

**United States Bankruptcy Court  
Northern District of Ohio**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>NLP Acquisition Limited Partnership</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>34-1735806</b>	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. & Street, City, State & Zip Code): <b>C/O William K. Haines, Jr. 8050 Freedom Avenue NW North Canton, OH</b>	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
ZIPCODE <b>44720</b>	ZIPCODE
County of Residence or of the Principal Place of Business: <b>Stark</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address)	Mailing Address of Joint Debtor (if different from street address):
ZIPCODE	ZIPCODE

Location of Principal Assets of Business Debtor (if different from street address above):  
**8050 Freedom Avenue NW, North Canton, OH**
ZIPCODE **44720**

<p align="center"><b>Type of Debtor</b> (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 type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" 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"><b>Nature of Business</b> (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"><b>Tax-Exempt Entity</b> (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"><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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"><b>Nature of Debts</b> (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.
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<p align="center"><b>Filing Fee</b> (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"><b>Chapter 11 Debtors</b></p> <p><b>Check one box:</b></p> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <p><b>Check if:</b></p> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,190,000. <p>-----</p> <p><b>Check all applicable boxes:</b></p> <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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<p><b>Statistical/Administrative Information</b></p> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
<p><b>Estimated Number of Creditors</b></p> <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	
<p><b>Estimated Assets</b></p> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<p><b>Estimated Liabilities</b></p> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>NLP Acquisition Limited Partnership</b>	
<b>Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>None</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>None</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align:center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align:center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code.</p> <p style="text-align:center;"><b>X</b> _____ Signature of Attorney for Debtor(s) <span style="float:right;">Date</span></p>		
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached a made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord or lessor that obtained judgment)			
_____ (Address of landlord or lessor)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included 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.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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**Voluntary Petition**

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

Name of Debtor(s):

**NLP Acquisition Limited Partnership**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

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

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

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

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

X \_\_\_\_\_

Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Attorney\***

X /s/ Patrick J. Keating

Signature of Attorney for Debtor(s)

**Patrick J. Keating 0023481**  
**Buckingham, Doolittle & Burroughs LLP**  
**3800 Embassy Parkway Suite 300**  
**Akron, OH 44333-8398**  
**(330) 376-5300 Fax: (330) 258-6559**

February 24, 2010

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Petition Preparer**

I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); 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 \_\_\_\_\_

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

\_\_\_\_\_  
Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

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

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.*

**Signature of Debtor (Corporation/Partnership)**

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

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

X /s/ William K. Haines, Jr.

Signature of Authorized Individual

William K. Haines, Jr.

Printed Name of Authorized Individual

Managing Member

Title of Authorized Individual

February 24, 2010

Date

**RESOLUTION OF  
NLP ACQUISITION LIMITED PARTNERSHIP**

NLP Acquisition Limited Partnership, by and through its sole general partner, 8050 Limited, hereby adopts the following resolution on this 22 day of February, 2010:

WHEREAS, it is in the best interest of NLP Acquisition Limited Partnership to file a Voluntary Petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code, and to reorganize its financial obligations;

Be it therefore RESOLVED, that NLP Acquisition Limited Partnership is hereby authorized to file a Voluntary Petition under Chapter 11 of Title 11 of the United States.

Be it further RESOLVED, that William K. Haines, Jr., as the Managing Member of 8050 Limited, the sole general partner of NLP Acquisition Limited Partnership, is hereby authorized to execute, on behalf of NLP Acquisition Limited Partnership and its sole general partner, the Petition, and all Schedules and Statements thereto in order to commence a bankruptcy case under Chapter 11 of Title 11 of the United States Code.

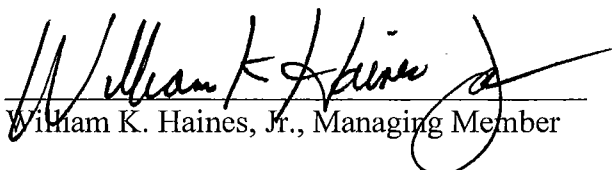
Be it further RESOLVED, that NLP Acquisition Limited Partnership is authorized and directed to employ Patrick J. Keating, and the law firm of Buckingham, Doolittle & Burroughs as its attorneys in the Chapter 11 case, and to represent the Company in such bankruptcy case.

Be it further RESOLVED, that William K. Haines, Jr., as managing member of 8050 Limited, the sole general partner of NLP Acquisition Limited Partnership, and Patrick J. Keating and the attorneys of Buckingham, Doolittle & Burroughs, LLP, are hereby authorized to file such papers, and to take such action in connection with the Chapter 11 case of NLP Acquisition Limited Partnership and the financial reorganization of NLP Acquisition Limited Partnership.

IN WITNESS WHEREOF, the undersigned have set their hands on the date set forth above.

NLP ACQUISITION LIMITED PARTNERSHIP

By Its Sole General Partner, 8050 Limited

By:   
William K. Haines, Jr., Managing Member

«AK3:1017810\_v1»

**United States Bankruptcy Court  
Northern District of Ohio**

IN RE:

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

NLP Acquisition Limited Partnership

Chapter 11

Debtor(s)

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

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
AEP P.O. Box 24404 Canton, OH 44701				7,703.36
The Hillyergroup LLC 111 Stow Avenue, Suite 100 Cuyahoga Falls, OH 44221				6,500.00
Westfield Insurance P.O. Box 9001566 Louisville, KY 40290				5,777.26
Stark County Sanitary Engineer P.O. Box 7906 Canton, OH 44705				3,828.00
Dominion P.O. Box 26785 Richmond, VA 23261				2,979.02
Canterbury Enterprises 4150 Belden Village Street NW Suite 108 Canton, OH 44718				2,556.01
HD Supply Facilities Maintenance P.O. Box 509058 San Diego, CA 92150				2,136.58
Akron Public Utilities Bureau P.O. Box 3674 Akron, OH 44309				474.76
Akron Beacon Journal P.O. Box 3661 Akron, OH 44309				462.40
AT&T P.O. Box 8100 Aurora, IL 60507				377.66
Peachtree Business Products P.O. Box 13290 Atlanta, GA 30324				141.00
Canton City Utilities P.O. Box 9955 Canton, OH 44711				46.97
Ohio Edison P.O. Box 3637 Akron, OH 44309				14.13

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

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: February 24, 2010 Signature: /s/ William K. Haines, Jr.

William K. Haines, Jr., Managing Member

(Print Name and Title)

United States Bankruptcy Court  
Northern District of Ohio

IN RE:

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

NLP Acquisition Limited Partnership

Chapter 11

Debtor(s)

**VERIFICATION OF CREDITOR MATRIX**

The above named debtor(s) hereby verify(ies) that the attached matrix listing creditors is true to the best of my(our) knowledge.

Date: February 24, 2010

Signature: /s/ William K. Haines, Jr.

William K. Haines, Jr., Managing Member

Debtor

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Joint Debtor, if any

AEP  
P.O. BOX 24404  
CANTON OH 44701

AKRON BEACON JOURNAL  
P.O. BOX 3661  
AKRON OH 44309

AKRON PUBLIC UTILITIES BUREAU  
P.O. BOX 3674  
AKRON OH 44309

AQUA OHIO  
P.O. BOX 269  
STRUTHERS OH 44471

AT&T  
P.O. BOX 8100  
AURORA IL 60507

CANTERBURY ENTERPRISES  
4150 BELDEN VILLAGE STREET NW  
SUITE 108  
CANTON OH 44718

CANTON CITY UTILITIES  
P.O. BOX 9955  
CANTON OH 44711

CITY OF CANAL FULTON  
155 MARKET STREET E #B  
CANAL FULTON OH 44614

CITY OF NORTH CANTON  
145 NORTH MAIN STREET  
NORTH CANTON OH 44720



DOMINION  
P.O. BOX 26785  
RICHMOND VA 23261

FIRSTMERIT BANK  
106 SOUTH MAIN STREET  
AKRON OH 44309-1499

HD SUPPLY FACILITIES MAINTENANCE  
P.O. BOX 509058  
SAN DIEGO CA 92150

INTERNAL REVENUE SERVICE  
P.O. BOX 21126  
PHILADELPHIA PA 19114-0326

JEFFREY BADDELEY, ESQ.  
ULMER & BERNE, LLP  
1660 W. 2ND STREET, SUITE 1100  
CLEVELAND OH 44113-1448

JOHN A. DONOFRIO, FISCAL OFFICER  
175 SOUTH MAIN STREET, SUITE 320  
AKRON OH 44308-1353

OHIO EDISON  
P.O. BOX 3637  
AKRON OH 44309

PEACHTREE BUSINESS PRODUCTS  
P.O. BOX 13290  
ATLANTA GA 30324

REPUBLIC WASTE SERVICES  
P.O. BOX 9001815  
LOUISVILLE KY 40290

SAND ROCK MINERAL WATER CO.  
1312 EAST TUSCARAWAS STREET  
CANTON OH 44707

SPRING ELECTRIC COMPANY  
4607 CLEVELAND AVENUE NW  
CANTON OH 44709

STARK COUNTY SANITARY ENGINEER  
P.O. BOX 7906  
CANTON OH 44705

STARK COUNTY TREASURER  
COUNTY ADMINISTRATION BLDG  
110 CENTRAL PLAZA STE 250  
CANTON OH 44702-1410

STATE OF OHIO TREASURER  
FISCAL DIVISION  
180 EAST BROAD STREET  
COLUMBUS OH 43215

THE EXTERMINATOR  
4577 SURMAY AVENUE SW  
CANTON OH 44706

THE HILLYERGROUP LLC  
111 STOW AVENUE, SUITE 100  
CUYAHOGA FALLS OH 44221

VILLAGE OF HARTVILLE  
P.O. BOX 72250  
CLEVELAND OH 44192

WASTE MANAGEMENT OF OHIO  
P.O. BOX 9001054  
LOUISVILLE KY 40290

WESTFIELD INSURANCE  
P.O. BOX 9001566  
LOUISVILLE KY 40290