

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Carabie Corporation	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 13-2879270	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 216 South Terrance Avenue Mount Vernon, NY	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 10550	ZIP Code
County of Residence or of the Principal Place of Business: Westchester	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

<p align="center">Type of Debtor (Form of Organization) (Check one box)</p> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<p align="center">Nature of Business (Check one box)</p> <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<p align="center">Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<p align="center">Nature of Debts (Check one box)</p> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

<p align="center">Filing Fee (Check one box)</p> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<p align="center">Chapter 11 Debtors</p> Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information

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

Estimated Number of Creditors

<input 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
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Estimated Assets

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

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

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

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

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

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

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

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

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

No.

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

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

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

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

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

(Check all applicable boxes)

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

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

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

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

Name of Debtor(s):
Carabie Corporation

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 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 Attorney*

X /s/ Jonathan S. Pasternak
Signature of Attorney for Debtor(s)

Jonathan S. Pasternak
Printed Name of Attorney for Debtor(s)

Rattet Pasternak, LLP
Firm Name

550 Mamaroneck Avenue
Suite 510
Harrison, NY 10528

Address

(914) 381-7400 Fax: (914) 381-7406

Telephone Number

October 14, 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 Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X /s/ Linda J. Bautista
Signature of Authorized Individual

Linda J. Bautista
Printed Name of Authorized Individual

Chief Financial Officer
Title of Authorized Individual

October 14, 2011

Date

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

In re Carabie Corporation
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Ernest Sanchez	90.5% Shareholder		
Jo Ann Miano	5% Shareholder		
Linda J. Bautista	4.5% Shareholder		

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date October 14, 2011

Signature /s/ Linda J. Bautista
Linda J. Bautista
Chief Financial Officer

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

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

In re Carabie Corporation

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

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

Date: October 14, 2011

/s/ Linda J. Bautista

Linda J. Bautista/Chief Financial Officer
Signer/Title

ADVANCED RECYCLING SYSTEMS
4000 MCCARTNEY ROAD
LOWELLVILLE, OH 44436-9413

AUSTER RUBBER COMPANY
238 N. 9TH STREET
BROOKLYN, NY 11211

BANK OF AMERICA
BUSINESS CARD
P.O BOX 1579
WILMINGTON, DE 19886-5796

BARNES, IACCARINO & SHEPHERD
ATTN: DANA HENKE, ESQ.
258 SAW MILL RIVER ROAD
ELMSFORD, NY 10523

CHASE BANK OF TEXAS, N.A
1111 OLD EAGLE SCHOOL ROAD
WAYNE, PA 19087

CON EDISON OF NEW YORK
4 IRVING PLACE
ROOM 201
NEW YORK, NY 10003

CRP SANITATION
2 BAYVIEW RD
CORTLANDT MANOR, NY 10567

CRYSTAL ROCK LLC
P.O. BOX 10028
WATERBURY, CT 06725-0028

DISTRICT COUNCIL NO. 9
45 WEST 14TH STREET
NEW YORK, NY 10011

ERNEST SANCHEZ
1241 UNDERHILL AVENUE
YORKTOWN HEIGHTS, NY 10598

FASTENAL COMPANY
P.O. BOX 1286
WINONA, MN 55987-1286

FEDERAL EXPRESS
P.O. BOX 371461
PITTSBURGH, PA 15250

FORD MOTOR CREDIT
P.O. BOX 20564
PITTSBURGH, PA 15257-2564

GILDEA & IVANIS, LLP
CERTIFIED PUBLIC ACCOUNTANTS
535 FIFTH AVENUE, 30TH FL.
NEW YORK, NY 10017

INDEPENDANT AERIAL EQUIPMENT
765 YORK STREET
ELIZABETH, NJ 07201

INDUSTRIAL VACUUM EQUIPMENT CO
N7959 BIRCH ROAD
IXONIA, WI 53036

INTERNAL REVENUE SERVICE
P.O. BOX 7346
PHILADELPHIA, PA 19101-7346

IUPAT PENSION FUND
FOR LOCAL 806
7234 PARKWAY DRIVE
HANOVER, MD 21076

IWT TRANSPORT, INC.
306 RAMAPO VALLEY ROAD, STE2
OAKLAND, NJ 07436

JO ANN MIANO
2074 HERING AVENUE
BRONX, NY 10461

JO-LIN REALTY, LLC
216 SOUTH TERRACE AVENUE
MOUNT VERNON, NY 10550

JOHN KAWULICZ
BETTY KAWULICZ
4 SPRINGWOOD LANE
NEW FAIRFIELD, CT 06812

JPMORGAN CHASE, NA
COLLATERAL MGMT SMALL BUSINESS
P.O BIOX 4660
HOUSTON, TX 77210-9820

LEIGHTON ASSOCIATES, INC.
7020 AUSTIN STREET, SUITE 115
FOREST HILLS, NY 11375

LOVELL SAFETY MANAGEMENT CO.
ACCOUNTING DEPARTMENT
110 WILLIAM ST., 12TH FL
NEW YORK, NY 10038-4949

MILLER & MILLER INSURANCE
720 COMMERCE STREET
THORNWOOD, NY 10594

NATIONWIDE LIFE INSURANCE CO
P.O. BOX 182928
COLUMBUS, OH 43218-2928

NET@WORK
575 EIGHTH AVENUE, 10TH FLOOR
NEW YORK, NY 10018

NEW YORK STATE INSURANCE FUND
WORKERS COMPENSATION
199 CHURCH STREET
NEW YORK, NY 10007-1100

NYC DEPT. OF FINANCE
345 ADAMS ST, 3RD FL.
ATTN: LEGAL AFFAIRS DEVORA COH
BROOKLYN, NY 11201-3719

NYS DEPARTMENT OF TAX & FINANC
BANKRUPTCY/SPECIAL PROCEDURES
P.O. BOX 5300
ALBANY, NY 12205-0300

NYS DEPT. OF TAX & FINANCE
OPTS-PROMPTAX
W A HARRIMAN CAMPUS
ALBANY, NY 12227-0001

NYS UNEMPLOYMENT
INSURANCE FUND
P.O. BOX 4301
BINGHAMTON, NY 13902-4301

NYS UNEMPLOYMENT INSURANCE
P.O BOX 4301
BINGHAMTON, NY 13902-4301

OFFICE OF THE US TRUSTEE
SOUTHERN DISTRICT OF NEW YORK
33 WHITEHALL STREET, 21ST FLR
NEW YORK, NY 10004

PROFESSIONAL PAINT PRODUCTS
42 JEFREY LANE
HICKSVILLE, NY 11801

ROBERT J. MARVIN
THREE WEST MAIN STREET
P.O BOX 420
PAWLING, NY 12564

RSC EQUIPMENT RENTAL
FORMERLY INDEPT. AERIAL
824-850 MAGNOLIA AVENUE
ELIZABETH, NJ 07201

SEARS BANKRUPTCY RECOVERY
P.O. BOX 20363
KANSAS CITY, MO 64195-0363

SECURITY EXCHANGE COMM
THE WOOLWORTH BUILDING
233 BROADWAY- JOHN MURRAY
NEW YORK, NY 10279

SPRINT
ATTN: BANKRUPTCY DEPT.
P.O. BOX 3827
ENGLEWOOD, CO 80155-3827

STAPLES CREDIT PLAN
PO BOX 689020
DES MOINES, IA 50368

STRUCTURAL STEEL & BRIDGE
PAINTER LOCAL 806 BENEFIT FUND
40 WEST 27TH STREET
NEW YORK, NY 10011

STRUCTURAL STEEL PAINTERS
LOCAL 806
40 WEST 27TH STREET-10TH FL.
NEW YORK, NY 10001

TEAMSTER LOCAL 456
160 SOUTH CENTRAL AVENUE
ELMSFORD, NY 10523

THE CHASE MANHATTEN
1111 OLD EAGLE SCHOOL ROAD
WAYNE, PA 19087

TIFFANY BRUSH CO.
P.O. BOX 1256
OSSINING, NY 10562

UNITED STATES ATTORNEY
ONE ST. ANDREW'S PLAZA
CLAIMS UNIT-ROOM 417
NEW YORK, NY 10007

VERIZON
PO BOX 15026
ALBANY, NY 12212-5026

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

In re Carabie Corporation
Debtor(s)

Case No. _____
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

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

None [*Check if applicable*]

October 14, 2011
Date

/s/ Jonathan S. Pasternak
Jonathan S. Pasternak
Signature of Attorney or Litigant
Counsel for Carabie Corporation
Rattet Pasternak, LLP
550 Mamaroneck Avenue
Suite 510
Harrison, NY 10528
(914) 381-7400 Fax:(914) 381-7406

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

In re Carabie Corporation

Debtor(s)

Case No. _____

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Linda J. Bautista, declare under penalty of perjury that I am the Chief Financial Officer of Carabie Corporation, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the 14th day of October, 2011.

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

Be It Therefore Resolved, that Linda J. Bautista, Chief Financial Officer of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that Linda J. Bautista, Chief Financial Officer of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that Linda J. Bautista, Chief Financial Officer of this Corporation is authorized and directed to employ Erica Feynman Aisner, attorney and the law firm of Rattet Pasternak, LLP to represent the corporation in such bankruptcy case."

Date October 14, 2011

Signed /s/ Linda J. Bautista

Linda J. Bautista

Resolution of Board of Directors
of
Carabie Corporation

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

Be It Therefore Resolved, that Linda J. Bautista, Chief Financial Officer of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that Linda J. Bautista, Chief Financial Officer of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that Linda J. Bautista, Chief Financial Officer of this Corporation is authorized and directed to employ Erica Feynman Aisner, attorney and the law firm of Rattet Pasternak, LLP to represent the corporation in such bankruptcy case.

Date October 14, 2011

Signed /s/ Linda J. Bautista
Linda J. Bautista