

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

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>BERLIN &amp; DENMAR DISTRIBUTORS. INC.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN(if more than one, state all): <b>13-3854056</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN(if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): <b>355 FOOD CENTER DRIVE BRONX, NY</b>	Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE <b>10474</b>	ZIP CODE
County of Residence or of the Principal Place of Business: <b>BRONX</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):	ZIP CODE

<p align="center"><b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p> <p>_____</p>	<p align="center"><b>Nature of Business</b> (Check <b>one</b> box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p align="center"><b>Tax-Exempt Entity</b> (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)</p>	<p align="center"><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p align="center"><b>Nature of Debts</b> (Check <b>one</b> box)</p> <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."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p align="center"><b>Filing Fee</b> (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><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.</p> <p><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>	<p align="center"><b>Chapter 11 Debtors</b></p> <p><b>Check one box:</b></p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><b>Check if:</b></p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).</p> <p><b>Check all applicable boxes</b></p> <p><input type="checkbox"/> A plan is being filed with this petition</p> <p><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).</p>
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<p align="center"><b>Statistical/Administrative Information</b></p> <p><input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>	<p><b>THIS SPACE IS FOR COURT USE ONLY</b></p>																				
<p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> </tr> </table>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000	
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<p>Estimated Assets</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>BERLIN &amp; DENMAR DISTRIBUTORS. INC.</b>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet.)

Location Where Filed: <b>NONE</b>	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

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

Name of Debtor: <b>NONE</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p><input checked="" type="checkbox"/> <b>Not Applicable</b></p> <p>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):  
**BERLIN & DENMAR DISTRIBUTORS, 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.

**Not Applicable**  
Signature of Debtor

**Not Applicable**  
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.)

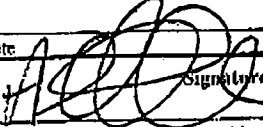
I request relief in accordance with chapter 15 of Title 11, United States Code. Certified Copies of the documents required by § 1515 of title 11 are attached.

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

**Not Applicable**  
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

  
Signature of Attorney

Signature of Attorney for Debtor(s)

**A. MITCHELL GREENE** Bar No.  
Printed Name of Attorney for Debtor(s) / Bar No.

**ROBINSON BROG LEINWAND GREENE ET AL.**  
Firm Name

**875 THIRD AVENUE 9TH FLOOR**  
Address

**NEW YORK, NY 10022**

**212-603-6300**  
Telephone Number

**10/20/10**  
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 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(i) 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.

**Not Applicable**  
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

**Not Applicable**

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.

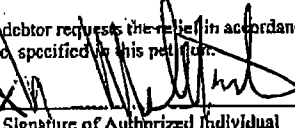
If more than one person prepared this document, attach to the appropriate official form for each person.

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

  
Signature of Authorized Individual

**NORMAN MILEKOWSKI**  
Printed Name of Authorized Individual

**VICE PRESIDENT**  
Title of Authorized Individual

**10/20/10**  
Date

**Not Applicable**

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 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.

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

In re: BERLIN & DENMAR DISTRIBUTORS. INC.

Debtor

Case No.

Chapter **11**

**Exhibit "A" to Voluntary Petition**

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

2. The following financial data is the latest available information and refers to debtor's condition on .

a.	Total assets	\$	<u>4,394,491.00</u>
b.	Total debts (including debts listed in 2.c., below)	\$	<u>3,967,915.09</u>

Approximate  
number of  
holders

c. Debt securities held by more than 500 holders.

	secured	unsecured	subordinated	_____	_____
d.	Number of shares of preferred stock			_____	_____
e.	Number of shares of common stock			_____	_____

Comments, if any:

3. Brief description of debtor's business:

**FOOD DISTRIBUTION BUSINESS**

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

**LEE GROSS, MICHAEL TULIMER AND NORMAN MILEKOWSKI**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X

In Re:  
**BERLIN & DENMAR DISTRIBUTORS,  
INC.**

Chapter 11

Case No.:

Debtor.

-----X

**CERTIFICATE OF RESOLUTION**

I, the undersigned, **NORMAN MILEKOWSKI**, Vice President of **BERLIN & DENMAR DISTRIBUTORS, INC.** (the "Corporation"), do hereby certify that at a meeting of the Board of Directors of the Corporation duly called and held on October 6, 2010, the following resolutions were adopted and recorded in the Minute Book of the Corporation, and they have not been modified or rescinded, and are still in full force and effect:

**"RESOLVED**, that in the judgment of the Board of Directors it is desirable and in the best interest of the Corporation, its creditors, stockholders and other interested parties, that a petition be filed by the Corporation for relief under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is further

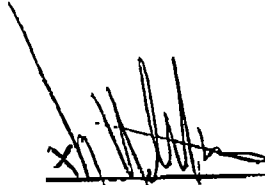
**"RESOLVED**, that the form of petition under Chapter 11 presented to this meeting is approved and adopted in all respects, and that Norman Milekowski, Vice President, is authorized to execute and verify a petition substantially in such form and to cause the same to be filed with the United States Bankruptcy Court for the Southern District of New York at such time as he shall determine; and it is further

**"RESOLVED**, that Norman Milekowski, Vice President, is authorized to execute and file all petitions, reorganization schedules, lists and other papers and to effectuate the filing of the Chapter 11 case, and, in that connection, that the firm of Robinson

Brog Leinwand Greenc Genovese & Gluck P.C. be retained and employed as legal counsel for the Corporation under a general retainer, in addition to such special counsel as may hereafter become necessary or proper with a view to the successful conclusion of such Chapter 11 case."

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Corporation this

20<sup>th</sup> day of October, 2010.



**NORMAN MILEKOWSKI, Vice President**

{00501332.DOC;1 }2

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X

In Re:

Chapter 11

**BERLIN & DENMAR DISTRIBUTORS,  
INC.**

Case No.:

Debtor.

-----X

**AFFIDAVIT PURSUANT TO  
LOCAL BANKRUPTCY RULE 1007-2**

STATE OF NEW YORK )

ss:

COUNTY OF NEW YORK )

**NORMAN MILEKOWSKI**, hereby affirms the following to be true:

1. I am the Vice President of **Berlin & Denmar Distributors, Inc.** (the “Debtor”). I am fully familiar with the facts set forth herein, and am authorized to make this affirmation on behalf of the Debtor.

2. The Debtor operates food distribution business offering quality meats and cheeses from a cooperative unit located in the Hunts Point Cooperative Market, the largest wholesale food distribution and meat processing center in the world.

3. No pre-petition committee was organized prior to the Order for relief.

4. The Debtor’s two secured creditors are **Signature Bank and NMHG**

**Financial.**

5. The Debtor’s inventory consists of meats, cheeses, and other such items.

6. The names and addresses of the twenty largest unsecured creditors, excluding insiders, appears on Schedule "A" to this affidavit.

7. To the best of my knowledge, the only suits or proceedings in which the Debtor is named as a party are: (1) a Petition to Confirm Arbitration Award filed by UFCW Local 342 union entitled: "RICHARD ABONDOLO, as Chairman of the Board of Trustees of UFCW LOCAL 342 HEALTH CARE FUND; RICHARD ABONDOLO as Chairman of the Board of Trustees of UFCW LOCAL 342 ANNUITY CARE FUND; RICHARD ABONDOLO as Chairman of the Board of Trustees of UFCW LOCAL 342 SAFETY, EDUCATION and CULTURAL FUND; RICHARD ABONDOLO as Chairman of the Board of Trustees of UFCW LOCAL 342 v. BERLIN AND DENMAR DISTRIBUTORS, INC", United States District Court for the Eastern District of New York, Case No. CV-10-3804; and (2) a debt collection suit entitled: NEBRASKALAND, INC. v. BERLIN & DENMAR DISTRIBUTORS, INC., Supreme Court of New York, County of Bronx, Case No. 308424/10.

8 The Debtor's principal assets are located at the Hunts Point Cooperative Market, Bronx, New York.

9. The purpose of filing this petition is to preserve the assets of the Debtor for the benefit of the creditors and equity holders, and to preserve priorities of creditors.

10. The Debtor's filing of this petition was predicated by multiple independent events that in conjunction made the Debtor unable to pay obligations as they come due. In addition to the general economic climate, the Debtor was the victim of multiple



embezzlements by employees the attempted theft of a recent deposit and the buy out of two former shareholders of the Debtor for \$1,100,000. Those former shareholders then formed their own companies that compete with the Debtor which have taken a significant portion of the Debtor's income as well as some of the Debtor's most profitable customers.

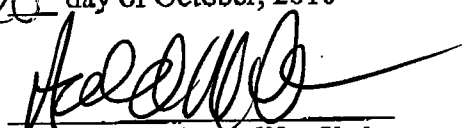
11. The estimated amount of payroll due to the Debtor's employees, including officers, for a period of thirty (30) days following the filing of the petition is \$162,000, and without officers, approximately \$127,000.

12. The estimated income and operating expenses of the Debtor for the next thirty days appear on Schedule "B" annexed hereto.

13. The Debtor has made no public offering of its securities and no securities issued by the Debtor are publicly held.

  
\_\_\_\_\_  
NORMAN MILEKOWSKI, Vice President

Sworn to before me this  
20 day of October, 2010

  
\_\_\_\_\_  
Notary Public, State of New York

ARNOLD M. GREENE  
Notary Public, State of New York  
No. 02GR6028903  
Qualified in Westchester County  
Commission Expires August 2, 2012

# **EXHIBIT A**

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.

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

Debtor

Chapter 11

## LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
RAY MILLAN 80 S. CHERRY VALLEY AVENUE WEST HEMPSTEAD, NY 11552			DISPUTED	\$350,707.70
MOUNTAIRE FARMS PO BOX 520 SELBYVILLE, DE 19975				\$204,166.92
PORKY PRODUCTS PO BOX 18057 NEWARK, NJ 07191				\$163,684.49
LOUIS STENDARDI 1533 BATH AVENUE BROOKLYN, NY 11228			DISPUTED	\$160,416.91
HATFIELD INC PO BOX 800 HATFIELD, PA 19440-0800				\$149,610.51
TIMBERLAKE FOODS PO BOX 3101 TUPELO, MS 38803				\$139,173.28

In re **BERLIN & DENMAR DISTRIBUTORS. INC.**

Debtor

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

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
<b>JBS DISTRIBUTION 249 ALLENTOWN ROAD SOUDERTON, PA 18964</b>				<b>\$135,508.82</b>
<b>G&amp;C FOODS PO BOX 937 SYRACUSE, NY 13201</b>				<b>\$123,934.89</b>
<b>CAGLE'S INC. PO BOX 1070 CHARLOTTE, NC 28201</b>				<b>\$120,640.35</b>
<b>LAWRENCE WHOLESale 45 WILSON AVENUE ENGLISHTOWN, NJ 07726</b>				<b>\$110,760.34</b>
<b>TROPICAL CHEESE PO BOX 1357 PERTH AMBOY, NJ 08862</b>				<b>\$103,630.15</b>
<b>INDIANA PACKERS CORP PO BOX 667004 INDIANAPOLIS, IN 46266</b>				<b>\$102,251.10</b>

In re BERLIN & DENMAR DISTRIBUTORS. INC., Case No. \_\_\_\_\_  
 Debtor Chapter 11

## LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, gov-ernment 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>
NEBRASKALAND BLDG E-15 HUNTS POINT CO-OP BRONX, NY 10474				<b>\$94,545.35</b>
APJ MEATS, INC. 183 LANDRUM LANE SUITE 204 PONTE VEDRA BEACH, FL 32082				<b>\$79,331.93</b>
LANCASTER QUALITY PORK 5600 1ST AVENUE BROOKLYN, NY 11220				<b>\$77,797.47</b>
GEORGE'S FOOD PO BOX 2030 SPRINGDALE, AR 72				<b>\$71,154.20</b>
WAYBEST FOODS COUNTY DISTRIBUTORS INC. 1510 ROUTE 5, PO BOX 53 SOUTH WINDSOR, CT 06074				<b>\$64,265.71</b>
ROBINSON & HARRISON PO BOX 2615 SALISBURY, MD 21802				<b>\$61,321.80</b>

In re BERLIN & DENMAR DISTRIBUTORS, INC.

Debtor

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

Chapter 11

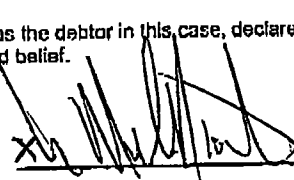
## LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim (if secured also state value of security)</i>
WOLVERINE PACKING PO BOX 79004 DETROIT, MI 48279				\$60,197.19
BELLBOY IMPORT CORP. 2220 FLORIDA AVENUE SOUTH ST. LOUIS, MN 55426				\$56,166.05

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

I, **NORMAN MILEKOWSKI**, VICE PRESIDENT of the Corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 10/20/10

Signature: 

**NORMAN MILEKOWSKI, VICE PRESIDENT**  
(Print Name and Title)

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

**EXHIBIT B**

**BERLIN & DENMAR DISTRIBUTORS INC.  
30-DAY ESTIMATED INCOME & EXPENSES**

<b>GROSS SALES:</b>	<b>\$ 3,725,000</b>
PURCHASES	\$ 3,427,000
SALARIES-OFFICER	35,475
SALARIES-OTHER	127,000
ACCOUNTING	2,500
TRUCK & AUTO	13,524
TRUCK & AUTO LEASE	19,735
BOOKKEEPING SERVICE	2,776
BANK CHARGES	3,000
COMMISSIONS	20,007
INSURANCE	20,007
EQUIPMENT RENTAL	4,369
REPAIRS & MAINTENANCE	4,080
OFFICE	568
RENT	24,911
SHIPPING & MESSENGER	619
SHOP	1,430
STORAGE	5,389
PAYROLL SERVICE	650
PAYROLL TAXES	16,248
TELEPHONE	1,820
UNION	25,888
DEBT SERVICE	5,000
<b>TOTAL:</b>	<b>\$ 3,772,638</b>



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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

Chapter 11

## SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 0.00		
B - Personal Property	YES	3	\$ 4,394,491.00		
C - Property Claimed as Exempt	NO				
D - Creditors Holding Secured Claims	YES	1		\$ 600,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	19		\$ 3,367,915.09	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$
J - Current Expenditures of Individual Debtor(s)	NO	0			\$
<b>TOTAL</b>		28	\$ 4,394,491.00	\$ 3,967,915.09	

In re: BERLIN & DENMAR DISTRIBUTORS. INC.  
 Debtor

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

## SCHEDULE A - REAL PROPERTY

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

Total >

0.00

(Report also on Summary of Schedules.)

In re BERLIN & DENMAR DISTRIBUTORS, INC.

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

Debtor

(if known)

## SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand				500.00
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.		<b>CHECKING ACCOUNT 1501178794 AT SIGNATURE BANK, HUNTS POINT MARKET, BRONX, NY</b>		1,000.00
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.		<b>CHECKING ACCOUNT 1501178787 AT SIGNATURE BANK, HUNTS POINT MARKET, BRONX, NY</b>		0.00
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.		<b>CHECKING ACCOUNT 647723794 AT HSBC, HUNTS POINT MARKET, BRONX, NY</b>		2,000.00
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.		<b>CHECKING ACCOUNT 9983185747 AT CITIBANK HUNTS POINT MARKET, BRONX, NY</b>		15,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	<b>X</b>			
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>X</b>			
10. Annuities. Itemize and name each issuer.	<b>X</b>			
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).)	<b>X</b>			

In re BERLIN & DENMAR DISTRIBUTORS, INC.

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

Debtor

(if known)

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<input checked="" type="checkbox"/>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		<b>COOPERATIVE SHARES IN WAREHOUSE AT HUNTS POINT COOPERATIVE MARKET</b>  <b>VALUE IS ESTIMATED AND SUBJECT TO APPRAISAL BY COURT</b>		<b>1,000,000.00</b>
14. Interests in partnerships or joint ventures. Itemize.	<input checked="" type="checkbox"/>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<input checked="" type="checkbox"/>			
16. Accounts receivable.		<b>ACCOUNTS RECEIVABLE</b> <b>SHORT TERM A/R IS \$564,034.55</b>  <b>VALUE IS SUBJECT TO APPRAISAL BY A COURT OF COMPETENT JURISDICTION</b>		<b>2,933,826.00</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<input checked="" type="checkbox"/>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<input checked="" type="checkbox"/>			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<input checked="" type="checkbox"/>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<input checked="" type="checkbox"/>			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	<input checked="" type="checkbox"/>			
22. Patents, copyrights, and other intellectual property. Give particulars.		<b>TRADEMARK OF BERLIN &amp; DENMAR DISTRIBUTORS</b>  <b>VALUE IS UNKNOWN AND SUBJECT TO APPRAISAL BY A COURT OF COMPETENT JURISDICTION</b>		<b>UNKNOWN</b>
23. Licenses, franchises, and other general intangibles. Give particulars.	<input checked="" type="checkbox"/>			

In re BERLIN & DENMAR DISTRIBUTORS. INC.

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

Debtor

(If known)

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
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.		<b>CUSTOMER LIST OF BUSINESS</b>		<b>UNKNOWN</b>
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.		<b>DESKS, CHAIRS, SOFA, COMPUTER AND CALCULATOR</b>		<b>3,500.00</b>
29. Machinery, fixtures, equipment and supplies used in business.		<b>VARIOUS FREEZERS AND FORKLIFTS</b>  <b>VALUE SUBJECT TO APPRAISAL BY A COURT OF COMPETENT JURISDICTION</b>		<b>15,000.00</b>
30. Inventory.		<b>INVENTORY LOACATED AT PREMISES</b>		<b>423,665.00</b>
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

2 continuation sheets attached

Total

**\$4,394,491.00**

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions, Above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.			VALUE \$0.00				UNKNOWN	0.00
NMHG FINANCIAL PO BOX 643749 PITTSBURGH, PA 15264-3749								
ACCOUNT NO.		X	Mortgage COOPERATIVE SHARES IN WAREHOUSE AT HUNTS POINT COOPERATIVE MARKET  VALUE IS ESTIMATED AND SUBJECT TO APPRAISAL BY COURT  VALUE \$1,000,000.00		X		450,000.00	0.00
SIGNATURE BANK 565 FIFTH AVENUE NEW YORK, NY 10017								
ACCOUNT NO.		X	LINE OF CREDIT ACCOUNTS RECEIVABLE SHORT TERM A/R IS \$564,034.55  VALUE IS SUBJECT TO APPRAISAL BY A COURT OF COMPETENT JURISDICTION  VALUE \$2,933,826.00				150,000.00	0.00
SIGNATURE BANK 565 FIFTH AVENUE NEW YORK, NY 10017								

0 continuation sheets attached

Subtotal >  
(Total of this page)

Total >  
(Use only on last page)

\$ 600,000.00	\$ 0.00
\$ 600,000.00	\$ 0.00

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

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

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

 **Domestic Support Obligations**

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

 **Extensions of credit in an involuntary case**

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

 **Wages, salaries, and commissions**

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

 **Contributions to employee benefit plans**

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

 **Certain farmers and fishermen**

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

 **Deposits by individuals**

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

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

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

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

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

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

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

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

**1 continuation sheets attached**

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO. <b>INTERNAL REVENUE SERVICE P.O. BOX 21126 PHILADELPHIA, PA 19114</b>			<b>FOR NOTICE PURPOSES ONLY</b>	X	X	X	0.00	0.00	\$0.00
ACCOUNT NO. <b>NEW YORK STATE DEPARTMENT OF FINANC BANKRUPTCY/SPECIAL PROCEDURES SECT P.O. BOX 5300 ALBANY, NY 12205-0300</b>			<b>FOR NOTICE PURPOSES ONLY</b>	X	X	X	0.00	0.00	\$0.00
ACCOUNT NO. <b>NYC DEPARTMENT OF FINANCE ATTN: LEGAL AFFAIRS - DEVORA COHN 345 ADAMS STREET, 3RD FL BROOKLYN, NY 11201</b>			<b>FOR NOTICE PURPOSES ONLY</b>	X	X	X	0.00	0.00	\$0.00

Sheet no. 1 of 1 continuation sheets attached to Schedule of  
Creditors Holding Priority Claims

Subtotals >  
(Totals of this page)

\$	0.00	\$	0.00	\$	0.00
\$	0.00				
		\$	0.00	\$	0.00

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

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



In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							42,279.08
<b>AFFCO</b> 8160 BAY MEADOWS WAY WEST SUITE 150 JACKSONVILLE, FL							
ACCOUNT NO.							1,147.99
<b>AL AND JOHN INC.</b> 444 MARSHALL STREET PATERSON, NJ 07503							
ACCOUNT NO.							17,042.18
<b>AMERICAN FOODS GROUP</b> PO BOX 578 ALEXANDRIA, MN 56308							
ACCOUNT NO.							79,331.93
<b>APJ MEATS, INC.</b> 183 LANDRUM LANE SUITE 204 PONTE VEDRA BEACH, FL 32082							
ACCOUNT NO.							1,094.40
<b>ARMOUR SPECIALTY MARKETING</b> CONAGRA FOOD INGREDIENTS 12403 COLLECTIONS CENTER D CHICAGO, IL 60693							

18 Continuation sheets attached

Subtotal >	\$	<b>140,895.58</b>
Total >	\$	

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

In re **BERLIN & DENMAR DISTRIBUTORS. INC.**  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							<b>23,260.99</b>
<b>ARMOUR-ECKRICH MEATS 146222 COLLECTIONS CENTER D CHICAGO, IL 60693</b>							
ACCOUNT NO.							<b>2,027.40</b>
<b>ARNOLDS MEAT 274 HEYWARD STREET BROOKLYN, NY 11206</b>							
ACCOUNT NO.							<b>6,713.60</b>
<b>AVA PORK PRODUCT 1100 FLUSHING AVENUE BROOKLYN, NY 11237</b>							
ACCOUNT NO.							<b>56,166.05</b>
<b>BELLBOY IMPORT CORP. 2220 FLORIDA AVENUE SOUTH ST. LOUIS, MN 55426</b>							
ACCOUNT NO.							<b>16,815.00</b>
<b>BERWICK INTERNATIONAL 223 MAIN STREET CHATHAM, NJ 07928</b>							

Sheet no. 1 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal > \$ **104,983.04**

Total > \$

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							953.68
<b>BEST PROVISION 144 AVON AVENUE NEWARK, NJ 07108</b>							
ACCOUNT NO.							811.34
<b>BIG RED LTL TRANSPORT INC. PO BOX 88 GREAT MEADOWS, NJ 07838</b>							
ACCOUNT NO.							5,348.19
<b>BRODY INTERNATIONAL 1356 ARBORDALE ROAD WYNNEWOOD, PA 19096</b>							
ACCOUNT NO.							3,037.75
<b>C&amp;C MEATS BLDG. F-4 HUNTS POINT CO-OP BRONX, NY 10474</b>							
ACCOUNT NO.							120,640.35
<b>CAGLE'S INC. PO BOX 1070 CHARLOTTE, NC 28201</b>							

Sheet no. 2 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal	➤	\$	<b>130,791.31</b>
Total	➤	\$	

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							19,437.23
<b>CARGILL FOOD DISTRIBUTION PO BOX 428 BRIDGEPORT, NJ 08014</b>							
ACCOUNT NO.							4,170.00
<b>CASING ASSOCIATES 1120 CLOSE AVENUE BRONX, NY 10472</b>							
ACCOUNT NO.							5,224.90
<b>CIBAO MEAT 630 ST. ANN'S AVENUE BRONX, NY 10455</b>							
ACCOUNT NO.							3,486.10
<b>CIRCLE CHEESE LLC 21 GREENWAY SOUTH WEST HEMPSTEAD, NY 11552</b>							
ACCOUNT NO.							28,537.44
<b>CIRCLE FOOD 21 GREENWAY SOUTH WEST HEMPSTEAD, NY 11552</b>							

Sheet no. 3 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal	>	\$	<b>60,855.67</b>
Total	>	\$	

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

In re **BERLIN & DENMAR DISTRIBUTORS. INC.**  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							22,494.83
<b>COLORADO FOOD</b> 711 E. BELLEVIEW AVENUE SUITE 204 GREENWOOD VILLAGE, CO 80111							
ACCOUNT NO.							42,250.31
<b>COUNTRY FRESH AMERICA INC</b> PO BOX 1614 ZEPHYR COVE, NV 89448							
ACCOUNT NO.							2,965.72
<b>DAVID MOSNER</b> BLDG E8 HUNTS POINT CO-OP MKT BRONX, NY 10474							
ACCOUNT NO.							3,387.29
<b>DE LAGE LANDEN</b> PO BOX 41602 PHILADELPHIA, PA 19101							
ACCOUNT NO.							11,952.56
<b>EMPIRE HEALTH CHOICE HMO</b> PO BOX 11532A NEW YORK, NY 10286							

Sheet no. 4 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal	➤	\$	83,050.71
Total	➤	\$	

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							602.76
<b>FEDEX</b> <b>PO BOX 371461</b> <b>PITTSBURGH, PA 15250</b>							
ACCOUNT NO.							12,850.01
<b>FERRIS STAHL MEYER</b> <b>1560 BOONE AVENUE</b> <b>BRONX, NY 10460</b>							
ACCOUNT NO.							1,241.50
<b>FOOD DIRECT</b> <b>BLDG 6</b> <b>BRONX, NY 11385</b>							
ACCOUNT NO.							30,320.75
<b>FOOD NATION</b> <b>47-05 METROPOLITAN AVENUE</b> <b>RIDGEWOOD, NJ 11385</b>							
ACCOUNT NO.							3,338.70
<b>FREEZPAK LOGISTICS</b> <b>162 RAILROAD AVENUE</b> <b>PATERSON, NJ 07501</b>							

Sheet no. 5 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal	>	\$	<b>48,353.72</b>
Total	>	\$	

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							123,934.89
<b>G&amp;C FOODS</b> <b>PO BOX 937</b> <b>SYRACUSE, NY 13201</b>							
ACCOUNT NO.							39,197.42
<b>GAUPP MEATS</b> <b>PO BOX 21776</b> <b>PHILADELPHIA, PA 19146</b>							
ACCOUNT NO.							71,154.20
<b>GEORGE'S FOOD</b> <b>PO BOX 2030</b> <b>SPRINGDALE, AR 72</b>							
ACCOUNT NO.							9,773.75
<b>GREEN VILLAGE PACKING</b> <b>BRITTEN ROAD</b> <b>PO BOX 204</b> <b>GREEN VILLAGE, NJ 07935</b>							
ACCOUNT NO.							7,438.55
<b>HANSEL &amp; GRETEL</b> <b>79-36 COOPER AVENUE</b> <b>GLENDALE, NY 11385</b>							

Sheet no. 6 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal	➤	\$	<b>251,498.81</b>
Total	➤	\$	

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. _____	<input checked="" type="checkbox"/>					149,610.51
<b>HATFIELD INC</b> PO BOX 800 HATFIELD, PA 19440-0800						
ACCOUNT NO. _____						44,602.86
<b>HERFURTH BROTHERS</b> RT 209 GILBERT, PA 18331						
ACCOUNT NO. _____						23,510.75
<b>HUNTS POINT CO-OP MARKET</b> 355 FOOD CENTER DRIVE BRONX, NY 10474						
ACCOUNT NO. _____						102,251.10
<b>INDIANA PACKERS CORP</b> PO BOX 667004 INDIANAPOLIS, IN 46266						
ACCOUNT NO. _____						135,508.82
<b>JBS DISTRIBUTION</b> 249 ALLENTOWN ROAD SOUDERTON, PA 18964						

Sheet no. 7 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal >	\$	455,484.04
Total >	\$	

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



In re **BERLIN & DENMAR DISTRIBUTORS. INC.**  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						16,660.00
<b>KINGSLAND FOODS 58-51 MASPETH AVENUE MASPETH, NY 11378</b>						
ACCOUNT NO.						28,962.76
<b>LADY FOREST FARMS PO DRAWER D FOREST, MS 39074</b>						
ACCOUNT NO.						77,797.47
<b>LANCASTER QUALITY PORK 5600 1ST AVENUE BROOKLYN, NY 11220</b>						
ACCOUNT NO.						10,050.49
<b>LAUBSCHER CHEESE CO. 1468 N. PERRY HIGHWAY MERCER, PA 16137-9516</b>						
ACCOUNT NO.						110,760.34
<b>LAWRENCE WHOLESALE 45 WILSON AVENUE ENGLISHTOWN, NJ 07726</b>						

Sheet no. 8 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal	>	\$	<b>244,231.06</b>
Total	>	\$	

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

In re **BERLIN & DENMAR DISTRIBUTORS, INC.**  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							<b>14,699.93</b>
<b>LEIDY'S INC. PO BOX 2 HARLEYVILLE, PA 19438</b>							
ACCOUNT NO.							<b>4,973.70</b>
<b>LIND BRAND PRODUCTS 307 PONDSIDE DRIVE WHITE PLAINS, NY 10607</b>							
ACCOUNT NO.							<b>2,321.42</b>
<b>LJ CAMPBELL BLDG. D6 HUNTS POINT CO-OP MARKET BRONX, NY 10474</b>							
ACCOUNT NO.						<b>X</b>	<b>160,416.91</b>
<b>LOUIS STENDARDI 1533 BATH AVENUE BROOKLYN, NY 11228</b>							
ACCOUNT NO.							<b>11,910.00</b>
<b>MARITIME FISH PRODUCT 330 MANIDA STREET BRONX, NY 10474</b>							

Sheet no. 9 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal >	\$	<b>194,321.96</b>
Total >	\$	

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							1,362.72
<b>MARKET DISTRIBUTERS BLDG A HUNTS POINT CO-OP MARKET BRONX, NY 10474</b>							
ACCOUNT NO.							2,513.94
<b>MEAT INNOVATIONS E-E HUNTS POINT CO-OP MKT BRONX, NY 10474</b>							
ACCOUNT NO.							19,508.83
<b>MENDON TRUCK LEASING 362 KINGSLAND AVENUE BROOKLYN, NY 11222</b>							
ACCOUNT NO.							823.90
<b>MOORE'S B-20 HUNTS POINT CO-OP MARKET BRONX, NY 10474</b>							
ACCOUNT NO.		X					204,166.92
<b>MOUNTAIRE FARMS PO BOX 520 SELBYVILLE, DE 19975</b>							

Sheet no. 10 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal >	\$	<b>228,376.31</b>
Total >	\$	

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							3,225.21
<b>MRS RESSLERS</b> <b>PO BOX 5717</b> <b>PHILADELPHIA, PA 19120</b>							
ACCOUNT NO.							446.54
<b>MURRAY BERKOWITZ</b> <b>E-10 HUNTS POINT CO-OP MARKET</b> <b>BRONX, NY 10474</b>							
ACCOUNT NO.							2,875.57
<b>N. WINER &amp; SONS, INC.</b> <b>207 LIBERTY STREET</b> <b>SPRINGFIELD, MA 01104</b>							
ACCOUNT NO.							15,689.00
<b>NAFFCO</b> <b>7901 OCEANO AVENUE</b> <b>JESSUP, MD 20794</b>							
ACCOUNT NO.							94,545.35
<b>NEBRASKALAND</b> <b>BLDG E-15 HUNTS POINT CO-OP</b> <b>BRONX, NY 10474</b>							

Sheet no. 11 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal > \$ 116,781.67

Total > \$  

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							6,970.95
<b>NELMS EGG DEPOT 1144 BRONX RIVER AVENUE BRONX, NY 10472</b>							
ACCOUNT NO.							3,133.90
<b>ON POINT FUEL 1317 OAKPOINT AVENUE BRONX, NY 10474</b>							
ACCOUNT NO.							3,325.80
<b>ORAZIO &amp; SONS 5600 FIRST AVENUE BROOKLYN, NY 11220</b>							
ACCOUNT NO.							1,067.02
<b>PLAUT &amp; STERN BLDG. D9 HUNTS POINT CO-OP MARKET BRONX, NY 10474</b>							
ACCOUNT NO.							1,290.50
<b>PORK KING BLDG D9 HUNTS POINT CO-OP MARKET BRONX, NY 10474</b>							

Sheet no. 12 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal >	\$ <b>15,788.17</b>
Total >	\$

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							163,684.49
<b>PORKY PRODUCTS PO BOX 18057 NEWARK, NJ 07191</b>							
ACCOUNT NO.							86.72
<b>PREFERRED FREEZER NEWARK 360 AVENUE P NEWARK, NJ 07105</b>							
ACCOUNT NO.							1,018.54
<b>Q-TEL PO BOX 234442 GREAT NECK, NY 11023</b>							
ACCOUNT NO.						X	350,707.70
<b>RAY MILLAN 80 S. CHERRY VALLEY AVENUE WEST HEMPSTEAD, NY 11552</b>							
ACCOUNT NO.							4,032.00
<b>READY RAW 1 ETHEL BLVD. WOODBIDGE, NJ 07075</b>							

Sheet no. 13 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal >	\$	<b>519,529.45</b>
Total >	\$	

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							61,321.80
<b>ROBINSON &amp; HARRISON</b> PO BOX 2615 SALISBURY, MD 21802							
ACCOUNT NO.							37,012.71
<b>RYDING REGENCY</b> 70 GLEN SCARLET ROAD TORONTO, ON M6N 1P4 CANADA							
ACCOUNT NO.							31,343.14
<b>SAVAGE POULTRY</b> PO BOX 315 LITITZ, PA 17543							
ACCOUNT NO.							51,281.71
<b>SIOUX PREME PACKING</b> DEP CH 19055 PALANTINE, IL 60055-9055							
ACCOUNT NO.							640.16
<b>SPRINT</b> PO BOX 105243 ATLANTA, GA 30348							

Sheet no. 14 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal >	\$	181,599.52
Total >	\$	

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

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

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.  <b>ST. HELEN'S MEAT PACKERS</b> <b>1 GLENN SCARLET ROAD</b> <b>TORONTO, ON</b> <b>N6N1P5 CANADA</b>						13,227.12
ACCOUNT NO.  <b>STAR FOOD</b> <b>2853 EXECUTIVE PARK DRIVE</b> <b>SUITE 105</b> <b>WESTON, FL 33331</b>						36,237.60
ACCOUNT NO.  <b>STATE INSURANCE FUND</b> <b>WORKERS COMPENSATION FUND</b> <b>PO BOX 5262</b> <b>BINGHAMTON, NY 13902</b>						3,748.33
ACCOUNT NO.  <b>TIMBERLAKE FOODS</b> <b>PO BOX 3101</b> <b>TUPELO, MS 38803</b>						139,173.28
ACCOUNT NO.  <b>TIP TOP</b> <b>PO BOX 281954</b> <b>ATLANTA, GA 30384</b>						3,319.42

Sheet no. 15 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal >	\$	195,705.75
Total >	\$	

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



In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.						5,664.00
<b>TORRY HARRIS 536 FAYETTE STREET PERTH AMBOY, NJ 08861</b>						
ACCOUNT NO.						103,630.15
<b>TROPICAL CHEESE PO BOX 1357 PERTH AMBOY, NJ 08862</b>						
ACCOUNT NO.						36,701.49
<b>TYSON FRESH MEATS JP MORGAN-TYSON FRESH MEATS 140 CHARLES W. GRANT PKWY ATLANTA, GA 30354</b>						
ACCOUNT NO.			X		X	UNKNOWN
<b>UFCW LOCAL 342 PO BOX 328 MINEOLA, NY 11501</b>		ARBITRATION AWARD				
ACCOUNT NO.						608.20
<b>UFCW LOCAL342 PO BOX 328 MINEOLA, NY 11501</b>						

Sheet no. 16 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal	➤	\$	146,603.84
Total	➤	\$	

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. _____ <b>US MEATS COMPANY D2 HUNTS POINT CO-OP MARKET BRONX, NY 10474</b>						<b>386.22</b>
ACCOUNT NO. _____ <b>UTICA NATIONAL INSURANCE BILLING DEPT. PO BOX 6532 UTICA, NY 13504-6532</b>						<b>11,782.00</b>
ACCOUNT NO. _____ <b>VISTA FOOD EXCHANGE BLDG B101 HUNTS POINT CO-OP BRONX, NY 10474</b>						<b>51,574.87</b>
ACCOUNT NO. _____ <b>WAYBEST FOODS COUNTY DISTRIBUTORS INC. 1510 ROUTE 5, PO BOX 53 SOUTH WINDSOR, CT 06074</b>						<b>64,265.71</b>
ACCOUNT NO. _____ <b>WEINSTEIN PO BOX 415468 BOSTON, MA 02241</b>						<b>43,367.16</b>

Sheet no. 17 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal > \$ **171,375.96**

Total > \$ \_\_\_\_\_

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

In re BERLIN & DENMAR DISTRIBUTORS. INC.  
Debtor

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

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							8,565.33
<b>WESTERN WHOLESALE MEATS F-4 HUNTS POINT CO-OP MKT BRONX, NY 10474</b>							
ACCOUNT NO.							60,197.19
<b>WOLVERINE PACKING PO BOX 79001 DETROIT, MI 48279</b>							
ACCOUNT NO.							8,926.00
<b>WORLD WIDE FISH F-5 HUNTS POINT CO-OP MKT BRONX, NY 10474</b>							

Sheet no. 18 of 18 continuation sheets attached to Schedule of Creditors  
Holding Unsecured  
Nonpriority Claims

Subtotal >	\$	<b>77,688.52</b>
Total >	\$	<b>3,367,915.09</b>

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

In re: BERLIN & DENMAR DISTRIBUTORS, INC.  
Debtor

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

## SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

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

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
<b>ACTIVE DIGITAL SOLUTIONS, INC.</b> 150 S. TERRACE AVENUE MOUNT VERNON, NY 10550	<b>LEASE OF COPIER</b>
<b>DE LAGE LANDEN</b> PO BOX 41602 PHILADELPHIA, PA 19101	<b>LEASE OF THREE FORK LIFTS</b>
<b>HUNTS POINT COOPERATIVE MARKET</b> C101 355 FOOD CENTER DRIVE BRONX, NY 10474	<b>PROPRIETARY LEASE ON COMMERCIAL COOP</b>
<b>MENDON TRUCK LEASING</b> 840 GARRISON AVENUE BRONX, NY 10474	<b>LEASE OF COMMERCIAL TRUCK</b>
<b>NISSAN</b> P.O. BOX 17123 BALTIMORE, MD 21297	<b>LEASE OF NISSAN SENTRA</b>



In re BERLIN & DENMAR DISTRIBUTORS, INC.  
Debtor

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

## DECLARATION CONCERNING DEBTOR'S SCHEDULES

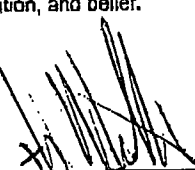
### DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

(NOT APPLICABLE)

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

I **NORMAN MILEKOWSKI**, the VICE PRESIDENT of the Corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 29 sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 10/20/10

Signature:   
NORMAN MILEKOWSKI VICE PRESIDENT  
[Print or type name of individual signing on behalf of debtor.]

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

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.