

| United States Bankruptcy Court<br>District of Nebraska   |   | Voluntary Petition   |
|--|---|--|
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>Beatrice Bakery Company</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):<br><b>Grandma's Bake Shoppe</b>   |   | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):   |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>46-0468410</b>   |   | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):   |
| Street Address of Debtor (No. & Street, City, State & Zip Code):<br><b>201 S 5th St<br/>Beatrice, NE</b><br><div style="text-align: right;">ZIPCODE <b>68310-4408</b></div>  |   | Street Address of Joint Debtor (No. & Street, City, State & Zip Code):<br><div style="text-align: right;">ZIPCODE</div>  |
| County of Residence or of the Principal Place of Business:<br><b>Gage</b>  |   | County of Residence or of the Principal Place of Business:   |
| Mailing Address of Debtor (if different from street address):<br><b>PO Box 457<br/>Beatrice, NE</b><br><div style="text-align: right;">ZIPCODE <b>68310-0457</b></div>   |   | Mailing Address of Joint Debtor (if different from street address):<br><div style="text-align: right;">ZIPCODE</div>   |
| Location of Principal Assets of Business Debtor (if different from street address above):<br><b>201 S 5th St, Beatrice, NE</b><br><div style="text-align: right;">ZIPCODE <b>68310-4408</b></div>  |   |  |
| <b>Type of Debtor</b><br>(Form of Organization)<br>(Check <b>one</b> box.)<br><br><input type="checkbox"/> Individual (includes Joint Debtors)<br><i>See Exhibit D on page 2 of this form.</i><br><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)<br><input type="checkbox"/> Partnership<br><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)<br><hr/>   | <b>Nature of Business</b><br>(Check <b>one</b> box.)<br><br><input type="checkbox"/> Health Care Business<br><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)<br><input type="checkbox"/> Railroad<br><input type="checkbox"/> Stockbroker<br><input type="checkbox"/> Commodity Broker<br><input type="checkbox"/> Clearing Bank<br><input checked="" type="checkbox"/> Other<br><br><hr/> <b>Tax-Exempt Entity</b><br>(Check box, if applicable.)<br><br><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). | <b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)<br><br><input type="checkbox"/> Chapter 7<br><input type="checkbox"/> Chapter 9<br><input checked="" type="checkbox"/> Chapter 11<br><input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Chapter 13<br><br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding<br><br><hr/> <b>Nature of Debts</b><br>(Check one box.)<br><br><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."<br><input checked="" type="checkbox"/> Debts are primarily business debts. |
| <b>Filing Fee</b> (Check one box)<br><br><input checked="" type="checkbox"/> Full Filing Fee attached<br><br><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.<br><br><input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. |   | <b>Chapter 11 Debtors</b><br><br><b>Check one box:</b><br><input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).<br><input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br><br><b>Check if:</b><br><input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ).<br><hr/> <b>Check all applicable boxes:</b><br><input type="checkbox"/> A plan is being filed with this petition<br><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).              |
| <b>Statistical/Administrative Information</b><br><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.<br><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   |
| Estimated Number of Creditors<br><input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000  |   |  |
| Estimated Assets<br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input 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<br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input 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                       |   |  |

|   |  |
|---|--|
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case)</i> | Name of Debtor(s):<br><b>Beatrice Bakery Company</b> |
|---|--|

**Prior Bankruptcy Case Filed Within Last 8 Years** (If more than two, attach additional sheet)

|                                      |              |             |
|--------------------------------------|--------------|-------------|
| Location<br>Where Filed: <b>None</b> | Case Number: | Date Filed: |
|--------------------------------------|--------------|-------------|

|                          |              |             |
|--------------------------|--------------|-------------|
| Location<br>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:<br><b>None</b> | Case Number: | Date Filed: |
|--------------------------------|--------------|-------------|

|           |               |        |
|-----------|---------------|--------|
| District: | Relationship: | Judge: |
|-----------|---------------|--------|

|  |  |
|--|--|
| <p style="text-align: center;"><b>Exhibit A</b></p> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)<br><br><input type="checkbox"/> Exhibit A is attached and made a part of this petition. | <p style="text-align: center;"><b>Exhibit B</b></p> (To be completed if debtor is an individual whose debts are primarily consumer debts.)<br><br>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 § 342(b) of the Bankruptcy Code.<br><br>X _____<br>Signature of Attorney for Debtor(s) <span style="float: right;">Date</span> |
|--|--|

**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 or lessor that obtained judgment)

\_\_\_\_\_

(Address of landlord or lessor)

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):  
**Beatrice Bakery Company**

**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 State 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/ David P. Lepant  
 Signature of Attorney for Debtor(s)

**David P. Lepant 20104  
 Lepant Law Office, PC, LLO  
 119 N 5th St  
 Beatrice, NE 68310  
 (402) 421-9676  
 lawoffice@leplantlaw.com**

**July 5, 2011**  
 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); 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

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

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

\_\_\_\_\_  
 Address

X \_\_\_\_\_  
 Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

\_\_\_\_\_  
 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 sheets conforming to the appropriate official form for each person.  
*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X /s/ Gregory C. Leech  
 Signature of Authorized Individual

**Gregory C. Leech**  
 Printed Name of Authorized Individual

**President**  
 Title of Authorized Individual

**July 5, 2011**  
 Date

**United States Bankruptcy Court  
District of Nebraska**

IN RE:

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

**Beatrice Bakery Company**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)<br>Name of creditor and complete mailing address<br>including zip code                                 | (2)<br>Name, telephone number and complete mailing<br>address, including zip code, of employee, agent<br>or department of creditor familiar with claim<br>who may be contacted | (3)<br>Nature of claim<br>(trade debt,<br>bank loan,<br>government<br>contract, etc.) | (4)<br>Indicate if claim<br>is contingent,<br>unliquidated,<br>disputed or<br>subject to setoff | (5)<br>Amount of<br>claim (if<br>secured also<br>state value of<br>security)                             |
|--|--|---|---|--|
| <b>Union Bank &amp; Trust Company</b><br>3643 South 48th St.<br>PO Box 82535<br>Lincoln, NE 68501-2535     |  | <b>Bank loan</b>  |   | <b>1,139,000.00</b><br><b>Collateral:</b><br><b>824,367.00</b><br><b>Unsecured:</b><br><b>375,145.00</b> |
| <b>H. John Smith Trust</b><br>PO Box 537<br>Noble, OK 73068-0537   |  | <b>Capital Note</b>   |   | <b>279,125.00</b>  |
| <b>Scully Estates, LLP</b><br>110 N. 6th St.<br>PO Box 489<br>Beatrice, NE 68310-0489                      |  | <b>Capital Note</b>   |   | <b>196,545.00</b>  |
| <b>Beatrice Concrete Co.</b><br>400 Scott St.<br>PO Box 306<br>Beatrice, NE 68310-0306                     |  | <b>Capital Note</b>   |   | <b>113,965.00</b>  |
| <b>John Richard &amp; Vicki Lynn Curlett</b><br>8413 Forest Ridge Loop<br>Redmond, OR 97756                |  | <b>Capital Note</b>   |   | <b>32,992.00</b>   |
| <b>Johnson Brothers Finocchiaro</b><br>9320 J St<br>Omaha, NE 68127-1207                                   |  | <b>Trade debt</b>   |   | <b>30,250.00</b>   |
| <b>Roberts Dairy Co.</b><br>PO Box 3825<br>Omaha, NE 68103-0825  |  | <b>Trade debt</b>   |   | <b>9,094.00</b>  |
| <b>Midlands Packaging Corp.</b><br>4641 N 56th St<br>Lincoln, NE 68504-1716                                |  | <b>Trade debt</b>   |   | <b>8,165.00</b>  |
| <b>JM Swank Co.</b><br>Lockbox 99013<br>Chicago, IL 60693  |  | <b>Trade debt</b>   |   | <b>1,890.00</b>  |
| <b>Greg Leech</b><br>1217 Jane Way<br>Beatrice, NE 68310   |  | <b>Employee<br/>Compensati<br/>on</b>   |   | <b>1,716.40</b>  |
| <b>Union Bank &amp; Trust Company</b><br>C/C Processing Center.<br>PO Box 3052<br>Milwaukee, WI 53201-3052 |  | <b>Trade debt</b>   |   | <b>1,706.00</b>  |
| <b>Rebecca Brown</b><br>13907 Josephine St<br>Omaha, NE 68138-6294   |  | <b>Employee<br/>Compensati<br/>on</b>   |   | <b>1,615.00</b>  |

|  |                              |          |
|--|------------------------------|----------|
| Randy Johnson<br>1703 Grant St<br>Beatrice, NE 68310-3263          | Employee<br>Compensati<br>on | 1,540.00 |
| Douglas Kasson<br>1940 E Sleepy Hollow Dr<br>Olathe, KS 66062-2318 | Employee<br>Compensati<br>on | 1,345.68 |
| Debra Storck<br>211 N 15th St<br>Marysville, KS 66508-1661         | Employee<br>Compensati<br>on | 1,131.20 |
| Robin Dickinson<br>13200 E Plum Rd<br>Wymore, NE 68466-7705        | Employee<br>Compensati<br>on | 1,120.00 |
| Sue Kohler<br>314 N 12th St<br>Wymore, NE 68466-1622               | Employee<br>Compensati<br>on | 960.96   |
| David Harm<br>102 1.2 North 4th St. Apt. 27<br>Beatrice, NE 68310  | Employee<br>Compensati<br>on | 866.58   |
| Echo Group, Inc.<br>PO Box 336<br>Council Bluffs, IA 51502-0336    | Trade debt                   | 805.00   |
| Noakes, Inc.<br>511 S 6th St<br>Beatrice, NE 68310-4420            | Trade debt                   | 769.00   |

**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: July 5, 2011 Signature: /s/ Gregory C. Leech

**Gregory C. Leech, President**

(Print Name and Title)

**United States Bankruptcy Court  
District of Nebraska**

**IN RE:**

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

**Beatrice Bakery Company**

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>358,250.00</b> |                        |       |
| B - Personal Property   | <b>Yes</b>        | <b>5</b>         | \$ <b>466,117.00</b> |                        |       |
| C - Property Claimed as Exempt  | <b>Yes</b>        | <b>1</b>         |                      |                        |       |
| D - Creditors Holding Secured Claims  | <b>Yes</b>        | <b>1</b>         |                      | \$ <b>1,199,512.00</b> |       |
| E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E) | <b>Yes</b>        | <b>6</b>         |                      | \$ <b>23,940.01</b>    |       |
| F - Creditors Holding Unsecured Nonpriority Claims                              | <b>Yes</b>        | <b>7</b>         |                      | \$ <b>684,642.49</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>23</b>        | \$ <b>824,367.00</b> | \$ <b>1,908,094.50</b> |       |

**IN RE Beatrice Bakery Company**

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 |
|--|---|------------------------------------|---|-------------------------|
| <b>Factory and Distribution Center:<br/>201 South 5th St.<br/>Beatrice, NE 68310</b> |   |                                    | <b>358,250.00</b>   | <b>1,184,373.00</b>     |

**TOTAL 358,250.00**

(Report also on Summary of Schedules)

IN RE Beatrice Bakery Company

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<br>O<br>N<br>E | DESCRIPTION AND LOCATION OF PROPERTY   | H<br>U<br>S<br>B<br>A<br>N<br>D,<br>W<br>I<br>F<br>E,<br>J<br>O<br>I<br>N<br>T,<br>O<br>R<br>C<br>O<br>M<br>M<br>U<br>N<br>I<br>T<br>Y | CURRENT VALUE OF<br>DEBTOR'S INTEREST IN<br>PROPERTY WITHOUT<br>DEDUCTING ANY<br>SECURED CLAIM OR<br>EXEMPTION |
|---|------------------|--|--|--|
| 1. Cash on hand.  |                  | <b>Cash</b>  |  | <b>767.00</b>  |
| 2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.                       |                  | <b>Business Checking Account<br/>Union Bank &amp; Trust<br/>1313 K St.<br/>Fairbury, Nebraska</b><br><b>Business Checking Account<br/>Security First Bank<br/>120 North 6th St.<br/>Beatrice, Nebraska</b> |  | <b>0.00</b><br><br><b>259.00</b>   |
| 3. Security deposits with public utilities, telephone companies, landlords, and others.   | X                |  |  |  |
| 4. Household goods and furnishings, include audio, video, and computer equipment.   | X                |  |  |  |
| 5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.   | X                |  |  |  |
| 6. Wearing apparel.   | X                |  |  |  |
| 7. Furs and jewelry.  | X                |  |  |  |
| 8. Firearms and sports, photographic, and other hobby equipment.  | X                |  |  |  |
| 9. Interest in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.   | X                |  |  |  |
| 10. Annuities. Itemize and name each issue.   | X                |  |  |  |
| 11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).) | X                |  |  |  |
| 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.   | X                |  |  |  |
| 13. Stock and interests in incorporated and unincorporated businesses. Itemize.   | X                |  |  |  |



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

| TYPE OF PROPERTY  | N<br>O<br>N<br>E | DESCRIPTION AND LOCATION OF PROPERTY   | HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | CURRENT VALUE OF<br>DEBTOR'S INTEREST IN<br>PROPERTY WITHOUT<br>DEDUCTING ANY<br>SECURED CLAIM OR<br>EXEMPTION |
|---|------------------|--|---------------------------------------|--|
| 14. Interests in partnerships or joint ventures. Itemize.   | <b>X</b>         |  |                                       |  |
| 15. Government and corporate bonds and other negotiable and non-negotiable instruments.   | <b>X</b>         |  |                                       |  |
| 16. Accounts receivable.  | <b>X</b>         |  |                                       |  |
| 17. Alimony, maintenance, support, and property settlements in which the debtor is or may be entitled. Give particulars.  | <b>X</b>         |  |                                       |  |
| 18. Other liquidated debts owed to debtor including tax refunds. Give particulars.  | <b>X</b>         |  |                                       |  |
| 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.   | <b>X</b>         |  |                                       |  |
| 20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.  | <b>X</b>         |  |                                       |  |
| 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.  | <b>X</b>         |  |                                       |  |
| 22. Patents, copyrights, and other intellectual property. Give particulars.   | <b>X</b>         |  |                                       |  |
| 23. Licenses, franchises, and other general intangibles. Give particulars.  | <b>X</b>         |  |                                       |  |
| 24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes. | <b>X</b>         |  |                                       |  |
| 25. Automobiles, trucks, trailers, and other vehicles and accessories.  | <b>X</b>         |  |                                       |  |
| 26. Boats, motors, and accessories.   | <b>X</b>         |  |                                       |  |
| 27. Aircraft and accessories.   | <b>X</b>         |  |                                       |  |
| 28. Office equipment, furnishings, and supplies.  | <b>X</b>         | <b>Office Equipment<br/>Located at:<br/>201 S., 5th St.<br/>Beatrice, Nebraska</b>   |                                       | <b>6,700.00</b>  |
| 29. Machinery, fixtures, equipment, and supplies used in business.  | <b>X</b>         | <b>2 Liquor Injectors<br/>2006 Osprey Long Dwell Wrapper with Lugless Infeed<br/>Serial #0006<br/>Located at 201 S. 5th St.<br/>Beatrice, Nebraska</b> |                                       | <b>250.00</b>  |
|   | <b>X</b>         |  |                                       | <b>100,000.00</b>  |

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

| TYPE OF PROPERTY | N<br>O<br>N<br>E | DESCRIPTION AND LOCATION OF PROPERTY  | HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | CURRENT VALUE OF<br>DEBTOR'S INTEREST IN<br>PROPERTY WITHOUT<br>DEDUCTING ANY<br>SECURED CLAIM OR<br>EXEMPTION |
|------------------|------------------|---|---------------------------------------|--|
|                  |                  | <b>2007 Metal Detector<br/>Located at 201 S. 5th St.<br/>Beatrice, Nebraska</b> |                                       | <b>15,842.00</b>   |
|                  |                  | <b>343 Waterpan Lids</b>  |                                       | <b>2,000.00</b>  |
|                  |                  | <b>35 Pan Racks</b>   |                                       | <b>1,000.00</b>  |
|                  |                  | <b>3M Carton Taper</b>  |                                       | <b>500.00</b>  |
|                  |                  | <b>4 Film Storage Carts</b>   |                                       | <b>400.00</b>  |
|                  |                  | <b>40 Steel Carts</b>   |                                       | <b>2,000.00</b>  |
|                  |                  | <b>41,631 Pans</b>  |                                       | <b>100,000.00</b>  |
|                  |                  | <b>42" Diameter Turn Table</b>  |                                       | <b>300.00</b>  |
|                  |                  | <b>4x3 S/S Portable Work Table</b>  |                                       | <b>250.00</b>  |
|                  |                  | <b>50 Water Pan Carts</b>   |                                       | <b>1,250.00</b>  |
|                  |                  | <b>8 Evaporative Coils for refrigeration units</b>                              |                                       | <b>6,000.00</b>  |
|                  |                  | <b>8x 30" S/S Portable Work Tables<br/>(2x)</b>                                 |                                       | <b>300.00</b>  |
|                  |                  | <b>960 Water Pan Extenders</b>  |                                       | <b>9,600.00</b>  |
|                  |                  | <b>Berkel Slicers<br/>(4x)</b>  |                                       | <b>1,000.00</b>  |
|                  |                  | <b>Bohn Refrigeration units for Coolers<br/>(2x)</b>                            |                                       | <b>7,000.00</b>  |
|                  |                  | <b>Cardboard Baler</b>  |                                       | <b>2,500.00</b>  |
|                  |                  | <b>Caterpillar Forklift</b>   |                                       | <b>5,000.00</b>  |
|                  |                  | <b>Challenger Crane Scale<br/>500lb<br/>Model 3260</b>                          |                                       | <b>1,000.00</b>  |
|                  |                  | <b>Compartment S/S Sink<br/>(3x)</b>  |                                       | <b>500.00</b>  |
|                  |                  | <b>Depositor<br/>Eveready Make<br/>Model: DB-TK-1983</b>                        |                                       | <b>5,000.00</b>  |
|                  |                  | <b>Doboy Slice Wrapper<br/>Model: Mustang II<br/>1998</b>                       |                                       | <b>10,000.00</b>   |
|                  |                  | <b>Dough Mixer<br/>Peerless, Model: 73013-1973</b>                              |                                       | <b>10,000.00</b>   |
|                  |                  | <b>Exact Weight over/under<br/>10lb. (x2)</b>                                   |                                       | <b>500.00</b>  |
|                  |                  | <b>Firetube Boiler</b>  |                                       | <b>30,000.00</b>   |
|                  |                  | <b>Forklift</b>   |                                       | <b>5,000.00</b>  |
|                  |                  | <b>Groen Steam Kettle<br/>Model: EF-80<br/>Serial: 54289</b>                    |                                       | <b>5,000.00</b>  |
|                  |                  | <b>Hobart Confection Oven</b>   |                                       | <b>500.00</b>  |

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

| TYPE OF PROPERTY | N<br>O<br>N<br>E | DESCRIPTION AND LOCATION OF PROPERTY                         | HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | CURRENT VALUE OF<br>DEBTOR'S INTEREST IN<br>PROPERTY WITHOUT<br>DEDUCTING ANY<br>SECURED CLAIM OR<br>EXEMPTION |
|------------------|------------------|--|---------------------------------------|--|
|                  |                  | <b>Hobart Mixer<br/>Model 1800</b>                           |                                       | <b>500.00</b>  |
|                  |                  | <b>Hytrol Power Belt Transfer Conveyor<br/>12x18"</b>        |                                       | <b>500.00</b>  |
|                  |                  | <b>Hytrol Power Belt Transfer Conveyor<br/>15x28"</b>        |                                       | <b>750.00</b>  |
|                  |                  | <b>Ingersoll-Rand<br/>Air Compressors<br/>(2x)</b>           |                                       | <b>3,500.00</b>  |
|                  |                  | <b>Itwmına Pallet Wrapper<br/>Model: FE-HP</b>               |                                       | <b>4,000.00</b>  |
|                  |                  | <b>Linx Printer<br/>Model 4000</b>                           |                                       | <b>500.00</b>  |
|                  |                  | <b>Linx Printer<br/>Model 4200</b>                           |                                       | <b>500.00</b>  |
|                  |                  | <b>Little David Carton Taper</b>                             |                                       | <b>1,500.00</b>  |
|                  |                  | <b>Little David Micro Jet<br/>(4x)<br/>Model: CMPLA000AB</b> |                                       | <b>2,000.00</b>  |
|                  |                  | <b>Lockers<br/>(7x)</b>                                      |                                       | <b>700.00</b>  |
|                  |                  | <b>Maintenance Shop Supplies &amp; Tools</b>                 |                                       | <b>5,000.00</b>  |
|                  |                  | <b>Nordon Box Glue Machine<br/>Serial: A8B11036</b>          |                                       | <b>1,000.00</b>  |
|                  |                  | <b>Nordson Hot Melt Applicator<br/>Model: Pro Blue 10</b>    |                                       | <b>2,000.00</b>  |
|                  |                  | <b>Pan Washer<br/>Model: BPSW1500<br/>Serial: 2079</b>       |                                       | <b>5,000.00</b>  |
|                  |                  | <b>Peterson Oven-Model: DASU4114</b>                         |                                       | <b>20,000.00</b>   |
|                  |                  | <b>Refrigerators<br/>(2x)</b>                                |                                       | <b>300.00</b>  |
|                  |                  | <b>Rotary Slicer</b>   |                                       | <b>300.00</b>  |
|                  |                  | <b>S/S 2-Compartment Sinks<br/>(2x)</b>                      |                                       | <b>500.00</b>  |
|                  |                  | <b>S/S Dough Trough<br/>400lb</b>                            |                                       | <b>1,000.00</b>  |
|                  |                  | <b>S/S Single Compartment Sinks<br/>(2x)</b>                 |                                       | <b>500.00</b>  |
|                  |                  | <b>Safeline Metal Detector &amp; Hi Speed Checkweigher</b>   |                                       | <b>15,000.00</b>   |
|                  |                  | <b>Slicemaster Slicer</b>                                    |                                       | <b>500.00</b>  |
|                  |                  | <b>Storage Cabinets<br/>(8x)</b>                             |                                       | <b>1,500.00</b>  |
|                  |                  | <b>Toledo 250lb Scale</b>                                    |                                       | <b>1,000.00</b>  |

IN RE **Beatrice Bakery Company**

Debtor(s)

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

(If known)

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

| TYPE OF PROPERTY  | N<br>O<br>N<br>E | DESCRIPTION AND LOCATION OF PROPERTY                                | HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | CURRENT VALUE OF<br>DEBTOR'S INTEREST IN<br>PROPERTY WITHOUT<br>DEDUCTING ANY<br>SECURED CLAIM OR<br>EXEMPTION |
|---|------------------|---|---------------------------------------|--|
|   |                  | <b>Toledo 50lb Scale</b>  |                                       | <b>500.00</b>  |
|   |                  | <b>Toledo Digital 10lb Model BW<br/>(2x)</b>                        |                                       | <b>1,500.00</b>  |
|   |                  | <b>Video Jet Data Flex Thermal Coder</b>                            |                                       | <b>3,500.00</b>  |
|   |                  | <b>Walk-in Freezer</b>  |                                       | <b>5,000.00</b>  |
|   |                  | <b>Weldtron Shrink Tunnel<br/>Model: 7141,<br/>Serial#: BU47471</b> |                                       | <b>3,000.00</b>  |
|   |                  | <b>Weldtron Wrapper<br/>Model: 1662, Serial #JV42416</b>            |                                       | <b>10,000.00</b>   |
|   |                  | <b>Work Tables/Casters<br/>(6x)</b>                                 |                                       | <b>500.00</b>  |
|   |                  | <b>Yale Electric Pallet Jacks<br/>(3x)</b>                          |                                       | <b>1,500.00</b>  |
| 30. Inventory.  | X                |   |                                       |  |
| 31. Animals.  | X                |   |                                       |  |
| 32. Crops - growing or harvested. Give<br>particulars.                  | X                |   |                                       |  |
| 33. Farming equipment and implements.                                   | X                |   |                                       |  |
| 34. Farm supplies, chemicals, and feed.                                 | X                |   |                                       |  |
| 35. Other personal property of any kind<br>not already listed. Itemize. |                  | <b>Accounts Receivable as of: 7/5/11</b>                            |                                       | <b>42,149.00</b>   |
| <b>TOTAL</b>  |                  |   |                                       | <b>466,117.00</b>  |

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IN RE Beatrice Bakery Company 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.

**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 "Code Debtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Code Debtors. 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.<br><i>(See Instructions Above.)</i>                             | CODEBTOR<br>HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | DATE CLAIM WAS INCURRED,<br>NATURE OF LIEN, AND DESCRIPTION AND VALUE OF<br>PROPERTY SUBJECT TO LIEN   | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF<br>CLAIM WITHOUT<br>DEDUCTING<br>VALUE OF<br>COLLATERAL | UNSECURED<br>PORTION, IF ANY |
|--|---|--|------------|--------------|----------|---|------------------------------|
|  |   |  |            |              |          |   |                              |
| ACCOUNT NO.<br><b>Union Bank &amp; Trust Company</b><br><b>3643 S. 48th St.</b><br><b>PO Box 82535</b><br><b>Lincoln, NE 68501-2535</b>    | X   | <b>Deed of Trust</b><br><b>Funding of new roof on production</b><br><b>facility located:</b><br><b>201 S. 5th St.</b><br><b>Beatrice, NE 68310</b><br><br>VALUE \$ <b>358,250.00</b>   |            |              |          | <b>45,373.00</b>  |                              |
| ACCOUNT NO.<br><b>Union Bank &amp; Trust Company</b><br><b>3643 South 48th St.</b><br><b>PO Box 82535</b><br><b>Lincoln, NE 68501-2535</b> | X   | <b>Union Bank &amp; Trust UCC lien on:</b><br><b>Accounts; Inventory; Equipment; Instruments &amp; Chattel</b><br><b>Paper; General Intangibles; Documents; Investment</b><br><b>Property; Despost Accounts</b><br><b>And Deed of Trust on production facility located at:</b><br><b>201 S. 5th St.</b><br><b>Beatrice, NE 68310</b><br><br>VALUE \$ <b>824,367.00</b> |            |              |          | <b>1,139,000.00</b>   | <b>375,145.00</b>            |
| ACCOUNT NO.<br><b>Union Bank &amp; Trust Company</b><br><b>3643 South 48th St.</b><br><b>PO Box 82535</b><br><b>Lincoln, NE 68501-2535</b> | X   | <b>UCC Lien on 2006 Osprey Long Dwell</b><br><b>Wrapper with Lugless Infeed</b><br><b>Serial #0006</b><br><br>VALUE \$ <b>100,000.00</b>   |            |              |          | <b>15,139.00</b>  |                              |
| ACCOUNT NO.  |   | VALUE \$   |            |              |          |   |                              |

0 continuation sheets attached

|                                  |                        |                      |
|----------------------------------|------------------------|----------------------|
| Subtotal<br>(Total of this page) | <b>\$ 1,199,512.00</b> | <b>\$ 375,145.00</b> |
| Total<br>(Use only on last page) | <b>\$ 1,199,512.00</b> | <b>\$ 375,145.00</b> |

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

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**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.

5 continuation sheets attached

IN RE **Beatrice Bakery Company**

Debtor(s)

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

(If known)

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

**Wages, salaries, and commissions**

(Type of Priority for Claims Listed on This Sheet)

| CREDITOR'S NAME, MAILING ADDRESS<br>INCLUDING ZIP CODE AND ACCOUNT NUMBER.<br><i>(See Instructions above.)</i> | CODEBTOR<br>HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | DATE CLAIM WAS INCURRED<br>AND CONSIDERATION FOR CLAIM                  | CONTINGENT   |  | DISPUTED | AMOUNT<br>OF<br>CLAIM | AMOUNT<br>ENTITLED<br>TO<br>PRIORITY | AMOUNT<br>NOT<br>ENTITLED<br>TO<br>PRIORITY,<br>IF ANY |
|--|---|---|--------------|--|----------|-----------------------|--------------------------------------|--|
|  |   |   | UNLIQUIDATED |  |          |                       |                                      |  |
| ACCOUNT NO.<br><b>April Saathoff</b><br><b>2611 Ella St</b><br><b>Beatrice, NE 68310-3455</b>                  |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>576.22</b>         | <b>576.22</b>                        |  |
| ACCOUNT NO.<br><b>Arlin Oltman</b><br><b>1223 Woodland Ave</b><br><b>Beatrice, NE 68310-1866</b>               |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>607.60</b>         | <b>607.60</b>                        |  |
| ACCOUNT NO.<br><b>Bernita Morgan</b><br><b>701 S 4th St</b><br><b>Beatrice, NE 68310-3836</b>                  |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>593.60</b>         | <b>593.60</b>                        |  |
| ACCOUNT NO.<br><b>Brenda Reiman</b><br><b>424 Main St</b><br><b>Odell, NE 68415-3162</b>                       |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>640.78</b>         | <b>640.78</b>                        |  |
| ACCOUNT NO.<br><b>Connie Warnsing</b><br><b>118 N Lasalle St</b><br><b>Beatrice, NE 68310-2839</b>             |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>763.84</b>         | <b>763.84</b>                        |  |
| ACCOUNT NO.<br><b>David Harm</b><br><b>102 1.2 North 4th St. Apt. 27</b><br><b>Beatrice, NE 68310</b>          |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>866.58</b>         | <b>866.58</b>                        |  |

Sheet no. 1 of 5 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Totals of this page)

\$ **4,048.62** \$ **4,048.62** \$

Total

(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)

\$

Total

(Use only on last page of the completed Schedule E. If applicable,  
report also on the Statistical Summary of Certain Liabilities and Related Data.)

\$



IN RE **Beatrice Bakery Company**

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

Debtor(s)

(If known)

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

**Wages, salaries, and commissions**

(Type of Priority for Claims Listed on This Sheet)

| CREDITOR'S NAME, MAILING ADDRESS<br>INCLUDING ZIP CODE AND ACCOUNT NUMBER.<br><i>(See Instructions above.)</i> | CODEBTOR<br>HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | DATE CLAIM WAS INCURRED<br>AND CONSIDERATION FOR CLAIM                  | CONTINGENT   |  | DISPUTED | AMOUNT<br>OF<br>CLAIM | AMOUNT<br>ENTITLED<br>TO<br>PRIORITY | AMOUNT<br>NOT<br>ENTITLED<br>TO<br>PRIORITY,<br>IF ANY |
|--|---|---|--------------|--|----------|-----------------------|--------------------------------------|--|
|  |   |   | UNLIQUIDATED |  |          |                       |                                      |  |
| ACCOUNT NO.<br><b>Deborah Meagher<br/>1600 N 11th St<br/>Beatrice, NE 68310-1505</b>                           |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>583.42</b>         | <b>583.42</b>                        |  |
| ACCOUNT NO.<br><b>Debra Langdale<br/>1400 19th Ave<br/>Beatrice, NE 68310-2219</b>                             |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>577.91</b>         | <b>577.91</b>                        |  |
| ACCOUNT NO.<br><b>Debra Sillman<br/>1717 S 5th St<br/>Beatrice, NE 68310-4845</b>                              |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>510.18</b>         | <b>510.18</b>                        |  |
| ACCOUNT NO.<br><b>Debra Storck<br/>211 N 15th St<br/>Marysville, KS 66508-1661</b>                             |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>1,131.20</b>       | <b>1,131.20</b>                      |  |
| ACCOUNT NO.<br><b>Douglas Kasson<br/>1940 E Sleepy Hollow Dr<br/>Olathe, KS 66062-2318</b>                     |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>1,345.68</b>       | <b>1,345.68</b>                      |  |
| ACCOUNT NO.<br><b>Edith Ray<br/>1223 N 13th St<br/>Beatrice, NE 68310-2110</b>                                 |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>584.17</b>         | <b>584.17</b>                        |  |

Sheet no. 2 of 5 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Totals of this page)

|                    |                    |    |
|--------------------|--------------------|----|
| \$ <b>4,732.56</b> | \$ <b>4,732.56</b> | \$ |
|--------------------|--------------------|----|

Total  
(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)

|    |  |  |
|----|--|--|
| \$ |  |  |
|----|--|--|

Total  
(Use only on last page of the completed Schedule E. If applicable,  
report also on the Statistical Summary of Certain Liabilities and Related Data.)

|  |    |    |
|--|----|----|
|  | \$ | \$ |
|--|----|----|

IN RE **Beatrice Bakery Company**

Debtor(s)

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

(If known)

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

**Wages, salaries, and commissions**

(Type of Priority for Claims Listed on This Sheet)

| CREDITOR'S NAME, MAILING ADDRESS<br>INCLUDING ZIP CODE AND ACCOUNT NUMBER.<br><i>(See Instructions above.)</i> | CODEBTOR<br>HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | DATE CLAIM WAS INCURRED<br>AND CONSIDERATION FOR CLAIM                  | CONTINGENT   |  | DISPUTED | AMOUNT<br>OF<br>CLAIM | AMOUNT<br>ENTITLED<br>TO<br>PRIORITY | AMOUNT<br>NOT<br>ENTITLED<br>TO<br>PRIORITY,<br>IF ANY |
|--|---|---|--------------|--|----------|-----------------------|--------------------------------------|--|
|  |   |   | UNLIQUIDATED |  |          |                       |                                      |  |
| ACCOUNT NO.<br><b>Gail Smisek<br/>208 Clay PO Box 95<br/>Talmage, NE 68448</b>                                 |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>583.85</b>         | <b>583.85</b>                        |  |
| ACCOUNT NO.<br><b>Greg Leech<br/>1217 Jane Way<br/>Beatrice, NE 68310</b>                                      |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>1,716.40</b>       | <b>1,716.40</b>                      |  |
| ACCOUNT NO.<br><b>Judy Grof<br/>1618 Ashland Ave<br/>Beatrice, NE 68310-1306</b>                               |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>525.55</b>         | <b>525.55</b>                        |  |
| ACCOUNT NO.<br><b>Justin Smith<br/>120 Sherman St<br/>Beatrice, NE 68310-3550</b>                              |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>746.76</b>         | <b>746.76</b>                        |  |
| ACCOUNT NO.<br><b>Kay Legg<br/>1206 Lincoln St<br/>Beatrice, NE 68310-3102</b>                                 |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>586.60</b>         | <b>586.60</b>                        |  |
| ACCOUNT NO.<br><b>Kenneth FencI<br/>PO Box 211<br/>Plymouth, NE 68424-0211</b>                                 |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>607.60</b>         | <b>607.60</b>                        |  |

Sheet no. 3 of 5 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Totals of this page)

|                    |                    |    |
|--------------------|--------------------|----|
| \$ <b>4,766.76</b> | \$ <b>4,766.76</b> | \$ |
|--------------------|--------------------|----|

Total  
(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)

|    |  |  |
|----|--|--|
| \$ |  |  |
|----|--|--|

Total  
(Use only on last page of the completed Schedule E. If applicable,  
report also on the Statistical Summary of Certain Liabilities and Related Data.)

|  |    |    |
|--|----|----|
|  | \$ | \$ |
|--|----|----|

IN RE **Beatrice Bakery Company**

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

Debtor(s)

(If known)

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

**Wages, salaries, and commissions**

(Type of Priority for Claims Listed on This Sheet)

| CREDITOR'S NAME, MAILING ADDRESS<br>INCLUDING ZIP CODE AND ACCOUNT NUMBER.<br><i>(See Instructions above.)</i> | CODEBTOR<br>HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | DATE CLAIM WAS INCURRED<br>AND CONSIDERATION FOR CLAIM                  | CONTINGENT   |  | DISPUTED | AMOUNT<br>OF<br>CLAIM | AMOUNT<br>ENTITLED<br>TO<br>PRIORITY | AMOUNT<br>NOT<br>ENTITLED<br>TO<br>PRIORITY,<br>IF ANY |
|--|---|---|--------------|--|----------|-----------------------|--------------------------------------|--|
|  |   |   | UNLIQUIDATED |  |          |                       |                                      |  |
| ACCOUNT NO.<br><b>Kevin L. Ankersen<br/>923 Prairie Ln<br/>Beatrice, NE 68310-2648</b>                         |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>679.40</b>         | <b>679.40</b>                        |  |
| ACCOUNT NO.<br><b>Kristi Bowles<br/>704 N 10th St<br/>Beatrice, NE 68310-2313</b>                              |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>578.65</b>         | <b>578.65</b>                        |  |
| ACCOUNT NO.<br><b>Linda Goes<br/>43080 S 36th Rd<br/>Wymore, NE 68466-8150</b>                                 |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>643.92</b>         | <b>643.92</b>                        |  |
| ACCOUNT NO.<br><b>Lynn Stevens<br/>300 S 24th St<br/>Beatrice, NE 68310-4306</b>                               |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>667.99</b>         | <b>667.99</b>                        |  |
| ACCOUNT NO.<br><b>Mandi Saathoff<br/>402 N 4th St<br/>Beatrice, NE 68310-2809</b>                              |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>667.99</b>         | <b>667.99</b>                        |  |
| ACCOUNT NO.<br><b>Randy Johnson<br/>1703 Grant St<br/>Beatrice, NE 68310-3263</b>                              |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |              |  |          | <b>1,540.00</b>       | <b>1,540.00</b>                      |  |

Sheet no. 4 of 5 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Totals of this page)

|    |                 |    |                 |    |  |
|----|-----------------|----|-----------------|----|--|
| \$ | <b>4,777.95</b> | \$ | <b>4,777.95</b> | \$ |  |
|----|-----------------|----|-----------------|----|--|

Total  
(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)

|    |  |    |  |    |  |
|----|--|----|--|----|--|
| \$ |  | \$ |  | \$ |  |
|----|--|----|--|----|--|

Total  
(Use only on last page of the completed Schedule E. If applicable,  
report also on the Statistical Summary of Certain Liabilities and Related Data.)

|    |  |    |  |    |  |
|----|--|----|--|----|--|
| \$ |  | \$ |  | \$ |  |
|----|--|----|--|----|--|

IN RE **Beatrice Bakery Company**

Debtor(s)

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

(If known)

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

**Wages, salaries, and commissions**

(Type of Priority for Claims Listed on This Sheet)

| CREDITOR'S NAME, MAILING ADDRESS<br>INCLUDING ZIP CODE AND ACCOUNT NUMBER.<br><i>(See Instructions above.)</i> | CODEBTOR<br>HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | DATE CLAIM WAS INCURRED<br>AND CONSIDERATION FOR CLAIM                  | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT<br>OF<br>CLAIM | AMOUNT<br>ENTITLED<br>TO<br>PRIORITY | AMOUNT<br>NOT<br>ENTITLED<br>TO<br>PRIORITY,<br>IF ANY |
|--|---|---|------------|--------------|----------|-----------------------|--------------------------------------|--|
|  |   |   |            |              |          |                       |                                      |  |
| ACCOUNT NO.<br><b>Rebecca Brown</b><br><b>13907 Josephine St</b><br><b>Omaha, NE 68138-6294</b>                |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |            |              |          | <b>1,615.60</b>       | <b>1,615.60</b>                      |  |
| ACCOUNT NO.<br><b>Rhonda Dorn</b><br><b>21095 S 120th Rd</b><br><b>Filley, NE 68357-6009</b>                   |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |            |              |          | <b>753.06</b>         | <b>753.06</b>                        |  |
| ACCOUNT NO.<br><b>Robert Dickinson</b><br><b>13200 E Plum Rd</b><br><b>Wymore, NE 68466-7705</b>               |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |            |              |          | <b>580.65</b>         | <b>580.65</b>                        |  |
| ACCOUNT NO.<br><b>Robin Dickinson</b><br><b>13200 E Plum Rd</b><br><b>Wymore, NE 68466-7705</b>                |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |            |              |          | <b>1,120.00</b>       | <b>1,120.00</b>                      |  |
| ACCOUNT NO.<br><b>Sharon Bleich</b><br><b>1306 5th St</b><br><b>Fairbury, NE 68352-2823</b>                    |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |            |              |          | <b>583.85</b>         | <b>583.85</b>                        |  |
| ACCOUNT NO.<br><b>Sue Kohler</b><br><b>314 N 12th St</b><br><b>Wymore, NE 68466-1622</b>                       |   | <b>Debt owed to Employee as<br/>compensation for work<br/>performed</b> |            |              |          | <b>960.96</b>         | <b>960.96</b>                        |  |

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

Subtotal  
(Totals of this page)

|                    |                    |    |
|--------------------|--------------------|----|
| \$ <b>5,614.12</b> | \$ <b>5,614.12</b> | \$ |
|--------------------|--------------------|----|

Total  
(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)

|                     |  |  |
|---------------------|--|--|
| \$ <b>23,940.01</b> |  |  |
|---------------------|--|--|

Total  
(Use only on last page of the completed Schedule E. If applicable,  
report also on the Statistical Summary of Certain Liabilities and Related Data.)

|  |                     |    |
|--|---------------------|----|
|  | \$ <b>23,940.01</b> | \$ |
|--|---------------------|----|

IN RE **Beatrice Bakery Company**

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<br>INCLUDING ZIP CODE, AND ACCOUNT NUMBER.<br><i>(See Instructions Above.)</i>  | CODEBTOR<br>HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | DATE CLAIM WAS INCURRED AND<br>CONSIDERATION FOR CLAIM. IF CLAIM IS<br>SUBJECT TO SETOFF, SO STATE | CONTINGENT<br>UNLIQUIDATED<br>DISPUTED |  |  | AMOUNT<br>OF<br>CLAIM |
|--|---|--|--|--|--|-----------------------|
|  |   |  |  |  |  |                       |
| ACCOUNT NO.<br><b>ABF Freight System, Inc.</b><br><b>5300 Superior St</b><br><b>Lincoln, NE 68504-1450</b>       |   |  |  |  |  | <b>209.49</b>         |
| ACCOUNT NO.<br><b>Ace Hardware</b><br><b>2317 N 6th St</b><br><b>Beatrice, NE 68310-1274</b>                     |   | <b>Tade Debt</b>   |  |  |  | <b>4.00</b>           |
| ACCOUNT NO.<br><b>ARE Pest Control</b><br><b>PO Box 394</b><br><b>Beatrice, NE 68310-0394</b>                    |   | <b>Trade Debt</b>  |  |  |  | <b>330.00</b>         |
| ACCOUNT NO.<br><b>Beatrice Area Chamber Of Commerce</b><br><b>205 N 4th St</b><br><b>Beatrice, NE 68310-2806</b> |   | <b>Trade Debt</b>  |  |  |  | <b>45.00</b>          |

|                                       |   |                  |
|---------------------------------------|---|------------------|
| <u>6</u> continuation sheets attached | Subtotal<br>(Total of this page)  | \$ <b>588.49</b> |
|                                       | Total<br>(Use only on last page of the completed Schedule F. Report also on<br>the Summary of Schedules and, if applicable, on the Statistical<br>Summary of Certain Liabilities and Related Data.) | \$               |

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER.<br><i>(See Instructions Above.)</i>   | CODEBTOR<br>HUSBAND, WIFE, JOINT,<br>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.<br><b>Beatrice Concrete Co.<br/>400 Scott St.<br/>PO Box 306<br/>Beatrice, NE 68310-0306</b>       |   | <b>Capital Note</b>  |            |              |          | <b>113,965.00</b> |
| ACCOUNT NO.<br><b>Bosch Packaging Services, Inc.<br/>36809 Treasury Center<br/>Chicago, IL 60694</b>           |   |  |            |              |          | <b>366.00</b>     |
| ACCOUNT NO.<br><b>Carpenter Paper Co.<br/>4436 Dahlman Ave<br/>Omaha, NE 68107-1547</b>                        |   | <b>Trade Debt</b>  |            |              |          | <b>396.00</b>     |
| ACCOUNT NO.<br><b>Charter Communications<br/>2227 Court St<br/>Beatrice, NE 68310-3402</b>                     |   | <b>Trade Debt</b>  |            |              |          | <b>55.00</b>      |
| ACCOUNT NO.<br><b>Clearco Products Inc.<br/>3430-G Progress Dr.<br/>PO Box 923<br/>Bensalem, PA 19020-0923</b> |   | <b>Trade Debt</b>  |            |              |          | <b>288.00</b>     |
| ACCOUNT NO.<br><b>Culligan<br/>2220 West 11th St.<br/>PO Box 242<br/>Crete, NE 68333-0242</b>                  |   | <b>Trade Debt</b>  |            |              |          | <b>47.00</b>      |
| ACCOUNT NO.<br><b>Denise Ervin Designs, Inc.<br/>15311 Gilder Ave<br/>Bennington, NE 68007-1557</b>            |   | <b>Trade Debt</b>  |            |              |          | <b>380.00</b>     |

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Sheet no. 1 of 6 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **115,497.00**

(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.)  
\$

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER.<br><i>(See Instructions Above.)</i>            | CODEBTOR<br>HUSBAND, WIFE, JOINT,<br>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.<br><b>Eakes Office</b><br><b>617 W. 3rd St.</b><br><b>PO Box 2098</b><br><b>Grand Island, NE 68802-2098</b> |   | <b>Trade Debt</b>  |            |              |          | <b>517.00</b>     |
| ACCOUNT NO.<br><b>Echo Group, Inc.</b><br><b>PO Box 336</b><br><b>Council Bluffs, IA 51502-0336</b>                     |   | <b>Trade Debt</b>  |            |              |          | <b>805.00</b>     |
| ACCOUNT NO.<br><b>Figi's, Inc.</b><br><b>3200 S Maple Ave</b><br><b>Marshfield, WI 54449-8612</b>                       |   | <b>Trade Debt</b>  |            |              |          | <b>483.00</b>     |
| ACCOUNT NO.<br><b>Grainger</b><br><b>Dept: 829965391</b><br><b>PO Box 419267</b><br><b>Kansas City, MO 64141-6267</b>   |   | <b>Trade Debt</b>  |            |              |          | <b>486.00</b>     |
| ACCOUNT NO.<br><b>H. John Smith Trust</b><br><b>PO Box 537</b><br><b>Noble, OK 73068-0537</b>                           |   | <b>Capital Note</b>  |            |              |          | <b>279,125.00</b> |
| ACCOUNT NO.<br><b>Hygenia</b><br><b>941 Avenida Acaso</b><br><b>Camarillo, CA 93012-8755</b>                            |   |  |            |              |          | <b>381.00</b>     |
| ACCOUNT NO.<br><b>Ideal Pure Water Of Lincoln</b><br><b>5005 S 16th St</b><br><b>Lincoln, NE 68512-1215</b>             |   | <b>Trade Debt</b>  |            |              |          | <b>29.00</b>      |

Sheet no. 2 of 6 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **281,826.00**

(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  
\$

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER.<br><i>(See Instructions Above.)</i>             | CODEBTOR<br>HUSBAND, WIFE, JOINT,<br>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.<br><b>Information Analytics, Inc.</b><br><b>7205 S Hampton Rd</b><br><b>Lincoln, NE 68506-1628</b>           |   | <b>Trade Debt</b>  |            |              |          | <b>40.00</b>     |
| ACCOUNT NO.<br><b>Interstate Underground Warehouse</b><br><b>8201 E 23rd St</b><br><b>Kansas City, MO 64129-1387</b>     |   | <b>Trade Debt</b>  |            |              |          | <b>390.00</b>    |
| ACCOUNT NO.<br><b>JJ Marshall, Inc.</b><br><b>9780 Waverly</b><br><b>Montreal, QC H3L2V5, Canada</b>                     |   | <b>Trade Debt</b>  |            |              |          | <b>189.00</b>    |
| ACCOUNT NO.<br><b>JM Swank Co.</b><br><b>Lockbox 99013</b><br><b>Chicago, IL 60693</b>                                   |   | <b>Trade Debt</b>  |            |              |          | <b>1,890.00</b>  |
| ACCOUNT NO.<br><b>John Richard &amp; Vicki Lynn Curlett</b><br><b>8413 Forest Ridge Loop</b><br><b>Redmond, OR 97756</b> |   | <b>Capital Note</b><br><b>Greg Leech, President (corporate insider) receives interest payments as an assignment of interest from capital note holder John Richard Curlett and Vicki Lynn Curlett</b> |            |              |          | <b>32,992.00</b> |
| ACCOUNT NO.<br><b>Johnson Brothers Finocchiaro</b><br><b>9320 J St</b><br><b>Omaha, NE 68127-1207</b>                    |   | <b>Trade Debt</b>  |            |              |          | <b>30,250.00</b> |
| ACCOUNT NO.<br><b>Lammel Plumbing, Inc.</b><br><b>321 Court St</b><br><b>Beatrice, NE 68310-3804</b>                     |   | <b>Trade Debt</b>  |            |              |          | <b>179.00</b>    |

Sheet no. 3 of 6 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **65,930.00**

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 **Beatrice Bakery Company**

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.<br><i>(See Instructions Above.)</i> | CODEBTOR<br>HUSBAND, WIFE, JOINT,<br>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.<br><b>LaRue Distributing, Inc.</b><br><b>PO Box 451119</b><br><b>Omaha, NE 68145-6119</b>        |   | <b>Trade Debt</b>  |            |              |          | <b>42.00</b>    |
| ACCOUNT NO.<br><b>LTL Plus, Inc.</b><br><b>2025 S 17th St Ste A</b><br><b>Lincoln, NE 68502-2752</b>         |   | <b>Trade Debt</b>  |            |              |          | <b>468.00</b>   |
| ACCOUNT NO.<br><b>Max I Walker</b><br><b>5801 N. 58th St.</b><br><b>Suite 3</b><br><b>Lincoln, NE 68507</b>  |   | <b>Trade Debt</b>  |            |              |          | <b>238.00</b>   |
| ACCOUNT NO.<br><b>Meduri</b><br><b>PO Box 62</b><br><b>Dallas, OR 97338-0062</b>                             |   | <b>Trade Debt</b>  |            |              |          | <b>698.00</b>   |
| ACCOUNT NO.<br><b>Midlands Packaging Corp.</b><br><b>4641 N 56th St</b><br><b>Lincoln, NE 68504-1716</b>     |   | <b>Trade Debt</b>  |            |              |          | <b>8,165.00</b> |
| ACCOUNT NO.<br><b>Nebraska Life</b><br><b>PO Box 819</b><br><b>Norfolk, NE 68702-0819</b>                    |   | <b>Trade Debt</b>  |            |              |          | <b>21.00</b>    |
| ACCOUNT NO.<br><b>Noakes, Inc.</b><br><b>511 S 6th St</b><br><b>Beatrice, NE 68310-4420</b>                  |   | <b>Trade Debt</b>  |            |              |          | <b>769.00</b>   |

Sheet no. 4 of 6 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **10,401.00**

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.) \$

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER.<br><i>(See Instructions Above.)</i>                   | CODEBTOR<br>HUSBAND, WIFE, JOINT,<br>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.<br><b>O'Keefe Elevator Co., Inc.</b><br><b>1402 Jones St</b><br><b>Omaha, NE 68102-3218</b>                        |   | <b>Trade Debt</b>  |            |              |          | <b>290.00</b>     |
| ACCOUNT NO.<br><b>Pawnee Transfer, INC.</b><br><b>1008 7th St.</b><br><b>PO Box 166</b><br><b>Humboldt, NE 68376-0166</b>      |   | <b>Trade Debt</b>  |            |              |          | <b>462.00</b>     |
| ACCOUNT NO.<br><b>Roberts Dairy Co.</b><br><b>PO Box 3825</b><br><b>Omaha, NE 68103-0825</b>                                   |   | <b>Trade Debt</b>  |            |              |          | <b>9,094.00</b>   |
| ACCOUNT NO.<br><b>Sanitary Garbage Co., Inc.</b><br><b>PO Box 846</b><br><b>Beatrice, NE 68310-0846</b>                        |   | <b>Trade Debt</b>  |            |              |          | <b>443.00</b>     |
| ACCOUNT NO.<br><b>Scully Estates, LLP</b><br><b>110 N. 6th St.</b><br><b>PO Box 489</b><br><b>Beatrice, NE 68310-0489</b>      |   | <b>Capital Note</b>  |            |              |          | <b>196,545.00</b> |
| ACCOUNT NO.<br><b>Uline</b><br><b>Attn: Accounts Receivable</b><br><b>2200 S Lakeside Dr</b><br><b>Waukegan, IL 60085-8361</b> |   | <b>Trade Debt</b>  |            |              |          | <b>519.00</b>     |
| ACCOUNT NO.<br><b>Unified Grocers</b><br><b>Attn: Cashier</b><br><b>PO Box 60753</b><br><b>Los Angeles, CA 90060-0753</b>      |   | <b>Trade Debt</b>  |            |              |          | <b>500.00</b>     |

Sheet no. 5 of 6 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal  
(Total of this page) \$ **207,853.00**

(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 **Beatrice Bakery Company**

Debtor(s)

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

(If known)

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

| CREDITOR'S NAME, MAILING ADDRESS<br>INCLUDING ZIP CODE, AND ACCOUNT NUMBER.<br><i>(See Instructions Above.)</i>              | CODEBTOR<br>HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | DATE CLAIM WAS INCURRED AND<br>CONSIDERATION FOR CLAIM. IF CLAIM IS<br>SUBJECT TO SETOFF, SO STATE | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT<br>OF<br>CLAIM |
|--|---|--|------------|--------------|----------|-----------------------|
| ACCOUNT NO.<br><b>Union Bank &amp; Trust Company<br/>C/C Processing Center.<br/>PO Box 3052<br/>Milwaukee, WI 53201-3052</b> |   | <b>Trade Debt</b>  |            |              |          | <b>1,706.00</b>       |
| ACCOUNT NO.<br><b>University Of Nebraska<br/>Food Processing Center<br/>205 Filley Hall<br/>Lincoln, NE 68583</b>            |   | <b>Trade Debt</b>  |            |              |          | <b>545.00</b>         |
| ACCOUNT NO.<br><b>UPS Freight<br/>28013 Network Place<br/>Chicago, IL 60673</b>  |   | <b>Trade Debt</b>  |            |              |          | <b>296.00</b>         |
| ACCOUNT NO.  |   |  |            |              |          |                       |
| ACCOUNT NO.  |   |  |            |              |          |                       |
| ACCOUNT NO.  |   |  |            |              |          |                       |
| ACCOUNT NO.  |   |  |            |              |          |                       |

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

Subtotal  
(Total of this page) \$ **2,547.00**

(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.) \$ **684,642.49**

**IN RE Beatrice Bakery Company** 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>Nick Sachs &amp; Co.</b><br/> <b>PO Box 1117</b><br/> <b>Hollister, CA 95024-1117</b></p> <p><b>San Saba River Pecan Co.</b><br/> <b>2803 W. Wallace</b><br/> <b>San Saba, TX 76877</b></p> <p><b>Creative Surface</b><br/> <b>801 Dorsey St.</b><br/> <b>Beatrice, NE 68310</b></p> <p><b>Hometown Leasing</b><br/> <b>PO Box 1507</b><br/> <b>Grand Island, NE 68802-1507</b></p> <p><b>Hometown Leasing</b><br/> <b>PO Box 1507</b><br/> <b>Grand Island, NE 68802-1507</b></p> | <p><b>Contract for Bulk Shelled &amp; Inshell Walnuts January 18, 2011 -September 30, 2011</b></p> <p><b>Contract for Fancy Large Pecan Pieces February, 2011-December, 2011.</b></p> <p><b>Lease for Cold Storage</b></p> <p><b>Lease of:</b><br/> <b>SHARP MX2600N Copier 05065368</b><br/> <b>SHARP MX-DEX7 Apper Deck OEOO3776</b><br/> <b>SHARP MX-FX2 Fax OT22541Y</b></p> <p><b>Lease of:</b><br/> <b>CM214143 Chairmat (4)</b><br/> <b>4049 Chair Glides (1)</b><br/> <b>14920K Pedestal (4)</b><br/> <b>FLEX01 Seat Back (2)</b><br/> <b>H870960 Tasklight (4)</b><br/> <b>NCC18 Cord Cover (4)</b><br/> <b>NR3WC Raceway Cover (1)</b><br/> <b>NCLG29 Leg (8)</b><br/> <b>NDMPH24H Modesty Panel (4)</b><br/> <b>NDMP36H Modesty Panel (4)</b><br/> <b>NDPC1 Connector (4)</b><br/> <b>NEP2429 End Panel (6)</b><br/> <b>NP68J24F Fabric Panel (2)</b><br/> <b>NP686OF Fabric Panel (3)</b><br/> <b>NRC68 Connector (1)</b><br/> <b>NREC End Cover (4)</b><br/> <b>NSC60DL Overhead Storage (4)</b><br/> <b>NWSB2 Worksurface (2)</b><br/> <b>NWR2424P Worksurface (4)</b><br/> <b>NWV73AALP Left Worksurface (3)</b><br/> <b>NWV73AARP Right Worksurface (4)</b><br/> <b>TCR512G Rectabgle Top (2)</b><br/> <b>BT02TT Leg Base (2)</b><br/> <b>NP6830F Fabric Panel (1)</b><br/> <b>NREC End Cover (1)</b><br/> <b>49802 Charcoal Chair (8)</b><br/> <b>28148 Keyboard Tray (4)</b><br/> <b>Design (1)</b><br/> <b>Labor (1)</b></p> |
| <p><b>Boghosian Raisin Packing Co., Inc.</b><br/> <b>PO Box 338</b><br/> <b>Fowler, CA 93625-0338</b></p>  | <p><b>Shipment of Caifornia Raisins April, 2011-September, 2011</b></p>   |

IN RE **Beatrice Bakery Company**

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>Beatrice Concrete Co.</b><br><b>400 Scott St.</b><br><b>PO Box 306</b><br><b>Beatrice, NE 68310-0306</b> | <b>Union Bank &amp; Trust Company</b><br><b>3643 S. 48th St.</b><br><b>PO Box 82535</b><br><b>Lincoln, NE 68501-2535</b>    |
|   | <b>Union Bank &amp; Trust Company</b><br><b>3643 South 48th St.</b><br><b>PO Box 82535</b><br><b>Lincoln, NE 68501-2535</b> |
| <b>Greg Leech</b><br><b>1217 Jane Way</b><br><b>Beatrice, NE 68310</b>                                      | <b>Union Bank &amp; Trust Company</b><br><b>3643 South 48th St.</b><br><b>PO Box 82535</b><br><b>Lincoln, NE 68501-2535</b> |
|   | <b>Union Bank &amp; Trust Company</b><br><b>3643 S. 48th St.</b><br><b>PO Box 82535</b><br><b>Lincoln, NE 68501-2535</b>    |
| <b>Scully Estates, LLP</b><br><b>110 N. 6th St.</b><br><b>PO Box 489</b><br><b>Beatrice, NE 68310-0489</b>  | <b>Union Bank &amp; Trust Company</b><br><b>3643 South 48th St.</b><br><b>PO Box 82535</b><br><b>Lincoln, NE 68501-2535</b> |
|   | <b>Union Bank &amp; Trust Company</b><br><b>3643 South 48th St.</b><br><b>PO Box 82535</b><br><b>Lincoln, NE 68501-2535</b> |
|   | <b>Union Bank &amp; Trust Company</b><br><b>3643 S. 48th St.</b><br><b>PO Box 82535</b><br><b>Lincoln, NE 68501-2535</b>    |
|   | <b>Union Bank &amp; Trust Company</b><br><b>3643 South 48th St.</b><br><b>PO Box 82535</b><br><b>Lincoln, NE 68501-2535</b> |
|   | <b>Union Bank &amp; Trust Company</b><br><b>3643 South 48th St.</b><br><b>PO Box 82535</b><br><b>Lincoln, NE 68501-2535</b> |

United States Bankruptcy Court  
District of Nebraska

IN RE:

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

**Beatrice Bakery Company**

Chapter **11**

Debtor(s)

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept ..... \$ **225.00/hr**

Prior to the filing of this statement I have received ..... \$ **10,000.00**

Balance Due ..... \$ \_\_\_\_\_

2. The source of the compensation paid to me was:  Debtor  Other (specify):

3. The source of compensation to be paid to me is:  Debtor  Other (specify):

4.  I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

6. By agreement with the debtor(s), the above disclosed fee does not include the following services:

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CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

**July 5, 2011**

Date

**/s/ David P. Lepant**

David P. Lepant 20104  
Lepant Law Office, PC, LLO  
119 N 5th St  
Beatrice, NE 68310  
(402) 421-9676  
lawoffice@lepantlaw.com

IN RE Beatrice Bakery Company 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 **President** (the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership) of the **Beatrice Bakery Company** (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 **24** 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: **July 5, 2011** Signature: **/s/ Gregory C. Leech**

**Gregory C. Leech** (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.

**United States Bankruptcy Court  
District of Nebraska**

IN RE:

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

**Beatrice Bakery Company**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                             |
|---------------------|------------------------------------|
| <b>3,187,949.00</b> | <b>2009 Gross Receipts</b>         |
| <b>2,939,983.00</b> | <b>2010 Gross Receipts</b>         |
| <b>149,750.00</b>   | <b>2011 Gross Receipts to date</b> |

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

- None  State the amount of income received by the debtor other than from employment, trade, profession, 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.

| NAME AND ADDRESS OF CREDITOR  | DATE OF PAYMENTS/TRANSFERS  | AMOUNT PAID OR VALUE OF TRANSFERS | AMOUNT STILL OWING |
|---|---|-----------------------------------|--------------------|
| <b>Beatrice Board Of Public Works</b><br>400 Ella St<br>Beatrice, NE 68310-3856           | 4/15/2011<br>5/13/2011<br>6/13/2011   | 9,497.38                          | 0.00               |
| <b>Beatrice Concrete Co.</b><br>400 Scott St.<br>PO Box 306<br>Beatrice, NE 68310-0306    | 4/18/2011<br>4/29/2011  | 84,003.06                         | 113,965.00         |
| <b>Black Hills Energy</b><br>PO Box 4660<br>Carol Stream, IL 60197-4660                   | 4/06/2011<br>5/06/2011<br>6/01/2011<br>7/01/2011  | 6,962.46                          | 0.00               |
| <b>Boghosian</b><br>726 S. 8th St.<br>PO Box 338<br>Fowler, CA 93625-0338                 | 4/22/2011<br>6/24/2011  | 35,310.00                         | 0.00               |
| <b>CHP Blenders</b><br>PO Box 26377<br>Fenton, MO 63026-1377                              | 5/02/2011   | 6,826.84                          | 0.00               |
| <b>Creative Surface</b><br>801 Dorsey St.<br>Beatrice, NE 68310                           | 5/02/2011<br>6/06/2011<br>7/01/2011   | 7,500.00                          | 0.00               |
| <b>Gray &amp; Company</b><br>4234 Paysphere Circle<br>Chicago, IL 60674-0001              | 4/06/2011<br>4/12/2011<br>4/22/2011<br>6/01/2011<br>6/09/2011<br>6/24/2011<br>6/30/2011 | 84,871.14                         | 0.00               |
| <b>Guerra Nut Shelling</b><br>PO Box 1117<br>Hollister, CA 95024-1117                     | 4/22/2011<br>6/22/2011  | 45,600.00                         | 0.00               |
| <b>Independent Can Co.</b><br>1300 Brass Mill Rd.<br>PO Box 370<br>Belcamp, MD 21017-0370 | 4/06/2011<br>5/13/2011  | 19,400.48                         | 0.00               |
| <b>JJ Marshall, Inc.</b><br>9780 Waverly Montreal<br>Montreal, QC H3L 2V5                 | 5/13/2011<br>6/09/2011<br>6/17/2011   | 22,488.75                         | 0.00               |
| <b>JM Swank Co.</b><br>Lockbox 99013<br>Chicago, IL 60693                                 | 5/02/2011<br>6/01/2011<br>6/06/2011<br>6/13/2011<br>7/01/2011                           | 17,040.58                         | 1,890.00           |
| <b>H. John Smith Trust</b><br>PO Box 537<br>Noble, OK 73068-0537                          | 4/29/2011   | 8,306.78                          | 279,125.00         |
| <b>Johnson Brothers Finocchiaro</b><br>9320 J St<br>Omaha, NE 68127-1207                  | 5/19/2011   | 31,475.00                         | 30,250.00          |
| <b>Michael Foods, Inc.</b>  | 5/02/2011   | 16,370.10                         | 0.00               |

|   |   |            |              |
|---|---|------------|--------------|
| PO Box 98378<br>Chicago, IL 60693-8378  | 6/24/2011   |            |              |
| Midlands Packaging Corp.<br>4641 N 56th St<br>Lincoln, NE 68504-1716                            | 4/06/2011<br>5/13/2011<br>6/01/2011<br>7/01/2011  | 32,399.03  | 8,165.08     |
| Rebecca Brown<br>13907 Josephine St<br>Omaha, NE 68138-6294                                     | 5/25/2011<br>6/02/2011<br>6/24/2011   | 7,349.58   | 0.00         |
| San Saba River Pecan Co.<br>PO Box 906<br>San Saba, TX 76877-0906                               | 6/06/2011   | 79,200.00  | 0.00         |
| The Art Of Living<br>6250 Coral Ridge Dr Ste 200<br>Coral Springs, FL 33076-3383                | 5/03/2011<br>6/06/2011  | 19,800.00  | 0.00         |
| Trustmark<br>PO Box 740518<br>Atlanta, GA 30374-0518  | 4/06/2011<br>5/04/2011<br>6/03/2011   | 49,335.69  | 0.00         |
| Union Bank & Trust Company<br>C/C Processing Center.<br>PO Box 3052<br>Milwaukee, WI 53201-3052 | 5/03/2011<br>6/03/2011  | 5,903.36   | 1,706.00     |
| Union Bank & Trust Company<br>PO Box 82535<br>Lincoln, NE 68501-2535                            | 4/07/2011<br>4/12/2011<br>4/15/2011<br>4/25/2011<br>4/27/2011<br>4/29/2011<br>5/02/2011<br>5/09/2011<br>5/11/2011<br>5/13/2011<br>5/17/2011<br>5/20/2011<br>5/23/2011<br>5/25/2011<br>6/01/2011<br>6/07/2011<br>6/08/2011<br>6/17/2011<br>6/22/2011<br>6/27/2011<br>6/29/2011 | 250,239.15 | 1,199,512.00 |

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

| NAME AND ADDRESS OF CREDITOR AND<br>RELATIONSHIP TO DEBTOR               | DATE OF PAYMENT  | AMOUNT    | AMOUNT      |
|--|--|-----------|-------------|
|  |  | PAID      | STILL OWING |
| Greg Leech<br>1217 Jane Way<br>Beatrice, NE 68310<br>President of Debtor | 4/29/11<br>Capital Loan Interest Payment<br>Assignee                               | 297.60    | 0.00        |
| Greg Leech<br>1217 Jane Way<br>Beatrice, NE 68310<br>President of Debtor | 6/22/10; 12/10/10; 1/29/11; 3/10/11;<br>Expense Reimbursement                      | 441.77    | 0.00        |
| Greg Leech<br>1217 Jane Way<br>Beatrice, NE 68310<br>President           | Bi-Weekly Payments for Salary<br>7/16/2010-7/1/2011, \$2,451.92 per pay<br>period. | 66,201.84 | 1,716.40    |

Rhonda Dorn  
21095 S 120th Rd  
Filly, NE 68357-6009  
Assistant Secretary

Bi-Weekly Payments for Salary  
7/2/2010-7/1/2011 \$985.35-\$1,170.85  
range, paid per period

29,224.43

753.06

Sue Kohler  
314 N. 12th St.  
Wymore, NE 68466  
Director

Bi-Weekly Payments for Salary  
7/2/2010-7/1/2011, \$1,373.08 per pay  
period.

37,073.16

960.96

#### 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<br>AND CASE NUMBER  | NATURE OF PROCEEDING  | COURT OR AGENCY<br>AND LOCATION                              | STATUS OR<br>DISPOSITION |
|---|-----------------------|--|--------------------------|
| H. John Smith and Evelyn F.<br>Smith as Trustee s of H. John<br>Smith Trust<br>v.<br>Beatrice Baking Company<br>CI 11-206 | Contract-Capital Note | United States District Court for<br>the District of Nebraska | Pending                  |

- 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.)

#### 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.)

| NAME AND ADDRESS OF PERSON<br>OR ORGANIZATION                   | RELATIONSHIP TO<br>DEBTOR, IF ANY | DATE OF GIFT | DESCRIPTION AND<br>VALUE OF GIFT   |
|---|-----------------------------------|--------------|--|
| Gage County United Way<br>PO Box 395<br>Beatrice, NE 68310-0395 | None                              | 8/31/2010    | \$118.80 worth of frozen<br>scrambled eggs donated<br>for United Way Pancake<br>Feed |

#### 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 |
|---|---|--|
| Lepant Law Office, PC, LLO<br>119 N 5th St<br>Beatrice, NE 68310-3902 | 6/10/11   | 10,000.00  |

**10. Other transfers**

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

| NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR                     | DATE    | DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED  |
|--|---------|---|
| Sue Kohler<br>314 N. 12th St.<br>Wymore, NE 68466<br>Director              | 2010    | 2 Televisions obtained by business as a part of credit card rewards program. Sold for \$150 total.  |
| Connie Warnsing<br>118 N Lasalle St<br>Beatrice, NE 68310-2839<br>Employee | 2010    | 1 Television obtained by business as a part of credit card rewards program. Sold for \$75.00 total. |
| Sue Kohler<br>314 N. 12th St.<br>Wymore, NE 68466<br>Director              | 5/17/11 | Chair sold for \$20.00  |

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.)

**14. Property held for another person**

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

| NAME AND ADDRESS OF OWNER                             | DESCRIPTION AND VALUE OF PROPERTY | LOCATION OF PROPERTY                                   |
|---|-----------------------------------|--|
| Randy Johnson<br>1703 Grant St.<br>Beatrice, NE 68310 | Tools/2,000.00                    | 201 South 5th St., Beatrice, NE 68310; Engineer's Shop |

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**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.

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**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.

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**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.

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**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.

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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.)*

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**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  
**Rhonda Dorn**

DATES SERVICES RENDERED  
**April 2002-Present**

201 S 5th St  
Beatrice, NE 68310-4408

Strain Slattery Barkley & Co., CPAS, PC  
7130 S. 29th St.  
Ste F  
Lincoln, NE 68516

2002-Present

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.

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.

## 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<br>(Specify cost, market, or other basis)                          |
|-------------------|-----------------------------------|---|
| 5/28/2011         | Greg Leech                        | <b>\$1,524,209.81 Cost Basis on ingredients and packaging; market value on finished goods</b> |
| 12/31/2011        | Justin Smith, Shipping Supervisor | <b>\$990,977.01: cost basis on ingredients and packaging; market value on finished goods</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     |
|---------------------|--|
| 5/28/11; 12/31/2011 | Greg Leech<br>1217 Jane Way<br>Beatrice, NE 68310      |
| 5/28/11; 12/31/11   | Rhonda Dorn<br>201 S 5th St<br>Beatrice, NE 68310-4408 |

## 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.

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

| NAME AND ADDRESS   | TITLE       | NATURE AND PERCENTAGE<br>OF STOCK OWNERSHIP |
|--|-------------|---|
| Beatrice Concrete Co.<br>400 Scott St.<br>PO Box 306<br>Beatrice, NE 68310-0306                            | Shareholder | <b>32.31% Equity ownership</b>              |
| Don White<br>19777 NW 9th St.<br>Valparaiso, NE 68065  | Shareholder | <b>6.99% Equity Ownership</b>               |
| Charter Oaks Holdings, LLC<br>HJ Smith Jr., Managing Partner<br>PO Box 292<br>Valley Center, KS 67147-0292 | Shareholder | <b>14% Equity Ownership</b>                 |
| Scully Estates, LLP<br>110 N. 6th St.<br>PO Box 489  | Shareholder | <b>35.24%</b>                               |

Beatrice, NE 68310-0489

AG Edwards & Sons, Inc.  
C/F Larry D. White  
PO Box 127  
Plymouth, NE 68424-0127

Shareholder 6.99% Equity Ownership

Rhonda Dorn  
21095 S 120th Rd  
Filley, NE 68357-6009

Assistant Secretary 0

Ricky O. Dorn  
3880 W Apple Rd  
Cortland, NE 68331-8026

Director 0

Sue Kohler  
314 N. 12th St.  
Wymore, NE 68466

Director 0

Greg Leech  
1217 Jane Way  
Beatrice, NE 68310

President 1.86% Equity Ownership and assigned interest payments from John Richard Curlett and Vicki Lynn Curlett's Capital Note

William Scully  
110 North 6th St.  
PO Box 489  
Beatrice, NE 68310-0489

Vice President 0

Jamie Renshaw  
400 Scott St.  
PO Box 306  
Beatrice, NE 68310-0306

Secretary/Treasurer 0

John Richard & Vicki Lynn Curlett  
8413 Forest Ridge Loop  
Redmond, OR 97756

Shareholder 2.61%

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.

NAME AND ADDRESS  
Bill Armstrong  
1306 Washington St  
Beatrice, NE 68310-2438

TITLE  
Director

DATE OF TERMINATION  
03/08/2011

23. Withdrawals from a partnership or distributions by a corporation

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

NAME & ADDRESS OF RECIPIENT,  
RELATIONSHIP TO DEBTOR  
Greg Leech  
1217 Jane Way  
Beatrice, NE 68310  
President

DATE AND PURPOSE  
OF WITHDRAWAL  
Bi-Weekly Payments for Salary  
7/2/2010-7/1/2011, \$2,451.92 per  
pay period.

AMOUNT OF MONEY OR DESCRIPTION  
AND VALUE OF PROPERTY  
\$66,201.84

Rhonda Dorn  
21095 S 120th Rd  
Filley, NE 68357-6009  
Assistant Secretary

Bi-Weekly Payments for Salary  
7/2/2010-7/1/2011 \$985.35-  
\$1,170.85 range, paid per period

\$29,224.43

Sue Kohler  
314 N. 12th St.  
Wymore, NE 68466  
Director

Bi-Weekly Payments for Salary  
7/2/2010-7/1/2011, \$1,373.08 per  
pay period.

\$37,073.16

Greg Leech  
1217 Jane Way

4/29/2011: \$297.60

Capital Loan Interest Payment

Beatrice, NE 68310  
President

Greg Leech  
1217 Jane Way  
Beatrice, NE 68310  
President

6/22/10: \$147.00  
12/10/2010: \$50.00  
1/29/2011: \$193.77  
3/10/2011: \$51.00

**Expense Reimbursements**

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**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.

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**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.



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*[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: July 5, 2011 Signature: /s/ Gregory C. Leech

**Gregory C. Leech, President**

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.*

**United States Bankruptcy Court  
District of Nebraska**

**IN RE:**

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

**Beatrice Bakery Company** \_\_\_\_\_

Chapter **11** \_\_\_\_\_

Debtor(s)

**VERIFICATION OF CREDITOR MATRIX**

The above named debtor(s) hereby verify(ies) that the attached matrix listing creditors is true to the best of my(our) knowledge.

Date: **July 5, 2011** \_\_\_\_\_

Signature: **/s/ Gregory C. Leech** \_\_\_\_\_

**Gregory C. Leech, President**

Debtor

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Joint Debtor, if any

ABF Freight System, Inc.  
5300 Superior St  
Lincoln, NE 68504-1450

Ace Hardware  
2317 N 6th St  
Beatrice, NE 68310-1274

April Saathoff  
2611 Ella St  
Beatrice, NE 68310-3455

ARE Pest Control  
PO Box 394  
Beatrice, NE 68310-0394

Arlin Oltman  
1223 Woodland Ave  
Beatrice, NE 68310-1866

Beatrice Area Chamber Of Commerce  
205 N 4th St  
Beatrice, NE 68310-2806

Beatrice Concrete Co.  
400 Scott St.  
PO Box 306  
Beatrice, NE 68310-0306

Bernita Morgan  
701 S 4th St  
Beatrice, NE 68310-3836

Boghosian Raisin Packing Co., Inc.  
PO Box 338  
Fowler, CA 93625-0338

Bosch Packaging Services, Inc.  
36809 Treasury Center  
Chicago, IL 60694

Brenda Reiman  
424 Main St  
Odell, NE 68415-3162

Carpenter Paper Co.  
4436 Dahlman Ave  
Omaha, NE 68107-1547

Charter Communications  
2227 Court St  
Beatrice, NE 68310-3402

Clearco Products Inc.  
3430-G Progress Dr.  
PO Box 923  
Bensalem, PA 19020-0923

Connie Warnsing  
118 N Lasalle St  
Beatrice, NE 68310-2839

Creative Surface  
801 Dorsey St.  
Beatrice, NE 68310

Culligan  
2220 West 11th St.  
PO Box 242  
Crete, NE 68333-0242

David Harm  
102 1.2 North 4th St. Apt. 27  
Beatrice, NE 68310

Deborah Meagher  
1600 N 11th St  
Beatrice, NE 68310-1505

Debra Langdale  
1400 19th Ave  
Beatrice, NE 68310-2219

Debra Sillman  
1717 S 5th St  
Beatrice, NE 68310-4845

Debra Storck  
211 N 15th St  
Marysville, KS 66508-1661

Denise Ervin Designs, Inc.  
15311 Gilder Ave  
Bennington, NE 68007-1557

Douglas Kasson  
1940 E Sleepy Hollow Dr  
Olathe, KS 66062-2318

Eakes Office  
617 W. 3rd St.  
PO Box 2098  
Grand Island, NE 68802-2098

Echo Group, Inc.  
PO Box 336  
Council Bluffs, IA 51502-0336

Edith Ray  
1223 N 13th St  
Beatrice, NE 68310-2110

Figi's, Inc.  
3200 S Maple Ave  
Marshfield, WI 54449-8612

Gage County Attorney  
612 Grant St.  
Room 21  
Beatrice, NE 68310

Gage County Treasurer  
612 Lincoln St  
Beatrice, NE 68310-2975

Gail Smisek  
208 Clay PO Box 95  
Talmage, NE 68448

Grainger  
Dept: 829965391  
PO Box 419267  
Kansas City, MO 64141-6267

Greg Leech  
1217 Jane Way  
Beatrice, NE 68310

H. John Smith Trust  
PO Box 537  
Noble, OK 73068-0537

Hometown Leasing  
PO Box 1507  
Grand Island, NE 68802-1507

Hygenia  
941 Avenida Acaso  
Camarillo, CA 93012-8755

Ideal Pure Water Of Lincoln  
5005 S 16th St  
Lincoln, NE 68512-1215

Information Analytics, Inc.  
7205 S Hampton Rd  
Lincoln, NE 68506-1628

Internal Revenue Service  
Centralized Insolvency Operations  
PO Box 21126  
Philadelphia, PA 19114-0326

Interstate Underground Warehouse  
8201 E 23rd St  
Kansas City, MO 64129-1387

JM Swank Co.  
Lockbox 99013  
Chicago, IL 60693

John Richard & Vicki Lynn Curlett  
8413 Forest Ridge Loop  
Redmond, OR 97756

Johnson Brothers Finocchiaro  
9320 J St  
Omaha, NE 68127-1207

Judy Grof  
1618 Ashland Ave  
Beatrice, NE 68310-1306

Justin Smith  
120 Sherman St  
Beatrice, NE 68310-3550

Kay Legg  
1206 Lincoln St  
Beatrice, NE 68310-3102

Kenneth Fencil  
PO Box 211  
Plymouth, NE 68424-0211

Kevin L. Ankersen  
923 Prairie Ln  
Beatrice, NE 68310-2648

Kristi Bowles  
704 N 10th St  
Beatrice, NE 68310-2313

Lammel Plumbing, Inc.  
321 Court St  
Beatrice, NE 68310-3804

LaRue Distributing, Inc.  
PO Box 451119  
Omaha, NE 68145-6119

Linda Goes  
43080 S 36th Rd  
Wymore, NE 68466-8150



LTL Plus, Inc.  
2025 S 17th St Ste A  
Lincoln, NE 68502-2752

Lynn Stevens  
300 S 24th St  
Beatrice, NE 68310-4306

Mandi Saathoff  
402 N 4th St  
Beatrice, NE 68310-2809

Max I Walker  
5801 N. 58th St.  
Suite 3  
Lincoln, NE 68507

Meduri  
PO Box 62  
Dallas, OR 97338-0062

Midlands Packaging Corp.  
4641 N 56th St  
Lincoln, NE 68504-1716

Nebraska Department Of Revenue  
Bankruptcy Unit  
PO Box 94818  
Lincoln, NE 68509-4818

Nebraska Life  
PO Box 819  
Norfolk, NE 68702-0819

Nick Sachs & Co.  
PO Box 1117  
Hollister, CA 95024-1117

Noakes, Inc.  
511 S 6th St  
Beatrice, NE 68310-4420

O'Keefe Elevator Co., Inc.  
1402 Jones St  
Omaha, NE 68102-3218

Pawnee Transfer, INC.  
1008 7th St.  
PO Box 166  
Humboldt, NE 68376-0166

Randy Johnson  
1703 Grant St  
Beatrice, NE 68310-3263

Rebecca Brown  
13907 Josephine St  
Omaha, NE 68138-6294

Rhonda Dorn  
21095 S 120th Rd  
Filley, NE 68357-6009

Robert Dickinson  
13200 E Plum Rd  
Wymore, NE 68466-7705

Roberts Dairy Co.  
PO Box 3825  
Omaha, NE 68103-0825

Robin Dickinson  
13200 E Plum Rd  
Wymore, NE 68466-7705

San Saba River Pecan Co.  
2803 W. Wallace  
San Saba, TX 76877

Sanitary Garbage Co., Inc.  
PO Box 846  
Beatrice, NE 68310-0846

Scully Estates, LLP  
110 N. 6th St.  
PO Box 489  
Beatrice, NE 68310-0489

Sharon Bleich  
1306 5th St  
Fairbury, NE 68352-2823

Sue Kohler  
314 N 12th St  
Wymore, NE 68466-1622

Uline  
Attn: Accounts Receivable  
2200 S Lakeside Dr  
Waukegan, IL 60085-8361

Unified Grocers  
Attn: Cashier  
PO Box 60753  
Los Angeles, CA 90060-0753

Union Bank & Trust Company  
3643 S. 48th St.  
PO Box 82535  
Lincoln, NE 68501-2535

Union Bank & Trust Company  
3643 South 48th St.  
PO Box 82535  
Lincoln, NE 68501-2535

Union Bank & Trust Company  
C/C Processing Center.  
PO Box 3052  
Milwaukee, WI 53201-3052

University Of Nebraska  
Food Processing Center  
205 Filley Hall  
Lincoln, NE 68583

UPS Freight  
28013 Network Place  
Chicago, IL 60673