

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:

THE OCEANAIRE TEXAS RESTAURANT  
COMPANY, L.P., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 09-34262-bjh-11

Jointly Administered

**NOTICE OF NON-VOTING STATUS – DEEMED ACCEPTED CLASSES**

**PLEASE TAKE NOTICE** that:

On March 16, 2010, the above-captioned debtors and debtors-in-possession (the “Debtors”) and the Official Committee of Unsecured Creditors (the “Committee”) filed the Disclosure Statement (the “Disclosure Statement”) for First Amended Joint Plan of Reorganization Proposed By the Debtors and Official Committee of Unsecured Creditors under Chapter 11 of the United States Bankruptcy Code (the “Plan”). All capitalized terms used but not defined herein shall have the meanings given to such terms in the Plan or the Disclosure Statement, as applicable. On March 16, 2010, the United States Bankruptcy Court for the Northern District of Texas (the “Bankruptcy Court”) entered an order (the “Disclosure Statement Order”) approving the Disclosure Statement. This Notice is qualified in its entirety by the information contained in the Plan and Disclosure Statement.

You are receiving this notice because you are believed to be a holder of an Administrative Expense Claim, a Priority Tax Claim, a Class 1 – Other Priority Claim or a Class 3 – Other Secured Claim. Under the terms of the Plan, such Claims are left unimpaired and, therefore, in accordance with section 1126(f) of the Bankruptcy Code, holders of such Claims are (i) deemed to have accepted the Plan and (ii) not entitled to vote on the Plan. The Debtors and the Committee specifically reserve their right to alter, modify, or amend this treatment under the Plan.

Accordingly, this Notice and the “Notice of (I) Confirmation Hearing and Objection Deadline with Respect to Debtors’ and Committee’s Joint Plan and (II) Solicitation and Voting Procedures” are being sent to you for informational purposes only.

You may obtain copies of the Plan and Disclosure Statement (i) for those with a PACER account, at <http://ecf.txnb.uscourts.gov>; (ii) at <http://www.oceanairreorg.com>; and (iii) by contacting (x) Debtors’ counsel, John Robert Weiss, Rosanne Ciambrone, Matthew A. Olins at

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<sup>1</sup> The other Debtors in these cases include The Oceanaire Restaurant Company, Inc., The Oceanaire, Inc., The Oceanaire Investment Company, Inc., The Oceanaire Minneapolis Restaurant Company, LLC, and The Oceanaire Texas Beverage Company, Inc.

Duane Morris LLP, 190 South LaSalle Street, Suite 3700, Chicago, IL 60603-3433, Telephone: (312) 499-6700, Facsimile: (312) 499-6701, Email: maolins@duanemorris.com or (y) counsel for the Official Committee of Unsecured Creditors, Joe E. Marshall, Deborah M. Perry at Munsch Hardt Kopf & Harr, P.C., 3800 Lincoln Plaza, 500 N. Akard Street, Dallas, Texas 75201-6659, Telephone: (214) 855-7500, Facsimile: (214) 978-4365, Email: jmarshall@munsch.com, dperry@munsch.com.

A hearing (the “Confirmation Hearing”) to consider confirmation of the Plan will be held on April 26, 2010 at 1:15 p.m. prevailing Central Time before the Honorable Barbara J. Houser, United States Bankruptcy Judge, Earl Cabell Federal Building, 1100 Commerce Street, Room 1424 (Courtroom #2), Dallas, Texas 75242. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing.

Although you will not be entitled to vote on the Plan with respect to your Claim, you are entitled to participate in the Debtors’ chapter 11 cases, including filing objections to confirmation of the Plan. Any objection to the Plan must be filed and served as set forth in the Notice of (I) Confirmation Hearing and Objection Deadline with Respect to the Debtors’ and Committee’s Joint Plan and (II) Solicitation and Voting Procedures, on or before **April 19, 2010 at 5:00 p.m. (prevailing Central Time)**.