

**United States Bankruptcy Court
Northern District of California**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Wilson S. Lim, DMD, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 94-3150237	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): 6287 Mission Street Daly City, CA ZIP Code: 94014	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code:
County of Residence or of the Principal Place of Business: San Mateo	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): Wilson S. Lim, DMD, Inc. c/o Sugarman & Company 500 Sansome Street, Suite 600 San Francisco, CA ZIP Code: 94111	Mailing Address of Joint Debtor (if different from street address): ZIP Code:

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

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input 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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Statistical/Administrative Information

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

Estimated Number of Creditors

<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
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Estimated Assets

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

<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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THIS SPACE IS FOR COURT USE ONLY

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

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - 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.

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Wilson S. Lim, DMD, Inc.

Signatures

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

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

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

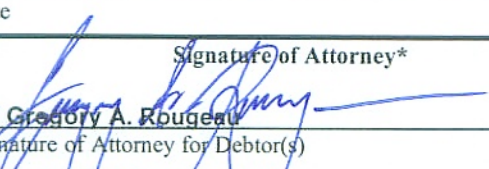
Signature of Debtor

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*


Signature of Attorney for Debtor(s)

Gregory A. Rougeau 194437
Printed Name of Attorney for Debtor(s)

Manasian & Rougeau LLP
Firm Name
400 Montgomery St., Suite 1000
San Francisco, CA 94104

Address

Email: rougeau@mrlawsf.com

(415) 291-8425 Fax: (415) 291-8426
Telephone Number

April 12, 2013
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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


Signature of Authorized Individual

Randy Sugarman
Printed Name of Authorized Individual

Chapter 11 Trustee of Winston S. Lim (Chairman/Shareholder)
Title of Authorized Individual

April 12, 2013
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.

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

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.

CORPORATE RESOLUTION

A meeting of the Directors of WILSON S. LIM, DMD, INC. (the "Corporation") was held on April 12, 2013. After a discussion, upon motion duly made, seconded and carried, the following resolutions were adopted:

WHEREAS, the Corporation is in serious financial condition and is unable to continue without debt relief; and

WHEREAS, it appears to the Corporation's Board of Directors and sole shareholder that it is in the best interests of the Corporation, its shareholder, and creditors, to commence a case under Chapter 11 of Title 11, United States Bankruptcy Code (the "Bankruptcy Code");

NOW, THEREFORE, be it hereby resolved, that the Board of Directors and sole shareholder find and determine that it is in the best interest of the Corporation, its shareholder, and creditors, for it to commence a case under Chapter 11 of the Bankruptcy Code;

BE IT FURTHER RESOLVED that Randy Sugarman, Chapter 11 Trustee of Wilson S. Lim *In re Wilson Sy Lim*, Chapter 11 Case No. 12-32706 United States bankruptcy Court for the Northern District of California), the Chairman and sole shareholder of the Corporation, is hereby empowered and directed without further action to prepare, sign and file, or cause to be prepared, signed and filed, a petition for the commencement of a case under Chapter 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the Northern District of California;

BE IT FURTHER RESOLVED that Randy Sugarman, Chapter 11 Trustee of Wilson S. Lim, the Chairman and sole shareholder of the Corporation, is designated and authorized to act as the "Authorized Individual" for the signing of the Chapter 11 Voluntary Petition and as the Corporation's "Responsible Individual" as may be required by the Local Bankruptcy Rules for the Northern District of California, and

BE IT FURTHER RESOLVED that the Members and agents of the Corporation are authorized, empowered and directed to retain the Law Firm of Manasian & Rougeau LLP, to commence the aforementioned Chapter 11 case, and to do all things, and to prepare, sign and file all papers or documents necessary or proper to the commencement of said Chapter 11 case; Manasian & Rougeau is authorized to take such actions in the bankruptcy case which Manasian & Rougeau, in its discretion, concludes are necessary to Manasian & Rougeau's and/or the LLC's fulfillment of its fiduciary obligations in the bankruptcy case.

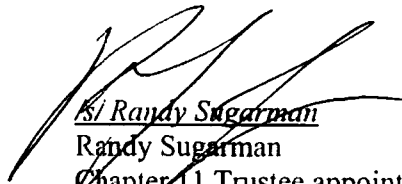
BE IT FURTHER RESOLVED that this Corporate Resolution and its terms hereunder shall remain in effect unless otherwise agreed upon or amended by the Members.

/s/ Wilson S. Lim

Wilson S. Lim

Chairman

Sole Shareholder



/s/ Randy Sugarman

Randy Sugarman

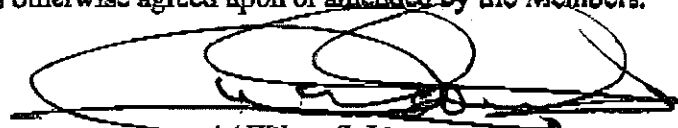
Chapter 11 Trustee appointed in

In re Wilson Sy Lim,

Chapter 11 Case No. 12-32706

BE IT FURTHER RESOLVED that the Members and agents of the Corporation are authorized, empowered and directed to retain the Law Firm of Manasian & Rougeau LLP, to commence the aforementioned Chapter 11 case, and to do all things, and to prepare, sign and file all papers or documents necessary or proper to the commencement of said Chapter 11 case; Manasian & Rougeau is authorized to take such actions in the bankruptcy case which Manasian & Rougeau, in its discretion, concludes are necessary to Manasian & Rougeau's and/or the LLC's fulfillment of its fiduciary obligations in the bankruptcy case.

BE IT FURTHER RESOLVED that this Corporate Resolution and its terms hereunder shall remain in effect unless otherwise agreed upon or amended by the Members.



/s/ Wilson S. Lim
Wilson S. Lim
Chairman
Sole Shareholder

/s/ Randy Sugarman
Randy Sugarman
Chapter 11 Trustee appointed in
In re Wilson Sy Lim,
Chapter 11 Case No. 12-32706

**United States Bankruptcy Court
Northern District of California**

In re Wilson S. Lim, DMD, Inc.

Debtor(s)

Case No. _____

Chapter 11

CREDITOR MATRIX COVER SHEET

I declare that the attached Creditor Mailing Matrix, consisting of 5 sheets, contains the correct, complete and current names and addresses of all priority, secured and unsecured creditors listed in debtor's filing and that this matrix conforms with the Clerk's promulgated requirements.

Date: April 15, 2013

/s/ Gregory A. Rougeau

Signature of Attorney

Gregory A. Rougeau 194437

Manasian & Rougeau LLP

400 Montgomery St., Suite 1000

San Francisco, CA 94104

(415) 291-8425 Fax: (415) 291-8426

Aira Sagrado
7 Rice Street
Daly City, CA 94014

Arrowhead
#215 6661 Dixie Hwy., Suite 4
Louisville, KY 40258

Artika Singh
182 West Moltke Street
Daly City, CA 94014

AT&T
P.O. Box 5025
Carol Stream, IL 60197-5025

Bay Alarm Company
Peninsula Branch
856 Mitten Rd.
Burlingame, CA 94010

California State Board of Equalization
Account Information Group, MIC: 29
P.O. Box 942879
Sacramento, CA 94279-0029

CALPERS
Dept LA 21217
Pasadena, CA 91185-1217

Carestream Dental
Dept. CH 19294
Palatine, IL 60055-9294

City of Daly City
Utility Division
333-90th Steet
Daly City, CA 94015

Colonial Pacific Leasing Corporation
c/o Hemar, Rousso & Heald LLP
Attn: Robert V. McKendrick
15910 Ventura Blvd., 12th Fl.
Encino, CA 91436

Comcast
P.O. Box 34227
Seattle, WA 98124-1227

Costco
P.O. Box 34331
Seattle, WA 98124

Dentist Advantage
159 East County Line Rd.
Hatboro, PA 19040

Dr. Eddy Lim
1711 3rd Ave.
San Francisco, CA 94122

Dr. Kang Hyo S DMD
8051 Brian Oaks Dr.
San Ramon, CA 94582

Employment Development Dept.
Bankruptcy Unit- MIC 92E
P.O. Box 826880
Sacramento, CA 94280

Framers Ins. Business Policy
P.O. Box 3138
Oklahoma City, OK 73101-9933

Franchise Tax Board
P.O. Box 1673
Sacramento, CA 95812

Franchise Tax Board
Bankruptcy Unit
P.O. 2952
Sacramento, CA 95812

Internal Revenue Service
Special Procedures Section
1301 Clay Street, Stop 1400S
Oakland, CA 94612

Internal Revenue Service
P.O. Box 105416
Atlanta, GA 30348-5416

Internal Revenue Service
Ogden, UT 84201-0030

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

Jordan Montano
208 Morton Dr.
Daly City, CA 94015

Kettenbach
16052 Beach Blvd., Suite 218
Huntington Beach, CA 92647

LR Dental Lab
6273 Mission St., Suite 100
Daly City, CA 94014

Pitney Bowes
P.O. Box 371887
Pittsburgh, PA 15250-7887

Renaissance
1502 Edgewood Ave., Suite A
Indianapolis, IN 46217

San Mateo County Tax Collector
1st Floor, 555 County Center
Redwood City, CA 94063

Secretary of State
State of California
1500- 11th St.
Sacramento, CA 95814

SF Dental Supply
1427 Mission Rd. Unit A
South San Francisco, CA 94080

Solorio's Dental lab
121 S. King St.
San Mateo, CA 94401

Sonia Malhotra
3110 Longview Dr.
San Bruno, CA 94066

Staples
P.O. Box 689020
Des Moines, IA 50368-9020

Stericycle
P.O. Box 6578
Carol Stream, IL 60197-6578

Verizon Wireless
P.O. Box 4005
Acworth, GA 30101-9006

Wilson S. Lim
c/o Sugarman & Company
Attn. Randy Sugarman
500 Sansome Street, Suite 600
San Francisco, CA 94111