

**United States Bankruptcy Court
District of Arizona**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): NIMBUS BREWING COMPANY, 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) 86-0794972	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): 3850 E 44TH STREET TUCSON, AZ	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 85713	ZIP Code
County of Residence or of the Principal Place of Business: PIMA	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	

<p align="center">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 align="center">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 align="center">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 align="center">Chapter 15 Debtors</p> Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<p align="center">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 align="center">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 align="center">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 align="center">Chapter 11 Debtors</p> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <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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<p align="center">Statistical/Administrative Information</p> <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										
<p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input checked="" type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input 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 checked="" 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	
<input type="checkbox"/> 1-49	<input checked="" 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		
<p>Estimated Assets</p> <table style="width:100%; text-align: center;"> <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 checked="" 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 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 checked="" 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	
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<p>Estimated Liabilities</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input checked="" 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 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 checked="" 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	
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): NIMBUS BREWING COMPANY, LLC
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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: - None -	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):
NIMBUS BREWING COMPANY, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of 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 /s/ Eric Slocum Sparks AZBAR
Signature of Attorney for Debtor(s)

Eric Slocum Sparks AZBAR #11726
Printed Name of Attorney for Debtor(s)

Eric Slocum Sparks, P.C.
Firm Name

110 S. Church Ave.
Suite 2270
Tucson, AZ 85701

Address

Email: eric@ericlocumsparkspc.com
(520) 623-8330 Fax: (520) 623-9157

Telephone Number

April 17, 2012
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 relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ JIM COUNTS
Signature of Authorized Individual

JIM COUNTS
Printed Name of Authorized Individual

MEMBER
Title of Authorized Individual

April 17, 2012
Date

**United States Bankruptcy Court
District of Arizona**

In re NIMBUS BREWING COMPANY, LLC

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. 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 the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
ADVISION OUTDOOR 1120 N ANITA AVE TUCSON, AZ 85705	ADVISION OUTDOOR 1120 N ANITA AVE TUCSON, AZ 85705	TRADE DEBT - VARIOUS INVOICES	Contingent	7,395.00
AM PM SYSTEMS OF ARIZONA LLC 1741 W UNIVERSITY DR UNIT 150-151 Tempe, AZ 85281	AM PM SYSTEMS OF ARIZONA LLC 1741 W UNIVERSITY DR UNIT 150-151 Tempe, AZ 85281	SERVICES	Contingent	410.00
ARIZONA DEPARTMENT OF REVENUE PENALTY REVIEW UNIT 1600 W MONROE PHOENIX, AZ 85007	ARIZONA DEPARTMENT OF REVENUE PENALTY REVIEW UNIT 1600 W MONROE PHOENIX, AZ 85007	TRADE TAX DEBT		40,000.00
ARIZONA DEPT. OF ECONOMIC SECURITY PO BOX 6028 Phoenix, AZ 85005	ARIZONA DEPT. OF ECONOMIC SECURITY PO BOX 6028 Phoenix, AZ 85005			2,184.09
CBE GROUP 1309 TECHONOLGY PKWY Cedar Falls, IA 50613	CBE GROUP 1309 TECHONOLGY PKWY Cedar Falls, IA 50613	DIRECT TV COLLECTION		4,399.54
CENTRAL ALARM PO BOX 5560 TUCSON, AZ 85703	CENTRAL ALARM PO BOX 5560 TUCSON, AZ 85703	TRADE DEBT	Contingent	282.71
CLASSIC CHEMICALS PO BOX 175 REISTERSTOWN, MD 21136	CLASSIC CHEMICALS PO BOX 175 REISTERSTOWN, MD 21136	TRADE DEBT		599.86
CONCENTRA 1818 E SKY HARBOR CIR N #150 Phoenix, AZ 85034	CONCENTRA 1818 E SKY HARBOR CIR N #150 Phoenix, AZ 85034	COLLECTION		301.00
CREDIT MEDIATORS INC. PO BOX 456 UPPER DARBY, PA 19082-0456	CREDIT MEDIATORS INC. PO BOX 456 UPPER DARBY, PA 19082-0456	TRADE DEBT FOR ART STUFF	Contingent	8,490.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
DAL INC. PO BOX 162 CLIFTON HEIGHTS, PA 19018-0162	DAL INC. PO BOX 162 CLIFTON HEIGHTS, PA 19018-0162	TRADE DEBT FOR CARGILL, INC		45,727.80
EFABEX 3780 E 44TH ST Tucson, AZ 85713	EFABEX 3780 E 44TH ST Tucson, AZ 85713	SERVICES	Contingent	515.00
HINDERAKER & RAUH, PLC 2401 E. SPEEDWAY TUCSON, AZ 85719	HINDERAKER & RAUH, PLC 2401 E. SPEEDWAY TUCSON, AZ 85719	TRADE DEBT -- VARIOUS INVOICES		8,272.40
IRS - Philadelphia P O BOX 7346 Philadelphia, PA 19101-7346	IRS - Philadelphia P O BOX 7346 Philadelphia, PA 19101-7346	TAXES		3,369.14 (0.00 secured)
JOURNAL BROADCAST GROUP, INC. C/O SCHNEIDER & ONOFRY, PC 3101 N CENTRAL AVE STE 600 Phoenix, AZ 85012	JOURNAL BROADCAST GROUP, INC. C/O SCHNEIDER & ONOFRY, PC 3101 N CENTRAL AVE STE 600 Phoenix, AZ 85012	JUDGMENT - TRADE DEBT	Contingent	6,875.00
PIMA COUNTY ASSESSOR 115 N. CHURCH AVE. Tucson, AZ 85701-1199	PIMA COUNTY ASSESSOR 115 N. CHURCH AVE. Tucson, AZ 85701-1199			1,581.93 (0.00 secured)
RMS PO BOX 280431 EAST HARTFORD, CT 06128-0431	RMS PO BOX 280431 EAST HARTFORD, CT 06128-0431	TRADE DEBT COLLECTION DEBT FOR THE HARTFORD INS		1,160.00
SUBURBAN CYLINDER EXPRESS PO BOX 206 Whippany, NJ 07981	SUBURBAN CYLINDER EXPRESS PO BOX 206 Whippany, NJ 07981		Contingent	1,418.91
SUBURBAN CYLINDER EXPRESS PO BOX 206 WHUPPANY, NJ 07981-0206	SUBURBAN CYLINDER EXPRESS PO BOX 206 WHUPPANY, NJ 07981-0206	TRADE DEBT	Contingent	1,397.94
VALLEY COLLECTION SERVICE PO BOX 520 GLENDALE, AZ 85311-0520	VALLEY COLLECTION SERVICE PO BOX 520 GLENDALE, AZ 85311-0520	CITY OF TUCSON TRADE DEBT REFERENCE NO 1097725-173388		2,486.34
WELLS FARGO BANK MAC S4101-050 PO BOX 29746 Phoenix, AZ 85038	WELLS FARGO BANK MAC S4101-050 PO BOX 29746 Phoenix, AZ 85038			24,542.29

In re NIMBUS BREWING COMPANY, LLC
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

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

I, the MEMBER of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date April 17, 2012

Signature /s/ JIM COUNTS
JIM COUNTS
MEMBER

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of Arizona**

In re **NIMBUS BREWING COMPANY, LLC**,
Debtor

Case No. _____

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	6	906,540.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	5		4,951.07	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		42,251.59	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	6		114,637.42	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		22			
Total Assets			906,540.00		
Total Liabilities				161,840.08	

**United States Bankruptcy Court
District of Arizona**

In re **NIMBUS BREWING COMPANY, LLC**,
Debtor

Case No. _____

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re NIMBUS BREWING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

Sub-Total > **0.00** (Total of this page)
 Total > **0.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re NIMBUS BREWING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petitioner is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		CHASE ACCT #8422	-	25,000.00
		WELLS FARGO ACCT#6687	-	0.00
		WELLS FARGO ACCT #6695	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		TUCSON ELECTRIC POWER	-	6,000.00
		SW GAS	-	3,000.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **34,000.00**
(Total of this page)

5 continuation sheets attached to the Schedule of Personal Property

In re NIMBUS BREWING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		NEW WAY TUCSON RESTAURANTS LLC	-	0.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.		DINING CREDITS PROGRAM	-	0.00
16. Accounts receivable.		ACCOUNTS RECEIVABLE	-	15,000.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		POTENTIAL SUIT AGAINST NEW WAY TUCSON RESTAURANTS LLC	-	0.00
		POTENTIAL SUIT AGAINST SOUTHWEST GAS	-	500,000.00

Sub-Total > **515,000.00**
(Total of this page)

Sheet 1 of 5 continuation sheets attached to the Schedule of Personal Property

In re NIMBUS BREWING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		BUSINESS LICENSE LIQUOR LICENSE PIMA COUNTY HEALTH DEPARTMENT	-	0.00
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet 2 of 5 continuation sheets attached to the Schedule of Personal Property

In re NIMBUS BREWING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NONE	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
29. Machinery, fixtures, equipment, and supplies used in business.		<p>2 50-IN VIZO TVS; 20 GREEN SEAT CHAIRS; 26 RED ARMED CHAIRS; 16 RED NO-ARM CHAIRS; 6 MISC PICTURES; 16 TSHIRT DISPLAY CASES; 4 MISC PICTURES; MONKEY W/BADGE PICTURE; DISPLAY CASE; 8 LARIAT COWBOY PICTURES AS A GROUP; 8 MISC PICTURS; 2 20-IN ADMIRAL TVS; 3 DOGS/POOL PICTURES; 2 POOL TABLES; 3 NIMBUS MONKEY SCULPTURES; 6 POOL CUES AND HOLDER; 2 NIMBUS CUSTOM POOL TABLE LIGHTS; 2 SEATING BOOTHS; HOSHIZAKI ICE MACHINE; WIRE CAGE STORAGE RACK; ONKYO RECEIVER/SONY STEREO; ADMIRAL REFRIGERATOR; 4 5-FT ARTIFICIAL FICUS TREES; 3 PLASTIC CHILD BOOSTER CHAIRS; 2 USED CLOTH HOLDERS; 2 MOUNTED TVS (LOWER LEVEL); SS KITCHEN SINK UNIT; SS HAND WASHING SINK; 4-DR SS BASE CABINET; 10 GAS COOKING GRILL; SS KITCHEN UNIT W/2 GAS OVENS; SS VENTILATION HOOD SYS; SS 4-FT PREP TABLE; 6-FT SS SHELF; 4FT SS SHELF; 8-FT SS SHELF; 4-DR HOBART REFRIGERATOR; 2-WELL DEEP FRYER; 3-SHELF ROLLING UNIT; 2-SHELF WIRE UNIT; PLASTIC ROLLING CART; TRASH CAN; 12-FT 3-SHELF SS UNIT; 2-SHELF SS DRAINING AND GLASSWARE HOLDER; 3-WELL SS SINK; SM SS SHELF; SM SS ICE BIN;</p>	-	11,695.00
		<p>18-FT SOLID WOOD TRIPLE MIRROR BACK BAR UNIT; 18-FT SOLID WOOD BAR; LRG INDUSTRIAL FAN; LARGE AZ FLAG; TWO 3X3-FT TABLES; SEVEN 3.5X5-FT TABLES; FOUR ROUND HI-TOP TABLES; TWO LOW ROUND TABLES; MEAT SLICER (NOT WORKING) ; SM WHITE REFRIGERATOR; SCALE; MOP BUICKET WITH 2 MOP ATTACHMENTS; 1 SET SPEAKERS (ABOVE BAR); HANGING HAT UNIT; CARVIN SUSPENDED SPEAKER SET; 9 CEILING FANS W/LIGHT KITS; TWO 2X2-FT TABLES; TWO LOW ROUND TABLES; TWO HIGH ROUND TABLES; 20-FT LADDER; DESK; OFFICE CHAIR; BLK OFFICE CHAIR; SHELVING UNIT; 2-DR FILE CABINET; BLACK 4-SHELF UNIT ; OLIVIA MONITORING SYSTEM; 209 BUSINESS BOOKS; HP PROJET PRINTER 7555; CANNON P23-DH III CALCULATOR; SAMSUNG 15-IN MONITOR; DELL KEYBOARD; DIMENSION 3000 DELL CPU UNIT; XEROX PHASE 8500 COLOR PRINTER; BROTHER TN360 PRINTER;</p>	-	7,810.00
			Sub-Total >	19,505.00
			(Total of this page)	

Sheet 3 of 5 continuation sheets attached to the Schedule of Personal Property

In re NIMBUS BREWING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NONE	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		TWO 4-DR FILE CABINETS; 3 BLACK OFFICE CHAIRS; HP L1706 MONITOR; HP KEYBOARD; AVAYA PHONE SYSTEM; DATABASE SERVICE CUP UNIT; DELL 15-IN MONITOR; SAITEK KEYBOARD; SHARP CALCULATOR; DELL SPEAKERS; 10-ATTACHED OUTDOOR BARSTOOLS W/BACKS; 3 ATTACHED OUTDOOR BARSTOOLS; PACMAN VIDEO GAME; GYRUS VIDEO GAME; HP PAVILLION MX COMPUTER; LG SS REFRIGERATOR; SEMI TRAILER TRUCK; LIFE-A-LOFT; ATARI MILLIPEDE VIDEO GAME; ATARI MS PAKMAN VIDEO GAME; 25-FT SOLID WOOD BACKBAR AND FRONT; VENDING MACHINE; GOTTLING MACHINE; LRG STEIN; INDUSTRIAL COMPRESSOR T20 INGERSOL (BROKEN); GILBARCO AIR COMPRESSOR (BROKEN); POKER TABLE TOP ; 2 MANIKINS; VACUUM ; 6-SHELF UNIT; SHELF ; RACKS;	-	12,235.00
		60 BBL S#12359; FV4 UNIVESSELL; FV5 UNIVESSELL S#12357 FV6 UNIVESSELL S12359; FV7 UNIVESSELL; FV8 UNIVESSELL; 20-BBL WEeping RADISH; 70 BBL WHITE DAIRY TANK; CRIVELLER 5 METER DE FILTER; KAPPA 40X40 PALT AND FRAME FILTER; 10 SERVERS 5-8BBL 5-6BBL; 30BBL NW MASHTON; 30 BBL HOT LIQUOR TANK ; 30 BBL JV NW HOT LIQUOR TANK KETTLE; 150BBL FV2 #UT805; FV3 S#UT806; 40BBL LAUTER TON; 10BBL HOT LIQUOR TANK; 25BBL NOT IN USE; REVERSE OSMOSIS FILTER N8500 PR DAY; 50K LB GRAIN HOPPER; TWO DRAFT TOWERS; DRAFT LINE SYSTEM COMPONENTS; AUTOMATIC KEG WASHER ; 7.5 HP LINKGUARD COMPRESSOR; 100 PSI COLUMBIA BOILER S#143138; YALE ELECTRIC FORK LIFT; PALLET WRAPPER ; BOTTLING LINE PACKAGING UNIT; 30-FT YELLOW BEER TRAILER; 20-FT PURPLE BEER TRAILER; CADDY TAP UNIT;	-	114,800.00
		1 SECURITY SYSTEM 16 CHANNEL DVR; 1 SECURITY SYSTEMS CAMERA POWER MONIT; 1 SECURITY SYSTEMS DOME CAMERA SUNSHIEL; 1 SECURITY SYSTEMS MOCROS VALUEPAK 3 KIT; 1 SECURITY SYSTEMS STANDS, MOUNT, DRAWE	-	2,000.00
		120-BBL FV CONTAINER-FIT DESIGN	-	8,000.00
		102 FOOD AND DRINK PROCESSING 1/16 BARREL RED JR +; 720 FOOD AND DRINK PROCESSING 50L PLUS KEG	-	12,000.00
			Sub-Total >	149,035.00
			(Total of this page)	

Sheet 4 of 5 continuation sheets attached to the Schedule of Personal Property

In re NIMBUS BREWING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		45 NOMINAL TON AIR COOLER CHILLER	-	6,000.00
		ONE 120-BBL FV CONTAINER-FIT VERSION	-	8,000.00
30. Inventory.		BEER, FOOD, LIQUOR	-	175,000.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	189,000.00
(Total of this page)	
Total >	906,540.00

Sheet 5 of 5 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

Case 4:12-bk-08122-JMM Doc 1 Filed 04/17/12 Entered 04/17/12 15:21:13 Desc

In re NIMBUS BREWING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor" ,include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No. xxxxxxx3312									
AEL FINANCIAL LLC 600 N BUFFALO GROVE RD #203 BUFFALO GROVE, IL 60089	-								
		UCC							
		ONE 120-BBL FV CONTAINER-FIT VERSION							
		Value \$	8,000.00				0.00	0.00	
Account No. xxxxxxx1276									
BMT LEASING INC PO BOX 692 BRYN MAWR, PA 19010-0692	-								
		UCC							
		45 NOMINAL TON AIR COOLER CHILLER							
		Value \$	6,000.00				0.00	0.00	
Account No.									
CORP SERVICE COMPANY PO BOX 2576 SPRINGFIELD, IL 62708	-								
		UCC							
		FAROW 6-PC ALL WEATHER WICKER PATIO FURNITURE SET; 52 PATIO PARTS, TEAK BARSTOOL							
		Value \$	Unknown				0.00	Unknown	
Account No.									
IRS - Philadelphia P O BOX 7346 Philadelphia, PA 19101-7346	-								
		TAXES							
		Value \$	0.00				3,369.14	3,369.14	
Subtotal								3,369.14	3,369.14
(Total of this page)								3,369.14	3,369.14

4 continuation sheets attached

In re NIMBUS BREWING COMPANY, LLC
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No. xxxxxxxx8012 NATIOANL CITY COMMERCIAL CAP 995 DALTON AVE CINCINNATI, OH 45203	-	UCC - ASSIGNMENT 120-BBL FV CONTAINER-FIT DESIGN					0.00	0.00
		Value \$ 8,000.00					0.00	0.00
Account No. PIMA COUNTY ASSESSOR 115 N. CHURCH AVE. Tucson, AZ 85701-1199	-						1,581.93	1,581.93
		Value \$ 0.00					1,581.93	1,581.93
Account No. REWARDS NETWORK 2 N RIVERSIDE PLAZA #950 CHICAGO, IL 60606	-	UCC ACCOUNTS RECEIVABLE					0.00	0.00
		Value \$ 15,000.00					0.00	0.00
Account No. xxxxxxxx8540 REWARDS NETWORK 2 N RIVERSIDE PLAZA #950 Chicago, IL 60606	-	DINING CREDITS PROGRAM					0.00	0.00
		Value \$ 0.00					0.00	0.00
Account No. xxxxxxxx8539 REWARDS NETWORK 2 N RIVERSIDE PLAZA #950 CHICAGO, IL 60606	-	UCC 2 50-IN VIZO TVS; 20 GREEN SEAT CHAIRS; 26 RED ARMED CHAIRS; 16 RED NO-ARM CHAIRS; 6 MISC PICTURES; 16 TSHIRT DISPLAY CASES; 4 MISC PICTURES; MONKEY W/BADGE PICTURE; DISPLAY CASE; 8 LARIAT COWBOY PICTURES AS A GROUP; 8					0.00	0.00
		Value \$ 11,695.00					0.00	0.00
Subtotal							1,581.93	1,581.93
(Total of this page)								

Sheet 1 of 4 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re **NIMBUS BREWING COMPANY, LLC**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No. xxxxxxxx8539	-	UCC 60 BBL S#12359; FV4 UNIVESSELL; FV5 UNIVESSELL S#12357 FV6 UNIVESSELL S12359; FV7 UNIVESSELL; FV8 UNIVESSELL; 20-BBL WEEPING RADISH; 70 BBL WHITE DAIRY TANK; CRIVELLER 5 METER DE FILTER; KAPPA 40X40 PALT AND FRAME				0.00	0.00
REWARDS NETWORK ESTABLISHMENT 2 N RIVERSIDE PLAZA #950 CHICAGO, IL 60606		Value \$	114,800.00				0.00
Account No. xxxxxxxx8539	-	UCC TWO 4-DR FILE CABINETS; 3 BLACK OFFICE CHAIRS; HP L1706 MONITOR; HP KEYBOARD; AVAYA PHONE SYSTEM; DATABASE SERVICE CUP UNIT; DELL 15-IN MONITOR; SAITEK KEYBOARD; SHARP CALCULATOR; DELL SPEAKERS; 10-ATTACHED				0.00	0.00
REWARDS NETWORK ESTABLISHMENT 2 N RIVERSIDE PLAZA #950 CHICAGO, IL 60606		Value \$	12,235.00				0.00
Account No. xxxxxxxx7738	-	UCC TWO 4-DR FILE CABINETS; 3 BLACK OFFICE CHAIRS; HP L1706 MONITOR; HP KEYBOARD; AVAYA PHONE SYSTEM; DATABASE SERVICE CUP UNIT; DELL 15-IN MONITOR; SAITEK KEYBOARD; SHARP CALCULATOR; DELL SPEAKERS; 10-ATTACHED				0.00	0.00
REWARDS NETWORK ESTABLISHMENT 2 N RIVERSIDE PLAZA #950 CHICAGO, IL 60606		Value \$	12,235.00				0.00
Account No. xxxxxxxx8539	-	UCC 18-FT SOLID WOOD TRIPLE MIRROR BACK BAR UNIT; 18-FT SOLID WOOD BAR; LRG INDUSTRIAL FAN; LARGE AZ FLAG; TWO 3X3-FT TABLES; SEVEN 3.5X5-FT TABLES; FOUR ROUND HI-TOP TABLES; TWO LOW ROUND TABLES; MEAT SLICER (NOT WORKING) ; SM				0.00	0.00
REWARDS NETWORK ESTABLISHMENT 2 N RIVERSIDE PLAZA #950 CHICAGO, IL 60606		Value \$	7,810.00				0.00
Account No. xxxxxxxx7738	-	UCC 18-FT SOLID WOOD TRIPLE MIRROR BACK BAR UNIT; 18-FT SOLID WOOD BAR; LRG INDUSTRIAL FAN; LARGE AZ FLAG; TWO 3X3-FT TABLES; SEVEN 3.5X5-FT TABLES; FOUR ROUND HI-TOP TABLES; TWO LOW ROUND TABLES; MEAT SLICER (NOT WORKING) ; SM				0.00	0.00
REWARDS NETWORK ESTABLISHMENT 2 N RIVERSIDE PLAZA #950 CHICAGO, IL 60606		Value \$	7,810.00				0.00
Subtotal						0.00	0.00
(Total of this page)						0.00	0.00

Sheet **2** of **4** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re **NIMBUS BREWING COMPANY, LLC**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No. xxxxxxxx7738	-	UCC						
REWARDS NETWORK ESTABLISHMENT 2 N RIVERSIDE PLAZA #950 CHICAGO, IL 60606		2 50-IN VIZO TVS; 20 GREEN SEAT CHAIRS; 26 RED ARMED CHAIRS; 16 RED NO-ARM CHAIRS; 6 MISC PICTURES; 16 TSHIRT DISPLAY CASES; 4 MISC PICTURES; MONKEY W/BADGE PICTURE; DISPLAY CASE; 8 LARIAT COWBOY PICTURES AS A GROUP; 8						
Value \$			11,695.00				0.00	0.00
Account No. xxxxxxxx8539	-	UCC						
REWARDS NETWORK ESTABLISHMENT 2 N RIVERSIDE PLAZA #950 CHICAGO, IL 60606		ACCOUNTS RECEIVABLE						
Value \$			15,000.00				0.00	0.00
Account No. xxxxxxxx7738	-	UCC						
REWARDS NETWORK ESTABLISHMENT 2 N RIVERSIDE PLAZA #950 CHICAGO, IL 60606		ACCOUNTS RECEIVABLE						
Value \$			15,000.00				0.00	0.00
Account No. xxxxxxxx7738	-	UCC						
REWARDS NETWORK ESTABLISHMENT SERVICES 2N RIVERSIDE PLAZA #950 CHICAGO, IL 60606		60 BBL S#12359; FV4 UNIVESSELL; FV5 UNIVESSELL S#12357 FV6 UNIVESSELL S12359; FV7 UNIVESSELL; FV8 UNIVESSELL; 20-BBL WEeping RADISH; 70 BBL WHITE DAIRY TANK; CRIVELLER 5 METER DE FILTER; KAPPA 40X40 PALT AND FRAME						
Value \$			114,800.00				0.00	0.00
Account No.	-	UCC						
US BANCORP PO BOX 580337 MINNEAPOLIS, MN 55458		1 SECURITY SYSTEM 16 CHANNEL DVR; 1 SECURITY SYSTEMS CAMERA POWER MONIT; 1 SECURITY SYSTEMS DOME CAMERA SUNSHIEL; 1 SECURITY SYSTEMS MOCROS VALUEPAK 3 KIT; 1 SECURITY SYSTEMS STANDS, MOUNT, DRAWE						
Value \$			2,000.00				Unknown	Unknown
Subtotal							0.00	0.00
(Total of this page)								

Sheet **3** of **4** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re NIMBUS BREWING COMPANY, LLC,
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No. xxxxxxxx9211								
US BANCORP PO BOX 580337 MINNEAPOLIS, MN 55458-0337	-	UCC						
		102 FOOD AND DRINK PROCESSING 1/16 BARREL RED JR +; 720 FOOD AND DRINK PROCESSING 50L PLUS KEG						
		Value \$	12,000.00				0.00	0.00
Account No.								
		Value \$						
Account No.								
		Value \$						
Account No.								
		Value \$						
Subtotal (Total of this page)							0.00	0.00
Total (Report on Summary of Schedules)							4,951.07	4,951.07

Sheet **4** of **4** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re NIMBUS BREWING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re NIMBUS BREWING COMPANY, LLC
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. xx# xxx0321			9/2010, 1/2011, 4-8/2011 TPT RETURNS					
ARIZONA DEPARTMENT OF REVENUE PENALTY REVIEW UNIT 1600 W MONROE PHOENIX, AZ 85007	-		TRADE TAX DEBT					40,000.00
							40,000.00	0.00
Account No.								
ARIZONA DEPT. OF ECONOMIC SECURITY PO BOX 6028 Phoenix, AZ 85005	-							0.00
							2,184.09	2,184.09
Account No.			TRADE DEBT					
City of Tucson PO Box 27320 Tucson, AZ 85726	-							0.00
							67.50	67.50
Account No.								
INTERNAL REVENUE SERVICE PO BOX 7701 San Francisco, CA 94120-7704	-							Unknown
							Unknown	Unknown
Account No.								

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page) **42,251.59** **40,000.00**
2,251.59

Total
(Report on Summary of Schedules) **42,251.59** **40,000.00**
2,251.59

In re NIMBUS BREWING COMPANY, LLC
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No. xNV# 98 AAA BACKFLOW REPAIR AND TESTING, LLC 1302 N ARBOR CR TUCSON, AZ 85715							140.00
Account No. ADVISION OUTDOOR 1120 N ANITA AVE TUCSON, AZ 85705			3/26/2001 - 3/7/2012 TRADE DEBT - VARIOUS INVOICES	X			7,395.00
Account No. xxxxxxxx-xx/xxxxxxxx7405 AFNI, INC 1310 MARTIN LUTHER KING DR PO BOX 3517 BLOOMINGTON, IL 61702-3517			TRADE DEBT COLLECTION FOR CENTURYLINK (QWEST)	X			205.62
Account No. xx0326 AM PM SYSTEMS OF ARIZONA LLC 1741 W UNIVERSITY DR UNIT 150-151 Tempe, AZ 85281			SERVICES	X			410.00
Subtotal (Total of this page)							8,150.62

5 continuation sheets attached

In re **NIMBUS BREWING COMPANY, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H	W						
Account No. ASCAP 2690 CUMBERLAND PKWY, SUITE 490 Atlanta, GA 30339	-							Unknown	
Account No. BROADCAST MUSIC INC 10 MUSIC SQUARE EAST Nashville, TN 37203	-							Unknown	
Account No. xxxxxx9574 CBE GROUP 1309 TECHONOLGY PKWY Cedar Falls, IA 50613	-		11/2011 DIRECT TV COLLECTION					4,399.54	
Account No. xxx0545 CENTRAL ALARM PO BOX 5560 TUCSON, AZ 85703	-		9/8/2011 TRADE DEBT	X				282.71	
Account No. xxxx xx. xxxxx1995 CENTRO NP HOLDINGS 1, SPE, LLC C/O BUCHALTER NEMER 16435 N SCOTTSDALE RD #440 SCOTTSDALE, AZ 85254-1754	-		GARNISHMENT DEBTOR EXAM HRG 4/2/2012					Unknown	
Sheet no. <u>1</u> of <u>5</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								Subtotal (Total of this page)	4,682.25

In re **NIMBUS BREWING COMPANY, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C							
Account No. xxx# xx5710 CLASSIC CHEMICALS PO BOX 175 REISTERSTOWN, MD 21136				2011 TRADE DEBT				599.86	
Account No. xxxxx1939 CONCENTRA 1818 E SKY HARBOR CIR N #150 Phoenix, AZ 85034				COLLECTION				301.00	
Account No. CORPORATION SERVICE COMPANY PO BOX 2576 SPRINGFIELD, IL 62708		X	-	BUSINESS DEBT OF 6464 LLC	X	X		Unknown	
Account No. CORPORATION SERVICE COMPANY PO BOX 2576 SPRINGFIELD, IL 62708		X	-	BUSINESS DEBT OF 6464 LLC	X	X		Unknown	
Account No. xxxxxxxxx-xx-xx5757 CREDIT MEDIATORS INC. PO BOX 456 UPPER DARBY, PA 19082-0456			-	TRADE DEBT FOR ART STUFF	X			8,490.00	
Sheet no. 2 of 5 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								Subtotal (Total of this page)	9,390.86

In re **NIMBUS BREWING COMPANY, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
Account No. xxxx #xxxxxxx xxx#xxx4190 DAL INC. PO BOX 162 CLIFTON HEIGHTS, PA 19018-0162			TRADE DEBT FOR CARGILL, INC				45,727.80	
Account No. DIRECTV INC COMMERCIAL ACCTS 1313 NW 167TH STREET Miami, FL 33169							Unknown	
Account No. xx-xxxBUS-1 EFABEX 3780 E 44TH ST Tucson, AZ 85713			SERVICES	X			515.00	
Account No. HINDERAKER & RAUH, PLC 2401 E. SPEEDWAY TUCSON, AZ 85719			2011 TRADE DEBT -- VARIOUS INVOICES				8,272.40	
Account No. xxxx #xxxxxx7917 JOURNAL BROADCAST GROUP, INC. C/O SCHNEIDER & ONOFRY, PC 3101 N CENTRAL AVE STE 600 Phoenix, AZ 85012			JUDGMENT - TRADE DEBT		X		6,875.00	
Sheet no. 3 of 5 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	61,390.20

In re **NIMBUS BREWING COMPANY, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
Account No. xxx #xxx6084 LOGIN INTERNET TECHNOLOGIES 4003 E SPEEDWAY BLVD #119 TUCSON, AZ 85712		-	TRADE DEBT - JUDGMENT	X			Unknown	
Account No. NEW WAY TUCSON RESTAURANTS LLC 5580 N SUNCREST PLACE Tucson, AZ 85718		-		X	X		0.00	
Account No. xxxxxxxxxxxxxxxx xx xxxxxxxx51-TH RMS PO BOX 280431 EAST HARTFORD, CT 06128-0431		-	TRADE DEBT COLLECTION DEBT FOR THE HARTFORD INS				1,160.00	
Account No. SESAC HEADQUARTERS 55 MUSIC SQUARE EAST Nashville, TN 37203		-					Unknown	
Account No. SOUTHWEST GAS PO BOX 26500 Tucson, AZ 85726-6500		-		X	X	X	0.00	
Sheet no. 4 of 5 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,160.00

In re **NIMBUS BREWING COMPANY, LLC**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. xxxx-xx0563 SUBURBAN CYLINDER EXPRESS PO BOX 206 WHUPPANY, NJ 07981-0206	-		2011 TRADE DEBT	X			1,397.94	
Account No. xxxx-xx0563 SUBURBAN CYLINDER EXPRESS PO BOX 206 Whippany, NJ 07981	-			X			1,418.91	
Account No. x0188 UNITED BEVERAGE GAS 4550 S COUNTRY CLUB RD TUCSON, AZ 85714	-		10/31/2011 TRADE DEBT				18.01	
Account No. xxxxx-xx5590 VALLEY COLLECTION SERVICE PO BOX 520 GLENDALE, AZ 85311-0520	-		CITY OF TUCSON TRADE DEBT REFERENCE NO 1097725-173388				2,486.34	
Account No. WELLS FARGO BANK MAC S4101-050 PO BOX 29746 Phoenix, AZ 85038	-		1988				24,542.29	
Sheet no. 5 of 5 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	29,863.49
							Total (Report on Summary of Schedules)	114,637.42

In re NIMBUS BREWING COMPANY, LLC

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
---	--

CJ SOUTHWEST PARTNERS LLC
9114 N 55TH STREET
Paradise Valley, AZ 85253

NEW WAY TUCSON RESTAURANTS LLC
5580 N SUNCREST PLACE
Tucson, AZ 85718

In re **NIMBUS BREWING COMPANY, LLC**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
6464 LLC 6464 E TANQUE VERDE RD TUCSON, AZ 85715 UCC LIEN	CORPORATION SERVICE COMPANY PO BOX 2576 SPRINGFIELD, IL 62708
6464 LLC 6464 E TANQUE VERDE RD TUCSON, AZ 85715 UCC LIEN-COPPERSTATE REST TECHNOLOGIES--VARIOUS ELECTRONIC EQUIPMENT	CORPORATION SERVICE COMPANY PO BOX 2576 SPRINGFIELD, IL 62708

**United States Bankruptcy Court
District of Arizona**

In re **NIMBUS BREWING COMPANY, LLC**
Debtor(s)

Case No. _____
Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the MEMBER of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **24** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **April 17, 2012**

Signature **/s/ JIM COUNTS**
JIM COUNTS
MEMBER

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of Arizona**

In re NIMBUS BREWING COMPANY, LLC

Debtor(s)

Case No. _____

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$359,159.00	2012 YTD:
\$1,360,362.00	2011:
\$1,445,947.00	2010:

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
------------------------------	-------------------	-------------	--------------------

None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
PLEASE LIST		\$0.00	\$0.00

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
--	-----------------	-------------	--------------------

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
JOURNAL BROADCAST GROUP, INC. VS NIMBUS BREWING COMPANY, LLC; JAMES COUNTS; JOHN DOES 1-10; JANE DOES 1-10, ABC CORPORATIONS-10; ABC PARTNERSHIPS 1-10; AND ABC ENTITIES 1-10 CASE NO. CV11027917	CIVIL	AZ PIMA COUNTY CONSOLIDATED JUSTICE COURTS	PENDING
LOGIN, INC, Plaintiff vs. NIMBUS BREWING COMPANY, LLC, Defendant CASE NO. C20118875	CIVIL	AZ SUPERIOR COURT PIMA COUNTY	JUDGEMENT FOR PLAINTIFF AGAINST DEFENDANT

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Eric Slocum Sparks, P.C. 110 S. Church Ave. Suite 2270 Tucson, AZ 85701	March 30, 2012	\$1,046.00 Filing Fee
ERIC SLOCUM SPARKS, P.C. 110 S. CHURCH AVE. SUITE 2270 Tucson, AZ 85701	April 16, 2012	\$3,000.00 Pre-Filing Services \$15,000.00 Retainer

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF
GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

18 . Nature, location and name of business

None

- a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
NIMBUS BREWERY COMPANY LLC	XX-XXX4972	3850 E 44TH ST Tucson, AZ 85713	BREWERY/RESTAURAN T/BAR	5/16/1995-PRESENT
NEW WAY TUCSON RESTAURANTS LLC		5580 N SUNCREST PLACE Tucson, AZ 85718		5/10/2011-PRESENT

None

- b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

- a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

**STEVE PHILLIPS
7457 E BROADWAY BLVD**

None

- b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

None

- c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS

- None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS DATE ISSUED

20. Inventories

- None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY INVENTORY SUPERVISOR DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

- None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS

21. Current Partners, Officers, Directors and Shareholders

- None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS NATURE OF INTEREST PERCENTAGE OF INTEREST

- None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
JAMES C COUNTS 3931 N VISTA DE LA CIMA TUCSON, AZ 85750	MANAGING PARTNER	

22. Former partners, officers, directors and shareholders

- None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME ADDRESS DATE OF WITHDRAWAL

- None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS TITLE DATE OF TERMINATION

23. Withdrawals from a partnership or distributions by a corporation

- None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

- None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

- None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date April 17, 2012Signature /s/ JIM COUNTS
JIM COUNTS
MEMBER

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
District of Arizona**

In re NIMBUS BREWING COMPANY, LLC
Debtor

Case No. _____
Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
AMANDA GROHNOVD 6062 E BELLEVUE ST TUCSON, AZ 85712	COMMON	0.00500%	INTEREST HOLDER
BILL HASS 2610 N SWAN RD TUCSON, AZ 85712	COMMON	5.00000%	INTEREST HOLDER
BOELTS - STRATFORD & ASSOC 345 E UNIVERSITY AVE TUCSON, AZ 85705	COMMON	1.50000%	INTEREST HOLDER
BRAIN PARZUCHOWSKI 4366 W BLACKSMITH TUCSON, AZ 85741	COMMON	0.00500%	INTEREST HOLDER
BRETT MCGEE PO BOX 583 VAIL, AZ 85641	COMMON	0.00500%	INTEREST HOLDER
CHESTER SCHMIDT 7017 E CALLE DENEbola TUCSON, AZ 85710	COMMON	0.03750%	INTEREST HOLDER
DALE MARTHALER PO BOX 36501 TUCSON, AZ 85740	COMMON	0.00500%	INTEREST HOLDER
DANIEL WELLHOUSE 1867 N LINDEN PL TUCSON, AZ 85712	COMMON	0.03750%	INTEREST HOLDER
DAVID NEFF 2725 E BLACKLIDGE DR TUCSON, AZ 85716	COMMON	0.05000%	INTEREST HOLDER
DAVID WHITTAKER 6656 E CALLE HERCULO TUCSON, AZ 85710	COMMON	0.01000%	INTEREST HOLDER
DONNA WALSH 3440 W GORET TUCSON, AZ 85719	COMMON	0.25000%	INTEREST HOLDER

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
EARLENE MOORE 3511 N CHARTER OAK WAY TUCSON, AZ 85712	COMMON	0.00500%	INTEREST HOLDER
ENRIQUE WARD 4532 E 24TH ST TUCSON, AZ 85711	COMMON	0.00500%	INTEREST HOLDER
GEORGE WILLIAMS 2965 W AVENIDIA ISABEL TUCSON, AZ 85746	COMMON	0.07500%	INTEREST HOLDER
GINGER MARR 1867 N LINDEN PLACE TUCSON, AZ 85712	COMMON	0.03750%	INTEREST HOLDER
JAMES COUNTS 5515 N BARRASCA TUCSON, AZ 85750	COMMON	76.13500%	INTEREST HOLDER
JAMES TREANOR 6110 E 5TH ST TUCSON, AZ 85711	COMMON	0.02500%	INTEREST HOLDER
JEFFREY F WAGNER 6460 N MONTROSE Tucson, AZ 85741	COMMON	1.0%	INTEREST HOLDER
JOANN BLAYLOCK 7017 E CALLE DENEbola TUCSON, AZ 85710	COMMON	0.03750%	INTEREST HOLDER
JOE C MAURER 3511 N CHARTER OAK WAY TUCSON, AZ 85712	COMMON	0.00500%	INTEREST HOLDER
JOHN ADKISSON 2142 E OREGON ST TUCSON, AZ 85705	COMMON	0.12500%	INTEREST HOLDER
LARRY KAHN 5656 W GROVER #2 Chicago, IL 60630	COMMEN	0.65000%	INTEREST HOLDER
MARIANNE TOZZI 2725 E BLACKLIDGE DR TUCSON, AZ 85716	COMMON	0.00500%	INTEREST HOLDER
MICHAEL FUFARO 3208 E PRESIDENT TUCSON, AZ 85714	COMMON	0.12500%	INTEREST HOLDER

In re NIMBUS BREWING COMPANY, LLC

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
MICHAEL S SCHWARTZ 718 S CUIDAD CIR TUCSON, AZ 85710	COMMON	0.50000%	INTEREST HOLDER
MICHAEL WILHELM 7057 KATCHINA COURT TUCSON, AZ 85730	COMMON	0.00500%	INTEREST HOLDER
RON EDRINGTON 517 E ELM ST TUCSON, AZ 85705	COMMON	0.00500%	INTEREST HOLDER
SANDRA ROSEBERRY 1210 W CORNELL DR TUCSON, AZ 85736	COMMON	0.07500%	INTEREST HOLDER
STEVEN SMITH 1800 E BEARS PATH TUCSON, AZ 85749	COMMON	0.20000%	INTEREST HOLDER
THOMAS BONVECHIO 8401 S KOLB RD #554 TUCSON, AZ 85730	COMMON	0.00500%	INTEREST HOLDER
THOMAS DRESCHLER 10320 E ESCALANTE #B TUCSON, AZ 85730	COMMON	0.12500%	INTEREST HOLDER
TIRRILL WOODRING 49 MORTON STREET #2D New York, NY 10014	COMMON	6.35000%	INTEREST HOLDER
VAUGHN SCULLY 286 14TH STREET Brooklyn, NY 11215	COMMON	7.60000%	INTEREST HOLDER

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the MEMBER of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date April 17, 2012

Signature /s/ JIM COUNTS
JIM COUNTS
MEMBER

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

Sheet 2 of 2 continuation sheets attached to the List of Equity Security Holders

**United States Bankruptcy Court
District of Arizona**

In re **NIMBUS BREWING COMPANY, LLC**

Debtor(s)

Case No.

Chapter

11

DECLARATION

I, the MEMBER of the corporation named as the debtor in this case, do hereby certify, under penalty of perjury, that the Master Mailing List, consisting of **5** sheet(s), is complete, correct and consistent with the debtor(s)' schedules.

Date: **April 17, 2012**

/s/ JIM COUNTS

JIM COUNTS/MEMBER

Signer/Title

Date: **April 17, 2012**

/s/ Eric Slocum Sparks AZBAR

Signature of Attorney

Eric Slocum Sparks AZBAR #11726

Eric Slocum Sparks, P.C.

110 S. Church Ave.

Suite 2270

Tucson, AZ 85701

(520) 623-8330 Fax: (520) 623-9157

MML-5

NIMBUS BREWING COMPANY, LLC -

ARIZONA DEPT OF REVENUE
1600 W. MONROE
7TH FLOOR
PHOENIX AZ 85007

IRS - PHILADELPHIA
P O BOX 7346
PHILADELPHIA PA 19101-7346

IRS - PHOENIX
4041 N. CENTRAL AVE.
SUITE 112
PHOENIX AZ 85012

6464 LLC
6464 E TANQUE VERDE RD
TUCSON AZ 85715

AAA BACKFLOW REPAIR AND TESTING, LLC
1302 N ARBOR CR
TUCSON AZ 85715

ADVISION OUTDOOR
1120 N ANITA AVE
TUCSON AZ 85705

AEL FINANCIAL
600 N BUFFALO GROVE RD
BUFFALO GROVE IL 60089

AEL FINANCIAL LLC
600 N BUFFALO GROVE RD #203
BUFFALO GROVE IL 60089

AFNI, INC
1310 MARTIN LUTHER KING DR
PO BOX 3517
BLOOMINGTON IL 61702-3517

AM PM SYSTEMS OF ARIZONA LLC
1741 W UNIVERSITY DR UNIT 150-151
TEMPE AZ 85281

NIMBUS BREWING COMPANY, LLC -

ARIZONA DEPARTMENT OF REVENUE
PENALTY REVIEW UNIT
1600 W MONROE
PHOENIX AZ 85007

ARIZONA DEPT. OF ECONOMIC SECURITY
PO BOX 6028
PHOENIX AZ 85005

ASCAP
2690 CUMBERLAND PKWY, SUITE 490
ATLANTA GA 30339

BMT LEASING INC
PO BOX 692
BRYN MAWR PA 19010-0692

BROADCAST MUSIC INC
10 MUSIC SQUARE EAST
NASHVILLE TN 37203

CBE GROUP
1309 TECHONOLGY PKWY
CEDAR FALLS IA 50613

CENTRAL ALARM
PO BOX 5560
TUCSON AZ 85703

CENTRO NP HOLDINGS 1, SPE, LLC
C/O BUCHALTER NEMER
16435 N SCOTTSDALE RD #440
SCOTTSDALE AZ 85254-1754

CITY OF TUCSON
PO BOX 27320
TUCSON AZ 85726

CJ SOUTHWEST PARTNERS LLC
9114 N 55TH STREET
PARADISE VALLEY AZ 85253

CLASSIC CHEMICALS
PO BOX 175
REISTERSTOWN MD 21136

NIMBUS BREWING COMPANY, LLC -

CONCENTRA
1818 E SKY HARBOR CIR N #150
PHOENIX AZ 85034

CORP SERVICE COMPANY
PO BOX 2576
SPRINGFIELD IL 62708

CORPORATION SERVICE COMPANY
PO BOX 2576
SPRINGFIELD IL 62708

CREDIT MEDIATORS INC.
PO BOX 456
UPPER DARBY PA 19082-0456

DAL INC.
PO BOX 162
CLIFTON HEIGHTS PA 19018-0162

DIRECTV INC
COMMERCIAL ACCTS
1313 NW 167TH STREET
MIAMI FL 33169

EFABEX
3780 E 44TH ST
TUCSON AZ 85713

GOOD LAW, P.C.
3430 E. SUNRISE DR., STE 170
TUCSON AZ 85718

HINDERAKER & RAUH, PLC
2401 E. SPEEDWAY
TUCSON AZ 85719

INTERNAL REVENUE SERVICE
PO BOX 7701
SAN FRANCISCO CA 94120-7704

JOURNAL BROADCAST GROUP, INC.
C/O SCHNEIDER & ONOFRY, PC
3101 N CENTRAL AVE STE 600
PHOENIX AZ 85012

NIMBUS BREWING COMPANY, LLC -

LOGIN INTERNET TECHNOLOGIES
4003 E SPEEDWAY BLVD #119
TUCSON AZ 85712

NATIOANL CITY COMMERCIAL CAP
995 DALTON AVE
CINCINNATI OH 45203

NEW WAY TUCSON RESTAURANTS LLC
5580 N SUNCREST PLACE
TUCSON AZ 85718

PIMA COUNTY ASSESSOR
115 N. CHURCH AVE.
TUCSON AZ 85701-1199

REWARDS NETWORK
2 N RIVERSIDE PLAZA #950
CHICAGO IL 60606

REWARDS NETWORK ESTABLISHMENT
2 N RIVERSIDE PLAZA #950
CHICAGO IL 60606

REWARDS NETWORK ESTABLISHMENT SERVICES
2N RIVERSIDE PLAZA #950
CHICAGO IL 60606

RMS
PO BOX 280431
EAST HARTFORD CT 06128-0431

SESAC HEADQUARTERS
55 MUSIC SQUARE EAST
NASHVILLE TN 37203

SOUTHWEST GAS
PO BOX 26500
TUCSON AZ 85726-6500

SUBURBAN CYLINDER EXPRESS
PO BOX 206
WHUPPANY NJ 07981-0206

NIMBUS BREWING COMPANY, LLC -

SUBURBAN CYLINDER EXPRESS
PO BOX 206
WHIPPANY NJ 07981

UNITED BEVERAGE GAS
4550 S COUNTRY CLUB RD
TUCSON AZ 85714

US BANCORP
PO BOX 580337
MINNEAPOLIS MN 55458

US BANCORP
PO BOX 580337
MINNEAPOLIS MN 55458-0337

VALLEY COLLECTION SERVICE
PO BOX 520
GLENDALE AZ 85311-0520

WELLS FARGO BANK
MAC S4101-050
PO BOX 29746
PHOENIX AZ 85038

**United States Bankruptcy Court
District of Arizona**

In re **NIMBUS BREWING COMPANY, LLC**

Debtor(s)

Case No.

Chapter

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CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **NIMBUS BREWING COMPANY, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [*Check if applicable*]

April 17, 2012

Date

/s/ Eric Slocum Sparks AZBAR

Eric Slocum Sparks AZBAR #11726

Signature of Attorney or Litigant

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