

Official Form 1 (4/07) Thomson West, Rochester, NY

United States Bankruptcy Court DISTRICT OF NEVADA		Voluntary Petition																				
Name of Debtor (if individual, enter Last, First, Middle): ALISON NOVELTIES, INC., a Nevada Corporation		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): NONE		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./Complete EIN or other Tax I.D. No. (if more than one, state all): 88-0155394		Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):																				
Street Address of Debtor (No. & Street, City, and State): 2800 DICKERSON ROAD Reno NV		Street Address of Joint Debtor (No. & Street, City, and State):																				
ZIPCODE 89503		ZIPCODE																				
County of Residence or of the Principal Place of Business: Washoe		County of Residence or of the Principal Place of Business:																				
Mailing Address of Debtor (if different from street address): SAME		Mailing Address of Joint Debtor (if different from street address):																				
ZIPCODE		ZIPCODE																				
Location of Principal Assets of Business Debtor (if different from street address above): SAME		ZIPCODE																				
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 <hr/>	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 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 <hr/> 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 as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																				
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY																				
Estimated Number of Creditors <table style="width:100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">1-49</td> <td style="text-align: center;">50-99</td> <td style="text-align: center;">100-199</td> <td style="text-align: center;">200-999</td> <td style="text-align: center;">1,000-5,000</td> <td style="text-align: center;">5,001-10,000</td> <td style="text-align: center;">10,001-25,000</td> <td style="text-align: center;">25,001-50,000</td> <td style="text-align: center;">50,001-100,000</td> <td style="text-align: center;">OVER 100,000</td> </tr> <tr> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>		1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	<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"/>	
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Estimated Assets <table style="width:100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">\$0 to \$10,000</td> <td style="text-align: center;">\$10,000 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$1 million</td> <td style="text-align: center;">\$1 million to \$100 million</td> <td style="text-align: center;">Over \$100 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>		\$0 to \$10,000	\$10,000 to \$100,000	\$100,001 to \$1 million	\$1 million to \$100 million	Over \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>											
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Estimated Liabilities <table style="width:100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">\$0 to \$50,000</td> <td style="text-align: center;">\$50,000 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$1 million</td> <td style="text-align: center;">\$1 million to \$100 million</td> <td style="text-align: center;">More than \$100 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>		\$0 to \$50,000	\$50,000 to \$100,000	\$100,001 to \$1 million	\$1 million to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>											
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<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																		

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	Name of Debtor(s): ALISON NOVELTIES, INC., a Nevada Corporation	
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:	Case Number:	Date Filed:
District:	Relationship:	Judge:
<p style="text-align: center;">Exhibit A</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><input type="checkbox"/> Exhibit A is attached and made a part of this petition</p>	<p style="text-align: center;">Exhibit B</p> (To be completed if debtor is an individual whose debts are primarily consumer debts) 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 have delivered to the debtor the notice required by 11 U.S.C. §342(b). <p style="text-align: center;">X</p> <div style="display: flex; justify-content: space-between;"> Signature of Attorney for Debtor(s) Date </div> <p style="text-align: right; margin-right: 50px;"><u>11/19/2007</u></p>	
<p>Exhibit C</p> 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? <p><input type="checkbox"/> Yes, and exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No</p>		
<p>Exhibit D</p> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made part of this petition.</p> If this is a joint petition: <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>		
<p>Information Regarding the Debtor - Venue (Check any applicable box)</p> <p><input checked="" type="checkbox"/> 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.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> 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 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.</p>		
<p>Statement by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="margin-left: 100px;">_____</p> <p style="margin-left: 100px;">(Name of landlord that obtained judgment)</p> <p style="margin-left: 100px;">_____</p> <p style="margin-left: 100px;">(Address of landlord)</p> <p><input type="checkbox"/> 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</p> <p><input type="checkbox"/> 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.</p>		

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

Name of Debtor(s):
ALISON NOVELTIES, INC.,
a Nevada Corporation

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.

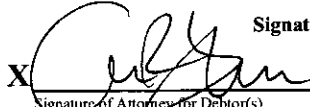
Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed name of Foreign Representative)

11/19/2007
(Date)

Signature of Attorney

X 
Signature of Attorney for Debtor(s)

Alan R. Smith 1449
Printed Name of Attorney for Debtor(s)

LAW OFFICES OF ALAN R. SMITH
Firm Name

505 Ridge Street
Address

Reno NV 89501

775/786-4579
Telephone Number

11/19/2007
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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

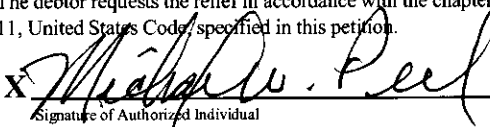
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

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

X 
Signature of Authorized Individual

MICHAEL W. PEEL
Printed Name of Authorized Individual

President
Title of Authorized Individual

11/19/2007
Date

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

CORPORATE RESOLUTION

The undersigned, being all the Officers and Directors of ALISON NOVELTIES, INC., a Nevada corporation, do hereby unanimously consent to the adoption of the following resolutions:

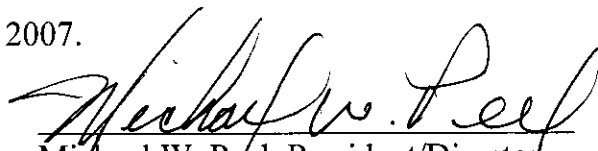
WHEREAS, it is in the best interests of ALISON NOVELTIES, INC. to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code:

NOW, THEREFORE, BE IT RESOLVED, that Michael W. Peel be and hereby is, authorized and directed to execute and delivery all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case in the United States Bankruptcy Court on behalf of the corporation;

BE IT FURTHER RESOLVED, that Michael W. Peel is authorized and directed to appear in all such bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform any and all acts and deeds and to execute and deliver all necessary documents and schedules on behalf of the corporation and as necessary in conjunction with the Chapter 11 proceeding; and

FURTHER RESOLVED, that the Law Offices of Alan R. Smith be retained as attorneys for ALISON NOVELTIES, INC. to represent it in its Chapter 11 proceeding.

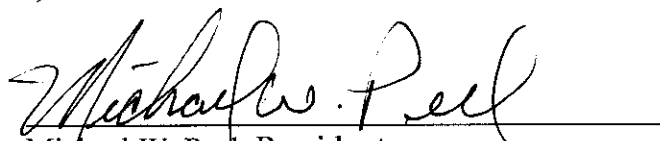
DATED this 19th day of November, 2007.


Michael W. Peel, President/Director

**DECLARATION UNDER PENALTY OF
PERJURY ON BEHALF OF CORPORATION**

I, Michael W. Peel, President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing resolution and it is true and correct to the best of my knowledge, information and belief.

DATED this 19th day of November, 2007.


Michael W. Peel, President

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA
Reno DIVISION**

In re **ALISON NOVELTIES, INC.**
a Nevada Corporation

Case No.
Chapter 11

_____/ Debtor

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)

Name of Creditor and Complete Mailing Address including Zip Code	Name, Telephone Number and Complete Mailing Address, including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who may be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or subject to Setoff	Amount of Claim (if Secured also State Value of Security)
1 ELITE GAMING 1121 HOLLAND DRIVE BAY 21 Boca Raton FL 33487	Phone: ELITE GAMING 1121 HOLLAND DRIVE BAY 21 Boca Raton FL 33487	GOODS/SERVICES		\$ 255,200.00
2 WMS GAMING 23571 NETWORK PLACE CHICAGO IL 60673-1235	Phone: WMS GAMING 23571 NETWORK PLACE CHICAGO IL 60673-1235	GOODS/SERVICES		\$ 128,050.00
3 WELLS FARGO BANK PO BOX 54780 LOS ANGELES CA 90054	Phone: BRUCE T. BEESLEY LEWIS & ROCA 50 W. LIBERTY ST., STE 410 RENO NV 89501		Value: Net Unsecured:	\$ 125,000.00 \$ 0.00 \$ 125,000.00
4 C.H. ROBINSON WORLDWIDE PO BOX 9121 MINNEAPOLIS MN 55480	Phone: C.H. ROBINSON WORLDWIDE PO BOX 9121 MINNEAPOLIS MN 55480	GOODS/SERVICES		\$ 26,523.43

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address including Zip Code	Name, Telephone Number and Complete Mailing Address, including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who may be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or subject to Setoff	Amount of Claim (if Secured also State Value of Security)
5 MEADOW LARK AGENCY PO BOX 50575 BILLINGS MT 59105	Phone: MEADOW LARK AGENCY PO BOX 50575 BILLINGS MT 59105	GOODS/SERVICES		\$ 22,917.00
6 INTERNAL REVENUE SERVICE STOP 5028LVG 110 CITY PARKWAY LAS VEGAS NV 89106	Phone: INTERNAL REVENUE SERVICE STOP 5028LVG 110 CITY PARKWAY LAS VEGAS NV 89106	EMPLOYER LIABILITY		\$ 18,360.49
7 IGT 9295 PROTOTYPE WAY Reno NV 89521-8986	Phone: IGT 9295 PROTOTYPE WAY Reno NV 89521-8986	GOODS/SERVICES		\$ 16,997.36
8 NEVADA DEPT OF TAXATION 555 E. WASHINGTON AVENUE #1300 LAS VEGAS NV 89101	Phone: NEVADA DEPT. OF TAXATION 1550 COLLEGE PARKWAY CARSON CITY NV 89706	BUSINESS TAX		\$ 10,081.00
9 BGI FREIGHT CO. 24534 LEWIS AVENUE SIGNAL HILL CA 90755	Phone: BGI FREIGHT CO. 24534 LEWIS AVENUE SIGNAL HILL CA 90755	GOODS/SERVICES		\$ 8,690.00
10 STOCKMAN'S CASINO 1560 W. WILLIAMS AVENUE FALLON NV 89406	Phone: STOCKMAN'S CASINO 1560 W. WILLIAMS AVENUE FALLON NV 89406	GOODS/SERVICES		\$ 8,200.00
11 DHL DANZAS AIR & OCEAN PO BOX 894573 Los Angeles CA 90189-4573	Phone: DHL DANZAS AIR & OCEAN PO BOX 894573 Los Angeles CA 90189-4573	GOODS/SERVICES		\$ 7,679.06
12 BERKLEY REGIONAL INS. CO. 2510 E. IRWIN PIERRE SD 57501	Phone: BERKLEY REGIONAL INS. CO. 2510 E. IRWIN PIERRE SD 57501	GOODS/SERVICES		\$ 7,117.00

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address including Zip Code	Name, Telephone Number and Complete Mailing Address, including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who may be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or subject to Setoff	Amount of Claim (if Secured also State Value of Security)
13 TMX 110 WOODLAND AVENUE RENO NV 89523	Phone: TMX 110 WOODLAND AVENUE RENO NV 89523	GOODS/SERVICES		\$ 5,521.52
14 UNITED COIN COMPANY 1375 GREG STREET Sparks NV 89431	Phone: UNITED COIN COMPANY 1375 GREG STREET Sparks NV 89431	GOODS/SERVICES		\$ 4,650.00
15 AT&T PO BOX 989046 W. Sacramento CA 95798-9046	Phone: AT&T PO BOX 989046 W. Sacramento CA 95798-9046	TELEPHONE		\$ 3,743.07
16 FREIGHTQUOTE.COM 1495 PAYSHERE CIRCLE CHICAGO IL 60674	Phone: FREIGHTQUOTE.COM 1495 PAYSHERE CIRCLE CHICAGO IL 60674	GOODS/SERVICES		\$ 3,600.66
17 MATHESON FAST FREIGHT PO BOX 910 ELK GROVE CA 95759	Phone: MATHESON FAST FREIGHT PO BOX 910 ELK GROVE CA 95759	GOODS/SERVICES		\$ 3,550.00
18 SBC PO Box 989045 West Sacramento CA 95798-9045	Phone: SBC PO Box 989045 West Sacramento CA 95798-9045	TELEPHONE		\$ 2,887.95
19 LOADNOW, INC. 501 EAST CAROL STREET PILOT POINT TX 76258	Phone: LOADNOW, INC. 501 EAST CAROL STREET PILOT POINT TX 76258	GOODS/SERVICES		\$ 2,300.00
20 BUDGET RENTALS PO BOX 61600 VIRGINIA BEACH VA 23466	Phone: BUDGET RENTALS PO BOX 61600 VIRGINIA BEACH VA 23466	GOODS/SERVICES		\$ 2,215.87

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

I, MICHAEL W. PEEL, President of the Corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Twenty Largest Unsecured Claims and that they are true and correct to the best of my knowledge, information and belief.

Date: 11/19/2007

Signature



Name: MICHAEL W. PEEL

Title: President

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA
 RENO DIVISION**

In re *ALISON NOVELTIES, INC.*,
 a Nevada Corporation

Case No.
 Chapter 11

_____/ Debtor

Attorney for Debtor: *Alan R. Smith*

LIST OF EQUITY SECURITY HOLDERS

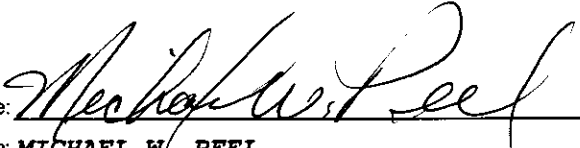
Number	Registered Name of Holder of Security	Number of Shares	Class of Shares, Kind of Interest
1	<i>MICHAEL W. PEEL 1550 KEYSTONE AVENUE Reno NV 89503</i>		<i>100% SHAREHOLDER</i>

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

I, MICHAEL W. PEEL, President of the corporation named as

debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that they are true and correct to the best of my knowledge, information and belief.

Date: 11/19/2007

Signature: 
Name: **MICHAEL W. PEEL**
Title: **President**

Official Form 6D (10/06) West Group, Rochester, NY

In re ALISON NOVELTIES, INC.
 Debtor(s)

Case No. _____
 (if known)

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, indicate that by stating "a minor child" and do not disclose the child's name. See 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 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 Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primary consumer debts, report the total from the column labeled "Unsecured Portion, if Any" 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 <i>(See Instructions Above.)</i>	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, Nature of Lien, and Description and Market Value of Property Subject to Lien	Contingent	Unliquidated	Disputed	Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
Account No: Creditor # : 1 WELLS FARGO BANK PO BOX 54780 LOS ANGELES CA 90054	X	ACCOUNTS RECEIVABLE Value: \$ 0.00				\$ 125,000.00	\$ 125,000.00
Account No: Representing: WELLS FARGO BANK		BRUCE T. BEESLEY LEWIS & ROCA 50 W. LIBERTY ST., STE 410 RENO NV 89501 Value:					
Account No:		 Value:					

No continuation sheets attached

Subtotal \$ (Total of this page)	\$ 125,000.00	\$ 125,000.00
Total \$ (Use only on last page)	\$ 125,000.00	\$ 125,000.00

(Report also on Summary of Schedules.) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

In re ALISON NOVELTIES, INC.,

Debtor(s)

Case No. _____

(if known)

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 "Total" 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 trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

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

Contributions to employee benefit plans

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

Certain farmers and fishermen

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

Deposits by individuals

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

Taxes and Certain Other Debts Owed to Governmental Units

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

Commitments to Maintain the Capital of an Insured Depository Institution

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

Claims for Death or Personal Injury While Debtor Was Intoxicated

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

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

1 continuation sheets attached

In re ALISON NOVELTIES, INC.,
Debtor(s)

Case No. _____
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet: **Taxes and Certain Other Debts Owed to Governmental Units**

Creditor's Name, Mailing Address Including ZIP Code, and Account Number <i>(See instructions above.)</i>	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred and Consideration for Claim	Contingent	Unliquidated	Disputed	Amount of Claim	Amount Entitled to Priority	Amount not Entitled to Priority, if any
Account No: 5394 Creditor # : 1 INTERNAL REVENUE SERVICE STOP 5028LVG 110 CITY PARKWAY LAS VEGAS NV 89106	X	EMPLOYER LIABILITY 940/941 WITHHOLDING & EMPLOYER LIABILITY				\$ 18,360.49	\$ 18,360.49	\$ 0.00
Account No: 5429 Creditor # : 2 NEVADA DEPT OF TAXATION 555 E. WASHINGTON AVENUE #1300 LAS VEGAS NV 89101		BUSINESS TAX BUSINESS (\$634) AND SALES TAX (\$9,447)				\$ 10,081.00	\$ 10,081.00	\$ 0.00
Account No: Representing: NEVADA DEPT OF TAXATION		NEVADA DEPT. OF TAXATION 1550 COLLEGE PARKWAY CARSON CITY NV 89706						
Account No:								
Account No:								
Account No:								

Sheet No. 1 of 1 continuation sheets attached
to Schedule of Creditors Holding Priority Claims

Subtotal \$ (Total of this page) **28,441.49** **28,441.49** **0.00**

Total \$ (Use only on last page of the completed Schedule E. Report total also on Summary of Schedules) **28,441.49**

Total \$ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.) **28,441.49** **0.00**

Official Form 6F (10/06) West Group, Rochester, NY

In re ALISON NOVELTIES, INC.,

Case No. _____

Debtor(s)

(if known)

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 total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedules. 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, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 1 AMERICAN EXHIBITION SERV 2700 BIRMINGHAM AVENUE SO. BIRMINGHAM AL 35233		GOODS/SERVICES				\$ 445.00
Account No: Creditor # : 2 ART IMAGES 79 GLEN CARRAN CIRCLE Sparks NV 89431		Goods/Services				\$ 429.50
Account No: Creditor # : 3 AT&T PO BOX 989046 W. Sacramento CA 95798-9046		TELEPHONE TELE (\$71); YELLOW-PG ADV (\$3,672)				\$ 3,743.07
Account No: Creditor # : 4 BERKLEY REGIONAL INS. CO. 2510 E. IRWIN PIERRE SD 57501		GOODS/SERVICES				\$ 7,117.00
Subtotal \$						\$ 11,734.57
Total \$						

7 continuation sheets attached

(Use only on last page of the completed Schedule F. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data)

Official Form 6F (10/06) - Cont. West Group, Rochester, NY

In re ALISON NOVELTIES, INC.,

Case No. _____

Debtor(s)

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 5 BGI FREIGHT CO. 24534 LEWIS AVENUE SIGNAL HILL CA 90755		GOODS/SERVICES				\$ 8,690.00
Account No: Creditor # : 6 BUDGET RENTALS PO BOX 61600 VIRGINIA BEACH VA 23466		GOODS/SERVICES				\$ 2,215.87
Account No: Creditor # : 7 BURGARELLO ALARM PO BOX 2883 SPARKS NV 89432		GOODS/SERVICES				\$ 716.67
Account No: Creditor # : 8 C.H. ROBINSON WORLDWIDE PO BOX 9121 MINNEAPOLIS MN 55480		GOODS/SERVICES				\$ 26,523.43
Account No: Creditor # : 9 CASINO SLOTS, LLC 2301 WEST COMMERCE STREET DALLAS TX 75212		GOODS/SERVICES				\$ 500.00
Account No: Creditor # : 10 CERTEGY PAYMENT RECOVERY SERVI 11601 ROOSEVELT BLVD. ST. PETERSBERG FL 33716		GOODS/SERVICES				\$ 250.00
						Subtotal \$
						\$ 38,895.97
						Total \$

Sheet No. 1 of 7 continuation sheets attached to Schedule of

Creditors Holding Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data)

Official Form 6F (10/06) - Cont. West Group, Rochester, NY

In re ALISON NOVELTIES, INC.

Case No. _____

Debtor(s)

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 11 COAN EQUIPMENT OF NV 580 SPICE ISLAND CT. SPARKS NV 89431-1747		GOODS/SERVICES				\$ 931.37
Account No: Creditor # : 12 CORE DESIGN GROUP 661 TALUS WAY RENO NV 89503		GOODS/SERVICES				\$ 1,240.34
Account No: 1174 Creditor # : 13 DHL DANZAS AIR & OCEAN PO BOX 894573 Los Angeles CA 90189-4573		GOODS/SERVICES				\$ 7,679.06
Account No: Creditor # : 14 ELITE GAMING 1121 HOLLAND DRIVE BAY 21 Boca Raton FL 33487		GOODS/SERVICES X-COLLATERA SECURITY INTEREST: D/T DICKERSON ROAD PROPERTY OWED BY RYAN				\$ 255,200.00
Account No: Creditor # : 15 EXPRESS IMAGING CORPORATION 3995 W. POST ROAD Las Vegas NV 89118		Goods/Services				\$ 906.73
Account No: Creditor # : 16 FREIGHTQUOTE.COM 1495 PAYSHERE CIRCLE CHICAGO IL 60674		GOODS/SERVICES				\$ 3,600.66

Sheet No. 2 of 7 continuation sheets attached to Schedule of

Subtotal \$

\$ 269,558.16

Creditors Holding Unsecured Nonpriority Claims

Total \$

(Use only on last page of the completed Schedule F. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data)

Official Form 6F (10/06) - Cont. West Group, Rochester, NY

In re ALISON NOVELTIES, INC., Debtor(s)

Case No. _____ (if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 17 HIGH DESERT GAMING 9179 PIEDRA HESPERIA CA 92345		Goods/Services				\$ 1,711.00
Account No: Creditor # : 18 IGT 9295 PROTOTYPE WAY Reno NV 89521-8986		GOODS/SERVICES				\$ 16,997.36
Account No: Creditor # : 19 KNPB/CHANNEL 5 1670 NO. VIRGINIA STREET RENO NV 89503		GOODS/SERVICES				\$ 2,000.00
Account No: Creditor # : 20 LABOR READY CENTRAL PO BOX 31001 PASADENA CA 91110-0257		GOODS/SERVICES				\$ 726.46
Account No: Creditor # : 21 LOADNOW, INC. 501 EAST CAROL STREET PILOT POINT TX 76258		GOODS/SERVICES				\$ 2,300.00
Account No: Creditor # : 22 MATHESON FAST FREIGHT PO BOX 910 ELK GROVE CA 95759		GOODS/SERVICES				\$ 3,550.00

Sheet No. 3 of 7 continuation sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal \$ **\$ 27,284.82**

Total \$

(Use only on last page of the completed Schedule F. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data)

Official Form 6F (10/06) - Cont. West Group, Rochester, NY

In re ALISON NOVELTIES, INC.,

Case No. _____

Debtor(s)

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 23 MEADOW LARK AGENCY PO BOX 50575 BILLINGS MT 59105		GOODS/SERVICES				\$ 22,917.00
Account No: Creditor # : 24 MONEY TREE PO BOX 49990 RIVERSIDE CA 92514		GOODS/SERVICES				\$ 361.77
Account No: 6646 Creditor # : 25 NEV EMPLOYMENT SECURITY DEPT 500 E. THIRD STREET CARSON CITY NV 89713		EMPLOYER LIABILITY NV UNEMPLOYMENT TAX				\$ 1,988.00
Account No: Creditor # : 26 PIKERO, KEVIN J. 235 W. PUEBLO Reno NV 89509-2848		Goods/Services				\$ 472.50
Account No: Creditor # : 27 POSEIDON TRUCKING 10100 DONNAY DRIVE RENO NV 89521		GOODS/SERVICES				\$ 2,053.26
Account No: Creditor # : 28 SAFETY ON SITE 31 GLEN CARRAN CIRCLE SPARKS NV 89431		GOODS/SERVICES				\$ 63.12

Sheet No. 4 of 7 continuation sheets attached to Schedule of

Subtotal \$ **\$ 27,855.65**

Creditors Holding Unsecured Nonpriority Claims

Total \$

(Use only on last page of the completed Schedule F. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data)

Official Form 6F (10/06) - Cont. West Group, Rochester, NY

In re ALISON NOVELTIES, INC.,
Debtor(s)

Case No. _____
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 29 SBC PO Box 989045 West Sacramento CA 95798-9045		TELEPHONE ADVERTISING (\$1,439); SERVICE (\$1448)				\$ 2,887.95
Account No: Creditor # : 30 SIERRA CORPORATE SERVICES PO BOX 2670 RENO NV 89505-2670		GOODS/SERVICES				\$ 800.00
Account No: 4615 Creditor # : 31 SIERRA PACIFIC POWER COMPANY PO BOX 10100 RENO NV 89520		Utility Bills Acct. Nos. 0163966, 0244619, 0244615				\$ 1,200.00
Account No: Creditor # : 32 SIERRA STATE FORKLIFT 50 E. GLENDALE AVENUE SPARKS NV 89431		GOODS/SERVICES				\$ 774.46
Account No: Creditor # : 33 SKOOSH, INC. 120-F WOODLAND AVENUE RENO NV 89523		GOODS/SERVICES				\$ 71.27
Account No: Creditor # : 34 STOCKMAN'S CASINO 1560 W. WILLIAMS AVENUE FALLON NV 89406		GOODS/SERVICES				\$ 8,200.00

Sheet No. 5 of 7 continuation sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal \$ **\$ 13,933.68**

Total \$

(Use only on last page of the completed Schedule F. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data)

Official Form 6F (10/06) - Cont. West Group, Rochester, NY

In re ALISON NOVELTIES, INC.

Case No. _____
(if known)

Debtor(s)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 35 TMX 110 WOODLAND AVENUE RENO NV 89523		GOODS/SERVICES				\$ 5,521.52
Account No: Creditor # : 36 TRANSGROUP PO BOX 69207 Seattle WA 98168		GOODS/SERVICES				\$ 1,807.46
Account No: Creditor # : 37 TRS RECOVERY SERVICES, INC PO BOX 60022 CITY OF INDUSTRY CA 91716-0022		GOODS/SERVICES				\$ 811.57
Account No: Creditor # : 38 TRUCKEE MEADOWS WATER AUTHORITY PO BOX 4500 Scottsbluff NE 69363-4500		Goods/Services				\$ 291.42
Account No: Creditor # : 39 UNITED COIN COMPANY 1375 GREG STREET Sparks NV 89431		GOODS/SERVICES				\$ 4,650.00
Account No: Creditor # : 40 UPS PO BOX 630016 DALLAS TX 75263-0016		GOODS/SERVICES				\$ 1,656.87

Sheet No. 6 of 7 continuation sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal \$ \$ 14,738.84

Total \$

(Use only on last page of the completed Schedule F. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data)

Official Form 6F (10/06) - Cont. West Group, Rochester, NY

In re ALISON NOVELTIES, INC.,

Case No. _____

Debtor(s)

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 41 WMS GAMING 23571 NETWORK PLACE CHICAGO IL 60673-1235		GOODS/SERVICES				\$ 128,050.00
Account No:						
Account No:						
Account No:						
Account No:						
Account No:						

Sheet No. 7 of 7 continuation sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal \$ \$ 128,050.00

Total \$ \$ 532,051.69

(Use only on last page of the completed Schedule F. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA
RENO DIVISION**

In re *ALISON NOVELTIES, INC.*,
a Nevada Corporation

Case No.
Chapter 11

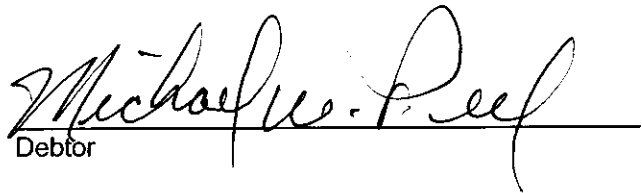
_____/ Debtor

Attorney for Debtor: *Alan R. Smith*

VERIFICATION OF CREDITOR MATRIX

The above named Debtor(s) hereby verify that the attached list of creditors is true and correct to the best of our knowledge.

Date: 11/19/2007



Debtor

ALISON NOVELTIES, INC.
2800 DICKERSON ROAD
Reno, NV 89503

Alan R. Smith
505 Ridge Street
Reno, NV 89501

AMERICAN EXHIBITION SERV
2700 BIRMINGHAM AVENUE
SO. BIRMINGHAM, AL 35233

ART IMAGES
79 GLEN CARRAN CIRCLE
Sparks, NV 89431

AT&T
PO BOX 989046
W. Sacramento, CA 95798-9046

BERKLEY REGIONAL INS. CO.
2510 E. IRWIN
PIERRE, SD 57501

BGI FREIGHT CO.
24534 LEWIS AVENUE
SIGNAL HILL, CA 90755

BRUCE T. BEESLEY
LEWIS & ROCA
50 W. LIBERTY ST., STE 410
RENO, NV 89501

BUDGET RENTALS
PO BOX 61600
VIRGINIA BEACH, VA 23466

BURGARELLO ALARM
PO BOX 2883
SPARKS, NV 89432

C.H. ROBINSON WORLDWIDE
PO BOX 9121
MINNEAPOLIS, MN 55480

CASINO SLOTS, LLC
2301 WEST COMMERCE STREET
DALLAS, TX 75212

CERTEGY PAYMENT RECOVERY SERVI
11601 ROOSEVELT BLVD.
ST. PETERSBERG, FL 33716

COAN EQUIPMENT OF NV
580 SPICE ISLAND CT.
SPARKS, NV 89431-1747

CORE DESIGN GROUP
661 TALUS WAY
RENO, NV 89503

DHL DANZAS AIR & OCEAN
PO BOX 894573
Los Angeles, CA 90189-4573

ELITE GAMING
1121 HOLLAND DRIVE
BAY 21
Boca Raton, FL 33487

EXPRESS IMAGING CORPORATION
3995 W. POST ROAD
Las Vegas, NV 89118

FREIGHTQUOTE.COM
1495 PAYSHERE CIRCLE
CHICAGO, IL 60674

HIGH DESERT GAMING
9179 PIEDRA
HESPERIA, CA 92345

IGT
9295 PROTOTYPE WAY
Reno, NV 89521-8986

INTERNAL REVENUE SERVICE
STOP 5028LVG
110 CITY PARKWAY
LAS VEGAS, NV 89106

Internal Revenue Service
Stop 5028
110 City Parkway
Las Vegas, NV 89106

KEYSTONE CUE & CUSHION
2800 DICKERSON ROAD
RENO, NV 89503

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Nevada Dept. of Taxation
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SIERRA STATE FORKLIFT
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