

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): Sbarro LLC				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): New Sbarro LLC				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): 11-2501939				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): 401 Broadhollow Road Melville, New York <div style="text-align: right;">ZIP CODE 11747</div>				Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>			
County of Residence or of the Principal Place of Business: Suffolk				County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>				Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>							
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: Restaurant Owner and Consumer Products Businesses		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <div style="display: flex; justify-content: space-between;"> <div> <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 </div> <div> <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 </div> </div>			
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.) <div style="display: flex;"> <div style="flex: 1;"> <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." </div> <div style="flex: 1;"> <input checked="" type="checkbox"/> Debts are primarily business debts. </div> </div>			
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 \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). ----- Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" 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).			
Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" 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 <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input 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 </div>							
Estimated Assets <div style="display: flex; justify-content: space-between;"> <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 </div>							
Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <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 </div>							

Voluntary Petition

(This page must be completed and filed in every case.)

Pg 2 of 29

Name of Debtor(s):

Sbarro LLC**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet.)

Location Where Filed:

Case Number:

Date Filed:

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: **See attached Schedule 1**

Case Number:

Date Filed:

District: **Southern District of New York**

Relationship:

Judge:

Exhibit A

(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.)

☐ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

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).

X_____
Signature of Attorney for Debtor(s) (Date)**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

(This page must be completed and filed in every case.)

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Name of Debtor(s):

Sbarro LLC**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

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).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of Attorney*

X /s/ Nicole L. Greenblatt
Signature of Attorney for Debtor(s)

Nicole L. Greenblatt
Printed Name of Attorney for Debtor(s)

Kirkland & Ellis LLP
Firm Name

601 Lexington Avenue, New York, New York 10022
Address

(212) 446-4800
Telephone Number

March 11, 2014
Date

*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.

Signature of Debtor (Corporation/Partnership)

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.

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

X /s/ Stuart M. Steinberg
Signature of Authorized Individual

Stuart M. Steinberg
Printed Name of Authorized Individual

Authorized Signatory
Title of Authorized Individual

March 11, 2014
Date

Signature of a Foreign Representative

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.

(Check only **one** box.)

☐ 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.

☐ 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.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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.

Printed Name and title, if any, of Bankruptcy Petition Preparer

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.)

Address

X _____
Signature

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

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.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

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.

Schedule 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On March 10, 2014, each of the entities listed below (the “**Debtors**”) filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the number assigned to the chapter 11 case of Sbarro LLC.

- Carmela's, LLC
- Carmela's of Kirkman LLC
- Carmela's of Kirkman Operating, LLC
- Corest Management, Inc.
- Cucinova Easton LLC
- Cucinova Holdings LLC
- Cucinova Kenwood LLC
- Cucinova Olentangy LLC
- Demefac Leasing Corp.
- Larkfield Equipment Corp.
- Las Vegas Convention Center LLC
- New Sbarro Finance, Inc.
- New Sbarro Intermediate Holdings, Inc.
- Sbarro America, Inc.
- Sbarro America Properties, Inc.
- Sbarro Blue Bell Express LLC
- Sbarro Commack, Inc.
- Sbarro Express LLC
- Sbarro Holdings, Inc.
- Sbarro LLC
- Sbarro New Hyde Park, Inc.
- Sbarro of Las Vegas, Inc.
- Sbarro of Longwood, LLC
- Sbarro of Virginia, Inc.
- Sbarro Pennsylvania, Inc.
- Sbarro Properties, Inc.
- Sbarro Venture, Inc.
- Sbarro's of Texas, Inc.
- Umberto at the Source, LLC
- Umberto Deer Park, LLC
- Umberto Hauppauge, LLC
- Umberto Hicksville, LLC
- Umberto Huntington, LLC
- Umberto White Plains, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SBARRO LLC,

Debtors.

)

) Chapter 11

)

) Case No. 14-10557 (MG)

)

) (Joint Administration Requested)

)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interests:

Shareholder	Approximate Percentage of Shares Held
New Sbarro Intermediate Holdings, Inc.	100%

DECLARATION UNDER PENALTY OF PERJURY

I, Stuart M. Steinberg, the undersigned authorized signatory of Sbarro LLC, named as the debtor in this case, declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my information and belief.

Dated: March 11, 2014

/s/ Stuart M. Steinberg

Stuart M. Steinberg

Authorized Signatory

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SBARRO LLC,

Debtor.

)
) Chapter 11
)
) Case No. 14-10557 (MG)
)
) (Joint Administration Requested)
)

LIST OF EQUITY SECURITY HOLDERS

DEBTOR	EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NUMBER OF SHARES OR UNITS HELD / PERCENTAGE OF EQUITY HELD
Sbarro LLC	New Sbarro Intermediate Holdings, Inc.	401 Broadhollow Road Melville, New York 11747	100%

DECLARATION UNDER PENALTY OF PERJURY

I, Stuart M. Steinberg, the undersigned signatory of Sbarro LLC, named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: March 11, 2014

/s/ Stuart M. Steinberg

Stuart M. Steinberg
Authorized Signatory

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SBARRO LLC, *et al.*,¹

Debtors.

)

) Chapter 11

)

) Case No. 14-_____(____)

)

) Joint Administration Requested

)

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE TOP 30 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “*Debtors*”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. The following is the consolidated list of the Debtors’ creditors holding the 30 largest unsecured claims (the “*Consolidated List*”) based on the Debtors’ books and records as of approximately March 6, 2014. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority or amount of any claim.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Sbarro LLC (1939); Carmela’s, LLC (8088); Carmela’s of Kirkman LLC (7703); Carmela’s of Kirkman Operating, LLC (1182); Corest Management, Inc. (9134); Cucinova Easton LLC (4874); Cucinova Holdings LLC (2698); Cucinova Kenwood LLC (9558); Cucinova Olentangy LLC (8264); Demefac Leasing Corp. (2379); Larkfield Equipment Corp. (7947); Las Vegas Convention Center LLC (7645); New Sbarro Finance, Inc. (6440); New Sbarro Intermediate Holdings, Inc. (9105); Sbarro America, Inc. (9130); Sbarro America Properties, Inc. (9540); Sbarro Blue Bell Express LLC (1419); Sbarro Commack, Inc. (4007); Sbarro Express LLC (0253); Sbarro Holdings, Inc. (7352); Sbarro New Hyde Park, Inc. (6185); Sbarro of Las Vegas, Inc. (2853); Sbarro of Longwood, LLC (0328); Sbarro of Virginia, Inc. (2309); Sbarro Pennsylvania, Inc. (3530); Sbarro Properties, Inc. (9541); Sbarro Venture, Inc. (3182); Sbarro’s of Texas, Inc. (5139); Umberto at the Source, LLC (8024); Umberto Deer Park, LLC (8728); Umberto Hauppauge, LLC (8245); Umberto Hicksville, LLC (0989); Umberto Huntington, LLC (8890); and Umberto White Plains, LLC (8159). The Debtors’ service address is: 401 Broadhollow Road, Melville, New York 11747.

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
1	VISTAR CORPORATION VISTAR DISTRIBUTION CENTERS 12650 EAST ARAPAHOE ROAD, BUILDING D CENTENNIAL, CO 80112-3901 FAX: (303) 662-7500 PHONE: (303) 662-7234	Trade		\$536,516
2	421 SEVENTH AVENUE, LLC RE:RENT 421 SEVENTH AVENUE, 15TH FLOOR NEW YORK, NY 10001 EMAIL: info@aagmanagement.com FAX: (212) 564-7512 PHONE: (212) 564-7250	Lease		\$210,040
3	1604-1610 BROADWAY OWNER LLC SL GREEN REALTY CORP. 420 LEXINGTON AVENUE, S# 1800 NEW YORK, NY 10170 EMAIL: sweiss@ngkf.com PHONE: (212) 372-2000	Lease		\$122,008
4	ANNAPOLIS MALL OWNER LLC ATTN: GENERAL COUNSEL 11601 WILSHIRE BLVD, 11TH FLOOR LOS ANGELES, CA 90025 EMAIL: jernest@us.westfield.com FAX: (310) 478-1267 PHONE: (410) 266-5432	Lease		\$113,983
5	QUEENS CENTER REIT LLC QUEENS CENTER SPE LLC 401 WILSHIRE BOULEVARD SANTA MONICA, CA 90401 FAX: (310) 395-2791 PHONE: (310) 394-6000	Lease		\$87,600

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
6	THE RETAIL PROPERTY TRUST PROPERTY ID 77 4827 P.O. BOX 35461 NEWARK, NJ 07193 FAX: (404) 233-7868 PHONE: (404) 263-2313	Lease		\$81,735
7	WESTFIELD GARDEN STATE LLC GARDEN STATE PLAZA, L.P. FILE #56816 LOS ANGELES, CA 90074-6816 FAX: (201) 843-1716 PHONE: (201) 843-2121	Lease		\$80,778
8	RCS REAL ESTATE ADVISORS ATTN: GENERAL COUNSEL 460 WEST 34TH STREET NEW YORK, NY 10121 FAX: 212 268 5484 PHONE: 212 239 1100	Trade		\$79,858
9	PEPSI COLA COMPANY ATTN: GENERAL COUNSEL 555 WEST MONROE STREET CHICAGO, IL 60661 EMAIL: pepsicomediarelations@pepsico.com FAX: (312) 821-2953 PHONE: (312) 821-1000	Trade		\$78,016
10	AVENUES MALL, LLC THE AVENUES 225 W. WASHINGTON STREET INDIANAPOLIS, IN 46204 EMAIL: Simon-8087@simon.com FAX: (317) 685-7222 PHONE: (317) 263-7954	Lease		\$74,711

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
11	HG GALLERIA I,II,III,LP C/O SIMON PROPERTY GROUP INC. 225 W. WASHINGTON STREET INDIANAPOLIS, IN 46204 EMAIL: Simon-7621@simon.com FAX: (317) 685-7222 PHONE: (317) 263-7954	Lease		\$72,237
12	SOL GOLDMAN INVESTMENTS, LLC ATTN: GENERAL COUNSEL 640 FIFTH AVE., THIRD FLOOR NEW YORK, NY 10019 FAX: (212) 582-0186 PHONE: (212) 265-2280	Lease		\$72,181
13	WOODFIELD MALL LLC ATTN: GENERAL COUNSEL 225 WEST WASHINGTON STREET INDIANAPOLIS, IN 46204 EMAIL: Simon-5037@simon.com FAX: (317) 685-7222 PHONE: (317) 636-1600	Lease		\$71,972
14	COLUMBIA MALL, INC THE MALL IN COLUMBIA 110 N. WACKER DRIVE CHICAGO, IL 60606 FAX: (312) 442-6374 PHONE: (410) 992-6595	Lease Rejection	Unliquidated	\$68,814
15	MALL AT SMITH HAVEN LLC SMITH HAVEN MALL 225 WEST WASHINGTON STREET INDIANAPOLIS, IN 46204 EMAIL: customercare@simon.com FAX: (317) 685-7222 PHONE: (317) 636-1600	Lease		\$68,508

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
16	NORSAN NETWORK SERVICES INC NETWOLVES 4710 EISENHOWER BLVD. TAMPA, FL 33634-6337 EMAIL: ir@moodys.com FAX: (800) 325-3740 PHONE: (763) 553-3415	Trade		\$67,568
17	GGP LIMITED PARTNERSHIP ROUSE-PROVIDENCE, LLC 110 NORTH WACKER DRIVE CHICAGO, IL 60606 FAX: (312) 960-5475 PHONE: (312) 960-5000	Lease Rejection	Unliquidated	\$67,136
18	STANDARD & POOR'S ATTN: GENERAL COUNSEL 55 WATER STREET NEW YORK, NY 10041 FAX: (212) 438-6726 PHONE: (212) 438-1000	Trade		\$62,000
19	UNION STATION INVESTCO JONES LANG LASALLE AMERICA INC 40 MASSACHUSETTS AVENUE NE SECOND FLOOR WEST WASHINGTON, DC 20002-4225 EMAIL: jaguilera@unionstationdc.com FAX: (202) 719 5001	Tax		\$61,968
20	SCOTTSDALE FASHION SQUARE DEPT. SFSRET P.O. BOX 52623 PHOENIX, AZ 85072-2623 EMAIL: scottsdalefashionsquare.salesreporting@macerich.com FAX: (480) 423-1455 PHONE: (480) 990-7800	Lease		\$61,804

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
21	WEST FARMS MALL, LLC DEPARTMENT 55501 P.O. BOX 67000 DETROIT, MI 48267-0555 EMAIL: jnieves@taubman.com FAX: (860) 521-8682 PHONE: (860) 561-3024	Lease		\$60,227
22	MADISON/FIFTH ASSOCIATES LLC c/o THE STAHL ORGANIZATION 277 PARK AVENUE NEW YORK, NY 10172 EMAIL: simon-3632@simon.com	Trade		\$55,833
23	MCARTHUR SHOPPING CENTER LLC C/O THE TAUBMAN COMPANY LLC 200 EAST LONG LAKE ROAD BLOOMFIELD HILLS, MI 48304 EMAIL: macreporting@taubman.com FAX: (248) 258-7596 PHONE: (248) 258-7466	Lease Rejection	Unliquidated	\$55,816
24	TAUBMAN AUBURN HILLS ASSOC.LP RE:GREAT LAKES CROSSING DEPT. 124501 P.O. BOX 67000 DETROIT, MI 48267-1245 EMAIL: bbaker@taubman.com FAX: (248) 258-7683 PHONE: (248) 258-7248	Lease		\$55,794
25	THE MACERICH PARTNERSHIP, L.P. BROOKLYN KINGS PLAZA LLC 401 WILSHIRE BOULEVARD SANTA MONICA, CA 90401 EMAIL: kingsplaza.salesreporting@macerich.com PHONE: (804) 794-4662	Lease		\$55,621

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(if secured, also state value of security)</i>
26	TJ PALM BEACH ASSOCIATES DEPARTMENT 176401 P.O. BOX 67000 DETROIT, MI 48267-1764 FAX: (248) 258-7683 PHONE: (248) 258-7283	Lease		\$55,072
27	FORBES/COHEN PROPERTIES FORBES/COHEN PROPERTIES 100 GALLERIA OFFICENTRE SUITE 427 SOUTHFIELD, MI 48034-4780 EMAIL: plamb@theforbescompany.com	Lease		\$54,807
28	TAUBMAN-CHERRY CREEK L.P. DEPARTMENT 89801 P.O. BOX 67000 DETROIT, MI 48267-0523 EMAIL: cherrycreeksalesreports@taubman.com FAX: (248) 258-7683 PHONE: (248) 258-7283	Lease Rejection	Unliquidated	\$53,848
29	EKLECCO NEWCO LLC C/O PYRAMID COMPANIES ATTN: LEIGH COSTELLO 4 CLINTON SQUARE SYRACUSE, NY 13202 FAX: (315) 422-2717 PHONE: (315) 422-7000	Trade		\$52,914
30	MOODY'S SERVICE ATTN: GENERAL COUNSEL 2501 GRESHAM ST SEBRING, FL 33875 FAX: (863) 655-1316 PHONE: (863) 655-5500	Trade		\$52,500

**DECLARATION UNDER PENALTY
OF PERJURY ON BEHALF OF CORPORATION**

Pursuant to 28 U.S.C. § 1746, I, Stuart M. Steinberg, the duly qualified and authorized signatory of Sbarro LLC, declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: New York, New York
March 11, 2014

/s/ Stuart M. Steinberg

Stuart M. Steinberg
Authorized Signatory

**OMNIBUS WRITTEN CONSENT IN LIEU OF
A MEETING OF THE AUTHORIZING BODIES OF
DIRECT AND INDIRECT SUBSIDIARIES OF SBARRO LLC**

March 9, 2014

The undersigned, being all of the members of the respective board of directors or board of managers, officers of respective managing members, or other authorizing bodies (collectively, the “**Authorizing Bodies**”) of each of the companies listed on Schedule A attached hereto (each a “**Company**” and collectively, the “**Companies**”), in lieu of holding a meeting of the Authorizing Bodies, hereby take the following actions and adopt the following resolutions by written consent (this “**Consent**”) pursuant to the organizational documents of the Companies and the laws of the State in which such Companies were formed:

WHEREAS, each member of the Authorizing Bodies has had the opportunity to review, and ask questions and receive satisfactory answers with respect to, the materials presented by the management and the financial and legal advisors of each Company regarding the liabilities and liquidity situation of each Company, the strategic alternatives available to it, and the impact of the foregoing on each Company’s business.

WHEREAS, the Authorizing Bodies have had the opportunity to consult with the management and the financial and legal advisors of the Companies and fully consider each of the strategic alternatives available to the Companies.

FILING OF BANKRUPTCY PETITION

NOW, THEREFORE, BE IT,

RESOLVED, that the Authorizing Bodies of each Company have determined, based upon current events and after consultation with counsel and a financial advisor, that it is desirable and in the best interests of each Company (a) that a petition be filed by each Company under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) and (b) to consent to and approve, to the extent deemed necessary, the filing of voluntary petitions for relief under the Bankruptcy Code by each Company’s direct or indirect subsidiaries.

RESOLVED, that a petition under chapter 11 of the Bankruptcy Code (“**Chapter 11**”) shall be filed on behalf of each Company by David Karam, Carolyn M. Spatafora, Anthony J. Missano, or Stuart M. Steinberg or any other officer of each Company (collectively, the “**Authorized Officers**” and each an “**Authorized Officer**”), or any Authorized Officer acting singly or jointly, and the same is hereby authorized and approved in all respects, and each Authorized Officer is hereby authorized, directed and empowered, on behalf of and in the name of each Company, to execute and verify such petition and to cause the same to be filed with the United States Bankruptcy Court for the Southern District of New York or such other federal court of competent jurisdiction that such

Authorized Officer shall deem necessary, appropriate or desirable (the “*Bankruptcy Court*”).

RESOLVED, that each Authorized Officer is hereby authorized, directed and empowered, on behalf of and in the name of each Company, to negotiate, execute and file a cash collateral motion and related order on such terms and conditions that such Authorized Officer may consider necessary, appropriate or desirable.

RESOLVED, that each Authorized Officer is hereby authorized, directed and empowered to execute, verify and/or file, or cause to be executed, verified and/or filed, all documents, including, without limitation, all petitions, affidavits, schedules, motions, pleadings, lists, statements of financial affairs and other papers and to take any and all actions that such Authorized Officer shall deem necessary, appropriate or desirable in connection with the proceedings under the Bankruptcy Code.

DEBTOR IN POSSESSION CREDIT AGREEMENT

RESOLVED, that the Authorizing Bodies have determined, based upon current events and after consultation with counsel and a financial advisor, that each Company will obtain benefits from the incurrence of the indebtedness and obligations under the Credit Agreement (as defined below) and the occurrence and consummation of the transactions contemplated by the Financing Documents (as defined below), which are necessary and appropriate to the conduct, promotion and attainment of the business of each Company.

RESOLVED, that in connection with the Chapter 11 case, (a) the Authorizing Bodies authorize, approve, ratify, confirm and adopt (i) the form, terms, provisions of and the transactions contemplated by the debtor-in-possession credit agreement (the “*Credit Agreement*”) and the execution, delivery and performance thereof, substantially on the terms of the draft credit agreement and/or term sheet that have been provided to the Authorizing Bodies and with such changes thereto as the Authorized Officer executing the same shall approve, such execution and delivery to be conclusive evidence that the same has been authorized, and any security agreements, guarantee agreements, pledge agreements, account control agreements, and such other agreements, notes, consents, certificates, amendments, assignments and instruments in connection therewith (the “*Credit Documents*”) and together with the Credit Agreement, the “*Financing Documents*”), (ii) the granting of a security interest in any assets of each Company as collateral and/or the guaranty of the obligations of the debtors under the Credit Agreement, and (iii) any transactions effected or to be effected pursuant to the terms and provisions of the Financing Documents; and (b) any Authorized Officer be, and hereby is, authorized and empowered, in the name and on behalf of each Company, to negotiate, execute, deliver and perform or cause the performance of the Financing Documents and any agreements, certificates, instruments, guarantees, notices, forms of deposit, officer’s certificates, compliance certificates as may be required by any Financing Documents, as such

Authorized Officer executing the same considers necessary, appropriate, proper or desirable to effectuate the transactions contemplated by the Financing Documents and other financing arrangements necessary, appropriate, proper or desirable in the interest of each Company in connection with the Chapter 11 case, such determination to be conclusively evidenced by such execution or taking of such action.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to file or to authorize the Agent (as defined in the Credit Agreement) to file any Uniform Commercial Code (the “*UCC*”) financing statements, any other equivalent filings, any intellectual property filings and recordation, and any necessary assignments for security or other documents in the name of each Company that the Agent deems necessary or convenient to perfect any lien or security interest granted under the Financing Documents or to renew, maintain or preserve such perfected security interests, including any such UCC financing statement containing a generic description of collateral, such as “all assets,” “all property now or hereafter acquired” and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of each Company and such other filings in respect of intellectual and other property of each Company, in each case as the Agent may reasonably request to perfect the security interests of the Agent under the Financing Documents.

APPOINTMENT OF PROFESSIONALS

WHEREAS, the Authorizing Bodies have reviewed and considered the roles and qualifications of the various outside advisors that each Company needs to retain in connection with the bankruptcy process, as well as those advisors’ respective fees and the prior and current relationships that may be relevant to the Bankruptcy Court’s evaluation of the retention of those advisors.

WHEREAS, the Authorizing Bodies consider it prudent and appropriate, prior to the filing of the Chapter 11 petition, to ratify and confirm the retention of those professionals previously retained by each Company.

WHEREAS, the Authorizing Bodies desire to approve the retention of certain additional professionals to assist each Company with the Chapter 11 process and related matters.

NOW, THEREFORE, BE IT,

RESOLVED, that the retention of the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist each Company, in connection with the commencement and maintaining of such proceedings and any other matters in connection therewith, is hereby ratified and confirmed in all respects, and each Authorized Officer is hereby authorized, directed and empowered to execute any additional, appropriate retention agreements, pay additional appropriate retainers prior to and immediately upon the filing of the

Chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP.

RESOLVED, that the retention of the firm of Moelis & Company as investment banker to represent and assist each Company, in connection with the commencement and maintaining of such proceedings and any other matters in connection therewith, is hereby ratified and confirmed in all respects, and each Authorized Officer is hereby authorized, directed and empowered to execute any additional appropriate retention agreements, pay additional appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Moelis & Company.

RESOLVED, that the retention of the firm of Loughlin Management as financial advisor to represent and assist each Company, in connection with the commencement and maintaining of such proceedings and any other matters in connection therewith, is hereby ratified and confirmed in all respects, and each Authorized Officer is hereby authorized, directed and empowered to execute any additional appropriate retention agreements, pay additional appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Loughlin Management.

RESOLVED, that the firm of Prime Clerk LLC is hereby retained as notice and claims agent to represent and assist each Company, in connection with the commencement and maintaining of such proceedings and any other matters in connection therewith, and each Authorized Officer is hereby authorized, directed and empowered to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Prime Clerk LLC.

RESOLVED, that each Authorized Officer is hereby authorized, directed and empowered, on behalf of and in the name of, each Company, as applicable, to retain and employ such attorneys, investment bankers, accountants, restructuring professionals, experts, advisors and other professionals to assist in the Chapter 11 case on such terms as are deemed necessary, appropriate or desirable.

RESOLVED, that the Authorized Officers and any employees, agents, attorneys, investment bankers, accountants, advisors and other professionals designated by or directed by any such Authorized Officers, be, and each hereby is, authorized, directed and empowered on behalf of, and in the name of, each Company, as applicable, to cause each Company and such of their affiliates as management deems appropriate to file such other authorized agreements, instruments and documents as may be necessary, appropriate or desirable in connection with the Chapter 11 case and to make such authorized motions and other filings with the Bankruptcy Court, and do all other things, as may be or

become necessary, appropriate or desirable for the successful prosecution of the case.

RESTRUCTURING TRANSACTIONS

RESOLVED, that the Authorizing Bodies have determined, in light of current circumstances and after consultation with the Companies' legal and financial advisors, and in connection with the filing of its prepackaged Chapter 11 Cases, that it is in the best interests of each Company, their creditors and other parties in interest for the Authorizing Bodies to authorize the Companies to enter into a restructuring transaction or series of restructuring transactions by which the Companies will restructure their debt obligations and other liabilities, including, but not limited to, the exit facility (collectively, the "***Restructuring Transactions***").

RESOLVED, that each Authorized Officer is hereby authorized and empowered, in the name of and on behalf of each Company, to take actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform and cause the performance of any agreements, certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of the Restructuring Transactions to which each Company is or will be a party, including, but not limited to, the plan of reorganization, the disclosure statement, and all exhibits and/or ancillary documents related thereto (collectively, the "***Restructuring Documents***"), to incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Authorizing Bodies, with such changes, additions and modifications thereto as the Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by such officer's execution and delivery thereof.

RESOLVED, that the Authorized Officers be, and hereby are, authorized, directed and empowered in the name of, and on behalf of, each Company to take any and all actions to (i) obtain the Bankruptcy Court's approval of the Restructuring Documents in connection with the Restructuring Transactions, and (ii) obtain Bankruptcy Court approval of any Restructuring Transactions.

RESOLVED, that the Authorized Officers be, and hereby are, authorized, directed and empowered in the name of, and on behalf of, each Company, to execute and deliver any documents or to do such other things which shall in their sole judgment be necessary, desirable, proper or advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by their execution thereof.

GENERAL AUTHORIZATION; ADDITIONAL RESOLUTIONS

RESOLVED, that all members of the Authorizing Bodies of each Company have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by

the organizational documents of each Company, or hereby waive any right to have received such notice.

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 each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the Authorizing Bodies.

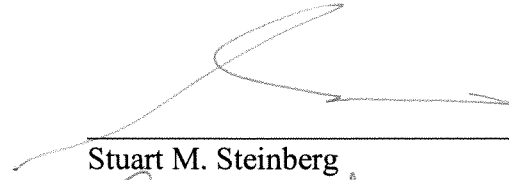
RESOLVED, that the Authorized Officers be and hereby are authorized and empowered to take all actions or to not take any action in the name of each Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member or managing member of each direct subsidiary of each Company, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers reasonable business judgment, including without limitation the authorization of resolutions and agreements necessary to authorize the execution, delivery and performance pursuant to any Financing Documents (including affidavits, notices, reaffirmations and amendments and restatements of existing documents) as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

* * * * *

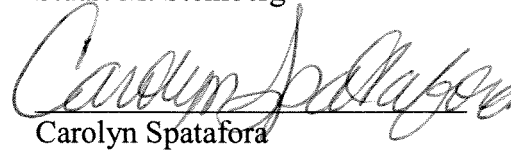
Schedule A

Carmela's of Kirkman LLC
Carmela's of Kirkman Operating, LLC
Carmela's, LLC
Corest Management, Inc.
Cucinova Easton LLC
Cucinova Holdings LLC
Cucinova Kenwood LLC
Cucinova Olentangy LLC
Demefac Leasing Corp.
Larkfield Equipment Corp.
Las Vegas Convention Center LLC
New Sbarro Finance Inc.
New Sbarro Intermediate Holdings, Inc.
Sbarro LLC
Sbarro America Properties, Inc.
Sbarro America, Inc.
Sbarro Blue Bell Express LLC
Sbarro Commack, Inc.
Sbarro Express LLC
Sbarro New Hyde Park, Inc.
Sbarro of Las Vegas, Inc.
Sbarro of Longwood, LLC
Sbarro of Virginia, Inc.
Sbarro Pennsylvania, Inc.
Sbarro Properties, Inc.
Sbarro Venture, Inc.
Sbarro's of Texas, Inc.
Umberto at the Source, LLC
Umberto Deer Park, LLC
Umberto Hauppauge, LLC
Umberto Hicksville, LLC
Umberto Huntington, LLC
Umberto White Plains, LLC

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date indicated above.



Stuart M. Steinberg

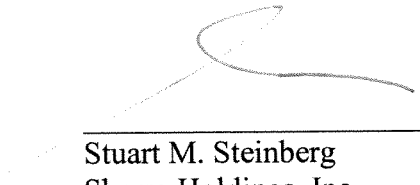


Carolyn Spatafora

- Signature Page to Board of Directors Consent -

*Corest Management, Inc.; Demefac Leasing Corp.; Larkfield Equipment Corp.; New Sbarro Finance Inc.;
New Sbarro Intermediate Holdings, Inc.; Sbarro America Properties, Inc.; Sbarro America, Inc.; Sbarro
Commack, Inc.; Sbarro New Hyde Park, Inc.; Sbarro of Las Vegas, Inc.; Sbarro of Virginia, Inc.; Sbarro
Pennsylvania, Inc.; Sbarro Properties, Inc.; Sbarro Venture, Inc.; Sbarro's of Texas, Inc.*

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date indicated above.



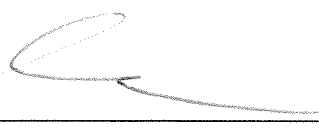
Stuart M. Steinberg
Sbarro Holdings, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date indicated above.



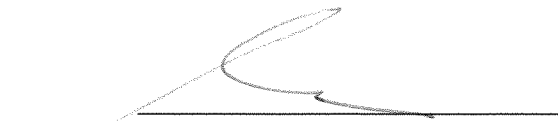
Stuart M. Steinberg
Sbarro LLC

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date indicated above.



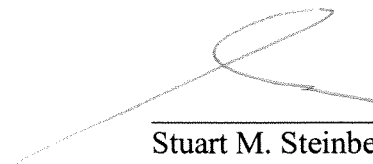
Stuart M. Steinberg
Sbarro New Hyde Park, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date indicated above.



Stuart M. Steinberg
Carmela's, LLC

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date indicated above.



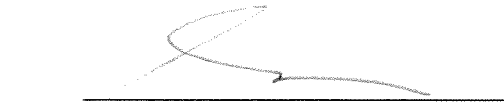
Stuart M. Steinberg
Carmela's of Kirkman LLC

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date indicated above.

A handwritten signature in black ink, appearing to read 'Stuart M. Steinberg', is written over a horizontal line.

Stuart M. Steinberg
Cucinova Holdings LLC

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date indicated above.



Stuart M. Steinberg
Sbarro Express LLC