

**United States Bankruptcy Court  
DISTRICT OF MINNESOTA**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>CINEMA 1, LLP, a Partnership</b>	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): <b>NONE</b>	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>41-1902026</b>	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. & Street, City, and State): <b>6945 MAGDA DR MAPLE GROVE MN</b>	Street Address of Joint Debtor (No. & Street, City, and State):
ZIPCODE <b>55369</b>	ZIPCODE
County of Residence or of the Principal Place of Business: <b>HENNEPIN</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>SAME</b>	Mailing Address of Joint Debtor (if different from street address):
ZIPCODE	ZIPCODE
Location of Principal Assets of Business Debtor (if different from street address above): <b>SEE ATTACHMENT A,</b>	ZIPCODE

<b>Type of Debtor</b> (Form of organization) (Check <b>one</b> box.) <input 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 checked="" 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  <hr/>	<b>Nature of Business</b> (Check <b>one</b> 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  <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  <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.  <b>Chapter 11 Debtors:</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business 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).  <b>Check if:</b> <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).  <b>Check all applicable boxes:</b> <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).
<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>Statistical/Administrative Information</b> <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.  Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000  Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion  Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input 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	THIS SPACE IS FOR COURT USE ONLY
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>CINEMA 1, LLP,                  a Partnership</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)		
Location Where Filed: <b>NONE</b>	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)		
Name of Debtor: <b>MIDWEST THEATRES CORPORTATION</b>	Case Number: <b>10-46834</b>	Date Filed: <b>9/04/10</b>
District: <b>MINNESOTA</b>	Relationship: <b>AFFILIATE</b>	Judge: <b>NANCY C. DREHER</b>
<p style="text-align:center;"><b>Exhibit A</b></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><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> (To be completed if debtor is an individual whose debts are primarily consumer debts)                 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 have delivered to the debtor the notice required by 11 U.S.C. §342(b). <p style="text-align:center;"><b>X</b></p> <p style="text-align:right;">_____ Signature of Attorney for Debtor(s) <span style="float:right;">12/10/2010</span> Date</p>	
<b>Exhibit C</b>		
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?		
<p><input type="checkbox"/> Yes, and exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No</p>		
<b>Exhibit D</b>		
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)		
<p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made part of this petition.</p> If this is a joint petition:		
<p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>		
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)		
<p><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.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><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 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.</p>		
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)		
<p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align:right;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align:right;">_____ (Address of landlord)</p>		
<p><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</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>		

**Voluntary Petition**

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

Name of Debtor(s):  
**CINEMA 1, LLP,  
a Partnership**

**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/ RALPH V. MITCHELL** \_\_\_\_\_  
Signature of Attorney for Debtor(s)

**RALPH V. MITCHELL 184639**  
Printed Name of Attorney for Debtor(s)

**LAPP, LIBRA, THOMSON, STOEBCNER & PUSCH**  
Firm Name

**120 SOUTH SIXTH STREET**  
Address

**SUITE 2500**

**MINNEAPOLIS MN 55402**

**612-338-5815**  
Telephone Number

**12/10/2010**  
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 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

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

**X /s/ BRYAN J. SIEVE** \_\_\_\_\_  
Signature of Authorized Individual

**BRYAN J. SIEVE**  
Printed Name of Authorized Individual

**MANAGING PARTNER**  
Title of Authorized Individual

**12/10/2010**  
Date

## **ATTACHMENT A**

### LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR:

- 766 CENTURY AVE, HUTCHINSON, MINNESOTA 55350
- 621 S. MINNESOTA AVE, ST. PETER, MINNESOTA 56082
- 2521 HWY 25 NORTH, MENOMONIE, WISCONSIN 54751

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

In re *CINEMA 1, LLP*  
a Partnership

Case No.  
Chapter 11

Debtor(s)

**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 and Fed. R. Bankr. P. 1007(m).

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)
1 <i>UNITED BANKERS BANK</i> 1650 W 82ND ST #1500 BLOOMINGTON MN 55431	Phone: <i>UNITED BANKERS BANK</i> 1650 W 82ND ST #1500 BLOOMINGTON MN 55431			\$ 8,585,136.00
2 <i>UNITED COMMUNITY BANK</i> ATTN STEVE FELD, VP 1000 OKOBOJI AVE MILFORD IA 51351	Phone: <i>UNITED COMMUNITY BANK</i> ATTN STEVE FELD, VP 1000 OKOBOJI AVE MILFORD IA 51351	GUARANTORS		\$ 3,173,839.00
3 <i>MIDWEST THEATRES CORPORATION</i> 6945 MAGDA DRIVE MAPLE GROVE MN 55369	Phone: <i>MIDWEST THEATRES CORPORATION</i> 6945 MAGDA DRIVE MAPLE GROVE MN 55369	AFFILIATE LOAN	Value: Net Unsecured:	\$ 600,107.00 \$ 0.00 \$ 600,107.00
4 <i>NORTH SHORE BANK</i> ATTN: ROY WHETTER, VP 15700 BLUEMOUND RD BROOKFIELD WI 53005	Phone: <i>NORTH SHORE BANK</i> ATTN: ROY WHETTER, VP 15700 BLUEMOUND RD BROOKFIELD WI 53005	GUARANTORS		\$ 411,316.00
5 <i>NICOLLET COUNTY BANK</i> PO BOX 420 ST PETER MN 56082	Phone: <i>NICOLLET COUNTY BANK</i> PO BOX 420 ST PETER MN 56082	MORTGAGE	Value: Net Unsecured:	\$ 432,000.00 \$ 300,000.00 \$ 132,000.00

Debtor(s)

### LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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)
6 CITIZENS STATE BANK PO BOX 247 HUDSON WI 54016	Phone: CITIZENS STATE BANK PO BOX 247 HUDSON WI 54016		Value: Net Unsecured:	\$ 1,458,000.00  \$ 1,400,000.00 \$ 58,000.00
7 ECONOMIC DEVELOPMENT AUTHORITY CITY OF ST. PETER 227 S. FRONT ST St. PETER MN 56082	Phone: ECONOMIC DEVELOPMENT AUTHORITY CITY OF ST. PETER 227 S. FRONT ST St. PETER MN 56082			\$ 40,000.00
8 FIRST MINNESOTA BANK 4625 COUNTY RD 101 MINNETONKA MN 55435	Phone: FIRST MINNESOTA BANK 4625 COUNTY RD 101 MINNETONKA MN 55435		Value: Net Unsecured:	\$ 0.00  \$ 1,500,000.00 \$ 0.00

### DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A PARTNERSHIP

I, BRYAN J. SIEVE, MANAGING PARTNER of the Partnership named as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Twenty Largest Unsecured Claims and that they are true and correct to the best of my knowledge, information and belief.

Date: 12/10/2010

Signature /s/ BRYAN J. SIEVE  
 Name: BRYAN J. SIEVE  
 Title: MANAGING PARTNER

**WRITTEN ACTION BY THE PARTNERS OF  
CINEMA 1, LLP TAKEN WITHOUT A MEETING**

The undersigned, being all of the Partners of Cinema 1, LLP, a Minnesota limited liability partnership (the "Partnership"), do hereby adopt the following resolutions by consent in writing:

WHEREAS, it is in the best interest of the Partnership to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code; and

RESOLVED, that Bryan J. Sieve, Managing Partner of the Partnership, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case in the United States Bankruptcy Court on behalf of the Partnership, and is further authorized to execute and deliver all documents necessary during the administration of the bankruptcy case;

RESOLVED, that Bryan J. Sieve, Managing Partner of the Partnership, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Partnership, and to otherwise do and perform all acts and deeds on behalf of the Partnership as are necessary and appropriate in connection with the administration of the bankruptcy case;

RESOLVED, that Bryan J. Sieve, Managing Partner of the Partnership, is authorized and directed to employ Ralph V. Mitchell, attorney and the law firm of Lapp, Libra, Thomson, Stoebner & Pusch, Chartered, to represent the Partnership in such bankruptcy case, and is authorized and directed to employ any other professionals needed to assist the Partnership in fulfilling its duties as a chapter 11 debtor;

RESOLVED, that Bryan J. Sieve, Managing Partner of the Partnership, be and is authorized and directed to take any and all action necessary to carry out the intent of the foregoing resolutions and to perform the Partnership's obligations that arise as a result of the foregoing resolutions.

The above action is taken without a meeting by authorization in writing signed by the number of members of the Partnership required to take the same action at a meeting of the Partnership at which all members are present.

This action is to be effective as of December 9th, 2010.

  
\_\_\_\_\_  
Steven L. Tripp

  
\_\_\_\_\_  
Bryan J. Sieve

  
\_\_\_\_\_  
John J. Sieve

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re *CINEMA 1, LLP, a Partnership*

Case No.  
Chapter 11

\_\_\_\_\_/ Debtor  
Attorney for Debtor: *RALPH V. MITCHELL*

**VERIFICATION OF CREDITOR MATRIX**

The above named Debtor(s) hereby verify that the attached list of creditors is true and correct to the best of our knowledge.

Date: *12/10/2010* \_\_\_\_\_

*/s/ BRYAN J. SIEVE* \_\_\_\_\_  
Debtor



CITIZENS STATE BANK  
PO BOX 247  
HUDSON WI 54016

ECONOMIC DEVELOPMENT AUTHORITY  
CITY OF ST PETER  
227 S FRONT ST  
ST PETER MN 56082

FIRST MINNESOTA BANK  
4625 COUNTY RD 101  
MINNETONKA MN 55435

MIDWEST THEATRES CORPORATION  
6945 MAGDA DRIVE  
MAPLE GROVE MN 55369

NICOLLET COUNTY BANK  
PO BOX 420  
ST PETER MN 56082

NORTH SHORE BANK  
ATTN ROY WHETTER VP  
15700 BLUEMOUND RD  
BROOKFIELD WI 53005

UNITED BANKERS BANK  
1650 W 82ND ST  
#1500  
BLOOMINGTON MN 55431

UNITED COMMUNITY BANK  
ATTN STEVE FELD VP  
1000 OKOBOJI AVE  
MILFORD IA 51351