

B1 (Official Form 1)(1/08)

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

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Capones Hideaway Lodge Inc.</b>	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) <b>36-3513385</b>	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): <b>35W333 Riverside Dr. Saint Charles, IL</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>60174</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>Kane</b>	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):

<b>Type of Debtor</b> (Form of Organization) (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></li> <li><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</li> <li><input type="checkbox"/> Partnership</li> <li><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</li> </ul>	<b>Nature of Business</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Health Care Business</li> <li><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</li> <li><input type="checkbox"/> Railroad</li> <li><input type="checkbox"/> Stockbroker</li> <li><input type="checkbox"/> Commodity Broker</li> <li><input type="checkbox"/> Clearing Bank</li> <li><input checked="" type="checkbox"/> Other</li> </ul> <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</li> </ul>	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 7</li> <li><input type="checkbox"/> Chapter 9</li> <li><input checked="" type="checkbox"/> Chapter 11</li> <li><input type="checkbox"/> Chapter 12</li> <li><input type="checkbox"/> Chapter 13</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</li> </ul> <hr/> <b>Nature of Debts</b> (Check one box) <ul style="list-style-type: none"> <li><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."</li> <li><input checked="" type="checkbox"/> Debts are primarily business debts.</li> </ul>
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<b>Filing Fee</b> (Check one box) <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Full Filing Fee attached</li> <li><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.</li> <li><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.</li> </ul>	<b>Chapter 11 Debtors</b> Check one box: <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</li> <li><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</li> </ul> Check if: <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</li> </ul> Check all applicable boxes: <ul style="list-style-type: none"> <li><input type="checkbox"/> A plan is being filed with this petition.</li> <li><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).</li> </ul>
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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.

<b>Estimated Number of Creditors</b>									
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	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
<b>Estimated Assets</b>									
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$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	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
<b>Estimated Liabilities</b>									
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$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	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

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

Location Where Filed: <b>- None -</b>	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: <b>- None -</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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><b>X</b> _____ 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):  
**Capones Hideaway Lodge Inc.**

**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

**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 Attorney\***

**X /s/ Michael J. Davis** \_\_\_\_\_  
 Signature of Attorney for Debtor(s)

**Michael J. Davis 6197896** \_\_\_\_\_  
 Printed Name of Attorney for Debtor(s)

**Springer, Brown, Covey, Gaertner & Davis, L.L.C.** \_\_\_\_\_  
 Firm Name

**400 S. County Farm Road**  
**Suite 330**  
**Wheaton, IL 60187** \_\_\_\_\_  
 Address

**630-510-0000 Fax: 630-510-0004** \_\_\_\_\_  
 Telephone Number

**February 17, 2009** \_\_\_\_\_  
 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 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/ Claudia Brooks** \_\_\_\_\_  
 Signature of Authorized Individual

**Claudia Brooks** \_\_\_\_\_  
 Printed Name of Authorized Individual

**President** \_\_\_\_\_  
 Title of Authorized Individual

**February 17, 2009** \_\_\_\_\_  
 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.*

B4 (Official Form 4) (12/07)

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

In re Capones Hideaway Lodge Inc.

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>
<b>Advance Me Inc. 2015 Vaughn Rd. Bldg. 500 Kennesaw, GA 30144</b>	<b>Advance Me Inc. 2015 Vaughn Rd. Bldg. 500 Kennesaw, GA 30144</b>	<b>Tarde debt</b>	<b>Contingent Disputed</b>	<b>68,903.00</b>
<b>Al Capone Distributing 35W333 Riverside Dr. Saint Charles, IL 60174</b>	<b>Al Capone Distributing 35W333 Riverside Dr. Saint Charles, IL 60174</b>	<b>Trade debt</b>		<b>4,409.00</b>
<b>American Express 70400 AXP Financial Center Minneapolis, MN 55474</b>	<b>American Express 70400 AXP Financial Center Minneapolis, MN 55474</b>	<b>Credit card purchases</b>	<b>Disputed</b>	<b>4,300.00</b>
<b>American Express 70400 AXP Financial Center Minneapolis, MN 55474</b>	<b>American Express 70400 AXP Financial Center Minneapolis, MN 55474</b>	<b>Credit card purchases</b>	<b>Disputed</b>	<b>10,800.00</b>
<b>General Refrigeration 651 Martin Dr. South Elgin, IL 60177</b>	<b>General Refrigeration 651 Martin Dr. South Elgin, IL 60177</b>	<b>Trade debt</b>	<b>Disputed</b>	<b>3,592.00</b>
<b>Gift Box Corp. 305 Veterans Blvd. Carlstadt, NJ 07072</b>	<b>Gift Box Corp. 305 Veterans Blvd. Carlstadt, NJ 07072</b>	<b>Trade debt</b>		<b>363.00</b>
<b>Groot Industries 1995 Powis Rd. West Chicago, IL 60185</b>	<b>Groot Industries 1995 Powis Rd. West Chicago, IL 60185</b>	<b>Trade debt</b>		<b>738.00</b>
<b>Illinois Department of Revenue Bankruptcy Section Level 7-425 100 W. Randolph Street Chicago, IL 60602</b>	<b>Illinois Department of Revenue Bankruptcy Section Level 7-425 100 W. Randolph Street Chicago, IL 60602</b>	<b>ST-1 Sales and Use tax</b>		<b>129,000.00</b>
<b>Illinois Dept Employment Security Chicago Region - Revenue 527 S. Wells Street, Suite 100 Chicago, IL 60607</b>	<b>Illinois Dept Employment Security Chicago Region - Revenue 527 S. Wells Street, Suite 100 Chicago, IL 60607</b>	<b>Taxes</b>	<b>Disputed</b>	<b>3,255.00</b>
<b>Internal Revenue Service Mail Stop 5010 CHI 230 S. Dearborn Street Chicago, IL 60604</b>	<b>Internal Revenue Service Mail Stop 5010 CHI 230 S. Dearborn Street Chicago, IL 60604</b>	<b>941 taxes</b>		<b>136,848.00 (0.00 secured)</b>

B4 (Official Form 4) (12/07) - Cont.

In re Capones Hideaway Lodge Inc.

Case No. \_\_\_\_\_

Debtor(s)

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

(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>
<b>Marberry Cleaners 315 E. Main St. Saint Charles, IL 60174</b>	<b>Marberry Cleaners 315 E. Main St. Saint Charles, IL 60174</b>	<b>Trade Debt</b>		<b>1,222.00</b>
<b>Michael Masher 40W659 Wild Briar Ln. Elgin, IL 60124</b>	<b>Michael Masher 40W659 Wild Briar Ln. Elgin, IL 60124</b>	<b>Loans to business</b>		<b>21,252.00</b>
<b>Tri Mark mailin 6100 W. 73rd St. Suite 1 Chicago, IL 60638</b>	<b>Tri Mark mailin 6100 W. 73rd St. Suite 1 Chicago, IL 60638</b>	<b>Trade debt</b>	<b>Disputed</b>	<b>7,748.00</b>
<b>US Food Service 800 Supreme Dr. Bensenville, IL 60106</b>	<b>US Food Service 800 Supreme Dr. Bensenville, IL 60106</b>	<b>Trade debt</b>	<b>Disputed</b>	<b>101,339.00</b>
<b>Valley Community Bank 620 E. Main St. Saint Charles, IL 60174</b>	<b>Valley Community Bank 620 E. Main St. Saint Charles, IL 60174</b>	<b>Equipment, Inventory, credit card receipts, deposits</b>		<b>200,339.43</b> <b>(80,000.00 secured)</b>
<b>William and Claudia Brooks 35W333 Riverside Dr. Saint Charles, IL 60174</b>	<b>William and Claudia Brooks 35W333 Riverside Dr. Saint Charles, IL 60174</b>	<b>Loans to business</b>		<b>148,812.00</b>

**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 February 17, 2009

Signature /s/ Claudia Brooks  
**Claudia Brooks**  
**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.

B6D (Official Form 6D) (12/07)

In re Capones Hideaway Lodge Inc., Debtor Case No. \_\_\_\_\_

### 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. <b>36-3513385</b>									
<b>Internal Revenue Service Mail Stop 5010 CHI 230 S. Dearborn Street Chicago, IL 60604</b>	-								
		Value \$							
							<b>136,848.00</b>	<b>136,848.00</b>	
Account No. <b>14091</b>									
<b>Valley Community Bank 620 E. Main St. Saint Charles, IL 60174</b>	-								
		Value \$							
							<b>200,339.43</b>	<b>120,339.43</b>	
Account No.									
		Value \$							
Account No.									
		Value \$							
Subtotal (Total of this page)								<b>337,187.43</b>	<b>257,187.43</b>
Total (Report on Summary of Schedules)								<b>337,187.43</b>	<b>257,187.43</b>

0 continuation sheets attached

In re Capones Hideaway Lodge Inc. 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 \$10,950\* 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 \$5,400\* 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 \$2,425\* 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).

\* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (12/07) - Cont.

In re Capones Hideaway Lodge Inc. Case No. \_\_\_\_\_  
 Debtor

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

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

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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. <b>1959-7452</b>								
<b>Illinois Department of Revenue Bankruptcy Section Level 7-425 100 W. Randolph Street Chicago, IL 60602</b>	-		<b>April, 2008 to December, 2008</b>					
			<b>ST-1 Sales and Use tax</b>					<b>0.00</b>
							<b>129,000.00</b>	<b>129,000.00</b>
Account No.			<b>2008</b>					
<b>Illinois Dept Employment Security Chicago Region - Revenue 527 S. Wells Street, Suite 100 Chicago, IL 60607</b>	-		<b>Taxes</b>			<b>X</b>		<b>0.00</b>
							<b>3,255.00</b>	<b>3,255.00</b>
Account No.								
Account No.								
Account No.								
Subtotal								<b>0.00</b>
(Total of this page)							<b>132,255.00</b>	<b>132,255.00</b>
Total								<b>0.00</b>
(Report on Summary of Schedules)							<b>132,255.00</b>	<b>132,255.00</b>

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



B6F (Official Form 6F) (12/07)

In re Capones Hideaway Lodge Inc., Case No. \_\_\_\_\_  
Debtor

**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.  <b>Advance Me Inc.</b> <b>2015 Vaughn Rd.</b> <b>Bldg. 500</b> <b>Kennesaw, GA 30144</b>	-					X	X	<b>68,903.00</b>
Account No.  <b>Al Capone Distributing</b> <b>35W333 Riverside Dr.</b> <b>Saint Charles, IL 60174</b>	-							<b>4,409.00</b>
Account No. <b>37349278086100</b>  <b>American Express</b> <b>70400 AXP Financial Center</b> <b>Minneapolis, MN 55474</b>	-						X	<b>10,800.00</b>
Account No. <b>3715-529742-92006</b>  <b>American Express</b> <b>70400 AXP Financial Center</b> <b>Minneapolis, MN 55474</b>	-						X	<b>4,300.00</b>
Subtotal (Total of this page)								<b>88,412.00</b>

2 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Capones Hideaway Lodge Inc. 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.  <b>General Refrigeration</b> <b>651 Martin Dr.</b> <b>South Elgin, IL 60177</b>		-	<b>2008</b> <b>Trade debt</b>			<b>X</b>	<b>3,592.00</b>	
Account No.  <b>Gift Box Corp.</b> <b>305 Veterans Blvd.</b> <b>Carlstadt, NJ 07072</b>		-	<b>2008</b> <b>Trade debt</b>				<b>363.00</b>	
Account No.  <b>Groot Industries</b> <b>1995 Powis Rd.</b> <b>West Chicago, IL 60185</b>		-	<b>2008</b> <b>Trade debt</b>				<b>738.00</b>	
Account No.  <b>Marberry Cleaners</b> <b>315 E. Main St.</b> <b>Saint Charles, IL 60174</b>		-	<b>2008</b> <b>Trade Debt</b>				<b>1,222.00</b>	
Account No.  <b>Michael Masher</b> <b>40W659 Wild Briar Ln.</b> <b>Elgin, IL 60124</b>		-	<b>2008</b> <b>Loans to business</b>				<b>21,252.00</b>	
Sheet no. <u>1</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>27,167.00</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Capones Hideaway Lodge Inc. 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 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.  <b>Tri Mark mailin</b> <b>6100 W. 73rd St.</b> <b>Suite 1</b> <b>Chicago, IL 60638</b>	-	<b>2008</b> <b>Trade debt</b>			<b>X</b>	<b>7,748.00</b>
Account No.  <b>US Food Service</b> <b>800 Supreme Dr.</b> <b>Bensenville, IL 60106</b>	-	<b>2008</b> <b>Trade debt</b>			<b>X</b>	<b>101,339.00</b>
Account No.  <b>William and Claudia Brooks</b> <b>35W333 Riverside Dr.</b> <b>Saint Charles, IL 60174</b>	-	<b>2008</b> <b>Loans to business</b>				<b>148,812.00</b>
Account No.						
Account No.						

Sheet no. <u>2</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims	Subtotal (Total of this page)	<b>257,899.00</b>
	Total (Report on Summary of Schedules)	<b>373,478.00</b>

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

In re Capones Hideaway Lodge Inc.

Debtor(s)

Case No.

Chapter 11

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$	<u>10,000.00</u>
Prior to the filing of this statement I have received.....	\$	<u>10,000.00</u>
Balance Due.....	\$	<u>0.00</u>

2. \$ 0.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:

Debtor  Other (specify):

4. The source of compensation to be paid to me is:

Debtor  Other (specify):

5.  I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:  
a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;  
b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;  
c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;  
d. [Other provisions as needed]

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: February 17, 2009

/s/ Michael J. Davis  
**Michael J. Davis 6197896**  
**Springer, Brown, Covey, Gaertner & Davis, L.L.C.**  
**400 S. County Farm Road**  
**Suite 330**  
**Wheaton, IL 60187**  
**630-510-0000 Fax: 630-510-0004**

Advance Me Inc.  
2015 Vaughn Rd.  
Bldg. 500  
Kennesaw, GA 30144

Al Capone Distributing  
35W333 Riverside Dr.  
Saint Charles, IL 60174

American Express  
70400 AXP Financial Center  
Minneapolis, MN 55474

General Refrigeration  
651 Martin Dr.  
South Elgin, IL 60177

Gift Box Corp.  
305 Veterans Blvd.  
Carlstadt, NJ 07072

Groot Industries  
1995 Powis Rd.  
West Chicago, IL 60185

Illinois Department of Revenue  
Bankruptcy Section Level 7-425  
100 W. Randolph Street  
Chicago, IL 60602

Illinois Department of Revenue  
100 W. Randolph, St. 7-499  
Chicago, IL 60601

Illinois Dept Employment Security  
Chicago Region - Revenue  
527 S. Wells Street, Suite 100  
Chicago, IL 60607

Internal Revenue Service  
Mail Stop 5010 CHI  
230 S. Dearborn Street  
Chicago, IL 60604

Marberry Cleaners  
315 E. Main St.  
Saint Charles, IL 60174

Michael Masher  
40W659 Wild Briar Ln.  
Elgin, IL 60124

Tri Mark mailin  
6100 W. 73rd St.  
Suite 1  
Chicago, IL 60638

US Food Service  
800 Supreme Dr.  
Bensenville, IL 60106

Valley Community Bank  
620 E. Main St.  
Saint Charles, IL 60174

William and Claudia Brooks  
35W333 Riverside Dr.  
Saint Charles, IL 60174