

CB Holding Corp., et al.
Statement of Limitations, Methodology and Disclaimer
Regarding the Debtors' Schedules and Statements

The Schedules of Assets and Liabilities (collectively, the "Schedules") and the Statements of Financial Affairs (collectively, the "Statements" and, together with the Schedules, the "Schedules and Statements") filed by CB Holding Corp.; 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, L.L.C.; Charlie Brown's of Alpha, Inc.; Charlie Brown's of Berwyn, LLC; Charlie Brown's of Blackwood, L.L.C.; 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 East Windsor, LLC; Charlie Brown's of Edison, Inc.; Charlie Brown's of Egg Harbor Twp, LLC; Charlie Brown's of Franklin, LLC; Charlie Brown's of Garden City, LLC; Charlie Brown's of Hackettstown, L.L.C.; Charlie Brown's of Harrisburg, LLC; Charlie Brown's of Hillsborough, Inc.; Charlie Brown's of Holtsville, LLC; Charlie Brown's of Jackson, LLC; Charlie Brown's of Lacey, L.L.C.; Charlie Brown's of Lakewood, Inc.; Charlie Brown's of Langhorne, LLC; Charlie Brown's of Lynbrook LLC; Charlie Brown's of Maple Shade, Inc.; Charlie Brown's of Matawan, Inc.; Charlie Brown's of Middletown LLC; Charlie Brown's of Oradell, Inc.; Charlie Brown's of Pennsylvania, Inc.; Charlie Brown's of Piscataway, LLC; Charlie Brown's of Reading, LLC; Charlie Brown's of Scranton, LLC; Charlie Brown's of Selinsgrove, LLC; Charlie Brown's of Springfield, LLC; Charlie Brown's of Staten Island, LLC; Charlie Brown's of Tinton Falls, Inc.; Charlie Brown's of Toms River, LLC; Charlie Brown's of Union Township, Inc.; Charlie Brown's of Trexlertown, LLC; Charlie Brown's of Wayne, Inc.; Charlie Brown's of West Windsor, Inc.; Charlie Brown's of Williamsport LLC; Charlie Brown's of Woodbury, Inc.; Charlie Brown's of York, LLC; Charlie Brown's of Yorktown, LLC; Charlie Brown's Restaurant Corp.; Charlie Brown's Steakhouse Fishkill, Inc.; Charlie Brown's Steakhouse Woodbridge, Inc.; Charlie Brown's, Inc.; Jonathan Seagull Property Corp.; Jonathan Seagull, Inc.; The Office at Bridgewater, Inc.; The Office at Cranford, Inc.; The Office at Keyport, Inc.; The Office at Montclair, Inc.; The Office at Morristown, Inc.; The Office at Ridgewood, Inc.; The Office at Summit, Inc.; and What's Your Beef V, Inc. (collectively, the "Debtors") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") have been prepared pursuant to section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") by management of the Debtors with the assistance of their court-appointed advisors and are unaudited.

Although management has made every reasonable effort to ensure that the Schedules and Statements are as accurate and complete as possible based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statements, and inadvertent errors or omissions may exist. Because the Schedules and Statements contain unaudited information, which is subject to further review and potential adjustment, there can be no assurance that these Schedules and Statements are complete. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors' chapter 11 cases (the "Chapter 11 Cases"), including, but not limited to, issues involving substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers. This Statement of Limitations, Methodology and Disclaimer Regarding the Debtors' Schedules and Statements (the "Statement of Limitations") is incorporated by reference in, and comprises an integral part of, the Schedules and Statements, and should be referred to and reviewed in connection with any review of the Schedules and Statements.

Agreements Subject to Confidentiality. There may be instances within the Schedules and Statements where certain information has intentionally been revised and/or redacted due to concerns about the confidential or commercially sensitive nature of certain information or concerns for the privacy of an individual. The revisions will be limited to only what is necessary to protect the Debtors or third party and will provide interested parties with sufficient information to discern the nature of the listing.

Amendment. Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend and/or supplement the Schedules and Statements as is necessary and appropriate.

Causes of Action. Despite their reasonable efforts to identify all known assets, the Debtors may not have set forth all of their causes of action or potential causes of action against third parties as assets in their Schedules and Statements, including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. The Debtors reserve all of their rights with respect to any claims, causes of action or avoidance actions they may have and neither this Statement of Limitations nor the Schedules and Statements shall be deemed a waiver of any such claim, causes of action or avoidance action or in any way prejudice or impair the assertion of such claims.

Claims Designations. Any failure to designate a claim on the Debtors' Schedules and Statements as "disputed," "contingent" or "unliquidated" does not constitute an admission by the Debtors that such amount is not "disputed," "contingent" or "unliquidated." The Debtors reserve the right to dispute any claim reflected on their Schedules or Statements on any grounds, including, but not limited to, amount, liability or classification, or to otherwise subsequently designate such claims as "disputed," "contingent" or "unliquidated."

Net Book Value of Assets. Unless otherwise indicated, the Debtors' assets and liabilities are shown on the basis of its net book value rather than current market values. As a result, amounts ultimately realized may vary from net book value and such variance may be material. Exceptions to this include cash in financial accounts. Certain other assets, such as investments in subsidiaries, may be listed at undetermined amounts as the net book values may materially differ from fair market values. Attempts to obtain current market valuations of assets would be prohibitively expensive, unduly burdensome and an inefficient use of estate assets and, as a result, have not been attempted in connection with the preparation of the Schedules and Statements.

Excluded Assets and Liabilities. The Debtors may have excluded certain categories of assets and liabilities from the Schedules and Statements, such as goodwill and deferred gains. Other immaterial assets and liabilities may also have been excluded.

Foreign Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars. Transactions denominated in foreign currency have been converted to U.S. dollars as of the applicable date of the transaction.

Insiders. The Debtors have included all payments made over the 12 months preceding the Petition Date to any individual deemed an "insider." Insiders are defined as individuals who served as either officers or directors of any of the Debtors in the 12 months immediately preceding the commencement of the Chapter 11 Cases.

Totals. All totals that are included in the Schedules and Statements represent totals of all the known amounts included in the tables.

Global Notes Specific to Various Statement Questions / Schedules

Statement Question 1. The Debtors' responses to Statement Question 1 are provided in fiscal year periods -- specifically, September 29, 2008 through September 27, 2009 for Fiscal Year 2009; September 28, 2009 through September 26, 2010 for Fiscal Year 2010; and September 27, 2010 through October 24, 2010 for Year-to-Date Fiscal Year 2011.

Statement Question 2. The Debtors' responses to Statement Question 2 are provided in fiscal year periods -- specifically, September 29, 2008 through September 27, 2009 for Fiscal Year 2009; September 28, 2009 through September 26, 2010 for Fiscal Year 2010; and September 27, 2010 through October 24, 2010 for Year-to-Date Fiscal Year 2011.

Statement Questions 3(b), 3(c), 7 and 9. To the extent payments are made in respect of a particular Debtor but are not listed in such Debtor's responses to Statement Questions 3(b), 3(c), 7 and/or 9, such payments are listed in response to Statement Questions 3(b), 3(c), 7 and/or 9 in Debtor Charlie Brown's Acquisition Corp.'s Statements because Debtor Charlie Brown's Acquisition Corp. makes payments on behalf of the Debtors.

Statement Question 10. The Debtors closed certain restaurants prior to November 17, 2010. In connection with these closings, certain assets were either sold or abandoned. These assets are of *de minimis* value and are not included in the Debtors' responses to Statement Question 10.

Statement Question 13. The Debtors have attempted to provide data on all known setoffs. However, in certain circumstances, a creditor may have engaged in a setoff without the Debtors' knowledge. To the extent this is the case, such setoffs are not included in the Debtors' responses to Statement Question 13.

Statement Question 14. Any property held by a Debtor pursuant to a lease listed on such Debtor's Schedule G is not included in such Debtor's response to Statement Question 14.

Statement Question 21. In the context of Statement Question 21, it should be noted that Gary Lembo was appointed Chief Restructuring Officer on November 17, 2010, immediately before the filing of the Debtors' chapter 11 cases.

Schedule A. Schedule A reflects real property interests of the Debtors as of October 24, 2010.

Schedule B. Schedule B reflects personal property of the Debtors as of October 24, 2010.

Schedules E and F. Certain claims not listed against a particular Debtor on such Debtor's Schedule E and/or F are listed on Charlie Brown's Acquisition Corp.'s Schedule E and/or F because Charlie Brown's Acquisition Corp. makes payments on behalf of the Debtors.

**United States Bankruptcy Court
District of Delaware**

In re Charlie Brown's of Carlstadt, Inc.

Debtor(s)

Case No. 10-13728

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

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

DEFINITIONS

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

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

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$153,954.00	2011 YTD: Debtor Sales
\$2,259,227.00	2010: Debtor Sales
\$2,602,934.00	2009: Debtor Sales

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$83.00	2009: Debtor Income other than normal course of business. Includes such items as vending machine income, tenant rental, etc.

3. Payments to creditors

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

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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None c. *All debtors:* List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Acosta, Henry v Charlie Brown's of Carlstadt, Inc. Claim Number:87632542013605A	General Liability - Insured Litigation Bodily Injury		Case still open
Chan, Chung v Charlie Brown's of Carlstadt, Inc.	EEOC - Racial discrimination		Case still open

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Greene, Cassandra et al v CB Holding Corp., DBA: Charlie Brown's of Commack, LLC, Charlie Brown's of Holtsville, LLC, Charlie Brown's Acquisition Corp., Samuel Borgese	FLSA Class Action		Case still open
Ableco v CB Holding Corp. et al.	Corporate Litigation		Case still open

- None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF
GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

18 . Nature, location and name of businessNone

a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Charlie Brown's of Carlstadt, Inc.		See exhibit SOFA 18 - Charlie Brown's of Carlstadt		

None

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statementsNone

a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
Mark LaMorticella
1450 US Highway 22 # 4
Mountainside, NJ 07092

Ed Schwartz
1450 US Highway 22 # 4
Mountainside, NJ 07092

DATES SERVICES RENDERED
11/17/2008 - 11/17/2010

11/17/2008 - 11/17/2010

None

b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

See exhibit SOFA 19

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS
See above - SOFA 19a

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

NAME AND ADDRESS DATE ISSUED
See exhibit SOFA 19

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
10/31/2010	Greg Kane	16,712
11/7/2010	Greg Kane	14,621

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

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
10/31/2010	Craig Godfrey
11/7/2010	Craig Godfrey

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Sam Borgese 1450 US Highway 22 # 4 Mountainside, NJ 07092	Chief Executive Officer / President	
Ed Schwartz 1450 US Highway 22 # 4 Mountainside, NJ 07092	Chief Financial Officer & Secretary	
Ron Soltis 1450 US Highway 22 # 4 Mountainside, NJ 07092	Assistant Secretary	
Gary Lembo 477 Madison Ave. Suite 1220 New York, NY 10022	Chief Restructuring Officer	

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Charlie Brown's, Inc. 1450 US Highway 22 # 4 Mountainside, NJ 07092	Stockholder	100%

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other prerequisite during one year immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
CB Holding Corp.	20-2288640

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 1/6/11

Signature Edmund Schuertz
Chief Financial Officer

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

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Charlie Brown's of Carlstadt, Inc.
Exhibit - SoFA 18 - Nature, Location and Name of Business

<u>Entity Name</u>	<u>Federal Tax ID</u>	<u>Street Address of Debtor</u>	<u>Zip Code</u>	<u>Formation Date</u>	<u>Termination Date</u>	<u>Nature of Business</u>	<u>Stockholder or Member</u>	<u>Percentage Owned</u>
Charlie Brown's of Carlstadt, Inc.	22-3676936	1450 US Highway 22 # 4	07092-2619			Restaurant	CB, Inc.	100%
Charlie Brown's of Lacey, L.L.C.	22-3746282	1450 US Highway 22 # 4	07092-2619			Restaurant	Charlie Brown's of Carlstadt, Inc.	100%

Exhibit SOFA 19

CB HOLDING CORP.
STATEMENT OF FINANCIAL AFFAIRS - 19b
(Professional Services)

Amper, Politziner & Mattia 750 Route 202 South Suite 500 Bridgewater, NJ 08807	2008 & 2009 Audit
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J.H. Cohn LLP 4 Becker Farm Road Roseland, NJ 07068	2009 Audit
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Pricewaterhouse Coopers LLP Pricewaterhouse Coopers Center 300 Madison Avenue New York, NY 10017	2008 Audit
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CB HOLDING CORP.
STATEMENT OF FINANCIAL AFFAIRS – 19d

Abelco Finance LLC
299 Park Avenue
New York, NY 10171

Ace USA
P.O. Box 1000
436 Walnut Street – WA 02J
Philadelphia, PA 19106

Amper, Politziner & Mattia
750 Route 202 South, Suite 500
Bridgewater, NJ 08807

Archer Capital Management
570 Lexington Avenue, 40th Floor
New York, NY 10022

CAMOFI Master LDC
c/o Centercourt Asset Management LLC
350 Madison Avenue
New York, NY 10017

CAMHZN Master LDC
c/o Centercourt Asset Management LLC
350 Madison Avenue
New York, NY 10017

Centercourt Asset Management
350 Madison Avenue, 8th Floor
New York, NY 10017

ESIS, Inc.
1133 Avenue of the Americas
38th Floor
New York, NY 10036

GMAC Commercial Finance
Structured Finance Division
1290 Avenue of the Americas – 3rd Floor
New York, NY 10104

J.H. Cohn LLP
4 Becker Farm Road
Roseland, NJ 07068

Kohlberg Capital Corporation
295 Madison Avenue – 6th Floor
New York, NY 10017

Mistral Equity Partners
650 Fifth Avenue
31st Floor
New York, NY 10019

CB HOLDING CORP.
STATEMENT OF FINANCIAL AFFAIRS – 19d (CONTINUE)

Pricewaterhouse Coopers LLP
Pricewaterhouse Coopers Center
300 Madison Avenue
New York, NY 10017

Raven Asset Management
195 Maplewood Avenue
Maplewood, NJ 07040

Raymond James Investment Banking
277 Park Avenue
4th Floor
New York, NY 10172

Trimaran Capital Partners
1325 Avenue of the Americas – 34th Floor
New York, NY 10019

Velocity Capital Advisors LLC
461 Fifth Avenue – 25th Floor
New York, NY 10017

Wells Fargo Foothill
Specialty Finance
2450 Colorado Avenue
Suite 3000 West
Santa Monica, CA 90404