapolis, IN 46204 Jeff Nelson T: 317-636-1600</p>	Lease		\$37,103.23
<p>Keany Produce Co 29 Loomis Hwy Tonasket, WA 98855 Attn: General Counsel</p>	<p>Keany Produce Co 3310 75th Avenue Landover, MD 20785 Attn: General Counsel T: (301) 772-3333 F: (301) 772-3469</p>	Trade Debt		\$36,872.15
<p>Open Table, Inc. 799 Market St 4th Fl San Francisco, CA 94103 Attn: General Counsel</p>	<p>Open Table, Inc. Payment Lockbox PO Box 49322 San Jose, CA 95161-9322 Attn: General Counsel</p>	Contract		\$34,977.54

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<p>Julius Silvert, Inc. 7768 Zionsville Road Suite 300 Indianapolis, IN 46268 Attn: General Counsel</p>	<p>Julius Silvert, Inc. 163 W. Wyoming Ave Philadelphia, PA 19140 Attn: General Counsel T: (215) 455-1600</p>	<p>Trade Debt</p>		<p>\$32,954.16</p>
<p>Centro LP LLC 420 Lexington Avenue Seventh Floor New York, NY 10170 Attn: Steve Siegel</p> <p>Pointe Orlando Development Company c/o New Plan Excel Realty Trust, Inc. 420 Lexington Avenue, Seventh Floor New York, NY 10170 Attn: Office of General Counsel</p> <p>Centro NP LLC c/o Centro Properties Group 420 Lexington Avenue 7th Floor New York, NY 10170 Attn: Legal Department</p>	<p>Centro Property Group 1 Fayette St., Ste. 300 Conshohocken PA 19428 Bob Steiner, SVP Mid-Atlantic Region T: (610) 834 7350</p>	<p>Lease</p>		<p>\$32,689.73</p>

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<p>Kite Washington, LLC 30 South Meridian Street Suite 1100 Indianapolis, IN 46204 Attn: John A. Kite, Member</p> <p>Ice Miller One American Square Box 82001 Indianapolis, IN 46282 Attention: Zeff A. Weiss, Esq.</p> <p>Kite Washington, LLC 30 South Meridian Street Suite 1100 Indianapolis, IN 46204 Attn: Director of Asset Management</p>	<p>Kite Realty 30 S Meridian St., #1100 Indianapolis, IN 46204 Dan Meador, SVP Asset Management and Redevelopment T: (317) 524-1791</p>	<p>Lease</p>		<p>\$31,195.28 (lease contains allegation of security agreement; collateral value unknown)</p>
<p>Loring Park Associates Limited Partnership 1300 Nicollet Mall Minneapolis, MN 55403 Attention: Property Manager</p> <p>Hyatt Corporation Madison Plaza 200 W. Madison Chicago, IL 60606 Attn: Ken Posner</p>	<p>Hyatt Regency 71 S Wacker Dr. Chicago, IL 60606 Pete Sears, SVP Field Operations T: (312) 780-5765</p>	<p>Lease</p>		<p>\$31,146.67</p>

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<p>Champion Gaslamp Ltd. 11845 W. Olympic Boulevard Suite 700 Los Angeles, CA 90064 Attn: Robert D. Champion</p> <p>Resch Polster Alpert & Berger LLP 10390 Santa Monica Blvd. Fourth Floor Los Angeles, CA 90025-5058 Attn: Real Estate Notices (RMR)</p> <p>Gaslamp Retail Phase One, LTD 11601 Wilshire Boulevard Suite 1650 Los Angeles, CA 90025</p> <p>Gaslamp Phase One, LLC 11601 Wilshire Boulevard Suite 1650 Los Angeles, CA 90025</p>	<p>Champion Development 11601 Wilshire Blvd., Ste. 1650 Los Angeles, CA 90025 Bob Champion, Principal T: (310) 312-8020</p>	<p>Lease</p>	<p>Disputed</p>	<p>\$31,114.80</p>

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<p>580 Investors, LLC c/o BPG Properties, Ltd. 770 Township Line Rd., Suite 150 Yardley, PA 19067 Attn: Charles Davidson</p> <p>580 Investors, LLC 580 Walnut Street, Plaza Level Cincinnati, OH 45202 Attn: Property Manager</p> <p>580 Investors, LLC c/o BPG Properties, Ltd. 770 Township Line Rd. Suite 150 Yardley, PA 19067 Attn: General Counsel</p> <p>BPG Properties, Ltd. 200 South Michigan Ave. Suite 901 Chicago, IL 60604 Attn: Timothy G. Scannell</p>	<p>BPG Properties 200 S Michigan Ave. Chicago, IL 60604 Tim Scannell, VP T: (312) 673-3386</p>	<p>Lease</p>		<p>\$28,519.54</p>
<p>US Foodservice 9755 Patuxent Woods Dr, Columbia, MD 21046</p>	<p>US Foodservice (Indy) PO Box 660088 Indianapolis, IN 46266-0088 Attn: General Counsel T: (317) 585-6600 F: (317) 585-6718</p>	<p>Trade Debt</p>		<p>\$27,071.83</p>

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<p>1201 F Street, L.L.C. 1850 K Street, N.W. Suite 500 Washington, D.C. 20006 Attn: Lease Administrator</p> <p>1201 F Street, L.L.C. 1850 K Street, N.W. Suite 500 Washington, D.C. 20006 Attn: Managing Director for Washington, D.C.</p> <p>1201 F Street LP c/o Tishman Speyer 1201 F St. NW Suite B-100 Washington, DC 20004</p>	<p>Tishman Speyer 1875 Eye St. NW #300 Washington, DC 20006 Dan Dooley, Managing Director T: (202) 420-2110</p>	Lease	Disputed	\$27,024.08
<p>Ben E. Keith Foods 7650 Will Rogers Blvd PO Box 901001 Fort Worth, TX 76101</p>	<p>Ben E. Keith Foods 7650 Will Rogers Blvd PO Box 901001 Fort Worth, TX 76101 Attn: General Counsel</p>	Trade Debt		\$25,063.57
<p>Upper Lakes Foods, Inc. 801 Industry Avenue Cloquet, MN 55720</p>	<p>Upper Lakes Foods, Inc. 801 Industry Avenue Cloquet, MN 55720 Attn: General Counsel T: (218) 879-1265</p>	Trade Debt		\$23,890.55

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<p>CPI-Sage ETH Denver, LLC 1512 Larimer Street Suite 800 Denver, CO 80202</p> <p>CPI-Sage ETH Denver, LLC 1575 Welton St. Ste. 300 Denver, CO 80202</p> <p>J. Kevin Ray, Esq. Campbell Bohn Killin Brittan & Ray, LLC 270 St. Paul Street Suite 200 Denver, CO 80206</p>	<p>Sage Hospitality 1512 Larimer St., Ste. 800 Denver, CO 80202 Walter Isenberg T: (303) 595-7200</p>	<p>Lease</p>		<p>\$23,745.32</p>
<p>Linens of the Week 713 Lamont Street NW Washington, DC 20010 Attn: General Counsel</p>	<p>Linens of the Week PO Box 890712 Charlotte, NC 28289-0712 Attn: General Counsel</p>	<p>Contract</p>		<p>\$23,193.36</p>
<p>Alsco 705 West Grape Street San Diego, CA 92101</p>	<p>Alsco 705 West Grape Street San Diego, CA 92101 Attn: General Counsel T: (619) 234-7291</p>	<p>Contract</p>		<p>\$22,828.01</p>

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US Foodservice 9755 Patuxent Woods Dr, Columbia, MD 21046 Attn: General Counsel	US Foodservice – CA PO Box 100313 Pasadena, CA 91189 Attn: General Counsel T: 714.670.3500 F: 714.670.3778	Trade Debt		\$22,288.53
Inland Seafood PO Box 450669 Atlanta, GA 31145	Inland Seafood PO Box 450669 Atlanta, GA 31145 Attn: General Counsel T: (404) 350-5850 F: (404) 601-5539	Trade Debt		\$21,745.89
US Foodservice 9755 Patuxent Woods Dr, Columbia, MD 21046	US Foodservice-Orlando PO Box 330 Lakeland, FL 33802-0330 Attn: General Counsel T: (863) 683-4373 F: (863) 284-1048	Trade Debt		\$21,033.89
Coastal Seafoods 2330 Minnehaha Avenue South Minneapolis, MN 55404	Coastal Seafoods 2330 Minnehaha Avenue South Minneapolis, MN 55404 Attn: General Counsel T: (612) 724-7425	Trade Debt		\$20,665.83
Specialty Produce 1929 Hancock St San Diego, CA 92110 Attn: General Counsel	Specialty Produce PO Box 82951 San Diego, CA 92138 Attn: General Counsel T: (310) 393-5244	Trade Debt		\$20,124.91

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American Food Service 4721 Simonton Rd. Dallas, TX 75244	American Food Service 4721 Simonton Rd. Dallas, TX 75244 Attn: General Counsel T: (972) 385-5800	Trade Debt		\$19,701.41
Costa Fruit & Produce Company, Inc. 3535 NW 60th Street Miami, FL 33142 Attn: General Counsel	Costa Fruit & Produce Company, Inc. PO Box 843009 Boston, MA 02284-3009 Attn: General Counsel T: (617) 241-8007 F: (617) 241-8718	Trade Debt		\$19,646.02
Louisiana Foods, Inc. 4410 West 12th Street Houston, TX 77055	Louisiana Foods, Inc. 4410 West 12th Street Houston, TX 77055 Attn: General Counsel	Trade Debt		\$18,593.89
Santa Monica Seafood 18531 Broadwick Street Rancho Dominguez, CA 90220	Santa Monica Seafood 18531 Broadwick Street Rancho Dominguez, CA 90220 Attn: General Counsel	Trade Debt		\$18,166.57

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US Foodservice 9755 Patuxent Woods Dr, Columbia, MD 21046 Attn: General Counsel	US Foodservice (Mpls) SDS 12-0815 PO Box 86 Minneapolis, MN 55486-0815 Attn: General Counsel T: (763) 559-9494 F: (763) 557-2295	Trade Debt		\$17,793.03

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK. SIGNATURE
PAGE FOLLOWS.]**

I, Glenn C. Massey, Chief Financial Officer, Secretary and Treasurer of The Oceanaire, Inc., The Oceanaire Restaurant Company, Inc., and The Oceanaire Investment Company, Inc.; President, Chief Executive Officer, Chief Manager, Chief Financial Officer, Treasurer and Secretary of The Oceanaire Minneapolis Restaurant Company, LLC; Director of The Oceanaire Texas Beverage Company, Inc.; and Chief Financial Officer, Secretary and Treasurer of The Oceanaire Restaurant Company, Inc., which is the General Partner of The Oceanaire Texas Restaurant Company, L.P., 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: July 5, 2009

Signature: /s/ Glenn C. Massey
Glenn C. Massey