

B1 (Official Form 1)(1/08)

**United States Bankruptcy Court  
Northern District of Georgia**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Title Outlets of America, LLC</b>	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 Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>75-3063545</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>3845 Holcomb Bridge Road Suite 100 Norcross, GA</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>30092</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>Gwinnett</b>	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):

<b>Type of Debtor</b> (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.)	<b>Nature of Business</b> (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  <hr/> <b>Tax-Exempt Entity</b> (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).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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  <b>Nature of Debts</b> (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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<b>Filing Fee</b> (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.	<b>Chapter 11 Debtors</b> 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).
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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 type="checkbox"/>	<input type="checkbox"/>	<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"/>
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

<p><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>		<p>Name of Debtor(s): <b>Title Outlets of America, LLC</b></p>	
<p><b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)</p>			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<p><b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)</p>			
Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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><b>X</b> _____ Signature of Attorney for Debtor(s) (Date)</p>		
<p><b>Exhibit C</b></p> <p>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?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p><b>Exhibit D</b></p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
<p><b>Information Regarding the Debtor - Venue</b></p> <p>(Check any applicable box)</p> <p><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.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><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.</p>			
<p><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b></p> <p>(Check all applicable boxes)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="margin-left: 40px;">_____</p> <p style="margin-left: 40px;">(Name of landlord that obtained judgment)</p> <p style="margin-left: 40px;">_____</p> <p style="margin-left: 40px;">(Address of landlord)</p> <p><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</p> <p><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.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

<p><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>Title Outlets of America, LLC</b></p>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></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><b>X</b> _____ Signature of Debtor</p> <p><b>X</b> _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></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. §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.</p> <p><b>X</b> _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p><b>X /s/ Karen Fagin White</b> _____ Signature of Attorney for Debtor(s)</p> <p><b>Karen Fagin White 754450</b> _____ Printed Name of Attorney for Debtor(s)</p> <p><b>Cohen Pollock Merlin &amp; Small, PC</b> _____ Firm Name</p> <p><b>3350 Riverwood Parkway</b> <b>Suite 1600</b> <b>Atlanta, GA 30339</b> _____ Address</p> <p style="text-align: right;"><b>Email: kfwhite@cpmas.com</b></p> <p><b>770-858-1288 Fax: 770-858-1277</b> _____ Telephone Number</p> <p><b>January 16, 2009</b> _____ Date</p> <p><small>*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.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></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><b>X</b> _____ 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;"><b>Signature of Debtor (Corporation/Partnership)</b></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 relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X /s/ Curt Rapp</b> _____ Signature of Authorized Individual</p> <p><b>Curt Rapp</b> _____ Printed Name of Authorized Individual</p> <p><b>Chief Executive Officer</b> _____ Title of Authorized Individual</p> <p><b>January 16, 2009</b> _____ Date</p>	

**CERTIFIED COPY OF RESOLUTIONS  
OF THE SOLE MEMBER OF  
TILE OUTLETS OF AMERICA, LLC**

I, Curtis Rapp, President of TOA Holdings, Inc., the sole member of Tile Outlets of America, LLC (the "Company"), do hereby certify that the following resolutions were duly adopted by the sole member of the Company at a meeting duly called and held on January 16, 2009, and that such resolutions have not been amended or rescinded and are now in full force and effect:

"RESOLVED, that the filing by the Company of a petition for relief under Chapter 11 of Title 11 of the Bankruptcy Code of Georgia, substantially in the form attached hereto, with such modification as shall be determined to be necessary and proper by the company officer executing same, the signature of such officer to evidence such approval and the approval of the sole member; and further

RESOLVED, that the law firm of Cohen Pollock Merlin & Small, PC, is authorized and directed to file on behalf of the Company a petition for relief under Chapter 11 of Title 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Georgia; and further

RESOLVED, that the Company, and any officer which it may designate, be and is authorized and directed to retain on behalf of the Company the law firm of Cohen Pollock Merlin & Small, PC to render legal services to, and to represent, the Company in connection with such proceedings and other related matters in connection therewith, on such terms as such officer shall approve; and further

RESOLVED, that the Company, and any officer it may designate, be and hereby is, authorized and directed to take any and all such further action and to execute and deliver any and all such instruments and documents and to pay all fees and expenses as in his/her 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 heretofore lawfully done or actions lawfully taken by the Company in connection with the reorganization of the Company or any matter related thereto, including the previous engagement of the law firm of Cohen Pollock Merlin & Small, PC, or by virtue of these resolutions, are hereby in all respects ratified, confirmed and approved.”

WITNESS my hand and seal this 16<sup>th</sup> day of January, 2009.



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Name: Curtis Rapp  
Title: President, TOA Holdings, Inc.  
Sole Member of Tile Outlets of  
America, LLC

B7 (Official Form 7) (12/07)

**United States Bankruptcy Court  
Northern District of Georgia**

In re Tile Outlets of America, LLC

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
<b>\$340,000.00</b>	<b>1/1/09 - filing date</b>
<b>\$10,733,000.00</b>	<b>1/1/08 - 12/31/08</b>
<b>\$15,250,000.00</b>	<b>1/1/07 - 12/31/07</b>

**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.)

**\*SEE ATTACHMENT**

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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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.)

**\*SEE ATTACHMENT**

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
<b>Tile Outlets of America, Florida LLC vs. Maria Rahal, also known as Maria C. Diaz-Restrepo Case NO. 07-11211</b>	<b>Suit to enforce confidentiality agreement against former employee, counterclaim filed</b>	<b>Division L, Circuit Court of the Thirteenth Judicial Circuit, Hillsborough County, Florida Complex Business Litigation Division</b>	<b>Pending</b>

CAPTION OF SUIT AND CASE NUMBER <b>Travertine Bros. Dogal TAS</b> <b>Madencilik San. ve Tic. A.S.</b> vs. <b>Tile Outlets of America, LLC</b> <b>Civil Action No. 08C-214455</b>	NATURE OF PROCEEDING <b>Suit on commercial account</b>	COURT OR AGENCY AND LOCATION <b>State Court of Gwinnett</b> <b>County, Georgia</b>	STATUS OR DISPOSITION <b>Filed 12/18/2008</b>
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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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**6. Assignments and receiverships**

None  a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment 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 ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None  b. List all property which has been in the hands of a custodian, receiver, or court-appointed official 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 CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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**7. Gifts**

None  List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions 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 PERSON OR ORGANIZATION <b>Habitat for Humanity Thrift Store</b> <b>1288 N. Tamiami Trail</b> <b>North Fort Myers, FL 33903</b>	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT <b>during fiscal year</b> <b>beginning</b> <b>12/30/2007</b>	DESCRIPTION AND VALUE OF GIFT <b>Periodic contributions of</b> <b>small, less than job quantity</b> <b>amounts of product - total</b> <b>value = \$20, 517.00</b>
<b>Habitat for Humanity Thrift Store</b> <b>3071 118 Ave N</b> <b>Saint Petersburg, FL 33716</b>			



**8. Losses**

None

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses 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.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**9. Payments related to debt counseling or bankruptcy**

None

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Cohen Pollock Merlin &amp; Small, PC</b> <b>3350 Riverwood Parkway</b> <b>Suite 1600</b> <b>Atlanta, GA 30339</b>	<b>1/09 -1/15/09</b>	<b>\$17,218.00</b>  <b>Also see attorneys disclosure regarding Chapter 11 retainer</b>

**10. Other transfers**

None

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers 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 TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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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
<b>Wachovia</b>	<b>Depository account - 5174 balance of \$414.21 transferred to Tampa store account</b>	<b>1/29/08</b>

**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
<b>Bestview International</b> <b>226 Gerry Drive</b> <b>Wood Dale, IL 60191</b>	<b>10/30/08</b>	<b>19,228.60</b>
<b>Travertine Brothers</b> <b>Hadimkoy Giseleri Mevkii</b> <b>Fatih Universitesi Karsisi</b> <b>34900 hadimkoy - Istanbul</b> <b>TR</b>	<b>11/06/08</b>	<b>14,867.64</b>

**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
<b>Tuscany Stone Surfaces, Inc</b> <b>400 East 10th Court</b> <b>Hialeah, FL 33010</b>	<b>6,585.70 sf of Becagli Medium</b> <b>Blend honed and filled</b> <b>18x18x1/2 Travertine</b> <b>value - \$16,970.00</b>	<b>Tampa Store</b> <b>4340 W. Hillsborough Ave.</b> <b>Tampa, FL 33614</b>

**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
Tile Outlets of America, Florida LLC	01-0730273	3845 Holcomb Bridge Road Suite 100 Norcross, GA 30092	(wholly owned subsidiary) Retail sale of tile, stone and related materials	Formed July 3, 2002

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	DATES SERVICES RENDERED
<b>Warren Lampert</b> 3845 Holcomb Bridge Road Suite 100 Norcross, GA 30092	<b>since 2002</b>
<b>Michele Hoover</b> 13460 Daniels Commerce Boulevard Fort Myers, FL 33966	<b>since 2002</b>
<b>Margie Sanchez</b> 4340 West Hillsborough Avenue Tampa, FL 33614	

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
<b>Habif, Arogeti &amp; Wynne</b>	<b>Five Concourse Parkway</b> <b>Suite 1000</b> <b>Atlanta, GA 30328</b>	<b>2002 - present</b>

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
<b>Warren Lampert</b>	<b>3845 Holcomb Bridge Road</b> <b>Suite 100</b> <b>Norcross, GA 30092</b>

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
<b>BB&amp;T</b> 950 East Paces Ferry Road Suite 2575 Atlanta, GA 30326	

**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	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
<b>12/7/08 (Tampa store)</b>	<b>Margie Sanchez</b>	<b>\$950,000.00</b>
<b>12/13/08 (Ft. Myers store)</b>	<b>Michele Hoover</b>	<b>\$1,000,000.00</b>

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	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
<b>12/7/08 (Tampa store)</b>	<b>Tile Outlets of America, Florida LLC 4340 West Hillsborough Avenue Tampa, FL 33614</b>
<b>12/13/08 (Ft. Myers store)</b>	<b>Tile Outlets of America, Florida LLC 13460 Daniels Commerce Boulevard Fort Myers, FL 33966</b>

**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
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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	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<b>Donald J. Aronin 189 North Mill Road Atlanta, GA 30328</b>	<b>Chief Operating Officer</b>	<b>33.02% of 100% shareholder TOA Holdings, Inc.</b>
<b>Curt Rapp 1340 Twelve Oaks Circle Atlanta, GA 30327</b>	<b>Chief Executive Officer</b>	<b>33.02% of 100% shareholder TOA Holdings, Inc.</b>
<b>JAR Enterprises, LLC 1076 Trailridge Place Atlanta, GA 30338</b>		<b>23.60% of 100% shareholder TOA Holdings, Inc.</b>
<b>JAF, Inc. 3845 Holcomb Bridge Road Suite 100 Norcross, GA 30092</b>		<b>8.03% of 100% shareholder TOA Holdings, Inc.</b>
<b>Ariolas LLC 300 Martine Ave., Ste 2C White Plains, NY 10601</b>		<b>2.33% of 100% shareholder TOA Holdings, Inc.</b>

**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
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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
<b>F. Paul Sanders</b> 4420 Mariners Ridge Alpharetta, GA 30005		<b>1/1/08</b>
<b>Charisaa Rapp</b> 4855 Whispering Pine Way Naples, FL 34103		<b>1/1/08</b>
<b>Warren Lampert</b> 230 Woodrill Way Atlanta, GA 30350		<b>12/31/08</b>

**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.

**\* SEE ATTACHMENT**

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)
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**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)
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**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 January 16, 2009 Signature /s/ Curt Rapp  
**Curt Rapp**  
**Chief Executive Officer**

[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*

## Section 5 – Statement of Financial Affairs

## 3b. Payments to Creditors within 90 Days (over \$5,475 aggregate)

<u>Name and Address of Creditor</u>	<u>Dates of Payments</u>	<u>Amount Paid</u>	<u>Amount Still Owed</u>
Aetna PO Box 532433 Atlanta, GA 30353	10/22/08 11/19/08 12/16/08 1/5/09	\$15,040.14 \$14,486.12 \$16,370.10 \$15,938.07	\$0
American Express PO Box 981535 El Paso, TX 79998	11/10/08 12/9/08 1/8/09	\$10,195.94 \$5,116.30 \$3,000.00 NOTE: Actual payees reported separately	\$0
American Supply Corp. 400 Alton Road, Unit No. TH-2A Miami Beach, FL 33139	10/22/08 11/6/08 12/3/08 12/17/08	\$2,046.08 \$600.00 \$600.00 \$3,202.56	\$41,738.34
Aurelia Ceramiche via Statale 467, n171 Veggia (RE) 42010 ITALY	11/17/08	\$23,110.60	\$46,629.95
BAB Tile 333 City Blvd. W, 17 <sup>th</sup> Floor Orange, CA 92868	10/22/08 10/28/08 12/5/08 12/9/08	\$5,676.67 \$6,904.42 \$6,453.65 \$6,057.38	\$192,163.44
Bestview International 226 Gerry Drive Wood Dale, IL 60191	10/30/08	\$19,228.60	\$85,314.25
Bozbaylar Dis Ticaret San ve Tic Ltd. Sti Pamukkale Yolu Uzeri Eskihisar Yolu 150 Mt. Denizli, TURKEY	10/25/08 1/13/09	\$11,091.75 \$29,844.79	\$0
Cananwill, Inc. 1000 Milwaukee Ave Glenview, IL 60025	11/13/08 12/16/08 1/5/09	\$5,748.99 \$5,748.99 \$5,748.99	\$0

Ceramica Artistica Via Pescarolo, 921 Pigneto (MO) 41040 ITALY	11/25/08	\$9,035.19	\$64,719.19
Ceramica Meridionale UDA SpA 13305 SW 34th Street Miami, FL 33175	10/30/08 11/25/08 12/29/08	\$1,000.00 \$1,000.00 \$23,687.18	\$96,028.98
Cohen Pollock Merlin & Small 3350 Riverwood Parkway, Suite 1600 Atlanta, GA 30339	12/16/08 1/8/09 1/15/09	\$1,527.00 \$3,895.00 \$24,092.93	\$0
Custom Building Products P.O. Box 409289 Atlanta, GA 30384	10/22/08 – 1/13/09	\$19,491.76	\$16,105.57
Daniels Commerce Holdings 3845 Holcomb Bridge Rd, Suite 100 Norcross, GA 30092	11/4/08 12/4/08 1/5/09	\$32,195.00 \$29,968.75 \$41,800.04	\$42,400.0
Domino Industrias Ceramicas SA Zona Industrial de Condeixa-27 Condeixa A Nova 3150-194 PORTUGAL	10/30/08	\$6,858.00	\$29,266.80
Eleganza Tiles, Inc. 1420 Manhattan Avenue Fullerton, CA 92831	11/4/08 11/25/08	\$50.00 \$8,259.99	\$31,399.20
Eliane Ceramic Tiles (USA) Inc. 1500 Luna Road, Suite 106 Carrollton, TX 75006	11/4/08 11/10/08 11/17/08 11/25/08 12/11/08	\$71.61 \$7,686.79 \$7,086.98 \$7,686.79 \$7,086.98	\$148,406.27
Elite Building Products 4235 Buford Highway Duluth, GA 30096	10/22/08 – 1/13/09	\$134,791.60	\$120,811.08
Eurostone Imports 2165 W Atlantic Ave Delray Beach, FL 33445	10/30/08 11/4/08 12/9/08 1/5/09 1/13/09	\$1,240.20 \$2,920.60 \$1,933.16 \$2,797.75 \$1,611.00	\$4,476.60



Farris Customs Brokers 10060 Amberwood Road, Suite 2 Fort Myers, FL 33913	10/20/08 – 1/13/09	\$103,236.54	\$0
Firenze Revestimentos Ceramics Rod. SD 362_094, SN – Barrio Verdinho Caixa Postal, 84 CEP 88805-350, Criciuma, Santa Catarina BRAZIL	12/11/08	\$21,164.22	\$41,387.87
Florida Power & Light PO Box 025576 Miami, FL 33102	10/27/08 11/25/08 12/26/08	\$4,187.64 \$3,380.53 \$3,108.74	\$0
GE Capital PO Box 3083 Cedar Rapids, IA 52406	10/27/08 11/25/08 12/26/08	\$1,959.84 \$1,959.84 \$1,959.84	\$1,959.84
Hillsborough Galleria c/o Boulder Venture South, LLC 2226 SR 580 Clearwater, FL 33763	10/30/08 12/4/08 1/5/09	\$44,522.94 \$42,422.94 \$42,422.94	\$30,316.66
Holland & Knight LLP 100 North Tampa Street, Suite 4100 Tampa, FL 33602	10/20/08 12/26/08	\$7,331.01 \$1,123.28	\$15,579.22
Idearc Media Corp. P.O. Box 619810 D/FW Airport, TX 75261-9810	10/27/08 11/25/08	\$3,083.50 \$3,083.50	\$6,167.00
Interceramic 2333 S. Jupiter Road PO Box 75041 Garland, TX 75047	11/26/08	\$28,054.82	\$49,516.91
Itagres Revestimentos Ceramicos BR 101, KM 341, Bairro Sao Cri PO Box 131 Tubarao, Santa Catarina 88701-970 BRAZIL	11/4/08	\$7,573.06	\$0
JAF, Inc. 3845 Holcomb Bridge Road, Suite 100 Norcross, GA 30092	11/4/08 12/4/08 1/5/09	\$2,393.00 \$2,393.00 \$2,393.00	\$0

Karamehmet Mermer San Tic Ltd. Ankara Yolu 23.km Iscehisar/Afyon TURKEY	10/23/08 11/6/08 11/13/08 11/20/08 11/28/08 12/5/08 12/12/08	\$15,238.08 \$26,130.16 \$11,960.92 \$13,013.18 \$10,026.27 \$14,392.38 \$18,894.94	\$51,099.41
Leonardi Group One Cross Island Plaza, Suite 312 Rosedale, NY 11422	10/20/08 11/13/08	\$3,901.00 \$7,965.00	\$29,719.00
Leonardi Iberia One Cross Island Plaza, Suite 312 Rosedale, NY 11422	11/4/08 11/19/08	\$3,938.00 \$10,714.00	\$33,766.00
Mapisa Ceramicas Ctra. a Villafames CS-800 Km.1 La Pobra Tornesa (Castel) 12191 SPAIN	10/30/08	\$29,789.46	\$162,901.74
Marine Air Service 1970 NW 129 AVE #104 Miami, FL 33182	12/4/08 12/18/08 12/23/08 1/6/09	\$1,695.50 \$885.34 \$2,776.11 \$3,816.18	\$0
Northstar Ceramic Trading LLC 14500 East Beltwood Parkway Dallas, TX 75244	11/4/08 11/25/08	\$5,450.01 \$4,939.20	\$61,195.48
Pan American Ceramics 16610 Gale Avenue Industry, CA 91745	11/4/08 11/17/08 12/5/08	\$6,147.13 \$9,098.77 \$6,147.12	\$29,317.88
Performix Marketing 600 N. Willow Ave., 2 <sup>nd</sup> Floor Tampa, FL 33606	10/22/08 11/4/08 11/19/08 1/6/09	\$5,795.00 \$11,270.00 \$5,795.00 \$15,911.50	\$41,602.00
Regional Transport PO Box 1328 Lehigh, FL 33970	10/20/08 – 1/14/09	\$22,055.00	\$1,800.00

Samuel Shapiro & Company 600 Chestnut Street, Ste 1257 Philadelphia, PA 19106	10/27/08 11/4/08 11/10/08 11/19/08 11/25/08 12/11/08	\$3,192.31 \$13,805.14 \$6,921.14 \$6,948.41 \$11,612.09 \$15,812.32	\$92,008.58
Tampa Electric 702 N. Franklin Street Tampa, FL 33602	10/22/08 11/19/08 12/23/08	\$4,228.52 \$3,193.05 \$1,549.56	\$0
Toyota Motor Credit Corp. P.O. Box 3457 Torrence, CA 90510	10/27/08 11/25/08 12/26/08	\$4,793.39 \$4,793.39 \$4,356.32	\$0
TLC Concepts LLC 13200 Metcalf – Suite 280 Overland Park, KS 66213	11/25/08 1/13/09	\$3,750.00 \$3,750.00	\$0
Travertine Bros. Hadimkoy Giseleri Mevkii Fatih Universitesi Karsisi 34900 Hadimkoy – Istanbul TURKEY	11/6/08	\$14,887.64	\$103,011.48
USG Corporation 550 West Adams Street Chicago, IL 60661-3676	11/17/08	\$9,549.65	\$0
Wells Fargo Insurance Services 1100 Johnson Ferry Road, Suite 250 Atlanta, Georgia 30342	11/19/08 12/16/08 1/5/09	\$2,917.67 \$2,917.67 \$2,917.67	\$0
World Tile Ceramics, LLC 304 Janet Street #C Valdosta, GA 31602	1/6/09	\$13,886.40	\$1,318.55

## Section5 – Statement of Financial Affairs

## 3c. Payments to Insiders within 1 Year

<u>Name and Address of Creditor/Relationship</u>	<u>Dates of Payments</u>	<u>Amount Paid</u>	<u>Amount Still Owed</u>
Curt Rapp, CEO & Managing Member 1340 Twelve Oaks Circle Atlanta, GA 30327	1/29/2008 (Guaranteed Payment)	24839.58	\$0
	2/28/2008 (Guaranteed Payment)	24839.58	
	3/25/2008 (Guaranteed Payment)	24839.58	
	4/29/2008 (Guaranteed Payment)	24839.58	
	5/27/2008 (Guaranteed Payment)	13482.32	
	6/27/2008 (Guaranteed Payment)	13482.32	
	7/30/2008 (Guaranteed Payment)	13482.32	
	8/27/2008 (Guaranteed Payment)	13482.32	
	10/1/2008 (Guaranteed Payment)	13482.32	
	10/30/2008 (Guaranteed Payment)	13482.32	
	11/25/2008 (Guaranteed Payment)	12207.18	
	12/31/2008 (Guaranteed Payment)	12207.18	
	1/13/2008 (Guaranteed Payment)	5483.22	
	2/5/08 (expense reimbursement)	3289.05	
	3/10/08 (expense reimbursement)	991.67	
	4/7/08 (expense reimbursement)	1488.51	
	5/5/08 (expense reimbursement)	705.20	
	6/4/08 (expense reimbursement)	2610.75	
	7/14/08 (expense reimbursement)	1049.10	
	8/11/08 (expense reimbursement)	1485.64	
	9/4/08 (expense reimbursement)	644.79	
	10/10/08 (expense reimbursement)	1070.61	
	11/4/08 (expense reimbursement)	1075.44	
	12/9/08 (expense reimbursement)	1066.32	
	12/23/08 (expense reimbursement)	669.86	
	7/8/08 (loan repayment)	2768.27	
	8/6/08 (loan repayment)	2768.27	
9/4/08 (loan repayment)	2768.27		
10/7/08 (loan repayment)	1658.65		

Don Aronin, COO & Managing Member 189 North Mill Road Atlanta, GA 30328	1/29/2008 (Guaranteed Payment) 2/28/2008 (Guaranteed Payment) 3/25/2008 (Guaranteed Payment) 4/29/2008 (Guaranteed Payment) 5/27/2008 (Guaranteed Payment) 6/27/2008 (Guaranteed Payment) 7/30/2008 (Guaranteed Payment) 8/27/2008 (Guaranteed Payment) 10/1/2008 (Guaranteed Payment) 10/30/2008 (Guaranteed Payment) 11/25/2008 (Guaranteed Payment) 12/31/2008 (Guaranteed Payment) 1/13/2009 (Guaranteed Payment) 2/5/08 (expense reimbursement) 3/3/08 (expense reimbursement) 4/7/08 (expense reimbursement) 5/5/08 (expense reimbursement) 6/4/08 (expense reimbursement) 7/8/08 (expense reimbursement) 8/6/08 (expense reimbursement) 9/4/08 (expense reimbursement) 10/7/08 (expense reimbursement) 11/4/08 (expense reimbursement) 12/9/08 (expense reimbursement) 12/23/08 (expense reimbursement)	17732.78 17732.78 17732.78 17732.78 17732.78 17732.78 17732.78 17732.78 17732.78 17732.78 16032.6 16032.6 7183.40 1322.20 2522.84 4049 1287.46 1341.48 700.58 706.58 2183.36 1713.93 2003.20 1250.92 979.44	\$0
Warren Lampert, Sr. VP & CFO & Member 230 Woodrill Way Atlanta, GA 30350	1/25/2008 (Guaranteed Payment) 2/8/2008 (Guaranteed Payment) 2/22/2008 (Guaranteed Payment) 3/7/2008 (Guaranteed Payment) 3/21/2008 (Guaranteed Payment) 4/4/2008 (Guaranteed Payment) 4/18/2008 (Guaranteed Payment) 5/2/2008 (Guaranteed Payment) 5/16/2008 (Guaranteed Payment)	6096.54 6096.54 6096.54 6096.54 6096.54 6096.54 6096.54 6096.54 6096.54	

	5/30/2008 (Guaranteed Payment)	6096.54	
	6/13/2008 (Guaranteed Payment)	6096.54	
	6/27/2008 (Guaranteed Payment)	6096.54	
	7/11/2008 (Guaranteed Payment)	6096.54	
	7/25/2008 (Guaranteed Payment)	6096.54	
	8/8/2008 (Guaranteed Payment)	6096.54	
	8/22/2008 (Guaranteed Payment)	6096.54	
	9/5/2008 (Guaranteed Payment)	6096.54	
	9/19/2008 (Guaranteed Payment)	6096.54	
	10/3/2008 (Guaranteed Payment)	6096.54	
	10/17/2008 (Guaranteed Payment)	6096.54	
	10/31/2008 (Guaranteed Payment)	6096.54	
	11/14/2008 (Guaranteed Payment)	5676.12	
	11/28/2008 (Guaranteed Payment)	5676.12	
	12/12/2008 (Guaranteed Payment)	5676.12	
	12/26/2008 (Guaranteed Payment)	5676.12	
	1/9/2009 (Gross Wages)	5233.52	
	1/16/2009 (Gross Wages)	2616.76	
	1/22/08 (expense reimbursement)	90.53	
	2/19/08 (expense reimbursement)	90.43	
	3/31/08 (expense reimbursement)	770.26	
	4/29/08 (expense reimbursement)	596.59	
	5/27/08 (expense reimbursement)	134.98	
	6/25/08 (expense reimbursement)	126.09	
	7/21/08 (expense reimbursement)	126.96	
	8/5/08 (expense reimbursement)	120.29	
	9/23/08 (expense reimbursement)	126.12	
	10/27/08 (expense reimbursement)	126.10	
	11/25/08 (expense reimbursement)	350.10	
	12/18/08 (expense reimbursement)	411.01	
Paul Sanders, Former Member 4420 Mariners Ridge Alpharetta, GA 30005	5/9/08 (payment on promissory note)	\$5,268.27	\$41,879.78
	6/2/08 (payment on promissory note)	\$2,768.27	
	7/8/08 (payment on promissory note)	\$2,768.27	
	8/6/08 (payment on promissory note)	\$2,768.27	

	9/4/08 (payment on promissory note) 10/7/08 (payment on promissory note) 11/4/08 (payment on promissory note) 12/4/08 (payment on promissory note)	\$2,768.27 \$2,768.27 \$2,768.27 \$2,768.27	
Charissa Rapp, Former Member 4885 Whispering Pine Way Naples, FL 34103	5/9/08 (payment on promissory note) 6/2/08 (payment on promissory note) 6/13/08 (payment on promissory note) 10/7/08 (payment on promissory note) 11/4/08 (payment on promissory note) 12/4/08 (payment on promissory note)	\$5,268.27 \$2,768.27 \$9,963.46 \$1,432.89 \$2,768.27 \$2,768.27	\$41,849.09
JAF, Inc. (Landlord for corporate office –owned by Curt Rapp) Daniels Commerce Holdings, LLC 3845 Holcomb Bridge Road, Suite 100 Norcross, GA 30092	1/29/08 (rent) 2/28/08 (rent) 3/31/08 (rent) 4/29/08 (rent) 6/2/08 (rent) 7/1/08 (rent) 7/30/08 (rent) 9/3/08 (rent) 10/1/08 (rent) 11/4/08 (rent) 12/4/08 (rent) 1/5/09 (rent)	\$2,393 \$2,393 \$2,393 \$2,393 \$2,393 \$2,393 \$2,393 \$2,393 \$2,393 \$2,393 \$2,393 \$2,393	\$0
Daniels Commerce Holdings, LLC (Landlord for Fort Myers store building – some members of LLC own part of this entity) 3845 Holcomb Bridge Road, Suite 100 Norcross, GA 30092	1/29/08 (rent) 2/28/08 (rent) 3/31/08 (rent) 4/29/08 (rent) 6/2/08 (rent) 7/1/08 (rent) 7/30/08 (rent) 9/3/08 (rent) 10/1/08 (rent) 11/4/08 (rent) 12/4/08 (rent) 1/5/09 (rent)	41,340 41,340 41,340 41,340 41,340 41,340 41,340 32,195 32,195 32,195 29,968.75 41,800.04	\$42,400

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court**  
**Northern District of Georgia**

In re Tile Outlets of America, LLC

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>
<b>BAB Tile</b> 333 City Blvd. W 17th Floor Orange, CA 92868	<b>BAB Tile</b> 333 City Blvd. W 17th Floor Orange, CA 92868	Trade debt		<b>192,163.44</b>
<b>Mapisa Ceramicas</b> Ctra. a Villafames CS-800 Km.1 La Pobla Tornesa(Castel) 12191 ES	<b>Mapisa Ceramicas</b> Ctra. a Villafames CS-800 Km.1 La Pobla Tornesa(Castel) 12191 ES	Trade debt		<b>162,901.74</b>
<b>Eliane Ceramic Tiles (USA) Inc</b> 1500 Luna Road, Suite 106 Carrollton, TX 75006	<b>Eliane Ceramic Tiles (USA) Inc</b> 1500 Luna Road, Suite 106 Carrollton, TX 75006	Trade debt		<b>148,406.27</b>
<b>Stone World</b> E-10 Greater Kailash Enclave-2 NEW DELHI, 110048 IN	<b>Stone World</b> E-10 Greater Kailash Enclave-2 NEW DELHI, 110048 IN	Trade debt		<b>123,134.71</b>
<b>Pamukkale Ozel Saglik Hizmetleri Madencilik San. Ve Tic Ltd St Saltak Mah 1524 15 Denizli TR</b>	<b>Pamukkale Ozel Saglik Hizmetleri Madencilik San. Ve Tic Ltd St Saltak Mah 1524 15 Denizli TR</b>	Trade debt		<b>121,538.71</b>
<b>Elite Building Products</b> 4235 Buford Highway Duluth, GA 30096	<b>Elite Building Products</b> 4235 Buford Highway Duluth, GA 30096	Trade debt		<b>120,811.08</b>
<b>Zirconio Ceramica SA</b> Carretera de Onda, Km. 3 PO Box 76 Vilareal (Castellon), ES 12540	<b>Zirconio Ceramica SA</b> Carretera de Onda, Km. 3 PO Box 76 Vilareal (Castellon), ES 12540	Trade debt		<b>104,777.17</b>



B4 (Official Form 4) (12/07) - Cont.

In re Tile Outlets of America, LLC

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

Debtor(s)

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

(Continuation Sheet)

(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>
Travertine Bros. Hadimkoy Giseleri Mevkii Fatih Univer Karsisi, Hadimkoy-Istanbul 34900 TR	Travertine Bros. Hadimkoy Giseleri Mevkii Fatih Univer Karsisi, Hadimkoy-Istanbul 34900 TR	Trade debt		103,011.48
Ceramica Meridionale UDA SpA Zona Industriale Fuorni Salerno, 84131 IT	Ceramica Meridionale UDA SpA Zona Industriale Fuorni Salerno, 84131 IT	Trade debt		96,028.98
Samuel Shapiro & Company, Inc. 600 Chestnut Street, Ste 1257 Philadelphia, PA 19106	Samuel Shapiro & Company, Inc. 600 Chestnut Street, Ste 1257 Philadelphia, PA 19106	Trade debt		92,008.58
Bestview International 930 Woodlands Parkway Vernon Hills, IL 60061	Bestview International 930 Woodlands Parkway Vernon Hills, IL 60061	Trade debt		85,314.25
Ceramica Magica S.P.A. Via Padre Sacchi, 42 Scandiano (RE), 42019 IT	Ceramica Magica S.P.A. Via Padre Sacchi, 42 Scandiano (RE), 42019 IT	Trade debt		76,158.33
Karamehmet Mermer San Tic Ltd Ankara Yolu 23.km Iscehisar/Afyon TR	Karamehmet Mermer San Tic Ltd Ankara Yolu 23.km Iscehisar/Afyon TR	Trade debt		69,747.53
Ceramica Artistica Due S.P.A. Via Pescarolo, 921 Pigneto (MO) 41040 IT	Ceramica Artistica Due S.P.A. Via Pescarolo, 921 Pigneto (MO) 41040 IT	Trade debt		64,719.19
Harmony Stone Co. Ltd. 3# NanXing Road, Zhangzhu Town Yixing City, Jiangsu Prov CN	Harmony Stone Co. Ltd. 3# NanXing Road, Zhangzhu Town Yixing City, Jiangsu Prov CN	Trade debt		62,335.10
Northstar Ceramic Trading, LLC 14500 East Beltwood Parkway Dallas, TX 75244	Northstar Ceramic Trading, LLC 14500 East Beltwood Parkway Dallas, TX 75244	Trade debt		61,195.48
Faber Stone, LLC 6851 N. Paramount Blvd. Long Beach, CA 90805	Faber Stone, LLC 6851 N. Paramount Blvd. Long Beach, CA 90805	Trade debt		50,060.00
Interceramic 2333 S. Jupiter Road PO Box 75041 Garland, TX 75047	Interceramic 2333 S. Jupiter Road PO Box 75041 Garland, TX 75047	Trade debt		49,516.91

B4 (Official Form 4) (12/07) - Cont.

In re Tile Outlets of America, LLC

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

Debtor(s)

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

(Continuation Sheet)

(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>
<b>Pisoforte Revestimentos Cer. Rodovia Jorge Lacerda km 2.5 Sangao, CEP Criciuma, SC, 88805-3 BR</b>	<b>Pisoforte Revestimentos Cer. Rodovia Jorge Lacerda km 2.5 Sangao, CEP Criciuma, SC, 88805-3 BR</b>			<b>44,527.42</b>
<b>Stone Connection AG Ankara Asfalti 22.Km Kocabas Mekvii, Denizli, 20190 TR</b>	<b>Stone Connection AG Ankara Asfalti 22.Km Kocabas Mekvii, Denizli, 20190 TR</b>			<b>44,369.08</b>

**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 January 16, 2009Signature /s/ Curt Rapp**Curt Rapp****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.

B6A (Official Form 6A) (12/07)

In re Tile Outlets of America, LLC 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
--------------------------------------	---	------------------------------------	--	-------------------------

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

B6B (Official Form 6B) (12/07)

In re Tile Outlets of America, LLC

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 petitioner 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		<b>Register Cash Ft. Myers, FL Retail Store 13460 Daniels Commerce Boulevard Ft. Myers, FL 33966</b>	-	<b>1,200.00</b>
		<b>Register Cash Tampa, FL Retail Store 4340 West Hillsborough Ave. Tampa, FL 33614</b>	-	<b>1,500.00</b>
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.		<b>Branch Banking &amp; Trust 950 East Paces Ferry Road, Ste 2575 Atlanta, GA 30326 (main operating acct)</b>	-	<b>0.00</b>
		<b>Bank of Florida 6321 Daniels Parkway Fort Myers, FL 33912 (depository acct &amp; checking acct) (approx)</b>	-	<b>50,000.00</b>
		<b>Wachovia Bank (depository acct &amp; checking acct) (approx)</b>	-	<b>40,000.00</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.		<b>Rent Deposit - Ft. Myers, FL Store (Daniels Commerce Holdings, LLC) Location: 3845 Holcomb Bridge Road Suite 100, Norcross GA</b>	-	<b>35,000.00</b>
		<b>Rent Deposit - Tampa, FL Store (Hillsborough Galleria) c/o Boulder Venture South, LLC 2226 SR 580 Clearwater, FL 33763</b>	-	<b>23,333.33</b>
		<b>Utility Deposit -Tampa Electric</b>	-	<b>15,000.00</b>
		<b>Utility Deposit - Lee County Utilities (Ft. Myers/water)</b>	-	<b>650.00</b>
			Sub-Total >	<b>166,683.33</b>
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Tile Outlets of America, LLC

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

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	NON 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
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. 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.		<b>*[Note: Tile Outlets of America, LLC (GA corporate operations) owns 100% of Tiles Outlets of America, Florida, LLC (Florida store operations). The latter is a disregarded entity for tax purposes]</b>	-	<b>0.00</b>
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			

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

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

B6B (Official Form 6B) (12/07) - Cont.

In re Tile Outlets of America, LLC

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
16. Accounts receivable.		<b>Credit Card Receivables (Visa, Mastercard, Discover, Amex) (approx)</b>	-	<b>35,000.00</b>
		<b>Tile Media Properties</b>	-	<b>4,844.26</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>			
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.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.		<b>* [Note: Company is beneficial owner of key man group term life insurance on Curt Rapp and Don Aronin. Each policy has \$3 million face value and has level premiums for first 10 years. No cash surrender value.]</b>	-	<b>0.00</b>
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.	<b>X</b>			
22. Patents, copyrights, and other intellectual property. Give particulars.		<b>US Service Mark for "Tile Outlets of America"</b>	-	<b>0.00</b>
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
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.		<b>List of commercial customers (contractors, builders, designers) maintained in company database.</b>	-	<b>0.00</b>

Sub-Total > **39,844.26**  
(Total of this page)

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

B6B (Official Form 6B) (12/07) - Cont.

In re Tile Outlets of America, LLC

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

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	NON 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
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		<b>*SEE NO. 29 BELOW</b>	-	<b>0.00</b>
29. Machinery, fixtures, equipment, and supplies used in business.		<b>*SEE DEPRECIABLE PROPERTY REPORT</b>	-	<b>359,094.92</b>
30. Inventory.		<b>Inventory on hand - Ft. Myers, FL retail store 13460 Commerce Boulevard Ft. Myers, FL 33966</b>	-	<b>980,000.00</b>
		<b>Inventory on hand - Tampa, FL retail store 4340 West Hillsborough Avenue Tampa, FL 33614</b>	-	<b>980,000.00</b>
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.		<b>Florida Department of Revenue - deposit/prepaid tax estimate</b>	-	<b>39,500.00</b>

Sub-Total > **2,358,594.92**  
 (Total of this page)  
 Total > **2,565,122.51**

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

(Report also on Summary of Schedules)

**Tile Outlets of America**  
**Property Net Book Value Report**  
**Year Ended January 3, 2009 (December 2008)**

	<u>Cost</u> <u>Basis</u>	<u>Accum.</u> <u>Depreciation</u>	<u>Net Book</u> <u>Value</u>
<b><u>FORT MYERS STORE</u></b>			
Computer Equipment	41,193.84	29,410.44	11,783.40
Furniture & Fixtures	51,073.51	30,663.99	20,409.52
Leasehold Improvements	121,983.09	39,793.66	82,189.43
Office Equipment	23,540.52	22,006.68	1,533.84
Software	5,192.59	4,252.07	940.52
Warehouse Equipment	120,212.07	53,257.04	66,955.03
	<b>363,195.62</b>	<b>179,383.88</b>	<b>183,811.74</b>

**TAMPA STORE**

Computer Equipment	30,803.59	28,865.75	1,937.84
Furniture & Fixtures	63,599.94	43,494.57	20,105.37
Leasehold Improvements	124,536.18	44,941.22	79,594.96
Office Equipment	28,434.33	28,434.33	-
Software	7,143.24	6,231.27	911.97
Warehouse Equipment	103,218.21	37,738.86	65,479.35
	<b>357,735.49</b>	<b>189,706.00</b>	<b>168,029.49</b>

**NORCROSS, GA (Corporate Office)**

Computer Equipment	55,658.03	52,261.03	3,397.00
Furniture & Fixtures	7,847.54	7,847.54	-
Leasehold Improvements	-	-	-
Office Equipment	18,113.35	14,543.01	3,570.34
Software	67,610.06	67,323.71	286.35
Warehouse Equipment	-	-	-
	<b>149,228.98</b>	<b>141,975.29</b>	<b>7,253.69</b>

**COMPANY TOTALS**

Computer Equipment	127,655.46	110,537.22	17,118.24
Furniture & Fixtures	122,520.99	82,006.10	40,514.89
Leasehold Improvements	246,519.27	84,734.88	161,784.39
Office Equipment	70,088.20	64,984.02	5,104.18
Software	79,945.89	77,807.05	2,138.84
Warehouse Equipment	223,430.28	90,995.90	132,434.38
	<b>870,160.09</b>	<b>511,065.17</b>	<b>359,094.92</b>



B6D (Official Form 6D) (12/07)

In re Tile Outlets of America, LLC

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.  <b>Avaya Financial Services P.O. Box 550599 Jacksonville, FL 32255-0599</b>	-	<b>Avaya Partner Phone System</b>						<b>2,480.00</b>	<b>280.00</b>
		Value \$ <b>2,200.00</b>							
Account No.  <b>Branch Banking &amp; Trust 950 East Paces Ferry Road Suite 2575 Atlanta, GA 30326</b>	-	<b>Inventory: accounts receivable and personal property</b>						<b>910,000.00</b>	<b>0.00</b>
		Value \$ <b>2,319,094.92</b>							
Account No.  <b>Court Square Leasing 14 Great Valley Parkway Suite 100 Malvern, PA 19355-1351</b>	-	<b>Security System/Video Surveillance</b>						<b>6,500.00</b>	<b>1,500.00</b>
		Value \$ <b>5,000.00</b>							
Account No.  <b>GE Capital P.O. Box 3083 Cedar Rapids, IA 52406-3083</b>	-	<b>Racking</b>						<b>60,000.00</b>	<b>15,000.00</b>
		Value \$ <b>45,000.00</b>							
Subtotal (Total of this page)								<b>978,980.00</b>	<b>16,780.00</b>

1 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re Tile Outlets of America, LLC  
Debtor

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

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B 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.							
<b>Toyota Financial Services Commercial Finance P.O. Box 3457 Torrance, CA 90510-3457</b>							
		<b>Racking</b>					
		Value \$ <b>30,000.00</b>				<b>46,100.00</b>	<b>16,100.00</b>
Account No.							
		Value \$					
Account No.							
		Value \$					
Account No.							
		Value \$					
Subtotal (Total of this page)						<b>46,100.00</b>	<b>16,100.00</b>
Total (Report on Summary of Schedules)						<b>1,025,080.00</b>	<b>32,880.00</b>

Sheet **1** of **1** continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

In re Tile Outlets of America, LLC

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.

2 continuation sheets attached

B6E (Official Form 6E) (12/07) - Cont.

In re Tile Outlets of America, LLC

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

Debtor

**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 B O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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. <b>xx9552</b>  <b>City of Tampa Business Tax Division P.O. Box 2200 Tampa, FL 33601-2200</b>							<b>Unknown</b>	<b>Unknown</b>
Account No. <b>xx-xxxxxxx703-2</b>  <b>Florida Dept of Rev(Sales Tax) 5050 W Tennessee St. Tallahassee, FL 32399</b>			<b>Sales Tax</b>				<b>22,500.00</b>	<b>0.00</b>  <b>22,500.00</b>
Account No.  <b>Georgia Department of Revenue Bankruptcy Unit P.O. Box 161108 Atlanta, GA 30321</b>			<b>(FOR NOTICE PURPOSES ONLY)</b>				<b>0.00</b>	<b>0.00</b>
Account No. <b>Bxx2951</b>  <b>Gwinnett Co. Tax Commissioner 75 Langley Drive Lawrenceville, GA 30045</b>							<b>Unknown</b>	<b>Unknown</b>  <b>0.00</b>
Account No. <b>xxxxxx.4157</b>  <b>Hillsborough Co Tax Commission County Center, 16th Fl 601 E. Kennedy Blvd. Tampa, FL 33602-4932</b>							<b>Unknown</b>	<b>Unknown</b>  <b>0.00</b>
Subtotal							<b>22,500.00</b>	<b>0.00</b>
(Total of this page)							<b>22,500.00</b>	<b>22,500.00</b>

Sheet 1 of 2 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (12/07) - Cont.

In re Tile Outlets of America, LLC

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

Debtor

**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 B O R 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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
<b>Internal Rev Svc Insolvency Room 400 - STOP 334D 401 W. Peachtree St., NW Atlanta, GA 30308</b>	-						<b>0.00</b>	<b>0.00</b>
Account No. <b>BBxxxx6303</b>								
<b>Lee County Tax Commissioner P.O. Box 1546 Fort Myers, FL 33902</b>	-						<b>Unknown</b>	<b>0.00</b>
Account No.								
<b>U.S. Customs &amp; Border Protecti 12825 Worldgate Drive Herndon, VA 20170</b>	-						<b>0.00</b>	<b>0.00</b>
Account No.								
Account No.								

Sheet 2 of 2 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Total of this page) **0.00** **0.00**

Total  
(Report on Summary of Schedules) **22,500.00** **22,500.00**

B6F (Official Form 6F) (12/07)

In re Tile Outlets of America, LLC

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 "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 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 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.  <b>American Supply Corp</b> <b>400 Alton Road</b> <b>Unit No. TH-2A</b> <b>Miami Beach, FL 33139</b>		-				<b>41,738.34</b>
Account No.  <b>Archimede Gruden USA, Inc.</b> <b>51 Newark Street, Suite 302</b> <b>Hoboken, NJ 07030</b>		-				<b>3,120.00</b>
Account No.  <b>Associated Paper and Supply</b> <b>13926 Lynmar Blvd.</b> <b>Tampa, FL 33626</b>		-				<b>411.52</b>
Account No.  <b>Aurelia Ceramiche</b> <b>via Statale 467, n171</b> <b>Veggia (RE), 4201</b> <b>IT</b>		-				<b>44,202.95</b>
Subtotal (Total of this page)						<b>89,472.81</b>

18 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC 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		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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.  <b>BAB Tile</b> <b>333 City Blvd. W</b> <b>17th Floor</b> <b>Orange, CA 92868</b>			<b>Trade debt</b>				<b>192,163.44</b>
Account No.  <b>Benton Express</b> <b>1045 S. River Industrial Blvd.</b> <b>Atlanta, GA 30321</b>		-					<b>122.80</b>
Account No.  <b>Bestview International</b> <b>930 Woodlands Parkway</b> <b>Vernon Hills, IL 60061</b>		-	<b>Trade debt</b>				<b>85,314.25</b>
Account No.  <b>BMS and Co.</b> <b>Via dei Laghi 59</b> <b>Ortonovo (SP), 19034</b> <b>IT</b>		-					<b>15,365.95</b>
Account No.  <b>Burch Corporation</b> <b>PO Box 610566</b> <b>Birmingham, AL 35261-0566</b>		-					<b>0.00</b>
Subtotal (Total of this page)							<b>292,966.44</b>

Sheet no. 1 of 18 sheets attached to Schedule of  
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC 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	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.  <b>Cananwill, Inc.</b> <b>1000 Milwaukee Ave</b> <b>Glenview, IL 60025</b>		-	<b>Insurance premium financing</b>			<b>28,410.25</b>
Account No.  <b>CBS Outdoor</b> <b>185 U.S. Highway 46</b> <b>Fairfield, NJ 07004</b>		-				<b>0.00</b>
Account No.  <b>CEDIR Ceramiche di Romagna SPA</b> <b>Via Emilia Ponente 2070</b> <b>Castelbolognese (RA)</b> <b>IT 48014</b>		-				<b>11,371.78</b>
Account No.  <b>Ceramica Artistica Due S.P.A.</b> <b>Via Pescarolo, 921</b> <b>Pigneto (MO) 41040</b> <b>IT</b>		-	<b>Trade debt</b>			<b>64,719.19</b>
Account No.  <b>Ceramica Magica S.P.A.</b> <b>Via Padre Sacchi, 42</b> <b>Scandiano (RE), 42019</b> <b>IT</b>		-	<b>Trade debt</b>			<b>76,158.33</b>
					Subtotal (Total of this page)	<b>180,659.55</b>

Sheet no. 2 of 18 sheets attached to Schedule of  
 Creditors Holding Unsecured Nonpriority Claims



B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC 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 E T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	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
Account No.  <b>Ceramica Meridionale UDA SpA</b> <b>Zona Industriale Fuorni</b> <b>Salerno, 84131</b> <b>IT</b>		-	<b>Trade debt</b>				<b>96,028.98</b>
Account No.  <b>Ceramiche 3B</b> <b>Via Valle D'Aosat 35/E</b> <b>Sassuolo (MO), 4</b> <b>IT</b>		-					<b>23,309.42</b>
Account No.  <b>Cintas Corporation #074</b> <b>7101 Parke East Blvd.</b> <b>Tampa, FL 33610</b>		-					<b>47.58</b>
Account No.  <b>Custom Building Products</b> <b>13001 Seal Beach Blvd.</b> <b>Seal Beach, CA 90740-2757</b>		-					<b>16,001.05</b>
Account No.  <b>CVS Italia srl</b> <b>Via Gregorio VII, 508</b> <b>Roma, 00165</b> <b>IT</b>		-					<b>3,325.08</b>
Subtotal (Total of this page)							<b>138,712.11</b>

Sheet no. 3 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC

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 T 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.			<b>Rent (deposit - \$35,000.00)</b>				
<b>Daniels Commerce Holdings, LLC 3845 Holcomb Road, Suite 100 Norcross, GA 30092</b>	-						<b>42,400.00</b>
Account No.							
<b>Domino Industrias Ceramicas SA Zona Industrial de Condeixa-27 Condeixa A Nova, 3150-194 PT</b>	-						<b>29,266.80</b>
Account No.							
<b>Eleganza Tiles, Inc. 1420 Manhattan Avenue Fullerton, CA 92831</b>	-						<b>31,399.20</b>
Account No.			<b>Trade debt</b>				
<b>Eliane Ceramic Tiles (USA) Inc 1500 Luna Road, Suite 106 Carrollton, TX 75006</b>	-						<b>148,406.27</b>
Account No.			<b>Trade debt</b>				
<b>Elite Building Products 4235 Buford Highway Duluth, GA 30096</b>	-						<b>120,811.08</b>
Subtotal (Total of this page)							<b>372,283.35</b>

Sheet no. 4 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC 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 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.  <b>Embarq Yellow Pages/Dex</b> <b>1615 Bluff City Highway</b> <b>Bristol, TN 37620</b>	-					<b>3,884.50</b>
Account No.  <b>Eurostone Imports</b> <b>2165 W Atlantic Ave</b> <b>Delray Beach, FL 33445</b>	-					<b>4,476.60</b>
Account No.  <b>Faber Stone, LLC</b> <b>6851 N. Paramount Blvd.</b> <b>Long Beach, CA 90805</b>	-	<b>Trade debt</b>				<b>50,060.00</b>
Account No.  <b>Farris Customs Brokers, Inc.</b> <b>10060 Amberwood Road, Suite 2</b> <b>Ft. Myers, FL 33913</b>	-					<b>5,897.36</b>
Account No.  <b>FedEx</b> <b>P.O. Box 94515</b> <b>Palatine, IL 60094-4515</b>	-					<b>24.57</b>
Subtotal (Total of this page)						<b>64,343.03</b>

Sheet no. 5 of 18 sheets attached to Schedule of  
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC 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 T O R	Husband, Wife, Joint, or Community			A M O U N T O F C L A I M
		H W J C	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	
Account No.					
<b>Firenze Revestimentos Ceramics Rod SD 362 094 SN Barrio Verdinho Caixa Postal 84 Criciuma Santa Catari BR</b>	-				<b>41,387.87</b>
Account No.					
<b>Florida Lift Gas P.O. Box 89951 Tampa, FL 33689-0416</b>	-		Trade debt		<b>68.63</b>
Account No.					
<b>Florida Lift Systems, Inc. 115 South 78th Street Tampa, FL 33619</b>	-		Trade debt		<b>314.51</b>
Account No. <b>xxxxx-x1481</b>					
<b>Florida Power &amp; Light Company P.O. Box 025576 Miami, FL 33102</b>	-		Utility Service		<b>2,800.00</b>
Account No.					
<b>FLORIM USA 300 INTERNATIONAL BOULEVARD CLARKSVILLE, TN 37040</b>	-				<b>41,614.32</b>
Sheet no. <u>6</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)
					<b>86,185.33</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC 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	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.  <b>Halcon Ceramicas</b> <b>Ptda. Foyes Ferraes, s/n</b> <b>Alcora (Castel</b> <b>ES</b>	-					<b>29,275.96</b>
Account No.  <b>Harmony Stone Co. Ltd.</b> <b>3# NanXing Road, Zhangzhu Town</b> <b>Yixing City, Jiangsu Prov</b> <b>CN</b>	-	<b>Trade debt</b>				<b>62,335.10</b>
Account No.  <b>Hillsborough Galleria</b> <b>c/o Boulder Venture South, LLC</b> <b>2226 SR 580</b> <b>Clearwater, FL 33763</b>	-	<b>Rent (deposit - \$23,333.33)</b>				<b>30,316.66</b>
Account No.  <b>Holland &amp; Knight LLP</b> <b>100 North Tampa Street</b> <b>Suite 4100</b> <b>Tampa, FL 33602-3644</b>	-	<b>Attorney fees</b>				<b>15,579.22</b>
Account No.  <b>Idearc Media Corp.</b> <b>PO Box 619810</b> <b>DFW Airport, TX 75261-9810</b>	-	<b>Trade debt</b>				<b>6,167.00</b>
Subtotal (Total of this page)						<b>143,673.94</b>

Sheet no. 7 of 18 sheets attached to Schedule of  
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC 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	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.  <b>INCEFRA Industria Ceramica</b> <b>Estrada do Barro Preto S/N</b> <b>Cordeiropolis/SP, 13490-970</b> <b>BR</b>	-					<b>21,760.65</b>
Account No.  <b>Interceramic</b> <b>2333 S. Jupiter Road</b> <b>PO Box 75041</b> <b>Garland, TX 75047</b>	-	<b>Trade debt</b>				<b>49,516.91</b>
Account No.  <b>Iris Ceramicas US Inc</b> <b>1360 South Vernon Street</b> <b>Anaheim, CA 92805</b>	-					<b>9,885.70</b>
Account No.  <b>Karamehmet Mermer San Tic Ltd</b> <b>Ankara Yolu 23.km</b> <b>Iscehisar/Afyon</b> <b>TR</b>	-	<b>Trade debt</b>				<b>69,747.53</b>
Account No.  <b>Konica Minolta Bus. Solutions</b> <b>1640 Phoenix Blvd., Ste. 110</b> <b>Atlanta, GA 30349-5563</b>	-	<b>Equipment Lease</b>				<b>86.02</b>
Sheet no. <u>8</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>150,996.81</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC 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 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. <b>xxxx152-4; xxxx156-5</b>  <b>Lee County Utilities</b> <b>7391 College Parkway</b> <b>Fort Myers, FL 33907</b>		-	<b>Utility Service (deposit - \$650.00)</b>			<b>200.00</b>
Account No.  <b>Leonardi Group</b> <b>One Cross Island Plaza</b> <b>Suite 312</b> <b>Rosedale, NY 11422</b>		-				<b>29,719.00</b>
Account No.  <b>Leonardi Iberia</b> <b>One Cross Island Plaza</b> <b>Suite 312</b> <b>Rosedale, ES, NY 11422</b>		-				<b>33,766.00</b>
Account No. <b>xxx xxxx xxx054 2</b>  <b>Lowe's Business Account</b> <b>P.O. Box 981064</b> <b>El Paso, TX 79998-1064</b>		-				<b>43.66</b>
Account No.  <b>Mapisa Ceramicas</b> <b>Ctra. a Villafames CS-800 Km.1</b> <b>La Pobla Tornesa(Castel) 12191</b> <b>ES</b>		-	<b>Trade debt</b>			<b>162,901.74</b>
Sheet no. <u>9</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>226,630.40</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC 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 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.  <b>Marine Air Service (MAS)</b> 1970 NW 129 AVE #104 Miami, FL 33182	-					0.00
Account No.  <b>Mark E Industries</b> 28921 US 19 North, Suite 6 Clearwater, FL 33761	-	Trade debt				305.64
Account No.  <b>MOSARTE</b> Rodovia BR 101-Km 162-Centro Tijucas/SC-CEP, 88200-000 BR	-					9,651.70
Account No.  <b>NAC Products, Inc.</b> 3200 South Main St. Akron, OH 44319	-					8,524.01
Account No.  <b>National Gypsum Co.</b> PO Box 402920 Atlanta, GA 30384	-					7,950.00
Sheet no. <u>10</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>26,431.35</b>



B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC

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 T 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.  <b>Nationwide Lift Trucks Inc.</b> <b>6341 Arc Way</b> <b>Fort Myers, FL 33912</b>		-	<b>Trade debt</b>				<b>0.00</b>	
Account No.  <b>NATTCO</b> <b>1965 International Way</b> <b>Hebron, KY 41048</b>		-					<b>0.00</b>	
Account No.  <b>Northstar Ceramic Trading, LLC</b> <b>14500 East Beltwood Parkway</b> <b>Dallas, TX 75244</b>		-	<b>Trade debt</b>				<b>61,195.48</b>	
Account No. <b>xxxxxx &amp; xx6392</b>  <b>Nuvox</b> <b>Two North Main Street</b> <b>Greenville, SC 29601</b>		-	<b>Utility Service</b>				<b>1,200.00</b>	
Account No. <b>xx5504</b>  <b>PAETEC</b> <b>600 Willow Brook Office Park</b> <b>Fairport, NY 14450</b>		-	<b>Utility Service</b>				<b>640.00</b>	
Sheet no. <u>11</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>63,035.48</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC 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	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.  <b>Pamukkale Ozel Saglik Hizmetleri Madencilik San. Ve Tic Ltd St Saltak Mah 1524 15 Denizli TR</b>	-	Trade debt				<b>121,538.71</b>
Account No.  <b>Pan American Ceramics 16610 Gale Avenue Industry, CA 91745</b>	-					<b>36,859.04</b>
Account No.  <b>Performix Marketing 600 N. Willow Ave. 2nd Floor Tampa, FL 33606</b>	-					<b>41,499.50</b>
Account No.  <b>Pisoforte Revestimentos Cer. Rodovia Jorge Lacerda km 2.5 Sangao, CEP Criciuma, SC, 88805-3 BR</b>	-					<b>44,527.42</b>
Account No.  <b>QEP Co., Inc. 1001 Broken Sound Pkwy, NW Suite A Boca Raton, FL 33487</b>	-					<b>3,342.12</b>
Sheet no. <u>12</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>247,766.79</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC 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 T 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.  <b>Quill Corporation</b> <b>P.O. Box 94081</b> <b>Palatine, IL 60094</b>	-						<b>327.38</b>
Account No.  <b>CharissaRapp</b> <b>4885 Whispering Pine Way</b> <b>Naples, FL 34103</b>	-		<b>Purchase of membership interest</b>				<b>41,849.09</b>
Account No.  <b>Regional Transport Inc.</b> <b>PO Box 1328</b> <b>Lehigh, FL 33970</b>	-						<b>1,800.00</b>
Account No.  <b>Samuel Shapiro &amp; Company, Inc.</b> <b>600 Chestnut Street, Ste 1257</b> <b>Philadelphia, PA 19106</b>	-		<b>Trade debt</b>				<b>92,008.58</b>
Account No.  <b>PaulSanders</b> <b>4420 Mariners Ridge</b> <b>Alpharetta, GA 30005</b>	-		<b>Purchase of membership interest</b>				<b>41,879.78</b>
Subtotal (Total of this page)							<b>177,864.83</b>

Sheet no. 13 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC

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	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.  <b>Skyway Technology Group, Inc.</b> <b>5014 Tampa West Blvd.</b> <b>Tampa, FL 33634</b>		-	<b>Equipment Lease</b>			<b>0.00</b>
Account No.  <b>Sorlinen IC ve Dis Ticaret AS</b> <b>Ankara Asfalti 23. Km</b> <b>Kocabas Tr, Denizli, 20190</b> <b>TR</b>		-				<b>9,555.26</b>
Account No.  <b>Staples Business Advantage</b> <b>PO BOX 530621</b> <b>Atlanta, GA 30353-0621</b>		-	<b>Trade debt</b>			<b>348.72</b>
Account No.  <b>Stone Connection AG</b> <b>Ankara Asfalti 22.Km</b> <b>Kocabas Mekvii, Denizli, 20190</b> <b>TR</b>		-				<b>44,369.08</b>
Account No.  <b>Stone World</b> <b>E-10 Greater Kailash Enclave-2</b> <b>NEW DELHI, 110048</b> <b>IN</b>		-	<b>Trade debt</b>			<b>123,134.71</b>
Subtotal (Total of this page)						<b>177,407.77</b>

Sheet no. 14 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC 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.  <b>Suburban Propane</b> <b>P.O. Box 387</b> <b>Branford, FL 32008-0387</b>	-						<b>118.32</b>	
Account No.  <b>Suraj Minin</b> <b>C-3/A-3, Sawai Jai Singh Hwy</b> <b>Bani Park, Jaipur, 302016</b> <b>IN</b>	-	<b>Trade debt</b>					<b>9,156.30</b>	
Account No.  <b>Swisher</b> <b>P.O. Box 473526</b> <b>Charlotte, NC 28247-3526</b>	-						<b>377.56</b>	
Account No. <b>xxxx xxx5691</b>  <b>Tampa Electric</b> <b>P.O. Box 111</b> <b>Tampa, FL 33601-0111</b>	-	<b>Utility Service - (deposit - \$15,000.00)</b>					<b>3,750.00</b>	
Account No.  <b>The Home Depot</b> <b>14655 South Tamiami Trail</b> <b>Fort Myers, FL 33912</b>	-	<b>Trade debt</b>					<b>92.19</b>	
Sheet no. <u>15</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>13,494.37</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC 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.  <b>Toyota Financial Services Commercial Finance P.O. Box 3457 Torrance, CA 90510-3457</b>	-		<b>Forklift leases</b>				<b>0.00</b>
Account No.  <b>Tradespeople USA Attorney for TradesPeople USA 11200 Westheimer, Suite 777 Houston, TX 77042-3221</b>	-						<b>36,111.06</b>
Account No.  <b>Travertine Bros. Hadimkoy Giseleri Mevkii Fatih Univer Karsisi, Hadimkoy-Istanbul 34900 TR</b>	-		<b>Trade debt</b>				<b>103,011.48</b>
Account No.  <b>Trinity Transport, Inc. 18119 Sussex Highway Bridgeville, DE 19933</b>	-						<b>1,900.00</b>
Account No.  <b>Truly Nolen Pest Control 5782 Enterprise Parkway Fort Myers, FL 33905</b>	-		<b>Trade debt</b>				<b>0.00</b>
Subtotal (Total of this page)							<b>141,022.54</b>

Sheet no. 16 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC

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 T 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.  <b>Tuscany Stone Surfaces, Inc.</b> <b>400 East 10th Court</b> <b>Hialeah, FL 33010</b>	-						<b>37,635.44</b>
Account No.  <b>Unicorn tile Corp</b> <b>2020 E. Orangethorpe Ave.</b> <b>Anaheim, CA 92806</b>	-						<b>40,386.46</b>
Account No.  <b>Verizon Florida Inc.</b> <b>PO Box 920041</b> <b>Dallas, TX 75392-0041</b>	-						<b>0.00</b>
Account No.  <b>Waste Management</b> <b>3411 N 40th Street</b> <b>Tampa, FL 33605-1698</b>	-		<b>Trade debt</b>				<b>800.00</b>
Account No. <b>xx7475</b>  <b>Waste Pro</b> <b>13110 Rickenbacker Parkway</b> <b>Fort Myers, FL 33913</b>	-		<b>Trade debt</b>				<b>1,000.00</b>
Subtotal (Total of this page)							<b>79,821.90</b>

Sheet no. 17 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Tile Outlets of America, LLC 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	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.  <b>World Tile Ceramics, LLC</b> <b>304 Janet Street #C</b> <b>Valdosta, GA 31602</b>		-				<b>1,318.55</b>
Account No.  <b>Zirconio Ceramica SA</b> <b>Carretera de Onda, Km. 3</b> <b>PO Box 76</b> <b>Vilareal (Castellon), ES 12540</b>		-	<b>Trade debt</b>			<b>104,777.17</b>
Account No.  						
Account No.  						
Account No.  						

Sheet no. 18 of 18 sheets attached to Schedule of  
 Creditors Holding Unsecured Nonpriority Claims

Subtotal  
 (Total of this page) **106,095.72**

Total  
 (Report on Summary of Schedules) **2,778,864.52**



B6G (Official Form 6G) (12/07)

In re Tile Outlets of America, LLC

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.
<b>ADT</b> P.O. Box 371967 Pittsburgh, PA 15250-7967	<b>Security Monitoring -</b> corporate office, - expires 9/2009 Ft. Myers store - expires 8/31/2009 Tampa store - expires 6/23/2010
<b>Aetna</b> 7400 W. Campus Road New Albany, OH 43054	<b>Medical Insurance - Employee Benefit; Group: US</b> 367069-0001; expires 11/30/2009
<b>American Express Estab Service</b>	<b>Credit card merchant services (both stores)</b>
<b>Axis Surplus</b> 11680 Great Oaks Way Ste 500 Alpharetta, GA 30022	<b>Property insurance; expires 7/20/2009</b>
<b>BB&amp;T Payroll Services</b> 13000 Deerfield Parkway Bldg. 300, Ste 350 Alpharetta, GA 30004	<b>Payroll services</b>
<b>Burch Corporation</b> 6202 Parke East Blvd. Tampa, FL 33610-4115	<b>HVAC Maintenance Agreement (Tampa store);</b> expires 12/2008
<b>Cananwill, Inc.</b> 1000 Milwaukee Ave Glenview, IL 60025	<b>Insurance Premium financing for property and</b> casualty policy
<b>CenterStage</b> 975 Cobb Place Blvd., Ste 217 Kennesaw, GA 30144	<b>Computer Consulting &amp; Maintenance</b>
<b>Central Heating &amp; Air</b> 3575 McCall place Atlanta, GA 30340	<b>HVAC Maintenance Agreement (corporate office);</b> expires 4/2009
<b>Ceridian Benefit Services</b> 3201 34th Street South Saint Petersburg, FL 33711	<b>COBRA Administration services, expires</b> 11/30/2009
<b>Certegy Check Services, Inc.</b> P.O. Box 30038 Tampa, FL 33630	<b>Check verification services (both stores)</b>
<b>Cintas Corporation #074</b> 7101 Parke East Blvd. Tampa, FL 33610	<b>Janitorial Service (Tampa store), expires</b> 6/30/2009

In re **Tile Outlets of America, LLC**

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

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

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.
<b>CIT Technology Financial Servi Attn: Customer Service P.O. Box 550599 Jacksonville, FL 32255-0599</b>	<b>Toshiba 202 Copier/Scanner lease (Tampa store) contract # 900-0109468-000; expires 5/23/2011</b>
<b>Complete Arbor &amp; Lawncare 1262 Stadler Drive Fort Myers, FL 33901</b>	<b>Lawn Maintenance (Ft. Myers store); month to month</b>
<b>Daniels Commerce Holdings, LLC 3845 Holcomb Bridge Road Suite 100 Norcross, GA 30092</b>	<b>Ft. Myers store lease; expires 1/31/2016</b>
<b>Dex/Embarq Yellow Pages Attn: Customer Care 1615 Bluff City Highway Bristol, TN 37620</b>	<b>Yellow Pages (Tampa store), various</b>
<b>First Data 14221 Dallas Parkway Dallas, TX 75254-2942</b>	<b>Credit card merchant services (both stores)</b>
<b>Florida Lift Gas P.O. Gas 89951 Tampa, FL 33689</b>	<b>Propane delivery for forklifts (Tampa), month to month</b>
<b>Florida Lift Systems 115 S. 78th Street Tampa, FL 33619</b>	<b>Forklift Maintenance (Tampa) - month to month</b>
<b>Hartford Wells Fargo Insurance Services P.O. Box 201503 Dallas, TX 75320-1503</b>	<b>Liability, Umbrellas &amp; Workers Comp Insurance; expires 7/20/2009</b>
<b>Hasler/Neopost Alternative Mailing Systems 3435 Breckenridge Blvd, Ste 100 Duluth, GA 30096-4932</b>	<b>Postage Meter (corporate office); expires 5/11/2009</b>
<b>Hillsborough Galleria c/o Boulder Venture South, LLC 2226 SR 580 Clearwater, FL 33763</b>	<b>Tampa store lease; expires 8/31/2013</b>
<b>Idearc P.O. Box 619810 Dallas, TX 75261-9810</b>	<b>Yellow Pages (Tampa store), various</b>

Sheet 1 of 3 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Tile Outlets of America, LLC

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

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

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.
<b>JAF, Inc.</b> <b>3845 Holcomb Bridge Road</b> <b>Suite 100</b> <b>Norcross, GA 30092</b>	<b>Corporate office lease; expires 6/30/2011</b>
<b>Janiking</b> <b>10133 Sherrill Blvd. Ste 130</b> <b>Knoxville, TN 37932</b>	<b>Janitorial Services (Ft. Myers store); expires 3/2009</b>
<b>Konica Minolta Bus Solutions</b> <b>Attn: Customer Service</b> <b>P.O. Box 550599</b> <b>Jacksonville, FL 32255-0599</b>	<b>Copier/Scanner lease and maintenance agreement (coporate office); expires 12/5/2011</b>
<b>Konica Minolta Bus Solutions</b> <b>Dept. AT 952823</b> <b>Atlanta, GA 31192-2823</b>	<b>Copier/Scanner maintenance agreement (Ft. Myers store)</b>
<b>Metlife</b> <b>SBC Administration</b> <b>P.O. Box 14593</b> <b>Lexington, KY 40512-4593</b>	<b>Dental insurance/ Group term life and AD&amp;D insurance - Employee benefit; expires 11/30/2009</b>
<b>Nationwide Lift Trucks</b> <b>6341 Arc Way</b> <b>Fort Myers, FL 33966</b>	<b>Forklift Maintenance (Ft. Myers) - month to month</b>
<b>Nuvox</b> <b>Two North Main Street</b> <b>Greenville, SC 29601</b>	<b>Telecom/phone and internet (corporate office &amp; Ft. Myers), expires 9/12/2009 and 6/14/2009</b>
<b>Orion Energy Systems</b> <b>1204 Pilgrim Road</b> <b>Plymouth, WI 53073</b>	<b>Overhead store lighting lease (Ft. Myers store), expires 11/1/2010</b>
<b>PAETEC</b> <b>600 WillowBrook Office Park</b> <b>Fairport, NY 14450</b>	<b>Telecom/phone and internet (Tampa store), expires 12/21/2010</b>
<b>Page Mechanical</b> <b>4611 Cummins Court</b> <b>Fort Myers, FL 33905</b>	<b>HVAC Maintenance Agreement (Ft. Myers store); expires 6/2009</b>
<b>Skyway Technology Group</b> <b>5014 Tampa West Blvd.</b> <b>Tampa, FL 33634</b>	<b>Copier maintenance/service agreement (Tampa); expires 5/23/2009</b>
<b>SmartPayroll Solutions</b> <b>12734 Kenwood Lane</b> <b>Fort Myers, FL 33907</b>	<b>PEO (Employee leasing company - store employees; expires 8/23/2009</b>

Sheet 2 of 3 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Tile Outlets of America, LLC

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

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

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.
<b>Suburban Propane</b> P.O. Box 387 Branford, FL 32008-0387	<b>Propane delivery for forklifts (Tampa), month to month</b>
<b>Swisher Hygiene</b> 4725 Piedmont Row Dr, Ste 400 Charlotte, NC 28210	<b>Janitorial Services (Tampa store), expires 3/2/2009</b>
<b>Toyota Financial Services</b> Commercial Finance P.O. Box 3457 Torrance, CA 90510-3457	<b>Forklifts</b>
<b>Truly Nolen</b> 5782 Enterprise Parkway Fort Myers, FL 33905	<b>Pest Control (Ft. Myers store); month to month</b>
<b>Verizon Florida, Inc.</b> PO Box 920041 Dallas, TX 75392-0041	<b>Tampa phone line</b>
<b>Viacom/CBS Outdoor</b> 185 US Hwy 46 Fairfield, NJ 07004	<b>Billboard (Tampa store)</b>
<b>Waste Management</b> 3411 N 40th Street Tampa, FL 33605-1698	<b>Trash Collection (Tampa store); expires 7/30/2010</b>
<b>Waste Pro - Ft. Myers</b> 13110 Rickenbacker Parkway Fort Myers, FL 33913	<b>Trash collection (Ft. Myers store); expires 9/12/2010</b>

Sheet 3 of 3 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

B6H (Official Form 6H) (12/07)

In re Tile Outlets of America, LLC 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
<b>Curt Rapp</b> <b>1340 Twelve Oaks Circle</b> <b>Atlanta, GA 30327</b>	<b>Branch Banking &amp; Trust</b> <b>950 East Paces Ferry Road</b> <b>Suite 2575</b> <b>Atlanta, GA 30326</b>
<b>Donald Aronin</b> <b>189 North Mill Road</b> <b>Atlanta, GA 30328</b>	<b>Branch Banking &amp; Trust</b> <b>950 East Paces Ferry Road</b> <b>Suite 2575</b> <b>Atlanta, GA 30326</b>

0 continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court  
Northern District of Georgia**

In re **Tile Outlets of America, LLC**

Debtor(s)

Case No.

Chapter **11**

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

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 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><b>59317.50</b></u>
Prior to the filing of this statement I have received.....	\$	<u><b>59317.50</b></u>
Balance Due.....	\$	<u><b>0.00</b></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]

**Debtor and its members agree to compensate Cohen Pollock Merlin & Small, P.C. for the cost of all services rendered by Cohen Pollock Merlin & Small, P.C. which exceed the retainer. The firm has received a retainer in the amount of \$ 59317.50 toward fees and expenses to be incurred within the Chapter 11 case. Any fees and expenses to be incurred within the Chapter 11 case shall only be payable to the firm when the same are allowed by the U. S. Bankruptcy Court. The firm will not apply any of the retainer amount against fees or expenses without prior approval of the Court.**

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

**Any services performed at Cohen Pollock Merlin & Small's normal hourly rates, the charges for which exceed the retainer amount.**

**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.

Dated: January 16, 2009

/s/ Karen Fagin White  
**Karen Fagin White 754450**  
**Cohen Pollock Merlin & Small, PC**  
**3350 Riverwood Parkway**  
**Suite 1600**  
**Atlanta, GA 30339**  
**770-858-1288 Fax: 770-858-1277**  
**kfwhite@cpmas.com**

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court**  
**Northern District of Georgia**

In re Tile Outlets of America, LLC  
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	5	2,565,122.51		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		1,025,080.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		22,500.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	19		2,778,864.52	
G - Executory Contracts and Unexpired Leases	Yes	4			
H - Codebtors	Yes	1			
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		35			
Total Assets			2,565,122.51		
Total Liabilities				3,826,444.52	

**United States Bankruptcy Court  
Northern District of Georgia**

In re Tile Outlets of America, LLC  
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)		



B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court  
Northern District of Georgia**

In re **Tile Outlets of America, LLC**  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter **11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer 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 **37** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **January 16, 2009**

Signature **/s/ Curt Rapp**  
**Curt Rapp**  
**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.

**United States Bankruptcy Court  
Northern District of Georgia**

In re Tile Outlets of America, LLC  
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
<b>TOA Holdings, Inc. 3845 Holcomb Bridge Rd. Suite 100 Norcross, GA 30092</b>			<b>100% of membership interest</b>

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF 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 of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date January 16, 2009

Signature /s/ Curt Rapp  
**Curt Rapp**  
**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.

**United States Bankruptcy Court  
Northern District of Georgia**

In re **Tile Outlets of America, LLC** Debtor(s) Case No. \_\_\_\_\_  
Chapter **11**

**VERIFICATION OF CREDITOR MATRIX**

I, the Chief Executive Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **January 16, 2009**

**/s/ Curt Rapp**  
**Curt Rapp/Chief Executive Officer**  
Signer/Title

ADT  
P.O. Box 371967  
Pittsburgh, PA 15250-7967

Aetna  
7400 W. Campus Road  
New Albany, OH 43054

American Express Estab Service

American Supply Corp  
400 Alton Road  
Unit No. TH-2A  
Miami Beach, FL 33139

Archimede Gruden USA, Inc.  
51 Newark Street, Suite 302  
Hoboken, NJ 07030

Associated Paper and Supply  
13926 Lynmar Blvd.  
Tampa, FL 33626

Aurelia Ceramiche  
via Statale 467, n171  
Veggia (RE), 4201  
IT

Avaya Financial Services  
P.O. Box 550599  
Jacksonville, FL 32255-0599

Axis Surplus  
11680 Great Oaks Way Ste 500  
Alpharetta, GA 30022

BAB Tile  
333 City Blvd. W  
17th Floor  
Orange, CA 92868

BB&T Payroll Services  
13000 Deerfield Parkway  
Bldg. 300, Ste 350  
Alpharetta, GA 30004

Benton Express  
1045 S. River Industrial Blvd.  
Atlanta, GA 30321

Bestview International  
930 Woodlands Parkway  
Vernon Hills, IL 60061

BMS and Co.  
Via dei Laghi 59  
Ortonovo (SP), 19034  
IT

Branch Banking & Trust  
950 East Paces Ferry Road  
Suite 2575  
Atlanta, GA 30326

Burch Corporation  
PO Box 610566  
Birmingham, AL 35261-0566

Cananwill, Inc.  
1000 Milwaukee Ave  
Glenview, IL 60025

CBS Outdoor  
185 U.S. Highway 46  
Fairfield, NJ 07004

CEDIR Ceramiche di Romagna SPA  
Via Emilia Ponente 2070  
Castelbolognese (RA)  
IT 48014

CenterStage  
975 Cobb Place Blvd, . Ste 217  
Kennesaw, GA 30144

Central Heating & Air  
3575 McCall place  
Atlanta, GA 30340

Ceramica Artistica Due S.P.A.  
Via Pescarolo, 921  
Pigneto (MO) 41040  
IT

Ceramica Magica S.P.A.  
Via Padre Sacchi, 42  
Scandiano (RE), 42019  
IT

Ceramica Meridionale UDA SpA  
Zona Industriale Fuorni  
Salerno, 84131  
IT

Ceramiche 3B  
Via Valle D'Aosat 35/E  
Sassuolo (MO), 4  
IT

Ceridian Benefit Services  
3201 34th Street South  
Saint Petersburg, FL 33711

Certegy Check Services, Inc.  
P.O. Box 30038  
Tampa, FL 33630

Cintas Corporation #074  
7101 Parke East Blvd.  
Tampa, FL 33610

CIT Technology Financial Servi  
Attn: Customer Service  
P.O. Box 550599  
Jacksonville, FL 32255-0599

City of Tampa  
Business Tax Division  
P.O. Box 2200  
Tampa, FL 33601-2200

Complete Arbor & Lawncare  
1262 Stadler Drive  
Fort Myers, FL 33901

Court Square Leasing  
14 Great Valley Parkway  
Suite 100  
Malvern, PA 19355-1351

Curt Rapp  
1340 Twelve Oaks Circle  
Atlanta, GA 30327

Custom Building Products  
13001 Seal Beach Blvd.  
Seal Beach, CA 90740-2757

CVS Italia srl  
Via Gregorio VII, 508  
Roma, 00165  
IT

Daniels Commerce Holdings, LLC  
3845 Holcomb Road, Suite 100  
Norcross, GA 30092

Dex/Embarq Yellow Pages  
Attn: Customer Care  
1615 Bluff City Highway  
Bristol, TN 37620

Domino Industrias Ceramicas SA  
Zona Industrial de Condeixa-27  
Condeixa A Nova, 3150-194  
PT

Donald Aronin  
189 North Mill Road  
Atlanta, GA 30328

Eleganza Tiles, Inc.  
1420 Manhattan Avenue  
Fullerton, CA 92831

Eliane Ceramic Tiles (USA) Inc  
1500 Luna Road, Suite 106  
Carrollton, TX 75006

Elite Building Products  
4235 Buford Highway  
Duluth, GA 30096

Embarq Yellow Pages/Dex  
1615 Bluff City Highway  
Bristol, TN 37620

Eurostone Imports  
2165 W Atlantic Ave  
Delray Beach, FL 33445



Faber Stone, LLC  
6851 N. Paramount Blvd.  
Long Beach, CA 90805

Farris Customs Brokers, Inc.  
10060 Amberwood Road, Suite 2  
Ft. Myers, FL 33913

FedEx  
P.O. Box 94515  
Palatine, IL 60094-4515

Firenze Revestimentos Ceramics  
Rod SD 362 094 SN Barrio Verdinho  
Caixa Postal 84 Criciuma Santa Catari  
BR

First Data  
14221 Dallas Parkway  
Dallas, TX 75254-2942

Florida Dept of Rev(Sales Tax)  
5050 W Tennessee St.  
Tallahassee, FL 32399

Florida Lift Gas  
P.O. Box 89951  
Tampa, FL 33689-0416

Florida Lift Systems  
115 S. 78th Street  
Tampa, FL 33619

Florida Lift Systems, Inc.  
115 South 78th Street  
Tampa, FL 33619

Florida Power & Light Company  
P.O. Box 025576  
Miami, FL 33102

FLORIM USA  
300 INTERNATIONAL BOULEVARD  
CLARKSVILLE, TN 37040

GE Capital  
P.O. Box 3083  
Cedar Rapids, IA 52406-3083

Georgia Department of Revenue  
Bankruptcy Unit  
P.O. Box 161108  
Atlanta, GA 30321

Gwinnett Co. Tax Commissioner  
75 Langley Drive  
Lawrenceville, GA 30045

Halcon Ceramicas  
Ptda. Foyes Ferraes, s/n  
Alcora (Castel  
ES

Harmony Stone Co. Ltd.  
3# NanXing Road, Zhangzhu Town  
Yixing City, Jiangsu Prov  
CN

Hartford  
Wells Fargo Insurance Services  
P.O. Box 201503  
Dallas, TX 75320-1503

Hasler/Neopost  
Alternative Mailing Systems  
3435 Breckenridge Blvd, Ste 100  
Duluth, GA 30096-4932

Hillsborough Co Tax Commission  
County Center, 16th Fl  
601 E. Kennedy Blvd.  
Tampa, FL 33602-4932

Hillsborough Galleria  
c/o Boulder Venture South, LLC  
2226 SR 580  
Clearwater, FL 33763

Holland & Knight LLP  
100 North Tampa Street  
Suite 4100  
Tampa, FL 33602-3644

Idearc  
P.O. Box 619810  
Dallas, TX 75261-9810

Idearc Media Corp.  
PO Box 619810  
DFW Airport, TX 75261-9810

INCEFRA Industria Ceramica  
Estrada do Barro Preto S/N  
Cordeiropolis/SP, 13490-970  
BR

Interceramic  
2333 S. Jupiter Road  
PO Box 75041  
Garland, TX 75047

Internal Rev Svc Insolvency  
Room 400 - STOP 334D  
401 W. Peachtree St., NW  
Atlanta, GA 30308

Iris Ceramicas US Inc  
1360 South Vernon Street  
Anaheim, CA 92805

JAF, Inc.  
3845 Holcomb Bridge Road  
Suite 100  
Norcross, GA 30092

Janiking  
10133 Sherrill Blvd. Ste 130  
Knoxville, TN 37932

Karamehmet Mermer San Tic Ltd  
Ankara Yolu 23.km  
Iscehisar/Afyon  
TR

Konica Minolta Bus Solutions  
Dept. AT 952823  
Atlanta, GA 31192-2823

Konica Minolta Bus. Solutions  
1640 Phoenix Blvd., Ste. 110  
Atlanta, GA 30349-5563

Lee County Tax Commissioner  
P.O. Box 1546  
Fort Myers, FL 33902

Lee County Utilities  
7391 College Parkway  
Fort Myers, FL 33907

Leonardi Group  
One Cross Island Plaza  
Suite 312  
Rosedale, NY 11422

Leonardi Iberia  
One Cross Island Plaza  
Suite 312  
Rosedale, ES, NY 11422

Lowe's Business Account  
P.O. Box 981064  
El Paso, TX 79998-1064

Mapisa Ceramicas  
Ctra. a Villafames CS-800 Km.1  
La Pobla Tornesa (Castel) 12191  
ES

Marine Air Service (MAS)  
1970 NW 129 AVE #104  
Miami, FL 33182

Mark E Industries  
28921 US 19 North, Suite 6  
Clearwater, FL 33761

Metlife  
SBC Administration  
P.O. Box 14593  
Lexington, KY 40512-4593

MOSARTE  
Rodovia BR 101-Km 162-Centro  
Tijucas/SC-CEP, 88200-000  
BR

NAC Products, Inc.  
3200 South Main St.  
Akron, OH 44319

National Gypsum Co.  
PO Box 402920  
Atlanta, GA 30384

Nationwide Lift Trucks  
6341 Arc Way  
Fort Myers, FL 33966

Nationwide Lift Trucks Inc.  
6341 Arc Way  
Fort Myers, FL 33912

NATTCO  
I965 International Way  
Hebron, KY 41048

Northstar Ceramic Trading, LLC  
14500 East Beltwood Parkway  
Dallas, TX 75244

Nuvox  
Two North Main Street  
Greenville, SC 29601

Orion Energy Systems  
1204 Pilgrim Road  
Plymouth, WI 53073

PAETEC  
600 WillowBrook Office Park  
Fairport, NY 14450

Page Mechanical  
4611 Cummins Court  
Fort Myers, FL 33905

Pamukkale Ozel Saglik  
Hizmetleri Madencilik San. Ve  
Tic Ltd St Saltak Mah 1524 15 Denizli  
TR

Pan American Ceramics  
16610 Gale Avenue  
Industry, CA 91745

Performix Marketing  
600 N. Willow Ave.  
2nd Floor  
Tampa, FL 33606

Pisoforte Revestimentos Cer.  
Rodovia Jorge Lacerda  
km 2.5 Sangao, CEP Criciuma, SC, 88805-3  
BR

QEP Co., Inc.  
1001 Broken Sound Pkwy, NW  
Suite A  
Boca Raton, FL 33487

Quill Corporation  
P.O. Box 94081  
Palatine, IL 60094

CharissaRapp  
4885 Whispering Pine Way  
Naples, FL 34103

Regional Transport Inc.  
PO Box 1328  
Lehigh, FL 33970

Samuel Shapiro & Company, Inc.  
600 Chestnut Street, Ste 1257  
Philadelphia, PA 19106

PaulSanders  
4420 Mariners Ridge  
Alpharetta, GA 30005

Skyway Technology Group  
5014 Tampa West Blvd.  
Tampa, FL 33634

Skyway Technology Group, Inc.  
5014 Tampa West Blvd.  
Tampa, FL 33634

SmartPayroll Solutions  
12734 Kenwood Lane  
Fort Myers, FL 33907

Sorlinen IC ve Dis Ticaret AS  
Ankara Asfalti 23. Km  
Kocabas Tr, Denizli, 20190  
TR

Staples Business Advantage  
PO BOX 530621  
Atlanta, GA 30353-0621

Stone Connection AG  
Ankara Asfalti 22.Km  
Kocabas Mekvii, Denizli, 20190  
TR

Stone World  
E-10 Greater Kailash Enclave-2  
NEW DELHI, 110048  
IN



Suburban Propane  
P.O. Box 387  
Branford, FL 32008-0387

Suraj Minin  
C-3/A-3, Sawai Jai Singh Hwy  
Bani Park, Jaipur, 302016  
IN

Swisher  
P.O. Box 473526  
Charlotte, NC 28247-3526

Swisher Hygiene  
4725 Piedmont Row Dr, Ste 400  
Charlotte, NC 28210

Tampa Electric  
P.O. Box 111  
Tampa, FL 33601-0111

The Home Depot  
14655 South Tamiami Trail  
Fort Myers, FL 33912

Toyota Financial Services  
Commercial Finance  
P.O. Box 3457  
Torrance, CA 90510-3457

Tradespeople USA  
Attorney for TradesPeople USA  
11200 Westheimer, Suite 777  
Houston, TX 77042-3221

Travertine Bros.  
Hadimkoy Giseleri Mevkii Fatih  
Univer Karsisi, Hadimkoy-Istanbul 34900  
TR

Trinity Transport, Inc.  
18119 Sussex Highway  
Bridgeville, DE 19933

Truly Nolen  
5782 Enterprise Parkway  
Fort Myers, FL 33905

Truly Nolen Pest Control  
5782 Enterprise Parkway  
Fort Myers, FL 33905

Tuscany Stone Surfaces, Inc.  
400 East 10th Court  
Hialeah, FL 33010

U.S. Customs & Border Protecti  
12825 Worldgate Drive  
Herndon, VA 20170

Unicorn tile Corp  
2020 E. Orangethorpe Ave.  
Anaheim, CA 92806

Verizon Florida Inc.  
PO Box 920041  
Dallas, TX 75392-0041

Verizon Florida, Inc.  
PO Box 920041  
Dallas, TX 75392-0041

Viacom/CBS Outdoor  
185 US Hwy 46  
Fairfield, NJ 07004

Waste Management  
3411 N 40th Street  
Tampa, FL 33605-1698

Waste Pro  
13110 Rickenbacker Parkway  
Fort Myers, FL 33913

Waste Pro - Ft. Myers  
13110 Rickenbacker Parkway  
Fort Myers, FL 33913

World Tile Ceramics, LLC  
304 Janet Street #C  
Valdosta, GA 31602

Zirconio Ceramica SA  
Carretera de Onda, Km. 3  
PO Box 76  
Vilareal (Castellon), ES 12540

**United States Bankruptcy Court  
Northern District of Georgia**

In re Tile Outlets of America, LLC

Debtor(s)

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

Chapter 11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Tile Outlets of America, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**TOA Holdings, Inc.  
3845 Holcomb Bridge Rd.  
Suite 100  
Norcross, GA 30092**

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None [*Check if applicable*]

**January 16, 2009**

Date

**/s/ Karen Fagin White**

**Karen Fagin White 754450**

Signature of Attorney or Litigant  
Counsel for Tile Outlets of America, LLC  
**Cohen Pollock Merlin & Small, PC  
3350 Riverwood Parkway  
Suite 1600  
Atlanta, GA 30339  
770-858-1288 Fax:770-858-1277  
kfwhite@cpmas.com**