

**United States Bankruptcy Court
Southern District of Indiana**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Olio Dental, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 20-1391074	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): 11740 Olio Road, Suite 100 Fishers, IN	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 46037	ZIP Code
County of Residence or of the Principal Place of Business: Hamilton	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):

<p align="center">Type of Debtor (Form of Organization) (Check one box)</p> <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.)	<p align="center">Nature of Business (Check one box)</p> <input checked="" type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other <hr/> <p align="center">Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <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 <hr/> <p align="center">Nature of Debts (Check one box)</p> <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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<p align="center">Filing Fee (Check one box)</p> <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.	<p align="center">Chapter 11 Debtors</p> <p>Check one box:</p> <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input 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. <hr/> 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 checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

Estimated Assets

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

Estimated Liabilities

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Olio Dental, Inc.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

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

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

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

(Check all applicable boxes)

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

Debtor has included 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.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

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

Name of Debtor(s):
Olio Dental, Inc.

Signatures

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

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Jeffrey M. Hester
Signature of Attorney for Debtor(s)

Jeffrey M. Hester 22048-49
Printed Name of Attorney for Debtor(s)

Tucker | Hester, LLC
Firm Name

429 N. Pennsylvania Street, Suite 100
Indianapolis, IN 46204-1816

Address

(317) 833-3030 Fax: (317) 833-3031
Telephone Number

August 22, 2008
Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____
Date

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

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Dr. Robert A. Phillips
Signature of Authorized Individual

Dr. Robert A. Phillips
Printed Name of Authorized Individual

Owner
Title of Authorized Individual

August 22, 2008
Date

**MINUTES OF ACTION
TAKEN BY
OLIO DENTAL, INC.**

The undersigned, being the sole owner of Olio Dental, Inc. ("Olio"), does hereby consent to the following described resolutions and all action contemplated thereby.

Resolutions:

RESOLVED that Olio shall file a Chapter 11 bankruptcy petition as soon as reasonably possible.

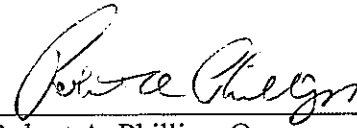
FURTHER RESOLVED that the employment of the law firm of Tucker | Hester, LLC (the "Firm") is hereby engaged for representation of Olio in its Chapter 11 bankruptcy proceeding;

FURTHER RESOLVED that Robert A. Phillips is hereby designated and authorized to act on behalf of Olio, to make all decisions, in his sole discretion, regarding action of Olio in the Chapter 11 proceeding, and to communicate with the Firm regarding all issues and matters in relation to Olio's Chapter 11 bankruptcy proceeding.

DATE: _____

8/18/08

By: _____



Robert A. Phillips, Owner and Sole Director

**United States Bankruptcy Court
Southern District of Indiana**

In re Olio Dental, Inc.

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
First Merchants Bank of Central Indiana f/k/a Madison Community Bank 33 W. 10th Street, Suite 100 Anderson, IN 46016-1445	First Merchants Bank of Central Indiana f/k/a Madison Community Bank 33 W. 10th Street, Suite 100 Anderson, IN 46016-1445	All accounts, inventory, equipment, and general intangibles		144,245.64 (0.00 secured) (570,514.81 senior lien)
FirstLease, Inc. 185 Commerce Drive, Unit 102 Fort Washington, PA 19034	FirstLease, Inc. 185 Commerce Drive, Unit 102 Fort Washington, PA 19034	All accounts, inventory, equipment, and general intangibles		90,517.89 (0.00 secured) (479,996.92 senior lien)
Charter One Bank 1215 Superior Avenue Cleveland, OH 44114	Charter One Bank 1215 Superior Avenue Cleveland, OH 44114	Business loan		28,317.31
Ashby & Knowling 804 Lincoln St. Anderson, IN 46016	Ashby & Knowling 804 Lincoln St. Anderson, IN 46016	Business Trade Debt		14,057.88
Keller Laboratories, Inc. P.O. Box 790051 Saint Louis, MO 63179-0051	Keller Laboratories, Inc. P.O. Box 790051 Saint Louis, MO 63179-0051	Business Trade Debt		10,056.26
B&J Dental Ceramics 7190 E. 106th Street Fishers, IN 46038	B&J Dental Ceramics 7190 E. 106th Street Fishers, IN 46038	Business Trade Debt		9,894.25
Katz, Sapper & Miller Department 6035 P.O. Box 6035 Indianapolis, IN 46236-0670	Katz, Sapper & Miller Department 6035 P.O. Box 6035 Indianapolis, IN 46236-0670	Services provided		7,582.70
Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114	Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114	941 tax obligation		6,690.58
Benco Dental 11 Bear Creek Blvd. P.O. Box 1108 Wilkes Barre, PA 18773-1108	Benco Dental 11 Bear Creek Blvd. P.O. Box 1108 Wilkes Barre, PA 18773-1108	Inventory purchases for business		4,978.41
Glidewell Laboratories 4141 MacArthur Boulevard Newport Beach, CA 92660	Glidewell Laboratories 4141 MacArthur Boulevard Newport Beach, CA 92660	Business Trade Debt		3,624.42

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>
Darby Dental Supply, LLC General Post Office P.O. Box 26582 New York, NY 10087-6582	Darby Dental Supply, LLC General Post Office P.O. Box 26582 New York, NY 10087-6582	Business Trade Debt		2,029.78
Patterson Dental Supply, Inc. 6110 N. Technology Center Drive Suite 100 Indianapolis, IN 46278-6017	Patterson Dental Supply, Inc. 6110 N. Technology Center Drive Suite 100 Indianapolis, IN 46278-6017	Business Trade Debt		1,860.15
Dell Financial Services P. O. Box 81577 Austin, TX 78708-1577	Dell Financial Services P. O. Box 81577 Austin, TX 78708-1577	Computer equipment		1,499.00
Indiana Department of Revenue Compliance Division 100 N. Senate St., Rm. N203 Indianapolis, IN 46204	Indiana Department of Revenue Compliance Division 100 N. Senate St., Rm. N203 Indianapolis, IN 46204	WH-1 tax obligation		1,339.95
Hamilton County Treasurer's Office Historic Courthouse 33 N. 9th St., Suite 112 Noblesville, IN 46060	Hamilton County Treasurer's Office Historic Courthouse 33 N. 9th St., Suite 112 Noblesville, IN 46060	Personal property tax obligation		1,018.66
Stericycle, Inc. P.O. Box 9001588 Louisville, KY 40290-1588	Stericycle, Inc. P.O. Box 9001588 Louisville, KY 40290-1588	Business Trade Debt		382.08
HPSC 1 Beacon St., 2nd Fl. Boston, MA 02108	HPSC 1 Beacon St., 2nd Fl. Boston, MA 02108	All accounts, inventory, equipment, and general intangibles		479,996.92 (Unknown secured)
Lyon Financial Services, Inc. 1310 Madrid St. Marshall, MN 56258	Lyon Financial Services, Inc. 1310 Madrid St. Marshall, MN 56258	See attached Exhibit "B"		27,497.11 (Unknown secured)

In re Olio Dental, Inc.
Debtor(s)

Case No. _____

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

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

I, the Owner 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 August 22, 2008

Signature /s/ Dr. Robert A. Phillips
Dr. Robert A. Phillips
Owner

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
Southern District of Indiana**

In re Olio Dental, Inc.,
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	51,710.93		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	4		742,257.56	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		9,520.04	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	5		446,141.11	
G - Executory Contracts and Unexpired Leases	Yes	1			
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		18			
Total Assets			51,710.93		
Total Liabilities				1,197,918.71	

**United States Bankruptcy Court
Southern District of Indiana**

In re Olio Dental, Inc.,
Debtor

Case No. _____

Chapter 11

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

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

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

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

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

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

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re Olio Dental, Inc. Case No. _____
 Debtor

SCHEDULE A - REAL PROPERTY

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

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

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

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

Sub-Total > 0.00 (Total of this page)
 Total > 0.00
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Olio Dental, Inc.
 Debtor

Case No. _____

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	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		National City Checking acct. #xxx7694	-	3,990.39
		National City Checking acct. #xxx7707	-	0.00
		National City Savings acct. #xxx7125	-	0.00
		Charter One Checking acct. #xxx5819 (negative balance)	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
Sub-Total >				3,990.39
(Total of this page)				

2 continuation sheets attached to the Schedule of Personal Property

In re Olio Dental, Inc.,
 Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts receivable	-	28,395.54
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > 28,395.54
 (Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

In re Olio Dental, Inc.,
 Debtor

Case No. _____

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
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		See attached Exhibit "A"	-	19,325.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	19,325.00
(Total of this page)	
Total >	51,710.93

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

(Report also on Summary of Schedules)

Exhibit A

Market Analysis

Prepared Especially for:

**Jeffrey M. Hester
429 North Pennsylvania Street
Suite 100
Indianapolis, Indiana 46204-1816**



**Courtesy of:
FIFE REAL ESTATE & AUCTION SERVICE
231 Wellington Road
Indianapolis, Indiana 46260-4279
317-251-9402
fifeauction.com**

**Olio Dental, Inc.
11740 Olio Road
Suite 100
Fishers, IN 46037**

Equipment- Fixtures

waiting room love seat/(8) padded side arm chairs/(5) end tables large screen Sony TV/lamp/(2) wall hangings	\$ 630.00
child's area table/(2) chairs/(2) wall hangings/(8) wicker baskets wall hung small TV/DVD	210.00
receptions desk vases/(2) chair pads/(2) desk chairs/(4) small files scanner/printer/fax/credit card machine/shedder (8) wall hangings/(2) phones/(2) photo machines	875.00
file room desk chair/paper cutter/(4) file cabinets/PC/sever phone system/phone/(3) printers/(2) metal shelves fiberglass ladder	1,160.00
consultation room (2) padded side arm chairs/desk/desk chair phone/PC/printer/(2) file cabinets/chair pad wall hanging	550.00
restroom (2) wall hangings/shelf/knickknacks	170.00
exam room phone/(2) stack chairs	55.00
supply closet step stool/dental supplies	200.00
exam room assistance stool/table lamp/light fixtures/small TV ceiling mounted TV/stack chair/misc. equip.	425.00

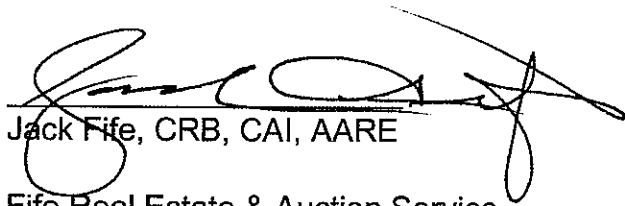
sterilization room (3) sterilizers/water distiller/hand lubricant dental supplies/wall hanging	1,300.00
bath room wall hanging/air compressor/vacuum system	750.00
break room (5) chairs/table/trash container/refrigerator/TV/VCR wall hanging/microwave/locker/coat rack/phone (2) lawn chairs	500.00
office padded side arm chair/end table/lamp/(2) wall hangings desk chair/chair pad/file cabinet/PC/printer/phone desk/desk chair	850.00
back hall (10) wall hangings	300.00
work station digital lathe/trimmer/vac framer/dental supplies chair/grease board	775.00
work station towel heater/light box/x-ray heads/digital imagery phone/PC/dental supplies	625.00
exam room over head light/TV/doctors stool/dental chair/cart PC/phone/stack chair/intraoral x-ray heads	2,200.00
exam room over head light/TV/doctors stool/dental chair/cart PC/phone/stack chair/intraoral x-ray heads	2,200.00
exam room over head light/TV/doctors stool/dental chair/cart PC/phone/stack chair/intraoral x-ray heads assistance stool	2,300.00

exam room
over head light/TV/doctors stool/dental chair/cart
PC/phone/stack chair/intraoral x-ray heads
assistance stool 2,300.00

exam room
dorm refrigerator/(3) sweepers/oxygen tank
(4) tank oxygen tank cart/assistance stool/phone
wall hangings/PC/X-mas/ceiling mounted TV 950.00

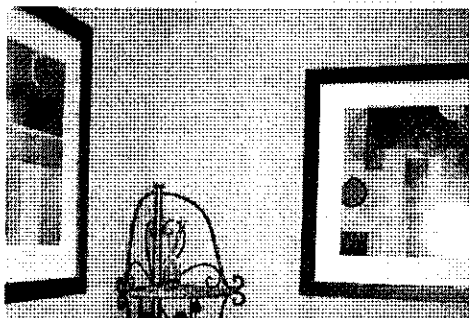
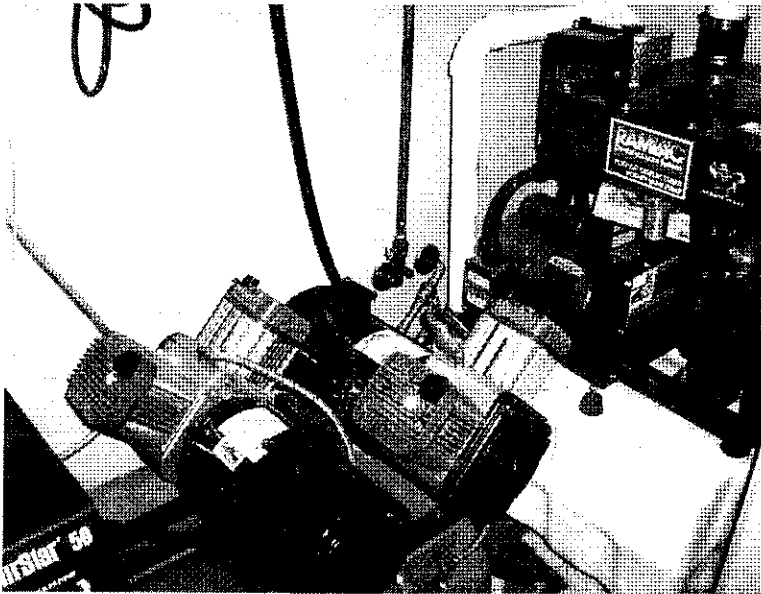
TOTAL \$ 19,325.00

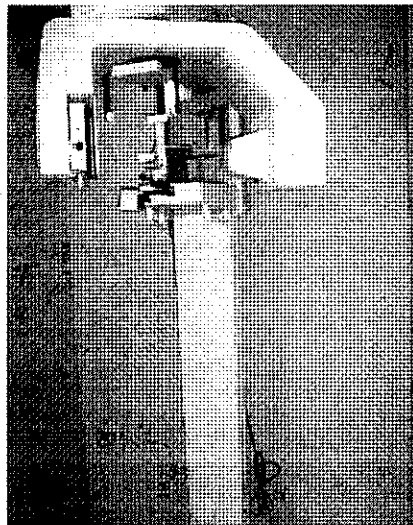
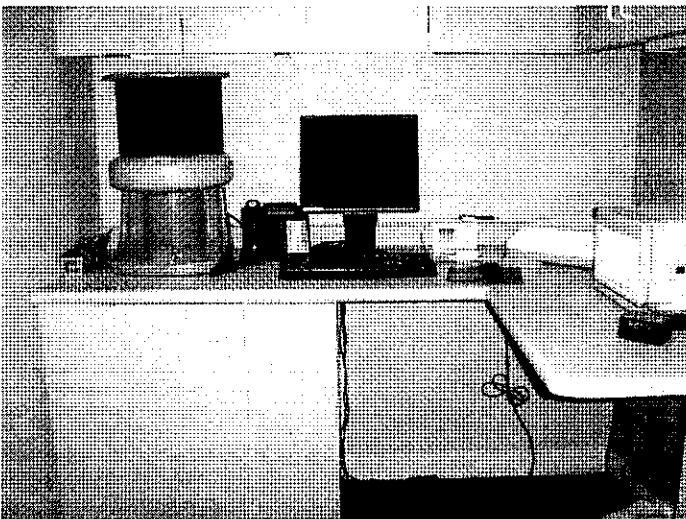
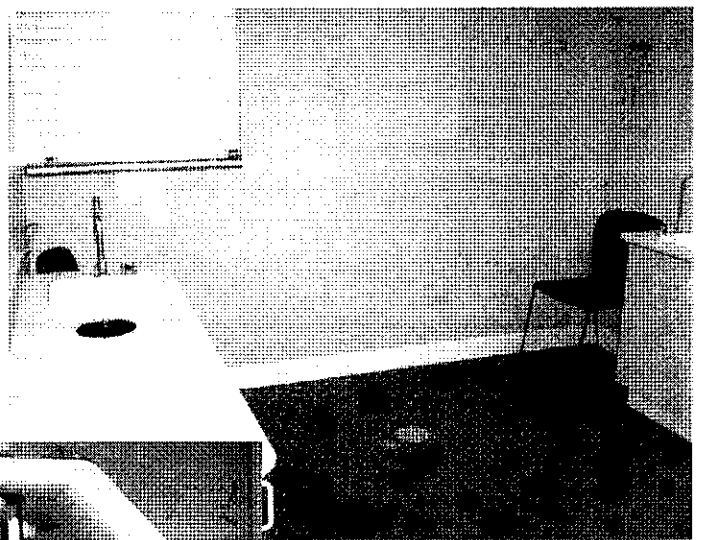
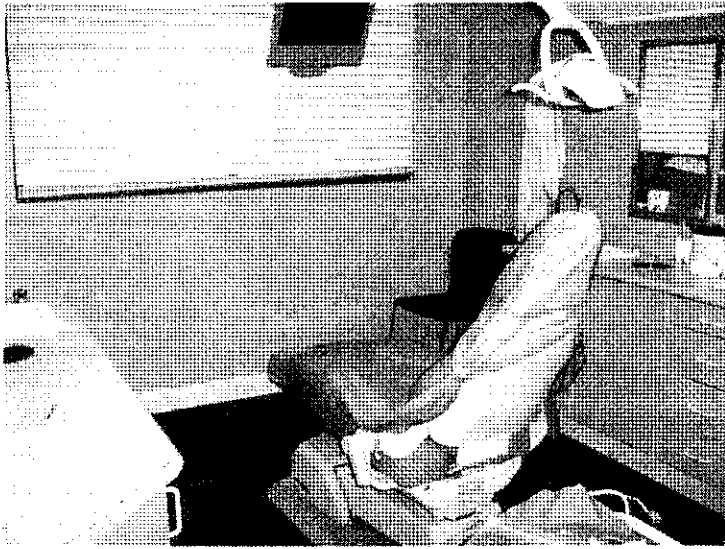
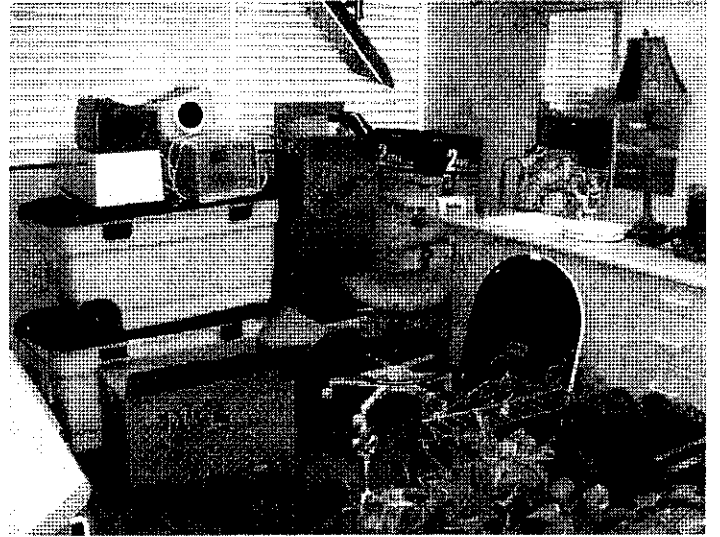
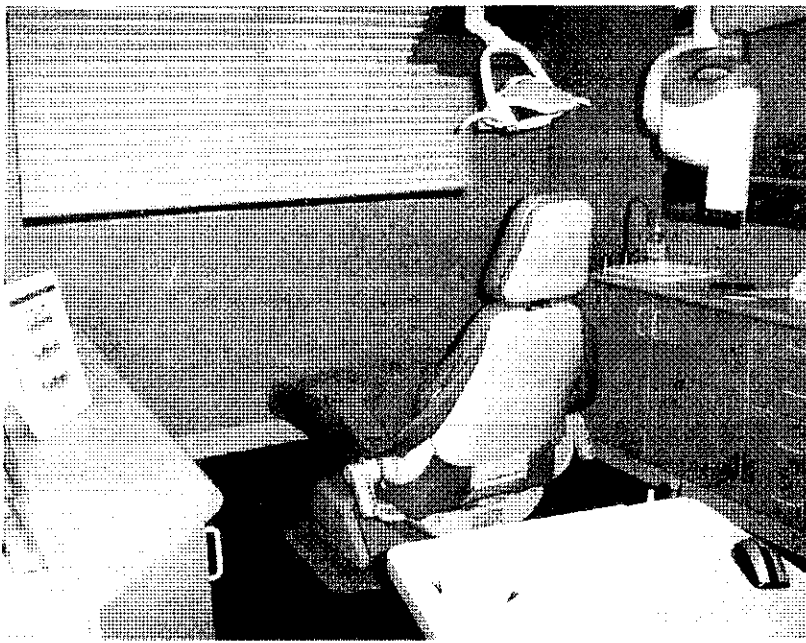
August 18, 2008

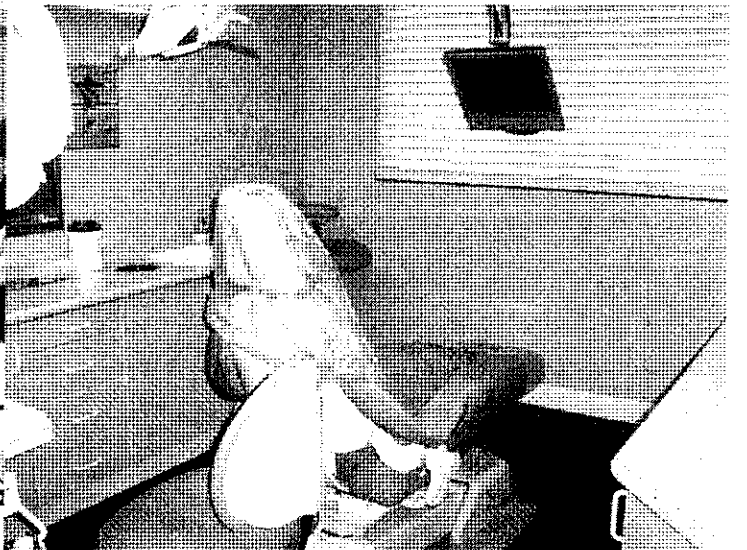
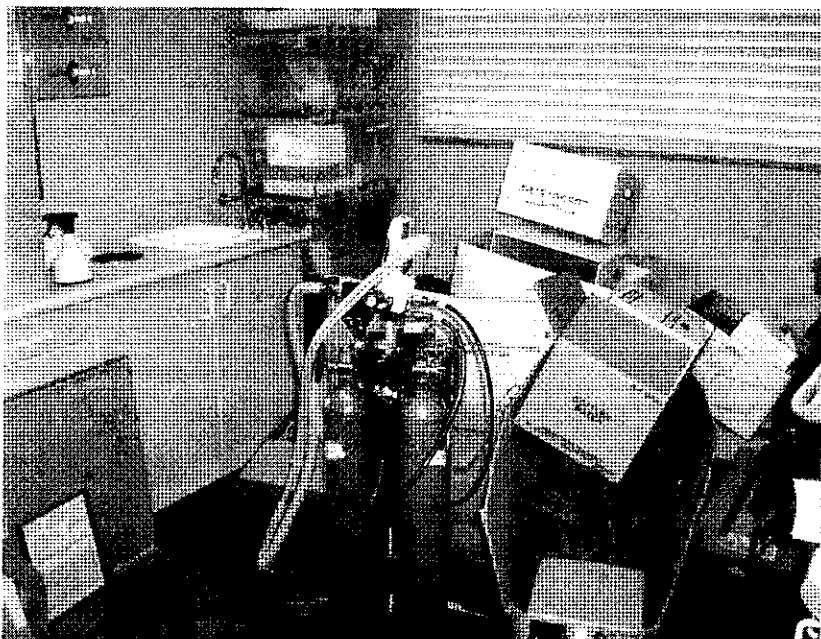
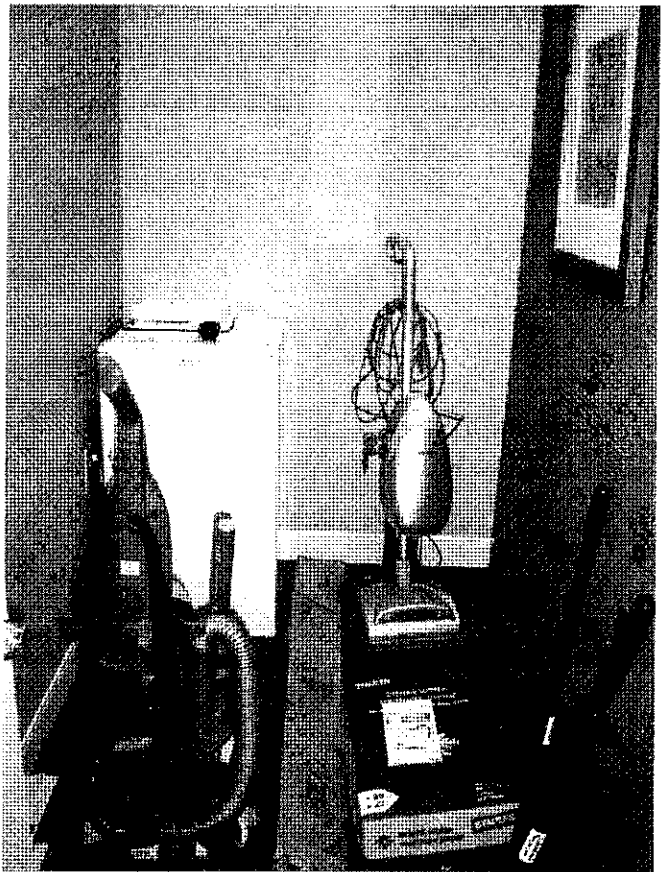
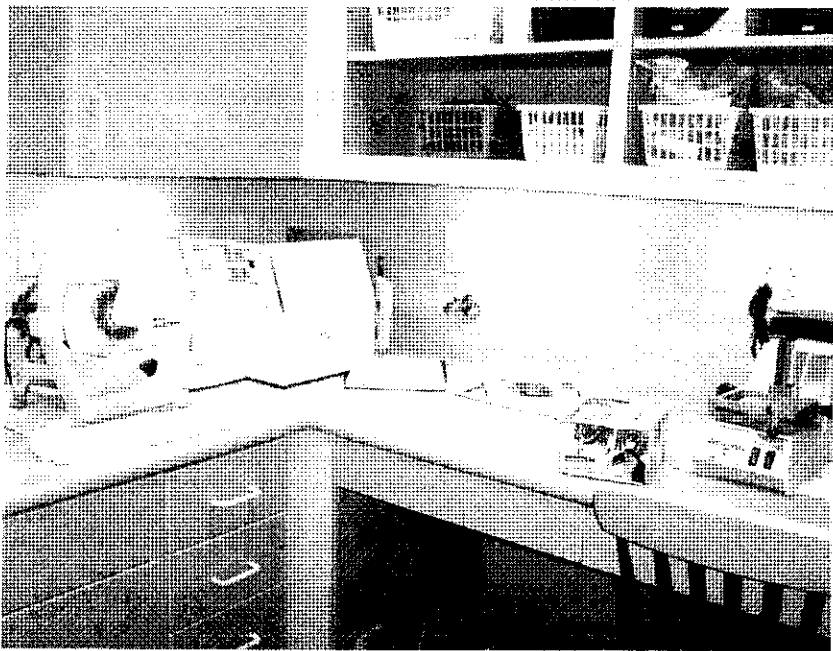
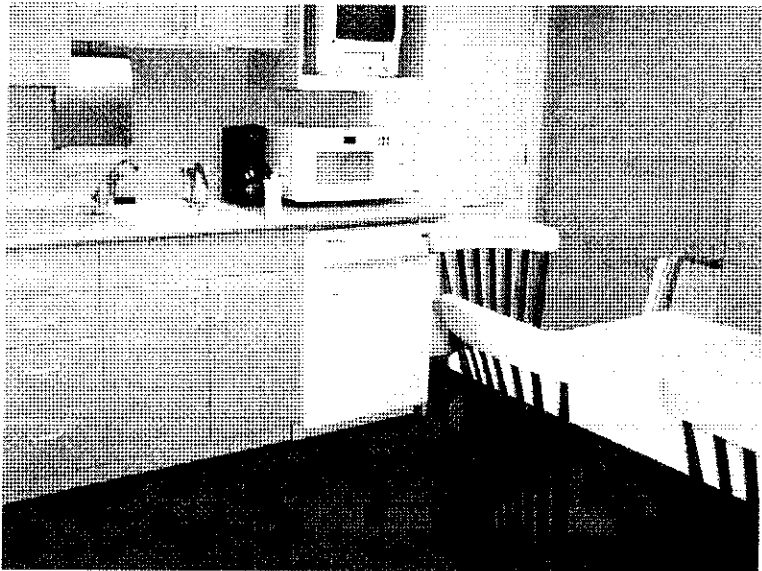


Jack Fife, CRB, CAI, AARE

Fife Real Estate & Auction Service
231 Wellington Road
Indianapolis, IN 46260-4279
317.251.9402
fifeauction.com







Jack Fife

- Education:** B.S. Marketing Indiana University 1962
Graduate Realtors Institute (GRI) 1972
Certified Residential Broker (CRB) 1972
Certified Auctioneers Institute (CAI) 1984
Accredited Auctioneer of Real Estate (AARE) 1992
- Preceding Background:** U. S. Army –1st Lt. Airborne Artillery - 1962-1964
Officer in charge of the rifle & pistol teams Fort Riley, KS
- Experience:** Fife Real Estate & Auction Service, 1964 to present
Formerly American Estates Co.
- Responsibilities include schedule arrangements
 - Coordinate security for auction items and patrons
 - Coordinate all advertising
 - Supervise accounting and disbursements of funds
 - Arrange location, set-up both before and after auction, Property appearance
- Indiana Auctioneer Commission, 1992 to 1999 reappointed 2005 to present
- Appointed by the Governor of Indiana
 - Serving public interest-by working with- other board members on licensing of auctioneers, settling disputes between consumers and licensed practitioners and determining policies and procedures
- References:** **Charitable Auctions**
Cathedral High School
Brebeuf High School
Orchard Country Day School
Park Tudor School
Junior League of Indianapolis
Christamore House
Boy Scouts of America
Jewish Community Center
Noble Industries
Indianapolis Colts Coach Tony Dungy – Carson Scholars Event
- Organizations**
Licenses: Metropolitan Indianapolis Board of Realtors
Indiana Real Estate Brokers License #IB51158640
Local, State & National Auctioneers Associations
Indiana Auctioneers License #AU01036292
Indiana Insurance License #0 1411450
Texas Auctioneers License #InS-037-0567 inactive
Kentucky Auctioneers License #1532 inactive
Ohio Auctioneers License #4720 inactive
- Professional Services:** Appraisals of real and non-real properties
Complete auction services (bonded through CNA Surety)
Rental storage – long and short term
Property management
- Advertisement:** Local, state and national (Newspapers, Journals, and Publications)
Dissemination of – professionally created advertising flyers

*Personal references available upon request
Licensed and Bonded
fifeauction.com*

In re Olio Dental, Inc.
Debtor

Case No. _____

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. xxxxx6946	X -	DATE: 8/29/05						144,245.64	144,245.64
First Merchants Bank of Central Indiana f/k/a Madison Community Bank 33 W. 10th Street, Suite 100 Anderson, IN 46016-1445		Security Interest							
		All accounts, inventory, equipment, and general intangibles							
Account No. 6308	X -	DATE: 1/26/05						90,517.89	90,517.89
FirstLease, Inc. 185 Commerce Drive, Unit 102 Fort Washington, PA 19034		Security Interest							
		All accounts, inventory, equipment, and general intangibles							
Account No.		Stern and Eisenberg, LLP 410 The Pavilion 261 Old York Rd. Jenkintown, PA 19046							
Representing: FirstLease, Inc.		Value \$							
Account No. xxxxxx6-001	X -	DATE: 1/24/05						479,996.92	Unknown
HPSC 1 Beacon St., 2nd Fl. Boston, MA 02108		Security Interest							
		All accounts, inventory, equipment, and general intangibles							
Subtotal (Total of this page)								714,760.45	234,763.53

1 continuation sheets attached

In re Olio Dental, Inc.,
 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	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	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
		Husband, Wife, Joint, or Community						
Account No.								
Representing: HPSC			Brown Rudnick LLP One Financial Center Boston, MA 02111					
			Value \$					
Account No.								
Representing: HPSC			GE Healthcare Financial Services One Beacon St. 2nd Floor Boston, MA 02108					
			Value \$					
Account No. xx4276								
Lyon Financial Services, Inc. 1310 Madrid St. Marshall, MN 56258		X -	DATE: 2/11/05 Disguised Security Agreement See attached Exhibit "B"					
			Value \$	Unknown			27,497.11	Unknown
Account No.								
Representing: Lyon Financial Services, Inc.			US Bancorp Manifest Funding Services 1450 Channel Pkwy. Marshall, MN 56258					
			Value \$					
Account No.								
			Value \$					

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

Subtotal
 (Total of this page)

27,497.11

0.00

Total
 (Report on Summary of Schedules)

742,257.56

234,763.53

Exhibit B

QUANTITY: EQUIPMENT DESCRIPTION:

VENDOR: PCS INTERNATIONAL
1340 Remington Rd., Ste. W
Schaumburg, IL 60173

10	EXABYTE 1PK 33/66 & 59/118GB VXA V17
7	MATROX G550 32MB DDR AGP LOW PROFILE
1	CISCO PIX 501 3DES BUNDLE (CHASSIS S
1	EXABYTE AUTOPAK VXA 1/10 680GB
1	EXABYTE VXA-1 AUTOPAK RM KIT
7	BELKIN VGA MONITOR EXT CAB M/F 25FT
1	APC SMART-UPS 1500VA USB/SER RM 2U
1	CISCO CATALYST 2970 24 10/100/1000T
7	BELKIN AC POWER CORD 10'
8	SAMSUNG SYNC 710MP 17IN LCD SLV
1	APC NETSHELTER VX ENCLOSURE 25U BLK
10	HP SB D220 TWR 8/2.8 40GB XPP
7	SONY WIRELESS STERO HEADPHONES
2	HP 250GB SATA 7.2K HOT PLUG
1	HP PROLIANT DL360R04 G4 7/3.0 SATA
10	NEC MULTI LCD1770NX 17IN LCD DVI BLK
1	CPQ DUAL CHANNEL ADPT
1	TRIPP SCSI U320 UMC68M/MQB68M 6FT
10	MS MBL W2003 CAL PER USER
1	MS MBL W2003 SRV STD
7	KEYSPAN PRESENTATION REMOTE
7	LABTEC WIRELESS DESKTOP
	VENDOR: TECHNOLOGY PARTNERSHIP GROUP, INC.
	120 East Market St., Ste. 400
	Indianapolis, In 46204
1	Media Center Case LEVITON 47605-42
1	3X8 Video Service Module LEVITON 47608-B
1	1X6 Passive cable distrib LEVITON 47690-6C
1	6.5" Speaker AUDIOPLEX TECH (SH8202)
7	Wall Mount Video Arm TITAN (ICW) T18220WMQ1
7	Ceiling Mount TV Arm TITAN ELITE (ICW) TE8520CMQ1-2 (dbl arm)
1	Amplifier BB275
1	Amplifier BB2125
10	Volume control SPEAKERCRAFT SVI-45
10	6.5" DTR Speaker SPEAKERCRAFT (SH8233)
4	6.5" Speaker AUDIOPLEX TECH (SH8202)
1	Speaker Selector SPEAKERCRAFT S4VC
1	SPEAKER CONNECT BLOCK
2	EXTENSION SPEAKER WIRE BLOCK

In re Olio Dental, Inc.

Case No. _____

Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

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

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

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

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

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

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

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

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

Domestic support obligations

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

Extensions of credit in an involuntary case

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

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

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

Commitments to maintain the capital of an insured depository institution

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

Claims for death or personal injury while debtor was intoxicated

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

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

1 continuation sheets attached

In re Olio Dental, Inc.
Debtor

Case No. _____

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

Taxes and Certain Other Debts
Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E 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. xx-xx-xx-xx-xx-xx3.005 Hamilton County Treasurer's Office Historic Courthouse 33 N. 9th St., Suite 112 Noblesville, IN 46060	-	-	DATE: 5/2008 Personal property tax obligation				1,018.66	34.90
Account No. xx-xxx1074 Indiana Department of Revenue Compliance Division 100 N. Senate St., Rm. N203 Indianapolis, IN 46204	-	-	DATE: 7/2008 WH-1 tax obligation				1,339.95	0.00
Account No. xx-xxx1074 Indiana Department of Revenue Compliance Division 100 N. Senate St., Rm. N203 Indianapolis, IN 46204	-	-	DATE: 7/2008 SUTA tax obligation				402.36	0.00
Account No. xx-xxx1074 Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114	-	-	DATE: 7/2008 941 tax obligation				6,690.58	0.00
Account No. xx-xxx1074 Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114	-	-	DATE: 7/2008 FUTA tax obligation				68.49	0.00

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

Subtotal (Total of this page)	9,520.04	34.90	9,485.14
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Total (Report on Summary of Schedules)	9,520.04	34.90	9,485.14
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In re Olio Dental, Inc.
Debtor

Case No. _____

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.)	Husband, Wife, Joint, or Community		CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
	H W J C					
Account No. OL352 Ashby & Knowling 804 Lincoln St. Anderson, IN 46016	X	-				14,057.88
Account No. Representing: Ashby & Knowling						
Account No. B&J Dental Ceramics 7190 E. 106th Street Fishers, IN 46038		-				9,894.25
Account No. Representing: B&J Dental Ceramics						
Subtotal (Total of this page)						23,952.13

4 continuation sheets attached

In re Olio Dental, Inc.,
 Debtor

Case No. _____

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. xxxx6038 Benco Dental 11 Bear Creek Blvd. P.O. Box 1108 Wilkes Barre, PA 18773-1108		-	DATE: 1/2008 - 4/2008 Inventory purchases for business				4,978.41	
Account No. Representing: Benco Dental			CST Co. CST Building P.O. Box 33127 Louisville, KY 40232-3127					
Account No. xxx5819 Charter One 17000 Olio Rd. Fishers, IN 46038		-	DATE: 5/2008 Overdrawn account				46.00	
Account No. xxx-xxxx-xxxxxxx-0101 Charter One Bank 1215 Superior Avenue Cleveland, OH 44114	X	-	DATE: 10/19/2006 Business loan				28,317.31	
Account No. xxxxx0718 Darby Dental Supply, LLC General Post Office P.O. Box 26582 New York, NY 10087-6582		-	DATE: 1/2008 - 4/2008 Business Trade Debt				2,029.78	
Sheet no. <u>1</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	35,371.50

In re Olio Dental, Inc., Debtor

Case No. _____

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. xxx-xxxxxx9-001 Dell Financial Services P. O. Box 81577 Austin, TX 78708-1577	-		DATE: 2007 Computer equipment				1,499.00	
Account No. xxx-xxxxxx9-002 Dell Financial Services P. O. Box 81577 Austin, TX 78708-1577	-		DATE: 2007 Computer equipment				4,127.04	
Account No. xx-xx9506 Glidewell Laboratories 4141 MacArthur Boulevard Newport Beach, CA 92660	-		DATE: 1/2008 - 6/2008 Business Trade Debt				3,624.42	
Account No. xxxxxxx0981 Huntington National Bank P.O. Box 1558 EA1W37 Columbus, OH 43216-1558	-		DATE: 2/2008 Overdrawn account				188.44	
Account No. xxxxxxx0981 Huntington National Bank P.O. Box 1558 EA1W37 Columbus, OH 43216-1558	-		DATE: 2/2008 Overdraft				1,441.39	
Sheet no. <u>2</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	10,880.29

In re Olio Dental, Inc., Debtor

Case No. _____

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. x2880 Katz, Sapper & Miller Department 6035 P.O. Box 6035 Indianapolis, IN 46236-0670		-	DATE: 4/2007 - 6/2008 Services provided				7,582.70	
Account No. xxx6839 Keller Laboratories, Inc. P.O. Box 790051 Saint Louis, MO 63179-0051		-	DATE: 1/2007 - 1/2008 Business Trade Debt				10,056.26	
Account No. Representing: Keller Laboratories, Inc.			Laurence K. Richmond & Assoc., P.C. Greenleaf Building 1419 Hancock Street Quincy, MA 02169-5203					
Account No. Representing: Keller Laboratories, Inc.			National Dentex Corporation 2 Vision Drive Natick, MA 01760					
Account No. xxxxxxx88-73 Patterson Dental Supply, Inc. 6110 N. Technology Center Drive Suite 100 Indianapolis, IN 46278-6017		-	DATE: 1/2008 - 2/2008 Business Trade Debt				1,860.15	
Sheet no. <u>3</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	19,499.11

In re Olio Dental, Inc.,
 Debtor

Case No. _____

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. Phillips, Robert A. 11740 Olio Rd., Ste. 100 Fishers, IN 46037		-	DATE: 2005-2008 Loans				336,056.00	
Account No. Robert A. Phillips, DDS 11740 Olio Rd., Ste. 100 Fishers, IN 46037		-	DATE: 12/2007 Transfer of funds				20,000.00	
Account No. xxx8688 Stericycle, Inc. P.O. Box 9001588 Louisville, KY 40290-1588		-	DATE: 7/2008 Business Trade Debt				382.08	
Account No. 								
Account No. 								
Sheet no. <u>4</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	356,438.08
							Total (Report on Summary of Schedules)	446,141.11

In re Olio Dental, Inc.
Debtor

Case No. _____

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.
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In re Olio Dental, Inc.
 Debtor

Case No. _____

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
Linda K. Phillips 11740 Olio Road, Suite 100 Fishers, IN 46037	First Merchants Bank of Central Indiana f/k/a Madison Community Bank 33 W. 10th Street, Suite 100 Anderson, IN 46016-1445
Linda K. Phillips 11740 Olio Road, Suite 100 Fishers, IN 46037	HPSC 1 Beacon St., 2nd Fl. Boston, MA 02108
Robert A. Phillips 11740 Olio Road, Suite 100 Fishers, IN 46037	First Merchants Bank of Central Indiana f/k/a Madison Community Bank 33 W. 10th Street, Suite 100 Anderson, IN 46016-1445
Robert A. Phillips 11740 Olio Road, Suite 100 Fishers, IN 46037	HPSC 1 Beacon St., 2nd Fl. Boston, MA 02108
Robert A. Phillips 11740 Olio Road, Suite 100 Fishers, IN 46037	Charter One Bank 1215 Superior Avenue Cleveland, OH 44114
Robert A. Phillips 11740 Olio Road, Suite 100 Fishers, IN 46037	FirstLease, Inc. 185 Commerce Drive, Unit 102 Fort Washington, PA 19034
Robert A. Phillips 11740 Olio Road, Suite 100 Fishers, IN 46037	Ashby & Knowling 804 Lincoln St. Anderson, IN 46016
Robert A. Phillips 11740 Olio Road, Suite 100 Fishers, IN 46037	Lyon Financial Services, Inc. 1310 Madrid St. Marshall, MN 56258

**United States Bankruptcy Court
Southern District of Indiana**

In re Olio Dental, Inc.
Debtor(s)

Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Owner 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 20 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date August 22, 2008

Signature /s/ Dr. Robert A. Phillips
Dr. Robert A. Phillips
Owner

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
Southern District of Indiana**

In re Olio Dental, Inc.

Debtor(s)

Case No. _____

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

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

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

DEFINITIONS

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

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

1. Income from employment or operation of business

None

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

AMOUNT	SOURCE
\$467,494.67	2008 - Business income (thru 8/18/08)
\$621,158.00	2007 - Business income
\$378,444.00	2006 - Business income

2. Income other than from employment or operation of business

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

AMOUNT SOURCE

3. Payments to creditors

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

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

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

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Zinkan & Barker Realty 5332 N. Temple Ave. Indianapolis, IN 46220	5/30/08 - \$5,500; 6/10/08 - \$5,500; 7/9/08 - \$5,500; 8/5/08 - \$5,700	\$22,200.00	\$0.00

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

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

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

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Ashby & Knowlings, LLC vs. Olio Dental, Inc.; Cause No.: 48D01-0711-PL-01592	Complaint on account	Madison Superior Court #1	Trial set for 11/7/08
First Merchants Bank of Central IN, N.A. f/k/a Madison Community Bank, N.A. vs. Olio Dental, Inc., et al.; Cause No.: 29C01-0804-MF-582	Complaint on note	Hamilton Circuit Court	Pending

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Lyon Financial Services, Inc. d/b/a USBancorp Manifest Funding Services vs. Olio Dental, Inc., et al.; Case number not yet assigned	Complaint on lease agreement	Fifth Judicial District Court, Lyon County, Minnesota	Pending
HPSC, Inc. v. Olio Dental, Inc., et al; Cause No. 08-2746	Complaint for breach of finance agreement	Commonwealth of Massachusetts, Suffolk Superior Court	Pending

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	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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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
Tucker Hester, LLC	7/10/08	\$18,500.00
429 N. Pennsylvania Street, Suite 100 Indianapolis, IN 46204-1816	8/14/08	\$7,700.00

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
Huntington National Bank P.O. Box 1558 EA1W37 Columbus, OH 43216-1558	Huntington business premier checking acct. #0981	closed 2/29/08; final balance - \$188.44

12. Safe deposit boxes

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

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

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

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

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

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

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

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

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

NAME

17. Environmental Information.

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

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

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

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

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

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

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

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

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

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

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

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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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
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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
KSM Business Services, Inc. P.O. Box 40857 Indianapolis, IN 46240-0857	2006-2007
Stephens & Soetenga CPA's PC 9845 E. 116th St., Suite 100 Fishers, IN 46037-9231	2007-2008

- 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
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- 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
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- 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
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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)
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- 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
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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
Robert A. Phillips 11740 Olio Rd., Ste. 100 Fishers, IN 46037	Owner	100% interest
Linda K. Phillips 11740 Olio Rd., Ste. 100 Fishers, IN 46037	Secretary	0% interest

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
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23 . Withdrawals from a partnership or distributions by a corporation

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Robert A. Phillips 11740 Olio Road, Suite 100 Fishers, IN 46037 Owner	8/18/07 thru 8/18/08 - compensation	\$51,599.31

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 August 22, 2008

Signature /s/ Dr. Robert A. Phillips
Dr. Robert A. Phillips
Owner

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

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

**United States Bankruptcy Court
Southern District of Indiana**

In re Olio Dental, Inc.
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>25,161.00</u>
Prior to the filing of this statement I have received.....	\$	<u>25,161.00</u>
Balance Due.....	\$	<u>0.00</u>

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

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

Debtor Other (specify):

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

Debtor Other (specify):

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

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

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

Total compensation shall be based upon total hours of legal services rendered at applicable attorney or legal assistant rates, plus expenses, less retainer paid, pursuant to a written engagement letter. No flat fee or flat rate is intended or implied.

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

Representation of the debtors in any dischargeability actions or any other adversary proceedings.

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: August 22, 2008

/s/ Jeffrey M. Hester
Jeffrey M. Hester
Tucker | Hester, LLC
429 N. Pennsylvania Street, Suite 100
Indianapolis, IN 46204-1816
(317) 833-3030 Fax: (317) 833-3031

**United States Bankruptcy Court
Southern District of Indiana**

In re Olio Dental, Inc.
Debtor

Case No. _____
Chapter 11

LIST OF EQUITY SECURITY HOLDERS

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Robert A. Phillips 11740 Olio Rd., Ste. 100 Fishers, IN 46037			100% interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Owner 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 August 22, 2008

Signature /s/ Dr. Robert A. Phillips
Dr. Robert A. Phillips
Owner

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
Southern District of Indiana**

In re Olio Dental, Inc. _____
Debtor(s)

Case No. _____
Chapter 11 _____

VERIFICATION OF CREDITOR MATRIX

I, the Owner 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: August 22, 2008 _____

/s/ Dr. Robert A. Phillips _____
Dr. Robert A. Phillips/Owner
Signer/Title

ACAI
415 S. SHORTRIDGE ROAD
INDIANAPOLIS, IN 46219

ASHBY & KNOWLING
804 LINCOLN ST.
ANDERSON, IN 46016

B&J DENTAL CERAMICS
7190 E. 106TH STREET
FISHERS, IN 46038

BENCO DENTAL
11 BEAR CREEK BLVD.
P.O. BOX 1108
WILKES BARRE, PA 18773-1108

BROWN RUDNICK LLP
ONE FINANCIAL CENTER
BOSTON, MA 02111

CHARTER ONE
17000 OLIO RD.
FISHERS, IN 46038

CHARTER ONE BANK
1215 SUPERIOR AVENUE
CLEVELAND, OH 44114

CST CO.
CST BUILDING
P.O. BOX 33127
LOUISVILLE, KY 40232-3127

DARBY DENTAL SUPPLY, LLC
GENERAL POST OFFICE
P.O. BOX 26582
NEW YORK, NY 10087-6582

DELL FINANCIAL SERVICES
P. O. BOX 81577
AUSTIN, TX 78708-1577

FIRST MERCHANTS BANK OF CENTRAL INDIANA
F/K/A MADISON COMMUNITY BANK
33 W. 10TH STREET, SUITE 100
ANDERSON, IN 46016-1445

FIRSTLEASE, INC.
185 COMMERCE DRIVE, UNIT 102
FORT WASHINGTON, PA 19034

GE HEALTHCARE FINANCIAL SERVICES
ONE BEACON ST.
2ND FLOOR
BOSTON, MA 02108

GLIDEWELL LABORATORIES
4141 MACARTHUR BOULEVARD
NEWPORT BEACH, CA 92660

HAMILTON COUNTY TREASURER'S OFFICE
HISTORIC COURTHOUSE
33 N. 9TH ST., SUITE 112
NOBLESVILLE, IN 46060

HPSC
1 BEACON ST., 2ND FL.
BOSTON, MA 02108

HUNTINGTON NATIONAL BANK
P.O. BOX 1558 EA1W37
COLUMBUS, OH 43216-1558

INDIANA DEPARTMENT OF REVENUE
COMPLIANCE DIVISION
100 N. SENATE ST., RM. N203
INDIANAPOLIS, IN 46204

INTERNAL REVENUE SERVICE
P.O. BOX 21126
PHILADELPHIA, PA 19114

KATZ, SAPPER & MILLER
DEPARTMENT 6035
P.O. BOX 6035
INDIANAPOLIS, IN 46236-0670

KELLER LABORATORIES, INC.
P.O. BOX 790051
SAINT LOUIS, MO 63179-0051

LAURENCE K. RICHMOND & ASSOC., P.C.
GREENLEAF BUILDING
1419 HANCOCK STREET
QUINCY, MA 02169-5203

LINDA K. PHILLIPS
11740 OLIO ROAD, SUITE 100
FISHERS, IN 46037

LYON FINANCIAL SERVICES, INC.
1310 MADRID ST.
MARSHALL, MN 56258

NATIONAL DENTEX CORPORATION
2 VISION DRIVE
NATICK, MA 01760

PATTERSON DENTAL SUPPLY, INC.
6110 N. TECHNOLOGY CENTER DRIVE
SUITE 100
INDIANAPOLIS, IN 46278-6017

PHILLIPS, ROBERT A.
11740 OLIO RD., STE. 100
FISHERS, IN 46037

ROBERT A. PHILLIPS
11740 OLIO ROAD, SUITE 100
FISHERS, IN 46037

ROBERT A. PHILLIPS, DDS
11740 OLIO RD., STE. 100
FISHERS, IN 46037

STERICYCLE, INC.
P.O. BOX 9001588
LOUISVILLE, KY 40290-1588

STERN AND EISENBERG, LLP
410 THE PAVILION
261 OLD YORK RD.
JENKINTOWN, PA 19046

THOMAS BEEMAN
33 W. 10TH ST., STE. 200
ANDERSON, IN 46016

US BANCORP
MANIFEST FUNDING SERVICES
1450 CHANNEL PKWY.
MARSHALL, MN 56258

**United States Bankruptcy Court
Southern District of Indiana**

In re Olio Dental, Inc.
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 Olio Dental, Inc. 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:

None [*Check if applicable*]

August 22, 2008
Date

/s/ Jeffrey M. Hester
Jeffrey M. Hester
Signature of Attorney or Litigant
Counsel for Olio Dental, Inc.
Tucker | Hester, LLC
429 N. Pennsylvania Street, Suite 100
Indianapolis, IN 46204-1816
(317) 833-3030 Fax:(317) 833-3031