

VALERIE BOUTIQUE, INC.
782 OLD HICKORY BLVD E #102
BRENTWOOD TN 37027

BRNTWD HILLS ASSOC ET AL
C/O HARTMAN, PETER ESQ
6400 POWERS FERRY RD NW #400
ATLANTA GA 30339

VALERIE BOUTIQUE, INC. -
KOOS MFG
C/O BIG STAR
2741 SEMINOLE AVE
SOUTH GATE CA 90280

STEVEN L. LEFKOVITZ
LEFKOVITZ & LEFKOVITZ
618 CHURCH ST., #410
NASHVILLE, TN 37219-2321

CAROTHERS CORNER
C/O SHELTON, J NICK ESQ
1114 W MAIN ST
FRANKLIN TN 37064

LEO MAX/WELLS FARGO
PO BOX 360286
PITTSBURG PA 15250

A1 SIGNS/C HAMPTON
C/O REYNOLDS, STAN ESQ
210 E COLLEGE ST
DICKSON TN 37055

CHAN LUU
818 S BROADWAY 9TH FL
LOS ANGELES CA 90014

LIZ CLAIBORNE
15 THATCHER RD
DAYTON NJ 08810

ADVANCE ME
600 TOWNPARK LN #500
KENNESAW GA 30144

COLUMBIA CNSLDTD COD SITE
C/O DAVIS & GOLDMARK
PO BOX 3690
MISSION VIEJO CA 92690

LUCKY MAGAZINE
C/O NORTH SHORE AGENCY
PO BOX 8901
WESTBURY NY 11590

AMERICAN EXPRESS
PO BOX 297812
FT LAUDERDALE FL 33329

CRYSTAL SPRINGS
PO BOX 660579
DALLAS TX 75266

MOLLY NEW YORK
810 SO SANTA FE AVE
LOS ANGELES CA 90021

AMERICAN EXPRESS
C/O NATIONWIDE CREDIT
PO BOX 740640
ATLANTA GA 30374

HAZEL
784 E 14TH PL
LOS ANGELES CA 90021

NASHVILLE GAS
PO BOX 1258
CHARLOTTE NC 28201

ASPEN PUBLISHERS
PO BOX 64054
BALTIMORE MD 21264

IKHAM
2975 WILSHIRE BLVD #430
LOS ANGELES CA 90010

NOTICE
810 SO SANTA FE AVE
LOS ANGELES CA 90021

BELLSOUTH
C/O PRINCE PARKER
PO BOX 17208
CHARLOTTE NC 28227

IRS
PO BOX 21126
PHILADELPHIA PA 19114

PAPER DENIM & CO/CIT GRP
134 WOODING AVE
DANVILLE VA 24541

BETSEY JOHNSON
498 7TH AVE 21ST FL
NEW YORK NY 10018

JESSE MAY/LE GROUPE
FOB 5575 ROYALMONT TMR
QUE H4P J3

PAPPAS, HELEN
1519 ABERDEEN DR
BRENTWOOD TN 37027

BIRDSONG SERVICES
PO BOX 2028
WOODSTOCK GA 30188

JUICY COUTURE/LIZ CLBRN
15 THATCHER RD
DAYTON NJ 08810

PAPPAS, VALERIE
1519 ABERDEEN DR
BRENTWOOD TN 37027

RICHARDSON, DAVID
C/O ETTA LERNER/ MOSS ADAMS
11766 WILSHIRE BLVD #900
LOS ANGELES CA 90025

VALERIE BOUTIQUE, INC. -
VOTIVO
3450 4TH AVE SO
SEATTLE WA 98134

RIDENOUR, WILLIAM
PO BOX 68061
FRANKLIN TN 37068

WBUZ WVNS WQZQ FM
PO BOX 29099
NASHVILLE TN 37229

RIDENOUR, WILLIAM
PO BOX 680561
FRANKLIN TN 37068

WIFEBEADER
C/O ATWELL CURTIS ET AL
PO BOX 363
CARLE PLACE NY 11514

SCANTY/SBH INTIMATES
1411 BROADWAY 8TH FL
NEW YORK NY 10018

WILLIAMSON GO GEN SESS
RE: 17585A
135 4TH AVE SO
FRANKLIN TN 37064

SWEETIES BY MELLIES
8570 WILSHIRE BLVD #200
BEVERLY HILLS CA 90211

YELLOW PAGES
PO BOX 90490
WASHINGTON DC 20090

TN DEPT LBR WRK FRC DEV
C/O TN ATTY GEN BK UNIT
PO BOX 20207
NASHVILLE TN 37202

TN DEPT REVENUE
C/O TN ATTY GEN BK UNIT
PO BOX 20207
NASHVILLE TN 37202

TSC ARTEFFECTS
C/O KIRK, PHILLIP ESQ
102 WOODMONT BLVD #200
NASHVILLE TN 37205

UPS
C/O NCO FINANCIAL
PO BOX 7247 0244
PHILADELPHIA PA 19170

URBAN OUTFITTERS
1809 WALNUT ST
PHILADELPHIA PA 19103

United States Bankruptcy Court
Middle District of Tennessee

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
VALERIE BOUTIQUE, INC.

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Debtor in the last 8 years
(include married, maiden, and trade names):
See Attachment

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 ID No. (if more than one, state all)
90-0068379

Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all)

Street Address of Debtor (No. & Street, City, and State):
782 OLD HICKORY BLVD E #102
BRENTWOOD, TN
ZIP Code
37027

Street Address of Joint Debtor (No. & Street, City, and State):
ZIP Code

County of Residence or of the Principal Place of Business:
DAVIDSON

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):
ZIP Code

Mailing Address of Joint Debtor (if different from street address):
ZIP Code

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

Type of Debtor (Form of Organization)
(Choose one box)
Individual (includes Joint Debtors)
Corporation (includes LLC and LLP)
Partnership
Other (If debtor is not one of the above entities, check this box and provide the information requested below.)
State type of entity:

Nature of Business
(Choose all applicable boxes.)
Health Care Business
Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
Railroad
Stockbroker
Commodity Broker
Clearing Bank
Nonprofit Organization qualified under 15 U.S.C. § 501(c)(3)

Chapter of Bankruptcy Code Under Which the Petition is Filed (Choose one box)
Chapter 7
Chapter 9
Chapter 11
Chapter 12
Chapter 13
Chapter 15 Petition for Recognition of a Foreign Main Proceeding
Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts (Choose one box)
Consumer/Non-Business
Business

Filing Fee (Choose one box)
Full Filing Fee attached
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.
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:
Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
Check if:
Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2 million.

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.

THIS SPACE IS FOR COURT USE ONLY

Table with 10 columns: Estimated Number of Creditors. Rows for ranges: 1-49, 50-99, 100-199, 200-999, 1000-5000, 5001-10000, 10001-25000, 25001-50000, 50001-100000, OVER 100000.

Table with 9 columns: Estimated Assets. Rows for ranges: \$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, More than \$100 million.

Table with 9 columns: Estimated Debts. Rows for ranges: \$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, More than \$100 million.

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

Name of Debtor(s):
VALERIE BOUTIQUE, 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 §342(b) of the Bankruptcy Code.
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 §1515 of title 11 are attached.

Pursuant to §1511 of title 11, United States Code, 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/ Steven L. Lefkovitz
Signature of Attorney for Debtor(s)

Steven L. Lefkovitz 5953
Printed Name of Attorney for Debtor(s)

Lefkovitz & Lefkovitz
Firm Name

618 Church St., #410
Nashville, TN 37219-2321

Address

Email: slefkovitz@lefkovitz.com
615-256-8300 Fax: 615-255-4516

Telephone Number

July 28, 2006
Date

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

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/ VALERIE PAPPAS
Signature of Authorized Individual

VALERIE PAPPAS
Printed Name of Authorized Individual

PRESIDENT
Title of Authorized Individual

July 28, 2006
Date

Date

In re VALERIE BOUTIQUE, INC.
Debtor

Case No. _____

FORM 1. VOLUNTARY PETITION

Other Names Attachment

All Other Names used by Debtor in the last 6 years:

DBA VALERIE BRENTWOOD, TENNESSEE INVESTMENT GROUP
DBA VALERIE BOUTIQUE
DBA VALERIE @ THE SHOPPES OF BRENTWOOD
DBA VALERIE BTQ
DBA VALERIE'S
DBA VALERIE BOUTIQUE BRENTWOOD
DBA VALERIE BRENTWOOD TENNESSEE

**United States Bankruptcy Court
Middle District of Tennessee**

In re VALERIE BOUTIQUE, INC.

Debtor(s)

Case No. _____

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

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

For legal services, I have agreed to accept.....	\$	<u>5,000.00</u>
Prior to the filing of this statement I have received.....	\$	<u>5,000.00</u>
Balance Due.....	\$	<u>0.00</u>

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

Debtor Other (specify):

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

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

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

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: July 28, 2006

/s/ Steven L. Lefkovitz

Steven L. Lefkovitz 5953

Lefkovitz & Lefkovitz

618 Church St., #410

Nashville, TN 37219-2321

615-256-8300 Fax: 615-255-4516

slefkovitz@lefkovitz.com

**United States Bankruptcy Court
Middle District of Tennessee**

In re VALERIE BOUTIQUE, 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, 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>
RICHARDSON, DAVID C/O ETTA LERNER/ MOSS ADAMS 11766 WILSHIRE BLVD #900 LOS ANGELES, CA 90025	RICHARDSON, DAVID C/O ETTA LERNER/ MOSS ADAMS 11766 WILSHIRE BLVD #900 LOS ANGELES, CA 90025			25,000.00
AMERICAN EXPRESS PO BOX 297812 FT LAUDERDALE FL 33329	AMERICAN EXPRESS PO BOX 297812 FT LAUDERDALE FL 33329	#81004 \$12,132.54 #81009 \$7,145.33		19,277.87
CAROTHERS CORNER C/O SHELTON, J NICK ESQ 1114 W MAIN ST FRANKLIN, TN 37064	CAROTHERS CORNER C/O SHELTON, J NICK ESQ 1114 W MAIN ST FRANKLIN, TN 37064			12,366.28
ADVANCE ME 600 TOWNPARK LN #500 KENNESAW GA 30144	ADVANCE ME 600 TOWNPARK LN #500 KENNESAW GA 30144			10,144.56
URBAN OUTFITTERS 1809 WALNUT ST PHILADELPHIA PA 19103	URBAN OUTFITTERS 1809 WALNUT ST PHILADELPHIA PA 19103			5,157.63
A1 SIGNS/C HAMPTON C/O REYNOLDS, STAN ESQ 210 E COLLEGE ST DICKSON, TN 37055	A1 SIGNS/C HAMPTON C/O REYNOLDS, STAN ESQ 210 E COLLEGE ST DICKSON, TN 37055			4,787.30
PAPER DENIM & CO/CIT GRP 134 WOODING AVE DANVILLE VA 24541	PAPER DENIM & CO/CIT GRP 134 WOODING AVE DANVILLE VA 24541			4,752.00
WBUZ WVNS WQZQ FM PO BOX 29099 NASHVILLE TN 37229	WBUZ WVNS WQZQ FM PO BOX 29099 NASHVILLE TN 37229			3,598.74
BETSEY JOHNSON 498 7TH AVE 21ST FL NEW YORK NY 10018	BETSEY JOHNSON 498 7TH AVE 21ST FL NEW YORK NY 10018			3,577.26
JESSE MAY/LE GROUPE FOB 5575 ROYALMONT TMR QUE H4P J3	JESSE MAY/LE GROUPE FOB 5575 ROYALMONT TMR QUE H4P J3			3,569.69
JUICY COUTURE/LIZ CLBRN 15 THATCHER RD DAYTON NJ 08810	JUICY COUTURE/LIZ CLBRN 15 THATCHER RD DAYTON NJ 08810			3,210.33

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>
KOOS MFG C/O BIG STAR 2741 SEMINOLE AVE SOUTH GATE, CA 90280	KOOS MFG C/O BIG STAR 2741 SEMINOLE AVE SOUTH GATE, CA 90280			2,984.21
TSC ARTEFFECTS C/O KIRK, PHILLIP ESQ 102 WOODMONT BLVD #200 NASHVILLE, TN 37205	TSC ARTEFFECTS C/O KIRK, PHILLIP ESQ 102 WOODMONT BLVD #200 NASHVILLE, TN 37205			2,094.16
HAZEL 784 E 14TH PL LOS ANGELES CA 90021	HAZEL 784 E 14TH PL LOS ANGELES CA 90021			1,900.25
IKHAM 2975 WILSHIRE BLVD #430 LOS ANGELES CA 90010	IKHAM 2975 WILSHIRE BLVD #430 LOS ANGELES CA 90010			1,885.00
LEO MAX/WELLS FARGO PO BOX 360286 PITTSBURG PA 15250	LEO MAX/WELLS FARGO PO BOX 360286 PITTSBURG PA 15250			1,876.40
WIFEBEADER C/O ATWELL CURTIS ET AL PO BOX 363 CARLE PLACE, NY 11514	WIFEBEADER C/O ATWELL CURTIS ET AL PO BOX 363 CARLE PLACE, NY 11514			1,775.62
NOTICE 810 SO SANTA FE AVE LOS ANGELES CA 90021	NOTICE 810 SO SANTA FE AVE LOS ANGELES CA 90021			1,118.32
VOTIVO 3450 4TH AVE SO SEATTLE WA 98134	VOTIVO 3450 4TH AVE SO SEATTLE WA 98134			902.87
YELLOW PAGES PO BOX 90490 WASHINGTON DC 20090	YELLOW PAGES PO BOX 90490 WASHINGTON DC 20090			594.00

**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 July 28, 2006Signature /s/ VALERIE PAPPAS
VALERIE PAPPAS
PRESIDENT

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

**United States Bankruptcy Court
Middle District of Tennessee**

In re VALERIE BOUTIQUE, INC.
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		
			ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	198,109.80		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		29,790.00	
E - Creditors Holding Unsecured Priority Claims	Yes	2		33,249.67	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	8		193,734.17	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		17			
Total Assets			198,109.80		
Total Liabilities				256,773.84	

In re VALERIE BOUTIQUE, INC.
Debtor

Case No. _____

SCHEDULE A. REAL PROPERTY

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

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

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

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

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re VALERIE BOUTIQUE, INC.
Debtor

Case No. _____

SCHEDULE B. PERSONAL PROPERTY

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

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." In providing the information requested in this schedule, do not include the name or address of a minor child. Simply state "a minor child."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		PETTY CASH-TILL	-	100.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		FIRST TENNESSEE BANK- BUSINESS CHECKING	-	2,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		LANDLORD- DEPOSIT	-	7,066.67
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total >	9,166.67
			(Total of this page)	

2 continuation sheets attached to the Schedule of Personal Property

In re VALERIE BOUTIQUE, INC.
Debtor

Case No. _____

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c); Rule 1007(b)).	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		LAWSUIT AGAINST BRENTWOOD HILLS ASSOCIATES, ET.AL.- AMOUNT IS UNKNOWN, IF ANY REGARDING MONETARY DAMAGES	-	0.00

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

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

In re VALERIE BOUTIQUE, INC.
Debtor

Case No. _____

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		FURNITURE, EQUIPMENT, FIXTURES \$3,240	-	40,530.00
		BUILDOUTS- \$37,290		
30. Inventory.		INVENTORY	-	148,413.13
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	188,943.13
(Total of this page)	
Total >	198,109.80

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

(Report also on Summary of Schedules)

In re VALERIE BOUTIQUE, INC.
Debtor

Case No. _____

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS

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

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, 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). 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 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.

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No.									
BIRDSONG SERVICES PO BOX 2028 WOODSTOCK GA 30188		-							
		Value \$	0.00				0.00	0.00	
Account No. xxxxx6880									
TN DEPT REVENUE C/O TN ATTY GEN BK UNIT PO BOX 20207 NASHVILLE, TN 37202		-							
		Value \$	0.00				29,790.00	29,790.00	
Account No.									
		Value \$							
Account No.									
		Value \$							

0 continuation sheets attached

Subtotal
(Total of this page)

29,790.00

Total
(Report on Summary of Schedules)

29,790.00

In re VALERIE BOUTIQUE, INC.

Case No. _____

Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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).

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 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 "Subtotal" 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 "Subtotal" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. If applicable, also report this total on the Means Test form.

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 \$10,000* 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 \$4,925* 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 \$2,225* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

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

Commitments to maintain the capital of an insured depository institution

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

Claims for death or personal injury while debtor was intoxicated

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

*Amounts are subject to adjustment on April 1, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re VALERIE BOUTIQUE, INC.
Debtor

Case No. _____

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
Account No. IRS PO BOX 21126 PHILADELPHIA PA 19114								32,510.13	32,510.13
Account No. TN DEPT LBR WRK FRC DEV C/O TN ATTY GEN BK UNIT PO BOX 20207 NASHVILLE, TN 37202								739.54	739.54
Account No.									
Account No.									
Account No.									
Subtotal (Total of this page)								33,249.67	33,249.67
Total (Report on Summary of Schedules)								33,249.67	33,249.67

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

Total
(Report on Summary of Schedules)

In re VALERIE BOUTIQUE, INC.
Debtor

Case No. _____

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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). 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 husband, wife, both of them, or the marital community maybe 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.

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	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No. A1 SIGNS/C HAMPTON C/O REYNOLDS, STAN ESQ 210 E COLLEGE ST DICKSON, TN 37055		-					4,787.30
Account No. x8346 ADVANCE ME 600 TOWNPARK LN #500 KENNESAW GA 30144		-					10,144.56
Account No. 2 ACCOUNTS AMERICAN EXPRESS PO BOX 297812 FT LAUDERDALE FL 33329	X	-	#81004 \$12,132.54 #81009 \$7,145.33				19,277.87
Account No. Representing: AMERICAN EXPRESS			AMERICAN EXPRESS C/O NATIONWIDE CREDIT PO BOX 740640 ATLANTA, GA 30374				
Subtotal (Total of this page)							34,209.73

7 continuation sheets attached

In re **VALERIE BOUTIQUE, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E 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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxxxxx6651 ASPEN PUBLISHERS PO BOX 64054 BALTIMORE MD 21264		-					86.45
Account No. xxxxxxxx8001 BELLSOUTH C/O PRINCE PARKER PO BOX 17208 CHARLOTTE, NC 28227		-					506.33
Account No. BETSEY JOHNSON 498 7TH AVE 21ST FL NEW YORK NY 10018		-					3,577.26
Account No. BRNTWD HILLS ASSOC ET AL C/O HARTMAN, PETER ESQ 6400 POWERS FERRY RD NW #400 ATLANTA, GA 30339	X	-	NOTICE ONLY				0.00
Account No. CAROTHERS CORNER C/O SHELTON, J NICK ESQ 1114 W MAIN ST FRANKLIN, TN 37064		-					12,366.28
<p align="right">Subtotal (Total of this page)</p>							16,536.32

Sheet no. 1 of 7 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re **VALERIE BOUTIQUE, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	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	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. Representing: CAROTHERS CORNER			WILLIAMSON GO GEN SESS RE: 17585A 135 4TH AVE SO FRANKLIN, TN 37064					
Account No. CHAN LUU 818 S BROADWAY 9TH FL LOS ANGELES CA 90014		-						350.89
Account No. xxx5951 COLUMBIA CNSLDTD COD SITE C/O DAVIS & GOLDMARK PO BOX 3690 MISSION VIEJO, CA 92690		-						350.17
Account No. xxx3140 CRYSTAL SPRINGS PO BOX 660579 DALLAS TX 75266		-						62.80
Account No. HAZEL 784 E 14TH PL LOS ANGELES CA 90021		-						1,900.25
Sheet no. <u>2</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	2,664.11

In re **VALERIE BOUTIQUE, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. 395								
IKHAM 2975 WILSHIRE BLVD #430 LOS ANGELES CA 90010	-						1,885.00	
Account No. xx xxx 7884								
JESSE MAY/LE GROUPE FOB 5575 ROYALMONT TMR QUE H4P J3	-						3,569.69	
Account No.								
JUICY COUTURE/LIZ CLBRN 15 THATCHER RD DAYTON NJ 08810	-						3,210.33	
Account No. 2440								
KOOS MFG C/O BIG STAR 2741 SEMINOLE AVE SOUTH GATE, CA 90280	-						2,984.21	
Account No. xxx xx56 11								
LEO MAX/WELLS FARGO PO BOX 360286 PITTSBURG PA 15250	-						1,876.40	
Sheet no. 3 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	13,525.63

In re **VALERIE BOUTIQUE, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	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	AMOUNT OF CLAIM
		H	W	J C				
Account No. LIZ CLAIBORNE 15 THATCHER RD DAYTON NJ 08810	-						0.00	
Account No. NLxxxxxxxx0849 LUCKY MAGAZINE C/O NORTH SHORE AGENCY PO BOX 8901 WESTBURY, NY 11590	-						15.00	
Account No. VALE2 MOLLY NEW YORK 810 SO SANTA FE AVE LOS ANGELES CA 90021	-						409.44	
Account No. xxxxxxxx9002 NASHVILLE GAS PO BOX 1258 CHARLOTTE NC 28201	-						231.10	
Account No. VALBO NOTICE 810 SO SANTA FE AVE LOS ANGELES CA 90021	-						1,118.32	
Sheet no. 4 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,773.86

In re **VALERIE BOUTIQUE, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	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	AMOUNT OF CLAIM
		H	W	J C				
Account No. xxx0034								
PAPER DENIM & CO/CIT GRP 134 WOODING AVE DANVILLE VA 24541		-						4,752.00
Account No.								
RICHARDSON, DAVID C/O ETTA LERNER/ MOSS ADAMS 11766 WILSHIRE BLVD #900 LOS ANGELES, CA 90025		-						25,000.00
Account No.								
RIDENOUR, WILLIAM PO BOX 68061 FRANKLIN TN 37068		-						80,000.00
Account No.								
SCANTY/SBH INTIMATES 1411 BROADWAY 8TH FL NEW YORK NY 10018		-						476.00
Account No.								
SWEETIES BY MELLIES 8570 WILSHIRE BLVD #200 BEVERLY HILLS CA 90211		-						312.00
Sheet no. <u>5</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	110,540.00

In re **VALERIE BOUTIQUE, INC.**

Case No. _____

Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	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	AMOUNT OF CLAIM
		H W	J C				
Account No.							
TSC ARTEFFECTS C/O KIRK, PHILLIP ESQ 102 WOODMONT BLVD #200 NASHVILLE, TN 37205	-						2,094.16
Account No. Y31V21							
UPS C/O NCO FINANCIAL PO BOX 7247 0244 PHILADELPHIA, PA 19170	-						361.50
Account No. xx6881							
URBAN OUTFITTERS 1809 WALNUT ST PHILADELPHIA PA 19103	-						5,157.63
Account No.							
VOTIVO 3450 4TH AVE SO SEATTLE WA 98134	-						902.87
Account No.							
WBUZ WVNS WQZQ FM PO BOX 29099 NASHVILLE TN 37229	-						3,598.74
Sheet no. 6 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	12,114.90

In re VALERIE BOUTIQUE, INC., 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.)	C O D E D E B T O R	Husband, Wife, Joint, or Community			A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. xxxxx593 2 WIFEBEADER C/O ATWELL CURTIS ET AL PO BOX 363 CARLE PLACE, NY 11514		-			1,775.62
Account No. xxxx xxx5021 YELLOW PAGES PO BOX 90490 WASHINGTON DC 20090		-			594.00
Account No.					
Account No.					
Account No.					
Sheet no. <u>7</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)
					Total (Report on Summary of Schedules)
					2,369.62
					193,734.17

In re VALERIE BOUTIQUE, INC.,
Debtor

Case No. _____

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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).

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
BRNTWD HILLS ASSOC ET AL C/O HARTMAN, PETER ESQ 6400 POWERS FERRY RD NW #400 ATLANTA, GA 30339	LEASE OF BUSINESS SPACE AT THE SHOPPES OF BRENTWOOD HILL, 782 OLD HICKORY BLVD., #102, BRENTWOOD, TN 37027.

0 continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

In re VALERIE BOUTIQUE, INC.
Debtor

Case No. _____

SCHEDULE H. CODEBTORS

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

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
PAPPAS, HELEN 1519 ABERDEEN DR BRENTWOOD TN 37027	AMERICAN EXPRESS PO BOX 297812 FT LAUDERDALE FL 33329
PAPPAS, VALERIE 1519 ABERDEEN DR BRENTWOOD TN 37027	BRNTWD HILLS ASSOC ET AL C/O HARTMAN, PETER ESQ 6400 POWERS FERRY RD NW #400 ATLANTA, GA 30339
RIDENOUR, WILLIAM PO BOX 680561 FRANKLIN TN 37068	BRNTWD HILLS ASSOC ET AL C/O HARTMAN, PETER ESQ 6400 POWERS FERRY RD NW #400 ATLANTA, GA 30339

0 continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court
Middle District of Tennessee**

In re VALERIE BOUTIQUE, INC.

Debtor(s)

Case No. _____

Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the PRESIDENT of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 18 sheets *[total shown on summary page plus 1]*, and that they are true and correct to the best of my knowledge, information, and belief.

Date July 28, 2006

Signature /s/ VALERIE PAPPAS
VALERIE PAPPAS
PRESIDENT

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

**United States Bankruptcy Court
Middle District of Tennessee**

In re VALERIE BOUTIQUE, INC.
Debtor(s)

Case No. _____
Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. Do not include the name or address of a minor child in this statement. Indicate payments, transfers and the like to minor children by stating "a minor child." See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$0.00	2004: GROSS REVENUE
\$0.00	2005: GROSS REVENUE
\$314,391.02	2006: GROSS REVENUE

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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3. Payments to creditors

None **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$5,000. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
DEBTOR, ET. AL. -v- BRENTWOOD HILLS ASSOCIATES, ET. AL.	LEASE DISPUTE	DAVIDSON COUNTY CHANCERY COURT DOCKET NO. 06-1013-I	PENDING

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
BURGLARY	STATE FARM INSURANCE- CLAIM STILL PENDING FOR APPROXIMATELY \$3,500.00	MAY 2006

9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
LEFKOVITZ & LEFKOVITZ 618 CHURCH ST., #410 NASHVILLE, TN 37219-2321	JULY 24, 2006	\$5,000.00

10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

- None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOC. SEC. NO./ COMPLETE EIN OR OTHER TAXPAYER I.D. NO.	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
VALERIE BOUTIQUE, INC.	20-2103504; 90-0068379; 20-3116880		BOUTIQUE	JANUARY 1, 2004 TO PRESENT

- None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
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None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
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None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
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20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
PAPPAS, VALERIE	PRESIDENT/SHAREHOLDER	PRESIDENT & 60% SHAREHOLDER
RIDENOUR, WILLIAM	SECRETARY/SHAREHOLDER	SECRETARY & 40% SHAREHOLDER

22 . Former partners, officers, directors and shareholders

- None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

- None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

- None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

- None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date July 28, 2006

Signature /s/ VALERIE PAPPAS
VALERIE PAPPAS
PRESIDENT

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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

**United States Bankruptcy Court
Middle District of Tennessee**

In re VALERIE BOUTIQUE, INC.
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
PAPPAS, VALERIE 1519 ABERDEEN DR BRENTWOOD TN 37027			60%
RIDENOUR, WILLIAM PO BOX 680561 FRANKLIN TN 37068			40%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the PRESIDENT of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date July 28, 2006

Signature /s/ VALERIE PAPPAS
VALERIE PAPPAS
PRESIDENT

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

**United States Bankruptcy Court
Middle District of Tennessee**

In re VALERIE BOUTIQUE, INC.

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

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

None [*Check if applicable*]

July 28, 2006

Date

/s/ Steven L. Lefkovitz

Steven L. Lefkovitz 5953

Signature of Attorney or Litigant
Counsel for VALERIE BOUTIQUE, INC.

Lefkovitz & Lefkovitz

618 Church St., #410

Nashville, TN 37219-2321

615-256-8300 Fax:615-255-4516

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