

**United States Bankruptcy Court  
 District of Minnesota**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>All-Brite Graphics LLC</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) /Complete EIN (if more than one, state all): <b>27-0149753</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) /Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>6320 Highway 10 NW                  Anoka, MN</b>	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
ZIPCODE <b>55303</b>	ZIPCODE
County of Residence or of the Principal Place of Business: <b>Anoka</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address)	Mailing Address of Joint Debtor (if different from street address):
ZIPCODE	ZIPCODE

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

ZIPCODE

<p align="center"><b>Type of Debtor</b>                  (Form of Organization)                  (Check <b>one</b> box.)</p> <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.)	<p align="center"><b>Nature of Business</b>                  (Check <b>one</b> box.)</p> <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	<p align="center"><b>Chapter of Bankruptcy Code Under Which                  the Petition is Filed</b> (Check <b>one</b> box.)</p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign <input type="checkbox"/> Chapter 9                     Main Proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign <input type="checkbox"/> Chapter 12                     Nonmain Proceeding <input type="checkbox"/> Chapter 13
<p align="center"><b>Chapter 15 Debtor</b></p> Country of debtor's center of main interests: _____  Each country in which a foreign proceeding by, regarding, or against debtor is pending: _____	<p align="center"><b>Tax-Exempt Entity</b>                  (Check box, if applicable.)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<p align="center"><b>Nature of Debts</b>                  (Check one box.)</p> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

<p align="center"><b>Filing Fee</b> (Check one box)</p> <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.	<p align="center"><b>Chapter 11 Debtors</b></p> <p><b>Check one box:</b></p> <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <p><b>Check if:</b></p> <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ). ----- <p><b>Check all applicable boxes:</b></p> <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<p><b>Statistical/Administrative Information</b></p> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY																				
<p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000- 5,000</td> <td>5,001- 10,000</td> <td>10,001- 25,000</td> <td>25,001- 50,000</td> <td>50,001- 100,000</td> <td>Over 100,000</td> </tr> </table>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	Over 100,000	
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<p>Estimated Assets</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>All-Brite Graphics LLC</b>
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**All Prior Bankruptcy Case Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>None</b>	Case Number:	Date Filed:
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Location Where Filed:	Case Number:	Date Filed:
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**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:
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District:	Relationship:	Judge:
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<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 style="text-align: center;"><b>X</b> _____ Signature of Attorney for Debtor(s) <span style="float: right;">Date</span></p>
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**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.  
 No

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached a 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):  
**All-Brite Graphics LLC**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

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

X \_\_\_\_\_  
 Signature of Debtor

X \_\_\_\_\_  
 Signature of Joint Debtor

\_\_\_\_\_  
 Telephone Number (If not represented by attorney)

\_\_\_\_\_  
 Date

**Signature of a Foreign Representative**

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

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
 Signature of Foreign Representative

\_\_\_\_\_  
 Printed Name of Foreign Representative

\_\_\_\_\_  
 Date

**Signature of Attorney\***

X /s/ Joseph W. Dicker  
 Signature of Attorney for Debtor(s)

**Joseph W. Dicker 158264**  
**Joseph W. Dicker, P.A.**  
**1406 West Lake Street Suite 209**  
**Minneapolis, MN 55408**  
**(612) 827-5941 Fax: (612) 822-1873**  
**joe@joedickerlaw.com**

December 3, 2012  
 Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney 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

**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/ Rob Hoeykens  
 Signature of Authorized Individual

Rob Hoeykens  
 Printed Name of Authorized Individual

Chief Manager  
 Title of Authorized Individual

December 3, 2012  
 Date

X \_\_\_\_\_  
 Signature

\_\_\_\_\_  
 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.*

**Document Page 4 of 31  
United States Bankruptcy Court  
District of Minnesota**

**IN RE:**

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

**All-Brite Graphics LLC**

Chapter **11**

Debtor(s)

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

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
<b>CENTRAL MINNESOTA DEVELOPMENT COMPANY 101 BARCLAY STREET 8TH FLOOR EAST NEW YORK, NY 10286</b>	<b>(763) 784-3337</b>			<b>294,631.38</b>
<b>FIRST NATIONAL BANK OF ELK RIVER 812 MAIN STREET NW ELK RIVER, MN 55330</b>	<b>(763) 241-3637</b>	<b>Bank loan</b>		<b>148,501.36</b> <b>Collateral: 422,294.73</b> <b>Unsecured: 148,501.36</b>
<b>FIRST NATIONAL BANK OF ELK RIVER 812 MAIN STREET NW ELK RIVER, MN 55330</b>	<b>(763) 241-3637</b>	<b>Bank loan</b>		<b>481,278.50</b> <b>Collateral: 422,294.73</b> <b>Unsecured: 58,983.77</b>
<b>MIDLAND PAPER COMPANY 1140 PAYSHERE CIRCLE CHICAGO, IL 60674</b>	<b>(866) 339-0414</b>			<b>35,787.68</b>
<b>AMERICAN EXPRESS PO BOX 0001 LOS ANGELES, CA 90096-8000</b>	<b>(800) 430-1000</b>			<b>32,586.07</b>
<b>GPS USA INC 1260 BARCLAY BOULEVARD BUFFALO GROVE, IL 60089</b>	<b>(847) 403-0332</b>			<b>31,119.21</b>
<b>EMBOSSING PLUS INC 1809 HENNEPIN AVENUE SE MINNEAPOLIS, MN 55413</b>	<b>(612) 362-9301</b>			<b>20,118.00</b>
<b>ABSOLUTE MAIL SERVICES INC 3238 WASHINGTON MINNEAPOLIS, MN 55412</b>	<b>(612) 588-5680</b>	<b>Trade debt</b>		<b>19,709.76</b>
<b>ELECTRIC SYSTEMS OF ANOKA 6314 HIGHWAY 10 NW ANOKA, MN 55303</b>	<b>(612) 421-6846</b>			<b>17,970.00</b>
<b>WILCOX PAPER LLC 11100 JEFFERSON CHAMPLIN, MN 55316</b>	<b>(612) 378-2400</b>			<b>17,526.74</b>
<b>UNISOURCE WORLDWIDE INC 7274 COLLECTIONS CHICAGO, IL 60693</b>	<b>(763) 488-7200</b>			<b>11,768.65</b>
<b>BLUE CROSS BLUE SHIELD 3535 BLUE CROSS ROAD ROUTE M103 EAGAN, MN 55122</b>	<b>(888) 718-2955</b>			<b>10,102.00</b>

RTH PROPERTIES LLC 6320 HIGHWAY 10 NW RAMSEY, MN 55303	(763) 784-1430		10,000.00
DUFFEY PAPER COMPANY PO BOX 6145 MINNEAPOLIS, MN 55485-6145	(612) 338-8701		9,122.82
LARKIN INDUSTRIES 2020 ENERGY PARK DRIVE ST PAUL, MN 55108	(651) 648-6000		8,683.51
PRINT PAK MECHANICAL LLC 2660 RADISSON BLAINE, MN 55449	(763) 257-2365		8,400.00
XEROX 1303 RIDGEVIEW DRIVE LEWISVILLE, TX 75057	(888) 771-5225		7,621.98
ANCHOR PAPER COMPANY PO BOX 65648 ST PAUL, MN 55165-0648	(651) 298-1311	Trade debt	7,385.44
BKY ESTATE OF NEXT GENERATION MEDIA INC C/O DWIGHT RJ LINDQUIST, TRUSTEE 527 MARQUETTE AVENUE MINNEAPOLIS, MN 55402	(952) 922-3815		5,492.90
KEMPF PAPER CORPORATION 3145 COLUMBIA AVENUE MINNEAPOLIS, MN 55418	(612) 781-9225		4,534.96

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

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] 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: December 3, 2012 Signature: /s/ Rob Hoeykens

**Rob Hoeykens, Chief Manager**

(Print Name and Title)

**United States Bankruptcy Court  
District of Minnesota**

**IN RE:**

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

**All-Brite Graphics LLC**

Chapter **11**

Debtor(s)

**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 also must 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)	NUMBER 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>3</b>	\$ <b>426,544.99</b>		
C - Property Claimed as Exempt	<b>Yes</b>	<b>1</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		\$ <b>629,779.86</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>1</b>		\$ <b>0.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>8</b>		\$ <b>602,754.29</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>				\$
J - Current Expenditures of Individual Debtor(s)	<b>No</b>				\$
<b>TOTAL</b>		<b>17</b>	\$ <b>426,544.99</b>	\$ <b>1,232,534.15</b>	

IN RE All-Brite Graphics LLC

Debtor(s)

Case No.

(If known)

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 the 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				

TOTAL 0.00

(Report also on Summary of Schedules)

IN RE All-Brite Graphics LLC

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

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

(If known)

**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 the 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 petition 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	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	<b>X</b>	<b>First National Bank of Elk River Checking Account No. Ending 0061</b>		<b>neg. balance</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>Village Bank Business Checking Account</b>		<b>2,250.26</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.	<b>X</b>			
4. Household goods and furnishings, include 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. Interest in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>X</b>			
10. Annuities. Itemize and name each issue.	<b>X</b>			
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).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>			
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			



IN RE All-Brite Graphics LLC

Debtor(s)

Case No.

(If known)

**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
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.		<b>Accounts Receivable</b>		<b>180,132.29</b>
17. Alimony, maintenance, support, and property settlements in which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interest, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
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.	X			
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.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		<b>1991 GMC CC Top Kick Truck</b>		<b>2,000.00</b>
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		<b>Fixtures, Equipment and Leasehold Improvements minus Accum. Depreciation</b>		<b>87,274.75</b>
		<b>Supplies</b>		<b>105,292.73</b>
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.		<b>Inventory</b>		<b>49,594.96</b>
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			

IN RE All-Brite Graphics LLC

Debtor(s)

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

(If known)

**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
34. Farm supplies, chemicals, and feed. 35. Other personal property of any kind not already listed. Itemize.	X X			
<b>TOTAL</b>				<b>426,544.99</b>

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0 continuation sheets attached

(Include amounts from any continuation sheets attached.  
 Report total also on Summary of Schedules.)

**IN RE All-Brite Graphics LLC**

Debtor(s)

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

(If known)

**SCHEDULE C - PROPERTY CLAIMED AS EXEMPT**

Debtor elects the exemptions to which debtor is entitled under:  
(Check one box)

Check if debtor claims a homestead exemption that exceeds \$146,450. \*

- 11 U.S.C. § 522(b)(2)
- 11 U.S.C. § 522(b)(3)

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTIONS
<b>Not Applicable</b>			

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\* Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

IN RE All-Brite Graphics LLC

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

Debtor(s)

(If known)

**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 the 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 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 Without Deducting Value of Collateral" 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, if Any" 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. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. <b>FIRST NATIONAL BANK OF ELK RIVER 812 MAIN STREET NW ELK RIVER, MN 55330</b>	X	<b>Equipment Loan</b>  VALUE \$ <b>422,294.73</b>				<b>481,278.50</b>	<b>58,983.77</b>
ACCOUNT NO. <b>MESSERLI &amp; KRAMER PA 1400 FIFTH STREET TOWERS 100 SOUTH FIFTH STREET MINNEAPOLIS, MN 55402-1217</b>		<b>Assignee or other notification for: FIRST NATIONAL BANK OF ELK RIVER</b>  VALUE \$					
ACCOUNT NO. <b>FIRST NATIONAL BANK OF ELK RIVER 812 MAIN STREET NW ELK RIVER, MN 55330</b>	X	<b>Working Capital Loan</b>  VALUE \$ <b>422,294.73</b>				<b>148,501.36</b>	<b>148,501.36</b>
ACCOUNT NO. <b>MESSERLI &amp; KRAMER PA 1400 FIFTH STREET TOWERS 100 SOUTH FIFTH STREET MINNEAPOLIS, MN 55402-1217</b>		<b>Assignee or other notification for: FIRST NATIONAL BANK OF ELK RIVER</b>  VALUE \$					

0 continuation sheets attached

Subtotal (Total of this page)	\$ <b>629,779.86</b>	\$ <b>207,485.13</b>
Total (Use only on last page)	\$ <b>629,779.86</b>	\$ <b>207,485.13</b>

(Report also on  
Summary of  
Schedules.)

(If applicable, report  
also on Statistical  
Summary of Certain  
Liabilities and Related  
Data.)

**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).

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

0 continuation sheets attached

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IN RE All-Brite Graphics LLC

Debtor(s)

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

(If known)

**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 nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT UNLIQUIDATED DISPUTED			AMOUNT OF CLAIM
ACCOUNT NO. <b>ABSOLUTE MAIL SERVICES INC</b> <b>3238 WASHINGTON</b> <b>MINNEAPOLIS, MN 55412</b>		<b>Trade Debt</b>				<b>19,709.76</b>
ACCOUNT NO. <b>ACCENT</b> <b>CENTRAL ACCOUNTS</b> <b>WAYNESBORO, PA 17268-0927</b>		<b>Trade Debt</b>				<b>163.26</b>
ACCOUNT NO. <b>ious</b> <b>AMERICAN EXPRESS</b> <b>PO BOX 0001</b> <b>LOS ANGELES, CA 90096-8000</b>		<b>Business Debt</b>				<b>32,586.07</b>
ACCOUNT NO. <b>AMERICAN LAMINATING INC</b> <b>1459 1ST AVENUE</b> <b>NEW BRIGHTON, MN 55112</b>		<b>Trade Debt</b>				<b>1,104.18</b>

	Subtotal (Total of this page)	\$ <b>53,563.27</b>
(Use only on last page of the completed Schedule F. Report also on the Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)	Total	\$

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7 continuation sheets attached

IN RE All-Brite Graphics LLC

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

Debtor(s)

(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. <b>AMG LAMINATING</b> <b>635 NORTH PRIOR AVENUE</b> <b>ST PAUL, MN 55104</b>		<b>Trade Debt</b>				<b>273.00</b>
ACCOUNT NO. <b>ANCHOR PAPER COMPANY</b> <b>PO BOX 65648</b> <b>ST PAUL, MN 55165-0648</b>		<b>Trade Debt</b>				<b>7,385.44</b>
ACCOUNT NO. <b>AP GRAPH INC</b> <b>9605 GIRARD AVENUE</b> <b>BLOOMINGTON, MN 55431</b>		<b>Trade Debt</b>				<b>762.00</b>
ACCOUNT NO. <b>BKY ESTATE OF NEXT GENERATION MEDIA INC</b> <b>C/O DWIGHT RJ LINDQUIST, TRUSTEE</b> <b>527 MARQUETTE AVENUE</b> <b>MINNEAPOLIS, MN 55402</b>		<b>Judgement</b>				<b>5,492.90</b>
ACCOUNT NO. <b>BLUE CROSS BLUE SHIELD</b> <b>3535 BLUE CROSS ROAD</b> <b>ROUTE M103</b> <b>EAGAN, MN 55122</b>		<b>Business Debt</b>				<b>10,102.00</b>
ACCOUNT NO. <b>5002</b> <b>CENTRAL MINNESOTA DEVELOPMENT COMPANY</b> <b>101 BARCLAY STREET</b> <b>8TH FLOOR EAST</b> <b>NEW YORK, NY 10286</b>		<b>Business Debt</b>				<b>294,631.38</b>
ACCOUNT NO. <b>CON-WAY FREIGHT INC</b> <b>PO BOX 5160</b> <b>PORTLAND, OR 97208-5160</b>		<b>Trade Debt</b>				<b>1,026.40</b>

Sheet no. 1 of 7 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **319,673.12**

(Use only on last page of the completed Schedule F. Report also on the Summary of Schedules, and if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)  
\$

IN RE All-Brite Graphics LLC

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

Debtor(s)

(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. <b>DUFFEY PAPER COMPANY</b> <b>PO BOX 6145</b> <b>MINNEAPOLIS, MN 55485-6145</b>		<b>Trade Debt</b>				<b>9,122.82</b>
ACCOUNT NO. <b>ELECTRIC SYSTEMS OF ANOKA</b> <b>6314 HIGHWAY 10 NW</b> <b>ANOKA, MN 55303</b>		<b>Trade Debt</b>				<b>17,970.00</b>
ACCOUNT NO. <b>ELK MECHANICAL HVAC INC</b> <b>6361 SUNFISH LAKE BOULEVARD</b> <b>RAMSEY, MN 55303</b>		<b>Trade Debt</b>				<b>105.00</b>
ACCOUNT NO. <b>EMBOSSING PLUS INC</b> <b>1809 HENNEPIN AVENUE SE</b> <b>MINNEAPOLIS, MN 55413</b>		<b>Trade Debt</b>				<b>20,118.00</b>
ACCOUNT NO. <b>ERHART &amp; ASSOCIATES LLC</b> <b>316 EAST MAIN STREET</b> <b>ANOKA, MN 55303</b>		<b>Trade Debt</b>				<b>4,506.75</b>
ACCOUNT NO. <b>0061</b> <b>FIRST NATIONAL BANK OF ELK RIVER</b> <b>812 MAIN STREET NW</b> <b>ELK RIVER, MN 55330</b>		<b>Checking Account Overdrafts</b>				<b>323.96</b>
ACCOUNT NO. <b>BUMGARDNER LAW FIRM</b> <b>PO BOX 490</b> <b>ELK RIVER, MN 55330</b>		<b>Assignee or other notification for:</b> <b>FIRST NATIONAL BANK OF ELK RIVER</b>				

Sheet no. 2 of 7 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **52,146.53**

(Use only on last page of the completed Schedule F. Report also on the Summary of Schedules, and if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)  
Total  
\$



IN RE All-Brite Graphics LLC

Debtor(s)

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

(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. <b>FREIGHTQUOTE.COM</b> <b>1495 PAYSHERE CIRCLE</b> <b>CHICAGO, IL 60674</b>		<b>Trade Debt</b>				<b>3,089.87</b>
ACCOUNT NO. <b>GEO DATE CO</b> <b>2743 26TH AVENUE SOUTH</b> <b>MINNEAPOLIS, MN 55406</b>		<b>Trade Debt</b>				<b>3,640.00</b>
ACCOUNT NO. <b>GPS USA INC</b> <b>1260 BARCLAY BOULEVARD</b> <b>BUFFALO GROVE, IL 60089</b>		<b>Business Debt</b>				<b>31,119.21</b>
ACCOUNT NO. <b>GREAT NORTHERN CORPORATION</b> <b>8600 WYOMING AVENUE</b> <b>BROOKLYN PARK, MN 55445</b>		<b>Trade Debt</b>				<b>2,152.88</b>
ACCOUNT NO. <b>IDEAL PRINTERS INC</b> <b>645 OLIVE STREET</b> <b>ST PAUL, MN 55130</b>		<b>Trade Debt</b>				<b>1,640.16</b>
ACCOUNT NO. <b>KEMPF PAPER CORPORATION</b> <b>3145 COLUMBIA AVENUE</b> <b>MINNEAPOLIS, MN 55418</b>		<b>Trade Debt</b>				<b>4,534.96</b>
ACCOUNT NO. <b>KONICA MINOLTA BUSINESS SOLUTIONS USA INC</b> <b>PALATINE, IL 60055-9188</b>		<b>Trade Debt</b>				<b>1,295.87</b>

Sheet no. 3 of 7 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **47,472.95**

Total  
(Use only on last page of the completed Schedule F. Report also on  
the Summary of Schedules, and if applicable, on the Statistical  
Summary of Certain Liabilities and Related Data.) \$

IN RE All-Brite Graphics LLC

Debtor(s)

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

(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. <b>CCC OF NEW YORK</b> <b>PO BOX 288</b> <b>TONAWANDA, NY 14151-0288</b>		<b>Assignee or other notification for:</b> <b>KONICA MINOLTA BUSINESS SOLUTIONS</b>				
ACCOUNT NO. <b>LARKIN INDUSTRIES</b> <b>2020 ENERGY PARK DRIVE</b> <b>ST PAUL, MN 55108</b>		Trade Debt				<b>8,683.51</b>
ACCOUNT NO. <b>LOFFLER</b> <b>1101 NORTH LAWSON</b> <b>LINCOLNWOOD, IL 53288</b>		Trade Debt				<b>2,232.35</b>
ACCOUNT NO. <b>MAILINK</b> <b>7101 143RD AVENUE NORTH</b> <b>RAMSEY, MN 55303</b>		Trade Debt				<b>3,397.61</b>
ACCOUNT NO. <b>MALLARD INK COMPANY</b> <b>2800 ANTHONY LANE</b> <b>MINNEAPOLIS, MN 55418</b>		Trade Debt				<b>1,609.02</b>
ACCOUNT NO. <b>COMMERCIAL COLLECTION BUREAU</b> <b>332 MINNESOTA STREET</b> <b>SUITE E1260</b> <b>ST PAUL, MN 55101</b>		<b>Assignee or other notification for:</b> <b>MALLARD INK COMPANY</b>				
ACCOUNT NO. <b>MIDLAND PAPER COMPANY</b> <b>1140 PAYSHERE CIRCLE</b> <b>CHICAGO, IL 60674</b>		Busiess Debt				<b>35,787.68</b>

Sheet no. 4 of 7 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **51,710.17**

(Use only on last page of the completed Schedule F. Report also on  
the Summary of Schedules, and if applicable, on the Statistical  
Summary of Certain Liabilities and Related Data.) \$

IN RE All-Brite Graphics LLC

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

Debtor(s)

(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. <b>HENSON &amp; EFRON PA 220 SOUTH SIXTH STREET SUITE 1800 MINNEAPOLIS, MN 55402-4503</b>		<b>Assignee or other notification for: MIDLAND PAPER COMPANY</b>				
ACCOUNT NO. <b>NOTT COMPANY 3867 MINNEHAHA AVENUE MINNEAPOLIS, MN 55406</b>		Trade Debt				<b>2,375.33</b>
ACCOUNT NO. <b>PITMAN COMPANY PO BOX 2123 CAROL STREAM, IL 60132-2123</b>		Trade Debt				<b>3,246.64</b>
ACCOUNT NO. <b>PREFERRED INK 380 OAK GROVE PLACE VADNAIS HEIGHTS, MN 55127</b>		Trade Debt				<b>1,138.31</b>
ACCOUNT NO. <b>PRINT PAK MECHANICAL LLC 2660 RADISSON BLAINE, MN 55449</b>		Trade Debt				<b>8,400.00</b>
ACCOUNT NO. <b>CREDISOLVE INC PO BOX 48439 MINNEAPOLIS, MN 55448-0439</b>		<b>Assignee or other notification for: PRINT PAK MECHANICAL LLC</b>				
ACCOUNT NO. <b>PRIORITY ENVELOPE INC 2920 NW BOULEVARD SUITE 160 PLYMOUTH, MN 55441</b>		Trade Debt				<b>3,490.03</b>

Sheet no. 5 of 7 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **18,650.31**

Total  
(Use only on last page of the completed Schedule F. Report also on the Summary of Schedules, and if applicable, on the Statistical Summary of Certain Liabilities and Related Data.) \$

IN RE All-Brite Graphics LLC

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

Debtor(s)

(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. <b>PRO COURIER</b> <b>8375 SUNSET ROAD</b> <b>MINNEAPOLIS, MN 55432-1316</b>		<b>Trade Debt</b>				<b>3,489.09</b>
ACCOUNT NO. <b>RESOLUTION GRAPHICS</b> <b>3725 DUNLAP STREET</b> <b>ARDEN HILLS, MN 55112</b>		<b>Trade Debt</b>				<b>3,041.50</b>
ACCOUNT NO. <b>ROADRUNNER TRANSPORTATION</b> <b>PO BOX 809066</b> <b>CHICAGO, IL 60680-0642</b>		<b>Trade Debt</b>				<b>320.82</b>
ACCOUNT NO. <b>RTH PROPERTIES LLC</b> <b>6320 HIGHWAY 10 NW</b> <b>RAMSEY, MN 55303</b>		<b>Business Loan</b>				<b>10,000.00</b>
ACCOUNT NO. <b>TORGERSON PRINT FINISHING</b> <b>2601 FARVIEW AVENUE</b> <b>ROSEVILLE, MN 55113</b>		<b>Trade Debt</b>				<b>874.00</b>
ACCOUNT NO. <b>TRENDEX INC</b> <b>240 EAST MARYLAND AVENUE</b> <b>ST PAUL, MN 55117</b>		<b>Trade Debt</b>				<b>615.50</b>
ACCOUNT NO. <b>TWIN CITY ENVELOPE INC</b> <b>717 PRIOR AVENUE</b> <b>ST PAUL, MN 55104-1700</b>		<b>Trade Debt</b>				<b>1,953.51</b>

Sheet no. 6 of 7 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **20,294.42**

(Use only on last page of the completed Schedule F. Report also on the Summary of Schedules, and if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

Total  
\$

IN RE All-Brite Graphics LLC

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

Debtor(s)

(If known)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. <b>UNISOURCE WORLDWIDE INC 7274 COLLECTIONS CHICAGO, IL 60693</b>		<b>Business Debt</b>				<b>11,768.65</b>
ACCOUNT NO. <b>CONFIDENTIAL CREDIT CONSULTANTS PO BOX 141 NAPERVILLE, IL 60566</b>		<b>Assignee or other notification for: UNISOURCE WORLDWIDE INC</b>				
ACCOUNT NO. <b>VIVID COLORS 571 SHOREVIEW PARK ROAD SHOREVIEW, MN 55126</b>		<b>Trade Debt</b>				<b>378.15</b>
ACCOUNT NO. <b>WILCOX PAPER LLC 11100 JEFFERSON CHAMPLIN, MN 55316</b>		<b>Trade Debt</b>				<b>17,526.74</b>
ACCOUNT NO. <b>1681</b> <b>XEROX 1303 RIDGEVIEW DRIVE LEWISVILLE, TX 75057</b>		<b>Business Debt</b>				<b>7,621.98</b>
ACCOUNT NO. <b>XPRESS MAILING 1743 COMMERCE WHITE BEAR LAKE, MN 55110</b>		<b>Business Debt</b>				<b>1,948.00</b>
ACCOUNT NO. <b>C2C RESOURCES LLC 56 PERLMETER CENTER EAST SUITE 100 ATLANTA, GA 30348</b>		<b>Assignee or other notification for: XPRESS MAILING</b>				

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

Subtotal  
(Total of this page) \$ **39,243.52**

Total  
(Use only on last page of the completed Schedule F. Report also on the Summary of Schedules, and if applicable, on the Statistical Summary of Certain Liabilities and Related Data.) \$ **602,754.29**

IN RE All-Brite Graphics LLC

Debtor(s)

Case No.

(If known)

**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.
<p><b>RTH PROPERTIES LLC</b>  <b>6320 HIGHWAY 10 NW</b>  <b>RAMSEY, MN 55303</b></p>	<p><b>Real Estate Lease</b></p>

IN RE All-Brite Graphics LLC

Debtor(s)

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

(If known)

**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 the 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>Robert Hoeykens</b> <b>737 38th Lane</b> <b>Anoka, MN 55303</b>	<b>FIRST NATIONAL BANK OF ELK RIVER</b> <b>812 MAIN STREET NW</b> <b>ELK RIVER, MN 55330</b>
<b>Thomas E. Hoeykens</b> <b>625 112th Avenue NE</b> <b>Blaine, MN 55434</b>	<b>FIRST NATIONAL BANK OF ELK RIVER</b> <b>812 MAIN STREET NW</b> <b>ELK RIVER, MN 55330</b>
	<b>FIRST NATIONAL BANK OF ELK RIVER</b> <b>812 MAIN STREET NW</b> <b>ELK RIVER, MN 55330</b>
	<b>FIRST NATIONAL BANK OF ELK RIVER</b> <b>812 MAIN STREET NW</b> <b>ELK RIVER, MN 55330</b>

IN RE All-Brite Graphics LLC Debtor(s) Case No. \_\_\_\_\_ (If known)

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

**DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR**

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of \_\_\_\_\_ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date: \_\_\_\_\_ Signature: \_\_\_\_\_ Debtor

Date: \_\_\_\_\_ Signature: \_\_\_\_\_ (Joint Debtor, if any)

[If joint case, both spouses must sign.]

**DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)**

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 by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer \_\_\_\_\_ Social Security No. (Required by 11 U.S.C. § 110.) \_\_\_\_\_

*If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs the document.*

Address \_\_\_\_\_

Signature of Bankruptcy Petition Preparer \_\_\_\_\_ Date \_\_\_\_\_

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 signed sheets conforming to the appropriate Official Form for each person.*

*A bankruptcy petition preparer's failure to comply with the provision 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.*

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

I, the **Chief Manager** \_\_\_\_\_ (the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership) of the **All-Brite Graphics LLC** \_\_\_\_\_ (corporation or partnership) named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **18** sheets (*total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date: **December 3, 2012** Signature: **/s/ Rob Hoeykens**

**Rob Hoeykens** \_\_\_\_\_ (Print or type name of individual signing on behalf of debtor)

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

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



Document Page 25 of 31
United States Bankruptcy Court
District of Minnesota

IN RE:

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

All-Brite Graphics LLC

Chapter 11

Debtor(s)

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 and 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
1,130,050.00 2011 Gross Profit
752,954.00 2010 Gross Profit

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, 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.)

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None [ ] 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 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 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.)

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.)

\* 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.

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.)

**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>Bankruptcy Estate of Next Generation Media, Inc. vs. All-Brite Graphics, LLC Court File No. 27-CV-12-17653</b>	<b>Adversary Proceeding</b>	<b>Hennepin County</b>	<b>Judgment Entered 10/3/12</b>
<b>Midland Paper Company vs. All Brite Graphics, LLC Court File No. 02-CV-12-6690</b>	<b>Default Judgment</b>	<b>Anoka County District Court</b>	<b>Judgment Entered 10/24/12</b>
<b>First National Bank of Elk River vs. All Brite Graphics, LLC Court File No. 02-CV-12-6802</b>	<b>Civil</b>	<b>Anoka County District Court</b>	<b>Pending</b>
<b>Kempf Paper Inc. vs. All Brite Graphics LLC Court File No. 02-CO-12-2419</b>	<b>Collections</b>	<b>Anoka County Conciliation Court</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
<b>BKY ESTATE OF NEXT GENERATION MEDIA INC C/O DWIGHT RJ LINDQUIST, TRUSTEE 527 MARQUETTE AVENUE MINNEAPOLIS, MN 55402</b>	<b>November 28, 2012</b>	<b>Garnishment Summons Served on First Naitonal Bank of Elk River</b>

**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.)

**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 joint petition is not filed.)

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.)

**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.)

**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.)

**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 bankruptcy law or preparation of a 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
Joseph W. Dicker Suite 209 1406 West Lake Street Minneapolis, MN 55408	9/14/12	5,000.00
<b>Pre-Bankruptcy Negotiations, Planning and Analysis</b>		
Joseph W. Dicker Suite 209 1406 West Lake Street Minneapolis, MN 55408	11/1/12	11,046.00
<b>\$10,000 Bankruptcy Retainer and \$1,046 Court Filing Fee</b>		

**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.)

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.

**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.)

**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.)

**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
BKY ESTATE OF NEXT GENERATION MEDIA INC C/O DWIGHT RJ LINDQUIST, TRUSTEE 527 MARQUETTE AVENUE MINNEAPOLIS, MN 55402	9/12/12	1,534.12

**14. Property held for another person**

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



**15. Prior address of debtor**

None  If 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.



**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.



**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.



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.



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.



**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.

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.



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 the 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 the **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	DATES SERVICES RENDERED
<b>Franklin Financial</b> <b>17650 78th Place North</b> <b>Maple Grove, MN 55311</b>	
<b>Bonnie Weidenfeller</b> <b>23440 London Street NE</b> <b>Bethel, MN 55005</b>	<b>May 2009 - Present</b>

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 AND ADDRESS	DATES SERVICES RENDERED
<b>GPS</b> <b>1250 BARCLAY BOULEVARD</b> <b>BUFFALO GROVE, IL 60089</b>	<b>1/10/12 - 2/20/12</b>

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.

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

NAME AND ADDRESS	DATE ISSUED
<b>Thomas E. Geisen</b> <b>5354 Parkdale</b> <b>Minneapolis, MN 55409</b>	<b>9/9/11</b>

**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)
<b>12/27/10</b>	<b>Tom Hoeykens</b>	<b>\$100,000</b>
<b>12/27/11</b>	<b>Tom Hoeykens</b>	<b>\$80,292.73</b>

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 ADDRESS OF CUSTODIAN OF INVENTORY RECORDS
<b>12/27/10 &amp; 12/27/11</b>	<b>Tom Hoeykens</b>

**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
<b>Tom Hoeykens</b>	<b>Owner</b>	<b>50.000000</b>
<b>Rob Hoeykens</b>	<b>Owner</b>	<b>50.000000</b>

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.

**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.

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.

**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.

**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.

**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.

*[If completed on behalf of a partnership or corporation]*

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: December 3, 2012 Signature: /s/ Rob Hoeykens

**Rob Hoeykens, Chief Manager**

Print Name and Title

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

0 continuation pages attached

*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.*

IN RE:

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

All-Brite Graphics LLC

Chapter 11

Debtor(s)

**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: ..... \$ 1,213.00  
(b) The compensation paid or agreed to be paid by the debtor(s) to the undersigned is: ..... \$ 350.00/hr  
(c) Prior to filing this statement, the debtor(s) paid to the undersigned: ..... \$ 10,000.00  
(d) The unpaid balance due and payable by the debtor(s) to the undersigned is: .....
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: December 3, 2012

/s/ Joseph W. Dicker  
Attorney for Debtor(s)  
**Joseph W. Dicker 158264**  
**Joseph W. Dicker, P.A.**  
**1406 West Lake Street Suite 209**  
**Minneapolis, MN 55408**  
**(612) 827-5941 Fax: (612) 822-1873**  
**joe@joedickerlaw.com**