

FORM B1 <div style="text-align: center; margin-top: 10px;"> United States Bankruptcy Court District of New Jersey </div>	Voluntary Petition
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Name of Debtor (if individual, enter Last, First, Middle): HEADLINERS-4115 MILL STREET, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
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All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA Cactus Cafe	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
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Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all): 20-0238991	Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):
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Street Address of Debtor (No. & Street, City, and State): 4115 Mill Street Kansas City, MO 64111 <div style="text-align: right; border: 1px solid black; padding: 2px; width: fit-content; margin-top: 5px;"> ZIP CODE 64111-0000 </div>	Street Address of Joint Debtor (No. & Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px; width: fit-content; margin-top: 5px;"> ZIP CODE </div>
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County of Residence or of the Principal Place of Business: Jackson	County of Residence or of the Principal Place of Business:
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Mailing Address of Debtor (if different from street address): Catherine E. Youngman, Trustee for Headliners Entertainment Group, Inc. Feitlin Youngman Karas & Youngman LLC 9-10 Saddle River Road Fair Lawn, NJ 07410 <div style="text-align: right; border: 1px solid black; padding: 2px; width: fit-content; margin-top: 5px;"> ZIP CODE 07410-0000 </div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px; width: fit-content; margin-top: 5px;"> ZIP CODE </div>
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Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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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 owed to non-insiders or affiliates are less than \$2,190,000 <hr style="border-top: 1px dashed black;"/> 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 <table style="width:100%; text-align: center;"> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	1-49	50-99	100-199	200-999	1,000-5,000	5001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	<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	5001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000												
<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"/>												
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$10,000 <input type="checkbox"/> \$10,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$100 million <input type="checkbox"/> More than \$100 million																					
Estimated Debts <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$100 million <input type="checkbox"/> More than \$100 million																					

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): HEADLINERS-4115 MILL STREET, LLC
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Signatures

<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
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<p style="text-align: center;">Signature of Attorney</p> <p>X <u>/s/ Charles M. Forman</u> Signature of Attorney for Debtor(s) Charles M. Forman CF-8937 Printed Name of Attorney for Debtor(s) Forman Holt Eliades & Ravin LLC Firm Name 218 Route 17 North Rochelle Park, NJ 07662 Address (201) 845-1000 Telephone Number</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19B is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>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</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
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<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Catherine E. Youngman, Trustee</u> Signature of Authorized Individual</p> <p>Catherine E. Youngman, Trustee Printed Name of Authorized Individual</p> <p>Managing Member Title of Authorized Individual</p> <p>_____ Date</p>	<p>X _____ Date</p> <p>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</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
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RESOLUTION OF HEADLINERS-4115 MILL STREET, LLC

I, Catherine E. Youngman, in my capacity as the trustee for the chapter 11 estate of Headliners Entertainment Group, Inc., Case No. 07-12947 (RG) (“HLEG”), in the United States Bankruptcy Court for the District of New Jersey, hereby certify that HLEG is the sole member of Headliners-4115 Mill Street, LLC (the “Company”), HLEG’s membership interest in the Company is the property of the estate pursuant to 11 U.S.C. §541 in HLEG’s chapter 11 case, and that at a special meeting of the Company held on April 27, 2007, the following resolutions were duly adopted, and that said resolutions have not been modified or rescinded and are still in full force and effect:

RESOLVED, that Catherine E. Youngman, in her capacity as the trustee for the chapter 11 estate of HLEG, is the managing member (the “Member”) of the Company; and it is further

RESOLVED, that in the judgment of the Member of the Company, it is desirable and in the best interests of the Company, its creditors and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”); and it is further

RESOLVED, that the Member is authorized and directed in the name and on behalf of the Company to execute and verify petitions under chapter 11 of the Bankruptcy Code and to file them in the United States Bankruptcy Court for the District of New Jersey; and it is further

RESOLVED, that the Company is authorized to retain the law firms of Feitlin Youngman Karas & Youngman LLC and Forman Holt Eliades & Ravin LLC as the attorneys for the Company

in the Company's chapter 11 case, subject to bankruptcy court approval; and it is further

RESOLVED, that the Company may retain such other professionals in the Company's chapter 11 case as the Member shall deem necessary and appropriate, subject to bankruptcy court approval; and it is further

RESOLVED, that Frank J. Orlando shall be appointed and employed as the manager for the Company during its chapter 11 case to be compensated at the rate of \$5,000 per month by the Company; and it is further

RESOLVED, that the Member of the Company hereby waives all requirements as to notice of a special meeting of such members.

IN WITNESS WHEREOF I have hereunto set my hand this 27th day of April, 2007.

WITNESSED BY:

/s/Michael E. Holt
Michael E. Holt

/s/Catherine E. Youngman
Catherine E. Youngman, Trustee for
Headliners Entertainment Group, Inc
Case No. 07-12947 (RG), Member

Dated: April 27, 2007

**United States Bankruptcy Court
District of New Jersey**

In re HEADLINERS-4115 MILL STREET, LLC

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, indicate that by stating "a minor child" and 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>
Missouri Department of Revenue PO Box 3390 Taxation Bureau Jefferson City, MO 65105-3390	Missouri Department of Revenue PO Box 3390 Taxation Bureau Jefferson City, MO 65105-3390		Disputed	87,440.90
Watkins & Company The Western Union Bldg. 100 E. 7th Street #400 Kansas City, MO 64106	Watkins & Company The Western Union Bldg. 100 E. 7th Street #400 Kansas City, MO 64106		Disputed	64,244.00
Janet Lauterbach 4420 Madison Avenue Kansas City, MO 64111	Janet Lauterbach 4420 Madison Avenue Kansas City, MO 64111		Disputed	29,000.00
Michael E. Dailey 922 Oak Street #102 Kansas City, MO 64106	Michael E. Dailey 922 Oak Street #102 Kansas City, MO 64106		Disputed	16,137.00
BMI General Licensing 10 Music Square East Nashville, TN 37203-4399	BMI General Licensing 10 Music Square East Nashville, TN 37203-4399		Disputed	8,559.15
Travelers Commercial Casualty Co. PO Box 98856 Chicago, IL 60693-8856	Travelers Commercial Casualty Co. PO Box 98856 Chicago, IL 60693-8856		Disputed	8,312.00
ASCAP 2960 Cumberland Parkway, #480 Atlanta, GA 30339-3913	ASCAP 2960 Cumberland Parkway, #480 Atlanta, GA 30339-3913		Disputed	4,198.50
Kansas City Power & Light PO Box 219330 Kansas City, MO 64121-9330	Kansas City Power & Light PO Box 219330 Kansas City, MO 64121-9330		Disputed	4,008.13
ADT Security Services, Inc. PO Box 371956 Pittsburgh, PA 15250-7956	ADT Security Services, Inc. PO Box 371956 Pittsburgh, PA 15250-7956		Disputed	3,459.33

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>
Deffenbaugh Disposal Service PO Box 3220 Shawnee, KS 66203	Deffenbaugh Disposal Service PO Box 3220 Shawnee, KS 66203		Disputed	1,926.85
ADP, Inc. 7474 W. Chandler Blvd. Chandler, AZ 85226	ADP, Inc. 7474 W. Chandler Blvd. Chandler, AZ 85226		Disputed	1,520.58
Jackson County Missouri 321 West Lexington Assessment Department Independence, MO 64050	Jackson County Missouri 321 West Lexington Assessment Department Independence, MO 64050		Disputed	1,190.19
Seemless Design & Printing, LLC 1251 Herschel Avenue Cincinnati, OH 45208	Seemless Design & Printing, LLC 1251 Herschel Avenue Cincinnati, OH 45208		Disputed	1,124.02
Missouri Department of Labor Division of Employment Security PO Box 59 Jefferson City, MO 65104	Missouri Department of Labor Division of Employment Security PO Box 59 Jefferson City, MO 65104		Disputed	1,021.00
Kelley & Lehan, P.C. 656 Bayberry Lane, Suite 105 Lees Summit, MO 64064	Kelley & Lehan, P.C. 656 Bayberry Lane, Suite 105 Lees Summit, MO 64064		Disputed	1,011.52
Vorys, Sater, Seymour and Pease 221 E. Fourth Street, Suite 2000 PO Box 0236 Cincinnati, OH 45201-0236	Vorys, Sater, Seymour and Pease 221 E. Fourth Street, Suite 2000 PO Box 0236 Cincinnati, OH 45201-0236		Disputed	920.84
Time Warner Cable PO Box 2599 Omaha, NE 68103-2599	Time Warner Cable PO Box 2599 Omaha, NE 68103-2599		Disputed	664.58
Overland Park Regional PO Box 404171 Atlanta, GA 30384-4171	Overland Park Regional PO Box 404171 Atlanta, GA 30384-4171		Disputed	642.55
University Directories PO Box 8830 Chapel Hill, NC 27515	University Directories PO Box 8830 Chapel Hill, NC 27515		Disputed	577.60
Lloyd's Inc. 8625 Wilson Road Independence, MO 64053	Lloyd's Inc. 8625 Wilson Road Independence, MO 64053		Disputed	515.36

In re HEADLINERS-4115 MILL STREET, LLC

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

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

I, the Managing Member of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date _____

Signature _____

**Catherine E. Youngman, Trustee
Managing Member**

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

In re HEADLINERS-4115 MILL STREET, LLC

Case No. _____

Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112. If "a minor child" is stated, also include the name, address, and legal relationship to the minor child of a person described in 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 who file a case under chapter 7 or 13 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 who file a case under chapter 7 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 trust or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

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

Contributions to employee benefit plans

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

Certain farmers and fishermen

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

Deposits by individuals

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

Taxes and certain other debts owed to governmental units

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

Commitments to maintain the capital of an insured depository institution

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

Claims for death or personal injury while debtor was intoxicated

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

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

In re HEADLINERS-4115 MILL STREET, LLC
 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 T O R	H W J C	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
Creditor #: 1 Missouri Department of Revenue PO Box 3390 Taxation Bureau Jefferson City, MO 65105-3390		-						87,440.90
							87,440.90	0.00
Account No.								
Account No.								
Account No.								

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

Subtotal
 (Total of this page) **87,440.90** **0.00**

Total
 (Report on Summary of Schedules) **87,440.90** **0.00**

In re HEADLINERS-4115 MILL STREET, LLC
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, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112. If "a minor child" is stated, also include the name, address, and legal relationship to the minor child of a person described in 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 filing a case under chapter 7, 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, 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
		H W J C				
Account No. Creditor #: 1 ADP, Inc. 7474 W. Chandler Blvd. Chandler, AZ 85226	-				X	1,520.58
Account No. Creditor #: 2 ADT Security Services, Inc. PO Box 371956 Pittsburgh, PA 15250-7956	-				X	3,459.33
Account No. Creditor #: 3 ASCAP 2960 Cumberland Parkway, #480 Atlanta, GA 30339-3913	-				X	4,198.50
Account No. Creditor #: 4 BMI General Licensing 10 Music Square East Nashville, TN 37203-4399	-				X	8,559.15
Subtotal (Total of this page)						17,737.56

4 continuation sheets attached

In re HEADLINERS-4115 MILL STREET, LLC
Debtor

Case No. _____

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

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		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	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.		
Account No. Creditor #: 5 Deffenbaugh Disposal Service PO Box 3220 Shawnee, KS 66203	-			X	1,926.85
Account No. Creditor #: 6 Jackson County Missouri 321 West Lexington Assessment Department Independence, MO 64050	-			X	1,190.19
Account No. Creditor #: 7 Janet Lauterbach 4420 Madison Avenue Kansas City, MO 64111	-			X	29,000.00
Account No. Creditor #: 8 Kansas City Power & Light PO Box 219330 Kansas City, MO 64121-9330	-			X	4,008.13
Account No. Creditor #: 9 Kelley & Lehan, P.C. 656 Bayberry Lane, Suite 105 Lees Summit, MO 64064	-			X	1,011.52
Sheet no. <u>1</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	37,136.69

In re HEADLINERS-4115 MILL STREET, LLC
Debtor

Case No. _____

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C				
Account No. Creditor #: 10 Lloyd's Inc. 8625 Wilson Road Independence, MO 64053	-				X	515.36
Account No. Creditor #: 11 Michael E. Dailey 922 Oak Street #102 Kansas City, MO 64106	-				X	16,137.00
Account No. Creditor #: 12 Missouri Department of Labor Division of Employment Security PO Box 59 Jefferson City, MO 65104	-				X	1,021.00
Account No. Creditor #: 13 Overland Park Regional PO Box 404171 Atlanta, GA 30384-4171	-				X	642.55
Account No. Creditor #: 14 Seemless Design & Printing, LLC 1251 Herschel Avenue Cincinnati, OH 45208	-				X	1,124.02
Sheet no. <u>2</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	19,439.93

In re HEADLINERS-4115 MILL STREET, LLC,
Debtor

Case No. _____

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

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
		H W J C				
Account No. Creditor #: 15 Time Warner Cable PO Box 2599 Omaha, NE 68103-2599	-				X	664.58
Account No. Creditor #: 16 Travelers Commercial Casualty Co. PO Box 98856 Chicago, IL 60693-8856	-				X	8,312.00
Account No. Creditor #: 17 University Directories PO Box 8830 Chapel Hill, NC 27515	-				X	577.60
Account No. Creditor #: 18 Vorys, Sater, Seymour and Pease 221 E. Fourth Street, Suite 2000 PO Box 0236 Cincinnati, OH 45201-0236	-				X	920.84
Account No. Creditor #: 19 Watkins & Company The Western Union Bldg. 100 E. 7th Street #400 Kansas City, MO 64106	-				X	64,244.00
					Subtotal (Total of this page)	74,719.02

Sheet no. 3 of 4 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re HEADLINERS-4115 MILL STREET, LLC,
Debtor

Case No. _____

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

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	A M O U N T O F C L A I M
		H W J C				
Account No. Representing: Watkins & Company		Eric Dove 100 E. 107th Street Suite #400 Kansas City, MO 64106				
Account No.						
Account No.						
Account No.						
Account No.						

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

Subtotal
(Total of this page)

0.00

Total
(Report on Summary of Schedules)

149,033.20