

ADAM ROSNER  
5 CLEARMEADOW LANE  
WOODBURY, NY 11797

ADAM ROSNER  
BAGEL BOSS HOLDING CORP  
1352 PENINSULA BLVD  
HEWLETT, NY 11557

ARLONA LIMITED PARTNERSHIP  
PO BOX 326  
PLAINFIELD, NJ 07061

ARLONA LIMITED PARTNERSHIP  
1455 VETERANS MEMORIAL HIGHWAY  
HAUPPAUGE, NY 11788

ARLONA LP  
LEVIN MGMT CORP  
975 U.S. HIGHWAY 22 WEST  
PLAINFIELD, NJ 07060

BAGEL BOSS HOLDING CORP  
1352 PENINSULA BLVD.  
HEWLETT, NY 11557

CABLEVISION  
1111 STEWART AVENUE  
BETHPAGE, NY 11714-3580

CON EDISON  
COOPER STATION  
P.O. BOX 138  
NEW YORK, NY 10276-0138

DAVID ROSEN BAKERS SUPPLY INC  
350 MESEROLE STREET  
BROOKLYN, NY 11206

DAVID ROSEN BAKERS SUPPLY INC  
COHEN & COHEN ESQS.  
500E. 77TH STREET  
NEW YOK, NY 10162

DERLE FARMS  
156-02 LIBERTY AVENUE  
JAMAICA, NY 11433

FODERA FOODS  
129-02 NORTHERN BLVD.  
CORONA, NY 11368

GALAXIE  
60 C BELL STREET  
WEST BABYLON, NY 11704

IMPERIAL PAPER  
59 HOOK ROAD  
BAYONNE, NJ 07002

INTERNAL REVENUE SERVICE  
CENTRALIZED INSOLVENCY OPERATION  
PO BOX 7346  
PHILADELPHIA, PA 19101-7346

J. KINGS FOOD SERVICE  
700 FURROWS ROAD  
HOLTSVILLE, NY 11742

JEDDA PRODUCE  
PO BOX 222  
BABYLON, NY 11702

JEFFREY GROSSFELD  
49 WATERVIEW AVENUE  
MASSAPEQUA, NY 11758

LIPA  
175 EAST OLD COUNTRY ROAD  
HICKSVILLE, NY 11801

NYS DEPT OF TAX & FINANCE  
BANKRUPTCY UNIT TCD  
BLDG 8 ROOM 455  
WA HARRIMAN STATE CAMPUS  
ALBANY NY 12240

PEACHES & CREAM  
4140 AUSTIN BLVD  
ISLAND PARK, NY 11558

PJL ROUTE  
4 WALL COURT  
MASSAPEQUA PARK, NY 11762

PRIME REAL ESTATE VENTURES LLC  
125 EILEEN WAY  
SYOSSET, NY 11791

STEINBERG, FINEO, BERGER & FISCHOFF  
40 CROSSWAYS PARK DRIVE  
WOODBURY, NY 11797

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK**

\_\_\_\_\_x

In Re:

Mayfair Bagels, Inc.

Case No.

Chapter 11

Debtor(s)

\_\_\_\_\_x

**VERIFICATION OF CREDITOR MATRIX/LIST OF CREDITORS**

The undersigned debtor(s) or attorney for the debtor(s) hereby verifies that the creditor matrix/list of creditors submitted herein is true and correct to the best of his or her knowledge.

Dated: 4/13/2011

**s/ Jeffrey Grossfeld**

\_\_\_\_\_  
**Jeffrey Grossfeld**

Debtor

**/s/ Gary C. Fischhoff**

\_\_\_\_\_  
**Gary C. Fischhoff**

Attorney for Debtor

**B1 (Official Form 1) (4/10)**

<b>United States Bankruptcy Court Eastern District of New York</b>						<b>Voluntary Petition</b>			
Name of Debtor (if individual, enter Last, First, Middle): <b>Mayfair Bagels, Inc.</b>					Name of Joint Debtor (Spouse) (Last, First, Middle):				
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>d/b/a Bagel Boss</b>					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN(if more than one, state all): <b>20-5927230</b>					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN(if more than one, state all):				
Street Address of Debtor (No. & Street, City, and State): <b>10 Mayfair Shopping Center Commack, NY</b>					Street Address of Joint Debtor (No. & Street, City, and State):				
ZIP CODE <b>11725</b>					ZIP CODE				
County of Residence or of the Principal Place of Business: <b>Suffolk</b>					County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address):					Mailing Address of Joint Debtor (if different from street address):				
ZIP CODE					ZIP CODE				
Location of Principal Assets of Business Debtor (if different from street address above):					ZIP CODE				
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> 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.) _____			<b>Nature of Business</b> (Check <b>one</b> 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  <hr/> <b>Tax-Exempt Entity</b> (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.)			<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> 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			
<b>Filing Fee</b> (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.					<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <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).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <b>Check all applicable boxes</b> <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).				
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000									
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									
<b>Estimated Liabilities</b> <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									





**UNITED STATES BANKRUPTCY COURT  
Eastern District of New York**

In re: **Mayfair Bagels, Inc.**,

Debtor

Case No.

Chapter **11**

**Exhibit "A" to Voluntary Petition**

1. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is .

2. The following financial data is the latest available information and refers to debtor's condition on **April 11, 2011.**

a.	Total assets	\$	<u><b>48,520.00</b></u>
b.	Total debts (including debts listed in 2.c., below)	\$	<u><b>1,184,382.86</b></u>

Approximate  
number of  
holders

c. Debt securities held by more than 500 holders.

secured	unsecured	subordinated	_____	_____
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d. Number of shares of preferred stock \_\_\_\_\_

e. Number of shares of common stock \_\_\_\_\_

Comments, if any:

3. Brief description of debtor's business:

**Bagel shop**

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

**Jeffrey Grossfeld 100% shareholder**

**United States Bankruptcy Court**  
**Eastern District of New York**

In re:

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

Chapter **11**

**Mayfair Bagels, Inc.**

**STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION**

I, **Jeffrey Grossfeld**, declare under penalty of perjury that I am the **President of Mayfair Bagels, Inc.**, a **New York** Corporation and that on **April 8, 2010** the following resolution was duly adopted by the **Officer** of this Corporation:

"Whereas, it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Jeffrey Grossfeld, President** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

Be It Further Resolved, that **Jeffrey Grossfeld, President** of this Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and

Be It Further Resolved, that **Jeffrey Grossfeld, President** of this Corporation, is authorized and directed to employ **Gary C. Fischhoff**, attorney and the law firm of **Steinberg Fineo Berger Fischhoff PC** to represent the Corporation in such bankruptcy case."

Executed on: 4/13/2011

Signed: s/ Jeffrey Grossfeld  
**Jeffrey Grossfeld**

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

In re: Mayfair Bagels, Inc.  
Debtor

Case No. \_\_\_\_\_  
(If known)

## SCHEDULE A - REAL PROPERTY

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
<b>NONE</b>				

**Total** >

**0.00**

(Report also on Summary of Schedules.)

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

In re Mayfair Bagels, Inc.  
DebtorCase No. \_\_\_\_\_  
(If known)**SCHEDULE B - PERSONAL PROPERTY**

TYPE OF PROPERTY	NONE	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	<input checked="" type="checkbox"/>			
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.	<input type="checkbox"/>	<b>Checking account, TD Bank</b>		<b>1,500.00</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.	<input type="checkbox"/>	<b>Security deposit with landlord, Arlona LP</b>		<b>17,000.00</b>
4. Household goods and furnishings, including audio, video, and computer equipment.	<input checked="" type="checkbox"/>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<input checked="" type="checkbox"/>			
6. Wearing apparel.	<input checked="" type="checkbox"/>			
7. Furs and jewelry.	<input checked="" type="checkbox"/>			
8. Firearms and sports, photographic, and other hobby equipment.	<input checked="" type="checkbox"/>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<input checked="" type="checkbox"/>			
10. Annuities. Itemize and name each issuer.	<input checked="" type="checkbox"/>			
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).)	<input checked="" type="checkbox"/>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<input checked="" type="checkbox"/>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<input checked="" type="checkbox"/>			
14. Interests in partnerships or joint ventures. Itemize.	<input checked="" type="checkbox"/>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<input checked="" type="checkbox"/>			
16. Accounts receivable.	<input checked="" type="checkbox"/>			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<input checked="" type="checkbox"/>			

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

In re Mayfair Bagels, Inc.

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

Debtor

(If known)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	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
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<input checked="" type="checkbox"/>			
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.	<input checked="" type="checkbox"/>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<input checked="" type="checkbox"/>			
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.	<input checked="" type="checkbox"/>			
22. Patents, copyrights, and other intellectual property. Give particulars.	<input checked="" type="checkbox"/>			
23. Licenses, franchises, and other general intangibles. Give particulars.	<input checked="" type="checkbox"/>			
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.	<input checked="" type="checkbox"/>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<input checked="" type="checkbox"/>			
26. Boats, motors, and accessories.	<input checked="" type="checkbox"/>			
27. Aircraft and accessories.	<input checked="" type="checkbox"/>			
28. Office equipment, furnishings, and supplies.		<b>Furniture &amp; Fixtures</b>		<b>1,629.00</b>
29. Machinery, fixtures, equipment and supplies used in business.		<b>Equipment</b>		<b>2,097.00</b>
Machinery, fixtures, equipment and supplies used in business.		<b>Machinery &amp; Equipment</b>		<b>16,294.00</b>
30. Inventory.		<b>Flour, beverages, paper goods, seeds, etc.</b>		<b>10,000.00</b>
31. Animals.	<input checked="" type="checkbox"/>			
32. Crops - growing or harvested. Give particulars.	<input checked="" type="checkbox"/>			
33. Farming equipment and implements.	<input checked="" type="checkbox"/>			
34. Farm supplies, chemicals, and feed.	<input checked="" type="checkbox"/>			
35. Other personal property of any kind not already listed. Itemize.	<input checked="" type="checkbox"/>			

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

In re Mayfair Bagels, Inc.  
Debtor

Case No. \_\_\_\_\_  
(If known)

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	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
<u>2</u> continuation sheets attached		Total >		<b>\$ 48,520.00</b>

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

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

In re Mayfair Bagels, Inc.  
Debtor

Case No. \_\_\_\_\_  
(If known)

## SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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 AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.	<b>X</b>		<b>06/01/2010</b>				<b>1,005,953.17</b>	<b>0.00</b>
<b>Prime Real Estate Ventures LLC</b> 125 Eileen Way Syosset, NY 11791			<b>Security Agreement</b> <b>All Assets and</b> <b>Stock Pledge Agreement from</b> <b>Jeffrey Grossfeld</b>  <b>VALUE: Unknown</b>					

0 continuation sheets attached

Subtotal >  
(Total of this page)

Total >  
(Use only on last page)

<b>\$ 1,005,953.17</b>	<b>\$ 0.00</b>
<b>\$ 1,005,953.17</b>	<b>\$ 0.00</b>

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

B6E (Official Form 6E) (4/10)

In re Mayfair Bagels, Inc.  
DebtorCase No. \_\_\_\_\_  
(If known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS** Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

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

 **Domestic Support Obligations**

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

 **Extensions of credit in an involuntary case**

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

 **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 **Contributions to employee benefit plans**

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

 **Certain farmers and fishermen**

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

 **Deposits by individuals**

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

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

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

 **Commitments to Maintain the Capital of an Insured Depository Institution**

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

 **Claims for Death or Personal Injury While Debtor Was Intoxicated**

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

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

2 continuation sheets attached

B6E (Official Form 6E) (4/10) – Cont.

In re Mayfair Bagels, Inc.  
Debtor

Case No. \_\_\_\_\_  
(If known)

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

**Type of Priority: Taxes and Certain Other Debts Owed to Governmental Units**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT	AMOUNT	AMOUNT
							OF CLAIM	ENTITLED TO PRIORITY	NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO. <b>Internal Revenue Service Centralized Insolvency Operation PO Box 7346 Philadelphia, PA 19101-7346</b>			<b>Withholding taxes</b>				<b>7,675.41</b>	<b>7,675.41</b>	<b>\$0.00</b>

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

Subtotals >  
(Totals of this page)

\$	<b>7,675.41</b>	\$	<b>7,675.41</b>	\$	<b>0.00</b>
----	-----------------	----	-----------------	----	-------------

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

\$	<b>7,675.41</b>				
----	-----------------	--	--	--	--

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

		\$	<b>7,675.41</b>	\$	<b>0.00</b>
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B6F (Official Form 6F) (12/07)

In re Mayfair Bagels, Inc.  
Debtor

Case No. \_\_\_\_\_  
(If known)

### SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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 <i>(See instructions above.)</i>	CODEBITOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. _____ <b>Adam Rosner Bagel Boss Holding Corp 1352 Peninsula Blvd Hewlett, NY 11557</b>	<b>X</b>	<b>Consulting fees</b>			<b>X</b>	<b>75,500.00</b>
ACCOUNT NO. _____ <b>Arlona LP Levin Mgmt Corp 975 U.S. Highway 22 West Plainfield, NJ 07060</b>		<b>Rental arrears</b>				<b>13,251.27</b>
ACCOUNT NO. _____ <b>Cablevision 1111 Stewart Avenue Bethpage, NY 11714-3580</b>		<b>Services</b>				<b>683.32</b>
ACCOUNT NO. _____ <b>Con Edison Cooper Station P.O. Box 138 New York, NY 10276-0138</b>		<b>Utilities</b>				<b>4,167.14</b>

3 Continuation sheets attached

Subtotal >	\$ <b>93,601.73</b>
Total >	\$ _____

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable on the Statistical  
Summary of Certain Liabilities and Related Data.)

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

In re Mayfair Bagels, Inc.  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.  <b>David Rosen Bakers Supply Inc</b> <b>350 Meserole Street</b> <b>Brooklyn, NY 11206</b>  <b>David Rosen Bakers Supply Inc</b> <b>Cohen &amp; Cohen Esqs.</b> <b>500E. 77th Street</b> <b>New York, NY 10162</b>		Vendor			X	17,463.44
ACCOUNT NO.  <b>Derle Farms</b> <b>156-02 Liberty Avenue</b> <b>Jamaica, NY 11433</b>		Vendor				2,830.57
ACCOUNT NO.  <b>Fodera Foods</b> <b>129-02 Northern Blvd.</b> <b>Corona, NY 11368</b>		Vendor			X	17,537.72
ACCOUNT NO.  <b>Galaxie</b> <b>60 C Bell Street</b> <b>West Babylon, NY 11704</b>		Vendor				5,910.35

Sheet no. 1 of 3 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal >	\$ <b>43,742.08</b>
Total >	\$

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable on the Statistical  
Summary of Certain Liabilities and Related Data.)

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

In re Mayfair Bagels, Inc.  
Debtor

Case No. \_\_\_\_\_  
(If known)

### SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBATOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.  <b>Imperial Paper</b> <b>59 Hook Road</b> <b>Bayonne, NJ 07002</b>		<b>Vendor</b>				<b>6,074.88</b>
ACCOUNT NO.  <b>J. Kings Food Service</b> <b>700 Furrows Road</b> <b>Holtsville, NY 11742</b>		<b>Vendor</b>			<b>X</b>	<b>15,886.00</b>
ACCOUNT NO.  <b>Jedda Produce</b> <b>PO Box 222</b> <b>Babylon, NY 11702</b>		<b>Vendor</b>				<b>2,746.00</b>
ACCOUNT NO.  <b>LIPA</b> <b>175 East Old Country Road</b> <b>Hicksville, NY 11801</b>		<b>Utilities</b>				<b>6,357.24</b>
ACCOUNT NO.  <b>Peaches &amp; Cream</b> <b>4140 Austin Blvd</b> <b>Island Park, NY 11558</b>		<b>Vendor</b>				<b>896.75</b>

Sheet no. 2 of 3 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal >	<b>\$ 31,960.87</b>
Total >	<b>\$</b>

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable on the Statistical  
Summary of Certain Liabilities and Related Data.)

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

In re Mayfair Bagels, Inc.  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.					<b>X</b>	<b>1,449.60</b>
<b>PJL Route 4 Wall Court Massapequa Park, NY 11762</b>		<b>Vendor</b>				

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

Subtotal >	<b>\$ 1,449.60</b>
Total >	<b>\$ 170,754.28</b>

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable on the Statistical  
Summary of Certain Liabilities and Related Data.)

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

In re: Mayfair Bagels, Inc. DebtorCase No. \_\_\_\_\_  
(If known)**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES** 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.
1. Adam Rosner 5 Clearmeadow Lane Woodbury, NY 11797	Consulting Agreement dated 07/03/07, expiring 07/03/15, between Debtor and Catering Boss, Inc., as Owners and Adam Rosner, as Consultant; \$200,000 compenstaion (32 quarterly payments).
2. Arlona Limited Partnership 1455 Veterans Memorial Highway Hauppauge, NY 11788  Arlona Limited Partnership PO Box 326 Plainfield, NJ 07061	First Lease Extension & Modification, dated 10/2010, commencing 11/12/11 and expiring on 11/30/21 of Lease dated 08/26/96 expiring on 11/11/11 with Debtor, as Tenant and Arlona LP, as Landlord
3. Arlona LP continued	for commercial space located at 10 Mayfair Shopping Center, Commack, NY 11725; Current monthly rent \$3,649.56 to increase under Agreement to \$8,577; Security deposit \$17,000
4. Bagel Boss Holding Corp 1352 Peninsula Blvd. Hewlett, NY 11557	Franchise Agreement dated 07/03/07 with Debtor, as Franchisee and Bagel Boss Holding Corp, as Franchisor- (Adam Rosner, President)- expiring 07/03/12 with right to renew;
5. Bagel Boss Holding Corp continued	Compensation \$30,000 initially with 5% Royalty Fee of gross sales (payable weekly)

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

In re: Mayfair Bagels, Inc.  
 Debtor

Case No. \_\_\_\_\_  
 (If known)

## SCHEDULE H - CODEBTORS

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<p><b>Catering Boss, Inc.</b></p>	<p><b>Adam Rosner</b>  <b>Bagel Boss Holding Corp</b>                      1352 Peninsula Blvd                      Hewlett, NY 11557</p>
<p><b>Catering Boss, Inc.</b>                      1941 Jericho Tpke.                      East Northport, NY 11731</p> <p><b>Peppertree Cafe</b>                      6401 Jericho Tpke                      Commack, NY 11725</p>	<p><b>Prime Real Estate Ventures LLC</b>                      125 Eileen Way                      Syosset, NY 11791</p>

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

**United States Bankruptcy Court  
Eastern District of New York**

In re Mayfair Bagels, Inc.  
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 also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 0.00		
B - Personal Property	YES	3	\$ 48,520.00		
C - Property Claimed as Exempt	NO				
D - Creditors Holding Secured Claims	YES	1		\$ 1,005,953.17	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$ 7,675.41	
F - Creditors Holding Unsecured Nonpriority Claims	YES	4		\$ 170,754.28	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$
J - Current Expenditures of Individual Debtor(s)	NO	0			\$
<b>TOTAL</b>		<b>14</b>	<b>\$ 48,520.00</b>	<b>\$ 1,184,382.86</b>	

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

In re Mayfair Bagels, Inc.  
Debtor

Case No. \_\_\_\_\_  
(If known)

## DECLARATION CONCERNING DEBTOR'S SCHEDULES

### DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

(NOT APPLICABLE)

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

I **Jeffrey Grossfeld**, 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 15 sheets (*Total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date 4/13/2011

Signature: s/ Jeffrey Grossfeld  
Jeffrey Grossfeld President

[Print or type name of individual signing on behalf of debtor.]

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

**United States Bankruptcy Court  
Eastern District of New York**

In re: **Mayfair Bagels, Inc.**

Case No.

**List of Equity Security Holders**

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
<b>Jeffrey Grossfeld 49 Waterview Avenue Massapequa, NY 11758</b>		<b>100% shareholder</b>	

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

I, **Jeffrey Grossfeld, 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: 4/13/2011s/ Jeffrey Grossfeld

**Jeffrey Grossfeld, President, Mayfair Bagels, Inc.**  
Debtor

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

B7 (Official Form 7) (4/10)

**UNITED STATES BANKRUPTCY COURT  
Eastern District of New York**

In re: Mayfair Bagels, Inc.  
Debtor

Case No. \_\_\_\_\_  
(If known)

**STATEMENT OF FINANCIAL AFFAIRS**

**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	FISCAL YEAR PERIOD
773,140.00	Gross Receipts	2009
793,327.00	Gross Receipts	2010
To Be Determined	Gross Receipts	Year Thur March, 31, 2011

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

None  State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE	FISCAL YEAR PERIOD
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**3. Payments to creditors**

**Complete a. or b., as appropriate, and c.**

None  a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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**To Be Determined**

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

- 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
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**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 LOCATIO	STATUS OR DISPOSITION
<b>David Rosen Bakers Supply Inc v Debtor</b>	<b>Commercial Credit Transaction</b>	<b>District Court State of New York County of Suffolk</b>	<b>Judgment</b>
<b>Arlona LP v Debtor 11/118</b>	<b>Landlord/Tenant</b>	<b>District Court State of New York County of Suffolk</b>	<b>Notice of Petition Filed 04/05/11</b>

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
<b>David Rosen Bakers Supply Inc</b>		<b>Restraint on bank account</b>

**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
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**6. Assignments and receiverships**

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

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

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

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

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

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

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

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Steinberg Fineo Berger Fischhoff PC 40 Crossways Park Drive Woodbury NY 11797	\$2,750 paid 04/01/11 & \$4,789 paid 04/11/11 by Larry Reiss	\$6,500 plus \$1,039 filing fee

**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 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 DEPOSITOR	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**

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

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

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

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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**15. Prior address of debtor**

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

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

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

NAME

**17. Environmental Information.**

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

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

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

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

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

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

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

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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### 18. Nature, location and name of business

- None  a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within the **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 the **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 the **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 business, 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 the **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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### 19. Books, records and financial statements

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

NAME AND ADDRESS	DATES SERVICES RENDERED
Edward Drapala CPA Tax Partners 2001 Grove Street Wantagh, NY 11793-4011 516-783-1515	On-going

- None  b. List all firms or individuals who within **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

**Debtor & Accountant**

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

NAME AND ADDRESS DATE ISSUED

**20. Inventories**

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

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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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
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**21. Current Partners, Officers, Directors and Shareholders**

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

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
<b>Jeffrey Gorssfeld</b> <b>49 Waterview Avenue</b> <b>Massapequa, NY 11758</b>	<b>President</b>	<b>100% shareholder</b>

**22. Former partners, officers, directors and shareholders**

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

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

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

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Jeffrey Grossfeld Sole Shareholder	Distributions	\$9,361

**24. Tax Consolidation Group.**

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

NAME OF PARENT CORPORATION TAXPAYER IDENTIFICATION NUMBER (EIN)

**25. Pension Funds.**

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

NAME OF PENSION FUND TAXPAYER IDENTIFICATION NUMBER (EIN)

\* \* \* \* \*

*[If completed on behalf of a partnership or corporation]*

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

Date 4/13/2011

Signature s/ Jeffrey Grossfeld

Jeffrey Grossfeld, President  
Print Name and Title

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

\_\_\_\_\_ continuation sheets attached

B 203  
(12/94)

**UNITED STATES BANKRUPTCY COURT  
Eastern District of New York**

In re: Mayfair Bagels, Inc.  
Debtor

Case No. \_\_\_\_\_  
Chapter 11

**DISCLOSURE OF COMPENSATION OF ATTORNEY  
FOR DEBTOR**

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

For legal services, I have agreed to accept	\$	<u>hourly</u>
Prior to the filing of this statement I have received	\$	<u>7,539.00</u>
Balance Due	\$	_____

2. The source of compensation paid to me was:

Debtor  Other (specify) **Paid by Larry Reiss who has waived reimbursement.**

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

Debtor  Other (specify)

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

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

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

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

**See Retainer Agreement**

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

**See Retainer Agreement**

**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: 4/13/2011

/s/ Gary C. Fischhoff  
Gary C. Fischhoff, Bar No. gf-0033

**Steinberg Fineo Berger Fischhoff PC**  
Attorney for Debtor(s)

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK**

In Re

BANKRUPTCY NO.

**Mayfair Bagels, Inc.**

Debtor.

**DECLARATION RE: ELECTRONIC FILING OF  
PETITION, SCHEDULES & STATEMENTS**

**PART I - DECLARATION OF PETITIONER**

I **Jeffrey Grossfeld**

the undersigned debtor(s), **hereby declare under penalty of perjury** that the information I have given my attorney and the information provided in the electronically filed petition, statements, schedules is true and correct. I consent to my attorney sending my petition, this declaration, statements and schedules to the United States Bankruptcy Court. I understand that this DECLARATION RE: ELECTRONIC FILING is to be filed with the Clerk once all schedules have been filed electronically but, in no event, no later than 15 days following the date the petition was electronically filed. I understand that failure to file the signed original of this DECLARATION will cause my case to be dismissed pursuant to 11 U.S.C. § 707(a)(3) without further notice.

[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 11 United States Code, understand the relief available under each such chapter, and choose to proceed under Chapter 7. I request relief in accordance with the chapter specified in this petition.

[If petitioner is a corporation or 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 specified in this petition.

Dated: **4/13/2011**

Signed: **s/ Jeffrey Grossfeld**  
**Jeffrey Grossfeld**  
(Applicant)

**PART II - DECLARATION OF ATTORNEY**

I **declare under penalty of perjury** that I have reviewed the above debtor's petition and that the information is complete and correct to the best of my knowledge. The debtor(s) will have signed this form before I submit the petition, schedules, and statements. I will give the debtor(s) a copy of all forms and information to be filed with the United States Bankruptcy Court, and have followed all other requirements in the most recent attachment to G.O. #162. I further declare that I have examined the above debtor's petition, schedules, and statements and, to the best of my knowledge and belief, they are true, correct, and complete. If an individual, I further 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. This declaration is based on all information of which I have knowledge.

Dated: **4/13/2011**

**/s/ Gary C. Fischhoff**  
**Gary C. Fischhoff**  
Attorney for Debtor(s)

**United States Bankruptcy Court  
Eastern District of New York**

In re **Mayfair Bagels, Inc.**

Case No.

Debtor.

Chapter **11**

**STATEMENT OF CORPORATE OWNERSHIP**

Comes now **Mayfair Bagels, Inc.** (the "Debtor") and pursuant to Fed. R. Bankr. P. 1007(a) and 7007.1 state as follows:

\_\_\_\_\_ All corporations that directly or indirectly own 10% or more of any class of the corporation's equity interests are listed below:

<b>Owner</b>	<b>% of Shares Owned</b>
<b>None</b>	

OR,

  **X**   There are no entities to report.

By   **/s/ Gary C. Fischhoff**  

**Gary C. Fischhoff**

Signature of Attorney

Counsel for **Mayfair Bagels, Inc.**

Bar no.: **gf-0033**

Address.: **Steinberg Fineo Berger Fischhoff PC  
40 Crossways Park Drive  
Woodbury NY 11797**

Telephone No.: **(516) 747-1136**

Fax No.: **(516) 747-0382**

E-mail address: **gfischhoff@sfbblaw.com**

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
Eastern District of New York**

In re Mayfair Bagels, Inc., Case No. \_\_\_\_\_  
Debtor Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(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>
Adam Rosner Bagel Boss Holding Corp 1352 Peninsula Blvd Hewlett, NY 11557			DISPUTED	\$75,500.00
Fodera Foods 129-02 Northern Blvd. Corona, NY 11368			DISPUTED	\$17,537.72
David Rosen Bakers Supply Inc 350 Meserole Street Brooklyn, NY 11206			DISPUTED	\$17,463.44
J. Kings Food Service 700 Furrows Road Holtsville, NY 11742			DISPUTED	\$15,886.00
Arlona LP Levin Mgmt Corp 975 U.S. Highway 22 West Plainfield, NJ 07060				\$13,251.27

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

In re Mayfair Bagels, Inc.

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

Debtor

Chapter 11**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(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>
LIPA 175 East Old Country Road Hicksville, NY 11801				<b>\$6,357.24</b>
Imperial Paper 59 Hook Road Bayonne, NJ 07002				<b>\$6,074.88</b>
Galaxie 60 C Bell Street West Babylon, NY 11704				<b>\$5,910.35</b>
Con Edison Cooper Station P.O. Box 138 New York, NY 10276-0138				<b>\$4,167.14</b>
Derle Farms 156-02 Liberty Avenue Jamaica, NY 11433				<b>\$2,830.57</b>
Jedda Produce PO Box 222 Babylon, NY 11702				<b>\$2,746.00</b>

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

In re Mayfair Bagels, Inc. , Case No. \_\_\_\_\_  
 Debtor Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(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>
PJL Route 4 Wall Court Massapequa Park, NY 11762			DISPUTED	\$1,449.90
Peaches & Cream 4140 Austin Blvd., Island Park, NY 11558				\$896.75
Cablevision 1111 Stewart Avenue Bethpage, NY 11714-3580				\$683.32

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

I, Jeffrey Grossfeld, 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: 4/13/11

Signature: 

**Jeffrey Grossfeld, President**  
(Print Name and Title)

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.