

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF ILLINOIS

Case number (if known)

Chapter you are filing under:

Chapter 7

Chapter 11

Chapter 12

Chapter 13

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Agri-Fine, Inc.

2. All other names debtor used in the last 8 years DBA Agri-Fine Corporation DBA Agri-Fine Corp

3. Debtor's federal Employer Identification Number (EIN) 36-3335514

4. Debtor's address Principal place of business Mailing address, if different from principal place of business 2701 E. 100th St. Chicago, IL 60617 PO Box 17569 Chicago, IL 60617

5. Debtor's website (URL) www.agri-fine.com

6. Type of debtor Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) Partnership Other. Specify:

7. Describe debtor's business A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
Railroad (as defined in 11 U.S.C. § 101(44))
Stockbroker (as defined in 11 U.S.C. § 101(53AB))
Commodity Broker (as defined in 11 U.S.C. § 101(6))
Clearing Bank (as defined in 11 U.S.C. § 781(3))
None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
Investment advisor (as defined in 15 U.S.C. §80a-3)

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.naics.com/search/.

3111

8. Under which chapter of the Bankruptcy Code is the Debtor filing? Check one:

- Chapter 7
Chapter 9

Chapter 11. Check all that apply.

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years after that).
The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operation, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
A plan is being filed with this petition.
Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? No. Yes.

If more than 2 cases, attach a separate list.

District When Case number
District When Case number

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? No. Yes.

List all cases. If more than 1, attach a separate list

Debtor Relationship to you
District When Case number, if known

11. Why is the case filed in this district? *Check all that apply:*

Debtor has had its domicile, 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.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?  No  Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** *(Check all that apply.)*

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

**The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety.**

**In an abundance of caution, however, the following, pending lawsuits allege air quality issues relating to the Debtor's operations at 2701 East 100th St., Chicago, Cook County, Illinois: (1) People of the State of Illinois, ex rel. Lisa Madigan, Attorney General of the State of Illinois v. Agri-Fine, Inc., case 2014 CH 18557, Cook County, Illinois, and (2) Claude Hurt, et al, case 2015 CH 08872, Cook County, Illinois.**

What is the hazard? **The Debtor disputes the allegations in the lawsuits.**

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

**Where is the property?** 2701 E 100th St  
Chicago  
Number, Street, City, State & ZIP Code

**Is the property insured?**

No

Yes. Insurance agency Rosenthal Brothers  
Contact name Mike Minsky  
Phone 847-940-4300

**Statistical and administrative information**

13. Debtor's estimation of available funds. *Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 50,001-100,000
<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

15. Estimated Assets

<input type="checkbox"/> \$0 - \$50,000	<input checked="" type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

16. Estimated liabilities

<input type="checkbox"/> \$0 - \$50,000	<input type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input checked="" type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

**Request for Relief, Declaration, and Signature**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

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

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 2, 2015  
MM / DD / YYYY

**X /s/ Eriksen Hoelzeman**  
Signature of authorized representative of debtor  
  
Title Secretary

**Eriksen Hoelzeman**  
Printed name

**18. Signature of attorney**

**X /s/ Jonathan P. Friedland**  
Signature of attorney for debtor

Date December 2, 2015  
MM / DD / YYYY

**Jonathan P. Friedland**  
Printed name

**Sugar Felsenthal Grais & Hammer LLP**  
Firm name

**30 N. LaSalle St.  
Suite 3000  
Chicago, IL 60602**  
Number, Street, City, State & ZIP Code

Contact phone (312) 704-9400 Email address jfriedland@sugarfgh.com

**6257902**  
Bar number and State

**Request for Relief, Declaration, and Signature**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

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I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/2/15  
MM / DD / YYYY

x *Eriksen Hoelzeman*  
Signature of authorized representative of debtor

Eriksen Hoelzeman  
Printed name

Title Secretary

**18. Signature of attorney**

X \_\_\_\_\_  
Signature of attorney for debtor

Date \_\_\_\_\_  
MM / DD / YYYY

Jonathan P. Friedland  
Printed name

Sugar Felsenthal Grais & Hammer LLP  
Firm name

30 N. LaSalle St.  
Suite 3000  
Chicago, IL 60602  
Number, Street, City, State & ZIP Code

Contact phone (312) 704-9400 Email address jfriedland@sugarfgh.com

6257902  
Bar number and State

**UNANIMOUS WRITTEN CONSENT OF  
THE SHAREHOLDERS AND BOARD OF DIRECTORS OF  
AGRI-FINE, INC.**

November 30, 2015

The undersigned, being all of the shareholders and all of the members of the Board of Directors of Agri-Fine, Inc., an Illinois corporation (the "*Corporation*"), hereby adopt, and consent to the adoption of, the following resolutions:

**WHEREAS**, the Board of Directors of the Corporation has considered the Corporation's assets, liabilities, revenues, expenses, gains, losses, and cash flows; and

**WHEREAS**, the Board of Directors of the Corporation has had the opportunity to consult with the management of the Corporation and its legal, financial and other advisors and fully consider each of the strategic alternatives available to the Corporation.

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Corporation, its creditors, shareholders, and other parties in interest, that the appropriate officers of the Corporation (collectively, the "*Officers*"), take any and all actions necessary to cause the Corporation to file for protection under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Action*");

**RESOLVED FURTHER**, that the Officers of the Corporation, or any one of them, in connection with the Bankruptcy Action, are authorized to execute and file (or direct others to do so on their behalf as provided herein) on behalf of the Corporation all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers or documents, and to take any and all action that they deem necessary or proper to obtain the relief described herein;

**RESOLVED FURTHER**, that the Officers of the Corporation may employ and retain all assistance by legal counsel, including Sugar Felsenthal Grais & Hammer LLP, accountants or other professionals and may take any and all action which they deem necessary and proper in connection with the Bankruptcy Action;

**RESOLVED FURTHER**, that each of the Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, amendments and restatements, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of loan documents, including forbearance agreements with respect to defaults under loan documents, in connection with the Bankruptcy Action which shall in their sole judgment be necessary, proper or advisable;

**RESOLVED FURTHER**, that the appropriate officers of the Corporation, or any one or more of them, hereby are authorized, empowered and directed to take all steps and authorize to be done all acts and things as may be necessary, advisable, convenient or proper for the purpose of carrying out the intent and purpose of the foregoing resolutions and the Bankruptcy Action and all such prior actions taken by such officers are hereby confirmed, ratified and approved;

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent of all of the shareholders and all of the members of the Board of Directors of Agri-Fine, Inc., as of the date first written above.

DIRECTORS/SHAREHOLDERS:



Michael D. Hoelzeman  
Director/Shareholder



Eriksen Hoelzeman  
Director/Shareholder

Fill in this information to identify the case:

Debtor name Agri-Fine, Inc.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF ILLINOIS

Case number (if known) \_\_\_\_\_

Check if this is an amended filing

**Official Form 202**  
**Declaration Under Penalty of Perjury for Non-Individual Debtors** 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/2/15 x Erik Hoelzeman  
Signature of individual signing on behalf of debtor

Eriksen Hoelzeman  
Printed name

Secretary  
Position or relationship to debtor



In re Agri-Fine, Inc.

Debtor(s)

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

**LIST OF CREDITORS WHO HAVE THE 20 LARGEST UNSECURED CLAIMS  
AND ARE NOT INSIDERS**

The following List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders does not include (a) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (b) secured creditors. The information contained herein shall neither constitute an admission of liability by, nor bind, the Debtors. The information herein, including the failure of the Debtor to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the Debtor's right to contest the validity, priority, or amount of any claim.

**Fill in this information to identify the case:**

Debtor name Agri-Fine, Inc.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF ILLINOIS

Case number (if known): \_\_\_\_\_

Check if this is an amended filing

**Official Form 204**  
**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders** 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
AG Processing Inc 12700 W Dodge Rd Omaha, NE 68154	402-496-7809	Trade debt				\$130,942.07
American Railcar Leasing LLC 100 Clark St St Charles, MO 63301	636-940-5000	Lease obligation				\$122,400.00
Anthony P&L Inc 31835 C38 Le Mars, IA 51031	712-546-1200	Trade debt				\$100,680.57
Archer Daniels Midland Company 77 W Wacker Dr, Ste 4600 Chicago, IL 60601	312-634-8100	Trade debt				\$567,803.32
Bunge North America 500 Water St Jacksonville, FL 32202	314-292-2000	Trade debt				\$510,509.99
CSX 500 Water St Jacksonville, FL 32202	877-835-5279	Trade debt				\$135,898.20
GLNX Corporation 2201 Timberloch Pl, Ste 125 The Woodlands, TX 77380	281-363-0185	Lease obligation	Disputed			\$1,382,472.30
HERO BX 1540 E Lake Rd Erie, PA 16511	(814) 528-9200	Trade debt				\$282,116.78
Incobrasa Industries Ltd PO Box 98 Gilman, IL 60938	815-265-4803	Trade debt				\$82,201.94

Debtor Agri-Fine, Inc.  
Name

Case number (if known) \_\_\_\_\_

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Indiana Railroad Company 8888 Keystone Crossing, Ste 1600 Indianapolis, IN 46240	888-596-2121	Trade debt				\$92,182.40
Louis Dreyfus Commodities Yorkton T 525 - 11th Ave SW, Ste 500 Calgary, AB T2R 0C9 CANADA	877-782-8882	Trade debt				\$450,044.47
Metropolitan Water Reclamation Dist 100 E Erie St Chicago, IL 60611	312-751-5600	Government	Disputed			\$424,644.22
PVS Chemical Solutions Inc 10900 Harper Ave Detroit, MI 48213	313-921-1200	Trade debt				\$152,965.40
Richardson Oilseed Limited 2800 One Lombard Pl Winnipeg, MB R3B0X8 CANADA	866-217-6211	Trade debt				\$283,800.08
Rowell Chemical Corporation 15 Salt Creek Ln, Ste 205 Hinsdale, IL 60521	630-920-8833	Trade debt				\$149,288.88
Seeler Industries, Inc. One Genstar Drive Joliet, IL 60435	815-740-2640	Trade debt				\$154,636.82
South Dakota Soybean Processors 100 Caspian Ave PO Box 500 Volga, SD 57071	605-627-9240	Trade debt				\$111,266.75
Superior Feed Ingredients LLC 9358 Oak Ave Waconia, MN 55387	952-442-2380	Trade debt				\$209,381.48

Debtor Agri-Fine, Inc.  
Name

Case number (if known) \_\_\_\_\_

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Trinity Leasing Customer Payment Ac 2525 Stemmons Fwy Dallas, TX 75207	214-631-4420	Lease obligation				\$417,537.05
Westway Terminal Company LLC 365 Canal St, Ste 2900 New Orleans, LA 70130	504-525-9741	Lease obligation				\$632,286.39

United States Bankruptcy Court  
Northern District of Illinois

In re Agri-Fine, Inc.

Debtor(s)

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
Eriksen Hoelzeman 2701 E 100th St Chicago, IL 60617	Common	49	Shares
Michael D. Hoelzeman 2701 E 100th St Chicago, IL 60617	Common	51	Shares

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

I, the **Secretary** 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 12/2/15

Signature   
Eriksen Hoelzeman

*Penalty for making a false statement of 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  
Northern District of Illinois**

In re Agri-Fine, Inc.

Debtor(s)

Case No.  
Chapter

11

**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 Agri-Fine, Inc. 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*]

December 2, 2015  
Date

/s/ Jonathan P. Friedland  
**Jonathan P. Friedland**  
Signature of Attorney or Litigant  
Counsel for **Agri-Fine, Inc.**  
**Sugar Felsenthal Grais & Hammer LLP**  
**30 N. LaSalle St.**  
**Suite 3000**  
**Chicago, IL 60602**  
**(312) 704-9400 Fax:(312) 372-7951**  
**jfriedland@sugarfgh.com**