

B1 (Official Form 1)(04/13)

**United States Bankruptcy Court
District of Minnesota**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Sky Ventures, LLC	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) 41-1985514	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): 5425 Boone Ave. N New Hope, MN <div style="text-align: right; margin-top: 5px;">ZIP Code 55428</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: Hennepin	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):

<p>Type of Debtor (Form of Organization) (Check one 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>Nature of Business (Check one 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>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <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
<p>Chapter 15 Debtors</p> <p>Country of debtor's center of main interests:</p> <p>Each country in which a foreign proceeding by, regarding, or against debtor is pending:</p>	<p>Tax-Exempt Entity (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>Nature of Debts (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 household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

<p>Filing Fee (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>Chapter 11 Debtors</p> <p>Check one box:</p> <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). <p>Check if:</p> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). <p>Check all applicable boxes:</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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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 checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
Estimated Assets									
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
Estimated Liabilities									
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input 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

Voluntary Petition		Name of Debtor(s): Sky Ventures, LLC	
<i>(This page must be completed and filed in every case)</i>			
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -		Case Number:	Date Filed:
District:		Relationship:	Judge:
Exhibit A		Exhibit B	
(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.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		(To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> 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.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> 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)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action 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)			
<input type="checkbox"/> 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)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> 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):
Sky Ventures, 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/Jacob B. Sellers, #0348879
Signature of Attorney for Debtor(s)
Jacob B. Sellers
Printed Name of Attorney for Debtor(s)
Winthrop & Weinstine
Firm Name
Capella Tower, Ste.3500
225 South Sixth Street
Minneapolis, MN 55402-4629
Address

(612) 604-6400 Fax: (612) 604-6800
Telephone Number

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

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

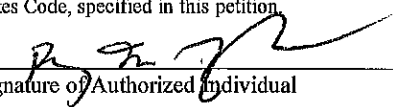
Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X 
Signature of Authorized Individual
Barry M. Zelickson
Printed Name of Authorized Individual
Senior Vice President
Title of Authorized Individual
5-18-14
Date

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.

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Minnesota**

In re Sky Ventures, LLC

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) <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>
A+ Services 4481 N. Frontage Rd Rochester, MN 55901	A+ Services 4481 N. Frontage Rd Rochester, MN 55901			1,259.55
Aaron Pohjola DBA AP Services of Duluth 1806 W. Arrowhead Road Duluth, MN 55811	Aaron Pohjola DBA AP Services of Duluth 1806 W. Arrowhead Road Duluth, MN 55811			950.00
Carlson Refrigeration 602 Ogden Avenue Superior, WI 54880	Carlson Refrigeration 602 Ogden Avenue Superior, WI 54880			998.88
Custom Creations Remodeling 1321 Andover Blvd Ste 112 Andover, MN 55304	Custom Creations Remodeling 1321 Andover Blvd Ste 112 Andover, MN 55304			2,000.34
Geoff Michael Group 1713 Avocet Lane Mound, MN 55364	Geoff Michael Group 1713 Avocet Lane Mound, MN 55364			19,576.80
Hydro Restoration 50 Glen Edge Rd Dellwood, MN 55110	Hydro Restoration 50 Glen Edge Rd Dellwood, MN 55110			37,750.00
IPHFHA 7829 E Rockhill Street Ste 201 Wichita, KS 67206-3918	IPHFHA 7829 E Rockhill Street Ste 201 Wichita, KS 67206-3918			14,967.19
KFC National Council & Advertising Coop P.O. Box 642474 Pittsburgh, PA 15264-2474	KFC National Council & Advertising Coop P.O. Box 642474 Pittsburgh, PA 15264-2474			1,984.20
KFC Royalty P.O. Box 203805 Dallas, TX 75320-3805	KFC Royalty P.O. Box 203805 Dallas, TX 75320-3805			1,763.73
Lake Region Electric 4601 113th Avenue NE Spicer, MN 56288	Lake Region Electric 4601 113th Avenue NE Spicer, MN 56288			1,270.84
Legend Mechanical 12467 Boone Avenue Ste. 1 Savage, MN 55378	Legend Mechanical 12467 Boone Avenue Ste. 1 Savage, MN 55378			36,495.58

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

In re Sky Ventures, LLC

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>
MacGillivray Ranch LLC 225 Los Robles Templeton, CA 93465	MacGillivray Ranch LLC 225 Los Robles Templeton, CA 93465			23,778.16
MTG 8555 123rd Street West Savage, MN 55378	MTG 8555 123rd Street West Savage, MN 55378			3,238.06
Pizza Hut Inc-St Louis/YRSG PO Box 955641 St Louis, MO 63195-5641	Pizza Hut Inc-St Louis/YRSG PO Box 955641 St Louis, MO 63195-5641			31,168.89
Quikorder, Inc. 351 West Hubbard Street Suite 501 Chicago, IL 60654	Quikorder, Inc. 351 West Hubbard Street Suite 501 Chicago, IL 60654			3,357.14
Royal Roofing PO Box 248 Monticello, MN 55362	Royal Roofing PO Box 248 Monticello, MN 55362			80,175.20
Spirit Realty Capital 16767 N. Perimeter Drive Suite 210 Scottsdale, AZ 85260	Spirit Realty Capital 16767 N. Perimeter Drive Suite 210 Scottsdale, AZ 85260		Disputed	222,518.51
Summit Facility & Kitchen Serv LLC 8818 7th Avenue N Golden Valley, MN 55427	Summit Facility & Kitchen Serv LLC 8818 7th Avenue N Golden Valley, MN 55427			24,691.01
UFPC Smallwares Connection PO Box 73184 Cleveland, OH 44193	UFPC Smallwares Connection PO Box 73184 Cleveland, OH 44193			1,200.22
Xcel Energy - Mpls MN PO Box 9477 Minneapolis, MN 55484-9477	Xcel Energy - Mpls MN PO Box 9477 Minneapolis, MN 55484-9477			2,218.70

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

I, the Senior Vice 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

5/14/14

Signature


Barry M. Zelickson
Senior Vice 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.

**JOINT WRITTEN ACTION
OF THE MANAGER AND MEMBER OF
SKY VENTURES, LLC**

This Joint Written Action is effective as of May 13, 2014, and is executed by BFI Ventures, LLC, a Minnesota limited liability company ("**BFI**"), who is the sole manager and sole member of Sky Ventures, LLC, a Delaware limited liability company (the "**Company**"), and who hereby adopts the following resolutions by written consent.

Chapter 11 Petition

WHEREAS, BFI has carefully reviewed and studied the terms of that certain Chapter 11 petition to be filed by the Company seeking relief under the provisions of Chapter 11 of the United States Code; and

WHEREAS, BFI has determined that it is in the best interests of the Company to file the Chapter 11 petition.

RESOLVED, that it is desirable and in the best interest of the Company, its creditors, member and other interested parties, that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of the United States Code (the "Bankruptcy Code").

RESOLVED, that the form of Chapter 11 petition shall be as required by law and is approved and adopted in all respects, and that Lee J. Engler, Jeffery T. Engler, Barry M. Zelickson, and any other officer of the Company (each, an "Authorized Officer") be, and hereby is, authorized and directed, on behalf of and in the name of the Company, to execute and verify a petition substantially in such form and to cause the same to be filed with the United States Bankruptcy Court for the District of Minnesota, at such time as the Authorized Officer executing said petition on behalf of the Company shall determine.

RESOLVED, that on behalf of the Company, each Authorized Officer shall be, and hereby is, authorized to execute and file all petitions, schedules, lists and other papers and to take any and all action which he may deem necessary or proper in connection with the Chapter 11 case.

Employment and Retention of Heller Draper

WHEREAS, the Company seeks to retain Heller, Draper, Patrick & Horn, L.L.C. ("Heller Draper") as bankruptcy counsel because of Heller Draper's extensive experience and knowledge in matters involving the franchise food and quick service restaurant business under Chapter 11 of the Bankruptcy Code; and

WHEREAS, Heller Draper has worked with the Company since October 2013 in connection with its restructuring and is familiar with all issues that will be raised in the Company's Chapter 11; and

WHEREAS, BFI has determined that Heller Draper's expertise, experience and knowledge will be efficient and cost effective.

RESOLVED, that each Authorized Officer, for and on behalf of the Company, shall be, and hereby is authorized and directed to employ Heller, Draper, Patrick & Horn, L.L.C. ("Heller Draper") as bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including filing and pleading, and in connection therewith, each Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Heller Draper pursuant to Section 327(a) of the Bankruptcy Code.

Employment and Retention of Winthrop

WHEREAS, the Company seeks to retain Winthrop & Weinstine, P.A. ("Winthrop") as special counsel and local bankruptcy counsel because of Winthrop's extensive experience and knowledge in matters of this nature and business reorganizations under Chapter 11 of the Bankruptcy Code; and

WHEREAS, due to its prior representation of the Company, Winthrop has become familiar with the Company's business and financial affairs and many of the potential legal issues which may arise in the context of a Chapter 11 case; and

WHEREAS, BFI has determined that Winthrop's expertise, experience and knowledge will be efficient and cost effective for the Company's estate.

RESOLVED, that each Authorized Officer, for and on behalf of the Company, shall be, and hereby is authorized and directed to employ Winthrop & Weinstine, P.A. ("Winthrop") as special counsel and local bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including filing and pleading, and in connection therewith, each Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Winthrop.

This Joint Written Action is executed as of the date stated in the introductory paragraph.

BFI Ventures, LLC,
Sole Member and Manager

By: _____

Lee J. Engler, President

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