

B1 (Official Form 1)(04/13)

**United States Bankruptcy Court
District of Massachusetts**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): A&E 128 South Corp.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 04-3622829	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): 690 Marret Road - Rte 128 Lexington, MA <div style="text-align: right; margin-top: 5px;"> ZIP Code 02421 </div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>
County of Residence or of the Principal Place of Business: Middlesex	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>
Location of Principal Assets of Business Debtor (if different from street address above): 128 South Corporation Circumferential Highway/Rte 128S Newton Lower Falls, MA 02462	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information *** Christopher M. Condon BBO #652430 *** <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.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets <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	
Estimated Liabilities <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>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): A&E 128 South Corp.</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

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

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

Name of Debtor: A&E North Corp.	Case Number:	Date Filed:
District: Massachusetts	Relationship: Affiliate	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

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

Name of Debtor(s):
A&E 128 South Corp.

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.

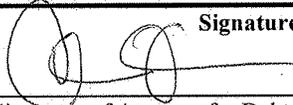
X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X  _____
Signature of Attorney for Debtor(s)

Christopher M. Condon BBO #652430
Printed Name of Attorney for Debtor(s)

Murphy & King, Professional Corporation
Firm Name

One Beacon Street
Boston, MA 02108

Address

(617) 423-0400 Fax: (617) 423-0498
Telephone Number

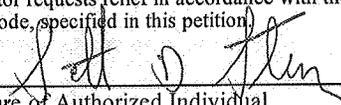
November 1, 2013
Date

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

Signature of Debtor (Corporation/Partnership)

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

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

X  _____
Signature of Authorized Individual

Scott D. Sternburg
Printed Name of Authorized Individual

President
Title of Authorized Individual

Nov 1 2013
Date

Signature of a Foreign Representative

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

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

Social-Security number (If the 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

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.

A&E 128 SOUTH CORPORATION
Resolution Authorizing Chapter 11 Filing

The undersigned, being the President of A&E 128 South Corporation (the "Company"), hereby certifies, in his capacity as President of the Company and not in his individual capacity, that the following resolutions were passed, in accordance with the requirements of applicable Massachusetts law, at a special meeting of the Board of Directors of the Company on November 1, 2013.

RESOLVED: That, based on factors and information deemed relevant by the directors, it is desirable and in the best interests of the Company, its creditors and other interested parties that the Company file a petition seeking relief under Chapter 11 of Title 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Massachusetts.

RESOLVED: That Scott D. Sternburg, President of the Company, and any person duly authorized by Scott D. Sternburg (an "Authorized Person") are empowered and directed to take action to: (i) prepare and file on behalf of the Company a petition for relief under Chapter 11 of the Bankruptcy Code; (ii) cause the Company to perform its functions and duties as a debtor in possession pursuant to the applicable provisions of the United States Bankruptcy Code; (iii) take such steps on behalf of the Company as may be necessary or appropriate to the Company's Chapter 11 proceeding; (iv) execute and file on behalf of the Company any pleading appropriate or necessary for the Company to fulfill its obligations under the Bankruptcy Code and/or applicable non-bankruptcy law; and (v) execute such further documents and do such further acts as Authorized Person may deem necessary or appropriate with respect to the foregoing, the execution of any document or the doing of any act by such Authorized Person in connection with such proceedings to be conclusively presumed to be authorized by this vote.

RESOLVED: That the Company may engage and retain Murphy & King, Professional Corporation as bankruptcy counsel under general retainer to represent the Company in the Chapter 11 Case, and that the Company has provided such counsel with a fee for its services.

RESOLVED: That each Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, all agreements, instruments, petitions, schedules, motions, lists,

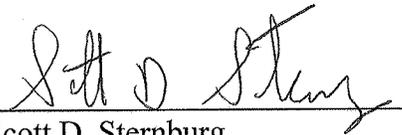
affidavits, applications for approvals or ruling of governmental or regulatory authorities, pleadings, certificates and other papers, and to take and perform any and all further acts and deeds that in my judgment and/or the judgment of an Authorized Person shall be necessary, proper or desirable to the Company's Chapter 11 proceeding.

RESOLVED: That any and all actions heretofore or hereafter lawfully taken in the name or on behalf of the Company in good faith by myself or any Authorized Person in furtherance of the purposes of the foregoing resolutions or in connection with the transactions contemplated therein are hereby ratified, confirmed, and adopted as the acts and deeds of the Company.

In witness whereof, this Resolution has been executed on the date stated below.

Dated: November 1, 2013

A&E 128 SOUTH CORPORATION



By: Scott D. Sternburg
Its: President

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Massachusetts**

In re **A&E 128 South Corp.**

Debtor(s)

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
McDonalds Corporation One McDonald Plaza Oak Brook, IL 60523	McDonalds Corporation One McDonald Plaza Oak Brook, IL 60523		Unliquidated	1,340,000.00
Burke Distributing Corporation 89 Teed Drive Randolph, MA 02368	Burke Distributing Corporation 89 Teed Drive Randolph, MA 02368			2,000.00
Coca-Cola Enterprises Bottling Co. PO Box 4108 Boston, MA 02211	Coca-Cola Enterprises Bottling Co. PO Box 4108 Boston, MA 02211			2,000.00
Altman Distribution Company, Inc. 11 Old Right Road Ipswich, MA 01938	Altman Distribution Company, Inc. 11 Old Right Road Ipswich, MA 01938			1,600.00
North Coast Distributors, Inc. P.O. Box 1166 Marblehead, MA 01945	North Coast Distributors, Inc. P.O. Box 1166 Marblehead, MA 01945			200.00
HP Hood, Inc. 233 Main Street Agawam, MA 01001	HP Hood, Inc. 233 Main Street Agawam, MA 01001			100.00
Core-Mark 355 Main Street Whitinsville, MA 01588	Core-Mark 355 Main Street Whitinsville, MA 01588			Unknown
DM3 Petroleum Services, Inc. 18 South Main Street North Brookfield, MA 01535	DM3 Petroleum Services, Inc. 18 South Main Street North Brookfield, MA 01535			Unknown
Industrial Solutions 13 Flagstone Drive Hudson, NH 03051	Industrial Solutions 13 Flagstone Drive Hudson, NH 03051			Unknown
NSTAR P.O. Box 660369 Dallas, TX 75266-0369	NSTAR P.O. Box 660369 Dallas, TX 75266-0369			Unknown

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

In re **A&E 128 South Corp.**

Case No. _____

Debtor(s) _____

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Public Service N.H. 440 Harvey Road Manchester, MA 01303	Public Service N.H. 440 Harvey Road Manchester, MA 01303			Unknown
Verizon PO Box 15124 Albany, NY 12212-5124	Verizon PO Box 15124 Albany, NY 12212-5124			Unknown

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

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **November 1, 2013** _____

Signature **/s/ Scott D. Sternburg** _____
Scott D. Sternburg
President

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

**United States Bankruptcy Court
District of Massachusetts**

In re **A&E 128 South Corp.**

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **November 1, 2013**

/s/ Scott D. Sternburg

Scott D. Sternburg/President

Signer/Title

Office of the Attorney General
Commonwealth of Massachusetts
Consumer Protection Division
One Ashburton Place
Boston, MA 02108

Commonwealth of Massachusetts
Division of Employment & Training
Attention: Chief Counsel
Hurley Building - Government Center
Boston, MA 02114

Carmen M. Ortiz, U.S. Attorney
U.S. Court House, Suite 9200
One Court House Way
Boston, MA 02210

Office of the US Trustee
5 Post Office Square
Suite 1000
Boston, MA 02109-3934

Securities and Exchange Commission
Boston District Office
33 Arch Street
23rd Floor
Boston, MA 02110

Securities & Exchange Commission
450 Fifth Street, NW
Washington, DC 20549

Internal Revenue Service
James Spinale, MS 20800
JFK Federal Building
PO Box 9112
Boston, MA 02203

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

Altman Distribution Company, Inc.
11 Old Right Road
Ipswich, MA 01938

Ascentium Capital LLC
23970 US 59 North
Kingwood, TX 77339

Burke Distributing Corporation
89 Teed Drive
Randolph, MA 02368

Coca-Cola Enterprises Bottling Co.
PO Box 4108
Boston, MA 02211

Core-Mark
355 Main Street
Whitinsville, MA 01588

DM3 Petroleum Services, Inc.
18 South Main Street
North Brookfield, MA 01535

Energy North, Incorporated
1700 Shawsheen Street
2nd Floor
Tewksbury, MA 01876

HP Hood, Inc.
233 Main Street
Agawam, MA 01001

Industrial Solutions
13 Flagstone Drive
Hudson, NH 03051

McDonalds Corporation
One McDonald Plaza
Oak Brook, IL 60523

North Coast Distributors, Inc.
P.O. Box 1166
Marblehead, MA 01945

NSTAR
P.O. Box 660369
Dallas, TX 75266-0369

Public Service N.H.
440 Harvey Road
Manchester, MA 01303

Sovereign Bank
450 Penn Street
Reading, PA 19602

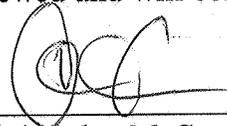
Verizon
PO Box 15124
Albany, NY 12212-5124

PART II – DECLARATION OF ATTORNEY

I certify that the affiant signed this form before I submitted the Documents, I gave the affiant a copy of the Documents and this declaration, and I have followed all other electronic filing requirements currently established by local rule and standing order. This declaration is based on all information of which I have knowledge and my signature below constitutes my certification of the foregoing under Fed. R. Bankr. P. 9011. I have reviewed and will comply with the provisions of MEFR 7.

Dated: November 1, 2013

Signed:



Christopher M. Condon, Esquire

659257