

UNITED STATES BANKRUPTCY COURT

District of Delaware

VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): Buffets, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Schedule 1 attached hereto	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 41-1462294	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 1020 Discovery Road, Suite 100 Eagan, Minnesota ZIP CODE 55121	Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE
County of Residence or of the Principal Place of Business: Dakota County, Minnesota	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP CODE	Mailing Address of Joint Debtor (if different from street address): ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE	

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
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Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input checked="" type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Buffets, Inc.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed: District of Delaware	Case Number: 08-10142 (MFW)	Date Filed: 01/22/2008
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor:	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align:center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align:center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.

If this is a joint petition:

Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.

Information Regarding the Debtor - Venue
 (Check any applicable box.)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

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

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
 (Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

 (Name of landlord that obtained judgment)

 (Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Buffets, Inc.
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Signatures

<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
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<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ Pauline K. Morgan</u> Signature of Attorney for Debtor(s) Pauline K. Morgan Printed Name of Attorney for Debtor(s) <u>Young Conaway Stargatt & Taylor, LLP</u> Firm Name <u>The Brandywine Building, 1000 West Street, 17th Floor</u> <u>Wilmington, DE 19801</u> Address <u>(302) 571-6600</u> Telephone Number <u>01/18/2012</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p>
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<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ A. Keith Wall</u> Signature of Authorized Individual A. Keith Wall Printed Name of Authorized Individual Chief Financial Officer Title of Authorized Individual <u>01/18/2012</u> Date</p>	<p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
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SCHEDULE 1 TO VOLUNTARY PETITION

The Debtor has used the following other names during the previous 8 years, which includes trade names the Debtor has registered with various states:

Old Country Buffet
Country Buffet
HomeTown Buffet
Ryan's
Ryan's Family Steakhouse
Fire Mountain
Granny's
Tahoe Joe's
Tahoe Joe's Famous Steakhouse
Soup 'N Salad Unlimited
Roadhouse Grill
JJ North's Grand Buffet

SCHEDULE 2 TO VOLUNTARY PETITION

AFFILIATED ENTITIES

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filings of these petitions, such entities filed a motion requesting joint administration of their chapter 11 cases.

Buffets Restaurants Holdings, Inc.
Buffets Holdings, Inc.
Buffets, Inc.
HomeTown Buffet, Inc.
OCB Restaurant Company, LLC
OCB Purchasing Co.
Buffets Leasing Company, LLC
Ryan's Restaurant Group, Inc.
Buffets Franchise Holdings, LLC
Tahoe Joe's, Inc.
HomeTown Leasing Company, LLC
OCB Leasing Company, LLC
Ryan's Restaurant Leasing Company, LLC
Fire Mountain Restaurants, LLC
Tahoe Joe's Leasing Company, LLC
Fire Mountain Leasing Company, LLC

**RESOLUTIONS OF BOARD OF DIRECTORS
OF BUFFETS, INC.**

Upon motion duly made, seconded, and carried, the following resolutions were adopted by the unanimous vote of the directors at a duly called meeting of the Board of Directors of Buffets, Inc. (the "Company"), a Minnesota corporation, in which a quorum was present, in each case in accordance with the Articles of Incorporation and by-laws of the Company:

WHEREAS, the Board of Directors of the Company (the "Board of Directors") has reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company's products and services, and restaurant industry and credit market conditions; and

WHEREAS, the Board of Directors has received, reviewed and considered the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code");

NOW, THEREFORE, BE IT RESOLVED that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a voluntary petition (the "Petition") be filed by the Company under the provisions of the Bankruptcy Code; and it is further

RESOLVED that the Company shall be, and it hereby is, directed and authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem reasonable, advisable, expedient, convenient, necessary or proper to obtain such relief; and it is further

RESOLVED, that the Chief Executive Officer, Chief Financial Officer and General Counsel of the Company (collectively, the "Designated Officers"), be and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the United States Bankruptcy Court for the District of Delaware and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents, and (ii) to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and it is further

RESOLVED that the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul Weiss") be, and hereby is, authorized and empowered to represent

the Company as its general bankruptcy counsel and to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Chapter 11 proceeding; and in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Paul Weiss; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway"), be, and hereby is, authorized and empowered to represent the Company, as local Delaware counsel in connection with the Chapter 11 proceeding; and in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that Moelis & Company LLC ("Moelis") be, and hereby is, authorized and empowered to represent the Company as its investment banker, with regard to the Chapter 11 proceeding; and in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of Moelis; and it is further

RESOLVED, that Epiq Bankruptcy Solutions, LLC ("Epiq") be, and hereby is, authorized and empowered to serve as the notice, claims, solicitation and balloting agent in connection with any Chapter 11 proceeding; and in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of Epiq; and it is further

RESOLVED, that PricewaterhouseCoopers LLP ("PwC") be, and hereby is, authorized and empowered to serve as tax advisor in connection with any Chapter 11 proceeding; and in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of PwC; and it is further

RESOLVED, that Huntley, Mullaney, Spargo & Sullivan Inc. ("Huntley Mullaney") be, and hereby is, authorized and empowered to serve as real estate consultants in connection with any Chapter 11 proceeding; and in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of Huntley Mullaney; and it is further

RESOLVED, that Deloitte & Touche LLP (“Deloitte”) be, and hereby is, authorized and empowered to serve as auditor in connection with any Chapter 11 proceeding; and in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of Deloitte; and it is further

RESOLVED that the Designated Officers be, and they hereby are, authorized and directed to employ any other individual and/or firm as professionals or consultants or financial advisors to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

RESOLVED, that the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the “Plan”) and the transactions contemplated thereby, be, and hereby are, approved, and that the officers of the Company be, and each of them hereby is, authorized, in the name and on behalf of the Company, to execute, deliver and file the Plan in the United States Bankruptcy Court for the District of Delaware substantially in the form attached hereto as Exhibit A, with such changes as the officer executing the same may approve, such approval to be conclusively evidenced by the execution and delivery of such Plan by such officer; and it is further

RESOLVED, that the Plan Support Agreement, made by and among (i) Buffets, Inc., Buffets Restaurants Holdings, Inc., Buffets Holdings, Inc. and certain affiliates identified on Schedule 1 thereto, and (ii) the Consenting Parties (as defined therein), and the transactions contemplated thereby, be, and hereby are, approved, and that the officers of the Company be, and each of them hereby is, authorized, in the name and on behalf of the Company, to execute and deliver the Plan Support Agreement substantially in the form approved, with such changes as the officer executing the same may approve, such approval to be conclusively evidenced by the execution and delivery of such agreement by such officer; and it is further

DIP Credit Agreement

RESOLVED, that Buffets, Inc. (the “Borrower”) be, and it hereby is, authorized to enter into a Secured Super-Priority Debtor In Possession Credit Agreement or one or more other agreements and any amendments thereto (the “DIP Credit Agreement”) by and among the Borrower, Buffets Restaurants Holdings, Inc., a Delaware corporation (“Parent”), Buffets Holdings, Inc., a Delaware corporation, each of the financial institutions from time to time a party thereto (the “Lenders”), and Credit Suisse AG, Cayman Islands Branch, as administrative agent and collateral agent (in such capacity, the “Agent”), to provide for loans and other extensions of credit to be made to the Borrower in an aggregate principal amount of up to \$50,000,000 (including a

\$20,000,000 letter of credit facility), which shall bear such interest, require the payment of such fees and have such other terms and conditions and be in such form as are approved or deemed necessary, appropriate or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval and determination; and it is further

Promissory Notes

RESOLVED, that the Borrower be, and it hereby is, authorized to borrow from the Lenders pursuant to the DIP Credit Agreement and to issue promissory notes to evidence such borrowings in such form and having such terms and conditions as are approved or deemed necessary, appropriate or desirable by the officer executing the same (the "Notes"), the execution thereof by such officer to be conclusive evidence of such approval and determination; and it is further

Security Interests

RESOLVED, that the Borrower be, and it hereby is, authorized to secure payment of the loans made under the DIP Credit Agreement, interest thereon, and fees and expenses related thereto, and payment and performance of all other obligations and liabilities of Parent, the Borrower and the Parent's other direct or indirect subsidiaries arising under, out of, or in connection with, the DIP Credit Agreement (collectively, the "Obligations"), by (i) pledging to the Agent, or granting to the Agent a lien or mortgage on or security interest in, all or any portion of the Borrower's assets, including all or any portion of the issued and outstanding capital stock or membership interests of any subsidiaries of the Borrower, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into such security agreements, pledge agreements, control agreements, intercreditor agreements, mortgages, deeds of trust and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution, in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate or desirable by the officer executing the same (collectively, the "Security Agreements"), the execution thereof by such officer to be conclusive evidence of such approval or determination; and it is further

Subsidiary Resolutions

RESOLVED, that any officer of the Borrower be, and each of them individually hereby is, authorized on behalf of the Borrower, to adopt resolutions (the "Subsidiary Resolutions") and otherwise exercise the rights and powers of the Borrower as member of the subsidiaries of the Borrower that are limited liability companies for which the Borrower is the sole member (if any) (the "LLC Subsidiaries"), as such officer of the Borrower may deem necessary, appropriate or desirable; and that thereupon such resolutions shall be deemed adopted as and for the resolutions of each such subsidiary of the Borrower; and it is further

RESOLVED, that any Designated Officer of the Company be, and each of them individually hereby is, authorized, in the name and on behalf of any LLC Subsidiary, to execute and deliver the Subsidiary Resolutions and any other agreements or amendments related thereto or required thereby containing such terms and conditions, setting forth such rights and obligations and otherwise addressing or dealing with such subjects or matters determined to be necessary, appropriate or desirable in connection therewith by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such determination, and to do all such other acts or deeds as are or as are deemed by such officer to be necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and the foregoing resolutions; and it is further

General

RESOLVED, that any officer of the Borrower be, and each of them individually hereby is, authorized, in the name and on behalf of the Borrower, to execute and deliver the DIP Credit Agreement, the Notes, the Security Agreements and the Subsidiary Resolutions (collectively, the "Principal Agreements"), and any other agreements or amendments related thereto or required thereby containing such terms and conditions, setting forth such rights and obligations and otherwise addressing or dealing with such subjects or matters determined to be necessary, appropriate or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such determination, and to do all such other acts or deeds as are or as are deemed by such officer to be necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and the foregoing resolutions; and it is further


RESOLVED, that the Borrower be, and it hereby is, authorized to perform fully its obligations under the Principal Agreements and any such other agreements or amendments and to engage without limitation in such other transactions, arrangements or activities (collectively, the "Activities") as are reasonably related or incident to or which will serve to facilitate or enhance for the benefit of the Borrower and its direct or indirect subsidiaries the transactions contemplated by these resolutions, including without limitation any increase, subject to the limitations established above, in the principal amount of any obligations and any modification, extension or expansion of any of the Principal Agreements or such other agreements or amendments or the Activities (collectively, the "Changes") or of any other transactions, arrangements or activities resulting from any of the Changes and to enter into such other agreements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and it is further

RESOLVED, that all actions previously taken by any director, officer, employee or agent of the Borrower in connection with or related to the matters set forth in or reasonably contemplated or implied by the foregoing resolutions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Borrower; and it is further

RESOLVED, that in connection with the transactions contemplated by the preceding resolutions, the Secretary and any Assistant Secretary of the Borrower be, and each of them individually hereby is, authorized, in the name and on behalf of the Borrower, to certify any more formal or detailed resolutions as such officer may deem necessary, appropriate or desirable to effectuate the intent of the foregoing resolutions; and that thereupon such resolutions shall be deemed adopted as and for the resolutions of the Board of Directors as if set forth at length herein; and it is further

RESOLVED, that each and every officer of the Company be, and each of them acting alone is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to (a) take such further actions and execute and deliver such certificates, instruments, guaranties, notices and documents as may be required or as such officer may deem necessary, advisable or proper to carry out the intent and purpose of the foregoing resolutions, including the execution and delivery of any security agreements, pledges, financing statements and the like, and (b) perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company.

Dated: Jan. 16, 2012

By: 
Name: Scott D. Irwin
Title: EVP, General Counsel & Secretary

BUFFETS, INC.
SECRETARIAL CERTIFICATE

The undersigned, Scott D. Irwin, Executive Vice President, General Counsel & Secretary of Buffets, Inc. (the "Company"), a Delaware corporation, hereby certifies as follows:

1. I am the duly qualified and elected Secretary of the Company and, as such, am familiar with the facts herein certified, and I am duly authorized to certify the same on behalf of the Company.
2. Attached hereto is a true and complete copy of the Resolutions of the Board of Directors of the Company, duly adopted at a properly convened meeting of the Board of Directors on January 16, 2012, by unanimous vote of the directors, in accordance with the by-laws of the Company.
3. Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exist no other subsequent resolutions of the Board of Directors of the Company relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 16th day of January, 2012.



Scott D. Irwin
EVP, General Counsel & Secretary

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

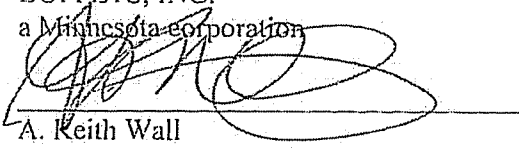
In re:) Chapter 11
)
BUFFETS RESTAURANTS HOLDINGS,) Case No. 12-____()
INC. *et al.*,¹) (Joint Administration Pending)
Debtors.)
)
)

LIST OF EQUITY INTEREST HOLDERS FOR
BUFFETS, INC.

I, A. Keith Wall, Executive Vice President, Chief Financial Officer & Assistant Secretary of Buffets, Inc., a Minnesota corporation, declare under penalty of perjury that I have read the List attached hereto as Exhibit "A" and that it is true and correct to the best of my knowledge, information and belief.

Dated: January 14, 2012
Eagan, Minnesota

BUFFETS, INC.
a Minnesota corporation


A. Keith Wall
Executive Vice President, Chief Financial Officer &
Assistant Secretary

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Buffets Restaurants Holdings, Inc. (9569), Buffets Holdings, Inc. (4018), Buffets, Inc. (2294), HomeTown Buffet, Inc. (3002), OCB Purchasing Co. (7610), OCB Restaurant Company, LLC (7607), Buffets Franchise Holdings, LLC (8749), Buffets Leasing Company, LLC (8138), Ryan's Restaurant Group, Inc., (7895), Ryan's Restaurant Leasing Company, LLC (7405), HomeTown Leasing Company, LLC (8142), OCB Leasing Company, LLC (8147), Fire Mountain Restaurants, LLC (8003), Fire Mountain Leasing Company, LLC (7452), Tahoe Joe's, Inc. (7129) and Tahoe Joe's Leasing Company, LLC (8145). The address for all of the Debtors is 1020 Discovery Road, Suite 100, Eagan, Minnesota 55121.

Exhibit A

<i>Equity Holder</i>	<i>Address</i>	<i>Number and Kind of Interests</i>	<i>Percentage Interest</i>
Buffets Holdings, Inc.	1020 Discovery Road, Suite 100, Eagan, Minnesota 55121	100 Shares of Common Stock	100%

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

In re) Chapter 11
)
) Case No 12-____()
) (Joint Administration Pending)
BUFFETS RESTAURANTS HOLDINGS,)
INC *et al.*,¹)
)
Debtors)

**DEBTORS' CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
PURSUANT TO RULES 1007(a)(1) AND 7007.1 OF
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

I, A Keith Wall, Executive Vice President, Chief Financial Officer and Assistant Secretary of Buffets Restaurants Holdings, Inc (“BRHI”), one of the affiliated debtors and debtors-in-possession in the above-captioned cases (each a “Debtor,” and collectively with BRHI, the “Debtors”), hereby state, pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, as follows

1 Debtor BRHI owns, either directly or indirectly, 100% of the outstanding equity interests in each of the other Debtors

2 The following corporations hold 10% or more of the equity interests in Debtor BRHI, as set forth in the Equity List annexed to the Chapter 11 Petition for BRHI

- a J P Morgan Cleaning Corp
- b Credit Suisse Securities (USA) LLC

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Dated: January 14, 2012
Eagan, Minnesota

BUFFETS RESTAURANTS HOLDINGS, INC., a
Minnesota corporation, on behalf of itself and the other
Debtors

A handwritten signature in black ink, appearing to read 'A. Keith Wall', written over a horizontal line.

A. Keith Wall
Executive Vice President, Chief Financial Officer and
Assistant Secretary

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

)	Chapter 11
In re:)	
)	Case No. 12-____(____)
)	(Joint Administration Pending)
BUFFETS RESTAURANTS HOLDINGS, INC. <i>et al.</i> , ¹)	
)	
Debtors.)	

**CONSOLIDATED LIST OF CREDITORS HOLDING
40 LARGEST UNSECURED CLAIMS**

Buffets Restaurants Holdings, Inc., a Delaware corporation, and certain of its direct and indirect affiliates and subsidiaries, the debtors and debtors in possession in the above captioned cases (collectively the “Debtors”), filed a voluntary petition in this Court for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101, et seq. This list of creditors holding the 40 largest unsecured claims (the “Top 40 List”) has been prepared on a consolidated basis, from the Debtors’ books and records as of January 10, 2012. The Top 40 List was prepared in accordance with rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 40 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 40 largest unsecured claims. The information presented in the Top 40 List shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including, without limitation (a) the failure of the Debtors to list any claim as contingent, unliquidated, disputed or subject to a setoff or (b) the listing of any claim as unsecured, does not constitute an admission by the Debtors that the secured lenders listed hold any deficiency claims, nor does it constitute a waiver of the Debtors’ rights to contest the validity, priority, nature, characterization and/or amount of any claim.

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Rank	Name of creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ²	Amount of claim [if secured also state value of security]
1	MCDONALD WHOLESALE CO	PO Box 2340 Eugene, OR 97402 877-722-5503 541-284-1645 (f)	Trade debt		\$1,239,349.02
2	SALADINO'S INC	PO Box 12266 Fresno, CA 93777-2266 559-271-3700 559-256-4600 (f)	Trade debt		\$879,948.34
3	WB DONER AND COMPANY	PO Box 67-28701 Detroit, MI 48267-0287 248-354-9700 248-354-9745 (f)	Trade debt		\$855,017.94
4	VAN EERDEN DISTRIBUTION CO	PO Box 3110 Grand Rapids, MI 49501-3110 616-452-1426 616-774-3973 (f)	Trade debt		\$828,141.25
5	INSTITUTION FOOD HOUSE INC	PO Box 741580 Atlanta, GA 30384-1580 800-800-0434 828-752-6058 (f)	Trade debt		\$782,359.60
6	BIRITE	123 S. Hill Drive Brisbane, CA 94005 415-656-0254 415-656-0767 (f)	Trade debt		\$775,912.22
7	MERCHANTS FOODSERVICE	PO Box 1351 Hattiesburg, MS 39403 877-246-1588 601-582-5333 (f)	Trade debt		\$729,859.66
8	SYSKO FOOD SERVICE	PO Box 729 Modesto, CA 95353-0729 209-527-7700 209-594-0565 (f)	Trade debt		\$ 715,678.44

² As noted above, the Debtors reserve their rights to dispute the claims on this schedule on any basis.

9	POCONO PRODUCE CO INC	PO Box 669 Stroudsburg, PA 18360 570-421-4990 570-424-5790 (f)	Trade debt		\$645,796.43
10	SUNRISE PRODUCE	PO Box 227280 Commerce, CA 90022 323-726-8789 (Roberta) 435-518-5222 (f)	Trade debt		\$588,617.45
11	AMERICAN FOODSERVICE	290 Southeast Thompson Drive Lee Summit, MO 64082 816-246-0100 816-246-5222 (f)	Trade debt		\$504,363.92
12	PIAZZA PRODUCE	PO Box 68931 Indianapolis, IN 46268- 0931 317-872-0101 317-672-4411 (f)	Trade debt		\$380,331.80
13	DAYLIGHT FOODS INC	660 Vista Way Milpitas, CA 95035 408-468-6040 408-668-6041 (f)	Trade debt		\$378,079.32
14	GLAZIER FOODS COMPANY	PO Box 201705 Houston, TX 77216- 1705 713-869-6411 713-479-4797 (f)	Trade debt		\$370,061.46
15	HARTFORD SPECIALITY	690 Asylum Ave Hartford, CT 06150 856-547-5712 (f)	Trade debt		\$63,521.19
16	SOUTHERN FOODS INC	PO Box 1657 Bowling Green, KY 42102-1657 270-843-1121 270-782-8031 (f)	Trade debt		\$ 274,504.11
17	UPPER LAKES FOODS INC	801 Industry Ave Cloquet, MN 55720 218-879-1265 218-879-1406 (f)	Trade debt		\$ 259,113.57
18	SHAMROCK FOODS CO	Dept 219 Denver, CO 80291 303-289-3595 PO Box 52438 Phoenix, AZ 850072- 2438 602-477-6464 606-477-6707 (f)	Trade debt		\$246,128.29

19	ORACLE AMERICA INC	PO Box 203448 Dallas, TX 75320-3448 214-688-5295 972-450-1680 (f)	Trade debt		\$244,575.08
20	EDWARD DON COMPANY	2562 Paysphere Circle Chicago, IL 60674 708-883-8084 651-305-8456 (f)	Trade debt		\$209,396.96
21	ICEE COMPANY	Dept LA 21078 Pasadena, CA 91185- 1078 800-426-4233 909-390-4261 (f)	Trade debt		\$193,671.46
22	ROYAL CUP INC	PO Box 170971 160 Cleage Drive Birmingham, AL 35217 800-366-5836 205-329-7725 (f)	Trade debt		\$184,102.76
23	HERITAGE SERVICE GROUP	PO Box 8710 Fort Wayne, IN 46898- 8710 800-458-5593 800-800-4981 (f)	Trade debt		\$163,158.67
24	BIX PRODUCE CO	1415 L'Orient Street St. Paul, MN 55117 651-487-8000 651-487-8812 (f)	Trade debt		\$ 148,443.42
25	DUCK DELIVERY PRODUCE INC	Duck Delivery Produce Inc 8448 NE 33 rd Drive Portland, OR 97211 253-891-8918 503-331-1184 (f)	Trade debt		\$143,660.13
26	ECOLAB	655 Lone Oak Rd. Bldg A Chris Fiest - Credit Dept Eagan, MN 55121 651-795-6420 651-204-2602 (f) PO Box 6007 Grand Forks, ND 58206-6007 651-204-2633 651-204-2605 (f)	Trade debt		\$138,493.27

27	CRUNCHTIME! INFORMATIONS SYSTEMS INC	8 New Street, 3 rd Floor Boston, MA 02128 617-567-5228 617-567-1643 (f)	Trade debt		\$135,957.33
28	PHOENIX WHOLESALE FOOD SERVICE	PO Box 707 Forest Park, GA 30298- 0707 404-363-9800 404-363-4562 (f)	Trade debt		\$135,850.87
29	TRACY LOCKE	PO Box 910023 Dallas, TX 75391-0023 203-762-2400 214-259-3550 (f)	Trade debt		\$134,791.59
30	FRESHPOINT TURLOCK	5900 N. Golden State Blvd. Turlock, CA 95382 209-216-0220 209-216-0219 (f)	Trade debt		\$127,677.10
31	SIMPLEXGRINN ELL LP	Dept CH 10320 Palatine, IL 60055-0320 574-264-9545 978-731-6229 (f)	Trade debt		\$110,074.23
32	YANCEYS FOOD SERVICE SUPPLIER	5820 Piper Drive Loveland, CO 80538 970-613-4333 970-613-4334 (f)	Trade debt		\$96,011.63
33	REALTY INCOME CORPORATION	1460 Buffet Way Escondido, CA 92025 760-741-2111 760-741-2235 (f)	Trade debt		\$90,620.90
34	SIRNA & SONS MAINLINE PRODUCE	7176 State Rt 88 Ravenna, OH 44266 330-298-2222 330-298-9733 (f)	Trade debt		\$ 89,516.67
35	MCCARTNEY PRODUCE	PO Box 219 Paris, TN 38242-0219 731-642-2362 731-642-6681 (f)	Trade debt		\$ 81,692.92
36	J AMBROGI FOOD DISTRIBUTION IN	PO Box 38 Thorofare, NJ 08086 856-845-0377 856-845-0941 (f)	Trade debt		\$75,340.56
37	CINTAS CORP	PO Box 635208 Cincinnati, OH 45263- 5208 513-573-3906 513-573-4030 (f)	Trade debt		\$72,912.79

38	SYSCO CORPORATION - ST LOUIS	3850 Mueller Road St. Charles, MO 63301- 8042 800-766-0456 636-940-3678 (f)	Trade debt		\$70,523.08
39	KEANY PRODUCE CO	3310 75 th Avenue Landover, MD 20785 301-772-3333 301-772-3469 (f)	Trade debt		\$65,713.30
40	NEXUS INFORMATION SYSTEMS	PO Box 334 Waite Park, MN 56387- 0334 952-374-5300 952-374-5399 (f)	Trade debt		\$61,131.54

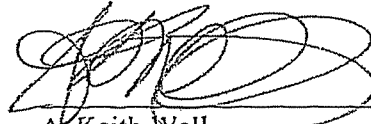
IN THE UNITED STATES BANKRUPTCY COURT
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BUFFETS RESTAURANTS HOLDINGS,)
INC. *et al.*,¹)
)
Debtors.)

DECLARATION CONCERNING THE DEBTORS' CONSOLIDATED LIST OF
CREDITORS HOLDING THE 40 LARGEST UNSECURED CLAIMS

I, A. Keith Wall, Executive Vice President & Chief Financial Officer of Buffets Restaurants Holdings, Inc., a Delaware corporation, and an entity named as a debtor in these cases, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing Consolidated List of Creditors holding the 40 Largest Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Date: January 16, 2012



A. Keith Wall
Executive Vice President, Chief
Financial Officer & Assistant
Secretary

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