

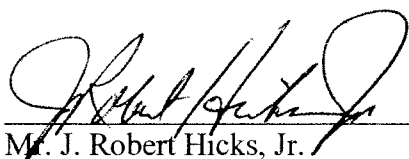
DOWNTOWN CLUB OF RICHMOND, INCORPORATED
a Virginia corporation
(the "Club")

RESOLUTIONS OF THE BOARD OF DIRECTORS

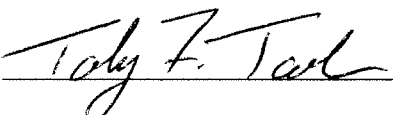
RESOLVED, that J. Robert Hicks, Jr. and George D. Crosby, Jr. shall constitute an Executive Committee (the "Executive Committee") which, shall have and may exercise all the authority of the Board of Directors, except (i) the authority to elect, suspend, or expel members, (ii) the authority to fix the dues, initiation fees, assessments and other charges applicable to members, and (iii) the authority to approve an amendment to the Articles of Incorporation or a plan of merger or consolidation.

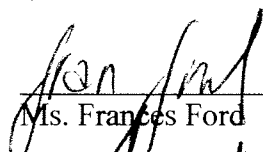
Board of Director:

Witnessed By:

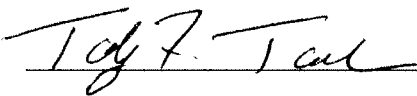


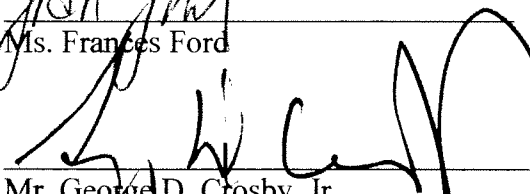
Mr. J. Robert Hicks, Jr.



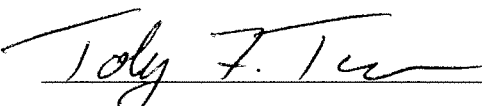


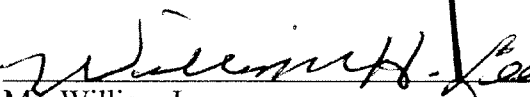
Ms. Frances Ford



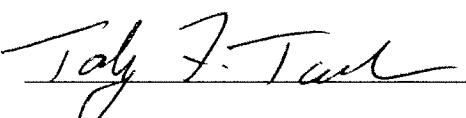


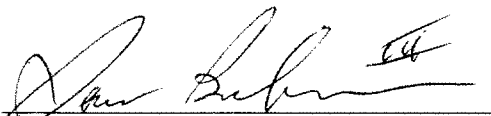
Mr. George D. Crosby, Jr.



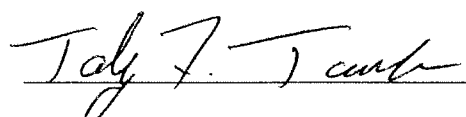



Mr. William Lee



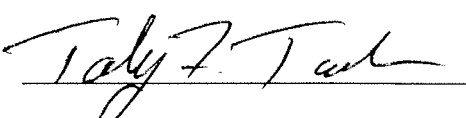


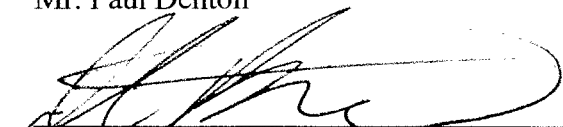
Mr. Sam Barham III



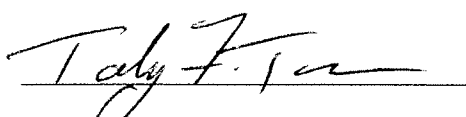


Mr. Paul Denton





Mr. John D. Brecker



DOWNTOWN CLUB OF RICHMOND, INCORPORATED
a Virginia corporation
(the "Club")

RESOLUTIONS OF EXECUTIVE COMMITTEE

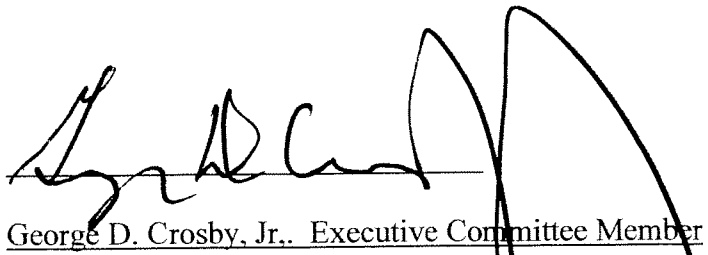
RESOLVED, that the Club shall be, and hereby is, authorized to: (a) file a voluntary petition (the "Petition") for relief under Chapters 7 or 11 of the United States Bankruptcy Code, 11 U.S.C. § 101 et seq. (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Eastern District of Virginia or such other court as the appropriate director/officer or directors/officers of the Club shall determine to be appropriate (the "Bankruptcy Court"); (b) if, prior to filing the Petition, circumstances arise making it necessary or convenient, to consent to the entry of an order for relief and, if appropriate, convert an involuntarily commenced Chapter 7 case to a case under Chapter 11 of the Bankruptcy Code; and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

FURTHER RESOLVED, that J. Robert Hicks, Jr. and/or George D. Crosby, Jr. (collectively, the "Designated Officers" and each a "Designated Officer") shall be, and each of them, acting alone, hereby is, authorized, directed and empowered on behalf of and in the name of the Club to: (a) execute and verify the Petition and all other ancillary documents and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Officer); (b) execute (i) a consent to the entry of an order for relief in an involuntarily commenced Chapter 7 or 11 case, if any, or (ii) a request for conversion of an involuntarily commenced Chapter 7 case, if any, to a case under Chapter 11 of the Bankruptcy Code; (c) execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents (including debtor in possession loan agreements) necessary or desirable in connection with the foregoing; and (d) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as any such Designated Officer may approve;

FURTHER RESOLVED, that the Designated Officers of the Club shall be, and each of them hereby is, authorized, directed and empowered to retain, on behalf of the Club: (a) Tavenner & Beran, PLC; and (b) such additional professionals including, without limitation, attorneys, accountants, financial advisors, investment bankers, consultants or brokers, in each case as in any Designated Officer's judgment may be necessary in connection with the Club's Chapter 7 or 11 case and other related matters, on such terms as such Designated Officer shall approve;

FURTHER RESOLVED, that the law firm, Tavenner & Beran, PLC, and any additional special or local counsel selected by the Designated Officers, if any, shall be, and hereby are, authorized, empowered, and directed to represent the Club, as debtor and debtor in possession, in

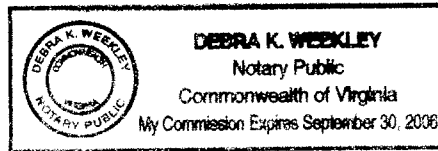
By:


George D. Crosby, Jr., Executive Committee Member

Subscribed and sworn to before me, this 5th day of April, 2006.


Notary Public

My commission expires: 9/30/06



**United States Bankruptcy Court
Eastern District of Virginia
RICHMOND DIVISION**

In re **Downtown Club Of Richmond, Incorporated**

Case No.
Chapter **11**

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is .

2. The following financial data is the latest available information and refers to debtor's condition on **April 7, 2006**.

a.	Total assets	\$	700,000.00
b.	Total debts (including debts listed in 2.c., below)	\$	167,633.60

Approximate
number of
holders

c. Debt securities held by more than 500 holders.

	secured	unsecured	subordinated	
d.	Number of shares of preferred stock			
e.	Number of shares of common stock			

Comments, if any:

Debtor is a Virginia nonstock corporation

3. Brief description of debtor's business:

Business dining club

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

None

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

Downtown Club Of Richmond, Incorporated

Case No. _____

Chapter 11

Debtor(s)

DECLARATION OF DIVISIONAL VENUE

The debtor's domicile, residence, principal place of business or principal assets were located for the greater part of the 180 days preceding the filing of the bankruptcy petition in the indicated city or county [check one box only]:

ALEXANDRIA DIVISION

Cities:

- Alexandria-510
- Fairfax-600
- Falls Church-610
- Manassas-683
- Manassas Park-685

Counties:

- Arlington-013
- Fairfax-059
- Fauquier-061
- Loudoun-107
- Prince William-153
- Stafford-179

RICHMOND DIVISION

Cities:

- Richmond (city)-760
- Colonial Heights-570
- Emporia-595
- Fredericksburg-630
- Hopewell-670
- Petersburg-730

Counties:

- Amelia-007
- Brunswick-025
- Caroline-033
- Charles City-036
- Chesterfield-041
- Dinwiddie-053
- Essex-057
- Goochland-075
- Greensville-081
- Hanover-085
- Henrico-087
- King and Queen-097
- King George-099
- King William-101
- Lancaster-103
- Lunenburg-111
- Mecklenburg-117
- Middlesex-119
- New Kent-127
- Northumberland-133
- Nottoway-135
- Powhatan-145
- Prince Edward-147
- Prince George-149
- Richmond (county) -159
- Spotsylvania-177
- Surry-181
- Sussex-183
- Westmoreland-193

NORFOLK DIVISION

Cities:

- Norfolk-710
- Cape Charles-535
- Chesapeake-550
- Franklin-620
- Portsmouth-740
- Suffolk-800
- Virginia Beach-810

Counties:

- Accomack-001
- Isle of Wight-093
- Northampton-131
- Southampton-175

NEWPORT NEWS DIVISION

Cities:

- Newport News-700
- Hampton-650
- Poquoson-735
- Williamsburg-830

Counties:

- Gloucester-073
- James City-095
- Mathews-115
- York-199

Date: 4/7/2006

/s/ Lynn L. Tavenner
Signature of Attorney or Pro Se Debtor

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

**United States Bankruptcy Court
Eastern District of Virginia
RICHMOND DIVISION**

In re Downtown Club Of Richmond, Incorporated Case No. _____
Debtor 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.

(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>
CGI gmbH HavsInvest Global P O Box 533118 Atlanta, GA 30353	CGI gmbH HavsInvest Global P O Box 533118 Atlanta, GA 30353			\$40,002.63
Walker Carpet 8501 Brook Road Glen Allen, VA 23060	804-262-3636 Walker Carpet 8501 Brook Road Glen Allen, VA 23060			\$36,377.79
Virginia Food Service Group 7422 Ranco Road Richmond, VA 23228	804-237-1001 Virginia Food Service Group 7422 Ranco Road Richmond, VA 23228			\$10,676.47
Servitex P O Box 513 Virginia Beach, VA 23471	804-550-7000 Servitex P O Box 513 Virginia Beach, VA 23471			\$5,277.23
Keany Produce 3310 75th Avenue Landover, MD 20785	301-772-3333 Keany Produce 3310 75th Avenue Landover, MD 20785			\$4,866.85

In re **Downtown Club Of Richmond, Incorporated**
Debtor

Case No. _____
Chapter **11**

List Of Creditors Holding 20 Largest Unsecured Claims

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
The Produce Source P O Box 79033 Baltimore, MD 21279	804-262-8300 The Produce Source P O Box 79033 Baltimore, MD 21279			\$4,620.00
City of Richmond P O Box 26060 Richmond, VA 23247	804-644-3000 City of Richmond P O Box 26060 Richmond, VA 23247			\$4,268.27
Rutherford P O Box 12748 Roanoke, VA 24028	540-982-3511 Rutherford P O Box 12748 Roanoke, VA 24028			\$4,187.00
Grubb & Ellis 823 East Main Street, Suite 1800 Richmond, VA 23219	804-788-1000 Grubb & Ellis 823 East Main Street, Suite 1800 Richmond, VA 23219			\$3,500.00
A M Briggs 2130 Queens Chapel Road NE Washington, DC 20018	800-929-6655 A M Briggs 2130 Queens Chapel Road NE Washington, DC 20018			\$2,922.92
Posiedon Enterprises 11029 Richardson Road, #300 Ashland, VA 23005	800-234-1202 Posiedon Enterprises 11029 Richardson Road, #300 Ashland, VA 23005			\$2,399.61

In re Downtown Club Of Richmond, Incorporated
Debtor

Case No. _____
Chapter 11

List Of Creditors Holding 20 Largest Unsecured Claims

(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>
Optimum Choice P O Box 931 Fredrick, MD 21705	240-379-1939 Optimum Choice P O Box 931 Fredrick, MD 21705			\$2,327.45
Armstrong HS Prom 2300 Cool Lane Richmond, VA 23223	Armstrong HS Prom 2300 Cool Lane Richmond, VA 23223			\$1,200.00
City Ice Company 13600 Permill Springs Chester, VA 23836	804-796-9423 City Ice Company 13600 Permill Springs Chester, VA 23836			\$1,134.57
Penny Simmer 92 Daryl Drive Vernon, CT 06066	Penny Simmer 92 Daryl Drive Vernon, CT 06066			\$1,000.00
Karen Friend 10235 Steuben Drive Glen Allen, VA 23060	Karen Friend 10235 Steuben Drive Glen Allen, VA 23060			\$1,000.00
Wilburn L. Moss 2052 Valley Springs Court Powhatan, VA 23139	Wilburn L. Moss 2052 Valley Springs Court Powhatan, VA 23139			\$1,000.00

In re Downtown Club Of Richmond, Incorporated Debtor Case No. _____
Chapter 11

List Of Creditors Holding 20 Largest Unsecured Claims

(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>
William Harris 5224 Pine Crest Avenue Richmond, VA 23225	William Harris 5224 Pine Crest Avenue Richmond, VA 23225			\$1,000.00
Mickey O. Duggan 209 Knickerbocker Avenue Hillsdale, NJ 07642	Mickey O. Duggan 209 Knickerbocker Avenue Hillsdale, NJ 07642			\$1,000.00
L. Dinunzi 9400 Springhouse Drive Chesterfield, VA 23832	L. Dinunzi 9400 Springhouse Drive Chesterfield, VA 23832			\$1,000.00

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

I, J. Robert Hicks Jr., Executive Committee Member 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: 4/7/2006

Signature: /s/ J. Robert Hicks Jr.

J. Robert Hicks Jr., Executive Committee Member

(Print Name and Title)

A M BRIGGS
2130 QUEENS CHAPEL ROAD NE
WASHINGTON, DC 20018

AMERICAN PEST CONTROL
P O BOX 2857
MECHANICSVILLE, VA 23116

ARMSTRONG HS PROM
2300 COOL LANE
RICHMOND, VA 23223

AUGUSTINE C. BOLLING
429 LASALLE DRIVE
RICHMOND, VA 23225

BARBARA ANDERSON
7015 FOX GREEN WEST
CHESTERFIELD, VA 23832

BARRY J. BURKHOLDER
72 W. CLOPTON STREET
RICHMOND, VA 23225

BENJAMIN W. EMERSON
P O BOX 1998
RICHMOND, VA 23218

BONNIE SALLEY
819 RAMBLEWOOD DRIVE
EASTON, PA 18040

BUNTHOEUM LIM
14 NORTH HARRISON STREET, APT #1
RICHMOND, VA 23220

CAVALIER PRODUCE
221 CARLTON ROAD, UNIT 1
CHARLOTTESVILLE, VA 22902

CBSI
P O BOX 6398
ASHLAND, VA 23005

CECIL MCNAIR
3249 CREEK MEADOW CIRCLE
RICHMOND, VA 23234

CENTRAL PARKING SYSTEM
951 EAST BYRD STREET, SUITE 160
RICHMOND, VA 23219

CETRICE A. HARRIS
3210 ALDE COURT
CHESTERFIELD, VA 23832

CGI GMBH HAVSINVEST GLOBAL
P O BOX 533118
ATLANTA, GA 30353

CHEMTEC DISTRIBUTION SERVICE INC.
P O BOX 9244
RICHMOND, VA 23227

CHRIS W. STEVENS
10221 CHEROKEE ROAD
RICHMOND, VA 23235

CITY ICE COMPANY
13600 PERMILLA SPRINGS
CHESTER, VA 23836

CITY OF RICHMOND
P O BOX 26060
RICHMOND, VA 23247

CLUB FORMS
100-C BISHOP STREET
WINSTON SALEM, NC 27101

COBBLESTONE BAKERY CAFE'
1810 EAST MAIN STREET
RICHMOND, VA 23223

COMCAST
P O BOX 173885
DENVER, CO 80217

COMMONWEALTH OF VIRGINIA
P O BOX 7607
MERRIFIELD, VA 22116

CRAIG M. GILES
1901 CHICAGO AVENUE
RICHMOND, VA 23220

DAVID FINEMAN
900 NORTH STUART STREET, APT. 1420
ARLINGTON, VA 22203

DMX MUSIC
600 CONGRESS AVENUE
AUSTIN, TX 78701

ECR INC.
700 SECOND STREET
WAYNESBORO, VA 22980

ELIZABETH SPENCER
7709 WANYMALA ROAD
RICHMOND, VA 23229

EMC COMPANY
P O BOX 6328
RICHMOND, VA 23230

ERIN D. RAMON
26 HOPE LANE
HICKSVILLE, NY 11801

F. WILSON CRAIGIE JR.
9711 OLD COUNTRY TRACE
RICHMOND, VA 23233

FLOYD D. SELDON
1701 EDWARDS AVENUE
RICHMOND, VA 23224

FRANCIS H. FORD
35 OLD MILL ROAD
RICHMOND, VA 23226

GEORGE D. CROSBY JR.
1801 GREYBATTERY PLACE
RICHMOND, VA 23231

GORDON F. PENICK
P O BOX 5036
GLEN ALLEN, VA 23058

GREAT AMERICAN LEASING CORP.
8742 INNOVATION WAY
CHICAGO, IL 60682

GREAT SOUTHERN LIFE INSURANCE
P O BOX 807004
KANSAS CITY, MO 64180

GRUBB & ELLIS
823 EAST MAIN STREET, SUITE 1800
RICHMOND, VA 23219

JAMES C. STEWART
4300 CONCHIDE TRAIL
RICHMOND, VA 23237

JAMES KETCHUM III
2418 FRANKLIN STREET, APT. 104
RICHMOND, VA 23223

JENNA C. D'AURIA
2014 GROVE AVENUE, APT #1
RICHMOND, VA 23220

JESSICA D. HARRISON
4412 PATTERSON AVENUE
RICHMOND, VA 23221

JIMMIE LEE POPE
3804 #F DELMONT STREET
RICHMOND, VA 23222

JOANNA A. VITUG
1017 TRAPPINGS WYND
VIRGINIA BEACH, VA 23455

JOHN BRECKER
2224 STUART AVENUE
RICHMOND, VA 23220

JOSEPH G. BOWDEN JR.
10607 BURKWOOD COURT
CHESTER, VA 23831

JOSHUA E. BUSH
13 STRAWBERRY STREET
RICHMOND, VA 23330

KAREN FRIEND
10235 STEUBEN DRIVE
GLEN ALLEN, VA 23060

KATHY WEBBER
4337 BRIXTON ROAD
RICHMOND, VA 23832

KEANY PRODUCE
3310 75TH AVENUE
LANDOVER, MD 20785

KEITH L. BURNSON
1062 ST. PAUL STREET
RICHMOND, VA 23220

L. DINUNZI
9400 SPRINGHOUSE DRIVE
CHESTERFIELD, VA 23832

LAUREN A. D'AURIA
1101 GROVE AVENUE, APT #5
RICHMOND, VA 23220

LAUREN B. NEAL
6806 BERKLEY ESTATES LANE
RICHMOND, VA 23226

LORRAINE COUNCIL
5811 WESTTOWER DRIVE, APT #2
RICHMOND, VA 23225

MARK W. LEWIS
1831 WEST GRACE STREET, APT #1
RICHMOND, VA 23220

MICHAEL STUCKEY
1931 LAKEVIEW AVENUE
RICHMOND, VA 23220

MICKY O. DUGGAN
209 KNICKERBOCKER AVENE
HILLSDALE, NJ 07642

MORGAN J. EDWARDS III
1616 DELMA DRIVE
RICHMOND, VA 23228

OPTIMUM CHOICE
P O BOX 931
FREDRICK, MD 21705

PAUL E. DENTON
7130 GLEN FOREST SUITE 110
RICHMOND, VA 23236

PENNY SIMMER
92 DARYL DRIVE
VERNON, CT 06066

PEPSI COLA
P O BOX 75948
CHICAGO, IL 60675

PHONOM
P O BOX 2918
RICHMOND, VA 23228

POSIEDON ENTERPRISES
11029 RICHARDSON ROAD, #300
ASHLAND, VA 23005

PRODUCE SOURCE
8411 SANFORD DRIVE
RICHMOND, VA 23228

QUILL CORP.
P O BOX 94081
PALATINE, IL 60094

RACHEL S. NICHOLSON
1310 FLOYD AVENUE
RICHMOND, VA 23220

RICHMOND THE CITY MAGAZINE
2201 WEST BROAD STREET, SUITE 105
RICHMOND, VA 23220

J. ROBERT HICKS JR.
3718 STRATFORD ROAD
RICHMOND, VA 23225

RUTHERFORD
P O BOX 12748
ROANOKE, VA 24028

S&D COFFEE
P O BOX 1628
CONCORD, NC 28026

SAMUEL D. BARNHAM III
CONSOLIDATED BANK & TRUST CO.
320 N. FIRST & MARSHALL STREET
RICHMOND, VA 23219

SERVITEX
P O BOX 513
VIRGINIA BEACH, VA 23471

SHAWN L. CHEATHAM
304 SOUTH SEDAR AVENUE
HIGHLAND SPRINGS, VA 23075

STENIO CATOR
8804 THREE CHOPT ROAD, APT 303
RICHMOND, VA 23229

STEPHANIE C. BOLLING
429 LASALLE DRIVE
RICHMOND, VA 23225

SUNTRUST BANK
P O BOX 26202
RICHMOND, VA 23260

TERILYNNE PETERSEN
403 WINDMERE DRIVE
COLONIAL HEIGHTS, VA 23834

THE GARDEN LILY
3319 WEST CARY STREET
RICHMOND, VA 23221

THE PRODUCE SOURCE
P O BOX 79033
BALTIMORE, MD 21279

TIMOTHY D. GRADWELL
1050 WARMINISTER DRIVE
MIDLOTHIAN, VA 23113

TOBY F. TOMKO
102 DURRINGTON PLACE
RICHMOND, VA 23236

TOMMY'S GARDEB
1009 LAFAYETTE STREET
RICHMOND, VA 23221

TONYA A. PAIGE
1224 EAST ST. JAMES STREET
RICHMOND, VA 23220

VIRGINIA FOOD SERVICE GROUP
7422 RANCO ROAD
RICHMOND, VA 23228

WALKER CARPET
8501 BROOK ROAD
GLEN ALLEN, VA 23060

WILBURN L. MOSS
2052 VALLEY SPRINGS COURT
POWHATAN, VA 23139

WILLIAM E. KING
12709 HOGANS DRIVE
CHESTER, VA 23836

WILLIAM H. POPE
2301 BARTON AVENUE, APT #6
RICHMOND, VA 23222

WILLIAM HARRIS
5224 PINE CREST AVENUE
RICHMOND, VA 23225

**UNITED STATES BANKRUPTCY COURT
Eastern District of Virginia**

In re:

Case No. _____

Downtown Club Of Richmond, Incorporated

54-0563930

Chapter **11**

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 11 sheet(s) is complete, correct and consistent with the debtor's schedules pursuant to Local Bankruptcy Rules and I/we assume all responsibility for errors and omissions.

Dated: 4/7/2006

Signed: /s/ J. Robert Hicks Jr.
J. Robert Hicks Jr., Executive Committee Member

Signed: /s/ Lynn L. Tavenner

Lynn L. Tavenner
Bar No. **VA - 30083**

SALES FOR THE MONTH

COMPARISON SUMMARY

FEBRUARY 2006

PAGE 1

	2006	2006	2005	CURRENT YEAR TO DATE	LAST YEAR TO DATE
	<u>FEBRUARY</u>	<u>JANUARY</u>	<u>FEBRUARY</u>		
LUNCHEON					
DINING ROOM	\$3,330	\$3,663	\$4,482	\$52,145	\$60,749
BANQUET	\$7,821	\$5,191	\$8,954	\$104,335	\$94,286
CATERED LUNCHESES	\$1,592	\$2,035	\$6	\$30,511	\$25,138
BREAKFAST	<u>\$2,782</u>	<u>\$3,425</u>	<u>\$4,930</u>	<u>\$29,402</u>	<u>\$36,861</u>
SUB TOTAL	\$15,525	\$14,314	\$18,372	\$216,393	\$217,034
DINNER					
DINING ROOM	\$5,850	\$2,650	\$3,603	\$35,507	\$33,988
BANQUET DINNERS	\$11,105	\$7,117	\$10,002	\$146,003	\$153,569
BANQUET COCKTAIL					
PARTY FOOD	<u>\$8,283</u>	<u>\$8,421</u>	<u>\$520</u>	<u>\$128,542</u>	<u>\$104,894</u>
SUB TOTAL	\$25,238	\$18,188	\$14,125	\$310,052	\$292,451
TOTAL FOOD SALES	\$40,763	\$32,502	\$37,842	\$526,445	\$509,485
TOTAL BAR SALES	<u>\$9,907</u>	<u>\$7,833</u>	<u>\$9,647</u>	<u>\$168,273</u>	<u>\$160,694</u>
TOTAL SALES	\$50,670	\$40,335	\$47,489	\$694,718	\$670
AVERAGE MEAL PRICE					
LUNCHEON					
DINING ROOM	\$14.93	\$14.59	\$11.07		
BANQUET	\$17.30	\$17.72	\$13.23		
CATERED LUNCHESES	\$9.31	\$9.78	\$13.72		
BREAKFAST	\$11.69	\$11.57	\$11.18		
DINNER					
DINING ROOM	\$31.79	\$25.98	\$25.92		
BANQUET	\$33.65	\$31.49	\$25.65		
MEAL COUNT					
LUNCHEON					
DINING ROOM	223	251	405		
BANQUET	452	293	677		
CATERED LUNCHESES	171	208	390		
BREAKFAST	<u>238</u>	<u>296</u>	<u>441</u>		
TOTAL	1084	1048	1913		
DINNER					
DINING ROOM	184	102	139		
BANQUET	<u>330</u>	<u>226</u>	<u>390</u>		
TOTAL	514	328	529		
DAYS OPEN:	22	25	24		

DOWNTOWN CLUB OF RICHMOND, INC.
 FINANCIAL SUMMARY
 FOR THE TEN MONTHS ENDING FEBRUARY 28, 2006

	CURRENT YEAR TO DATE		PRIOR YEAR TO DATE		
	ACTUAL	BUDGET	FAVORABLE (UNFAV)	LAST YR ACTUAL	FAVORABLE (UNFAV)
INCOME:					
FOOD & BEVERAGE SALES	\$694,717	\$638,651	\$56,066	\$670,179	\$24,538
COST OF GOODS SOLD	<u>(\$207,410)</u>	<u>(\$190,578)</u>	<u>(\$16,832)</u>	<u>(\$214,308)</u>	\$6,898
GROSS PROFIT	\$487,307	\$448,073	\$39,234	\$455,871	\$31,436
GROSS PROFIT PERCENTAGE	70%	70%	0%	68%	+3%
MEMBERSHIP DUES	\$159,765	\$149,139	\$10,626	\$171,877	(\$12,112)
FINANCE CHARGE INCOME	\$1,139	\$1,665	(\$526)	\$1,802	(\$663)
UNSPENT MINIMUM	\$11,130	\$13,000	(\$1,870)	\$12,497	(\$1,367)
INITIATION FEES	\$9,950	\$10,315	(\$365)	\$10,100	(\$150)
INVESTMENT INCOME	\$115	\$135	(\$20)	\$144	(\$29)
SET UP/ROOM FEE INCOME	\$64,871	\$58,585	\$6,286	\$62,082	\$2,789
RENTAL (equip. etc) INCOME	\$10,087	\$10,203	(\$116)	\$9,265	\$822
PARKING INCOME	\$5,066	\$4,531	\$535	\$4,841	\$225
SPECIAL EVENT INCOME	\$4,146	\$14,495	(\$10,349)	\$0	\$4,146
MISCELLANEOUS INCOME	\$3,400	\$4,500	(\$1,100)	<u>\$9,603</u>	<u>(\$6,203)</u>
TOTAL INCOME	\$756,976	\$714,641	<u>\$42,335</u>	\$738,082	\$18,894
OPERATING EXPENSES					
(Excluding Rent & Depreciation)	<u>\$715,948</u>	<u>\$586,559</u>	<u>(\$129,389)</u>	<u>\$634,413</u>	<u>(\$81,535)</u>
NET INCOME (LOSS) (before rent & depreciation)	\$41,028	\$128,082	<u>(\$87,054)</u>	\$103,669	(\$62,641)
RENT	<u>\$94,043</u>	<u>\$81,000</u>	(\$13,043)	<u>\$88,597</u>	(\$5,446)
NET INCOME (LOSS) AFTER RENT	(\$53,015)	\$47,082	(\$100,097)	\$15,072	(\$68,087)
DEPRECIATION	<u>\$24,000</u>	<u>\$19,800</u>	(\$4,200)	<u>\$23,000</u>	(\$1,000)
NET INCOME (LOSS) FOR THE PERIOD	(\$77,015)	\$27,282	(\$104,297)	(\$7,928)	(\$69,087)

**DOWNTOWN CLUB OF RICHMOND INC.
STATEMENT OF CHANGES IN CASH
FOR THE TEN MONTHS ENDED FEBRUARY 28, 2006**

	MONTH OF FEBRUARY	YEAR TO DATE	YEAR TO DATE BUDGET
NET INCOME (LOSS)	(\$27,718)	(\$77,014)	(\$12,808)
ADD NONCASH EXPENSES:			
DEPRECIATION	\$2,400	\$23,999	\$22,000
RENT	\$6,182	\$61,828	\$65,348
INTEREST ON CAPITAL LEASE	\$762	\$8,422	\$8,422
LESS: RENT PAYMENTS	(\$10,337)	(\$103,372)	(\$103,370)
CHANGE IN DEFERRED DUES	(\$1,203)	(\$5,007)	\$0
NET CASH INCOME	(\$29,914)	(\$91,144)	(\$20,408)
DEBT SERVICE:			
PAYMENTS ON MET LIFE NOTE	(\$1,856)	(\$17,952)	(\$17,952)
LINE OF CREDIT	\$0	\$20,000	\$0
NET CHANGE IN CASH AFTER DEBT SERVICE	(\$31,770)	(\$89,096)	(\$38,360)
(INCREASE) DECREASE IN ACCOUNTS RECEIVABLE	\$28,826	\$16,183	\$16,183
(INCREASE) DECREASE IN INVENTORY AND PREPAID EXPENSES	\$7,697	(\$2,988)	(\$2,988)
INCREASE (DECREASE) IN ACCTS. PAYABLE & ACCRUED EXPNS.	\$11,415	\$13,263	\$13,263
PURCHASE OF FIXED ASSETS	(\$1)	(\$24,788)	(\$24,788)
NET INCREASE (DECREASE) IN CASH	\$16,167	(\$87,426)	(\$36,690)
CASH AT BEGINNING OF PERIOD	(\$5,789)	\$97,804	\$97,804
CASH AT END OF PERIOD	\$10,378	\$10,378	\$61,114

DOWNTOWN CLUB OF RICHMOND, INC.
BALANCE SHEET
as of February 2006

* * * * A S S E T S * * * *

CURRENT ASSETS:

CAPITAL IMPROVEMENT FUND	37,670.30	
CHANGE FUND	490.00	
ON DEPOSIT - SUNTRUST BANK	(27,782.28)	

TOTAL CASH FUNDS		10,378.02

ACCOUNTS RECEIVABLE:

ACCOUNTS RECEIVABLE - MEMBERS	47,590.25	
PREPAID DEPOSITS	(29,791.02)	
RESERVE FOR DOUBTFUL ACCOUNTS	(2,895.98)	
ACCRUED INTEREST ON INVESTMENTS	.00	

TOTAL ACCOUNTS RECEIVABLE		14,903.25

INVENTORIES:

INVENTORY - BAR	11,590.40	
INVENTORY - KITCHEN	14,667.11	
INVENTORY - MENUS, FOOD CHECKS, ETC	1,352.25	

TOTAL INVENTORIES		27,609.76

PREPAID EXPENSES:

PREPAID - CHINA, SILVER, GLASSWARE	4,487.35	
PREPAID - OTHER	13,136.80	

TOTAL PREPAID EXPENSES		17,624.15

TOTAL CURRENT ASSETS		-----
		70,515.18

FIXED ASSETS:

LEASED IMPROVEMENTS

LEASED IMPROV. FURN. & EQUIP.	583,532.84	
ACCUM. DEPN. - LEASED IMPROV.	(544,264.97)	

NET LEASED IMPROVEMENTS		39,267.87

FURNITURE & FIXTURES:

FURNITURE & FIXTURES	12,271.54	
RESERVE FOR DEPRECIATION - F & F	(10,295.74)	

NET FURNITURE & FIXTURES		1,975.80

DOWNTOWN CLUB OF RICHMOND, INC.
BALANCE SHEET
as of February 2006

* * * * A S S E T S * * * *

CLUB DECORATIONS & FURNITURE:

CLUB DECORATIONS & FURNITURE	55,747.01	
RESERVE FOR DEPR.-CLUB DECOR & FURN	(46,987.55)	
NET CLUB DECORATIONS & FURNITURE		8,759.46

LEASEHOLD IMPROVEMENTS:

LEASEHOLD IMPROVEMENTS	182,395.18	
RESERVE FOR DEPRECIATION - LEASEHOLD	(97,194.17)	
NET LEASEHOLD IMPROVEMENTS		85,201.01

BAR & KITCHEN EQUIPMENT:

BAR & KITCHEN EQUIPMENT	42,449.25	
RESERVE FOR DEPRECIATION - BAR EQUIP	(38,426.99)	
NET BAR & KITCHEN EQUIPMENT		4,022.26

TOTAL ASSETS		209,741.58
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DOWNTOWN CLUB OF RICHMOND, INC.
BALANCE SHEET
as of February 2006

* * * * LIABILITIES and RETAINED EARNINGS * * * *

CURRENT LIABILITIES:

ACCOUNTS PAYABLE	28,657.39	
CAP IMP FUND LIABILITY	29,070.30	
EMPLOYEE SAVINGS	646.92	
EMPLOYEE CHRISTMAS FUND	61.66	
EMPLOYEE TIPS PAYABLE	14,529.29	

TOTAL CURRENT LIABILITIES		72,965.56

PAYROLL TAXES:

SOCIAL SECURITY TAXES PAYABLE	.00	
WITHHOLDING TAXES PAYABLE - FEDERAL	(69.49)	
WITHHOLDING TAXES PAYABLE - STATE	696.00	
ACCRUED U.C.C. TAXES	(3,965.99)	

TOTAL PAYROLL TAXES PAYABLE		(3,339.48)

NOTES PAYABLE

LINE OF CREDIT	20,000.00	
MET LIFE NOTE	135,261.22	

TOTAL NOTES PAYABLE		155,261.22

SALES TAXES PAYABLE:

STATE SALES TAX	3,526.48	
CITY SALES TAX - FOOD	3,040.22	

TOTAL SALES TAXES PAYABLE		6,566.70

ACCRUED EXPENSES:

ACCRUED SALARIES	14,114.61	
ACCRUED VACATIONS	3,207.92	

TOTAL ACCRUED EXPENSES		17,322.53

TOTAL CURRENT LIABILITIES		-----
		248,776.53

DEFERRED INCOME:

DEFERRED DUES - NON RESIDENT	80.00	
UNAMORTIZED LEASE INCENTIVE	20,071.38	
ACCRUED RENT	107,364.64	
ACCRUED PERSONAL PROPERTY TAX	49,000.00	
CAPITAL LEASE OBLIGATIONS	89,397.82	

TOTAL DEFERRED INCOME		265,913.84

DOWNTOWN CLUB OF RICHMOND, INC.
BALANCE SHEET
as of February 2006

* * * * LIABILITIES and RETAINED EARNINGS * * * *

TOTAL LIABILITIES 514,690.37

CAPITAL:

SURPLUS (227,934.15)

NET EARNINGS - CURRENT YEAR (77,014.64)

TOTAL LIABILITIES and RETAINED EARNINGS 209,741.58

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DOWNTOWN CLUB OF RICHMOND, INC.
STATEMENT OF INCOME & EXPENSES
as of February 2006

	THIS YEAR		MONTH to DATE		LAST YEAR		THIS YEAR		YEAR to DATE		LAST YEAR	
	AMT	%	AMT	%	AMT	%	AMT	%	AMT	%	AMT	%
FOOD & BEVERAGE SALES	50,670.30		48,591.00		47,489.62		694,716.65		687,242.00		670,179.58	
LESS COST OF GOODS SOLD	20,177.78		14,920.00		16,670.08		207,410.09		205,498.00		214,308.36	
GROSS PROFIT FROM SALES	30,492.52		33,671.00		30,819.54		487,306.56		481,744.00		455,871.22	
DUES INCOME	15,459.65		16,911.00		16,877.66		159,764.98		166,050.00		171,877.66	
FINANCE CHARGE INCOME	37.01		185.00		327.21		1,139.43		1,850.00		1,802.16	
UNUSED MINIMUM	.00		.00		(5.30)		11,129.85		13,000.00		12,496.74	
INITIATION FEE INCOME	175.00		.00		2,325.00		9,950.00		11,460.00		10,100.00	
INVESTMENT INCOME	52.62		1,145.00		22.08		114.64		150.00		143.80	
INCOME - SETUP/ROOM FEE	4,275.06		15.00		3,381.60		64,871.32		63,285.00		62,081.77	
RENTAL (equip, etc) INCOME	395.00		4,700.00		525.00		10,087.53		11,020.00		9,264.76	
PARKING INCOME	559.00		817.00		780.00		4,145.80		4,895.00		4,841.00	
SPECIAL EVENTS INCOME	.00		1,600.00		5,250.95		3,400.28		16,095.00		7,987.82	
MISCELLANEOUS INCOME	350.00		500.00		.00				5,000.00		.00	
TOTAL INCOME	51,795.86		59,908.00		60,303.74		756,976.39		774,549.00		736,466.93	
EXPENSES												
TELEPHONE	544.29		600.00		632.20		5,944.80		6,000.00		6,199.66	
INSURANCE - GENERAL	1,830.00		2,083.00		1,830.00		18,300.00		20,830.00		18,300.00	
POSTAGE	300.00		417.00		.00		4,066.64		4,170.00		3,000.00	
GROUP INSURANCE	3,916.96		2,500.00		2,400.61		31,647.61		25,000.00		25,487.82	
UTILITIES: GAS-WATER-ELEC.	6,426.93		3,416.00		3,223.65		43,332.85		34,168.00		36,940.61	
UNIFORMS-LINEN & LAUNDRY	2,425.14		1,363.00		1,564.06		26,821.91		18,362.00		21,181.30	
KITCHEN PAYROLL & TAXES	14,375.97		11,950.00		11,468.66		131,847.80		134,750.00		132,059.91	
SERVICE PAYROLL & TAXES	9,421.10		10,040.00		9,173.48		119,500.76		100,605.00		97,028.59	
INTEREST EXPENSE	1,920.20		1,791.00		2,157.42		19,445.12		19,316.00		22,849.67	
BAD DEBTS	125.00		125.00		300.00		1,250.00		1,250.00		3,000.00	
ADDITIONAL EXPENSES (from pg 6	25,185.68		27,231.00		27,647.12		313,790.08		283,624.00		266,750.81	
TOTAL EXPENSES	66,471.27		61,516.00		60,397.20		715,947.57		648,075.00		632,798.37	
INCOME BEFORE RENT & DEPRECIAT	(14,675.41)		(1,608.00)		(93.46)		41,028.82		126,474.00		103,668.56	
RENT	10,642.85		9,000.00		5,947.96		94,043.46		90,000.00		88,596.76	
NET INCOME AFTER RENT	(25,318.26)		(10,608.00)		(6,041.42)		(53,014.64)		36,474.00		15,071.80	
DEPRECIATION	2,400.00		2,200.00		2,300.00		24,000.00		22,000.00		23,000.00	
NET PROFIT AFTER DEPRECIATION	(27,718.26)		(12,808.00)		(8,341.42)		(77,014.64)		14,474.00		(7,928.20)	
NET INCOME	(27,718.26)		(12,808.00)		(8,341.42)		(77,014.64)		14,474.00		(7,928.20)	

DOWNTOWN CLUB OF RICHMOND, INC.
GENERAL EXPENSES
as of February 2006

	THIS YEAR		MONTH to DATE		LAST YEAR		THIS YEAR		YEAR to DATE		LAST YEAR	
	AMT	%	AMT	%	AMT	%	AMT	%	AMT	%	AMT	%
ADMINISTRATIVE PAYROLL	12,951.13		14,100.00		12,482.62		148,599.32		141,600.00		127,137.55	
PAYROLL TAXES	1,009.20		1,218.00		1,011.72		12,272.10		12,180.00		10,778.71	
PROMOTION & ADVERTISING	151.09		1,000.00		2,451.06		9,649.56		10,000.00		12,804.97	
TAXES & LICENSES	600.00		600.00		600.00		6,000.00		6,000.00		6,000.00	
LEGAL/ACCOUNT/PROFESSIONAL	410.00		450.00		410.00		4,100.00		4,500.00		4,100.00	
OFFICE SUPPLIES	49.84		150.00		136.39		2,700.17		1,500.00		3,019.91	
TELEVISION & MUSIC	81.93		75.00		74.78		1,088.28		1,380.00		1,459.54	
REPAIRS	2,062.28		1,500.00		1,923.96		31,600.96		15,000.00		16,903.99	
PEST CONTROL	75.00		75.00		75.00		675.00		750.00		750.00	
DIRECTORS' MEETING EXPENSE	.00		60.00		40.00		1,717.51		1,080.00		1,482.00	
HOUSE COMMITTEE EXPENSE	.00		20.00		26.00		135.00		200.00		191.00	
FINANCE COMMITTEE EXPENSE	.00		20.00		24.00		167.00		200.00		203.00	
MEMBERSHIP COMMITTEE EXPENSE	.00		20.00		.00		105.00		200.00		170.50	
EXECUTIVE COMMITTEE EXPENSE	.00		10.00		10.00		85.00		100.00		49.30	
MEETINGS-OTHER	30.00		25.00		.00		296.50		250.00		206.62	
DUES, SUBSCRIPTIONS & BOOKS	25.00		30.00		.00		2,435.85		5,275.00		2,775.07	
SPECIAL EVENT/ENTERTAINMENT	104.00		1,640.00		921.44		6,364.17		16,415.00		3,043.82	
EQUIPMENT LEASE	234.99		237.00		237.11		2,463.12		2,370.00		3,091.91	
FLOWERS & DECORATIONS	150.20		128.00		127.44		2,284.41		1,952.00		1,758.27	
MISCELLANEOUS EXPENSE	.00		20.00		.00		2,506.97		200.00		463.20	
BANK CHARGES	1,668.24		1,279.00		1,527.12		16,760.31		12,906.00		15,412.70	
EMPLOYEE MEALS	600.00		600.00		1,199.80		6,295.31		6,000.00		10,389.80	
PARKING-STAFF	960.00		1,000.00		1,140.00		7,980.00		9,760.00		10,320.00	
PARKING-MEMBERS/GUESTS	675.00		650.00		960.00		7,668.00		6,500.00		6,186.00	
NEWSLETTER & LETTER WRITING	668.85		400.00		283.50		9,496.52		3,400.00		3,515.34	
ANNUAL MEETING EXPENSE	.00		.00		.00		2,383.35		1,200.00		1,681.80	
PERSONNEL PROCUREMENT	.00		50.00		.00		405.00		500.00		549.16	
KITCHEN & DINING ROOM SUPPLIES	2,637.60		999.00		1,454.48		23,495.87		13,456.00		13,313.57	
MENUS, FOOD CHECKS ETC.	41.25		75.00		.00		452.35		750.00		1,098.49	
CHINA GLASS SILVER UTENSILS	.00		700.00		331.35		2,690.85		7,000.00		6,855.82	
BAR SUPPLIES	.00		100.00		199.35		916.60		1,000.00		1,038.77	
TOTAL EXPENSES	25,185.68		27,231.00		27,647.12		313,790.08		283,624.00		266,750.81	

DOWNTOWN CLUB OF RICHMOND, INC.
 FOOD & REV SALES - LESS COST
 as of February 2006

	THIS YEAR		MONTH to DATE		LAST YEAR		THIS YEAR		YEAR to DATE		LAST YEAR	
	AMT	%	AMT	%	AMT	%	AMT	%	AMT	%	AMT	%
SALES-LUNCH	15,525.25		24,317.00		23,717.37		216,392.57		222,517.00		217,034.03	
SALES-DINNER	25,237.55		14,482.00		14,124.80		310,050.89		299,840.00		292,450.79	
TOTAL FOOD SALES	40,762.80		38,799.00		37,842.17		526,443.46		522,357.00		509,484.82	
COST OF SALES - FOOD	18,429.87		13,702.00		17,167.21		180,826.63		182,904.00		199,165.95	
EMPLOYEE MEAL CREDIT	695.00		780.00		2,962.00		9,609.50		9,580.00		16,367.84	
FOOD COST	17,734.87	44	12,922.00	33	14,205.21	38	171,217.13	33	173,324.00	33	182,798.11	36
GROSS PROFIT	23,027.93		25,877.00		23,636.96		355,226.33		349,033.00		326,686.71	
RECEIPTS - LIQUOR	3,937.50		2,325.00		2,182.75		60,135.59		47,537.00		44,639.15	
COST OF SALES - LIQUOR	726.48	18	359.00	15	389.32	18	9,565.49	16	7,230.00	15	6,914.25	15
GROSS PROFIT	3,211.02		1,966.00		1,797.43		50,570.10		40,307.00		37,724.90	
RECEIPTS- WINE	3,315.00		2,073.00		1,995.25		37,522.35		45,899.00		44,195.93	
COST OF SALES - WINE	564.22	17	383.00	18	540.08	27	9,007.59	24	8,360.00	18	8,345.01	19
GROSS PROFIT	2,750.78		1,690.00		1,455.17		28,514.76		37,539.00		35,850.92	
RECEIPTS- BEER	890.00		1,178.00		1,148.25		18,700.60		27,596.00		26,902.28	
COST OF SALES- BEER	245.71	28	276.00	23	218.56	19	4,525.13	24	6,397.00	23	6,726.55	25
GROSS PROFIT	644.29		902.00		929.69		14,175.47		21,199.00		20,175.73	
RECEIPTS - BAR OTHER	1,765.00		4,216.00		4,321.20		51,914.65		43,853.00		44,957.40	
COST OF SALES - OTHER	906.50	51	980.00	23	1,220.91	31	13,094.75	25	10,187.00	23	9,524.44	21
GROSS PROFIT	858.50		3,236.00		3,100.29		38,819.90		33,666.00		35,432.96	

COMMONWEALTH OF VIRGINIA



DEPARTMENT OF TAXATION

RICHMOND 23215

September 4, 1970

Downtown Club of Richmond, Inc.
P. O. Box 1049
Richmond, Virginia 23208

Re: Downtown Club of Richmond, Inc.

Dear Sir:

Your request of September 4, 1970 in relation to the above corporation, has been received.

Section 58-128 of the Code of Virginia exempts from the corporation income tax, corporations not organized or conducted for pecuniary profit.

The above named corporation is a non-profit, non-dividend paying corporation. For so long a time as it is operated in accordance with its existing charter, the corporation will be held not liable to the Virginia State income tax, on the ground that it is not organized or conducted for pecuniary profit.

Very truly yours,

A handwritten signature in cursive script, reading 'William J. West'.

William J. West, Director
Division of Corporation Taxes

WJW:vk

CHARTER



U. S. TREASURY DEPARTMENT
INTERNAL REVENUE SERVICE

DISTRICT DIRECTOR
RICHMOND 19, VIRGINIA
P. O. Box 6-G

July 22, 1954

IN REPLYING REFER TO:

And:FB:IC:WTP-2

Downtown Club of Richmond, Inc.
9th and Bank Streets
Richmond 19, Virginia

Gentlemen:

It is the opinion of this office, based upon the evidence presented, that you are exempt from Federal income tax under the provisions of section 101(9) of the Internal Revenue Code, as amended.

Accordingly, you are not required to file income tax returns unless you change the character of your organization, the purposes for which you were organized, or your method of operation. Any such changes should be reported immediately to the District Director of Internal Revenue, Richmond, Virginia, in order that their effect upon your exempt status may be determined.

You are required, however, to file an information return, Form 990, annually, with the District Director of Internal Revenue, Richmond, Virginia, so long as this exemption remains in effect. This form may be obtained from the Collections Division, District Director of Internal Revenue, Richmond, Virginia, and is required to be filed on or before the fifteenth day of the fifth month following the close of your annual accounting period.

Very truly yours,

C. W. Glotzbach
Acting District Director

By: W. O. Alexander
Chief, Audit Division

WTP:EOF

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division

In re:)
)
DOWNTOWN CLUB OF) Chapter 11
RICHMOND, INCORPORATED,)
)
Debtor.)

CORPORATE OWNERSHIP STATEMENT

Pursuant to FRBP 1007(a)(1), or FRBP 7007.1(a) the undersigned counsel for the following corporate entity:

Downtown Club Of Richmond, Incorporated

in the above captioned case certifies that the following corporations, other than a governmental unit, directly or indirectly owns 10% or more of any class of the corporation's equity interest, or states that there are no entities to report under FRBP 1007(a)(1), or FRBP 7007.1(a):

No entities to report under FRBP 1007(a)(1), or FRBP 7007.1(a) *[Check if applicable]*

April 7, 2006
Date

/s/ Lynn L. Tavenner
Proposed Counsel

Lynn L. Tavenner, Esquire (Va. Bar No. 30083)
Paula S. Beran, Esquire (Va. Bar No. 34679)
Tavenner & Beran, PLC
20 North Eighth Street, Second Floor
Richmond, Virginia 23219
Telephone: (804) 783-8300
Telecopy: (804) 783-0178

Proposed Counsel for the Debtor