

**United States Bankruptcy Court
Middle District of North Carolina**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): H.E.P. Direct, 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)/Complete EIN (if more than one, state all) 20-3080288	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): 4040 Business Park Court Winston Salem, NC ZIP Code 27107	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Forsyth	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP Code	Mailing Address of Joint Debtor (if different from street address): ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): 4040 Business Park Court Winston Salem, NC 27107	

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	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
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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).	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 \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <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 <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 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 <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

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

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

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

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

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

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

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

No.

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

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

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

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

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

(Check all applicable boxes)

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

Debtor has included with 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):
H.E.P. Direct, 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/ Vicki L. Parrott
Signature of Attorney for Debtor(s)

Vicki L. Parrott 25449
Printed Name of Attorney for Debtor(s)

Northen Blue, L.L.P.
Firm Name

1414 Raleigh Road, Suite 435
P.O. Box 2208
Chapel Hill, NC 27515-2208

Address

(919) 968-4441
Telephone Number

November 27, 2013
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/ D. Keith Hewitt
Signature of Authorized Individual

D. Keith Hewitt
Printed Name of Authorized Individual

President
Title of Authorized Individual

November 27, 2013
Date

**United States Bankruptcy Court
Middle District of North Carolina**

In re H.E.P. Direct, 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>
American Express 2412 Lake Brandt Place Greensboro, NC 27407	American Express 2412 Lake Brandt Place Greensboro, NC 27407			25,305.77
Bank of North Carolina Attn: Legal Dept. 1110 Dover Road Greensboro, NC 27408	Bank of North Carolina Attn: Legal Dept. 1110 Dover Road Greensboro, NC 27408	Office Equipment, furnishings and supplies in NC and CA (tax value)		494,092.40 (155,900.00 secured)
BB&T Insurance Service, Inc P O Box 890635 Charlotte, NC 28289	BB&T Insurance Service, Inc P O Box 890635 Charlotte, NC 28289	truck insurance		42,984.00
Comdata 5301 Marlyland Way Brentwood, TN 37027	Comdata 5301 Marlyland Way Brentwood, TN 37027	fuel		27,054.88
Dixon Hughes Goodman LLP 1829 Eastchester Drive PO BOX 2646 High Point, NC 27261	Dixon Hughes Goodman LLP 1829 Eastchester Drive PO BOX 2646 High Point, NC 27261	Accounting services		98,233.15
Fontana Industrial Center, Inc. 4199 Campus Drive, Ste 280 Irvine, CA 92612	Fontana Industrial Center, Inc. 4199 Campus Drive, Ste 280 Irvine, CA 92612	CA rent		23,610.64
Gateway Frontier Properties File 54632 Los Angeles, CA 90074	Gateway Frontier Properties File 54632 Los Angeles, CA 90074	rent TX		26,763.75
Internal Revenue Service Centralized Insolvency Operations P O Box 7346 Philadelphia, PA 19101-7346	Internal Revenue Service Centralized Insolvency Operations P O Box 7346 Philadelphia, PA 19101-7346	withholding, medicare, social security, unemployment		944,288.00
McKinney Trailer Rentals 8400 E. Saulson Pico Rivera, CA 90660	McKinney Trailer Rentals 8400 E. Saulson Pico Rivera, CA 90660	trailer rental		23,163.50
Monmouth Real Estate Investment Corp 3499 Rte 9 N #3C Freehold, NJ 07728	Monmouth Real Estate Investment Corp 3499 Rte 9 N #3C Freehold, NJ 07728	real estate rent		23,964.14

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Nemecke & Cole 15260 Ventura Blvd #920 Sherman Oaks, CA 91403	Nemecke & Cole 15260 Ventura Blvd #920 Sherman Oaks, CA 91403	legal fees		22,096.81
North Carolina Dept of Revenue P O Box 1168 Raleigh, NC 27602	North Carolina Dept of Revenue P O Box 1168 Raleigh, NC 27602	withholding, unemployment		168,900.00
Penske P O Box 532658 Atlanta, GA 30353	Penske P O Box 532658 Atlanta, GA 30353	equipment lease		82,279.38
Reed's Home Delivery 1942 Sabre St. Hayward, CA 94545	Reed's Home Delivery 1942 Sabre St. Hayward, CA 94545	carrier freight expense		50,523.51
Robinson Bradshaw & Hinson, P.A. 101 North Tryon Street Suite 1900 Charlotte, NC 28246	Robinson Bradshaw & Hinson, P.A. 101 North Tryon Street Suite 1900 Charlotte, NC 28246	legal fees		46,338.04
Ryder Transportation Services P O Box 402366 Atlanta, GA 30384	Ryder Transportation Services P O Box 402366 Atlanta, GA 30384	equipment rental		35,716.30
Select Staffing 24223 Network Place Ste 3000 Chicago, IL 60673	Select Staffing 24223 Network Place Ste 3000 Chicago, IL 60673	professional services		53,699.47
State of California Tax Board PO Box 942867 Sacramento, CA 94267	State of California Tax Board PO Box 942867 Sacramento, CA 94267	withholding, disability, unemployment, employment training taxes		66,621.00
Trademark Transportation 15115 NE 90th Street Redmond, WA 98052	Trademark Transportation 15115 NE 90th Street Redmond, WA 98052	carrier freight expense		91,002.50
Walton CWCA Fontana LLC P O Box 101257 Pasadena, CA 91189	Walton CWCA Fontana LLC P O Box 101257 Pasadena, CA 91189	rent CA		170,310.16

In re H.E.P. Direct, 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 November 27, 2013

Signature /s/ D. Keith Hewitt
D. Keith Hewitt
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
Middle District of North Carolina

In re H.E.P. Direct, Inc.
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	2,792,572.50		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		1,504,780.80	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	4		1,198,565.79	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	20		1,081,899.37	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		32			
			Total Assets	2,792,572.50	
			Total Liabilities	3,785,245.96	

**United States Bankruptcy Court
Middle District of North Carolina**

In re **H.E.P. Direct, Inc.** ,
Debtor

Case No. _____
 Chapter **11**

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

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

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

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

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

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

State the following:

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

State the following:

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

In re H.E.P. Direct, Inc.
 Debtor

Case No. _____

SCHEDULE A - REAL PROPERTY

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

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

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

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

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

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re H.E.P. Direct, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of North Carolina bank - Operating Account	-	82,602.50
		Carolina Bank Operating Account (including 11/27/13 funding from Crestmark)	-	76,000.00
		Bank of North Carolina - Petty Cash Account	-	347.00
		Bank of North Carolina - Payroll Account	-	80,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Security Deposits with Landlords for NC (\$30,000) and CA Warehouses and Offices (\$50,000), reduced by set off	-	80,000.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
Sub-Total >				318,949.50
(Total of this page)				

2 continuation sheets attached to the Schedule of Personal Property

In re H.E.P. Direct, Inc.
 Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts Receivable	-	2,000,000.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **2,000,000.00**
 (Total of this page)

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

In re H.E.P. Direct, Inc.
Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Semi-Trailer, Double Tractors and trucks (estimated fair market value)	-	309,723.00
		2010 Ford Fusion (estimated fair market value)	-	8,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office Equipment, furnishings and supplies in NC and CA (tax value)	-	155,900.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	473,623.00
(Total of this page)	
Total >	2,792,572.50

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

(Report also on Summary of Schedules)

In re H.E.P. Direct, Inc.
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	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
		H	W					
Account No. Bank of North Carolina Attn: Legal Dept. 1110 Dover Road Greensboro, NC 27408	X							
		October 25, 2013						
		Security Interest (3 loans)						
		Office Equipment, furnishings and supplies in NC and CA (tax value)						
		Value \$	155,900.00				494,092.40	338,192.40
Account No. Crestmark Bank 800 Crescent Center Suite 620 Franklin, TN 37067	X							
		Security Interest						
		Accounts Receivable						
		Value \$	2,000,000.00				917,688.40	0.00
Account No. Ford Credit P O Box 650575 Dallas, TX 75265	X							
		2010 Ford Fusion (estimated fair market value)						
		Value \$	8,000.00				8,000.00	0.00
Account No. Locklar Enterprises Inc P O Box 2278 High Point, NC 27261	-							
		Judgment/Levy						
		Bank of North Carolina bank - Operating Account						
		Value \$	82,602.50				85,000.00	0.00
Subtotal (Total of this page)							1,504,780.80	338,192.40
Total (Report on Summary of Schedules)							1,504,780.80	338,192.40

0 continuation sheets attached

In re H.E.P. Direct, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

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

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

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

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

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

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

 Domestic support obligations

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

 Extensions of credit in an involuntary case

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

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* 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 \$6,150* 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 \$2,775* 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).

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re H.E.P. Direct, Inc.
Debtor

Case No. _____

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

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C 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	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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								A M O U N T E N T I T L E D T O P R I O R I T Y
Account No. Dan Apple 565 Pagetown Road Elon, NC 27244		-	broker load commission				6,050.00	0.00
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal							6,050.00	0.00
(Total of this page)							6,050.00	6,050.00

Sheet 1 of 3 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re H.E.P. Direct, Inc.
Debtor

Case No. _____

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

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C Husband, Wife, Joint, or Community	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	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	A M O U N T N O T E N T I T L E D T O P R I O R I T Y, I F A N Y
								A M O U N T E N T I T L E D T O P R I O R I T Y
Account No. Davidson County Tax Collector 913 N Greensboro Street Lexington, NC 27292	-		property taxes				1,816.00	0.00
							1,816.00	1,816.00
Account No. Forsyth County Tax Collector PO BOX 82 Winston Salem, NC 27102	-		property taxes				366.79	0.00
							366.79	366.79
Account No. Internal Revenue Service Centralized Insolvency Operations P O Box 7346 Philadelphia, PA 19101-7346	-		withholding, medicare, social security, unemployment				944,288.00	0.00
							944,288.00	944,288.00
Account No. North Carolina Department of Commerce Employment Security Commission PO Box 26504 Raleigh, NC 27611	-		for notice purposes only				5,600.00	0.00
							5,600.00	5,600.00
Account No. North Carolina Dept of Revenue P O Box 1168 Raleigh, NC 27602	-		withholding, unemployment				168,900.00	0.00
							168,900.00	168,900.00
Subtotal								0.00
(Total of this page)							1,120,970.79	1,120,970.79

Sheet 2 of 3 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re H.E.P. Direct, Inc.
Debtor

Case No. _____

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

**Taxes and Certain Other Debts
Owed to Governmental Units**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T 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. Pennsylvania Department of Revenue Bureau of Business Trust Fund Taxes PO Box 280904 Harrisburg, PA 17128-0904	-		earned income, unemployment, withholding				2,150.00	0.00 2,150.00
Account No. State of California Tax Board PO Box 942867 Sacramento, CA 94267	-		withholding, disability, unemployment, employment training taxes				66,621.00	0.00 66,621.00
Account No. State of Texas Office of the Attorney General PO Box 12548 Austin, TX 78711-2548	-						2,242.00	0.00 2,242.00
Account No. State of Washington Office of Attorney General, Revenue Div Ms. Sharon J. Kozar P O Box 40123 Olympia, WA 98504-0123	-		unemployment				532.00	0.00 532.00
Account No. 								
Subtotal (Total of this page)							71,545.00	0.00 71,545.00
Total (Report on Summary of Schedules)							1,198,565.79	0.00 1,198,565.79

Sheet **3** of **3** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re H.E.P. Direct, Inc.
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	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
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. A T & T 2007 Piegan Church Road Greensboro, NC 27401	-	phone services				2,230.77
Account No. Airgas National Welders 3011 N. Liberty Street Winston Salem, NC 27105	-	annual cylinder rental				276.00
Account No. American Express 2412 Lake Brandt Place Greensboro, NC 27407	-	9/28/13-8/14/13 charge card				25,305.77
Account No. Archdale Office Supply 3013 Archdale Rd. Archdale, NC 27263	-	office supplies				851.43
Subtotal (Total of this page)						28,663.97

19 continuation sheets attached

In re H.E.P. Direct, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			A M O U N T O F C L A I M		
		H W J C	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T		U N L I Q U I D A T E D	D I S P U T E D
Account No. AT&T PO Box 105503 Atlanta, GA 30348-5503	-		CA telephone				59.22
Account No. Atmos Energy P.O. Box 650205 Dallas, TX 75265	-		final wholesale gas bill				80.64
Account No. BB&T Financial, FSB 250 W 1st St. Winston-Salem, NC 27107	-		credit cards				19,020.74
Account No. BB&T Insurance Service, Inc P O Box 890635 Charlotte, NC 28289	-		truck insurance				42,984.00
Account No. Burt & Associates 4100 Midway Road, Suite 2115 Carrollton, TX 75007	-		collection agency				250.00
Sheet no. <u>1</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)		62,394.60

In re H.E.P. Direct, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Byron Fehler 6428 Denny Peak Drive Snoqualmie, WA 98065			travel expense				329.40	
Account No. Capital Research & Management Company American Funds P O Box 659530 San Antonio, TX 78265			401k administration fee				250.00	
Account No. Chartis Insurance 22427 Network Place Chicago, IL 60673			audit balance workers' comp ins				8,607.00	
Account No. Cheema Freightlines LLC 223 W Fifth St Ripon, CA 95366			carrier expense				2,700.00	
Account No. CHEP P O Box 281033 Atlanta, GA 30384			CA supplies				441.19	
Sheet no. <u>2</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	12,327.59

In re H.E.P. Direct, Inc., Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	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. Chubb & Son 15 Mountain View Road Warren, NJ 07059	-					7,131.00
Account No. Cintas Corporation #045 4345 Federal Drive Greensboro, NC 27410	-	uniforms NC				6,782.62
Account No. Cintas Corporation #150 2150 South Proforma Avenue Ontario, CA 91761	-	uniforms CA				4,939.15
Account No. Cintas Corporation #K56 P O Box 650838 Dallas, TX 75265	-	uniforms TX				274.40
Account No. City of Archdale P O Box 14068 High Point, NC 27263	-	utilities				66.40
Sheet no. <u>3</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	19,193.57

In re H.E.P. Direct, Inc., Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	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. Comdata 5301 Marlyland Way Brentwood, TN 37027		-	fuel			27,054.88
Account No. Commerce Hub 25736 Network Place Chicago, IL 60673		-				2,054.00
Account No. Computer Warehouse of NC 3707 Alliance Dr. Ste. C Greensboro, NC 27407		-				2,112.23
Account No. Crown Equipment Corporation P O Box 64173 Cincinnati, OH 45264		-	equipment repairs			1,324.73
Account No. Custom Business Forms P O Box 13547 Greensboro, NC 27406		-	bill of ladings			2,173.14
Sheet no. <u>4</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	34,718.98

In re H.E.P. Direct, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. DeDona Auto Glass P O Box 18315 Greensboro, NC 27410			truck repair				244.11	
Account No. Diversified Services 3777 DeForest Circle Mira Loma, CA 91752			truck repair				14,443.53	
Account No. Dixon Hughes Goodman LLP 1829 Eastchester Drive PO BOX 2646 High Point, NC 27261			Accounting services				98,233.15	
Account No. DKH Logistics, LLC Attn: Keith P O Box 753 Trinity, NC 27370			equipment rental				10,893.29	
Account No. Duke Energy PO Box 1090 Charlotte, NC 28201-1090			utilities				2,135.79	
Sheet no. <u>5</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	125,949.87

In re H.E.P. Direct, Inc., Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Dwayne Keith Hewitt 1501 Hughes Court High Point, NC 27263			equipment repairs				345.10	
Account No. Enhanced Vehicle Applications, Inc. 2080 Profit Place De Pere, WI 54115			GPS subscription for trucks				2,265.00	
Account No. Fast Freddie & Son Auto Glass 13031 Central Ave Chino, CA 91710			truck repair				228.00	
Account No. FedEx P O Box 371461 Pittsburgh, PA 15250			shipping costs				753.95	
Account No. Fleet One 5042 Linbar Drive Nashville, TN 37211			fuel				5,552.21	
Sheet no. <u>6</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	9,144.26

In re H.E.P. Direct, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Fontana Industrial Center, Inc. 4199 Campus Drive, Ste 280 Irvine, CA 92612			CA rent				23,610.64	
Account No. Fred T. Hamlet P O Box 29246 Greensboro, NC 27429			legal fees				2,420.54	
Account No. Friedman Stroffe & Gerard, P.C. 19800 MacArthur Blvd Irvine, CA 92612			legal fees				3,281.72	
Account No. Gateway Frontier Properties File 54632 Los Angeles, CA 90074			rent TX				26,763.75	
Account No. Golden State Fire Protection PO Box 3697 Fontana, CA 92334-3697							484.00	
Sheet no. <u>7</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	56,560.65

In re H.E.P. Direct, Inc., Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	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. Hanover Deductible Recovery Group P O Box 6068-13 Hermitage, PA 16148		-	insurance deductible for claims			2,000.00
Account No. High Point Regional UNC Health Care 404 Westwood Ave #203 High Point, NC 27262		-	employee welfare			495.00
Account No. J. Brooks Reitzel, Jr. 1301 Eastchester Dr High Point, NC 27265		-	attorney fees			6,000.00
Account No. J.J. Keller & Associates P O Box 672 Neenah, WI 54957		-	supplies			2,831.73
Account No. Jani King of the Triad 166 Thatcher Rd Greensboro, NC 27409		-	janitorial			1,053.57
Sheet no. <u>8</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	12,380.30

In re H.E.P. Direct, Inc., Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. K & N Mobile Distribution Systems 4909 Rondo Dr Fort Worth, TX 76106	-						223.61	
Account No. Kersey Valley Landfill 3900.32 High Point, NC 27261	-	garbage					3,492.96	
Account No. Kleinschmidt, Inc 450 Lake Cook Rd Deerfield, IL 60015	-	professional fees					4,992.47	
Account No. Logistic Services, Inc. 147 Church Street Mountville, PA 17554	-	leashold improvements					2,220.05	
Account No. McKinney Trailer Rentals 8400 E. Saulson Pico Rivera, CA 90660	-	trailer rental					23,163.50	
Sheet no. <u>9</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	34,092.59

In re H.E.P. Direct, Inc.
 Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. MecklerBulgerTilsonMarick&Pearson 123 N Upper Wacker Drive Suite 1800 Chicago, IL 60606			legal fees				10,386.03	
Account No. Monmouth Real Estate Investment Corp 3499 Rte 9 N #3C Freehold, NJ 07728			real estate rent				23,964.14	
Account No. Nationwide Testing PO Box 508 Mooresville, NC 28115			drug testing for employees				2,645.00	
Account No. Nemecke & Cole 15260 Ventura Blvd #920 Sherman Oaks, CA 91403			legal fees				22,096.81	
Account No. Nestle Pure Life Direct P O Box 856158 Louisville, KY 40285			supplies				493.10	
Sheet no. <u>10</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	59,585.08

In re H.E.P. Direct, Inc., Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	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. North State Communications 2300 N Main Street High Point, NC 27265		-	utilities			42.60
Account No. Occupational Health Centers of Californi P O Box 3700 Rancho Cucamonga, CA 91729		-	drug testing, agility testing CA			6,921.00
Account No. Occupational Health Centers of Southwest P O Box 9005 Addison, TX 75001		-	drug testing, agility testing TX			1,165.00
Account No. Odom & Company, LLP P O Box 2513 High Point, NC 27261		-	professional fees			937.86
Account No. P S Packaging P O Box 30281 San Bernardino, CA 92413		-	supplies			6,973.59
Sheet no. <u>11</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	16,040.05

In re H.E.P. Direct, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	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. Penske P O Box 532658 Atlanta, GA 30353		-	equipment lease			82,279.38
Account No. PeopLease Corporation 210 Wingo Way Mount Pleasant, SC 29464		-	wokmen's comp deductible			139.17
Account No. Piedmont Disposal, Inc. 4420 Providence Lane Winston-Salem, NC 27106		-	garbage			5,437.98
Account No. Piedmont Natural Gas Bankruptcy Department 4339 S. Tryon Street Charlotte, NC 28217-1733		-				22.00
Account No. Professional Support 717 Cammon St. Greensboro, NC 27407		-	professional fees			5,480.01
Sheet no. <u>12</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	93,358.54

In re H.E.P. Direct, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Providence House P O Box 07 Maiden, NC 28650			freight claim damage				68.45	
Account No. R6 Service 9910 Union Street Riverside, CA 92509			truck repair				1,252.34	
Account No. Reed's Home Delivery 1942 Sabre St. Hayward, CA 94545			carrier freight expense				50,523.51	
Account No. Regional Physicians, LLC 624 Quaker Lane High Point, NC 27262			Drug testing, agility testing NC				4,136.00	
Account No. Regional Psychiatric Associates 624 Quaker Lane High Point, NC 27261			employee welfare				474.00	
Sheet no. <u>13</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	56,454.30

In re H.E.P. Direct, Inc. 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. Rex Oil Company 1000 Lexington Ave Thomasville, NC 27360		-	equipment repairs			2,530.33
Account No. RMC Telecom Services, Inc. 4102 E 7th Street Long Beach, CA 90804		-	relocation expense			1,490.00
Account No. Robert Johnson 34197 Pacific Coast Hwy Suite 100 Dana Point, CA 92629		-	legal fees			18,133.40
Account No. Robinson Bradshaw & Hinson, P.A. 101 North Tryon Street Suite 1900 Charlotte, NC 28246		-	legal fees			46,338.04
Account No. Ryder Transportation Services P O Box 402366 Atlanta, GA 30384		-	equipment rental			35,716.30
Sheet no. <u>14</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	104,208.07

In re H.E.P. Direct, Inc.
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Select Staffing 24223 Network Place Ste 3000 Chicago, IL 60673			professional services				53,699.47	
Account No. Sharp Electronics Corporation Dept A P O Box 40322 Atlanta, GA 31192			office supplies, copier maintenance				146.50	
Account No. Sharpless & Stavola, P.A. P O Box 22106 Greensboro, NC 27420			legal fees				2,605.00	
Account No. Staples Credit Plan P O Box 689020 Des Moines, IA 50368			supplies				242.61	
Account No. String and Splinter Club P O Box 1787 High Point, NC 27261			dues and subscription				410.82	
Sheet no. <u>15</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	57,104.40

In re H.E.P. Direct, Inc., Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Surry Chemicals, Inc. P O Box 1447 Mt. Airy, NC 27030	-		equipment repairs				925.02	
Account No. The McAllister Firm, PLLC P O Box 5006 High Point, NC 27262	-		legal fees				1,034.00	
Account No. The McCozza LLC 201 Neal Place High Point, NC 27261	-		rent				3,165.01	
Account No. Tonys Road Service 1708 Manazanita Drive Fontana, CA 92335	-		equipment repairs				5,286.90	
Account No. Trademark Transportation 15115 NE 90th Street Redmond, WA 98052	-		carrier freight expense				91,002.50	
Sheet no. <u>16</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	101,413.43

In re H.E.P. Direct, Inc., Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Traveler's Insurance Co. 1440 Carmel Commons Blvd Charlotte, NC 28226	-		old balance 2010				912.61	
Account No. TW Telecom P O Box 172567 Denver, CO 80217	-		phones				2,243.35	
Account No. Uline Corporate Division 2200 S. Lakeside Drive Chicago, IL 60685	-		supplies CA				1,062.72	
Account No. Vaughan Bassett Furniture Co P O Box 890448 Charlotte, NC 28287	-		claim damaged freight				79.23	
Account No. Verizon Wireless P O Box 660108 Dallas, TX 75266	-		cell phones				4,849.44	
Sheet no. <u>17</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	9,147.35

In re H.E.P. Direct, Inc., Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Vitran Express P O Box 633519 Cincinnati, OH 45263			carrier freight expense				227.25	
Account No. Volkswagon Credit PO Box 7247-0136 Philadelphia, PA 19170							801.04	
Account No. Walton CWCA Fontana LLC P O Box 101257 Pasadena, CA 91189			rent CA				170,310.16	
Account No. Waste Management Dallas 3920 Singleton Blvd Dallas, TX 75212			garbage				2,299.16	
Account No. White's Idealease P O Box 5817 Wilson, NC 27895			equipment lease				307.75	
Sheet no. <u>18</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	173,945.36

In re H.E.P. Direct, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Windstream P O Box 9001908 Louisville, KY 40290			telephone				50.42	
Account No. Wyatt Early Harris Wheeler, LLP P O Drawer 2086 High Point, NC 27261			legal fees				8,076.11	
Account No. Xtra Lease, LLC P O Box 99262 Chicago, IL 60693			equipment rental				6,875.74	
Account No. Zep Sales & Service Corporate Division P O Box 404628 Atlanta, GA 30384			equipment repairs				214.14	
Account No.								
Sheet no. <u>19</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	15,216.41
							Total (Report on Summary of Schedules)	1,081,899.37

In re H.E.P. Direct, Inc., Debtor Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Black Rock Realty Advisors 4400 MacArthur Blvd Suite 700 Newport Beach, CA 92660	Commercial Warehouse and Office Lease for 96,500 sq. ft. in CA
Leaf Capital Funding, LLC Attn: Managing Agent 1720A Crete Street Moberly, MO 65270	Copier lease in NC and CA
McCozea, LLC Attn: Managing Agent 201 Neil Place High Point, NC 27261	Apartment lease
Monmouth Real Estate Investment Corp. Attn: Managing Agent 3499 Route 9 North, Suite 3C Freehold, NJ 07728	Commercial warehouse and office lease for 106,507 sq. ft. in Winston-Salem, NC
Penske Truck Leasing Co., LP Attn: Managing Agent P.O. Box 532658 Atlanta, GA 30353	Fleet truck and trailer leasing and rentals
Ryder Transportation Services P.O. BOX 402366 Atlanta, GA 30384-2366	Fleet truck and trailer leasing and rentals
Volkswagon Credit PO Box 7247-0136 Philadelphia, PA 19170	Lease of Volkswagon

In re H.E.P. Direct, Inc.
Debtor

Case No. _____

SCHEDULE H - CODEBTORS

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

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Dwayne Keith Hewitt 1501 Hughes Court High Point, NC 27263	Bank of North Carolina Attn: Legal Dept. 1110 Dover Road Greensboro, NC 27408
Dwayne Keith Hewitt 1501 Hughes Court High Point, NC 27263	Crestmark Bank 800 Crescent Center Suite 620 Franklin, TN 37067
Dwayne Keith Hewitt 1501 Hughes Court High Point, NC 27263	Ford Credit P O Box 650575 Dallas, TX 75265

**United States Bankruptcy Court
Middle District of North Carolina**

In re H.E.P. Direct, Inc.
Debtor(s)

Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President 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 34 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date November 27, 2013

Signature /s/ D. Keith Hewitt
D. Keith Hewitt
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
Middle District of North Carolina**

In re H.E.P. Direct, Inc.
Debtor(s)

Case No. _____
Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>30,000.00</u>
Prior to the filing of this statement I have received	\$	<u>30,000.00</u>
Balance Due	\$	<u>0.00</u>

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

Debtor Other (specify):

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

Debtor Other (specify):

4. 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.

5. 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]

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

Fees as pursuant to Local Rule 2016-1, a copy of which has been provided to the debtor.

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: November 27, 2013

/s/ Vicki L. Parrott
Vicki L. Parrott 25449
Northern Blue, L.L.P.
1414 Raleigh Road, Suite 435
P.O. Box 2208
Chapel Hill, NC 27515-2208
(919) 968-4441

**United States Bankruptcy Court
Middle District of North Carolina**

In re H.E.P. Direct, 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
Dwayne Keith Hewitt 1501 Hughes Court High Point, NC 27263		100,000	Common Stock

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 November 27, 2013

Signature /s/ D. Keith Hewitt
**D. Keith Hewitt
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
Middle District of North Carolina**

In re H.E.P. Direct, Inc.

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the President 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: November 27, 2013

/s/ D. Keith Hewitt

D. Keith Hewitt/President
Signer/Title

Credit Bureau
PO Box 26140
Greensboro, NC 27402

Internal Revenue Service
Centralized Insolvency Operations
P O Box 7346
Philadelphia, PA 19101-7346

N.C. Dept. of Revenue
P.O. Box 1168
Raleigh, NC 27603-1168

A T & T
2007 Piegan Church Road
Greensboro, NC 27401

Airgas National Welders
3011 N. Liberty Street
Winston Salem, NC 27105

American Express
2412 Lake Brandt Place
Greensboro, NC 27407

Archdale Office Supply
3013 Archdale Rd.
Archdale, NC 27263

AT&T
PO Box 105503
Atlanta, GA 30348-5503

Atmos Energy
P.O. Box 650205
Dallas, TX 75265

Bank of North Carolina
Attn: Legal Dept.
1110 Dover Road
Greensboro, NC 27408

BB&T Financial, FSB
250 W 1st St.
Winston-Salem, NC 27107

BB&T Insurance Service, Inc
P O Box 890635
Charlotte, NC 28289

Black Rock Realty Advisors
4400 MacArthur Blvd
Suite 700
Newport Beach, CA 92660

Burt & Associates
4100 Midway Road, Suite 2115
Carrollton, TX 75007

Byron Fehler
6428 Denny Peak Drive
Snoqualmie, WA 98065

Capital Research & Management Company
American Funds
P O Box 659530
San Antonio, TX 78265

Chartis Insurance
22427 Network Place
Chicago, IL 60673

Cheema Freightlines LLC
223 W Fifth St
Ripon, CA 95366

CHEP
P O Box 281033
Atlanta, GA 30384

Chubb & Son
15 Mountain View Road
Warren, NJ 07059

Cintas Corporation #045
4345 Federal Drive
Greensboro, NC 27410

Cintas Corporation #150
2150 South Proforma Avenue
Ontario, CA 91761

Cintas Corporation #K56
P O Box 650838
Dallas, TX 75265

City of Archdale
P O Box 14068
High Point, NC 27263

Comdata
5301 Marlyland Way
Brentwood, TN 37027

Commerce Hub
25736 Network Place
Chicago, IL 60673

Computer Warehouse of NC
3707 Alliance Dr. Ste. C
Greensboro, NC 27407

Crestmark Bank
800 Crescent Center
Suite 620
Franklin, TN 37067

Crown Equipment Corporation
P O Box 64173
Cincinnati, OH 45264

Custom Business Forms
P O Box 13547
Greensboro, NC 27406

Dan Apple
565 Pagetown Road
Elon, NC 27244

Davidson County Tax Collector
913 N Greensboro Street
Lexington, NC 27292

DeDona Auto Glass
P O Box 18315
Greensboro, NC 27410

Diversified Services
3777 DeForest Circle
Mira Loma, CA 91752

Dixon Hughes Goodman LLP
1829 Eastchester Drive
PO BOX 2646
High Point, NC 27261

DKH Logistics, LLC
Attn: Keith
P O Box 753
Trinity, NC 27370

Duke Energy
PO Box 1090
Charlotte, NC 28201-1090

Dwayne Keith Hewitt
1501 Hughes Court
High Point, NC 27263

Enhanced Vehicle Applications, Inc.
2080 Profit Place
De Pere, WI 54115

Fast Freddie & Son Auto Glass
13031 Central Ave
Chino, CA 91710

FedEx
P O Box 371461
Pittsburgh, PA 15250

Fleet One
5042 Linbar Drive
Nashville, TN 37211

Fontana Industrial Center, Inc.
4199 Campus Drive, Ste 280
Irvine, CA 92612

Ford Credit
P O Box 650575
Dallas, TX 75265

Forsyth County Tax Collector
PO BOX 82
Winston Salem, NC 27102

Fred T. Hamlet
P O Box 29246
Greensboro, NC 27429

Friedman Stroffe & Gerard, P.C.
19800 MacArthur Blvd
Irvine, CA 92612

Gateway Frontier Properties
File 54632
Los Angeles, CA 90074

Golden State Fire Protection
PO Box 3697
Fontana, CA 92334-3697

Hanover Deductible Recovery Group
P O Box 6068-13
Hermitage, PA 16148

High Point Regional UNC Health Care
404 Westwood Ave
#203
High Point, NC 27262

J. Brooks Reitzel, Jr.
1301 Eastchester Dr
High Point, NC 27265

J.J. Keller & Associates
P O Box 672
Neenah, WI 54957

Jani King of the Triad
166 Thatcher Rd
Greensboro, NC 27409

K & N Mobile Distribution Systems
4909 Rondo Dr
Fort Worth, TX 76106

Kersey Valley Landfill
3900.32
High Point, NC 27261

Kleinschmidt, Inc
450 Lake Cook Rd
Deerfield, IL 60015

Leaf Capital Funding, LLC
Attn: Managing Agent
1720A Crete Street
Moberly, MO 65270

Locklar Enterprises Inc
P O Box 2278
High Point, NC 27261

Logistic Services, Inc.
147 Church Street
Mountville, PA 17554

McCozea, LLC
Attn: Managing Agent
201 Neil Place
High Point, NC 27261

McKinney Trailer Rentals
8400 E. Saulson
Pico Rivera, CA 90660

MecklerBulgerTilsonMarick&Pearson
123 N Upper Wacker Drive
Suite 1800
Chicago, IL 60606

Monmouth Real Estate Investment Corp
3499 Rte 9 N #3C
Freehold, NJ 07728

Monmouth Real Estate Investment Corp.
Attn: Managing Agent
3499 Route 9 North, Suite 3C
Freehold, NJ 07728

Nationwide Testing
PO Box 508
Mooresville, NC 28115

Nemecke & Cole
15260 Ventura Blvd
#920
Sherman Oaks, CA 91403

Nestle Pure Life Direct
P O Box 856158
Louisville, KY 40285

North Carolina Department of Commerce
Employment Security Commission
PO Box 26504
Raleigh, NC 27611

North Carolina Dept of Revenue
P O Box 1168
Raleigh, NC 27602

North State Communications
2300 N Main Street
High Point, NC 27265

Occupational Health Centers of Californi
P O Box 3700
Rancho Cucamonga, CA 91729

Occupational Health Centers of Southwest
P O Box 9005
Addison, TX 75001

Odom & Company, LLP
P O Box 2513
High Point, NC 27261

P S Packaging
P O Box 30281
San Bernardino, CA 92413

Pennsylvania Department of Revenue
Bureau of Business Trust Fund Taxes
PO Box 280904
Harrisburg, PA 17128-0904

Penske
P O Box 532658
Atlanta, GA 30353

Penske Truck Leasing Co., LP
Attn: Managing Agent
P.O. Box 532658
Atlanta, GA 30353

PeopLease Corporation
210 Wingo Way
Mount Pleasant, SC 29464

Piedmont Disposal, Inc.
4420 Providence Lane
Winston-Salem, NC 27106

Piedmont Natural Gas
Bankruptcy Department
4339 S. Tryon Street
Charlotte, NC 28217-1733

Professional Support
717 Cammon St.
Greensboro, NC 27407

Providence House
P O Box 07
Maiden, NC 28650

R6 Service
9910 Union Street
Riverside, CA 92509

Reed's Home Delivery
1942 Sabre St.
Hayward, CA 94545

Regional Physicians, LLC
624 Quaker Lane
High Point, NC 27262

Regional Psychiatric Associates
624 Quaker Lane
High Point, NC 27261

Rex Oil Company
1000 Lexington Ave
Thomasville, NC 27360

RMC Telecom Services, Inc.
4102 E 7th Street
Long Beach, CA 90804

Robert Johnson
34197 Pacific Coast Hwy
Suite 100
Dana Point, CA 92629

Robinson Bradshaw & Hinson, P.A.
101 North Tryon Street
Suite 1900
Charlotte, NC 28246

Ryder Transportation Services
P O Box 402366
Atlanta, GA 30384

Ryder Transportation Services
P.O. BOX 402366
Atlanta, GA 30384-2366

Select Staffing
24223 Network Place
Ste 3000
Chicago, IL 60673

Sharp Electronics Corporation
Dept A
P O Box 40322
Atlanta, GA 31192

Sharpless & Stavola, P.A.
P O Box 22106
Greensboro, NC 27420

Staples Credit Plan
P O Box 689020
Des Moines, IA 50368

State of California Tax Board
PO Box 942867
Sacramento, CA 94267

State of Texas
Office of the Attorney General
PO Box 12548
Austin, TX 78711-2548

State of Washington
Office of Attorney General, Revenue Div
Ms. Sharon J. Kozar
P O Box 40123
Olympia, WA 98504-0123

String and Splinter Club
P O Box 1787
High Point, NC 27261

Surry Chemicals, Inc.
P O Box 1447
Mt. Airy, NC 27030

The McAllister Firm, PLLC
P O Box 5006
High Point, NC 27262

The McCozza LLC
201 Neal Place
High Point, NC 27261

Tonys Road Service
1708 Manazanita Drive
Fontana, CA 92335

Trademark Transportation
15115 NE 90th Street
Redmond, WA 98052

Traveler's Insurance Co.
1440 Carmel Commons Blvd
Charlotte, NC 28226

TW Telecom
P O Box 172567
Denver, CO 80217

Uline
Corporate Division
2200 S. Lakeside Drive
Chicago, IL 60685

Vaughan Bassett Furniture Co
P O Box 890448
Charlotte, NC 28287

Verizon Wireless
P O Box 660108
Dallas, TX 75266

Vitran Express
P O Box 633519
Cincinnati, OH 45263

Volkswagon Credit
PO Box 7247-0136
Philadelphia, PA 19170

Walton CWCA Fontana LLC
P O Box 101257
Pasadena, CA 91189

Waste Management Dallas
3920 Singleton Blvd
Dallas, TX 75212

White's Idealease
P O Box 5817
Wilson, NC 27895

Windstream
P O Box 9001908
Louisville, KY 40290

Wyatt Early Harris Wheeler, LLP
P O Drawer 2086
High Point, NC 27261

Xtra Lease, LLC
P O Box 99262
Chicago, IL 60693

Zep Sales & Service
Corporate Division
P O Box 404628
Atlanta, GA 30384

**United States Bankruptcy Court
Middle District of North Carolina**

In re H.E.P. Direct, Inc.
Debtor(s)

Case No. _____
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

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

None [*Check if applicable*]

November 27, 2013
Date

/s/ Vicki L. Parrott
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Signature of Attorney or Litigant
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P.O. Box 2208
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(919) 968-4441