

UNITED STATES BANKRUPTCY COURT District of Delaware		VOLUNTARY PETITION
Name of Debtor (if individual, enter Last, First, Middle): <b>Yehud-Monosson USA, 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>27-4042001</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. and Street, City, and State): <b>257 West 39th Street New York, NY</b> <div style="text-align: right;">ZIP CODE <b>10018</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: <b>New York</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>		
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY  2011 MAR 23 A 10:58 U.S. BANKRUPTCY COURT FILED
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input 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		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Yehud-Monossion USA, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>U.S. Acquisitions &amp; Oil, Inc.</b>	Case Number: <b>10-14121</b>	Date Filed: <b>12/22/2010</b>	
District: <b>District of Delaware</b>	Relationship: <b>affiliate</b>	Judge: <b>Kevin J. Carey</b>	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have 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>		
<b>Exhibit C</b>			
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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> 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.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> 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.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> 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)			
<input type="checkbox"/> 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			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> 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): **Yehud-Monosson USA, 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.)

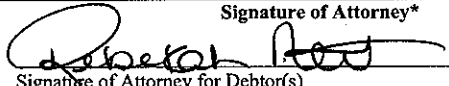
- I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.
- Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the 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  \_\_\_\_\_  
Signature of Attorney for Debtor(s)  
**Rebekah M. Nett**  
Printed Name of Attorney for Debtor(s)  
**Westview Law Center, PLC**  
Firm Name  
**1303 South Frontage Road, Suite 1**  
**Hastings, MN 55033**  
Address  
**(651) 437-3100**  
Telephone Number  
**03/23/2011**  
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 the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X  \_\_\_\_\_  
Signature of Authorized Individual  
**Naomi Isaacson**  
Printed Name of Authorized Individual  
**President**  
Title of Authorized Individual  
**03/23/2011**  
Date

**Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor**

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Name of Debtor:  
**Dr. R.C. Samanta Roy Institute  
of Science and Technology, Inc.**

Case Number:  
**11-10504**

Date Filed:  
**2/21/11**

District:  
**Delaware**

Relationship:  
**Parent**

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Name of Debtor:  
**Midwest Properties of Shawano, LLC**

Case Number:  
**11-10407**

Date Filed:  
**2/8/11**

District:  
**Delaware**

Relationship:  
**Affiliate**

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**CERTIFICATE OF RESOLUTION OF THE BOARD  
OF DIRECTORS OF YEHUD-MONOSSON USA, INC.**

At a Special Meeting of the Board of Directors of Yehud-Monosson USA, Inc., a New York corporation, do hereby certify that on March 9, 2011, the following resolutions were duly adopted and approved by the Board of Directors and recorded in the minute book of the Company, and they have not been modified or rescinded and are still in full force and effect on the date hereof.

**RESOLVED** that in light of the state of liabilities this Company has inherited as part of the Company's recent merger and after ongoing discussion at special meetings of the directors and officers duly called, noticed, and initially held on December 21, 23, 25, 29, and 31, 2010 and at each of the past three weekly meetings and continued discussion as to whether to file a Chapter 11 petition at today's meeting, the duly elected and appointed officers of the Company are hereby authorized and empowered individually, on behalf of, and in the name of, the Company to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time as said authorized officer may execute the same or shall otherwise determine it is in the best interest of the Company; and

**RESOLVED**, that any officer of the Company is hereby authorized and empowered on behalf of, and in the name of, the Company to execute and file all petitions, schedules, lists, and other papers and to take any and all action that any of the officers may deem necessary, proper or desirable in connection with the Chapter 11 case, with a view to the successful prosecution of the case; and

**RESOLVED**, that any officer of the Company is hereby authorized and empowered on behalf of, and in the name of, the Company to execute a plan of reorganization under Chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed with the Bankruptcy Court at such time as said authorized officer executing the same shall determine; and

**RESOLVED**, that the Company is hereby authorized to reorganization counsel for the Company upon such terms and conditions as the officers shall approve, to render legal services to, and to represent the Company in connection with the Chapter 11 case, subject to Bankruptcy Court approval; and

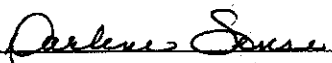
**RESOLVED** that any officer of the Company is hereby authorized and empowered on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring

professionals, appraisers, broker, financial advisers and other professionals to assist in the Company's Chapter 11 case on such terms as are deemed necessary, proper or desirable; and

**RESOLVED**, that in connection with the commencement of the Chapter 11 case by the Company, any officer of the Company is hereby authorized and empowered on behalf of, and in the name of, the Company, to negotiate, execute and deliver a debtor-in-possession loan facility and/or agreements for the use of cash collateral (including in connection therewith, such notes, security agreements and other agreements or instruments as such officers consider appropriate) on such terms and conditions as such officer executing the same may consider necessary, proper or desirable, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company; such other business issues that may arise.

**IN WITNESS THEREOF**, I have affixed my name as Secretary of Yehud-Monosson USA, Inc. to this resolution.

Dated: March 9, 2011

  
Secretary

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF SOUTHERN NEW YORK**

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In Re:

Chapter 11

Yehud-Monosson USA, Inc.

Case File No.: \_\_\_\_\_

Debtor,

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**STATEMENT OF CORPORATE OWNERSHIP  
OF YEHUD-MONOSSON USA, INC.**

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

1. All corporations that directly or indirectly own 10% or more of any class of the  
Debtor's equity interests are listed below:

**Owner**

**Percentage of Shares Owned**

Dr. R.C. Samanta Roy Institute of  
Science and Technology, Inc.

100%

YEHUD-MONOSSON USA, INC.

By: 

\_\_\_\_\_  
Naomi Isaacson, its President

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

IN RE: **YEHUD-MONOSSON USA, INC.**

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)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]
Washington County 14949 62nd North PO Box 200 Stillwater, MN 55082		Real Estate Taxes	<i>Disputed Subject to Setoff</i>	<b>\$88,833.49</b>
Associated Bank, N.A. 222 Bush Street Red Wing, MN 55066		Purchase Money	<i>Disputed</i>	<b>\$45,675.00</b>
First Lease 501 Office Center Drive, Suite 180A Fort Washington, PA 19034		Equipment Lease	<i>Disputed Subject to Setoff</i>	<b>\$41,121.63</b>
Freeborn County 411 South Broadway Albert Lea, MN 56007		Real Estate Taxes	<i>Disputed</i>	<b>\$28,280.07</b>
Henry's Foods 104 McKay Ave N Alexandria, MN 56308		Purchase Money	<i>Disputed Subject to Setoff</i>	<b>\$25,248.62</b>
Ramsey County 90 West Plato Blvd PO Box 64097 Saint Paul, MN 55164		Real Estate Taxes	<i>Disputed</i>	<b>\$14,131.48</b>



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

IN RE: YEHUD-MONOSSON USA, INC.

Case No.

Chapter 11

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

*Continuation Sheet No. 1*

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]
Omni Environmental, Inc. 1014 Bel Air Lane NW Rochester, MN 55901		Services	<i>Disputed Subject to Setoff</i>	<b>\$6,839.95</b>
Xcel Energy 414 Nicollet Mall Minneapolis, MN 55401		Services	<i>Disputed Subject to Setoff</i>	<b>\$6,127.84</b>
Godfrey & Kahn 780 North Water Street Milwaukee, WI 53202		Attorney Fees	<i>Disputed Subject to Setoff</i>	<b>\$3,453.80</b>

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

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

Date: 3/23/11

Signature:   
**Naomi Isaacson**  
President

American Bank of St. Paul  
1578 University Avenue W.  
St. Paul, MN 55104

Associated Bank, N.A.  
222 Bush Street  
Red Wing, MN 55066

First Lease  
501 Office Center Drive  
Suite 180A  
Fort Washington, PA 19034

Freeborn County  
411 South Broadway  
Albert Lea, MN 56007

Godfrey & Kahn  
780 North Water Street  
Milwaukee, WI 53202

Henry's Foods  
104 McKay Ave N  
Alexandria, MN 56308

Naomi Isaacson  
328 4<sup>th</sup> Street SE #101  
Minneapolis, MN 55414

Omni Environmental, Inc.  
1014 Bel Air Lane NW  
Rochester, MN 55901

Ramsey County  
90 West Plato Blvd  
PO Box 64097  
St Paul, MN 55164

Randall Youngerberg  
365 Smith Ave N #2  
St Paul, MN 55102

Peter Nett  
367 Smith Ave N #1  
St Paul, MN 55102

Dr. R.C. Samanta Roy Institute of Science & Technology, Inc.  
902 N Market Street, Suite 704  
Wilmington, DE 19801

Thelma J Brown  
4308 Arthur Street NE  
Minneapolis, MN 55421

Tiger Peg Capital Corp  
707 Travis Street, 3rd Floor North  
Houston, TX 77002

Vermillion State Bank  
107 East Main Street  
Vermillion, MN 55085

Washington County  
14949 62nd North  
PO Box 200  
Stillwater, MN 55082

William A Egan d/b/a Egan Oil  
500 Bunker Lake Blvd NW  
Anoka, MN 55303

William Dunnigan  
168 N Griggs Street  
St Paul, MN 55102

Xcel Energy  
414 Nicollet Mall  
Minneapolis, MN 55401

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF SOUTHERN NEW YORK**

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In Re:

Chapter 11

Yehud-Monosson USA, Inc.

Case File No.: \_\_\_\_\_

Debtor,

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**AFFIDAVIT OF NAOMI ISAACSON**

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STATE OF NEW YORK                   :  
  :  
  : SS.  
COUNTY OF NEW YORK               :

Naomi Isaacson, being duly sworn, deposes and says:

1. I am the President of Yehud-Monosson USA, Inc. ("Yehud-Monosson"). I am familiar with the operations, business affairs, books and records of the aforementioned entity.

2. Yehud-Monosson USA, Inc. is in the business primarily of owning and operating convenience store properties.

3. A mass conspiratorial campaign of aggressive discrimination, predatory activities of lenders, and invasion of the privacy of the business affairs of this Debtor, prompted this bankruptcy filing.

4. No committee has yet been organized by any creditors or interested persons with respect to this case.

5. The required information with respect to each of the holders of the 20 largest unsecured claims is stated as follows:

<b>Unsecured Claims</b>	<b>Persons/ entities familiar with claim</b>	<b>Amount of Claim</b>	<b>Type of Claim</b>
Washington County 14949 62nd North P.O. Box 200 Stillwater, MN 55082	Washington County Taxpayer Services (651) 430-6175	\$88,833.49	Disputed; Subject to setoff
Associated Bank, N.A. 222 Bush Street Red Wing, MN 55066	Laurie Hinrichs 651-385-1717	\$45,675.00	Disputed
First Lease 1300 Virginia Drive, Ste 450 Fort Washington, PA 19034	Eric G. Olsen John A. Halpern & Assoc. 12 S. 6 <sup>th</sup> Street, Ste 500 Minneapolis, MN 55402-1510 (612) 375-1980	\$41,121.63	Disputed
Freeborn County 411 South Broadway Albert Lea, MN 56007	Freeborn County Auditor-Treasurer (507) 377-5121	\$28,280.07	Disputed
Henry's Foods 104 McKay Ave N Alexandria, MN 56308	Thomas A. Jacobson Box 787 - 710 Broadway Alexandria, MN 56308 (320) 763-3141	\$25,248.62	Disputed; Subject to setoff
Ramsey County 90 West Plato Blvd PO Box 64097 Saint Paul, MN 55164	Ramsey County Property Tax Services (651) 266-2000	\$14,131.48	Disputed
Omni Environmental, Inc. 1014 Bel Air Lane NW Rochester, MN 55901	Matt Gekas 507-252-0945	\$6,839.95	Disputed; Subject to setoff
XCEL Energy 414 Nicollet Mall Minneapolis, MN 55401	Katie at XCEL Energy (608) 789-3662 or (608) 789-3668	\$6,127.84	Disputed
Godfrey & Kahn 780 North Water Street Milwaukee, WI 53202	Winston Ostrow 920-436-7678	\$3,453.80	Disputed; Subject to setoff

6. The required information with respect to each of the holders of the five largest secured claims is as follows:

<b>Secured Claims</b>	<b>Brief description and an estimate of the value of the collateral securing the claim</b>	<b>Amount of Claim</b>	<b>Type of Claim</b>
Vermillion State Bank 107 East Main Street Vermillion, MN 55085	Mortgage against real property at 3355 Hadley Ave N, Oakdale, MN – most recently appraised at \$2,550,000	\$2,183,000.00	Disputed; Subject to setoff; Contingent
William A. Egan 500 Bunker Lake Blvd NW St Paul, MN 55303	2 <sup>nd</sup> mortgage against real property at 236 Grand Avenue, St. Paul, MN and 2611 Bridge Ave, Albert Lea, MN – most recently valued at \$2,750,000 and \$1,150,000 respectively	\$2,090,300.20	Disputed, Subject to setoff; Contingent
Tiger Peg Capital Corp. 707 Travis Street 3rd Floor North Houston, TX 77002	1 <sup>st</sup> mortgage against real property at 236 Grand Ave, St. Paul, MN – most recently valued at \$2,750,000	\$893,338.76	Disputed; Subject to setoff; Contingent
American Bank of St. Paul 1578 University Avenue W. St. Paul, MN 55104	1 <sup>st</sup> mortgage against real property at 2611 Bridge Ave, Albert Lea, MN – most recently valued at \$1,150,000	\$593,855.59	Disputed; Subject to setoff; Contingent
William & Maureen Dunnigan 168 N Griggs St St. Paul, MN 55102	Contract vendor's interest in Contract for Deed for real property at 365/ 367 Smith Ave N, St. Paul, MN – with estimated market value of \$225,000 in today's market	\$235,000.00	Disputed; Subject to setoff; Contingent

7. Following is a summary of the debtor's assets and liabilities:

<b><u>Assets</u></b>	<b><u>Estimated Value</u></b>
236 Grand Ave, St. Paul MN 55102	\$2,750,000.00
2611 Bridge Ave, Albert Lea, MN	\$1,150,000.00
365/367 Smith Ave N, St. Paul, MN	\$225,000.00
3355 Hadley Ave, Oakdale, MN	\$2,550,000.00
Office Equipment	\$3,500.00

Bank Accounts – Commerce State Bank	\$24,700.00
Inventory	\$28,000.00
Equipment	\$225,000.00
<b>Total Assets</b>	<b>\$6,956,200.00</b>
<b><u>Liabilities</u></b>	<b><u>Estimated Value</u></b>
Vermillion State Bank	\$2,183,000.00
William A. Egan	\$2,090,300.20
Tiger Peg Capital Corporation	\$893,338.76
American Bank of St. Paul	\$593,855.59
William & Maureen Dunnigan	\$235,000.00
Omni Environmental, Inc.	\$6,839.95
Washington County Taxpayer Services	\$88,833.49
Associated Bank, N.A.	\$45,675.00
First Lease	\$41,121.63
Freeborn County Treasurer-Auditor	\$28,280.07
Henry's Foods	\$25,248.62
Ramsey County Property Tax Services	\$14,131.48
XCEL Energy	\$6,127.84
Godfrey & Kahn	\$3,453.80
<b>Total Liabilities</b>	<b>\$6,255,206.43</b>
<b>Net Company Worth</b>	<b>\$700,993.57</b>

8. This debtor has no publicly held securities, debentures or shares of stock.

9. This debtor does not have any assets in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents, or secured creditor, or agent for any such entity.

10. This debtor does not have any assets or premises owned, leased, or held under other arrangement from which the debtor operates its business other than as already stated in paragraph 7 above.

11. Debtor does not have any assets or interests outside the territorial limits of the United States. Debtor's books and records are maintained at 257 West 39<sup>th</sup> Street, New York, NY 10018.

12. A sheriff sale by advertisement is pending with respect to the property located at 3355 Hadley Avenue, Oakdale, MN 55128. The amount, if any, owed to this lender is in dispute. As part of these proceedings, Debtor intends to file an adversary claim to bring resolution to this matter. At this time, no sheriff sale is pending with respect to any other property but others are anticipated.

13. The names of the individuals who comprise the debtor's existing senior management all of which have been with the company since its inception, and a brief summary of their relevant responsibilities and experience are as follows:

- a. Naomi D. Isaacson, J.D. has been the Chief Executive Officer and in-house counsel for Debtor's parent corporation, since 2000. She has been associated with Yehud-Monosson USA, Inc. since its inception. She brings a wealth of legal and managerial experience to the company.
- b. Roger Sindt has been a board member of this Debtor's parent corporation since 1994, and he has been associated with Yehud-Monosson USA, Inc. since its inception. Mr. Sindt is an electrical engineer and entrepreneur. He assists in the area of business planning and development.



- c. Bruce E. Scott, J.D. has been a board member of this Debtor's parent corporation since 1994, and he has been associated with Yehud-Monosson USA, Inc. since its inception. Mr. Scott is an insurance agent and attorney. He assists in public relations, marketing, and legal matters.
- d. Dr. Rivka A. Rachel, M.D. has been a board member of this Debtor's parent corporation since 1998, and she has been associated with Yehud-Monosson USA, Inc. since its inception. Ms. Rachel has strong interests in education and graphic design. She assists this debtor in marketing and public relations.
- e. Randall Yungerberg has been a board member of this Debtor's parent corporation since 2006. He has been associated with Yehud-Monosson USA, Inc. since its inception. Mr. Yungerberg assists in business development, administrative and bookkeeping matters. Mr. Yungerberg also provides managerial duties for this Debtor's operations.
- f. Thelma J. Brown, R.N., has been a board member of this Debtor's parent corporation since 1996. She has been associated with Yehud-Monosson USA, Inc. since its inception. Mrs. Brown uses her decades of experience as a charge nurse to assist in business development and internal affairs.
- g. Michal Goldstein has been a board member of this Debtor's parent corporation since 1999. She has been associated with Yehud-Monosson USA, Inc. since its inception. Using her skills and experience as a social worker, Mrs. Goldstein is a valuable asset to the public relations team of Yehud-Monosson, Inc.

- h. Dr. Jill A. Yungerberg, M.D., has been a board member of this Debtor's parent corporation since 1998. She has been associated with Yehud-Monosson USA, Inc. since its inception. Dr. Yungerberg assists with internal affairs and business development.
- i. Darlene F. Sense, R.N., has been a board member of this Debtor's parent corporation since 1994. She has been associated with Yehud-Monosson, Inc. since its inception. Ms. Sense brings a wealth of information to the board. She also has a background in bookkeeping and parliamentary procedures. She assists in management of this debtor's affairs and acts as Secretary for the corporation.
- j. Dr. Laureen M. Ballinger, DDS, has been a board member of this Debtor's parent corporation since 2001. She has been associated with Yehud-Monosson USA, Inc. since its inception. Ms. Ballinger assists in the company's internal affairs, business planning and budgeting.

14. No funds are needed for payroll for the 30 day period following the filing of the Chapter 11 petition.

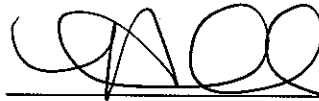
15. No funds are proposed to be paid for services to officers, stockholders, and directors for the 30-day period following the filing of the chapter 11 petition.

16. No funds are proposed to be paid to any financial or business consultant in the 30 day period following the filing of the chapter 11 petition.

17. A schedule, for the 30 day period following the filing of the chapter 11 petition, of estimated cash receipts and disbursements, net cash gain or loss, obligations

and receivables expected to accrue but remain unpaid, other than professional fees, and any other information relevant to an understanding of the foregoing is attached hereto and incorporated herein as **EXHIBIT A**.

**FURTHER YOUR AFFIANT SAITH NAUGHT.**



\_\_\_\_\_  
NAOMI ISAACSON  
PRESIDENT  
YEHUD-MONOSSON USA, INC.,

SWORN TO AND SUBSCRIBED BEFORE ME

THIS 23 DAY OF MARCH, 2011



\_\_\_\_\_  
Notary Public

IRA LEW  
NOTARY PUBLIC STATE OF NEW YORK  
NO. 01LE5064336  
QUALIFIED IN NEW YORK COUNTY  
COMMISSION EXPIRES ON  
AUGUST 12, 2014

**EXHIBIT A**

**SCHEDULE OF PROJECTED CASH RECEIPTS AND DISBURSEMENTS FOR 30 DAY POST-FILING PERIOD**

PROJECTED	
Cash Beginning of Month	\$ 28,000.00
<b>RECEIPTS</b>	
Cash Sales	\$166,904.62
Rental	\$ 1,950.00
Loans and Advances	\$ -
Sale of Assets	\$ -
Other (Attach List)	\$ -
<b>Total Receipts</b>	<b>\$168,854.62</b>
<b>DISBURSEMENTS</b>	
Net Payroll	\$ -
Payroll Taxes	\$ -
Sales, Use & Other Taxes	\$ -
Inventory Purchases	\$121,431.51
Secured/Rental/ Leases	\$ 10,417.81
Insurance	\$ 1,024.48
Administrative	\$ -
Selling	\$ -
Other (Attach List)	\$ -
Utilities	\$ 2,063.91
Owner Draw*	\$ -
Transfers (To DIP Accts)	\$ -
Professional Fees	\$ -
U.S. Trustee Quarterly Fees	\$ -
Court Costs	\$ -
<b>Total Disbursements</b>	<b>\$134,937.71</b>
Net Cash Flow (Receipts Less Disbursements)	<b>\$ 33,916.91</b>
Cash End of Month	<b>\$ 61,916.91</b>