

Fill in this information to identify the case:

Debtor name Ruby's Quality Diners, LLC, a Delaware limited liability company

United States Bankruptcy Court for the: CENTRAL DISTRICT OF CALIFORNIA

Case number (if known) 8:18-bk-13198 CB

☐ Check if this is an amended filing

Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)

1a. Real property:
Copy line 88 from *Schedule A/B*..... \$ 0.00

1b. Total personal property:
Copy line 91A from *Schedule A/B*..... \$ 2,291,031.50¹

1c. Total of all property:
Copy line 92 from *Schedule A/B*..... \$ 2,291,031.50

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ 2,163,123.78

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:
Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ 0.00

3b. Total amount of claims of nonpriority amount of unsecured claims:
Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ 0.00

4. Total liabilities
Lines 2 + 3a + 3b \$ 2,163,123.78

¹Based on EBITDA (without general and administrative expense) with a multiple 3.5 x EBITDA. The multiple is based on several previous offers for the Huntington Beach, Oceanside and Palm Springs restaurants in the range of \$4.5M. This does not include the following: cash on hand, furnishings, fixtures and equipment, inventory, intercompany receivables or goodwill.
Official Form 206Sum Summary of Assets and Liabilities for Non-Individuals

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Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

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Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

☒ No. Go to Part 2.

☐ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

☒ No. Go to Part 3.

☐ Yes Fill in the information below.

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

☒ No. Go to Part 4.

☐ Yes Fill in the information below.

Part 4: Investments

13. Does the debtor own any investments?

☐ No. Go to Part 5.

☒ Yes Fill in the information below.

Valuation method used for current value

Current value of debtor's interest

14. Mutual funds or publicly traded stocks not included in Part 1
Name of fund or stock:

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture
Name of entity: % of ownership

15.1. Ruby's Huntington Beach, Ltd, a California limited partnership

50

%

Comparable sale

\$1,105,138.50

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15.2.	Ruby's Oceanside, Ltd., a California limited partnership	50	%	Comparable sale	\$908,285.50
15.3.	Ruby's Palm Springs, Ltd., a California limited partnership	50	%	Comparable sale	\$277,607.50
15.4.	Ruby's Mission Valley, Ltd., a California limited partnership Non-operating partnership Restaurant associated with partnership was closed 4/2018.	50	%	N/A	\$0.00
15.5.	Ruby's Laguna Hills, Ltd., a California limited partnership Restaurant has negative earnings before interest, taxes depreciation and amortization.	50	%	Comparable sale	\$0.00
15.6.	Ruby's Corona Del Mar, Ltd., a California limited partnership Non-operating partnership Restaurant associated with partnership was sold 9/22/2016.	50	%	N/A	\$0.00
15.7.	Ruby's Laguna Beach, Ltd., a California limited partnership Non-operating partnership Restaurant associated with partnership was sold 10/19/2016.	50	%	N/A	\$0.00

16. **Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**
Describe:

17. **Total of Part 4.**

Add lines 14 through 16. Copy the total to line 83.

\$2,291,031.50

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

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Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
☐ Yes Fill in the information below.

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.
☐ Yes Fill in the information below.

Debtor **Ruby's Quality Diners, LLC, a Delaware limited liability company**
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Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form
Type of property

Current value of
personal property

Current value of real
property

80. Cash, cash equivalents, and financial assets.
Copy line 5, Part 1

\$0.00

81. Deposits and prepayments. Copy line 9, Part 2.

\$0.00

82. Accounts receivable. Copy line 12, Part 3.

\$0.00

83. Investments. Copy line 17, Part 4.

\$2,291,031.50

84. Inventory. Copy line 23, Part 5.

\$0.00

85. Farming and fishing-related assets. Copy line 33, Part 6.

\$0.00

86. Office furniture, fixtures, and equipment; and collectibles.
Copy line 43, Part 7.

\$0.00

87. Machinery, equipment, and vehicles. Copy line 51, Part 8.

\$0.00

88. Real property. Copy line 56, Part 9.....>

\$0.00

89. Intangibles and intellectual property. Copy line 66, Part 10.

\$0.00

90. All other assets. Copy line 78, Part 11.

+ \$0.00

91. Total. Add lines 80 through 90 for each column

\$2,291,031.50

+ 91b.

\$0.00

92. Total of all property on Schedule A/B. Add lines 91a+91b=92

\$2,291,031.50

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Best Case Bankruptcy

Debtor Ruby's Quality Diners, LLC.
Name

Case number (if know)

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Opus Bank
a California comercial bank
Officer Director Manager Agent
19900 MacArthur Blvd 12th Floor
Irvine, CA 92612

Line 2.1

Ren R Hayhurst
Bryan Cave LLP
3161 Michelson Drive
suite 1500
Irvine, CA 92612

Line 2.1

Robert A Schultz
Dorsey & Whitney LLP
600 Anton Blvd
Suite 2000
Costa Mesa, CA 92626-7655

Line 2.1

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Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.

☐ Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

3.1 Nonpriority creditor's name and mailing address

As of the petition filing date, the claim is: Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Date or dates debt was incurred _____

Last 4 digits of account number _____

Basis for the claim: _____

Is the claim subject to offset? ☐ No ☐ Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

Total of claim amounts

5a. \$ 0.00

5b. + \$ 0.00

5c. \$ 0.00

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Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).

Property

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

See Attached Rider

RIDER TO

SCHEDULE G: EXECUTORY CONTACTS AND UNEXPIRED LEASES

RIDER TO
Main Document Page 11 of 38
SCHEDULE G: EXECUTORY CONTRACTS AND UNEXPIRED LEASES

<u>Debtor</u>	<u>Name</u>	<u>Address 1</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>	<u>State what the contract or lease is for and the nature of the debtor's interest</u>	<u>Expires</u>
<u>Non-Residential Real Property Lease</u>							
Ruby's Diner, Inc.	City of Huntington Beach	PO Box 190	Huntington Beach	CA	92648	Non-residential real property lease for restaurant located at 1 Main Street, Huntington Beach, CA 92648	5/31/2032
Ruby's Diner, Inc.	MGP Fund X Laguna Hills LLC	435 California Street, 10th Floor	San Francisco	CA	94104	Non-residential real property lease for restaurant located at 24155 Laguna Hills Mall, Suite 1840A, Laguna Hills, CA	6/30/2013
Ruby's SoCal Diners, LLC	Same as above	435 California Street, 10th Floor	San Francisco	CA	94104	Same as Above	Same as above
Ruby's Diner, Inc.	City of Oceanside	300 N. Coast Highway	Oceanside	CA	92054	Non-residential real property lease for restaurant located at #1 Pier, Oceanside, CA 92054	10/24/2019
Ruby's Diner, Inc.	Grit Development LLC	201 N. Palm Canyon, Suite 200	Palm Springs	CA	92262	Non-residential real property lease for restaurant located at 155 S. Palm Canyon Drive, Palm Springs, CA 92262	4/15/2020
Ruby's Diner, Inc.	The Irvine Company	101 Inovation Drive	Irvine	CA	92617	Non-residential real property lease for restaurant located at 4520 Barranca Parkway, Irvine, CA 92604	
<u>Licensing Agreements</u>							
Ruby's Diner, Ltd.	Ruby's Huntington Beach, Ltd.					Intellectual Property License Agreement	
Ruby's Diner, Ltd.	Ruby's Laguna Hills, Ltd.					Intellectual Property License Agreement	
Ruby's Diner, Ltd.	Ruby's Oceanside, Ltd.					Intellectual Property License Agreement	
Ruby's Diner, Ltd.	Ruby's Palm Springs, Ltd.					Intellectual Property License Agreement	
Ruby's Diner, Inc.	Ruby's Franchise Systems, Inc.					Amended and Restated Trademark and Intellectual Property License Agreement	
<u>Miscellaneous</u>							
Ruby's Diner, Inc.	Woldpay US, Inc.	600 Morgan Falls Road	Atlanta	GA	30350	Point of Service Agreement	

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Official Form 206H Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name	Mailing Address	Name	Check all schedules that apply:
2.1 Ruby's Huntington Beach, Ltd	4100 MacArthur Blvd Suite 310 Newport Beach, CA 92660	Opus Bank a California commercial bank	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.2 Ruby's Laguna Beach, Ltd	4100 MacArthur Blvd Suite 310 Newport Beach, CA 92660	Opus Bank a California commercial bank	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.3 Ruby's Laguna Hills, Ltd	4100 MacArthur Blvd Suite 310 Newport Beach, CA 92660	Opus Bank a California commercial bank	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.4 Ruby's Oceanside, Ltd	4100 MacArthur Blvd Suite 310 Newport Beach, CA 92660	Opus Bank a California commercial bank	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____

Debtor Ruby's Quality Diners, LLC

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Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.5	Ruby's Palm Springs, Ltd	4100 MacArthur Blvd Suite 310 Newport Beach, CA 92660	Opus Bank a California commercial bank	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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2.6	Ruby's SoCal Diners, LLC	4100 MacArthur Blvd Suite 310 Newport Beach, CA 92660	Opus Bank a California commercial bank	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
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Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☒ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None.

Insider's name and address
Relationship to debtor

Dates

Total amount of value

Reasons for payment or transfer

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

Debtor **Ruby's Quality Diners, LLC, a Delaware limited liability company**Case number (if known) **8:18-bk-13198 CB**☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
-----------------------------	---	-----------------------	--------

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. See Attached Rider			<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
------------------------------	---	-------------	-------

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	<p>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</p> <p>List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</p>		

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Debtor **Ruby's Quality Diners, LLC, a Delaware limited liability company**Case number (if known) **8:18-bk-13198 CB**

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.	See Attached Rider		See Attached Rider	\$500,111.12
	Email or website address			
	Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
-------------------------	-----------------------------------	---------------------------	-----------------------

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.**Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

	Address	Dates of occupancy From-To
14.1.	557 Wald Irvine, CA 92618	6/20/2009 to 6/20/2016
14.2.	201 Shipyard Suite E Newport Beach, CA 92663	6/20/2016 to 12/31/2017

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	--	---

Part 9: Personally Identifiable Information

Debtor **Ruby's Quality Diners, LLC, a Delaware limited liability company**Case number (if known) **8:18-bk-13198 CB****16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?
 Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

<input checked="" type="checkbox"/> None				
Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

<input checked="" type="checkbox"/> None			
Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

<input checked="" type="checkbox"/> None			
Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Debtor **Ruby's Quality Diners, LLC, a Delaware limited liability company**Case number (if known) **8:18-bk-13198 CB**

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	---------------------------------------	-----------------------------	----------------

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

Business name address	Describe the nature of the business	Employer identification number Do not include Social Security number or ITIN.
		Dates business existed
		EIN: 33-0691331
		From-To 1/30/1996 to Present
25.1. Ruby's Huntington Beach, Ltd. 4100 MacArthur Blvd. Suite 310 Newport Beach, CA 92660	Operation of restaurant.	
25.2. Ruby's Oceanside, Ltd. 4100 MacArthur Blvd. Suite 310 Newport Beach, CA 92660	Operation of restaurant.	EIN: 33-0569154 From-To 7/1/1993 to Present
25.3. Ruby's Palm Springs, Ltd. 4100 MacArthur Blvd. Suite 310 Newport Beach, CA 92660	Operation of restaurant.	EIN: 33-0919627 From-To 8/28/2000 to Present
25.4. Ruby's Laguna Hills, Ltd. 4100 MacArthur Blvd. Suite 310 Newport Beach, CA 92660	Operation of restaurant.	EIN: 33-0636603 From-To 10/29/1994 to Present

Debtor **Ruby's Quality Diners, LLC, a Delaware limited liability company**Case number (if known) **8:18-bk-13198 CB**

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
------------------------------	--	---

Dates business existed

25.5. Ruby's Mission Valley, Ltd. 4100 MacArthur Suite 310 Newport Beach, CA 92660	Non-operating partnership. Restaurant associated with the partnership closed 4/2018.	EIN: 33-0752770 From-To 1/10/1997 to Present
---	---	---

25.6. Ruby's Corona Del Mar, Ltd. 4100 MacArthur Blvd Suite 310 Newport Beach, CA 92660	Non-operating partnership. Restaurant associated with the partnership was sold on 9/22/2016.	EIN: 33-0601109 From-To 2/4/1994 to Present
--	---	--

25.7. Ruby's Diner Laguna Beach, Ltd. 4100 MacArthur Blvd Suite 310 Newport Beach, CA 92660	Non-operating partnership. Restaurant associated with the partnership was sold on 10/19/2016.	EIN: 33-0367585 From-To 10/12/1989 to Present
--	--	--

25.8. Ruby's Mission Viejo, Ltd. 4100 MacArthur Blvd Newport Beach, CA 92660	Restaurant associated with the partnership was sold on 2/9/2016. Partnership cancelled on 4/27/2018.	EIN: 33-0082282 From-To 12/9/1999 to 4/27/2018
---	---	---

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None**Name and address****Date of service**
From-To

26a.1. **AFP Saddington LLP**
18201 Von Karman Ave.
Suite 450
Irvine, CA 92612

Prior 2 years

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None**Name and address****If any books of account and records are**
unavailable, explain why

26c.1. **AFP Saddington LLP**
18201 Von Karman Ave.
Suite 450
Irvine, CA 92612-1014

26c.2. **Debtor's possession**
4100 MacArthur Blvd.
Suite 310
Newport Beach, CA 92660

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

Debtor **Ruby's Quality Diners, LLC, a Delaware limited liability company**Case number (if known) **8:18-bk-13198 CB**☒ None**Name and address****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.**Name of the person who supervised the taking of the inventory****Date of inventory****The dollar amount and basis (cost, market, or other basis) of each inventory****28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.**

Name	Address	Position and nature of any interest	% of interest, if any
Ruby's SoCal Diners, LLC	4100 MacArthur Blvd. Suite 310 Newport Beach, CA 92660	Sole and Managing Member	100%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?☒ No☐ Yes. Identify below.**30. Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ No☐ Yes. Identify below.**Name and address of recipient****Amount of money or description and value of property****Dates****Reason for providing the value****31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?**☐ No☒ Yes. Identify below.**Name of the parent corporation****Employer identification number of the parent corporation****Ruby's Diner, Inc., a California corporation****EIN: 33-0098143****32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?**☒ No☐ Yes. Identify below.**Name of the pension fund****Employer identification number of the parent corporation**

Debtor Ruby's Quality Diners, LLC, a Delaware limited liability company

Case number (if known) 8:18-bk-13198 CB

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 9/28/2018

Signature of individual signing on behalf of the debtor

Douglas S. Cavanaugh

Printed name

Position or relationship to debtor Chief Executive OfficerAre additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?☒ No☐ Yes

RIDER TO NO. 7

STATEMENT OF FINANCIAL AFFAIRS

LEGAL ACTIONS OR ASSIGNMENTS

(Includes all of the Jointly Administered Debtors)

Entity	Plaintiff	Plaintiff's Counsel	Defendant	Nature of Case	Court	Case #	Status of Case
Ruby's Huntington Beach, Ltd.	Opus Bank	John S. Baker; Jessica McKinlay, Dorsey & Whitney, LLP, 600 Anton Blvd., Suite 200, Costa Mesa, CA 92626	Ruby's Huntington Beach, Ltd.	Breach of Contract/Warranty	Orange County Superior Court, Central Justice Center	30-2018-009983314-CU-BC-CJC	Pending
Ruby's SoCal Diners, LLC	Opus Bank	Same as above	Ruby's SoCal Diners, LLC	Breach of Contract/Warranty	Orange County Superior Court, Central Justice Center	30-2018-009983314-CU-BC-CJC	Pending
Ruby's Quality Diners, LLC	Opus Bank	Same as above	Ruby's Quality Diners, LLC	Breach of Contract/Warranty	Orange County Superior Court, Central Justice Center	30-2018-009983314-CU-BC-CJC	Pending
Ruby's Oceanside, Ltd.	Opus Bank	Same as above	Ruby's Oceanside, Ltd.	Breach of Contract/Warranty	Orange County Superior Court, Central Justice Center	30-2018-009983314-CU-BC-CJC	Pending
Ruby's Palm Springs, Ltd.	Opus Bank	Same as above	Ruby's Palm Springs, Ltd.	Breach of Contract/Warranty	Orange County Superior Court, Central Justice Center	30-2018-009983314-CU-BC-CJC	Pending
Ruby's Laguna Hills, Ltd.	Opus Bank	Same as above	Ruby's Laguna Hills, Ltd.	Breach of Contract/Warranty	Orange County Superior Court, Central Justice Center	30-2018-009983314-CU-BC-CJC	Pending
Ruby's Diner, Inc.	Pillsbury Winthrop Shaw Pittman LLP	Barbara L. Croutch, Matthew Walters, Pillsbury Winthrop Shaw Pittman LLP	Ruby's Diner, Inc.	Enforcement	Orange County Superior Court, Central Justice Center	30-2018-00986898-CU-EN-CJC	Judgment
Ruby's SoCal Diners, LLC	Pillsbury Winthrop Shaw Pittman LLP	Same as above	Ruby's SoCal Diners, LLC	Enforcement	Orange County Superior Court, Central Justice Center	30-2018-00986898-CU-EN-CJC	Judgment
Ruby's Palm Springs, Ltd.	Pillsbury Winthrop Shaw Pittman LLP	Same as above	Ruby's Palm Springs, Ltd.	Enforcement	Orange County Superior Court, Central Justice Center	30-2018-00986898-CU-EN-CJC	Judgment
Ruby's Oceanside, Ltd.	Pillsbury Winthrop Shaw Pittman LLP	Same as above	Ruby's Oceanside, Ltd.	Enforcement	Orange County Superior Court, Central Justice Center	30-2018-00986898-CU-EN-CJC	Judgment
Ruby's Huntington Beach, Ltd.	Pillsbury Winthrop Shaw Pittman LLP	Same as above	Ruby's Huntington Beach, Ltd.	Enforcement	Orange County Superior Court, Central Justice Center	30-2018-00986898-CU-EN-CJC	Judgment
Ruby's Diner, Inc.	Darryl Bentley	Vincent W. Davis, Odeha Warren, Law Offices of Vincent W. Davis and Associates, 150 North Santa Anita Avenue, Suite 200, Arcadia, CA 91006	Ruby's Diner, Inc.	Personal Injury	Orange County Superior Court, Central Justice Center	30-2018-01013352	Pending
Ruby's Diner, Inc.	MGP Fund X Laguna Hills, LLC	Stephen C. Durringer, Durringer Law Offices	Ruby's Diner, Inc.	Unlawful Detainer	Orange County Superior Court, Central Justice Center	30-2018-00982994-CU-UD-CJC	Judgment
Ruby's SoCal Diners, LLC	MGP Fund X Laguna Hills, LLC	Same as above	Ruby's SoCal Diners, LLC	Unlawful Detainer	Orange County Superior Court, Central Justice Center	30-2018-00982994-CU-UD-CJC	Judgment
Ruby's Laguna Hills, Ltd.	MGP Fund X Laguna Hills, LLC	Same as above	Ruby's Laguna Hills, Ltd.	Unlawful Detainer	Orange County Superior Court, Central Justice Center	30-2018-00982994-CU-UD-CJC	Judgment

(Includes all of the Jointly Administered Debtors)

Ruby's Diner, Inc.	Robert Smith	Joseph R. Manning, Jr., Michael J. Manning, Tristan P. Jankowski, Manning Law, APC, 4667 MacArthur Blvd., Suite 150, Newport Beach, CA 92660	Ruby's Diner, Inc.	Civil Rights	Los Angeles, Superior Court, Governor George Deukmenian Courthouse	NC061912	Pending
Ruby's Diner, Inc.	Teresa Lara	Martinian Tigran, Martinian & Associates, Inc., 2801 Cahueng Blvd., W., Los Angeles, CA 90068	Ruby's Diner, Inc.	Breach of Contract/Warranty	Los Angeles, Superior Court, Central Justice Center	BC691604	Pending
Ruby's Diner, Inc.	Nora Noel Canaday	Randy K. Bell, The Law Office of Randy K. Bell, 2980 Locust Street, Riverside, CA 92501	Ruby's Diner, Inc.	Product Liability	O.C. Superior Court, Central Justice Center	30-2017-00952832-CU-PL-CJC	Dismissed
Ruby's SoCal Diners, LLC	Nora Noel Canaday	Same as above	Ruby's SoCal Diners, LLC	Product Liability	Orange County Superior Court, Central Justice Center	30-2017-00952832-CU-PL-CJC	Dismissed
Ruby's Laguna Hills, Ltd.	Nora Noel Canaday	Same as above	Ruby's Laguna Hills, Ltd.	Product Liability	Orange County Superior Court, Central Justice Center	30-2017-00952832-CU-PL-CJC	Dismissed
Ruby's Diner, Inc.	Elizabeth Orozco	Bradley & Gmlich LLP, 700 N. Brand Blvd., Goendale, CA 91203	Ruby's Diner, Inc.	Personal Injury	Orange County Superior Court, Central Justice Center	30-2-16-00890864	Dismissed
Ruby's SoCal Diners, LLC	Star-West Parkway Mall	Daniel I. Toscano, Polsinelli, LLP, 2049 Century Park East, Suite 2900, Los Angeles, CA 90068	Ruby's SoCal Diners, LLC	Breach of Contract	San Diego Superior Court, Hall of Justice	37-2018-00028275	Pending

RIDER TO NO. 11

STATEMENT OF FINANICAL AFFAIRS

PAYMENTS RELATED TO BANKRUPTCY (1 YEAR)

RIDER TO NO. 11.1
STATEMENT OF FINANCIAL AFFAIRS

Who was paid or who received the transfer: Address	If not money, describe any property transferred	Dates	Total Amount of Value¹
Lobel Weiland Golden Friedman LLP (now known as Weiland Golden Goodrich LLP), 650 Town Center Drive, Suite 600, Costa Mesa, CA 92660	N/A	10/23/2017	\$2,221.16
Same as above	N/A	10/26/2017	\$17,975.00
Pachulski Stang Ziehl & Jones LLP, 650 Town Center Drive, Suite 1500, Costa Mesa, CA 92626	N/A	4/20/2018	\$195,650.62
Same as above	N/A	6/11/2018	\$14,908.20
Same as above	N/A	6/19/2018	\$7,454.10
Same as above	N/A	7/23/2018	\$7,454.10
Same as above	N/A	8/17/2018	\$26,640.84
Same as above	N/A	8/28/2019	\$162,590.23
TOTAL			\$500,111.12

¹ All payments paid by Debtors. The Debtors in these cases are the following: Ruby's Diners, Inc.; Ruby's SoCal Diners, LLC; Ruby's Quality Diners, LLC; Ruby's Huntington Beach, Ltd.; Ruby's Laguna Hills, Ltd.; Ruby's Oceanside, Ltd.; and Ruby Palm Springs, Ltd.

**United States Bankruptcy Court
Central District of California**

In re Ruby's Quality Diners, LLC, a Delaware limited liability company
Debtor(s)

Case No. 8:18-bk-13198 CB
Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

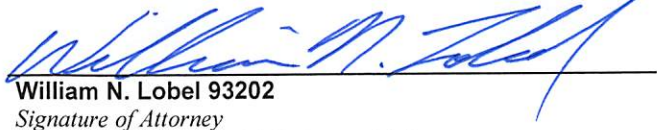
1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:
- | | | |
|---|----|---------------------------|
| For legal services, I have agreed to accept | \$ | <u>See Attached Rider</u> |
| Prior to the filing of this statement I have received | \$ | <u>See Attached Rider</u> |
| Balance Due | \$ | <u>See Attached Rider</u> |
2. \$ 1,717.00 of the filing fee has been paid.
3. The source of the compensation paid to me was: **(See Attached Rider)**
☒ Debtor ☒ Other (specify):
4. The source of compensation to be paid to me is: **(See Attached Rider)**
☒ Debtor ☒ Other (specify):
5. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
 - b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
 - c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
 - d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
 - e. [Other provisions as needed] **(Rider 6.e. attached)**
7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

September 27 2018

Date


William N. Lobel 93202
Signature of Attorney

Pachulski Stang Ziehl & Jones LLP
Costa Mesa, CA 92626
714-384-4740 Fax: 714-384-4741
wlobel@pszjlaw.com
Name of law firm

RIDER TO

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTORS¹

Date, amount and source of compensation paid to Pachulski Stang Ziehl & Jones LLP (the "Firm") within one year before the filing of the petition in bankruptcy:

Date	Amount	Source
4/20/2018	\$40,064.60	Ruby's Palm Springs, LTD
4/20/2018	\$25,152.27	Ruby's Palm Springs, LTD
4/20/2018	\$40,064.60	Ruby's Palm Springs, LTD
4/20/2018	\$25,152.28	Ruby's Palm Springs, LTD
4/20/2018	\$40,064.59	Ruby's Palm Springs, LTD
4/20/2018	\$25,152.28	Ruby's Palm Springs, LTD
4/20/2018	\$40,064.60	Ruby's Palm Springs, LTD
4/20/2018	\$25,152.27	Ruby's Palm Springs, LTD
6/11/2018	\$7,454.10	Ruby's Huntington Beach, LTD
6/11/2018	\$7,454.10	Ruby's Palm Springs, LTD
6/19/2018	\$7,454.10	Ruby's Oceanside, LTD
7/23/2018	\$7,454.10	Ruby's Laguna Hills, LTD
8/17/2018	\$8,581.55	Ruby's Oceanside LTD
8/17/2018	\$18,059.29	Ruby's Oceanside LTD
8/28/2019	\$162,590.23	Ruby's Diner, Inc.
TOTAL	\$479,914.96²	
Balance of Retainer	\$0.00	

The above-referenced amount is not a fixed price for counsel's services, and the Firm reserves the right to seek additional compensation beyond the amounts as set forth herein in accordance with applicable provisions of the Bankruptcy Code and Bankruptcy Rules.

Pursuant to orders entered by the Court on joint administration, the Debtors are jointly and severally liable for all of the administrative professional fees and expenses incurred in the Debtors' chapter 11 cases (the "Cases"). All fees and costs will be charged to the lead case, Ruby's Diners, Inc., and only one joint fee application need be filed by any professional in the Cases.

RIDER NO. 6.e.

By agreement with the Debtors, the employment of the Firm does not include the following services: The Firm has not agreed to undertake nor will it be responsible for an of the following (i) appearances before any court or agency other than the Bankruptcy Court and the Office of the United States Trustee; or (ii) the provision of substantive legal advice outside the insolvency area, such as corporate law, partnership law, non-bankruptcy taxation, securities law, torts, environmental law, non-bankruptcy labor issues, criminal law, or real estate law, or the rendering of any opinions in connection therewith.

¹ The last four digits of the Debtors' federal tax identification numbers are as follows: Ruby's Diners, Inc. (8143); Ruby's SoCal Diners, LLC (9782); Ruby's Quality Diners, LLC 1539); Ruby's Huntington Beach, Ltd. (1331); Ruby's Laguna Hills, Ltd. (6603); Ruby's Oceanside, Ltd. (9104); and Ruby Palm Springs, Ltd. (9627).

² Includes fees and expenses.

RUBY'S DINER, INC.
SECRETARY'S CERTIFICATE

The undersigned, Tad Belshe, hereby certifies as follows:

1. The undersigned is the duly and validly appointed Secretary of Ruby's Diner, Inc. (the "Company").
2. Set forth below is true and correct resolution approved by the Company's majority Board Members on August 28, 2018:

Emergency Meeting

An emergency meeting of the Board of Directors was called by Doug Cavanaugh on August 28, 2018. All Board members agreed to be present either in person or telephonically, and all Board Members attended the meeting, either telephonically or in person.

William Lobel, as a guest and counsel for the Company advised that Opus Bank has moved for the appointment of a receiver over the restaurants owned by Ruby's Huntington Beach, LTD., Ruby's Laguna Hills, LTD., Ruby's Palm Springs, LTD., Ruby's Mission Valley, LTD., and Ruby's Oceanside, LTD. Opus is also seeking a receiver over Ruby's SoCal Diners, LLC and Ruby's Quality Diners, LLC (the restaurant and holding company entities are collectively known as "Defendants"). The hearing on the receivership motion is set for 10:00 a.m. on August 29, 2018 (the "Hearing"). Following a discussion of the extremely detrimental effect the appointment of a receiver would have on the Defendants, a motion was made to authorize the filing of chapter 11 petitions by each of the Defendants before the hearing is held. The motion was seconded and approved by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate on August 28, 2018



Tad Belshe, Secretary

Attorney or Party Name, Address, Telephone & FAX Nos., and State Bar No. & Email Address William N. Lobel, SBN 93202 Pachulski Stang Ziehl & Jones LLP 650 Town Center Drive, Suite 1500 Telephone: (714) 384-4740 Fax: (714) 384-4741 Email: wlobel@pszjlaw.com	FOR COURT USE ONLY
<input checked="" type="checkbox"/> <i>[Proposed] Attorney for Debtor</i>	
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Ruby's Quality Diners, LLC, a Delaware limited liability company,	CASE NO.: 8:18-bk-13198 CB ADVERSARY NO.: CHAPTER: 11
Debtor(s), Plaintiff(s),	CORPORATE OWNERSHIP STATEMENT PURSUANT TO FRBP 1007(a)(1) and 7007.1, and LBR 1007-4
Defendant(s).	[No hearing]

Pursuant to FRBP 1007(a)(1) and 7007.1, and LBR 1007-4, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this Statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.

I, Douglas S. Cavanaugh, the undersigned in the above-captioned case, hereby declare
(Print Name of Attorney or Declarant)
under penalty of perjury under the laws of the United States of America that the following is true and correct:

[Check the appropriate boxes and, if applicable, provide the required information.]

1. I have personal knowledge of the matters set forth in this Statement because:
- ☒ I am the president or other officer or an authorized agent of the Debtor corporation
 - ☐ I am a party to an adversary proceeding
 - ☐ I am a party to a contested matter
 - ☐ I am the attorney for the Debtor corporation
- 2.a. ☒ The following entities, other than the debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:
See Addendum
- b. ☐ There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

9/28/2018

Date

By: 

Signature of Debtor, or attorney for Debtor

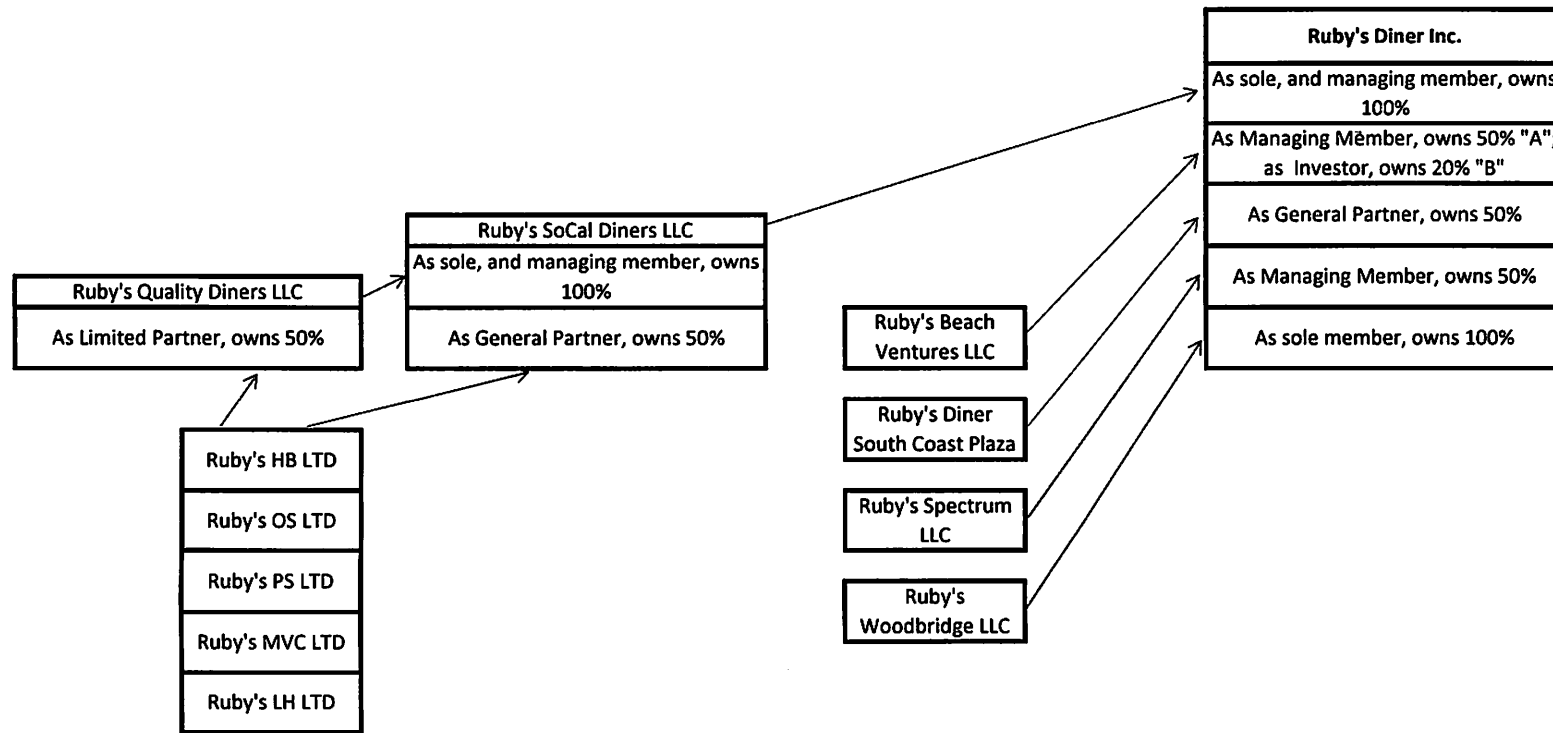
Name: **Douglas S. Cavanaugh**

Printed name of Debtor, or attorney for Debtor

**Addendum to Corporate Ownership Statement Pursuant to
F.R.B.P. 1007(a)(1) and 7007.1, and Local Bankruptcy Rule 1002-5**

The following entities, other than the debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:

Ruby's SoCal Diners, LLC, a Delaware limited liability company
4100 MacArthur Blvd.
Suite 310
Newport Beach, CA 92660
100%



**United States Bankruptcy Court
Central District of California**

In re Ruby's Quality Diners, LLC, a Delaware limited liability company
Debtor(s)

Case No. 8:18-bk-13198 CB
Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Ruby's SoCal Diners, LLC, a Delaware limited liability company 4100 MacArthur Blvd. Suite 310 Newport Beach, CA 92660	Membership Units	100%	Sole and Managing Member

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Authorized Signer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 9/28/2018

Signature



Douglas S. Cavanaugh

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

**STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LBR 1015-2
UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA**

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, his or her current or former domestic partner, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

See Attached Rider

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

See Attached Rider


4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

I declare, under penalty of perjury, that the foregoing is true and correct.

Executed at Newport Beach, California.

Date: 9/28/2018



Douglas S. Cavanaugh
Signature of Authorized Signer

RIDER TO

STATEMENT OF RELATED CASES NFORMATION REQUIRED BY LBR 1015-2

Debtor	Case No.	Date Filed	Nature	Judge Assigned	Court	Status
In re Ruby's SoCal Diners, LLC, a Delaware limited liability company	8:18-bk-13197 CB	8/29/2018	Voluntary Chapter 11	Hon. Catherine E. Bauer	U.S. Bankruptcy Court, Central District of California, Santa Ana Division	Pending
In re Ruby's Quality Diners, LLC, a Delaware limited liability company	8:18-bk-13198 CB	8/29/2018	Voluntary Chapter 11	Hon. Catherine E. Bauer	U.S. Bankruptcy Court, Central District of California, Santa Ana Division	Pending
In re Ruby's Huntington Beach, Ltd., a California limited partnership	8:18-bk-13199 CB	8/29/2018	Voluntary Chapter 11	Hon. Catherine E. Bauer	U.S. Bankruptcy Court, Central District of California, Santa Ana Division	Pending
In re Ruby's Laguna Hills, Ltd, a California limited partnership	8:18-bk-13200 CB	8/29/2018	Voluntary Chapter 11	Hon. Catherine E. Bauer	U.S. Bankruptcy Court, Central District of California, Santa Ana Division	Pending
In re Ruby's Oceanside, Ltd., a California limited partnership	8:18-bk-13201 CB	8/29/2018	Voluntary Chapter 11	Hon. Catherine E. Bauer	U.S. Bankruptcy Court, Central District of California, Santa Ana Division	Pending
In re Ruby's Palm Springs, Ltd., a California limited partnership	8:18-bk-13202 CB	8/29/2018	Voluntary Chapter 11	Hon. Catherine E. Bauer	U.S. Bankruptcy Court, Central District of California, Santa Ana Division	Pending
In re Ruby's Diner, Inc., a California corporation	8:18-bk-13311 CB	9/5/2018	Voluntary Chapter 11	Hon. Catherine E. Bauer	U.S. Bankruptcy Court, Central District of California, Santa Ana Division	Pending
In re Ruby's Franchise Systems, Inc., a California corporation	8:18-bk-13324 CB	9/6/2018	Voluntary Chapter 11	Hon. Catherine E. Bauer	U.S. Bankruptcy Court, Central District of California, Santa Ana Division	Pending

Fill in this information to identify the case:

Debtor name Ruby's Quality Diners, LLC, a Delaware limited liability company

United States Bankruptcy Court for the: CENTRAL DISTRICT OF CALIFORNIA

Case number (if known) 8:18-bk-13198 CB

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

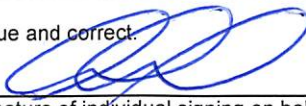
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☒ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☒ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☒ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☒ Schedule H: Codebtors (Official Form 206H)
- ☒ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders, Statement of Related Cases, Corporate Ownership Statement; Verification of Master Mailing List of Creditors

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 9/28/2018

X


Signature of individual signing on behalf of debtor

Douglas S. Cavanaugh

Printed name

Authorized Signer

Position or relationship to debtor

Attorney or Party Name, Address, Telephone & FAX Nos.,
 State Bar No. & Email Address
 William N. Lobel, SBN 93202
 Pachulski Stang Ziehl & Jones LLP
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 Telephone: (714) 384-4740
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FOR COURT USE ONLY

☐ Debtor(s) appearing without an attorney

☒ [Proposed] Attorney for Debtor

**UNITED STATES BANKRUPTCY COURT
 CENTRAL DISTRICT OF CALIFORNIA**

In re:

Ruby's Quality Diners, LLC, a Delaware limited
 liability company,

CASE NO.: 8:18-bk-13198 CB

CHAPTER: 11

**VERIFICATION OF MASTER
 MAILING LIST OF CREDITORS**

[LBR 1007-1(a)]

Debtor(s).

Pursuant to LBR 1007-1(a), the Debtor, or the Debtor's attorney if applicable, certifies under penalty of perjury that the master mailing list of creditors filed in this bankruptcy case, consisting of 3 sheet(s) is complete, correct, and consistent with the Debtor's schedules and I/we assume all responsibility for errors and omissions.

Date: 9/28/2018

Authorized Signor 