

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
MAINTENANCE SUPPORT)	Case No. 03-13072
GROUP, INC.)	
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Debtor.)	
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**SCHEDULES OF ASSETS AND LIABILITIES
FOR
MAINTENANCE SUPPORT GROUP, INC.**

Irell & Manella, LLP
William Lobel
Alan Friedman
Mike Neue
John Schafer
840 Newport Center Drive, Suite 400
Newport Beach, CA 92660

Pachulski, Stang, Ziehl, Young, Jones & Weintraub, P.C.
(Co Counsel)
Laura Davis Jones
Bruce Grohsgal
Sandra McLamb
Rachel Werkheiser
919 N. Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

Counsel for the Debtor and
Debtor in Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: Maintenance Support Group, Inc. a Kentucky Corporation	Case No. 03-13072
Debtor.	Chapter 11

**General Notes¹ Regarding
Schedules A, B, D, E, F, G and H**

Maintenance Support Group, Inc. ("Debtor")² submits its Schedules of Assets and Liabilities and Statement Of Financial Affairs pursuant to 11 U.S.C. § 521 and Federal Rule of Bankruptcy Procedure 1007. The Schedules and Assets and Liabilities ("Schedules") and Statement of Financial Affairs ("Statement") have been prepared by the Debtor's management and are unaudited. Management of the Debtor has made reasonable effort to ensure that the Schedules and Statement are accurate and complete based on information that was available at the time of preparation. The subsequent receipt or discovery of information may result in material changes in financial data contained in the Schedules and Statement. Except as noted, the assets and liability data contained in the Schedules and Statement are as of the close of business October 7, 2003. On October 8, 2003, the Debtor commenced its Chapter 11 case (the "Commencement Date"). The Debtor reserves the rights to amend its Schedules and Statement as necessary or appropriate.

It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtor's property interests. Accordingly, unless otherwise indicated the Schedules reflect the, net book value, rather than current market value, of the Debtor's property interests.

Any failure to designate a claim on the Schedules as "disputed", "contingent", or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed", "contingent", or "unliquidated". The Debtor reserves the right to dispute, or to assert offsets or defenses to, any claim reflected on its Schedules as to amount, liability or classification, or to otherwise subsequently designate any claim as "disputed", "contingent", or "unliquidated". Amounts do not indicate an admission of an allowed claim amount.

The Debtor has made every effort to allocate liabilities between pre-commencement date debts and post-commencement date debts, as well as among the Debtor's subsidiaries, based on the information and

¹ These general notes are in addition to the specific notes set forth in the related Schedules hereinafter.

² The Debtors consist of the following entities: Chi-Chi's, Inc., CCMR of Catonsville, Inc., CCMR of Cumberland, Inc., CCMR of Frederick, Inc., CCMR of Greenbelt, Inc., CCMR of Harford County, Inc., CCMR of Maryland, Inc., CCMR of Ritchie Highway, Inc., CCMR of Timonium, Inc., Chi-Chi's of West Virginia, Inc., CMM Dissolution, Inc., Koo Koo Roo, Inc., Maintenance Support Group, Inc., Koo Koo Roo Licensing Systems, Inc., The Hamlet Group, Inc., H.H. of Maryland, Inc., and H.H. K. of Virginia, Inc.

research that was conducted in connection with the preparation of the Schedules and Statement. As additional information becomes available and further research is conducted, the allocation of liabilities between pre-commencement date and post-commencement date periods or among the Debtor's subsidiaries may change.

The Debtor utilizes a consolidated cash management system. The Schedules may not reflect payments by an affiliated debtor or non-debtor parent company on behalf of this Debtor, as well as payments between debtor and non-debtor affiliates.

The claims of individual creditors for, among other things, merchandise, goods, services, or taxes are listed as either the lower of the amounts invoiced by such creditor or the amounts entered on the Debtor's books and records and may not reflect credits or allowances due from such creditors to the Debtor. The Debtor reserves all of its rights with respect to any such credits and allowances.

The Debtor may be entitled to tax refunds for Federal, State and Local income taxes, sales and use taxes, property taxes, payroll taxes and other taxes. To the extent that the Debtor determines it is entitled to receive any refunds, which are not presently included in its responses on Schedule B, the Debtor reserves the right to amend Schedule B as necessary.

The Debtor reserves the right to dispute or challenge the validity of any lien purported to be granted and/or perfected by a secured creditor listed on Schedule D. Moreover, although the Debtor has scheduled claims of creditor(s) as secured claims, no current valuation of the Debtor's assets in which such creditors may have a lien has been undertaken, and the Debtor reserves all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any transaction, or any document or instrument related to such creditor's claim.

Certain of the Debtor's agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. No attempt has been made to identify such agreements for purposes of including them on Schedule D. The Debtor's failure to designate a claim on Schedule D as "contingent," "unliquidated" or "disputed" does not constitute an admission by the Debtor that such claim is not "contingent", "unliquidated", or "disputed", and the Debtor reserves the right to dispute, or to assert offsets or defenses to, any claims reflected on Schedule D as to amount, liability, classification or otherwise and to subsequently designate any such claim as "disputed", "contingent" or "unliquidated".

General Notes Regarding Schedule E

Schedule E does not include certain general accruals for liabilities, which are carried on the Debtor's books and records as of the Commencement Date. Such accruals are general estimates and do not represent specific claims as of the Commencement Date.

The Bankruptcy Court has approved the payment of certain unsecured priority claims against the Debtor including, without limitation, certain claims of employees for wages, salaries, contributions to employee benefit plans, reimbursement of business expenses, certain tax obligations, and other claims.

General Notes Regarding Schedule F

Schedule F does not include certain general accruals for liabilities, which are carried on the Debtor's books and records as of the Commencement Date. Such accruals are general estimates and do not represent specific claims as of the Commencement Date.

Schedule F does not include certain deferred charges or deferred liabilities. Such amounts are, however, reflected on the Debtor's books and records as required in accordance with Generally Accepted Accounting Principals (GAAP).

The Bankruptcy Court has approved the payment of certain unsecured non-priority claims against the Debtor including, without limitation, certain claims of the Debtor's vendors and service providers, in the amount of \$700,000.

General Notes Regarding Schedule G (Executory Contracts)

Inclusion of an item in Schedule G does not constitute the Debtor's admission or characterization of the listed agreements as either executory contracts and leases or true leases, as opposed to financing agreements. The Debtor has yet to complete its review of the listed agreements and, therefore, reserves all rights with respect to the listed agreements. The Debtor further reserves the right to amend this Schedule G as necessary.

General Notes Regarding Intercompany Claims

The Debtor has undertaken a reconciliation of all intercompany transactions, and based on analyses completed to date, such obligations/receivables are included in these Schedules and the Statement. The Debtor reserves the right to amend the Schedules and the Statement to reflect, as necessary, changes or corrections after such reconciliation.

General Notes Regarding Bank Account Balances

All bank account balances as stated herein are as of the close of business October 7, 2003.

UNITED STATES BANKRUPTCY COURT
District of Delaware

In re: Maintenance Support Group, Inc.

Case No. 03-13072-CGC

SUMMARY OF SCHEDULES

Indicate as to each schedule whether the schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, C, D, E, F, G, and H in the boxes provided. Add the amounts from Schedules A and B to determine the amount of the debtor's assets. Add the amounts of Schedules D, E, and F to determine the total amount of the debtor's liabilities.

Name of Schedule	Attached (YES/NO)	No. of Sheets	Amounts Scheduled		
			Assets	Liabilities	Other
A - Real Property	Yes	1	\$0		
B - Personal Property	Yes	8	\$24,324		
C - Property Claimed as Exempt	No	1			
D- Creditors Holding Secured Claims	Yes	1		\$14,100,000	
E - Creditors Holding Unsecured Priority Claims	Yes	2		\$450	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		\$18,322	
G - Executory Contracts and Leases	Yes	1			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	No				N/A
J- Current Expenses of Individual Debtor(s)	No				N/A
Total Number of Sheets in ALL Schedules		19			
		Total Assets	\$24,324		
		Total Liabilities		\$14,118,772	

In re Maintenance Support Group, Inc.
Debtor

Case No. 03-13072-CGC
(If known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an 'H', 'W', 'J', or 'C' in the column labeled 'Husband, Wife, Joint or Community.' If the debtor holds no interest in real property, write 'None' under 'Description and Location of Property.'

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G- Executory Contracts and Unexpired Leases.

If any entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write 'None' in the column labeled 'Amount of Secured Claim.'

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY		AMOUNT OF SECURED CLAIM
			CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	
None				

In re **Maintenance Support Group, Inc.**
Debtor

Case No. **03-13072-CGC**
(If known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community". If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property".

TYPE OF PROPERTY	NONE -----	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY ----- CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
01 CASH ON HAND.	<input checked="" type="checkbox"/>		
02 CHECKING, SAVINGS OR OTHER FINANCIAL ACCOUNTS, CERTIFICATES OF DEPOSIT, OR SHARES IN BANKS, SAVINGS AND LOAN, THRIFT, BUILDING AND LOAN, AND HOMESTEAD ASSOCIATIONS, OR CREDIT UNIONS, BROKERAGE HOUSES, OR COOPERATIVES.	<input checked="" type="checkbox"/>		
03 SECURITY DEPOSITS WITH PUBLIC UTILITIES, TELEPHONE COMPANIES, LANDLORDS, AND OTHERS.	<input checked="" type="checkbox"/>		
04 HOUSEHOLD GOODS AND FURNISHINGS, INCLUDING AUDIO, VIDEO, AND COMPUTER EQUIPMENT.	<input type="checkbox"/>	NOT APPLICABLE	

In re **Maintenance Support Group, Inc.**
Debtor

Case No. **03-13072-CGC**
(If known)

**SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)**

TYPE OF PROPERTY	<div>NONE</div> <div>-----</div> <div>DESCRIPTION AND LOCATION OF PROPERTY</div>	<div>HUSBAND, WIFE, JOINT OR COMMUNITY</div> <div>-----</div> <div>CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION</div>
05 BOOKS, PICTURES AND OTHER ART OBJECTS, ANTIQUES, STAMP, COIN, RECORD, TAPE, COMPACT DISC, AND OTHER COLLECTIONS OR CLLECTIBLES.	<input checked="" type="checkbox"/>	
06 WEARING APPAREL.	<input type="checkbox"/> NOT APPLICABLE	
07 FURS AND JEWELRY.	<input type="checkbox"/> NOT APPLICABLE	
08 FIREARMS AND SPORTS, PHOTOGRAPHIC, AND OTHER HOBBY EQUIPMENT.	<input type="checkbox"/> NOT APPLICABLE	
09 INTERESTS IN INSURANCE POLICIES. NAME INSURANCE COMPANY OF EACH POLICY AND ITEMIZE SURRENDER OR REFUND VALUE OF EACH.	<input type="checkbox"/> SEE ATTACHED RIDER B.9	UNDETERMINED
10 ANNUITIES. ITEMIZE AND NAME EACH INSURER.	<input checked="" type="checkbox"/>	
11 INTERESTS IN IRA, ERISA, KEOGH, OR OTHER PENSION OR PROFIT SHARING PLANS. ITEMIZE.	<input checked="" type="checkbox"/>	

In re **Maintenance Support Group, Inc.**
Debtor

Case No. **03-13072-CGC**
(If known)

**SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)**

TYPE OF PROPERTY	NONE -----	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY -----	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12 STOCK AND INTERESTS IN INCORPORATED BUSINESSES. ITEMIZE.	<input checked="" type="checkbox"/>			
13 INTERESTS IN PARTNERSHIPS OR JOINT VENTURES. ITEMIZE.	<input checked="" type="checkbox"/>			
14 GOVERNMENT AND CORPORATE BONDS AND OTHER NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS.	<input checked="" type="checkbox"/>			
15 ACCOUNTS RECEIVABLE.	<input checked="" type="checkbox"/>			
16 ALIMONY, MAINTENANCE, SUPPORT, AND PROPERTY SETTLEMENTS TO WICH THE DEBTOR IS OR MAY BE ENTITLED. GIVE PARTICULARS.	<input type="checkbox"/>	NOT APPLICABLE		
17 OTHER LIQUIDATED DEBTS OWING DEBTOR INCLUDE TAX REFUNDS. GIVE PARTICULARS.	<input type="checkbox"/>	SEE ATTACHED RIDER B.17		\$61.00

In re **Maintenance Support Group, Inc.**
Debtor

Case No. **03-13072-CGC**
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE -----	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
18 EQUITABLE OR FUTURE INTERESTS, LIFE ESTATES, AND RIGHTS OR POWERS EXERCISABLE FOR THE BENEFIT OF THE DEBTOR OTHER THAN THOSE LISTED IN SCHEDULE OF REAL PROPERTY.	<input checked="" type="checkbox"/>			
19 CONTINGENT AND NON-CONTINGENT INTERESTS IN ESTATE OF A DECEDENT, DEATH BENEFIT PLAN, LIFE INSURANCE POLICY, OR TRUST.	<input checked="" type="checkbox"/>			
20 OTHER CONTINGENT AND UNLIQUIDATED CLAIMS OF EVERY NATURE, INCLUDING TAX REFUNDS, COUNTERCLAIMS OF THE DEBTOR, AND RIGHTS TO SETOFF CLAIMS. GIVE ESTIMATED VALUE OF EACH.	<input checked="" type="checkbox"/>			
21 PATENTS, COPYRIGHTS, AND OTHER INTELLECTUAL PROPERTY. GIVE PARTICULARS.	<input checked="" type="checkbox"/>			
22 LICENSES, FRANCHISES, AND OTHER GENERAL INTANGIBLES. GIVE PARTICULARS.	<input checked="" type="checkbox"/>			

In re **Maintenance Support Group, Inc.**
Debtor

Case No. **03-13072-CGC**
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE -----	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	
			----- CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	
23 AUTOMOBILES, TRUCKS, TRAILERS, AND OTHER VEHICLES.	<input checked="" type="checkbox"/>			
24 BOATS, MOTORS, AND ACCESSORIES.	<input checked="" type="checkbox"/>			
25 AIRCRAFT AND ACCESSORIES.	<input checked="" type="checkbox"/>			
26 OFFICE EQUIPMENT, FURNISHINGS, AND SUPPLIES.	<input checked="" type="checkbox"/>			
27 MACHINERY, FIXTURES, EQUIPMENT AND SUPPLIES USED IN BUSINESS.	<input checked="" type="checkbox"/>			
28 INVENTORY.	<input checked="" type="checkbox"/>			
29 ANIMALS.	<input type="checkbox"/>	NOT APPLICABLE		
30 CROPS - GROWING OR HARVESTED. GIVE PARTICULARS.	<input type="checkbox"/>	NOT APPLICABLE		
31 FARMING EQUIPMENT AND IMPLEMENTS.	<input type="checkbox"/>	NOT APPLICABLE		

In re **Maintenance Support Group, Inc.**
Debtor

Case No. **03-13072-CGC**
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE		HUSBAND, WIFE, JOINT OR COMMUNITY
		DESCRIPTION AND LOCATION OF PROPERTY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
32 FARM SUPPLIES, CHEMICALS, AND FEED.	<input type="checkbox"/>	NOT APPLICABLE	
33 OTHER PERSONAL PROPERTY OF ANY KIND NOT ALREADY LISTED. ITEMIZE.	<input type="checkbox"/>	PREPAID POS INVENTORY	\$24,263.00

**SCHEDULE B - PERSONAL PROPERTY
RIDER B.9 - INTEREST IN INSURANCE POLICIES**

INSURANCE COMPANY	TYPE OF POLICY	POLICY NUMBER	SURRENDER OR REFUND VALUE
Hartford Fire Insurance Company	Property Insurance Policy	GX 0001599	UNKNOWN
Essex Insurance Company	Excess Property Insurance Policy	ESP0502	UNKNOWN
The Hartford Steam Boiler Inspection & Insurance Company	Boiler & Machinery Policy	FBP 2289334	UNKNOWN
Arch Specialty Insurance Company	General Liability Policy	12GPP1401400	UNKNOWN
American Home Assurance	Business Auto Policy	CA 146-8337 (AOS); CA 146-8361 (OH)	UNKNOWN
American Home Assurance	Business Auto Policy Comp & Collision	CA 146-8511	UNKNOWN
Lexington Insurance Company	Liquor Liability Policy - CH #348 & #395 only	9911141	UNKNOWN
Lexington Insurance Company	Liquor Liability Policy - CH #424, 433,463,466, 467	991114	UNKNOWN
Lexington Insurance Company	Liquor Liability Policy - CH #460	2340643	UNKNOWN
Scottsdale Insurance Company	Commercial Umbrella \$10,000,000 XS of Primary	UMS0013983	UNKNOWN
Empire Indemnity Insurance Company	Excess Liability \$10,000,000 XS of \$10,000,000	XS200118	UNKNOWN
Scottsdale Insurance Company	Excess Liability \$5,000,000 XS of \$20,000,000	XSL0017774	UNKNOWN
Federal Insurance Company (Chubb)	Excess Liability \$25,000,000 XS of \$25,000,000	79092338	UNKNOWN
American Home Assurance	Workers' Compensation	WC455-2672 (CA); WC455-2673 (AOS)	UNKNOWN
United States Fire Insurance Company	Directors & Officers Liability	5550018849	UNKNOWN
National Union	Commercial Crime	4953855	UNKNOWN
Federal Insurance Company (Chubb)	Fiduciary Liability	8168-6355	UNKNOWN

SCHEDULE B - PERSONAL PROPERTY
RIDER B.17 - OTHER LIQUIDATED DEBTS OWING DEBTOR INCLUDING TAX REFUNDS

COMPANY OR TAXING AUTHORITY	DESCRIPTION	BOOK VALUE
<u>Tax Refund Receivable:</u>		
Kentucky State Treasurer Kentucky Revenue Cabinet Frankfort, KY 40620	2002 Kentucky Corporation Income and License Tax Return Form - 720	\$ 61.00

In re Maintenance Support Group, Inc.
Debtor

Case No. 03-13072-CGC
(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor elects the exemption to which debtor is entitled under
(Check one box)

- ☐ 11 U.S.C. 522(b)(1) Exemptions provided in 11 U.S.C. 522(d). Note: These exemptions are available only in certain states.
- ☐ 11 U.S.C. 522(b)(2) Exemptions available under applicable nonbankruptcy federal, state, or local laws where the debtor's domicile has been located for the 180 days immediately preceding the filing of the petition, or for a longer portion of the 180 day period than in any other place, and the debtor's interest as a tenant by the entirety or joint tenant to the extent the interest is exempt from process under applicable nonbankruptcy law.

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT MARKET VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
Not Applicable	Not Applicable		

In re **Maintenance Support Group, Inc.**
Debtor

Case No. **03-13072-CGC**
(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", including the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR		CONTINGENT		UNSECURED PORTION, IF ANY
		HUSBAND, WIFE, JOINT OR COMMUNITY		UNLIQUIDATED	
				DISPUTED	
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	
Vendor No: WELLS FARGO FOOTHILL 2450 COLORADO AVENUE, SUITE 3000W SANTA MONICA, CA 90404		SECURED CREDITOR REVOLVING LINE OF CREDIT AND LETTERS OF CREDIT HELD AT PARENT COMPANY, FRI-MRD, INC. DEBTOR IS JOINTLY AND SEVERALLY LIABLE FOR OBLIGATION.		\$14,100,000.00	
		Value: UNKNOWN			

Sheet no. 1 of 1 sheets attached to Schedule of
Creditors Holding Secured Claims

Total Unsecured

Total Secured

(Use only on the last page of the completed Schedule D)

\$14,100,000.00

(Report total also on Summary of Schedules)

In re **Maintenance Support Group, Inc.**
Debtor

Case No. **03-13072-CGC**
(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name and mailing address, including zip code, and account number if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of this petition.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditor, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J" or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on the Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat the total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPE OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order of relief. 11 U.S.C. § 507(a)(2).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$4650* per person earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(3).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Certain Farmers and Fishermen**

Claims of certain farmers and fishermen, up to a maximum of \$4300* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(5).

☐ **Deposits by individuals**

Claims of individuals up to \$2100* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(6).

☐ **Alimony, Maintenance, or Support**

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support to the extent provided in 11 U.S.C. § 507(a)(7).

☒ **Taxes and Other Certain Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9)

* Amounts are subject to adjustment on April 1, 1998, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Maintenance Support Group, Inc.**
Debtor

Case No. **03-13072-CGC**
(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT			AMOUNT ENTITLED TO PRIORITY
			HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM		UNLIQUIDATED	TOTAL AMOUNT OF CLAIM	
						DISPUTED		
Vendor No:		s38829			X	UNKNOWN	UNKNOWN	
KENTUCKY SECRETARY OF STATE JOHN Y BROWN, III, SEC OF STATE - OFFICE OF THE SE ROOM 154, CAPITOL BUILDING FRANKFORT, KY 40601								
Vendor No:		s38845			X	UNKNOWN	UNKNOWN	
KENTUCKY STATE TREASURER KENTUCKY REVENUE CABINET FRANKFORT, KY 40620-0001								
Vendor No:		s41641				\$449.68	\$449.68	
REVENUE CABINET PO BOX 2340 FRANKFURT, KY 40620-0003								

Total	\$449.68 PLUS UNKNOWN	\$449.68 PLUS UNKNOWN
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In re **Maintenance Support Group, Inc.**

Debtor

Case No. **03-13072-CGC**

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", including the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT		
			HUSBAND, WIFE, JOINT OR COMMUNITY		UNLIQUIDATED		
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		DISPUTED		
					AMOUNT OF CLAIM		
Vendor No.	37009	S40347					
A-CHECK AMERICA INC PO BOX 29048 GLENDALE, CA 91209-9048				TRADE PAYABLE PROFESSIONAL SERVICE			\$17.00
Vendor No.	15079	S40271					
AMES SUPPLY COMPANY 1936 UNIVERSITY LN UNIT C LISLE, IL 60532-2150				TRADE PAYABLE			\$50.11
Vendor No.	33755	S40261					
BATTERIES PLUS #14 12899 SHELBYVILLE RD LOUISVILLE, KY 40243-2401				TRADE PAYABLE SUPPLIES			\$823.18
Vendor No.	35692	S40343					
BLM TECHNOLOGIES PO BOX 1575 # 74 MINNEAPOLIS, MN 55480-1575				TRADE PAYABLE PROFESSIONAL SERVICE			\$3,405.80
Vendor No.	25421	S40336					
BOISE CASCADE OFFICE PRO INC FILE 42256 LOS ANGELES, CA 90074-2256				TRADE PAYABLE SUPPLIES			\$20.12

In re **Maintenance Support Group, Inc.**
Debtor

Case No. **03-13072-CGC**
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT		
			HUSBAND, WIFE, JOINT OR COMMUNITY		UNLIQUIDATED		
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		DISPUTED		
							AMOUNT OF CLAIM
Vendor No.	1551	S40352					
CDW COMPUTER CENTERS INC PO BOX 75723 CHICAGO, IL 60675-5723				TRADE PAYABLE SUPPLIES			\$1,236.48
Vendor No.	15217	S40344					
DEPOT AMERICA, INC PO BOX 23778 NEWARK, NJ 07189-0001				TRADE PAYABLE SUPPLIES			\$660.52
Vendor No.	37480	S40357					
NETGAIN TECHNOLOGIES INC SECTION 358 LOUISVILLE, KY 40289-0001				TRADE PAYABLE PROFESSIONAL SERVICE			\$4,307.66
Vendor No.	18812	S40335					
NEWARK ELECTRONICS DIV OF DA LUBRICANT CORP PO BOX 94151 PALATINE, IL 60094-4151				TRADE PAYABLE			\$104.98
Vendor No.	36798	S40337					
PC MALL FILE 55327 LOS ANGELES, CA 90074-5327				TRADE PAYABLE SUPPLIES			\$1,068.99
Vendor No.	35562	S40353					
S & T DYNAMICS INC PO BOX 962 WHITE HOUSE, TN 37188-0962				TRADE PAYABLE PROFESSIONAL SERVICE			\$3,773.08
Vendor No.	31655	S41393					
SHORR PACKAGING CORP PO BOX 6800 AURORA, IL 60598-0800				TRADE PAYABLE SUPPLIES			\$212.06
Vendor No.	14381	S40922					
SQUIRREL SYSTEMS PMB 740, 250 H STREET BLAINE, WA 98230-4033				TRADE PAYABLE MAINTENANCE & SERVICES			\$349.61
Vendor No.	21070	S40341					
UNITED PARCEL SERVICE LOCKBOX 577 CAROL STREAM, IL 60132-0001				TRADE PAYABLE FREIGHT / SHIPPING			\$1,941.87

In re **Maintenance Support Group, Inc.**
Debtor

Case No. **03-13072-CGC**
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT		
			HUSBAND, WIFE, JOINT OR COMMUNITY		UNLIQUIDATED		
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		DISPUTED		
AMOUNT OF CLAIM							
Vendor No.	34510	S41392					
UNITED SERVICE APPLICATIONS 17875 SKYPARK CIRCLE NORTH STE O IRVINE, CA 92614			TRADE PAYABLE REPAIRS				\$350.36

In re Maintenance Support Group, Inc.
Debtor

Case No. 03-13072-CGC
(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any time share interests.

State nature of debtor's interest in contract, i.e. "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of the lease.

Provide the names and complete mailing addresses of all other parties to each lease or contract described.
NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
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1155 IMPERIAL PREMIUM FINANCE
1630 E SHAW AVE STE 160
FRESNO, CA 93710-8109

INSURANCE CARRIER AGREEMENT

In re **Maintenance Support Group, Inc.**
Debtor

Case No. **03-13072-CGC**
(If known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and cosigners. In community property states, a married debtor not filling a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

☐ Check this box if debtor has no codebtors

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
CCMR Of Catonsville, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404
CCMR Of Cumberland, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404
CCMR Of Frederick, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404
CCMR Of Greenbelt, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404
CCMR Of Harford County, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404
CCMR Of Maryland, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404
CCMR Of Ritchie Highway, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404
CCMR Of Timonium, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404
Chi-Chi's Of West Virginia, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404
Chi-Chi's, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404

In re **Maintenance Support Group, Inc.**
Debtor

Case No. **03-13072-CGC**
(If known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and cosigners. In community property states, a married debtor not filling a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

☐ Check this box if debtor has no codebtors

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
CMM Dissolution, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404
H.H. Of Maryland, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404
H.H.K. Of Virginia, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404
Koo Koo Roo Licensing Systems, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404
Koo Koo Roo, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404
The Hamlet Group, Inc 2701 Alton Pkwy Irvine, CA 92606-5149	Wells Fargo Foothill 2450 Colorado Avenue, Suite 3000W Santa Monica, CA 90404

In re Maintenance Support Group, Inc.Case No. 03-13072-CGC

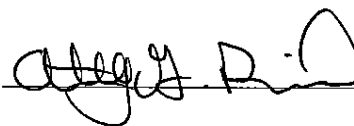
Debtor

DECLARATION CONCERNING DEBTOR'S SCHEDULES**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION**

I, Anthony G. Baril, the President and Treasurer of Maintenance Support Group, Inc., named as the debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules and that they are true and correct to the best of my knowledge, information, and belief.

Date 11/04/03

Signature

Anthony G. Baril

(print name of individual signing on behalf of debtor)

President and Treasurer

(indicate position or relationship to debtor)