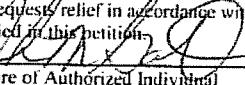


United States Bankruptcy Court
District of Delaware

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): SLS International, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):																															
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																															
Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 52-2258371		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, and State): 1650 W. Jackson Street Ozark, MO 65721		Street Address of Joint Debtor (No. & Street, City, and State):																															
ZIP CODE 65721		ZIP CODE																															
County of Residence or of the Principal Place of Business: Christian		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.) <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.) <i>See Exhibit D on page 2 of this form.</i>	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 type="checkbox"/> Other Manufacturing 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 Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																															
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business 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: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000 Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																															
Statistical/Administrative Information <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/> 1-49</td> <td style="width: 10%;"><input type="checkbox"/> 50-99</td> <td style="width: 10%;"><input checked="" type="checkbox"/> 100-199</td> <td style="width: 10%;"><input type="checkbox"/> 200-999</td> <td style="width: 10%;"><input type="checkbox"/> 1,000-5,000</td> <td style="width: 10%;"><input type="checkbox"/> 5001-10,000</td> <td style="width: 10%;"><input type="checkbox"/> 10,001-25,000</td> <td style="width: 10%;"><input type="checkbox"/> 25,001-50,000</td> <td style="width: 10%;"><input type="checkbox"/> 50,001-100,000</td> <td style="width: 10%;"><input type="checkbox"/> OVER 100,000</td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/> \$0 to \$50,000</td> <td style="width: 10%;"><input type="checkbox"/> \$50,001 to \$100,000</td> <td style="width: 10%;"><input type="checkbox"/> \$100,001 to \$500,000</td> <td style="width: 10%;"><input type="checkbox"/> \$500,001 to \$1 million</td> <td style="width: 10%;"><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td style="width: 10%;"><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td style="width: 10%;"><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td style="width: 10%;"><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td style="width: 10%;"><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td style="width: 10%;"><input type="checkbox"/> More than \$1 billion</td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/> \$0 to \$50,000</td> <td style="width: 10%;"><input type="checkbox"/> \$50,001 to \$100,000</td> <td style="width: 10%;"><input type="checkbox"/> \$100,001 to \$500,000</td> <td style="width: 10%;"><input type="checkbox"/> \$500,001 to \$1 million</td> <td style="width: 10%;"><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td style="width: 10%;"><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td style="width: 10%;"><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td style="width: 10%;"><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td style="width: 10%;"><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td style="width: 10%;"><input type="checkbox"/> More than \$1 billion</td> </tr> </table>				<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5001-10,000	<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	<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	<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
<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5001-10,000	<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																								
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THIS SPACE IS FOR COURT USE ONLY																																	

Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): SLS International, 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: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A		Exhibit B	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(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 _____	
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		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 <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.)			
<hr/> (Name of landlord that obtained judgment)			
<hr/> (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 <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): SLS International, 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 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.) <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. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
X _____ Signature of Debtor X _____ Signature of Joint Debtor Telephone Number (If not represented by attorney) Date		X _____ Signature of Foreign Representative Printed Name of Foreign Representative Date
X  Signature of Attorney* Signature of Attorney for Debtor(s) Frederick B. Rosner (DE 3995) Printed Name of Attorney for Debtor(s) Messana Rosner & Stern LLP Firm Name 1000 N. West Street, Suite 1200 Wilmington, DE 19801 Address frosner@mrs-law.com (302) 777-1111 Telephone Number February 27, 2009 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.
*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.		Printed Name and title, if any, of Bankruptcy Petition Preparer Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) Address X _____ Date
X  Signature of Authorized Individual John Gott Printed Name of Authorized Individual Chief Executive Officer Title of Authorized Individual February 27, 2009 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. <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>

**RESOLUTION OF THE BOARD
OF DIRECTORS OF SLS INTERNATIONAL, INC.**

The undersigned, being all of the members of the board of directors (the "Board of Directors") of SLS International, Inc., a Delaware corporation (the "Company"), after a special meeting of the boards of directors of the Company, hereby take the following actions and adopt the following resolutions by unanimous consent, as of this 26 day of February, 2009, pursuant to the Certificate of Incorporation and bylaws of the Company and Section 141(f) of the General Corporation Law of the State of Delaware:

WHEREAS, the Board of Directors reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's business; and

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the advisors of the Company and fully consider each of the strategic alternatives available to the Company.

NOW THEREFORE, IT IS HEREBY:

**I. Voluntary Petition Under the Provisions of
Chapter 11 of the United States Bankruptcy Code**

RESOLVED, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file a voluntary petition for relief (a "Chapter 11 Case") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"); and it is further

RESOLVED, that the officers of the Company (the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and it is further

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm Messana Rosner & Stern LLP as bankruptcy counsel to represent and assist the Company in carrying out its duties under the

Bankruptcy Code, upon such terms and conditions as such officers or any of them shall approve; and it is further

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code, upon such terms and conditions as such officers or any of them shall approve; and it is further

II. Debtor-in-Possession Financing

RESOLVED, that the Company is hereby authorized to negotiate and enter into the Term Sheet with Midwest Business Credit, LLC ("DIP Lender") and such credit agreement as the Company and DIP Lender may agree upon that memorializes the Term Sheet (the "DIP Agreement" and, together with the security agreement, promissory note, and all related documents, the "DIP Loan Documents"), between the Company, as debtor, debtor in possession and borrower and DIP Lender, and the DIP Loan Documents are hereby in all respects adopted and approved, and any Authorized Officer or other officer of the Company is hereby authorized and empowered, in the name of and on behalf of the Company, to execute and deliver each of the DIP Loan Documents to which the Company is a party, and all documents, agreements and instruments related thereto, all schedules and exhibits attached to any of the foregoing, with such changes, additions and modifications thereto as the officer of the Company executing the same shall approve, such approval to be conclusively evidenced by such officer's execution and delivery thereof; and it is further

RESOLVED, that the Company, as debtor and debtor in possession under the Bankruptcy Code shall be, and hereby is, authorized to incur the indebtedness described in the DIP Loan Documents and undertake any and all related transactions contemplated thereby; and it is further

RESOLVED, that each and every officer, including the Authorized Officers, of the Company be, and each of them, acting alone, hereby is authorized, directed and empowered from time to time in the name and on behalf of the Company to take any and all such actions, and to execute and deliver or cause to be executed and delivered under seal of the Company or otherwise, any and all such other documents, agreements, certificates, writings and instruments to be delivered in connection with the DIP Loan Documents (including, without limitation, any amendments, supplements or modifications to the DIP Loan Documents and such other documents, agreements, certificates, writings and instruments to be delivered in connection therewith), and to grant the security interests in or liens on personal property of the Company now or hereafter acquired as contemplated by the DIP Loan Documents, with full authority to indorse and assign any of the foregoing in the name of the Company, in each case, as any such officer may deem necessary or advisable to carry out the intent and purposes of the immediately foregoing Resolution, and his or her execution and delivery thereof to be conclusive evidence that he or she deems is necessary or advisable, his or

her execution and delivery thereof to be conclusive evidence of his or her authority, to so act and his or her approval thereof; and it is further

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute and deliver (a) the DIP Loan Documents; (b) such other instruments, certificates, notices, assignments and documents as may be reasonably requested by the DIP Lender; and (c) such forms of deposit account control agreements, officer's certificates and compliance certificates as may be required by the DIP Loan Documents; and it is further

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the DIP Loan Documents, which shall in their sole judgment be necessary, proper or advisable to perform the Company's obligations under or in connection with the DIP Loan Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and it is further

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Loan Documents which shall in their sole judgment be necessary, proper or advisable; and it is further

RESOLVED, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the DIP Loan Documents be, and hereby are, in all respects confirmed, approved and ratified; and it is further

III. Sale of All or Substantially All Assets

RESOLVED, that the Authorized Officers, acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and directed to take any and all actions to (i) obtain the Bankruptcy Court's approval of bidding procedures in connection with the sale of substantially all of the Company's assets, (ii) schedule an auction in connection with such sale, (iii) enter into an asset purchase agreement with respect to such sale and (iv) obtain Bankruptcy Court approval of any such sale; and it is further

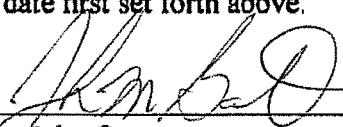
IV. Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company 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 Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all

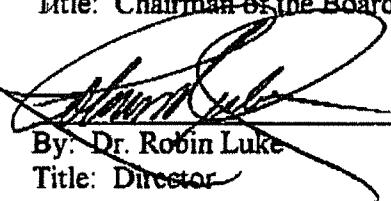
such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and it is finally

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

IN WITNESS WHEREOF, the undersigned has executed these Resolutions of the Board of Directors of SLS International, Inc., as of the date first set forth above.


By: John Gott

Title: Chairman of the Board, Director


By: Dr. Robin Luke

Title: Director

United States Bankruptcy Court
District of Delaware

In re **SLS International, Inc.**

Case No. _____

Debtor

Chapter _____

11

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **001-31323**.

2. The following financial data is the latest available information and refers to debtor's condition on **December 31, 2008**.

a. Total assets	\$ <u>2,703,309.00</u>	Approximate number of holders
b. Total debts (including debts listed in 2.c.,below)	\$ <u>5,661,504.00</u>	
c. Debt securities held by more than 500 holders.		
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	
d. Number of shares of preferred stock	<u>0</u>	<u>13</u>
e. Number of shares of common stock	<u>0</u>	<u>169</u>

Comments, if any:

3. Brief description of debtor's business:

SLS, a Delaware corporation, is a manufacturer of loudspeaker systems and amplifier products. Located in Ozark, Missouri, SLS is a public company that has twenty (20) employees.

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

United States Bankruptcy Court
District of Delaware

In re **SLS International, 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>
RICK GREGG	PO Box 366 Nixa, MO 66714 Ph: (417) 725-3009 Fax: (417) 725-2612	Trade		\$627,019.23
BEST BUY COMPANY	7601 Penn Ave. S Richfield, MN 55423 Ph: (612) 291-7729 Fax: (612) 292-7020	Trade	Disputed	\$619,197.90
SHERWOOD AMERICA	Troy S. An, Esquire 3600 Wilshire Boulevard, Ste. 2036 Los Angeles, CA 90010 Ph: (213) 387-2001 Fax: (213) 387-1087			\$482,650.00
JENNIFER LAMAR	Joshua Mareschal Taylor Stafford 3315 Ridgeview, Ste. 1000 Springfield, MO 65804 Ph: (417) 887-2020 Fax: (417) 887-8431			\$303,856.00
TOP LOYAL ELECTRONICS CO., LTD.	Michael Miller Lowther Johnson 901 St. Louis Street, 20th Floor Springfield, MO 65806 Ph: (417) 866-7777 Fax: (417) 866-1752	Trade		\$186,449.95

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>
GLOBAL DRUMZ, INC.	Salem Partners LLC Attn: John Prough 11111 Santa Monica Blvd., Ste. 107 Los Angeles, CA 90025 Ph: (310) 806-4200 Fax: (314) 806-4201	Trade		\$179,306.62
CEO CAST, INC.	Michael Wachs CEO Cast 369 Lexington Avenue, Fl. 4 New York, NY 10017 Ph: (212) 732-4300 Fax: (212) 732-1131	Trade	Disputed	\$166,160.36
FREEBOM & PETERS	Jeff Mattson 311 South Wacker Drive Chicago, IL 60606 Ph: (312) 360-6312 Fax: (312) 360-6572	Trade		\$124,190.11
HUSCH & EPPENBERGER	Glennon Fogarty PO Box 790379 St. Louis, MO 63179 Ph: 816) 983-8000 Fax: (816) 983-8080	Trade		\$86,192.20
PLATINUM RYE ENTERTAINMENT, LLC	22 West 21st Street New York, NY 10010 Ph: (212) 691-9089 Fax: (212) 691-0532	Trade	Disputed	\$50,000.00
MENLOW SCIENTIFIC	Mike Klasco 5161 Raincloud Drive Richmond, CA 94803 Ph: (510) 758-9014 Fax: (510) 758-9026	Trade	Disputed	\$40,199.99
GROSSMAN LAW OFFICES	Mark Grossman, Esquire 29 S. LaSalle Street Chicago, IL 60603 Ph: (312) 621-9000 Fax: (312) 621-9001	Trade		\$38,572.10

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>
BKD TECHNOLOGIES	Cindy Boersma 901 East St. Louis Street Springfield, MO 65801 Ph: (816) 221-6300 Fax: (816) 221-6380	Trade		\$31,942.43
DRINKER BIDDLE & REATH, LLP	50 Fremont Street San Francisco, CA 94105 Ph: (415) 591-7500 Fax: (415) 591-7510	Trade		\$29,992.43
MADISOUND SPEAKER	Brian Kane PO Box 44283 Madison, WI 53744 Ph: (608) 831-3433 Fax: (608) 831-3771	Trade		\$26,938.07
AMERICA FIRST INSURANCE CO.	525 B Street San Diego, CA 92101 Ph: (877) 616-6003 Fax: (972) 470-8600	Trade		\$21,244.72
AIRWAYS FREIGHT CORPORATION	PO Box 188 Fayetteville, AR 72702 Ph: (800) 643-3525 Fax: (479) 442-6522	Trade		\$19,262.75
NOISE CREATIVE MARKETING	22 West 21st Street New York, NY 10010 Ph: (212) 604-0404 Fax: (212) 604-9283	Trade	Disputed	\$17,800.00
PENINSULA METAL FABRICATION	2221 Ringwood Avenue San Jose, CA 95131	Trade		\$17,622.00

Debtor(s)

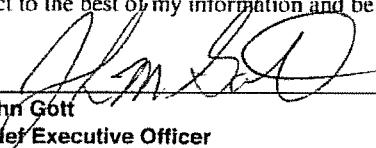
LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

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

I, the Chief Executive Officer 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 February 17, 2009

Signature


John Gott
Chief Executive Officer

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.