

**United States Bankruptcy Court
District of Delaware**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Zestra Laboratories, Inc., a Delaware Corporation	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Quallife Pharmaceuticals Inc.	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 57-1108742	Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, State): 4055 Faber Place Drive, Suite 105, Charleston, South Carolina <div style="border: 1px solid black; display: inline-block; padding: 2px 10px; margin-left: 100px;">29405</div>	Street Address of Joint Debtor (No. & Street, City, State):
County of Residence or of the Principal Place of Business: Charleston County, South Carolina	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="border: 1px solid black; display: inline-block; padding: 2px 10px; margin-left: 100px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address):
Location of Principal Assets of Business Debtor (if different from street address above): Span Manufacturing (et al.), CWC Logistics (warehouse and shipper) 29334	<div style="border: 1px solid black; display: inline-block; padding: 2px 10px; margin-left: 100px;">29607</div>

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3A <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.
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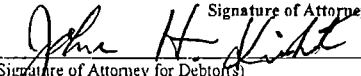
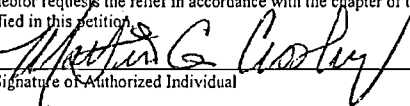
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<table style="width:100%; border-collapse: collapse;"> <tr> <td colspan="10">Estimated Number of Creditors</td> </tr> <tr> <td><input type="checkbox"/> 1-49</td> <td><input checked="" type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over-100,000</td> </tr> <tr> <td colspan="10">Estimates Assets</td> </tr> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 Million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> <tr> <td colspan="10">Estimates Liabilities</td> </tr> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	Estimated Number of Creditors										<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over-100,000	Estimates Assets										<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 Million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	Estimates Liabilities										<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Zestra Laboratories, Inc., a Delaware corporation	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None-	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor:	Case Number:	Date Filed:	
District: District of Delaware	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ 06/25/2008 Signature of Attorney for Debtor(s) Date</p>		
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 <i>Check all applicable boxes.</i>			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1))			

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): ZESTRA LABORATORIES, INC., a Corporation</p>
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1515, 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X  _____ Signature of Attorney for Debtor(s) John H. Knight, Esc. Printed Name of Attorney for Debtor(s) Richards, Layton & Finger, P.A. Firm Name 920 N. King Street, One Rodney Square Address Wilmington, Delaware 19801 (302) 651-7700 Telephone Number June 29, 2008 Date</p> <p>*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.</p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>_____ X _____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  _____ Signature of Authorized Individual</p> <p>Martin G. Crosby Printed Name of Authorized Individual</p> <p>Acting Chief Executive Officer Title of Authorized Individual</p> <p>June 29, 2008 Date</p>	

CERTIFICATION OF RESOLUTIONS

I, Martin G. Crosby, Acting Chief Executive Officer and Chief Science Officer of Zestra Laboratories, Inc., a Delaware corporation (the "Corporation"), do hereby certify that: (a) I am the duly elected, qualified and Acting Chief Executive Officer and Chief Science Officer; (b) the following resolutions were duly adopted by the Board of Directors of the Corporation, as of June 29, 2008, in accordance with the requirements of Delaware corporation law; and (c) said resolutions have not been amended, modified or rescinded and are in full force and effect as of the date hereof:

RESOLVED, that the Corporation shall be, and hereby is, authorized to: (a) file a voluntary petition (the "Petition") for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), in the United States Bankruptcy Court for the District of Delaware or such other court as the appropriate officer or officers of the Corporation shall determine to be appropriate (the "Bankruptcy Court"); (b) if, prior to filing the Petition, circumstances arise making it necessary or convenient, either (i) consent to the entry of an order for relief in an involuntarily commenced chapter 11 case or (ii) consent to the entry of an order for relief and convert an involuntarily commenced chapter 7 case to a case under chapter 11 of the Bankruptcy Code; and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

FURTHER RESOLVED, that the acting chief executive officer, chief science officer, chief financial officer, any vice president, the secretary or assistant secretary, or the treasurer or the assistant treasurer of the Corporation (collectively, the "Designated Officers") shall be, and each of them, acting alone, hereby is, authorized, directed and empowered on behalf of and in the name of the Corporation to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Officer); (b) execute (i) a consent to the entry of an order for relief in an involuntarily commenced chapter 11 case, if any, or (ii) a request for conversion of an involuntarily commenced chapter 7 case, if any, to a case under chapter 11 of the Bankruptcy Code; (c) execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents (including debtor in possession loan agreements) necessary or desirable in connection with the foregoing; and (d) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as any such Designated Officer may approve;

FURTHER RESOLVED, that the Designated Officers of the Corporation shall be, and each of them hereby is, authorized, directed and empowered to retain, on behalf of the Corporation: (a) Richards, Layton & Finger, P.A. as counsel to the Corporation; (b) Ivan N. Nossokoff, LLC as counsel to the corporation and (c) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, consultants or brokers, in each case as in such officer's or officers' judgment may be necessary in connection with the Corporation's chapter 11 case and other related matters, on such terms as such officer or officers shall approve;

FURTHER RESOLVED, that the law firm of Richards, Layton & Finger, P.A. and any additional special counsel selected by the Designated Officers, if any, shall be, and hereby are, authorized, empowered and directed to represent the Corporation, as debtor and debtor in possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that the Corporation, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and hereby is, authorized to: (a) borrow funds from, provide guaranties to and undertake related financing transactions (collectively, the "Financing Transaction") with such lenders and on such terms as may be approved by any one or more of the Designated Officers, as reasonably necessary for the continuing conduct of the affairs of the Corporation; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Corporation's assets, as may be deemed necessary by any one or more of the Designated Officers in connection with such borrowings;

FURTHER RESOLVED, that: (a) the Designated Officers shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Corporation, as debtor and debtor in possession to take such actions and execute and deliver such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Designated Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "Financing Documents"); (b) Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Designated Officers are approved; and (c) the actions of any Designated Officer taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of the approval thereof by such officer and by the Corporation;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Officers of the Corporation, each of the officers of the Corporation or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Corporation, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Corporation in connection with the implementation of these resolutions are hereby in all respects ratified, confirmed and approved."

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the 29th day of June, 2008.



Martin G. Crosby
Acting Chief Executive Officer and Chief
Science Officer
Zestra Laboratories, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
ZESTRA LABORATORIES, INC.,	:	Case No. 08 - ()
a Delaware corporation,	:	
	:	
Debtor.	:	
	:	
Tax I.D. No. 57-1108742	:	

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

The above captioned debtor in this chapter 11 case (the “Debtor”) filed a voluntary petition in this Court on June 29, 2008 (the “Petition Date”) for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. The list has been prepared from the books and records of the Debtor. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtor’s chapter 11 case. The Top 20 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); 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. The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtor. The failure to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtor’s rights to contest the validity, priority, and/or amount of any such claim.

[Creditor Listing Begins on Next Page]

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
ROY PFAUTCH 52 PORTLAND PLACE ST. LOUIS, MO 63108	ROY PFAUTCH 52 PORTLAND PLACE ST. LOUIS, MO 63108 PHONE: FAX: EMAIL: JCARBO@CSIDC.COM	Notes		\$432,040.00
NEWS AMERICA C/O MINTZ AND GOLD ATTORNEY 470 PARK AVENUE SOUTH NEW YORK, NY 10016	NEWS AMERICA STEVE MINTZ C/O MINTZ AND GOLD ATTORNEY 470 PARK AVENUE SOUTH NEW YORK, NY 10016 PHONE: 212- 696-4848 FAX: 212-696-1231 EMAIL: GOLD@MINTZANDGOLD.COM	Lawsuit - Advertising		\$322,208.34
ULMER & BERNE, LLP MICHAEL MARRERO P. O. BOX 711954 CINCINNATI, OH 45271-1954	ULMER & BERNE, LLP MICHAEL MARRERO P. O. BOX 711954 CINCINNATI, OH 45271-1954 PHONE: 513-698-5079 FAX: 513-698-5079 EMAIL: MMARRERO@ULMER.COM	Legal Services		\$249,419.14
KUPPER PARKER COMMUNICATIONS	KUPPER PARKER COMMUNICATIONS 8301 MARYLAND AVE. ST. LOUIS, MO 63105 PHONE: 314-290-2000 FAX: 314-290-2101 EMAIL:	Advertising	DISPUTED	\$234,389.81
SPAN PACKAGING SERVICES LLC 4611-A DAIRY DRIVE GREENVILLE, SC 29607	SPAN PACKAGING SERVICES LLC JOHN PANASENY 4611-A DAIRY DRIVE GREENVILLE, SC 29607 PHONE: 864-578-2231 FAX: 864-627-0233 EMAIL: JPANASENY@SPANCP.COM	Contract manufacturing		\$221,883.66
MARTIN G. CROSBY 2224 FOLLEY ROAD # 3A CHARLESTON, SC 29414	MARTIN G. CROSBY 2224 FOLLEY ROAD # 3A CHARLESTON, SC 29414 PHONE: 843-200-2766 FAX: 843-402-0919 EMAIL:	Wages & Note		\$231,250.00
FOX NEWS NETWORK LLC VIELKA ROJAS 1211 AVENUE OF THE AMERICAS, 22ND FLOOR NEW YORK, NY 10036	FOX NEWS NETWORK LLC VIELKA ROJAS 1211 AVENUE OF THE AMERICAS, 22ND FLOOR NEW YORK, NY 10036 PHONE: 212-301-3432 FAX: 212-301-5037 EMAIL: VIELKA.ROJAS@FOXNEWS.COM	Advertising		\$186,127.50
A&E TELEVISION NETWORK MARK HADJAS 235 EAST 45TH STREET, 3RD FLOOR NEW YORK, NY 10017	A&E TELEVISION NETWORK MARK HADJAS 235 EAST 45TH STREET, 3RD FLOOR NEW YORK, NY 10017 PHONE: 212-210-1400 FAX: 212-907-9402 EMAIL: MARK.HAJDASZ@AETN.COM	Advertising		\$152,000.00

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
DAVID M. FERGUSON, PHD, MD 90 N. GUNFLINT LAKE ROAD GRAND MARAIS, MN 55604	DAVID M. FERGUSON, PHD, MD DAVID FERGUSON 90 N. GUNFLINT LAKE ROAD GRAND MARAIS, MN 55604 PHONE: 218-388-0304 FAX: 218-388-0305 EMAIL: FERGUSON@BOREAL.ORG	Clinical trials consultant		\$149,200.00
E! NETWORKS P. O. BOX 60229 LOS ANGELES, CA 90060-0229	E! NETWORKS P. O. BOX 60229 LOS ANGELES, CA 90060-0229 PHONE: 323-954-2400 FAX: EMAIL:	Advertising		\$143,849.75
OXYGEN CABLE, LLC DAWN SNYDER 75 9TH AVENUE NEW YORK, NY 10011	OXYGEN CABLE, LLC DAWN SNYDER 75 9TH AVENUE NEW YORK, NY 10011 PHONE: 212-651-9353 FAX: 212-651-3025 EMAIL: DSNYDER@OXYGEN.COM	Advertising		\$136,000.00
DSM NUTRITIONAL PRODUCTS ANITA BEST 45 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054	DSM NUTRITIONAL PRODUCTS ANITA BEST 45 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054 PHONE: 973-257-8229 FAX: 973-257-8412 EMAIL: ANITA.BEST@DSM.COM	Materials supplier		\$113,850.00
COURTROOM TV NETWORK LLC LAWRENCE S. BURNAT 1100 PEACHTREE ST, SUITE 800 ATLANTA, GA 30309	COURTROOM TV NETWORK LLC LAWRENCE S. BURNAT 1100 PEACHTREE ST, SUITE 800 ATLANTA, GA 30309 PHONE: 404-681-3450 FAX: 404-681-1046 EMAIL: LBURNAT@SWFLLP.COM	Advertising		\$110,500.00
BYRUM INNOVATION GROUP, INC. REED BYRUM 403 WOODS LAKE ROAD, SUITE 201 GREENVILLE, SC 29607	BYRUM INNOVATION GROUP, INC. REED BYRUM 403 WOODS LAKE ROAD, SUITE 201 GREENVILLE, SC 29607 PHONE: 864-242-1102 FAX: 888-292-6484 EMAIL: REEDBYRUM@BYRUMINNOVATION.COM	Marketing and Communications Consulting		\$99,556.99
YORK AVENUE HOLDINGS C/O YOUNIS ZUBCHEVICH 6277 LANDSDOWN CIRCLE BOYNTON BEACH, FL 33472	YORK AVENUE HOLDINGS C/O YOUNIS ZUBCHEVICH 6277 LANDSDOWN CIRCLE BOYNTON BEACH, FL 33472 PHONE: 561-414-6371 FAX: EMAIL: YOUNISZ@AOL.COM	Note		\$89,481.00
GERALD J. PRIBANIC 101 CHURCH HILLS DOWNS GREENVILLE, SC 29615	GERALD J. PRIBANIC 101 CHURCH HILLS DOWNS GREENVILLE, SC 29615 PHONE: 843-402-0901 FAX: 843-402-0919 EMAIL: JPRIBANIC@ZESTRA.COM	Wages		\$82,817.50

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
MELODY M. FERGUSON 90 N. GUNFLINT LAKE ROAD GRAND MARAIS, MN 55604	MELODY M. FERGUSON MELODY FERGUSON 90 N. GUNFLINT LAKE ROAD GRAND MARAIS, MN 55604 PHONE: 218-388-0304 FAX: 218-388-0305 EMAIL: MFERGUS@BOREAL.ORG	Clinical trials consultant		\$76,675.00
TURNER NETWORK TELEVISION LAWRENCE S. BURNAT 1100 PEACHTREE ST, SUITE 800 ATLANTA, GA 30309	TURNER NETWORK TELEVISION LAWRENCE S. BURNAT 1100 PEACHTREE ST, SUITE 800 ATLANTA, GA 30309 PHONE: 404-681-3450 FAX: 404-681-1046 EMAIL: LBURNAT@SWFLLP.COM	Advertising		\$74,750.00
TATUM, LLC SCOTT LEEDS 3715 NORTHSIDE PKWY, 300 NORTH CREEK, SUITE 500 ATLANTA, GA 30327	TATUM, LLC SCOTT LEEDS 3715 NORTHSIDE PKWY, 300 NORTH CREEK, SUITE 500 ATLANTA, GA 30327 PHONE: 404-418-4795 FAX: 404-418-4765 EMAIL: SCOTT.LEEDS@TATUMLLC.COM	CFO professional services contract		\$65,827.50
ALFA LAVAL, INC. BEN HOLCOMBE 955 MEARNES ROAD WARMINSTER, PA 18974	ALFA LAVAL, INC. BEN HOLCOMBE 955 MEARNES ROAD WARMINSTER, PA 18974 PHONE: 215-443-4137 FAX: 804-236-1857 EMAIL: BEN.HOLCOMBE@ALFALAVAL.COM	Capital equipment supplier		\$59,760.00

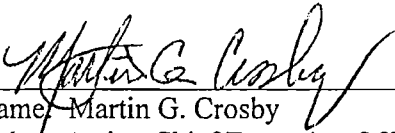
**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
ZESTRA LABORATORIES, INC.,	:	Case No. 08 - ()
a Delaware corporation,	:	
	:	
Debtor.	:	
	:	
Tax I.D. No. 57-1108742	:	

**DECLARATION CONCERNING THE DEBTOR'S LIST OF CREDITORS
HOLDING THE TWENTY LARGEST UNSECURED CLAIMS**

I, Martin G. Crosby, Acting Chief Executive Officer of Zestra Laboratories, Inc., declare under penalty of perjury that I have reviewed the foregoing List of Creditors Holding the Twenty Largest Unsecured Claims and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 29, 2008



Name: Martin G. Crosby
Title: Acting Chief Executive Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
ZESTRA LABORATORIES, INC.,	:	Case No. 08 - ()
a Delaware corporation,	:	
	:	
Debtor.	:	
	:	
Tax I.D. No. 57-1108742	:	

LIST OF CREDITORS

The debtor (the "Debtor") filed a petition in this court on July 29, 2008 for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of the petition, the Debtor filed a list of creditors (the "Creditor List"). Due to its voluminous nature, the Creditor List is being submitted to the Court electronically under separate notice in this case.

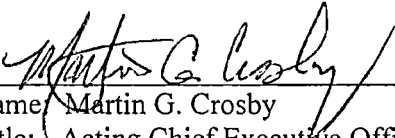
**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : **Chapter 11**
: **ZESTRA LABORATORIES, INC.,** : **Case No. 08 - ()**
a Delaware corporation, :
: **Debtor.** :
: **Tax I.D. No. 57-1108742** :

DECLARATION REGARDING CREDITOR LIST

I, Martin G. Crosby, Acting Chief Executive Officer of Zestra Laboratories, Inc., am authorized to sign on behalf of Zestra Laboratories, Inc., named as the debtor in this case, and I declare under penalty of perjury that I have reviewed the list of creditors submitted to the Court electronically in this case and that it is true and correct to the best of my information and belief.

Dated: June 29, 2008



Name: Martin G. Crosby
Title: Acting Chief Executive Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
ZESTRA LABORATORIES, INC.,	:	Case No. 08 - ()
a Delaware corporation,	:	
	:	
Debtor.	:	
	:	
Tax I.D. No. 57-1108742	:	

LIST OF EQUITY SECURITY HOLDERS

The Equity Security Holders for the Debtor in the above-captioned case are:

Zestra Laboratories, Inc.					
Shareholder List					
Zestra Laboratories Shareholder List	Address	Certificate No.	Number of Shares	Common Equivalent	Percent Ownership
4N6 Pathology, Inc.	2533 N. Carson St. Carson City, NV 89706	B 001	33	66,000	0.16%
Jamal and Janice Al-Naif, JTWROS	P.O. Box 143093 Amman, Jordan 11844	A 7	500,000	666,667	1.62%
Peter Alexiadis	47 Avenue dep Perdnx 1410 Waterloo, Belgium	B 002	25	50,000	0.12%
Asesorias E. Inversiones C.T. Capital LTDA	AV. El Golf 99, Piso 12 Santiago, Chile	B 003	30	60,000	0.15%
Stephen Auerbach	400 Newport Center Drive Newport Beach, CA 92660	C 15, C 26	34,778	34,778	0.08%
Claude Aubert	4144 Lake Oconee Drive Buford, GA 30579	B 079	200	400,000	0.97%
Craig William Bannister	12 Merryn Road Singapore 298462	B 004	230	460,000	1.12%
John Barnum	250 Ave. Louise, Box 64 B 1050 Brussels, Belgium	B 111	7	13,000	0.03%
Ala'a A. Batayneh	P.O. Box 841501 Amman, Jordan 11194	A 8	200,000	266,667	0.65%
Sven-Erik Beck	Mandolinx 20 S-17556 Jarfalla, Sweden	B 005	25	50,000	0.12%
Fredric Benichou	33 Ave. De Berri 75008 Paris, France	B 006	20	40,000	0.10%
Robert M. Bennett	7 Apollo Road Charleston, SC 29407	5	120	120	0.00%
Tom Benson	21445 Birdhollow Dr. Trabuco Canyon, CA 92679	B 007	35	70,000	0.17%
Berlin Tieback Systems Pension Plan	228 N Rt 73 Berlin, NJ 08009	A 1	100,000	133,333	0.32%
James Bieliki	202 Haystack Lane Wilmington, DE 19807	B 080	16	32,000	0.08%
Jean-Marien Blondet	66 Avenue De La Grande Arme 75017 Paris, France	B 008	19	38,000	0.09%
Dean Briggs	6264 N. Fair Oaks Boise, ID 83703	B 009, B 081	50	100,000	0.24%
Christopher T. Brown	The Well House Bridge Lane Shawford, SO21 2BZ, England	B 010, B110	40	80,000	0.19%
Ole Petter Brusdal	Zugspitz Str. 24 D-82131 Gauting, Germany	B 011	25	50,000	0.12%
Dennis J. Burns	253 Mahwah Road Mahwah, NJ 07430	B 012	25	50,000	0.12%
Andrea Buscaglia	Via Montecuccoli 32 Milano, Italy	B 013	50	100,000	0.24%
Roger Calabretta	770 Rosewood Lane York, PA 17403	B 014	12	24,000	0.06%
Antoine Campiche	Crausaz 5B CH-1066 Epalinges, Switzerland	B 015	13	25,000	0.06%
Michael & Amy Cantor, JTWROS	8111 Rockside Rd., Ste.250 Cleveland, OH 44125	B 016	41	82,000	0.20%
Michael Carrero	3029 Best Rd. Yuba City, CA 95993	B 017	25	50,000	0.12%
Michael B. & Sheila J. Carroll	3919 Happy Valley Road Lafayette, CA 94549	B 018, B 082	150	300,000	0.73%
Gianni Castaneda	23-50 Waters Edge Dr., #4J Bayside, NY 11360	B 019	25	50,000	0.12%
Brian Chalk	74 Corte Road Wareham, Dorset BH2D 5AY, England	B 083, B 112	136	271,000	0.66%
Cha Lin Chan	20 Lengkok Aminuddin Baki Tmn. Tun Dr. Ismail 60000 Kuala Lumpur Malaysia	A 41	15,000	20,000	0.05%
Phillipe Chauffard	29A, Rte de St. Mathieu Grasse 06130, France	B 020	34	68,000	0.17%
Joel Cherande	One Huntington Ave., #1101 Boston, MA 02116	B 021	100	200,000	0.49%

Lloyd & Anna Childers, JTWROS	325 Cedar Creek Road Pikesville, KY 41501	C 13, C 24	69,514	69,514	0.17%
Irit Cohen	Moshav Ramat Raziell 57 D.N. Tzfon, Yehuda, Israel 90974	B 022	36	72,000	0.18%
Ronald E. Corbett	3862 E. Jasper Drive Higley, AZ 85236	B 023, B 084	30	60,000	0.15%
Thomas William Cordier	231 Dwyer Street West Seneca, NY 14224	B 085	5	10,000	0.02%
David Craig	13443 Verone Drive Tustin Ranch, CA 92782	B 024	100	200,000	0.49%
Martin G. Crosby	2224 Folly Road - Unit 3A Charleston, SC 29412 Zestra Laboratories, Inc. 4055 Faber Place Drive - Suite 300 Charleston, SC 29405	4, 8, C 11	19,999,292	19,999,292	48.69%
David E. Robison M.D. Profit Sharing Plan	9100 Eagle Hills Drive Las Vegas, NV 89134	B 114	10	20,000	0.05%
Marc & Beatrice DeGaridel	55 Rue Jacquce Dulud 92200 Nevilly, France	B 025	50	100,000	0.24%
L. Marten Dekoning & Maria Victoria Gallego, JTWROS	Fazanklaam 3 1343 AB Almere, The Netherlands	B 115	10	20,000	0.05%
John W. Eilers	c/o Wood Lamping 600 Vine St. #2500 Cincinnati, OH 45202	B 026	25	50,000	0.12%
Ennio Esposito & Laura Ferraro	Via Dante De Blasi 21 Rome, Italy 00151	B 086	20	40,000	0.10%
Charles J. Evans, Jr.	4118 LaSalle Dr. Palm Harbor, FL 34685	B 087	25	50,000	0.12%
Harold Faulhaber	Forststr 27 Unterhaching, Germany P81008	B 027	30	60,000	0.15%
Mariano Ferrari & Chaile Helvecia, JTWROS	Burrio Privado Lalomada De Pilar Lote 352 Ruta Panamerica Ramal Pilar KM45CP 1669 Delviso Provincia De Buenos Aires, Argentina	B 088	50	100,000	0.24%
Graham Frederick Fowler	5 The Penthouse Nedor Drive Dorridge, UK	A 9	175,000	233,333	0.57%
Kirby J. Frank	715 Wildwood Place NE Atlanta, GA 30324	B 028	50	100,000	0.24%
Roger Gehrig	Sonnhaldestr. 3 Ulikon, CH-8142 Switzerland	B 029	50	100,000	0.24%
Gregory Giska	514 Pinecrest Drive Los Altos, CA 94024	B 116	15	30,000	0.07%
Janet Glennon	3697 N. Co. Road 500E Danville, IN 46122	A 29	20,000	26,667	0.06%
Robert and Janet Glennon, JTWROS	3697 N. Co. Road 500E Danville, IN 46122	A 6	100,000	133,333	0.32%
Jose Luis & Leila De Gonzales, JTWROS	Calle A, Res. Altozano I/PHB, Santa Rosa de Lima Caracas, Venezuela	B 117	50	100,000	0.24%
H.S. Dykstra Holdings BV	NW Twentseweg 6 Hellendoorn 7447 PM, Netherlands	B 030	100	200,000	0.49%
Richard & Lionel Hanst	Seru Bottelier 56 Curacao, Netherland Antilles	B 031	37	74,000	0.18%
Rene Hazejager	Kudelstaartseweg 221 143366 Kudelstaart, The Netherlands	B 032	50	100,000	0.24%
Atef & Ahmed Helmy	2 Hegaz Street, Cedare Blvd. Oracle, Cairo, Egypt	B 033	40	80,600	0.20%
Edmund W. Hubbard	6921 Inlet Cove Drive Ft. Belvoir, VA 22060	B 034	90	180,000	0.44%
Kenneth & Christine Hurst	122 E. Knight R. McDonough, GA 30252	B 035	50	100,000	0.24%
Logan Hurst	405 Hattie Clark Road Greene, NY 13778	B 089	100	200,000	0.49%
Olivier Jacques	1072 Route De Strasbourg 07100 Les Echets, France	B 036	30	60,000	0.15%

Anne-Marie Jankow	28 Route de Corsier CH-1246, Corsier, Switzerland	B 118	20	40,000	0.10%
Samuel W. Johnson, Jr.	3508 Seltzer Drive Plano, TX 75023	B 090	91	181,000	0.44%
Richard Johnston	940 East 51st Street, #103 Austin, TX 78751	B 091	25	50,000	0.12%
James W. Jordan	7638 Haylage Circle Baldwinsville, NY 13027	B 092	20	40,000	0.10%
Ram Gopal & Mamta Kabra	P.O. Box 6891 Dubai, U.A.E.	B 093	15	29,000	0.07%
Valter Kalas	Goldmark Karoly 41 Budapest, Hungary H-1122	B 094	50	100,000	0.24%
David W. Katt & Cynthia V. Katt, JTWR0S	3577 Starlite Drive West Bend, WI 53095	B 037	25	50,000	0.12%
Surendranath Kavuri	208 Earlwood Drive Dublin, GA 31021	B 038	100	200,000	0.49%
Colin Kramer	Ospebergleit 26B 4045 Hafsrjford, Norway	B 039	20	40,000	0.10%
Gary & Debbie Lane	13710 Treebank Lane Houston, TX 77070	B 040	10	20,000	0.05%
Betty Ann Larter	White House Cottage Hapton Norwich, Norfolk, England NR15 1RZ	C 17, C 28	69,334	69,334	0.17%
Roger Lash	9 Mulberry Lane White Plains, NY 10605	C 12, C 23, C 3	119,362	119,362	0.29%
Clyde & Barbara Lattimer, JTWR0S	228 N Rt 73 Berlin, NJ 08809	C 14, C 25	69,598	69,598	0.17%
Scott and Janet Lattimer, JTWR0S	228 N Route 73 Berlin, NJ 08009	A 3	25,000	33,333	0.08%
George Leung	1805 East Point Center 555 Hennessy Rd Causeway Bay Hong Kong	A 34	7,500	10,000	0.02%
Tai Wai David Leung	12C North Tower Chelsea Court 100 Yeung Uk Road Tsuen Wan N.T.	A 39, A 20	22,500	30,000	0.07%
Richard Albert Levi	Fiat #58H, Blk North Chelsea Court 100 Yeung Uk Road Tsuen Wan, N.T. Hong Kong	A 40, A 24	22,500	30,000	0.07%
Yu Te Lin	7F-4, NO. 102, Sec. 1 Tun-Hwa S. Road Taipei Taiwan, R.O.C.	A 38	7,500	10,000	0.02%
Rui Lin Liu	7F-2, NO. 102 Tun Hwa S. Rd Sec. 1, Taipei Taiwan R.O.C.	A 36	7,500	10,000	0.02%
Harry Lockstadt	1600 Ashwood Drive Lexington, KY 40502	C 18	12,500	12,500	0.03%
Dominique Lubar	155 Sloane Street #7 London SW1X 9AB	B 041, B 119	50	100,000	0.24%
Les Meszaros	51 Woodside Lane Buffalo, NY 14221	C 21	37,500	37,500	0.09%
Michael C. Fox Revocable Trust DTD 5/5/05 Michael C. Fox Trustee	5508 Elk Valley Estates St. Louis, MO 63128	B 042, B 095	90	180,000	0.44%
William Moore	5777 Boon Haven Road Wadmalaw Island, SC 29487	B 043	25	50,000	0.12%
Harry & Mary Moser	21110 Buffalo Run Kildeer, IL 60047	B 044	25	50,000	0.12%
Charles J. Murphy	805 Manley Road Charles, IL 60174	B 096	28	56,000	0.14%
Stan Nabozny & Catherine Carlson	31 Firewall Ct. The Woodlands, TX 77380	B 045, B 120	125	250,000	0.61%
Arco van Nieuwland	Entrepotkaai 12 bus 21, 2000 Antwerpen, Belgium	B 046	300	600,000	1.46%
Alex Ostaphishin	Leninski Prospect 14/534 Moscow, Russia	B 047	25	50,000	0.12%

Jonathan Payton-Smith	Differing Views, Ardens Grafton Warwickshire, UK B49 6DS	A 12	17,500	23,333	0.06%
PB Investments General Partnership	61 Fifth Ave. South, Ste. 100 Twin Falls, ID 83301	B 121	10	20,000	0.05%
Peter O. & Anne E. Paige	109 Vernon Lane Yardley, PA 19067	B 048	20	40,000	0.10%
Peter Nordin APS	Bakkevej 2A, DK-3070 Snekkersten, Denmark	B 049	200	400,000	0.97%
Roy Pfautch	52 Portland Place St. Louis, MO 63108	A 5	100,000	133,333	0.32%
John and Janet Pinciario, JTWROS	83 Peck Hill Rd Woodbridge, CT 06525	A 2	200,000	266,667	0.65%
Richard Pitt	3 Potters Close Prestwood, Great Misseneen Buck HP 16900 UK	B 050	49	98,000	0.24%
Pratt-Thomas, Epting & Walker, PA	16 Charlotte Street Charleston, SC 29403	9	554	554	0.00%
Arthur S. Przybyl	1001 West Old Mill Road Lake Forest, IL 60045	6	3	3	0.00%
Bernard Questier	Luisenstrasse, 3A (Ap 409) Zurich, Switzerland CH8005	B 051	100	200,000	0.49%
William Rabetz	117 Remington Road Manhasset, NY 11030	B 052	100	200,000	0.49%
Stephen & Denise Raby	c/o Huntsville Dir. Com. 116 Jefferson St. Huntsville, AL 35801	B 053	25	50,000	0.12%
James & Sharon Randolph	9290 E. Thompson Peak Pkwy., Unit 460 Scottsdale, AZ 85255	B 054, B 097	230	460,000	1.12%
Luigi Redd	82 St. Bernards Rd Solihull, UK B92 7BP	A 11	17,500	23,333	0.06%
Wayne Reece	U35 The Beach Estate Zimbali Dolphin Coast Natal, South Africa	B 055	150	300,000	0.73%
Bryan J. Ricci	131 Summer Street Bristol, CT 06010	B 056, B 098	42	84,000	0.20%
Ian Riddell	30 Chemin du Nantet Collonge-Bellerive, Switzerland 1245	B 099	26	52,000	0.13%
Jorge Rodriguez	Ria Estuatia 21, Casa F2, Alto Da Boa Vista San Paulo, Brazil 04645-100	B 057	40	80,000	0.19%
Donald Ronning	P.O. Box 779 70 Bridge Street, Unit #11 Pelham, NH 03076	B 058	20	40,000	0.10%
Anthony Rudell	50 Westfield Road, Edgbaston Birmingham B15 3QG (UK)	A 14	25,000	33,333	0.08%
Hwan Kil Ryu	RM305, Jamsilbon-dong, Songpa-gu Seoul, Korea	A 26, A 27	200,000	266,667	0.65%
Gregory Sarno	2131 Fairfield Beach Rd. Fairfield, CT 06824	B 059	26	52,000	0.13%
Harold & Rosie Schulman, JTWROS	29 Usonia Road Pleasantville, NY 10570	C 19, C 29	277,167	277,167	0.67%
Carol Schurman	2136 Laurel Lane Allison Park, PA 15101	B 060	50	100,000	0.24%
Gary Schurman	2136 Laurel Lane Allison Park, PA 15101	B 061	50	100,000	0.24%
David Shenberger	519B Monterey Rd. Pacifica, CA 94044	B 062	15	30,000	0.07%
Jacob Skadegard	26-28 Svanevej DK-3250 Gilleleje, Denmark	B 063	25	50,000	0.12%
Graham Smith	Vicoso Sport 15, Turbigio 20029, Italy	B 064	100	200,000	0.49%
Won-Suck Song	11 Nathan Road #19-01 Regency Park, Singapore 248732	B 065	25	50,000	0.12%
Cezary Stutch	23 Tian Ping Road, Lane 520, Shanghai, China, 200030	B 066	25	50,000	0.12%
Ron Steinberg	53 Phillips Hill Rd. New City, NY 10956	B 122	100	200,000	0.49%

Stephen Auerbach, IRA	400 Newport Center Drive Newport Beach, CA 92660	C 16, C 27	34,778	34,778	0.08%
Stern Agee & Leach, Inc., c/f Alvin L. Martin deceased Craig Martin beneficiary IRA	2730 Blackshear Ave. Pensacola, FL 32503	B 068	30	60,000	0.15%
Stern Agee & Leach, Inc. c/f Brian Haugh r/o IRA	21 Hampshire Drive Ivlyland, PA 18974	B 067	25	50,000	0.12%
Stern Agee & Leach, Inc. c/f Brian Pollack IRA	6 Burchard Lane Norwalk, CT 06853	B 123	10	20,000	0.05%
Stern Agee & Leach, Inc. c/f Bruce T. Bowyer IRA	579 Newman Road Roebuck, SC 29376	B 124	12	24,000	0.06%
Stern Agee & Leach, Inc., c/f David Lindquist IRA	c/o Delcom Services 1400 Commerce Blvd. #2 Anniston, AL 36207	B 069	50	100,000	0.24%
Stern Agee & Leach, Inc., c/f Ivie Cremer IRA	64 Aspen Road Sharon, MA 02067	B 070	11	22,000	0.05%
Stern Agee & Leach, Inc. C/f James M. Stevens SEP IRA	6195 Poplar Beach Road Romulus, NY 14541	B 071	25	50,000	0.12%
Stern Agee & Leach, Inc., c/f Marc Cremer IRA	64 Aspen Road Sharon, MA 02067	B 072	12	24,000	0.06%
Stern Agee & Leach c/f Samuel W. Johnson Rollover IRA	3508 Seltzer Drive Plano, TX 75023	B 100	50	100,000	0.24%
Stern Agee & Leach c/f Sean Brennan Rollover IRA	228 Heather View Drive Jonesborough, TN	B 101	13	26,000	0.06%
Stern Agee & Leach, Inc. c/f Tom E. Davidson R/O IRA	21 Bristol Mews London, W92JF, England	B 125	10	20,000	0.05%
Daniel Sunderman	4133 Sharonknoll Ct Sharonville, OH 45241	A 33	20,000	26,667	0.06%
David Sunderman	3323 McCue St Apt 125 Houston, TX 77056	A 32	20,000	26,667	0.06%
Karen Sunderman	5642 Eden Ridge Drive Cincinnati, OH 45241	A 31	20,000	26,667	0.06%
Linda Sunderman	1461 Cotton Bounly Ct Mount Pleasant, SC 29466	A 30	20,000	26,667	0.06%
Talbots (Birmingham) Ltd.	52-60 Princip St Birmingham B4 6LN, UK	A 10	175,000	233,333	0.57%
Boon Teh Beng	1A-02-01 Bungaraya Condominium Saujana Resort 40150 Shah Alam Selangor, Malaysia	A 22	11,250	15,000	0.04%
Alfred Teger	986 Sunset Road Pescataway, NJ 08854	B 073	15	30,000	0.07%
Terazeal Pty. Ltd.	21B Cliff Street Manly, NSW, Australia	B 074	50	100,000	0.24%
The Cohen Family Trust, DTD 3/7/02 Mitch K. Cohen TTEE Amy B. Cohen TTEE	3967 Vierra Street Pleasanton, CA 94566	B 102	50	100,000	0.24%
The Dailey Family Trust DTD 6/10/99	15925 Natalie Ct. Castro Valley, CA 94546	B 113	12	24,000	0.06%
The Platinum Group Profit Sharing Plan	45 Popham Rd., #5A Scarsdale, NY 10583	C 20, C 30	69,056	69,056	0.17%
Stephen Thomas	17 Coldkott Keys, Ebrington Glos, GL55 6NL, England	A 13	17,500	23,333	0.06%
Chien San Tong	No. 398 Feng Jen Rd Jen Wu Shiang Kaohsiung, Hsien 814 Taiwan, R.O.C.	A 37	7,500	10,000	0.02%
Timothy L. & Karen S. Toomey	27100 Big Horn Mtn. Way Yorba Linda, CA 92887	B 103	25	50,000	0.12%
Hans Olav Torsen	Dokkgt. 6C 7014 Trondheim, Norway	B 104	100	200,000	0.49%
David & Deborah Turbide	46 Ocean Blvd. North Hampton, NH 03862	B 075	100	200,000	0.49%
Michael J. & Sharon J. Turk	6292 Manor Glen Dr. Medina, OH 44256	B 126	25	50,000	0.12%

Arnold Urson	26 Ave. La Croix, Fresnate Cape Town, South Africa 8005	B 076	50	100,000	0.24%
Jean-Marc Van Griethuysen	19 Rue du Cocteur Blanches, F75016, Paris, France	B 105	97	193,000	0.47%
Rick Vandentoor	Ruiterweg 40 1901 BK Castricum, Netherlands	B 106	125	250,000	0.61%
John P. & Carol J. Verboncoeur	11452 Lochard Street Oakland, CA 94605	B 107	14	27,000	0.07%
Peter Versteegen	Alsterarkaden 27 Hamburg, Germany 20354	B 127	50	100,000	0.24%
Joseph Vide	3017 Cranesbill Drive Raleigh, NY 27613	B 128	7	13,400	0.03%
Ray Weber	27 Zabriskie Street Jersey City, NJ 07307	B 077	40	80,000	0.19%
James B. Wilson	1112 Buchanan Street NW Washington, DC 20011	B 108	50	100,000	0.24%
Chi Hin Henry Wong	Block B, 15/P, 81 Cloud View Road Hong Kong	A 25	7,500	10,000	0.02%
Chi Wai Herman Wong	B6, 1st Floor Coral Court 51 Cloud View Road, North Point Hong Kong	A 16	75,000	100,000	0.24%

Fung Gea Wong	12A Tower I, Granville Garden 18 Pik Tan Street, Tai Wai, N.T. Hong Kong	A 19	15,000	20,000	0.05%
Hing Tat Wong	Flat C, 4 Fl., Poksmith Villa 40 Pokfield Road, Hong Kong	A 17	45,000	60,000	0.15%
William D. & Patricia F. Wright	191 Edwards Way Grant Pass, OR 97526	B 109	30	59,000	0.14%
Franz Wyss	Via del Sole 5 6987 Caslano, Switzerland	B 078	25	50,000	0.12%
Kong Choy Yam	Sunrise Berhad, Penthouse Wisma Sunrise, No. 2 Jalan Kiara, Mont'Kiara 50480 Kuala Lumpur Malaysia	A 35	15,000	20,000	0.05%
Kong Fatt Yam	3A-07-03 Bungaraya Condominium Saujana Resort 40150 Shah Alam Selangor, Malaysia	A 23	11,250	15,000	0.04%
Soong Ting Yip	Provident Centre, Block 15, 12/E, Flat D North Point, Hong Kong	A 21	15,000	20,000	0.05%
Wai Kit Mick Yuen	No. 96, 5th Street, Section I Fairview Park, Yuen Long, N.T. H.K.	A 18	22,500	30,000	0.07%
Zestra-Asia Limited	13/F., Hang Sang Tsuen Wan Building 289 Sha Tsui Rd., Tsuen Wan New Territories, Hong Kong	A 28	200,000	266,667	0.65%
Younis Zubchevich	Gryphon Financial Services Corp. 400 Royal Palm Way Palm Beach, FL 33480 Zestra Laboratories, Inc. 4055 Faber Place Drive - Suite 300 Charleston, SC 29405	C 10	5,000,000	5,000,000	12.17%
					0.00%
		Total:	28,259,556	41,073,556	100.00%
		A shares			
		B shares			
		C class			
		Crosby			
		YZ			
		Total Shares			
		Options (Est. to be Approved & Issued by BOD)			
		Total Shares Including Options to be Issued			

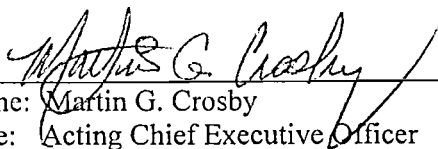
**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : **Chapter 11**
: :
ZESTRA LABORATORIES, INC., : **Case No. 08 - ()**
a Delaware corporation, : :
: :
Debtor. : :
: :
Tax I.D. No. 57-1108742 : :

**DECLARATION CONCERNING THE DEBTOR'S LIST
OF EQUITY SECURITY HOLDERS**

I, Martin G. Crosby, Acting Chief Executive Officer of Zestra Laboratories, Inc., declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: June 29, 2008



Name: Martin G. Crosby
Title: Acting Chief Executive Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
ZESTRA LABORATORIES, INC.,	:	Case No. 08 - ()
a Delaware corporation,	:	
	:	
Debtor.	:	
	:	
Tax I.D. No. 57-1108742	:	

CORPORATE OWNERSHIP STATEMENT

Pursuant to Bankruptcy Rule 1007(a), as set forth above in the list of equity security holders, the following entities directly or indirectly own 10% or more of a class of the Debtor's equity interests: (i) Al-Naif, Jamal and Janice (Class A Stock, 20.33%); (ii) Crosby, Martin G. (Class C Stock 77.54%); and (ii) Zubchevich, Younis (Class C Stock, 19.38%).

*The "ownership percentage" is calculated within each class of stock.