B1 (Official For	rm 1)(04	/13)											
United States Bankruptcy Co District of Maryland				Court	ourt Voluntary			y Petition					
Name of Debtor (if individual, enter Last, First, Middle): Capricorn Pharma, Inc.				Name	of Joint De	ebtor (Spouse	e) (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 (if more than one, sta	ate all)	Sec. or Indi	vidual-Taxpa	ayer I.D. (ITIN)/Com	plete EIN	Last f	our digits o	f Soc. Sec. or	r Individual-′	Taxpayer I	.D. (ITIN) N	No./Complete EIN
Street Address 6900 Engli Frederick,	of Debto	*		and State)	:			Address of	Joint Debtor	(No. and St	reet, City, a	and State):	
					Г	ZIP Code 21703	:						ZIP Code
County of Resi	idence or	of the Princ	cipal Place o	f Business		21703	Count	y of Reside	ence or of the	Principal Pl	ace of Bus	iness:	
Frederick			•										
Mailing Addres	ss of Deb	tor (if diffe	rent from str	eet addres	s):		Mailiı	ng Address	of Joint Debt	tor (if differe	nt from str	eet address)):
					Г	ZIP Code	:						ZIP Code
Location of Pri (if different from	incipal Asom street a	ssets of Bus address abo	siness Debtor ove):	·									
(Form of)		Debtor	one boy)			of Business	3		•	of Bankruj Petition is Fi			ich
 (Form of Organization) (Check one box) ☐ Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. ☐ Corporation (includes LLC and LLP) ☐ Partnership ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.) 			(Check one box) ☐ Health Care Business ☐ Single Asset Real Estate as def in 11 U.S.C. § 101 (51B) ☐ Railroad ☐ Stockbroker ☐ Commodity Broker ☐ Clearing Bank		s defined	☐ Chapt ☐ Chapt ☐ Chapt ☐ Chapt ☐ Chapt	er 7 er 9 er 11 er 12	☐ C of ☐ C	hapter 15 I a Foreign hapter 15 I	Petition for I Main Proce	Recognition		
C	Chapter 1	5 Debtors		Othe						Natur	e of Debts		
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) □ Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		e) zation tates	defined	are primarily co d in 11 U.S.C. § red by an indivi onal, family, or	onsumer debts, § 101(8) as idual primarily	for		ots are primarily iness debts.		
	Fil	ing Fee (C	heck one box	ι)		Check	one box:	1	Chap	ter 11 Debt	ors		
debtor is una Form 3A. Filing Fee wa	be paid in l applicatio able to pay aiver reque	installments n for the cou fee except in	art's considerat installments.	ion certifyi Rule 1006(7 individu	ng that the (b). See Office als only). Mu	Check Check Check Check	Debtor is not if: Debtor's agg are less than all applicabl A plan is bei	a small busing regate nonco \$2,490,925 (each boxes: ng filed with	amount subject	defined in 11 to ated debts (exc to adjustment	U.S.C. § 101 cluding debt ton 4/01/16	(51D). s owed to ins and every thi	siders or affiliates) ree years thereafter).
				ion. see or	Ticiai Form 5				vere solicited pr S.C. § 1126(b).		n one or mor	re classes of c	reditors,
Statistical/Adm ☐ Debtor esting ☐ Debtor esting ☐ there will be	mates tha mates tha	t funds will t, after any	be available	erty is ex	cluded and	administrat		es paid,		THIS	S SPACE IS	FOR COURT	Г USE ONLY
1-	nber of Cr 50- 99	reditors 100- 199	200-	1,000- 5,000	5,001- 10,000	10,001- 25,000	□ 25,001- 50,000	50,001- 100,000	OVER 100,000				
\$0 to \$5 \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion					
\$0 to	ilities \$50,001 to \$100,000	\$100,001 to \$500,000	to \$1	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion					

B1 (Official Form 1)(04/13) Page 2 Name of Debtor(s): Voluntary Petition Capricorn Pharma, Inc. (This page must be completed and filed in every case) All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet) Location Case Number: Date Filed: Where Filed: - None -Location Case Number: Date Filed: Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet) Name of Debtor: Case Number: Date Filed: - None -District: Relationship: Judge: Exhibit B Exhibit A (To be completed if debtor is an individual whose debts are primarily consumer debts.) (To be completed if debtor is required to file periodic reports (e.g., I, the attorney for the petitioner named in the foregoing petition, declare that I forms 10K and 10Q) with the Securities and Exchange Commission 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 pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 under each such chapter. I further certify that I delivered to the debtor the notice and is requesting relief under chapter 11.) required by 11 U.S.C. §342(b). ☐ Exhibit A is attached and made a part of this petition. 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? 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)).

B1 (Official Form 1)(04/13) Page 3

Voluntary Petition

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

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.

 \mathbf{X}

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Ronald J Drescher

Signature of Attorney for Debtor(s)

Ronald J Drescher 08712

Printed Name of Attorney for Debtor(s)

Drescher & Associates

Firm Name

4 Reservoir Circle Suite 107 Baltimore, MD 21208-6360

Address

Email: rondrescher@drescherlaw.com

410 484 9000 Fax: 410 484 8120

Telephone Number

February 27, 2014

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/ Murty Azzarpu

Signature of Authorized Individual

Murty Azzarpu

Printed Name of Authorized Individual

Director/Chief Restructuring Officer

Title of Authorized Individual

February 27, 2014

Date

Name of Debtor(s):

Capricorn Pharma, Inc.

Signatures

Signature of a Foreign Representative

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

(Check only one box.)

- ☐ I request relief in accordance with chapter 15 of title 11. United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.
- ☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of 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 bankrutpcy 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.)

Date

Address

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

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

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

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

B4 (Official Form 4) (12/07)

United States Bankruptcy Court District of Maryland

In re	Capricorn Pharma, Inc.			
		Debtor(s)	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)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
AAI Pharma	AAI Pharma			25,990.00
2320 Scientific Park Dr. Wilmington, NC 28405	2320 Scientific Park Dr. Wilmington, NC 28405			
Aylward Enterprises LLC 401Industrial Dr New Bern, NC 28562	Aylward Enterprises LLC 401Industrial Dr New Bern, NC 28562			18,021.00
B R E Mars Property Owner, Inc. co Indcor Properties Inc. Red Bank, NJ 07701	B R E Mars Property Owner, Inc. co Indcor Properties Inc. Red Bank, NJ 07701	Judgment		188,584.53
Care First BlueCross Blue Shield 840 First Street NE Washington, DC 20065	Care First BlueCross Blue Shield 840 First Street NE Washington, DC 20065			83,511.00
Fed-Ex Freight PO Box 223125 Pittsburgh, PA 15251-2125	Fed-Ex Freight PO Box 223125 Pittsburgh, PA 15251-2125			15,621.00
Fisher Scientific PO Box 3648 Boston, MA 02241-3648	Fisher Scientific PO Box 3648 Boston, MA 02241-3648			14,781.00
Fortitech Inc 2105 Technology Dr Schenectady, NY 12308-1143	Fortitech Inc 2105 Technology Dr			15,269.00
GE Capital Corop. 20225 Watertower Blvd. Brookfield, WI 53045	GE Capital Corop. 20225 Watertower Blvd. Brookfield, WI 53045	Judgment entered		406,302.52
Great Atlantic	Great Atlantic			20,814.00
Hartford Fire Insurance Company PO Box 660916 Dallas, TX 75266-0916	Hartford Fire Insurance Company PO Box 660916 Dallas, TX 75266-0916			19,154.00
ISP Technologies, Inc 88076 Expedite Way Chicago, IL 60695-0001	ISP Technologies, Inc 88076 Expedite Way Chicago, IL 60695-0001			14,176.00

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B4 (Offic	cial Form 4) (12/07) - Cont.		
In re	Capricorn Pharma, Inc.	Case No.	
	Debtor(s)		

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Maryland Comptroller of Treasury 301 W Preston St Baltimore, MD 21201-2383	Maryland Comptroller of Treasury 301 W Preston St Baltimore, MD 21201-2383	Judgment		53,798.00
Natoli Engineering 28 Research Park circle St Charles, MO 63304	Natoli Engineering 28 Research Park circle St Charles, MO 63304			77,436.00
Potomac Edison PO Box 3615 Akron, OH 44309-3615	Potomac Edison PO Box 3615 Akron, OH 44309-3615			29,678.00
Premier Health Concepts LLC 1100 Jorie Blvd. Oakbrook, IL 60523	Premier Health Concepts LLC 1100 Jorie Blvd. Oakbrook, IL 60523			26,223.00
Surekap 579 Barrow Park Drive Winder, GA 30680	Surekap 579 Barrow Park Drive Winder, GA 30680			21,525.00
Ticorbraun Inc. 10330 Old Olive St. Saint Louis, MO 63141	Ticorbraun Inc. 10330 Old Olive St. Saint Louis, MO 63141	Judgment		14,013.77
Unisource Worldwide Inc. 850 N. Arlington Heights Rd Itasca, IL 60143	Unisource Worldwide Inc. 850 N. Arlington Heights Rd Itasca, IL 60143	Judgment		25,111.71
Valogic LLC 21-B Byte Court Frederick, MD 21702	Valogic LLC 21-B Byte Court Frederick, MD 21702			107,943.00
Willard Packaging Co. 18940 Woodfield Rd Gaithersburg, MD 20879	Willard Packaging Co. 18940 Woodfield Rd Gaithersburg, MD 20879	Judgment		15,285.31

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

I, the Director/Chief Restructuring 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	February 27, 2014	Signature	/s/ Murty Azzarpu	
			Murty Azzarpu	
			Director/Chief Restructuring 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.

AAI Pharma 2320 Scientific Park Dr. Wilmington, NC 28405

Alan Betten 600 Washington Ave Suite 300 Towson, MD 21204

ALS Environmental 8081 Lougheed Hwy Burnaby British Columbia, Canada V5A1W9

Amcor Flexibles 22553 Network Place Chicago, IL 60673-1225

Aylward Enterprises LLC 401Industrial Dr New Bern, NC 28562

B R E Mars Property Owner, Inc. co Indcor Properties Inc. Red Bank, NJ 07701

BRE/Mars Two North River Suite 2350

Care First BlueCross Blue Shield 840 First Street NE Washington, DC 20065

Catherine DiGennaro 1518 Havilland Pl. Frederick, MD 21702 Corporation Service Co as Rep. P.O. Box 2576 Springfield, IL 62708

Fed-Ex Freight
PO Box 223125
Pittsburgh, PA 15251-2125

Fisher Scientific PO Box 3648 Boston, MA 02241-3648

Fortitech Inc 2105 Technology Dr Schenectady, NY 12308-1143

GE Capital Corop. 20225 Watertower Blvd. Brookfield, WI 53045

General Electric Capital Corp. PO Box 414-W-490 Milwaukee, WI 53201

Great Atlantic

Hartford Fire Insurance Company PO Box 660916 Dallas, TX 75266-0916

IMA North America 7 New Lancaster Rd Leominster, MA 01453 Ira Zimmerman
8630 Fenton St
#320
Silver Spring, MD 20910

ISP Technologies, Inc 88076 Expedite Way Chicago, IL 60695-0001

Maryland Comptroller of Treasury 301 W Preston St Baltimore, MD 21201-2383

Maryland Comptroller of Treasury 301 W Preston St Baltimore, MD 21201-2383

Maryland DLLR 1100 North Eutaw Street Baltimore, MD 21201

Maryland DLLR 1100 North Eutaw Street Baltimore, MD 21201

Natoli Engineering 28 Research Park circle St Charles, MO 63304

Philip R Murray 244 Main St 3rd Fl. Gaithersburg, MD 20878

Potomac Edison PO Box 3615 Akron, OH 44309-3615 Premier Health Concepts LLC 1100 Jorie Blvd. Oakbrook, IL 60523

Stephen Samuel Burgoon 5235 Westview Dr. #100 Frederick, MD 21703

Surekap 579 Barrow Park Drive Winder, GA 30680

Ticorbraun Inc. 10330 Old Olive St. Saint Louis, MO 63141

Unisource Worldwide Inc. 850 N. Arlington Heights Rd Itasca, IL 60143

Valogic LLC 21-B Byte Court Frederick, MD 21702

Wells Fargo Bank, N.A. MAC N9311-161 Sixth and Marquette Frederick, MD 21703

Wells Fargo Capital Finance, LLC P.O. Box 4568 Federal Way, WA 98063

Willard Packaging Co. 18940 Woodfield Rd Gaithersburg, MD 20879

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Zicam LLC 1 Grande Commons 440 Rte 22 Suite 130 Bridgewater, NJ 08807

United States Bankruptcy Court District of Maryland

In re	Capricorn Pharma, Inc.		Case No.	
		Debtor(s)	Chapter	11
	CORPO	RATE OWNERSHIP STATEMENT	Γ (RULE 7007.1)	
or recu follow:	isal, the undersigned counsel for ing is a (are) corporation(s), oth	ey Procedure 7007.1 and to enable the race Capricorn Pharma, Inc. in the above than the debtor or a governmental user) equity interests, or states that there	ve captioned actio unit, that directly o	n, certifies that the or indirectly own(s) 10% or
Izeen I 8905 F Suite 2	Pharma, Inc. Regents Park dr.	- / - 1 /		
	., • • • • • •			
□ Non	ne [Check if applicable]			
Februa	ary 27, 2014	/s/ Ronald J Drescher		
Date		Ronald J Drescher		
		Signature of Attorney or Liti Counsel for Capricorn Phan		
		Drescher & Associates	illa, ille.	
		4 Reservoir Circle		
		Suite 107		
		Baltimore, MD 21208-6360		
		410 484 9000 Fax:410 484 812 rondrescher@drescherlaw.co	-	
		. c.i.a. cc.i.c. ca. cc.iici iawioc		