

B1 (Official Form 1)(12/11)

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| United States Bankruptcy Court District of Maryland | | Voluntary Petition |
| Name of Debtor (if individual, enter Last, First, Middle): Baltimore Behavioral Health, Inc. | | Name of Joint Debtor (Spouse) (Last, First, Middle): |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): | | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 52-2008773 | | 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): 200 South Arlington Avenue Baltimore, MD | | Street Address of Joint Debtor (No. and Street, City, and State): |
| ZIP Code 21223-2671 | | ZIP Code |
| County of Residence or of the Principal Place of Business: Baltimore City | | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): | | Mailing Address of Joint Debtor (if different from street address): |
| ZIP Code | | ZIP Code |
| Location of Principal Assets of Business Debtor (if different from street address above): | | |
| 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 checked="" 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 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 \$2,343,300 (amount subject to adjustment on 4/01/13 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). | |
| Statistical/Administrative Information <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 type="checkbox"/> 1-49 <input checked="" 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 checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input 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 | | |

| | | | |
|---|--|--|-------------|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | | Name of Debtor(s): Baltimore Behavioral Health, Inc. | |
| 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: - None - | | Case Number: | Date Filed: |
| District: | | Relationship: | Judge: |
| Exhibit A | | Exhibit B | |
| (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.) | | (To be completed if debtor is an individual whose debts are primarily consumer debts.) | |
| <input type="checkbox"/> Exhibit A is attached and made a part of this petition. | | 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). | |
| | | X _____ Signature of Attorney for Debtor(s) (Date) | |
| Exhibit C | | | |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? | | | |
| <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. | | | |
| <input checked="" type="checkbox"/> 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.) | | | |
| <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. | | | |
| If this is a joint petition: | | | |
| <input type="checkbox"/> 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) | | | |
| <input checked="" type="checkbox"/> 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. | | | |
| <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. | | | |
| <input type="checkbox"/> 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) | | | |
| <input type="checkbox"/> 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) | | | |
| <input type="checkbox"/> 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 | | | |
| <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. | | | |
| <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)). | | | |

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|---|--|
| <p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p> | <p>Name of Debtor(s): Baltimore Behavioral Health, Inc.</p> |
| Signatures | |
| <p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p> | <p style="text-align: center;">Signature of a Foreign Representative</p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p> |
| <p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ Jeffrey M. Sirody</u> Signature of Attorney for Debtor(s)</p> <p><u>Jeffrey M. Sirody 11715</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Sirody, Freiman & Assoc., P.A.</u> Firm Name</p> <p><u>1777 Reisterstown Road</u> <u>Suite 360 E</u> <u>Baltimore, MD 21208</u> Address</p> <p style="text-align: right;">Email: afreiman@sfflegal.com</p> <p><u>410-415-0445 Fax: 410-415-0744</u> Telephone Number</p> <p><u>December 28, 2012</u> Date</p> <p><small>*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.</small></p> | <p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>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:</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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.</i></p> |
| <p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Terry T. Brown</u> Signature of Authorized Individual</p> <p><u>Terry T. Brown</u> Printed Name of Authorized Individual</p> <p><u>Chief Executive Officer</u> Title of Authorized Individual</p> <p><u>December 28, 2012</u> Date</p> | |

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
District of Maryland

In re Baltimore Behavioral Health, Inc.

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

| (1) | (2) | (3) | (4) | (5) |
|---|--|---|--|---|
| <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | <i>Amount of claim [if secured, also state value of security]</i> |
| Advanced Data Systems 15 Prospect Street Paramus, NJ 07652 | Advanced Data Systems 15 Prospect Street Paramus, NJ 07652 | | | 6,000.00 |
| Avenues Software, Inc. Angels Systems 11705 Boyette Road Riverview, FL 33569 | Avenues Software, Inc. Angels Systems 11705 Boyette Road Riverview, FL 33569 | | | 7,000.00 |
| Baltimore Gas & Electric PO Box 13070 Philadelphia, PA 19101 | Baltimore Gas & Electric PO Box 13070 Philadelphia, PA 19101 | | | 43,852.61 |
| Believe Wireless, Inc. 9722 Groff's Mill Drive Owings Mills, MD 21117 | Believe Wireless, Inc. 9722 Groff's Mill Drive Owings Mills, MD 21117 | | | 7,000.00 |
| Cavalier 2704 ALT 19 Palm Harbor, FL 34683 | Cavalier 2704 ALT 19 Palm Harbor, FL 34683 | | | 7,950.21 |
| Colonial Equipment 5171 Intercoastal Court Monrovia, MD 21770 | Colonial Equipment 5171 Intercoastal Court Monrovia, MD 21770 | | Disputed | 17,000.00 |
| DFMSI 46 Higgs Road DE 19751 | DFMSI 46 Higgs Road DE 19751 | | Disputed | 20,000.00 |
| IESI 766 Queenstown Road Severn, MD 21144 | IESI 766 Queenstown Road Severn, MD 21144 | | | 15,000.00 |
| IRS Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346 | IRS Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346 | Payroll taxes | Disputed | 4,000,000.00 |
| IWIF 8722 Loch Raven Blvd Towson, MD 21286-2235 | IWIF 8722 Loch Raven Blvd Towson, MD 21286-2235 | | | 40,000.00 |
| John Denik Associates 201 N. Charles Street Baltimore, MD 21201 | John Denik Associates 201 N. Charles Street Baltimore, MD 21201 | | Disputed | 43,205.00 |

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

In re Baltimore Behavioral Health, Inc.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

| (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> |
|--|---|--|---|--|
| Johnson Controls c/o Peter Ramsey Helt 303 S. Main Street Mount Airy, MD 21771 | Johnson Controls c/o Peter Ramsey Helt 303 S. Main Street Mount Airy, MD 21771 | | Disputed | 7,000.00 |
| Maxim Healthcare Services, Inc. c/o Royston, Mueller, McLean & Reid LP 102 W. Pennsylvania Avenue Towson, MD 21204-4575 | Maxim Healthcare Services, Inc. c/o Royston, Mueller, McLean & Reid LP Towson, MD 21204-4575 | | Disputed | 38,918.66 |
| Mike Marino, Esquire 609 Bosley Avenue Towson, MD 21204 | Mike Marino, Esquire 609 Bosley Avenue Towson, MD 21204 | | | 20,000.00 |
| Pharmacare 208 Plumtree Rd. Bel Air, MD 21015 | Pharmacare 208 Plumtree Rd. Bel Air, MD 21015 | | Disputed | 126,359.85 |
| Porter's Supply 1100 Whistler Avenue Baltimore, MD 21223 | Porter's Supply 1100 Whistler Avenue Baltimore, MD 21223 | | | 14,000.00 |
| Ridgebrook Insurance 909 Ridgebrook Road Sparks Glencoe, MD 21152 | Ridgebrook Insurance 909 Ridgebrook Road Sparks Glencoe, MD 21152 | | Disputed | 66,000.00 |
| Sandy Hill Associates, Inc. 1000 Fell Street, Unity 618 Baltimore, MD 21231 | Sandy Hill Associates, Inc. 1000 Fell Street, Unity 618 Baltimore, MD 21231 | | Disputed | 900,000.00 |
| Sysco Food Services 8000 Dorsey Run Rd PO Box 1009 Jessup, MD 20794 | Sysco Food Services 8000 Dorsey Run Rd PO Box 1009 Jessup, MD 20794 | | Disputed | 46,356.85 |
| West Pratt Holdings 210 N. Charles St Baltimore, MD 21201 | West Pratt Holdings 210 N. Charles St Baltimore, MD 21201 | | | 138,000.00 |

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

I, the Chief Executive Officer 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 December 28, 2012Signature /s/ Terry T. Brown
Terry T. Brown
Chief Executive Officer

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

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

In re Baltimore Behavioral Health, Inc.
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R H W J C | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|--|----------------------------|--|---------------------|-------------------------|-----------------|---|---------------------------|
| | | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | | | | | |
| Account No. | | | | | | | |
| | | | | | | | |
| | | Value \$ | | | | | |
| Account No. | | | | | | | |
| | | | | | | | |
| | | Value \$ | | | | | |
| Account No. | | | | | | | |
| | | | | | | | |
| | | Value \$ | | | | | |
| Account No. | | | | | | | |
| | | | | | | | |
| | | Value \$ | | | | | |
| Subtotal (Total of this page) | | | | | | | |
| Total (Report on Summary of Schedules) | | | | | | 0.00 | 0.00 |

0 continuation sheets attached

In re Baltimore Behavioral Health, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

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

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

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

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

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

 Domestic support obligations

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

 Extensions of credit in an involuntary case

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

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$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).

 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).

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

B6E (Official Form 6E) (4/10) - Cont.

In re Baltimore Behavioral Health, Inc.
Debtor

Case No. _____

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

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

TYPE OF PRIORITY

| CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E B T O R | H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | AMOUNT NOT ENTITLED TO PRIORITY, IF ANY |
|---|--------------------------------------|------------------|--|--|--|--------------------------------------|---------------------|---|
| | | | | | | | | AMOUNT ENTITLED TO PRIORITY |
| Account No. | | | Payroll taxes | | | | | |
| IRS Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346 | X | - | | | | X | 4,000,000.00 | 0.00 |
| Account No. | | | | | | | | |
| State of Maryland Central Collection Unit 300 West Preston Street Baltimore, MD 21201 | X | - | | | | X | Unknown | Unknown |
| Account No. | | | | | | | | |
| | | | | | | | | |
| Account No. | | | | | | | | |
| | | | | | | | | |
| Account No. | | | | | | | | |
| | | | | | | | | |

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

Subtotal
(Total of this page)

Total
(Report on Summary of Schedules)

| | |
|---------------------|---------------------|
| | 0.00 |
| 4,000,000.00 | 4,000,000.00 |
| | 0.00 |
| 4,000,000.00 | 4,000,000.00 |

B6H (Official Form 6H) (12/07)

In re **Baltimore Behavioral Health, Inc.**

Case No. _____

Debtor

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. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

| NAME AND ADDRESS OF CODEBTOR | NAME AND ADDRESS OF CREDITOR |
|---|--|
| Morris Hill 1000 Felll St Baltimore, MD 21231 | IRS Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346 |
| Morris Hill 1000 Felll St Baltimore, MD 21231 | State of Maryland Central Collection Unit 300 West Preston Street Baltimore, MD 21201 |
| Sandy Hill 1000 Fells St Baltimore, MD 21231 | IRS Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346 |
| Sandy Hill 1000 Fells St Baltimore, MD 21231 | State of Maryland Central Collection Unit 300 West Preston Street Baltimore, MD 21201 |
| William Hathaway 4537 Rusty Gate Ellicott City, MD 21043 | IRS Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346 |
| William Hathaway 4537 Rusty Gate Ellicott City, MD 21043 | State of Maryland Central Collection Unit 300 West Preston Street Baltimore, MD 21201 |

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_____ continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court
District of Maryland**

In re Baltimore Behavioral Health, Inc.
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|-------------------|-------------------------|---------------------|
|---|-------------------|-------------------------|---------------------|

None

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date December 28, 2012

Signature /s/ Terry T. Brown
Terry T. Brown
Chief Executive Officer

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 Maryland**

In re **Baltimore Behavioral Health, Inc.**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Chief Executive Officer 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: **December 28, 2012**

/s/ Terry T. Brown

Terry T. Brown/Chief Executive Officer

Signer/Title

Advanced Data Systems
15 Prospect Street
Paramus, NJ 07652

AT & T
P.O. Box 6463
Carol Stream, IL 60197

Avenues Software, Inc.
Angels Systems
11705 Boyette Road
Riverview, FL 33569

Baltimore Gas & Electric
PO Box 13070
Philadelphia, PA 19101

Believe Wireless, Inc.
9722 Groffs Mill Drive
Owings Mills, MD 21117

Cavalier
2704 ALT 19
Palm Harbor, FL 34683

Colonial Equipment
5171 Intercoastal Court
Monrovia, MD 21770

DFMSI
46 Higgs Road
DE 19751

IESI
766 Queenstown Road
Severn, MD 21144

IRS
Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

IWIF
8722 Loch Raven Blvd
Towson, MD 21286-2235

John Denik Associates
201 N. Charles Street
Baltimore, MD 21201

Johnson Controls
c/o Peter Ramsey Helt
303 S. Main Street
Mount Airy, MD 21771

Lendmark Financial Services
c/o Jason R. Weber, Esquire
200 E. Joppa Road, Ste. 301
Towson, MD 21286

Maxim Healthcare Services, Inc.
c/o Royston, Mueller, McLean & Reid LP
102 W. Pennsylvania Avenue
Towson, MD 21204-4575

Mike Marino, Esquire
609 Bosley Avenue
Towson, MD 21204

Morris Hill
1000 Felll St
Baltimore, MD 21231

Pharmacare
208 Plumtree Rd.
Bel Air, MD 21015

Porter's Supply
1100 Whistler Avenue
Baltimore, MD 21223

Ridgebrook Insurance
909 Ridgebrook Road
Sparks Glencoe, MD 21152

Sandy Hill
1000 Fells St
Baltimore, MD 21231

Sandy Hill Associates, Inc.
1000 Fell Street, Unity 618
Baltimore, MD 21231

State of Maryland
Central Collection Unit
300 West Preston Street
Baltimore, MD 21201

Sysco Food Services
8000 Dorsey Run Rd
PO Box 1009
Jessup, MD 20794

West Pratt Holdings
210 N. Charles St
Baltimore, MD 21201

William Hathaway
4537 Rusty Gate
Ellicott City, MD 21043

**United States Bankruptcy Court
District of Maryland**

In re Baltimore Behavioral Health, Inc.

Debtor(s)

Case No. _____
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Baltimore Behavioral Health, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

December 28, 2012

Date

/s/ Jeffrey M. Sirody

Jeffrey M. Sirody

Signature of Attorney or Litigant

Counsel for Baltimore Behavioral Health, Inc.

Sirody, Freiman & Assoc., P.A.

1777 Reisterstown Road

Suite 360 E

Baltimore, MD 21208

410-415-0445 Fax:410-415-0744

afreiman@sfflegal.com