

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

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 the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Roadhouse Midco Inc.

2. All other names debtor used in the last 8 years
 Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 27 - 4076337

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>3011 Armory Drive, Suite 300</u>	
	Number Street	Number Street
	_____	_____
	<u>Nashville TN 37204</u>	
	City State ZIP Code	City State ZIP Code
		Location of principal assets, if different from principal place of business
	<u>Davidson</u>	
	County	Number Street

		City State ZIP Code

5. Debtor's website (URL) http://logansroadhouse.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor Roadhouse Midco Inc.

Case number (if known) _____

Name _____

7. Describe debtor's businessA. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

Activities Related to Real EstateB. *Check all that apply:*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7225

8. Under which chapter of the Bankruptcy Code is the debtor filing?*Check one:*

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 on a consolidated basis (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No
☐ Yes.

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

Debtor Roadhouse Midco Inc.
Name

Case number (if known) _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No
☒ Yes.Debtor See attachedRelationship See attachedDistrict See attached

When _____

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

City _____

State _____

ZIP Code _____

Is the property insured?☐ No.☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Debtor Roadhouse Midco Inc.
Name

Case number (if known) _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one.

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| ☒ 1-49 | ☐ 1,000-5,000 | ☐ 25,001-50,000 |
| ☐ 50-99 | ☐ 5,001-10,000 | ☐ 50,001-100,000 |
| ☐ 100-199 | ☐ 10,001-25,000 | ☐ More than 100,000 |
| ☐ 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| ☒ \$0-\$50,000 | ☐ \$1,000,001-\$10 million | ☐ \$500,000,001-\$1 billion |
| ☐ \$50,001-\$100,000 | ☐ \$10,000,001-\$50 million | ☐ \$1,000,000,001-\$10 billion |
| ☐ \$100,001-\$500,000 | ☐ \$50,000,001-\$100 million | ☐ \$10,000,000,001-\$50 billion |
| ☐ \$500,001-\$1 million | ☐ \$100,000,001-\$500 million | ☐ More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| ☒ \$0-\$50,000 | ☐ \$1,000,001-\$10 million | ☐ \$500,000,001-\$1 billion |
| ☐ \$50,001-\$100,000 | ☐ \$10,000,001-\$50 million | ☐ \$1,000,000,001-\$10 billion |
| ☐ \$100,001-\$500,000 | ☐ \$50,000,001-\$100 million | ☐ \$10,000,000,001-\$50 billion |
| ☐ \$500,001-\$1 million | ☐ \$100,000,001-\$500 million | ☐ More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING — Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

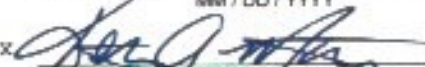
I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition 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 08/08/2016

MM / DD / YYYY

x 
Signature of authorized representative of debtor

Keith A. Maib

Printed name

Title Chief Restructuring Officer

Debtor Roadhouse Midco Inc.
Name

Case number (if known) _____

18. Signature of attorney

x


Signature of attorney for debtorDate 08/08/2016

MM / DD / YYYY

Edmon L. Morton

Printed Name

Young Conaway Stargatt & Taylor, LLP

Firm name

1000 North King Street

Number Street

Wilmington

City

DE

State

19801

Zip Code

(302) 571 - 6600

Contact phone

emorton@ycst.com

Email address

3856

Bar number

DE

State

ATTACHMENT 1 TO VOLUNTARY PETITION

Pending Bankruptcy Cases Filed by Affiliated Entities

On the date hereof, each of the related entities listed below, including the debtor in this chapter 11 case (collectively, the “**Debtors**”), will file or have filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of their voluntary petitions, the Debtors are filing a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

The Debtors are the following entities (along with their federal tax identification numbers):

1. Roadhouse Holding Inc. (27-4075939)
2. Roadhouse Intermediate Inc. (27-4076159)
3. Roadhouse Midco Inc. (27-4076337)
4. Roadhouse Parent Inc. (27-3425108)
5. LRI Holdings, Inc. (20-5894571)
6. Logan’s Roadhouse, Inc. (62-1602074)
7. Logan’s Roadhouse of Texas, Inc. (74-2902372)
8. Logan’s Roadhouse of Kansas, Inc. (20-5948716)

Debtor Roadhouse Midco Inc.

Case number (if known) _____

Debtor Name

United States Bankruptcy Court for the: _____ District of Delaware

Case Number (if known) _____

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 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

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

Executed on 08/08/2016
MM / DD / YYYY

X /s/ Keith A. Maib
Signature of authorized representative of debtor

Keith A. Maib
Printed name

Title Chief Restructuring Officer

Fill in this information to identify the case:**Debtor name:** Roadhouse Holding Inc., et al.**United States Bankruptcy Court for the:** District of Delaware**Case number (if known):** 16-_____☐ Check if this is an amended filingOfficial Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders on a Consolidated Basis**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	National Retail Properties 450 S. Orange Avenue Suite 900 Orlando FL 32801	Sam Khatib Sam.Khatib@nnnreit.com / leticia.thresher@nnnreit.com	Rent				\$521,869.74
2	Cintas Corporation No 2 4601 Creekstone Dr Ste 200 Durham NC 27703	Sean McLaughlin AppleM@cintas.com / mclaughlins@cintas.com Facsimile No. 919-882-8325	Trade Payable				\$337,958.75
3	Republic Services, LLC PO Box 99917 Chicago IL 60696-7717	Jeff Moody SSmetzler@republicservices.com / jmoody@republicservices.com	Trade Payable				\$269,613.90
4	dba REMCO 995 Yeager Parkway Pelham AL 35124	Cort Harwood service@remcoalabama.com / cort@remcosoutheast.com Facsimile No. 205-620-1254	Trade Payable				\$208,000.00
5	BullsEye Telecom Inc PO Box 33752 Detroit MI 48232-3752	help@bullseyetelecom.com	Trade Payable				\$193,194.13
6	Coca Cola - Dr Pepper Fairshare PO Box 102703 Atlanta GA 30368	B. Marshall bmarshall@coca-cola.com	Trade Payable				\$185,785.00
7	Ecolab Pest 26252 Network Place Chicago IL 60673-1262	Guy Turner guy.turner@ecolab.com Facsimile No. 407-830-5868	Trade Payable				\$178,750.00
8	Store Capital 8501 E Princess Dr, Suite 190 Scottsdale AZ 85255	C. Barnett cbarnett@storecapital.com / fincollections@storecapital.com	Rent				\$159,457.72
9	Brink's Incorporated 7373 Solutions Center Chicago IL 60677-7003	Al Ringer alringer@brinksinc.com	Trade Payable				\$141,682.39

Debtor **Roadhouse Holding Inc., et al.**Case number (if known) **16-**_____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
10	Printed Images, Inc. 1650 Elm Hill Pike #9 Nashville TN 37210	Mark McGill mark.mcgill@proforma.com Facsimile No. 615-315-9300	Trade Payable				\$127,647.14
11	Reed Smith LLP 225 Fifth Avenue Pittsburgh PA 15222	M. Aires MAires@ReedSmith.com Facsimile No. 215-851-1420	Professional Services				\$114,843.02
12	AR Global 7621 Little Ave Suite 200 Charlotte NC 28226	Akomea Potsu-Kankam apoku-kankam@ar-global.com Facsimile No. 704-247-4956	Rent				\$109,893.24
13	Compeat Inc 12303 Technology Blvd Suite 930D Austin TX 78727	Stacy Doucet stacy.doucet@compeat.com	Trade Payable				\$108,931.30
14	dba People Matter Billing 466 King Street Charleston SC 29403	billing@peoplematter.com	Trade Payable				\$108,870.30
15	VEREIT 2325 East Camelback Rd Suite 1100 Phoenix AZ 85016	Glenn Kindred gkindred@vereit.com	Rent				\$108,058.72
16	Butler, Shine, Stern & Partner 20 Liberty Ship Way Sausalito CA 94965	A. Bayer abayer@bssp.com	Trade Payable				\$106,997.70
17	Dykes Restaurant Supply PO Box 5100 Huntsville AL 35814	Fran Spinelli fspinelli@dykesfoodservice.com Facsimile No. 256-721-1365	Trade Payable				\$104,963.36
18	Outdoor Nation LLC 1807 Taft Highway Ste 1 Ste 1 Signal Mountain GA 37377	Kim Clausen kim.clausen@outdoornation.net Facsimile No. 423-517-0075	Trade Payable				\$102,825.26
19	Squirrel Systems G.P. PMB 740 250 H Street Blaine WA 98230-4033	K. Grewal kgrewal@squirrelsistemas.com Facsimile No. 604-412-3399	Trade Payable				\$93,725.00
20	AO Smith Corporation 12024 Collection Center Drive Chicago IL 60693	Darren Hyde dhyde@hotwater.com	Trade Payable				\$85,885.30
21	Aramark Uniform & Career Appar 22808 Network Place Chicago IL 60673-1228	Kelley Suzanne Kelley-Suzanne@aramark.com	Trade Payable				\$84,215.13
22	IA Management LLC 62953 Collections Center Drive Chicago IL 60693-0629	Chrissy Hart chrissy.hart@iamanagement.com	Rent				\$66,325.85
23	Whitex Financial Inc 15 Roundup Drive Sedona AZ 86336	Alec Deffis-Whittaker alec@deffis-whittaker.com	Rent				\$65,293.53
24	Warren Logan's Ohio LLC 10 S. Howard St Ste 110 Baltimore MD 21201	Helen C. Stephenson helen@otiswarren.com	Rent				\$64,117.15

Debtor **Roadhouse Holding Inc., et al.**Case number (if known) **16-_____**

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25	Blair Manassas, LLC 1489 Chain Bridge Rd Ste 202 McLean VA 22101	Steve Gotlinger bgotlinger@verizon.net / Steve.Georgilakis2@verizon.net	Rent				\$63,264.42
26	Moody's PO Box 102597 Atlanta GA 30368-0597	Donna Hamrah donna.hamrah@moodys.com Facsimile No. 212-298-6463	Trade Payable				\$59,583.37
27	NSF International Food Safety, Dept Lockbox 771380 PO Box 77000 Detroit MI 48277-1380	Christine Andrews nsfbilling@nsf.org	Trade Payable				\$57,251.84
28	John E Lewis 3125 Buttercup Lane Camarillo CA 93012		Rent				\$57,249.99
29	2 Combs Enterprises Inc 6562 E County Line Rd Rogersville MO 65742	Chris Combs christopherlcombs.34@gmail.com	Trade Payable				\$54,843.75
30	Sang S. Yi & Young Ae Yi 47 McMullen Lane Gurley AL 35748	Sang S. Yi sammylee53@gmail.com	Rent				\$54,735.99

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

In re:

ROADHOUSE HOLDING INC., *et al.*,¹
Debtors.

Chapter 11

Case No. __-____ (____)

(Joint Administration Requested)

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS PURSUANT TO
FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), and 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Roadhouse Holding Inc., a Delaware corporation, and its subsidiaries, who are each debtors and debtors in possession in the above-captioned cases (each a “**Debtor**”), hereby state as follows:

1. The direct equity interest holders of Roadhouse Holding Inc., their address, and the nature of their equity interests are as follows:

Equity Holder	Nature of Interest Held	Unit Holdings and % Ownership
Kelso Investment Associates VIII, L.P.	Common Stock	1,922,505 shares common stock 84.71%
KEP VI, LLC	Common Stock	308,495 shares common stock 13.59%
Amy L. Bertauski	Common Stock	10,000 shares common stock 0.44%

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Roadhouse Holding Inc. (5939); Roadhouse Intermediate Inc. (6159); Roadhouse Midco Inc. (6337); Roadhouse Parent Inc. (5108); LRI Holdings, Inc. (4571); Logan’s Roadhouse, Inc. (2074); Logan’s Roadhouse of Texas, Inc. (2372); and Logan’s Roadhouse of Kansas, Inc. (8716). The location of the Debtors’ corporate headquarters is 3011 Armory Drive, Suite 300, Nashville, Tennessee 37204.

Lynne D. Wildman	Common Stock	5,000 shares common stock 0.22%
Scott Dever	Common Stock	2,500 shares common stock 0.11%
Len VanPopering	Common Stock	579 shares common stock 0.03%
Sam Borgese	Common Stock	17,350 shares common stock 0.76%
David Cavallin	Common Stock	3,000 shares common stock 0.13%

2. The subsidiary listed below is 100% owned by Roadhouse Holding Inc.:
 - Roadhouse Intermediate Inc.
3. The subsidiary listed below is 100% owned by Roadhouse Intermediate Inc.:
 - Roadhouse Midco Inc.
4. The subsidiary listed below is 100% owned by Roadhouse Midco Inc.:
 - Roadhouse Parent Inc.
5. The subsidiary listed below is 100% owned by Roadhouse Parent Inc.:
 - LRI Holdings, Inc.
6. The subsidiary listed below is 100% owned by LRI Holdings, Inc.:
 - Logan's Roadhouse, Inc.
7. The subsidiaries listed below are 100% owned by Logan's Roadhouse, Inc.:
 - Logan's Roadhouse of Texas, Inc.
 - Logan's Roadhouse of Kansas, Inc.

ROADHOUSE MIDCO INC.

SECRETARY'S CERTIFICATE

Dated and effective as of August 7, 2016

I, Edmund Schwartz, Secretary of Roadhouse Midco Inc., a Delaware corporation (the "**Company**"), do hereby certify the following at and as of the date first written above:

1. I am the duly qualified, elected, and acting Secretary of the Company.
2. On August 7, 2016, the directors of the Company (collectively, the "**Board**") duly convened a special meeting of the Board in accordance with section 2.05 of the Bylaws of the Company (the "**Bylaws**"), as adopted August 24, 2010, and at all times during the meeting a quorum of the Board (as determined in accordance with 2.07 of the Bylaws) was present.
3. At that meeting, the Board adopted the following Resolutions, which were adopted in accordance with the Bylaws and are not inconsistent with the Bylaws:

WHEREAS, the Board has reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's businesses;

WHEREAS, the Board has had the opportunity to consult with the management and the advisors of the Company and fully consider each of the strategic alternatives available to the Company; and

WHEREAS, the Board has received, reviewed, and considered the recommendations of the senior management of the Company and the Company's legal and financial advisors as to the relative risks and benefits of pursuing a pre-negotiated plan of reorganization on the terms set forth in the Restructuring Support Agreement and the related term sheets attached thereto (in substantially the form of the draft thereof previously distributed to the Board by electronic mail or otherwise, collectively, the "**RSA**") under the provisions of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**");

WHEREAS, the Board has determined that it is fair, appropriate, advisable, necessary, and in the best interests of the Company, its equity holders, creditors, and other parties in interest to enter into the RSA and to pursue the negotiation, documentation, execution, and solicitation of a plan of reorganization substantially on the terms set forth in the RSA and a related disclosure statement to facilitate the performance of the transactions described in the RSA;

WHEREAS, the Board has received, reviewed, and considered the recommendations of the senior management of the Company and the Company's legal and financial advisors regarding the relief that would be necessary and advisable to obtain from the Bankruptcy Court to allow the Company to effectively transition into chapter 11 (collectively, the "**First Day Relief**");

WHEREAS, the Board has determined that it is fair, appropriate, advisable, necessary, and in the best interests of the Company, its equity holders, creditors, and other parties in interest to seek the First Day Relief should it seek protection under chapter 11 of the Bankruptcy Code;

WHEREAS, the Board desires to approve the following Resolutions.

Chapter 11 Petition, RSA, and First Day Relief

RESOLVED, that in the judgment of the Board of the Company, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company (i) file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code, (ii) seek the First Day Relief, (iii) enter into the RSA, and (iv) pursue the transactions contemplated under the RSA;

RESOLVED, that Keith A. Maib, Nishant Machado, and Edmund Schwartz, each as authorized signatory or in any other capacity (each an "**Authorized Officers**," and collectively, the "**Authorized Officers**") acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business;

Debtor-in-Possession Financing

RESOLVED, that in connection with the commencement of the chapter 11 case, the Authorized Officers be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Company to negotiate the use of cash collateral and to (i) authorize, negotiate, execute, and deliver a guarantee (the "**DIP Guarantee**") of a debtor-in-possession loan facility in the amount of \$25 million provided under that certain Debtor-in-Possession Credit Agreement (the "**DIP Credit Agreement**"), by and among Logan's Roadhouse, Inc., the lenders party thereto from time to time (the "**DIP Lenders**"), and Cortland Capital Market Services LLC as agent (in such capacity, the "**DIP Agent**") and (ii) grant security

interests in favor of the DIP Agent and the DIP Lenders, to secure the obligations under the DIP Guarantee, in each instance, on the terms set forth in the RSA and such other terms and conditions as such Authorized Officers executing the same may consider necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered, in the name and on behalf of the Company, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

Retention of Professionals

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ Mackinac Partners, LLC (“**Mackinac**”) as restructuring financial advisor and to appoint two of Mackinac’s professionals, namely Keith A. Maib and Nishant Machado, to serve as Chief Restructuring Officer of Finance and Chief Restructuring Officer of Operations, respectively, in connection with any case commenced by the Company under the Bankruptcy Code and all related matters;;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Young Conaway Stargatt & Taylor, LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company’s rights and obligations;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ Donlin, Recano & Company, Inc. as claims and noticing agent and administrative advisors in connection with any case commenced by the Company under the Bankruptcy Code and all related matters;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ Jefferies LLC as financial advisor to the Company in connection with any case commenced by the Company under the Bankruptcy Code and all related matters;

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company’s rights and obligations;

RESOLVED, that the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate

retainers, and cause to be filed appropriate applications for authority to retain the services of the foregoing professionals as necessary;

Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein;

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, are hereby in all respects approved and ratified; and

RESOLVED, that a copy of these Resolutions of the Board shall be filed with the minutes of the proceedings of the Board.

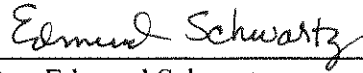
4. The foregoing Resolutions have not been amended, modified, repealed, or rescinded since adopted and are in full force and effect on and as of the date hereof.

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COUNTERPART SIGNATURE PAGE TO
ROADHOUSE MIDCO INC.
SECRETARY'S CERTIFICATE

IN WITNESS WHEREOF, the undersigned has executed this Certificate, effective as of the date first appearing above.

ROADHOUSE MIDCO INC.



By: Edmund Schwartz

Its: Secretary