

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): PAULA DORF COSMETICS, INC.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 13-3830120	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): 850 Seventh Avenue, Suite 801 New York, NY	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 10019	ZIP Code
County of Residence or of the Principal Place of Business: New York	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):	850 Seventh Avenue, Suite 801 New York, NY 10019

<p align="center">Type of Debtor (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">Nature of Business (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	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (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
<p align="center">Tax-Exempt Entity (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">Nature of Debts (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">Filing Fee (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">Chapter 11 Debtors</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 checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information

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

Estimated Number of Creditors

<input type="checkbox"/> 1-49	<input checked="" 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
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Estimated Assets

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

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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THIS SPACE IS FOR COURT USE ONLY

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

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

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

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

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

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

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

No.

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

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

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

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

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

(Check all applicable boxes)

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

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

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

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

Name of Debtor(s):
PAULA DORF COSMETICS, 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/ Randall S. D. Jacobs
Signature of Attorney for Debtor(s)

Randall S. D. Jacobs
Printed Name of Attorney for Debtor(s)

BIENSTOCK & MICHAEL, P.C.
Firm Name

411 Hackensack Avenue, 7th Floor
Hackensack, NJ 07601-6329

Address

Email: rjacobs@musicesq.com
(201) 525-0300 Fax: (201) 525-0133

Telephone Number

July 31, 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/ Sandy DeKovnick
Signature of Authorized Individual

Sandy DeKovnick
Printed Name of Authorized Individual

CEO
Title of Authorized Individual

July 31, 2009
Date

United States Bankruptcy Court
Southern District of New York

In re PAULA DORF COSMETICS, 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>
Comm. Process. Services II, LLC 44 Wall Street, 10th Floor New York, NY 10005	Comm. Process. Services II, LLC 44 Wall Street, 10th Floor New York, NY 10005	Financial services	Contingent Disputed	160,000.00
Wormser Corp. 49 Smith Street P.O. Box 5209 Engelwood, NJ 07631	Wormser Corp. 49 Smith Street P.O. Box 5209 Engelwood, NJ 07631	Trade Goods		60,769.65
Advanced Distribution Systems 105-107 Stonehurst Court Northvale, NJ 07647	Advanced Distribution Systems 105-107 Stonehurst Court Northvale, NJ 07647	Fulfillment Services Rendered		50,061.67 (0.00 secured)
Sonnenschein Nath & Rosenthal LLP 1221 Avenue of the Americas New York, NY 10020	Sonnenschein Nath & Rosenthal LLP 1221 Avenue of the Americas New York, NY 10020	Services Rendered		49,043.83
Array Canada Inc 39560 Treasury Center Chicago, IL 60694	Array Canada Inc 39560 Treasury Center Chicago, IL 60694	Services Rendered		45,565.55
Michael S. Balducci, Esq. 401 East 34th Street, Suite N6 New York, NY 10016	Michael S. Balducci, Esq. 401 East 34th Street, Suite N6 New York, NY 10016	Services Rendered	Contingent	45,000.00
Joseph L. Rapacilo, Jr. 8789 23rd Avenue Brooklyn, NY 11214	Joseph L. Rapacilo, Jr. 8789 23rd Avenue Brooklyn, NY 11214	Services Rendered		43,399.06
Sharon Gruman 154 Saxon Woods Road White Plains, NY 10605	Sharon Gruman 154 Saxon Woods Road White Plains, NY 10605	Financial Services		41,916.62
Macys Inc 151 West 34th Street New York, NY 10001	Macys Inc 151 West 34th Street New York, NY 10001	Trade Goods		40,426.98
Home Shopping Network 1 HSN Drive St Petersburg, FL 33729	Home Shopping Network 1 HSN Drive St Petersburg, FL 33729	Services Rendered		32,000.00
Ward & Olivio 382 Springfield Avenue Summit, NJ 07901	Ward & Olivio 382 Springfield Avenue Summit, NJ 07901	Services Rendered		25,716.99

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>
Chase/Continental Credit Card P.O Box 260161 Baton Rouge, LA 70826	Chase Line of Credit- Visa P.O Box 260161 Baton Rouge, LA 70826	Financial Services		22,007.15
Mana Products 32-02 Queens Blvd. LIC, NY 11101	Mana Products 32-02 Queens Blvd. LIC, NY 11101	Trade Goods		21,347.44
Color Optics 216A Midland Avenue Saddle Brook, NJ 07663	Color Optics 216A Midland Avenue Saddle Brook, NJ 07663	Services Rendered		20,278.62
Ares Printing & Packaging Brooklyn Navy Yard Building 5 Brooklyn, NY 11205	Ares Printing & Packaging Brooklyn Navy Yard Building 5 Brooklyn, NY 11205	Trade Goods		19,045.00
Michael Sheridan 84 Wooster Street #4A New York, NY 10012	Michael Sheridan 84 Wooster Street #4A New York, NY 10012	Trade debt		18,417.91
Schwan Cosmetics Schwanweg 1 90562 Heroldsberg, GERMANY	Schwan Cosmetics Schwanweg 1 90562 Heroldsberg, GERMANY	Trade Goods		18,343.96
Orchard International 275 Superior Blvd Unit 1 Mississauga Ontario, CANADA L5T2L6	Orchard International 275 Superior Blvd Unit 1 Mississauga Ontario, CANADA L5T2L6	Services Rendered		18,000.00
Epstein Becker & Green, PC 250 Park Ave New York, NY 10177	Epstein Becker & Green, PC 250 Park Ave New York, NY 10177	Services Rendered		16,911.69
Chase Platinum Visa P O Box 15153 Wilmington, DE 19886	Chase Platinum Visa P O Box 15153 Wilmington, DE 19886	Financial Services		16,278.67

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

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

Date **July 31, 2009**Signature **/s/ Sandy DeKovnick**

**Sandy DeKovnick
CEO**

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

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

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	1,512,256.89		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		50,369.26	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	4		52,795.10	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	13		3,771,277.23	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		24			
Total Assets			1,512,256.89		
Total Liabilities				3,874,441.59	

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

In re PAULA DORF COSMETICS, INC.
Debtor

Case No. _____

Chapter 11

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

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

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

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

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

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

State the following:

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

State the following:

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

In re PAULA DORF COSMETICS, INC.

Case No. _____

Debtor

SCHEDULE A - REAL PROPERTY

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

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

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

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

Sub-Total >	0.00	(Total of this page)
Total >	0.00	

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re PAULA DORF COSMETICS, INC.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

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

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

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

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Citibank Acct. No. '6960: PO Box 769013, San Antonio, TX; \$288.74 Chase-Special Account No.3927: PO Box 260180, Baton Rouge, LA (-\$1,221.24) Chase No. '6865 : PO Box 260180, Baton Rouge, LA 70826; Citibank Operating Acct-9951 PO Box 769013, San Antonio, TX; \$19,056.64	-	19,056.64
3. Security deposits with public utilities, telephone companies, landlords, and others.		\$22,230. deposited with Office Landlord, Texwood Investments, New York, NY. \$775. deposited with Con Ed, NY, NY.	-	23,005.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Life Insurance on Paula Dorf: \$1 million term insurance policy collateralized by Rosenthal as secured lender, Policy No. 8173190; Location: 850 Seventh Avenue, Suite 801, New York NY	-	Unknown
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total >	42,061.64
			(Total of this page)	

2 continuation sheets attached to the Schedule of Personal Property

In re PAULA DORF COSMETICS, INC.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Net current receivables: Location: 850 Seventh Avenue, Suite 801, New York NY	-	376,261.62
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **376,261.62**
(Total of this page)

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

In re PAULA DORF COSMETICS, INC.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.		See attached schedule of intellectual property Location: 850 Seventh Avenue, Suite 801, New York NY	-	Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Furniture and Fixtures, Equipment and retail Display Units; Location: 850 Seventh Avenue, Suite 801, New York NY	-	30,000.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.		Inventory Location: Advanced Distribution Systems, Inc., Warehouse at 105 Stonehurst Court, Northvale, NJ	-	1,063,933.63
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	1,093,933.63
(Total of this page)	
Total >	1,512,256.89

(Report also on Summary of Schedules)

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

In re PAULA DORF COSMETICS, INC.

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No. 430								
Advanced Distribution Systems 105-107 Stonehurst Court Northvale, NJ 07647	-							
		1-Jul-05	Warehouseman's Lien					
			Fulfillment Services Rendered					
		Value \$	50,061.67				50,061.67	0.00
Account No. x0M754								
GE Capital Corporation 1961 Hirst Drive Moberly, MO 65270	-							
		9-May-09	Equipment Lessor					
			Services Rendered through Carr Business Systems: Copier lease					
		Value \$	Unknown				306.59	Unknown
Account No.								
Rosenthal & Rosenthal, Inc. 1370 Broadway New York, NY 10018	X							
			Revolving credit facility					
			Purchase Money Security; closed					
			All assets of the Debtor					
		Value \$	1,063,933.63				1.00	0.00
Account No.								
		Value \$						
Subtotal (Total of this page)							50,369.26	0.00
Total (Report on Summary of Schedules)							50,369.26	0.00

0 continuation sheets attached

In re PAULA DORF COSMETICS, 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.

3 continuation sheets attached

In re PAULA DORF COSMETICS, INC.
Debtor

Case No. _____

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

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Joseph L. Rapacilo, Jr. 8789 23rd Avenue Brooklyn, NY 11214	-	-	29-Jun-05 Services Rendered				43,399.06	32,449.06
								10,950.00
Account No. Kathleen Tompkins 2457 Oak Avenue Tucker, GA 30084	-	-	9-Jun-09 Services Rendered				156.45	156.45
								0.00
Account No. Kimberly Emerson 314 Lexington Rd. Schwenksville, PA 19473	-	-	9-Jun-09 Services Rendered				350.90	0.00
								350.90
Account No. Liisa DeCobert 24 Stanton Street Maldin, MA 02148	-	-	9-Jun-09 Services Rendered				807.00	0.00
								807.00
Account No. Maureen Ryan 154 Oakwood Ave Cliffside Park, NJ 07010	-	-	2008-09 Services Rendered			X	3,260.44	0.00
								3,260.44
Subtotal								32,605.51
(Total of this page)							47,973.85	15,368.34

Sheet 1 of 3 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re PAULA DORF COSMETICS, INC.
Debtor

Case No. _____

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

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
								AMOUNT ENTITLED TO PRIORITY	
Account No. Robin Liebowitz 27 Stacey Street Natick, MA 01760		-	9-May-09 Services Rendered				498.50	0.00	
							498.50	498.50	
Account No. Sheikh Aamir Ali 8827 Winter Sky Avenue Las Vegas, NV 89148		-	9-Jun-09 Services Rendered				1,152.00	0.00	
							1,152.00	1,152.00	
Account No. Stacey Herman 5325 Lindley Avenue Suite 304 Tarzana, CA 91356		-	9-Jun-09 Services Rendered				253.75	0.00	
							253.75	253.75	
Account No.									
Account No.									
Subtotal (Total of this page)							1,904.25	0.00	1,904.25

Sheet 2 of 3 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re PAULA DORF COSMETICS, 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	D 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	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.				26-Jun-05					
Calif. Franchise Tax Board PO Box 942867 Sacramento, CA 94257				Taxes					0.00
								2,917.00	2,917.00
Account No.									
Account No.									
Account No.									
Account No.									

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

Subtotal
(Total of this page)

Total
(Report on Summary of Schedules)

	0.00	
2,917.00		2,917.00
52,795.10	32,605.51	20,189.59

In re **PAULA DORF COSMETICS, INC.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 2728 Acorn Press, Inc. 500 East Oregon Road P.O. Box 5319 Lancaster, PA 17606	-		8-Mar-09 Services Rendered				15,981.35
Account No. Alexander Yusupov 139-24 86th Road Brianwood, NT 11435	-		9-Feb-09 Services Rendered				500.00
Account No. Always in Style 7222 E Gainey Ranch Road # 144 Scottsdale, AZ 85285	-		8-Nov-09 Services Rendered				4,100.00
Account No. Ares Printing & Packaging Brooklyn Navy Yard Building 5 Brooklyn, NY 11205	-		5-Jun-09 Trade Goods				19,045.00
Subtotal (Total of this page)							39,626.35

12 continuation sheets attached

In re **PAULA DORF COSMETICS, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	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. PDOU9 Array Canada Inc 39560 Treasury Center Chicago, IL 60694		-	8-Nov-09 Services Rendered				45,565.55	
Account No. Art-Tech Decorating, Inc. 25-20 Bklyn. Queens Expwy Woodside, NY 11377		-	9-Feb-09 Services Rendered				2,460.56	
Account No. 267 Avco Security Systems, Inc. P.O Box 751 Bayport, NY 11705		-	8-Jul-09 Services Rendered				325.12	
Account No. 2518 Baldwin Press 110 Leslie Styreet Dallas, TX 75207		-	9-Mar-09 Services Rendered				2,390.25	
Account No. Bao Sheng Inc 3020 Broadmoor Lane Suite 450 Flower Mound, TX 75022		-	6-Aug-09 Trade Goods				10,285.50	
Sheet no. <u>1</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	61,026.98

In re **PAULA DORF COSMETICS, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. Bryant Park 1065 Ave of the Americas c/o Platzer Swergold New York, NY 10018	-		6-Mar-09 Financial Services			X	280,000.00	
Account No. xxxx8500 Burton Packaging Company 52-01 Flushing Avenue PO Box 780336 Maspeth, NY 11378	-		9-Mar-09 Trade Goods				1,059.15	
Account No. Caron Coplan 20 East 84th Street Apt 3A New York, NY 10025	-		27-Jun-05 Financial Services				5,000.00	
Account No. xxxx1283 Chase Platinum Visa P O Box 15153 Wilmington, DE 19886	-		9-Dec-09 Financial Services				16,278.67	
Account No. Chase/Continental Credit Card P.O Box 260161 Baton Rouge, LA 70826	-		Financial Services				22,007.15	
Sheet no. <u>2</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	324,344.97

In re **PAULA DORF COSMETICS, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No. 762 Color Optics 216A Midland Avenue Saddle Brook, NJ 07663	-		9-Jan-09 Services Rendered				20,278.62	
Account No. Comm. Process. Services II,LLC 44 Wall Street, 10th Floor New York, NY 10005	-		November 8, 2007 Financial services	X		X	160,000.00	
Account No. P171 Contemporary Cosmetics Group 20-10 Maple Ave P.O. Box 1026 Fair Lawn, NJ 07410	-		9-Mar-09 Trade Goods				7,596.86	
Account No. 1297 Control Security Systems Ltd 250 West 57th Street Suite 2202A New York, NY 10107	-		9-Apr-09 Services Rendered				48.77	
Account No. Custom Liners 1555 Ruth Road Unit 7 North Brunswick, NJ 08902	-		8-Dec-09 Services Rendered				3,752.00	
Sheet no. 3 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	191,676.25

In re **PAULA DORF COSMETICS, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	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. Epstein Becker & Green, PC 250 Park Ave New York, NY 10177		-	30-Jun-05 Services Rendered				16,911.69	
Account No. xxxx-x874-5 Fedex P.O Box 371461 Pittsburgh, PA 15250		-	9-May-09 Services Rendered				278.49	
Account No. PD H.B. Transport Inc. 133 Prospect Ave Maywood, NJ 07607		-	9-May-09 Services Rendered				150.00	
Account No. 898 Hanes Erie, Inc. Fairview Business Park 7601 Klier Drive South Fairview, PA 16415		-	26-Jun-05 Services Rendered				12,045.74	
Account No. Harmer Laboratories 399 East Baltimore Ave Lansdowne, PA 19050		-	9-Apr-09 Trade Goods				9,581.20	
Sheet no. 4 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	38,967.12

In re **PAULA DORF COSMETICS, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	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. xxxxxx2853 Hensel, Bruckmann & Lorbacher P O BOX 7247-6404 Philadelphia, PA 19170		-	9-May-09 Services Rendered				774.72	
Account No. Home Shopping Network 1 HSN Drive St Petersburg, FL 33729		-	9-Sep-09 Services Rendered				32,000.00	
Account No. Impact Direct 3121-D Fire Road Suite 325 Egg Harbor Twp, NJ 08234		-	9-May-09 Services Rendered				4,962.50	
Account No. xx4862 Inovis PO Box 198145 Atlanta, GA 30384		-	9-May-09 Services Rendered				180.00	
Account No. Int'l. Cosmetic Supply,PTY, L 5F-1 #54 Section 3 Chung Shan No Road Taipai, TAIWAN		-	26-Jun-05 Trade Goods				9,500.00	
Sheet no. <u>5</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	47,417.22

In re **PAULA DORF COSMETICS, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	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. 795 Lawrence Schiff Silk Mills, Inc 590 California Rd PO Box 379 Quakertown, PA 18951		-	26-Jun-05 Trade Goods				1,785.21	
Account No. Louis Belcaro Designs Inc. 113 Rockport Drive Egg Harbor Twp, NJ 08234		-	9-May-09 Trade Goods				1,437.50	
Account No. M-TRIO 83 Summit Avenue Jersey City, NJ 07304		-	26-Jun-05 Services Rendered				950.00	
Account No. Macys Inc 151 West 34th Street New York, NY 10001		-	27-Jun-05 Trade Goods				40,426.98	
Account No. Mahoney Cohen & Company, CPA, P.C. 1065 Avenue Of The Americas New York, NY 10018		-	27-Jun-05 Services Rendered				4,341.50	
Sheet no. <u>6</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	48,941.19

In re **PAULA DORF COSMETICS, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Mana Products 32-02 Queens Blvd. LIC, NY 11101	-					21,347.44
Account No. Michael S. Balducci, Esq. 401 East 34th Street, Suite N6 New York, NY 10016	-		X			45,000.00
Account No. PAUL100 Michael Sheridan 84 Wooster Street #4A New York, NY 10012	-					18,417.91
Account No. Neal D Seiden 375 North Broadway Suite 207 Jericho, NY 11753	-					2,000.00
Account No. x9975 New Penn 625 S. Fifth Avenue PO Box 630 Lebanon, PA 17042	-					521.35
Sheet no. <u>7</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	87,286.70

In re **PAULA DORF COSMETICS, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. 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	
Account No. FFxxxx1619 One Beacon P.O. Box 4002 Woburn, MA 01888		-	9-May-09 Services Rendered				6,776.35	
Account No. One Source 108 West 39th Street 2nd Floor New York, NY 10018		-	28-Jun-05 Services Rendered				533.19	
Account No. 1552 Orchard International 275 Superior Blvd Unit 1 Mississauga Ontario, CANADA L5T2L6		-	8-Jul-09 Services Rendered				18,000.00	
Account No. Orlandi Inc. 131 Executive Blvd. Farmingdale, NY 11735		-	5-Jul-09 Services Rendered				2,450.00	
Account No. Paula & Sandy Dekovnick 206 West End Avenue Apt 9J New York, NY 10023		-	2006, '07' and '08 Stockholder Loans	X			1,960,868.60	
Sheet no. 8 of 12 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,988,628.14

In re **PAULA DORF COSMETICS, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Paula Dorf Dekovnick 205 West End Avenue Apt 9J New York, NY 10023	-		30-Jun-05 Stockholder Loan	X			8,853.16
Account No. xxxxx-0001 Platzer, Swergold, et Al. 1065 Ave of the Americas New York, NY 10018	-		06, '07 & 08 Services Rendered			X	224,048.68
Account No. Precision Label Corp. 175 Marine Street Farmingdale, NY 11735	-		9-Jun-09 Trade Goods				1,904.60
Account No. 5932 Qualipac Corp Qualipac America/5th Floor 1 Garrett Mountain Plaza West Paterson, NJ 07424	-		9-May-09 Trade Goods				7,743.04
Account No. x3324 Ridge Rock Studios E4 Hochwald Avenue Calgary Alberta, CANADA T3E 7H5	-		9-Mar-09 Services Rendered				200.00
Sheet no. <u>9</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	242,749.48

In re **PAULA DORF COSMETICS, INC.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. Royal Press Corp. 163 Varick Street 3rd Floor New York, NY 10013	-		9-Apr-09 Trade Goods				45.72	
Account No. Schawan Cosmetics Schwanweg 1 90562 Heroldsberg, GERMANY	-		8-Jun-09 Trade Goods				18,343.96	
Account No. Sharon Gruman 154 Saxon Woods Road White Plains, NY 10605	-		5-Apr-09 Financial Services				41,916.62	
Account No. xxxxxxxx-0001 Sonnenschein Nath & Rosenthal LLP 1221 Avenue of the Americas New York, NY 10020	-		05,'06,'07,'08, '09 Services Rendered				49,043.83	
Account No. x.xxx82E+15 Staples Credit PO Box 689020 Des Moines, IA 50368	-		9-Mar-09 Services Rendered				435.75	
Sheet no. <u>10</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	109,785.88

In re **PAULA DORF COSMETICS, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Tepper & Co 1430 Broadway/14th Fl Tepper and Liebman New York, NY 10018	-		29-Jun-05 Financial Services			X	500,000.00
Account No. Tepper & Company 1430 Broadway 14th Floor New York, NY 10018	-		7-May-09 Financial Services			X	3,370.00
Account No. W4X893 United Parcel Service PO Box 7247-0244 Philadelphia, PA 19170	-		9-Jun-09 Services Rendered				885.22
Account No. MP3713 W.B. Mason Co Inc. PO Box 55840 Boston, MA 02205	-		9-Apr-09 Trade Goods				85.09
Account No. Ward & Olivio 382 Springfield Avenue Summit, NJ 07901	-		07, '08 & '09 Services Rendered				25,716.99
Sheet no. <u>11</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	530,057.30

In re PAULA DORF COSMETICS, 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 I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	AMOUNT OF CLAIM
		H W J C				
Account No. Wormser Corp. 49 Smith Street P.O. Box 5209 Engelwood, NJ 07631						60,769.65
Account No.						
Account No.						
Account No.						
Account No.						
Sheet no. <u>12</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	60,769.65
					Total (Report on Summary of Schedules)	3,771,277.23

In re PAULA DORF COSMETICS, INC.

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

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

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Allcot Staff Leasing, Inc. 71 Executive Boulevard Farmingdale, NY 11735	PEO: Staff leasing services to Debtor;
GE Capital Corp. 1961 Hirst Drive Moberly, MO 65270	Office equipment lease: Konica Copier
Michael S. Balducci, Esq. 401 E. 34th Street New York, NY 10016	Legal retainer agreement obligating Debtor to pay for same;
Poland Spring Direct #215 6661 Dixie Highway Louisville, KY 40258	Account No. 0427538624 Bottled Water Service Agreement (Approx. \$135 per month)
Rosenthal & Rosenthal, Inc. 1370 Broadway New York, NY 10018	Secured Financing facility; closed (balance estimated at \$1.00)
Texwood Investments c/o Cushman & Wakefield PO Box 9334 New York, NY 10087	Office Lease: 850 Seventh Avenue, NY, NY
Utowa Co., Ltd. 5-4-3 Jingurase, Shibuya-ko, Tokyo, JAPAN	Distribution agreement for Utowa in Japan;

In re **PAULA DORF COSMETICS, INC.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

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

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<p>Sandy and Paula Dorf Dekovnick c/o Paula Dorf Cosmetics, Inc. 850 Seventh Avenue, Suite 801 New York, NY 10019 Personal guarantee of secured loan</p>	<p>Rosenthal & Rosenthal, Inc. 1370 Broadway New York, NY 10018</p>
<p>Sandy Dekovnick c/o Paula Dorf Cosmetics, Inc. 850 Seventh Avenue, Suite 801 New York, NY 10019 Personal guarantee of credit card for business</p>	<p>Visa/Continental Cardmember Service PO Box 15153 Wilmington, DE 19886-5153</p>

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

In re PAULA DORF COSMETICS, 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 CEO of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 26 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date July 31, 2009

Signature /s/ Sandy DeKovnick
Sandy DeKovnick
CEO

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

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

In re PAULA DORF COSMETICS, INC.

Debtor(s)

Case No. _____

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

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

DEFINITIONS

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

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

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$1,371,358.00	2009 YTD: Business Income (6/30/09)
\$4,272,251.00	2008: Business Income
\$3,985,738.00	2007: Business Income

2. Income other than from employment or operation of business

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

AMOUNT SOURCE

3. Payments to creditors

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

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

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Acorn Press, Inc. 500 East Oregon Road P.O. Box 5319 Lancaster, PA 17606	4/28/09	\$600.00	\$15,981.35
Acorn Press, Inc. 500 East Oregon Road P.O. Box 5319 Lancaster, PA 17606	5/4/09	\$500.00	\$15,981.35
Acorn Press, Inc. 500 East Oregon Road P.O. Box 5319 Lancaster, PA 17606	5/28/09	\$1,000.00	\$15,981.35
Ares Printing & Packaging Brooklyn Navy Yard Building 5 Brooklyn, NY 11205	4/29/09	\$650.00	\$19,045.00
Ares Printing & Packaging Brooklyn Navy Yard Building 5 Brooklyn, NY 11205	5/28/09	\$650.00	\$19,045.00
Color Optics 216A Midland Avenue Saddle Brook, NJ 07663	4/28/09	\$1,250.00	\$20,278.62
Color Optics 216A Midland Avenue Saddle Brook, NJ 07663	5/28/09	\$1,250.00	\$20,278.62

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Bao Sheng Inc 3020 Broadmoor Lane Suite 450 Flower Mound, TX 75022	4/28/2009	\$1,500.00	\$10,285.50
Bao Sheng Inc 3020 Broadmoor Lane Suite 450 Flower Mound, TX 75022	5/28/09	\$1,500.00	\$10,285.50
Hanes Erie, Inc. Fairview Business Park 7601 Klier Drive South Fairview, PA 16415	4/9/2009	\$1,000.00	\$12,045.74
Hanes Erie, Inc. Fairview Business Park 7601 Klier Drive South Fairview, PA 16415	5/7/2009	\$1,000.00	\$12,045.74
Hanes Erie, Inc. Fairview Business Park 7601 Klier Drive South Fairview, PA 16415	6/5/09	\$1,000.00	\$12,045.74
Home Shopping Network 1 HSN Drive St Petersburg, FL 33729	5/27/09	\$5,000.00	\$63,000.00
Joseph L. Rapacilo, Jr. 8789 23rd Avenue Brooklyn, NY 11214	4/28/09	\$600.00	\$43,399.06
Joseph L. Rapacilo, Jr. 8789 23rd Avenue Brooklyn, NY 11214	5/28/09	\$600.00	\$43,399.06
Lawrence Schiff Silk Mills, Inc 590 California Rd PO Box 379 Quakertown, PA 18951	5/1/09	\$50.00	\$1,785.21
M-TRIO 83 Summit Avenue Jersey City, NJ 07304	4/28/09	\$500.00	\$950.00
M-TRIO 83 Summit Avenue Jersey City, NJ 07304	5/28/09	\$500.00	\$950.00
Mana Products 32-02 Queens Blvd. LIC, NY 11101	4/24/2009	\$8,750.00	\$21,347.44
Mana Products 32-02 Queens Blvd. LIC, NY 11101	5/15/09	\$7,500.00	\$21,347.44
Maureen Ryan 154 Oakwood Ave Cliffside Park, NJ 07010	5/28/09	\$849.72	\$3,260.44
Michael Sheridan & Co. 84 Wooster Street #4A New York, NY 10012	4/28/09	\$800.00	\$18,417.91

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Michael Sheridan & Co. 84 Wooster Street #4A New York, NY 10012	5/28/09	\$800.00	\$18,417.91
One Source 108 West 39th Street 2nd Floor New York, NY 10018	5/1/09	\$50.00	\$533.19
Orchard International 275 Superior Blvd Unit 1 Mississauga Ontario, CANADA L5T2L6	4/28/09	\$500.00	\$18,000.00
Orchard International 275 Superior Blvd Unit 1 Mississauga Ontario, CANADA L5T2L6	5/28/09	\$2,000.00	\$18,000.00
Orchard International 275 Superior Blvd Unit 1 Mississauga Ontario, CANADA L5T2L6	5/7/09	\$3,500.00	\$18,000.00
Orlandi Inc. 131 Executive Blvd. Farmingdale, NY 11735	4/28/09	\$100.00	\$2,450.00
Schawan Cosmetics Schwanweg 1 90562 Heroldsberg, GERMANY	4/30/09	\$2,031.60	\$18,343.96
Wormser Corp. 49 Smith Street P.O. Box 5209 Engelwood, NJ 07631	4/28/09	\$6,250.00	\$60,769.65

- 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
Platzer, Swergold, et Al. 1065 Ave of the Americas New York, NY 10018 Former counsel, equity holder, disputed creditor	4/24/08: \$2,000; 11/24/08: \$513; 1/7/09: \$1,000; 2/11/09: \$1,500; 3/26/09: \$1500; 4/28/09: \$1,500; 5/28/09: \$1,500;	\$9,513.00	\$224,048.68

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

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

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
Wormser Corp. 49 Smith Street PO Box 5209 Englewood, NJ 07631	2009	Finished inventory ordered (est. \$150,000) and partially paid (approx. \$40,000)
Mana Products 32-02 Queens Boulevard Long Island City, NY 11101	2008	finished inventory unpaid (est. \$296,301.88)
Contemporary Cosmetics Group 20-10 Maple Ave P.O. Box 1026 Fair Lawn, NJ 07410	2008	Finished Inventory unpaid (est. \$169,442.53)
Harmer Laboratories 399 East Baltimore Ave Lansdowne, PA 19050	2008	Finished Inventory unpaid (\$70,308.19)

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

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

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

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

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

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
BIENSTOCK & MICHAEL, P.C. 411 Hackensack Avenue, 7th Floor Attn: Randall S. D. Jacobs, Esq. Hackensack, NJ 07601-6329	July 1, 2009	\$6,663.80 for legal services rendered in contemplation of filing petition, financing alternatives and related preparations during June 2009 only;
BIENSTOCK & MICHAEL, P.C. 411 Hackensack Avenue, 7th Floor Attn: Randall S. D. Jacobs, Esq. Hackensack, NJ 07601-6329	July 31, 2009	\$18,032.53 for legal services rendered in contemplation of filing petition, replacment of accounting firm, investment banker, retention of new CFO, preparation of updated financial statements for 2008 and 2009 (6/30), negotiations with secured lender, consideration of financing alternatives and related motions and other preparations during July 2009 only;

10. Other transfers

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

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

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

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

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
CitiBank, N.A. Po Box 769013 San Antonio, TX	Citibank Account No. '6960 closed (attempted identity theft caused closing for security purposes)	\$288.74 remaining as of closing in 2009

12. Safe deposit boxes

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

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

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

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

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

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

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

ADDRESS	NAME USED	DATES OF OCCUPANCY
250 West 57th Street, New York, New York 10107	Debtor Debtor	1995-2007

16. Spouses and Former Spouses

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

NAME

17. Environmental Information.

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

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

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

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

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

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

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

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

- None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
PAULA DORF COSMETICS, INC.	13-3830120	850 Seventh Avenue, Suite 801 New York, NY 10019	national cosmetics manufacturer and distributor	1995 - 2009

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

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

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

19. Books, records and financial statements

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

NAME AND ADDRESS

Neil Seiden, CPA
375 North Broadway
Jericho, NY

DATES SERVICES RENDERED

December 2007 to June 2009

Barbara Ruppert
27 Stonegate Drive
Staten Island, NY 10304

August 2005 to July 15, 2009

James Demas, CPA
320 East 21st Street
Chicago, IL

April 2008 through October 2008

Weber & Shapiro & Co., LLP
900 C Lake Street
Ramsey, NJ 07446

July 15, 2009 to present

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

NAME

Goldman, Parks, Kurland et al.

ADDRESS

16133 Ventura Blvd.
Suite 880
Encino, CA 91436

DATES SERVICES RENDERED

In February 2008, they completed an audit of 2006 and 2007.

- 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

See answers above.

ADDRESS

- 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

Rosenthal & Rosenthal, Inc.
1370 Broadway
New York, NY 10018

DATE ISSUED

July 29, 2009

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)
January 2009	Mark Deluise of Advanced Distribution Systems, Inc.	\$1,553,471.68

- None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
January 2009	Advanced Distribution Systems 105-107 Stonehurst Court Northvale, NJ 07647

21 . Current Partners, Officers, Directors and Shareholders

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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- None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Paula & Sandy Dekovnick 206 West End Avenue Apt 9J New York, NY 10023	Paula: President; Sandy: CEO	100% of the issued and outstanding common stock

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
Platzer, Swergold, et Al. 1065 Ave of the Americas New York, NY 10018	Stockholders	Converted equity into unsecured debt 2008

23 . Withdrawals from a partnership or distributions by a corporation

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

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

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

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

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

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date July 31, 2009

Signature /s/ Sandy DeKovnick
Sandy DeKovnick
CEO

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

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

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

In re PAULA DORF COSMETICS, INC.

Debtor(s)

Case No. _____

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

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

For legal services, I have agreed to accept.....	\$	<u>5,299.70</u>
Prior to the filing of this statement I have received.....	\$	<u>5,299.70</u>
Balance Due.....	\$	<u>0.00</u>

2. \$ 1,039.00 of the filing fee has been paid.

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

Debtor Other (specify):

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

Debtor Other (specify):

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

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

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

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

Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

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

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

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

Dated: July 31, 2009

/s/ Randall S. D. Jacobs
Randall S. D. Jacobs
BIENSTOCK & MICHAEL, P.C.
411 Hackensack Avenue, 7th Floor
Hackensack, NJ 07601-6329
(201) 525-0300 Fax: (201) 525-0133
rjacobs@musicesq.com

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

In re PAULA DORF COSMETICS, INC.
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Paula & Sandy Dekovnick c/o Paula Dorf Cosmetics, Inc. 850 7th Avenue, Suite 801 New York, NY 10019	Common Stock	100%	Owners by the Entireties

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date July 31, 2009

Signature /s/ Sandy DeKovnick
Sandy DeKovnick
CEO

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

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

In re PAULA DORF COSMETICS, INC.

Debtor(s)

Case No. _____

Chapter 11

VERIFICATION OF CREDITOR MATRIX

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

Date: July 31, 2009

/s/ Sandy DeKovnick
Sandy DeKovnick/CEO
Signer/Title

ACORN PRESS, INC.
500 EAST OREGON ROAD
P.O. BOX 5319
LANCASTER, PA 17606

ADVANCED DISTRIBUTION SYSTEMS
105-107 STONEHURST COURT
NORTHVALE, NJ 07647

ALEXANDER YUSUPOV
139-24 86TH ROAD
BRIANWOOD, NT 11435

ALLCOT STAFF LEASING, INC.
71 EXECUTIVE BOULEVARD
FARMINGDALE, NY 11735

ALWAYS IN STYLE
7222 E GAINNEY RANCH ROAD
144
SCOTTSDALE, AZ 85285

ARES PRINTING & PACKAGING
BROOKLYN NAVY YARD
BUILDING 5
BROOKLYN, NY 11205

ARRAY CANADA INC
39560 TREASURY CENTER
CHICAGO, IL 60694

ART-TECH DECORATING, INC.
25-20 BKLYN. QUEENS EXPWY
WOODSIDE, NY 11377

AVCO SECURITY SYSTEMS, INC.
P.O BOX 751
BAYPORT, NY 11705

BALDWIN PRESS
110 LESLIE STYREET
DALLAS, TX 75207

BAO SHENG INC
3020 BROADMOOR LANE
SUITE 450
FLOWER MOUND, TX 75022

BRYANT PARK
1065 AVE OF THE AMERICAS
C/O PLATZER SWERGOLD
NEW YORK, NY 10018

BURTON PACKAGING COMPANY
52-01 FLUSHING AVENUE
PO BOX 780336
MASPETH, NY 11378

CALIF. FRANCHISE TAX BOARD
PO BOX 942867
SACREAMENTO, CA 94257

CARON COPLAN
20 EAST 84TH STREET
APT 3A
NEW YORK, NY 10025

CHASE PLATINUM VISA
P O BOX 15153
WILMINGTON, DE 19886

CHASE/CONTINENTAL CREDIT CARD
P.O BOX 260161
BATON ROUGE, LA 70826

COLOR OPTICS
216A MIDLAND AVENUE
SADDLE BROOK, NJ 07663

COMM. PROCESS. SERVICES II, LLC
44 WALL STREET, 10TH FLOOR
NEW YORK, NY 10005

CONTEMPORARY COSMETICS GROUP
20-10 MAPLE AVE
P.O. BOX 1026
FAIR LAWN, NJ 07410

CONTROL SECURITY SYSTEMS LTD
250 WEST 57TH STREET
SUITE 2202A
NEW YORK, NY 10107

CUSTOM LINERS
1555 RUTH ROAD UNIT 7
NORTH BRUNSWICK, NJ 08902

EPSTEIN BECKER & GREEN, PC
250 PARK AVE
NEW YORK, NY 10177

FEDEX
P.O BOX 371461
PITTSBURGH, PA 15250

GE CAPITAL CORP.
1961 HIRST DRIVE
MOBERLY, MO 65270

GE CAPITAL CORPORATION
1961 HIRST DRIVE
MOBERLY, MO 65270

H.B. TRANSPORT INC.
133 PROSPECT AVE
MAYWOOD, NJ 07607

HANES ERIE, INC.
FAIRVIEW BUSINESS PARK
7601 KLIER DRIVE
SOUTH FAIRVIEW, PA 16415

HARMER LABORATORIES
399 EAST BALTIMORE AVE
LANSLOWNE, PA 19050

HENSEL, BRUCKMANN & LORBACHER
P O BOX 7247-6404
PHILADELPHIA, PA 19170

HOME SHOPPING NETWORK
1 HSN DRIVE
ST PETERSBURG, FL 33729

IMPACT DIRECT
3121-D FIRE ROAD
SUITE 325
EGG HARBOR TWP, NJ 08234

INOVIS
PO BOX 198145
ATLANTA, GA 30384

INT'L. COSMETIC SUPPLY,PTY, L
5F-1 #54 SECTION 3
CHUNG SHAN NO ROAD
TAIPAI, TAIWAN

JOSEPH L. RAPACILO, JR.
8789 23RD AVENUE
BROOKLYN, NY 11214

KATHLEEN TOMPKINS
2457 OAK AVENUE
TUCKER, GA 30084

KIMBERLY EMERSON
314 LEXINGTON RD.
SCHWENKSVILLE, PA 19473

LAWRENCE SCHIFF SILK MILLS, INC
590 CALIFORNIA RD
PO BOX 379
QUAKERTOWN, PA 18951

LIISA DECOBERT
24 STANTON STREET
MALDIN, MA 02148

LOUIS BELCARO DESIGNS INC.
113 ROCKPORT DRIVE
EGG HARBOR TWP, NJ 08234

M-TRIO
83 SUMMIT AVENUE
JERSEY CITY, NJ 07304

MACYS INC
151 WEST 34TH STREET
NEW YORK, NY 10001

MAHONEY COHEN & COMPANY, CPA, P.C.
1065 AVENUE OF THE AMERICAS
NEW YORK, NY 10018

MANA PRODUCTS
32-02 QUEENS BLVD.
LIC, NY 11101

MAUREEN RYAN
154 OAKWOOD AVE
CLIFFSIDE PARK, NJ 07010

MICHAEL S. BALDUCCI, ESQ.
401 E. 34TH STREET
NEW YORK, NY 10016

MICHAEL SHERIDAN
84 WOOSTER STREET #4A
NEW YORK, NY 10012

NEAL D SEIDEN
375 NORTH BROADWAY
SUITE 207
JERICHO, NY 11753

NEW PENN
625 S. FIFTH AVENUE
PO BOX 630
LEBANON, PA 17042

ONE BEACON
P.O. BOX 4002
WOBURN, MA 01888

ONE SOURCE
108 WEST 39TH STREET 2ND FLOOR
NEW YORK, NY 10018

ORCHARD INTERNATIONAL
275 SUPERIOR BLVD UNIT 1
MISSISSAUGA
ONTARIO, CANADA L5T2L6

ORLANDI INC.
131 EXECUTIVE BLVD.
FARMINGDALE, NY 11735

PAULA & SANDY DEKOVNICK
206 WEST END AVENUE APT 9J
NEW YORK, NY 10023

PAULA DORF DEKOVNICK
205 WEST END AVENUE APT 9J
NEW YORK, NY 10023

PLATZER, SWERGOLD, ET AL.
1065 AVE OF THE AMERICAS
NEW YORK, NY 10018

POLAND SPRING DIRECT
#215 6661 DIXIE HIGHWAY
LOUISVILLE, KY 40258

PRECISION LABEL CORP.
175 MARINE STREET
FARMINGDALE, NY 11735

QUALIPAC CORP
QUALIPAC AMERICA/5TH FLOOR
1 GARRETT MOUNTAIN PLAZA
WEST PATERSON, NJ 07424

RIDGE ROCK STUDIOS
E4 HOCHWALD AVENUE
CALGARY
ALBERTA, CANADA T3E 7H5

ROBIN LIEBOWITZ
27 STACEY STREET
NATICK, MA 01760

ROSENTHAL & ROSENTHAL, INC.
1370 BROADWAY
NEW YORK, NY 10018

ROYAL PRESS CORP.
163 VARICK STREET
3RD FLOOR
NEW YORK, NY 10013

SANDY AND PAULA DORF DEKOVNICK
C/O PAULA DORF COSMETICS, INC.
850 SEVENTH AVENUE, SUITE 801
NEW YORK, NY 10019

SANDY DEKOVNICK
C/O PAULA DORF COSMETICS, INC.
850 SEVENTH AVENUE, SUITE 801
NEW YORK, NY 10019

SCHAWAN COSMETICS
SCHWANWEG 1 90562
HEROLDSBERG, GERMANY

SHARON GRUMAN
154 SAXON WOODS ROAD
WHITE PLAINS, NY 10605

SHEIKH AAMIR ALI
8827 WINTER SKY AVENUE
LAS VEGAS, NV 89148

SONNENSCHNEIN NATH & ROSENTHAL LLP
1221 AVENUE OF THE AMERICAS
NEW YORK, NY 10020

STACEY HERMAN
5325 LINDLEY AVENUE
SUITE 304
TARZANA, CA 91356

STAPLES CREDIT
PO BOX 689020
DES MOINES, IA 50368

TEPPER & CO
1430 BROADWAY/14TH FL
TEPPER AND LIEBMAN
NEW YORK, NY 10018

TEPPER & COMPANY
1430 BROADWAY
14TH FLOOR
NEW YORK, NY 10018

TEXWOOD INVESTMENTS
C/O CUSHMAN & WAKEFIELD
PO BOX 9334
NEW YORK, NY 10087

UNITED PARCEL SERVICE
PO BOX 7247-0244
PHILADELPHIA, PA 19170

UTOWA CO., LTD.
5-4-3 JINGURRASE,
SHIBUYA-KO,
TOKYO, JAPAN

W.B. MASON CO INC.
PO BOX 55840
BOSTON, MA 02205

WARD & OLIVIO
382 SPRINGFIELD AVENUE
SUMMIT, NJ 07901

WORMSER CORP.
49 SMITH STREET
P.O. BOX 5209
ENGELWOOD, NJ 07631

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

In re PAULA DORF COSMETICS, INC.

Debtor(s)

Case No. _____

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

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

**Paula & Sandy Dekovnick
c/o Paula Dorf Cosmetics, Inc.
850 7th Avenue, Suite 801
New York, NY 10019**

None [*Check if applicable*]

July 31, 2009

Date

/s/ Randall S. D. Jacobs

Randall S. D. Jacobs

Signature of Attorney or Litigant
Counsel for PAULA DORF COSMETICS, INC.
BIENSTOCK & MICHAEL, P.C.
411 Hackensack Avenue, 7th Floor
Hackensack, NJ 07601-6329
(201) 525-0300 Fax:(201) 525-0133
rjacobs@musicesq.com