

B1 (Official Form 1)(1/08)

**United States Bankruptcy Court
District of New Jersey**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Circle Factory Outlet, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 26-3470880	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 1407 Atlantic Avenue Manasquan, NJ <div style="text-align: right; margin-top: 5px;"> ZIP Code 08736 </div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>
County of Residence or of the Principal Place of Business: Monmouth	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): 41-99 Main Street Flushing, NY <div style="text-align: right; margin-top: 5px;"> ZIP Code 11355 </div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>

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

<p>Type of Debtor (Form of Organization) (Check one box)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p>Nature of Business (Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input checked="" type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input type="checkbox"/> Other</p> <hr/> <p>Tax-Exempt Entity (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p>Nature of Debts (Check one box)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p>Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><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.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p>Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <hr/> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><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).</p>
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.

Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors									
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

Estimated Assets									
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

Estimated Liabilities									
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Circle Factory Outlet, LLC</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

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

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

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

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

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

Name of Debtor(s):
Circle Factory Outlet, LLC

Signatures

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

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Attorney*

X /s/ Gary F. Eisenberg
Signature of Attorney for Debtor(s)

Gary F. Eisenberg
Printed Name of Attorney for Debtor(s)

Herrick, Feinstein LLP
Firm Name

One Gateway Center
Newark, NJ 07102

Address

Email: geisenberg@herrick.com

973-274-2000 Fax: 973-274-2500
Telephone Number

May 19, 2009
Date

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Robert W. Heinemann, Jr.
Signature of Authorized Individual

Robert W. Heinemann, Jr.
Printed Name of Authorized Individual

President
Title of Authorized Individual

May 19, 2009
Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of New Jersey**

In re Circle Factory Outlet, LLC Case No. _____
Debtor(s) Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Peddlers' Investor Associates II 63 West Main Street Freehold, NJ 07728	Peddlers' Investor Associates II 63 West Main Street Freehold, NJ 07728	Rent on ground lease		222,546.66
JCP&L PO Box 16001 Reading, PA 19612	JCP&L PO Box 16001 Reading, PA 19612	Utilities services		329.26
Pestman 1775 Highway 34 Suite C Farmingdale, NJ 07727	Pestman 1775 Highway 34 Suite C Farmingdale, NJ 07727	Exterminator services		26.75

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

In re Circle Factory Outlet, LLC
Debtor(s)

Case No. _____

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>

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

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

Date May 19, 2009

Signature /s/ Robert W. Heinemann, Jr.
Robert W. Heinemann, Jr.
President

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

**United States Bankruptcy Court
District of New Jersey**

In re Circle Factory Outlet, LLC,
Debtor

Case No. _____
Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	121,343.79		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		222,902.67	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		10			
Total Assets			121,343.79		
Total Liabilities				222,902.67	

**United States Bankruptcy Court
District of New Jersey**

In re Circle Factory Outlet, LLC,
Debtor

Case No. _____

Chapter 11

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

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

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

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

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

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

State the following:

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

State the following:

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

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

In re Circle Factory Outlet, LLC Case No. _____
 Debtor

SCHEDULE A - REAL PROPERTY

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

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

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

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

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

0 continuation sheets attached to the Schedule of Real Property

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

In re Circle Factory Outlet, LLC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

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

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
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.		Custom Business Checking Account; Number 2000038222175 Wachovia Bank, NA NC8502 PO Box 563966 Charlotte, NC 28256	-	73,439.40
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including 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. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **73,439.40**
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

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

In re Circle Factory Outlet, LLC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		See attached	-	47,804.39
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **47,804.39**
(Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

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

In re Circle Factory Outlet, LLC Case No. _____
 Debtor

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Fax machine	-	100.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	100.00
(Total of this page)	
Total >	121,343.79

(Report also on Summary of Schedules)

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

EXHIBIT A

Attachment to Schedule B16

Accounts receivable

(See attached) **\$47,804.39**

Current	Type	Date	Num	P. O. #	Name	Terms	Due Date	Aging	Open Balance
Total Current									
1 - 30									
	Invoice	04/21/2009	129	MAY 2009	C303 - HIPPIE CHICKS	1ST OF THE MONTH	05/01/2009	17	1,500.00
	Invoice	05/01/2009	137	May 2009	C320 - HAPPY PAWS PET BOUTIQUE	1ST OF THE MONTH	05/01/2009	17	1,250.00
	Invoice	05/01/2009	138	MAY 2009	C311 - KIM'S JEWELRY	1ST OF THE MONTH	05/01/2009	17	2,035.88
	Invoice	05/01/2009	140	MAY 2009	C317 - SIGHT SAVERS	1ST OF THE MONTH	05/01/2009	17	2,246.90
	Invoice	04/21/2009	126	MAY 2009	B204 - HARRY & DAVID	1ST OF THE MONTH	05/05/2009	13	5,366.00
	Invoice	04/21/2009	131	MAY 2009	C306 - WEISS BOOTS & APPAREL	1ST OF THE MONTH	05/05/2009	13	4,781.25
	Invoice	04/21/2009	133	MAY 2009	C310 - MANASQUA N ART	1ST OF THE MONTH	05/05/2009	13	931.83
	Invoice	04/22/2009	134	MAY 2009	C321 - PANDORAS BOX	1ST OF THE MONTH	05/05/2009	13	433.20
									<u>18,545.06</u>

Invoice	03/20/2009	104	APRIL 2009	C303 - HIPPIE CHICKS	1ST OF THE MONTH	04/01/2009	47	1,500.00
Invoice	03/20/2009	106	APRIL 2009	C306 - WEISS BOOTS & APPAREL	1ST OF THE MONTH	04/01/2009	47	4,781.25
Invoice	03/20/2009	112	APRIL 2009	C316 - NATURE EXPRESS	1ST OF THE MONTH	04/01/2009	47	1,250.00
Invoice	03/20/2009	113	APRIL 2009	C317 - SIGHT SAVERS	1ST OF THE MONTH	04/01/2009	47	1,797.52
Payment	04/03/2009	965086		C301 - IZOD				(1.00)
Invoice	03/20/2009	103	APRIL 2009	C301 - IZOD	1ST OF THE MONTH	04/05/2009	43	1.00
Invoice	03/20/2009	107	APRIL 2009	C309 - NAUTICA	1ST OF THE MONTH	04/05/2009	43	970.00
Invoice	03/20/2009	110	APRIL 2009	C312 - SAMSONITE	1ST OF THE MONTH	04/05/2009	43	535.50
Payment	04/14/2009	1451		C320 - HAPPY PAWS PET BOUTIQUE				(0.04)
Payment	03/02/2009	00678113		A101 - JOCKEY				10,834.23
Invoice	02/23/2009	76	MARCH 2009	C303 - HIPPIE CHICKS	1ST OF THE MONTH	03/05/2009	74	1,200.00
Invoice	02/23/2009	79	MARCH 2009	C307 - FAMILY APPAREL	1ST OF THE MONTH	03/05/2009	74	1,500.00
Invoice	02/23/2009	86	MARCH 2009	C317 - SIGHT SAVERS	1ST OF THE MONTH	03/05/2009	74	195.04

Total 31 - 60
61 - 90

Total 61 - 90

> 90

Invoice	10/24/2008	26	RENT 2007	C306 - WEISS BOOTS & APPAREL	Due on receipt	10/24/2008	206	16,625.00
Invoice	01/01/2009	65	JANUARY 2009	C307 - FAMILY APPAREL	1ST OF THE MONTH	01/05/2009	133	1,500.00
Payment	02/01/2009	00676615		A101 - JOCKEY				(938.82)
Invoice	01/21/2009	66	FEBRUARY 2009	C307 - FAMILY APPAREL	1ST OF THE MONTH	02/05/2009	102	1,500.00
								<u>18,686.18</u>
								<u><u>47,804.39</u></u>

Total > 90
TOTAL

In re Circle Factory Outlet, LLC, Debtor Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.							
		Value \$					
Account No.							
		Value \$					
Account No.							
		Value \$					
Account No.							
		Value \$					
Subtotal (Total of this page)							
Total (Report on Summary of Schedules)						0.00	0.00

0 continuation sheets attached

In re Circle Factory Outlet, LLC

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

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

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

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

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

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

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

Domestic support obligations

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

Extensions of credit in an involuntary case

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

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* 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 \$5,400* 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 \$2,425* 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 April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

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

In re Circle Factory Outlet, LLC

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. JCP&L PO Box 16001 Reading, PA 19612			Utilities services				329.26
Account No. Peddlers' Investor Associates II 63 West Main Street Freehold, NJ 07728			Rent on ground lease				222,546.66
Account No. Pestman 1775 Highway 34 Suite C Farmingdale, NJ 07727			Exterminator services				26.75
Account No. 							
Subtotal (Total of this page)							222,902.67
Total (Report on Summary of Schedules)							222,902.67

0 continuation sheets attached

In re Circle Factory Outlet, LLC Case No. _____
 Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

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

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Bear Creek Stores, Inc. d/b/a Harry and 2500 South Pacific Highway PO Box 712 Medford, OR 97501	Lease
Bon Worth, Inc. 40 Frances Road Hendersonville, NC 28792	Lease
Crystal Nails #1 LLC 1507 W. Atlantic Avenue Manasquan, NJ 08736	Lease
Crystal Sales, Inc. 2101 N. 13th Street Reading, PA 19604	Lease
Direct Marking Division, Sara Lee Corpor 4035 University Parkway Winston-Salem, NC 27105	Lease
Finale Marketing Group Inc./Gifsteria LL PO Box 716 Belmar, NJ 07719	Lease
G.H. Bass 360 U.S. Route #1 Falmouth, ME 04105	Lease
Hanes Brands, Inc. 1000 East Hanes Mill Road Winston-Salem, NC 27105	Lease
Happy Paws Pet Boutique, LLC 1407 W. Atlantic Avenue Manasquan, NJ 08736	Lease
Jockey International Global, Inc. 2300 - 60th Street Kenosha, WI 53140	Lease
Jones Retail Corporation 1129 Westchester Avenue White Plains, NY 10604	Lease

In re Circle Factory Outlet, LLC, Debtor Case No. _____

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Monet's Garden 1407 W. Atlantic Avenue Manasquan, NJ 08736	Lease
Natures Express PO Box 536 Normandy Beach, NJ 08739	Lease
Nautica of Manasquan, Inc. 40W 57th Street (7th Floor) New York, NY 10019	Lease
Oshkosh B'Gosh, Inc. 63 Wall Street, Rear Unit PO Box 1117 Madison, CT 06443	Lease
Pandora's Box 1047 W. Atlantic Avenue Manasquan, NJ 08736	Lease
Peddlers' Investor Associates II 63 West Main Street PO Box 5008 Freehold, NJ 07728	Ground Lease
Phillips - Van Heusen Corporation 1001 Frontier Road Bridgewater, NJ 08807	Lease
Pitney Bowes	Service Agreement
Samsonite Corporation 91 Main Street Warren, RI 02885	Lease
Simonetti & Sullivan, LLC 24 Allen Street Manasquan, NJ 08736	Lease
Sitar Realty Company 1481 Oak Tree Road Iselin, NJ 08830	Exclusive Listing Agreement
Sitar Realty Company 1481 Oak Tree Road Iselin, NJ 08830	Management Agreement
Weiss' Boots & Apparel LLC 2173 Winfield Drive Wall Township, NJ 07719	Lease

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

In re Circle Factory Outlet, LLC
Debtor

Case No. _____

SCHEDULE H - CODEBTORS

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

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
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0 continuation sheets attached to Schedule of Codebtors

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

**United States Bankruptcy Court
District of New Jersey**

In re Circle Factory Outlet, LLC
Debtor(s)

Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 12 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date May 19, 2009

Signature /s/ Robert W. Heinemann, Jr.
Robert W. Heinemann, Jr.
President

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

B7 (Official Form 7) (12/07)

United States Bankruptcy Court
District of New Jersey

In re Circle Factory Outlet, LLC

Debtor(s)

Case No.

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.

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."

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.

"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.

1. Income from employment or operation of business

None

None checkbox

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.

AMOUNT \$0.00

SOURCE October 2008 - Present; Operation of business

2. Income other than from employment or operation of business

None

None checkbox

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately.

AMOUNT

SOURCE

3. Payments to creditors

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

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

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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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 \$5,475. 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 creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Please see attached		\$280,198.42	\$0.00

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 RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
G.P. Main Street Development, Inc. 41-99 Main Street, 2nd Floor Flushing, NY 11355 Sole Member of Debtor		\$50,000.00	\$0.00

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

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

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

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

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

6. Assignments and receiverships

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

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

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

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

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

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

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---------------------------	---	--

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

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

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

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

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

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

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

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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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
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15. Prior address of debtor

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

ADDRESS	NAME USED	DATES OF OCCUPANCY
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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.

NAME

17. Environmental Information.

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

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

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

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

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

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

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

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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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 six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Jannine Rutherford (Bookkeeper) 1481 Oak Tree Road Iselin, NJ 08830	November 2008 - Present
Roy Oberhauser (Accountant) 1481 Oak Tree Road Iselin, NJ 08830	October 2008 - 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.

NAME	ADDRESS	DATES SERVICES RENDERED
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None

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Jannine Rutherford	1481 Oak Tree Road Iselin, NJ 08830

NAME Roy Oberhauser	ADDRESS 1481 Oak Tree Road Iselin, NJ 08830
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None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
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20. Inventories

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

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21. Current Partners, Officers, Directors and Shareholders

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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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 G.P. Main Street Development, Inc. 41-99 Main Street, 2nd Floor Flushing, NY 11355	TITLE Sole Member	NATURE AND PERCENTAGE OF STOCK OWNERSHIP 100% of the Membership Interests in Circle Factory Outlet, LLC
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22. Former partners, officers, directors and shareholders

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

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

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23. Withdrawals from a partnership or distributions by a corporation

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

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

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

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

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date May 19, 2009

Signature /s/ Robert W. Heinemann, Jr.
Robert W. Heinemann, Jr.
President

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

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

EXHIBIT B

Attachment to SoFA 3b

PAYMENTS TO CREDITORS IN LAST 90 DAYS

Type	Num	Date	Name	Name Address	Item	Account	Paid Amount	Original Amount
Check		04/22/2009	PITNEY BOWES			Wachovia Bank	(349.82)	(349.82)
TOTAL						OFFICE EXPENSE	(349.82)	349.82
Check	1153	02/19/2009	ESTEBAN MARTINEZ-ABRAJAN			Wachovia Bank	(6.39)	(6.39)
TOTAL						REPAIRS	(6.39)	6.39
Check	1154	02/19/2009	CWR SECURITY SYSTEMS, INC.			Wachovia Bank	(107.00)	(107.00)
TOTAL						REPAIRS AND MAINTENANCE	(107.00)	107.00
Check	1155	02/19/2009	IDEARC MEDIA CORP	P.O. BOX 619810 DFW AIRPORT, TX 7261-9810		Wachovia Bank	(42.25)	(42.25)
TOTAL						PROMOTION	(42.25)	42.25

Check	1156	02/19/2009	JCP&L	PO BOX 16001 READING, PA 19612-6001	Wachovia Bank	(1,466.44)	
					ELECTRIC	35.69	(35.69)
					ELECTRIC	304.70	(304.70)
					ELECTRIC	90.01	(90.01)
					ELECTRIC	324.90	(324.90)
					ELECTRIC	485.44	(485.44)
					ELECTRIC	168.10	(168.10)
					ELECTRIC	57.60	(57.60)
TOTAL						1,466.44	(1,466.44)
Check	1157	02/19/2009	JCP&L	PO BOX 16001 READING, PA 19612-6001	Wachovia Bank	(4,572.02)	
					ELECTRIC	4,572.02	(4,572.02)
TOTAL						4,572.02	(4,572.02)
Check	1158	02/19/2009	NJNG	1415 WYCKOFF ROAD WALL, NJ 07715-0001	Wachovia Bank	(215.83)	
					GAS	215.83	(215.83)
TOTAL						215.83	(215.83)
Check	1159	02/19/2009	PESTMAN	1775 HIGHWAY 34 SUITE C FAMINGDALE, NJ 07727	Wachovia Bank	(26.75)	
					PEST CONTROL	26.75	(26.75)
TOTAL						26.75	(26.75)

Check	1160	02/19/2009	SELECTIVE INSURANCE	Wachovia Bank	(4,801.00)	(4,801.00)
TOTAL				INSURANCE PROPERTY	<u>4,801.00</u>	<u>4,801.00</u>
Check	1161	02/19/2009	TWIN BROOK GOLF	Wachovia Bank	0.00	0.00
TOTAL					<u>0.00</u>	<u>0.00</u>
Check	1162	02/19/2009	TWIN BROOK GOLF	Wachovia Bank	(143.07)	(143.07)
TOTAL				REPAIRS	<u>143.07</u>	<u>143.07</u>
Check	1163	02/19/2009	WALL TOWNSHIP POLICE DEPARATMENT	Wachovia Bank	(50.00)	(50.00)
TOTAL				OTHER	<u>50.00</u>	<u>50.00</u>
Check	1164	02/19/2009	SITAR REALTY COMPANY 1481 OAK TREE ROAD ISELIN, NJ 08830	Wachovia Bank	(3,335.53)	(3,335.53)
TOTAL				MANAGEMENT FEE	<u>3,335.53</u>	<u>3,335.53</u>
Check	1165	02/26/2009	SITAR REALTY COMPANY 1481 OAK TREE ROAD ISELIN, NJ 08830	Wachovia Bank	(2,221.40)	(2,221.40)

TOTAL			(2,129.40)	2,129.40
			<u>(92.00)</u>	<u>92.00</u>
			(2,221.40)	2,221.40

	1166	03/10/2009		(110,475.83)
Check			Wachovia Bank	<u>110,475.83</u>
				(110,475.83)
				110,475.83

TOTAL			(23,240.00)	23,240.00
			<u>(23,240.00)</u>	<u>23,240.00</u>
			(23,240.00)	23,240.00

	1167	03/10/2009		(2,152.96)
Check			Wachovia Bank	<u>2,152.96</u>
				(2,152.96)
				2,152.96

TOTAL			(92.00)	92.00
			<u>(92.00)</u>	<u>92.00</u>
			(2,244.96)	2,244.96

	1168	03/12/2009		(2,244.96)
Check			Wachovia Bank	<u>2,244.96</u>
				(2,244.96)
				2,244.96

GB LTD.OPERATION
COMPANY INC.
WOODHULL HOUSE 63
WEST MAIN STREET

PEDDLERS' INVESTOR
ASSOCIATES II

GB LTD.OPERATION
COMPANY INC.
WOODHULL HOUSE 63
WEST MAIN STREET

PEDDLERS' INVESTOR
ASSOCIATES II

1481 OAK TREE ROAD
ISELIN, NJ 08830

SITAR REALTY COMPANY

Bill Pmt. Check	1169	03/19/2009	MID-STATE SPRINKLERS	Wachovia Bank	(200.00)	(200.00)	(200.00)
Bill		03/06/2009		REPAIRS AND MAINTENANCE		220.00	220.00
TOTAL							
Bill Pmt. Check	1170	03/19/2009	NJNG 1415 WYCKOFF ROAD WALL, NJ 07715-0001	Wachovia Bank	(4,422.53)		(4,422.53)
Bill		03/06/2009		GAS	(598.45)	598.45	
Bill		03/06/2009		GAS	(32.50)	32.50	
Bill		03/06/2009		GAS	(1,297.81)	1,297.81	
Bill		03/06/2009		GAS	(101.92)	101.92	
Bill		03/06/2009		GAS	(80.61)	80.61	
Bill		03/06/2009		GAS	(299.30)	299.30	
Bill		03/06/2009		GAS	(2,011.94)	2,011.94	
TOTAL							
Bill Pmt. Check	1171	03/19/2009	PESTMAN 1775 HIGHWAY 34 SUITE C FAMINGDALE, NJ 07727	Wachovia Bank	(26.75)		(26.75)
Bill	272932	03/09/2009		PEST CONTROL	(26.75)	26.75	
TOTAL							
Bill Pmt. Check	1172	03/19/2009	PITNEY BOWES	Wachovia Bank	(204.80)		(204.80)
Bill	8979693- JA09	02/13/2009		OFFICE EXPENSE	(174.02)	174.02	

8979693- ja09	03/13/2009			OFFICE EXPENSE	(30.78)	30.78
TOTAL					(204.80)	204.80
Bill Pmt · Check	03/19/2009	1173	POWER PAGING INC. P.O. BOX 195 SPRING LAKE, NJ 07762	Wachovia Bank	(165.85)	(165.85)
Bill	03/06/2009			TELEPHONE	(165.85)	165.85
TOTAL					(165.85)	165.85
Bill Pmt · Check	03/19/2009	1174	SELECTIVE INSURANCE	Wachovia Bank	(4,801.00)	(4,801.00)
Bill	03/04/2009	ACCT #934- 388-307		INSURANCE PROPERTY	(4,801.00)	4,801.00
TOTAL					(4,801.00)	4,801.00
Bill Pmt · Check	03/19/2009	1175	TOWNSHIP OF WALL P.O. BOX 1168 2700 ALLAIRE ROAD WALL, NJ 07719-1168	Wachovia Bank	(1,718.13)	(1,718.13)
Bill	03/06/2009			WATER	(91.63)	91.63
Bill	03/06/2009			WATER	(1,626.50)	1,626.50
TOTAL					(1,718.13)	1,718.13
Bill Pmt · Check	03/19/2009	1176	VERIZON P.O. BOX 4648 TRENTON, NJ 08650-4648	Wachovia Bank	(192.32)	(192.32)

Bill	03/06/2009			TELEPHONE	(142.25)	142.25
Bill	03/06/2009			TELEPHONE	(50.07)	50.07
TOTAL					<u>(192.32)</u>	<u>192.32</u>
Bill Pmt.				Wachovia Bank		(482.87)
Check	03/19/2009	1177	PHILLIPS VAN HEUSEN CORP	GAS	(482.87)	482.87
Bill	03/06/2009				(482.87)	482.87
TOTAL					<u>(482.87)</u>	<u>482.87</u>
Check	03/30/2009	1178	1481 OAK TREE ROAD ISELIN, NJ 08830 SITAR REALTY COMPANY	Wachovia Bank		(3,185.79)
TOTAL				MANAGEMENT FEE	(3,185.79)	3,185.79
Check	03/30/2009	1179	1481 OAK TREE ROAD ISELIN, NJ 08830 SITAR REALTY COMPANY	Wachovia Bank		(2,247.15)
TOTAL				GROSS PAYROLL SERVICE FEE	(2,155.15) (92.00)	2,155.15 92.00
Check	03/31/2009	1180	3-J FUNDRAISING	Wachovia Bank	(2,247.15)	2,247.15
TOTAL				24800 - Tenant Security Deposits Held	(2,500.00)	2,500.00
TOTAL					<u>(2,500.00)</u>	<u>2,500.00</u>

Bill Pmt · Check	1181	04/01/2009	CENTIMARK	Wachovia Bank	(6,666.67)	(6,666.67)
Bill		03/06/2009		REPAIRS	(6,666.67)	6,666.67
TOTAL					(6,666.67)	6,666.67
Bill Pmt · Check	1182	04/01/2009	D & M DIESEL REPAIR, INC.	Wachovia Bank	(503.44)	(503.44)
Bill	43235	03/22/2009		REPAIRS	(503.44)	503.44
TOTAL					(503.44)	503.44
Bill Pmt · Check	1183	04/01/2009	ENVIRONMENTAL LANDSCAPE DESIGN,LLC	Wachovia Bank	(9,052.20)	(9,052.20)
Bill	ACCT#358	03/06/2009		SNOW REMOVAL	(9,052.20)	9,052.20
TOTAL					(9,052.20)	9,052.20
Bill Pmt · Check	1184	04/01/2009	JCP&L PO BOX 16001 READING, PA 19612-6001	Wachovia Bank	0.00	0.00
TOTAL					0.00	0.00
Bill Pmt · Check	1185	04/01/2009	MENNA SUPKO & NELSON	Wachovia Bank	(2,200.00)	(2,200.00)

Bill	03/06/2009			LEGAL FEES	(840.00)	840.00
Bill	03/06/2009			LEGAL FEES	(780.00)	780.00
Bill	03/25/2009	2732		LEGAL FEES	(580.00)	580.00
TOTAL					(2,200.00)	2,200.00
Bill Pmt · Check	04/01/2009	1186	POWER PAGING INC.	Wachovia Bank		(137.44)
		1011032720 09	P.O. BOX 195 SPRING LAKE, NJ 07762			
Bill	03/27/2009			TELEPHONE	(137.44)	137.44
TOTAL					(137.44)	137.44
Bill Pmt · Check	04/01/2009	1187	VERIZON	Wachovia Bank		(123.61)
		7322239821 93701Y-04	P.O. BOX 4648 TRENTON, NJ 08650-4648			
Bill	03/23/2009			TELEPHONE	(54.51)	54.51
Bill	03/23/2009	7322232300 10343Y-04		TELEPHONE	(69.10)	69.10
TOTAL					(123.61)	123.61
Bill Pmt · Check	04/01/2009	1188	JCP&L	Wachovia Bank		(6,838.40)
		ACCT#1000 15511544	PO BOX 16001 READING, PA 19612-6001			
Bill	03/05/2009			ELECTRIC	(303.66)	303.66

1000155110	03/13/2009	ELECTRIC	456.90
49-03			
1000694061	03/13/2009	ELECTRIC	43.45
46-03			
1000771723	03/13/2009	ELECTRIC	41.89
00-03			
100077866	03/13/2009	ELECTRIC	56.15
20-03			
1000768488	03/13/2009	ELECTRIC	85.95
27-03			
1000771549	03/13/2009	ELECTRIC	312.35
44-03			
9500265490	03/13/2009	ELECTRIC	8,202.57
6			
TOTAL			

TOTAL			
		(456.90)	9,502.92
		(43.45)	(6,838.40)
		(41.89)	
		(56.15)	
		(85.95)	
		(312.35)	
		(5,538.05)	

Check 1189 SITAR REALTY COMPANY 1481 OAK TREE ROAD ISELIN, NJ 08830

Wachovia Bank	(657.00)	(657.00)
OTHER	(657.00)	657.00
		657.00
		(2,313.36)

TOTAL			
		(2,210.86)	2,210.86
		(102.50)	102.50
		(2,313.36)	2,313.36

Check 1190 SITAR REALTY COMPANY 1481 OAK TREE ROAD ISELIN, NJ 08830

Wachovia Bank	(2,313.36)	(2,313.36)
GROSS PAYROLL SERVICE FEE	(102.50)	102.50
		2,210.86
		(2,313.36)

TOTAL			

Bill Pmt - Check 1191 NJNG 1415 WYCKOFF ROAD WALL, NJ 07715-0001

Wachovia Bank		(3,885.42)
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Bill Pmt. Check	1194	04/15/2009	SELECTIVE INSURANCE	Wachovia Bank	(3,628.00)
Bill	934-388-307	04/13/2009		INSURANCE PROPERTY	<u>3,628.00</u>
TOTAL					<u>(3,628.00)</u>
Bill Pmt. Check	1195	04/15/2009	SUPPLY KING	Wachovia Bank	(279.67)
Bill	261728	04/06/2009		REPAIRS AND MAINTENANCE	<u>279.67</u>
TOTAL					<u>(279.67)</u>
Bill Pmt. Check	1196	04/15/2009	JCP&L	Wachovia Bank	(305.66)
Bill	1000155115 44-04	04/15/2009		ELECTRIC	<u>305.66</u>
TOTAL					<u>(305.66)</u>
Check	1197	04/15/2009	PEDDLERS' INVESTOR ASSOCIATES II	Wachovia Bank	(23,240.00)
TOTAL				PROPERTY TAXES	<u>23,240.00</u>
					<u>(23,240.00)</u>

BOX 578 NEPTUNE CITY,
NJ 07753

PO BOX 16001 READING,
PA 19612-6001

GB LTD. OPERATION
COMPANY INC.
WOODHULL HOUSE 63
WEST MAIN STREET

Check	1198	04/15/2009	PEDDLERS' INVESTOR ASSOCIATES II	GB LTD. OPERATION COMPANY INC. WOODHULL HOUSE 63 WEST MAIN STREET	Wachovia Bank	(21,646.00)	(21,646.00)
TOTAL					GROUND RENT	(21,646.00)	21,646.00
Check	1199	04/23/2009	SITAR REALTY COMPANY	1481 OAK TREE ROAD ISELIN, NJ 08830	Wachovia Bank	(2,768.24)	(2,768.24)
TOTAL					MANAGEMENT FEE	(2,768.24)	2,768.24
Check	1200	04/23/2009	CARLOS MONROY		Wachovia Bank	(8.54)	(8.54)
TOTAL					REPAIRS AND MAINTENANCE	(8.54)	8.54
Check	1201	04/23/2009	KEN MILLER	1481 OAKTREE ROAD ISELIN, NJ 08830	Wachovia Bank	(15.00)	(15.00)
TOTAL					REPAIRS AND MAINTENANCE	(15.00)	15.00
Bill Pmt. Check	1202	04/23/2009	JCP&L	PO BOX 16001 READING, PA 19612-6001	Wachovia Bank	(3,840.01)	(3,840.01)

9500265490	03/13/2009	ELECTRIC	(2,664.52)	8,202.57
6				
1000777866	04/20/2009	ELECTRIC	(30.64)	30.64
20				
9500268615	04/20/2009	ELECTRIC	(149.99)	149.99
3				
1000771549	04/23/2009	ELECTRIC	(324.60)	324.60
44-05				
1000155110	04/23/2009	ELECTRIC	(460.62)	460.62
49				
1000694061	04/23/2009	ELECTRIC	(38.71)	38.71
46-05				
1000768488	04/23/2009	ELECTRIC	(25.08)	25.08
27-05				
1000771723	04/23/2009	ELECTRIC	(26.33)	26.33
00-05				
1000698792	04/23/2009	ELECTRIC	(119.52)	119.52
19-05				
TOTAL			(3,840.01)	9,378.06

Check	1203	SITAR REALTY COMPANY	1481 OAK TREE ROAD ISELIN, NJ 08830	Wachovia Bank	(2,106.90)
				GROSS	(2,014.90)
				COMPANY EXPENSE	(92.00)
TOTAL					(2,106.90)

Check	1204	KEN MILLER	1481 OAKTREE ROAD ISELIN, NJ 08830	Wachovia Bank	(20.00)
				REPAIRS AND MAINTENANCE	(20.00)
TOTAL					(20.00)

Check	1205	05/07/2009	SITAR REALTY COMPANY	1481 OAK TREE ROAD ISELIN, NJ 08830	Wachovia Bank	(2,240.89)	
					GROSS PAYROLL SERVICE FEE	(2,148.89)	2,148.89
						(92.00)	92.00
TOTAL						(2,240.89)	2,240.89
Bill Pmt. Check	1206	05/12/2009	IDEARC MEDIA CORP	P.O. BOX 619810 DFW AIRPORT, TX 7261-9810	Wachovia Bank	(42.25)	(42.25)
Bill	2200111091 19	04/23/2009			PROMOTION	(42.25)	42.25
TOTAL						(42.25)	42.25
Bill Pmt. Check	1207	05/12/2009	MID-STATE SPRINKLERS		Wachovia Bank	0.00	0.00
TOTAL						0.00	0.00
Bill Pmt. Check	1208	05/12/2009	NJ DIVISION OF FIRE SAFETY		Wachovia Bank	(1,882.00)	(1,882.00)
Bill	1352-67712-001-01	05/05/2009			OTHER	(1,882.00)	1,882.00
TOTAL						(1,882.00)	1,882.00

Bill Pmt. Check	1209	05/12/2009	NJNG	1415 WYCKOFF ROAD WALL, NJ 07715-0001	Wachovia Bank	(1,196.95)
Bill	2200124696 31-04	04/06/2009			GAS	227.81
Bill	2200125409 95-04	04/06/2009			GAS	437.12
Bill	22-0011- 3668-68-05	05/05/2009			GAS	25.00
Bill	22-0011- 4376-46-05	05/05/2009			GAS	144.04
Bill	22-3530- 4845-10-05	05/05/2009			GAS	1,024.32
TOTAL						<u>1,858.29</u>
Bill Pmt. Check	1210	05/12/2009	POWER PAGING INC.	P.O. BOX 195 SPRING LAKE, NJ 07762	Wachovia Bank	(149.00)
Bill	1011042420 09	04/23/2009			TELEPHONE	149.00
TOTAL						<u>(149.00)</u>
Bill Pmt. Check	1211	05/12/2009	SELECTIVE INSURANCE		Wachovia Bank	(4,399.00)
Bill	934-388- 307-05	05/08/2009			INSURANCE PROPERTY	4,399.00
TOTAL						<u>(4,399.00)</u>

Bill Pmt. Check	1212	05/12/2009	SUPPLY KING	BOX 578 NEPTUNE CITY, NJ 07753	Wachovia Bank	(377.71)	(377.71)
Bill	262648	05/08/2009			REPAIRS AND MAINTENANCE	(377.71)	377.71
TOTAL							
Bill Pmt. Check	1213	05/12/2009	TOWNSHIP OF WALL	P.O. BOX 1168 2700 ALLAIRE ROAD WALL, NJ 07719-1168	Wachovia Bank	(5,154.39)	(5,154.39)
Bill	49900708-3-05	04/30/2009			WATER	(4,879.50)	4,879.50
Bill	4900708-2-05	04/30/2009			WATER	(274.89)	274.89
TOTAL							
Bill Pmt. Check	1214	05/12/2009	VERIZON	P.O. BOX 4648 TRENTON, NJ 08650-4648	Wachovia Bank	(116.64)	(116.64)
Bill	7322232300 10343Y-05	04/30/2009			TELEPHONE	(64.15)	64.15
Bill	7322239821 93701Y-05	04/30/2009			TELEPHONE	(52.49)	52.49
TOTAL							
Check	1215	05/12/2009	PEDDLERS' INVESTOR ASSOCIATES II	GB LTD.OPERATION COMPANY INC. WOODHULL HOUSE 63 WEST MAIN STREET	Wachovia Bank	(116.64)	116.64
TOTAL							
							0.00

TOTAL				0.00
	Check	1216	05/14/2009	
			TWIN BROOK GOLF	
			Wachovia Bank	(907.31)
			REPAIRS AND MAINTENANCE	907.31
				<u>907.31</u>
				(907.31)
				<u>907.31</u>
			Grand Total	280,198.42

In re **Circle Factory Outlet, LLC**

Debtor(s)

Case No.

Chapter **11**

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

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 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.....	\$	<u>0.00</u>
Prior to the filing of this statement I have received.....	\$	<u>0.00</u>
Balance Due.....	\$	<u>0.00</u>

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): **Debtor's Sole Member, G.P. Main Street Development, Inc. and/or Grand Pacific Finance Corp., an affiliate of the Debtor.**

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 service:

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.

Dated: **May 19, 2009**

/s/ Gary F. Eisenberg

Gary F. Eisenberg
Herrick, Feinstein LLP
One Gateway Center
Newark, NJ 07102
973-274-2000 Fax: 973-274-2500
geisenberg@herrick.com

**United States Bankruptcy Court
District of New Jersey**

In re Circle Factory Outlet, LLC
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
G.P. Main Street Development, Inc. 41-99 Main Street, 2nd Floor Flushing, NY 11355		100%	Membership Interests

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date May 19, 2009

Signature /s/ Robert W. Heinemann, Jr.
Robert W. Heinemann, Jr.
President

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

**United States Bankruptcy Court
District of New Jersey**

In re **Circle Factory Outlet, LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

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

Date: **May 19, 2009**

/s/ Robert W. Heinemann, Jr.

Robert W. Heinemann, Jr./President

Signer/Title

Bear Creek Stores, Inc. d/b/a Harry and
2500 South Pacific Highway
PO Box 712
Medford, OR 97501

Bon Worth, Inc.
40 Frances Road
Hendersonville, NC 28792

Crystal Nails #1 LLC
1507 W. Atlantic Avenue
Manasquan, NJ 08736

Crystal Sales, Inc.
2101 N. 13th Street
Reading, PA 19604

Direct Marking Division, Sara Lee Corpor
4035 University Parkway
Winston-Salem, NC 27105

Finale Marketing Group Inc./Gifsteria LL
PO Box 716
Belmar, NJ 07719

G.H. Bass
360 U.S. Route #1
Falmouth, ME 04105

Hanes Brands, Inc.
1000 East Hanes Mill Road
Winston-Salem, NC 27105

Happy Paws Pet Boutique, LLC
1407 W. Atlantic Avenue
Manasquan, NJ 08736

JCP&L
PO Box 16001
Reading, PA 19612

Jockey International Global, Inc.
2300 - 60th Street
Kenosha, WI 53140

Jones Retail Corporation
1129 Westchester Avenue
White Plains, NY 10604

Monet's Garden
1407 W. Atlantic Avenue
Manasquan, NJ 08736

Natures Express
PO Box 536
Normandy Beach, NJ 08739

Nautica of Manasquan, Inc.
40W 57th Street (7th Floor)
New York, NY 10019

Oshkosh B'Gosh, Inc.
63 Wall Street, Rear Unit
PO Box 1117
Madison, CT 06443

Pandora's Box
1047 W. Atlantic Avenue
Manasquan, NJ 08736

Peddlers' Investor Associates II
63 West Main Street
PO Box 5008
Freehold, NJ 07728

Pestman
1775 Highway 34
Suite C
Farmingdale, NJ 07727

Phillips - Van Heusen Corporation
1001 Frontier Road
Bridgewater, NJ 08807

Pitney Bowes

Samsonite Corporation
91 Main Street
Warren, RI 02885

Simonetti & Sullivan, LLC
24 Allen Street
Manasquan, NJ 08736

Sitar Realty Company
1481 Oak Tree Road
Iselin, NJ 08830

Weiss' Boots & Apparel LLC
2173 Winfield Drive
Wall Township, NJ 07719

**United States Bankruptcy Court
District of New Jersey**

In re Circle Factory Outlet, LLC

Debtor(s)

Case No.

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Circle Factory Outlet, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**G.P. Main Street Development, Inc.
41-99 Main Street, 2nd Floor
Flushing, NY 11355**

None [*Check if applicable*]

May 19, 2009

Date

/s/ Gary F. Eisenberg

Gary F. Eisenberg

Signature of Attorney or Litigant
Counsel for Circle Factory Outlet, LLC
Herrick, Feinstein LLP

**One Gateway Center
Newark, NJ 07102
973-274-2000 Fax:973-274-2500
geisenberg@herrick.com**