

B1 (Official Form 1)(12/11)

**United States Bankruptcy Court  
District of Minnesota**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Junonia, Ltd.</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):	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>41-1783355</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. and Street, City, and State): <b>1355 Mendota Heights Road, #290 Mendota Heights, MN</b> <div style="text-align: right; margin-top: 5px;">                     ZIP Code  <b>55120</b> </div>	Street Address of Joint Debtor (No. and Street, City, and State):  <div style="text-align: right; margin-top: 5px;">                     ZIP Code                 </div>
County of Residence or of the Principal Place of Business: <b>Dakota</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):  <div style="text-align: right; margin-top: 5px;">                     ZIP Code                 </div>	Mailing Address of Joint Debtor (if different from street address):  <div style="text-align: right; margin-top: 5px;">                     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 type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<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	<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>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<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>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>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 \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
--	---

**Statistical/Administrative Information**

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
-------------------------------	---	----------------------------------	----------------------------------	--------------------------------------	---------------------------------------	--	--	---	---------------------------------------

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 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
--	--	---	---	---	---	--	---	---	--

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>Junonia, Ltd.</b></p>
--	--

**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>- None -</b>	Case Number:	Date Filed:
District:	Relationship:	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>
---	--

**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):  
**Junonia, Ltd.**

**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 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 Attorney\***

**X** /s/ Steven B. Nosek  
 Signature of Attorney for Debtor(s)

Steven B. Nosek 79960  
 Printed Name of Attorney for Debtor(s)

Steven B. Nosek, P.A.  
 Firm Name

Attorney at Law  
2855 Anthony Lane S, #201  
St. Anthony, MN 55418

\_\_\_\_\_  
 Address

**Email: snosek@visi.com**

612-335-9171 Fax: 612-789-2109  
 Telephone Number

July 19, 2012  
 Date

\_\_\_\_\_  
 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/ Anne Kelly  
 Signature of Authorized Individual

Anne Kelly  
 Printed Name of Authorized Individual

President  
 Title of Authorized Individual

July 19, 2012  
 Date

\_\_\_\_\_  
 Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
District of Minnesota**

In re Junonia, Ltd.

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>011 International 134 W Olive Avenue Monrovia, CA 91016-3410</b>	<b>011 International 134 W Olive Avenue Monrovia, CA 91016-3410</b>			<b>27,522.00</b>
<b>American Express Travel Management Svcs Po Box 53800 Phoenix, AZ 85072-3800</b>	<b>American Express Travel Management Svcs Po Box 53800 Phoenix, AZ 85072-3800</b>			<b>39,781.28</b>
<b>Anne Kelly 539 Lexington Pkwy S Saint Paul, MN 55116</b>	<b>Anne Kelly 539 Lexington Pkwy S Saint Paul, MN 55116</b>	<b>Promissory Note</b>		<b>217,219.70</b>
<b>Artisans W4146 Second St PO Box 278 Glen Flora, WI 54526</b>	<b>Artisans W4146 Second St PO Box 278 Glen Flora, WI 54526</b>			<b>18,823.50</b>
<b>Avani Holdings 9915 Bell Ranach Drive Santa Fe Springs, CA 90670</b>	<b>Avani Holdings 9915 Bell Ranach Drive Santa Fe Springs, CA 90670</b>			<b>26,729.00</b>
<b>Chings International 7F No 111 Hsing De Rd San Chung City Tai Paei 241 TAIWAN ROC</b>	<b>Chings International 7F No 111 Hsing De Rd San Chung City Tai Paei 241 TAIWAN ROC</b>			<b>166,487.82</b>
<b>Covalent c/o Hughes Matthews PA 110 6th AVE S, #200 Saint Cloud, MN 56302-0548</b>	<b>Covalent c/o Hughes Matthews PA 110 6th AVE S, #200 Saint Cloud, MN 56302-0548</b>		<b>Disputed</b>	<b>467,000.00</b>
<b>Gray Plant Mooty Mooty 500 IDS Center - Jim Hipp 80 S 8th Street Minneapolis, MN 55402-3796</b>	<b>Gray Plant Mooty Mooty 500 IDS Center - Jim Hipp 80 S 8th Street Minneapolis, MN 55402-3796</b>			<b>23,097.50</b>
<b>Horizon Paper 1010 Washington Blvd Stamford, CT 06901</b>	<b>Horizon Paper 1010 Washington Blvd Stamford, CT 06901</b>			<b>22,732.29</b>
<b>Lee Tai Sang Room 901 Tower I 833 Cheung Shaw Wan Rd CHINA</b>	<b>Lee Tai Sang Room 901 Tower I 833 Cheung Shaw Wan Rd CHINA</b>			<b>37,076.80</b>

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

In re **Junonia, Ltd.**

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

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

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Lori Weise Parks 53 West Colorado St Saint Paul, MN 55107	Lori Weise Parks 53 West Colorado St Saint Paul, MN 55107	Promissory Note		25,000.00
Loudania Room 2808, 28/F Shui on Centre 6-8 Harbour Rd CHINA	Loudania Room 2808, 28/F Shui on Centre 6-8 Harbour Rd CHINA			28,602.04
Northwestern Mutual c/o Ernest Draper, Fin. Rep 225 6th St, #2900 Minneapolis, MN 55402	Northwestern Mutual c/o Ernest Draper, Fin. Rep 225 6th St, #2900 Minneapolis, MN 55402	Life Insurance Policy on Anne Kelly Northwestern Mutual Ernest Draper - Financial Rep Policy No. Ending: 7744 Cash Value as of 7/11/12		35,121.31  (7,410.27 secured)
One Step Ahead 5955 Mission St Daly City, CA 94014	One Step Ahead 5955 Mission St Daly City, CA 94014			16,422.70
Shenker Attn: Carline Dewey 965 Norfolk Square Norfolk, VA 23502	Shenker Attn: Carline Dewey 965 Norfolk Square Norfolk, VA 23502			37,736.64
Stafford Photography 1018 N 5th St Minneapolis, MN 55411	Stafford Photography 1018 N 5th St Minneapolis, MN 55411			33,274.10
Susan Lester 3145 Brant Street San Diego, CA 92103	Susan Lester 3145 Brant Street San Diego, CA 92103	Promissory Note		50,000.00
Thill Logistics, Inc. Attn: Leighton Crutcher 355 Byrd Avenue Neenah, WI 54956	Thill Logistics, Inc. Attn: Leighton Crutcher 355 Byrd Avenue Neenah, WI 54956		Disputed	173,259.97
Venture Bank 6210 Wayzata Blvd. Golden Valley, MN 55416	Venture Bank 6210 Wayzata Blvd. Golden Valley, MN 55416	All Corporate Assets		328,177.00  (0.00 secured)
Venture Bank 6210 Wayzata Blvd. Golden Valley, MN 55416	Venture Bank 6210 Wayzata Blvd. Golden Valley, MN 55416	All Corporate Assets		240,000.00  (0.00 secured)

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

In re Junonia, Ltd.  
Debtor(s)

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

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

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

I, the President 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 July 19, 2012

Signature /s/ Anne Kelly  
**Anne Kelly**  
**President**

*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.

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court  
District of Minnesota**

In re Junonia, Ltd.  
Debtor

Case No. \_\_\_\_\_  
Chapter 11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>4</b>	<b>1,680,660.29</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>603,298.31</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>3</b>		<b>6.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>14</b>		<b>1,583,527.77</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>2</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>26</b>			
Total Assets			<b>1,680,660.29</b>		
Total Liabilities				<b>2,186,832.08</b>	

**United States Bankruptcy Court  
District of Minnesota**

In re Junonia, Ltd.  
Debtor

Case No. \_\_\_\_\_  
Chapter 11

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		



B6A (Official Form 6A) (12/07)

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

Sub-Total > **0.00** (Total of this page)  
 Total > **0.00**  
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petitioner is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply 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).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		<b>Petty Cash</b>	-	<b>88.00</b>
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<b>Checking Account - Account No. Ending: 5206 Venture Bank 6210 Wayzata Blvd. Golden Valley, MN 55416 Balance as of 7/18/2012</b>	-	<b>34,118.28</b>
		<b>Savings Account - Account No. Ending: 1319 Venture Bank 6210 Wayzata Blvd. Golden Valley, MN 55416 Balance as of 6/29/2012</b>	-	<b>22,253.07</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.		<b>Security Deposit - One Month - Landlord - Southbridge</b>	-	<b>5,252.71</b>
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		<b>Keyman Life Insurance Policy Term Policy - \$750,000.00 (Face Value)</b>	-	<b>0.00</b>
			Sub-Total >	<b>61,712.06</b>
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
 (Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		<b>Life Insurance Policy on Anne Kelly Northwestern Mutual Ernest Draper - Financial Rep Policy No. Ending: 7744 Cash Value as of 7/11/12</b>	-	<b>7,410.27</b>
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		<b>Accounts Receivable - Small amount from clothing sent to consignment shops - approximately</b>	-	<b>4,123.99</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		<b>The Debtor has a credit card cash reserve with Meritus</b>	-	<b>62,412.56</b>
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
			Sub-Total >	<b>73,946.82</b>
			(Total of this page)	

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.		<b>Registered Trademarks: Juno, Junonia, Juno's Closet, La Vie, Junonia, JunoWear, Junoesque, QwikWik, QwikShape, PerfectTemp, PoolPruf.</b>	-	<b>20,000.00</b>
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.		<b>Customer List - Estimated Value</b>	-	<b>278,143.00</b>
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		<b>Office Computers, Printers, Servers and Graphic Work Stations</b>	-	<b>10,000.00</b>
		<b>Polycom IP Phone System</b>	-	<b>2,000.00</b>
		<b>Miscellaneous Office Supplies</b>	-	<b>785.00</b>
29. Machinery, fixtures, equipment, and supplies used in business.		<b>Miscellaneous Office Furniture</b>	-	<b>3,780.00</b>
		<b>Product Samples &amp; Swatches</b>	-	<b>3,685.00</b>
30. Inventory.		<b>Clothing Samples</b>	-	<b>5,000.00</b>

Sub-Total > **323,393.00**  
 (Total of this page)

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
 (Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		<b>Inventory valued at cost Located at: Thill Logistics 355 Vyrd Avenue Neenah, WI 54956</b>	-	<b>523,608.41</b>
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.		<b>Counterclaim of the Debtor against Covalent - subject to setoff</b>	-	<b>698,000.00</b>

Sub-Total >	<b>1,221,608.41</b>
(Total of this page)	
Total >	<b>1,680,660.29</b>

(Report also on Summary of Schedules)

Sheet 3 of 3 continuation sheets attached  
 to the Schedule of Personal Property

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

In re Junonia, Ltd. Case No. \_\_\_\_\_  
Debtor

### SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No. <b>xxxx7744</b>								
<b>Northwestern Mutual c/o Ernest Draper, Fin. Rep 225 6th St, #2900 Minneapolis, MN 55402</b>		-						
			<b>5/5/2008 Life Insurance Policy Life Insurance Policy on Anne Kelly Northwestern Mutual Ernest Draper - Financial Rep Policy No. Ending: 7744 Cash Value as of 7/11/12</b>				<b>35,121.31</b>	<b>27,711.04</b>
			Value \$ <b>7,410.27</b>					
Account No. <b>SBA Loan</b>								
<b>Venture Bank 6210 Wayzata Blvd. Golden Valley, MN 55416</b>		X						
			<b>All Corporate Assets</b>					
			Value \$ <b>0.00</b>				<b>328,177.00</b>	<b>328,177.00</b>
Account No.								
<b>Venture Bank 6210 Wayzata Blvd. Golden Valley, MN 55416</b>		X						
			<b>All Corporate Assets</b>					
			Value \$ <b>0.00</b>				<b>240,000.00</b>	<b>240,000.00</b>
Account No.								
			Value \$					
Subtotal (Total of this page)							<b>603,298.31</b>	<b>595,888.04</b>
Total (Report on Summary of Schedules)							<b>603,298.31</b>	<b>595,888.04</b>

0 continuation sheets attached

In re Junonia, Ltd. Case No. \_\_\_\_\_  
Debtor

### SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

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

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

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

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

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

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

**Domestic support obligations**

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

**Extensions of credit in an involuntary case**

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

**Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

**Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

**Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

**Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

**Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

**Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

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

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

In re Junonia, Ltd. Debtor Case No. \_\_\_\_\_

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

**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. <b>Anne Kelly</b> <b>539 Lexington Pkwy S</b> <b>Saint Paul, MN 55116</b>		-					1.00	0.00
Account No. <b>Bethany T. Bonnell</b> <b>2870 Holmes Ave #207</b> <b>Minneapolis, MN 55408</b>		-					1.00	0.00
Account No. <b>Bonnie J. Parks</b> <b>20559 Keystone Ave</b> <b>Lakeville, MN 55044</b>		-					1.00	0.00
Account No. <b>Tori E. Breunig</b> <b>6185 134th Street W</b> <b>Apple Valley, MN 55124</b>		-					1.00	0.00
Account No.								
Subtotal							4.00	0.00
(Total of this page)							4.00	4.00

Sheet 1 of 2 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims



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

In re Junonia, Ltd.  
Debtor

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

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
<b>Internal Revenue Service STOP 5700 30 E 7th St #1222 Saint Paul, MN 55101-7706</b>		-					<b>1.00</b>	<b>0.00</b>
Account No.								
<b>Minnesota Revenue PO Box 64649 Saint Paul, MN 55164-0649</b>		-					<b>1.00</b>	<b>0.00</b>
Account No.								
Account No.								
Account No.								
Subtotal (Total of this page)							<b>2.00</b>	<b>0.00</b>
Total (Report on Summary of Schedules)							<b>6.00</b>	<b>0.00</b>

Sheet 2 of 2 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

B6F (Official Form 6F) (12/07)

In re Junonia, Ltd. Case No. \_\_\_\_\_  
Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

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

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

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W	J				
Account No.  <b>011 International</b> <b>134 W Olive Avenue</b> <b>Monrovia, CA 91016-3410</b>		-						<b>27,522.00</b>
Account No.  <b>AlexA/4cite</b> <b>30 Tech Valley Dr, #201</b> <b>East Greenbush, NY 12061</b>		-						<b>1,390.00</b>
Account No. <b>xxxx-xxxxxx-x1005</b>  <b>American Express</b> <b>Travel Management Svcs</b> <b>Po Box 53800</b> <b>Phoenix, AZ 85072-3800</b>		-						<b>39,781.28</b>
Account No.  <b>Zwicker &amp; Associates, P.C.</b> <b>80 Minuteman Rd</b> <b>Andover, MA 01810-1008</b>								<b>Notice Only</b>
Subtotal (Total of this page)								<b>68,693.28</b>

13 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Anne Kelly</b> <b>539 Lexington Pkwy S</b> <b>Saint Paul, MN 55116</b>		-	<b>Promissory Note</b>			<b>217,219.70</b>
Account No.  <b>Artisans</b> <b>W4146 Second St</b> <b>PO Box 278</b> <b>Glen Flora, WI 54526</b>		-				<b>18,823.50</b>
Account No.  <b>Avani Holdings</b> <b>9915 Bell Ranach Drive</b> <b>Santa Fe Springs, CA 90670</b>		-				<b>26,729.00</b>
Account No.  <b>Banta</b> <b>3075 Highland Pkwy</b> <b>Downers Grove, IL 60515</b>		-				<b>7,218.33</b>
Account No.  <b>Bill Huldeen</b> <b>1200 Oakview Rd</b> <b>Long Lake, MN 55356</b>		-				<b>3,000.00</b>
Subtotal (Total of this page)						<b>272,990.53</b>

Sheet no. 1 of 13 sheets attached to Schedule of  
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>BNC Telecom</b> <b>One Plaza Rd, #102A</b> <b>Greenvale, NY 11548</b>	-					<b>289.00</b>
Account No.  <b>Bright Cloud Marketing</b> <b>908 Maint St #250</b> <b>Louisville, CO 80027</b>	-					<b>2,221.00</b>
Account No.  <b>Business Systems, Ltd. of MN</b> <b>851 W 128th Street</b> <b>Burnsville, MN 55337</b>	-					<b>179.96</b>
Account No.  <b>GE Capital Solutions</b> <b>1961 Hirst Drive</b> <b>Moberly, MO 65270</b>		<b>Representing</b> <b>Business Systems, Ltd. of MN</b>				<b>Notice Only</b>
Account No. <b>xxxx-xxxx-xxxx-9705</b>  <b>Capital One Bank (USA), N.A.</b> <b>PO Box 60599</b> <b>City Of Industry, CA 91716-0599</b>	<b>X</b> -					<b>1,749.21</b>
Subtotal (Total of this page)						<b>4,439.17</b>

Sheet no. 2 of 13 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>CEO Roundtable</b> <b>PO Box 238</b> <b>Chanhassen, MN 55317</b>	-					<b>2,833.33</b>
Account No.  <b>Chings International</b> <b>7F No 111 Hsing De Rd</b> <b>San Chung City Tai Paei 241</b> <b>TAIWAN ROC</b>	-					<b>166,487.82</b>
Account No.  <b>Communications Logistics</b> <b>2040 Jay-Mar Road, #2</b> <b>Plover, WI 54467-3257</b>	-					<b>12,451.44</b>
Account No.  <b>Conversen</b> <b>2 Burlington Woods</b> <b>Burlington, MA 01803</b>	-					<b>8,487.91</b>
Account No.  <b>Covalent</b> <b>c/o Hughes Matthews PA</b> <b>110 6th AVE S, #200</b> <b>Saint Cloud, MN 56302-0548</b>	-				<b>X</b>	<b>467,000.00</b>
Subtotal (Total of this page)						<b>657,260.50</b>

Sheet no. 3 of 13 sheets attached to Schedule of  
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>DataLogix</b> <b>10075 Westmoor Dr, #200</b> <b>Westminster, CO 80021-2714</b>	-					<b>1,521.96</b>
Account No.  <b>Dax Miller</b> <b>909 West Grove Pkwy</b> <b>Apt 3024</b> <b>Tempe, AZ 85283</b>	-					<b>500.00</b>
Account No.  <b>Eaccountable</b> <b>PO Box 3730</b> <b>Eagle, CO 81631</b>	-					<b>4,507.60</b>
Account No.  <b>Enell</b> <b>PO Box 808</b> <b>319 2nd Street</b> <b>Havre, MT 59501</b>	-					<b>3,712.56</b>
Account No.  <b>Epsilon Data</b> <b>Abacus</b> <b>2550 Crescent Drive</b> <b>Lafayette, CO 80026</b>	-					<b>1,691.40</b>
Subtotal (Total of this page)						<b>11,933.52</b>

Sheet no. 4 of 13 sheets attached to Schedule of  
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>ET2C</b> 350 7th Ave, #2205 New York, NY 10001	-					12,064.31
Account No.  <b>Fluent Edge</b> 250 NW Blvd, Jay-Mar Road #105 Coeur D Alene, ID 83814	-					1,795.00
Account No.  <b>Fluid, Inc.</b> 222 Sutter St, 8th Floor San Francisco, CA 94108	-					3,000.00
Account No.  <b>Glamorize Foundations, Inc.</b> 135 Madison Ave New York, NY 10016	-					3,163.04
Account No.  <b>Google Affiliate Network</b> 1600 Amphiteathre Pkwy Mountain View, CA 94043	-					3,948.62
Sheet no. <u>5</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>23,970.97</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.  <b>Gray Plant Mooty Mooty</b> <b>500 IDS Center - Jim Hipp</b> <b>80 S 8th Street</b> <b>Minneapolis, MN 55402-3796</b>		-				<b>23,097.50</b>	
Account No.  <b>Hauser List Services</b> <b>370 Marie Ct</b> <b>East Meadow, NY 11554</b>		-				<b>89.70</b>	
Account No.  <b>Horizon Paper</b> <b>1010 Washington Blvd</b> <b>Stamford, CT 06901</b>		-				<b>22,732.29</b>	
Account No.  <b>Indiana Insurance Company</b> <b>6281 Tri Ridge Blvd</b> <b>Loveland, OH 45140</b>		-				<b>658.30</b>	
Account No.  <b>InfoGroup Donnelley</b> <b>PO Box 3603</b> <b>Omaha, NE 68103-0603</b>		-				<b>5,250.00</b>	
Sheet no. <u>6</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal (Total of this page)</b>	<b>51,827.79</b>



B6F (Official Form 6F) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Instant Shaping by Plus Form Dolce Vita Intimates 1000 1st Street Harrison, NJ 07029</b>		-				<b>1,496.43</b>
Account No.  <b>Jeevan c/o Florissant Fashions 209 W 38th St, Room 207 New York, NY 10018</b>		-				<b>15,187.00</b>
Account No.  <b>June Kelly 3330 Edinborough Way #210 Edina, MN 55435</b>		-	<b>Promissory Note</b>			<b>337.00</b>
Account No.  <b>LBR Communications 15554 71st Ave N Maple Grove, MN 55311</b>		-				<b>2,000.00</b>
Account No.  <b>Lee Tai Sang Room 901 Tower I 833 Cheung Shaw Wan Rd CHINA</b>		-				<b>37,076.80</b>
Subtotal (Total of this page)						<b>56,097.23</b>

Sheet no. 7 of 13 sheets attached to Schedule of  
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Lett Direct, Inc.</b> <b>Attn: Stephen R. Lett</b> <b>204 Hollywood St</b> <b>Bethany Beach, DE 19930-0005</b>	-					<b>7,000.00</b>
Account No.  <b>Lori Weise Parks</b> <b>53 West Colorado St</b> <b>Saint Paul, MN 55107</b>	-	<b>Promissory Note</b>				<b>25,000.00</b>
Account No.  <b>Loudania</b> <b>Room 2808, 28/F</b> <b>Shui on Centre 6-8 Harbour Rd</b> <b>CHINA</b>	-					<b>28,602.04</b>
Account No.  <b>Luxury Living</b> <b>PO Box 3622</b> <b>Barrington, IL 60011</b>	-					<b>184.80</b>
Account No.  <b>Moore Creative Talent</b> <b>3130 Excelsior Blvd.</b> <b>St. Louis Park, MN 55416</b>	-					<b>3,374.34</b>
Sheet no. <u>8</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>64,161.18</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.  <b>Moquist Thorvilson Kaufman</b> <b>7650 Edinborough Way #225</b> <b>Edina, MN 55435</b>	-						<b>2,819.93</b>
Account No.  <b>One Step Ahead</b> <b>5955 Mission St</b> <b>Daly City, CA 94014</b>	-						<b>16,422.70</b>
Account No.  <b>Phool Fashion</b> <b>1411 Broadway, #610</b> <b>New York, NY 10018</b>	-						<b>13,320.00</b>
Account No.  <b>Pure Lime</b> <b>Hildun Factors</b> <b>225 W 35th St 10th Floor</b> <b>New York, NY 10001</b>	-						<b>4,551.02</b>
Account No.  <b>Quad Graphics</b> <b>75 Remittance Dr #6400</b> <b>Chicago, IL 60675-6400</b>	-						<b>4,057.02</b>
Sheet no. <u>9</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>41,170.67</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.  <b>Richard Gabriel</b> <b>Riverwood Place, #114</b> <b>880 Sible Memorial Hwy</b> <b>Mendota Heights, MN 55118-1736</b>	-					<b>4,472.75</b>	
Account No.  <b>Shenker</b> <b>Attn: Carline Dewey</b> <b>965 Norfolk Square</b> <b>Norfolk, VA 23502</b>	-					<b>37,736.64</b>	
Account No.  <b>Shred-It</b> <b>8400 - 89th Ave N #430</b> <b>Minneapolis, MN 55445</b>	-					<b>180.00</b>	
Account No.  <b>Stafford Photography</b> <b>1018 N 5th St</b> <b>Minneapolis, MN 55411</b>	-					<b>33,274.10</b>	
Account No.  <b>Summer Solutions</b> <b>129 Kaye Circle</b> <b>Beaver, PA 15009</b>	-					<b>181.38</b>	
Sheet no. <u>10</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal (Total of this page)</b>	<b>75,844.87</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Superfit Knitting Mills</b> 1401 Legendra 2nd Floor Montreal PQ CANADA H4N 2R9		-				<b>5,060.00</b>
Account No.  <b>Susan Lester</b> 3145 Brant Street San Diego, CA 92103		-	<b>Promissory Note</b>			<b>50,000.00</b>
Account No.  <b>Synergy Services</b> 380 Jackson St, #530 Saint Paul, MN 55101		-				<b>504.12</b>
Account No.  <b>Tafford Uniforms</b> 104 Park Drive Montgomeryville, PA 18936		-				<b>300.00</b>
Account No.  <b>Take a Break Commercial Svcs</b> 245 E Marie St #210 Saint Paul, MN 55118		-				<b>240.00</b>
Sheet no. <u>11</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal (Total of this page) 56,104.12</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.  <b>Thill Logistics, Inc.</b> <b>Attn: Leighton Crutcher</b> <b>355 Byrd Avenue</b> <b>Neenah, WI 54956</b>	-					<b>X</b>	<b>173,259.97</b>
Account No.  <b>Total Support Solutions, Inc.</b> <b>5109 South Broadband LN</b> <b>Sioux Falls, SD 57108</b>	-						<b>502.80</b>
Account No.  <b>Toyota Apparel Section</b> <b>Rm 2702 Block 1, 27/F</b> <b>Admiralty Gutre 18 Harcourt Rd</b> <b>HONG KONG</b>	-						<b>9,045.05</b>
Account No.  <b>UPS</b> <b>PO Box 7427-0244</b> <b>Philadelphia, PA 19170-0001</b>	-						<b>314.63</b>
Account No.  <b>UPS Supply Chain Solutions Inc</b> <b>28013 Network Place</b> <b>Chicago, IL 60673</b>	-						<b>78.14</b>
Sheet no. <u>12</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>183,200.59</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.							
<b>William J. Hargis, dba Southbridge Business Center 1625 Energy Park Dr #100 Saint Paul, MN 55108</b>	<b>X</b>	-				<b>15,833.35</b>	
Account No.							
Account No.							
Account No.							
Account No.							
Sheet no. <u>13</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>15,833.35</b>
						Total (Report on Summary of Schedules)	<b>1,583,527.77</b>

B6G (Official Form 6G) (12/07)

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Blue Cross Blue Shield of MN PO Box 64676 Saint Paul, MN 55164-0676	Health Insurance
Business Systems, Ltd. of MN 851 W 128th Street Burnsville, MN 55337	Copier Lease - FS CS350 DN and Copier Lease - KM C3232E  Lease Term is for 36 months - Lease start date was 10/20/11
Communications Logistics 2040 Jay-Mar Road, #2 Plover, WI 54467-3257	Website and Email Launching Contract
Financial Sync, Inc. 1200 Centre Point Curve #300 Mendota Heights, MN 55120	Service Agreement
Lett Direct, Inc. Attn: Stephen R. Lett 204 Hollywood St Bethany Beach, DE 19930-0005	Consulting Agreement regarding sale of products and production through the mail. Effective 2/22/2011
Meritus 1901 E. Alton Ave, #220 Santa Ana, CA 92705	Credit Card Processing System
MyBuys, Inc. One Lagoon Drive, #120 Redwood City, CA 94065	Service Agreement for Web Design - Effective 4/25/2011
TDS Company 30925 2nd Street PO Box 327 Pequot Lakes, MN 56472-0327	Telecommunications Service Agreement - 10/24/2011 to 10/24/2013
Thill Logistics, Inc. 355 Byrd Avenue Neenah, WI 54956	Master Services Agreement - Effective 12-21-2009
Total Support Solutions, Inc. 5109 South Broadband LN Sioux Falls, SD 57108	Customer Contact Center Services Agreement - Effective 2/2/2011



In re Junonia, Ltd., Debtor Case No. \_\_\_\_\_

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**  
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>William J. Hargis, dba Southbridge Business Center 1625 Energy Park Dr #100 Saint Paul, MN 55108</b>	<b>Building Lease - Lease Expires on 2/28/2014</b>

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

In re Junonia, Ltd. Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Anne Kelly                      539 Lexington Pkwy S                      Saint Paul, MN 55116</b>	<b>Capital One Bank (USA), N.A.                      PO Box 60599                      City Of Industry, CA 91716-0599</b>
<b>Anne Kelly                      539 Lexington Pkwy S                      Saint Paul, MN 55116</b>	<b>Venture Bank                      6210 Wayzata Blvd.                      Golden Valley, MN 55416</b>
<b>Anne Kelly                      539 Lexington Pkwy S                      Saint Paul, MN 55116</b>	<b>Venture Bank                      6210 Wayzata Blvd.                      Golden Valley, MN 55416</b>
<b>Anne Kelly                      539 Lexington Pkwy S                      Saint Paul, MN 55116</b>	<b>William J. Hargis, dba                      Southbridge Business Center                      1625 Energy Park Dr #100                      Saint Paul, MN 55108</b>

0 continuation sheets attached to Schedule of Codebtors

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court  
District of Minnesota**

In re Junonia, Ltd.  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter 11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 28 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date July 19, 2012

Signature /s/ Anne Kelly  
**Anne Kelly**  
**President**

*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.

B7 (Official Form 7) (04/10)

**United States Bankruptcy Court  
District of Minnesota**

In re Junonia, Ltd.

Debtor(s)

Case No.

Chapter 11

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, 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).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**1. Income from employment or operation of business**

None  State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$8,971,807.00</b>	<b>2010 - \$4,696,549.00 - Gross Revenues</b>
	<b>2011 - \$3,293,042.00 - Gross Revenues</b>
	<b>2012 - Year To Date - \$982,216.00 - Gross Revenues</b>

**2. Income other than from employment or operation of business**

None  State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

**3. Payments to creditors**

None  **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
------------------------------	-------------------	-------------	--------------------

None  b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
<b>Northwestern Mutual c/o Ernest Draper, Fin. Rep 225 6th St, #2900 Minneapolis, MN 55402</b>	<b>July 1, 2012</b>	<b>\$1,000.00</b>	<b>\$35,121.31</b>
<b>Debtor is reviewing records as to other payments</b>		<b>\$0.00</b>	<b>\$0.00</b>

None  c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
--	-----------------	-------------	--------------------

**4. Suits and administrative proceedings, executions, garnishments and attachments**

None  a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>Covalent vs. Junonia, Ltd. Court File No.: _____</b>	<b>Contract Litigation</b>	<b>State of Minnesota - District Court County of Dakota - First Judicial District</b>	<b>Pending</b>

None  b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
---	-----------------	--------------------------------------

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

**5. Repossessions, foreclosures and returns**

None  List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
--	--	-----------------------------------

**6. Assignments and receiverships**

None  a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	--------------------	-----------------------------------

None  b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------	--	---------------	-----------------------------------

**7. Gifts**

None  List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Dakota Woodlands 3430 Wescott Woodlands Eagan, MN 55123	None	10-28-11	Women's Plus Size Apparel \$1,080.00
NAAFA	None	4-13-11	1 Silk Cotton Shirt and 1 Actionwear Pant \$139.90
Kinderplatz Childcare & Edu.	None	5-9-11	Several Hats/ Mittens & Headbands \$100.00
Courage Center	None	9-29-11	25 Pants; 63 Tops; 7 PJ's; 1 Bag; 6 Books; 5 Underpants; 4 Dresses; 6 Shorts; 5 Swimsuits; 2 Workout Outfits; 3 Bras; 3 Jackets. \$2,681.00
Express on Selby Avenue	None	10-20-11	46 Tops; 5 Bottoms; 15 Jackets. \$2,024.00
Dakota Woodlands 3430 Wescott Woodlands Eagan, MN 55123	None	2-1-12	20 Tops; 4 bottoms; 4 Outerwear/Fleece; and 3 Winter Coats. \$841.00

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Srs of St. Francis Little Falls, WI	None	February 2012	8 Bags - 15 Items per bag (average value per item - \$24.00) \$2,880.00
Dakota Woodlands 3430 Wescott Woodlands Eagan, MN 55123	None	2-2-12	Women's Apparel: 15 Wimewear; 17 Tops; 11 Bottoms \$972.00

**8. Losses**

None  List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

**9. Payments related to debt counseling or bankruptcy**

None  List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Steven B. Nosek, P.A. Attorney at Law 2855 Anthony Lane S, #201 St. Anthony, MN 55418	7/12/2012	\$13,000.00

**10. Other transfers**

None  a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
--	------	--

None  b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
-------------------------------	------------------------	---

**11. Closed financial accounts**

None  List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	------------------------------------

**12. Safe deposit boxes**

None  List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
--	---	-------------------------	---------------------------------------

**13. Setoffs**

None  List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

**14. Property held for another person**

None  List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	-----------------------------------	----------------------

**15. Prior address of debtor**

None  If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

**16. Spouses and Former Spouses**

None  If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME



**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None  a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

- None  b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

- None  c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

**18 . Nature, location and name of business**

- None  a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Junonia, Ltd.	41-1783355	1355 Mendota Heights Road, #290 Mendota Heights, MN 55120	Contract manufacture, distribution of women's apparel	

None  b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

**19. Books, records and financial statements**

None  a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS  
**Paul Laufer**  
**c/o Junonia, Ltd.**  
**1355 Mendota Heights Rd #290**  
**Mendota Heights, MN 55120**

DATES SERVICES RENDERED  
**Until January 2012 (In House Controller)**

**Paula Cyr**  
**c/o Financial Sync, Inc.**  
**1200 Centre Pointe Curve #300**  
**Mendota Heights, MN 55120**

**Greg Schiffer**  
**c/o Financial Sync, Inc.**  
**1200 Centre Pointe Curve, #300**  
**Mendota Heights, MN 55120**

**Anne Kelly**  
**539 Lexington Pkwy S**  
**Saint Paul, MN 55116**

**Supervised Only**

None  b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS DATES SERVICES RENDERED

None  c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME  
**Financial Sync, Inc.**

ADDRESS  
**1200 Centre Point Curve #300**  
**Mendota Heights, MN 55120**

**Kennedy CPA Firm**

**2600 Eagan Woods Dr #270**  
**Egan, MN 55121**

None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

NAME AND ADDRESS  
**Venture Bank**  
**6210 Wayzata Blvd.**  
**Golden Valley, MN 55416**

DATE ISSUED  
**Monthly**

**20. Inventories**

None  a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
June 2010	Tom Wollangk, Thill Logistics	
2001	Tom Wollangk, Thill Logistics	

None  b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
June 2010	Thill Logistics, Inc. Attn: Leighton Crutcher 355 Byrd Avenue Neenah, WI 54956
2001	Thill Logistics, Inc. Attn: Leighton Crutcher 355 Byrd Avenue Neenah, WI 54956

**21 . Current Partners, Officers, Directors and Shareholders**

None  a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Anne Kelly 539 Lexington Pkwy S Saint Paul, MN 55116	President	99% Owner - Common Stock
Ted Bergstom 51 Iona Lane Saint Paul, MN 55117	Shareholder	0.5%
Cindy Olson 10456 Chippewa Beach Rd NW Cass Lake, MN 56633	Shareholder	0.5%

**22 . Former partners, officers, directors and shareholders**

None  a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

None  b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

**23. Withdrawals from a partnership or distributions by a corporation**

None  If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---	--------------------------------	--

**24. Tax Consolidation Group.**

None  If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

**25. Pension Funds.**

None  If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------

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

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date July 19, 2012

Signature /s/ Anne Kelly  
**Anne Kelly**  
**President**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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

**United States Bankruptcy Court  
District of Minnesota**

In re Junonia, Ltd.

Debtor(s)

Case No.

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 debtor(s) 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 debtor(s) in this case is: \$ 1,046.00  
(b) The compensation paid or agreed to be paid by the debtor(s) to the undersigned is: \$ 13,000.00  
(c) Prior to filing this statement, the debtor(s) paid to the undersigned: \$ 13,000.00  
(d) The unpaid balance due and payable by the debtor(s) to the undersigned is: \$ 0.00
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 debtor(s) at the meeting of creditors;
  - (d) negotiations with creditors; and
  - (e) other services reasonably necessary to represent the debtor(s) in this case.
4. The source of all payments by the debtor(s) to the undersigned was or will be from earnings or other current compensation of the debtor(s), and the undersigned has not received and will not receive any transfer of property other than such payments by the debtor(s), 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: July 19, 2012

Signed: /s/ Steven B. Nosek

**Steven B. Nosek 79960**

Attorney for Debtor(s)

**Steven B. Nosek, P.A.**

**Attorney at Law**

**2855 Anthony Lane S, #201**

**St. Anthony, MN 55418**

**612-335-9171 Fax: 612-789-2109**

LOCAL RULE REFERENCE: 1007-1

**United States Bankruptcy Court  
District of Minnesota**

In re Junonia, Ltd.  
Debtor

Case No. \_\_\_\_\_  
Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Anne Kelly 539 Lexington Pkwy S Saint Paul, MN 55116</b>		<b>99%</b>	
<b>Cindy Olson 10456 Chippewa Beach Rd NW Cass Lake, MN 56633</b>		<b>0.5%</b>	
<b>Ted Bergstom 51 Iona Lane Saint Paul, MN 55117</b>		<b>0.5%</b>	

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

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

Date July 19, 2012

Signature /s/ Anne Kelly  
**Anne Kelly  
President**

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

**United States Bankruptcy Court  
District of Minnesota**

In re **Junonia, Ltd.**

Debtor(s)

Case No.  
Chapter

**11**

**VERIFICATION OF CREDITOR MATRIX**

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **July 19, 2012**

**/s/ Anne Kelly**

**Anne Kelly/President**  
Signer/Title

011 INTERNATIONAL  
134 W OLIVE AVENUE  
MONROVIA CA 91016-3410

ALEXA/4CITE  
30 TECH VALLEY DR, #201  
EAST GREENBUSH NY 12061

AMERICAN EXPRESS  
TRAVEL MANAGEMENT SVCS  
PO BOX 53800  
PHOENIX AZ 85072-3800

ANNE KELLY  
539 LEXINGTON PKWY S  
SAINT PAUL MN 55116

ARTISANS  
W4146 SECOND ST  
PO BOX 278  
GLEN FLORA WI 54526

AVANI HOLDINGS  
9915 BELL RANACH DRIVE  
SANTA FE SPRINGS CA 90670

BANTA  
3075 HIGHLAND PKWY  
DOWNERS GROVE IL 60515

BETHANY T. BONNELL  
2870 HOLMES AVE #207  
MINNEAPOLIS MN 55408

BILL HULDEEN  
1200 OAKVIEW RD  
LONG LAKE MN 55356



BLUE CROSS BLUE SHIELD OF MN  
PO BOX 64676  
SAINT PAUL MN 55164-0676

BNC TELECOM  
ONE PLAZA RD, #102A  
GREENVALE NY 11548

BONNIE J. PARKS  
20559 KEYSTONE AVE  
LAKEVILLE MN 55044

BRIGHT CLOUD MARKETING  
908 MAINT ST #250  
LOUISVILLE CO 80027

BUSINESS SYSTEMS, LTD. OF MN  
851 W 128TH STREET  
BURNSVILLE MN 55337

CAPITAL ONE BANK (USA), N.A.  
PO BOX 60599  
CITY OF INDUSTRY CA 91716-0599

CEO ROUNDTABLE  
PO BOX 238  
CHANHASSEN MN 55317

CHINGS INTERNATIONAL  
7F NO 111 HSING DE RD  
SAN CHUNG CITY TAI PAEI 241  
TAIWAN ROC

COMMUNICATIONS LOGISTICS  
2040 JAY-MAR ROAD, #2  
PLOVER WI 54467-3257

CONVERSEN  
2 BURLINGTON WOODS  
BURLINGTON MA 01803

COVALENT  
C/O HUGHES MATTHEWS PA  
110 6TH AVE S, #200  
SAINT CLOUD MN 56302-0548

DATALOGIX  
10075 WESTMOOR DR, #200  
WESTMINSTER CO 80021-2714

DAX MILLER  
909 WEST GROVE PKWY  
APT 3024  
TEMPE AZ 85283

EACCOUNTABLE  
PO BOX 3730  
EAGLE CO 81631

ENELL  
PO BOX 808  
319 2ND STREET  
HAVRE MT 59501

EPSILON DATA  
ABACUS  
2550 CRESCENT DRIVE  
LAFAYETTE CO 80026

ET2C  
350 7TH AVE, #2205  
NEW YORK NY 10001

FINANCIAL SYNC, INC.  
1200 CENTRE POINT CURVE #300  
MENDOTA HEIGHTS MN 55120

FLUENT EDGE  
250 NW BLVD,  
JAY-MAR ROAD #105  
COEUR D ALENE ID 83814

FLUID, INC.  
222 SUTTER ST, 8TH FLOOR  
SAN FRANCISCO CA 94108

GE CAPITAL SOLUTIONS  
1961 HIRST DRIVE  
MOBERLY MO 65270

GLAMORIZE FOUNDATIONS, INC.  
135 MADISON AVE  
NEW YORK NY 10016

GOOGLE AFFILIATE NETWORK  
1600 AMPHITEATHRE PKWY  
MOUNTAIN VIEW CA 94043

GRAY PLANT MOOTY MOOTY  
500 IDS CENTER - JIM HIPPE  
80 S 8TH STREET  
MINNEAPOLIS MN 55402-3796

HAUSER LIST SERVICES  
370 MARIE CT  
EAST MEADOW NY 11554

HORIZON PAPER  
1010 WASHINGTON BLVD  
STAMFORD CT 06901

INDIANA INSURANCE COMPANY  
6281 TRI RIDGE BLVD  
LOVELAND OH 45140

INFOGROUP DONNELLEY  
PO BOX 3603  
OMAHA NE 68103-0603

INSTANT SHAPING BY PLUS FORM  
DOLCE VITA INTIMATES  
1000 1ST STREET  
HARRISON NJ 07029

INTERNAL REVENUE SERVICE  
STOP 5700  
30 E 7TH ST #1222  
SAINT PAUL MN 55101-7706

JEEVAN  
C/O FLORISSANT FASHIONS  
209 W 38TH ST, ROOM 207  
NEW YORK NY 10018

JUNE KELLY  
3330 EDINBOROUGH WAY #210  
EDINA MN 55435

LBR COMMUNICATIONS  
15554 71ST AVE N  
MAPLE GROVE MN 55311

LEE TAI SANG  
ROOM 901 TOWER I  
833 CHEUNG SHAW WAN RD  
CHINA

LETT DIRECT, INC.  
ATTN: STEPHEN R. LETT  
204 HOLLYWOOD ST  
BETHANY BEACH DE 19930-0005

LORI WEISE PARKS  
53 WEST COLORADO ST  
SAINT PAUL MN 55107

LOUDANIA  
ROOM 2808, 28/F  
SHUI ON CENTRE 6-8 HARBOUR RD  
CHINA

LUXURY LIVING  
PO BOX 3622  
BARRINGTON IL 60011

MERITUS  
1901 E. ALTON AVE, #220  
SANTA ANA CA 92705

MINNESOTA REVENUE  
PO BOX 64649  
SAINT PAUL MN 55164-0649

MOORE CREATIVE TALENT  
3130 EXCELSIOR BLVD.  
ST. LOUIS PARK MN 55416

MOQUIST THORVILSON KAUFMAN  
7650 EDINBOROUGH WAY #225  
EDINA MN 55435

MYBUYS, INC.  
ONE LAGOON DRIVE, #120  
REDWOOD CITY CA 94065

NORTHWESTERN MUTUAL  
C/O ERNEST DRAPER, FIN. REP  
225 6TH ST, #2900  
MINNEAPOLIS MN 55402

ONE STEP AHEAD  
5955 MISSION ST  
DALY CITY CA 94014

PHOOL FASHION  
1411 BROADWAY, #610  
NEW YORK NY 10018

PURE LIME  
HILDUN FACTORS  
225 W 35TH ST 10TH FLOOR  
NEW YORK NY 10001

QUAD GRAPHICS  
75 REMITTANCE DR #6400  
CHICAGO IL 60675-6400

RICHARD GABRIEL  
RIVERWOOD PLACE, #114  
880 SIBLE MEMORIAL HWY  
MENDOTA HEIGHTS MN 55118-1736

SHENKER  
ATTN: CARLINE DEWEY  
965 NORFOLK SQUARE  
NORFOLK VA 23502

SHRED-IT  
8400 - 89TH AVE N #430  
MINNEAPOLIS MN 55445

STAFFORD PHOTOGRAPHY  
1018 N 5TH ST  
MINNEAPOLIS MN 55411

SUMMER SOLUTIONS  
129 KAYE CIRCLE  
BEAVER PA 15009

SUPERFIT KNITTING MILLS  
1401 LEGENDRA 2ND FLOOR  
MONTREAL PQ  
CANADA H4N 2R9

SUSAN LESTER  
3145 BRANT STREET  
SAN DIEGO CA 92103

SYNERGY SERVICES  
380 JACKSON ST, #530  
SAINT PAUL MN 55101

TAFFORD UNIFORMS  
104 PARK DRIVE  
MONTGOMERYVILLE PA 18936

TAKE A BREAK COMMERCIAL SVCS  
245 E MARIE ST #210  
SAINT PAUL MN 55118

TDS COMPANY  
30925 2ND STREET  
PO BOX 327  
PEQUOT LAKES MN 56472-0327

THILL LOGISTICS, INC.  
ATTN: LEIGHTON CRUTCHER  
355 BYRD AVENUE  
NEENAH WI 54956

THILL LOGISTICS, INC.  
355 BYRD AVENUE  
NEENAH WI 54956

TORI E. BREUNIG  
6185 134TH STREET W  
APPLE VALLEY MN 55124

TOTAL SUPPORT SOLUTIONS, INC.  
5109 SOUTH BROADBAND LN  
SIOUX FALLS SD 57108

TOYOTA APPAREL SECTION  
RM 2702 BLOCK 1, 27/F  
ADMIRALTY GUTRE 18 HARCOURT RD  
HONG KONG

UPS  
PO BOX 7427-0244  
PHILADELPHIA PA 19170-0001

UPS SUPPLY CHAIN SOLUTIONS INC  
28013 NETWORK PLACE  
CHICAGO IL 60673

VENTURE BANK  
6210 WAYZATA BLVD.  
GOLDEN VALLEY MN 55416

WILLIAM J. HARGIS, DBA  
SOUTHBRIDGE BUSINESS CENTER  
1625 ENERGY PARK DR #100  
SAINT PAUL MN 55108

ZWICKER & ASSOCIATES, P.C.  
80 MINUTEMAN RD  
ANDOVER MA 01810-1008



**United States Bankruptcy Court  
District of Minnesota**

In re Junonia, Ltd.  
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 Junonia, Ltd. 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*]

July 19, 2012  
Date

/s/ Steven B. Nosek  
**Steven B. Nosek 79960**  
Signature of Attorney or Litigant  
Counsel for Junonia, Ltd.  
**Steven B. Nosek, P.A.**  
**Attorney at Law**  
**2855 Anthony Lane S, #201**  
**St. Anthony, MN 55418**  
**612-335-9171 Fax:612-789-2109**  
**snosek@visi.com**