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United States Bankruptcy C Southern District of Iowa							-			Voluntary	Petition	
Name of Debtor (if individual, enter Last, First, Middle): Keystone Properties III, LLC					Nam	e of Joint Do	ebtor (Spouse	e) (Last, First	t, Middle):			
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):						All C	other Names ade married,	used by the maiden, and	Joint Debtor I trade names	in the last 8 years		
Last four dig (if more than 6	one, state all)	Sec. or Indi	vidual-Tax _I	oayer I.D. (ITIN) No./	Complete E	IN Last	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)				
Street Addre	ess of Debto bot Drive	*	Street, City,	and State)	:	ZIP Code		t Address of	Joint Debtor	r (No. and St	reet, City, and State):	ZIP Code
						51510						ZIF Code
County of R Pottawat		of the Princ	cipal Place	of Busines	s:		Cour	ty of Reside	ence or of the	e Principal Pl	ace of Business:	
Mailing Add 501 Sou Omaha,	th 13th S		rent from st	reet addres	ss):	ZID Code		ng Address	of Joint Deb	tor (if differe	ent from street address):	
					Г	ZIP Code 68102	-					ZIP Code
Location of (if different)					210 Abbo arter Lak		10					•
		f Debtor				of Business	6		•		ptcy Code Under Whi	ch
(Form of Organization) (Check one box) ☐ Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. ☐ Corporation (includes LLC and LLP) ☐ Partnership ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)			Sing in 1 Rail Stoo	(Check one box) ☐ Health Care Business ☐ Single Asset Real Estate as def in 11 U.S.C. § 101 (51B) ☐ Railroad ☐ Stockbroker ☐ Commodity Broker ☐ Clearing Bank ☐ Other ☐ Tax-Exempt Entity (Check box, if applicable) ☐ Debtor is a tax-exempt organiz under Title 26 of the United Stacode (the Internal Revenue Co			☐ Chapt ☐ Chapt ☐ Chapt ☐ Chapt ☐ Chapt	er 7 er 9 er 11 er 12		iled (Check one box) hapter 15 Petition for R f a Foreign Main Procee hapter 15 Petition for R f a Foreign Nonmain Pr e of Debts	eding Lecognition	
			☐ Deb				defined "incuri	are primarily conding the second in 11 U.S.C. ared by an indivioual, family, or	(Checonsumer debts § 101(8) as ridual primarily	k one box) ,	s are primarily ess debts.	
		0	ee (Check o	one box)				k one box:		Chapter 11		104(515)
■ Full Filing Fee attached □ 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. □ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chec	Debtor is k if: Debtor's a to insider k all applica A plan is Acceptance	aggregate not a sor affiliates ible boxes: being filed week of the pla	ncontingent land are less that with this petition were solicited.	ited prepetition from on	.C. § 101(51D). ling debts owed		
Statistical/Administrative Information Debtor estimates that funds will be available for distribution to unsecured credit						editors	classes of	creditors, in		with 11 U.S.C. § 1126() S SPACE IS FOR COURT	<u>*</u>	
Debtor e	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 N 1- 49	umber of C 50- 99	reditors 100- 199	200- 999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	OVER 100,000			
Estimated A \$0 to \$50,000	ssets \$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,000 to \$500 million	1 \$500,000,001 to \$1 billion				
Estimated Li	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,00 to \$500	1 \$500,000,001 to \$1 billion				

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B1 (Official Form 1)(1/08) Page 2 Name of Debtor(s): Voluntary Petition Keystone Properties III, LLC (This page must be completed and filed in every case) All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet) Location Case Number: Date Filed: Where Filed: - None -Location Case Number: Date Filed: Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet) Name of Debtor: Case Number: Date Filed: - None -District: Relationship: Judge: Exhibit B Exhibit A (To be completed if debtor is an individual whose debts are primarily consumer debts.) (To be completed if debtor is required to file periodic reports (e.g., I, the attorney for the petitioner named in the foregoing petition, declare that I forms 10K and 10Q) with the Securities and Exchange Commission 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 pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 under each such chapter. I further certify that I delivered to the debtor the notice and is requesting relief under chapter 11.) required by 11 U.S.C. §342(b). ☐ Exhibit A is attached and made a part of this petition. Signature of Attorney for Debtor(s) (Date) 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. П 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(1)).

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Voluntary Petition

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

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.

 \mathbf{X}

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Jeffrey D. Goetz

Signature of Attorney for Debtor(s)

Jeffrey D. Goetz IS #9999366

Printed Name of Attorney for Debtor(s)

Bradshaw, Fowler, Proctor & Fairgrave, P.C.

Firm Name

801 Grand Avenue, Suite 3700 Des Moines, IA 50309-8004

Address

515.243.4191 Fax: 515.246.5808

Telephone Number

March 22, 2010

Date

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Larry Richling

Signature of Authorized Individual

Larry Richling

Printed Name of Authorized Individual

President

Title of Authorized Individual

March 22, 2010

Date

Name of Debtor(s):
Keystone Properties III, LLC

Signatures

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

- ☐ I request relief in accordance with chapter 15 of title 11. United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.
- ☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

Social-Security number (If the bankrutpcy 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.)

Date

Address

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.

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B4 (Official Form 4) (12/07)

United States Bankruptcy Court Southern District of Iowa

In re	Keystone Properties III, LLC	Case No.		
		Debtor(s)	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)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Iowa Department of Revenue Hoover State Office Building PO Box 10471 Des Moines, IA 50306-0471	Iowa Department of Revenue Hoover State Office Building PO Box 10471 Des Moines, IA 50306-0471	Sales Tax and Quarterly Taxes		83,627.83
Dave Heuton & Associates 20013 Cougar Avenue Honey Creek, IA 51542	Dave Heuton & Associates 20013 Cougar Avenue Honey Creek, IA 51542	Trade debt		4,483.30
Guest Supply PO Box 910 Monmouth Junction, NJ 08852	Guest Supply PO Box 910 Monmouth Junction, NJ 08852	Trade debt		4,450.72
Comfort Products Distributing 14809 Collection Centers Drive Chicago, IL 60693	Comfort Products Distributing 14809 Collection Centers Drive Chicago, IL 60693	Trade debt		4,280.00
US Foodservice- Omaha PO Box 3236 Omaha, NE 68103	US Foodservice- Omaha PO Box 3236 Omaha, NE 68103	Trade debt		3,517.38
Clear Channel Airports PO Box 847247 Dallas, TX 75284-7247	Clear Channel Airports PO Box 847247 Dallas, TX 75284-7247	Trade debt		2,958.00
Huntel Communications 14109 "S" Street Omaha, NE 68137	Huntel Communications 14109 "S" Street Omaha, NE 68137	Trade debt		2,622.19
Simplex Grinnell Dept CH 10320 Palatine, IL 60055-0320	Simplex Grinnell Dept CH 10320 Palatine, IL 60055-0320	Trade debt		2,513.89
Lutz & Company PC 118737 Miracle Hills Drive Omaha, NE 68154	Lutz & Company PC 118737 Miracle Hills Drive Omaha, NE 68154	Trade debt		2,317.50
Destination Phoenix, LLC 16509 N 108th Street Scottsdale, AZ 85255	Destination Phoenix, LLC 16509 N 108th Street Scottsdale, AZ 85255	Trade debt		1,689.30
Pettit's Pastry Inc 502 North 16th Street Omaha, NE 68102	Pettit's Pastry Inc 502 North 16th Street Omaha, NE 68102	Trade debt		1,572.74
ECOLAB Inc PO Box 70343 Chicago, IL 60673-0343	ECOLAB Inc PO Box 70343 Chicago, IL 60673-0343	Trade debt		1,335.15

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In re	Keystone Properties III, LLC	Case No.	
	Debtor(s)		

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
HD Supply Facilities Maintenance PO Box 509058 San Diego, CA 92150-9058	HD Supply Facilities Maintenance PO Box 509058 San Diego, CA 92150-9058	Trade debt		1,312.01
Staples Business Advantage Dept DET 2368 PO Box 83689 Chicago, IL 60696-3689	Staples Business Advantage Dept DET 2368 PO Box 83689 Chicago, IL 60696-3689	Trade debt		1,257.45
Home Depot Credit Services Dept 32-2021224393 PO Box 6029 The Lakes, NV 88901-6029	Home Depot Credit Services Dept 32-2021224393 PO Box 6029 The Lakes, NV 88901-6029	Trade debt		1,213.61
Black Hills Energy PO Box 6001 Rapid City, SD 57709	Black Hills Energy PO Box 6001 Rapid City, SD 57709	Utility debt		1,154.20
10 Best 9 LeGrand Blvd., Ste A Greenville, SC 29607	10 Best 9 LeGrand Blvd., Ste A Greenville, SC 29607	Trade debt		1,000.00
Fett's City Super Shop 1103 E Locust Street Carter Lake, IA 51510	Fett's City Super Shop 1103 E Locust Street Carter Lake, IA 51510	Trade debt		894.62
American Hotel Register Company 16458 Collections Center Drive Chicago, IL 60693	American Hotel Register Company 16458 Collections Center Drive Chicago, IL 60693	Trade debt		739.43
FirstStep Software System 1021 S 217th Avenue Elkhorn, NE 68022-1935	FirstStep Software System 1021 S 217th Avenue Elkhorn, NE 68022-1935	Trade debt		722.25

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

I, the President 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	March 22, 2010	Signature	/s/ Larry Richling
			Larry Richling
			President

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.

10 Best 9 LeGrand Blvd., Ste A Greenville, SC 29607

AA Horwath and Sons 1002 S 13th Street Omaha, NE 68108-3196

American Hotel Register Company 16458 Collections Center Drive Chicago, IL 60693

American Paving Asphalt, Inc. 7321 Miami Street Omaha, NE 68134-6832

American Red Cross Heartland 2912 S 80th Avenue Omaha, NE 68110-2523

AmSan LLC 13924 Collection Center Drive Chicago, IL 60693

Amy L. Van Horne, Esq. Kutak Rock LLP The Omaha Building 1650 Farnam Street Omaha, NE 68102-2186

Auto 1 Towing Inc. 2023 N 11th Omaha, NE 68110-2523

Bennett Refrigeration, Inc. 3352 North 88th Plaza Omaha, NE 68134

Bishop Business Equipment PO Box 4897 Omaha, NE 68104-4897

Black Hills Energy PO Box 6001 Rapid City, SD 57709

Black Hills Energy PO Box 4660 Carol Stream, IL 60197-4660

Cawley Company 1544 N 8th Street PO Box 2110 Manitowoc, WI 54221-2110 Cintas Corporation 97627 Eagle Way Chicago, IL 60678-9760

Clear Channel Airports PO Box 847247 Dallas, TX 75284-7247

Coast to Coast Computer Prod. 4277 Valley Fair Street Simi Valley, CA 93063

Comfort Products Distributing 14809 Collection Centers Drive Chicago, IL 60693

Country Inn & Suites PO Box SDS-12-0586 Minneapolis, MN 55486-0586

Coventry Health Care of NE PO Box 6524 Carol Stream, IL 60197-6524

Data Source PO Box 414907 Kansas City, MO 64141-4907

Dave Heuton & Associates 20013 Cougar Avenue Honey Creek, IA 51542

Deffenbaugh Disposal Service PO Box 3249 Shawnee, KS 66203-0249

Destination Phoenix, LLC 16509 N 108th Street Scottsdale, AZ 85255

Discount Copy & Supply 8602 N 30th Street Omaha, NE 68112-1808

ECOLAB Inc PO Box 70343 Chicago, IL 60673-0343

Ethostream, LLC 10200 Innovation Drive, Ste 300 Milwaukee, WI 53226

Fett's City Super Shop 1103 E Locust Street Carter Lake, IA 51510 FirstStep Software System 1021 S 217th Avenue Elkhorn, NE 68022-1935

G.Neil PO Box 451179 Sunrise, FL 33345-1179

Gametime Travel 2304 Killearn Center Blvd Miccosukee Cpo, FL 32309

General Electric Capital Corp 8377 E Hartford Dr, Ste 200 Scottsdale, AZ 85255

Guest Supply PO Box 910 Monmouth Junction, NJ 08852

HD Supply Facilities Maintenance PO Box 509058 San Diego, CA 92150-9058

Home Depot Credit Services Dept 32-2021224393 PO Box 6029 The Lakes, NV 88901-6029

Huntel Communications 14109 "S" Street Omaha, NE 68137

Hygienic Labortory AR University of Iowa 102 Oakdale Campus #1010H Iowa City, IA 52242-5002

Iowa Department of Public Health Lucas State Office Bldg 6th Floor 321 East 12th Street Des Moines, IA 50319-0075

Iowa Department of Revenue Hoover State Office Building PO Box 10471 Des Moines, IA 50306-0471

JCDecaux Airport Inc. General Post Office PO Box 5436 New York, NY 10087-5436 Jewish Press 333 South 132nd Street Omaha, NE 68154-2198

Keystone Group, LLC 501 S 13th Street Omaha, NE 68102

Keystone Group, LLC 501 S 13th St Omaha, NE 68102

Larry Richling 501 S 13th Street Omaha, NE 68102

Leasing Associates PO Box 974236 Dallas, TX 75397-4236

Lutz & Company PC 118737 Miracle Hills Drive Omaha, NE 68154

McCarthy Services, LLC dba Way Above Water 14302 C Circle Omaha, NE 68144

MLT Inc Attn: Steven Bradley 4460 W 77th Street Edina, MN 55435

Muzak LLC PO Box 71070 Charlotte, NC 28272-1070

Omaha Public Power District PO Box 3995 Omaha, NE 68103-0095

Otis Spunkmeyer Inc 7090 Collection Drive Chicago, IL 60693

People Service Inc 209 S 19th Street, Ste 555 Omaha, NE 68102

Pettit's Pastry Inc 502 North 16th Street Omaha, NE 68102 PFS Funding LLC PO Box 3617 Seattle, WA 98124-3617

Pottawattamie County Treasurer 227 South 6th Street Council Bluffs, IA 51501-4201

Presto X Company 24427 Network Place Chicago, IL 60673-1244

Quill Corporation PO Box 37600 Philadelphia, PA 19101-0600

Simplex Grinnell
Dept CH 10320
Palatine, IL 60055-0320

Sol Lewis Engineering Co. 8808 "J" Street Omaha, NE 68127

Southern DataComm SDS-12-2895 PO Box 86 Minneapolis, MN 55486-2895

Staples Business Advantage Dept DET 2368 PO Box 83689 Chicago, IL 60696-3689

Sun Life Financial PO Box 7247-0381 Philadelphia, PA 19170-0381

Superior Spa & Pool 4610 S 132nd Street Omaha, NE 68137

Toshiba America Info System Inc PO Box 31001-0271 Pasadena, CA 91110-0271

TraveLeaders 1701 Ponce de Leon Blvd Miami, FL 33134

US Foodservice- Omaha PO Box 3236 Omaha, NE 68103 USA Hoich Irrigation Inc PO Box 39005 Omaha, NE 68139

USA Today 305 Seaboard Lane, Ste 301 Franklin, TN 37067-8288

Workflow One PO Box 676496 Dallas, TX 75267-6496

World Choice Travel Inc Attn: Beth Knode MD9416 3050 Sabre Drive Southlake, TX 76092