

**United States Bankruptcy Court  
District of Minnesota**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Johnson, Adrian Theodore Jr.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle): <b>Johnson, Kathryn Marie</b>
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) <b>xxx-xx-3182</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>xxx-xx-6900</b>
Street Address of Debtor (No. and Street, City, and State): <b>2846 Gale Road Wayzata, MN</b> <div style="text-align: right; font-size: small;">ZIP Code <b>55391-2624</b></div>	Street Address of Joint Debtor (No. and Street, City, and State): <b>2846 Gale Road Wayzata, MN</b> <div style="text-align: right; font-size: small;">ZIP Code <b>55391-2624</b></div>
County of Residence or of the Principal Place of Business: <b>Hennepin</b>	County of Residence or of the Principal Place of Business: <b>Hennepin</b>
Mailing Address of Debtor (if different from street address):  <div style="text-align: right; font-size: small;">ZIP Code</div>	Mailing Address of Joint Debtor (if different from street address):  <div style="text-align: right; font-size: small;">ZIP Code</div>

Location of Principal Assets of Business Debtor  
(if different from street address above):

<b>Type of Debtor</b> (Form of Organization) (Check one box)  <input checked="" type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input 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.)	<b>Nature of Business</b> (Check one box)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <hr/> <b>Tax-Exempt Entity</b> (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).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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  <hr/> <b>Nature of Debts</b> (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.
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<b>Filing Fee</b> (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.	<b>Chapter 11 Debtors</b> 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 \$2,190,000.  Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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**Statistical/Administrative Information**

Debtor estimates that funds will be available for distribution to unsecured creditors.  
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid,  
 there will be no funds available for distribution to unsecured creditors.

**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
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**Estimated Assets**

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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**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 type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" 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
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THIS SPACE IS FOR COURT USE ONLY

<p><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s):  <b>Johnson, Adrian Theodore Jr.</b>  <b>Johnson, Kathryn Marie</b></p>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>- None -</b>	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: <b>Gale Road Family Limited Partnership</b>	Case Number: <b>09-</b>	Date Filed:
District: <b>Minnesota</b>	Relationship: <b>Business Affiliate</b>	Judge:

<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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><b>X</b> _____                  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):

**Johnson, Adrian Theodore Jr.  
Johnson, Kathryn Marie**

### 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 /s/ Adrian Theodore Johnson, Jr.**  
Signature of Debtor **Adrian Theodore Johnson, Jr.**

**X /s/ Kathryn Marie Johnson**  
Signature of Joint Debtor **Kathryn Marie Johnson**

Telephone Number (If not represented by attorney)

**February 9, 2010**  
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/ Steven H. Silton**  
Signature of Attorney for Debtor(s)

**Steven H. Silton 260769**  
Printed Name of Attorney for Debtor(s)

**Hinshaw & Culbertson LLP**  
Firm Name

**333 South Seventh Street  
Suite 2000  
Minneapolis, MN 55402**

Address

Email: **ssilton@hinshawlaw.com**

**612-333-3434 Fax: 612-334-8888**  
Telephone Number

**February 9, 2010**  
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** \_\_\_\_\_  
Signature of Authorized Individual

Printed Name of Authorized Individual

Title of Authorized Individual

\_\_\_\_\_ Date

**United States Bankruptcy Court  
District of Minnesota**

In re Adrian Theodore Johnson, Jr.  
Kathryn Marie Johnson

Debtor(s)

Case No. \_\_\_\_\_  
Chapter

11

**EXHIBIT D - INDIVIDUAL DEBTOR'S STATEMENT OF COMPLIANCE WITH  
CREDIT COUNSELING REQUIREMENT**

**Warning: You must be able to check truthfully one of the five statements regarding credit counseling listed below. If you cannot do so, you are not eligible to file a bankruptcy case, and the court can dismiss any case you do file. If that happens, you will lose whatever filing fee you paid, and your creditors will be able to resume collection activities against you. If your case is dismissed and you file another bankruptcy case later, you may be required to pay a second filing fee and you may have to take extra steps to stop creditors' collection activities.**

*Every individual debtor must file this Exhibit D. If a joint petition is filed, each spouse must complete and file a separate Exhibit D. Check one of the five statements below and attach any documents as directed.*

1. Within the 180 days **before the filing of my bankruptcy case**, I received a briefing from a credit counseling agency approved by the United States trustee or bankruptcy administrator that outlined the opportunities for available credit counseling and assisted me in performing a related budget analysis, and I have a certificate from the agency describing the services provided to me. *Attach a copy of the certificate and a copy of any debt repayment plan developed through the agency.*

2. Within the 180 days **before the filing of my bankruptcy case**, I received a briefing from a credit counseling agency approved by the United States trustee or bankruptcy administrator that outlined the opportunities for available credit counseling and assisted me in performing a related budget analysis, but I do not have a certificate from the agency describing the services provided to me. *You must file a copy of a certificate from the agency describing the services provided to you and a copy of any debt repayment plan developed through the agency no later than 14 days after your bankruptcy case is filed.*

3. I certify that I requested credit counseling services from an approved agency but was unable to obtain the services during the seven days from the time I made my request, and the following exigent circumstances merit a temporary waiver of the credit counseling requirement so I can file my bankruptcy case now. *[Summarize exigent circumstances here.]* \_\_\_\_\_

**If your certification is satisfactory to the court, you must still obtain the credit counseling briefing within the first 30 days after you file your bankruptcy petition and promptly file a certificate from the agency that provided the counseling, together with a copy of any debt management plan developed through the agency. Failure to fulfill these requirements may result in dismissal of your case. Any extension of the 30-day deadline can be granted only for cause and is limited to a maximum of 15 days. Your case may also be dismissed if the court is not satisfied with your reasons for filing your bankruptcy case without first receiving a credit counseling briefing.**

4. I am not required to receive a credit counseling briefing because of: *[Check the applicable statement.] [Must be accompanied by a motion for determination by the court.]*

Incapacity. (Defined in 11 U.S.C. § 109(h)(4) as impaired by reason of mental illness or mental deficiency so as to be incapable of realizing and making rational decisions with respect to financial responsibilities.);

Disability. (Defined in 11 U.S.C. § 109(h)(4) as physically impaired to the extent of being unable, after reasonable effort, to participate in a credit counseling briefing in person, by telephone, or through the Internet.);

Active military duty in a military combat zone.

5. The United States trustee or bankruptcy administrator has determined that the credit counseling requirement of 11 U.S.C. § 109(h) does not apply in this district.

**I certify under penalty of perjury that the information provided above is true and correct.**

Signature of Debtor: /s/ Adrian Theodore Johnson, Jr.  
Adrian Theodore Johnson, Jr.

Date: February 9, 2010

**United States Bankruptcy Court  
District of Minnesota**

In re Adrian Theodore Johnson, Jr.  
Kathryn Marie Johnson

Debtor(s)

Case No. \_\_\_\_\_  
Chapter

11

**EXHIBIT D - INDIVIDUAL DEBTOR'S STATEMENT OF COMPLIANCE WITH  
CREDIT COUNSELING REQUIREMENT**

**Warning: You must be able to check truthfully one of the five statements regarding credit counseling listed below. If you cannot do so, you are not eligible to file a bankruptcy case, and the court can dismiss any case you do file. If that happens, you will lose whatever filing fee you paid, and your creditors will be able to resume collection activities against you. If your case is dismissed and you file another bankruptcy case later, you may be required to pay a second filing fee and you may have to take extra steps to stop creditors' collection activities.**

*Every individual debtor must file this Exhibit D. If a joint petition is filed, each spouse must complete and file a separate Exhibit D. Check one of the five statements below and attach any documents as directed.*

1. Within the 180 days **before the filing of my bankruptcy case**, I received a briefing from a credit counseling agency approved by the United States trustee or bankruptcy administrator that outlined the opportunities for available credit counseling and assisted me in performing a related budget analysis, and I have a certificate from the agency describing the services provided to me. *Attach a copy of the certificate and a copy of any debt repayment plan developed through the agency.*

2. Within the 180 days **before the filing of my bankruptcy case**, I received a briefing from a credit counseling agency approved by the United States trustee or bankruptcy administrator that outlined the opportunities for available credit counseling and assisted me in performing a related budget analysis, but I do not have a certificate from the agency describing the services provided to me. *You must file a copy of a certificate from the agency describing the services provided to you and a copy of any debt repayment plan developed through the agency no later than 14 days after your bankruptcy case is filed.*

3. I certify that I requested credit counseling services from an approved agency but was unable to obtain the services during the seven days from the time I made my request, and the following exigent circumstances merit a temporary waiver of the credit counseling requirement so I can file my bankruptcy case now. *[Summarize exigent circumstances here.]* \_\_\_\_\_

**If your certification is satisfactory to the court, you must still obtain the credit counseling briefing within the first 30 days after you file your bankruptcy petition and promptly file a certificate from the agency that provided the counseling, together with a copy of any debt management plan developed through the agency. Failure to fulfill these requirements may result in dismissal of your case. Any extension of the 30-day deadline can be granted only for cause and is limited to a maximum of 15 days. Your case may also be dismissed if the court is not satisfied with your reasons for filing your bankruptcy case without first receiving a credit counseling briefing.**

4. I am not required to receive a credit counseling briefing because of: *[Check the applicable statement.] [Must be accompanied by a motion for determination by the court.]*

Incapacity. (Defined in 11 U.S.C. § 109(h)(4) as impaired by reason of mental illness or mental deficiency so as to be incapable of realizing and making rational decisions with respect to financial responsibilities.);

Disability. (Defined in 11 U.S.C. § 109(h)(4) as physically impaired to the extent of being unable, after reasonable effort, to participate in a credit counseling briefing in person, by telephone, or through the Internet.);

Active military duty in a military combat zone.

5. The United States trustee or bankruptcy administrator has determined that the credit counseling requirement of 11 U.S.C. § 109(h) does not apply in this district.

**I certify under penalty of perjury that the information provided above is true and correct.**

Signature of Debtor: /s/ Kathryn Marie Johnson  
Kathryn Marie Johnson

Date: February 9, 2010

**United States Bankruptcy Court  
District of Minnesota**

In re **Adrian Theodore Johnson, Jr.  
Kathryn Marie Johnson**

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>
<b>Marshall Bank 203 South Second Street P.O. Box 760 Hallock, MN 56728</b>	<b>Marshall Bank 203 South Second Street P.O. Box 760 Hallock, MN 56728</b>	<b>Personal Guarantee</b>	<b>Disputed</b>	<b>5,600,000.00</b>
<b>Minnesota Kentucky Hotel Holdings, LLC c/o Teri Peeples 800 LaSalle Ave., #2800 Minneapolis, MN 55402</b>	<b>Minnesota Kentucky Hotel Holdings, LLC c/o Teri Peeples 800 LaSalle Ave., #2800 Minneapolis, MN 55402</b>	<b>Judgment</b>		<b>3,114,394.26</b>
<b>American Bank c/o Kelly Hadac, Murnane, Brandt 30 E. 7th St., #3200 Saint Paul, MN 55101</b>	<b>American Bank c/o Kelly Hadac, Murnane, Brandt 30 E. 7th St., #3200 Saint Paul, MN 55101</b>	<b>East Petrol, LLC Gas Stations/Judgment</b>		<b>1,750,000.00</b>
<b>Riverview Community Bank 9040 Quaday Avenue NE Suite 100 Elk River, MN 55330</b>	<b>Riverview Community Bank 9040 Quaday Ave. NE, Suite 100 Elk River, MN 55330</b>	<b>Personal Guaranty</b>		<b>1,750,000.00</b>
<b>M&amp;I Bank 6625 Lyndale Avenue South Richfield, MN 55423</b>	<b>M&amp;I Bank 6625 Lyndale Avenue South Richfield, MN 55423</b>	<b>Personal Guaranty for Debt Equities, LLC/Gale Road Family Limited Partnership</b>		<b>700,000.00</b>
<b>Ronald C Breckner c/o Scott Carlson, 4999 France Ave Suite 248 Minneapolis, MN 55410</b>	<b>Ronald C Breckner c/o Scott Carlson, 4999 France Ave Suite 248 Minneapolis, MN 55410</b>	<b>Data Sales Judgment</b>		<b>662,218.51</b>
<b>MidCountry Bank c/o P. Loraas 302 West Superior Street Suite 700 Duluth, MN 55802-5150</b>	<b>MidCountry Bank c/o P. Loraas 302 West Superior Street Suite 700 Duluth, MN 55802-5150</b>	<b>Personal Guaranty</b>	<b>Unliquidated</b>	<b>560,000.00</b>



In re **Adrian Theodore Johnson, Jr.**  
**Kathryn Marie Johnson**

Case No. \_\_\_\_\_

Debtor(s) \_\_\_\_\_

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>Marc Ashton c/o James R. Walston 80 South Eighth St., #4200 Minneapolis, MN 55402</b>	<b>Marc Ashton c/o James R. Walston 80 South Eighth St., #4200 Minneapolis, MN 55402</b>	<b>Business Loan; Lawsuit</b>	<b>Disputed</b>	<b>450,000.00</b>
<b>First Commercial Bank 8500 Normandale Lake Blvd. #110 Bloomington, MN 55437</b>	<b>First Commercial Bank 8500 Normandale Lake Blvd. #110 Bloomington, MN 55437</b>	<b>11% Ownership of Florida West Ltd. - Pledged to Crown Bank</b>		<b>590,000.00  (200,000.00 secured)</b>
<b>Americana Community Bank c/o Dan Beckman, Gislason &amp; Hunter 701 Xenia Ave S., Ste. 500 Minneapolis, MN 55416</b>	<b>Americana Community Bank c/o Dan Beckman, Gislason &amp; Hunter 701 Xenia Ave S., Ste. 500 Minneapolis, MN 55416</b>	<b>Personal Guaranty for Epic Development XVI, LLC/JUDGMENT</b>		<b>382,829.34</b>
<b>Highland Bank Loan Servicing 8140 26th Avenue South Suite 160 Bloomington, MN 55425</b>	<b>Highland Bank Loan Servicing 8140 26th Avenue South Suite 160 Bloomington, MN 55425</b>	<b>Line of Credit to Owensboro Hotel/Business Debt</b>		<b>354,219.32</b>
<b>ProGrowth Bank P.O. Box 266 Gaylord, MN 55334</b>	<b>ProGrowth Bank P.O. Box 266 Gaylord, MN 55334</b>	<b>East Petrol, LLC Gas Stations</b>		<b>320,000.00  (0.00 secured)</b>
<b>First Commercial Bank 8500 Normandale Lake Blvd. #110 Bloomington, MN 55437</b>	<b>First Commercial Bank 8500 Normandale Lake Blvd. #110 Bloomington, MN 55437</b>			<b>165,000.00</b>
<b>HomEq Servicing Mail Code CA3345 P.O. Box 13716 Sacramento, CA 95853-3716</b>	<b>HomEq Servicing Mail Code CA3345 P.O. Box 13716 Sacramento, CA 95853-3716</b>	<b>1/2 owner of townhouse located at 2482 Sandstone Lane, Orono, MN 55356, Hennepin County, Minnesota; Legally described as Lot 22, Block 1, Stonebay Add</b>		<b>585,681.00  (450,000.00 secured)</b>
<b>Carlton Financial Corporation c/o Dawn Isackson, Messerli &amp; Kramer, 150 S. 5th St., #1800 Minneapolis, MN 55402</b>	<b>Carlton Financial Corporation c/o Dawn Isackson, Messerli &amp; Kramer, 150 S. 5th St., #1800 Minneapolis, MN 55402</b>	<b>Judgment</b>		<b>128,187.77</b>
<b>First Commercial Bank 8500 Normandale Lake Blvd. #110 Bloomington, MN 55437</b>	<b>First Commercial Bank 8500 Normandale Lake Blvd. #110 Bloomington, MN 55437</b>	<b>Personal Guaranty/Debt Equities</b>		<b>125,000.00</b>

In re **Adrian Theodore Johnson, Jr.**  
**Kathryn Marie Johnson**

Case No. \_\_\_\_\_

Debtor(s)

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>First Commercial Bank 8500 Normandale Lake Blvd. #110 Bloomington, MN 55437</b>	<b>First Commercial Bank 8500 Normandale Lake Blvd. #110 Bloomington, MN 55437</b>	<b>24.45% Interest in Asset Marketing Development LLC - Pledged to First Commercial and Crown Bank</b>		<b>401,299.00</b>  <b>(300,000.00 secured)</b>
<b>Minnwest Bank 1150 Yankee Doodle Road Eagan, MN 55121</b>	<b>Minnwest Bank 1150 Yankee Doodle Road Eagan, MN 55121</b>	<b>Unsecured Loan</b>		<b>99,916.66</b>
<b>Voyager Bank 775 Prairie Center Drive Eden Prairie, MN 55344</b>	<b>Voyager Bank 775 Prairie Center Drive Eden Prairie, MN 55344</b>	<b>Line</b>		<b>90,000.00</b>
<b>Wells Fargo Bank, N.A. P.O. Box B 514 Minneapolis, MN 55479</b>	<b>Wells Fargo Bank, N.A. P.O. Box B 514 Minneapolis, MN 55479</b>	<b>Line of Credit</b>		<b>86,352.54</b>

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

We, **Adrian Theodore Johnson, Jr.** and **Kathryn Marie Johnson**, the debtors in this case, declare under penalty of perjury that we have read the foregoing list and that it is true and correct to the best of our information and belief.

Date **February 9, 2010** \_\_\_\_\_Signature **/s/ Adrian Theodore Johnson, Jr.**  
**Adrian Theodore Johnson, Jr.**  
DebtorDate **February 9, 2010** \_\_\_\_\_Signature **/s/ Kathryn Marie Johnson**  
**Kathryn Marie Johnson**  
Joint Debtor

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