

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Shells, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 34-1130514	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 350 State St. #3 Wadsworth, OH ZIP Code 44281	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Medina	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP Code	Mailing Address of Joint Debtor (if different from street address): ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): 502 E Olde U.S. Route 30 Bourbon, IN 46504	

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

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" 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).
--	---

Statistical/Administrative Information <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
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" 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	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input 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	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input 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	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Shells, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: ND Ohio - Akron		Case Number: 09-54144	Date Filed: 9/19/09
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -		Case Number:	Date Filed:
District:		Relationship:	Judge:
Exhibit A		Exhibit B	
(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.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		(To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (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.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment) _____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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

Name of Debtor(s):
Shells, Inc.

Signatures

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

I declare under penalty of perjury that the information provided in this petition is true and correct.
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).
 I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
 Signature of Debtor

X _____
 Signature of Joint Debtor

 Telephone Number (If not represented by attorney)

 Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
 Signature of Foreign Representative

 Printed Name of Foreign Representative

 Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

 Printed Name and title, if any, of Bankruptcy Petition Preparer

 Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

 Address

X _____

 Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

Signature of Attorney*

X /s/ Frederic P. Schwieg, Esq.
 Signature of Attorney for Debtor(s)

Frederic P. Schwieg, Esq. 0030418
 Printed Name of Attorney for Debtor(s)

Frederic P Schwieg Attorney at Law
 Firm Name

2705 Gibson Dr
Rocky River, OH 44116-3008

 Address

Email: fschwieg@schwieglaw.com

440-499-4506 Fax: 440-398-0490
 Telephone Number

April 18, 2014
 Date

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Henry C. Bray, Jr.
 Signature of Authorized Individual

Henry C. Bray, Jr.
 Printed Name of Authorized Individual

President
 Title of Authorized Individual

April 18, 2014
 Date

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

In re Shells, Inc.

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
American First Federal, Inc. P.O. Box 232 Lake Oswego, OR 97034	American First Federal, Inc. P.O. Box 232 Lake Oswego, OR 97034	Guarantee of Brayco LLC Loan (SI is invalid)	Contingent Unliquidated Disputed	1,095,311.21 (0.00 secured)
Brockman Coats Gedellian & Co. 1735 Merriman Rd. Akron, OH 44313-9007	Brockman Coats Gedellian & Co. 1735 Merriman Rd. Akron, OH 44313-9007	Professional Services		10,725.00
C.H. Robinson Worldwide Inc. P.O. Box 9121 Minneapolis, MN 55480-9121	C.H. Robinson Worldwide Inc. P.O. Box 9121 Minneapolis, MN 55480-9121	Trucking		8,826.07
Continental Containers P.O. Box 6491 Cleveland, OH 44101-1491	Continental Containers P.O. Box 6491 Cleveland, OH 44101-1491	Boxes packaging supplies		9,737.44
Cose/Medical Mutual Of Ohio PO Box 951922 Cleveland, OH 44193	Cose/Medical Mutual Of Ohio PO Box 951922 Cleveland, OH 44193	Health Ins		27,561.63
Cowden & Humphrey Co. 4600 Euclid Avenue Suite 400 Cleveland, OH 44103	Cowden & Humphrey Co. 4600 Euclid Avenue Suite 400 Cleveland, OH 44103	Professional Services		86,616.27
Foseco Metallurgical Inc. 5645 Collections Center Dr. Chicago, IL 60693	Foseco Metallurgical Inc. 5645 Collections Center Dr. Chicago, IL 60693	Raw materials		14,988.24
Foundry Products Inc. P.O. Box 85400 Westland, MI 48185	Foundry Products Inc. P.O. Box 85400 Westland, MI 48185	Raw materials		33,720.00
Gokoh Corp. A/P PO Box 951413 Cleveland, OH 44193	Gokoh Corp. A/P PO Box 951413 Cleveland, OH 44193	Raw Materials		28,110.07
HA International LLC 22668 Network Place Chicago, IL 60673-1226	HA International LLC 22668 Network Place Chicago, IL 60673-1226	Raw Materials		30,853.86
HP Products PO Box 68310 Indianapolis, IN 46268	HP Products PO Box 68310 Indianapolis, IN 46268	office supplies		13,228.73

B4 (Official Form 4) (12/07) - Cont.

In re **Shells, Inc.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Internal Revenue Service-B Insolvency Stop 5334 STL P.O. Box 66778 St. Louis, MO 63166	Internal Revenue Service-B Insolvency Stop 5334 STL P.O. Box 66778 St. Louis, MO 63166	Withholding Taxes (balance from prior CH 11)		31,366.47
Macdaddy Freight International 306 S. Washington Suite 206 Royal Oak, MI 48067	Macdaddy Freight International 306 S. Washington Suite 206 Royal Oak, MI 48067	Shipping/trucking		9,735.00
Nipsco PO Box 13018 Merrillville, IN 46411-3018	Nipsco PO Box 13018 Merrillville, IN 46411-3018	Electric and Gas Service		49,835.74
Nugent Sand Co. P.O. Box 1209 Muskegon, MI 49443-1209	Nugent Sand Co. P.O. Box 1209 Muskegon, MI 49443-1209	Raw Materials		73,485.10
Praxair Distribution Inc. Dept. CH 10660 Palatine, IL 60055-0660	Praxair Distribution Inc. Dept. CH 10660 Palatine, IL 60055-0660	Industrial Gases		39,098.26
PRM Trucking Inc. PO Box 456 White Pigeon, MI 49099	PRM Trucking Inc. PO Box 456 White Pigeon, MI 49099	Trucking		63,675.27
TechniSand Inc. PO Box 931185 Cleveland, OH 44193-1336	TechniSand Inc. PO Box 931185 Cleveland, OH 44193-1336	Raw Materials		299,482.66
Toyota Financial Services Commercial Finance Dept 2431 Carol Stream, IL 60132-2431	Toyota Financial Services Commercial Finance Dept 2431 Carol Stream, IL 60132-2431	1 Lift Truck		26,194.00 (15,000.00 secured)
Wiers 2111 Jim Neu Drive Plymouth, IN 46563-3302	Wiers 2111 Jim Neu Drive Plymouth, IN 46563-3302	Equipment Lease		21,804.60

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

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

Date April 18, 2014Signature /s/ Henry C. Bray, Jr.
Henry C. Bray, Jr.
President

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

United States Bankruptcy Court
Northern District of Ohio

In re Shells, Inc.
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	2,579,319.12		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		1,891,863.65	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	32		116,692.15	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	20		932,284.77	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		61			
		Total Assets	2,579,319.12		
		Total Liabilities		2,940,840.57	

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

In re Shells, Inc.
Debtor

Case No. _____
Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.
Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 12)	
Average Expenses (from Schedule J, Line 22)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

Sub-Total > **0.00** (Total of this page)
 Total > **0.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply 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).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Huntington National Bank Account ending in 0367 - checking	-	100,477.87
		Huntington National Bank Account ending in 0370 - checking - payroll	-	4.35
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **100,482.22**
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		12.5% membership interest in Brayco., LLC, a single asset real estate holding company which owns manufacturing facility at 502 East Olde U.S. Route 30, Bourbon, Indiana 46504	-	0.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		As of 2/28/2014	-	1,568,830.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
			Sub-Total >	1,568,830.00
			(Total of this page)	

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

In re Shells, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2007 Ford Explorer	-	7,500.00
		2004 Freightliner Truck	-	30,000.00
		2 2004 Wabash Semi-Trailers	-	18,000.00
		2008 Freightliner M2 Truck	-	10,000.00
		2008 Freightliner M2 Box Truck and 2004 Wabash Trailer	-	22,000.00
		2004 Freuhof Pneumatic Trailer	-	12,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		See itemized schedule of depreciated assets - Exhibit B	-	668,000.00
		OSI Core Drying Oven	-	25,000.00
		1 Lift Truck	-	15,000.00
		2 Lift Trucks	-	7,000.00
30. Inventory.		Inventory	-	95,506.90
31. Animals.	X			
			Sub-Total >	910,006.90
			(Total of this page)	

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	0.00
(Total of this page)	
Total >	2,579,319.12

(Report also on Summary of Schedules)

Sheet 3 of 3 continuation sheets attached to the Schedule of Personal Property

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, 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). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No. American First Federal, Inc. P.O. Box 232 Lake Oswego, OR 97034	X	Security Interest Guarantee of Brayco LLC Loan (SI is invalid)			X	X	X	1,095,311.21	1,095,311.21
Value \$		0.00							
Account No. Balboa Capital Corporation 2010 Main St. 11th Floor Irvine, CA 92614	-	7/2009 Security Interest 2004 Freuhof Pneumatic Trailer						5,539.97	0.00
Value \$		12,000.00							
Account No. Bank of the Ozarks P.O. Box 242208 Little Rock, AR 72223-2208	-	10/2013 Financing Lease 2008 Frieghtliner M2 Box Truck and 2004 Wabash Trailer						23,378.74	1,378.74
Value \$		22,000.00							
Account No. Bray Henry 350 State St. #3 Wadsworth, OH 44281	-	5/2013 Financing Lease 2 2004 Wabash Semi-Trailers						17,046.91	0.00
Value \$		18,000.00							
Subtotal								1,141,276.83	1,096,689.95
(Total of this page)									

1 continuation sheets attached

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No. Genfed Financial Services Federal Credit Union 157 Great Oaks Trl. Wadsworth, OH 44281	-	2011						
		Purchase Money Security 2007 Ford Explorer						
		Value \$ 7,500.00					9,757.17	2,257.17
Account No. Huntington Bank 220 Market South CA113 Canton, OH 44702	-	Security Interest						
		Accounts Receivable Inventory						
		Value \$ 1,664,337.80					678,155.29	0.00
Account No. North Coast Lift Truck Inc. PO Box 565 Mentor, OH 44061	-	2 Lift Trucks						
		Value \$ 7,000.00					6,816.03	0.00
Account No. Pawnee Leasing Corporation 700 Centre Ave. Fort Collins, CO 80526	-	2013						
		Purchase Money Security OSI Core Drying Oven						
		Value \$ 25,000.00					29,664.33	4,664.33
Account No. Toyota Financial Services Commercial Finance Dept 2431 Carol Stream, IL 60132-2431	-	8/2013						
		Financing Lease 1 Lift Truck						
		Value \$ 15,000.00					26,194.00	11,194.00
Subtotal (Total of this page)							750,586.82	18,115.50
Total (Report on Summary of Schedules)							1,891,863.65	1,114,805.45

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Shells, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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

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

 Domestic support obligations

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

 Extensions of credit in an involuntary case

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

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

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

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

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

 Commitments to maintain the capital of an insured depository institution

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

 Claims for death or personal injury while debtor was intoxicated

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

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Acosta Franklin 1014 W. Monroe St. Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				396.90	0.00
							396.90	396.90
Account No. Aguilar Elizabeth 314 S. Columbia St. Warsaw, IN 46580	-	-	April 13 - 18 2014 Wages and Bonus				464.16	0.00
							464.16	464.16
Account No. Ahuatl Hector 6977 N. 200 W. Leesburg, IN 46538	-	-	April 13 - 18 2014 Wages and Bonus				342.00	0.00
							342.00	342.00
Account No. Almaguer Corina 1692 E. 200 N. Lot 34 Warsaw, IN 46582	-	-	April 13 - 18 2014 Wages and Bonus				428.99	0.00
							428.99	428.99
Account No. Alvarado Daniel 601 W. Garro St. Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				412.20	0.00
							412.20	412.20
Subtotal							2,044.25	0.00
(Total of this page)							2,044.25	2,044.25

Sheet 1 of 31 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Alvarado Raul 601 W. Garro St. Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				412.20	0.00
							412.20	412.20
Account No. Antunez Duarte Marlon 900 W. Harrison St. Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				370.00	0.00
							370.00	370.00
Account No. Aponte Fanny 201 E. North St. Apt 4 Bremen, IN 46506	-	-	April 13 - 18 2014 Wages and Bonus				484.64	0.00
							484.64	484.64
Account No. Arroyo Javier 201 N. State Rd. 14 Akron, IN 46910	-	-	April 13 - 18 2014 Wages and Bonus				216.00	0.00
							216.00	216.00
Account No. Barrera Rosita 5850 6th Rd. Bremen, IN 46506	-	-	April 13 - 18 2014 Wages and Bonus				457.20	0.00
							457.20	457.20
Subtotal							1,940.04	0.00
(Total of this page)							1,940.04	1,940.04

Sheet **2** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Bautista Carina 1692 E. 200 N. Lot 207 Warsaw, IN 46582	-		April 13 - 18 2014 Wages and Bonus					0.00
							322.88	322.88
Account No. Bentura Alexander 420 S. Walnut St. Plymouth, IN 46563	-		April 13 - 18 2014 Wages and Bonus					0.00
							626.64	626.64
Account No. Blue Barry 11973 S. 700 W. Silver Lake, IN 46982	-		April 13 - 18 2014 Wages and Bonus					0.00
							1,098.80	1,098.80
Account No. Bray Henry C 381 Inverness Rd. Akron, OH 44313	-		April 13 - 18 2014 Wages and Bonus					0.00
							1,659.90	1,659.90
Account No. Brito Ana 111 E. Walnut St. Akron, IN 46910	-		April 13 - 18 2014 Wages and Bonus					0.00
							415.08	415.08
Subtotal								0.00
(Total of this page)							4,123.30	4,123.30

Sheet **3** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Brito Veronica 772 S State Rd 19 Akron, IN 46910			April 13 - 18 2014 Wages and Bonus					0.00
		-					434.39	434.39
Account No. Burns Leonard 3007 Inverness Pt. Warsaw, IN 46580			April 13 - 18 2014 Wages and Bonus					0.00
		-					405.00	405.00
Account No. Calderon-Herrera Juan 410 E. Center St. Lot 7 Akron, IN 46910			April 13 - 18 2014 Wages and Bonus					0.00
		-					468.00	468.00
Account No. Carias Helin 1621 Dunham St. South Bend, IN 46619			April 13 - 18 2014 Wages and Bonus					0.00
		-					403.60	403.60
Account No. Castillo Paula 205 N. Wahsington St. Apt 2 Bremen, IN 46506			April 13 - 18 2014 Wages and Bonus					0.00
		-					420.84	420.84
Subtotal								0.00
(Total of this page)							2,131.83	2,131.83

Sheet **4** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Cervantes Roberto 725 Plum St. Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				511.20	0.00
							511.20	511.20
Account No. Cervantez Oliver 300 N. Alexander St. Lot 21 Bremen, IN 46506	-	-	April 13 - 18 2014 Wages and Bonus				352.00	0.00
							352.00	352.00
Account No. Chrzan Tyler M. 4817 West Shore Dr. Bremen, IN 46506	-	-	April 13 - 18 2014 Wages and Bonus				468.00	0.00
							468.00	468.00
Account No. Contreras Juan 1692 E. 200 N. Lot 38 Warsaw, IN 46582	-	-	April 13 - 18 2014 Wages and Bonus				412.20	0.00
							412.20	412.20
Account No. Cooper Heidi R. 516 Pennsylvania Ave. Apt. 1 Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				440.63	0.00
							440.63	440.63
Subtotal							2,184.03	0.00
(Total of this page)							2,184.03	2,184.03

Sheet **5** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Cruz De Antunez Arlinda 10574 Del-Lo-Me Lane Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				370.00	0.00
							370.00	370.00
Account No. Cuatlatl Fausta 1621 N. Michigan St. Lot 6 Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				403.60	0.00
							403.60	403.60
Account No. De la Roca Mariana 3699 N. Lot 152 E. Warsaw, IN 46580	-	-	April 13 - 18 2014 Wages and Bonus				337.63	0.00
							337.63	337.63
Account No. DeLeon Mynor 325 N. Spencer St. Bremen, IN 46506	-	-	April 13 - 18 2014 Wages and Bonus				860.00	0.00
							860.00	860.00
Account No. Delgadillo John 759 Parkway Lane Rochester, IN 46975	-	-	April 13 - 18 2014 Wages and Bonus				414.72	0.00
							414.72	414.72
Subtotal							2,385.95	0.00
(Total of this page)							2,385.95	2,385.95

Sheet **6** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Deon Robert D. 13540 5D Rd. Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				628.80	0.00 628.80
Account No. Dickson Austin 706 N. Main St. Bourbon, IN 46504	-	-	April 13 - 18 2014 Wages and Bonus				391.68	0.00 391.68
Account No. Edminister John V 2251 Rickel Dr. Akron, OH 44333	-	-	April 13 - 18 2014 Wages and Bonus				2,395.60	0.00 2,395.60
Account No. Edwards Renee 404 W North St. Bourbon, IN 46504	-	-	April 13 - 18 2014 Wages and Bonus				572.71	0.00 572.71
Account No. Flores Rogelio 4025 River Rd. Apt. M North Manchester, IN 46962	-	-	April 13 - 18 2014 Wages and Bonus				428.99	0.00 428.99
Subtotal								0.00
(Total of this page)							4,417.78	4,417.78

Sheet 7 of 31 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No. Garcia Crispin 4330 N. Old St. Rd Lot #10 Warsaw, IN 46580				April 13 - 18 2014 Wages and Bonus					0.00
							904.80		904.80
Account No. Garcia Jaime 1621 Dunham St. South Bend, IN 46619				April 13 - 18 2014 Wages and Bonus					0.00
							510.87		510.87
Account No. Garcia Marco A. 213 Cherry St. Akron, IN 46910				April 13 - 18 2014 Wages and Bonus					0.00
							494.00		494.00
Account No. Garcia Herrera Jesus 112 W. Harding St. Bremen, IN 46506				April 13 - 18 2014 Wages and Bonus					0.00
							576.72		576.72
Account No. Garcia-Jimenez Maria E. Paloma 402 S. Cherry St. Akron, IN 46910				April 13 - 18 2014 Wages and Bonus					0.00
							361.13		361.13
Subtotal									0.00
(Total of this page)								2,847.52	2,847.52

Sheet **8** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Gomez Luis A 2000 Meadows Nappanee, IN 46550	-	-	April 13 - 18 2014 Wages and Bonus				457.92	0.00
							457.92	457.92
Account No. Gonzalez Emerita 1701 Faith Ave. Bremen, IN 46506	-	-	April 13 - 18 2014 Wages and Bonus				484.64	0.00
							484.64	484.64
Account No. Gonzalez Juan 212 High Rd. Bremen, IN 46506	-	-	April 13 - 18 2014 Wages and Bonus				551.76	0.00
							551.76	551.76
Account No. Gradiz Eneida 10574 Del-O-Me Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				428.72	0.00
							428.72	428.72
Account No. Gutierrez Jose L 3762 W. Old Rd. 30 Lot 20 E. Warsaw, IN 46580	-	-	April 13 - 18 2014 Wages and Bonus				573.04	0.00
							573.04	573.04
Subtotal							2,496.08	0.00
(Total of this page)							2,496.08	2,496.08

Sheet **9** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Hasko David 3398 Blackford Dr. Tippecanoe, IN 46570	-	-	April 13 - 18 2014 Wages and Bonus				405.00	0.00
							405.00	405.00
Account No. Hernandez Elvia 1229 W. Washington St. Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				370.00	0.00
							370.00	370.00
Account No. Hernandez Jimmy 3336 Pleasant Plain Ave. Apt. B Elkhart, IN 46517	-	-	April 13 - 18 2014 Wages and Bonus				360.00	0.00
							360.00	360.00
Account No. Hernandez Larry 3336 Pleasant Plain Ave. Apt. B Elkhart, IN 46517	-	-	April 13 - 18 2014 Wages and Bonus				360.00	0.00
							360.00	360.00
Account No. Hodges James A 6917 N. State Road 25 Rochester, IN 46975	-	-	April 13 - 18 2014 Wages and Bonus				226.86	0.00
							226.86	226.86
Subtotal							1,721.86	0.00
(Total of this page)							1,721.86	1,721.86

Sheet **10** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Huff Loren 710 Wexford Place Warsaw, IN 46580	-	-	April 13 - 18 2014 Wages and Bonus				423.00	0.00
							423.00	423.00
Account No. Jimenez Petra 1915 Faith Ave. Bremen, IN 46506	-	-	April 13 - 18 2014 Wages and Bonus				405.00	0.00
							405.00	405.00
Account No. Johnson Wesley C. 14 EMS Lane C 18 Warsaw, IN 46582	-	-	April 13 - 18 2014 Wages and Bonus				402.44	0.00
							402.44	402.44
Account No. Johnson II Keith L 804 Highland Ave Wadsworth, OH 44281	-	-	April 13 - 18 2014 Wages and Bonus				806.85	0.00
							806.85	806.85
Account No. Juarez Hugo 3762 W. Old Rd. 30 E. Lot 47 Warsaw, IN 46580	-	-	April 13 - 18 2014 Wages and Bonus				412.20	0.00
							412.20	412.20
Subtotal							2,449.49	0.00
(Total of this page)							2,449.49	2,449.49

Sheet **11** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Jurado Ruben 805 Pearl St. Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				491.87	0.00
Account No. Lesczynski David 2629 W. Second Ave. North Judson, IN 46366	-	-	April 13 - 18 2014 Wages and Bonus				347.76	0.00
Account No. Lewis Heather 412 N. Broadway Mentone, IN 46539	-	-	April 13 - 18 2014 Wages and Bonus				254.25	0.00
Account No. Lewis Jason 412 N. Broadway Mentone, IN 46539	-	-	April 13 - 18 2014 Wages and Bonus				582.40	0.00
Account No. Lindsey Lewis 503 E. Jefferson Bourbon, IN 46504	-	-	April 13 - 18 2014 Wages and Bonus				956.23	0.00
Subtotal							2,632.51	0.00
(Total of this page)							2,632.51	2,632.51

Sheet **12** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Long Michael 1549 13th Trail Bourbon, IN 46504			April 13 - 18 2014 Wages and Bonus					0.00
		-					662.40	662.40
Account No. Lozano Emilio 1687 N. Michigan St. Lot 113 Plymouth, IN 46563			April 13 - 18 2014 Wages and Bonus					0.00
		-					508.27	508.27
Account No. Maldonado-Patino Javier 1604 Dott St. Warsaw, IN 46580			April 13 - 18 2014 Wages and Bonus					0.00
		-					468.00	468.00
Account No. Martinez Antonio 4330 N. Old Rd. 15 Lot 220 Warsaw, IN 46582			April 13 - 18 2014 Wages and Bonus					0.00
		-					672.88	672.88
Account No. Martinez Guillermo 3762 Old Rd. 30 Lot 652 Warsaw, IN 46580			April 13 - 18 2014 Wages and Bonus					0.00
		-					402.61	402.61
Subtotal								0.00
(Total of this page)							2,714.16	2,714.16

Sheet **13** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Martinez Jorge PO Box 881 Akron, IN 46910			April 13 - 18 2014 Wages and Bonus					0.00
		-					405.00	405.00
Account No. Martinez Juan 4330 N. Old St. Rd 15 Lot 24 Warsaw, IN 46582			April 13 - 18 2014 Wages and Bonus					0.00
		-					672.88	672.88
Account No. Mayotl Julio 3104 E. Wooster Rd. Lot 50 Pierceton, IN 46562			April 13 - 18 2014 Wages and Bonus					0.00
		-					468.00	468.00
Account No. McVicker Jeremy 11500 Maple Rd. Plymouth, IN 46563			April 13 - 18 2014 Wages and Bonus					0.00
		-					1,032.70	1,032.70
Account No. Mejia Lopez Jose A 900 W. Harrison St. Lot 235 Plymouth, IN 46563			April 13 - 18 2014 Wages and Bonus					0.00
		-					475.41	475.41
Subtotal								0.00
(Total of this page)							3,053.99	3,053.99

Sheet 14 of 31 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Menendez Elida R 201 E. North St. Bremen, IN 46506	-		April 13 - 18 2014 Wages and Bonus					0.00
							496.80	496.80
Account No. Merriman Michael P. 2196 Heritage Dr. Rochester, IN 46975	-		April 13 - 18 2014 Wages and Bonus					0.00
							405.00	405.00
Account No. Meyo Emilio 3699 N. 175 E. Lot 137 Warsaw, IN 46582	-		April 13 - 18 2014 Wages and Bonus					0.00
							387.79	387.79
Account No. Miranda Jose L 413 Indiana St. Bremen, IN 46506	-		April 13 - 18 2014 Wages and Bonus					0.00
							497.68	497.68
Account No. Miranda Martin 104 Rob Court Bremen, IN 46506	-		April 13 - 18 2014 Wages and Bonus					0.00
							517.60	517.60
Subtotal								0.00
(Total of this page)							2,304.87	2,304.87

Sheet 15 of 31 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Miranda Uriel 104 Rob Court Bremen, IN 46506			April 13 - 18 2014 Wages and Bonus					0.00
		-					414.00	414.00
Account No. Moncada Nicoll 1229 W. Washington St. Plymouth, IN 46563			April 13 - 18 2014 Wages and Bonus					0.00
		-					370.00	370.00
Account No. Montelongo Fausto 326 W. Water St. Bremen, IN 46506			April 13 - 18 2014 Wages and Bonus					0.00
		-					379.20	379.20
Account No. Morales Angel D. 1621 N. Michigan St. Lot 30 Plymouth, IN 46563			April 13 - 18 2014 Wages and Bonus					0.00
		-					369.20	369.20
Account No. Mosier Matthew W 1723 S. Country Club Road Warsaw, IN 46580			April 13 - 18 2014 Wages and Bonus					0.00
		-					1,276.88	1,276.88
Subtotal								0.00
(Total of this page)							2,809.28	2,809.28

Sheet **16** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Nayotl Janet 3762 W. Old Rd. 30 Lot 628 Warsaw, IN 46580		-	April 13 - 18 2014 Wages and Bonus					0.00
						530.53	530.53	
Account No. Neher Jama R 901 N. Thompson St Bourbon, IN 46504		-	April 13 - 18 2014 Wages and Bonus					0.00
						637.55	637.55	
Account No. Nieto Maria 1422 Kenwood Ave. Plymouth, IN 46563		-	April 13 - 18 2014 Wages and Bonus					0.00
						319.68	319.68	
Account No. Nunes Hilda C 705 Southside Dr. Warsaw, IN 46580		-	April 13 - 18 2014 Wages and Bonus					0.00
						436.80	436.80	
Account No. Olivo-Crespo Albert 3336 Pleasant Plain Ave. Apt-B Elkhart, IN 46517		-	April 13 - 18 2014 Wages and Bonus					0.00
						360.00	360.00	
Subtotal								0.00
(Total of this page)							2,284.56	2,284.56

Sheet 17 of 31 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Oropeza Noe 207 W. Plymouht St. Bremen, IN 46506	-	-	April 13 - 18 2014 Wages and Bonus				517.18	0.00
							517.18	517.18
Account No. Ortiz Elvia 3699 N. 175 E. Lot 137 Warsaw, IN 46582	-	-	April 13 - 18 2014 Wages and Bonus				468.00	0.00
							468.00	468.00
Account No. Ortiz Walter 1621 Dunham St. South Bend, IN 46619	-	-	April 13 - 18 2014 Wages and Bonus				505.60	0.00
							505.60	505.60
Account No. Padilla Ronny O 310 Skylane Dr. Apt. 4 E Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				455.60	0.00
							455.60	455.60
Account No. Paredes Amber 207 S. Cherry St. Akron, IN 46910	-	-	April 13 - 18 2014 Wages and Bonus				269.52	0.00
							269.52	269.52
Subtotal							2,215.90	0.00
(Total of this page)							2,215.90	2,215.90

Sheet **18** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Peltz Nicole 514 S. Main St. Bourbon, IN 46504	-	-	April 13 - 18 2014 Wages and Bonus				453.88	0.00
Account No. Perezchico Juan 321 N. Indiana St. Bremen, IN 46506	-	-	April 13 - 18 2014 Wages and Bonus				535.60	0.00
Account No. Plaza Julio 314 S. Columbia St. Warsaw, IN 46580	-	-	April 13 - 18 2014 Wages and Bonus				479.05	0.00
Account No. Pranger Christopher 3152 Blackford Dr. Tippecanoe, IN 46570	-	-	April 13 - 18 2014 Wages and Bonus				405.00	0.00
Account No. Quintana Rosalina 616 W. Garro St. Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				468.00	0.00
Subtotal							2,341.53	0.00
(Total of this page)							2,341.53	2,341.53

Sheet **19** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Ramirez Miguel 3050 Faith Ave. Bremen, IN 46506	-	-	April 13 - 18 2014 Wages and Bonus					0.00
							524.72	524.72
Account No. Ramirez Rafael 2000 Westgate Ave. Apt. 501 Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus					0.00
							423.72	423.72
Account No. Ramirez Padilla Jose Alberto 800 W. garro St. Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus					0.00
							412.20	412.20
Account No. Ramirez-Hernandez Jesus 1621 Dunham St. South Bend, IN 46619	-	-	April 13 - 18 2014 Wages and Bonus					0.00
							414.00	414.00
Account No. Ramos Jorge 3762 W. Old Road 30 Lot 628 Warsaw, IN 46580	-	-	April 13 - 18 2014 Wages and Bonus					0.00
							494.36	494.36
Subtotal								0.00
(Total of this page)							2,269.00	2,269.00

Sheet **20** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Rangel Emmanuel 207 W. Plymouth St. Apt. C Bremen, IN 46506	-		April 13 - 18 2014 Wages and Bonus				852.00	0.00
							852.00	852.00
Account No. Rangel Mario 420 E. Center St. Apt. 7B Bourbon, IN 46504	-		April 13 - 18 2014 Wages and Bonus				428.99	0.00
							428.99	428.99
Account No. Reyes Evaniria 104 Rob Court Bremen, IN 46506	-		April 13 - 18 2014 Wages and Bonus				517.60	0.00
							517.60	517.60
Account No. Reyes Hector A 910 N. Main St. Bourbon, IN 46504	-		April 13 - 18 2014 Wages and Bonus				79.73	0.00
							79.73	79.73
Account No. Reyes Ines G 225 East Lincoln St. Bremen, IN 46506	-		April 13 - 18 2014 Wages and Bonus				926.43	0.00
							926.43	926.43
Subtotal							2,804.75	0.00
(Total of this page)							2,804.75	2,804.75

Sheet 21 of 31 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Reyes Noelvis 201 E. North St. Bremen, IN 46506	-		April 13 - 18 2014 Wages and Bonus				602.41	0.00
							602.41	602.41
Account No. Richardson Kimberly PO Box 147 Akron, IN 46910	-		April 13 - 18 2014 Wages and Bonus				166.50	0.00
							166.50	166.50
Account No. Rivera Sota Jose A 52 Meadows Lane Nappanee, IN 46550	-		April 13 - 18 2014 Wages and Bonus				511.49	0.00
							511.49	511.49
Account No. Rodriguez Jesus 3694 N. 175 E. Lot 25 Warsaw, IN 46580	-		April 13 - 18 2014 Wages and Bonus				453.40	0.00
							453.40	453.40
Account No. Rodriguez {emp} Maria 3699 N. 175 E. lot 173 Warsaw, IN 46580	-		April 13 - 18 2014 Wages and Bonus				484.64	0.00
							484.64	484.64
Subtotal							2,218.44	0.00
(Total of this page)							2,218.44	2,218.44

Sheet 22 of 31 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No. Roe Richard 511 Fulton St. Rochester, IN 46975				April 13 - 18 2014 Wages and Bonus				1,049.60	0.00
								1,049.60	1,049.60
Account No. Ruiz Sotelo Maria A 431 N. Indiana St. Bremen, IN 46506				April 13 - 18 2014 Wages and Bonus				440.90	0.00
								440.90	440.90
Account No. Sanchez-Medina Mariano 3699 N. 175 E. Lot 85 Warsaw, IN 46582				April 13 - 18 2014 Wages and Bonus				412.20	0.00
								412.20	412.20
Account No. Sanchez-Medina Patricia 3699 N. 175 Lot 85 Warsaw, IN 46582				April 13 - 18 2014 Wages and Bonus				420.84	0.00
								420.84	420.84
Account No. Segovia Jose M 514 S. Main St. Bourbon, IN 46504				April 13 - 18 2014 Wages and Bonus				443.83	0.00
								443.83	443.83
Subtotal								2,767.37	0.00
(Total of this page)								2,767.37	2,767.37

Sheet **23** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Slone Joseph O 420 E. Center St. Apt. 4-C Bourbon, IN 46504	-	-	April 13 - 18 2014 Wages and Bonus				923.08	0.00
							923.08	923.08
Account No. Slone Windell 210 S. Main St. Lot 16 Etna Green, IN 46524	-	-	April 13 - 18 2014 Wages and Bonus				671.55	0.00
							671.55	671.55
Account No. Smith Gary J 755 Ravinia Dr. E. Valparaiso, IN 46385	-	-	April 13 - 18 2014 Wages and Bonus				1,210.13	0.00
							1,210.13	1,210.13
Account No. Smith William L. 7539 S. 450 W. Kewanna, IN 46939	-	-	April 13 - 18 2014 Wages and Bonus				864.38	0.00
							864.38	864.38
Account No. Snyder James 507 N. Washington St. Bourbon, IN 46504	-	-	April 13 - 18 2014 Wages and Bonus				580.00	0.00
							580.00	580.00
Subtotal							4,249.14	0.00
(Total of this page)							4,249.14	4,249.14

Sheet 24 of 31 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Stetzel Aaron 316 W. Broadway St. Etna Green, IN 46524			April 13 - 18 2014 Wages and Bonus					0.00
		-					405.00	405.00
Account No. Stine Melinda S 901 N. Thompson St. Bourbon, IN 46504			April 13 - 18 2014 Wages and Bonus					0.00
		-					858.63	858.63
Account No. Stump Michele R. 610 Vistula Terr. #23 Mishawaka, IN 46544			April 13 - 18 2014 Wages and Bonus					0.00
		-					171.00	171.00
Account No. Suarez Luis E. 312 W. Washington St. Plymouth, IN 46563			April 13 - 18 2014 Wages and Bonus					0.00
		-					311.68	311.68
Account No. Suazo Dania 304 Charles St. Plymouth, IN 46563			April 13 - 18 2014 Wages and Bonus					0.00
		-					360.00	360.00
Subtotal								0.00
(Total of this page)							2,106.31	2,106.31

Sheet 25 of 31 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Tomasik Andrew J 11418 Castle Dr. Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				1,536.66	0.00 1,536.66
Account No. Torres Giovanni M 201 E. North St. Apt 4 Bremen, IN 46506	-	-	April 13 - 18 2014 Wages and Bonus				655.10	0.00 655.10
Account No. Torres-Cruz Angelica 505 N. Plum St. Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				274.80	0.00 274.80
Account No. Tremaine Julie A. 17449 12th Rd Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				615.40	0.00 615.40
Account No. Troyer Josh 700 Berkley St. Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				443.83	0.00 443.83
Subtotal							3,525.79	0.00 3,525.79
(Total of this page)							3,525.79	3,525.79

Sheet 26 of 31 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Truman David A 203 West Lake St Knox, IN 46534			April 13 - 18 2014 Wages and Bonus				646.80	0.00 646.80
Account No. Tula Liliana 927 E. Calvert St. South Bend, IN 46613			April 13 - 18 2014 Wages and Bonus				517.60	0.00 517.60
Account No. Tula Teresa 225 East Lincoln St. Bremen, IN 46506			April 13 - 18 2014 Wages and Bonus				590.55	0.00 590.55
Account No. Vannevel Ralph R. 202 W. Center St. Bourbon, IN 46504			April 13 - 18 2014 Wages and Bonus				263.25	0.00 263.25
Account No. Velasquez-Moyotl Jorge 340 E. Levi Lee Rd. Lot 195 Warsaw, IN 46582			April 13 - 18 2014 Wages and Bonus				468.00	0.00 468.00
Subtotal								0.00
(Total of this page)							2,486.20	2,486.20

Sheet 27 of 31 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Velazquez Aida 210 1/2 N. Michigan St. Apt. 2 Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				370.00	0.00
Account No. Waddle Jacob 504 W. Center St. Warsaw, IN 46580	-	-	April 13 - 18 2014 Wages and Bonus				509.60	0.00
Account No. Wagner Gary 6603 S. 400 E. Columbia City, IN 46725	-	-	April 13 - 18 2014 Wages and Bonus				1,040.17	0.00
Account No. Walker Angela 1715 Ewing Rd. Rochester, IN 46975	-	-	April 13 - 18 2014 Wages and Bonus				274.80	0.00
Account No. Wilson Christopher R. 605 Pearl St. Plymouth, IN 46563	-	-	April 13 - 18 2014 Wages and Bonus				929.23	0.00
Subtotal							3,123.80	0.00
(Total of this page)							3,123.80	3,123.80

Sheet 28 of 31 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Wolf Tiffany 759 Parkway Lane Rochester, IN 46975	-	-	April 13 - 18 2014 Wages and Bonus				405.00	0.00
							405.00	405.00
Account No. Xique Cosme 4330 N. Old St. Rd. 15 Lot 221 Warsaw, IN 46580	-	-	April 13 - 18 2014 Wages and Bonus				370.00	0.00
							370.00	370.00
Account No. Yeiter Matthew B 1312 Hartzler Street Warsaw, IN 46580	-	-	April 13 - 18 2014 Wages and Bonus				1,572.84	0.00
							1,572.84	1,572.84
Account No. Young Judy 4013 12B Rd. Bourbon, IN 46504	-	-	April 13 - 18 2014 Wages and Bonus				526.71	0.00
							526.71	526.71
Account No. Young Rex 4013 12B Rd. Bourbon, IN 46504	-	-	April 13 - 18 2014 Wages and Bonus				706.15	0.00
							706.15	706.15
Subtotal							3,580.70	0.00
(Total of this page)							3,580.70	3,580.70

Sheet **29** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.				April 13 - 18 2014					
Zavala Jarvin 213 S. Cherry St. Akron, IN 46910		-		Wages and Bonus					0.00
							405.00		405.00
Account No.									
Account No.									
Account No.									
Account No.									
Subtotal									0.00
(Total of this page)								405.00	405.00

Sheet **30** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Jul 2013 - Apr 2014					
Indiana Dept. of Revenue PO Box 6108 Indianapolis, IN 46206-6108	-		Sales Use Taxes				2,208.53	
							2,208.53	0.00
Account No.			2009					
Internal Revenue Service-B Insolvency Stop 5334 STL P.O. Box 66778 St. Louis, MO 63166	-		Withholding Taxes (balance from prior CH 11)				0.00	
							31,366.47	31,366.47
Account No.			2013					
Marshall County Treasurer 112 W Jefferson Room 206 Plymouth, IN 46563	-		Personal Property Tax				0.00	
							4,481.72	4,481.72
Account No.								
Account No.								
Subtotal							38,056.72	2,208.53
(Total of this page)							38,056.72	35,848.19
Total							116,692.15	2,208.53
(Report on Summary of Schedules)							116,692.15	114,483.62

Sheet **31** of **31** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Abilities Plus 1100 N. East St. Kewanee, IL 61443	-					200.00
Account No. Advanced Disposal PO Box 6484 Carol Stream, IL 60197-6484	-					6,499.22
Account No. AFS/IBEX Financial Services Inc. PO Box 224528 Dallas, TX 75222-4528	-					2,292.54
Account No. AgentHR Recruiting Group 111 2nd Avenue NE Suite 526 Saint Petersburg, FL 33701	-					3,500.00
Subtotal (Total of this page)						12,491.76

19 continuation sheets attached

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Airgas Safety W185N11300 Whitney Drive Germantown, WI 53022	-		Dec - Feb 14 Industrial Gases			1,034.02
Account No. Alternative Safety & Testing 678 Front Avenue NW Suite 256 Grand Rapids, MI 49504	-		Feb - Apr 14 Safety Supplies			64.00
Account No. American Foundry Society 35169 Eagle Way Chicago, IL 60678-1351	-		Feb - Apr 14 Professional Trade Group Meeting Fees			210.00
Account No. Antibus Scales & Systems 4809 Illinois Rd. Fort Wayne, IN 46804	-		Nov 13 - Feb 14 Equipment			2,161.00
Account No. Applied Industrial Technologies 22510 Network Place Chicago, IL 60673-1225	-		Jan 14 - Mar 14 Supplies			1,087.81
Sheet no. <u>1</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	4,556.83

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Appraisal Services Inc. 814 East LaSalle Ave. South Bend, IN 46614	-		Mar-14 RE Appraiser			4,000.00
Account No. AT&T PO Box 5080 Carol Stream, IL 60197-5080	-		Mar-14 Phone Service			283.71
Account No. ATD Engineering & Machine LLC 15647 Collections Center Dr. Lock Box 15647 Chicago, IL 60693	-		Jan 14 - Apr 14 Maintenance Supplies			704.73
Account No. Balboa Capital Corporation 2010 Main St. 11th Floor Irvine, CA 92614	-		Feb 14 - Apr 14 Equipment Lease			2,856.13
Account No. Beeman's Lift Truck PO Box 480 Lakeville, IN 46536	-		Oct 13 - Mar 14 repairs			1,089.28
Sheet no. <u>2</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	8,933.85

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Bettcher Trucking Inc. 23481 Tyler Rd. Lakeville, IN 46536	-		Mar-14 Waste Haulage				2,573.49
Account No. Bourbon Family Medicine 114 N. Washington St. Bourbon, IN 46504-1623	-		Jun 13 - Nov 13 Medical Treatment				408.00
Account No. Bourbon Water and Wastewater 104 E. Park Ave. Bourbon, IN 46504	-		Apr-14 Water Service				984.22
Account No. Brockman Coats Gedellian & Co. 1735 Merriman Rd. Akron, OH 44313-9007	-		May 13 - Mar 14 Professional Services				10,725.00
Account No. C.H. Robinson Worldwide Inc. P.O. Box 9121 Minneapolis, MN 55480-9121	-		Jan 14 - Mar 14 Trucking				8,826.07
Sheet no. <u>3</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	23,516.78

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. C2C Resources LLC 56 Perimeter Center East Ste. 100 Atlanta, GA 30346	-	Feb-14 Collection Agency				1,902.35
Account No. Capital Machine PO Box 330 Pendleton, IN 46064	-	Mar-14 Machinery				1,253.03
Account No. Carpet Cushions & Supply 1709 Production Ft. Wayne, IN 46808	-	Jan-14 Packaging Supplies				1,050.00
Account No. Chemray Corporation 3108 S. Route 59 Ste. 236 Naperville, IL 60564	-	Jan-14 Manufacturing Equipment				894.79
Account No. Cleveland Vibrator Co. 2828 Clinton Ave. Cleveland, OH 44113	-	Jan-14 Manufacturing Equipment				430.00
Sheet no. <u>4</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	5,530.17

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Complete Drives Inc. 6419 Discount Dr. Fort Wayne, IN 46818	-		Feb-14 Manufacturing Equipment			3,192.31	
Account No. Continental Containers P.O. Box 6491 Cleveland, OH 44101-1491	-		Feb - Apr 14 Boxes packaging supplies			9,737.44	
Account No. Cose/Medical Mutual Of Ohio PO Box 951922 Cleveland, OH 44193	-		Mar-14 Health Ins			27,561.63	
Account No. Cowden & Humphrey Co. 4600 Euclid Avenue Suite 400 Cleveland, OH 44103	-		Apr 12 - Apr 14 Professional Services			86,616.27	
Account No. Culver Rental Management 535 S. Main St. Culver, IN 46511	-		Apr-14 IN House Rental (John Edminister)			950.00	
Sheet no. <u>5</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	128,057.65

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Culver Water Utility 200 E. Washington St. Culver, IN 46511		-	Apr-14 Utilities for IN House Rental (John Edminister)			53.96
Account No. D Barden Co Danny Barden PO Box 348 Lapaz, IN 46537		-	Jan-14 Equipment Maintenance			3,169.28
Account No. DC Garage Doors & Entry 14487 W. Lincoln HWY. Plymouth, IN 46563		-	Sep-12 Door Repairs			7.59
Account No. Department Of Homeland Security Boiler Pressure Vessel Safety Div 302 W. Wahsington St. RM E243/Fiscal Dep Indianapolis, IN 46204		-	Feb-13 Inspection/registration fee			240.00
Account No. Dike-O-Seal Inc. 3965 S. Keeler Ave. Chicago, IL 60632-3815		-	Jan Feb 2014 Supplies			1,824.00
Subtotal (Total of this page)						5,294.83

Sheet no. 6 of 19 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Diversified Pattern & Eng. Co. Inc. P.O. Box 230 Avilla, IN 46710	-		Nov-13 Tool Maker			1,400.00	
Account No. Dominion East Ohio PO Box 26785 Richmond, VA 23261-6785	-		Apr-14 Gas Service			641.99	
Account No. Edwards Renee (vendorf) 404 W North St. Bourbon, IN 46504	-		Mar - Apr 14 Expense Reimbursement			509.79	
Account No. ERA Office Solutions Inc. 2809 Ferndale Rd. Ste. B Elkhart, IN 46517	-		Jan 14 - Mar 14 Office Supplies			2,707.10	
Account No. Far Products Inc. 2300 Napoleon Rd. PO Box 561 Fremont, OH 43420	-		Sept - Nov 2013 Equipment Supplies			1,981.22	
Sheet no. <u>7</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	7,240.10

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Fastenal P.O. Box 1286 Winona, MN 55987-1286	-		Jan 14 - Apr 14 Equipment Supplies			1,829.32	
Account No. Faulkner Fabricating 4050 Lincoln Highway PO Box 61 Bourbon, IN 46504	-		Jan-14 Equipment Supplies			130.00	
Account No. Fawcett Co. Inc. PO Box 75703 Cleveland, OH 44101	-		Feb-14 Equipment Supplies			2,614.96	
Account No. Fisher Scientific ACCT# 643166-001 13551 Collections Ctr Dr. Chicago, IL 60693	-		Sept 12 - Jan 2014 Equipment Supplies			618.03	
Account No. Foseco Metallurgical Inc. 5645 Collections Center Dr. Chicago, IL 60693	-		Feb-14 Raw materials			14,988.24	
Sheet no. <u>8</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	20,180.55

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Foundry Products Inc. P.O. Box 85400 Westland, MI 48185	-	Mar - Apr 2013 Raw materials				33,720.00	
Account No. Fox Fire Safety Inc. P.O. Box 1901 Elkhart, IN 46515	-	Mar-14 Inspection service				384.11	
Account No. Freeman Mfg PO Box 72523 Cleveland, OH 44192-6500	-	Mar-14 Machine Supplies				161.11	
Account No. Frontier Communications IN P.O. Box 20550 Rochester, NY 14602	-	Apr-14 Phone Service				286.25	
Account No. Genfed Financial Services Federal Credit Union 157 Great Oaks Trl. Wadsworth, OH 44281	-	Mar-14 Car Lease				410.78	
Sheet no. <u>9</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	34,962.25

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Gokoh Corp. A/P PO Box 951413 Cleveland, OH 44193	-		Jan 14 - Mar 14 Raw Materials			28,110.07	
Account No. HA International LLC 22668 Network Place Chicago, IL 60673-1226	-		Mar-14 Raw Materials			30,853.86	
Account No. Headwinds Ltd. 14180 Ryan Dr. Walton Hills, OH 44146	-		Feb-13 Professional Services			250.00	
Account No. Hoene Tiling P.O. Box 367 Leesburg, IN 46538	-		Mar - Apr 14 Packaging Supplies			1,120.00	
Account No. HP Products PO Box 68310 Indianapolis, IN 46268	-		Jan - Apr 2014 office supplies			13,228.73	
Sheet no. <u>10</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	73,562.66

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Hull Lift Truck 28747 Old US. 33 West Elkhart, IN 46516		-	Apr-14 maintenance services			1,275.00
Account No. ifm efactor PO Box 8538-307 Philadelphia, PA 19171-0307		-	Sep-13 Equipment Parts			930.00
Account No. Independence Business Supply 4550 Hinckley Pkwy Cleveland, OH 44109		-	Jan 14 - Mar 14 Office Supply			2,572.23
Account No. Indiana Dept Of Environmental Mgmt Cashier Office - Mail Code 50-10-C 100 North Senate Ave Indianapolis, IN 46204		-	Mar-14 Registration Fee			200.00
Account No. Industrial Door of Northern Indiana 3839 S. Main Street South Bend, IN 46614		-	Apr-14 Door Maintenance			665.74
Subtotal (Total of this page)						5,642.97

Sheet no. 11 of 19 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. J.B. L.P. Company 423 S. Spring St. Mishawake, IN 46544	-		Nov 12 - Jan 14 Gas supply			521.00
Account No. John Edminister 2251 Rickel Dr. Akron, OH 44333	-		Apr-14 Expenses			629.62
Account No. Langfeldt Excavating LLC 11126 Lincoln Hwy E Plymouth, IN 46563	-		Jan 14 - Apr 14 Snow Removal			1,850.46
Account No. Macdaddy Freight International 306 S. Washington Suite 206 Royal Oak, MI 48067	-		Jan 14 - Mar 14 Shipping/trucking			9,735.00
Account No. McLeod Express 5002 Cundiff Ct. Decatur, IL 62526	-		Dec-13 Trucking			4,080.00
Sheet no. <u>12</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	16,816.08

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Mediacom LLC PO Box 5741 Carol Stream, IL 60197-5741	-		Apr-14 Internet Service				197.45
Account No. Monteith's Best-One Tire & Auto P.O. Box 957 Warsaw, IN 46580	-		Apr-14 Auto service				15.00
Account No. Mosier Matt (Vendor) 1723 S. Country Club Road Warsaw, IN 46581	-		Mar-14 Expenses				21.38
Account No. Network Neighborhood Corp. 104 1/2 High St. Wadsworth, OH 44281	-		Mar-14 Computer services				112.50
Account No. Nipsco PO Box 13018 Merrillville, IN 46411-3018	-		Mar - Apr 14 Electric and Gas Service				49,835.74
Sheet no. <u>13</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	50,182.07

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. North Coast Lift Truck Inc. PO Box 565 Mentor, OH 44061	-		Feb 14 - Apr 14 Equipment lease			2,672.67	
Account No. Nugent Sand Co. P.O. Box 1209 Muskegon, MI 49443-1209	-		Feb 14 - Apr 14 Raw Materials			73,485.10	
Account No. Pawnee Leasing Corporation 700 Centre Ave. Fort Collins, CO 80526	-		Mar-13 late fee			50.00	
Account No. Pitt Ohio P.O. Box 643271 Pittsburgh, PA 15264-3271	-		Feb-14 Trucking			1,554.42	
Account No. Praxair Distribution Inc. Dept. CH 10660 Palatine, IL 60055-0660	-		Jan 14 - Apr 14 Industrial Gases			39,098.26	
Sheet no. <u>14</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	116,860.45

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. PRM Trucking Inc. PO Box 456 White Pigeon, MI 49099	-					63,675.27
Account No. Provident Life and Accident PO Box 740592 Atlanta, GA 30374-0592	-					382.74
Account No. Prudential PO Box 856138 Louisville, KY 40285	-					1,387.28
Account No. Public Utilities Commission of Ohio ATTN: Fiscal Division 180 East Broad Street 4th Floor Columbus, OH 43215-3793	-					2,625.00
Account No. Purity Cylinder Gases Inc. 1638 Armstrong Road Warsaw, IN 46580-2412	-					2.62
Sheet no. <u>15</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						68,072.91

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Raytec Systems 1337 Commerce Dr. Ste. 11 Stow, OH 44224	-		Sep-12 Phone repairs			154.43	
Account No. Reichert & Knapp Inc. 105 S. Harris Bourbon, IN 46504	-		Mar - Apr 14 Towing service			2,208.53	
Account No. Rick's Electronics Inc 4462 W. 300 N. Warsaw, IN 46852	-		Nov 13 - Apr 14 Phone repairs			626.78	
Account No. Saint Joseph Reg. Med. Cnt Plymouth 1915 Lake Ave. Plymouth, IN 46563	-		Apr-14 Clinic Fees			82.00	
Account No. Scotty's Hydraulic Service 1200 Markley Dr. Plymouth, IN 46563	-		Mar-14 Maintenance			2,043.45	
Sheet no. <u>16</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	5,115.19

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Seton 20 Thompson Road PO Box 819 Branford, CT 06405-0819			Mar-14 Maintenance				147.15	
Account No. Smith Gary 755 Ravinia Dr. E Valparaiso, IN 46385			Mar - Apr 14 Expenses				1,442.20	
Account No. Smith William 7539 S. 450 W. Kewanna, IN 46939			Apr-14 Expenses				52.46	
Account No. Spacers Inc. P.O. Box 754 Lexington, VA 24450			Jan-14 Manufacturing supplies				45.00	
Account No. Standard Pattern (Ohio) 1409 Kenmore Blvd. Akron, OH 44314			Mar-14 Tooling				635.00	
Sheet no. <u>17</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	2,321.81

In re Shells, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. State Street Property Leasing LLC 450 State St Wadsworth, OH 44281	-		Apr-14 Office Lease			4,600.00	
Account No. TechniSand Inc. PO Box 931185 Cleveland, OH 44193-1336	-		Jan 14 - Apr 14 Raw Materials			299,482.66	
Account No. Tomasik Andrew 11418 Castle Dr. Plymouth, IN 46563	-		Apr-14 Expenses			56.39	
Account No. Toyota Financial Services Commercial Finance Dept 2431 Carol Stream, IL 60132-2431	-		Jan 14 - Mar 14 Equipment Lease			3,651.43	
Account No. Wiers 2111 Jim Neu Drive Plymouth, IN 46563-3302	-		Mar - Apr 14 Equipment Lease			21,804.60	
Sheet no. <u>18</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	329,595.08

In re Shells, Inc., Debtor Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Wiers Fleet Partnership 2112 Jim Neu Drive Plymouth, IN 46563-3303	-					1,965.52	
Account No. Wildman Facility Services 800 S. Buffalo St. Warsaw, IN 46580	-					6,310.47	
Account No. Wildman Uniform & Linen 800 S. Buffalo St Warsaw, IN 46580	-					2,054.93	
Account No. Yeiter Matt 502 Old US Hwy 30 E Bourbon, IN 46504-1644	-					3,019.86	
Account No.							
Sheet no. <u>19</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	13,350.78
						Total (Report on Summary of Schedules)	932,284.77

In re Shells, Inc., Debtor Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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).

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Brayco LLC State Street Property Leasing LLC 8750 River Styx Rd Wadsworth, OH 44281	month to month tenancy Leasehold, 350 State St Building 3 through 2015
Wiers Int'l Truck Sales 2111 Jim Neu Drive Plymouth, IN 46563	2 60 month leases (started 10-11/2012) of 2012 Int'l Prostar Tractors

0

_____ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

In re Shells, Inc.
Debtor

Case No. _____

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Brayco	
Brayco	American First Federal, Inc. P.O. Box 232 Lake Oswego, OR 97034

0 continuation sheets attached to Schedule of Codebtors

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

In re **Shells, Inc.**
Debtor(s)

Case No. _____
Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **63** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **April 18, 2014**

Signature **/s/ Henry C. Bray, Jr.**
Henry C. Bray, Jr.
President

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

United States Bankruptcy Court Northern District of Ohio

In re Shells, Inc. Debtor(s) Case No. Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined.

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following:

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced.

Table with 2 columns: AMOUNT and SOURCE. Rows include FYE 4/30/2014 YTD Net Income (\$505,603.00), FYE 4/30/2013 Net Income Manufacturing Operations (\$46,713.00), and FYE 4/30/2012 Net Income Manufacturing Operations (\$135,106.00).

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

3. Payments to creditors

None **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
------------------------------	-------------------	-------------	--------------------

None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
see debtors accounting records		\$0.00	\$0.00

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Henry Bray	bi-monthly salary	\$0.00	\$0.00
John Edminister CEO	bi-monthly salary, monthly car reimbursement and profitsharing	\$0.00	\$0.00

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B7 (Official Form 7) (04/13)

3

4. Suits and administrative proceedings, executions, garnishments and attachments

- None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Huntington National Bank v Shells Inc. Case No. 09CIV1413	Cognovit Judgment	Medina Common Pleas Court Medina, Ohio	Judgment, July 23, 2009 of \$882,303.94 plus interest and costs.
American First Federal, Inc. v Brayco, LLC Case No. 50 COI-0908-MF-159	Foreclosure & complaint on guaranty	Marshall Circuit Court (Indiana)	Pending

- None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
--	-----------------	-----------------------------------

5. Repossessions, foreclosures and returns

- None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
--	--	-----------------------------------

6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	--------------------	-----------------------------------

- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------	---	---------------	-----------------------------------

7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
--	--------------------------------	--------------	-------------------------------

8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Cowden & Humphrey Co., LPA 4600 Euclid Avenue, Ste. 400 Cleveland, OH 44103	2/12/14 - \$17,185; 2/25/14 - \$10,000; 2/27/14 - 2,402.44; 3/3/14 - \$16,548.56; 3/17/14 \$10,000; 4/11/14 - \$10,823.48; 4/17/14 \$5,510.	\$72,469.48 (total for Shells and Brayco)
Frederic P Schweg Attorney at Law 2705 Gibson Dr Rocky River, OH 44116-3008	2/18/14; 4/18/14	\$22,719 (Retainer and filing fees)

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
--	------	--

None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
-------------------------------	------------------------	---

B7 (Official Form 7) (04/13)

5

11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	------------------------------------

12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
--	---	-------------------------	---------------------------------------

13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

14. Property held for another person

- None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
various customers Warsaw, IN	tooling	Wadsworth, Ohio and Bourbon, Indiana

15. Prior address of debtor

- None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former Spouses

- None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
Brayco 502 Olde U.S. Route 30 Bourbon, IN 46504	Town of Bourbon 104 East Park Avenue Bourbon, IN 46504-0000	May 8, 2007	Indiana EPA

- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW

- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION

18. Nature, location and name of business

- None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Brayco LLC		Wadworth, OH	RE Holdiing Co	Since 1972

B7 (Official Form 7) (04/13)

7

- None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
Brayco LLC	Wadworth, OH

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
John Edminister	1998-Present

- None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
------	---------	-------------------------

- None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Brockman Coats Gedellian & Co.	1735 Merriman Rd. Akron, OH 44313-9007

- None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
Huntington Bank 220 Market South CA113 Canton, OH 44702	
Spectrum LLC	2013

20. Inventories

- None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
2/28/2014	John Edminister	95,506.90 (cost basis)
1/31/2014	John Inventory	\$223,817 (cost Basis)

B7 (Official Form 7) (04/13)

8

- None b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY
2/28/2014

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS

John Edminister
c/o Shells, Inc.
Wadsworth, OH

1/31/2014

John Edminister

21 . Current Partners, Officers, Directors and Shareholders

- None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

- None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Henry C. Bray c/o Shells, Inc. Wadsworth, OH	President	100%
John Edminister 2251 Rickel Dr Akron, OH 44333	Vice President	None

22 . Former partners, officers, directors and shareholders

- None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

- None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

23 . Withdrawals from a partnership or distributions by a corporation

- None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---	-----------------------------------	--

24. Tax Consolidation Group.

- None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

B7 (Official Form 7) (04/13)

9

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

* * * * *

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date April 18, 2014

Signature /s/ Henry C. Bray, Jr.
Henry C. Bray, Jr.
President

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

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

Payments to Creditors in 90 days Question 3b

Name	Address	Amount Paid	Amount Still Owed
Advanced Disposal	PO Box 6484 Carol Stream, IL 60197-6484	\$ 6,851.50	\$ 1,584.98
Alro Steel	4929 New Haven Avenue Fort Wayne, IN 46803	\$ 6,698.95	\$ -
Bettcher Trucking, Inc.	23481 Tyler Rd. Lakeville, IN 46536	\$ 16,982.94	\$ 2,573.49
Carpet Cushions & Supply	1709 Production Ft. Wayne, IN 46808	\$ 7,278.87	\$ 1,050.00
Carter Lumber	1400 Markley Dr. Plymouth, IN 46563	\$ 7,058.58	\$ -
Cose/Medical Mutual of Ohio	PO Box 951922 Cleveland, OH 44193	\$ 54,712.60	\$ 27,561.63
Cowden & Humphrey Co.	4600 Euclid Avenue, Suite 400 Cleveland, OH 44103	\$ 72,469.48	\$ 110,472.49
Foseco Metallurgical Inc.	5645 Collections Center Dr. Chicago, IL 60693	\$ 9,032.16	\$ 14,988.24
Gokoh Corp.	PO Box 951413 Cleveland, OH 44193	\$ 19,322.83	\$ 28,110.07
HA International LLC	22668 Network Place Chicago, IL 60673-1226	\$ 209,917.92	\$ 30,853.86
Huntington Bank	220 Market South CA113 Canton, OH 44702	\$ 22,862.26	\$ 678,155.29
IRS	No Address	\$ 13,653.02	\$ 31,366.47
J.B. L.P. Company	423 S. Spring St. Mishawake, IN 46544	\$ 10,692.00	\$ 521.00
Lemler Oil Co.	PO Box 76 Bourbon, IN 46504	\$ 72,645.62	\$ 4,020.31
Liberty Mutual Insurance Group	P.O. Box 0992 Carol Stream, IL. 60132-0992	\$ 19,004.06	\$ -
Lowes	No Address	\$ 6,784.06	\$ -
NCCI	No Address	\$ 26,048.00	\$ -
Nipsco	PO Box 13018 Merrillville, IN 46411-3018	\$ 126,769.04	\$ 49,835.74
Nugent Sand Co.	P.O. Box 1209 Muskegon, Michigan 49443-1209	\$ 106,886.12	\$ 73,485.10
Praxair Distribution Inc.	Dept. CH 10660 Palatine, IL 60055-0660	\$ 14,563.50	\$ 39,098.26
PRM Trucking, Inc.	PO Box 456 White Pigeon, MI 49099	\$ 136,829.10	\$ 61,692.26
Scotty's Hydraulic Service	1200 Markley Dr. Plymouth, IN 46563	\$ 22,839.94	\$ 2,043.45
State Auto Insurance Co.	PO Box 182738 Columbus, OH 43218-2738	\$ 8,980.59	\$ -
TechniSand Inc.	PO Box 931185 Cleveland, OH 44193-1336	\$ 273,748.41	\$ 283,348.04
WEX	No Address	\$ 51,366.46	\$ -
Wiers	2111 Jim Neu Drive Plymouth, IN 46563-3302	\$ 53,935.09	\$ 20,381.07
Wildman Uniform & Linen	800 S. Buffalo St Warsaw, IN 46580	\$ 8,507.21	\$ 1,675.62

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

In re Shells, 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 Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor 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:

For legal services, I have agreed to accept	\$	<u>20,000.00</u>
Prior to the filing of this statement I have received	\$	<u>20,000.00</u>
Balance Due	\$	<u>0.00</u>

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

Debtor Other (specify):

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

Debtor Other (specify):

4. 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. **Amount received is for both this case and Brayco LLC**

5. 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. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

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

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.

Dated: April 18, 2014/s/ Frederic P. Schwieg, Esq.

Frederic P. Schwieg, Esq. 0030418
Frederic P Schwieg Attorney at Law
2705 Gibson Dr
Rocky River, OH 44116-3008
440-499-4506 Fax: 440-398-0490
fschwieg@schwieglaw.com

United States Bankruptcy Court
Northern District of Ohio

In re Shells, Inc.
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Henry C. Bray Akron, OH	Common	All	

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 April 18, 2014

Signature /s/ Henry C. Bray, Jr.
Henry C. Bray, Jr.
President

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

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

In re **Shells, 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: **April 18, 2014**

/s/ Henry C. Bray, Jr.
Henry C. Bray, Jr./President
Signer/Title

Abilities Plus
1100 N. East St.
Kewanee, IL 61443

Acosta Franklin
1014 W. Monroe St.
Plymouth, IN 46563

Advanced Disposal
PO Box 6484
Carol Stream, IL 60197-6484

AFS/IBEX Financial Services Inc.
PO Box 224528
Dallas, TX 75222-4528

AgentHR Recruiting Group
111 2nd Avenue NE
Suite 526
Saint Petersburg, FL 33701

Aguilar Elizabeth
314 S. Columbia St.
Warsaw, IN 46580

Ahuatl Hector
6977 N. 200 W.
Leesburg, IN 46538

Airgas Safety
W185N11300 Whitney Drive
Germantown, WI 53022

Almaguer Corina
1692 E. 200 N. Lot 34
Warsaw, IN 46582

Alternative Safety & Testing
678 Front Avenue NW
Suite 256
Grand Rapids, MI 49504

Alvarado Daniel
601 W. Garro St.
Plymouth, IN 46563

Alvarado Raul
601 W. Garro St.
Plymouth, IN 46563

American First Federal, Inc.
P.O. Box 232
Lake Oswego, OR 97034

American Foundry Society
35169 Eagle Way
Chicago, IL 60678-1351

Antibus Scales & Systems
4809 Illinois Rd.
Fort Wayne, IN 46804

Antunez Duarte Marlon
900 W. Harrison St.
Plymouth, IN 46563

Aponte Fanny
201 E. North St. Apt 4
Bremen, IN 46506

Applied Industrial Technologies
22510 Network Place
Chicago, IL 60673-1225

Appraisal Services Inc.
814 East LaSalle Ave.
South Bend, IN 46614

Arroyo Javier
201 N. State Rd. 14
Akron, IN 46910

AT&T
PO Box 5080
Carol Stream, IL 60197-5080

ATD Engineering & Machine LLC
15647 Collections Center Dr.
Lock Box 15647
Chicago, IL 60693

Balboa Capital Corporation
2010 Main St. 11th Floor
Irvine, CA 92614

Bank of the Ozarks
P.O. Box 242208
Little Rock, AR 72223-2208

Barrera Rosita
5850 6th Rd.
Bremen, IN 46506

Bautista Carina
1692 E. 200 N. Lot 207
Warsaw, IN 46582

Beeman's Lift Truck
PO Box 480
Lakeville, IN 46536

Bentura Alexander
420 S. Walnut St.
Plymouth, IN 46563

Bettcher Trucking Inc.
23481 Tyler Rd.
Lakeville, IN 46536

Blue Barry
11973 S. 700 W.
Silver Lake, IN 46982

Bourbon Family Medicine
114 N. Washington St.
Bourbon, IN 46504-1623

Bourbon Water and Wastewater
104 E. Park Ave.
Bourbon, IN 46504

Bray Henry
350 State St. #3
Wadsworth, OH 44281

Bray Henry C
381 Inverness Rd.
Akron, OH 44313

Brayco

Brayco LLC

Brito Ana
111 E. Walnut St.
Akron, IN 46910

Brito Veronica
772 S State Rd 19
Akron, IN 46910

Brockman Coats Gedellian & Co.
1735 Merriman Rd.
Akron, OH 44313-9007

Burns Leonard
3007 Inverness Pt.
Warsaw, IN 46580

C.H. Robinson Worldwide Inc.
P.O. Box 9121
Minneapolis, MN 55480-9121

C2C Resources LLC
56 Perimeter Center East Ste. 100
Atlanta, GA 30346

Calderon-Herrera Juan
410 E. Center St. Lot 7
Akron, IN 46910

Capital Machine
PO Box 330
Pendleton, IN 46064

Carias Helin
1621 Dunham St.
South Bend, IN 46619

Carpet Cushions & Supply
1709 Production
Ft. Wayne, IN 46808

Castillo Paula
205 N. Wahsington St. Apt 2
Bremen, IN 46506

Cervantes Roberto
725 Plum St.
Plymouth, IN 46563

Cervantez Oliver
300 N. Alexander St. Lot 21
Bremen, IN 46506

Chemray Corporation
3108 S. Route 59 Ste. 236
Naperville, IL 60564

Chrzan Tyler M.
4817 West Shore Dr.
Bremen, IN 46506

Cleveland Vibrator Co.
2828 Clinton Ave.
Cleveland, OH 44113

Complete Drives Inc.
6419 Discount Dr.
Fort Wayne, IN 46818

Continental Containers
P.O. Box 6491
Cleveland, OH 44101-1491

Contreras Juan
1692 E. 200 N. Lot 38
Warsaw, IN 46582

Cooper Heidi R.
516 Pennsylvania Ave. Apt. 1
Plymouth, IN 46563

Cose/Medical Mutual Of Ohio
PO Box 951922
Cleveland, OH 44193

Cowden & Humphrey Co.
4600 Euclid Avenue Suite 400
Cleveland, OH 44103

Cruz De Antunez Arlinda
10574 Del-Lo-Me Lane
Plymouth, IN 46563

Cuatlatl Fausta
1621 N. Michigan St. Lot 6
Plymouth, IN 46563

Culver Rental Management
535 S. Main St.
Culver, IN 46511

Culver Water Utility
200 E. Washington St.
Culver, IN 46511

D Barden Co
Danny Barden
PO Box 348
Lapaz, IN 46537

DC Garage Doors & Entry
14487 W. Lincoln HWY.
Plymouth, IN 46563

De la Roca Mariana
3699 N. Lot 152 E.
Warsaw, IN 46580

DeLeon Mynor
325 N. Spencer St.
Bremen, IN 46506

Delgadillo John
759 Parkway Lane
Rochester, IN 46975

Deon Robert D.
13540 5D Rd.
Plymouth, IN 46563

Department Of Homeland Security
Boiler Pressure Vessel Safety Div
302 W. Wahsington St.
RM E243/Fiscal Dep
Indianapolis, IN 46204

Dickson Austin
706 N. Main St.
Bourbon, IN 46504

Dike-O-Seal Inc.
3965 S. Keeler Ave.
Chicago, IL 60632-3815

Diversified Pattern & Eng. Co. Inc.
P.O. Box 230
Avilla, IN 46710

Dominion East Ohio
PO Box 26785
Richmond, VA 23261-6785

Edminister John V
2251 Rickel Dr.
Akron, OH 44333

Edwards Renee
404 W North St.
Bourbon, IN 46504

Edwards Renee (vendor)
404 W North St.
Bourbon, IN 46504

ERA Office Solutions Inc.
2809 Ferndale Rd. Ste. B
Elkhart, IN 46517

Far Products Inc.
2300 Napoleon Rd.
PO Box 561
Fremont, OH 43420

Fastenal
P.O. Box 1286
Winona, MN 55987-1286

Faulkner Fabricating
4050 Lincoln Highway
PO Box 61
Bourbon, IN 46504

Fawcett Co. Inc.
PO Box 75703
Cleveland, OH 44101

First Commerce, LLC
P.O. Box 232
Lake Oswego, OR 97034

Fisher Scientific
ACCT# 643166-001
13551 Collections Ctr Dr.
Chicago, IL 60693

Flores Rogelio
4025 River Rd. Apt. M
North Manchester, IN 46962

Foseco Metallurgical Inc.
5645 Collections Center Dr.
Chicago, IL 60693

Foundry Products Inc.
P.O. Box 85400
Westland, MI 48185

Fox Fire Safety Inc.
P.O. Box 1901
Elkhart, IN 46515

Freeman Mfg
PO Box 72523
Cleveland, OH 44192-6500

Frontier Communications IN
P.O. Box 20550
Rochester, NY 14602

Garcia Crispin
4330 N. Old St. Rd
Lot #10
Warsaw, IN 46580

Garcia Jaime
1621 Dunham St.
South Bend, IN 46619

Garcia Marco A.
213 Cherry St.
Akron, IN 46910

Garcia Herrera Jesus
112 W. Harding St.
Bremen, IN 46506

Garcia-Jimenez Maria E. Paloma
402 S. Cherry St.
Akron, IN 46910

Genfed Financial Services
Federal Credit Union
157 Great Oaks Trl.
Wadsworth, OH 44281

Gokoh Corp. A/P
PO Box 951413
Cleveland, OH 44193

Gomez Luis A
2000 Meadows
Nappanee, IN 46550

Gonzalez Emerita
1701 Faith Ave.
Bremen, IN 46506

Gonzalez Juan
212 High Rd.
Bremen, IN 46506

Gradiz Eneida
10574 Del-O-Me
Plymouth, IN 46563

Gutierrez Jose L
3762 W. Old Rd. 30
Lot 20 E.
Warsaw, IN 46580

HA International LLC
22668 Network Place
Chicago, IL 60673-1226

Hasko David
3398 Blackford Dr.
Tippecanoe, IN 46570

Headwinds Ltd.
14180 Ryan Dr.
Walton Hills, OH 44146

Hernandez Elvia
1229 W. Washington St.
Plymouth, IN 46563

Hernandez Jimmy
3336 Pleasant Plain Ave. Apt. B
Elkhart, IN 46517

Hernandez Larry
3336 Pleasant Plain Ave. Apt. B
Elkhart, IN 46517

Hodges James A
6917 N. State Road 25
Rochester, IN 46975

Hoene Tiling
P.O. Box 367
Leesburg, IN 46538

HP Products
PO Box 68310
Indianapolis, IN 46268

Huff Loren
710 Wexford Place
Warsaw, IN 46580

Hull Lift Truck
28747 Old US. 33 West
Elkhart, IN 46516

Huntington Bank
220 Market South
CA113
Canton, OH 44702

ifm efector
PO Box 8538-307
Philadelphia, PA 19171-0307

Independence Business Supply
4550 Hinckley Pkwy
Cleveland, OH 44109

Indiana Dept Of Environmental Mgmt
Cashier Office - Mail Code 50-10-C
100 North Senate Ave
Indianapolis, IN 46204

Indiana Dept. of Revenue
PO Box 6108
Indianapolis, IN 46206-6108

Industrial Door of Northern Indiana
3839 S. Main Street
South Bend, IN 46614

Internal Revenue Service-B
Insolvency Stop 5334 STL
P.O. Box 66778
St. Louis, MO 63166

J.B. L.P. Company
423 S. Spring St.
Mishawake, IN 46544

Jimenez Petra
1915 Faith Ave.
Bremen, IN 46506

John Edminister
2251 Rickel Dr.
Akron, OH 44333

Johnson Wesley C.
14 EMS Lane C 18
Warsaw, IN 46582

Johnson II Keith L
804 Highland Ave
Wadsworth, OH 44281

Juarez Hugo
3762 W. Old Rd. 30 E. Lot 47
Warsaw, IN 46580

Jurado Ruben
805 Pearl St.
Plymouth, IN 46563

KeyBank NA
Attn Bankruptcy
PO BOX 94968
Cleveland, OH 44101

KeyBank NA
OR-MM Oregon Comml Bldg
1211 SW Fifth Ave Ste 300
Portland, OR 97204

Langfeldt Excavating LLC
11126 Lincoln Hwy E
Plymouth, IN 46563

Lesczynski David
2629 W. Second Ave.
North Judson, IN 46366

Lewis Heather
412 N. Broadway
Mentone, IN 46539

Lewis Jason
412 N. Broadway
Mentone, IN 46539

Lindsey Lewis
503 E. Jefferson
Bourbon, IN 46504

Long Michael
1549 13th Trail
Bourbon, IN 46504

Lozano Emilio
1687 N. Michigan St. Lot 113
Plymouth, IN 46563

Macdaddy Freight International
306 S. Washington Suite 206
Royal Oak, MI 48067

Maldonado-Patino Javier
1604 Dott St.
Warsaw, IN 46580

Marshall County Treasurer
112 W Jefferson Room 206
Plymouth, IN 46563

Martinez Antonio
4330 N. Old Rd. 15
Lot 220
Warsaw, IN 46582

Martinez Guillermo
3762 Old Rd. 30 Lot 652
Warsaw, IN 46580

Martinez Jorge
PO Box 881
Akron, IN 46910

Martinez Juan
4330 N. Old St. Rd 15
Lot 24
Warsaw, IN 46582

Mayotl Julio
3104 E. Wooster Rd. Lot 50
Pierceton, IN 46562

McLeod Express
5002 Cundiff Ct.
Decatur, IL 62526

McVicker Jeremy
11500 Maple Rd.
Plymouth, IN 46563

Mediacom LLC
PO Box 5741
Carol Stream, IL 60197-5741

Mejia Lopez Jose A
900 W. Harrison St. Lot 235
Plymouth, IN 46563

Menendez Elida R
201 E. North St.
Bremen, IN 46506

Merriman Michael P.
2196 Heritage Dr.
Rochester, IN 46975

Meyo Emilio
3699 N. 175 E. Lot 137
Warsaw, IN 46582

Miranda Jose L
413 Indiana St.
Bremen, IN 46506

Miranda Martin
104 Rob Court
Bremen, IN 46506

Miranda Uriel
104 Rob Court
Bremen, IN 46506

Moncada Nicoll
1229 W. Washington St.
Plymouth, IN 46563

Monteith's Best-One Tire & Auto
P.O. Box 957
Warsaw, IN 46580

Montelongo Fausto
326 W. Water St.
Bremen, IN 46506

Morales Angel D.
1621 N. Michigan St. Lot 30
Plymouth, IN 46563

Mosier Matt (Vendor)
1723 S. Country Club Road
Warsaw, IN 46581

Mosier Matthew W
1723 S. Country Club Road
Warsaw, IN 46580

Nayotl Janet
3762 W. Old Rd. 30 Lot 628
Warsaw, IN 46580

Neher Jama R
901 N. Thompson St
Bourbon, IN 46504

Network Neighborhood Corp.
104 1/2 High St.
Wadsworth, OH 44281

Nieto Maria
1422 Kenwood Ave.
Plymouth, IN 46563

Nipsco
PO Box 13018
Merrillville, IN 46411-3018

North Coast Lift Truck Inc.
PO Box 565
Mentor, OH 44061

Nugent Sand Co.
P.O. Box 1209
Muskegon, MI 49443-1209

Nunes Hilda C
705 Southside Dr.
Warsaw, IN 46580

Olivo-Crespo Albert
3336 Pleasant Plain Ave. Apt-B
Elkhart, IN 46517

Oropeza Noe
207 W. Plymouht St.
Bremen, IN 46506

Ortiz Elvia
3699 N. 175 E. Lot 137
Warsaw, IN 46582

Ortiz Walter
1621 Dunham St.
South Bend, IN 46619

Padilla Ronny O
310 Skylane Dr. Apt. 4 E
Plymouth, IN 46563

Paredes Amber
207 S. Cherry St.
Akron, IN 46910

Pawnee Leasing Corporation
700 Centre Ave.
Fort Collins, CO 80526

Peltz Nicole
514 S. Main St.
Bourbon, IN 46504

Perezchico Juan
321 N. Indiana St.
Bremen, IN 46506

Pitt Ohio
P.O. Box 643271
Pittsburgh, PA 15264-3271

Plaza Julio
314 S. Columbia St.
Warsaw, IN 46580

Pranger Christopher
3152 Blackford Dr.
Tippecanoe, IN 46570

Praxair Distribution Inc.
Dept. CH 10660
Palatine, IL 60055-0660

PRM Trucking Inc.
PO Box 456
White Pigeon, MI 49099

Provident Life and Accident
PO Box 740592
Atlanta, GA 30374-0592

Prudential
PO Box 856138
Louisville, KY 40285

Public Utilities Commission of Ohio
ATTN: Fiscal Division
180 East Broad Street 4th Floor
Columbus, OH 43215-3793

Purity Cylinder Gases Inc.
1638 Armstrong Road
Warsaw, IN 46580-2412

Quintana Rosalina
616 W. Garro St.
Plymouth, IN 46563

Ramirez Miguel
3050 Faith Ave.
Bremen, IN 46506

Ramirez Rafael
2000 Westgate Ave. Apt. 501
Plymouth, IN 46563

Ramirez Padilla Jose Alberto
800 W. garro St.
Plymouth, IN 46563

Ramirez-Hernandez Jesus
1621 Dunham St.
South Bend, IN 46619

Ramos Jorge
3762 W. Old Road 30 Lot 628
Warsaw, IN 46580

Rangel Emmanuel
207 W. Plymouth St. Apt. C
Bremen, IN 46506

Rangel Mario
420 E. Center St. Apt. 7B
Bourbon, IN 46504

Raytec Systems
1337 Commerce Dr. Ste. 11
Stow, OH 44224

Reichert & Knapp Inc.
105 S. Harris
Bourbon, IN 46504

Reyes Evaniria
104 Rob Court
Bremen, IN 46506

Reyes Hector A
910 N. Main St.
Bourbon, IN 46504

Reyes Ines G
225 East Lincoln St.
Bremen, IN 46506

Reyes Noelvis
201 E. North St.
Bremen, IN 46506

Richardson Kimberly
PO Box 147
Akron, IN 46910

Rick's Electronics Inc
4462 W. 300 N.
Warsaw, IN 46852

Rivera Sota Jose A
52 Meadows Lane
Nappanee, IN 46550

Rodriguez Jesus
3694 N. 175 E. Lot 25
Warsaw, IN 46580

Rodriguez {emp} Maria
3699 N. 175 E. lot 173
Warsaw, IN 46580

Roe Richard
511 Fulton St.
Rochester, IN 46975

Ruiz Sotelo Maria A
431 N. Indiana St.
Bremen, IN 46506

Saint Joseph Reg. Med. Cnt Plymouth
1915 Lake Ave.
Plymouth, IN 46563

Sanchez-Medina Mariano
3699 N. 175 E. Lot 85
Warsaw, IN 46582

Sanchez-Medina Patricia
3699 N. 175 Lot 85
Warsaw, IN 46582

Scotty's Hydraulic Service
1200 Markley Dr.
Plymouth, IN 46563

Segovia Jose M
514 S. Main St.
Bourbon, IN 46504

Seton
20 Thompson Road
PO Box 819
Branford, CT 06405-0819

Slone Joseph O
420 E. Center St. Apt. 4-C
Bourbon, IN 46504

Slone Windell
210 S. Main St. Lot 16
Etna Green, IN 46524

Smith Gary
755 Ravinia Dr. E
Valparaiso, IN 46385

Smith Gary J
755 Ravinia Dr. E.
Valparaiso, IN 46385

Smith William
7539 S. 450 W.
Kewanna, IN 46939

Smith William L.
7539 S. 450 W.
Kewanna, IN 46939

Snyder James
507 N. Washington St.
Bourbon, IN 46504

Spacers Inc.
P.O. Box 754
Lexington, VA 24450

Standard Pattern (Ohio)
1409 Kenmore Blvd.
Akron, OH 44314

State Street Property Leasing LLC
450 State St
Wadsworth, OH 44281

State Street Property Leasing LLC
8750 River Styx Rd
Wadsworth, OH 44281

Stetzel Aaron
316 W. Broadway St.
Etna Green, IN 46524

Stine Melinda S
901 N. Thompson St.
Bourbon, IN 46504

Stump Michele R.
610 Vistula Terr. #23
Mishawaka, IN 46544

Suarez Luis E.
312 W. Washington St.
Plymouth, IN 46563

Suazo Dania
304 Charles St.
Plymouth, IN 46563

TechniSand Inc.
PO Box 931185
Cleveland, OH 44193-1336

Tomasik Andrew
11418 Castle Dr.
Plymouth, IN 46563

Tomasik Andrew J
11418 Castle Dr.
Plymouth, IN 46563

Torres Giovanni M
201 E. North St. Apt 4
Bremen, IN 46506

Torres-Cruz Angelica
505 N. Plum St.
Plymouth, IN 46563

Toyota Financial Services
Commercial Finance
Dept 2431
Carol Stream, IL 60132-2431

Tremaine Julie A.
17449 12th Rd
Plymouth, IN 46563

Troyer Josh
700 Berkley St.
Plymouth, IN 46563

Truman David A
203 West Lake St
Knox, IN 46534

Tula Liliana
927 E. Calvert St.
South Bend, IN 46613

Tula Teresa
225 East Lincoln St.
Bremen, IN 46506

U.S. Mortgage LLC
P.O. Box 232
Lake Oswego, OR 97034

Vannevel Ralph R.
202 W. Center St.
Bourbon, IN 46504

Velasquez-Moyotl Jorge
340 E. Levi Lee Rd. Lot 195
Warsaw, IN 46582

Velazquez Aida
210 1/2 N. Michigan St. Apt. 2
Plymouth, IN 46563

Waddle Jacob
504 W. Center St.
Warsaw, IN 46580

Wagner Gary
6603 S. 400 E.
Columbia City, IN 46725

Walker Angela
1715 Ewing Rd.
Rochester, IN 46975

Wiers
2111 Jim Neu Drive
Plymouth, IN 46563-3302

Wiers Fleet Partnership
2112 Jim Neu Drive
Plymouth, IN 46563-3303

Wiers Int'l Truck Sales
2111 Jim Neu Drive
Plymouth, IN 46563

Wildman Facility Services
800 S. Buffalo St.
Warsaw, IN 46580

Wildman Uniform & Linen
800 S. Buffalo St
Warsaw, IN 46580

Wilson Christopher R.
605 Pearl St.
Plymouth, IN 46563

Wolf Tiffany
759 Parkway Lane
Rochester, IN 46975

Xique Cosme
4330 N. Old St. Rd. 15 Lot 221
Warsaw, IN 46580

Yeiter Matt
502 Old US Hwy 30 E
Bourbon, IN 46504-1644

Yeiter Matthew B
1312 Hartzler Street
Warsaw, IN 46580

Young Judy
4013 12B Rd.
Bourbon, IN 46504

Young Rex
4013 12B Rd.
Bourbon, IN 46504

Zavala Jarvin
213 S. Cherry St.
Akron, IN 46910

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

In re Shells, 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 Shells, 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:

None [*Check if applicable*]

April 18, 2014

Date

/s/ Frederic P. Schwieg, Esq.Frederic P. Schwieg, Esq. 0030418Signature of Attorney or Litigant
Counsel for Shells, Inc.Frederic P Schwieg Attorney at Law2705 Gibson Dr
Rocky River, OH 44116-3008
440-499-4506 Fax:440-398-0490
fschwieg@schwieglaw.com