

**United States Bankruptcy Court  
Eastern District of Texas**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>South Win, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>73-147885</b>	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): <b>649 South FM 1138 Nevada, TX</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>75173</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>Collin</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

<p align="center"><b>Type of Debtor</b> (Form of Organization) (Check one box)</p> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<p align="center"><b>Nature of Business</b> (Check one box)</p> <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> <p align="center"><b>Tax-Exempt Entity</b> (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<p align="center"><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)</p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> <p align="center"><b>Nature of Debts</b> (Check one box)</p> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<p align="center"><b>Filing Fee</b> (Check one box)</p> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<p align="center"><b>Chapter 11 Debtors</b></p> <p>Check one box:</p> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr/> 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**

Debtor estimates that funds will be available for distribution to unsecured creditors.  
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

**Estimated Number of Creditors**

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

**Estimated Assets**

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

**Estimated Liabilities**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$50 million	\$10,000,001 to \$100 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

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

Location Where Filed: <b>- None -</b>	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: <b>- None -</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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><b>X</b> _____ Signature of Attorney for Debtor(s) (Date)</p>
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**Exhibit C**

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

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

No.

**Exhibit D**

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

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

If this is a joint petition:

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

**Information Regarding the Debtor - Venue**  
(Check any applicable box)

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

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

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

**Certification by a Debtor Who Resides as a Tenant of Residential Property**  
(Check all applicable boxes)

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

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

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

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

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

Name of Debtor(s):  
**South Win, 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/ Eric A. Liepins  
Signature of Attorney for Debtor(s)

**Eric A. Liepins 12338110**  
Printed Name of Attorney for Debtor(s)

**Eric A. Liepins, P.C.**  
Firm Name

**12770 Coit Road  
Suite 1100  
Dallas, TE 75251**

\_\_\_\_\_  
Address

**Email: eric@ealpc.com**

**(972) 991-5591 Fax: (972) 991-5788**  
Telephone Number

**May 20, 2008**  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

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

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

**X** /s/ Carla Elloit  
Signature of Authorized Individual

**Carla Elloit**  
Printed Name of Authorized Individual

**President**  
Title of Authorized Individual

**May 20, 2008**  
Date

**United States Bankruptcy Court**  
**Eastern District of Texas**

In re **South Win, 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>
<b>Altec Industries 1001 Solon Road Waxahachie, TX 75165</b>	<b>Altec Industries 1001 Solon Road Waxahachie, TX 75165</b>			<b>2,548.36</b>
<b>AT&amp;T P.O. box 6463 Carol Stream, IL 60197</b>	<b>AT&amp;T P.O. box 6463 Carol Stream, IL 60197</b>			<b>3,373.94</b>
<b>Bank Of America P.O. Box 15463 Wilmington, DE 19850</b>	<b>Bank Of America P.O. Box 15463 Wilmington, DE 19850</b>			<b>23,925.99</b>
<b>Capital Management Services 726 Exchange Street Suite 700 Buffalo, NY 14210</b>	<b>Capital Management Services 726 Exchange Street Suite 700 Buffalo, NY 14210</b>			<b>7,533.71</b>
<b>Capital One P.O. Box 3597 Baton Rouge, LA 70821</b>	<b>Capital One P.O. Box 3597 Baton Rouge, LA 70821</b>	<b>3340453424;337000 129741;3370001449 93;52910715053459 31;2618;486236207 9908565</b>		<b>95,810.98</b>
<b>Cotton Electric 127 West Colorado Walters, OK 73572</b>	<b>Cotton Electric 127 West Colorado Walters, OK 73572</b>			<b>7,571.23</b>
<b>First Bank of Farmersville 1009 N. State Highway 78 Lavon, TX 75166</b>	<b>First Bank of Farmersville 1009 N. State Highway 78 Lavon, TX 75166</b>			<b>39,618.33</b>
<b>First Family Healthcare Association 2201 Forest Lane Garland, TX 75042</b>	<b>First Family Healthcare Association 2201 Forest Lane Garland, TX 75042</b>			<b>1,650.00</b>
<b>Internal Revenue Service Special Procedures RM 9A20 1100 Commerce St., 5024 DAL Dallas, TX 75242</b>	<b>Internal Revenue Service Special Procedures RM 9A20 1100 Commerce St., 5024 DAL Dallas, TX 75242</b>			<b>87,890.00</b>
<b>LeAnn Jones P.O. Box 2469 Rockwall, TX 75087</b>	<b>LeAnn Jones P.O. Box 2469 Rockwall, TX 75087</b>			<b>8,000.00</b>

**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>
Lindsay Ford P.O. Box 276 Lindsay, OK 73052	Lindsay Ford P.O. Box 276 Lindsay, OK 73052			1,736.37
Metlife Life Administration P.O. Box 990087 Hartford, CT 06199	Metlife Life Administration P.O. Box 990087 Hartford, CT 06199			18,000.00
Pruitt Oil Company P.O. Box 58 Atoka, OK 74525	Pruitt Oil Company P.O. Box 58 Atoka, OK 74525			5,042.13
RAB P.O. Box 34111 Kansas City, MO 64184	RAB P.O. Box 34111 Kansas City, MO 64184			16,755.73
Reliance Rental & Leasing 3592 Genoa Road Perrysburg, OH 43551	Reliance Rental & Leasing 3592 Genoa Road Perrysburg, OH 43551		Contingent Disputed	132,992.88
Roger & Carla Elloitt 649 S. FM 1138 Nevada, TX 75173	Roger & Carla Elloitt 649 S. FM 1138 Nevada, TX 75173			450,000.00
TRS Recovery Services 5251 Westheimer Houston, TX 77056	TRS Recovery Services 5251 Westheimer Houston, TX 77056	37081253720252;37081253720247;37081223721218;5080930500053		1,326.18
Universal Insurance P.O. box 6327 Powell, TX 75153	Universal Insurance P.O. box 6327 Powell, TX 75153		Contingent	8,182.91
US Utility Contractor Co., Inc. 3592 Genoa Raod Perrysburg, OH 43551	US Utility Contractor Co., Inc. 3592 Genoa Raod Perrysburg, OH 43551		Contingent Disputed	327,000.00
Wilfred Johnson 116 South Republic Street Billings, MO 65610	Wilfred Johnson 116 South Republic Street Billings, MO 65610			98,000.00

**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 May 20, 2008Signature /s/ Carla Elloitt

Carla Elloitt  
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  
Eastern District of Texas**

In re South Win, 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.

Creditor Matrix Format (check one):

Diskette: \_\_\_\_\_  
Paper:           X          

Date: May 20, 2008

/s/ Carla Elloitt  
**Carla Elloitt/President**  
Signer/Title

Altec Industries  
1001 Solon Road  
Waxahachie, TX 75165

AT&T  
P.O. box 6463  
Carol Stream, IL 60197

Bank Of America  
P.O. Box 15463  
Wilmington, DE 19850

BLR  
141 Mill Rock Road East  
Old Saybrook, CT 06475

Capital Management Services  
726 Exchange Street  
Suite 700  
Buffalo, NY 14210

Capital One  
P.O. Box 152412  
Irving, TX 75015

Capital One  
P.O. Box 3597  
Baton Rouge, LA 70821

Certegy Payment  
P.O. Box 30031  
Tampa, FL 33630

Conoco 76  
P.O. Box 688929  
MT 59368

Cotton Electric  
127 West Colorado  
Walters, OK 73572

First Bank of Farmersville  
1009 N. State Highway 78  
Lavon, TX 75166

First Family Healthcare Association  
2201 Forest Lane  
Garland, TX 75042

Internal Revenue Service  
Special Procedures RM 9A20  
1100 Commerce St., 5024 DAL  
Dallas, TX 75242

LeAnn Jones  
P.O. Box 2469  
Rockwall, TX 75087

Lindsay Ford  
P.O. Box 276  
Lindsay, OK 73052

Louisiana Dept. of Revenue  
P.O. Box 201  
Baton Rouge, LA 70821

Metlife Life Administration  
P.O. Box 990087  
Hartford, CT 06199

PLS Financial  
300 N. Elizabeth 4E  
Chicago, IL 60607

Pruitt Oil Company  
P.O. Box 58  
Atoka, OK 74525

RAB  
P.O. Box 34111  
Kansas City, MO 64184

Reliance Rental & Leasing  
3592 Genoa Road  
Perrysburg, OH 43551

Roger & Carla Elloitt  
649 S. FM 1138  
Nevada, TX 75173

Shop Quik Stores, LLC  
615 S. 4th  
Manhattan, KS 66505

TRS Recovery Services  
5251 Westheimer  
Houston, TX 77056

Universal Insurance  
P.O. box 6327  
Powell, TX 75153

US Utility Contractor Co., Inc.  
3592 Genoa Raod  
Perrysburg, OH 43551

Wilfred Johnson  
116 South Republic Street  
Billings, MO 65610

Winsell Contractors, LLC  
2101 SE 69th Street  
Oklahoma City, OK 73149