

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF NEW YORK

Case number (if known) _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Bells Food Center of Albion NY, Inc.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

DBA Bells Food Center
DBA Save-A-Lot
DBA Bell's Food Center of Albion, N.Y., Inc.
DBA Pawlaks Save A Lot

3. Debtor's federal Employer Identification Number (EIN) 16-0928875

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
<u>318 West Ave.</u> <u>Albion, NY 14411</u> Number, Street, City, State & ZIP Code	_____ P.O. Box, Number, Street, City, State & ZIP Code
<u>Orleans</u> County	Location of principal assets, if different from principal place of business
	_____ Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____

District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor _____ Relationship _____

District _____ When _____ Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, 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.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

1-49

50-99

100-199

200-999

1,000-5,000

5001-10,000

10,001-25,000

25,001-50,000

50,001-100,000

More than 100,000

15. Estimated Assets

\$0 - \$50,000

\$50,001 - \$100,000

\$100,001 - \$500,000

\$500,001 - \$1 million

\$1,000,001 - \$10 million

\$10,000,001 - \$50 million

\$50,000,001 - \$100 million

\$100,000,001 - \$500 million

\$500,000,001 - \$1 billion

\$1,000,000,001 - \$10 billion

\$10,000,000,001 - \$50 billion

More than \$50 billion

16. Estimated liabilities

\$0 - \$50,000

\$50,001 - \$100,000

\$100,001 - \$500,000

\$500,001 - \$1 million

\$1,000,001 - \$10 million

\$10,000,001 - \$50 million

\$50,000,001 - \$100 million

\$100,000,001 - \$500 million

\$500,000,001 - \$1 billion

\$1,000,000,001 - \$10 billion

\$10,000,000,001 - \$50 billion

More than \$50 billion

Debtor **Bells Food Center of Albion NY, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
I have been authorized to file this petition on behalf of the debtor.
I have examined the information in this petition and have a reasonable belief that the information is true and correct.
I declare under penalty of perjury that the foregoing is true and correct.

Executed on **May 8, 2017**
MM / DD / YYYY

X /s/ Jerome F. Pawlak
Signature of authorized representative of debtor
Title **President**

Jerome F. Pawlak
Printed name

18. Signature of attorney

X /s/ Beth Ann Bivona
Signature of attorney for debtor

Date **May 8, 2017**
MM / DD / YYYY

Beth Ann Bivona
Printed name

Barclay Damon, LLP
Firm name

The Avant Building, Suite 1200
200 Delaware Avenue
Buffalo, NY 14202-2150
Number, Street, City, State & ZIP Code

Contact phone **(716) 856-5500** Email address

Bar number and State

Fill in this information to identify the case:

Debtor name Bells Food Center of Albion NY, Inc.

United States Bankruptcy Court for the: WESTERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration **Statement of Income and Expenses**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 8, 2017

X /s/ Jerome F. Pawlak

Signature of individual signing on behalf of debtor

Jerome F. Pawlak

Printed name

President

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Bells Food Center of Albion NY, Inc.**
 United States Bankruptcy Court for the: **WESTERN DISTRICT OF NEW YORK**
 Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Five Star Bank 55 North Main Street Warsaw, NY 14569		Unsecured Loan - Cross Guaranty for The Video Station Albion Inc.	Contingent			\$370,000.00
Jerome Pawlak 14 Hazard Parkway Albion, NY 14411		Business loans				\$211,333.37
Key Bank P.O. Box 94525 Cleveland, OH 44101		assets of debtor		\$208,504.83	\$0.00	\$208,504.83
Save-A-Lot, Ltd. 100 Corporate Office Drive Earth City, MO 63045		Trade Debt	Disputed			\$133,853.75
Corporation Service Company as represent CanCapital P.O. Box 2576 Springfield, IL 62708		accounts, deposit accounts, personal property, assets and fixtures, general intangibles, instruments, equipment, inventory, proceeds		\$129,155.46	\$0.00	\$129,155.46
B&F Properties, A CA Limited Partnership and Steven Fogel, Tenants in Common c/oWestwood Financial 11440 San Vicente Boulevard, Suite 200 Los Angeles, CA 94004-9000		Lease	Disputed			\$113,005.74

Debtor **Bells Food Center of Albion NY, Inc.**
Name _____

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
M&T Bank 1100 Wehrle Drive - Second Flor Williamsville, NY 14221-7748		Line of Credit -				\$99,991.04
Randy Jasulevich 6910 Bear Ridge Road North Tonawanda, NY 14120		Business Loan				\$89,539.25
U.S. Bank Equipment Finance, a division of U.S. Bank National Association 1310 Madrid St. Marshall, MN 56258		Office equipment (front end sysytems - scanners, computers ...)		\$46,327.20	\$0.00	\$46,327.20
Olean Wholesale P.O. Box 1070 Olean, NY 14760		Potential partial PACA claim. Debtor reserves all rights and remedies				\$43,720.80
Colette and Frank Floyd 209 Manchester Road Vestal, NY 13850		all personal property, including without limitations goods,general intangibles, accounts receivables, inventory and equipment		\$30,000.00	\$0.00	\$30,000.00
Upstate Farms PO Box 650 Buffalo, NY 14225		Trade vendor				\$22,982.87
Latina Food Service 1 Scrivner Drive - Suite 1 Buffalo, NY 14227		Trade vendor				\$22,153.01
Sherwood Food Distributors 16625 Granite Road Maple Heights, OH 44137		Trade vendor				\$21,335.00
Constellation Energy Services of NY P.O. Box 5474 Carol Stream, IL 60197		Trade vendor				\$20,132.18
Joseph Pawlak 510 Davis Avenue Medina, NY 14103		Business Loans				\$20,000.00

Debtor **Bells Food Center of Albion NY, Inc.**
Name _____

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Orleans Revolving Loan Fund 121 Main Street Albion, NY 14411		Trade vendor				\$17,523.53
US Bank Equipment Finance 1310 Madrid St. Marshall, MN 56258		Various Equipment (1 800 Compressor, 1 national super ser. co burnisher together with all replacement,, parts, etc..)		\$15,796.88	\$0.00	\$15,796.88
Teresa M. Pawlak 14 Hazard Parkway Albion, NY 14411		Business Loan				\$14,700.00
American Express Bank, FSB 4315 South 2700 West Salt Lake City, UT 84184		All Assets of the Debtor		\$12,872.47	\$0.00	\$12,872.47

Fill in this information to identify the case:

Debtor name Bells Food Center of Albion NY, Inc.

United States Bankruptcy Court for the: WESTERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)	
1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ <u>0.00</u>
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ <u>369,526.12</u>
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ <u>369,526.12</u>

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ <u>442,656.84</u>
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ <u>0.00</u>
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ <u>1,277,853.87</u>
4. Total liabilities Lines 2 + 3a + 3b	\$ <u>1,720,510.71</u>

Fill in this information to identify the case:

Debtor name Bells Food Center of Albion NY, Inc.

United States Bankruptcy Court for the: WESTERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. **Cash on hand** **\$5,000.00**

3. **Checking, savings, money market, or financial brokerage accounts** *(Identify all)*

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
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3.1. Tompkins Bank of Castle	Business Checking Account	4850	\$3,627.59
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3.2. KeyBank (ACH for loan)	Business Checking	8360	\$250.00
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4. **Other cash equivalents** *(Identify all)*

5. **Total of Part 1.** **\$8,877.59**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes Fill in the information below.

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.
- Yes Fill in the information below.

Debtor Bells Food Center of Albion NY, Inc.
Name

Case number (If known) _____

11. **Accounts receivable**

11a. 90 days old or less: 19,235.68 - 0.00 = \$19,235.68
face amount doubtful or uncollectible accounts

12. **Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$19,235.68

Part 4: Investments

13. **Does the debtor own any investments?**

- No. Go to Part 5.
- Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. **Does the debtor own any inventory (excluding agriculture assets)?**

- No. Go to Part 6.
- Yes Fill in the information below.

	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19.	Raw materials				
20.	Work in progress				
21.	Finished goods, including goods held for resale				
22.	Other inventory or supplies				
	<u>Inventory</u>	<u>11/26/16</u>	<u>\$0.00</u>	<u>Recent cost</u>	<u>\$200,000.00</u>
	<u>Supplies (shrink wrap, grocery bags, floor cleaners, etc...)</u>	<u>11/26/16</u>	<u>\$0.00</u>	<u>Recent cost</u>	<u>\$3,000.00</u>

23. **Total of Part 5.**

Add lines 19 through 22. Copy the total to line 84.

\$203,000.00

24. **Is any of the property listed in Part 5 perishable?**

- No
- Yes

25. **Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

No
 Yes. Book value 20478 Valuation method retail Current Value 20478

26. **Has any of the property listed in Part 5 been appraised by a professional within the last year?**

- No
- Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- No. Go to Part 7.

Debtor Bells Food Center of Albion NY, Inc.
Name

Case number (If known) _____

Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

No. Go to Part 8.
 Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
40. Office fixtures			
41. Office equipment, including all computer equipment and communication systems equipment and software Various Equipment (after depreciation)	\$47,315.44	Tax records	\$47,315.44
Office equipment (front end systems - scanners, computers ...)	\$81,125.33		\$81,125.33

42. **Collectibles** Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. **Total of Part 7.** Add lines 39 through 42. Copy the total to line 86. \$128,440.77

44. Is a depreciation schedule available for any of the property listed in Part 7?
 No
 Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?
 No
 Yes

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

No. Go to Part 9.
 Yes Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
47.1. Chrysler Van - Town Country 2008 (Book Value on Financial Statement)	\$7,972.08		\$7,972.08

48. **Watercraft, trailers, motors, and related accessories** Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

49. **Aircraft and accessories**

Debtor Bells Food Center of Albion NY, Inc.
Name

Case number (If known) _____

50. **Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**

51. **Total of Part 8.**

Add lines 47 through 50. Copy the total to line 87.

\$7,972.08

52. **Is a depreciation schedule available for any of the property listed in Part 8?**

- No
 Yes

53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- No
 Yes

Part 9: Real property

54. **Does the debtor own or lease any real property?**

- No. Go to Part 10.
 Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

- No. Go to Part 11.
 Yes Fill in the information below.

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- No. Go to Part 12.
 Yes Fill in the information below.

Current value of debtor's interest

71. **Notes receivable**

Description (include name of obligor)

Loan to The Video Station (Note 206,000 current undermined value)

0.00
Total face amount

- 0.00
doubtful or uncollectible amount

=

Unknown

72. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)

Unused NOL 243,219.00

Tax year 2015

Unknown

73. **Interests in insurance policies or annuities**

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

76. **Trusts, equitable or future interests in property**

Debtor Bells Food Center of Albion NY, Inc.
Name

Case number (If known) _____

77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*

Claim against Save-A-Lot, Ltd for new store incentive

Unknown

Possible partial payment for pending insurance (estimated)

\$2,000.00

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$2,000.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

No

Yes

Debtor Bells Food Center of Albion NY, Inc.
Name

Case number (if known) _____

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$8,877.59</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$19,235.68</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$203,000.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$128,440.77</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$7,972.08</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$2,000.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$369,526.12</u>	+ 91b. <u>\$0.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$369,526.12</u>

Fill in this information to identify the case:

Debtor name Bells Food Center of Albion NY, Inc.

United States Bankruptcy Court for the: WESTERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim <small>Do not deduct the value of collateral.</small>	Column B Value of collateral that supports this claim	
2.1	<p>American Express Bank, FSB Creditor's Name</p> <p>4315 South 2700 West Salt Lake City, UT 84184 Creditor's mailing address</p> <p>_____ Creditor's email address, if known</p> <p>Date debt was incurred 2016</p> <p>Last 4 digits of account number 2800</p> <p>Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.</p>	<p>Describe debtor's property that is subject to a lien All Assets of the Debtor</p> <hr/> <p>Describe the lien filed UCC 7-29-16</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p>\$12,872.47</p>	<p>\$0.00</p>

2.2	<p>Colette and Frank Floyd Creditor's Name</p> <p>209 Manchester Road Vestal, NY 13850 Creditor's mailing address</p> <p>_____ Creditor's email address, if known</p> <p>Date debt was incurred May 2017</p> <p>Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property?</p>	<p>Describe debtor's property that is subject to a lien all personal property, including without limitations goods, general intangibles, accounts receivables, inventory and equipment</p> <hr/> <p>Describe the lien money loaned</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition filing date, the claim is: Check all that apply</p>	<p>\$30,000.00</p>	<p>\$0.00</p>
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Debtor **Bells Food Center of Albion NY, Inc.**
Name

Case number (if know) _____

- No
 Yes. Specify each creditor, including this creditor and its relative priority.
- Contingent
 Unliquidated
 Disputed

2.3	Corporation Service Company as represent Creditor's Name CanCapital P.O. Box 2576 Springfield, IL 62708 Creditor's mailing address Creditor's email address, if known Date debt was incurred 2016 Last 4 digits of account number CanCapital Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	Describe debtor's property that is subject to a lien accounts, deposit accounts, personal property, assets and fixtures, general intangibles, instruments, equipment, inventory, proceeds Describe the lien Filed UCC 10-18-2016 Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$129,155.46	\$0.00
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2.4	Key Bank Creditor's Name P.O. Box 94525 Cleveland, OH 44101 Creditor's mailing address Creditor's email address, if known Date debt was incurred 2008 Last 4 digits of account number 0482 Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	Describe debtor's property that is subject to a lien assets of debtor Describe the lien Filed UCC 7-10-97 (with continuations) Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$208,504.83	\$0.00
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2.5	U.S. Bank Equipment Finance, a division Creditor's Name of U.S. Bank National Association 1310 Madrid St. Marshall, MN 56258	Describe debtor's property that is subject to a lien Various Equipment (2 KYSOR 12m4 100 12' MD Meat case m/n 14 12 EU' 1 Kysor 12m4 000 12' MD meat Case; @ hussman D5 12 100 24' multi Deck Dairy case; 2 Hussman D5 12' Smoked Meat)	\$0.00	\$0.00
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Debtor **Bells Food Center of Albion NY, Inc.**
Name

Case number (if know) _____

Creditor's mailing address

Describe the lien
filed UCC 8-24-12 (notice only - beleive paid in full)

Is the creditor an insider or related party?

No

Yes

Is anyone else liable on this claim?

No

Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

Creditor's email address, if known

Date debt was incurred

2012

Last 4 digits of account number

PIF

Do multiple creditors have an interest in the same property?

No

Yes. Specify each creditor, including this creditor and its relative priority.

As of the petition filing date, the claim is:

Check all that apply

Contingent

Unliquidated

Disputed

2.6

U.S. Bank Equipment Finance, a division

Creditor's Name

**of U.S. Bank National Association
1310 Madrid St.
Marshall, MN 56258**

Creditor's mailing address

Describe debtor's property that is subject to a lien

Office equipment (front end sysytems - scanners, computers ...)

\$46,327.20

\$0.00

Creditor's email address, if known

Date debt was incurred

2015

Last 4 digits of account number

1809

Do multiple creditors have an interest in the same property?

No

Yes. Specify each creditor, including this creditor and its relative priority.

Describe the lien

filed ucc 9-3-2015

Is the creditor an insider or related party?

No

Yes

Is anyone else liable on this claim?

No

Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

Contingent

Unliquidated

Disputed

2.7

US Bank Equipment Finance

Creditor's Name

**1310 Madrid St.
Marshall, MN 56258**

Creditor's mailing address

Describe debtor's property that is subject to a lien

**Various Equipment
(1 800 Compressor, 1 national super ser. co burnisher together with all replacement,, parts, etc..)**

\$15,796.88

\$0.00

Creditor's email address, if known

Date debt was incurred

2014

Last 4 digits of account number

2233

Describe the lien

UCC 7-18-13

Is the creditor an insider or related party?

No

Yes

Is anyone else liable on this claim?

No

Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

Debtor Bells Food Center of Albion NY, Inc.
Name

Case number (if know) _____

Do multiple creditors have an interest in the same property?

- No
 Yes. Specify each creditor, including this creditor and its relative priority.

As of the petition filing date, the claim is:

- Check all that apply
 Contingent
 Unliquidated
 Disputed

2.8 Western Union Financial Services, Inc.
Creditor's Name

12500 East Belford Ave.
Englewood, CO 80112

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

2017

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- No
 Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien
goods, instruments, promissory notes, chattel, documents, accounts receivables, equipment, commercial tort claims, general intangibles, payment intangibles and software

\$0.00

\$0.00

Describe the lien

Filed UCC 4-6-17

Is the creditor an insider or related party?

- No
 Yes
Is anyone else liable on this claim?

- No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

- Check all that apply
 Contingent
 Unliquidated
 Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$442,656.84

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

Can Capital
CAN Capital Asset Servicing Inc.
414 W. 14th Street, 3rd Floor
New York, NY 10014

Line 2.3

Can Capital, Inc.
2015 Vaughan Road
Kennesaw, GA 30144

Line 2.3

Harbor Capital Corp.
121 Shattuck Way
Newington, NH 30144

Line 2.6

Harris Beach PLLC
Attn: Timothy P. Johnson
Larkin at Exchange
726 Exchange St., Suite 1000
Buffalo, NY 14210

Line 2.4

Debtor Bells Food Center of Albion NY, Inc.
Name

Case number (if know) _____

Key Bank National Association
3920 Main Street
Amherst, NY 14226

Line 2.4

Key Bank National Association
202 North Main St.
Jamestown, NY 14701

Line 2.4

Fill in this information to identify the case:

Debtor name Bells Food Center of Albion NY, Inc.

United States Bankruptcy Court for the: WESTERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

Official Form 206E/F
Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).
- No. Go to Part 2.
- Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim	
3.1	Nonpriority creditor's name and mailing address American Fruits & Vegetables P.O. Box 20613 Rochester, NY 14602 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Potential PACA claim. Debtor reserves all rights and remedies</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1.00
3.2	Nonpriority creditor's name and mailing address B&F Properties, A CA Limited Partnership and Steven Fogel, Tenants in Common c/oWestwood Financial 11440 San Vicente Boulevard, Suite 200 Los Angeles, CA 94004-9000 Date(s) debt was incurred <u>1009</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Lease</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$113,005.74
3.3	Nonpriority creditor's name and mailing address Constellation Energy Services of NY P.O. Box 5474 Carol Stream, IL 60197 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$20,132.18
3.4	Nonpriority creditor's name and mailing address Dudley Poultry P.O. Box 37 Middlesex, NY 14507 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade vendor</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$7,727.68

Debtor **Bells Food Center of Albion NY, Inc.**
Name

Case number (if known) _____

3.5 Nonpriority creditor's name and mailing address **Five Star Bank**
55 North Main Street
Warsaw, NY 14569
Date(s) debt was incurred 2/2016
Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$370,000.00**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: **Unsecured Loan - Cross Guaranty for The Video Station ALbion Inc.**

Is the claim subject to offset? No Yes

3.6 Nonpriority creditor's name and mailing address **Five Star Bank**
Cardmember Service
P.O. Box 790408
Saint Louis, MO 63179-0408
Date(s) debt was incurred 2016
Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$10,220.03**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: **Business Credit Card**

Is the claim subject to offset? No Yes

3.7 Nonpriority creditor's name and mailing address **Frito Lay**
75 Remittance Drive - Suite 1217
Chicago, IL 60675
Date(s) debt was incurred _____
Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$5,171.88**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: **Trade vendor**

Is the claim subject to offset? No Yes

3.8 Nonpriority creditor's name and mailing address **Grelak Mechanical, Inc.**
3829 Forest Parkway
Suite 300
North Tonawanda, NY 14120
Date(s) debt was incurred _____
Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$11,387.17**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: **Trade vendor**

Is the claim subject to offset? No Yes

3.9 Nonpriority creditor's name and mailing address **Independent Grocers**
Workers Compensation
Self Insurance Trust
P.O. Box 1248
Buffalo, NY 14231-1248
Date(s) debt was incurred _____
Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$6,673.43**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: **Trade vendor**

Is the claim subject to offset? No Yes

3.10 Nonpriority creditor's name and mailing address **Jerome Pawlak**
14 Hazard Parkway
Albion, NY 14411
Date(s) debt was incurred _____
Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$211,333.37**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: **Business loans**

Is the claim subject to offset? No Yes

3.11 Nonpriority creditor's name and mailing address **JH Wattles, Inc. d/b/a Willowbrook Foods**
92 Niagara Frontier Ford Terminal
Buffalo, NY 14206
Date(s) debt was incurred _____
Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$8,662.50**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: **Trade vendor**

Is the claim subject to offset? No Yes

Debtor **Bells Food Center of Albion NY, Inc.**
Name

Case number (if known) _____

3.12 Nonpriority creditor's name and mailing address **Joseph Pawlak**
510 Davis Avenue
Medina, NY 14103
Date(s) debt was incurred _____
Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$20,000.00**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: **Business Loans**
Is the claim subject to offset? No Yes

3.13 Nonpriority creditor's name and mailing address **Lake Country Pennysaver**
170 N. Main Street
Albion, NY 14411
Date(s) debt was incurred _____
Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$9,971.38**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: **Trade vendor**
Is the claim subject to offset? No Yes

3.14 Nonpriority creditor's name and mailing address **Latina Food Service**
1 Scrivner Drive - Suite 1
Buffalo, NY 14227
Date(s) debt was incurred _____
Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$22,153.01**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: **Trade vendor**
Is the claim subject to offset? No Yes

3.15 Nonpriority creditor's name and mailing address **M&T Bank**
1100 Wehrle Drive - Second Flor
Williamsville, NY 14221-7748
Date(s) debt was incurred **2017**
Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$99,991.04**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: **Line of Credit -**
Is the claim subject to offset? No Yes

3.16 Nonpriority creditor's name and mailing address **Olean Wholesale**
P.O. Box 1070
Olean, NY 14760
Date(s) debt was incurred _____
Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$43,720.80**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: **Potential partial PACA claim. Debtor reserves all rights and remedies**
Is the claim subject to offset? No Yes

3.17 Nonpriority creditor's name and mailing address **Orleans Revolving Loan Fund**
121 Main Street
Albion, NY 14411
Date(s) debt was incurred _____
Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$17,523.53**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: **Trade vendor**
Is the claim subject to offset? No Yes

3.18 Nonpriority creditor's name and mailing address **Pepsi-Cola**
P.O. Box 75948
Chicago, IL 60675-5948
Date(s) debt was incurred _____
Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.* **\$12,290.41**
 Contingent
 Unliquidated
 Disputed

Basis for the claim: **Trade vendor**
Is the claim subject to offset? No Yes

Debtor **Bells Food Center of Albion NY, Inc.**
Name

Case number (if known) _____

3.19 Nonpriority creditor's name and mailing address **Randy Jasulevich**
6910 Bear Ridge Road
North Tonawanda, NY 14120
Date(s) debt was incurred _____
Last 4 digits of account number _____
As of the petition filing date, the claim is: *Check all that apply.* **\$89,539.25**
 Contingent
 Unliquidated
 Disputed
Basis for the claim: **Business Loan**
Is the claim subject to offset? No Yes

3.20 Nonpriority creditor's name and mailing address **Save-A-Lot, Ltd.**
100 Corporate Office Drive
Earth City, MO 63045
Date(s) debt was incurred **2014**
Last 4 digits of account number _____
As of the petition filing date, the claim is: *Check all that apply.* **\$133,853.75**
 Contingent
 Unliquidated
 Disputed
Basis for the claim: **Trade Debt**
Is the claim subject to offset? No Yes

3.21 Nonpriority creditor's name and mailing address **Schunk, Wilson & Co., PC**
701 Seneca St., Suite 604
Buffalo, NY 14210
Date(s) debt was incurred _____
Last 4 digits of account number _____
As of the petition filing date, the claim is: *Check all that apply.* **\$5,475.85**
 Contingent
 Unliquidated
 Disputed
Basis for the claim: **Accounting Services**
Is the claim subject to offset? No Yes

3.22 Nonpriority creditor's name and mailing address **Sherwood Food Distributors**
16625 Granite Road
Maple Heights, OH 44137
Date(s) debt was incurred _____
Last 4 digits of account number _____
As of the petition filing date, the claim is: *Check all that apply.* **\$21,335.00**
 Contingent
 Unliquidated
 Disputed
Basis for the claim: **Trade vendor**
Is the claim subject to offset? No Yes

3.23 Nonpriority creditor's name and mailing address **Sunset Fruit and Vegetable**
699 Bailey Avenue
Buffalo, NY 14206
Date(s) debt was incurred _____
Last 4 digits of account number _____
As of the petition filing date, the claim is: *Check all that apply.* **\$1.00**
 Contingent
 Unliquidated
 Disputed
Basis for the claim: **Potential PACA claim. Debtor reserves all rights and remedies**
Is the claim subject to offset? No Yes

3.24 Nonpriority creditor's name and mailing address **Teresa M. Pawlak**
14 Hazard Parkway
Albion, NY 14411
Date(s) debt was incurred _____
Last 4 digits of account number _____
As of the petition filing date, the claim is: *Check all that apply.* **\$14,700.00**
 Contingent
 Unliquidated
 Disputed
Basis for the claim: **Business Loan**
Is the claim subject to offset? No Yes

3.25 Nonpriority creditor's name and mailing address **Upstate Farms**
PO Box 650
Buffalo, NY 14225
Date(s) debt was incurred _____
Last 4 digits of account number _____
As of the petition filing date, the claim is: *Check all that apply.* **\$22,982.87**
 Contingent
 Unliquidated
 Disputed
Basis for the claim: **Trade vendor**
Is the claim subject to offset? No Yes

Debtor Bells Food Center of Albion NY, Inc.
Name

Case number (if known) _____

3.26	Nonpriority creditor's name and mailing address US Bank Equipment Finance 1310 Madrid St. Marshall, MN 56258 Date(s) debt was incurred <u>2013</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Various Equipment - Returned</u> <u>(1 Copier estudio 2550C c7dc44582; 1 copier cpc estudio2550c</u> <u>c7dc44582-c together with all replacements, parts, etc...)</u> <u>Notice</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
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3.27	Nonpriority creditor's name and mailing address Westwood Financial Corp. authorized agent for B&F Properties 11440 San Vicente Boulevard Suite 200 Los Angeles, CA 90049 Date(s) debt was incurred <u>1997 and amendments</u> <u>thereafter</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Lease - notice as agent for B&F Properties and</u> <u>Steven Fogel, Tenants in Common</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1.00
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Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	Chiari & Ilecki LLP 1 Delaware Road - Suite 110 Buffalo, NY 14217	Line <u>3.2</u>	-
		<input type="checkbox"/> Not listed. Explain _____	

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

	Total of claim amounts
5a. Total claims from Part 1	5a. \$ <u>0.00</u>
5b. Total claims from Part 2	5b. + \$ <u>1,277,853.87</u>
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c. \$ <u>1,277,853.87</u>

Fill in this information to identify the case:

Debtor name Bells Food Center of Albion NY, Inc.

United States Bankruptcy Court for the: WESTERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest **Sublease - Expires 12/31/2017 - 1-60 month option period**

State the term remaining **12/31/2017**

List the contract number of any government contract _____

**B & F Properties
dba Save-On Beverage Center
320 West Ave.
Route 31
Albion, NY 14411**

2.2. State what the contract or lease is for and the nature of the debtor's interest **Corporate payroll service**

State the term remaining **expires 12/31/17**

List the contract number of any government contract _____

**Computer Search
Payroll Services
331 Audubon Pwky
Amherst, NY 14228**

2.3. State what the contract or lease is for and the nature of the debtor's interest **tenant with the debtor - renting month - month**

State the term remaining **12/31/16**

List the contract number of any government contract _____

**Save-On-Beverage Center
320 West Ave.
Albion, NY 14411**

2.4. State what the contract or lease is for and the nature of the debtor's interest **Retail leased space - 1 - 60 month option period
Sublandlord is Debtor and The Video Station is the subtenant
Expires 12/31/2017**

State the term remaining _____

List the contract number of any government contract _____

**The Video Station of Albion, NY
320 West Avenue
Albion, NY 14411**

Debtor 1 **Bells Food Center of Albion NY, Inc.**
First Name Middle Name Last Name

Case number (if known) _____

Additional Page if You Have More Contracts or Leases

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

Fill in this information to identify the case:

Debtor name Bells Food Center of Albion NY, Inc.

United States Bankruptcy Court for the: WESTERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

**Official Form 206H
Schedule H: Your Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.

Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

	Name	Mailing Address	Name	Check all schedules that apply:
2.1	Jerome Pawlak	14 Hazard Parkway Albion, NY 14411	American Express Bank, FSB	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.2	Jerome Pawlak	14 Hazard Parkway Albion, NY 14411	Key Bank	<input checked="" type="checkbox"/> D <u>2.4</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.3	Jerome Pawlak	14 Hazard Parkway Albion, NY 14411	U.S. Bank Equipment Finance, a division	<input checked="" type="checkbox"/> D <u>2.5</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.4	Jerome Pawlak	14 Hazard Parkway Albion, NY 14411	U.S. Bank Equipment Finance, a division	<input checked="" type="checkbox"/> D <u>2.6</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.5	Jerome Pawlak	14 Hazard Parkway Albion, NY 14411	US Bank Equipment Finance	<input checked="" type="checkbox"/> D <u>2.7</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____

Debtor **Bells Food Center of Albion NY, Inc.**

Case number (if known) _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.14	Teresa M. Pawlak	14 Hazard Parkway Albion, NY 14411	Save-A-Lot, Ltd.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.20</u> <input type="checkbox"/> G _____
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2.15	The Video Station of Albion, NY	320 West Avenue Albion, NY 14411	B&F Properties, A CA Limited Partnership	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
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2.16	The Video Station of Albion, NY	320 West Avenue Albion, NY 14411	Five Star Bank	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
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2.17	Save-On-Beverag e Center	320 West Ave. Albion, NY 14411	B & F Properties	<input type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input checked="" type="checkbox"/> G <u>2.1</u>
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2.18	The Video Station of Albion, NY	320 West Avenue Albion, NY 14411	B & F Properties	<input type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input checked="" type="checkbox"/> G <u>2.1</u>
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Fill in this information to identify the case:

Debtor name Bells Food Center of Albion NY, Inc.

United States Bankruptcy Court for the: WESTERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:
From 1/01/2017 to **Filing Date**

Operating a business
 Other _____

\$803,880.33

For prior year:
From 1/01/2016 to 12/31/2016

Operating a business
 Other _____

\$4,367,641.22

For year before that:
From 1/01/2015 to 12/31/2015

Operating a business
 Other _____

\$5,548,909.00

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. American Fruits & Vegetables P.O. Box 20613 Rochester, NY 14602	2/25 - 5/4/17	\$13,385.75	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other __
3.2. Bimbo Foods P.O. Box 827810 Philadelphia, PA 19182	2/10-5/6/17	\$16,379.95	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other __
3.3. Dudley Poultry P.O. Box 37 Middlesex, NY 14507	3/2 - 5/4/17	\$19,312.85	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other __
3.4. Latina Food Service 1 Scrivner Dr. Suite 1 Buffalo, NY 14227	3/1 - 5/3/17	\$25,398.55	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other __
3.5. Sunset Fruit and Vegetable 699 Bailey Avenue Buffalo, NY 14206	2/24-5/6/17	\$12,592.25	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other __
3.6. UFCW Local #1 5911 Airport Road Oriskany, NY 13424	3/10-5/5/17	\$12,133.01	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Healthcare Fund</u>
3.7. Upstate Farms P.O. Box 650 Buffalo, NY 14225	3/1- 5/6/17	\$12,509.44	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other __
3.8. JH Wattles, Inc. 92 Niagara Frontier Ford Terminal Buffalo, NY 14206	3/1-5/4/17	\$13,515.30	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other __

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.9. Sherwood Food Distributors 16625 Granite Road Maple Heights, OH 44137	3/21-5/6/17	\$90,867.33	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other ___
3.10 Randy Jasulevich 6910 Bear Ridge Road North Tonawanda, NY 14120	2/14-4/21/17	\$19,842.15	<input type="checkbox"/> Secured debt <input checked="" type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other ___
3.11 Barclay Damon The Avant Building, Suite 1200 200 Delaware Avenue Buffalo, NY 14202	5/8/17	\$14,740.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other Current invoice - Billed \$14,740.00 on 5/8/17 for work done just prior to the filing

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. Jerome Pawlak 14 Hazard Parkway Albion, NY 14411 100% Shareholder	Various	\$49,400.00	Wages
4.2. Joseph Pawlak 510 Davis Avenue Medina, NY 14103 Principal's son	various	\$27,040.00	(estimated) hourly wages

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. B&F Properties, a California Limited Partnership and Steven Fogel, an individual, as Tenants in Common vs. Bells Food Center of Albion, NY, Inc. and Video Station of Albion, Inc. d/b/a Save-On Beverage Center,	Civil - Eviction	Town of Albion 3665 Clarendon Rd. Albion, NY 14411	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

None

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

None

Description of the property lost and how the loss occurred	Amount of payments received for the loss <small>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</small>	Dates of loss	Value of property lost
Outdoor sign - wind damage	Claim still open - partial payment ca. 7,500	3/8/17	\$9,500.00

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None.

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.	Barclay Damon The Avant Building, Suite 1200 200 Delaware Avenue Buffalo, NY 14202	\$15,000 retainer fee and \$1,717 filing fee \$45,000.00 total retainer (as a retainer for pre-bankruptand bankrupt debt counseling. Billed \$14,740.00 on 5/8/17 for work done just prior to the filing leaving \$30,260.00 as retainer for work after the filing).	4/28/17 (retainer) 5/3/17 (filing fee)	\$16,717.00
	Email or website address _____			
	Who made the payment, if not debtor? Debtor			

11.2.	Barclay Damon The Avant Building, Suite 1200 200 Delaware Avenue Buffalo, NY 14202	\$30,000 retainer fee	5/1/17	\$30,000.00
	Email or website address _____			
	Who made the payment, if not debtor? Colette & Frank Floyd			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device. Do not include transfers already listed on this statement.

None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
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Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Address	Dates of occupancy From-To
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Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:
- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- No. Go to Part 9.
- Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	--	---

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

- No.
- Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- No. Go to Part 10.
- Yes. Does the debtor serve as plan administrator?
 - No Go to Part 10.
 - Yes. Fill in below:

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?
Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

None

	Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	M&T Bank One M&T Plaza Buffalo, NY 14203	XXXX-2972	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other__	Albion Branch - 3/817	\$6,453.83

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- No.
- Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- No.
- Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- No.
- Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.	Dates business existed
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Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. The Video Station of Albion, NY 320 West Avenue Albion, NY 14411	video sales rental	Dates business existed EIN: 16-1198165 From-To 1983- present

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

Name and address	Date of service From-To
26a.1. Save-A-Lot 100 Corporate Office Drive Earth City, MO 63045	8/2002-2/27/17

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

Name and address	Date of service From-To
26b.1. Schunk, Wilson & Co., PC 701 Seneca St., Suite 604 Buffalo, NY 14210	

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

Name and address	If any books of account and records are unavailable, explain why
26c.1. Save-A-Lot 100 Corporate Office Drive Earth City, MO 63045	
26c.2. Schunk, Wilson & Co., PC 701 Seneca St., Suite 604 Buffalo, NY 14210	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

Name and address
26d.1. Five Star

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

No

Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
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	Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
27.1	RGIS	11/26/16	\$221,487.14

Name and address of the person who has possession of inventory records
**Bells Food Center of Albion, NY, Inc,
 320 West Ave.
 Albion, NY 14411**

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Jerome Pawlak	14 Hazard Parkway Albion, NY 14411	Shareholder	100

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- No
- Yes. Identify below.

30. **Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- No
- Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
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31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- No
- Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
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32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- No
- Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
Bells Food Center of Albion, N.Y. Inc.	EIN: 16-0928875

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **May 8, 2017**

/s/ Jerome F. Pawlak
Signature of individual signing on behalf of the debtor

Jerome F. Pawlak
Printed name

Position or relationship to debtor **President**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy (Official Form 207)* attached?

- No
- Yes

United States Bankruptcy Court
Western District of New York

In re Bells Food Center of Albion NY, Inc.

Debtor(s)

Case No.

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

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

FLAT FEE

For legal services, I have agreed to accept \$
Prior to the filing of this statement I have received \$
Balance Due \$

RETAINER

For legal services, I have agreed to accept and received a retainer of \$ 45,000.00
The undersigned shall bill against the retainer at an hourly rate of \$ 235.00
[Or attach firm hourly rate schedule.] Debtor(s) have agreed to pay all Court approved fees and expenses exceeding the amount of the retainer.

2. \$ 1,717.00 of the filing fee has been paid.

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

Debtor Other (specify): Debtor paid 15,000 retainer and filing fee
Frank Floyd and Colette Pawlak-Floyd paid \$30,000

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

Debtor Other (specify):

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

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

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

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

Firm will bill at hourly rates as set forth in retention application.

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

Any conflict matters as set forth in retention application.

Debtor(s)

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)
(Continuation Sheet)

CERTIFICATION

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

May 8, 2017

Date

/s/ Beth Ann Bivona

Beth Ann Bivona

Signature of Attorney

Barclay Damon, LLP

The Avant Building, Suite 1200

200 Delaware Avenue

Buffalo, NY 14202-2150

(716) 856-5500 Fax: (716) 856-5510

Name of law firm

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

In re Bells Food Center of Albion NY, Inc.

Debtor(s)

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
Jerome Pawlak 14 Hazard Parkway Albion, NY 14411	Class A	180, at par	100% shareholder

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF 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 of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date May 8, 2017

Signature /s/ Jerome F. Pawlak
Jerome F. Pawlak

*Penalty for making a false statement of 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
Western District of New York**

In re Bells Food Center of Albion NY, Inc.

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President 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: May 8, 2017

/s/ Jerome F. Pawlak

Jerome F. Pawlak/President

Signer/Title

American Express Bank, FSB
4315 South 2700 West
Salt Lake City, UT 84184

American Fruits & Vegetables
P.O. Box 20613
Rochester, NY 14602

B & F Properties
dba Save-On Beverage Center
320 West Ave.
Route 31
Albion, NY 14411

B&F Properties, A CA Limited Partnership
and Steven Fogel, Tenants in Common
c/oWestwood Financial
11440 San Vincente Boulevard, Suite 200
Los Angeles, CA 94004-9000

Can Capital
CAN Capital Asset Servicing Inc.
414 W. 14th Street, 3rd Floor
New York, NY 10014

Can Capital, Inc.
2015 Vaughan Road
Kennesaw, GA 30144

Chiari & Ilecki LLP
1 Delaware Road - Suite 110
Buffalo, NY 14217

Colette and Frank Floyd
209 Manchester Road
Vestal, NY 13850

Computer Search
Payroll Services
331 Audubon Pwky
Amherst, NY 14228

Constellation Energy Services of NY
P.O. Box 5474
Carol Stream, IL 60197

Corporation Service Company as represent
CanCapital
P.O. Box 2576
Springfield, IL 62708

Corporation Tax
Attn: Franchise Tax
Attn: President or Managing Agent
State Campus
Albany, NY 12226

Dudley Poultry
P.O. Box 37
Middlesex, NY 14507

Five Star Bank
55 North Main Street
Warsaw, NY 14569

Five Star Bank
Cardmember Service
P.O. Box 790408
Saint Louis, MO 63179-0408

Frito Lay
75 Remittance Drive - Suite 1217
Chicago, IL 60675

Grelak Mechanical, Inc.
3829 Forest Parkway
Suite 300
North Tonawanda, NY 14120

Harbor Capital Corp.
121 Shattuck Way
Newington, NH 30144

Harris Beach PLLC
Attn: Timothy P. Johnson
Larkin at Exchange
726 Exchange St., Suite 1000
Buffalo, NY 14210

Independent Grocers
Workers Compensation
Self Insurance Trust
P.O. Box 1248
Buffalo, NY 14231-1248

Jerome Pawlak
14 Hazard Parkway
Albion, NY 14411

JH Wattles, Inc. d/b/a Willowbrook Foods
92 Niagara Frontier Ford Terminal
Buffalo, NY 14206

Joseph Pawlak
510 Davis Avenue
Medina, NY 14103

Key Bank
P.O. Box 94525
Cleveland, OH 44101

Key Bank National Association
3920 Main Street
Amherst, NY 14226

Key Bank National Association
202 North Main St.
Jamestown, NY 14701

Lake Country Pennysaver
170 N. Main Street
Albion, NY 14411

Latina Food Service
1 Scrivner Drive - Suite 1
Buffalo, NY 14227

M&T Bank
1100 Wehrle Drive - Second Flor
Williamsville, NY 14221-7748

Olean Wholesale
P.O. Box 1070
Olean, NY 14760

Orleans Revolving Loan Fund
121 Main Street
Albion, NY 14411

Pepsi-Cola
P.O. Box 75948
Chicago, IL 60675-5948

Randy Jasulevich
6910 Bear Ridge Road
North Tonawanda, NY 14120

Save-A-Lot, Ltd.
100 Corporate Office Drive
Earth City, MO 63045

Save-On-Beverage Center
320 West Ave.
Albion, NY 14411

Schunk, Wilson & Co., PC
701 Seneca St., Suite 604
Buffalo, NY 14210

Sherwood Food Distributors
16625 Granite Road
Maple Heights, OH 44137

Sunset Fruit and Vegetable
699 Bailey Avenue
Buffalo, NY 14206

Teresa M. Pawlak
14 Hazard Parkway
Albion, NY 14411

The Video Station of Albion, NY
320 West Avenue
Albion, NY 14411

U.S. Bank Equipment Finance, a division
of U.S. Bank National Association
1310 Madrid St.
Marshall, MN 56258

Upstate Farms
PO Box 650
Buffalo, NY 14225

US Bank Equipment Finance
1310 Madrid St.
Marshall, MN 56258

Western Union Financial Services, Inc.
12500 East Belford Ave.
Englewood, CO 80112

Westwood Financial Corp.
authorized agent for B&F Properties
11440 San Vincente Boulevard
Suite 200
Los Angeles, CA 90049

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

In re Bells Food Center of Albion NY, Inc.

Debtor(s)

Case No. _____

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

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

**Jerome Pawlak
14 Hazard Parkway
Albion, NY 14411**

None [*Check if applicable*]

May 8, 2017

Date

/s/ Beth Ann Bivona

Beth Ann Bivona

Signature of Attorney or Litigant

Counsel for Bells Food Center of Albion NY, Inc.

Barclay Damon, LLP

The Avant Building, Suite 1200

200 Delaware Avenue

Buffalo, NY 14202-2150

(716) 856-5500 Fax:(716) 856-5510