

**United States Bankruptcy Court
Central District of California**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Empty Heads, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA Ashley Furniture Homestore	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EFN (if more than one, state all) 55-0807817	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EFN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 25125 Madison Ave., #106 Murrieta, CA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 92562	ZIP Code
County of Residence or of the Principal Place of Business: Riverside	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) 	Nature of Business (Check one box) <ul style="list-style-type: none"> <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 <hr/> Tax-Exempt Entity (Check box, if applicable) <ul style="list-style-type: none"> <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) <table style="width:100%; border: none;"> <tr> <td style="width:50%; vertical-align: top;"> <ul style="list-style-type: none"> <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 </td> <td style="width:50%; vertical-align: top;"> <ul style="list-style-type: none"> <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 </td> </tr> </table> <hr/> Nature of Debts (Check one box) <table style="width:100%; border: none;"> <tr> <td style="width:50%; vertical-align: top;"> <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." </td> <td style="width:50%; vertical-align: top;"> <input checked="" type="checkbox"/> Debts are primarily business debts. </td> </tr> </table>	<ul style="list-style-type: none"> <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 	<ul style="list-style-type: none"> <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 	<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.
<ul style="list-style-type: none"> <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 	<ul style="list-style-type: none"> <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 					
<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) <ul style="list-style-type: none"> <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. 	Check one box: Chapter 11 Debtors <ul style="list-style-type: none"> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <ul style="list-style-type: none"> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr/> Check all applicable boxes: <ul style="list-style-type: none"> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information

- Debtor estimates that funds will be available for distribution to unsecured creditors.
- Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<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"/>
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

Estimated Assets

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<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	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

Estimated Liabilities

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<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	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Empty Heads, Inc.	
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: Fremont Furniture Solutions	Case Number: 6:08-17945	Date Filed: 6/30/08	
District: Central District	Relationship: Affiliate	Judge: Peter Carroll	
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.) <input type="checkbox"/> 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 delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)		
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment) _____ (Address of landlord) <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

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

Name of Debtor(s):
Empty Heads, Inc.

Signatures

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

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

Signature of Debtor

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.

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

Date

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

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

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

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

Signature of Attorney*

Signature of Attorney for Debtor(s)

bn **Robert Rosenstein 90036**
Printed Name of Attorney for Debtor(s)

Rosenstein & Hitzeman, AAPLC
Firm Name

**28600 Mercedes Street
Suite 100
Temecula, CA 92590**
Address

951-296-3888 Fax: 951-296-3889
Telephone Number

08/14/2008 **90036**
Date

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

Signature of Debtor (Corporation/Partnership)

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

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

Signature of Authorized Individual

Edward Corn, Jr.
Printed Name of Authorized Individual

President
Title of Authorized Individual

8/14/08
Date

<u>Name of Debtor</u>	<u>Case Number</u>	<u>Date Filed</u>	<u>District</u>
Fairfield Furniture Solutions – (Affiliate)	Pending	08/14/08	Central District
California Furniture Solutions, Inc. (Affiliate)	Pending	08/14/08	Central District
Rohnert Park Furniture Solutions, Inc. (Affiliate)	Pending	08/14/08	Central District


Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number Robert B. Rosenstein SBN 90036 Rosenstein & Hitzeman, AAPLC 28600 Mercedes Street Suite 100 Temecula, CA 92590 951-296-3888 Fax: 951-296-3889 <input checked="" type="checkbox"/> Attorney for: Empty Heads, Inc.	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Empty Heads, Inc. <div style="text-align: right;">Debtor(s).</div>	CASE NO.: CHAPTER: 11 ADV. NO.:

**ELECTRONIC FILING DECLARATION
(CORPORATION/PARTNERSHIP)**

<input checked="" type="checkbox"/>	Petition, statement of affairs, schedules or lists	Date Filed: <u>8/14/08</u>
<input type="checkbox"/>	Amendments to the petition, statement of affairs, schedules or lists	Date Filed: _____
<input type="checkbox"/>	Other: _____	Date Filed: _____

PART I - DECLARATION OF AUTHORIZED SIGNATORY OF DEBTOR OR OTHER PARTY

I, the undersigned, hereby declare under penalty of perjury that: (1) I have been authorized by the Debtor or other party on whose behalf the above-referenced document is being filed (Filing Party) to sign and to file, on behalf of the Filing Party, the above-referenced document being filed electronically (Filed Document); (2) I have read and understand the Filed Document; (3) the information provided in the Filed Document is true, correct and complete; (4) the "/s/," followed by my name, on the signature lines for the Filing Party in the Filed Document serves as my signature on behalf of the Filing Party and denotes the making of such declarations, requests, statements, verifications and certifications by me and by the Filing Party to the same extent and effect as my actual signature on such signature lines; (5) I have actually signed a true and correct hard copy of the Filed Document in such places on behalf of the Filing Party and provided the executed hard copy of the Filed Document to the Filing Party's attorney; and (6) I, on behalf of the Filing Party, have authorized the Filing Party's attorney to file the electronic version of the Filed Document and this *Declaration* with the United States Bankruptcy Court for the Central District of California.



Signature of Authorized Signatory of Filing Party

8/14/08

 Date

Edward Corn, Jr.

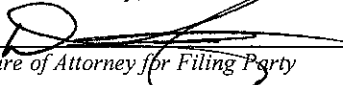
Printed Name of Authorized Signatory of Filing Party

President

Title of Authorized Signatory of Filing Party

PART II - DECLARATION OF ATTORNEY FOR FILING PARTY

I, the undersigned Attorney for the Filing Party, hereby declare under penalty of perjury that: (1) the "/s/," followed by my name, on the signature lines for the Attorney for the Filing Party in the Filed Document serves as my signature and denotes the making of such declarations, requests, statements, verifications and certifications to the same extent and effect as my actual signature on such signature lines; (2) an authorized signatory of the Filing Party signed the *Declaration of Authorized Signatory of Debtor or Other Party* before I electronically submitted the Filed Document for filing with the United States Bankruptcy Court for the Central District of California; (3) I have actually signed a true and correct hard copy of the Filed Document in the locations that are indicated by "/s/," followed by my name, and have obtained the signature of the authorized signatory of the Filing Party in the locations that are indicated by "/s/," followed by the name of the Filing Party's authorized signatory, on the true and correct hard copy of the Filed Document; (4) I shall maintain the executed originals of this *Declaration, the Declaration of Authorized Signatory of Debtor or Other Party*, and the Filed Document for a period of five years after the closing of the case in which they are filed; and (5) I shall make the executed originals of this *Declaration, the Declaration of Authorized Signatory of Debtor or Other Party*, and the Filed Document available for review upon request of the Court or other parties.



Signature of Attorney for Filing Party

8/14/08

 Date

Robert B. Rosenstein 90036

Printed Name of Attorney for Filing Party

This form is mandatory by Order of the United States Bankruptcy Court for the Central District of California.

MINUTES OF SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF

EMPTY HEADS, INC.
A California Corporation

August 12, 2008

A special meeting of the Board of Directors ("Board") of Empty Heads, Inc., a California corporation ("Corporation"), was held at 25125 Madison Avenue, #106, Murrieta, California 92562.

The following Board members were present at the meeting:

Ed Corn, Jr.
Darrin Marthens
Ed Corn, Sr.
Christine Corn

As all of the members of the Board of Directors participated and did not protest, the meeting proceeded by consent.

**AUTHORIZATION TO FILE
CHAPTER 11 BANKRUPTCY**

After reviewing the financial condition of the Corporation and on the advice of Rosenstein & Hitzeman, AAPLC, the Board of Directors believes it is in the best interest 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.

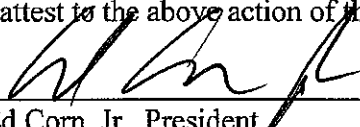
On motion duly made, and unanimously consented to, the following resolutions were adopted:

RESOLVED, that Ed Corn, Jr., President of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy petition on behalf of the Corporation;

RESOLVED FURTHER, that Ed Corn, Jr., President, is authorized and directed to appear at all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and,

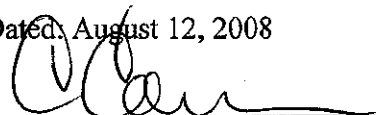
RESOLVED FURTHER, that Ed Corn, Jr., President, is authorized and directed to employ Rosenstein & Hitzeman, AAPLC, to represent the Corporation in such bankruptcy proceedings.

I attest to the above action of the Board of Directors.



Ed Corn, Jr., President

Dated: August 12, 2008



Christine Corn, Secretary

Attorney or Party Name, Address, Telephone & FAX Number, and California State Bar Number Robert Rosenstein 28600 Mercedes Street Suite 100 Temecula, CA 92590 951-296-3888 Fax: 951-296-3889 California State Bar Number: 90036 <i>Attorney for Debtor</i>	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Empty Heads, Inc. <div style="text-align: right;"> Debtor(s), Plaintiff(s), Defendant(s). </div>	CASE NO.: ADV. NO.: CHAPTER: 11

**Corporate Ownership Statement Pursuant to
F.R.B.P. 1007(a)(1) and 7007.1, and Local Bankruptcy Rule 1002-5**

Pursuant to F.R.B.P. 1007(a)(1) and 7007.1, and Local Bankruptcy Rule 1002-5, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.

I, Edward Corn, Jr., the undersigned in the above-captioned case, hereby declare
(Print Name of Attorney or Declarant)

under penalty of perjury under the laws of the United States of America that the following is true and correct:

[Check the appropriate boxes and, if applicable, provide the required information.]

1. I have personal knowledge of the matters set forth in this Statement because:
- I am the president or other officer or an authorized agent of the debtor corporation
 - I am a party to an adversary proceeding
 - I am a party to a contested matter
 - I am the attorney for the debtor corporation
- 2.a. The following entities, other than the debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:
[For additional names, attach an addendum to this form.]
- b. There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

Signature of Attorney or Declarant

Date

Edward Corn, Jr.

Printed Name of Attorney or Declarant

This form is optional. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

**United States Bankruptcy Court
Central District of California**

In re Empty Heads, Inc.

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Advo Inc. File 70179 Los Angeles, CA 90074-0179	Advo Inc. File 70179 Los Angeles, CA 90074-0179	Supplies		1,901.03
Arco AM/PM Mini Market 2156 S. Grove Ave. Ontario, CA 91761	Arco AM/PM Mini Market 2156 S. Grove Ave. Ontario, CA 91761	Business Operations		850.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	Inventory	Unliquidated	1,894,152.78
Burtronics Business Systems PO Box 1170 San Bernardino, CA 92402	Burtronics Business Systems PO Box 1170 San Bernardino, CA 92402	Business Operations		516.96
Cintas Corp #055 460 W. California Ave. Vista, CA 92083	Cintas Corp #055 460 W. California Ave. Vista, CA 92083	Uniforms		216.24
DMV PO Box 942894 Sacramento, CA 94257	DMV PO Box 942894 Sacramento, CA 94257	Registrations		653.00
Frazee Paint Dept. #2510 Los Angeles, CA 90084-2510	Frazee Paint Dept. #2510 Los Angeles, CA 90084-2510	Supplies		760.72
Howard Miller PO Box 77362 Detroit, MI 48277-0362	Howard Miller PO Box 77362 Detroit, MI 48277-0362	Inventory		653.00
Identity Works Products that Promote PO Box 170 West Salem, WI 54669	Identity Works Products that Promote PO Box 170 West Salem, WI 54669	Supplies		272.34
Mohawk Finishing Products PO Box 22000 Hickory, NC 28603	Mohawk Finishing Products PO Box 22000 Hickory, NC 28603	Inventory		328.51
Montage Furniture 2330 Alberta Drive, #100 Dallas, TX 75229	Montage Furniture 2330 Alberta Drive, #100 Dallas, TX 75229	Inventory		13,000.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
North County Times PO Box 54358 Los Angeles, CA 90054	North County Times PO Box 54358 Los Angeles, CA 90054	Advertising		2,066.27
Quality Resource Group 12795 16th Ave. N. Plymouth, MN 55441-4556	Quality Resource Group 12795 16th Ave. N. Plymouth, MN 55441-4556	Supplies		808.88
Riverside County Treasurer/Tax Coll Paul McDonnell 480 Lemon Street Riverside, CA 92502	Riverside County Treasurer/Tax Coll Paul McDonnell 480 Lemon Street Riverside, CA 92502	Personal Property Taxes		3,866.53
RND Strategic Marketing 2020 N. Central Ave., #1060 Phoenix, AZ 85004	RND Strategic Marketing 2020 N. Central Ave., #1060 Phoenix, AZ 85004	Marketing		173,421.53
San Diego Union Tribune PO Box 121546 San Diego, CA 92112	San Diego Union Tribune PO Box 121546 San Diego, CA 92112	Advertising		223.22
Shaw Industries File 56908 Los Angeles, CA 90074-6908	Shaw Industries File 56908 Los Angeles, CA 90074-6908	Inventory		532.23
Southern California Edison P.O. Box 600 Rosemead, CA 91771-0001	Southern California Edison P.O. Box 600 Rosemead, CA 91771-0001	Utility		11,342.33
The Simmons Manufacturing Co., LLC PO Box 945655 Atlanta, GA 30394-5655	The Simmons Manufacturing Co., LLC PO Box 945655 Atlanta, GA 30394-5655	Merchandise		11,200.00
United Distributors A Division of Telebusiness, Inc. PO Box 59269 Dallas, TX 75229	United Distributors A Division of Telebusiness, Inc. PO Box 59269 Dallas, TX 75229	Supplies		433.82

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

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

Date

8/14/08

Signature


 Edward Corn, Jr.
 President

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

United States Bankruptcy Court
Central District of California

In re Empty Heads, Inc.

Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

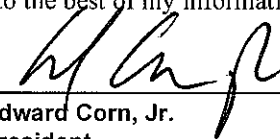
Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Christine Corn 33911 Pauba Ct. Temecula, CA 92592	Common	17%	
Darrin Marthens 16238 Country Day Rd. Poway, CA 92064	Common	33%	
Ed Corn Jr. 949 Salem St. Vista, CA 92084	Common	33%	
Ed Corn Sr. 33911 Pauba Ct. Temecula, CA 92592	Common	17%	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date 8/14/08

Signature 
Edward Corn, Jr.
President

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

Party Name, Address and Telephone Number (CA State Bar No. If Applicable) Robert Rosenstein 28600 Mercedes Street Suite 100 Temecula, CA 92590 951-296-3888 Fax:951-296-3889 CA State Bar Number: 90036	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: Empty Heads, Inc. <div style="text-align: right;">Debtor.</div>	CHAPTER 11 CASE NUMBER <div style="text-align: center;">(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):
25125 Madison Ave., Ste 106, Murrieta, CA 92562
2. Specify the address of the principal office of the Debtor listed on the Debtor's most recent federal tax return:
25125 Madison Ave., Ste 106, Murrieta, CA 92562
3. Disclose the current business address(es) for all corporate officers:
25125 Madison Ave., Ste 106, Murrieta, CA 92562
4. Disclose the current business address(es) where the Debtor's books and records are located:
25125 Madison Ave., Ste 106, Murrieta, CA 92562
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:
25125 Madison Ave., Ste 106, Murrieta, CA 92562
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):
N/A
7. State the name and address of the officer signing this Statement and the relationship of such person to the Debtor (specify):
Ed Corn Jr. - President
25125 Madison Ave., Ste 106
Murrieta, CA 92562
8. Total number of attached pages of supporting documentation: 0

In re Empty Heads Inc. Debtor.	CHAPTER 11 CASE NUMBER
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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 8/14/08, at Temecula, California.

Edward Corn, Jr.
 Type Name of Officer


 Signature of Declarant

President
 Position or Title of Officer

STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LOCAL BANKRUPTCY 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 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 each such of 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).)

Fremont Furniture Solutions, Inc Case No: 6:08-17945

NOTE: Simultaneous filings of California Furniture Solutions, Fairfield Furniture Solutions, and Rhonert Park Furniture Solutions, Inc. - To be filed 8/14/08

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 of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each 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 Reform 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 each 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).)

Fremont Furniture Solutions, Inc Case No: 6:08-17945

NOTE: Simultaneous filings of California Furniture Solutions, Inc., Fairfield Furniture Solutions, Inc., and Rhonert Park Furniture Solutions, Inc. - To be filed 8/14/08

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each 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 Temecula, California.

Dated

8/14/08



Edward Corn, Jr. President
Debtor

Joint Debtor

This form is mandatory by Order of the United States Bankruptcy Court for the Central District of California.

**United States Bankruptcy Court
Central District of California**

In re Empty Heads, Inc.

Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	1,926,172.97		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		707,798.76	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		3,866.53	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	7		2,468,959.59	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	3			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		19			
Total Assets			1,926,172.97		
				Total Liabilities	3,180,624.88

**United States Bankruptcy Court
Central District of California**

In re Empty Heads, Inc.
Debtor

Case No. _____
Chapter 11

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

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

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

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

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

State the following:

Average Income (from Schedule I, Line 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 Empty Heads, Inc.

Case No. _____

Debtor

SCHEDULE A - REAL PROPERTY

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

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

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

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Empty Heads, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

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

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		25125 Madison Avenue, #106 Murrieta, CA 92562	-	700.00
		Petty Cash 25125 Madison Avenue, #106 Murrieta, CA 92562	-	660.00
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.		Washington Mutual Bank Account #316302351-3	-	246,923.89
		Certificate of Deposit Mission Oaks National Bank	-	3,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Murrieta Spectrum 41623 Margarita Rd., #100 Temecula, CA 92591	-	86,180.04
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			

Sub-Total > **337,463.93**
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re Empty Heads, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Finance Company Receivables (Citifinancial) 25125 Madison Ave., #106 Murrieta, CA 92562	-	1,307.90
		Finance Company Accounts Receivable (AG) 25125 Madison Ave., #106 Murrieta, CA 92562	-	37,584.52
		Finance Company Accounts Recievable (WF) 25125 Madison Ave., #106 Murrieta, CA 92562	-	19,155.35
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			

Sub-Total > **58,047.77**
(Total of this page)

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

In re Empty Heads, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		3 - 2003 Hino Trucks Empty Heads, Inc. 25125 Madison Ave., #106 Murrieta, CA 92562	-	189,241.23
		2 2006 Hino Trucks 25125 Madison Ave., #106 Murrieta, CA 92562	-	157,701.02
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Furniture and Equipment 25125 Madison Ave., #106 Murrieta, CA 92562	-	257,715.00

Sub-Total > **604,657.25**
(Total of this page)

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

In re Empty Heads, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.		Flooring Inventory 25125 Madison Avenue, #106 Murrieta, CA 92562	-	926,004.02
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.	X			

Sub-Total >	926,004.02
(Total of this page)	
Total >	1,926,172.97

(Report also on Summary of Schedules)

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

In re Empty Heads, Inc.

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No.		06/01/08 through Present							
GE Commercial Distribution Finance 3225 Cumberland Blvd., #815 Atlanta, GA 30339	-	Inventory Financing Flooring Inventory 25125 Madison Avenue, #106 Murrieta, CA 92562			X		X	700,000.00	0.00
Value \$		926,004.02							
Account No.		2 2006 Hino Trucks 25125 Madison Ave., #106 Murrieta, CA 92562							
Toyota Financial Services Commercial Finance Group PO Box 3457 Torrance, CA 90510	-				X		X	3,917.40	0.00
Value \$		157,701.02							
Account No. xxxxxxxxx8700		3 - 2003 Hino Trucks Empty Heads, Inc. 25125 Madison Ave., #106 Murrieta, CA 92562							
Wells Fargo Equipment Finance, Inc. Investors Bldg, #700 733 Marquette Ave. Minneapolis, MN 55402	-				X		X	3,881.36	0.00
Value \$		189,241.23							
Account No.									
Value \$									
Subtotal (Total of this page)								707,798.76	0.00
Total (Report on Summary of Schedules)								707,798.76	0.00

0 continuation sheets attached

In re Empty Heads, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

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

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

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

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

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

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

Domestic support obligations

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

Extensions of credit in an involuntary case

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

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* 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 \$5,400* 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 \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

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

Commitments to maintain the capital of an insured depository institution

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

Claims for death or personal injury while debtor was intoxicated

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

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

In re Empty Heads, Inc.
Debtor

Case No. _____

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	D A T E	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.				06/18/008					
Riverside County Treasurer/Tax Coll Paul McDonnell 480 Lemon Street Riverside, CA 92502				Personal Property Taxes					0.00
							3,866.53		3,866.53
Account No.									
Account No.									
Account No.									
Account No.									

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

Subtotal (Total of this page)	3,866.53	0.00	3,866.53
Total (Report on Summary of Schedules)	3,866.53	0.00	3,866.53

In re **Empty Heads, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No. Advo Inc. File 70179 Los Angeles, CA 90074-0179							1,901.03
Account No. Arco AM/PM Mini Market 2156 S. Grove Ave. Ontario, CA 91761							850.00
Account No. Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	X				X		1,894,152.78
Account No. Burtronics Business Systems PO Box 1170 San Bernardino, CA 92402							516.96
Subtotal (Total of this page)							1,897,420.77

6 continuation sheets attached

In re Empty Heads, Inc.

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C						
Account No. California Furniture Solutions, Inc 25125 Madison Avenue, #106 Murrieta, CA 92562	-		07/27/08 Management Service		X		30,000.00	
Account No. Carolyn Phillips c/o Dickenson, Peatman & Fogerty 50 Old Courthouse Sq., #200 Santa Rosa, CA 95404	X		Civil Complaint for Damages	X		X	Unknown	
Account No. Cintas Corp #055 460 W. California Ave. Vista, CA 92083	-		07/02/08 Uniforms				216.24	
Account No. Clean Products PO Box 17555 Portland, OR 97217	-		08/01/08 Supplies				148.34	
Account No. DMV PO Box 942894 Sacramento, CA 94257	-		08/01/08 Registrations				653.00	
Sheet no. <u>1</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	31,017.58

In re Empty Heads, Inc.

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Frazee Paint Dept. #2510 Los Angeles, CA 90084-2510		-	07/22/08 Supplies				760.72	
Account No. Hanks Hardware and Lumber, Inc. 41740 Enterprise Circle S. Temecula, CA 92590		-	07/29/08 Supplies				27.78	
Account No. Howard Miller PO Box 77362 Detroit, MI 48277-0362		-	07/23/08 Inventory				653.00	
Account No. Identity Works Products that Promote PO Box 170 West Salem, WI 54669		-	07/15/08 Supplies				272.34	
Account No. Linda Sullivan c/o Dickenson, Peatman & Fogerty 50 Old Courthouse Sq., #200 Santa Rosa, CA 95404	X	-	Civil Complaint for Damages	X		X	Unknown	
Sheet no. <u>2</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,713.84

In re Empty Heads, Inc.

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C						
Account No.				Civil Complaint for Damages				Unknown
Marcy Gamba c/o Dickenson, Peatman & Fogerty 50 Old Courthouse Sq., #200 Santa Rosa, CA 95404	X	-			X		X	
Account No.				08/01/08 Inventory				328.51
Mohawk Finishing Products PO Box 22000 Hickory, NC 28603		-						
Account No.				07/01/08 Inventory				13,000.00
Montage Furniture 2330 Alberta Drive, #100 Dallas, TX 75229		-						
Account No.				03/19/08 through Present Unpaid Rent				325,002.74
Murrieta Spectrum 41623 Margarita Rd., #100 Temecula, CA 92591		-						
Account No.				08/01/08 Office Expense				137.27
Muzak PO Box 701070 Charlotte, NC 28272		-						
Subtotal (Total of this page)								338,468.52

Sheet no. 3 of 6 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re Empty Heads, Inc.

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C						
Account No. North County Times PO Box 54358 Los Angeles, CA 90054		-	08/01/08 Advertising				2,066.27	
Account No. Ohio Table Pad Co. PO Box 10010 Perrysburg, OH 43552		-	07/29/08 Inventory				128.00	
Account No. Prizm Companies 204 Avon La Crosse, WI 54603		-	07/23/08 Supplies				46.11	
Account No. Quality Resource Group 12795 16th Ave. N. Plymouth, MN 55441-4556		-	07/29/08 Supplies				808.88	
Account No. RND Strategic Marketing 2020 N. Central Ave., #1060 Phoenix, AZ 85004		-	03/01/08 through Present Marketing				173,421.53	
Sheet no. <u>4</u> of <u>6</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	176,470.79

In re Empty Heads, Inc.

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	Husband, Wife, Joint, or Community		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C						
Account No. Rozanna Picantin c/o Dickenson, Peatman & Fogarty 50 Old Courthouse Sq., #200 Santa Rosa, CA 95404	X	-		Civil Complaint for Damages	X		X	Unknown
Account No. Sam's Club PO Box 530970 Atlanta, GA 30353		-		07/27/08 Supplies				22.68
Account No. San Diego Union Tribune PO Box 121546 San Diego, CA 92112		-		08/01/08 Advertising				223.22
Account No. Shaw Industries File 56908 Los Angeles, CA 90074-6908		-		07/21/08 Inventory				532.23
Account No. Smart and Final PO Box 910948 Los Angeles, CA 90091-0948		-		08/04/08 Supplies				108.73
Subtotal (Total of this page)								886.86

Sheet no. 5 of 6 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re Empty Heads, Inc.

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No. Southern California Edison P.O. Box 600 Rosemead, CA 91771-0001		-	08/01/08 Utility				11,342.33
Account No. The Gas Company PO Box C Monterey Park, CA 91756		-	07/01/08 Utility				5.08
Account No. The Simmons Manufacturing Co., LLC PO Box 945655 Atlanta, GA 30394-5655		-	07/01/08 through Present Merchandise				11,200.00
Account No. United Distributors A Division of Telebusiness, Inc. PO Box 59269 Dallas, TX 75229		-	08/01/08 Supplies				433.82
Account No. 							

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

Subtotal
(Total of this page) **22,981.23**

Total
(Report on Summary of Schedules) **2,468,959.59**

In re Empty Heads, Inc.

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

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

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

**Murrieta Spectrum
41623 Margarita Rd., #100
Temecula, CA 92591**

**Non-Residential Property
25125 Madison Ave., #106
Murrieta, CA 92562**

In re Empty Heads, Inc.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
California Furniture Solutions, Inc 25125 Madison Avenue, #106 Murrieta, CA 92562	Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612
California Furniture Solutions, Inc 25125 Madison Avenue, #106 Murrieta, CA 92562	Murrieta Spectrum 41623 Margarita Rd., #100 Temecula, CA 92591
California Furniture Solutions, Inc 25125 Madison Avenue, #106 Murrieta, CA 92562	GE Commercial Distribution Finance 3225 Cumberland Blvd., #815 Atlanta, GA 30339
California Furniture Solutions, Inc 25125 Madison Avenue, #106 Murrieta, CA 92562	Marcy Gamba c/o Dickenson, Peatman & Fogarty 50 Old Courthouse Sq., #200 Santa Rosa, CA 95404
California Furniture Solutions, Inc 25125 Madison Avenue, #106 Murrieta, CA 92562	Rozanna Picantin c/o Dickenson, Peatman & Fogarty 50 Old Courthouse Sq., #200 Santa Rosa, CA 95404
California Furniture Solutions, Inc 25125 Madison Avenue, #106 Murrieta, CA 92562	Linda Sullivan c/o Dickenson, Peatman & Fogarty 50 Old Courthouse Sq., #200 Santa Rosa, CA 95404
California Furniture Solutions, Inc 25125 Madison Avenue, #106 Murrieta, CA 92562	Carolyn Phillips c/o Dickenson, Peatman & Fogarty 50 Old Courthouse Sq., #200 Santa Rosa, CA 95404
Christine Corn 33911 Pauba Ct. Temecula, CA 92592	Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612
Christine Corn 33911 Pauba Ct. Temecula, CA 92592	GE Commercial Distribution Finance 3225 Cumberland Blvd., #815 Atlanta, GA 30339
Christine Corn 33911 Pauba Ct. Temecula, CA 92592	Murrieta Spectrum 41623 Margarita Rd., #100 Temecula, CA 92591
Darrin Marthens 16238 Country Day Rd. Poway, CA 92064	Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612

In re Empty Heads, Inc.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Darrin Marthens 16238 Country Day Rd. Poway, CA 92064	GE Commercial Distribution Finance 3225 Cumberland Blvd., #815 Atlanta, GA 30339
Darrin Marthens 16238 Country Day Rd. Poway, CA 92064	Murrieta Spectrum 41623 Margarita Rd., #100 Temecula, CA 92591
Ed Corn Jr. 949 Salem St. Vista, CA 92084	Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612
Ed Corn Jr. 949 Salem St. Vista, CA 92084	GE Commercial Distribution Finance 3225 Cumberland Blvd., #815 Atlanta, GA 30339
Ed Corn Jr. 949 Salem St. Vista, CA 92084	Murrieta Spectrum 41623 Margarita Rd., #100 Temecula, CA 92591
Ed Corn Sr. 33911 Pauba Ct. Temecula, CA 92592	Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612
Ed Corn Sr. 33911 Pauba Ct. Temecula, CA 92592	GE Commercial Distribution Finance 3225 Cumberland Blvd., #815 Atlanta, GA 30339
Ed Corn Sr. 33911 Pauba Ct. Temecula, CA 92592	Murrieta Spectrum 41623 Margarita Rd., #100 Temecula, CA 92591
Fairfield Furniture Solutions, Inc 25125 Madison Avenue, #106 Murrieta, CA 92562	Rozanna Picantin c/o Dickenson, Peatman & Fogarty 50 Old Courthouse Sq., #200 Santa Rosa, CA 95404
Fairfield Furniture Solutions, Inc 25125 Madison Avenue, #106 Murrieta, CA 92562	Linda Sullivan c/o Dickenson, Peatman & Fogarty 50 Old Courthouse Sq., #200 Santa Rosa, CA 95404
Fairfield Furniture Solutions, Inc 25125 Madison Avenue, #106 Murrieta, CA 92562	Carolyn Phillips c/o Dickenson, Peatman & Fogarty 50 Old Courthouse Sq., #200 Santa Rosa, CA 95404
Fairfield Furniture Solutions, Inc. 25125 Madison Ave., #106 Murrieta, CA 92562	GE Commercial Distribution Finance 3225 Cumberland Blvd., #815 Atlanta, GA 30339

In re **Empty Heads, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Fairfield Furniture Solutions, Inc. 25125 Madison Ave., #105 Murrieta, CA 92562	Marcy Gamba c/o Dickenson, Peatman & Fogerty 50 Old Courthouse Sq., #200 Santa Rosa, CA 95404
Rohnert Park Furniture Solutions 25125 Madison Ave., #106 Murrieta, CA 92562	GE Commercial Distribution Finance 3225 Cumberland Blvd., #815 Atlanta, GA 30339

**United States Bankruptcy Court
Central District of California**

In re Empty Heads, Inc.
Debtor(s)

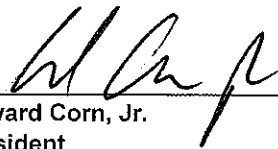
Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 21 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date 8/14/08

Signature 
Edward Corn, Jr.
President

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

**United States Bankruptcy Court
Central District of California**

In re Empty Heads, Inc.

Debtor(s)

Case No. _____

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$13,175,069.31	January 1, 2007 through December 31, 2007
\$5,308,547.52	January 1, 2008 through Present
\$18,198,942.00	January 1, 2006 through December 31, 2006

2. Income other than from employment or operation of business

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

AMOUNT SOURCE

3. Payments to creditors

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

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

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	05/12/08	\$26,221.61	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	05/14/08	\$26,249.30	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	05/16/08	\$24,224.95	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	05/19/08	\$26,458.56	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	05/21/08	\$26,124.01	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	05/23/08	\$25,805.19	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	05/27/08	\$26,434.38	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	05/28/08	\$26,380.97	\$0.00

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	05/30/08	\$26,334.58	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	06/02/08	\$25,673.63	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	06/04/08	\$26,336.24	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	06/06/08	\$25,937.98	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	06/10/08	\$52,562.35	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	06/12/08	\$26,025.26	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	06/13/08	\$26,128.22	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	06/16/08	\$26,406.86	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	06/18/08	\$26,330.50	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	06/20/08	\$25,701.07	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	06/24/08	\$26,218.99	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	06/25/08	\$25,981.14	\$0.00
Ashley Furniture Industries, Inc. One Ashley Way Arcadia, WI 54612	06/27/08	\$26,065.32	\$0.00

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

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

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

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Marcy Gamba, Rozanna Picantin, Linda Sullivan, and Carolyn Phillips	Civil	Solano County Superior Court	Pending

vs.

California Furniture Solutions, Inc., dba Ashley Furniture Homestore, Fairfield Furniture Solutions, Inc., dba Ashley Furniture Homestore, Empty Heads, Inc., and DOES 1-50, inclusive

Case Number: FCS 031537

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
GE Commercial Distribution Finance Corporation	Civil	Riverside Superior Court	Pending

vs.

California Furniture Solutions, Inc., Empty Heads, Inc., Rohnert Park Furniture Solutions Inc., and Fairfield Furniture Solutions, Inc.

Case No. RIC 505420

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

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

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

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

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Wells Fargo Bank, NA 27630 Ynez Rd. Temecula, CA 92591	Checking Account	\$0
Wells Fargo Bank, NA 27630 Ynez Rd. Temecula, CA 92591	Payroll Account	\$0

12. Safe deposit boxes

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

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

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

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

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

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

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

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

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

NAME

17. Environmental Information.

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

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

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

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

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

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None

- a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

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

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

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Empty Heads, Inc.	55-0807817	25125 Madison Avenue, #106 Murrieta, CA 92562	Retail Furniture Store	11/2/2006 through Present

None

- b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

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

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

19. Books, records and financial statements

None

- a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

Scott Lyons
6336 Greenwich Dr, Ste D
San Diego, CA 92122

DATES SERVICES RENDERED

2006 through Present

None

- b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

None

- c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

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

NAME AND ADDRESS

DATE ISSUED

20. Inventories

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

DATE OF INVENTORY
07/08/08 and 08/08/08

INVENTORY SUPERVISOR
Gustavo Hernandez

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

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

DATE OF INVENTORY
07/08/08 and 08/08/08

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
Warehouse Delivery Solutions, Inc.
25125 Madison Ave., #102
Murrieta, CA 92562

21 . Current Partners, Officers, Directors and Shareholders

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

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

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

NAME AND ADDRESS
Ed Corn, Jr.
949 Salem St.
Vista, CA 92084

TITLE
President, Director

NATURE AND PERCENTAGE OF STOCK OWNERSHIP
33%

Ed Corn Sr.
33911 Pauba Ct.
Temecula, CA 92592

Vice President, Director

17%

Christine Corn
33911 Pauba Ct.
Temecula, CA 92592

Secretary, Director

17%

Darrin Marthens
16238 Country Day Rd.
Poway, CA 92064

Treasurer, Director

33%

22 . Former partners, officers, directors and shareholders

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

NAME

ADDRESS

DATE OF WITHDRAWAL

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

NAME AND ADDRESS

TITLE

DATE OF TERMINATION

23 . Withdrawals from a partnership or distributions by a corporation

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

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

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

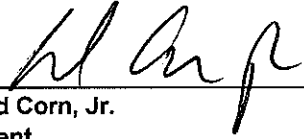
25. Pension Funds.

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

NAME OF PENSION FUND _____ TAXPAYER IDENTIFICATION NUMBER (EIN) _____

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date 8/14/08 Signature 
Edward Corn, Jr.
President

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

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

UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re Empty Heads, Inc. Debtor.	Case No.: <div style="text-align: center;">DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR</div>

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

For legal services, I have agreed to accept	\$ <u>6,500.00</u>
Prior to the filing of this statement I have received.....	\$ <u>6,500.00</u>
Balance Due	\$ <u>0.00</u>

2. \$ 1,039.00 of the filing fee has been paid.

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

- Debtor Other (specify):

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

- Debtor Other (specify):

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

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

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
 - b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
 - c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
 - d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
 - e. [Other provisions as needed]

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

CERTIFICATION	
I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.	
<u>08/14/2008</u> Date	<div style="text-align: center;">  for <u>Robert Rosenstein 90036</u> Signature of Attorney <u>Rosenstein & Hitzeman, AAPLC</u> Name of Law Firm 28600 Mercedes Street Suite 100 Temecula, CA 92590 951-296-3888 Fax: 951-296-3889 </div>

MASTER MAILING LIST Verification Pursuant to Local Bankruptcy Rule 1007-2(d)

Name Robert Rosenstein 90036

Address 28600 Mercedes Street Suite 100 Temecula, CA 92590

Telephone 951-296-3888 Fax: 951-296-3889

- Attorney for Debtor(s)
- 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: Empty Heads, Inc. DBA Ashley Furniture Homestore	Case No.: <hr/> Chapter: 11

VERIFICATION OF CREDITOR MAILING LIST


The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of 7 sheet(s) is complete, correct, and consistent with the debtor's schedules pursuant to Local Rule 1007-2(d) and I/we assume all responsibility for errors and omissions.

Date: 8/14/08



 Edward Corn, Jr./President
 Signer/Title

Date: 08/14/2008



 Signature of Attorney
Robert Rosenstein 90036
 Rosenstein & Hitzeman, AAPLC
 28600 Mercedes Street
 Suite 100
 Temecula, CA 92590
 951-296-3888 Fax: 951-296-3889

Empty Heads, Inc.
25125 Madison Ave., #106
Murrieta, CA 92562

Robert Rosenstein
Rosenstein & Hitzeman, AAPLC
28600 Mercedes Street
Suite 100
Temecula, CA 92590

Advo Inc.
File 70179
Los Angeles, CA 90074-0179

Arco AM/PM Mini Market
2156 S. Grove Ave.
Ontario, CA 91761

Ashley Furniture Industries, Inc.
One Ashley Way
Arcadia, WI 54612

Burtronics Business Systems
PO Box 1170
San Bernardino, CA 92402

California Furniture Solutions, Inc
25125 Madison Avenue, #106
Murrieta, CA 92562

Carolyn Phillips
c/o Dickenson, Peatman & Fogerty
50 Old Courthouse Sq., #200
Santa Rosa, CA 95404

Christine Corn
33911 Pauba Ct.
Temecula, CA 92592

Cintas Corp #055
460 W. California Ave.
Vista, CA 92083

Clean Products
PO Box 17555
Portland, OR 97217

Darrin Marthens
16238 Country Day Rd.
Poway, CA 92064

DMV
PO Box 942894
Sacramento, CA 94257

Ed Corn Jr.
949 Salem St.
Vista, CA 92084

Ed Corn Sr.
33911 Pauba Ct.
Temecula, CA 92592

Employment Development Department
Bankruptcy Group MIC 92E
P.O. Box 826880
Sacramento, CA 94280-0001

Fairfield Furniture Solutions, Inc
25125 Madison Avenue, #106
Murrieta, CA 92562

Fairfield Furniture Solutions, Inc.
25125 Madison Ave., #106
Murrieta, CA 92562

Frazer Paint
Dept. #2510
Los Angeles, CA 90084-2510

GE Commercial Distribution Finance
3225 Cumberland Blvd., #815
Atlanta, GA 30339

Hanks Hardware and Lumber, Inc.
41740 Enterprise Circle S.
Temecula, CA 92590

Howard Miller
PO Box 77362
Detroit, MI 48277-0362

Identity Works
Products that Promote
PO Box 170
West Salem, WI 54669

Internal Revenue Services
Insolvency Group 1
290 North D Street
San Bernardino, CA 92401-1734

Linda Sullivan
c/o Dickenson, Peatman & Fogerty
50 Old Courthouse Sq., #200
Santa Rosa, CA 95404

Marcy Gamba
c/o Dickenson, Peatman & Fogerty
50 Old Courthouse Sq., #200
Santa Rosa, CA 95404

Mohawk Finishing Products
PO Box 22000
Hickory, NC 28603

Montage Furniture
2330 Alberta Drive, #100
Dallas, TX 75229

Murrieta Spectrum
41623 Margarita Rd., #100
Temecula, CA 92591

Muzak
PO Box 701070
Charlotte, NC 28272

North County Times
PO Box 54358
Los Angeles, CA 90054

Ohio Table Pad Co.
PO Box 10010
Perrysburg, OH 43552

Prizm Companies
204 Avon
La Crosse, WI 54603

Quality Resource Group
12795 16th Ave. N.
Plymouth, MN 55441-4556

Riverside County Treasurer/Tax Coll
Paul McDonnell
480 Lemon Street
Riverside, CA 92502

RND Strategic Marketing
2020 N. Central Ave., #1060
Phoenix, AZ 85004

Rohnert Park Furniture Solutions
25125 Madison Ave., #106
Murrieta, CA 92562

Rozanna Picantin
c/o Dickenson, Peatman & Fogarty
50 Old Courthouse Sq., #200
Santa Rosa, CA 95404

Sam's Club
PO Box 530970
Atlanta, GA 30353

San Diego Union Tribune
PO Box 121546
San Diego, CA 92112

Shaw Industries
File 56908
Los Angeles, CA 90074-6908

Smart and Final
PO Box 910948
Los Angeles, CA 90091-0948

Southern California Edison
P.O. Box 600
Rosemead, CA 91771-0001

State Franchise Tax Board
PO Box 942857
Sacramento, CA 94257

The Gas Company
PO Box C
Monterey Park, CA 91756

The Simmons Manufacturing Co., LLC
PO Box 945655
Atlanta, GA 30394-5655

Toyota Financial Services
Commercial Finance Group
PO Box 3457
Torrance, CA 90510

United Distributors
A Division of Telebusiness, Inc.
PO Box 59269
Dallas, TX 75229

United States Trustee
3685 Main Street, #300
Riverside, CA 92501

Wells Fargo Equipment Finance, Inc.
Investors Bldg, #700
733 Marquette Ave.
Minneapolis, MN 55402