

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

Voluntary Petition

| | |
|---|--|
| Name of Debtor (if individual, enter Last, First, Middle): One2One Communications, 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): FKA 121 Communications, LLC; FKA One 2 One Communications, LLC; FKA 121 Communications LLC | 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): 51-0491466 | 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): 213 Bear Creek Road Andover, NJ | Street Address of Joint Debtor (No. and Street, City, and State): |
| ZIP Code 07821 | ZIP Code |
| County of Residence or of the Principal Place of Business: Sussex | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): PO Box 705 Hackettstown, NJ | Mailing Address of Joint Debtor (if different from street address): |
| ZIP Code 07840 | ZIP Code |
| Location of Principal Assets of Business Debtor (if different from street address above): | |

| | | |
|--|---|--|
| Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) | Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding |
| Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending: | Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). | Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts. |

| | |
|--|---|
| Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |
|--|---|

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 type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" 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): One2One Communications, LLC</p> |
|--|--|

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 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 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> |
|--|---|

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):
One2One Communications, LLC

Signatures

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Richard D. Trenk _____
Signature of Attorney for Debtor(s)

Richard D. Trenk _____
Printed Name of Attorney for Debtor(s)

Trenk, DiPasquale, Della Fera & Sodono, P.C. _____
Firm Name

347 Mount Pleasant Avenue
Suite 300
West Orange, NJ 07052

Address

973-243-8600 Fax: 973-243-8677 _____
Telephone Number

July 10, 2012 _____
Date

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

Signature of Non-Attorney 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:

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/ Bruce Heverly _____
Signature of Authorized Individual

Bruce Heverly _____
Printed Name of Authorized Individual

Chief Executive Officer _____
Title of Authorized Individual

July 10, 2012 _____
Date

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.

**RESOLUTION OF SPECIAL MEETING
OF MEMBERS OF ONE2ONE COMMUNICATIONS, LLC**

I hereby certify that at a duly called and held special meeting of the sole member of One2One Communications, LLC, a limited liability company formed under the laws of the State of Illinois (the "Company"), held on the 10th day of July 2012, the following Resolutions were proposed and unanimously adopted by all members present:

RESOLVED, that the aforementioned Company, in view of its financial condition, be and is hereby authorized and directed on behalf of the Company, to file a petition pursuant to Chapter 11 of the Bankruptcy Code and retain the services of counsel for the purposes of preparing, filing, and prosecuting a Petition under Chapter 11 and to take all steps necessary and related thereto, and that Bruce Heverly, Chief Executive Officer of the Company, is hereby authorized to execute the Petition and any other pleadings or documents he deems necessary in connection with the Chapter 11 case of the Company; and it is further

RESOLVED, that Bruce Heverly, Chief Executive Officer of the Company, be and hereby is, authorized and directed in the name and on behalf of the Company, to prepare, execute, issue, deliver and/or file any and all such further agreements, certificates, instruments, letters and pleadings and other documents to perform any and all such acts as he may deem necessary or desirable to effectuate fully the foregoing Resolution; and it is further

RESOLVED, that the Company is authorized to retain the law firm of Trenk, DiPasquale, Della Fera & Sodono, P.C. to represent the Company in connection with the Chapter 11 filing.

In certification hereof, I do set my hand and seal this 10th day of July 2012.

ONE2ONE COMMUNICATIONS, LLC

By: /s/ Joanne Heverly
JOANNE HEVERLY,
President of Joli, Inc.,
Sole Member of One2One Communications, LLC

B4 (Official Form 4) (12/07)

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

In re One2One Communications, LLC

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

| (1) | (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> |
| Quad/Graphics, Inc. International Headquarters N61 W23044 Harrys Way Sussex, WI 53089 | Quad/Graphics, Inc. International Headquarters N61 W23044 Harrys Way Sussex, WI 53089 | Judgment obtained; appeal filed | Contingent Unliquidated Disputed Subject to Setoff | 9,317,282.00 |
| McElroy Deutsch Mulvaney & Carpenter 1300 Mt. Kemble Avenue Morristown, NJ 07960 | McElroy Deutsch Mulvaney & Carpenter 1300 Mt. Kemble Avenue Morristown, NJ 07960 | Legal services | | 483,146.57 |
| Fox O'Neill & Shannon 622 North Water Suite 500 Milwaukee, WI 53202 | Fox O'Neill & Shannon 622 North Water Suite 500 Milwaukee, WI 53202 | | | 316,183.99 |
| Ricoh Production Print Solutions, LLC PO Box 644225 Pittsburgh, PA 15264 | Ricoh Production Print Solutions, LLC PO Box 644225 Pittsburgh, PA 15264 | | | 107,279.74 |
| Bell and Howell, LLC 3791 South Alston Avenue Durham, NC 27713 | Bell and Howell, LLC 3791 South Alston Avenue Durham, NC 27713 | Reimbursement of utility charges | | 90,742.50 |
| Richard Brammer N7193 Grenning Farm Road Elkhorn, WI 53121 | Richard Brammer N7193 Grenning Farm Road Elkhorn, WI 53121 | Former Chief Operating Officer | Contingent Unliquidated Disputed | 88,500.00 |
| Mackay, Mitchell Envelope Company PO Box 86 Minneapolis, MN 55486 | Mackay, Mitchell Envelope Company PO Box 86 Minneapolis, MN 55486 | | | 66,580.45 |
| Hewlett Packard PO Box 101149 Atlanta, GA 30392 | Hewlett Packard PO Box 101149 Atlanta, GA 30392 | | | 65,395.04 |
| Enterprise Group 14544 Collections Center Drive Chicago, IL 60693 | Enterprise Group 14544 Collections Center Drive Chicago, IL 60693 | | | 36,162.52 |

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

In re **One2One Communications, LLC**

Case No. _____

Debtor(s) _____

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> |
| Key Equipment Finance, Inc. PO Box 74713 Cleveland, OH 44194-0796 | Key Equipment Finance, Inc. PO Box 74713 Cleveland, OH 44194-0796 | Lease agreement for IS 7000 RIP/Touch Panel Display | | 31,112.18 |
| The Hartford PO Box 2907 Hartford, CT 06104 | The Hartford PO Box 2907 Hartford, CT 06104 | | | 20,324.55 |
| Winter, Kloman, Motor & Repp, S.C. 1040 Oconomowoc Parkway Oconomowoc, WI 53066 | Winter, Kloman, Motor & Repp, S.C. 1040 Oconomowoc Parkway Oconomowoc, WI 53066 | | | 16,987.00 |
| American Litho 160 East Elk Trail Carol Stream, IL 60188 | American Litho 160 East Elk Trail Carol Stream, IL 60188 | | | 4,323.90 |
| Priority Envelope PO Box 9201 Minneapolis, MN 55480-9201 | Priority Envelope PO Box 9201 Minneapolis, MN 55480-9201 | | | 3,767.30 |
| Reis Graphics 12727 West Custer Avenue Butler, WI 53007 | Reis Graphics 12727 West Custer Avenue Butler, WI 53007 | | | 2,509.23 |
| Press America 661 Fargo Avenue Elk Grove Village, IL 60007 | Press America 661 Fargo Avenue Elk Grove Village, IL 60007 | | | 2,322.00 |
| U-Line 2200 South Lakeside Drive Waukegan, IL 60085-8361 | U-Line 2200 South Lakeside Drive Waukegan, IL 60085-8361 | | | 2,316.85 |
| NextPort Communications 355 N. Schubert Street Palatine, IL 60067 | NextPort Communications 355 N. Schubert Street Palatine, IL 60067 | | | 2,101.00 |
| Wise Business Forms PO Box 890530 Charlotte, NC 28289 | Wise Business Forms PO Box 890530 Charlotte, NC 28289 | | | 1,229.40 |
| B&B Maintenance 537 Capital Dirve Lake Zurich, IL 60047 | B&B Maintenance 537 Capital Dirve Lake Zurich, IL 60047 | | | 1,195.00 |

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

In re One2One Communications, LLC

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

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

I, the Chief Executive Officer 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 July 10, 2012

Signature /s/ Bruce Heverly

Bruce Heverly
Chief Executive Officer

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.

B6 Summary (Official Form 6 - Summary) (12/07)

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

In re One2One Communications, 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 | 4 | 354,088.47 | | |
| C - Property Claimed as Exempt | No | 0 | | | |
| D - Creditors Holding Secured Claims | Yes | 7 | | 1,533,363.99 | |
| E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E) | Yes | 3 | | 0.00 | |
| F - Creditors Holding Unsecured Nonpriority Claims | Yes | 7 | | 12,153,946.99 | |
| G - Executory Contracts and Unexpired Leases | Yes | 1 | | | |
| 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 | | 24 | | | |
| | | | Total Assets | 354,088.47 | |
| | | | Total Liabilities | 13,687,310.98 | |

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

In re One2One Communications, 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 One2One Communications, 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 |
|--------------------------------------|---|------------------------------------|--|-------------------------|
|--------------------------------------|---|------------------------------------|--|-------------------------|

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

In re One2One Communications, 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 petitioner 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. | | Bank of America Checking Account No. ending 8251 3011 Route 517 Hackettstown, NJ 07840 | - | 213,384.95 |
| | | Bank of America Savings Account No. ending 5350 3011 Route 517 Hackettstown, NJ 07840 | - | 1.93 |
| | | Wells Fargo Bank Account No. ending 0396 representing United States Postal Service CAPS postage deposit account 2700 Campus Drive San Mateo, CA 94497-9442 | - | 75,763.12 |
| | | Postage deposit account with Pitney Bowes ending in 0145 PO Box 223648 Pittsburgh, PA 15250-2648 | - | 27,521.89 |
| | | Postage deposit account with Presort Solutions, Inc. 1020 Frontenac Road Naperville, IL 60563 | - | 1,606.10 |
| 3. Security deposits with public utilities, telephone companies, landlords, and others. | | Security Deposit in connection with lease of real property located at 760 South Wolf Road, Wheeling, Illinois CIVF-IL1M02, LLC (Landlord) DCT Industrial OP Partnership, LP (Property Manager) | - | 22,760.48 |
| | | Security Deposit for Rental of IS 7000 RIP/Touch Panel Display Impact Networking, LLC 953 Northpoint Boulevard Waukegan, IL 60085 | - | 1,050.00 |
| Sub-Total > | | | | 342,088.47 |
| (Total of this page) | | | | |

3 continuation sheets attached to the Schedule of Personal Property

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

In re One2One Communications, 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 |
|---|------------------|--|---|---|
| 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. | | General Liability Insurance Policy No. ending 6560 | - | 0.00 |
| | | Insurance Carrier: The Hartford | | |
| | | Automobile Liability Insurance Policy No. ending 2296 | - | 0.00 |
| | | Insurance Carrier: The Hartford | | |
| | | Excess/Umbrella Liability, Printers Errors & Omissions Liability, Business Personal Property Insurance Policy No. ending 6560 | - | 0.00 |
| | | Insurance Carrier: The Hartford | | |
| | | Workers Compensation and Employers' Liability Insurance Policy No. ending 8820 | - | 0.00 |
| | | Insurance Carrier: The Hartford | | |
| 10. Annuities. Itemize and name each issuer. | X | | | |
| 11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).) | X | | | |
| 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars. | X | | | |
| 13. Stock and interests in incorporated and unincorporated businesses. Itemize. | X | | | |
| Sub-Total > | | | | 0.00 |
| (Total of this page) | | | | |

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

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

In re One2One Communications, 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 |
|---|------------------|---|---|---|
| 14. Interests in partnerships or joint ventures. Itemize. | X | | | |
| 15. Government and corporate bonds and other negotiable and nonnegotiable instruments. | X | | | |
| 16. Accounts receivable. | | Accounts receivable | - | Unknown |
| 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 | | | |
| 22. Patents, copyrights, and other intellectual property. Give particulars. | X | | | |
| 23. Licenses, franchises, and other general intangibles. Give particulars. | | Leasehold improvements to real property located at 760 South Wolf Road Wheeling, IL 60090 | - | Unknown |
| 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 | | | |
| | | | Sub-Total > | 0.00 |
| | | | (Total of this page) | |

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

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

In re One2One Communications, 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 |
|--|------------------|--|---|---|
| 25. Automobiles, trucks, trailers, and other vehicles and accessories. | | 2005 BMW 530i, 108,000 miles | - | 12,000.00 |
| 26. Boats, motors, and accessories. | X | | | |
| 27. Aircraft and accessories. | X | | | |
| 28. Office equipment, furnishings, and supplies. | | Various computers, printers, laptops, and servers | - | Unknown |
| 29. Machinery, fixtures, equipment, and supplies used in business. | | Machinery and equipment | - | Unknown |
| 30. Inventory. | | Inventory consisting of paper, ink, envelopes, etc. | - | Unknown |
| 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 > **12,000.00**
(Total of this page)
Total > **354,088.47**

Sheet 3 of 3 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re One2One Communications, LLC

Case No. _____

Debtor

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. xx-xxxxxx9167 Bank of America, N.A. PO Box 660576 Dallas, TX 75266 | X | May 25, 2011 UCC-1 Lien/Line of Credit Blanket lien on equipment, inventory, and receivables owned by Debtor and Joli, Inc. | | | | | | 95,000.00 | Unknown |
| Value \$ | | Unknown | | | | | | | |
| Account No. Bank of America, N.A. 1075 Main Street Waltham, MA 02451 | | On behalf of: Bank of America, N.A. | | | | | | Notice Only | |
| Value \$ | | | | | | | | | |
| Account No. UCC Direct Services 2727 Allen Parkway Houston, TX 77019 | | On behalf of: Bank of America, N.A. | | | | | | Notice Only | |
| Value \$ | | | | | | | | | |
| Account No. BBH Financial Services 995 Dalton Avenue Cincinnati, OH 45203 | | UCC-1 Lien/Equipment Lease; Paid-in-Full Two (2) BBH Phillipsburg Mark II VIP Inserting Systems | | | | | | 0.00 | Unknown |
| Value \$ | Unknown | | | | | | | | |
| Subtotal | | | | | | | | 95,000.00 | 0.00 |
| (Total of this page) | | | | | | | | | |

6 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re One2One Communications, LLC

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E 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. | | | | | | | | |
| Diligenz, Inc. 6500 Harbour Heights Parkway Suite 400 Mukilteo, WA 98275 | | | On behalf of: BBH Financial Services | | | | Notice Only | |
| | | | Value \$ | | | | | |
| Account No. | | | UCC-1 Lien/Lease Agreement; Paid-in-Full | | | | | |
| BMT Leasing, Inc. 6 South Bryn Mawr Avenue Bryn Mawr, PA 19010 | | | One (1) Xerox | | | | | |
| | | | Value \$ | | | | 0.00 | Unknown |
| Account No. | | | On behalf of: BMT Leasing, Inc. | | | | Notice Only | |
| Empire Financial Funding, Inc. 415 State Route 10 Suite 3 Randolph, NJ 07869 | | | Value \$ | | | | | |
| Account No. | | | UCC-1 Lien/Lease Agreement; Paid-in-Full | | | | | |
| BMT Leasing, Inc. PO Box 692 Bryn Mawr, PA 19010 | | | One (1) Xerox | | | | | |
| | | | Value \$ | | | | 0.00 | Unknown |
| Account No. | | | On behalf of: BMT Leasing, Inc. | | | | Notice Only | |
| UCC Direct Services 2727 Allen Parkway Houston, TX 77019 | | | Value \$ | | | | | |
| Subtotal | | | | | | | 0.00 | 0.00 |
| (Total of this page) | | | | | | | | |

Sheet 1 of 6 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

B6D (Official Form 6D) (12/07) - Cont.

In re One2One Communications, LLC
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E 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. | | | | | | | | |
| General Electric Capital Corp. 1961 Hirst Drive Moberly, MO 65270 | - | | | | | | | |
| | | UCC-1/Lease Agreement; Paid-in-Full | | | | | | |
| | | Value \$ Unknown | | | | | 0.00 | Unknown |
| Account No. | | | | | | | | |
| Diligenz, Inc. 6500 Harbour Heights Parkway Suite 400 Mukilteo, WA 98275 | | | | | | | | |
| | | On behalf of: General Electric Capital Corp. | | | | | Notice Only | |
| | | Value \$ | | | | | | |
| Account No. | | | | | | | | |
| Macrolease Corporation 1 West Ames Court Plainview, NY 11803 | - | | | | | | | |
| | | UCC-1 Lien/Lease Agreement; Paid-in-full | | | | | | |
| | | One (1) Xerox | | | | | | |
| | | Value \$ Unknown | | | | | 0.00 | Unknown |
| Account No. | | | | | | | | |
| Empire Financial Funding, Inc. 415 State Route 10 Suite 3 Randolph, NJ 07869 | | | | | | | | |
| | | On behalf of: Macrolease Corporation | | | | | Notice Only | |
| | | Value \$ | | | | | | |
| Account No. | | | | | | | | |
| Saul Levy 415 State Route 10 Suite 3 Randolph, NJ 07869 | | | | | | | | |
| | | On behalf of: Macrolease Corporation | | | | | Notice Only | |
| | | Value \$ | | | | | | |
| Subtotal | | | | | | | 0.00 | 0.00 |
| (Total of this page) | | | | | | | | |

Sheet 2 of 6 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

B6D (Official Form 6D) (12/07) - Cont.

In re One2One Communications, LLC

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E B 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. | | | | | | | |
| Main Street Bank Studebaker Worthington Leasing Division 100 Jericho Quadrangle Jericho, NY 11753 | - | | | | | | |
| | | UCC-1/Assignment of Lease from Studebaker-Worthington Leasing Corp; Paid-in-Full | | | | | |
| | | One (1) Xerox | | | | | |
| | | Value \$ | | | | 0.00 | Unknown |
| Account No. | | | | | | | |
| Saul Levy 415 State Route 10 Suite 3 Randolph, NJ 07869 | | | | | | | |
| | | On behalf of: Main Street Bank | | | | Notice Only | |
| | | Value \$ | | | | | |
| Account No. | | | | | | | |
| Studebaker-Worthington Leasing Corp. 1 Jericho Quadrangle Jericho, NY 11753 | | | | | | | |
| | | On behalf of: Main Street Bank | | | | Notice Only | |
| | | Value \$ | | | | | |
| Account No. | | | | | | | |
| UCC Direct Services 2727 Allen Parkway Houston, TX 77019 | | | | | | | |
| | | On behalf of: Main Street Bank | | | | Notice Only | |
| | | Value \$ | | | | | |
| Account No. xx7501 | | | | | | | |
| Ricoh Americas Corporation PO Box 4245 Carol Stream, IL 60197 | - | | | | | | |
| | | UCC-1 Lien/Lease Agreement | | | | | |
| | | Various equipment contained in PO #1 InfoPrint Solutions, PO #2 Lasermax Roll Systems and PO #3 Argos Environmental Corporation | | | | | |
| | | Value \$ | | | | 1,433,876.00 | Unknown |
| Subtotal | | | | | | 1,433,876.00 | 0.00 |
| (Total of this page) | | | | | | | |

Sheet 3 of 6 continuation sheets attached to Schedule of Creditors Holding Secured Claims

B6D (Official Form 6D) (12/07) - Cont.

In re One2One Communications, LLC
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E B E 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. Centennial Coverages, Inc. PO Box 441433 Aurora, CO 80044 | | | | | | | Notice Only | |
| | | | On behalf of: Ricoh Americas Corporation | | | | | |
| | | | Value \$ | | | | | |
| Account No. Ricoh Americas Corporation Five Dedrick Place Caldwell, NJ 07006 | | | | | | | Notice Only | |
| | | | On behalf of: Ricoh Americas Corporation | | | | | |
| | | | Value \$ | | | | | |
| Account No. Sovereign Bank 3 Huntington Quadrangle Melville, NY 11747 | | | | | | | 0.00 | Unknown |
| | | | UCC-1 Lien/Lease Agreement; Paid-in-Full | | | | | |
| | | | One (1) Ricoh Printer | | | | | |
| | | | Value \$ | | | | | |
| | | | Unknown | | | | | |
| Account No. Saul Levy 71 Maple Avenue Morristown, NJ 07960 | | | | | | | Notice Only | |
| | | | On behalf of: Sovereign Bank | | | | | |
| | | | Value \$ | | | | | |
| Account No. State of New Jersey Dept. of Labor & Workforce Development Division of Employer Accounts 1 John Fitch Plaza, PO Box 110 Trenton, NJ 08625-0110 | | | | | | X | | |
| | | | May 26, 2010 | | | | | |
| | | | Default Judgment No. DJ-136384-10 | | | | | |
| | | | Value \$ | | | | 4,487.99 | Unknown |
| | | | Unknown | | | | | |
| Subtotal | | | | | | | 4,487.99 | 0.00 |
| (Total of this page) | | | | | | | | |

Sheet 4 of 6 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

B6D (Official Form 6D) (12/07) - Cont.

In re One2One Communications, LLC, Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E D E B T O R H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | 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 |
|---|--------------------------------|--|---------------------|-------------------------|-----------------|---|---------------------------|
| | | | | | | | |
| Account No. Sterling National Bank 500 7th Avenue New York, NY 10018 | - | UCC-1 Lien/Lease Agreement; Paid-in-full One (1) Ricoh Printer System | | | | 0.00 | Unknown |
| Value \$ | | Unknown | | | | | |
| Account No. Saul Levy 71 Maple Avenue Morristown, NJ 07960 | | On behalf of: Sterling National Bank | | | | Notice Only | |
| Value \$ | | | | | | | |
| Account No. Susquehana Commercial Finance, Inc. 1566 Medical Drive Suite 201 Pottstown, PA 19464 | - | UCC-1/Assignment of Lease Agreement from Summit Funding Group, Inc.; Pd-in-Full | | | | 0.00 | Unknown |
| Value \$ | | Unknown | | | | | |
| Account No. Summit Funding Group, Inc. One Northlake Place 11500 Cincinnati, OH 45249 | | On behalf of: Susquehana Commercial Finance, Inc. | | | | Notice Only | |
| Value \$ | | | | | | | |
| Account No. UCC Direct Services PO Box 29071 Glendale, CA 91209-9071 | | On behalf of: Susquehana Commercial Finance, Inc. | | | | Notice Only | |
| Value \$ | | | | | | | |
| Subtotal | | | | | | 0.00 | 0.00 |
| (Total of this page) | | | | | | | |

Sheet 5 of 6 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

0.00 0.00

In re One2One Communications, 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 \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

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

B6E (Official Form 6E) (4/10) - Cont.

In re One2One Communications, LLC

Case No. _____

Debtor

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

**Taxes and Certain Other Debts
Owed to Governmental Units**

| CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E B O R | H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y | D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M | C O N T I N G E N T | U N D I S P U T E D | D I S P U T E D | A M O U N T O F C L A I M | AMOUNT NOT ENTITLED TO PRIORITY, IF ANY |
|---|---------------------------------|--|--|--|--|--------------------------------------|---|--|
| | | | | | | | | A M O U N T E N T I T L E D T O P R I O R I T Y |
| Account No. Illinois Department of Revenue 101 West Jefferson Street Springfield, IL 62736-0001 | - | | For notice purposes only. | | | | 0.00 | 0.00 |
| Account No. Internal Revenue Service Special Procedures PO Box 744 Springfield, NJ 07081-0744 | - | | For notice purposes only. | | | | 0.00 | 0.00 |
| Account No. Internal Revenue Service District Director 955 South Springfield Avenue PO Box 724 Springfield, NJ 07081 | - | | For notice purposes only. | | | | 0.00 | 0.00 |
| Account No. Internal Revenue Services PO Box 7346 Philadelphia, PA 19101-7346 | - | | For notice purposes only. | | | | 0.00 | 0.00 |
| Account No. State of Illinois Office of the Attorney General 100 West Randolph Street Chicago, IL 60601 | - | | For notice purposes only. | | | | 0.00 | 0.00 |
| Subtotal (Total of this page) | | | | | | | 0.00 | 0.00 |

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/10) - Cont.

In re One2One Communications, LLC

Case No. _____

Debtor

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

**Taxes and Certain Other Debts
Owed to Governmental Units**

| CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.) | C O D E B O R | H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y | D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M | TYPE OF PRIORITY | | | A M O U N T O F C L A I M | AMOUNT NOT ENTITLED TO PRIORITY, IF ANY |
|---|---------------------------------|--|--|--|--|--------------------------------------|---|--|
| | | | | 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 | | A M O U N T E N T I T L E D T O P R I O R I T Y |
| Account No. | | | For notice purposes only. | | | | | |
| State of New Jersey Division of Taxation Sales & Use Tax PO Box 999 Trenton, NJ 08625 | - | | | | | | 0.00 | 0.00 |
| Account No. | | | For notice purposes only. | | | | | |
| State of New Jersey Division of Taxation - Gross Income Tax 50 Barrack Street PO Box 269 Trenton, NJ 08625 | - | | | | | | 0.00 | 0.00 |
| Account No. | | | For notice purposes only. | | | | | |
| State of New Jersey Department of Labor Division of Employer Accounts PO Box 379 Trenton, NJ 08625 | - | | | | | | 0.00 | 0.00 |
| Account No. | | | For notice purposes only. | | | | | |
| State of New Jersey Office of the Attorney General Hughes Justice Complex, 25 Market St. PO Box 113 Trenton, NJ 08625-0112 | - | | | | | | 0.00 | 0.00 |
| Account No. | | | For notice purposes only. | | | | | |
| United States Attorney 970 Broad Street Fifth Floor Newark, NJ 07102 | - | | | | | | 0.00 | 0.00 |
| Subtotal | | | | | | | 0.00 | 0.00 |
| (Total of this page) | | | | | | | 0.00 | 0.00 |
| Total | | | | | | | 0.00 | 0.00 |
| (Report on Summary of Schedules) | | | | | | | 0.00 | 0.00 |

Sheet 2 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

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

In re **One2One Communications, 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.) | Husband, Wife, Joint, or Community | | | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM |
|---|--------------------------------------|------------------|---|------------|--------------|----------|-------------------|
| | C O D E B T O R | H W J C | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | | | | |
| Account No. American Litho 160 East Elk Trail Carol Stream, IL 60188 | | - | | | | | 4,323.90 |
| Account No. B&B Maintenance 537 Capital Dirve Lake Zurich, IL 60047 | | - | | | | | 1,195.00 |
| Account No. Bell and Howell, LLC 3791 South Alston Avenue Durham, NC 27713 | | - | Reimbursement of utility charges | | | | 90,742.50 |
| Account No. Bruce Heverly 9 Cobblestone Lane Long Valley, NJ 07853 | | - | | | | | 67,543.02 |
| Subtotal (Total of this page) | | | | | | | 163,804.42 |

6 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re One2One Communications, LLC

Case No. _____

Debtor

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B 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 | | | | |
| Account No. Enterprise Group 14544 Collections Center Drive Chicago, IL 60693 | | - | | | | | 36,162.52 |
| Account No. Fox O'Neill & Shannon 622 North Water Suite 500 Milwaukee, WI 53202 | | - | | | | | 316,183.99 |
| Account No. Hewlett Packard PO Box 101149 Atlanta, GA 30392 | | - | | | | | 65,395.04 |
| Account No. Impact Networking, LLC 953 Northpoint Boulevard Waukegan, IL 60085 | | - | | | | | 19.50 |
| Account No. Joanne Heverly 9 Cobblestone Lane Long Valley, NJ 07853 | | - | | | | | 1,396,423.00 |
| Subtotal (Total of this page) | | | | | | | 1,814,184.05 |

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

B6F (Official Form 6F) (12/07) - Cont.

In re One2One Communications, LLC

Case No. _____

Debtor

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B O R | Husband, Wife, Joint, or Community | | C O N T R I B U T I O N | U N P A I D | D I S P U T E D | AMOUNT OF CLAIM | |
|--|---------------------------------|------------------------------------|--|--|----------------------------|--------------------------------------|----------------------------------|-------------------|
| | | H W J C | | | | | | |
| Account No. Key Equipment Finance, Inc. PO Box 74713 Cleveland, OH 44194-0796 | | | | | | | 31,112.18 | |
| Account No. Mackay, Mitchell Envelope Company PO Box 86 Minneapolis, MN 55486 | | | | | | | 66,580.45 | |
| Account No. McElroy Deutsch Mulvaney & Carpenter 1300 Mt. Kemble Avenue Morristown, NJ 07960 | | | | | | | 483,146.57 | |
| Account No. Michael Sweeney 213 Bear Creek Road Andover, NJ 07821 | | | | | | | 30,500.25 | |
| Account No. NextPort Communications 355 N. Schubert Street Palatine, IL 60067 | | | | | | | 2,101.00 | |
| Sheet no. <u>2</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 613,440.45 |

B6F (Official Form 6F) (12/07) - Cont.

In re One2One Communications, LLC

Case No. _____

Debtor

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B O R | Husband, Wife, Joint, or Community | | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | 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 | | | | | | |
| Account No. Press America 661 Fargo Avenue Elk Grove Village, IL 60007 | | | - | | | | | 2,322.00 |
| Account No. Priority Envelope PO Box 9201 Minneapolis, MN 55480-9201 | | | - | | | | | 3,767.30 |
| Account No. Quad/Graphics, Inc. International Headquarters N61 W23044 Harrys Way Sussex, WI 53089 | X | | - | January 31, 2012 Judgment obtained; appeal filed Subject to setoff. | X | X | X | 9,317,282.00 |
| Account No. Case No. 09-CV-99-JPS Clerk, United States District Court Eastern District of Wisconsin 362 United States Courthouse 517 East Wisconsin Avenue Milwaukee, WI 53202 | | | | | | | | Notice Only |
| Account No. Case No. 12-L-050767 Dorothy Brown, Clerk Circuit Court of Cook County, Illinois Room 801, Richard J. Daley Center 50 W. Washington Street Chicago, IL 60602 | | | | | | | | Notice Only |
| Subtotal (Total of this page) | | | | | | | | 9,323,371.30 |

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

B6F (Official Form 6F) (12/07) - Cont.

In re One2One Communications, LLC

Case No. _____

Debtor

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E 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. | | | | | | | |
| Godfrey & Kahn, S.C. Attn. Michael D. Huitink, Daniel T. Flaherty, and Mark E. Schmidt, Esqs. 780 North Water Street Milwaukee, WI 53202-3590 | | | | | | | Notice Only |
| Account No. | | | | | | | |
| Jennifer Perez, Clerk Superior Court of New Jersey Richard J. Hughes Justice Complex PO Box 971 Trenton, NJ 08625-0971 | | | | | | | Notice Only |
| Account No. | | | | | | | |
| Saion Marrow Dyckman Newman & Broudy 292 Madison Avenue New York, NY 10017 | | | | | | | Notice Only |
| Account No. | | | | | | | |
| Spilotro Law Group, LLC Attn. Daniel J. Spilotro, Esq. 21 N. Clark Street, Suite 405 Chicago, IL 60614 | | | | | | | Notice Only |
| Account No. | | | | | | | |
| Reis Graphics 12727 West Custer Avenue Butler, WI 53007 | | | | | | | 2,509.23 |
| Subtotal (Total of this page) | | | | | | | 2,509.23 |

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

B6F (Official Form 6F) (12/07) - Cont.

In re One2One Communications, LLC

Case No. _____

Debtor

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B O R R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|---|--------------------------------------|------------------------------------|--|--|--------------------------------------|--|
| | | H W J C | | | | |
| Account No. Richard Brammer N7193 Grenning Farm Road Elkhorn, WI 53121 | - | Former Chief Operating Officer | X | X | X | 88,500.00 |
| Account No. Ricoh Production Print Solutions, LLC PO Box 644225 Pittsburgh, PA 15264 | - | | | | | 107,279.74 |
| Account No. The Hartford PO Box 2907 Hartford, CT 06104 | - | | | | | 20,324.55 |
| Account No. U-Line 2200 South Lakeside Drive Waukegan, IL 60085-8361 | - | | | | | 2,316.85 |
| Account No. Winter, Kloman, Motor & Repp, S.C. 1040 Oconomowoc Parkway Oconomowoc, WI 53066 | - | | | | | 16,987.00 |
| Sheet no. <u>5</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) 235,408.14 |

B6F (Official Form 6F) (12/07) - Cont.

In re One2One Communications, LLC, Debtor

Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E D E B I T O R | H W J C | Husband, Wife, Joint, or Community | | | A M O U N T O F C L A I M |
|---|---|------------------|---|--|--|---|
| | | | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | C O N T I N G E N T | U N L I Q U I T E D | |
| Account No. Wise Business Forms PO Box 890530 Charlotte, NC 28289 | | - | | | | 1,229.40 |
| Account No. | | | | | | |
| Account No. | | | | | | |
| Account No. | | | | | | |
| Account No. | | | | | | |

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

Subtotal
(Total of this page)

1,229.40

Total
(Report on Summary of Schedules)

12,153,946.99

In re One2One Communications, 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. |
|--|--|
| <p>Bell and Howell, LLC 3791 South Alston Avenue Durham, NC 27713</p> | <p>Agreement for Sharing Utility Charges</p> |
| <p>CIVF I-IL1M02, LLC 518 17th Street Suite 800 Denver, CO 80202</p> | <p>Debtor is a Tenant in Agreement of Lease dated October 1, 2011 through March 31, 2015 for the rental of the premises located at 730-770 South Wolf Road, Wheeling, Illinois</p> |
| <p>DCT Industrial OP Partnership, LP Attn: DCT Property Management, LLC Department 1379 Denver, CO 80256</p> | <p>In connection with Agreement of Lease between Debtor and CIVF I-IL1M02, LLC dated October 1, 2011 through March 31, 2015 for the rental of the premises located at 730-770 South Wolf Road, Wheeling, Illinois</p> |
| <p>Hewlett-Packard Company 810 Bull Lea Run Lexington, KY 40511</p> | <p>Customer Agreement for Software April 1, 2012 - March 31, 2013</p> |
| <p>Key Equipment Finance, Inc. PO Box 74713 Cleveland, OH 44194-0796</p> | <p>Debtor is a Lessee to a Lease Agreement, dated 7/20/09; IS 7000 RIP/Touch Panel Display</p> |
| <p>Richard Brammer N7193 Grenning Farm Road Elkhorn, WI 53121</p> | <p>Separation from Employment Agreement</p> |

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

In re One2One Communications, LLC

Case No. _____

Debtor

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 |
|--|---|
| Bruce Heverly 9 Cobblestone Lane Long Valley, NJ 07853 | Quad/Graphics, Inc. International Headquarters N61 W23044 Harrys Way Sussex, WI 53089 |
| Bruce Heverly 9 Cobblestone Lane Long Valley, NJ 07853 | Bank of America, N.A. PO Box 660576 Dallas, TX 75266 |
| Joanne Heverly 9 Cobblestone Lane Long Valley, NJ 07853 | Bank of America, N.A. PO Box 660576 Dallas, TX 75266 |
| Joli, Inc. PO Box 705 Hackettstown, NJ 07840 | Bank of America, N.A. PO Box 660576 Dallas, TX 75266 |

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

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

In re One2One Communications, 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 Chief Executive Officer 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 26 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date July 10, 2012

Signature /s/ Bruce Heverly

**Bruce Heverly
Chief Executive Officer**

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) (04/10)

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

In re One2One Communications, 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. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

I. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| AMOUNT | SOURCE |
|-----------------------|---|
| \$3,100,162.00 | 2012; January 1, 2012 - May 31, 2012: Gross Revenues Exclusive of Postage Deposit Accounts Expense |
| \$7,115,578.00 | 2011: Gross Revenues Exclusive of Postage Deposit Accounts Expense |
| \$7,077,309.00 | 2010: Gross Revenues Exclusive of Postage Deposit Accounts Expense |

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, 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. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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 credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS | AMOUNT PAID | AMOUNT STILL OWING |
|------------------------------|-------------------|-------------|--------------------|
|------------------------------|-------------------|-------------|--------------------|

None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS/ TRANSFERS | AMOUNT PAID OR VALUE OF TRANSFERS | AMOUNT STILL OWING |
|--|---------------------------------|---|-----------------------|
| American Express Solutions LLC PO Box 1270 Newark, NJ 07101 | April 30, 2012 - June 30, 2012 | \$66,166.49 | \$0.00 |
| McElroy Deutsch Mulvaney & Carpenter 1300 Mt. Kemble Avenue Morristown, NJ 07960 | May 4, 2012; May 21, 2012 | \$10,832.23 | \$483,146.57 |
| Fox O'Neill & Shannon 622 North Water Suite 500 Milwaukee, WI 53202 | April 18, 2012 - June 27, 2012 | \$31,000.00 | \$316,183.99 |
| Mackay, Mitchell Envelope Company PO Box 86 Minneapolis, MN 55486 | April 27, 2012 - July 5, 2012 | \$267,107.16 | \$66,580.45 |
| Bell and Howell, LLC 3791 South Alston Avenue Durham, NC 27713 | May 8, 2012; June 20, 2012 | \$49,420.98 | \$90,742.50 |
| Ricoh Production Print Solutions, LLC PO Box 644225 Pittsburgh, PA 15264 | April 24, 2012 - July 2, 2012 | \$257,772.18 | \$107,279.74 |
| Enterprise Group 14544 Collections Center Drive Chicago, IL 60693 | April 24, 2012 - July 5, 2012 | \$100,926.83 | \$36,162.52 |

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

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS/ TRANSFERS | AMOUNT PAID OR VALUE OF TRANSFERS | AMOUNT STILL OWING |
|---|--------------------------------|-----------------------------------|--------------------|
| Ricoh Americas Corporation PO Box 4245 Carol Stream, IL 60197 | April 30, 2012 - July 6, 2012 | \$122,032.00 | \$1,433,876.00 |
| Express Employment Professionals PO Box 841634 Dallas, TX 75284 | May 1, 2012 - July 6, 2012 | \$89,606.30 | \$0.00 |
| The Hartford PO Box 2907 Hartford, CT 06104 | June 15, 2012 | \$6,405.45 | \$20,324.55 |
| Hewlett Packard PO Box 101149 Atlanta, GA 30392 | May 11, 2012 - July 6, 2012 | \$32,697.52 | \$65,395.04 |
| Bank of America Credit Express PO Box 982238 El Paso, TX 79998-2238 | July 10, 2012 | \$6,014.08 | \$0.00 |
| American Litho 160 East Elk Trail Carol Stream, IL 60188 | April 16, 2012 - June 20, 2012 | \$32,085.05 | \$4,323.90 |
| Press America 661 Fargo Avenue Elk Grove Village, IL 60007 | April 30, 2012 - June 1, 2012 | \$13,174.03 | \$2,322.00 |
| Key Equipment Finance, Inc. PO Box 74713 Cleveland, OH 44194-0796 | May 8, 2012 - July 10, 2012 | \$7,636.63 | \$31,112.18 |
| Al Sparks 1301 Timmie Drive Racine, WI 53406 | April 11, 2012 - July 6, 2012 | \$12,570.25 | \$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 |
|---|-----------------|-------------|--------------------|
| To be provided. | | | |

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 |
|---|----------------------|---|---|
| Quad/Graphics, Inc. v. One2One Communications, LLC and Bruce Heverly Case No. 09-cv-99-JPS | Breach of Contract | United States District Court Eastern District of Wisconsin | Judgment in favor of Plaintiff; Appeal by Defendants pending; mediation requested |

| CAPTION OF SUIT AND CASE NUMBER | NATURE OF PROCEEDING | COURT OR AGENCY AND LOCATION | STATUS OR DISPOSITION |
|--|--------------------------|--|-----------------------|
| Quad/Graphics, Inc. v. One2One Communications, LLC and Bruce Heverly Case No. 12-L-050767 | Registration of Judgment | Circuit Court of Cook County, Illinois | Pending |
| Quad/Graphics, Inc. v. One2One Communications, LLC and Bruce Heverly Judgment No. DJ-134486-12 | Registration of Judgment | Superior Court of New Jersey Morris County | Pending |

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

| NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED | DATE OF SEIZURE | DESCRIPTION AND VALUE OF PROPERTY |
|--|-----------------|-----------------------------------|
|--|-----------------|-----------------------------------|

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 |
|------------------------------|--------------------|-----------------------------------|
|------------------------------|--------------------|-----------------------------------|

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 |
|-------------------------------|--|---------------|-----------------------------------|
|-------------------------------|--|---------------|-----------------------------------|

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 |
|--|--------------------------------|-------------------|-------------------------------|
| Local 301 PBA 1 East Springtown Road Long Valley, NJ 07853 | | October 25, 2011 | \$500 |
| Greater Chicago Food Bank 400 West Ann Lurie Place Chicago, IL 60632 | | February 24, 2012 | \$500 |

| NAME AND ADDRESS OF PERSON OR ORGANIZATION | RELATIONSHIP TO DEBTOR, IF ANY | DATE OF GIFT | DESCRIPTION AND VALUE OF GIFT |
|---|--------------------------------|----------------|-------------------------------|
| Boys Clubs of America 1275 Peachtree Street NE Atlanta, GA 30309-3506 | | March 31, 2012 | \$10,000 |
| New Life Covenant Church PO Box 479269 Chicago, IL 60647 | | April 30, 2012 | \$100 |

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 |
|--|--|--------------|
| Corporate formation and governance documents | Flooding from Hurricane Irene | August 2011 |

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 |
|---|---|--|
| Trenk, DiPasquale, Della Fera & Sodono 347 Mount Pleasant Avenue Suite 300 West Orange, NJ 07052 | June 28, 2012 | \$15,000 |
| Trenk, DiPasquale, Della Fera & Sodono 347 Mount Pleasant Avenue Suite 300 West Orange, NJ 07052 | July 2, 2012 | \$20,000 |
| Trenk, DiPasquale, Della Fera & Sodono 347 Mount Pleasant Avenue Suite 300 West Orange, NJ 07052 | July 5, 2012 | \$15,000 |

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 |
|--|------|--|
|--|------|--|

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 |
|-------------------------------|------------------------|---|
|-------------------------------|------------------------|---|

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 |
|--|--|------------------------------------|
| Wachovia/Wells Fargo Bank High Street Hackettstown, NJ 07840 | Checking Account No. ending 5848 | \$0.00; December 31, 2011 |

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 |
|--|---|-------------------------|---------------------------------------|
|--|---|-------------------------|---------------------------------------|

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 |
|------------------------------|----------------|------------------|
|------------------------------|----------------|------------------|

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 |
|---------------------------|-----------------------------------|----------------------|
|---------------------------|-----------------------------------|----------------------|

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 |
|--|-----------------------------|--------------------------|
| 401 East South Frontage Road Bolingbrook, IL 60440-3063 | One2One Communications, LLC | May 2007 - July 15, 2009 |

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 |
|-----------------------|---------------------------------------|----------------|-------------------|
|-----------------------|---------------------------------------|----------------|-------------------|

- 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 |
|-----------------------|---------------------------------------|----------------|-------------------|
|-----------------------|---------------------------------------|----------------|-------------------|

- 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 |
|---------------------------------------|---------------|-----------------------|
|---------------------------------------|---------------|-----------------------|

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 |
|------|--|---------|--------------------|----------------------------|
|------|--|---------|--------------------|----------------------------|

- 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 |
|------|---------|
|------|---------|

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 |
|---|-------------------------|
| Michael Sweeney, Secretary 213 Bear Creek Road Andover, NJ 07821 | |

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 |
|------|---------|-------------------------|
|------|---------|-------------------------|

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 |
|-----------------------------------|--|
| Michael Sweeney, Secretary | 213 Bear Creek Road Andover, NJ 07821 |

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 |
|------------------|-------------|
|------------------|-------------|

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) |
|-------------------|----------------------|---|
|-------------------|----------------------|---|

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 |
|-------------------|---|
|-------------------|---|

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 |
|------------------|--------------------|------------------------|
|------------------|--------------------|------------------------|

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

| NAME AND ADDRESS | TITLE | NATURE AND PERCENTAGE OF STOCK OWNERSHIP |
|---|-------------------------|--|
| Bruce Heverly 9 Cobblestone Lane Long Valley, NJ 07853 | Chief Executive Officer | 0% |
| Joanne Heverly 9 Cobblestone Lane Long Valley, NJ 07853 | President | 0% |
| Michael Sweeney 213 Bear Creek Road Andover, NJ 07821 | Secretary | 0% |
| Joli, Inc. PO Box 705 Hackettstown, NJ 07840 | Sole Member | 100% |

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 |
|------|---------|--------------------|
|------|---------|--------------------|

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 |
|------------------|-------|---------------------|
|------------------|-------|---------------------|

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 |
|---|--------------------------------|--|
|---|--------------------------------|--|

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 July 10, 2012

Signature /s/ Bruce Heverly
Bruce Heverly
Chief Executive Officer

[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

United States Bankruptcy Court
District of New Jersey

In re One2One Communications, 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 \$ N/A
Prior to the filing of this statement I have received \$ 26,040.00
Balance Due \$ N/A

2. \$ 1,046.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:

Debtor Other (specify):

4. The source of compensation to be paid to me is:

Debtor Other (specify):

5. 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.

6. 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]

7. 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: July 10, 2012

/s/ Richard D. Trenk
Richard D. Trenk
Trenk, DiPasquale, Della Fera & Sodono, P.C.
347 Mount Pleasant Avenue
Suite 300
West Orange, NJ 07052
973-243-8600 Fax: 973-243-8677

United States Bankruptcy Court
District of New Jersey

In re One2One Communications, 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 |
|---|-------------------|-------------------------|---------------------|
| Joli, Inc. PO Box 705 Hackettstown, NJ 07840 | | | 100% |

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer 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 July 10, 2012

Signature /s/ Bruce Heverly
Bruce Heverly
Chief Executive Officer

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 One2One Communications, LLC

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Chief Executive Officer 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.

American Litho
160 East Elk Trail
Carol Stream, IL 60188

B&B Maintenance
537 Capital Dirve
Lake Zurich, IL 60047

Bank of America, N.A.
PO Box 660576
Dallas, TX 75266

Bank of America, N.A.
1075 Main Street
Waltham, MA 02451

BBH Financial Services
995 Dalton Avenue
Cincinnati, OH 45203

Bell and Howell, LLC
3791 South Alston Avenue
Durham, NC 27713

BMT Leasing, Inc.
6 South Bryn Mawr Avenue
Bryn Mawr, PA 19010

BMT Leasing, Inc.
PO Box 692
Bryn Mawr, PA 19010

Bruce Heverly
9 Cobblestone Lane
Long Valley, NJ 07853

Centennial Coverages, Inc.
PO Box 441433
Aurora, CO 80044

CIVF I-IL1M02, LLC
518 17th Street
Suite 800
Denver, CO 80202

Clerk, United States District Court
Eastern District of Wisconsin
362 United States Courthouse
517 East Wisconsin Avenue
Milwaukee, WI 53202

DCT Industrial OP Partnership, LP
Attn: DCT Property Management, LLC
Department 1379
Denver, CO 80256

Diligenz, Inc.
6500 Harbour Heights Parkway
Suite 400
Mukilteo, WA 98275

Dorothy Brown, Clerk
Circuit Court of Cook County, Illinois
Room 801, Richard J. Daley Center
50 W. Washington Street
Chicago, IL 60602

Empire Financial Funding, Inc.
415 State Route 10
Suite 3
Randolph, NJ 07869

Enterprise Group
14544 Collections Center Drive
Chicago, IL 60693

Fox O'Neill & Shannon
622 North Water
Suite 500
Milwaukee, WI 53202

General Electric Capital Corp.
1961 Hirst Drive
Moberly, MO 65270

Godfrey & Kahn, S.C.
Attn. Michael D. Huitink, Daniel T.
Flaherty, and Mark E. Schmidt, Esqs.
780 North Water Street
Milwaukee, WI 53202-3590

Hewlett Packard
PO Box 101149
Atlanta, GA 30392

Hewlett-Packard Company
810 Bull Lea Run
Lexington, KY 40511

Illinois Department of Revenue
101 West Jefferson Street
Springfield, IL 62736-0001

Impact Networking, LLC
953 Northpoint Boulevard
Waukegan, IL 60085

Internal Revenue Service
Special Procedures
PO Box 744
Springfield, NJ 07081-0744

Internal Revenue Service
District Director
955 South Springfield Avenue
PO Box 724
Springfield, NJ 07081

Internal Revenue Services
PO Box 7346
Philadelphia, PA 19101-7346

Jennifer Perez, Clerk
Superior Court of New Jersey
Richard J. Hughes Justice Complex
PO Box 971
Trenton, NJ 08625-0971

Joanne Heverly
9 Cobblestone Lane
Long Valley, NJ 07853

Joli, Inc.
PO Box 705
Hackettstown, NJ 07840

Key Equipment Finance, Inc.
PO Box 74713
Cleveland, OH 44194-0796

Mackay, Mitchell Envelope Company
PO Box 86
Minneapolis, MN 55486

Macrolease Corporation
1 West Ames Court
Plainview, NY 11803

Main Street Bank
Studebaker Worthington Leasing Division
100 Jericho Quadrangle
Jericho, NY 11753

McElroy Deutsch Mulvaney & Carpenter
1300 Mt. Kemble Avenue
Morristown, NJ 07960

Michael Sweeney
213 Bear Creek Road
Andover, NJ 07821

NextPort Communications
355 N. Schubert Street
Palatine, IL 60067

Press America
661 Fargo Avenue
Elk Grove Village, IL 60007

Priority Envelope
PO Box 9201
Minneapolis, MN 55480-9201

Quad/Graphics, Inc.
International Headquarters
N61 W23044 Harrys Way
Sussex, WI 53089

Reis Graphics
12727 West Custer Avenue
Butler, WI 53007

Richard Brammer
N7193 Grenning Farm Road
Elkhorn, WI 53121

Ricoh Americas Corporation
PO Box 4245
Carol Stream, IL 60197

Ricoh Americas Corporation
Five Dedrick Place
Caldwell, NJ 07006

Ricoh Production Print Solutions, LLC
PO Box 644225
Pittsburgh, PA 15264

Salon Marrow Dyckman Newman & Broudy
292 Madison Avenue
New York, NY 10017

Saul Levy
71 Maple Avenue
Morristown, NJ 07960

Saul Levy
415 State Route 10
Suite 3
Randolph, NJ 07869

Sovereign Bank
3 Huntington Quadrangle
Melville, NY 11747

Spilotro Law Group, LLC
Attn. Daniel J. Spilotro, Esq.
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Sales & Use Tax
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State of New Jersey
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State of New Jersey
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Division of Employer Accounts
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Wise Business Forms
PO Box 890530
Charlotte, NC 28289

United States Bankruptcy Court
District of New Jersey

In re One2One Communications, 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 One2One Communications, 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:

Joli, Inc.
PO Box 705
Hackettstown, NJ 07840

None [*Check if applicable*]

July 10, 2012

Date

/s/ Richard D. Trenk

Richard D. Trenk

Signature of Attorney or Litigant

Counsel for One2One Communications, LLC

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