

B1 (Official Form 1)(04/13)

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Carlee Corp.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 22-1524807	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): 28 Piermont Road Rockleigh, NJ ZIP Code 07647	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Bergen	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP Code	Mailing Address of Joint Debtor (if different from street address): 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 \$2,490,925 (amount subject to adjustment on 4/01/16 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).
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Statistical/Administrative Information

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

Estimated Number of Creditors

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

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

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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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): Carlee Corp.</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: District of New Jersey Newark Vicinage	Case Number: 03-22058-DHS	Date Filed: 4/11/03
Location Where Filed:	Case Number:	Date Filed:

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

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

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

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

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

No.

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

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

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

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

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

(Check all applicable boxes)

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

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

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):
Carlee Corp.

Signatures

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

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

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
 Signature of Debtor

X _____
 Signature of Joint Debtor

 Telephone Number (If not represented by attorney)

 Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
 Signature of Foreign Representative

 Printed Name of Foreign Representative

 Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

 Address

X _____
 Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

Signature of Attorney*

X /s/ Rosemarie E. Matera
 Signature of Attorney for Debtor(s)

Rosemarie E. Matera
 Printed Name of Attorney for Debtor(s)

Kurtzman Matera, P.C.
 Firm Name

664 Chestnut Ridge Road
Spring Valley, NY 10977

 Address

Email: law@kmpclaw.com

(845) 352-8800 Fax: (845) 352-8865
 Telephone Number

May 31, 2013
 Date

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Bruce A. Burgermaster
 Signature of Authorized Individual

Bruce A. Burgermaster
 Printed Name of Authorized Individual

President
 Title of Authorized Individual

May 31, 2013
 Date

B4 (Official Form 4) (12/07)

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

In re Carlee Corp.

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>
Advance Electric 96 Ruckman Ave Hillsdale, NJ 07642	Advance Electric 96 Ruckman Ave Hillsdale, NJ 07642			37,218.00
Base Plastics Inc. 4 Glenshaw St. Orangeburg, NY 10962	Base Plastics Inc. 4 Glenshaw St. Orangeburg, NY 10962			6,670.00
Boro of Rockleigh 26 Rockleigh Rd. Rockleigh, NJ 07647	Boro of Rockleigh 26 Rockleigh Rd. Rockleigh, NJ 07647			12,907.00
Brenntag Specialties, Inc. 100 Coolidge St. South Plainfield, NJ 07080	Brenntag Specialties, Inc. 100 Coolidge St. South Plainfield, NJ 07080			36,159.00
Celanese Ltd 14355 Highway 221 Enoree, SC 29335	Celanese Ltd 14355 Highway 221 Enoree, SC 29335			47,541.00
Citibank PO Box 769018 San Antonio, TX 78245	Citibank PO Box 769018 San Antonio, TX 78245			137,823.00
Custom Nonwoven Inc. 1344 N. Sherman St. Allentown, PA 18109	Custom Nonwoven Inc. 1344 N. Sherman St. Allentown, PA 18109			60,369.00
Dewtex Inc. PO Box 1387 Toccoa, GA 30577	Dewtex Inc. PO Box 1387 Toccoa, GA 30577			3,467.00
Eddy's Intl Co. 115 Canfield Hill Dr. Gaithersburg, MD 20878	Eddy's Intl Co. 115 Canfield Hill Dr. Gaithersburg, MD 20878			4,000.00
Friedman LLP 100 East Eagle Rock Ave. East Hanover, NJ 07936	Friedman LLP 100 East Eagle Rock Ave. East Hanover, NJ 07936			7,648.00
Industrial Paper Tube 1335 E Bay Ave. Bronx, NY 10474	Industrial Paper Tube 1335 E Bay Ave. Bronx, NY 10474			4,323.00
Jeffco Fibers, Inc. 12 Park St. Webster, MA 01570	Jeffco Fibers, Inc. 12 Park St. Webster, MA 01570			45,308.00

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

In re **Carlee Corp.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Matador Convertisseurs 270 De Louvain Quest MONTREAL QUEBEC H2N1B6	Matador Convertisseurs 270 De Louvain Quest MONTREAL QUEBEC H2N1B6			6,706.00
Milberg Factors 4 Computer Drive West Suite 200 Albany, NY 12205	Milberg Factors 4 Computer Drive West Suite 200 Albany, NY 12205			166,391.00
NJM Insurance Co. 301 Sullivan Way Trenton, NJ 08628	NJM Insurance Co. 301 Sullivan Way Trenton, NJ 08628			4,831.00
Peter Spitalny 14 Pheasant Lane Albany, NY 12204	Peter Spitalny 14 Pheasant Lane Albany, NY 12204			151,692.00
PSE&G PO Box 14444 New Brunswick, NJ 08906	PSE&G PO Box 14444 New Brunswick, NJ 08906			3,717.00
Sunoco Wex Bank PO Box 3440 Boston, MA 02241	Sunoco Wex Bank PO Box 3440 Boston, MA 02241			18,350.00
Treasury State of NJ Dept of Revenue PO Box 417 Trenton, NJ 08646	Treasury State of NJ Dept of Revenue PO Box 417 Trenton, NJ 08646			5,400.00
US Fibers PO Box 602815 Charlotte, NC 28260	US Fibers PO Box 602815 Charlotte, NC 28260			23,526.00

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

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

Date May 31, 2013

Signature /s/ Bruce A. Burgermaster
Bruce A. Burgermaster
President

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

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

In re Carlee Corp.
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	2,100,000.00		
B - Personal Property	Yes	4	605,197.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		874,400.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	8		23,320.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	14		837,069.00	
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		31			
Total Assets			2,705,197.00		
Total Liabilities				1,734,789.00	

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

In re Carlee Corp.
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)		

RESOLUTION

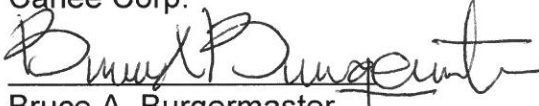
THE UNDERSIGNED, being the President of Carlee Corp, Inc., a corporation, organized under the laws of the State of New Jersey, does hereby certify that at a Special Meeting of the members of said company duly held on May 30, 2013 at which all of the members were present and acting the following resolution was duly adopted:

"WHEREAS, this company is unable to meet its debts as they mature, be it

RESOLVED, that the company, through its President Bruce A. Burgermaster, be and it hereby is authorized to take such steps as may be necessary in the best interests of the company and the creditors, including, but not limited to, the filing of a petition for relief under Chapter 11 of U.S. Bankruptcy Code; to sign such petitions and affidavits as may be required in said proceedings; and it is hereby authorized and empowered to retain the firm of Kurtzman Materna, P.C., 664 Chestnut Ridge Road Spring Valley, New York 10977, and 164 Phelps Avenue, Cresskill, New Jersey 07626, as its attorneys in this matter.

IN WITNESS WHEREOF, I have signed the certificate by Order of said members this 31st day of May 2013.

Carlee Corp.



Bruce A. Burgermaster
President

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

In re Carlee Corp. 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
Commercial Building located at 28 Piermont Road, Rockleigh, New Jersey	Fee Simple	-	2,100,000.00	842,210.00

Sub-Total > **2,100,000.00** (Total of this page)
 Total > **2,100,000.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Carlee Corp.

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.		Checking Account PNC Bank	-	4,029.00
		Payroll Checking Account PNC Bank	-	4,446.00
		Checking Account Chase	-	0.00
		Checking Account Citibank	-	3,300.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Security Deposit with Orange and Rockland	-	11,305.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total >	23,080.00
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

In re Carlee Corp. Case No. _____
 Debtor

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts Receivables	-	485,000.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **485,000.00**
 (Total of this page)

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

In re Carlee Corp. Case No. _____
 Debtor

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2007 Dodge Caravan.	-	2,416.00
		2008 UD.	-	12,000.00
		1998 Freightliner and 2005 Sterling AT 9500	-	Unknown
		2000 Muitsubishi Forklift	-	Unknown
		1997 Yale Forklift	-	Unknown
		1980 Yale Forklift	-	Unknown
		1998 International 9100	-	Unknown
		1978 Dorsey Trailer	-	Unknown
		1980 Dorsey Trailer	-	Unknown
		3 1993 Dorsey Trailers	-	Unknown
		1986 Fruehau Trailer	-	Unknown
		19895 Great Dane Trailer	-	Unknown
		1986 Theurer Trailer	-	Unknown
		1994 Wabash Trailer	-	Unknown
		2 1996 Wabash Trailers	-	Unknown
		1998 International 4900 Truck	-	Unknown
		Sub-Total >		14,416.00
		(Total of this page)		

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

In re Carlee Corp. 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
		2005 Chrysler T&C Van	-	2,701.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office Equipment	-	5,000.00
		Cannon Copier	-	0.00
29. Machinery, fixtures, equipment, and supplies used in business.		Machinery	-	20,000.00
30. Inventory.		Inventory	-	55,000.00
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 > **82,701.00**
 (Total of this page)
 Total > **605,197.00**
 (Report also on Summary of Schedules)

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

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

In re Carlee Corp.

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. Access Capital 405 Park Ave. New York, NY 10022	X -	Mortgage and all assets of business Commercial Building located at 28 Piermont Road, Rockleigh, New Jersey						220,000.00	0.00
		Value \$ 2,100,000.00							
Account No. Cannon Financial 14904 Collections Center Dr. Chicago, IL 60693	-	Leased Copy Machine Cannon Copier						1,173.00	1,173.00
		Value \$ 0.00							
Account No. 5902 Chase Auto Finance PO Box 78068 Phoenix, AZ 85062	X -	2007 Dodge Caravan.						3,069.00	653.00
		Value \$ 2,416.00							
Account No. International Brotherhood Teamsters Local 917 20 N. Tyson Ave. NY 11011	-	Lien Commercial Building located at 28 Piermont Road, Rockleigh, New Jersey						622,210.00	0.00
		Value \$ 2,100,000.00							
Subtotal (Total of this page)								846,452.00	1,826.00

1 continuation sheets attached

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

In re Carlee Corp.
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 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. Campbell & Associates 99 Tulip Ave. Suite 404 Floral Park, NY 11001						Notice Only	
		Representing: International Brotherhood					
Account No. 1361 Liberty Financial Group PO Box 787 Marshall, MN 56258	X -					12,866.00	866.00
		2008 UD.			Value \$ 12,000.00		
Account No. 4001 Liberty Financial Group Sterns Bank, NA 500 13th St., PO Box 7501 Albany, MN 56307	X -					15,082.00	Unknown
		1998 Freightliner and 2005 Sterling AT 9500			Value \$ Unknown		
Account No.							
					Value \$		
Account No.							
					Value \$		
Subtotal (Total of this page)						27,948.00	866.00
Total (Report on Summary of Schedules)						874,400.00	2,692.00

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

In re Carlee Corp. 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 \$12,475* 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 \$6,150* 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 \$2,775* 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 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/13) - Cont.

In re Carlee Corp.
Debtor

Case No. _____

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

Wages, salaries, and commissions

TYPE OF PRIORITY

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 DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Andre D. Nelson PO Box 818 Spring Valley, NY 10977							640.00	0.00
							640.00	640.00
Account No. Bruce A. Burgermaster 11 Merrywood Court Old Tappan, NJ 07675							3,345.00	0.00
							3,345.00	3,345.00
Account No. Caled Marquez 378 Fair Street Apt. D Paterson, NJ 07501							320.00	0.00
							320.00	320.00
Account No. Carlos I Martinez 52 Oak Street Paterson, NJ 07501							360.00	0.00
							360.00	360.00
Account No. Carmelo Parra 88 Paterson Avenue Paterson, NJ 07522							380.00	0.00
							380.00	380.00
Subtotal								0.00
(Total of this page)							5,045.00	5,045.00

Sheet 1 of 7 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Carlee Corp.
Debtor

Case No. _____

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

Wages, salaries, and commissions

TYPE OF PRIORITY

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 DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Cayetano Gutierrez 73 Cedar Street Paterson, NJ 07501	-						380.00	0.00
							380.00	380.00
Account No. Christopher Torres 775 Madison Avenue Paterson, NJ 07501	-						340.00	0.00
							340.00	340.00
Account No. Clodius Cenicien 196 East Forest Ave Teaneck, NJ 07666	-						360.00	0.00
							360.00	360.00
Account No. Eduardo Gutierrez 133 Beech Street Paterson, NJ 07501	-						600.00	0.00
							600.00	600.00
Account No. Eduardo Valiente 133 Beech Street Paterson, NJ 07501	-						600.00	0.00
							600.00	600.00
Subtotal								0.00
(Total of this page)							2,280.00	2,280.00

Sheet 2 of 7 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Carlee Corp.
Debtor

Case No. _____

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

Wages, salaries, and commissions

TYPE OF PRIORITY

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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
Erica Delgato 52 Oak Street Paterson, NJ 07501		-					440.00	0.00
								440.00
Account No.								
Fran L. Marks 25 Burns Place Cresskill, NJ 07626		-					290.00	0.00
								290.00
Account No.								
Hardy J. Castor 142 Depew Ave Nyack, NY 10960		-					1,200.00	0.00
								1,200.00
Account No.								
Hijinio Vailente 481 Summer Street Paterson, NJ 07501		-					400.00	0.00
								400.00
Account No.								
Javier Sanchez 275 22 Street Paterson, NJ 07513		-					400.00	0.00
								400.00
Subtotal								0.00
(Total of this page)							2,730.00	2,730.00

Sheet **3** of **7** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Carlee Corp.
Debtor

Case No. _____

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

Wages, salaries, and commissions

TYPE OF PRIORITY

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 L I Q U I D A 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
								AMOUNT ENTITLED TO PRIORITY
Account No. Joann O'Rourke 90 Harding Avenue Dumont, NJ 07628	-						695.00	0.00
Account No. Jose Ruiz 113 Martin Street Paterson, NJ 07501	-						340.00	0.00
Account No. Joseph D. St Joy 38 Lerome Place Teaneck, NJ 07666	-						440.00	0.00
Account No. Leon Luckner 31C Fletcher Road Monsey, NY 10952	-						360.00	0.00
Account No. Luis A. Gonzalez 35 Jackson Street Apt. 1 Paterson, NJ 07501	-						360.00	0.00
Subtotal								0.00
(Total of this page)							2,195.00	2,195.00

Sheet 4 of 7 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Carlee Corp.
Debtor

Case No. _____

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

Wages, salaries, and commissions

TYPE OF PRIORITY

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 DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Luis Deonate 30 20th Ave. Paterson, NJ 07501		-					440.00	0.00
								440.00
Account No. Margarita Castillo 95 Mill Street Paterson, NJ 07501		-					360.00	0.00
								360.00
Account No. Matthew J. Napoli 1111 River Road Edgewater, NJ 07020		-					1,320.00	0.00
								1,320.00
Account No. Michele Massie 165 Livingston Street Northvale, NJ 07647		-					500.00	0.00
								500.00
Account No. Reggie Gencer 91 Spring Hill Circle Wayne, NJ 07470		-					2,310.00	0.00
								2,310.00
Subtotal								0.00
(Total of this page)							4,930.00	4,930.00

Sheet 5 of 7 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Carlee Corp.
Debtor

Case No. _____

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

Wages, salaries, and commissions

TYPE OF PRIORITY

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 DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Roberto Metellus 50 S. Franklin Nyack, NY 10960								0.00
							340.00	340.00
Account No. Sidonio B. Ruiz 113 Martin Street Paterson, NJ 07501								0.00
							400.00	400.00
Account No.								
Account No.								
Account No.								
Subtotal								0.00
(Total of this page)							740.00	740.00

Sheet **6** of **7** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Carlee Corp.
Debtor

Case No. _____

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

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

TYPE OF PRIORITY

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 DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
IRS Dept of Treasury PO Box 7346 Philadelphia, PA 19101-7346		-					0.00	0.00
Account No.								
Treasury State of NJ Dept of Revenue PO Box 417 Trenton, NJ 08646		-					5,400.00	5,400.00
Account No.								
State of NJ Division of Taxation PO Box 245 Trenton, NJ 08695			Representing: Treasury State of NJ				Notice Only	
Account No.								
Account No.								

Sheet **7** of **7** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

Total
(Report on Summary of Schedules)

0.00	0.00
5,400.00	5,400.00
0.00	0.00
23,320.00	23,320.00

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

In re Carlee Corp., Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 46 Truck Repair Inc. 92 Route 46 West Ridgefield, NJ 07657		-					1,673.00
Account No. 5190 Action Carting 451 Frellinghuysen Ave Newark, NJ 07114		-					741.00
Account No. Advance Electric 96 Ruckman Ave Hillsdale, NJ 07642		-					37,218.00
Account No. F278 Aflac 1932 Wynton Rd Columbus, GA 31999		-					38.00
Subtotal (Total of this page)							39,670.00

13 continuation sheets attached

In re Carlee Corp. 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			A M O U N T O F C L A I M
		H W J C	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. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	
Account No. 7334 Airgas East 6055 Rockside Woods Blvd Independence, OH 44131	-				286.00
Account No. 4926 AMB Combustion Services 50 Claremont Ave Wallingford, CT 06492	-				1,190.00
Account No. 1593 Atlantic Label PO Box 564 Valley Cottage, NY 10989	-				1,442.00
Account No. 7559 Base Plastics Inc. 4 Glenshaw St. Orangeburg, NY 10962	-				6,670.00
Account No. Boro of Rockleigh 26 Rockleigh Rd. Rockleigh, NJ 07647	-				12,907.00
				Subtotal (Total of this page)	22,495.00

Sheet no. 1 of 13 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

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

In re Carlee Corp. 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. Brenntag Specialties, Inc. 100 Coolidge St. South Plainfield, NJ 07080	-					36,159.00
Account No. Bruce A. Burgermaster 11 Merrywood Court Old Tappan, NJ 07675	-					25,146.00
Account No. 5861 C.H. Robinson PO Box 9121 Minneapolis, MN 55480	-					800.00
Account No. 9024 Cablevision PO Box 371378 Pittsburgh, PA 15250	-					166.00
Account No. 6860 Cartridge World Preakness Shopping Center 1220 Hamburg Tpke Wayne, NJ 07470	-					90.00
Sheet no. <u>2</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						62,361.00
Subtotal (Total of this page)						62,361.00

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

In re Carlee Corp. 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 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				
Account No. 0091 Celanese Ltd 14355 Highway 221 Enoree, SC 29335		-				47,541.00
Account No. 0753 Cintas Corp PO Box 630803 Cincinnati, OH 45263		-				325.00
Account No. Citibank PO Box 769018 San Antonio, TX 78245	X	-				137,823.00
Account No. CC Custom Nonwoven Inc. 1344 N. Sherman St. Allentown, PA 18109		-				60,369.00
Account No. D-1 Enterprise PO Box 12443 Gastonia, NC 28052		-				6.00
Sheet no. <u>3</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	246,064.00

In re Carlee Corp. 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. xRLE/1 Dewtex Inc. PO Box 1387 Toccoa, GA 30577	-					3,467.00
Account No. 5134 Direct Energy PO Box 70220 Philadelphia, PA 19176	-					3,151.00
Account No. Discount Office Supplies 146 Hudson St. Hackensack, NJ 07601	-					89.00
Account No. Eddy's Intnl Co. 115 Canfield Hill Dr. Gaithersburg, MD 20878	-					4,000.00
Account No. 9125 Fedex PO Box 371461 Pittsburgh, PA 15250	-					340.00
Sheet no. <u>4</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	11,047.00

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

In re Carlee Corp. 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. 9901 Friedman LLP 100 East Eagle Rock Ave. East Hanover, NJ 07936		-				7,648.00
Account No. Graf Metallic of America 104 Belton Drive Spartanburg, SC 29301		-			X	2,489.00
Account No. 3350 Grapek Company 126 Vine St. Terre Hill, PA 17581		-				62.00
Account No. ICA Risk Management Crossroads Corp. Center One National Blvd Suite 605 Mahwah, NJ 07495		-				1,000.00
Account No. Import Autos 572 Route 46 E/ Little Falls Fairfield, NJ 07004		-				303.00
Sheet no. <u>5</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	11,502.00

In re Carlee Corp. 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 T O R	Husband, Wife, Joint, or Community			A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. rlee					
Industrial Paper Tube 1335 E Bay Ave. Bronx, NY 10474	-				4,323.00
Account No. 1468					
J. D'Ambrozio Pest 151 W Passaic St. Suite 29 Rochelle Park, NJ 07662	-				96.00
Account No. 5010					
Jeffco Fibers, Inc. 12 Park St. Webster, MA 01570	-				45,308.00
Account No.					
Machine & Tool 108 Maryland Ave Paterson, NJ 07503	-				1,300.00
Account No.					
Maintainco PO Box 1785 South Hackensack, NJ 07606	-				116.00
Sheet no. <u>6</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	51,143.00

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

In re Carlee Corp. 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 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				
Account No.						
Manatee Enviornmental PO Box 941 Cherry Hill, NJ 08003	-					369.00
Account No.						
Matador Convertisseurs 270 De Louvain Quest MONTREAL QUEBEC H2N1B6	-					6,706.00
Account No.						
MBR Tire 390 Tonnelle Ave Jersey City, NJ 07306	-					59.00
Account No. 1600						
McMaster-Carr Supply Co. PO Box 7690 Chicago, IL 60680	-					387.00
Account No. 1277						
Milberg Factors 4 Computer Drive West Suite 200 Albany, NY 12205	-					166,391.00
Subtotal (Total of this page)						173,912.00

Sheet no. 7 of 13 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Carlee Corp. 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. 3476 Net Access Corp 9 Wing Dr. Cedar Knolls, NJ 07927	-					45.00
Account No. NJ Div. of Fire & Safety PO Box 809 Trenton, NJ 08625	-					755.00
Account No. NJ Motor Vehicle PO Box 008 Trenton, NJ 08646	-					72.00
Account No. 4312 NJM Insurance Co. 301 Sullivan Way Trenton, NJ 08628	-					4,831.00
Account No. 3754 Office Concepts 301 Greenwood Ave Midland Park, NJ 07432	-					601.00
Subtotal (Total of this page)						6,304.00

Sheet no. 8 of 13 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Carlee Corp. 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. 0890 Ohio Casualty 9450 Seward Rd Fairfield, OH 45014		-				828.00
Account No. AR48 Organic Dyestuff 65 Valley Street East Providence, RI 02914		-				536.00
Account No. Peter Spitalny 14 Pheasant Lane Albany, NY 12204		X -				151,692.00
Account No. 3017 Poland Spring PO Box 856192 Louisville, KY 40285		-				58.00
Account No. ARCO Progressive Hydraulics 350 N Midland Ave Saddle Brook, NJ 07633		-				992.00
Sheet no. <u>9</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	154,106.00

In re Carlee Corp. 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. 7201 PSE&G PO Box 14444 New Brunswick, NJ 08906	-					3,717.00
Account No. Rando Machine PO Box 614 1071 Route 31 Macedon, NY 14502	-					1,865.00
Account No. Reggie Gencer 91 Spring Hill Cir. Wayne, NJ 07470	-					1,411.00
Account No. Rigid Paper Tube Corp 10 Owens Dr. Wayne, NJ 07470	-					2,955.00
Account No. Robert Miller PO Box 56 Rosedale, NY 11422	-					381.00
Sheet no. <u>10</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	10,329.00

In re Carlee Corp. 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. 9016 Rockland Electric 390 West Route 59 Spring Valley, NY 10977		-				2,418.00
Account No. 3000 Source 4 100 Lackawanna Ave Parsippany, NJ 07054		-				302.00
Account No. 8229 Suburban Propane PO Box 160 Whippany, NJ 07981		-				300.00
Account No. 6886 Sunoco Wex Bank PO Box 3440 Boston, MA 02241	X	-				18,350.00
Account No. 6328 Torrington Brush Works 4377 Independence Ct. Sarasota, FL 34234		-				104.00
Sheet no. <u>11</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						21,474.00
Subtotal (Total of this page)						21,474.00

In re Carlee Corp. 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 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				
Account No. 0080 Travelers PO Box 660317 Dallas, TX 75266	-					2,285.00
Account No. 9406 Uline Inc. 200 Lakeside Dr. Waukegan, IL 60085	-					313.00
Account No. 6231 Ultrasafe Security 79 Timber Lane East Newfoundland, NJ 07435	-					65.00
Account No. 8022 Unishippers PO Box 1560 Melbourne, FL 32902	-					328.00
Account No. 1740 UPS 69 DeVoe Pl. Hackensack, NJ 07601	-					145.00
Sheet no. <u>12</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						3,136.00
Subtotal (Total of this page)						3,136.00

In re Carlee Corp. 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 T 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	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	
Account No. US Fibers PO Box 602815 Charlotte, NC 28260		-					23,526.00	
Account No.								
Account No.								
Account No.								
Account No.								
Sheet no. <u>13</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	23,526.00
							Total (Report on Summary of Schedules)	837,069.00

B6G (Official Form 6G) (12/07)

In re Carlee Corp. 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.
Cannon Financial 14904 Collections Center Dr. Chicago, IL 60693	Leased Copy Machine Expires 7/30/2014

0

_____ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

In re Carlee Corp.

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 A. Burgermaster 11 Merrywood Court Old Tappan, NJ 07675	Access Capital 405 Park Ave. New York, NY 10022
Bruce A. Burgermaster 11 Merrywood Court Old Tappan, NJ 07675	Citibank PO Box 769018 San Antonio, TX 78245
Bruce A. Burgermaster 11 Merrywood Court Old Tappan, NJ 07675	Peter Spitalny 14 Pheasant Lane Albany, NY 12204
Bruce A. Burgermaster 11 Merrywood Court Old Tappan, NJ 07675	Sunoco Wex Bank PO Box 3440 Boston, MA 02241
Bruce A. Burgermaster 11 Merrywood Court Old Tappan, NJ 07675	Chase Auto Finance PO Box 78068 Phoenix, AZ 85062
Bruce A. Burgermaster 11 Merrywood Court Old Tappan, NJ 07675	Liberty Financial Group PO Box 787 Marshall, MN 56258
Bruce A. Burgermaster 11 Merrywood Court Old Tappan, NJ 07675	Liberty Financial Group Sterns Bank, NA 500 13th St., PO Box 7501 Albany, MN 56307

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

In re **Carlee Corp.**

Debtor(s)

Case No. _____

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **33** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **May 31, 2013**

Signature **/s/ Bruce A. Burgermaster**

**Bruce A. Burgermaster
President**

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

B7 (Official Form 7) (04/13)

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

In re Carlee Corp. 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 persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

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

AMOUNT	SOURCE
\$1,466,867.00	2013 Gross Receipts YTD:
\$3,491,965.00	2012 Gross Receipts
\$3,674,143.00	2011 Gross Receipts

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
--------	--------

B7 (Official Form 7) (04/13)

2

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 asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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 \$6,225*. 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
Creditors	Payments were made to creditors as reflected in the books and records of the debtor.	\$0.00	\$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
Bruce Bergermaster 11 Merrywood Court Westwood, NJ 07675	Within the last 12 months	\$170,595.00	\$28,491.00

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

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

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Ralph Natale, David Perez, Kirk Conaway and Roy Kohn as Trustees of the Local 917 Pension Fund Plaintiffs vs. Carlee Corporation Defendant	Lawsuit	United States District Court Eastern District of New York	Judgment

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.)

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B7 (Official Form 7) (04/13)

3

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
---	-----------------------------------	--------------	----------------------------------

8. Losses

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

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

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Kurtzman Matera, P.C. 664 Chestnut Ridge Road Spring Valley, NY 10977		\$40,000.00

10. Other transfers

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

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

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

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

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

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

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

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

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

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

NAME AND ADDRESS OF OWNER 3M Corp 3M Center Saint Paul, MN 55144	DESCRIPTION AND VALUE OF PROPERTY inventory \$320,000.00	LOCATION OF PROPERTY 28 Piermont Road Rockleigh, NJ 07647
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15. Prior address of debtor

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

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

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

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

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

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

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

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
Carlee Corp. 28 Piermont Road Northvale, NJ 07647			Hazardous material

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

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

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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
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None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS Debtor	DATES SERVICES RENDERED
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None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

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

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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 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 A. Burgermaster
11 Merrywood Court
Old Tappan, NJ 07675

President

85%

Christine Burgermaster
28 Piermont Road
Rockleigh, NJ 07647

7.5%

Matthew Burgermaster
28 Piermont Road
Rockleigh, NJ 07647

7.5%

Matthew Napoli
1111 River Road
Edgewater, NJ 07020

Vice President

\$0.00

Reggie Gencer
91 Spring Hill Circle
Wayne, NJ 07470

Vice President

\$0.00

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

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23 . Withdrawals from a partnership or distributions by a corporation

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

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

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

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

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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B7 (Official Form 7) (04/13)

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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date May 31, 2013

Signature /s/ Bruce A. Burgermaster
Bruce A. Burgermaster
President

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

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

United States Bankruptcy Court
District of New Jersey

In re Carlee Corp.

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:

Table with 2 columns: Description and Amount. Rows include: For legal services, I have agreed to accept (\$ 40,000.00), Prior to the filing of this statement I have received (\$ 40,000.00), Balance Due (\$ 0.00).

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

Debtor [checked] Other (specify): [unchecked]

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

Debtor [checked] Other (specify): [unchecked]

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

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

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

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

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

CERTIFICATION

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

Dated: May 31, 2013

/s/ Rosemarie E. Matera

Rosemarie E. Matera
Kurtzman Matera, P.C.
664 Chestnut Ridge Road
Spring Valley, NY 10977
(845) 352-8800 Fax: (845) 352-8865
law@kmpclaw.com

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

In re Carlee Corp.
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
Bruce A. Burgermaster 11 Merrywood Court Old Tappan, NJ 07675	Common		85%
Christine Burgermaster 28 Piermont Road Rockleigh, NJ 07647	Common		7.5%
Matthew Burgermaster 28 Piermont Road Rockleigh, NJ 07647	Common		7.5%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date May 31, 2013

Signature /s/ Bruce A. Burgermaster
Bruce A. Burgermaster
President

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

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

In re **Carlee Corp.**

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

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

Date: **May 31, 2013**

/s/ Bruce A. Burgermaster

Bruce A. Burgermaster/President

Signer/Title

46 Truck Repair Inc.
92 Route 46 West
Ridgefield, NJ 07657

Access Capital
405 Park Ave.
New York, NY 10022

Action Carting
451 Frellinghuysen Ave
Newark, NJ 07114

Advance Electric
96 Ruckman Ave
Hillsdale, NJ 07642

Aflac
1932 Wynton Rd
Columbus, GA 31999

Airgas East
6055 Rockside Woods Blvd
Independence, OH 44131

AMB Combustion Services
50 Claremont Ave
Wallingford, CT 06492

Andre D. Nelson
PO Box 818
Spring Valley, NY 10977

Atlantic Label
PO Box 564
Valley Cottage, NY 10989

Base Plastics Inc.
4 Glenshaw St.
Orangeburg, NY 10962

Boro of Rockleigh
26 Rockleigh Rd.
Rockleigh, NJ 07647

Brenntag Specialties, Inc.
100 Coolidge St.
South Plainfield, NJ 07080

Bruce A. Burgermaster
11 Merrywood Court
Old Tappan, NJ 07675

C.H. Robinson
PO Box 9121
Minneapolis, MN 55480

Cablevision
PO Box 371378
Pittsburgh, PA 15250

Caled Marquez
378 Fair Street
Apt. D
Paterson, NJ 07501

Campbell & Associates
99 Tulip Ave.
Suite 404
Floral Park, NY 11001

Cannon Financial
14904 Collections Center Dr.
Chicago, IL 60693

Carlos I Martinez
52 Oak Street
Paterson, NJ 07501

Carmelo Parra
88 Paterson Avenue
Paterson, NJ 07522

Cartridge World
Preakness Shopping Center
1220 Hamburg Tpke
Wayne, NJ 07470

Cayetano Gutierrez
73 Cedar Street
Paterson, NJ 07501

Celanese Ltd
14355 Highway 221
Enoree, SC 29335

Chase Auto Finance
PO Box 78068
Phoenix, AZ 85062

Christopher Torres
775 Madison Avenue
Paterson, NJ 07501

Cintas Corp
PO Box 630803
Cincinnati, OH 45263

Citibank
PO Box 769018
San Antonio, TX 78245

Clodius Cenicien
196 East Forest Ave
Teaneck, NJ 07666

Custom Nonwoven Inc.
1344 N. Sherman St.
Allentown, PA 18109

D-1 Enterprise
PO Box 12443
Gastonia, NC 28052

Dewtex Inc.
PO Box 1387
Toccoa, GA 30577

Direct Energy
PO Box 70220
Philadelphia, PA 19176

Discount Office Supplies
146 Hudson St.
Hackensack, NJ 07601

Eddy's Intl Co.
115 Canfield Hill Dr.
Gaithersburg, MD 20878

Eduardo Gutierrez
133 Beech Street
Paterson, NJ 07501

Eduardo Valiente
133 Beech Street
Paterson, NJ 07501

Erica Delgado
52 Oak Street
Paterson, NJ 07501

Fedex
PO Box 371461
Pittsburgh, PA 15250

Fran L. Marks
25 Burns Place
Cresskill, NJ 07626

Friedman LLP
100 East Eagle Rock Ave.
East Hanover, NJ 07936

Graf Metallic of America
104 Belton Drive
Spartanburg, SC 29301

Grapek Company
126 Vine St.
Terre Hill, PA 17581

Hardy J. Castor
142 Depew Ave
Nyack, NY 10960

Hijinio Vailente
481 Summer Street
Paterson, NJ 07501

ICA Risk Management
Crossroads Corp. Center
One National Blvd
Suite 605
Mahwah, NJ 07495

Import Autos
572 Route 46 E/ Little Falls
Fairfield, NJ 07004

Industrial Paper Tube
1335 E Bay Ave.
Bronx, NY 10474

International Brotherhood
Teamsters Local 917
20 N. Tyson Ave.
NY 11011

IRS
Dept of Treasury
PO Box 7346
Philadelphia, PA 19101-7346

J. D'Ambrozio Pest
151 W Passaic St.
Suite 29
Rochelle Park, NJ 07662

Javier Sanchez
275 22 Street
Paterson, NJ 07513

Jeffco Fibers, Inc.
12 Park St.
Webster, MA 01570

Joann O'Rourke
90 Harding Avenue
Dumont, NJ 07628

Jose Ruiz
113 Martin Street
Paterson, NJ 07501

Joseph D. St Joy
38 Lerome Place
Teaneck, NJ 07666

Leon Luckner
31C Fletcher Road
Monsey, NY 10952

Liberty Financial Group
PO Box 787
Marshall, MN 56258

Liberty Financial Group
Sterns Bank, NA
500 13th St., PO Box 7501
Albany, MN 56307

Luis A. Gonzalez
35 Jackson Street
Apt. 1
Paterson, NJ 07501

Luis Deonate
30 20th Ave.
Paterson, NJ 07501

Machine & Tool
108 Maryland Ave
Paterson, NJ 07503

Maintainco
PO Box 1785
South Hackensack, NJ 07606

Manatee Enviornmental
PO Box 941
Cherry Hill, NJ 08003

Margarita Castillo
95 Mill Street
Paterson, NJ 07501

Matador Convertisseurs
270 De Louvain Quest
MONTREAL QUEBEC H2N1B6

Matthew J. Napoli
1111 River Road
Edgewater, NJ 07020

MBR Tire
390 Tonnelles Ave
Jersey City, NJ 07306

McMaster-Carr Supply Co.
PO Box 7690
Chicago, IL 60680

Michele Massie
165 Livingston Street
Northvale, NJ 07647

Milberg Factors
4 Computer Drive West
Suite 200
Albany, NY 12205

Net Access Corp
9 Wing Dr.
Cedar Knolls, NJ 07927

NJ Div. of Fire & Safety
PO Box 809
Trenton, NJ 08625

NJ Motor Vehicle
PO Box 008
Trenton, NJ 08646

NJM Insurance Co.
301 Sullivan Way
Trenton, NJ 08628

Office Concepts
301 Greenwood Ave
Midland Park, NJ 07432

Ohio Casualty
9450 Seward Rd
Fairfield, OH 45014

Organic Dyestuff
65 Valley Street
East Providence, RI 02914

Peter Spitalny
14 Pheasant Lane
Albany, NY 12204

Poland Spring
PO Box 856192
Louisville, KY 40285

Progressive Hydraulics
350 N Midland Ave
Saddle Brook, NJ 07633

PSE&G
PO Box 14444
New Brunswick, NJ 08906

Rando Machine
PO Box 614
1071 Route 31
Macedon, NY 14502

Reggie Gencer
91 Spring Hill Circle
Wayne, NJ 07470

Reggie Gencer
91 Spring Hill Cir.
Wayne, NJ 07470

Rigid Paper Tube Corp
10 Owens Dr.
Wayne, NJ 07470

Robert Miller
PO Box 56
Rosedale, NY 11422

Roberto Metellus
50 S. Franklin
Nyack, NY 10960

Rockland Electric
390 West Route 59
Spring Valley, NY 10977

Sidonio B. Ruiz
113 Martin Street
Paterson, NJ 07501

Source 4
100 Lackawanna Ave
Parsippany, NJ 07054

State of NJ
Division of Taxation
PO Box 245
Trenton, NJ 08695

Suburban Propane
PO Box 160
Whippany, NJ 07981

Sunoco
Wex Bank
PO Box 3440
Boston, MA 02241

Torrington Brush Works
4377 Independence Ct.
Sarasota, FL 34234

Travelers
PO Box 660317
Dallas, TX 75266

Treasury State of NJ
Dept of Revenue
PO Box 417
Trenton, NJ 08646

Uline Inc.
200 Lakeside Dr.
Waukegan, IL 60085

Ultrasafe Security
79 Timber Lane East
Newfoundland, NJ 07435

Unishippers
PO Box 1560
Melbourne, FL 32902

UPS
69 DeVoe Pl.
Hackensack, NJ 07601

US Fibers
PO Box 602815
Charlotte, NC 28260

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

In re Carlee Corp.

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 Carlee Corp. 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:

None [*Check if applicable*]

May 31, 2013

Date

/s/ Rosemarie E. Matera

Rosemarie E. Matera

Signature of Attorney or Litigant

Counsel for Carlee Corp.

Kurtzman Matera, P.C.

664 Chestnut Ridge Road

Spring Valley, NY 10977

(845) 352-8800 Fax:(845) 352-8865

law@kmpclaw.com