

**United States Bankruptcy Court
District of Massachusetts**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Strategic Designworks, 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) 04-2501264	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): 9 Mercer Road Natick, MA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 01760	ZIP Code
County of Residence or of the Principal Place of Business: Middlesex	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>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>Nature of Business (Check one box)</p> <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	<p>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
<p>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>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.

<p>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>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). <p>Check if:</p> <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <p>Check all applicable boxes:</p> <input checked="" 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 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"/>
\$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 checked="" 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

THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Strategic Designworks, Inc.</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):
Strategic Designworks, 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/ Thomas J. Raftery
Signature of Attorney for Debtor(s)

Thomas J. Raftery BBO#410740
Printed Name of Attorney for Debtor(s)

Law Office of Thomas J. Raftery
Firm Name

Post Office Box 550
Carlisle, MA 01741-0550

Address

Email: thomas@raftery.com

(978) 369-4404 Fax: (978) 369-7816
Telephone Number

December 19, 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/ John M. Vetere
Signature of Authorized Individual

John M. Vetere
Printed Name of Authorized Individual

President
Title of Authorized Individual

December 19, 2008
Date

Voluntary Petition

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

Name of Debtor(s):
Strategic Designworks, 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.

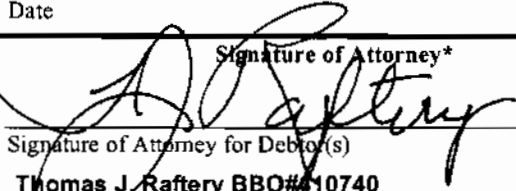
X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X  _____
Signature of Attorney for Debtor(s)

Thomas J. Raftery BBO#10740
Printed Name of Attorney for Debtor(s)

Law Office of Thomas J. Raftery
Firm Name

Post Office Box 550
Carlisle, MA 01741-0550

Address

Email: thomas@raftery.com
(978) 369-4404 Fax: (978) 369-7816
Telephone Number

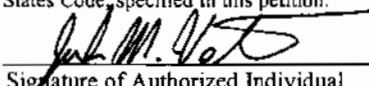
Date

*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 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  _____
Signature of Authorized Individual

John M. Vetere
Printed Name of Authorized Individual

President
Title of Authorized Individual

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 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

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.

OFFICIAL FORM 7
United States Bankruptcy Court
District of Massachusetts

In re **STRATEGIC DESIGNWORKS, INC.**
Debtor(s)

Case No.
Chapter 11

DECLARATION RE: ELECTRONIC FILING

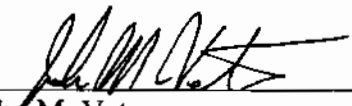
PART I- DECLARATION OF PETITIONER

I, **John M. Vetere, President**, hereby declare under penalty of perjury that all of the information contained in the petition, schedules, statements and pleadings (singly or jointly the "Document"), filed electronically, is true and correct. I understand that this DECLARATION is to be filed with the Clerk of Court electronically concurrently with the electronic filing of the Document. I understand that failure to file this DECLARATION may cause the Document to be struck and any request contained or relying thereon to be denied, without further notice.

I further understand that pursuant to the Massachusetts Electronic Filing Local Rule (MEFLR)-7(a) all paper documents containing original signatures executed under the penalties of perjury and filed electronically with the Court are the property of the bankruptcy estate and shall be maintained by the authorized CM/ECF Registered User for a period of five (5) years after the closing of this case.

Dated: December 19, 2008

Signed: _____


John M. Vetere
(Affiant)

PART II - DECLARATION OF ATTORNEY (IF AFFIANT IS REPRESENTED BY
COUNSEL)

I certify that the affiant(s) signed this form before I submitted the Document, I gave the affiant(s) a copy of the Document and this DECLARATION, and I have followed all other electronic filing requirements currently established by local rule and standing order. This DECLARATION is based on all information of which I have knowledge and my signature below constitutes my certification of the foregoing under Fed. R. Bankr. P. 9011. I have reviewed and will comply with the provisions of MEFR 7.

Dated:

Signed: /s/Thomas J. Raftery

Thomas J. Raftery BBO#410740
Attorney for Affiant

STRATEGIC DESIGNWORKS, INC.


Unanimous Consent of Directors

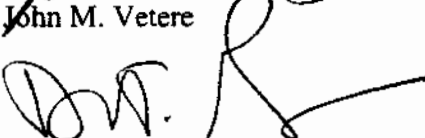
We, the undersigned, being the sole director of the corporation hereby adopt pursuant to Massachusetts General Laws c. 156D § 8.21, the following resolutions and hereby direct that the same be filed with the minutes of the meetings of directors of the corporation as though voted and resolved at a regularly scheduled and noticed meeting of said directors, to wit:

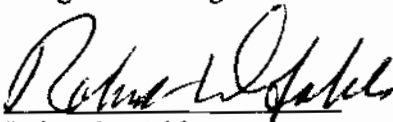
VOTED: That in the judgment of the director of this corporation it is desirable and for the best interests of the corporation, its creditors, stockholder and other interested parties, that a petition pursuant to Chapter 11 of the Bankruptcy Code, 11 U.S.C. §101 et seq. be filed by this corporation.

VOTED: That John M. Vetere, President of this corporation, be and he hereby is, authorized and empowered, for and on behalf of this corporation and in its corporate name and behalf, to execute, acknowledge, verify and deliver a petition pursuant to Chapter 11 of the Bankruptcy Code, 11 U.S.C. §101 et seq.; and to cause the same to be filed with the United States Bankruptcy Court for the District of Massachusetts and to file such other instruments, schedules and other papers and to take any and all other action which he, so acting, may deem necessary or proper in connection with said proceedings.

VOTED: That Thomas J. Raftery, Esquire, of 1082 Concord Street, Carlisle, Massachusetts 01741, be, and he hereby is, retained as counsel to represent this corporation in the matter of the aforementioned proceedings and with respect to all proceedings pursuant to the Bankruptcy Code.


John M. Vetere


Douglas T. George


Robert L. Gable



Dated: December 18, 2008

United States Bankruptcy Court
District of Massachusetts

In re Strategic Designworks, 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>
Diebold Inc P.O. Box 643543 Pittsburgh, PA 15264-3543	Diebold Inc P.O. Box 643543 Pittsburgh, PA 15264-3543			211,792.94
Architectural Store Fixtures 124 Eastern Avenue Pawtucket, RI 02860	Architectural Store Fixtures 124 Eastern Avenue Pawtucket, RI 02860			98,492.00
New England Engineering Inc. 100 Concord Street Third Floor Framingham, MA 01702	New England Engineering Inc. 100 Concord Street Third Floor Framingham, MA 01702			82,150.00
Office Environment POB 415213 Boston, MA 02241-5213	Office Environment POB 415213 Boston, MA 02241-5213			68,751.63
W.B. Mason (Furniture) P.O. Box 111 59 Centre Street Brockton, MA 02303	W.B. Mason (Furniture) P.O. Box 111 59 Centre Street Brockton, MA 02303			41,037.19
Odeh Engineers 1223 Mineral Spring Avenue North Providence, RI 02904	Odeh Engineers 1223 Mineral Spring Avenue North Providence, RI 02904			32,140.57
S3 Design Inc. P.O. Box 101 27 Cedar Drive Stuyvesant, NY 12173-2418	S3 Design Inc. P.O. Box 101 27 Cedar Drive Stuyvesant, NY 12173-2418			24,656.45
Schofield Brothers 1071 Worcester Road Framingham, MA 01701-2874	Schofield Brothers 1071 Worcester Road Framingham, MA 01701-2874			22,608.83
American Video Services P.O. Box 488 Randolph, MA 02368-0488	American Video Services P.O. Box 488 Randolph, MA 02368-0488			18,544.60
Davidson & Stone PLLC Two Capitol Plaza #301 Third Floor Concord, NH 03301-4911	Davidson & Stone PLLC Two Capitol Plaza #301 Third Floor Concord, NH 03301-4911			11,490.75

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>
Avi-Pro Inc Square One Plaza 2 Lowell Street Ste 6A Wilmington, MA 01887-3237	Avi-Pro Inc Square One Plaza 2 Lowell Street Ste 6A Wilmington, MA 01887-3237			10,984.37
Tetra Tech RAI Dept. 1626 Denver, CO 80291-1626	Tetra Tech RAI Dept. 1626 Denver, CO 80291-1626			7,074.13
Fine Fabrics 241 Hillside Ave Pawtucket, RI 02860	Fine Fabrics 241 Hillside Ave Pawtucket, RI 02860			4,788.00
myCadd 22 Tanager Way Londonderry, NH 03053	myCadd 22 Tanager Way Londonderry, NH 03053			4,475.00
Narragansett Engineering Inc. 3102 East Main Road Portsmouth, RI 02871	Narragansett Engineering Inc. 3102 East Main Road Portsmouth, RI 02871		Disputed	4,425.00
Kimberly Whitworth 101 Main Street Medford, MA 02155	Kimberly Whitworth 101 Main Street Medford, MA 02155			3,706.25
Bancography 2301 First Avenue Suite 103 Birmingham, AL 35203	Bancography 2301 First Avenue Suite 103 Birmingham, AL 35203		Disputed	3,466.66
Bryant Associates 98 North Washington Street Suite B1 Boston, MA 02114-1913	Bryant Associates 98 North Washington Street Suite B1 Boston, MA 02114-1913			3,360.00
GZA GeoEnvironmental Inc. 530 Broadway Providence, RI 02909	GZA GeoEnvironmental Inc. 530 Broadway Providence, RI 02909			2,442.40
Call Andy! Macintosh Consulting 4 Squire Court Suite 15 Natick, MA 01760	Call Andy! Macintosh Consulting 4 Squire Court Suite 15 Natick, MA 01760			2,006.25

In re Strategic Designworks, 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 President 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 December 19, 2008

Signature /s/ John M. Vetere
John M. Vetere
President

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 Massachusetts**

In re Strategic Designworks, 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
Douglas T. George 137 Haymeadow Road North Andover, MA 01845	Common	40%	
John M. Vetere 4 Mohawk Road Andover, MA 01810	Common	60%	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President 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 December 19, 2008

Signature /s/ John M. Vetere
John M. Vetere
President

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.

Allied Waste
POB 9001099
Louisville, KY 40290-1099

American Video Services
P.O. Box 488
Randolph, MA 02368-0488

Andrew Dern
2A Brown Ave
Amesbury, MA 01913

Architectural Store Fixtures
124 Eastern Avenue
Pawtucket, RI 02860

Avi-Pro Inc
Square One Plaza
2 Lowell Street Ste 6A
Wilmington, MA 01887-3237

Bancography
2301 First Avenue
Suite 103
Birmingham, AL 35203

BL Companies Inc.
P.O. Box 845920
Boston, MA 02284-5920

Bryant Associates
98 North Washington Street
Suite B1
Boston, MA 02114-1913

Call Andy! Macintosh Consulting
4 Squire Court
Suite 15
Natick, MA 01760

Davidson & Stone PLLC
Two Capitol Plaza #301
Third Floor
Concord, NH 03301-4911

Deltek Systems Inc.
POB 79581
Baltimore, MD 21279-0581

Diebold Inc
P.O. Box 643543
Pittsburgh, PA 15264-3543

Fine Fabrics
241 Hillside Ave
Pawtucket, RI 02860

Fisher Engineering PC
686 Belknap Mountain Road
Gilford, NH 03249

GZA GeoEnvironmental Inc.
530 Broadway
Providence, RI 02909

Kimberly Whitworth
101 Main Street
Medford, MA 02155

Konica Minolta Business Solutions
POB 952823
Atlanta, GA 31192-2823

Lincoln National Life Ins.
POB 821
Carol Stream, IL 60132-0821

Medical Claims Services
1 Wall Street Suite 2A
Ravenswood, WV 26164

MFB Holdings LLC
710 Main Street
P.O. Box 10
Rollinsford, NH 03869

myCadd
22 Tanager Way
Londonderry, NH 03053

Narragansett Engineering Inc.
3102 East Main Road
Portsmouth, RI 02871

New England Engineering Inc.
100 Concord Street
Third Floor
Framingham, MA 01702

Odeh Engineers
1223 Mineral Spring Avenue
North Providence, RI 02904

Office Environment
POB 415213
Boston, MA 02241-5213

S3 Design Inc.
P.O. Box 101
27 Cedar Drive
Stuyvesant, NY 12173-2418

Schofield Brothers
1071 Worcester Road
Framingham, MA 01701-2874

Silver/Petracelli & Associates
3150 Whiting Avenue
Hamden, CT 06518

Susan B. Watts Revocable Trust
6 Stop River Road
Norfolk, MA 02056

Tetra Tech RAI
Dept. 1626
Denver, CO 80291-1626

The Bonazzoli Corporation
885 Waverly Street
Framingham, MA 01702

Verizon Wireless
POB 15041
Worcester, MA 01615

Volkswagen Credit
P.O. Box 17497
Baltimore, MD 21297-1497

W.B. Mason (Furniture)
P.O. Box 111
59 Centre Street
Brockton, MA 02303

XO Communications
14242 Collections Center
Chicago, IL 60693-0142