

United States Bankruptcy Court District of Kansas		Voluntary Petition										
Name of Debtor (if individual, enter Last, First, Middle): Southwinds Mfg. Homes, L.L.C.		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) 20-1689798		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): 201 N Joplin Pittsburg, KS <div style="text-align: right; font-size: small;">ZIP Code 66762</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>										
County of Residence or of the Principal Place of Business: Crawford		County of Residence or of the Principal Place of Business:										
Mailing Address of Debtor (if different from street address): 4800 College Blvd. Overland Park, KS <div style="text-align: right; font-size: small;">ZIP Code 66211</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>										
Location of Principal Assets of Business Debtor (if different from street address above): 500 S. 45th Street East Muskogee, OK 74403												
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.										
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).										
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY										
Estimated Number of Creditors <table style="width:100%; font-size: small;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input checked="" type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table>			<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99		<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000		
Estimated Assets <table style="width:100%; font-size: small;"> <tr> <td><input checked="" type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>			<input checked="" type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
<input checked="" type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion			
Estimated Liabilities <table style="width:100%; font-size: small;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$50 million</td> <td><input type="checkbox"/> \$10,000,001 to \$100 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$50 million	<input type="checkbox"/> \$10,000,001 to \$100 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$50 million	<input type="checkbox"/> \$10,000,001 to \$100 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion			

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Southwinds Mfg. Homes, L.L.C.</p>
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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):
Southwinds Mfg. Homes, L.L.C.

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

Signatures

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/ Joanne B. Stutz KS
Signature of Attorney for Debtor(s)

Joanne B. Stutz KS #12365; MO #30820
Printed Name of Attorney for Debtor(s)

Evans & Mullinix, P.A.
Firm Name

7225 Renner Road, Suite 200
Shawnee, KS 66217

Address

(913) 962-8700 Fax: (913) 962-8701
Telephone Number

May 8, 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 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/ Michael Earl
Signature of Authorized Individual

Michael Earl
Printed Name of Authorized Individual

Member
Title of Authorized Individual

May 8, 2008
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.

**United States Bankruptcy Court
District of Kansas**

In re Southwinds Mfg. Homes, L.L.C.

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>
ALL AMERICAN BUILDING PRODUCTS 11915 E 51ST UNIT 25 TULSA, OK 74146	ALL AMERICAN BUILDING PRODUCTS 11915 E 51ST UNIT 25 TULSA, OK 74146	Materials		69,826.50
C & L SUPPLY 335 SOUTH WILSON P.O. BOX 578 VINITA, OK 74301	C & L SUPPLY 335 SOUTH WILSON P.O. BOX 578 VINITA, OK 74301	Materials		38,453.50
Capital Solutions 4800 College Blvd. Overland Park, KS 66211	Capital Solutions 4800 College Blvd. Overland Park, KS 66211	Loans from Member		398,505.21
DEALERS ELECTRICAL SUPPLY 1400 N. MAIN STREET MUSKOGEE, OK 74401	DEALERS ELECTRICAL SUPPLY 1400 N. MAIN STREET MUSKOGEE, OK 74401	Materials		50,161.47
ERIC SCHUENEMEYER 4 PLEASANT COVE LITTLE ROCK, AR 72211	ERIC SCHUENEMEYER 4 PLEASANT COVE LITTLE ROCK, AR 72211	Site materials		16,806.85
GENERAL PANEL CORPORATION P.O. BOX 279 GRENADA, MS 38902	GENERAL PANEL CORPORATION P.O. BOX 279 GRENADA, MS 38902	Materials		120,568.40
GLENN SCOTT MUSKOGEE COUNTY P. O. BOX 1587 MUSKOGEE, OK 74402-0811	GLENN SCOTT MUSKOGEE COUNTY P. O. BOX 1587 MUSKOGEE, OK 74402-0811	Property Taxes		21,541.00
Internal Revenue Service Centralized Insolvency Ops PO Box 21126 Philadelphia, PA 19114-0326	Internal Revenue Service Centralized Insolvency Ops PO Box 21126 Philadelphia, PA 19114-0326	Payroll Taxes		662,547.41
Lake Bluff Partners 201 N 2nd Street Kansas City, KS 66118	Lake Bluff Partners 201 N 2nd Street Kansas City, KS 66118	Deposit for House		62,000.00
MITCHELL BUILDERS, LLC 4800 COLLEGE BLVD. OVERLAND PARK, KS 66283	MITCHELL BUILDERS, LLC 4800 COLLEGE BLVD. OVERLAND PARK, KS 66283			138,500.49

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

In re Southwinds Mfg. Homes, L.L.C.

Case No. _____

Debtor(s)

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Oklahoma Tax Commission 2501 N. Lincoln Blvd. Oklahoma City, OK 73194	Oklahoma Tax Commission 2501 N. Lincoln Blvd. Oklahoma City, OK 73194	Payroll Taxes		94,638.53
PALMER SUPPLY COMPANY P. O. BOX 470510 TULSA, OK 74147-0510	PALMER SUPPLY COMPANY P. O. BOX 470510 TULSA, OK 74147-0510	materials		34,315.17
REPUBLIC INDUSTRIES 1002 N. CENTRAL EXPRESSWAY UNIT #495 RICHARDSON, TX 75081	REPUBLIC INDUSTRIES 1002 N. CENTRAL EXPRESSWAY UNIT #495 RICHARDSON, TX 75081	materials		19,601.44
SCHMIDT BUILDERS SUPPLY, INC 721 N KANSAS AVE TOPEKA, KS 66608	SCHMIDT BUILDERS SUPPLY, INC 721 N KANSAS AVE TOPEKA, KS 66608	materials		632,698.40
SHERWIN WILLIAMS 1821 N YORK ST MUSKOGEE, OK 74403-1445	SHERWIN WILLIAMS 1821 N YORK ST MUSKOGEE, OK 74403-1445	materials		70,668.26
Sierra Homes 4800 College Blvd. Overland Park, KS 66211	Sierra Homes 4800 College Blvd. Overland Park, KS 66211	Loans from Member		1,020,664.66
SOUTHERN FASTENING 650 SANDEN BLVD WYLIE, TX 75098	SOUTHERN FASTENING 650 SANDEN BLVD WYLIE, TX 75098	sm. Tools, fasteners		30,592.40
VDL TRANSPORTATION 202 S MINNESOTA COLUMBUS, KS 66725	VDL TRANSPORTATION 202 S MINNESOTA COLUMBUS, KS 66725	transportation of homes		82,981.50
WHITTINGHILL DISPOSAL SERVICE 6000 S CHEROKEE MUSKOGEE, OK 74403	WHITTINGHILL DISPOSAL SERVICE 6000 S CHEROKEE MUSKOGEE, OK 74403	professional services		20,380.00
WOODWORTHY, INC. P. O. BOX 1263 4628 CALLERY DRIVE Muskogee, OK 74402	WOODWORTHY, INC. P. O. BOX 1263 4628 CALLERY DRIVE Muskogee, OK 74402	materials		51,757.99

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

In re Southwinds Mfg. Homes, L.L.C.
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 Member 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 May 8, 2008

Signature /s/ Michael Earl
Michael Earl
Member

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.

In re Southwinds Mfg. Homes, L.L.C.

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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.	X -	Three Loans - Nov and Dec. 2006						1,900,000.00	Unknown
Bank of Oklahoma Bank of Oklahoma Tower Tulsa, OK 74172		Real Estate and substantially all assets. (Claim amount is estimate)							
		Value \$ Unknown							
Account No.		Clifford K Cate 330 North 4th PO Box 2669 Muskogee, OK 74402-2669							
Representing: Bank of Oklahoma		Value \$							
Account No.									
		Value \$							
Account No.									
		Value \$							
Subtotal (Total of this page)								1,900,000.00	0.00
Total (Report on Summary of Schedules)								1,900,000.00	0.00

0 continuation sheets attached

In re Southwinds Mfg. Homes, L.L.C.

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 Southwinds Mfg. Homes, L.L.C.
 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.			Payroll Taxes					
Internal Revenue Service Centralized Insolvency Ops PO Box 21126 Philadelphia, PA 19114-0326	-						662,547.41	0.00
Account No.			IRS Special Procedures 271 W 3rd Street N Ste 3000 STOP 5333 WIC Wichita, KS 67202-1212					
Representing: Internal Revenue Service								
Account No.			US Attorney Rm 360 500 State Avenue Kansas City, KS 66101					
Representing: Internal Revenue Service								
Account No.			Payroll Taxes					
Oklahoma Tax Commission 2501 N. Lincoln Blvd. Oklahoma City, OK 73194	-						94,638.53	0.00
Account No.								

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

Subtotal (Total of this page)	757,185.94	0.00	757,185.94
Total (Report on Summary of Schedules)	757,185.94	0.00	757,185.94

In re Southwinds Mfg. Homes, L.L.C., Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. N/A						
4-STATE STONE WORKS 57015 E. HWY 59 FAIRLAND, OK 74343		-				790.76
Account No.						
AALCO PROPANE COMPANY PO BOX 1406 Muskogee, OK 74401		-				482.68
Account No.						
ACCIDENT FUND INS COMPANY 232 S CAPITOL AVE. PO BOX 40790 LANSING, MI 48901-7990		-				8,610.10
Account No. xxxxxxxx-Px5619						
ACT TELECONFERENCING SVS. DEPT CH 17366 PALATINE, IL 60055-7366		-				182.18
Subtotal (Total of this page)						10,065.72

18 continuation sheets attached

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. N/A ADMIRAL PEST CONTROL COMPANY 715 EASTSIDE BOULEVARD MUSKOGEE, OK 74403	-	Pest Control				220.00
Account No. AEP PUBLIC SERV. CO. OF OKLAHOMA PO BOX 24421 CANTON, OH 44701-4421	-	Site electrical services				790.27
Account No. xx-xxx-xxxxxx-x xx-xxx-xx0084- AICCO, INC. P.O. BOX 73095 CHICAGO, IL 60673-7095	-	General Liability Insurance				5,318.22
Account No. Sx6095 ALL AMERICAN BUILDING PRODUCTS 11915 E 51ST UNIT 25 TULSA, OK 74146	-	Materials				69,826.50
Account No. xxx756 0 AMERICAN INDUSTRIAL SUPPLY P.O. BOX 52490 TULSA, OK 74152	-	Materials, supplies				268.46
Sheet no. <u>1</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	76,423.45

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. N/A BARTLETT ARCHITECTURE 603 HIGHWAY #5 NORTH BENTON, AR 72015		Architect services				875.00
Account No. N/A BAY TREE TECHNOLOGIES INTERNATIONAL 2277 WEST STREET SUITE 201 GERMANTOWN, TN 38138		Material				4,980.00
Account No. 2248 BESCO SUPPLY COMPANY 12214 E. 55TH STREET TULSA, OK 74146		Materials				7,168.61
Account No. BKD, LLP 1034 W. Main Street Branson, MO 65615		Professional Accounting Fees				3,300.00
Account No. xx9300 BLUECROSS BLUESHIELD OF OK HEALTHCARE SERVICE CORPORATION P.O. BOX 660049 DALLAS, TX 75266-0049		Employee Medical				4,096.30
Sheet no. <u>2</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	20,419.91

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. N/A BUILDERS SELECT 1315 S. HENDERSON DALLAS, TX 75223		Materials				664.98
Account No. 7177 C & L SUPPLY 335 SOUTH WILSON P.O. BOX 578 VINITA, OK 74301		Materials				38,453.50
Account No. 9S671 CALPLY 4900 CALVERT ST DALLAS, TX 75247		Materials				1,499.50
Account No. Capital Solutions 4800 College Blvd. Overland Park, KS 66211		Loans from Member				398,505.21
Account No. N/A CARL HANDLE P. O. BOX 450-87 GROVE, OK 73435-0871		Site services performed				1,240.00
Sheet no. <u>3</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	440,363.19

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. N/A CENTRAL BLOCK & BRICK CO 6902 BRODIE LANE LITTLE ROCK, AR 72204			Material for site				10,516.49	
Account No. xxxxx-xx1730 CITY OF MUSKOGEE P.O. BOX 1927 MUSKOGEE, OK 74402			Water				195.62	
Account No. N/A CONTEGO INTERNATIONAL, INC. 1013 AUTHUR ROCHESTER, IN 46975			Materials				3,130.00	
Account No. N/A CROWN PACKAGING CORP. 5418 S. 101ST E. AVENUE TULSA, OK 74146			Materials				86.35	
Account No. xx6335 DEALERS ELECTRICAL SUPPLY 1400 N. MAIN STREET MUSKOGEE, OK 74401			Materials				50,161.47	
Sheet no. <u>4</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	64,089.93

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Representing: DEALERS ELECTRICAL SUPPLY		Robertson Robertson & Silas PO Box 547 Clifton, TX 76634				
Account No. N/A DICKMAN GLASS P.O. BOX 762 MUSKOGEE, OK 74402		Materials -				1,231.48
Account No. N/A ERIC SCHUENEMEYER 4 PLEASANT COVE LITTLE ROCK, AR 72211		Site materials -				16,806.85
Account No. xxxx0797 EXPRESS PERSONNEL SERVICES P. O. BOX 269011 OKLAHOMA CITY, OK 73126		Temp service employment -				2,942.44
Account No. OKMUS4877 FASTENAL PO BOX 978 WINONA, MN 55987-0978		supplies, small tools -				8,365.73
Sheet no. <u>5</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	29,346.50

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		Husband, Wife, Joint, or Community						
Account No. Representing: FASTENAL			Haller Harlan & Taylor 4120 International Pkwy Suite 1120 Carrollton, TX 75007					
Account No. 2288 FIVE STAR OFFICE SUPPLY 527 W BROADWAY MUSKOGEE, OK 74401		-	office supplies				337.42	
Account No. 50 GARBE'S 4137 S. 72ND EAST AVENUE TULSA, OK 74145		-	Materials				3,997.47	
Account No. SOU01 GENERAL PANEL CORPORATION P.O. BOX 279 GRENADA, MS 38902		-	Materials				120,568.40	
Account No. Representing: GENERAL PANEL CORPORATION			Gore, Kilpatrick & Dambrino PO Box 901 Grenada, MS 38902					
Sheet no. <u>6</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	124,903.29

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. N/A GET WIRED ELECTRICAL, INC. P. O. BOX 6856 GROVE, OK 74344		-	Site services performed			1,300.00
Account No. N/A GLENN SCOTT MUSKOGEE COUNTY P. O. BOX 1587 MUSKOGEE, OK 74402-0811		-	Property Taxes			21,541.00
Account No. N/A GRAVES PLUMBING PO BOX 3715 BERNICE, OK 74331		-	Site services performed			3,000.00
Account No. N/A GREEN ACRE SOD FARMS, INC. 25120 HWY 59 N. GROVE, OK 74344		-	Site services performed			2,315.00
Account No. N/A GREEN COUNTRY MARBLE 600 W. 158TH STREET SOUTH GLENPOOL, OK 74033		-	Materials			15,469.88
Sheet no. <u>7</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	43,625.88

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. GROVE MUNICIPAL SVCS AUTHORITY 104 W. 3RD GROVE, OK 74344		-	Site water services			164.31
Account No. N/A HILTON CONSTRUCTION 802 SANDPIPER RAYMORE, MO 64083		-	Site services performed			4,800.00
Account No. SOUTHWINDS HOMES HOFFMAN FIXTURES COMPANY 9421 E 54TH STREET TULSA, OK 74145-8101		-	materials			2,173.67
Account No. Representing: HOFFMAN FIXTURES COMPANY			Barber & Bartz PC 525 S. Main Street Suite 800 Tulsa, OK 74103			
Account No. HOME DEPOT 9808 E. 71ST STREET TULSA, OK 74130		-	Purchases			954.84
Sheet no. <u>8</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	8,092.82

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. xxxx:6076 IMPERIAL VENDING P.O. BOX 150040 TULSA, OK 74115		vending incentive				118.65
Account No. N/A JIM'S GARAGE DOOR PO BOX 22 NORTH MIAMI, OK 74358		site services performed				2,250.00
Account No. N/A K & S SHEET METAL 4540 ELLWELL ROAD MUSKOGEE, OK 74401		materials				2,014.00
Account No. 1707 KEMP STONE, INC PO BOX 949 PRYOR, OK 74362		site materials				920.45
Account No. N/A KEVIN M. FINN, P.E. INC. 2700 W. WILDEN AVENUE SUITE 4 GOSHEN, IN 46528		certification services				986.52
Sheet no. <u>9</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	6,289.62

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Lake Bluff Partners 201 N 2nd Street Kansas City, KS 66118		-	Deposit for House			62,000.00
Account No. LASHLEY OFFICE SYSTEMS PO BOX 887 MUSKOGEE, OK 74402		-	Services			63.45
Account No. N/A LEDBETTER ELECTRIC P.O. BOX 452452 GROVE, OK 74344		-	site services performed			40.15
Account No. x0280 LOCKE SUPPLY P.O. BOX 24980 OKLAHOMA CITY, OK 73124-0980		-	materials			94.32
Account No. N/A LONG LAYER MASONRY 14901 QUAIL DRIVE ROGERS, AR 72758		-	site services performed			5,587.00
Sheet no. <u>10</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	67,784.92

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. 291 MARVINS MOWER & MORE 2000 N. YORK MUSKOGEE, OK 74403			maintenance			113.09
Account No. N/A MITCHELL BUILDERS, LLC 4800 COLLEGE BLVD. OVERLAND PARK, KS 66283						138,500.49
Account No. 2210, x6666, x9679, MUSKOGEE IMMEDIATE CARE, INC. DEPT 1658 TULSA, OK 74182			Self pay workmans comp			599.96
Account No. x1160 NEO CONCRETE & MATERIALS, INC. P. O. BOX 598 N. MIAMI, OK 74358			Site materials			11,214.00
Account No. N/A NOARK ENTERPRISES 10101 HWY 70 EAST N LITTLE ROCK, AR 72117			Materials			16,327.00
Sheet no. <u>11</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	166,754.54

In re Southwinds Mfg. Homes, L.L.C.

Case No. _____

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. xxxxxx482-4 OG & E P.O. BOX 24990 OKLAHOMA CITY, OK 73124-0990		Electric				2,987.99
Account No. N/A OKLAHOMA EMPLOYMENT SECURITY COMMISSION P.O. BOX 52004 OKLAHOMA CITY, OK 73152-2004		Unemployment taxes				6.77
Account No. xxxxxxxx xxxxx09 91 OKLAHOMA NATURAL GAS DEPT 1234 TULSA, OK 74186-0002		Natural Gas				4,482.88
Account No. N/A OZARK CRANE SERVICES, INC. 6619 SPURGEON RD JOPLIN, MO 64804		Site services performed				7,489.46
Account No. SOUMxxx0001 PACKAGING CREDIT COMPANY 36596 TREASURY CENTER CHICAGO, IL 60694-6500		materials				1,225.18
Sheet no. <u>12</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	16,192.28

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. x5891 PALMER SUPPLY COMPANY P. O. BOX 470510 TULSA, OK 74147-0510		materials				34,315.17
Account No. Representing: PALMER SUPPLY COMPANY		Hanson & Holmes LLP 5918 E. 31st Street Tulsa, OK 74135				
Account No. 1092 PANELS PLUS 505 W. FRONT ST ALBERT LEA, MN 56007		tools				440.68
Account No. N/A PARTNERS CONSTRUCTION, INC 15607 LAWRENCE AVE. BELTON, MO 64012		site services performed				3,252.00
Account No. x0434 PATE INDUSTRIAL SUPPLY, INC. 1315 N. MAIN P. O. BOX 1422 MUSKOGEE, OK 74402-1422		shop expense/ maintenance				1,113.73
Sheet no. <u>13</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	39,121.58

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. 2363 PRATT PEST CONTROL 615 S MAIN GROVE, OK 74344	-	Site services performed				1,980.00
Account No. R. Jay Cook Cook & Hilfiger PO Box 7091 Muskogee, OK 74402	-					0.00
Account No. xx-xxx2091 REPUBLIC INDUSTRIES 1002 N. CENTRAL EXPRESSWAY UNIT #495 RICHARDSON, TX 75081	-	materials				19,601.44
Account No. N/A SADLER PAPER COMPANY ONE CINCINNATI AVENUE MUSKOGEE, OK 74401-5499	-	janitorial supplies				472.72
Account No. xxx xxx-xxxx 804 4 SBC P.O. BOX 650661 DALLAS, TX 75265-0661	-	telephone service				310.61
Sheet no. <u>14</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	22,364.77

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. 3115 SCHMIDT BUILDERS SUPPLY, INC 721 N KANSAS AVE TOPEKA, KS 66608		materials				632,698.40
Account No. N/A SDS CONCRETE P. O. BOX 75 FAIRLAND, OK 74343		site materials				4,817.00
Account No. xxxx-x382-4 SHERWIN WILLIAMS 1821 N YORK ST MUSKOGEE, OK 74403-1445		materials				70,668.26
Account No. Sierra Homes 4800 College Blvd. Overland Park, KS 66211		Loans from Member				1,020,664.66
Account No. xxx-xxxx7492 SIMPLEX GRINNELL 6111 NEW SAPULPA ROAD TULSA, OK 74131-2648		office supplies				84.99
Sheet no. <u>15</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	1,728,933.31

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. xxx9433 SOUTHERN FASTENING 650 SANDEN BLVD WYLIE, TX 75098		sm. Tools, fasteners				30,592.40
Account No. xx3987 STAPLES BUSINESS ADVANTAGE DEPT DAL 3368 P.O. BOX 83689 CHICAGO, IL 60696-3689		office supplies				2,288.49
Account No. N/A TERRY'S PAINTING 7600 S. HWY 137 Miami, OK 74354		site services performed				1,078.00
Account No. N/A THE TOTAL SOURCE 12403 NETWORK BLVD SAN ANTONIO, TX 78249		marketing				836.05
Account No. N/A TIM CARTWRIGHT HEATING & AIR 31300 S. 616 LOOP GROVE, OK 74344		Site services performed				1,500.00
Sheet no. <u>16</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	36,294.94

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. N/A TIMBER TECH 11618 HWY 5 ST.MARIES, ID 83861			materials				126.39	
Account No. TOYOTA MOTOR CORP DEPT 2431 CAROL STREAM, IL 60132-2431			Services				420.15	
Account No. 4133 TR ARNOLD & ASSOCIATES 700 E BEARDSLEY AVE P.O. BOX 1081 ELKHART, IN 46515			3rd party inspections & certifications				13,820.01	
Account No. 02Y2A7 UPS LOCKBOX 577 CAROL STREAM, IL 60132-0577			postal services				83.40	
Account No. SOUWIN VDL TRANSPORTATION 202 S MINNESOTA COLUMBUS, KS 66725			transportation of homes				82,981.50	
Sheet no. <u>17</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	97,431.45

In re Southwinds Mfg. Homes, L.L.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. xxx2729 VICTORY PACKAGING 4949 S. W. 20TH OKLAHOMA CITY, OK 73128		materials				3,475.52
Account No. xxx-xxxxxxx-x006-0 WASTE MANAGEMENT OF TULSA P.O. BOX 660345 DALLAS, TX 75266-0345		professional services				292.90
Account No. xx0600 WHITTINGHILL DISPOSAL SERVICE 6000 S CHEROKEE MUSKOGEE, OK 74403		professional services				20,380.00
Account No. N/A WOODWORTHY, INC. P. O. BOX 1263 4628 CALLERY DRIVE Muskogee, OK 74402		materials				51,757.99
Account No. Representing: WOODWORTHY, INC.		Fite Law Firm PO Box 1411 Muskogee, OK 74402				

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

Subtotal
 (Total of this page) 75,906.41

Total
 (Report on Summary of Schedules) 3,074,404.51

In re Southwinds Mfg. Homes, L.L.C.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

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

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Bernard and Ella Ullman 4708 West 120th Street Leawood, KS 66209	Bank of Oklahoma Bank of Oklahoma Tower Tulsa, OK 74172
Larry Seward 1130 S. 200th Street Pittsburg, KS 66762	Bank of Oklahoma Bank of Oklahoma Tower Tulsa, OK 74172
Lee Ullman 12820 Sherwood Leawood, KS 66209	Bank of Oklahoma Bank of Oklahoma Tower Tulsa, OK 74172
Mike Breakey 14245 West 125th Street Olathe, KS 66062	Bank of Oklahoma Bank of Oklahoma Tower Tulsa, OK 74172
Mike EARl 3001 NW Ashurst Drive Lees Summit, MO 64081	Bank of Oklahoma Bank of Oklahoma Tower Tulsa, OK 74172

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_____ continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court
District of Kansas**

In re Southwinds Mfg. Homes, L.L.C.
Debtor(s)

Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Member 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 30 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date May 8, 2008

Signature /s/ Michael Earl
Michael Earl
Member

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
District of Kansas**

In re Southwinds MFG. Homes, L.L.C.

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 payment of fees at the hourly rate of.....	\$	<u>300.00</u>
Prior to the filing of this statement I have received a retainer of.....	\$	<u>22,892.50</u>
Balance Due: subject to application and allowance of the court.....	\$	<u>unk</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]
Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.
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, judicial lien avoidances, relief from stay actions or any other adversary proceedings, reaffirmations and redemptions.

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: May 8, 2008/s/ Joanne B. Stutz KS

Joanne B. Stutz KS #12365; MO #30820

Evans & Mullinix, P.A.

7225 Renner Road, Suite 200

Shawnee, KS 66217

(913) 962-8700 Fax: (913) 962-8701

4-STATE STONE WORKS
57015 E. HWY 59
FAIRLAND OK 74343

AALCO PROPANE COMPANY
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Muskogee OK 74401

ACCIDENT FUND INS COMPANY
232 S CAPITOL AVE.
PO BOX 40790
LANSING MI 48901-7990

ACT TELECONFERENCING SVS.
DEPT CH 17366
PALATINE IL 60055-7366

ADMIRAL PEST CONTROL COMPANY
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MUSKOGEE OK 74403

AEP PUBLIC SERV. CO. OF OKLAHOMA
PO BOX 24421
CANTON OH 44701-4421

AICCO, INC.
P.O. BOX 73095
CHICAGO IL 60673-7095

ALL AMERICAN BUILDING PRODUCTS
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UNIT 25
TULSA OK 74146

AMERICAN INDUSTRIAL SUPPLY
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TULSA OK 74152

Bank of Oklahoma
Bank of Oklahoma Tower
Tulsa OK 74172

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BARTLETT ARCHITECTURE
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BENTON AR 72015

BAY TREE TECHNOLOGIES INTERNATIONAL
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GERMANTOWN TN 38138

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Leawood KS 66209

BESCO SUPPLY COMPANY
12214 E. 55TH STREET
TULSA OK 74146

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Branson MO 65615

BLUECROSS BLUESHIELD OF OK
HEALTHCARE SERVICE CORPORATION
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DALLAS TX 75266-0049

BUILDERS SELECT
1315 S. HENDERSON
DALLAS TX 75223

C & L SUPPLY
335 SOUTH WILSON
P.O. BOX 578
VINITA OK 74301

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DALLAS TX 75247

Capital Solutions
4800 College Blvd.
Overland Park KS 66211

CARL HANDLE
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GROVE OK 73435-0871

CENTRAL BLOCK & BRICK CO
6902 BRODIE LANE
LITTLE ROCK AR 72204

CITY OF MUSKOGEE
P.O. BOX 1927
MUSKOGEE OK 74402

Clifford K Cate
330 North 4th
PO Box 2669
Muskogee OK 74402-2669

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1013 AUTHUR
ROCHESTER IN 46975

CROWN PACKAGING CORP.
5418 S. 101ST E. AVENUE
TULSA OK 74146

DEALERS ELECTRICAL SUPPLY
1400 N. MAIN STREET
MUSKOGEE OK 74401

DICKMAN GLASS
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MUSKOGEE OK 74402

ERIC SCHUENEMEYER
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LITTLE ROCK AR 72211

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FASTENAL
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WINONA MN 55987-0978

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FIVE STAR OFFICE SUPPLY
527 W BROADWAY
MUSKOGEE OK 74401

GARBE'S
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TULSA OK 74145

GENERAL PANEL CORPORATION
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GRENADA MS 38902

GET WIRED ELECTRICAL, INC.
P. O. BOX 6856
GROVE OK 74344

GLENN SCOTT
MUSKOGEE COUNTY
P. O. BOX 1587
MUSKOGEE OK 74402-0811

Gore, Kilpatrick & Dambrino
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Grenada MS 38902

GRAVES PLUMBING
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BERNICE OK 74331

GREEN ACRE SOD FARMS, INC.
25120 HWY 59 N.
GROVE OK 74344

GREEN COUNTRY MARBLE
600 W. 158TH STREET SOUTH
GLENPOOL OK 74033

GROVE MUNICIPAL SVCS AUTHORITY
104 W. 3RD
GROVE OK 74344

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HILTON CONSTRUCTION
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RAYMORE MO 64083

HOFFMAN FIXTURES COMPANY
9421 E 54TH STREET
TULSA OK 74145-8101

HOME DEPOT
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TULSA OK 74130

IMPERIAL VENDING
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TULSA OK 74115

Internal Revenue Service
Centralized Insolvency Ops
PO Box 21126
Philadelphia PA 19114-0326

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Wichita KS 67202-1212

JIM'S GARAGE DOOR
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K & S SHEET METAL
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MUSKOGEE OK 74401

KEMP STONE, INC
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PRYOR OK 74362

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GOSHEN IN 46528

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Larry Seward
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GROVE OK 74344

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Mike EArl
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TULSA OK 74182

NEO CONCRETE & MATERIALS, INC.
P. O. BOX 598
N. MIAMI OK 74358

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N LITTLE ROCK AR 72117

OG & E
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OKLAHOMA EMPLOYMENT SECURITY COMMISSION
P.O. BOX 52004
OKLAHOMA CITY OK 73152-2004

OKLAHOMA NATURAL GAS
DEPT 1234
TULSA OK 74186-0002

Oklahoma Tax Commission
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Oklahoma City OK 73194

OZARK CRANE SERVICES, INC.
6619 SPURGEON RD
JOPLIN MO 64804

PACKAGING CREDIT COMPANY
36596 TREASURY CENTER
CHICAGO IL 60694-6500

PALMER SUPPLY COMPANY
P. O. BOX 470510
TULSA OK 74147-0510

PANELS PLUS
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PATE INDUSTRIAL SUPPLY, INC.
1315 N. MAIN
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Robertson Robertson & Silas
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Clifton TX 76634

SADLER PAPER COMPANY
ONE CINCINNATI AVENUE
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DALLAS TX 75265-0661

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WASTE MANAGEMENT OF TULSA
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WOODWORTHY, INC.
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4628 CALLERY DRIVE
Muskogee OK 74402

**United States Bankruptcy Court
District of Kansas**

In re Southwinds Mfg. Homes, L.L.C. Debtor(s) Case No. _____
Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the Member 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: May 8, 2008

/s/ Michael Earl
Michael Earl/Member
Signer/Title