

United States Bankruptcy Court District of Delaware					Voluntary Petition					
Name of Debtor (if individual, enter Last, First, Middle): <b>BT Tires Holding Corp.</b>					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): <b>20-5890215</b>					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): <b>3938A Government Blvd. Suite 102, Mobile, AL</b> <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 36693</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>					
County of Residence or of the Principal Place of Business: <b>Mobile</b>					County of Residence or of the Principal Place of Business:					
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>					
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>										
<b>Type of Debtor</b> (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.)  		<b>Nature of Business</b> (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  <b>Tax-Exempt Entity</b> (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).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.						
<b>Filing Fee</b> (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.					<b>Chapter 11 Debtors</b>  <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).  <b>Check if:</b> <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- <b>Check all applicable boxes:</b> <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).					
<b>Statistical/Administrative Information</b>  <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.										<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input 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										
<b>Estimated Assets</b> <input checked="" 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 type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										
<b>Estimated Liabilities</b> <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 checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion										

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>BT Tires Holding Corp.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>See Annex A</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<b>Exhibit A</b>  (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.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</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)	
<b>Exhibit C</b>  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.			
<b>Exhibit D</b>  (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.			
<p style="text-align: center;"><b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)</p> <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.			
<p style="text-align: center;"><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)</p> <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: right; margin-right: 100px;">         _____          (Name of landlord that obtained judgment)       </div> <div style="text-align: right; margin-right: 100px;">         _____          (Address of landlord)       </div> <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):

BT Tires Holding Corp.

**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 \_\_\_\_\_  
Signature of Attorney for Debtor(s)  
Robert J. Dehney

\_\_\_\_\_  
Printed Name of Attorney for Debtor(s)  
Morris, Nichols, Arsht & Tunnell LLP

\_\_\_\_\_  
Firm Name  
1201 N. Market St., P.O. Box 1347

\_\_\_\_\_  
Address Wilmington, DE 19899-1347

\_\_\_\_\_  
302.658.9200  
Telephone Number

\_\_\_\_\_  
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 \_\_\_\_\_  
Signature of Authorized Individual  
James T. Garner

\_\_\_\_\_  
Printed Name of Authorized Individual  
Chief Financial Officer

\_\_\_\_\_  
Title of Authorized Individual

\_\_\_\_\_  
Date April 2, 2009

**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 \_\_\_\_\_

\_\_\_\_\_  
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.*

## **ANNEX A**

**PENDING BANKRUPTCY CASES FILED BY AFFILIATES OF DEBTOR**

- BT Tires Group Holding, LLC
- BT Tires Holding Finance Corp.
- Big 10 Tire Stores, Inc.

2724700

**CERTIFICATE AS TO RESOLUTIONS ADOPTED BY BOARD OF  
DIRECTORS OF BT TIRES HOLDING CORP.**

I, the undersigned, being duly elected as Secretary of BT Tires Holding Corp., a Delaware corporation (the "Company"), do hereby certify that the following resolutions were unanimously adopted by the Board of Directors of the Company (the "Board") at a meeting of the Board held on April 1, 2009, and such resolutions have not been amended or rescinded and now in full force and effect:

WHEREAS, the Board has considered the financial and operational aspects of the Company's business; and

WHEREAS, the Board has reviewed the historical performance of the Company, the market for the Company's products and services, and the current and long-term liabilities of the Company; and

WHEREAS, as previously disclosed to the Board, Chris Metz and Mark Becker are employees of, and may have economic interests in, affiliates of Sun BT Finance Holdings, LLC ("Sun BT Finance").

**Petition Seeking Relief under Chapter 11 of the Bankruptcy Code**

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors and other interested parties that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of Title 11, United States Code (the "Bankruptcy Code");

FURTHER RESOLVED, that any officer of the Company (collectively, the "Officers" and, each individually, an "Officer") be, and each hereby is, authorized and directed on behalf of the Company to execute and verify a petition in the name of the Company under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Chapter 11 Case") in such form and at such time as the Officer executing said petition on behalf of the Company shall determine;

FURTHER RESOLVED, that the Officers or any one of them be, and each hereby is, authorized to execute and file or cause to be executed and filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and to take any and all action which they deem necessary and proper in connection with the Chapter 11 Case;

**Employment of Professionals**

FURTHER RESOLVED, that the law firm of Morris, Nichols, Arsht and Tunnell, LLP is hereby employed as attorneys for the Company in the Chapter 11 Case and in other, related matters;

FURTHER RESOLVED, that the Special Situations Group of NatCity Investments, Inc. is hereby employed as investment bankers for the Company in connection with the Chapter 11 Case and in other, related matters;

FURTHER RESOLVED, that Epiq Bankruptcy Solutions, LLC is hereby employed as claims and noticing agent for the Company in connection with the Chapter 11 Case and in other, related matters;

FURTHER RESOLVED, that Stanton Crenshaw Communications is hereby employed as communications consultant for the Company in connection with the Chapter 11 Case and in other, related matters;

### **Loan Documents**

FURTHER RESOLVED, that the form, terms and provisions of the Senior Secured Superpriority Debtor In Possession Revolving Credit, Term Loan and Guaranty Agreement (the "DIP Credit Agreement") among Big 10 Tire Stores, Inc. ("Big 10"), as borrower, and BT Tires Group Holding, LLC ("BT LLC"), the Company and BT Tires Holding Finance Corp. ("BT Finance"), each as a guarantor, Sun BT Finance, as agent, and the other lenders party thereto, substantially in the form reviewed by the Board, are hereby approved, and that the Officers or any one of them be, and each hereby is, authorized to execute and deliver the DIP Credit Agreement for and on behalf of the Company and to cause the Company to perform its obligations under the DIP Credit Agreement, with any changes thereto as any such Officer determines to be necessary, proper or advisable, such determination to be conclusively evidenced by the execution thereof by such Officer;

FURTHER RESOLVED, that the form, terms and provisions of the Security and Pledge Agreement (the "Security Agreement") by and among Big 10, BT LLC, the Company and BT Finance, each as a grantor, Sun BT Finance and the other lenders party thereto, and Sun BT Finance, as agent for the lenders, substantially in the form reviewed by the Board, are hereby approved, and that the Officers or any one of them be, and each hereby is, authorized to execute and deliver the Security Agreement for and on behalf of the Company and to cause the Company to perform its obligations under the Security Agreement, with any changes thereto as any such Officer determines to be necessary, proper or advisable, such determination to be conclusively evidenced by the execution thereof by such Officer;

### **Asset Purchase Agreement**

FURTHER RESOLVED, that the form, terms and provisions of the Asset Purchase Agreement (the "Asset Purchase Agreement") among Big 10, BT LLC, the Company and BT Finance, each as a seller, and Sun BT Finance, as purchaser, substantially in the form reviewed by the Board, are hereby approved, and that the Officers or any one of them be, and each hereby is, authorized to execute and deliver the Asset Purchase Agreement for and on behalf of the Company and to cause the Company to perform its obligations under the Asset Purchase Agreement, with any changes thereto as any such Officer determines to be necessary, proper or advisable, such determination to be conclusively evidenced by the execution thereof by such Officer;

### **General Authorizations**

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Directors, Officers or other agent of the Company (i) to seek relief under Chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Case, (ii) in connection with the Credit Agreement and the Security Agreement (collectively, the "Loan Documents"), and (iii) in connection with the Asset Purchase Agreement, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company;

FURTHER RESOLVED, that the Officers or any one of them be, and each hereby is, authorized to retain and take all actions necessary to effect the retention and employment of attorneys, advisors, and such other individuals or entities for the Company in connection with the Chapter 11 Case, the Loan Documents and the Asset Purchase Agreement, or any matter related thereto;

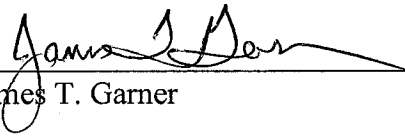
FURTHER RESOLVED, that the Officers or any one of them be, and each hereby is, authorized and empowered to prepare, execute and deliver for and on behalf of the Company (as a debtor and debtor-in-possession, as applicable), and to cause the Company to perform its obligations under, such agreements, instruments, certificates and any and all other documents and amendments or other modifications necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions, including, without limitation, (i) as may be contemplated by the Loan Documents or the Asset Purchase Agreement, (ii) as otherwise may be determined to be necessary, proper or advisable by such Officer in connection with the transactions contemplated by the Loan Documents and the Asset Purchase Agreement and the exercise or performance by the Company of its rights or obligations thereunder, or (iii) as may be determined to be necessary, proper or advisable by such Officer in connection with the conduct of the Chapter 11 Case, including, without limitation, any disclosure statement and/or other plan documents, containing such provisions, terms, conditions, covenants, warranties and representations as may as may be deemed necessary or appropriate by the Officer or Officers so acting; and

FURTHER RESOLVED, that the Officers or any one of them be, and each hereby is, authorized and empowered to engage such further accountants, counsel, consultants or advisors and to do such other acts and things as may be deemed necessary or appropriate by the Officer or Officers so acting in order to fully effectuate the purpose and intent of the foregoing resolutions and to accomplish the transactions contemplated thereby.

[Signature Page To Follow]



IN WITNESS WHEREOF, the undersigned has duly executed this Certificate on  
this 2 day of April, 2009.

  
James T. Garner

Secretary of BT Tires Holding Corp.

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

In re:	) Chapter 11
	)
BT TIRES HOLDING CORP., <sup>1</sup>	) Case No. 09-_____ (___)
	)
Debtor.	) Joint Administration Pending
	)
	)

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

Following is a consolidated list of BT Tires Group Holding, LLC's, BT Tires Holding Finance Corp.'s, BT Tires Holding Corp.'s, and Big 10 Tire Store, Inc.'s creditors holding the 30 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of their collateral is such that their unsecured deficiency places such creditor among the holders of the 30 largest unsecured claims.<sup>2</sup>

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<sup>1</sup> The Debtor is the following entity (followed by its tax identification number): BT Tires Holding Corp. (20-5890215), 3938A Government Blvd., Suite 102, Mobile, AL 36693.

<sup>2</sup> Please note that the amounts listed herein are submitted for compliance with Fed. R. Bankr. P. 1007(d) and are not an admission of liability by any Debtor.

Name of creditor and complete mailing address including zip code	Name, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	C O N T I N G E N T	U N I Q U E I D E N T I F I C A T I O N	D I S T R I B U T I O N	Amount of claim [if secured also state value of security]
Tire Centers ATTN: Evon Cason-Acct 310 Inglesby Parkway Duncan, SC 29334	Tire Centers ATTN: Evon Cason-Acct 310 Inglesby Parkway Duncan, SC 29334 (Attn: Legal Department) Phone: (800) 603-2430 Fax: (864) 329-2929	Trade debt				\$3,032,927.00
Bridgestone/Firestone LLC P.O. Box 730026 Dallas, TX 75373-0026	Bridgestone/Firestone LLC P.O. Box 730026 Dallas, TX 75373-0026 (Attn: Legal Department) Phone: (615) 937-1000 Fax: (615) 937-3621	Trade debt				\$1,917,537.00
Realty Income Corporation 600 La Terraza Blvd. Escondido, CA 92025	Realty Income Corporation 600 La Terraza Blvd. Escondido, CA 92025 (Attn: Legal Department) Phone: (760) 741-2111 Fax: (760) 741-2235	Lessor				\$696,991.00
American Tire Distributor P.O. Box 409684 Atlanta, GA 30384-9684	American Tire Distributor P.O. Box 409684 Atlanta, GA 30384-9684 (Attn: Legal Department) Phone: (704) 992-2000 Fax: (704) 992-1435	Trade debt				\$390,338.00
Chevron Products Company P.O. Box 905620 Charlotte, NC 28290-5620	Chevron Products Company P.O. Box 905620 Charlotte, NC 28290-5620 (Attn: Helen) Phone: (800) 643-0085 x7693 Fax: (866) 743-3390	Trade debt				\$243,465.00
Florida Depart. of Revenue 5050 W. Tennessee Street Building K Tallahassee, FL 32399-0125	Florida Depart. of Revenue 5050 W. Tennessee Street Building K Tallahassee, FL 32399-0125 (Attn: Legal Department) Phone: (850) 488-5050 Fax: (850) 488-0024	Tax				\$154,000.00

Name of creditor and complete mailing address including zip code	Name, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	C O N T I N G E N T	U N I Q U E I D E N T I F I C A T I O N	D	Amount of claim [if secured also state value of security]
Advance Auto Parts P.O. Box 9908 Macon, GA 31297-9908	Advance Auto Parts P.O. Box 9908 Macon, GA 31297-9908 (Attn: Legal Department) Phone: (877) 808-0698 Fax: (540) 343-5559	Trade debt				\$146,593.00
O'Reilly Auto Parts P.O. Box 790098 St. Louis, MO 63179	O'Reilly Auto Parts P.O. Box 790098 St. Louis, MO 63179 (Attn: Legal Department) Phone: (417) 829-5727 Fax: (417) 874-7185	Trade debt				\$108,710.00
Mighty/Atlanta/North 650-B Engineering Drive Norcross, GA 30092	Mighty/Atlanta/North 650-B Engineering Drive Norcross, GA 30092 (Attn: David) Phone: (770) 447-6435 Fax: (770) 447-9768	Trade debt				\$101,082.00
AM-PAC Tire Dist Inc. c/o Bank of America P.O. Box 403766 Atlanta, GA 30384-3766	AM-PAC Tire Dist Inc. c/o Bank of America P.O. Box 403766 Atlanta, GA 30384-3766 (Attn: Mandi Witt) Phone: (800) 875-4655 Fax: (805) 581-9749	Trade debt				\$85,545.21
Carquest Str 21 Acct# 161102 P.O. Box 404875 Atlanta, GA 30384-4875	Carquest Str 21 Acct# 161102 P.O. Box 404875 Atlanta, GA 30384-4875 (Attn: Mike) Phone: (850) 678-4169 Fax: (850) 729-0700	Trade debt				\$84,000.00
Alabama Dept. of Revenue Motor Fuels Section P.O. Box 327540 Montgomery, AL 36132-7540	Alabama Dept. of Revenue Motor Fuels Section P.O. Box 327540 Montgomery, AL 36132-7540 Phone: (334) 242-1490 Fax: (334) 242-8916	Tax				\$78,000.00

Name of creditor and complete mailing address including zip code	Name, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	C O N T I N G E N T	U N I Q U E I D E N T I F I C A T I O N	D I S T I N C T	Amount of claim [if secured also state value of security]
Georgia Dept. of Revenue P.O. Box 740321 Atlanta, GA 30374	Georgia Dept. of Revenue P.O. Box 740321 Atlanta, GA 30374 Phone: (404) 968-0707 Fax: (404) 968-0778	Tax				\$77,991.00
National Yellow Pages Directory Services 2000 West Bay Drive Largo, FL 33770	National Yellow Pages Directory Services 2000 West Bay Drive Largo, FL 33770 (Attn: Legal Department) Phone: (727) 584-8697 Fax: (727) 587-0585	Trade debt				\$64,494.50
Southern Company SCS Summary Billing P.O. Box 105090 Atlanta, GA 30348-5090	Southern Company SCS Summary Billing P.O. Box 105090 Atlanta, GA 30348-5090 (Attn: Vicky Foster) Phone: (404) 506-5000 Fax: (404) 506-2506	Trade debt				\$61,736.43
AutoZone	Auto Zone P.O. Box 116067 Atlanta, GA 30368-6067 Phone: (877) 392-6918 Fax: (801) 779-7716	Trade Debt				\$60,000.00
LL&T Properties P.O. Box 143 Wilmer, AL 36587	LL&T Properties P.O. Box 143 Wilmer, AL 36587 (Attn: Legal Department) Phone: (251) 633-7474 Fax: (251) 633-7477	Trade debt				\$58,602.00
Visa Card SunTrust Merchant Services	SunTrust Merchant Services 1307 Walt Whitman Rd Melville, NY 11747 Phone: (631) 683-6301 Fax: (954) 509-2860	Trade debt				\$56,000.00

Name of creditor and complete mailing address including zip code	Name, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	C O N T I N G E N T	U N L I Q U I D E D	D I S P U T E D	Amount of claim [if secured also state value of security]
Carroll Tire Company P.O. Box 277612 Atlanta, GA 30384-7612	Carroll Tire Company P.O. Box 277612 Atlanta, GA 30384-7612 (Attn: Catina) Phone: (404) 363-2800 x238 Fax: (404) 361-0375	Trade debt				\$52,413.30
AT&T Attn: Regional Summ Bill P.O. Box 105320 Atlanta, GA 30348	AT&T Attn: Regional Summ Bill P.O. Box 105320 Atlanta, GA 30348 (Attn: Mary Stoltzner) Phone: (800) 895-2222 Fax: (214) 446-8905	Trade debt				\$44,921.76
Myers Tire Supply (B'ham) Dept. CH17681 Palatine, IL 60055-7681	Myers Tire Supply (B'ham) Dept. CH17681 Palatine, IL 60055-7681 (Attn: Legal Department) Phone: (800) 328-5110 Fax: (205) 942-8117	Trade debt				\$35,017.00
Kaufman Tire (Orlando) P.O. Box 406514 Atlanta, GA 30384	Kaufman Tire (Orlando) P.O. Box 406514 Atlanta, GA 30384 (Attn: Pat) Phone: (407)841-3325 Fax: (404) 762-4951	Trade debt				\$32,737.06
Atlanta Journal c/o Cox Enterprises Inc. P.O. Box 105375 Atlanta, GA 30348-5375	Atlanta Journal c/o Cox Enterprises Inc. P.O. Box 105375 Atlanta, GA 30348-5375 (Attn: Legal Department) Phone: (404) 526-5151 Fax: (404) 526-5611	Trade debt				\$32,283.74
Omar Inc. P.O. Box 69 Wilmer, AL 36587	Omar Inc. P.O. Box 69 Wilmer, AL 36587 (Attn: Legal Department) Phone: (251) 633-7474 Fax: (251) 633-7477	Trade debt				\$30,885.00

Name of creditor and complete mailing address including zip code	Name, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	C O N T I N G E N T	U N I Q U E I D E N T I F I C A T I O N	D	Amount of claim [if secured also state value of security]
S&S Tire and Auto Svc P.O. Box 55046 Lexington, KY 40555	S&S Tire and Auto Svc P.O. Box 55046 Lexington, KY 40555 (Attn: Sara Corner) Phone: (859) 281-8504 Fax: (859) 281-8518	Trade debt				\$29,572.99
Kayser Realty	Kayser Realty Ltd. Attn: Tim Putz 1555 La Coronilla Dr Santa Barbara, CA 93109 Cell: (805) 570-9251 Ph: (805) 966-7677	Lessor				\$27,386.00
Georgia Disposal Fee	Georgia Disposal Fee P.O. Box 101902 Atlanta, GA 30392 (Attn: Legal Department) Phone: (404) 363-7027 Fax: (404) 362-2550	Services				\$26,496.00
JC Morehouse Investments	JC Morehouse Investments, LLC (Attn: Jason Morehouse) 5420 Douglas Blvd, Suite F Granite, CA 95746 Phone: (916) 752-7592	Lessor				\$24,309.00
Liberty/Lakin Natl Tire Recycling LLC Dept. 4760 P.O. Box 87618 Chicago, IL 60680-0618	Liberty/Lakin Natl Tire Recycling LLC Dept. 4760 P.O. Box 87618 Chicago, IL 60680-0618 (Attn: Linda Payne) Phone: (800) 323-9614 x14 Fax: (773) 871-6675	Trade debt				\$24,038.10
Tire Rack 7101 Vorden Parkway South Bend, IN 46628-8422	Tire Rack 7101 Vorden Parkway South Bend, IN 46628-8422 (Attn: Rose) Phone: (800) 445-0179 x609 Fax: (574) 236-7704	Trade debt				\$17,719.81

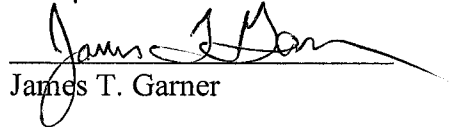
**CONSOLIDATED LIST OF CREDITORS HOLDING  
30 LARGEST UNSECURED CLAIMS**

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

I, James T. Garner, Chief Financial Officer of BT Tires Holding Corp., declare under penalty of perjury that I have read the foregoing Consolidated List of Creditors Holding 30 Largest Unsecured Claims and that it is true and correct to the best of my knowledge, information and belief.

Date: April 2, 2009

Signature: \_\_\_\_\_

  
James T. Garner

Chief Financial Officer of BT Tires Holding Corp.



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

In re:	) Chapter 11
	)
BT TIRES HOLDING CORP., <sup>3</sup>	) Case No. 09-_____ ( )
	)
Debtor.	) Joint Administration Pending
	)
	)

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**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 the date hereof for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Contemporaneously with the filing of their petitions, the Debtors filed a single consolidated list of creditors (the “Consolidated Creditors List”), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditors List is being submitted to the Court electronically under separate notice.

April 2, 2009  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Robert J. Dehney

Robert J. Dehney (Bar No. 3578)  
Gregory W. Werkheiser (Bar No. 3553)  
Chad A. Fights (Bar No. 5006)  
1201 N. Market Street  
P.O. Box 1347  
Wilmington, DE 19899-1347  
Telephone: (302) 658-9200  
Facsimile: (302) 658-3989

*Proposed Counsel for the Debtors and  
Debtors-in-Possession*

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<sup>3</sup> The Debtor is the following entity (followed by its tax identification number): BT Tires Holding Corp. (20-5890215), 3938A Government Blvd., Suite 102, Mobile, AL 36693.

## **LIST OF CREDITORS**

### **DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, James T. Garner, Chief Financial Officer of BT Tires Holding Corp., declare under penalty of perjury that I have read the foregoing List of Creditors and that it is true and correct to the best of my knowledge, information and belief.

Date: April 2, 2009

Signature: 

James T. Garner

Chief Financial Officer of BT Tires Holding Corp.

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

In re:	) Chapter 11
	)
BT TIRES HOLDING CORP., <sup>1</sup>	) Case No. 09-_____ ( )
	)
Debtor.	) Joint Administration Pending
	)
	)

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**LIST OF EQUITY SECURITY HOLDERS**

The debtor in this chapter 11 case and certain affiliated entities each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Following is the list of BT Tires Holding Corp.’s equity security holders which was prepared in accordance with Rule 1007(a) of the Federal Rules of Bankruptcy Procedure for filing in this chapter 11 case.

Name of security holder and last known address or place of business of holder	Percentage of Ownership Interest	Kind of Interest
BT Tires Holding Finance Corp. 3938A Government Blvd., Suite 102 Mobile, AL 36693	100%	Parent Company

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<sup>1</sup> The Debtor is the following entity (followed by its tax identification number): BT Tires Holding Corp. (20-5890215), 3938A Government Blvd., Suite 102, Mobile, AL 36693.

## **LIST OF EQUITY SECURITY HOLDERS**

### **DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, James T. Garner, Chief Financial Officer of BT Tires Holding Corp., 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 knowledge, information and belief.

Date: April 2, 2009

Signature:   
James T. Garner

Chief Financial Officer of BT Tires Holding Corp.

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

In re:	)	Chapter 11
	)	
BT TIRES HOLDING CORP., <sup>1</sup>	)	Case No. 09-_____ ( )
	)	
Debtor.	)	Joint Administration Pending
	)	
	)	

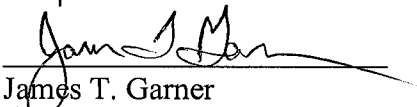
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**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

In accordance with Federal Rule of Bankruptcy Procedure 1007(a)(1) the undersigned certifies that the following entity is a corporation that directly or indirectly owns 10% or more of any class of BT Tires Holding Corp.'s equity interests:

BT Tires Holding Finance Corp.  
3938A Government Blvd., Suite 102  
Mobile, AL 36693

Date: April 2, 2009

Signature:   
James T. Garner

Chief Financial Officer of BT Tires Holding Corp.

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<sup>1</sup> The Debtor is the following entity (followed by its tax identification number): BT Tires Holding Corp. (20-5890215), 3938A Government Blvd., Suite 102, Mobile, AL 36693.