

United States Bankruptcy Court District of Delaware		Voluntary Petition												
Name of Debtor (if individual, enter Last, First, Middle): HRP Myrtle Beach Operations, 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):		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) No./Complete EIN (if more than one, state all): 20-3601625		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):												
Street Address of Debtor (No. and Street, City, and State): 211 George Bishop Parkway Myrtle Beach, South Carolina <div style="text-align: right;">ZIP CODE 29579</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: Horry		County of Residence or of the Principal Place of Business:												
Mailing Address of Debtor (if different from street address): c/o Paul Hastings Janofsky & Walker LLP 191 N. Wacker Dr., 30th Floor, Chicago, IL Attn: Paul Harner, Esq <div style="text-align: right;">ZIP CODE 60606</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) <ul style="list-style-type: none"> <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) <ul style="list-style-type: none"> <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 <hr/> Tax-Exempt Entity (Check box, if applicable) <ul style="list-style-type: none"> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code) 	Chapter of Bankruptcy Code under Which the Petition is Filed (Check one box) <table style="width: 100%; border: none;"> <tr> <td><input type="checkbox"/> Chapter 7</td> <td><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</td> </tr> <tr> <td><input type="checkbox"/> Chapter 9</td> <td><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</td> </tr> <tr> <td><input checked="" type="checkbox"/> Chapter 11</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Chapter 12</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Chapter 13</td> <td></td> </tr> </table> <hr/> Nature of Debts (Check one box) <table style="width: 100%; border: none;"> <tr> <td><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."</td> <td><input checked="" type="checkbox"/> Debts are primarily business debts.</td> </tr> </table>	<input type="checkbox"/> Chapter 7	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding	<input type="checkbox"/> Chapter 9	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	<input checked="" type="checkbox"/> Chapter 11		<input type="checkbox"/> Chapter 12		<input type="checkbox"/> Chapter 13		<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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<input checked="" type="checkbox"/> Chapter 11														
<input type="checkbox"/> Chapter 12														
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Filing Fee (Check one box) <ul style="list-style-type: none"> <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 <ul style="list-style-type: none"> Check one box: <ul style="list-style-type: none"> <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: <ul style="list-style-type: none"> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <ul style="list-style-type: none"> <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). 												
Statistical/Administrative Information <ul style="list-style-type: none"> <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 <table style="width: 100%; border: none;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input checked="" type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table>			<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		
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Estimated Assets <table style="width: 100%; border: none;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input checked="" type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>			<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		
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Estimated Liabilities <table style="width: 100%; border: none;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input checked="" type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<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			
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s):	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: N/A	Case Number:	Date Filed:	
Location Where Filed: N/A	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 Rider 1	Case Number:	Date Filed:	
District: District of Delaware	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>	
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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition			
<input checked="" type="checkbox"/> 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.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> 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)			
<input checked="" type="checkbox"/> 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.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> 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)			
<input type="checkbox"/> 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)			
<input type="checkbox"/> 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			
<input type="checkbox"/> 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			
<input type="checkbox"/> 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.)

Name of Debtor(s):

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 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 Attorney*

X 
Signature of Attorney for Debtor(s)
Daniel J. DeFranceschi, Esq.
Printed Name of Attorney for Debtor(s)
Richards, Layton & Finger, P.A.
Firm Name
One Rodney Square, 920 North King Street
Address
Wilmington, Delaware 19801

(302) 651-7816
Telephone Number
09/24/2008
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 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 _____

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.

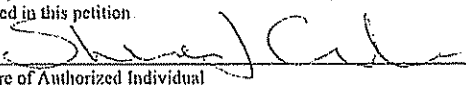
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person

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.

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 
Signature of Authorized Individual
Steven Goodwin
Printed Name of Authorized Individual
Chief Executive Officer
Title of Authorized Individual
09/24/2008
Date

RIDER I

Pending Bankruptcy Cases Filed by Affiliates of the Debtor: Each Concurrently Filed in the United States Bankruptcy Court for the District of Delaware

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

1. HRP Myrtle Beach Holdings, LLC¹
2. HRP Myrtle Beach Holdings Capital Corp.
3. HRP Myrtle Beach Capital Corp.
4. HRP Myrtle Beach Management, LLC
5. HRP Global Management, LLC
6. We Got Your Back Security Co., LLC

¹ HRP Myrtle Beach Holdings, LLC was the first of these affiliates to commence its chapter 11 case.


**CERTIFICATE OF THE SECRETARY
OF HRP Myrtle Beach Partners, LLC**

Dated: September 24, 2008

I, Sarah Schuette, Secretary of HRP Myrtle Beach Partners, LLC, a Delaware limited liability company (the "Company"), do hereby certify the following at and as of the date hereof:

- (i) I am the duly elected, qualified and acting Secretary of the Company;
- (ii) attached as Annex A hereto is a true, accurate and complete copy of the resolutions (the "Resolutions") adopted by a vote of the Company's Board of Directors at a meeting of the Board of Directors duly held on September 23, 2008;
- (iii) such Resolutions were adopted by the Board of Directors in accordance with the terms of the Company's operating agreement; and
- (iv) such Resolutions have not been amended, modified or rescinded since adopted, and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the date first set forth above.



Name: Sarah Schuette

Title: Secretary

ANNEX A

HRP Myrtle Beach Partners, LLC

Resolutions Approving Bankruptcy Filings, Debtor-In-Possession Financing and Related Matters

September 23, 2008

WHEREAS, in the judgment of the Board of Directors of HRP Myrtle Beach Partners, LLC ("HRP Partners"), as managing member of HRP Myrtle Beach Holdings, LLC ("HRP Holdings"), it is desirable and in the best interests of HRP Holdings, HRP Myrtle Beach Operations, LLC ("HRP Operations"), HRP Myrtle Beach Capital Corp. ("HRP Capital Corp"), We Got Your Back Security Co, LLC ("Security Co") and HRP Myrtle Beach Holdings Capital Corp. ("HRP Holdings Capital Corp" and, together with HRP Holdings, HRP Operations, HRP Capital Corp and Security Co, the "HRP Entities"), that the HRP Entities (i) file voluntary petitions (the "Petitions") for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), (ii) obtain debtor-in-possession financing in connection therewith and (iii) engage a financial advisor and appoint a chief restructuring officer, and the Board of Directors wishes to approve such actions; and

WHEREAS, that in the judgment of the Board of Directors, it is desirable that these resolutions of the Board of Directors supersede and replace in all respects the resolutions adopted by the Board of Directors at the meeting held on September 18, 2008; and

NOW, THEREFORE, BE IT RESOLVED, that these resolutions of the Board of Directors shall, and hereby do, supersede and replace in all respects the resolutions adopted by the Board of Directors at the meeting held on September 18, 2008; and

FURTHER RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the HRP Entities that the HRP Entities shall be, and the HRP Entities hereby are, authorized to (i) file the Petitions in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") and (ii) enter into a financing agreement and related agreements with certain lenders for debtor-in-possession financing in an amount up to \$3 million on substantially the terms set forth on Annex I hereto (the "DIP Financing"); and

FURTHER RESOLVED, that the advisory firm of RAS Group, Inc. ("RAS") shall be, and hereby is, engaged to provide financial advisory services to the HRP Entities; and

FURTHER RESOLVED, that RAS, or a designee of RAS, shall be, and hereby is, appointed, effective upon the filing of the Petitions, as chief restructuring officer of each of the HRP Entities to provide daily leadership to each of the HRP Entities on operational, financial and restructuring related business matters in connection with the Petitions and will report directly to the Board of Directors or other similar governing body of each of the HRP Entities; and

FURTHER RESOLVED, that Steven Goodwin, as Chief Executive Officer of each of the HRP Entities, is hereby authorized and empowered to cause such of the HRP Entities, as and to the extent management of HRP Partners deems appropriate, to enter into, execute, deliver, certify, file, record, and perform such agreements, instruments, affidavits, applications

for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such other actions, as in the reasonable judgment of the Chief Executive Officer shall be necessary, proper, and desirable to (i) obtain the DIP Financing on terms substantially similar to those set forth in Annex I hereto and (ii) retain RAS as financial advisor to the HRP Entities and appoint RAS, or a designee thereof, as chief restructuring officer of each of the HRP Entities; and

FURTHER RESOLVED, that the law firm of Paul, Hastings, Janofsky & Walker LLP shall be, and hereby is, employed as bankruptcy counsel for the HRP Entities under general retainer; and

FURTHER RESOLVED, that the law firm of Richards, Layton & Finger, P.A. shall be, and hereby is, employed as local bankruptcy counsel for the HRP Entities under general retainer; and

FURTHER RESOLVED, that Steven Goodwin as Chief Executive Officer of each of the HRP Entities is hereby authorized, directed and empowered, in the name of and on behalf of the HRP Entities, to (i) execute, verify and cause to be filed the Petitions, including the schedules of assets and liabilities, the statement of financial affairs and other ancillary documents required by the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure to be filed with the Petitions and (ii) execute, verify and cause to be filed requests for approval from the Bankruptcy Court to enter into the DIP Financing, retain RAS as the HRP Entities' financial advisor and appoint RAS, or a designee thereof, as chief restructuring officer of each of the HRP Entities; and

FURTHER RESOLVED, that the Chief Executive Officer of each of the HRP Entities is hereby authorized, directed and empowered, in the name of and on behalf of the HRP Entities, to execute, verify and cause to be filed requests for first-day relief from the Bankruptcy Court, which shall include some or all of the following requests (i) for authority to maintain existing bank accounts, (ii) for authority to provide adequate assurance to utilities, (iii) for authority to pay employees' prepetition compensation, (iv) to permit notice to creditors and parties in interest via electronic mail, (v) for authority to pay sales and use taxes, and (vi) similar motions that the Chief Executive Officer of the HRP Entities may deem necessary, proper, or desirable in connection with the Petitions, with a view to the successful prosecution thereunder; and

FURTHER RESOLVED, that notwithstanding anything contrary in the foregoing resolutions, in the event that any action to be taken by the Chief Executive Officer in furtherance of the foregoing resolutions adversely affects, or if the HRP Entities are advised by their counsel or any board member that such action is reasonably likely to adversely affect, the interests of the HRP Entities in favor of the interests of any of the HRP Entities' Affiliates (as such term is defined in section 101(2) of the Bankruptcy Code), the Chief Executive Officer shall have no authority to take such action unless approved by the independent members of the Board of Directors.

UNITED STATES BANKRUPTCY COURT
THE DISTRICT OF DELAWARE

-----X
:
In re : Chapter 11
:
HRP Myrtle Beach Operations, LLC, : Case No. 08-_____ (____)
a Delaware limited liability company, :
: (Jointly Administered)
Debtor. :
-----X

**LIST OF CREDITORS HOLDING
THE TWENTY LARGEST UNSECURED CLAIMS**

The debtor in this chapter 11 case and certain affiliated entities (collectively, the “Debtors”)¹ each filed a voluntary petition in this Court on September 24, 2008 (the “Petition Date”) for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is a list of the Debtors’ twenty largest unsecured creditors on a consolidated basis (the “Top 20 List”), based on the Debtors’ books and records as of the Petition Date. The Top 20 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 20 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 twenty largest unsecured claims. The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtors. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim.

¹ The Debtors are the following seven entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): HRP Myrtle Beach Holdings, LLC (1546), HRP Myrtle Beach Holdings Capital Corp. (5553), HRP Myrtle Beach Operations, LLC (1625), HRP Myrtle Beach Capital Corp (4272), HRP Myrtle Beach Management, LLC (0297), HRP Global Management LLC (2138) and We Got Your Back Security Co., LLC (3877). The address of each of the Debtors is 211 George Bishop Parkway, Myrtle Beach, South Carolina 29579.

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (if secured also state value of security)
Avrett Free & Ginsberg	Avrett Free & Ginsberg Attn: Kelly Vancampen P.O. Box 7247-7827 Philadelphia, PA 19170-7827 Tel: (212) 832-3800 Fax: (212) 832-3808	Trade Debt		\$1,382,957.96
Premier Rides, Inc.	Premier Rides, Inc Attn: Jim Seay 401 Headquarters Drive Suite 201 Millersville, MD 21108 Tel: (410) 923-0414 Fax: (410) 923-3157	Trade Debt		\$886,113.31
SCS Interactive	SCS Interactive Attn: Doug Pagel 12000 East 47th Street Suite 400 Denver, CO 80239 Tel: (888) 214-9698 Fax: (303) 539-8599	Trade Debt		\$329,308.00
Morris Architects	Morris Architects Attn: Cecilia Livingston P.O. Box 4673 Houston, TX 77210 Tel: (713) 662-1180 Fax: (407) 839-0410	Trade Debt		\$328,224.60
Kratos Southeast, Inc.	Kratos Southeast, Inc Attn: George Howard 840 Franklin Court, SE Marietta, GA 30067 Tel: (770) 977-5393 Fax: (770) 977-5680	Trade Debt		\$219,243.06
Aerial Effects	Aerial Effects Attn: Tom Edelston 5584 Donnelly Circle Orlando, FL 32821 Tel: (407) 239-8161 Fax: (407) 239-8161 (phone & fax the same)	Trade Debt		\$149,908.82

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (if secured also state value of security)
Melton Electric/ Melton Heating, Cooling & Plumbing	Melton Electric/ Melton Heating, Cooling & Plumbing Attn: John Melton 111 Jacob Lane Myrtle Beach, SC 29579 Tel: (843) 236-3030 Fax: (843) 236-3040	Trade Debt		\$141,703.78
Terrell Creative	Terrell Creative Attn: Michael Atkinson P O. Box 34260 Kansas City, MO 64120 Tel: (816) 231-4008 Fax: (816) 231-4440	Trade Debt		\$115,972.20
Electrosonic	Electrosonic Attn: Eric Lehman 4501 Vineland Road, Suite 105 Orlando, FL 32811 Tel: (952) 931-7558 Fax: (407) 839-2055	Trade Debt		\$113,944.40
Joe Mertz Production	Joe Mertz Production Attn: Joe Mertz 13538 Village Park Drive #235 Orlando, FL 32837 Tel: (407) 852-2900 Fax: (407) 852-2315	Trade Debt		\$111,852.33
Top Shelf Marketing	Top Shelf Marketing Attn: George Borello 550 North Main Street Southington, CT 06489 Tel: (860) 620-5090 Fax: (860) 620-5095	Trade Debt		\$109,014.50
US Food Service	US Food Service Attn: Ray Riggs 120 Longs Pond Road Lexington, SC 29071 Tel: (843) 347-4691 Fax: (843) 347-3080	Trade Debt		\$102,124.31

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (if secured also state value of security)
Transmed, LLC	Transmed, LLC Attn: Kirk Burgin 2107 South Fraser Street Georgetown, SC 29440 Tel: (843) 545-7911 Fax: (843) 545-7912	Trade Debt		\$96,691.88
Starwood of Myrtle Beach	Starwood of Myrtle Beach Attn: Scott Mahon 226 Bush Drive Myrtle Beach, SC 29579 Tel: (843) 236-4000 Fax: (843) 236-7008	Trade Debt		\$91,970.75
Huss Park Attractions	Huss Park Attractions Attn: Jens Hilderbrand Emil-Sommer-Strasse 4-6 Bremen Germany D-28329 Tel: 011-0421-4900-0 Fax: 011-0421-4990056	Trade Debt		\$84,448.56
Waymatic	Waymatic Attn: Davd Easterwood P O. Box 5320 South Fulton, TN 38257-5320 Tel: (731) 479-1741 Fax: (731) 479-0008	Trade Debt		\$75,938.00
Porter World Trade Inc.	Porter World Trade Inc Attn: Dan Smith/Connie Hope 405 Atlantis Road Suite E115 Cape Canaveral, FL 32920 Tel: (321) 783-7649 Fax: (321) 783-8817	Trade Debt		\$72,817.61
Mosley Erecting Company	Mosley Erecting Company Attn: Velma Mosley P.O. Box 176 Richburg, SC 29729 Tel: (803) 789-5429 Fax: (803) 789-3549	Trade Debt		\$68,933.75

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (if secured also state value of security)
Lakeshirts, Inc.	Lakeshirts, Inc Attn: Michael Landefeld P.O. Box 52 Detroit Lakes, MN 56502-0052 Tel: (800) 627-2780 Fax: (218) 847-2226	Trade Debt		\$68,048.20
Thompson Mechanical	Thompson Mechanical Attn: Darren E. Shipman 706 Seabord Street Myrtle Beach, SC 29577 Tel : (843) 946-7447 Fax: (803) 444-0894	Trade Debt		\$61,190.00

UNITED STATES BANKRUPTCY COURT
THE DISTRICT OF DELAWARE

-----X
In re :
 : Chapter 11
 :
HRP Myrtle Beach Operations, LLC, : Case No. 08-____ ()
a Delaware limited liability company, :
 : (Jointly Administered)
Debtor. :
----- X

**DECLARATION CONCERNING THE DEBTOR'S LIST OF CREDITORS
HOLDING THE TWENTY LARGEST UNSECURED CLAIMS**

I, Steven Goodwin, Chief Executive Officer of HRP Myrtle Beach Operations, LLC, a Delaware limited liability company and the entity named as debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the List of Creditors Holding the Twenty Largest Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: September 24, 2008



Name: Steven Goodwin
Title: Chief Executive Officer of HRP
Myrtle Beach Operations, LLC

UNITED STATES BANKRUPTCY COURT
THE DISTRICT OF DELAWARE

-----X
In re : Chapter 11
HRP Myrtle Beach Operations, LLC, :
a Delaware limited liability company, : Case No. 08-____ (____)
Debtor. : (Jointly Administered)
-----X

CONSOLIDATED LIST OF CREDITORS

The debtor in this chapter 11 case and certain affiliated entities (collectively, the “Debtors”) each filed a petition in this Court on September 24, 2008 for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of the petition, the Debtors filed a single consolidated list of creditors (the “Consolidated Creditor List”), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically as an attachment hereto.

[information provided in electronic format]

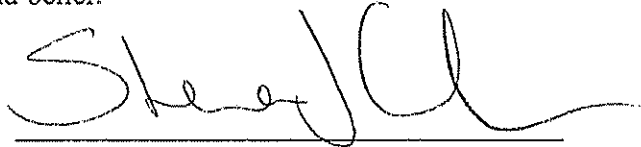
UNITED STATES BANKRUPTCY COURT
THE DISTRICT OF DELAWARE

-----X
In re : Chapter 11
: :
HRP Myrtle Beach Operations, LLC, : Case No. 08-____ (____)
a Delaware limited liability company, : :
: (Jointly Administered)
Debtor. : :
-----X

DECLARATION REGARDING CONSOLIDATED CREDITOR LIST

I, Steven Goodwin, Chief Executive Officer of HRP Myrtle Beach Operations, LLC, a Delaware limited liability company and the entity named as debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the Consolidated Creditor List submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: September 24, 2008



Name: Steven Goodwin
Title: Chief Executive Officer of HRP
Myrtle Beach Operations, LLC

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
In re : Chapter 11
HRP Myrtle Beach Operations, LLC, :
a Delaware limited liability company, : Case No. 08-____ (____)
Debtor. : (Jointly Administered)
-----X

LIST OF EQUITY SECURITY HOLDERS

<u>Name and Last Known Address or Place of Business of Holder</u>	<u>Security Class</u>	<u>Number of Securities/Kind of Interest</u>
HRP Myrtle Beach Holdings, LLC	Membership interest	Sole Member

UNITED STATES BANKRUPTCY COURT
THE DISTRICT OF DELAWARE

-----X
In re : Chapter 11
: :
HRP Myrtle Beach Operations, LLC, : Case No. 08-____ (____)
a Delaware limited liability company, : :
: (Jointly Administered)
Debtor. : :
-----X

**DECLARATION CONCERNING THE DEBTOR'S LIST
OF EQUITY SECURITY HOLDERS**

I, Steven Goodwin, Chief Executive Officer of HRP Myrtle Beach Operations, LLC, a Delaware limited liability company and the entity named as debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the List of Equity Security Holders submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: September 24, 2008



Name: Steven Goodwin
Title: Chief Executive Officer of HRP
Myrtle Beach Operations, LLC

UNITED STATES BANKRUPTCY COURT
THE DISTRICT OF DELAWARE

-----X
In re : Chapter 11
: :
HRP Myrtle Beach Operations, LLC, : Case No. 08- _____ ()
a Delaware limited liability company, : :
: (Jointly Administered)
Debtor. : :
-----X

**HRP MYRTLE BEACH OPERATIONS, LLC'S STATEMENT
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(1)**

For its Statement Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), HRP Myrtle Beach Operations, LLC (the "Debtor") respectfully represents that HRP Myrtle Beach Holdings, LLC directly or indirectly own 10% or more of any class of the Debtor's equity interests.

Dated: September 24, 2008

Respectfully submitted,



Daniel J. DeFranceschi (DE 2732)
Paul N. Heath (DE 3704)
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-and-

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Chicago, Illinois 60606
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Facsimile: (312) 499-6100
Email: paulharner@paulhastings.com
kimberlynewmarch@paulhastings.com

PROPOSED ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION