

B1 (Official Form 1) (4/10)

United States Bankruptcy Court Southern District of Illinois		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Pro Brands, L.L.C.		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): dba Vetgate Global		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): EIN: 86-1063708		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) 12136 Highland Road Highland, IL		Street Address of Joint Debtor (No. and Street, City, and State)
ZIPCODE 62249		ZIPCODE
County of Residence or of the Principal Place of Business: Madison		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):
ZIPCODE		ZIPCODE
Location of Principal Assets of Business Debtor (if different from street address above):		ZIPCODE
<p>Type of Debtor (Form of Organization) (Check one box)</p> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____	<p>Nature of Business (Check one box)</p> <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <p style="text-align: center;">Veterinary services</p> <p>Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<p>Filing Fee (Check one box)</p> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<p>Check one box: Chapter 11 Debtors</p> <input checked="" type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D) <input type="checkbox"/> Debtor is not a small business as defined in 11 U.S.C. § 101(51D) <p>Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). ----- Check all applicable boxes</p> <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, in accordance with 11 U.S.C. § 1126(b).
<p>Statistical/Administrative Information</p> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		<p>THIS SPACE IS FOR COURT USE ONLY</p>
<p>Estimated Number of Creditors</p> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1000-5000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
<p>Estimated Assets</p> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" 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		
<p>Estimated Liabilities</p> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" 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		

Bankruptcy2010 © 1991-2010, New Hope Software, Inc., ver. 4.3.4-749 - 32531 - Adobe PDF

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

Name of Debtor(s):
Pro Brands, L.L.C.

Signatures

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

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

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

X _____
 Signature of Debtor

X _____
 Signature of Joint Debtor

 Telephone Number (If not represented by attorney)

 Date

Signature of a Foreign Representative

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

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by § 1515 of title 11 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/ R. Gregory Lathram
 Signature of Attorney for Debtor(s)

R. GREGORY LATHRAM
 Printed Name of Attorney for Debtor(s)

Lathram & Herbert, LLP
 Firm Name

203 West Main Street
 Address

Collinsville, IL 62234

618.345.4600 glathram@bankruptcylawyers-metroeast.com
 Telephone Number e-mail

05/17/10
 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/ Jay R. Brown, DVM, MS
 Signature of Authorized Individual

JAY R. BROWN, DVM, MS
 Printed Name of Authorized Individual

Manager
 Title of Authorized Individual

05/17/10
 Date

Signature of Non-Attorney 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 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

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

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

 Address

X _____

 Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

**UNITED STATES BANKRUPTCY COURT
Southern District of Illinois**

In re Pro Brands, L.L.C.,
Debtor

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 and 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>
Gene Reilly 3209 Collier Gate Court Smyrna, GA 30080		Personal loan	Contingent Unliquidated Disputed	1.00
Joel P. Anderson Living Trust c/o Joel P. & Chloe A. Anderson 5303 Highway C Paymyra, MO 63461		Personal loan	Contingent Unliquidated Disputed	1.00
Judith Dalton 943 Forder Hills Drive St. Louis, MO 63129		Personal loan	Contingent Unliquidated Disputed	1.00

Bankruptcy2010 ©1991-2010, New Hope Software, Inc., ver. 4.5.4-749 - 32531 - Adobe PDF

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
Mike McCartney 3041 Country Road 2210 Huntsville, MO 65259		Personal loan	Contingent Unliquidated Disputed	1.00
Osbernvile Grain Co., Inc. 1916 1st Street Blue Mound, IL 62513		Personal loan	Contingent Unliquidated Disputed	1.00
Ranjan Sinha 19 Crescent Road Madison, NJ 07940		Personal loan	Contingent Unliquidated Disputed	1.00
Stephen L. & Terri L. Holt 12047 Travis Lane Highland, IL 62249		Personal loan	Contingent Unliquidated Disputed	1.00
Van Korell Sr. c/o AmFirst Bank PO Box 1447 McCook, NE 69001		Personal loan	Contingent Unliquidated Disputed	1.00
Pitney Bowes, Inc. 1 Elmcroft Road Stamford, CT 06926-0700		Trade debt	Contingent Unliquidated Disputed	255.17
University of Florida Research Foundation, Inc. PO Box 115500 Gainesville, FL 32611-5500		Trade debt	Contingent Unliquidated Disputed	807.25
North American Compendiums, Inc. 942 Military Street Port Huron, MI 48060		Trade debt	Contingent Unliquidated Disputed	1,500.00

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
BKD 1248 O Street, Ste. 1040 Lincoln, NE 68508		Trade debt	Contingent Unliquidated Disputed	1,769.00
Associated Bank Visa 6550 North Illinois Street Fairview Heights, IL 62208		Trade debt	Contingent Unliquidated Disputed	3,855.00
American Animal Hospital Association 17575 West Bayaud Avenue Lakewood, CO 80228		Trade debt	Contingent Unliquidated Disputed	5,005.00
Capes, Sokol, Goodman, PC Pierre Laclede Center 7701 Forsyth Boulevard, 7th Floor St. Louis, MO 63105		Legal services debt	Contingent Unliquidated Disputed	5,925.00
Correspond In A Click 6700 State Route 41 E Troy, OH 45373		Trade debt	Contingent Unliquidated Disputed	9,046.00
Portero.com Trading c/o Mike Froger 50 Wakeline Road Beachlands, Manukau 2018		Trade debt	Contingent Unliquidated Disputed	13,824.00
Jay R. Brown, DVM, MS 12136 Highland Road Highland, IL 62249		Personal loan	Contingent Unliquidated Disputed	23,771.03

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
--	---	---	--	---

Ozment & Rein, LLC
400 Colony Square,
Suite 200
1201 Peachtree
Street, NE
Atlanta, GA 30361

Legal services debt

Contingent Unliquidated Disputed

29,318.00

Associated Bank
6550 North Illinois
Street
Fairview Heights, IL
62208

Bank loan

1,109,966.00
Collateral FMV
552,005.34

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, [the president or other officer or an authorized agent of the corporation] named as debtor in this case, declare under penalty of perjury that I have read the foregoing LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS and that it is true and correct to the best of my information and belief.

Date 05/17/10

Signature /s/ Jay R. Brown, DVM, MS
JAY R. BROWN, DVM, MS,
Manager

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
Southern District of Illinois

In re Pro Brands, L.L.C.
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

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

AMOUNTS SCHEDULED

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 0.00		
B - Personal Property	YES	4	\$ 1,652,005.34		
C - Property Claimed as exempt	YES	1			
D - Creditors Holding Secured Claims	YES	1		\$ 1,109,967.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	6		\$ 95,090.45	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$ 0.00
J - Current Expenditures of Individual Debtors(s)	NO	0			\$ 0.00
TOTAL		17	\$ 1,652,005.34	\$ 1,205,057.45	

United States Bankruptcy Court

Southern District of Illinois

In re Pro Brands, L.L.C.
Debtor

Case No. _____

Chapter 11

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

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

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

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

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

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

State the Following:

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

State the Following:

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

In re Pro Brands, L.L.C.
Debtor

Case No. _____
(If known)

SCHEDULE A - REAL PROPERTY

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

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

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
None				

Total **0.00**

(Report also on Summary of Schedules.)

In re Pro Brands, L.L.C.

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
14. Interests in partnerships or joint ventures. Itemize. 15. Government and corporate bonds and other negotiable and non-negotiable instruments. 16. Accounts receivable.	X X	Accounts receivable In debtor's possession		13,152.34
17. Alimony, maintenance, support, and property settlement to which the debtor is or may be entitled. Give particulars. 18. Other liquidated debts owing debtor including tax refunds. Give particulars. 19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property. 20. Contingent and noncontingent interests in estate or a decedent, death benefit plan, life insurance policy, or trust.	X X X			Lawsuit for misappropriation of trade secrets, tortious interference with contractual relations, violation of Georgia Computer Security Prevention Act, conversion of property, breach of contract, and attorney's fees In debtor's possession
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights of setoff claims. Give estimated value of each.	X	Lender liability lawsuit for failure to release UCC-1 and tortious interference with contractual relations In debtor's possession		
		Lawsuit for tortious interference with contractual relations and conversion of Pro Brands, LLC domain name In debtor's possession		250,000.00

In re Pro Brands, L.L.C.

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
22. Patents, copyrights, and other intellectual property. Give particulars.		<p>Vetgate III source code, Pet Card Online source code, Vetgate Patient Portal source code In debtor's possession</p> <p>200,000.00</p> <p>Vetgate registered trademark, Vetgate USA registered trademark, Vetgate Global registered trademark, Weladol registered trademark In debtor's possession</p> <p>3,200.00</p> <p>Proactive Patient Portal trademark, My Pet's Health Card trademark, Pet Card Online trademark, More Than Just a Pet ID Card trademark, Because Pet Parents Like to Brag Too trademark, Weladol Pro trademark In debtor's possession</p> <p>1,200.00</p> <p>Misc. domain names In debtor's possession</p> <p>530.00</p>		
23. Licenses, franchises, and other general intangibles. Give particulars.	X	<p>DVM mailing list database, DVM e-mail list database In debtor's possession</p> <p>3,000.00</p> <p>Active customer list In debtor's possession</p> <p>315,000.00</p>		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. §101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.				
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.				

Bankruptcy2010 © 1991-2010, New Hope Software, Inc., ver. 4.5.4-749 - 32531 - Adobe PDF

In re Pro Brands, L.L.C.

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
		<p>3 Dell laptop computers, Dell computer monitor, Dell desktop computer, portable 80gb hard drive, combination printer/scanner/fax machine, 2 HP printers, telephone, cell phone, misc. office equipment, misc. office supplies In debtor's possession</p>		1,580.00
<p>29. Machinery, fixtures, equipment, and supplies used in business.</p>	X	<p>2 desks & credenzas, large office chair, small office chair, small conference table with 4 chairs, 4 drawer filing cabinet, 5 drawer filing cabinet In debtor's possession</p>		345.00
<p>30. Inventory.</p>		<p>1,992 bottles (8 oz.) of Weladol In debtor's possession</p>		4,780.00
<p>31. Animals.</p>	X			
<p>32. Crops - growing or harvested. Give particulars.</p>	X			
<p>33. Farming equipment and implements.</p>	X			
<p>34. Farm supplies, chemicals, and feed.</p>	X			
<p>35. Other personal property of any kind not already listed. Itemize.</p>	X			
<p>0 continuation sheets attached Total</p>				<p>\$ 1,652,005.34</p>

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

In re Pro Brands, L.L.C.

Case No. _____

Debtor

(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
 (Check one box)

- 11 U.S.C. § 522(b)(2)
- 11 U.S.C. § 522(b)(3)

Check if debtor claims a homestead exemption that exceeds \$146,450*.

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
<p>Not Applicable.</p>			

Bankruptcy2010 © 1991-2010, New Hope Software, Inc., ver. 4.5.4-749 - 32531 - Adobe PDF

*Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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

In re Pro Brands, L.L.C.,

Case No. _____

Debtor

(If known)

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, 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 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 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 Without Deducting Value of Collateral" 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, if Any" 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, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. Associated Bank 6550 North Illinois Street Fairview Heights, IL 62208		Incurred: 02/11/05 Lien: Non-PMSI Security: Equipment, fixtures, inventory, accounts, instruments, chattel paper & general intangibles VALUE \$ 552,005.34				1,109,966.00	557,960.66
ACCOUNT NO. Centrue Bank 8 Executive Drive, Ste. 215 Fairview Heights, IL 62208		Incurred: 11/21/03 Lien: Non-PMSI Security: Equipment, fixtures, inventory, accounts, instruments, chattel paper & general intangibles VALUE \$ 552,005.34	X	X	X	1.00	0.00
ACCOUNT NO. 4SPR Small Business Association Springfield Branch Office 33330 Ginger Creek Drive, Ste. B East Springfield, IL 62711		Incurred: 01/19/05 Lien: Non-PMSI Security: Commercial guarantee on Associated Bank promissory note VALUE \$ 552,005.34	X	X		Notice Only	Notice Only

0 continuation sheets attached

Subtotal >	\$ 1,109,967.00	\$ 557,960.66
(Total of this page)		
Total >	\$ 1,109,967.00	\$ 557,960.66
(Use only on last page)		

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B6E (Official Form 6E) (04/10)In re Pro Brands, L.L.C.
DebtorCase No. _____
(if known)**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 husband, wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

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

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

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

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

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

Domestic Support Obligations

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

Extensions of credit in an involuntary case

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

Wages, salaries, and commissions

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

Contributions to employee benefit plans

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

*Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (04/10) - Cont.

In re Pro Brands, L.L.C.
Debtor

Case No. _____
(if known)

Certain farmers and fishermen

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

Deposits by individuals

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

Taxes and Certain Other Debts Owed to Governmental Units

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

Commitments to Maintain the Capital of an Insured Depository Institution

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

Claims for Death or Personal Injury While Debtor Was Intoxicated

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

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

0 continuation sheets attached

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

In re Pro Brands, L.L.C.,
Debtor

Case No. _____
(If known)

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 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 <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. American Animal Hospital Association 17575 West Bayaud Avenue Lakewood, CO 80228		Incurred: 06/01/08 Consideration: Personal loan	X	X	X	5,005.00
ACCOUNT NO. AmFirst Financial Services, Inc. PO Box 1447 McCook, NE 69001		Incurred: 04/21/03 Consideration: Personal loan	X	X	X	1.00
ACCOUNT NO. 0063 Associated Bank Visa 6550 North Illinois Street Fairview Heights, IL 62208		Incurred: 06/01/04 Consideration: Credit card debt	X	X	X	3,855.00
ACCOUNT NO. BKD 1248 O Street, Ste. 1040 Lincoln, NE 68508		Incurred: 06/01/08 Consideration: Accounting services	X	X	X	1,769.00
<p>5 continuation sheets attached</p>						<p>Subtotal \$ 10,630.00</p> <p>Total \$</p>

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

Bankruptcy2010 © 1991-2010, New Hope Software, Inc., ver. 4.5.4-749 - 32531 - Adobe PDF

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

In re Pro Brands, L.L.C.,
Debtor

Case No. _____
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Capes, Sokol, Goodman, PC Pierre Laclède Center 7701 Forsyth Boulevard, 7th Floor St. Louis, MO 63105		Incurred: 10/01/09 Consideration: Legal services	X	X	X	5,925.00
ACCOUNT NO. Correspond In A Click 6700 State Route 41 E Troy, OH 45373		Incurred: 06/01/05 Consideration: Web programming services	X	X	X	9,046.00
ACCOUNT NO. Dr. Art Griswald 26487 Highway Spur 15 Paris, MO 65275		Incurred: 04/21/03 Consideration: Personal loan	X	X	X	1.00
ACCOUNT NO. Dr. Jack Coleman 80 Highway 24 & 36 East Monroe City, MO 63456		Incurred: 04/21/03 Consideration: Personal loan	X	X	X	1.00
ACCOUNT NO. Dr. Jerry R. Couchman 23264 Highway 5 Centerville, IA 52544		Incurred: 04/21/03 Consideration: Personal loan	X	X	X	1.00

Sheet no. 1 of 5 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ **14,974.00**

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

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

In re Pro Brands, L.L.C.,
Debtor

Case No. _____
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Dr. Robert & Suzanne Carson 19 Lakeview Drive Monroe City, MO 63456		Incurred: 04/21/03 Consideration: Personal loan	X	X	X	1.00
ACCOUNT NO. Gary L. Siverts 6211 South Riverbend Road Springfield, MO 65810		Incurred: 04/21/03 Consideration: Personal loan	X	X	X	1.00
ACCOUNT NO. Gene Reilly 3209 Collier Gate Court Smyrna, GA 30080		Incurred: 04/21/03 Consideration: Personal loan	X	X	X	1.00
ACCOUNT NO. Jay R. Brown, DVM, MS 12136 Highland Road Highland, IL 62249		Incurred: 06/06/08 Consideration: Personal loan	X	X	X	23,771.03
ACCOUNT NO. Joel P. Anderson Living Trust c/o Joel P. & Chloe A. Anderson 5303 Highway C Paymyra, MO 63461		Incurred: 04/21/03 Consideration: Personal loan	X	X	X	1.00

Sheet no. 2 of 5 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ **23,775.03**

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

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

In re Pro Brands, L.L.C.,
Debtor

Case No. _____
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Judith Dalton 943 Forder Hills Drive St. Louis, MO 63129		Incurred: 04/21/03 Consideration: Personal loan	X	X	X	1.00
ACCOUNT NO. Mike McCartney 3041 Country Road 2210 Huntsville, MO 65259		Incurred: 04/21/03 Consideration: Personal loan	X	X	X	1.00
ACCOUNT NO. North American Compendiums, Inc. 942 Military Street Port Huron, MI 48060		Incurred: 06/01/05 Consideration: Marketing services	X	X	X	1,500.00
ACCOUNT NO. Osbernvillle Grain Co., Inc. 1916 1st Street Blue Mound, IL 62513		Incurred: 04/21/03 Consideration: Personal loan	X	X	X	1.00
ACCOUNT NO. Ozment & Rein, LLC 400 Colony Square, Suite 200 1201 Peachtree Street, NE Atlanta, GA 30361		Incurred: 11/01/09 Consideration: Legal services	X	X	X	29,318.00

Sheet no. 3 of 5 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal	\$	30,821.00
Total	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

Bankruptcy2010 © 1991-2010, New Hope Software, Inc., ver. 4.5.4-749 - 32531 - Adobe PDF

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

In re Pro Brands, L.L.C.,
Debtor

Case No. _____
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. 1364 Pitney Bowes, Inc. 1 Elmcroft Road Stamford, CT 06926-0700		Incurred: 05/01/03 Consideration: Postage services	X	X	X	255.17
ACCOUNT NO. Portero.com Trading c/o Mike Froger 50 Wakeline Road Beachlands, Manukau 2018		Incurred: 06/02/08 Consideration: Royalty payments	X	X	X	13,824.00
ACCOUNT NO. Ranjan Sinha 19 Crescent Road Madison, NJ 07940		Incurred: 04/21/03 Consideration: Personal loan	X	X	X	1.00
ACCOUNT NO. Stephen L. & Terri L. Holt 12047 Travis Lane Highland, IL 62249		Incurred: 04/21/03 Consideration: Personal loan	X	X	X	1.00
ACCOUNT NO. 4839 University of Florida Research Foundation, Inc. PO Box 115500 Gainesville, FL 32611-5500		Incurred: 06/22/09 Consideration: License agreement	X	X	X	807.25

Sheet no. 4 of 5 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ **14,888.42**

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

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

In re Pro Brands, L.L.C.,
Debtor

Case No. _____
(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Van Korell Sr. c/o AmFirst Bank PO Box 1447 McCook, NE 69001		Incurred: 04/21/03 Consideration: Personal loan	X	X	X	1.00
ACCOUNT NO. VetScene, Inc. and Lee R. Bailey 94 East Crogan Street Lawrenceville, GA 30045		Incurred: 10/09/09 Consideration: Counterclaim in lawsuit	X	X	X	1.00
ACCOUNT NO. 						
ACCOUNT NO. 						
ACCOUNT NO. 						

Sheet no. 5 of 5 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal	\$	2.00
Total	\$	95,090.45

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

In re Pro Brands, L.L.C. Case No. _____
 Debtor (if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

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

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

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Veterinary Metrics 770 South Central Avenue, Suite 100 Atlanta, GA 30354	Debtor is a party to an executory contract for data extraction services that terminates with a 60-day notice
Portero.com Trading c/o Mike Froger 50 Wakeline Road Beachlands, Manukau 2018	Debtor is a party to an executory contract for royalties
Pitney Bowes, Inc. 1 Elmcroft Road Stamford, CT 06926-0700	Debtor is a party to a two year executory contract for postage service that expires on 06/31/11

In re Pro Brands, L.L.C. Case No. _____
 Debtor (if known)

SCHEDULE H - CODEBTORS

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

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<p>Jay R. Brown, DVM, MS 12136 Highland Road Highland, IL 62249</p>	<p>Associated Bank 6550 North Illinois Street Fairview Heights, IL 62208</p>
<p>Jay R. Brown, DVM, MS 12136 Highland Road Highland, IL 62249</p>	<p>Small Business Association Springfield Branch Office 33330 Ginger Creek Drive, Ste. B East Springfield, IL 62711</p>
<p>Beverly J. Brown 12136 Highland Road Highland, IL 62249</p>	<p>Associated Bank 6550 North Illinois Street Fairview Heights, IL 62208</p>
<p>Beverly J. Brown 12136 Highland Road Highland, IL 62249</p>	<p>Small Business Association Springfield Branch Office 33330 Ginger Creek Drive, Ste. B East Springfield, IL 62711</p>

Pro Brands, L.L.C.

In re _____ Debtor Case No. _____ (If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES
DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____ Signature: _____ Debtor:

Date _____ Signature: _____ (Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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 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 by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social Security No. (Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____ Signature of Bankruptcy Petition Preparer

_____ Date

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 signed 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.

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

I, the Manager [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the Pro Brands, L.L.C. [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 19 sheets (total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 05/17/10

Signature: /s/ Jay R. Brown, DVM, MS

JAY R. BROWN, DVM, MS

[Print or type name of individual signing on behalf of debtor.]

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

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.

Bankruptcy2010 © 1991-2010, New Hope Software, Inc., ver. 4.5.4-749 - 32531 - Adobe PDF

UNITED STATES BANKRUPTCY COURT
Southern District of Illinois

In Re Pro Brands, L.L.C.

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

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

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

DEFINITIONS

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

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

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

	AMOUNT	SOURCE
2010	86,316.90	Sales
2009	197,344.00	Sales
2008	211,737.00	Sales

2. Income other than from employment or operation of business

None

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

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

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

None

b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

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

KNT & Co., LLC 5400 Langley Avenue St. Louis, MO 63123	02/24/10, 04/22/10, 05/03/10	\$9,000.00	\$0.00
---	-------------------------------------	-------------------	---------------

None



c. *All debtors:* List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

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

None



a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Probrands, L.L.C., dba Vetgate Global v. VetScene, Inc., and Lee R. Bailey Case No. 09A-09368-7	Misappropriation of trade secrets, tortious interference with contractual relations, violation of Georgia Computer Security Prevention Act, conversion of property, breach of contract, attorney's fees	Gwinnet Superior Court 75 Langley Drive Lawrenceville, GA 30046	Pending
Associated Bank v. Pro Brands, L.L.C., et al. Case No. 09-CH-646	Breach of contract	Madison Circuit Court 155 North Main Street Edwardsville, IL 62025	Judgment

None



b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
--	--------------------	--------------------------------------

5. Repossessions, foreclosures and returns

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

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
--	---	-----------------------------------

6. Assignments and Receiverships

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

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	--------------------	-----------------------------------

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

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

7. Gifts

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

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

8. Losses

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

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES, AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	---	--------------

9. Payments related to debt counseling or bankruptcy

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
R. Gregory Lathram	10/05/09	\$3,500.00
Lathram & Herbert, LLP	04/29/10	\$3,500.00
203 West Main Street		
Collinsville, IL 62234		

10. Other transfers

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

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
--	------	--

None b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
-------------------------------	------------------------	---

11. Closed financial accounts

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

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Associated Bank 6550 North Illinois Street Fairview Heights, IL 62208	Checking Account No. xx5098 Closing Balance: \$0.00	08/28/09

12. Safe deposit boxes

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

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

13. Setoffs

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

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

14. Property held for another person

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

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	-----------------------------------	----------------------

15. Prior address of debtor

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

ADDRESS	NAME USED	DATES OF OCCUPANCY
119 South Main Street Columbia, IL 62236	Pro Brands, L.L.C.	04/28/03 - 07/15/08

16. Spouses and Former Spouses

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

NAME

17. Environmental Sites

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

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

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

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

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

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None



SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

None



NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

18. Nature, location and name of business

None



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

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

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

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
------	--	---------	--------------------	----------------------------

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

None



NAME	ADDRESS
------	---------

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

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

19. Books, record and financial statements

None a. List all bookkeepers and accountants who within the two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

**BKD LLP
Tier One Center
1221 North Street, Suite 600
Lincoln, NE 68508-2042**

04/04/09

None b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

Wellen Tax Service Inc.

**1402 Mercantile Drive
Highland, IL 62249-1263**

02/26/10

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

Jay R. Brown, DVM, MS

**12136 Highland Road
Highland, IL 62249**

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

NAME AND ADDRESS	DATE ISSUED
------------------	-------------

20. Inventories

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

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
03/23/10	Jay R. Brown, DVM, MS	\$4,582.00
05/06/10		

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

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
03/23/10	Jay R. Brown, DVM, MS 12136 Highland Road Highland, IL 62249
05/06/10	
03/23/10	

21. Current Partners, Officers, Directors and Shareholders

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

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

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Jay R. Brown, DVM, MS 12136 Highland Road Highland, IL 62249	Manager	Membership, 57.27
AmFirst Financial Services, Inc. c/o Van Korell Sr. 602 West B Street McCook, NE 69001	Member	Membership, .48

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Dr. Art Griswald 26487 Highway Spur 15 Paris, MO 65275	Member	Membership, 4.79
Dr. Jack Coleman 808 Highway 24 & 36 East Monroe City, MO 63456	Member	Membership, 6.09
Dr. Jerry R. Couchman 23264 Highway 5 Centerville, IA 52544	Member	Membership, 2.61
Dr. Robert & Suzanne Carson 19 Lakeview Drive Monroe City, MO 63456	Member	Membership, 1.09
Gary L. Siverts 6211 South Riverbend Road Springfield, MO 65810	Member	Membership, .68
Gene Reilly 3209 Collier Gate Court Smyrna, GA 30080	Member	Membership, 2.76
Joel P. Anderson Living Trust Joel P. & Chloe A. Anderson, Trustees 5303 Highway C Paymyra, MO 63461	Member	Membership, 1.09
Judith Dalton 943 Forder Hills Drive St. Louis, MO 63129	Member	Membership, .68
Mike McCartney 3041 County Road 2210 Huntsville, MO 65259	Member	Membership, .06
Osbernvillle Grain Co., Inc. 1916 1st Street Blue Mound, IL 62513	Member	Membership, 13.06
Portero.com Trading c/o Mike Froger 50 Wakeline Road Beachlands, Manukau 2018	Member	Membership, 2.50
Ranjan Sinha 19 Crescent Road Madison, NJ 07940	Member	Membership, 2.76
Stephen L. & Terri L. Holt 12047 Travis Lane Highland, IL 62249	Member	Membership, .68
Van Korell Sr. c/o AmFirst Bank 602 West B Street McCook, NE 69001	Member	Membership, 3.40

22. Former partners, officers, directors and shareholders

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

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

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

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

23. Withdrawals from a partnership or distribution by a corporation

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<p>Jay R. Brown, DVM, MS 12136 Highland Road Highland, IL 62249 Relationship: Manager</p>	<p>05/01/09 through 01/20/10</p>	<p>\$37,614.00 for guaranteed payments</p>
<p>Gene Reilly 3209 Collier Gate Court Smyrna, GA 30080 Relationship: Member</p>	<p>01/08/09 02/11/09</p>	<p>\$3,000.00 for services rendered. \$3,000.00 for services rendered.</p>

24. Tax Consolidation Group

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

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

25. Pension Funds

None

If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

* * * * *

[If completed on behalf of a partnership or corporation]

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

Date 05/17/10 Signature /s/ Jay R. Brown, DVM, MS
JAY R. BROWN, DVM, MS,
Manager
Print Name and Title

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

0 continuation sheets attached

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

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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 required under 11U.S.C. §§ 110(b), 110(h), and 342(b); (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 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.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer Social Security No. (Required by 11 U.S.C. § 110(c).)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X Signature of Bankruptcy Petition Preparer Date

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 signed sheets conforming to the appropriate Official Form for each person.

**UNITED STATES BANKRUPTCY COURT
Southern District of Illinois**

In re **Pro Brands, L.L.C.** _____,
Debtor

Case No. _____

Chapter **11** _____

VERIFICATION OF LIST OF CREDITORS

I hereby certify under penalty of perjury that the attached List of Creditors which consists of 3 pages, is true, correct and complete to the best of my knowledge.

Date **05/17/10** _____

Signature **/s/ Jay R. Brown, DVM, MS** _____
JAY R. BROWN, DVM, MS,
Manager

American Animal Hospital Association
17575 West Bayaud Avenue
Lakewood, CO 80228

AmFirst Financial Services, Inc.
PO Box 1447
McCook, NE 69001

Associated Bank
6550 North Illinois Street
Fairview Heights, IL 62208

Associated Bank Visa
6550 North Illinois Street
Fairview Heights, IL 62208

Beverly J. Brown
12136 Highland Road
Highland, IL 62249

BKD
1248 O Street, Ste. 1040
Lincoln, NE 68508

Capes, Sokol, Goodman, PC
Pierre Laclede Center
7701 Forsyth Boulevard, 7th Floor
St. Louis, MO 63105

Centrue Bank
8 Executive Drive, Ste. 215
Fairview Heights, IL 62208

Correspond In A Click
6700 State Route 41 E
Troy, OH 45373

Dr. Art Griswald
26487 Highway Spur 15
Paris, MO 65275

Dr. Jack Coleman
80 Highway 24 & 36 East
Monroe City, MO 63456

Dr. Jerry R. Couchman
23264 Highway 5
Centerville, IA 52544

Dr. Robert & Suzanne Carson
19 Lakeview Drive
Monroe City, MO 63456

Gary L. Siverts
6211 South Riverbend Road
Springfield, MO 65810

Gene Reilly
3209 Collier Gate Court
Smyrna, GA 30080

Jay R. Brown, DVM, MS
12136 Highland Road
Highland, IL 62249

Joel P. Anderson Living Trust
c/o Joel P. & Chloe A. Anderson
5303 Highway C
Paymyra, MO 63461

Judith Dalton
943 Forder Hills Drive
St. Louis, MO 63129

Mike McCartney
3041 Country Road 2210
Huntsville, MO 65259

North American Compendiums, Inc.
942 Military Street
Port Huron, MI 48060

Osbernvillle Grain Co., Inc.
1916 1st Street
Blue Mound, IL 62513

Ozment & Rein, LLC
400 Colony Square, Suite 200
1201 Peachtree Street, NE
Atlanta, GA 30361

Pitney Bowes, Inc.
1 Elmcroft Road
Stamford, CT 06926-0700

Portero.com Trading
c/o Mike Froger
50 Wakeline Road
Beachlands, Manukau 2018

Ranjan Sinha
19 Crescent Road
Madison, NJ 07940

Small Business Association
Springfield Branch Office
33330 Ginger Creek Drive, Ste. B East
Springfield, IL 62711

Stephen L. & Terri L. Holt
12047 Travis Lane
Highland, IL 62249

University of Florida
Research Foundation, Inc.
PO Box 115500
Gainesville, FL 32611-5500

Van Korell Sr.
c/o AmFirst Bank
PO Box 1447
McCook, NE 69001

Veterinary Metrics
770 South Central Avenue, Suite 100
Atlanta, GA 30354

VetScene, Inc. and Lee R. Bailey
94 East Crogan Street
Lawrenceville, GA 30045

In re Pro Brands, L.L.C.,
 Debtor

Case No. _____
 Chapter 11

List of Equity Security Holders

Holder of Security	Number Registered	Type of Interest
AmFirst Financial Services, Inc. PO Box 1447 McCook, NE 69001	0.48	Membership
Dr. Art Griswald 26487 Highway Spur 15 Paris, MO 65275	4.79	Membership
Dr. Jack Coleman 80 Highway 24 & 36 East Monroe City, MO 63456	6.09	Membership
Dr. Jerry R. Couchman 23264 Highway 5 Centerville, IA 52544	2.61	Membership
Dr. Robert & Suzanne Carson 19 Lakeview Drive Monroe City, MO 63456	1.09	Membership
Gary L. Siverts 6211 South Riverbend Road Springfield, MO 65810	0.68	Membership
Gene Reilly 3209 Collier Gate Court Smyrna, GA 30080	2.76	Membership
Jay R. Brown, DVM, MS 12136 Highland Road Highland, IL 62249	57.27	Manager
Joel P. Anderson Living Trust c/o Joel P. & Chloe A. Anderson 5303 Highway C Paymyra, MO 63461	1.09	Membership
Judith Dalton 943 Forder Hills Drive St. Louis, MO 63129	0.68	Membership
Mike McCartney 3041 Country Road 2210 Huntsville, MO 65259	0.06	Membership
Osbernvillle Grain Co., Inc. 1916 1st Street Blue Mound, IL 62513	13.06	Membership
Portero.com Trading c/o Mike Froger 50 Wakeline Road Beachlands, Manukau 2018	2.50	Membership

In re Pro Brands, L.L.C., Case No. _____
 Debtor

List of Equity Security Holders (Continuation Page)

Holder of Security	Number Registered	Type of Interest
Ranjan Sinha 19 Crescent Road Madison, NJ 07940	2.76	Membership
Stephen L. & Terri L. Holt 12047 Travis Lane Highland, IL 62249	0.68	Membership
Van Korell Sr. c/o AmFirst Bank PO Box 1447 McCook, NE 69001	3.40	Membership

B203
12/94

United States Bankruptcy Court Southern District of Illinois

In re **Pro Brands, L.L.C.**

Case No. _____

Chapter 11

Debtor(s)

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above-named debtor(s) 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 \$ 7,000.00

Prior to the filing of this statement I have received \$ 7,000.00

Balance Due \$ 0.00

2. The source of compensation paid to me was:

Debtor Other (specify)

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

Debtor Other (specify)

4. 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 other 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.

5. 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, statements 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;

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

Contested matters and adversary proceedings

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 the bankruptcy proceeding.

05/17/10
Date

/s/ R. Gregory Lathram
Signature of Attorney

Lathram & Herbert, LLP
Name of law firm