

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

FILED  
JAN 21 10 37 AM '87  
U.S. BANKRUPTCY COURT  
DALLAS, TEXAS

In Re:

UNITED SCIENCES OF AMERICA,  
INC.

Debtor.

5000000000

Bk. No. \_\_\_\_\_

**387-30381**  
**HAROLD C. ABRAMSON**

Debtor's Employer's Tax Identification No. 33-0114675

VOLUNTARY PETITION

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

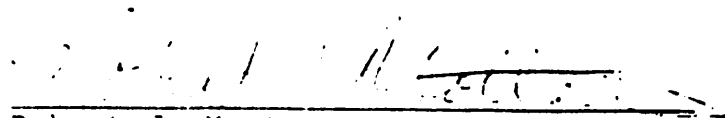
COMES NOW United Sciences of America, Inc., and would respectfully represent to the Court as follows:

1. Petitioner's mailing address is 2724 Realty Road, Carrollton, Dallas County, Texas 75006.
2. Petitioner has had its principal place of business within this district for the preceding 180 days.
3. Petitioner is qualified to file this petition and is entitled to the benefits of Title 11, United States Code, as a voluntary debtor.
4. Petitioner intends to file a plan pursuant to Chapter 11 of Title 11, United States Code.
5. Exhibit A is attached to and made a part of this petition.

FILE

WHEREFORE, Petitioner prays for relief in accordance with Chapter 11, Title 11, United States Code.

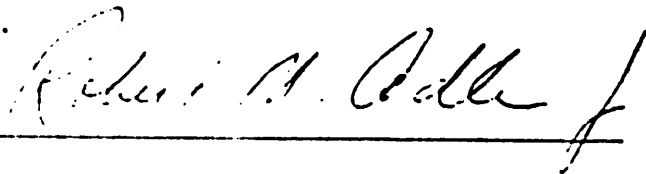
Respectfully submitted,

  
Robert J. Mottern  
D. M. Lynn  
MOORE & PETERSON  
A Professional Corporation  
2800 First City Center  
Dallas, Texas 75201  
(214)754-4800

ATTORNEYS FOR UNITED SCIENCES OF AMERICA, INC.

I, Robert M. Mottern Jr., President of the petitioner named in the foregoing petition, declare the penalty of perjury to the foregoing is true and correct.

EXECUTED on July 19, 1987.

  
\_\_\_\_\_

19871000

EXHIBIT A

1. Petitioner's employer identification number is 33-0114675.

2. None of Petitioner's securities are registered under Section 12 of the Securities and Exchange Act of 1934.

3. The following financial data is the latest available information and refers to Petitioner's condition on November 30, 1986.

- a. Total Assets: \$7,300,000
- b. Total Liabilities: \$8,600,000

		<u>Approximate number of holders</u>
Secured Debt, excluding that listed below:	\$ <u>450,000</u>	<u>2</u>
Debt securities held by more than 100 holders:		
Secured	\$ <u>0</u>	<u>0</u>
Unsecured	\$ <u>0</u>	<u>0</u>
Other liabilities, excluding contingent or unliquidated claims:	\$ <u>5,500,000</u>	<u>400</u>
Number of shares of common stock:	\$ <u>1,000</u>	<u>1</u>

4. Brief description of Petitioner's business: Sale of health food products.

5. The name of the only person who directly or indirectly owns, controls, or holds, with power to vote, 20 percent or more of the voting securities of Petitioner is Robert Adler, Jr.

6. The name of the only corporations 20 percent or more of the outstanding voting securities of which are directly or indirectly owned, controlled, or held, with power to vote, by Petitioner are United Sciences of America Research Foundation, Inc. and United Sciences of America of Texas, Inc.

UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
UNITED SCIENCES OF AMERICA, INC.

Pursuant to Section 141(f) of the General Corporation Laws of the State of Delaware, the undersigned, being the sole shareholder and director of United Sciences of America, Inc. (the "Corporation"), hereby consents to, approves and adopts the following resolutions, which resolutions shall have the same force and effect as if adopted unanimously in a meeting of the board of directors of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions:

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to execute and cause to be filed on behalf of the Corporation a petition seeking reorganization under Chapter 11 of Title 11 of the United States Code in the United States District Court for the Northern District of Texas, Dallas, Division; and it is further

RESOLVED, that the firm of Moore & Peterson, P.C. be retained to act on behalf of the Corporation in connection with its efforts to restructure its indebtedness, and, if necessary, in connection with any Chapter 11 case filed by the Corporation.

IN WITNESS WHEREOF, the undersigned sole shareholder and director of the Corporation has executed this unanimous consent effective as of the 19 day of JANUARY, 1987.

Robert M. Allen, Jr.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

IN RE:

UNITED SCIENCES OF AMERICA,  
INC.

Debtor.

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

LIST OF 20 LARGEST UNSECURED CREDITORS

<b>Vita Tech International, Inc.</b> 2832 Dow Avenue Tustin, California 92680	Thomas T. Tierney President 714-932-9700	<b>\$426,320.25</b>
<b>Jenkon Data Systems, Inc.</b> 9013 Q Northeast Highway 99 Vancouver, Washington 98665	Daniel O. Jensen President 206-573-3149	<b>\$350,000.00</b>
<b>Williamson Printing Corporation</b> 6700 Denton Drive Dallas, Texas 75235	Jerry Williamson President 214-352-1122	<b>\$300,000.00</b>
<b>C. ITOH &amp; Co., Inc.</b> 335 Madison Avenue New York, New York 10017	Raymond J. Lustig Attorney 212-818-3030	<b>\$250,000.00</b>
<b>Emery Air Freight Corporation-</b> Keystone Industrial Park Scranton, Pennsylvania 19501	Arthur D. D'Amaro Manager, National Accounts Receivable 717-969-3308	<b>\$159,021.47</b>
<b>Allied WBS Film &amp; Video Services</b> Four Dallas Communications Complex, 6305 North O'Connor Road, Suite 111 Irving, Texas 75039	Dave Erickson Division Manager 214-369-0100	<b>\$127,393.75</b>
<b>Real Time Duplicators Inc.</b> 801 South Main Street Burbank, California 91506	Eric R. Sackrin President 818-841-3511	<b>\$125,000.00</b>
<b>Manatt, Phelps, Rothenberg,                      Tunney &amp; Evans</b> Suite 200 1200 New Hampshire Avenue, N.W. Washington, D.C. 20036	Jerris Leonard Attorney 202-463-4312	<b>\$121,379.59</b>

Banner Gelatin Products Corporation 20730 Dearborn Street Box 2157 Chatsworth, California 91311	Gordon Freshman President 818-341-3060	\$119,307.90
N. U. Enterprises, Inc. 30140 Town Center Drive Laguna Niguel, California 92677	Nigel A. Nelms President 714-495-3323	\$118,944.78
Roquette Corporation 1550 Northwestern Avenue Gurnee, Illinois 60031	Richard Thompson Treasurer 312-249-5950	\$117,860.40
The Travelers Companies Two Northpark East P. O. Box 660055 Dallas, Texas 75266	Tom Bliss Employee Benefits Manager 214-890-3285	\$106,726.39
Dataforms Printing Services 11047 Ables Lane Dallas, Texas 75229	Cloyce C. Clark, Jr. President 214-620-1966	\$100,508.86
Apple Computer, Inc. 20525 Mariáni Avenue Cupertino, California 95014	Ann Beasley Real Estate Specialist 408-973-6992	\$99,298.00
GM Video Corporation 137 Varick Street New York, New York 10013	Debbie Eichler Financial Officer 212-645-3700	\$ 90,618.29
Vitex Foods Incorporated 1821 East 48th Place Los Angeles, California 90058	Richard Orkand President 213-234-4400	\$ 81,723.56
Priority Pak 4528 Brazil Street Los Angeles, California 90039	Ann Van Bobber General Manager 818-246-SHIP	\$ 80,412.72
Westform Industries 4552 West Colorado Boulevard Los Angeles, California 90039	Douglas D. Wallron, Jr. President 818-247-7030 800-354-3331	\$ 66,784.85
Arthur Andersen & Co. 5600 InterFirst Plaza P. O. Box 650026 Dallas, Texas 75265	Dale Kesler Managing Partner 214-741-3328	\$ 64,595.00

American Express Company  
Travel Management Service  
P. O. Box 53800  
Phoenix, Arizona 85072

M. Michael Munte \$ 64,024.91  
Corporate Accounts  
602-222-3379

Cunningham & Walsh Inc.  
260 Madison Avenue  
New York, New York 10016

A. Michael Finn \$ 59,405.51  
Senior Vice President  
212-683-4900

8172m

*Mr. V  
Resington*

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REGISTERED  
UNITED STATES  
BANKRUPTCY COURT

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS

MAR 24 9 27 AM DALLAS DIVISION

IN RE: FILED  
UNITED SCIENCES OF  
AMERICA, INC.,  
DEBTOR

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CASE NO. 387-30381-A-11

NOTICE OF CONVERSION TO CHAPTER 7 BANKRUPTCY

YOU ARE HEREBY NOTIFIED that a meeting of the Board of Directors of United Sciences of America, Inc. was conducted at 4:15 p.m., March 23, 1987, by telephone, all directors having waived any requirements for notice of said directors meeting.

YOU ARE FURTHER NOTIFIED that the Board of Directors voted unanimously to adopt a resolution authorizing Peter Speckman, as Chairman of the Board of Directors, to file this notice of conversion.

No trustee has previously been appointed in this case; this case was filed as a Chapter 11 bankruptcy proceeding. The Debtor, therefore, has an absolute right to convert this bankruptcy proceeding.

Notice is hereby provided that the above referenced Chapter 11 bankruptcy filing of United Sciences of America,

*A9*



Inc. is converted to a petition under Chapter 7 of Title 11,  
United States Code.

DATED: 3.23, 1987.

UNITED SCIENCES OF AMERICA, INC.

By: P. J. Speckman, Jr.  
Peter Speckman  
Chairman of the Board

ENTERED

MAR 24 1987

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS

IN RE: UNITED SCIENCES OF AMERICA, INC.,  
DEBTOR

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CASE NO. 387-30381-A-11

ORDER GRANTING CONVERSION TO CHAPTER 7 BANKRUPTCY

In consideration of the Notice of Conversion to Chapter 7 Bankruptcy filed in this case, and the allegations contained therein,

IT IS ORDERED that the United Sciences of America, Inc. Chapter 11 bankruptcy proceeding is hereby converted to a case under Chapter 7 of Title 11, United States Code.

DATED: 3/24, 1987.

  
UNITED STATES BANKRUPTCY JUDGE