

**United States Bankruptcy Court
Middle District of Tennessee**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Santa Fe Holding Company, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	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) 26-0671456	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): 7109 Bakers Bridge Road Brentwood, TN ZIP Code 37027	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Williamson	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP Code	Mailing Address of Joint Debtor (if different from street address): ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

<p>Type of Debtor (Form of Organization) (Check one box)</p> <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.)	<p>Nature of Business (Check one box)</p> <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	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <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
<p>Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<p>Nature of Debts (Check one box)</p> <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.

<p>Filing Fee (Check one box)</p> <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.	<p>Chapter 11 Debtors</p> <p>Check one box:</p> <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). <p>Check if:</p> <input type="checkbox"/> Debtors' aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <p>Check all applicable boxes:</p> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<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
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Estimated Assets

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input 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
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Estimated Liabilities

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input 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
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THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Santa Fe Holding Company, Inc.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	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 Annex I	Case Number:	Date Filed:
District:	Relationship:	Judge:

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

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

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

No.

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

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

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

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

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

Debtor has included in 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)

Name of Debtor(s):

Santa Fe Holding Company, Inc.

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 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 Attorney*

X  _____

Signature of Attorney for Debtor(s)

William H. Patrick, III #10359

Printed Name of Attorney for Debtor(s)

Heller, Draper, Hayden, Patrick & Horn, L.L.C.

Firm Name

650 Poydras Street

Suite 2500

New Orleans, LA 70130-6103

Address

504-299-3300 Fax: 504-299-3399

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

X  _____

Signature of Authorized Individual

Danny York

Printed Name of Authorized Individual

CEO

Title of Authorized Individual

7/15/09

Date

ANNEX I
Pending Bankruptcy Cases Filed by Affiliates

On this date, the following affiliated entities filed bankruptcy cases in the Middle District of Tennessee. The Debtor affiliates have requested that the cases be jointly administered with Santa Fe Holding Company, Inc.:

Santa Fe Holding Company, Inc.

Santa Fe Cattle Company, Inc.

NRG, LLC

Tennessee Santa Fe, LLC

Santa Fe of Alabama

Southern Restaurant Group of Franklin, LLC

Santa Fe of Tuscaloosa, Alabama, LLC

Santa Fe of Gadsden, Alabama, LLC

Santa Fe of Troy, Alabama, LLC

Santa Fe of Rome, Georgia, LLC

Santa Fe of Shelbyville, Indiana, LLC

Santa Fe of Columbus, Mississippi, LLC

Santa Fe of Ardmore, Oklahoma, LLC

Santa Fe Cattle Company Inc. (Tennessee Corporation)

Santa Fe of Broken Arrow, Oklahoma, LLC

Santa Fe of McComb, Mississippi, LLC

Santa Fe of Enterprise, Alabama, LLC

Santa Fe of Albertville, Alabama, LLC

Santa Fe of Ada, Oklahoma, LLC

Santa Fe of Owens Crossroads, Alabama, LLC

Santa Fe of Bixby, Oklahoma, LLC

Santa Fe of Lawton, Oklahoma, LLC

Santa Fe of Glenpool, Oklahoma, LLC

**UNANIMOUS WRITTEN CONSENT OF THE SOLE DIRECTOR
OF SANTA FE HOLDING COMPANY, INC.**

The undersigned, constituting the sole director (“Director”) of Santa Fe Holding Company, Inc., a Nevada corporation (the “Company”), hereby waives any and all requirements for the holding of a meeting of the Company’s directors including, without limitation, any requirements as to notice or purpose thereof, and acting herein by written consent as permitted by Nevada Corporation Law, hereby adopts the following recitals and resolutions:

WHEREAS, in the judgment of the Director of the Company, it is desirable and in the best interests of the Company, its creditors, and other interested parties and stakeholders that a petition (the “Petition”) be filed by the Company to seek relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”); and

WHEREAS, in the judgment of the Director of the Company, it is desirable and in the best interests of the Company its creditors, and other interested parties and stakeholders and the creditors, and other interested parties and stakeholders of the subsidiaries and filing subsidiaries, that a petition be filed by the Company’s filing subsidiaries and affiliates (such filing “Subsidiary Companies”, together with the Company, the “Companies”) to seek relief under the provisions of chapter 11 of the Bankruptcy Code; and

WHEREAS, in the judgment of the sole Director of the Company, after due inquiry, it is desirable and in the best interests of the Company to (i) appoint and engage Integris Solutions, LLC (“Integris”) and Craig Silvey (collectively "Silvey") to provide certain managerial services to the Company; therefore it is:

RESOLVED, that the Agreement between the Company and Integris (the “Agreement”) is hereby authorized and approved by the sole Director; and it is further

RESOLVED, that the Director is hereby authorized, empowered and directed, in the name and on behalf of the Companies, to: (a) execute and verify the Petition and all other ancillary documents, and to cause a Petition to be filed in the appropriate United States Bankruptcy Court (the “Bankruptcy Court”) for the Companies at such time as is necessary and appropriate in the interest of the Companies, their creditors, and other interested parties and stakeholders; and (b) execute, verify and approve

any resolutions or written consents of the Subsidiary Companies authorizing and approving the Subsidiary Companies' filing of a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that Silvey is hereby authorized, empowered and directed, in the name and on behalf of the Companies to: (a) execute, verify and file or cause to be filed on behalf of the Companies all schedules, statements, lists, motions, applications, disclosure statements, debtor in possession financing agreements and related security documents, plans of reorganization, adversary proceedings, pleadings, responses to pleadings, and any other papers or documents necessary or desirable in the exercise of the business judgment of said Silvey in connection with the foregoing; (b) execute and verify any and all other documents necessary or appropriate in connection therewith or to administer the Companies' chapter 11 cases and the in such form or forms as such Silvey may approve; and it is further

RESOLVED that Silvey shall be, and hereby is, authorized, directed and empowered to file applications to employ, on behalf of the Companies, the law firm of Heller, Draper, Hayden, Patrick & Horn, L.L.C. ("Heller Draper") as bankruptcy counsel; the law firm of Dodson, Parker, Behm & Capparella, P.C. ("Dodson Parker") as special counsel; and any such additional special or local counsel deemed necessary, in the exercise of the business judgment of Silvey to represent the Companies with respect to the foregoing; and it is further

RESOLVED that the law firm of Heller Draper and Dodson Parker as special counsel together with any additional special or local counsel, if any, selected by Silvey shall be, and hereby are, authorized, empowered and directed to represent the Companies, as debtors and debtors in possession, in connection with any chapter 11 cases commenced by or against it under the Bankruptcy Code; and it is further

RESOLVED, that Silvey hereby is authorized and empowered on behalf of, and in the name of, the Companies to retain and employ such other attorneys, investment bankers, accountants, restructuring professionals, financial advisors and other professionals to assist the Companies in the chapter 11 cases on such terms and conditions as are deemed by Silvey or designee as necessary, proper and desirable in the exercise of the business judgment of Silvey; and it is further

RESOLVED, that Silvey, and any employees or agents designated by or directed by Silvey, be, and each hereby is, authorized and empowered to cause the Companies to enter into, execute, deliver, certify, file and/or record, implement, effectuate, and perform, as applicable, such agreements, instruments, motions, proceedings, affidavits, applications for

approvals or rulings of governmental or regulatory authorities, certificates and other documents, and to take such other actions, including borrowing money, granting security therefore, and repaying same, and transferring assets and properties of the Companies, as such officer or designee shall deem necessary, proper and desirable in the interest of the Companies, their creditors, and other interested parties and stakeholders in the exercise of business judgment to prosecute to a successful completion the chapter 11 cases, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Companies consistent with the foregoing resolutions and to carry out and put into effect the purposes of these resolutions and the transactions contemplated by these resolutions in the interest of the Companies, their creditors, and other interested parties and stakeholders, their authority thereunto to be evidenced by the taking of such actions.

This Unanimous Consent is dated July 15, 2009.



Danny York
Sole Director of Santa Fe Holding Company, Inc.
Date: July 15, 2009