

United States Bankruptcy Court CENTRAL DISTRICT OF CALIFORNIA				Voluntary Petition																							
Name of Debtor (if individual, enter Last, First, Middle): HQ Recruitment Corporation, a Corporation			Name of Joint Debtor (Spouse)(Last, First, Middle):																								
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): dba HireQuest			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./Complete EIN or other Tax I.D. No. (if more than one, state all): 33-0946492			Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):																								
Street Address of Debtor (No. & Street, City, and State): 31 Columbia, Suite 200 Aliso Viejo CA			Street Address of Joint Debtor (No. & Street, City, and State):																								
ZIP CODE 92656			ZIP CODE																								
County of Residence or of the Principal Place of Business: Orange			County of Residence or of the Principal Place of Business:																								
Mailing Address of Debtor (if different from street address): SAME			Mailing Address of Joint Debtor (if different from street address):																								
ZIP CODE			ZIP CODE																								
Location of Principal Assets of Business Debtor (if different from street address above): SAME			ZIP CODE																								
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 <hr/>		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 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).		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 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 type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2 million. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																									
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																						
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;">Estimated Number of Creditors</td> <td style="width: 10%;">1- 49</td> <td style="width: 10%;">50- 99</td> <td style="width: 10%;">100- 199</td> <td style="width: 10%;">200- 999</td> <td style="width: 10%;">1,000- 5,000</td> <td style="width: 10%;">5,001- 10,000</td> <td style="width: 10%;">10,001- 25,000</td> <td style="width: 10%;">25,001- 50,000</td> <td style="width: 10%;">50,001- 100,000</td> <td style="width: 10%;">OVER 100,000</td> </tr> <tr> <td></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>					Estimated Number of Creditors	1- 49	50- 99	100- 199	200- 999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	OVER 100,000		<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<div style="border: 2px solid black; padding: 10px; width: fit-content; margin: auto;"> FILED MAY 14 2008 CLERK U.S. BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA Deputy Clerk </div>
Estimated Number of Creditors	1- 49	50- 99	100- 199	200- 999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	OVER 100,000																	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																	
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;">Estimated Assets</td> <td style="width: 20%;">\$0 to \$10,000</td> <td style="width: 20%;">\$10,000 to \$100,000</td> <td style="width: 20%;">\$100,001 to \$1 million</td> <td style="width: 20%;">\$1 million to \$100 million</td> <td style="width: 20%;">Over \$100 million</td> </tr> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>					Estimated Assets	\$0 to \$10,000	\$10,000 to \$100,000	\$100,001 to \$1 million	\$1 million to \$100 million	Over \$100 million		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>											
Estimated Assets	\$0 to \$10,000	\$10,000 to \$100,000	\$100,001 to \$1 million	\$1 million to \$100 million	Over \$100 million																						
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>																						
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;">Estimated Liabilities</td> <td style="width: 20%;">\$0 to \$50,000</td> <td style="width: 20%;">\$50,000 to \$100,000</td> <td style="width: 20%;">\$100,001 to \$1 million</td> <td style="width: 20%;">\$1 million to \$100 million</td> <td style="width: 20%;">More than \$100 million</td> </tr> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>					Estimated Liabilities	\$0 to \$50,000	\$50,000 to \$100,000	\$100,001 to \$1 million	\$1 million to \$100 million	More than \$100 million		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>											
Estimated Liabilities	\$0 to \$50,000	\$50,000 to \$100,000	\$100,001 to \$1 million	\$1 million to \$100 million	More than \$100 million																						
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>																						

Voluntary Petition

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

Name of Debtor(s):

**HQ Recruitment Corporation,
a Corporation****All Prior Bankruptcy Cases Filed Within Last 8 Years**

(If more than two, attach additional sheet)

Location Where Filed:

NONE

Case Number:

Date Filed:

Location Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor

(If more than one, attach additional sheet)

Name of Debtor:

Case Number:

Date Filed:

District:

Relationship:

Judge:

Exhibit A

(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)

☐ Exhibit A is attached and made a part of this petition**Exhibit B**

(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 have 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?

- ☐ Yes, and exhibit C is attached and made a part of this petition.
☒ No

Exhibit D

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

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

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action 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.

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

(Check all applicable boxes.)

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

Voluntary Petition

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

Name of Debtor(s):

**HQ Recruitment Corporation,
a Corporation****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

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

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

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

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

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

☐

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

☐

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

X

(Signature of Foreign Representative)

(Printed name of Foreign Representative)

(Date)

Signature of Attorney**X**

Signature of Attorney for Debtor(s)

Kelly S. Johnson 134,520

Printed Name of Attorney for Debtor(s)

LAW OFFICES OF KELLY S. JOHNSON

Firm Name

180 Newport Center Drive,

Address

Suite 100**Newport Beach CA 92660****949-729-8014**

Telephone Number

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 19B 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 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 the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

Derek Ludwig

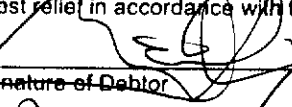
Printed Name of Authorized Individual

President

Title of Authorized Individual

5-8-08

Date

United States Bankruptcy Court Central District of California		Addendum to Voluntary Petition																																									
In re: HQ Recruitment Corporation		Case Number: 13																																									
Debtor(s)		Chapter:																																									
Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check all applicable boxes.)																																										
<input type="checkbox"/> Individual (Includes Joint Debtors) <i>See Exhibit D on 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) 	<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 <u>Recruitment Services</u> <div style="text-align: center;"> <input checked="" type="checkbox"/> Tax Exempt Entity (Check box, if applicable) </div> <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)	Estimated Assets																																										
<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.	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">\$0 to \$50,000</td> <td style="text-align: center;">\$50,001 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$500,000</td> <td style="text-align: center;">\$500,001 to \$1 million</td> <td style="text-align: center;">\$1,000,001 to \$10 million</td> <td style="text-align: center;">\$10,000,001 to \$50 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">\$50,000,001 to \$100 million</td> <td style="text-align: center;">\$100,000,001 to \$500 million</td> <td style="text-align: center;">\$500,000,001 to \$1 billion</td> <td style="text-align: center;">\$More than \$1 billion</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> Estimated Liabilities <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">\$0 to \$50,000</td> <td style="text-align: center;">\$50,001 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$500,000</td> <td style="text-align: center;">\$500,001 to \$1 million</td> <td style="text-align: center;">\$1,000,001 to \$10 million</td> <td style="text-align: center;">\$10,000,001 to \$50 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">\$50,000,001 to \$100 million</td> <td style="text-align: center;">\$100,000,001 to \$500 million</td> <td style="text-align: center;">\$500,000,001 to \$1 billion</td> <td style="text-align: center;">\$More than \$1 billion</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>			\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	\$More than \$1 billion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	\$More than \$1 billion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million																																						
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>																																						
\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	\$More than \$1 billion																																								
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																								
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million																																						
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>																																						
\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	\$More than \$1 billion																																								
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																																								
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																																										
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 §342 of the Bankruptcy Code. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.																																											
X <u></u> Signature of Debtor																																											
X <u>President</u> Signature of Joint Debtor																																											
X _____ Telephone Number (If not represented by an attorney)																																											
X _____ Date																																											

Kelly S. Johnson, Esq. (Bar No. 134,520)
LAW OFFICES OF KELLY S. JOHNSON
180 Newport Center Drive, Suite 100
Newport Beach, CA 92660
(949) 729-8014/8050 Fax

Attorney for Debtor,
Debtor-in-Possession,
HQ Recruitment Corporation
dba HireQuest

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In Re)	CASE NO.
)	
HQ RECRUITMENT CORPORATION)	CHAPTER 11
dba HIREQUEST,)	
)	DECLARATION OF DEREK LUDWIG
)	PRESIDENT OF CORPORATION
)	RE CORPORATE RESOLUTION FOR
)	HQ RECRUITMENT CORPORATION
Debtor.)	
)	
)	

I, Derek Ludwig, declare:

1. The undersigned, Derek Ludwig, is President of HQ Recruitment Corporation, a California corporation. On April 18, 2008, the following resolution was duly adopted by the Board of Directors of this corporation.

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


1 3. NOW, THEREFORE, BE IT RESOLVED, that Derek Ludwig,
2 President of this corporation, be and hereby is, authorized and
3 directed to execute and deliver all documents necessary to perfect
4 the filing of a Chapter 11 voluntary bankruptcy case in the United
5 States Bankruptcy Court on behalf of the corporation;
6

7 4. BE IT FURTHER RESOLVED, that Derek Ludwig, President of
8 this corporation, be and hereby is, authorized and directed to
9 appear in all such bankruptcy proceedings on behalf of the
10 corporation, and to otherwise do and perform any and all acts and
11 deeds and to execute and deliver all necessary documents on behalf
12 of the corporation in connection with said bankruptcy proceeding;
13 and
14

15 5. BE IT FURTHER RESOLVED, that Derek Ludwig, President of
16 this corporation, be and hereby is, authorized and directed to
17 employ Kelly S. Johnson, Esq. and the Law Offices of Kelly S.
18 Johnson to represent the corporation in said bankruptcy
19 proceeding.
20

21 I, Derek Ludwig, President of the Corporation named as Debtor
22 in the case, declare under penalty of perjury that I have read the
23 foregoing and it is true and correct to the best of my knowledge,
24 information and belief.
25

26
27 DATED: May 8, 2008
28


DEREK LUDWIG

Kelly S. Johnson, Esq. (Bar No. 134,520)
LAW OFFICES OF KELLY S. JOHNSON
180 Newport Center Drive, Suite 100
Newport Beach, CA 92660
(949) 729-8014/8050 Fax

Attorney for Debtor,
Debtor-in-Possession,
HQ Recruitment Corporation,
dba HireQuest

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

In Re)	CASE NO.
)	
HQ RECRUITMENT CORPORATION)	CHAPTER 11
dba HIREQUEST,)	
)	STATEMENT OF OWNERSHIP
)	
)	
Debtor.)	
)	
)	

Please be advised that the following persons have an ownership interest in the above-named Debtor as follows:

Derek Ludwig 100% Shareholder

I, Derek Ludwig, President of the Corporation named as Debtor in the case, declare under penalty of perjury that I have read the foregoing and it is true and correct to the best of my knowledge, information and belief.

DATED: May 8, 2008

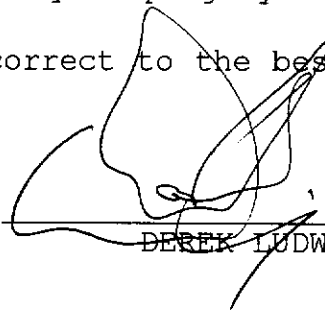

DEREK LUDWIG

Exhibit "A"

[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 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

[Caption as in Form 16B]

Exhibit "A" to Voluntary Petition

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is Not Applicable.
2. The following financial data is the latest available information and refers to the debtor's condition on NA.

a. Total assets \$ NA

b. Total debts (including debts listed in 2.c., below) \$ _____

c. Debt securities held by more than 500 holders.

Approximate
Number
of holders

<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$ <u>NA</u>	_____
<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$ _____	_____
<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$ _____	_____

d. Number of shares of preferred stock _____

e. Number of shares common stock _____

Comments, if any:

3. Brief description of debtor's business:

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Rarek Ludwig

Party Name, Address and Telephone Number <i>(CA State Bar No. If Applicable)</i> Kelly S. Johnson, Esq. (Bar No. 134,520) LAW OFFICES OF KELLY S. JOHNSON 180 Newport Center Dr., Suite 100 Newport Beach, CA 92660 (949)729-8014/8050	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: HQ Recruitment Corporation dba HireQuest <div style="text-align: right;">Debtor.</div>	CHAPTER 11 CASE NUMBER <div style="text-align: right;">(No Hearing Required)</div>

VENUE DISCLOSURE FORM
FOR CORPORATIONS FILING CHAPTER 11
(Required by General Order 97-02)

Attach additional sheets as necessary and indicate so in each section

1. Specify the address of the principal office of the Debtor currently on file with the California Secretary of State (from Form S0100, S0200, or S0300):

 31 Columbia, Suite 200
 Aliso Viejo, CA 92656

2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:

 31 Columbia, Suite 200
 Aliso Viejo, CA 92656

3. Disclose the current business address(es) for all corporate officers:

 31 Columbia, Suite 200
 Aliso Viejo, CA 92656

4. Disclose the current business address(es) where the Debtor's books and records are located:

 31 Columbia, Suite 200
 Aliso Viejo, CA 92656

In re	HQ Recruitment Corporation dba HireQuest	CHAPTER 11
	Debtor.	CASE NUMBER

5. List the address(es) where the majority of the Debtor's assets are located based on a book value determination as set forth on the Debtor's most recent balance sheet:

31 Columbia, Suite 200
Aliso Viejo, CA 92656

6. Disclose any different address(es) to those listed above within six months prior to the filing of this petition and state the reasons for the change in address(es):

NONE

7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (specify):

Derek Ludwig – President
31 Columbia, Suite 200
Aliso Viejo, CA 92656

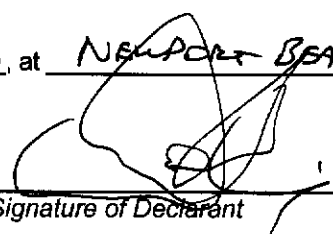
8. Total number of attached pages of supporting documentation: 0

9. I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on the 8TH day of MAY, 20 08, at NEWPORT BEACH, California.

DEREK LUDWIG
Type Name of Officer

President
Position or Title of Officer


Signature of Declarant

UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA

In re **HQ Recruitment Corporation**
a Corporation
dba HireQuest

Case No.
Chapter 11

_____/ Debtor

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, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m)

Name of Creditor and Complete Mailing Address including Zip Code	Name, Telephone Number and Complete Mailing Address, including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who may be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or subject to Setoff	Amount of Claim (if Secured also State Value of Security)
1 American Express Box 0001 Los Angeles CA 90096	Phone: 800-472-9297 American Express Box 0001 Los Angeles CA 90096	Credit Cards		\$ 215,000.00
2 TMP Worldwide Adv & Comm, LLC 205 S. Hudson Street, 5th Fl New York NY 10013	Phone: 646-613-2060 TMP Worldwide Adv & Comm, LLC 205 S Hudson Street, 5th Fl New York NY 10013	Online Advertising		\$ 195,000.00
3 Simon Properties c/o Weston Herzog LLP 500 N. Central Ave., Suite 650 Glendale CA 91203	Phone: 818-755-8555 Simon Properties c/o Weston Herzog LLP 500 N. Central Ave., Suite 650 Glendale CA 91203	Judgment		\$ 172,000.00
4 Internal Revenue Service Ogden UT 84201	Phone: 800-829-0115 Internal Revenue Service Ogden UT 84201	Payroll Taxes	D	\$ 143,849.00

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address including Zip Code	Name, Telephone Number and Complete Mailing Address, including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who may be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or subject to Setoff	Amount of Claim (if Secured also State Value of Security)
5 Alliance Bank 1901 Main St., Suite 175 Irvine CA 92614	Phone: 949-442-6821 Alliance Bank 1901 Main St., Suite 175 Irvine CA 92614	Line of Credit	C U	\$ 100,000.00
6 EDD P O Box 59950 Riverside CA 92517	Phone: 951-782-3263 EDD P O Box 59950 Riverside CA 92517	Payroll Taxes	D	\$ 79,000.00
7 AEL Financial, LLC P O Box 88046 Milwaukee WI 53288	Phone: 866-876-4232 AEL Financial, LLC P O Box 88046 Milwaukee WI 53288	Furniture Lease Value: Net Unsecured:		\$ 130,824.00 \$ 52,330.00 \$ 78,494.00
8 Franchise Tax Board P O Box 942867 Sacramento CA 94267	Phone: 800-689-4776 Franchise Tax Board P O Box 942867 Sacramento CA 94267	Payroll Taxes		\$ 63,000.00
9 Career Builder 200 N. LaSalle St., Suite 1100 Chicago IL 60601	Phone: 888-855-5594 Career Builder 200 N. LaSalle St., Suite 1100 Chicago IL	Internet Advertising		\$ 62,575.00
10 Banc of America Leasing P O Box 371992 Pittsburgh PA 15250	Phone: 800-959-5938 Banc of America Leasing P O Box 371992 Pittsburgh PA 15250	Software Lease Value: Net Unsecured:		\$ 102,240.00 \$ 40,896.00 \$ 61,344.00
11 AEL Financial, LLC Box 88046 Milwaukee WI 53288	Phone: 866-876-4232 AEL Financial, LLC Box 88046 Milwaukee WI 53288	Software Lease Value: Net Unsecured:		\$ 90,144.00 \$ 36,058.00 \$ 54,086.00
12 Key Equipment Finance 600 Travis Street, Suite 1300 Houston TX 77002	Phone: 800-745-9292 Key Equipment Finance 600 Travis Street, Suite 1300 Houston TX 77002	Software Lease Value: Net Unsecured:		\$ 73,080.00 \$ 29,232.00 \$ 43,848.00

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address including Zip Code	Name, Telephone Number and Complete Mailing Address, including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who may be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or subject to Setoff	Amount of Claim (If Secured also State Value of Security)
13 CIT Technology P O Box 100706 Pasadena CA 91189	Phone: 800-204-0799 CIT Technology P O Box 100706 Pasadena CA 91189	Software Lease	Value: Net Unsecured:	\$ 70,371.00 \$ 28,148.00 \$ 42,223.00
14 Marquee Staffing 1450 Frazee Road Suite 102 San Diego CA 92102	Phone: 949-222-6430 Marquee Staffing 1450 Frazee Road Suite 102 San Diego CA 92102	Temp Labor		\$ 36,695.13
15 Blue Cross of California P O Box Los Angeles CA 90054	Phone: 800-627-8797 Blue Cross of California P O Box Los Angeles CA 90054	Health Benefits		\$ 30,239.00
16 RemX Financial Staffing P O Box 60515 Los Angeles CA 90060	Phone: 800-688-6162 REMx Financial Staffing P O Box 60515 Los Angeles CA 90060	Temp Labor		\$ 29,261.97
17 White Nelson 2875 Michelle Drive Suite 300 Irvine CA 92606	Phone: 714-978-1300 White Nelson 2875 Michelle Drive Suite 300 Irvine CA 92606	Accounting Services		\$ 20,066.71
18 Dolphinshire LP c/o Dolphine Partners, Inc. 18818 Teller Avenue, Ste. 200 Irvine CA 92612	Phone: 949-456-6558 Dolphinshire LP c/o Dolphine Partners, Inc. 18818 Teller Avenue, Ste. 200 Irvine CA 92612	Past Landlord		\$ 18,982.29
19 Varilease Technology Finance P O Box 314 Highland Park IL 60035	Phone: 866-356-7411 Varilease Technology Finance P O Box 314 Highland Park IL 60035	Software Lease	Value: Net Unsecured:	\$ 27,096.00 \$ 10,838.00 \$ 16,258.00
20 Clairent, Inc. 31 Columbia Aliso Viejo CA 92656	Phone: 949-425-5700 Clairent, Inc. 31 Columbia Aliso Viejo CA 92656	Landlord	Value: Net Unsecured:	\$ 15,017.69 \$ 0.00 \$ 15,017.69

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

I, Derek Ludwig, President of the Corporation named
as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Twenty Largest Unsecured Claims and that
they are true and correct to the best of my knowledge, information and belief.

Date: 5-8-08

Signature

Name: Derek Ludwig

Title: President

STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LOCAL RULE 1015-2
UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, an affiliate of the debtor, any copartnership or joint venture of which the debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of such prior proceeding, date filed, nature thereof the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control, as follows: (Set forth the complete number and title of such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

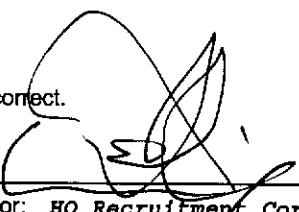
4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A that was filed with any such prior proceeding(s).)

None

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

Executed at Newport Beach, California.

Dated 5-8-08


Debtor: HQ Recruitment Corporation
Derek Ludwig, President

Name: Kelly S. Johnson, Esq.Address: 180 Newport Center Dr., Suite 100Newport Beach, CA 92660Telephone: (949) 729-8014 Fax: (949) 729-8050☒ Attorney for Debtor☐ Debtor in Pro Per**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA**List all names including trade names, used by
Debtor(s) within last 8 years:HQ Recruitment Corporation
dba HireQuest

Case No.:

**NOTICE OF AVAILABLE
CHAPTERS**

(Notice to Individual Consumer Debtor Under § 342(b) of the Bankruptcy Code)

In accordance with § 342(b) of the Bankruptcy Code, this notice: (1) Describes briefly the services available from credit counseling services; (2) Describes briefly the purposes, benefits and costs of the four types of bankruptcy proceedings you may commence; and (3) Informs you about bankruptcy crimes and notifies you that the Attorney General may examine all information you supply in connection with a bankruptcy case. You are cautioned that bankruptcy law is complicated and not easily described. Thus, you may wish to seek the advice of an attorney to learn of your rights and responsibilities should you decide to file a petition. Court employees cannot give you legal advice.

1. Services Available from Credit Counseling Agencies

With limited exceptions, § 109(h) of the Bankruptcy Code requires that all individual debtors who file for bankruptcy relief on or after October 17, 2005, receive a briefing that outlines the available opportunities for credit counseling and provides assistance in performing a budget analysis. The briefing must be given within 180 days before the bankruptcy filing. The briefing may be provided individually or in a group (including briefings conducted by telephone or on the Internet) and must be provided by a nonprofit budget and credit counseling agency approved by the United States trustee or bankruptcy administrator. The clerk of the bankruptcy court has a list that you may consult of the approved budget and credit counseling agencies.

In addition, after filing a bankruptcy case, an individual debtor generally must complete a financial management instructional course before he or she can receive a discharge. The clerk also has a list of approved financial management instructional courses.

2. The Four Chapters of the Bankruptcy Code Available to Individual Consumer Debtors

Chapter 7: Liquidation (\$245 filing fee, \$39 administrative fee, \$15 trustee surcharge: Total fee \$299)

1. Chapter 7 is designed for debtors in financial difficulty who do not have the ability to pay their existing debts. Debtors whose debts are primarily consumer debts are subject to a "means test" designed to determine whether the case should be permitted to proceed under chapter 7. If your income is greater than the median income for your state of residence and family size, in some cases, creditors have the right to file a motion requesting that the court dismiss your case under § 707(b) of the Code. It is up to the court to decide whether the case should be dismissed.

2. Under chapter 7, you may claim certain of your property as exempt under governing law. A trustee may have the right to take possession of and sell the remaining property that is not exempt and use the sale proceeds to pay your creditors.
3. The purpose of filing a chapter 7 case is to obtain a discharge of your existing debts. If, however, you are found to have committed certain kinds of improper conduct described in the Bankruptcy Code, the court may deny your discharge and, if it does, the purpose for which you filed the bankruptcy petition will be defeated.
4. Even if you receive a general discharge, some particular debts are not discharged under the law. Therefore, you may still be responsible for most taxes and student loans; debts incurred to pay nondischargeable taxes; domestic support and property settlement obligations; most fines, penalties, forfeitures, and criminal restitution obligations; certain debts which are not properly listed in your bankruptcy papers; and debts for death or personal injury caused by operating a motor vehicle, vessel, or aircraft while intoxicated from alcohol or drugs. Also, if a creditor can prove that a debt arose from fraud, breach of fiduciary duty, or theft, or from a willful and malicious injury, the bankruptcy court may determine that the debt is not discharged.

Chapter 13: Repayment of All or Part of the Debts of an Individual with Regular Income (\$235 filing fee, \$39 administrative fee: Total fee \$274)

1. Chapter 13 is designed for individuals with regular income who would like to pay all or part of their debts in instalments over a period of time. You are only eligible for chapter 13 if your debts do not exceed certain dollar amounts set forth in the Bankruptcy Code.
2. Under chapter 13, you must file with the court a plan to repay your creditors all or part of the money that you owe them, using your future earnings. The period allowed by the court to repay your debts may be three years or five years, depending upon your income and other factors. The court must approve your plan before it can take effect.
3. After completing the payments under your plan, your debts are generally discharged except for domestic support obligations; most student loans; certain taxes; most criminal fines and restitution obligations; certain debts which are not properly listed in your bankruptcy papers; certain debts for acts that caused death or personal injury; and certain long term secured obligations.

Chapter 11: Reorganization (\$1000 filing fee, \$39 administrative fee: Total fee \$1039)

Chapter 11 is designed for the reorganization of a business but is also available to consumer debtors. Its provisions are quite complicated, and any decision by an individual to file a chapter 11 petition should be reviewed with an attorney.

Chapter 12: Family Farmer or Fisherman (\$200 filing fee, \$39 administrative fee: Total fee \$239)

Chapter 12 is designed to permit family farmers and fishermen to repay their debts over a period of time from future earnings and is similar to chapter 13. The eligibility requirements are restrictive, limiting its use to those whose income arises primarily from a family-owned farm or commercial fishing operation.

3. Bankruptcy Crimes and Availability of Bankruptcy Papers to Law Enforcement Officials

A person who knowingly and fraudulently conceals assets or makes a false oath or statement under penalty of perjury, either orally or in writing, in connection with a bankruptcy case is subject to a fine, imprisonment, or both. All information supplied by a debtor in connection with a bankruptcy case is subject to examination by the Attorney General acting through the Office of the United States Trustee, the Office of the United States Attorney, and other components and employees of the Department of Justice.

WARNING: Section 521(a)(1) of the Bankruptcy Code requires that you promptly file detailed information regarding your creditors, assets, liabilities, income, expenses and general financial condition. Your bankruptcy case may be dismissed if this information is not filed with the court within the time deadlines set by the Bankruptcy Code, the Bankruptcy Rules, and the local rules of the court.

Certificate of [Non-Attorney] Bankruptcy Petition Preparer

I, the [non-attorney] bankruptcy petition preparer signing the debtor's petition, hereby certify that I delivered to the debtor this notice required by § 342(b) of the Bankruptcy Code.

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

X
Signature of Bankruptcy Petition Preparer or officer,
principal, responsible person, or partner whose Social
Security number is provided above.

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.)

Certificate of the Debtor

I (We), the debtor(s), affirm that I (we) have received and read this notice.
Derek Ludwig

Printed Name(s) of Debtor(s)

Case No. (if known)

X
Signature of Debtor
Date
5-8-08
PRESIDENT
X
Signature of Joint Debtor (if any)
Date

UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA

In re *HQ Recruitment Corporation, a California Corporation*
dba HireQuest

Case No.
Chapter 11

_____/ Debtor

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 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	3	\$ 3,925,614.80		
C-Property Claimed as Exempt	No	0			
D-Creditors Holding Secured Claims	Yes	3		\$ 3,045,285.98	
E-Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		\$ 568,371.11	
F-Creditors Holding Unsecured Nonpriority Claims	Yes	5		\$ 1,166,158.45	
G-Executory Contracts and Unexpired Leases	Yes	2			
H-Codebtors	Yes	1			
I-Current Income of Individual Debtor(s)	Yes	1			\$ 385,000.00
J-Current Expenditures of Individual Debtor(s)	Yes	1			\$ 368,499.00
TOTAL		20	\$ 3,925,614.80	\$ 4,779,815.54	

UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA

In re *HQ Recruitment Corporation, a Corporation*Case No.
Chapter 11

_____/ Debtor

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) (whether disputed or undisputed)	\$
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E)	\$
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 16)	\$
Average Expenses (from Schedule J, Line 18)	\$
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 HQ Recruitment Corporation

/ Debtor

Case No. _____
(if known)**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 the husband, wife, or both 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	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption	Amount of Secured Claim
None			None
		TOTAL \$	0.00

No continuation sheets attached

(Report also on Summary of Schedules.)

In re HQ Recruitment Corporation

/ Debtor

Case No. _____

(if known)

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, or both own 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."

Type of Property	None	Description and Location of Property	<div style="border: 1px solid black; padding: 2px; text-align: center;"> Husband--H Wife--W Joint--J Community--C </div> <div style="text-align: center;"> Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption </div>
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.		<i>Checkings account</i> <i>Location: In debtor's possession</i>	\$ 12,154.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		<i>Security deposits</i> <i>Location: In debtor's possession</i>	\$ 147,663.00
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		
11. Interest 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); Rule 1007(b)).	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	X		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X		
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		

In re HQ Recruitment Corporation

/ Debtor

Case No. _____

(if known)

SCHEDULE B-PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	None	Description and Location of Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
16. Accounts Receivable.		<i>Location: In debtor's possession</i>		\$ 2,767,297.80
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing 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 of Real Property.	X			
20. Contingent and non-contingent 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			
22. Patents, copyrights, and other intellectual property. Give particulars.		<i>Client List & Candidate Database Location: In debtor's possession</i>		\$ 750,000.00
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as described 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.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		<i>Office equipment Location: In debtor's possession</i>		\$ 131,000.00
29. Machinery, fixtures, equipment and supplies used in business.	X			
30. Inventory.	X			

In re HQ Recruitment Corporation

/ Debtor

Case No. _____

(if known)

SCHEDULE B-PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	None	Description and Location of Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, In Property Without Deducting any Secured Claim or Exemption
31. Animals.	X			
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.		<i>Custom Operating Software</i> <i>Location: In debtor's possession</i>		\$ 117,500.00
		Total ➡		\$ 3,925,614.80

In re HQ Recruitment Corporation

Debtor(s)

Case No. _____

(If known)

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, indicate that by stating "a minor child" and do not disclose the child's name. See U.S.C. § 112. If a "minor child" is stated, also include the name, address, and legal relationship to the minor child of a person described in 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 Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primary consumer debts, report the total from the column labeled "Unsecured Portion, if Any" 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.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, Nature of Lien, and Description and Market Value of Property Subject to Lien	Contingent	Unliquidated	Disputed	Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
Account No: Creditor # : 1 AEL Financial, LLC Box 88046 Milwaukee WI 53288		2008 Software Lease Value: \$ 36,058.00				\$ 90,144.00	\$ 54,086.00
Account No: Creditor # : 2 AEL Financial, LLC P O Box 88046 Milwaukee WI 53288	X	2008 Furniture Lease Value: \$ 52,330.00				\$ 130,824.00	\$ 78,494.00
Account No: Creditor # : 3 Banc of America Leasing P O Box 371992 Pittsburgh PA 15250		2007 Software Lease Value: \$ 40,896.00				\$ 102,240.00	\$ 61,344.00
Subtotal \$ (Total of this page) Total \$ (Use only on last page)						\$ 323,208.00	\$ 193,924.00

2 continuation sheets attached

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

In re HQ Recruitment Corporation

Debtor(s)

Case No. _____

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

Creditor's Name and Mailing Address Including ZIP Code and Account Number (See Instructions Above.)	Co-Debtor H-Husband W-Wife J-Joint C-Community	Date Claim was Incurred, Nature of Lien, and Description and Market Value of Property Subject to Lien	Contingent	Unliquidated	Disputed	Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
Account No:		2007				\$ 70,371.00	\$ 42,223.00
Creditor # : 4 CIT Technology P O Box 100706 Pasadena CA 91189		Software Lease					
		Value: \$ 28,148.00					
Account No:		2008				\$ 15,017.69	\$ 15,017.69
Creditor # : 5 Clairent, Inc. 31 Columbia Aliso Viejo CA 92656		Landlord					
		Value: \$ 0.00					
Account No:	X	2007				\$ 28,500.00	\$ 5,700.00
Creditor # : 6 Daimler Chrysler P O Box 3288 Milwaukee WI 53201		Car Leases					
		Value: \$ 22,800.00					
Account No:	X	2007				\$ 8,013.29	\$ 4,808.29
Creditor # : 7 Equilease Financial Services 50 Washington Street, 10th Fl South Norwalk CT 06854		Software Lease					
		Value: \$ 3,205.00					
Account No:	X	2007				\$ 2,500,000.00	\$ 0.00
Creditor # : 8 First Private Bank and Trust 10820 Zelzah Avenue Granada Hills CA 91344		AR Line of Credit					
		Value: \$ 2,767,297.80					
Account No:	X	2008				\$ 73,080.00	\$ 43,848.00
Creditor # : 9 Key Equipment Finance 600 Travis Street, Suite 1300 Houston TX 77002		Software Lease					
		Value: \$ 29,232.00					

Sheet no. 1 of 2 continuation sheets attached to Schedule of Creditors

Holding Secured Claims

Subtotal \$

(Total of this page)

\$ 2,694,981.98

\$ 111,596.98

Total \$

(Use only on last page)

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

In re HQ Recruitment Corporation

Debtor(s)

Case No. _____

(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

Creditor's Name and Mailing Address Including ZIP Code and Account Number (See Instructions Above.)	Co-Debtor	Date Claim was Incurred, Nature of Lien, and Description and Market Value of Property Subject to Lien	Contingent	Unliquidated	Disputed	Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
Account No: Creditor # : 10 Varilease Technology Finance P O Box 314 Highland Park IL 60035	X	H--Husband W--Wife J--Joint C--Community 2008 Software Lease Value: \$ 10,838.00				\$ 27,096.00	\$ 16,258.00
Account No: 		 Value:					
Account No: 		 Value:					
Account No: 		 Value:					
Account No: 		 Value:					
Account No: 		 Value:					
Account No: 		 Value:					
		Subtotal \$				\$ 27,096.00	\$ 16,258.00
		Total \$				\$ 3,045,285.98	\$ 321,778.98

 Sheet no. 2 of 2 continuation sheets attached to Schedule of Creditors
 Holding Secured Claims

 (Total of this page)
 (Use only on last page)

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

In re HQ Recruitment Corporation

Debtor(s)

Case No. _____

(if known)

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, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112. If a "minor child" is stated, also include the name, address and legal relationship to the minor child of a person described in 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 who file a case under chapter 7 or 13 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 "Total" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts who file a case under chapter 7 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 \$10,000* 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 \$4,925* 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 \$2,225* 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 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).

*Amounts are subject to adjustment on April 1, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

In re HQ Recruitment Corporation

Debtor(s)

Case No. _____
(if known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet: **Taxes and Certain Other Debts Owed to Governmental Units**

Creditor's Name, Mailing Address Including ZIP Code, and Account Number (See instructions above.)	Co-Debtor H-Husband W-Wife J-Joint C-Community	Date Claim was Incurred and Consideration for Claim	Contingent	Unliquidated	Disputed	Amount of Claim	Amount Entitled to Priority	Amount not Entitled to Priority, if any
Account No: Creditor # : 1 Arizona Dept Econ Security PO Box 6028 Irvine CA 92614		2008 Past Employee				\$ 179.11	\$ 179.11	\$ 0.00
Account No: Creditor # : 2 EDD P O Box 59950 Riverside CA 92517		2007 Payroll Taxes		X		\$ 79,000.00	\$ 79,000.00	\$ 0.00
Account No: Creditor # : 3 Franchise Tax Board P O Box 942867 Sacramento CA 94267		2007 Payroll Taxes				\$ 63,000.00	\$ 63,000.00	\$ 0.00
Account No: Creditor # : 4 Internal Revenue Service Ogden UT 84201		2007 Payroll Taxes 3rd Quarter				\$137,082.00	\$137,082.00	\$ 0.00
Account No: Creditor # : 5 Internal Revenue Service Ogden UT 84201		2008 Payroll Taxes 1st Quarter				\$144,809.00	\$144,809.00	\$ 0.00
Account No: Creditor # : 6 Internal Revenue Service Ogden UT 84201		2007 Payroll Taxes 4th Quarter		X		\$143,849.00	\$143,849.00	\$ 0.00

Sheet No. 1 of 2 continuation sheets attached
to Schedule of Creditors Holding Priority ClaimsSubtotal \$ 567,919.11 567,919.11 0.00
(Total of this page)

Total \$

(Use only on last page of the completed Schedule E. Report total also on
Summary of Schedules)

Total \$

(Use only on last page of the completed Schedule E. If applicable, report
also on the Statistical Summary of Certain Liabilities and Related Data.)

In re HQ Recruitment Corporation

Debtor(s)

Case No. _____
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet: **Taxes and Certain Other Debts Owed to Governmental Units**

Creditor's Name, Mailing Address Including ZIP Code, and Account Number (See instructions above.)	Co-Debtor	Date Claim was Incurred and Consideration for Claim	Contingent	Unliquidated	Disputed	Amount of Claim	Amount Entitled to Priority	Amount not Entitled to Priority, if any
	H--Husband W--Wife J--Joint C--Community							
Account No: Creditor # : 7 Michigan Dept. of Treasury P.O. Box 30199 Lansing MI 48909		2007 Payroll Taxes				\$ 452.00	\$ 452.00	\$ 0.00
Account No: 								
Account No: 								
Account No: 								
Account No: 								
Account No: 								
Account No: 								
Subtotal \$ (Total of this page)						452.00	452.00	0.00
Total \$ (Use only on last page of the completed Schedule E. Report total also on Summary of Schedules)						568,371.11		
Total \$ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)							568,371.11	0.00

Sheet No. 2 of 2 continuation sheets attached
to Schedule of Creditors Holding Priority Claims

In re HQ Recruitment Corporation

Debtor(s)

Case No. _____

(If known)

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, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112. If "a minor child" is stated, also include the name, address, and legal relationship to the minor child of a person described in 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 total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedules. Report this total also on the Summary of Schedules, and, if the debtor is an individual with primarily consumer debts filing a case under chapter 7, 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.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 1 Adecco 12062 Valley View Street Suite 225B Garden Grove CA 92845		2007 Staffing				\$ 1,821.00
Account No: Creditor # : 2 All State P O Box 650562 Dallas TX 75265		2008 Car Insurance				\$ 6,870.20
Account No: Creditor # : 3 Alliance Bank 1901 Main St., Suite 175 Irvine CA 92614		2008 Line of Credit	X	X		\$ 100,000.00
Account No: Creditor # : 4 American Express Box 0001 Los Angeles CA 90096		2007 Credit Cards				\$ 215,000.00
4 continuation sheets attached						
						Subtotal \$
						Total \$
						\$ 323,691.20

(Use only on last page of the completed Schedule F. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data)

In re HQ Recruitment Corporation

Debtor(s)

Case No. _____

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No:		2008				\$ 30,239.00
Creditor # : 5 Blue Cross of California P O Box Los Angeles CA 90054		Health Benefits				
Account No:		2007				\$ 3,546.05
Creditor # : 6 Canon Business Solutions P O Box 100924 Pasadena CA 91189		Copier Supplies				
Account No:		2007				\$ 62,575.00
Creditor # : 7 Career Builder 200 N. LaSalle St., Suite 1100 Chicago IL 60601		Internet Advertising				
Account No:		2007				\$ 2,700.00
Creditor # : 8 Dept. of Motor Vehicles P O Box 942894 Sacramento CA 94294		Auto Licensing				
Account No:						\$ 222,037.00
Creditor # : 9 Derek Ludwig 31 Columbia, Suite 200 Aliso Viejo CA 92656		2006-2008 Corporate Loans				
Account No:		2007				\$ 18,982.29
Creditor # : 10 Dolphinshire LP c/o Dolphin Partners, Inc. 18818 Teller Avenue, Ste. 200 Irvine CA 92612		Past Landlord				

Sheet No. 1 of 4 continuation sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal \$

\$ 340,079.34

Total \$

(Use only on last page of the completed Schedule F. Report also on Summary of Schedules
and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data)

In re HQ Recruitment Corporation

Debtor(s)

Case No. _____

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 11 Guardian P O Box 51505 Los Angeles CA 90051		2008 Dental Insurance				\$ 2,848.00
Account No: Creditor # : 12 Innovate Media 3199 A-3 Airport Loop Drive Costa Mesa CA 92626		2007 Website				\$ 2,600.00
Account No: Creditor # : 13 Kimco Mediquest Department 2023 Los Angeles CA 90084		2007 Temp Labor				\$ 10,076.00
Account No: Creditor # : 14 King Office Services 13535 Larwin Circle Santa Fe Springs CA 90670		2007 Office Move				\$ 7,790.91
Account No: Creditor # : 15 Marquee Staffing 1450 Frazee Road Suite 102 San Diego CA 92102		2008 Temp Labor				\$ 36,695.13
Account No: Creditor # : 16 Performance Building Services 28892 Marguerite Parkway Suite 210 Mission Viejo CA 92692		2007 Cleaning Services				\$ 5,166.66

 Sheet No. 2 of 4 continuation sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

Subtotal \$

\$ 65,176.70

Total \$

 (Use only on last page of the completed Schedule F. Report also on Summary of Schedules
 and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data)

In re HQ Recruitment Corporation

Debtor(s)

Case No. _____

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 17 Pouch Records 2309 Moore Avenue Fullerton CA 92833	C	2007 Records Storage				\$ 85.80
Account No: Creditor # : 18 Prudential Insurance Company P O Box 101240 Atlanta GA 30392		2007 Long Term Insurance				\$ 1,156.89
Account No: Creditor # : 19 Quill P O Box 37600 Philadelphia PA 19101		2007 Office Supplies				\$ 2,910.06
Account No: Creditor # : 20 RemX Financial Staffing P O Box 60515 Los Angeles CA 90060		2007 Temp Labor				\$ 29,261.97
Account No: Creditor # : 21 Ryder Transportation Services P O Box 101563 Atlanta GA 30392		2007 Moving & Storage				\$ 470.41
Account No: Creditor # : 22 Simon Properties c/o Weston Herzog LLP 500 N. Central Ave., Suite 650 Glendale CA 91203		2008 Judgment				\$ 172,000.00

 Sheet No. 3 of 4 continuation sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

Subtotal \$

\$ 205,885.13

Total \$

 (Use only on last page of the completed Schedule F. Report also on Summary of Schedules
 and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data)

In re HQ Recruitment Corporation

Debtor(s)

Case No. _____

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 23 Talbots One Talbots Drive Hingham MA 02043		2007 Customer Refund				\$ 2,420.00
Account No: Creditor # : 24 The Gallery Collection P O Box 360 Ridgefield Park NJ 07660		2007 Printing				\$ 864.37
Account No: Creditor # : 25 TMP Worldwide Adv & Comm, LLC 205 S. Hudson Street, 5th Fl New York NY 10013		2007 Online Advertising				\$ 195,000.00
Account No: Creditor # : 26 U-Store-It 540 S. Volusia Ave. Orange City FL 32763		2007 Storage				\$ 675.00
Account No: Creditor # : 27 White Nelson 2875 Michelle Drive Suite 300 Irvine CA 92606		2007 Accounting Services				\$ 20,066.71
Account No: Creditor # : 28 Yahoo Hotjobs! 701 First Ave. Sunnyvale CA 94089		2007 Internet Advertising				\$ 12,300.00

 Sheet No. 4 of 4 continuation sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

Subtotal \$

\$ 231,326.08

Total \$

\$ 1,166,158.45

(Use only on last page of the completed Schedule F. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data)

In re HQ Recruitment Corporation

/ Debtor

Case No. _____

(if known)

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 the nature of debtor's interests 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, indicate that by stating "minor child" and do not disclose the child's name. See 11 U.S.C 112 Fed.R.Bankr.P. 1007(m).

☐ Check this box if the 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.
AEL Financial, LLC Box 88046 Milwaukee WI 53288	Contract Type: Software & Furniture Lease Terms: Beginning date: Debtor's Interest: Description: Buyout Option:
Banc of America Leasing P O Box 371992 Pittsburgh PA 15250	Contract Type: Software Lease Terms: Beginning date: Debtor's Interest: Description: Buyout Option:
CIT Technology Financial Serv. P O Box 100706 Pasadena CA 91189	Contract Type: Software Lease Terms: Beginning date: Debtor's Interest: Description: Buyout Option:
Clarient, Inc. 31 Columbia Aliso Viejo CA 92656	Contract Type: Sublease Agreement Terms: Beginning date: Debtor's Interest: Description: Buyout Option:
Daimler Chrysler P O Box 3288 Milwaukee WI 53201	Contract Type: Car Leases Terms: Beginning date: Debtor's Interest: Description: Buyout Option:

In re HQ Recruitment Corporation

/ Debtor

Case No. _____

(if known)

SCHEDULE G-EXECUTORY CONTRACTS AND 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.
Equilease Financial Services 50 Washington Street, 10th FL South Norwalk CT 06854	Contract Type: Software Lease Terms: Beginning date: Debtor's Interest: Description: Buyout Option:
First Private Bank and Trust 10820 Zelzah Avenue Granada Hills CA 91344	Contract Type: AR Financing Agreement Terms: Beginning date: Debtor's Interest: Description: Buyout Option:
Key Equipment Finance 600 Travis Street, Suite 1300 Houston TX 77002	Contract Type: Software Lease Terms: Beginning date: Debtor's Interest: Description: Buyout Option:
Varilease Technology Finance P O Box 314 Highland Park IL 60035	Contract Type: Software Lease Terms: Beginning date: Debtor's Interest: Description: Buyout Option: