B1 (Official	Form 1)(1/0	08)											
United States Bankruptcy Co District of Nebraska						Court	ourt			Volu	untary	Petition	
Name of Debtor (if individual, enter Last, First, Middle): Rich Learning Systems, Inc.					Name	of Joint De	ebtor (Spouse	e) (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):							
	one, state all)		vidual-Taxpa	nyer I.D. (ITIN) No./	Complete E		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)					
	x 540220	or (No. and	Street, City,	and State)	:		Street	Address of	Joint Debtor	(No. and St	reet, City, an	nd State):	
					Г	ZIP Code 68154-02							ZIP Code
County of R	Residence or	of the Prin	cipal Place o	f Business		00134-02		y of Reside	ence or of the	Principal Pla	ace of Busin	ess:	<u>, L</u>
Douglas	S												
Mailing Add	dress of Deb	otor (if diffe	rent from str	eet addres	ss):		Mailii	ng Address	of Joint Debt	tor (if differe	nt from stree	et address):	
						ZIP Code	:						ZIP Code
Location of (if different			siness Debtor ve):										
		f Debtor				of Business one box)	3	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)					
(Form of Organization) (Check one box) ☐ Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. ☐ Corporation (includes LLC and LLP) ☐ Partnership ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)			 ☐ Health Care Business ☐ Single Asset Real Estate as defind in 11 U.S.C. § 101 (51B) ☐ Railroad ☐ Stockbroker ☐ Commodity Broker ☐ Clearing Bank ☐ Other Tax-Exempt Entity				☐ Chapt ☐ Chapt ☐ Chapt ☐ Chapt ☐ Chapt	er 9 er 11 er 12	of Close	hapter 15 Pe a Foreign M hapter 15 Pe a Foreign N e of Debts k one box)	Main Procee etition for Re	ding ecognition	
u				(Check box, if applicable) Debtor is a tax-exempt organization under Title 26 of the United State Code (the Internal Revenue Code)			e) ganization ed States	tates ode). a personal, family, or household purpose."					
- E 11 E'11	F "	_	ee (Check or	ne box)				one box:	a small busin	Chapter 11		11 11 2 6 8	101(51D)
 ■ Full Filing Fee attached □ 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. □ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. 					tor Check	Debtor is a if: Debtor's a to insiders all applica A plan is Acceptance	not a small b aggregate nor s or affiliates)	ncontingent 1 are less than with this petition were solici	or as defined iquidated de 1 \$2,190,000 on. ted prepetition	thin 11 U.S.C. bbts (excludio).	C. § 101(51D). ing debts owed e or more		
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. ☐ THIS SPACE IS FOR COURT USE ONLY							USE ONLY						
Estimated N 1- 49	Number of C: 50- 99	reditors 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				
Estimated A	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,000 to \$500 million	\$500,000,001 to \$1 billion					
Estimated L \$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	to \$1	\$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					

B1 (Official Form 1)(1/08) Page 2 Name of Debtor(s): Voluntary Petition Rich Learning Systems, Inc. (This page must be completed and filed in every case) All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet) Case Number: Location Date Filed: Where Filed: - None -Date Filed: Location Case Number: Where Filed: Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet) Name of Debtor: Case Number: Date Filed: - None -District: Relationship: Judge: Exhibit B Exhibit A (To be completed if debtor is an individual whose debts are primarily consumer debts.) (To be completed if debtor is required to file periodic reports (e.g., I, the attorney for the petitioner named in the foregoing petition, declare that I forms 10K and 10Q) with the Securities and Exchange Commission 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 pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 under each such chapter. I further certify that I delivered to the debtor the notice and is requesting relief under chapter 11.) required by 11 U.S.C. §342(b). ☐ Exhibit A is attached and made a part of this petition. 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? Yes, and Exhibit C is attached and made a part of this petition. No. Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) ☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: ☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition. Information Regarding the Debtor - Venue (Check any applicable box) Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes) Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) (Name of landlord that obtained judgment) (Address of landlord) Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure

the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

after the filing of the petition.

B1 (Official Form 1)(1/08) Page 3

Signatures

Voluntary Petition

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

Name of Debtor(s):

Rich Learning Systems, Inc.

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

 \mathbf{X} .

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ David G. Hicks

Signature of Attorney for Debtor(s)

David G. Hicks

Printed Name of Attorney for Debtor(s)

Pollak & Hicks

Firm Name

6910 Pacific St #216 Omaha, NE 68106

Address

(402)345-1717 Fax: (402)444-1724

Telephone Number

January 22, 2010

Date

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

Signature of 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/ Dianna L. Rich

Signature of Authorized Individual

Dianna L. Rich

Printed Name of Authorized Individual

President

Title of Authorized Individual

January 22, 2010

Date

Signature of a Foreign Representative

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

(Check only one box.)

- ☐ I request relief in accordance with chapter 15 of title 11. United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.
- ☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of 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 bankrutpcy 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.)

v

Date

Address

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.

United States Bankruptcy Court District of Nebraska

In re	Rich Learning Systems, Inc.	Case No.		
		Debtor(s)	Chapter	11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Aksarben Heating Air Conditioning Plumbi 7070 South 108th La Vista, NE 68128	Aksarben Heating Air Conditioning Plumbi 7070 South 108th La Vista, NE 68128	Account		1,000.00
Am Sam P.O. Box 501087 Saint Louis, MO 63150-1087	Am Sam P.O. Box 501087 Saint Louis, MO 63150-1087	Account		1,500.00
Assurant Health P.O. Box 790076 Saint Louis, MO 63179-0076	Assurant Health P.O. Box 790076 Saint Louis, MO 63179-0076	Account		2,750.00
Back Up My Business 307 E. Chapman Ave., #8 Orange, CA 92866	Back Up My Business 307 E. Chapman Ave., #8 Orange, CA 92866	Account		250.00
Bill Me Later P.O. Box 105658 Atlanta, GA 30348	Bill Me Later P.O. Box 105658 Atlanta, GA 30348	Account		400.00
Burton Plumbing Services Inc. 8115 H St Omaha, NE 68127	Burton Plumbing Services Inc. 8115 H St Omaha, NE 68127	Account		1,000.00
Chase Visa P.O. Box 52126 Phoenix, AZ 85072-2126	Chase Visa P.O. Box 52126 Phoenix, AZ 85072-2126	Credit Card		20,000.00
CITA 1866 Southern Lane Decatur, GA 30033	CITA 1866 Southern Lane Decatur, GA 30033	Account		1,300.00
City of Omaha P.O. Box 30159 Omaha, NE 68103-1259	City of Omaha P.O. Box 30159 Omaha, NE 68103-1259	Account		500.00
Cox Communications 11505 W Dodge Rd Omaha, NE 68154-2536	Cox Communications 11505 W Dodge Rd Omaha, NE 68154-2536	Utility Bill		1,000.00
General Casualty Insurance Co. P.O. Box 3109 Milwaukee, WI 53210-3109	General Casualty Insurance Co. P.O. Box 3109 Milwaukee, WI 53210-3109	Account		9,000.00

B4 (Offi	cial Form 4) (12/07) - Cont.	
In re	Rich Learning Systems, Inc	3.

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Iowa Office Supply	Iowa Office Supply	Account		250.00
P.O. Box 3320	P.O. Box 3320			
Sioux City, IA 51102-3320 Mutual 1st Visa	Sioux City, IA 51102-3320 Mutual 1st Visa	Credit Card		25,908.39
P.O. Box 4521	P.O. Box 4521	Orean Gara		25,500.55
Carol Stream, IL 60197-4521	Carol Stream, IL 60197-4521			
Mutual First Federal Credit Union 14510 F St Omaha, NE 68137-5408	Mutual First Federal Credit Union 14510 F St Omaha, NE 68137-5408	Account		1,500,000.00
Dianna Rich	Dianna Rich	Loan		600,000.00
706 S 196th Avenue Elkhorn, NE 68022	706 S 196th Avenue Elkhorn, NE 68022	Loan		000,000.00
Sylvan Learning Center 1001 Fleet Street 8th Floor Baltimore, MD 21202	Sylvan Learning Center 1001 Fleet Street 8th Floor Baltimore, MD 21202	Lease Deficiency		250,000.00
Target	Target	Credit Card		500.00
Retailers National Bank P.O. Box 59317 Minneapolis, MN 55459-0317	Retailers National Bank P.O. Box 59317 Minneapolis, MN 55459-0317	oreant ouru		000.00
Token Rewards 563 Idlewood Dr. Tyler, TX 75705	Token Rewards 563 Idlewood Dr. Tyler, TX 75705	Account		1,000.00
Visa P.O. Box 77096 Madison, WI 53707-1096	Visa P.O. Box 77096 Madison, WI 53707-1096	Credit Card		20,000.00
WOW TV 3501 Farnam St. Omaha, NE 68131	WOW TV 3501 Farnam St. Omaha, NE 68131	Account		20,000.00

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

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

Date	January 22, 2010	Signature	/s/ Dianna L. Rich
			Dianna L. Rich
			President

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

United States Bankruptcy Court District of Nebraska

Case No.

	Debtor(s)	Chapter	_ 11
VERIFICAT	ION OF CREDITOR	MATRIX	
I, the President of the corporation named as the debtor the best of my knowledge.	in this case, hereby verify that	the attached list of	creditors is true and correct to
Date: January 22, 2010	/s/ Dianna L. Rich Dianna L. Rich/President Signer/Title		

In re Rich Learning Systems, Inc.

Douglas County Attorney 428 Hall of Justice Omaha, NE 68183

Douglas County Treasurer 1819 Farnam St H03 Civic Center Omaha, NE 68183-0003

140th & Center Streets, LLC. 818 Tara Plaza Papillion, NE 68046

A-1 Pest Control 2527 N. 72nd Street Omaha, NE 68134

Aksarben Heating Air Conditioning Plumbi 7070 South 108th La Vista, NE 68128

Am Sam P.O. Box 501087 Saint Louis, MO 63150-1087

Assurant Health P.O. Box 790076 Saint Louis, MO 63179-0076

Assurant Health Union Security Insurance Co P.O. Box 2923 Milwaukee, WI 53201-2923

Axis Capital

Back Up My Business 307 E. Chapman Ave., #8 Orange, CA 92866

Bank of America Leasing P.O. Box 7023 Troy, MI 48084

Bekins Fire & Safety 3400 Hwy. 75 North Sioux City, IA 51105

Bill Me Later P.O. Box 105658 Atlanta, GA 30348

Burton Plumbing Services Inc. 8115 H St Omaha, NE 68127

Chase Bank USA NA 800 Brooksedge Blvd. Westerville, OH 43081

Chase Visa P.O. Box 52126 Phoenix, AZ 85072-2126

Cit Group
P.O. Box 550599
Jacksonville, FL 32255-0599

CITA 1866 Southern Lane Decatur, GA 30033

City of Omaha P.O. Box 30159 Omaha, NE 68103-1259

Community Internet Systems, Inc. P.O. Box 159 Columbus, NE 68602

Connecting Point 123 North 4th St Norfolk, NE 68701

Copy Center
P.O. Box 1106
Montgomery, AL 36101-1106

The Copy Center 31 Commece Street Montgomery, AL 36104

Cox Communications 11505 W Dodge Rd Omaha, NE 68154-2536

Crystal Clear Water P.O. Box 641670 Omaha, NE 68164

De Lage Landen Financial Services P.O. Box 41601 Philadelphia, PA 19101-1601

Dex 3190 South Vaughn Way 6 North Aurora, CO 80014

Dex Media East P.O. Box 78041 Phoenix, AZ 85062-8041

Dial Realty - Bellevue Shops, LLC 11506 Nicholas St. Ste. 200 Omaha, NE 68154

Eakes Office Plus P.O. Box 2098 Grand Island, NE 68802

Elan Financial Services P.O. Box 790408 Saint Louis, MO 63179-0408

Fleet Capital Leasing P.O. Box 371992 Pittsburgh, PA 15250-7992

Four Seasons Window Cleaning P.O. Box 34844 Omaha, NE 68134

General Casualty Insurance Co. P.O. Box 3109
Milwaukee, WI 53210-3109

Global Computer Services 2000 Outer Drive N #337 Sioux City, IA 51104

Heartland Pest Control P.O. Box 186 Gretna, NE 68028

Hometown Leasing P.O. Box 1507 Grand Island, NE 68802

Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114

Iowa Department of Revenue P.O. Box 10471 Des Moines, IA 50306

Iowa Office Supply
P.O. Box 3320
Sioux City, IA 51102-3320

Iowa Workforce Development 1000 E Grand Ave Des Moines, IA 50319-0209

K & P Services P.O. Box 1010 Elk Point, SD 57025

KCAU TV 625 Douglas St. Sioux City, IA 51101

KETV 2665 Douglas St Omaha, NE 68131 KMTV 10714 Mockingbird Dr. Omaha, NE 68127

KTIV TV 3135 Floyd Blvd. Sioux City, IA 51108

Lakeport Commons LLC c/o Cormac Company 17110 Marchy St. Suite 1 Omaha, NE 68118

Mastercard P.O. Box 672051 Dallas, TX 75267-2051

Metropolitan Utilities District P.O. Box 3600 Omaha, NE 68103-0600

Mid American Energy P.O. Box 8020 Davenport, IA 52808-8020

Mutual 1st Visa P.O. Box 4521 Carol Stream, IL 60197-4521

Mutual First Federal Credit Union 14510 F St Omaha, NE 68137-5408

Nebraska Department of Revenue P.O. Box 94818 Lincoln, NE 68509-4818

Nebraska Workforce Development Office of Legal Counsel 550 South 16th St 1st Floor Lincoln, NE 68508

NTIV P.O. Box 1001 Quincy, IL 62306-1001 Office Max P.O. Box 5239 Carol Stream, IL 60197-5239

Office Max Credit Plan 75 Remittance Dr. #2692 Chicago, IL 60675-1811

OPPD P.O. Box 3995 Omaha, NE 68103-0995

Paetec P.O. Box 3177 Cedar Rapids, IA 52406-3177

Panefully Clear Windows P.O. Box 1221 Sioux City, IA 51102

Pitney Bowes
P.O. Box 856390
Louisville, KY 40285-6390

Pitney Bowes Credit Corp. P.O. Box 856460 Louisville, KY 40285-6460

Postage by Phone P.O. Box 856042 Louisville, KY 40285-6042

Purchase Power P.O. Box 5135 Shelton, CT 06484-7135

Purchase Power P.O. Box 856042 Louisville, KY 40285-6042

Qwest P.O. Box 12480 Seattle, WA 98111-4480 Qwest Dex P.O. Box 173799 Denver, CO 80217-3799

Reef Tectonics 5121 West Thatcher Lane Lincoln, NE 68528

Dianna Rich 706 S 196th Avenue Elkhorn, NE 68022

Ricoh Business Solutions 1st Floor 4667 N. Royal Atlanta Drive Tucker, GA 30084

Sam's Club P.O. Box 103036 Roswell, GA 30076

Sylvan Learning Center 1001 Fleet Street 8th Floor Baltimore, MD 21202

Target
Retailers National Bank
P.O. Box 59317
Minneapolis, MN 55459-0317

The Copy Center 31 Commerce Street Montgomery, AL 36104

Token Rewards 563 Idlewood Dr. Tyler, TX 75705

United Fire Group P.O. Box 3244 Cedar Rapids, IA 52406-3244 Valpak of Omaha & Lincoln 4555 S. 133rd St. Omaha, NE 68137

Visa P.O. Box 77096 Madison, WI 53707-1096

WOW TV 3501 Farnam St. Omaha, NE 68131