
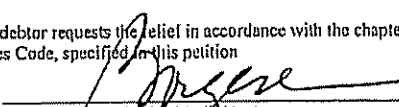


| United States Bankruptcy Court District of Delaware | | Voluntary Petition |
|---|---|--|
| Name of Debtor (if individual, enter Last, First, Middle): Charlie Brown's of Berwyn, LLC | | Name of Joint Debtor (Spouse) (Last, First, Middle): |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Attached Schedule I | | 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 ID (ITIN) No./Complete EIN (if more than one, state all): 20-0083347 | | Last four digits of Soc. Sec. or Individual-Taxpayer ID (ITIN) No./Complete EIN (if more than one, state all): |
| Street Address of Debtor (No. and Street, City, and State): 1450 Route 22 West, Mountainside, New Jersey 07092 <div style="text-align: right;">ZIP CODE 07092</div> | | Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div> |
| County of Residence or of the Principal Place of Business: Union County, New Jersey | | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div> | | Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div> |
| Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div> | | |
| Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below) | Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code) | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts |
| Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form 3A <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only) Must attach signed application for the court's consideration. See Official Form 3B | | Chapter 11 Debtors Check 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 checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000 Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |
| Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. | | THIS SPACE IS FOR COURT USE ONLY |
| Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input 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 | | |
| Estimated Assets <input checked="" 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 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 | | |
| Estimated Liabilities <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 type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" 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 | | |

| | | | |
|--|--------------------------------------|---|--|
| Voluntary Petition <i>(This page must be completed and filed in every case.)</i> | | Name of Debtor(s): Charlie Brown's of Berwyn, LLC | |
| All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.) | | | |
| Location Where Filed: | 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: See Attached Schedule 2 | Case Number: See Attached Schedule 2 | Date Filed: See Attached Schedule 2 | |
| District: District of Delaware | Relationship: Affiliate | Judge: Pending | |
| Exhibit A (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.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition | | Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date) | |
| 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? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> 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.) | | | |
| <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action 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.) | | | |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)) | | | |

| | | | |
|--|--|--|--|
| Voluntary Petition <i>(This page must be completed and filed in every case.)</i> | | Name of Debtor(s): Charlie Brown's of Berwyn, LLC | |
| Signatures | | | |
| Signature(s) of Debtor(s) (Individual/Joint) | | Signature of a Foreign Representative | |
| 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. | | 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.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 S are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached. | |
| X _____ Signature of Debtor | | X _____ (Signature of Foreign Representative) | |
| X _____ Signature of Joint Debtor | | _____ (Printed Name of Foreign Representative) | |
| X _____ Telephone Number (if not represented by attorney) | | _____ Date | |
| _____ Date | | _____ Date | |
| Signature of Attorney* | | Signature of Non-Attorney Bankruptcy Petition Preparer | |
| X  Mark D. Collins (No. 2981) RICHARDS LAYTON & FINER P A One Rodney Square 920 North King Street Wilmington, Delaware 19801 Telephone: (302) 651-7700 Facsimile: (302) 651-7701 -and- Joel H. Levitt CAHILL GORDON & REINDEL LLP Eighty Pine Street New York, New York 10005 Telephone: (212) 701-3000 Facsimile: (212) 269-5420 Date: November 17, 2010 | | 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 | |
| * In a case in which § 107(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 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 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  _____ Signature of Authorized Individual Samuel N. Borgese _____ Printed Name of Authorized Individual _____ Designated Party _____ Title of Authorized Individual _____ November 17, 2010 _____ Date | | | |

LIST OF OTHER NAMES OF DEBTORS

During the eight years prior to the commencement of their chapter 11 bankruptcy cases, the above-captioned debtor and/or its debtor affiliates may have used or been known by the following names (including trade names):

1. Jolley Trolley;
2. The Office;
3. The Office and Jolley Trolley;
4. The Office Beer Bar and Grill;
5. Charlie Brown's;
6. Charlie Brown's Steakhouse;
7. Bugaboo;
8. Bugaboo Creek; and
9. Bugaboo Creek Steakhouse.

SCHEDULE 2

LIST OF AFFILIATED DEBTORS

On November 17, 2010, all of the following affiliated entities listed in alphabetical order below filed separate, voluntary petitions under chapter 11 of the Bankruptcy Code with this Court. Contemporaneously herewith, these entities filed a motion requesting joint administration of their chapter 11 cases under the lead case.

1. 1820 Central Park Avenue Restaurant Corp.
2. Bugaboo Creek Acquisition, LLC
3. Bugaboo Creek Holdings, Inc.
4. Bugaboo Creek of Seekonk, Inc.
5. CB Holding Corp.
6. CB VII, Inc.
7. CB VIII, Inc.
8. Charlie Brown North
9. Charlie Brown's Acquisition Corp.
10. Charlie Brown's at Clifton, Inc.
11. Charlie Brown's Mark Corp.
12. Charlie Brown's Montclair, Inc.
13. Charlie Brown's 1981, Inc.
14. Charlie Brown's of Allentown, L.L.C.
15. Charlie Brown's of Alpha, Inc.
16. Charlie Brown's of Berwyn, LLC
17. Charlie Brown's of Blackwood, L.L.C.
18. Charlie Brown's of Bloomsburg, LLC
19. Charlie Brown's of Brielle, Inc.
20. Charlie Brown's of Carlstadt, Inc.
21. Charlie Brown's of Chatham, Inc.
22. Charlie Brown's of Commack LLC
23. Charlie Brown's of Denville, Inc.
24. Charlie Brown's of East Windsor, LLC
25. Charlie Brown's of Edison, Inc.
26. Charlie Brown's of Egg Harbor Twp, LLC
27. Charlie Brown's of Franklin, LLC
28. Charlie Brown's of Garden City, LLC
29. Charlie Brown's of Hackettstown, L.L.C.
30. Charlie Brown's of Harrisburg, LLC
31. Charlie Brown's of Hillsborough, Inc.
32. Charlie Brown's of Holtsville, LLC
33. Charlie Brown's of Jackson, LLC
34. Charlie Brown's of Lacey, L.L.C.

35. Charlie Brown's of Lakewood, Inc.
36. Charlie Brown's of Langhorne, LLC
37. Charlie Brown's of Lynbrook LLC
38. Charlie Brown's of Maple Shade, Inc.
39. Charlie Brown's of Matawan, Inc.
40. Charlie Brown's of Middletown LLC
41. Charlie Brown's of Oradell, Inc.
42. Charlie Brown's of Pennsylvania, Inc.
43. Charlie Brown's of Piscataway, LLC
44. Charlie Brown's of Reading, LLC
45. Charlie Brown's of Scranton, LLC
46. Charlie Brown's of Selinsgrove, LLC
47. Charlie Brown's of Springfield, LLC
48. Charlie Brown's of Staten Island, LLC
49. Charlie Brown's of Tinton Falls, Inc.
50. Charlie Brown's of Toms River, LLC
51. Charlie Brown's of Union Township, Inc.
52. Charlie Brown's of Trexlertown, LLC
53. Charlie Brown's of Wayne, Inc.
54. Charlie Brown's of West Windsor, Inc.
55. Charlie Brown's of Williamsport LLC
56. Charlie Brown's of Woodbury, Inc.
57. Charlie Brown's of York, LLC
58. Charlie Brown's of Yorktown, LLC
59. Charlie Brown's Restaurant Corp.
60. Charlie Brown's Steakhouse Fishkill, Inc.
61. Charlie Brown's Steakhouse Woodbridge, Inc.
62. Charlie Brown's, Inc.
63. Jonathan Seagull Property Corp.
64. Jonathan Seagull, Inc.
65. The Office at Bridgewater, Inc.
66. The Office at Cranford, Inc.
67. The Office at Keyport, Inc.
68. The Office at Montclair, Inc.
69. The Office at Morristown, Inc.
70. The Office at Ridgewood, Inc.
71. The Office at Summit, Inc.
72. What's Your Beef V, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---------------------------------|---|-----------------------|
| In re: |) | Chapter 11 |
| |) | |
| CHARLIE BROWN'S OF BERWYN, LLC, |) | |
| |) | Case No. 10-_____ () |
| |) | |
| Debtor. |) | |
| |) | |

**CONSOLIDATED LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

The debtor in this chapter 11 bankruptcy case and certain affiliated entities (collectively, the "Debtors"), each filed a voluntary petition in this Court on November 17, 2010 (the "Petition Date") for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is a list of the Debtors' twenty largest unsecured creditors on a consolidated basis (the "Top 20 List") based on the Debtors' books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' chapter 11 bankruptcy cases. The Top 20 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtors. The failure to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

See attached.

| (1) Name of creditor and complete mailing address, including zip code | (2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted | (3) Nature of claim (trade debt, bank loan, government contracts, etc.) | (4) Indicate if claim is contingent, unliquidated, disputed or subject to set off | (5) Amount of claim (secured also state value of security) |
|--|--|--|--|---|
| <p>Sysco Corporation, comprised of:</p> <p>Sysco Metro NY</p> <p>Sysco Boston LLC</p> <p>Sysco Central Pennsylvania</p> <p>Sysco CT</p> <p>Sysco Atlanta LLC</p> | <p>20 Theodore Conrad Drive Jersey City, NJ 07305 Tel: (800) 275-4100 Fax: (201) 433-0516</p> <p>380 South Worcester Street Norton, MA 02766 Tel: (508) 285-1000 Fax: (508) 285-1066</p> <p>3905 Corey Road Harrisburg, PA 17109 Tel: (800) 733-7420 Fax: (717) 558-2774</p> <p>100 Inwood Road Rocky Hill, CT 06067 Tel: (800) 385-5650 Fax: (860) 571-5705</p> <p>2225 Riverdale Road College Park, GA 30349 Tel: (404) 765-9900 Fax: (800) 366-4454</p> | <p>Trade</p> <p>Trade</p> <p>Trade</p> <p>Trade</p> <p>Trade</p> | | <p>5,009,949.49</p> <p>1,953,991.64</p> <p>1,342,689.35</p> <p>1,051,533.58</p> <p>424,226.58</p> <p>237,508.34</p> |
| M. Tucker Co., Inc. | <p>1200 Madison Avenue Paterson, NJ 07503 Tel: (973) 484-1200 Fax: (973) 485-9435</p> | Trade | | 431,896.85 |
| Metromedia Energy, Inc. | <p>6 Industrial Way Eatontown, NJ 07724 Tel: (800) 828-9427 Fax: (732)542-8655</p> | Energy Supplier | | 475,688.87 |

| (1) Name of creditor and complete mailing address, including zip code | (2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted | (3) Nature of claim (trade debt, bank loan, government contracts, etc.) | (4) Indicate if claim is contingent, unliquidated, disputed or subject to set off | (5) Amount of claim (secured also state value of security) |
|--|--|--|--|---|
| Alliance/PFG, comprised of: Alliance Foodservice Inc. P.F.G.-Springfield | Vistar Corporation, Attn: Brad 12650 East Arapahoe Road Centennial, CO 80112 Tel: (303) 662-7121 Fax: (303) 662-7540 Vistar Corporation, Attn: Brad 12650 East Arapahoe Road Centennial, CO 80112 Tel: (303) 662-7121 Fax: (303) 662-7540 | Trade Trade | | 546,116.55 365,104.18 181,012.37 |
| Direct Energy Business | 1001 Liberty Avenue Pittsburgh, PA 15222 Tel: (888) 925-9115 Fax: (412) 394-3388 | Energy Supplier | | 316,287.08 |
| Jackson Lewis LLP | One North Broadway White Plains, NY 10601 Tel: (914) 514-6060 Fax: (914) 328-0652 | Attorney | | 282,985.38 |
| Oakleaf Waste Management, LLC | One Oakleaf Center East Hartford, CT 06108 Tel: (888) 625-5323 Fax: (860) 290-1251 | Trash Hauler | | 247,535.70 |
| Valassis Direct Mail Inc | 19975 Victor Parkway Livonia, MI 48152 Tel: (734) 591-4992 Fax: (734) 632-6129 | Marketing | | 241,923.29 |
| Seashore Fruit & Produce Co. | 800 N New York Avenue Atlantic City, NJ 08401 Tel: (800) 727-4673 Fax: (609) 345-2918 | Trade | | 184,935.06 |
| Trimark United East | 505 Collins Street South Attleboro, MA 02703 Tel: (800) 556-7338 Fax: (508) 761-3600 | Trade | | 173,517.43 |

| (1) Name of creditor and complete mailing address, including zip code | (2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted | (3) Nature of claim (trade debt, bank loan, government contracts, etc.) | (4) Indicate if claim is contingent, unliquidated, disputed or subject to set off | (5) Amount of claim (secured also state value of security) |
|--|--|--|--|---|
| GDF Suez Energy Resources NA | 1990 Post Oak Blvd Houston, TX 77056 Tel: (888) 232-6206 Fax: (800) 627-8813 | Energy Supplier | | 180,692.02 |
| Costa Fruit & Produce | 18 Bunker Hill Industrial Park Boston, MA 02129 Tel: (617) 241-8007 Fax: (617) 241-8718 | Trade | | 176,388.57 |
| J. Kings | 700 Furrows Road Holtsville, NY 11742 Tel: (631) 289-8401 Fax: (631) 758-0187 | Trade | | 170,611.75 |
| Ace USA | Customer Billing Services 1 Beaver Valley Road P.O. Box 15054 Wilmington, DE 19850 Tel: (302) 476-6448 Fax: (302) 476-6660 | Insurance Claims | | 166,437.80 |
| Tabloid Graphic Services, Inc. | 7101 Westfield Avenue Pennsauken, NJ 08110 Tel: (856) 486-0410 Fax: (856) 665-2712 | Trade | | 137,382.85 |
| Argonaut Insurance Company | P.O. Box 974941 Dallas, TX 75397 Tel: (210) 321-8410 Fax: (210) 348-7848 | Insurance Claims | | 133,897.39 |
| Pocono Produce Company | Rt 191 & Chipperfield Drive Stroudsburg, PA 18360 Tel: (570) 421-4990 Fax: (570) 476-5149 | Trade | | 129,502.73 |
| Analytical Bio Treatment, Inc. | 158 Linwood Avenue Paterson, NJ 07502 Tel: (800) 933-8727 Fax: (973) 633-9663 | Maintenance | | 127,133.57 |
| PricewaterhouseCoopers LLP | 400 Campus Drive Florham Park, NJ 07932 Tel: (973) 236-5530 Fax: (813) 328-0445 | Tax Accountants | | 103,837.00 |

| (1) Name of creditor and complete mailing address, including zip code | (2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted | (3) Nature of claim (trade debt, bank loan, government contracts, etc.) | (4) Indicate if claim is contingent, unliquidated, disputed or subject to set off | (5) Amount of claim (secured also state value of security) |
|--|--|--|--|---|
| Giselle Brown Realty, LLC | 222 Grand Avenue Englewood, NJ 07631 Tel: (201) 569-2271 | Landlord - Rent | | 98,494.00 |

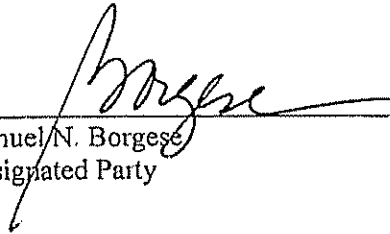
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---------------------------------|---|------------------------|
| In re: |) | Chapter 11 |
| |) | |
| CHARLIE BROWN'S OF BERWYN, LLC, |) | |
| |) | Case No. 10- _____ () |
| |) | |
| Debtor. |) | |
| |) | |

**DECLARATION CONCERNING THE CONSOLIDATED LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

I, the undersigned, authorized signatory of the above-captioned debtor named as the debtor in this chapter 11 bankruptcy case, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: November 17, 2010

By: 
Name: Samuel N. Borgese
Title: Designated Party

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---------------------------------|---|-----------------------|
| In re: |) | Chapter 11 |
| |) | |
| CHARLIE BROWN'S OF BERWYN, LLC, |) | |
| |) | Case No. 10-_____ () |
| Debtor. |) | |
| |) | |

CONSOLIDATED LIST OF CREDITORS

The debtor in this chapter 11 bankruptcy case and certain affiliated entities (collectively, the "Debtors") each filed a petition in this Court on November 17, 2010 for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of the petition, the Debtors filed a single consolidated list of creditors (the "Consolidated Creditor List"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically as an attachment hereto.

[information provided in electronic format]

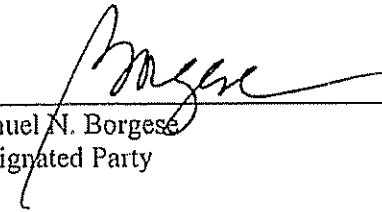
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---------------------------------|---|-----------------------|
| In re: |) | Chapter 11 |
| |) | |
| CHARLIE BROWN'S OF BERWYN, LLC, |) | |
| |) | Case No. 10-_____ () |
| |) | |
| Debtor. |) | |
| |) | |

DECLARATION CONCERNING THE CONSOLIDATED LIST OF CREDITORS

I, the undersigned, authorized signatory of the above-captioned debtor named as the debtor in this chapter 11 bankruptcy case, declare under penalty of perjury that I have reviewed the Consolidated List of Creditors submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: November 17, 2010

By: 
Name: Samuel N. Borgese
Title: Designated Party

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---------------------------------|---|-----------------------|
| In re: |) | Chapter 11 |
| |) | |
| CHARLIE BROWN'S OF BERWYN, LLC, |) | Case No. 10-_____ () |
| |) | |
| Debtor. |) | |
| |) | |

LIST OF EQUITY SECURITY HOLDERS

In accordance with Bankruptcy Rule 1007(a), the debtor submits the following information:

| <u>Name of Interest Holder</u> | <u>Percent of Ownership</u> | <u>Address</u> |
|---------------------------------------|------------------------------------|---|
| Charlie Brown's of Pennsylvania, Inc. | 100% | 1450 Route 22 West Mountainside, New Jersey 07092 |

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---------------------------------|---|-----------------------|
| In re: |) | Chapter 11 |
| |) | |
| CHARLIE BROWN'S OF BERWYN, LLC, |) | |
| |) | Case No. 10-_____ () |
| |) | |
| Debtor. |) | |
| |) | |

DECLARATION CONCERNING LIST OF EQUITY SECURITY HOLDERS

I, the undersigned, authorized signatory of the above-captioned debtor named as the debtor in this chapter 11 bankruptcy case, declare under penalty of perjury that I have reviewed the foregoing list of equity security holders and that the information contained thereon is correct to the best of my knowledge, information, and belief.

Dated: November 17, 2010

By: 
Name: Samuel N. Borgese
Title: Designated Party

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---------------------------------|---|------------------------|
| In re: |) | Chapter 11 |
| |) | |
| CHARLIE BROWN'S OF BERWYN, LLC, |) | |
| |) | Case No. 10- _____ () |
| Debtor. |) | |
| |) | |

CORPORATE OWNERSHIP STATEMENT

In accordance with Bankruptcy Rule 1007(a), the following are corporations, other than a governmental unit, that directly or indirectly owns 10% or more of any class of the debtor's equity interests:

| <u>Name of Interest Holder</u> | <u>Address</u> | <u>Percentage of Equity Held</u> |
|---------------------------------------|---|----------------------------------|
| Charlie Brown's of Pennsylvania, Inc. | 1450 Route 22 West Mountainside, New Jersey 07092 | 100% |


IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|---------------------------------|---|------------------------|
| In re: |) | Chapter 11 |
| |) | |
| CHARLIE BROWN'S OF BERWYN, LLC, |) | Case No. 10- _____ () |
| |) | |
| Debtor. |) | |
| |) | |

DECLARATION CONCERNING CORPORATE OWNERSHIP

I, the undersigned, authorized signatory of the above-captioned debtor named as the debtor in this chapter 11 bankruptcy case, declare under penalty of perjury that I have reviewed the foregoing corporate ownership statement and that the information contained thereon is correct to the best of my knowledge, information, and belief.

Dated: November 17, 2010

By: 
Name: Samuel N. Borgese
Title: Designated Party

**UNANIMOUS WRITTEN CONSENT TO
FILE CHAPTER 11 AND RELATED MATTERS**

Dated as of November 16, 2010

| | | |
|---|---------------------------------------|--|
| 1820 Central Park Avenue Restaurant Corp | Bugaboo Creek Acquisition, LLC | Bugaboo Creek Holdings, Inc |
| Bugaboo Creek of Seekonk, Inc | CB Holding Corp | CB VII, Inc |
| CB VIII, Inc | Charlie Brown North | Charlie Brown's Acquisition Corp |
| Charlie Brown's at Clifton, Inc | Charlie Brown's Mark Corp. | Charlie Brown's Montclair, Inc |
| Charlie Brown's 1981, Inc | Charlie Brown's of Allentown, LLC | Charlie Brown's of Alpha, Inc |
| Charlie Brown's of Berwyn, LLC | Charlie Brown's of Blackwood, LLC | Charlie Brown's of Bloomsburg, LLC |
| Charlie Brown's of Brielle, Inc | Charlie Brown's of Carlstadt, Inc | Charlie Brown's of Chatham, Inc |
| Charlie Brown's of Commack LLC | Charlie Brown's of Denville, Inc | Charlie Brown's of Egg Harbor Twp, LLC |
| Charlie Brown's of East Windsor, LLC | Charlie Brown's of Edison, Inc | Charlie Brown's of Hackettstown, LLC |
| Charlie Brown's of Franklin, LLC | Charlie Brown's of Garden City, LLC | Charlie Brown's of Holtsville, LLC |
| Charlie Brown's of Harrisburg, LLC | Charlie Brown's of Hillsborough, Inc | Charlie Brown's of Lakewood, Inc |
| Charlie Brown's of Jackson, LLC | Charlie Brown's of Lacey, LLC | Charlie Brown's of Maple Shade, Inc |
| Charlie Brown's of Langhorne, LLC | Charlie Brown's of Lynbrook LLC | Charlie Brown's of Oradell, Inc |
| Charlie Brown's of Matawan, Inc | Charlie Brown's of Middletown LLC | Charlie Brown's of Selinsgrove, LLC |
| Charlie Brown's of Pennsylvania, Inc | Charlie Brown's of Piscataway, LLC | Charlie Brown's of Tinton Falls, Inc |
| Charlie Brown's of Reading, LLC | Charlie Brown's of Scranton, LLC | Charlie Brown's of Union Township, Inc |
| Charlie Brown's of Springfield, LLC | Charlie Brown's of Staten Island, LLC | Charlie Brown's of West Windsor, Inc |
| Charlie Brown's of Toms River, LLC | Charlie Brown's of T rexlertown, LLC | Charlie Brown's of York, LLC |
| Charlie Brown's of Wayne, Inc | Charlie Brown's of Woodbury, Inc | Charlie Brown's Steakhouse Fishkill, Inc |
| Charlie Brown's of Williamsport LLC | Charlie Brown's Restaurant Corp | Jonathan Seagull Property Corp |
| Charlie Brown's of Yorktown, LLC | Charlie Brown's, Inc | The Office at Cranford, Inc |
| Charlie Brown's Steakhouse Woodbridge, Inc. | The Office at Bridgewater, Inc | The Office at Morristown, Inc |
| Jonathan Seagull, Inc | The Office at Montclair, Inc | What's Your Beef V, Inc |
| The Office at Keyport, Inc | The Office at Ridgewood, Inc | The Office at Summit, Inc |

The undersigned (each, an "Authorized Party"), being all of the members of the Board of Directors of CB Holding Corp. ("CB Holding"), do hereby waive notice and holding of a meeting and do hereby consent to the adoption of the following specified resolutions and approve and adopt such resolutions with the same force and effect as if they were approved and adopted at duly constituted meetings (each of the entities listed above may be referred to herein individually as a "Company," each of the entities listed above is a wholly owned Company or affiliate, either directly or indirectly, of CB Holding):

RESOLVED that, in the judgment the Board, it is desirable and in the best interests of CB Holding and each Company, their creditors, stockholders, employees, and other interested parties that a petition be filed by such Company in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), on or about November 17, 2010, commencing reorganization cases (the "Reorganization Cases") under Chapter 11 of the Bankruptcy Code; and it is further

RESOLVED that the appropriate officers, members, or general partner of each Company (each, a "Designated Party" and collectively, the "Designated Parties") be, and each of them hereby is, authorized and directed (and each of the following as applicable to the extent previously performed is hereby ratified and approved), in the name of each Company and on its behalf, to take such actions as any Designated Party may deem necessary or advisable in connection with commencing and prosecuting the Reorganization Cases; and it is further

RESOLVED that Samuel N. Borgese shall be a Designated Party of each Company, authorized to sign documents and otherwise bind each Company; and it is further

RESOLVED that Gary Lembo of CRG Partners LLC shall be appointed as Chief Restructuring Officer and a Designated Party of each of the Companies; and it is further

RESOLVED that the Designated Parties are, and each of them hereby is, authorized and directed to retain on behalf of each Company (i) the law firm of Cahill Gordon Reindel LLP, (ii) the law firm of Richards, Layton & Finger, P.A., and (iii) any other professionals the Designated Parties deem necessary and appropriate for the Reorganization Cases; and it is further

RESOLVED that the Designated Parties are, and each of them hereby is, authorized and directed, in the name of each Company and on its behalf, to seek such orders from the Bankruptcy Court, including, but not limited to, orders regarding the operation of each Company's business and the financing thereof (including, without limitation, by negotiating, executing, and delivering a debtor-in-possession loan facility), as any of them may deem necessary, appropriate, or advisable during the pendency of the Reorganization Cases, and, in connection therewith, to execute and file with the Bankruptcy Court such motions, applications, pleadings, certifications, affidavits, or other materials as any Designated Party may deem necessary, appropriate, or advisable, and to retain all assistance from legal counsel, financial advisors, consultants, accountants, and other professionals, and to take any and all actions that they, or any one of them, deem necessary, appropriate, or advisable in connection with the Reorganization Cases; and it is further

RESOLVED that any employees or agents (including counsel) designated by or directed by any Designated Party be, and each hereby is, authorized, empowered, and directed, in the name of each Company and on its behalf, to seek such orders from the Bankruptcy Court, including, but not limited to, orders regarding the operation of each Company's business and the financing thereof (including, without limitation, by negotiating, executing, and delivering a debtor-in-possession loan facility), as any of them may deem necessary, appropriate, or advisable during the pendency of the Reorganization Cases, and, in connection therewith, to execute and file with the Bankruptcy Court such motions, applications, pleadings, certifications, affidavits, or other materials as any Designated Party may deem necessary, appropriate, or advisable, and to retain all assistance from legal counsel, financial advisors, consultants, accountants, and other professionals, and to take any and all actions that they, or any one of them, deem necessary, appropriate, or advisable in connection with the Reorganization Cases; and it is further

RESOLVED that all acts lawfully done or actions lawfully taken, including prior acts and actions, by the Designated Parties, or any one of them, including to seek relief under

Chapter 11 of the Bankruptcy Code or any matter related thereto, be, and they hereby are, authorized, approved, ratified, and confirmed in all respects as the acts and deeds of each Company; and it is further

RESOLVED that the Designated Parties are, and each of them hereby is, authorized, empowered, and directed, in the name of each Company and on its behalf, to do or cause to be done all such further acts and things and to execute, deliver, and seal all such other documents, agreements, instruments, undertakings, or certificates as any of them may deem necessary or advisable to consummate the Reorganization Cases and to carry into effect or implement the purpose and intent of the foregoing resolutions; and it is further

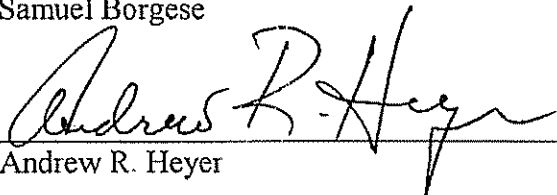
RESOLVED, that this written consent may be executed in one or more counterparts, and when each signatory hereto has executed at least one counterpart, the resolutions contained herein shall be deemed adopted and in full force and effect as of the date hereof.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date first written above.

Constituting the entire Board of Directors for CB Holding, on behalf of itself and each of the above-listed entities.

Samuel Borgese



Andrew R. Heyer

Dean C. Kehler

Michael Maselli

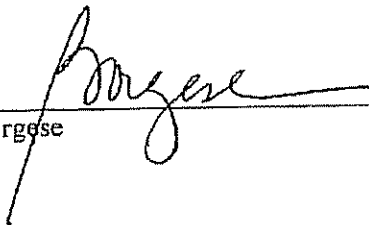
William Phoenix

The foregoing Unanimous Written Consent was executed in accordance with Section 141(f) of the Delaware General Corporation Law and delivered to the undersigned for filing with the minutes of the proceedings of the Board of Directors of the Corporation as of the date first written above.

Secretary

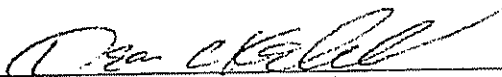
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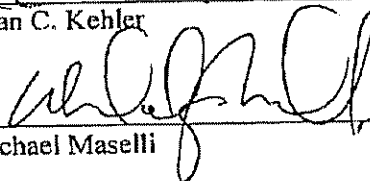


Samuel Borgese

Andrew R. Heyer



Dean C. Kehler



Michael Maselli

William Phoenix

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William Phoenix

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Edmund J. Schwartz

Secretary