

**United States Bankruptcy Court
District of Minnesota**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): PGI Companies, 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): DBA PGI Direct, Inc.	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) 41-1453233	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): 11354 K-Tel Dr Hopkins, MN	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 55343	ZIP Code
County of Residence or of the Principal Place of Business: Hennepin	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):	

<p align="center">Type of Debtor (Form of Organization) (Check one box)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p align="center">Nature of Business (Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p align="center">Tax-Exempt Entity (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p align="center">Nature of Debts (Check one box)</p> <p><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."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p align="center">Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><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.</p> <p><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>	<p align="center">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <hr/> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><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).</p>
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<p>Statistical/Administrative Information *** Clinton E. Cutler 158094 ***</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><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>	<p>THIS SPACE IS FOR COURT USE ONLY</p>																				
<p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td><td>50-99</td><td>100-199</td><td>200-999</td><td>1,000-5,000</td><td>5,001-10,000</td><td>10,001-25,000</td><td>25,001-50,000</td><td>50,001-100,000</td><td>OVER 100,000</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	
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<p>Estimated Assets</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$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	More than \$1 billion	
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<p>Estimated Liabilities</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$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	More than \$1 billion	
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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): PGI Companies, Inc.</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: PGI Fulfillment, Inc.	Case Number:	Date Filed:
District:	Relationship: Affiliated - Common ownership	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><input checked="" type="checkbox"/> _____ 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 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.

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):
PGI Companies, Inc.

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 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 Attorney*

X /s/ Clinton E. Cutler
Signature of Attorney for Debtor(s)

Clinton E. Cutler 158094
Printed Name of Attorney for Debtor(s)

Fredrikson & Byron, P.A.
Firm Name

200 South Sixth St
Suite 4000
Minneapolis, MN 55402
Address

612.492.7000 Fax: 612.492.7077
Telephone Number

May 6, 2009
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 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

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.

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/ Jeffery D. Brower
Signature of Authorized Individual

Jeffery D. Brower
Printed Name of Authorized Individual

Chief Executive Officer
Title of Authorized Individual

May 6, 2009
Date

**United States Bankruptcy Court
District of Minnesota**

In re PGI Companies, 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>
Kempf Paper Corp 3145 Columbia Ave NE Minneapolis, MN 55418	Betty Jo Quayle Kempf Paper Corp 3145 Columbia Ave NE Minneapolis, MN 55418 612/781-9225	Goods and/or services		376,591.06
Midland Paper 101 E Palatine Rd Wheeling, IL 60090	Nick Rog Midland Paper 101 E Palatine Rd Wheeling, IL 60090 847/777-2828	Goods and/or services		366,666.78
Wilcox Paper Co 11100 Jefferson Hwy Champlin, MN 55316	Geoff Miller Wilcox Paper Co 11100 Jefferson Hwy Champlin, MN 55316 763/404-8400	Goods and/or services		366,439.42
Diamond Graphics Inc 14350 Azurite St NW Anoka, MN 55303	Don Patterson Diamond Graphics Inc 14350 Azurite St NW Anoka, MN 55303 763/235-4141	Goods and/or services		188,967.19
King Solutions 11011 Holly Ln Osseo, MN 55369	Pearl Moore King Solutions 11011 Holly Ln Osseo, MN 55369 763/428-5464	Goods and/or services		150,781.80
Priority Envelope Inc 2920 NW Blvd Minneapolis, MN 55441	Sherry Marthaler Priority Envelope Inc 2920 NW Blvd Minneapolis, MN 55441 763/519-9190	Goods and/or services		150,310.84
OCE Printing Systems USA Inc 5450 Broken Sound Blvd Boca Raton, FL 33487	Paul White OCE Printing Systems USA Inc 5450 Broken Sound Blvd Boca Raton, FL 33487 773/714-4361	Goods and/or services		142,680.34

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>
Duffey Paper 528 Washington Ave N Minneapolis, MN 55401	Steve Weitock Duffey Paper 528 Washington Ave N Minneapolis, MN 55401 612/338-8701	Goods and/or services		97,188.87
Mackay Envelope Corp LLC 2100 Elm St SE Minneapolis, MN 55414	Tim Cheslack Mackay Envelope Corp LLC 2100 Elm St SE Minneapolis, MN 55414 612/331-9311	Goods and/or services		88,763.42
Intangilo Properties Group II 5353 Gamble Dr Ste 310 Minneapolis, MN 55416	David Bruce Intangilo Properties Group II 5353 Gamble Dr Ste 310 Minneapolis, MN 55416 952/525-9644	Goods and/or services		80,369.80
Jet Litho 1500 Centre Cir Downers Grove, IL 60515	Lori Mulcahy Jet Litho 1500 Centre Cir Downers Grove, IL 60515 630/424-2702	Goods and/or services		74,487.60
1-2-1 Marketing Svcs Group Inc 20195 S Diamond Lake Rd Rogers, MN 55374	Grace Jelle 1-2-1 Marketing Svcs Group Inc 20195 S Diamond Lake Rd Rogers, MN 55374 763/428-8123	Goods and/or services		72,785.86
Aria Communications 717 W St Germain St Saint Cloud, MN 56301	Doug Scott Aria Communications 717 W St Germain St Saint Cloud, MN 56301 320/259-2506	Goods and/or services		69,375.68
Preffered Ink 380 Oak Grove Pkwy Saint Paul, MN 55127	Curt Holzinger Preffered Ink 380 Oak Grove Pkwy Saint Paul, MN 55127 651/777-8991	Goods and/or services		65,534.59
Johnson/Anderson 5010 Valley Industrial Blvd S Shakopee, MN 55379	Jamie Johnson/Anderson 5010 Valley Industrial Blvd S Shakopee, MN 55379 952/496-6699	Goods and/or services		64,790.17
Pitman Company 721 Union Blvd Totowa, NJ 07512	Ray Raskoski Pitman Company 721 Union Blvd Totowa, NJ 07512 612/781-8988	Goods and/or services		63,177.36

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>
Vibrant Technologies 6031 Culligan Way Hopkins, MN 55343	Patrick Rusk Vibrant Technologies 6031 Culligan Way Hopkins, MN 55343 800/853-4355	Goods and/or services		59,000.00
Xpedx 345 Industrial Blvd N Minneapolis, MN 55413	Anne Dilworth Xpedx 345 Industrial Blvd N Minneapolis, MN 55413 612/781-6611	Goods and/or services		43,320.95
Collier Supply 1451 Willow Lake Blvd Ste 4 Saint Paul, MN 55110	Wymann Collier Supply 1451 Willow Lake Blvd Ste 4 Saint Paul, MN 55110 651/777-7305	Goods and/or services		38,621.28
Lorton Data 2128 E Hennepin Ste 200 Minneapolis, MN 55413	Lori Evans Lorton Data 2128 E Hennepin Ste 200 Minneapolis, MN 55413 612/362-0200	Goods and/or services		29,375.71

**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 May 6, 2009Signature /s/ Jeffory D. Brower

Jeffory D. Brower
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.

Form 1008-1 - Proof Of Authority To Sign And File Petition

United States Bankruptcy Court
District of Minnesota

In re PGI Companies, Inc. Debtor(s) Case No. _____
Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Jeffery D. Brower, declare under penalty of perjury that I am the Chief Executive Officer of PGI Companies, Inc., a Minnesota corporation and that on May , 2009 the following resolution was duly adopted by the board of directors of this corporation:

"Whereas, it is in the best interest of the Company to file a voluntary petition in the United States Bankruptcy Court for the District of Minnesota pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Jeffery D. Brower, CEO, or such other officer of the Company as he may designate are authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Company; and

Be It Further Resolved, that Jeffery D. Brower, CEO, or such other officer of the Company as he may designate are authorized and directed to appear in all bankruptcy proceedings on behalf of the Company and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with each such bankruptcy case; and

Be It Further Resolved, that Jeffery D. Brower, CEO, is authorized and directed to employ the law firm of Fredrikson & Byron, P.A. to represent the Company in such bankruptcy case; and

Be It Further Resolved, that any action taken prior to the effective date of this Written Action by the officers of the Company, or any of them, and other persons appointed to act on the Company's behalf in connection with the foregoing resolutions, are hereby ratified, confirmed and approved by the Company."

Date 5-6-09

Signature /s/ Jeffery D. Brower
Jeffery D. Brower
Chief Executive Officer

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

PGI Companies, Inc.
Debtor(s).

SIGNATURE DECLARATION

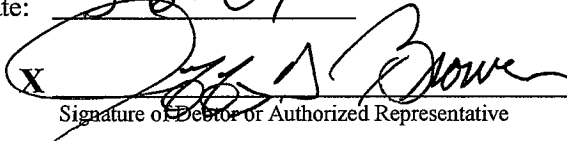
Case No. _____

- PETITION, SCHEDULES & STATEMENTS
 CHAPTER 13 PLAN
 SCHEDULES AND STATEMENTS ACCOMPANYING VERIFIED CONVERSION
 AMENDMENT TO PETITION, SCHEDULES & STATEMENTS
 MODIFIED CHAPTER 13 PLAN
 OTHER (Please describe: Petition, Local Form 1008-1, and 20 Largest Unsecured Creditors)

I [We], the undersigned debtor(s) or authorized representative of the debtor, ***make the following declarations under penalty of perjury:***

- ? The information I have given my attorney and provided in the electronically filed petition, statements, schedules, amendments, and/or chapter 13 plan, as indicated above, is true and correct;
- ? The information provided in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case is true and correct;
- ? [**individual debtors only**] If no Social Security Number is included in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case, it is because I do not have a Social Security Number;
- ? I consent to my attorney electronically filing with the United States Bankruptcy Court my petition, statements and schedules, amendments, and/or chapter 13 plan, as indicated above, together with a scanned image of this Signature Declaration and the completed "Debtor Information Pages," if applicable; and
- ? [**corporate and partnership debtors only**] I have been authorized to file this petition on behalf of the debtor.

Date: 5-6-09


Signature of Debtor or Authorized Representative

Jeffery D. Brower
Printed Name of Debtor or Authorized Representative

Signature of Joint Debtor

Printed Name of Joint Debtor

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

PGI Companies, Inc.,
Debtor.Case No. BKY 09-_____
Chapter 11 CasePGI Fulfillment, Inc.,
Debtor.Case No. BKY 09-_____
Chapter 11 Case**DECLARATION OF RELATEDNESS**

I declare under penalty of perjury:

1. I am the Chief Executive Officer of PGI Companies, Inc. ("PGI Companies") and PGI Fulfillment, Inc. ("PGI Fulfillment," together with PGI Companies, the "Debtors").

2. This declaration is submitted pursuant to paragraph 3 of the Court's Instructions for Filing a Chapter 11 Case .

3. The Debtors are related in the following ways, among others:

- I am the sole shareholder of both Debtors;
- Both Debtors are borrowers from Associated Commercial Finance, Inc. under a certain loan agreement dated September 28, 2006 and related documents, as amended;
- Both Debtors share operating facilities, management, and accounting systems, although they maintain separate books of account; and
- Debtors intend to file expedited motion for joint administration of their chapter 11 cases a joint plan of reorganization.

Date: May 7, 2009

Name: Jeffery D. Brower
Title: CEO

Form 1007-1 – Statement Of Compensation By Debtor’s Attorney

United States Bankruptcy Court
District of Minnesota

In re PGI Companies, Inc.; PGI Fulfillment, Inc.
Debtors

Case Nos. _____
Chapter 11

STATEMENT OF COMPENSATION BY ATTORNEY FOR DEBTOR(S)

The undersigned, pursuant to Local Rule 1007-1, Bankruptcy Rule 2016(b) and § 329(a) of the Bankruptcy Code, states that:

1. The undersigned is the attorney for the debtors in this case and files this statement as required by applicable rules.
2. (a) The filing fee paid by the undersigned to the clerk for the debtors in this case is: \$1,039.00
(b) The compensation paid or agreed to be paid by the debtors to the undersigned is: hourly rate as allowed by the Court
(c) Prior to filing this statement, the debtors paid to the undersigned: \$12,279 less amounts applied for prepetition services
(d) The unpaid balance due and payable by the debtors to the undersigned is: See 2(b)
3. The services rendered or to be rendered include the following:
 - (a) analysis of the financial situation and rendering advice and assistance to the debtor in determining whether to file a petition under Title 11 of the United States Code;
 - (b) preparation and filing of the petition, exhibits, attachments, schedules, statements and lists and other documents required by the court;
 - (c) representation of the debtors at the meeting of creditors;
 - (d) negotiations with creditors; and representation in Chapter 11.
4. The source of all payments by the debtors to the undersigned was or will be from earnings or other current compensation of the debtors, and the undersigned has not received and will not receive any transfer of property other than such payments by the debtors, except as follows:
5. The undersigned has not shared or agreed to share with any other person other than with members of undersigned’s law firm any compensation paid or to be paid.

Dated: May 6, 2009

Signed: /s/ Clinton E. Cutler

Clinton E. Cutler (#158094)
Attorney for Debtor(s)
Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, MN 55402-1425
612.492.7000 Fax: 612.492-7077

**United States Bankruptcy Court
District of Minnesota**

In re PGI Companies, 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 PGI Companies, 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*]

May 6, 2009

Date

/s/ Clinton E. Cutler

Clinton E. Cutler 158094

Signature of Attorney or Litigant
Counsel for PGI Companies, Inc.

Fredrikson & Byron, P.A.

200 South Sixth St

Suite 4000

Minneapolis, MN 55402

612.492.7000 Fax:612.492.7077