

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

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Michelle's Foodland, 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>DBA Michelle's Kitchen</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>20-1218335</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>1614 Third Avenue New York, NY</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>10128</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>New York</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):

<p align="center"><b>Type of Debtor</b> (Form of Organization) (Check one box)</p> <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.)	<p align="center"><b>Nature of Business</b> (Check one box)</p> <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/> <p align="center"><b>Tax-Exempt Entity</b> (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<p align="center"><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)</p> <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 <hr/> <p align="center"><b>Nature of Debts</b> (Check one box)</p> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
--	---	--

<p align="center"><b>Filing Fee</b> (Check one box)</p> <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.	<p align="center"><b>Chapter 11 Debtors</b></p> <p>Check one box:</p> <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 \$2,190,000. <hr/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
---	---

**Statistical/Administrative Information**

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

**Estimated Number of Creditors**

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

**Estimated Assets**

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

**Estimated Liabilities**

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

THIS SPACE IS FOR COURT USE ONLY

<p><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>Michelle's Foodland, Inc.</b></p>
--	--

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

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

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

Name of Debtor: <b>Samir Billan</b>	Case Number: <b>06-11878</b>	Date Filed: <b>8/11/06</b>
District: <b>Southern District of New York</b>	Relationship: <b>Debtor is President of Debtor</b>	Judge: <b>Robert Drain</b>

<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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><b>X</b> _____ Signature of Attorney for Debtor(s) (Date)</p>
---	--

**Exhibit C**

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

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

No.

**Exhibit D**

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

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

If this is a joint petition:

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

**Information Regarding the Debtor - Venue**

(Check any applicable box)

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

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

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

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

(Check all applicable boxes)

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

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

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

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

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

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

Name of Debtor(s):  
**Michelle's Foodland, Inc.**

**Signatures**

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

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

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

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

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

(Check only one box.)

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

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

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** /s/ Joel M. Shafferman  
Signature of Attorney for Debtor(s)

Joel M. Shafferman JMS-1055  
Printed Name of Attorney for Debtor(s)

Shafferman & Feldman, LLP  
Firm Name

350 Fifth Avenue  
Suite 2723  
New York, NY 10118-1913

\_\_\_\_\_  
Address

**Email: joel@shafeldlaw.com**

212 509-1802 Fax: 212 509-1831  
Telephone Number

February 11, 2009  
Date

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

**Signature of 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 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/ Samir Billan  
Signature of Authorized Individual

Samir Billan  
Printed Name of Authorized Individual

President  
Title of Authorized Individual

February 11, 2009  
Date

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

In re Michelle's Foodland, Inc.

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>
<b>Barry S. Schwartz 119West 57th Street Suite 813 New York, NY 10019</b>	<b>Barry S. Schwartz 119West 57th Street Suite 813 New York, NY 10019</b>	<b>Vendor</b>		<b>48,272.07</b>
<b>Chase c/o Law Office of Mitchell Kay 7 Penn Plaza New York, NY 10001</b>	<b>Chase c/o Law Office of Mitchell Kay 7 Penn Plaza New York, NY 10001</b>	<b>Chase Credit Card</b>		<b>2,488.00</b>
<b>CIBO Specialty Foods c/o Silverman Acampora LLP 100 Jericho Quadrangle, St.300 Jericho, NY 11753</b>	<b>CIBO Specialty Foods c/o Silverman Acampora LLP 100 Jericho Quadrangle, St.300 Jericho, NY 11753</b>	<b>Vendor</b>		<b>3,607.28</b>
<b>Con Edison 4 Irving Place New York, NY 10003</b>	<b>Con Edison 4 Irving Place New York, NY 10003</b>	<b>Uility Services</b>		<b>25,000.00</b>
<b>Creмоса Food Co. 5 Park Drive Melville, NY 11747</b>	<b>Creмоса Food Co. 5 Park Drive Melville, NY 11747</b>	<b>Vendor</b>		<b>3,917.60</b>
<b>I. Halper Paper and Supplies PO Box 445 95 Freeway Drive West Orange, NJ 07050-3901</b>	<b>I. Halper Paper and Supplies PO Box 445 95 Freeway Drive West Orange, NJ 07050-3901</b>	<b>Paper Goods Vendor</b>		<b>495.00</b>
<b>IESI NY Corporateion c/o Baratta Barrata &amp; Aidala 546 Fifth Avenue New York, NY 10036</b>	<b>IESI NY Corporateion c/o Baratta Barrata &amp; Aidala 546 Fifth Avenue New York, NY 10036</b>			<b>Unknown</b>
<b>NCO Financial Systems Two Huntington Quadrangle Suite 3NO2 Melville, NY 11747</b>	<b>NCO Financial Systems Two Huntington Quadrangle Suite 3NO2 Melville, NY 11747</b>	<b>Dept of Health</b>		<b>1,200.00</b>
<b>NCO Financial Systems Two Huntington Quadrangle Suite 3NO2 Melville, NY 11747</b>	<b>NCO Financial Systems Two Huntington Quadrangle Suite 3NO2 Melville, NY 11747</b>	<b>NYC Dept of Health</b>		<b>850.00</b>

Debtor(s)

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

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>NCO Financial Systems Inc. 507 Prudential Road Horsham, PA 19044</b>	<b>NCO Financial Systems Inc. 507 Prudential Road Horsham, PA 19044</b>	<b>Creditor Coastal Seafoods</b>		<b>409.00</b>
<b>NYC Dept of Health &amp; Mental Hy 66 John Street, 11th Floor New York, NY 10038</b>	<b>NYC Dept of Health &amp; Mental Hy 66 John Street, 11th Floor New York, NY 10038</b>	<b>Violation</b>		<b>2,000.00</b>
<b>Orkin Pest Control 40-27 Crescent Street Long Island City, NY 11101-3816</b>	<b>Orkin Pest Control 40-27 Crescent Street Long Island City, NY 11101-3816</b>	<b>Pest Control</b>		<b>470.58</b>
<b>Pushcart Enterprises 231 Pearl Street Ronkonkoma, NY 11779</b>	<b>Pushcart Enterprises 231 Pearl Street Ronkonkoma, NY 11779</b>	<b>Vendor</b>		<b>2,374.50</b>
<b>Recovery One LLC 2260 Park Avenue Cincinnati, OH 45206</b>	<b>Recovery One LLC 2260 Park Avenue Cincinnati, OH 45206</b>	<b>Coca Cola Vendor</b>		<b>918.00</b>
<b>Rewards Network Legal Compliance Dept 2 North Riverside Plaza, St 950 Chicago, IL 60606</b>	<b>Rewards Network Legal Compliance Dept 2 North Riverside Plaza, St 950 Chicago, IL 60606</b>			<b>18,729.69</b>
<b>Sarah's Cookies 42-25 B. Vernon Blvd Long Island City, NY 11101</b>	<b>Sarah's Cookies 42-25 B. Vernon Blvd Long Island City, NY 11101</b>	<b>Vendor</b>		<b>450.00</b>
<b>Sysco 20 Theodore Conrad Drive Jersey City, NJ 07303</b>	<b>Sysco 20 Theodore Conrad Drive Jersey City, NJ 07303</b>	<b>Vendor</b>		<b>5,209.00</b>
<b>T Mobile PO Box 790047 Saint Louis, MO 63179-0047</b>	<b>T Mobile PO Box 790047 Saint Louis, MO 63179-0047</b>	<b>Mobile Phone Service</b>		<b>1,215.55</b>
<b>Verizon PO Box 17120 Tucson, AZ 85731-7120</b>	<b>Verizon PO Box 17120 Tucson, AZ 85731-7120</b>	<b>Phone Services</b>		<b>148.00</b>
<b>Verizon PO Box 15124 Albany, NY 12212-5124</b>	<b>Verizon PO Box 15124 Albany, NY 12212-5124</b>	<b>Phone Services</b>		<b>607.63</b>

Debtor(s)

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

(Continuation Sheet)

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

I, the 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 **February 11, 2009**

Signature **/s/ Samir Billan**

**Samir Billan**

**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.

In re Michelle's Foodland, Inc.

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

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

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

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

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

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

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

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

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

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

 **Domestic support obligations**

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

 **Extensions of credit in an involuntary case**

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

 **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 **Contributions to employee benefit plans**

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

 **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 **Deposits by individuals**

Claims of individuals up to \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 **Taxes and certain other debts owed to governmental units**

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

 **Commitments to maintain the capital of an insured depository institution**

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

 **Claims for death or personal injury while debtor was intoxicated**

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

\* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

In re Michelle's Foodland, Inc.  
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.  <b>Internal Revenue Service Department of Treasury Servic Andover, MA 05501</b>							<b>Unknown</b>	<b>Unknown</b>
Account No.  <b>NYS Dept of Tax and Finance Building 9 Room 205 Albany, NY 12227</b>							<b>Unknown</b>	<b>0.00</b>
Account No.								
Account No.								
Account No.								

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

Subtotal (Total of this page)	<b>0.00</b>	<b>0.00</b>
Total (Report on Summary of Schedules)	<b>0.00</b>	<b>0.00</b>



In re Michelle's Foodland, Inc.  
Debtor

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

### 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				
Account No.  <b>Barry S. Schwartz</b> <b>119West 57th Street</b> <b>Suite 813</b> <b>New York, NY 10019</b>		<b>12/04-12/08</b> <b>Vendor</b>				<b>48,272.07</b>
Account No. <b>xxxxxx29-10</b>  <b>Chase</b> <b>c/o Law Office of Mitchell Kay</b> <b>7 Penn Plaza</b> <b>New York, NY 10001</b>		<b>Chase Credit Card</b>				<b>2,488.00</b>
Account No. <b>xxxx-x715-0</b>  <b>CIBO Specialty Foods</b> <b>c/o Silverman Acampora LLP</b> <b>100 Jericho Quadrangle, St.300</b> <b>Jericho, NY 11753</b>		<b>Vendor</b>				<b>3,607.28</b>
Account No. <b>E xxCM xxxxxxxx and G xxx x2713</b>  <b>Con Edison</b> <b>4 Irving Place</b> <b>New York, NY 10003</b>		<b>Utility Services</b>				<b>25,000.00</b>
Subtotal (Total of this page)						<b>79,367.35</b>

4 continuation sheets attached

In re Michelle's Foodland, Inc.  
Debtor

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E 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. <b>5331</b>  <b>Creмоса Food Co.</b> <b>5 Park Drive</b> <b>Melville, NY 11747</b>	-		<b>12/07-7/08</b> <b>Vendor</b>				<b>3,917.60</b>
Account No.  <b>I. Halper Paper and Supplies</b> <b>PO Box 445</b> <b>95 Freeway Drive West</b> <b>Orange, NJ 07050-3901</b>	-		<b>Paper Goods Vendor</b>				<b>495.00</b>
Account No.  <b>IESI NY Corporateion</b> <b>c/o Baratta Barrata &amp; Aidala</b> <b>546 Fifth Avenue</b> <b>New York, NY 10036</b>	-						<b>Unknown</b>
Account No. <b>xxxx6753</b>  <b>NCO Financial Systems</b> <b>Two Huntington Quadrangle</b> <b>Suite 3NO2</b> <b>Melville, NY 11747</b>	-		<b>5/1/08</b> <b>NYC Dept of Health</b>				<b>850.00</b>
Account No. <b>xxxx6753</b>  <b>NCO Financial Systems</b> <b>Two Huntington Quadrangle</b> <b>Suite 3NO2</b> <b>Melville, NY 11747</b>	-		<b>5/1/08</b> <b>Dept of Health</b>				<b>1,200.00</b>
<p align="right">Subtotal (Total of this page)</p>							<b>6,462.60</b>

Sheet no. 1 of 4 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Michelle's Foodland, Inc.  
Debtor

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	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	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	
		H W J C						
Account No. <b>HC6403</b>  <b>NCO Financial Systems Inc.</b> <b>507 Prudential Road</b> <b>Horsham, PA 19044</b>			<b>Creditor Coastal Seafoods</b>				<b>409.00</b>	
Account No.  <b>NYC Dept of Health &amp; Mental Hy</b> <b>66 John Street, 11th Floor</b> <b>New York, NY 10038</b>		-	<b>Violation</b>				<b>2,000.00</b>	
Account No. <b>D-xxx2526</b>  <b>Orkin Pest Control</b> <b>40-27 Crescent Street</b> <b>Long Island City, NY 11101-3816</b>			<b>Pest Control</b>				<b>470.58</b>	
Account No.  <b>Pushcart Enterprises</b> <b>231 Pearl Street</b> <b>Ronkonkoma, NY 11779</b>			<b>7/12 and 7/13/06 Vendor</b>				<b>2,374.50</b>	
Account No.  <b>Recovery One LLC</b> <b>2260 Park Avenue</b> <b>Cincinnati, OH 45206</b>			<b>Coca Cola Vendor</b>				<b>918.00</b>	
Sheet no. <u>2</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>6,172.08</b>

In re Michelle's Foodland, Inc.  
Debtor

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	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	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	
		H W J C						
Account No.  <b>Rewards Network Legal Compliance Dept 2 North Riverside Plaza, St 950 Chicago, IL 60606</b>		-					<b>18,729.69</b>	
Account No. <b>2917</b>  <b>Sarah's Cookies 42-25 B. Vernon Blvd Long Island City, NY 11101</b>		-	<b>12/7/08 Vendor</b>				<b>450.00</b>	
Account No. <b>9/08</b>  <b>Sysco 20 Theodore Conrad Drive Jersey City, NJ 07303</b>		-	<b>Vendor</b>				<b>5,209.00</b>	
Account No. <b>xxxxx2901</b>  <b>T Mobile PO Box 790047 Saint Louis, MO 63179-0047</b>		-	<b>1/09 Mobile Phone Service</b>				<b>1,215.55</b>	
Account No. <b>xxx xxx xxxx xx3 72 1</b>  <b>Verizon PO Box 15124 Albany, NY 12212-5124</b>		-	<b>2/1/09 Phone Services</b>				<b>607.63</b>	
Sheet no. <u>3</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>26,211.87</b>

In re Michelle's Foodland, Inc.  
Debtor

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E 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. <b>xxxxxxxx-x0001</b>  <b>Verizon</b> <b>PO Box 17120</b> <b>Tucson, AZ 85731-7120</b>						<b>148.00</b>
Account No.						
Account No.						
Account No.						
Account No.						

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

Subtotal  
(Total of this page)

**148.00**

Total  
(Report on Summary of Schedules)

**118,361.90**

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

In re Michelle's Foodland, Inc.  
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 16 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date February 11, 2009

Signature /s/ Samir Billan  
**Samir Billan**  
**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.

BARRY S. SCHWARTZ  
119WEST 57TH STREET  
SUITE 813  
NEW YORK, NY 10019

CHASE  
C/O LAW OFFICE OF MITCHELL KAY  
7 PENN PLAZA  
NEW YORK, NY 10001

CIBO SPECIALTY FOODS  
C/O SILVERMAN ACAMPORA LLP  
100 JERICHO QUADRANGLE, ST.300  
JERICHO, NY 11753

CON EDISON  
4 IRVING PLACE  
NEW YORK, NY 10003

CREMOSA FOOD CO.  
5 PARK DRIVE  
MELVILLE, NY 11747

I. HALPER PAPER AND SUPPLIES  
PO BOX 445  
95 FREEWAY DRIVE WEST  
ORANGE, NJ 07050-3901

IESI NY CORPORATEION  
C/O BARATTA BARRATA & AIDALA  
546 FIFTH AVENUE  
NEW YORK, NY 10036

INTERNAL REVENUE SERVICE  
DEPARTMENT OF TREASURY SERVIC  
ANDOVER, MA 05501

NCO FINANCIAL SYSTEMS  
TWO HUNTINGTON QUADRANGLE  
SUITE 3NO2  
MELVILLE, NY 11747

NCO FINANCIAL SYSTEMS  
TWO HUNTINGTON QUADRANGLE  
SUITE 3NO2  
MELVILLE, NY 11747

NCO FINANCIAL SYSTEMS INC.  
507 PRUDENTIAL ROAD  
HORSHAM, PA 19044

NYC DEPT OF HEALTH & MENTAL HY  
66 JOHN STREET, 11TH FLOOR  
NEW YORK, NY 10038

NYS DEPT OF TAX AND FINANCE  
BUILDING 9 ROOM 205  
ALBANY, NY 12227

ORKIN PEST CONTROL  
40-27 CRESCENT STREET  
LONG ISLAND CITY, NY 11101-3816

PUSHCART ENTERPRISES  
231 PEARL STREET  
RONKONKOMA, NY 11779

RECOVERY ONE LLC  
2260 PARK AVENUE  
CINCINNATI, OH 45206

REWARDS NETWORK  
LEGAL COMPLIANCE DEPT  
2 NORTH RIVERSIDE PLAZA, ST 950  
CHICAGO, IL 60606

SARAH'S COOKIES  
42-25 B. VERNON BLVD  
LONG ISLAND CITY, NY 11101

SYSCO  
20 THEODORE CONRAD DRIVE  
JERSEY CITY, NJ 07303

T MOBILE  
PO BOX 790047  
SAINT LOUIS, MO 63179-0047

VERIZON  
PO BOX 15124  
ALBANY, NY 12212-5124



VERIZON  
PO BOX 17120  
TUCSON, AZ 85731-7120