

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Carsons's Pal Limited Partnership I	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): DBA Carson's Live	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) 75-2846746	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): 17721 Dallas Parkway Dallas, TX	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 75287	ZIP Code
County of Residence or of the Principal Place of Business: Collin	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): P.O. Box 820845 Dallas, TX	Mailing Address of Joint Debtor (if different from street address):
ZIP Code 75382	ZIP Code

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

<p align="center">Type of Debtor (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 type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" 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">Nature of Business (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">Tax-Exempt Entity (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">Chapter of Bankruptcy Code Under Which the Petition is Filed (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">Nature of Debts (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">Filing Fee (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">Chapter 11 Debtors</p> <p>Check one box:</p> <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input 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"/>	<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	100,001-500,000	OVER 500,000

Estimated Assets										
<input type="checkbox"/>	<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	\$1 billion to \$5 billion	More than \$5 billion

Estimated Liabilities										
<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"/>	<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	\$1 billion to \$5 billion	More than \$5 billion

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Carsons's Pal Limited Partnership I
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

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

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

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

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

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

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

No.

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

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

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

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

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

(Check all applicable boxes)

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

Debtor has included 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):
Carsons's Pal Limited Partnership I

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, TX 75251**

Address

Email: eric@ealpc.com

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

June 27, 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/ Carson J. Wiley
Signature of Authorized Individual

Carson J. Wiley
Printed Name of Authorized Individual

President, General Partner
Title of Authorized Individual

June 27, 2008
Date

United States Bankruptcy Court
Eastern District of Texas

In re Carsons's Pal Limited Partnership I

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>
ASCAP 21678 Network Place Chicago, IL 60673-1216	ASCAP 21678 Network Place Chicago, IL 60673-1216			1,692.11
Birch Telecom P.O. Box 927 Emporia, KS 66801	Birch Telecom P.O. Box 927 Emporia, KS 66801			1,023.44
BMI Broadcast Music, Inc. 10 Music Square, Inc. Nashville, TN 37203-4399	BMI Broadcast Music, Inc. 10 Music Square, Inc. Nashville, TN 37203-4399			19,278.11
Burt Barr & Associates, L.L.L.P. P.O. Box 223667 Dallas, TX 75222-3667	Burt Barr & Associates, L.L.L.P. P.O. Box 223667 Dallas, TX 75222-3667			15,153.84
Capital One Bank P.O. Box 650007 Dallas, TX 75265-0007	Capital One Bank P.O. Box 650007 Dallas, TX 75265-0007			626.93
Carson J. Wiley P.O. Box 820845 Dallas, TX 75382	Carson J. Wiley P.O. Box 820845 Dallas, TX 75382			160,000.00
CiT Small Business Lending PO Box 277280 Atlanta, GA 30384	CiT Small Business Lending PO Box 277280 Atlanta, GA 30384			326,851.83 (0.00 secured)
Constellation NewEnergy 1221 Lamar, Suite 750 Houston, TX 77010	Constellation NewEnergy 1221 Lamar, Suite 750 Houston, TX 77010			5,598.54
Edward Don & Comapny 2562 Paysphere Circle Chicago, IL 60674	Edward Don & Comapny 2562 Paysphere Circle Chicago, IL 60674			4,342.89
Elmore Designs 3216 Commander Carrollton, TX 75006	Elmore Designs 3216 Commander Carrollton, TX 75006			42,000.00
Ezekiel Zau 5845 Wavertez Plano, TX 75093	Ezekiel Zau 5845 Wavertez Plano, TX 75093			129,939.00

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>
Graig Feronti 660 N. Central Suite 260 Dallas, TX 75219	Graig Feronti 660 N. Central Suite 260 Dallas, TX 75219			22,000.00
Hudson Electric 7117 Flordia Baton Rouge, LA 70806	Hudson Electric 7117 Flordia Baton Rouge, LA 70806			12,000.00
Internal Revenue Service Special Procedures RM 9A20 1100 Commerce St., 5024 DAL Dallas, TX 75242	Internal Revenue Service Special Procedures RM 9A20 1100 Commerce St., 5024 DAL Dallas, TX 75242	1st quarter 941		14,000.00
John Emerick 16400 Ledgemont Suite 305 Addison, TX 75001	John Emerick 16400 Ledgemont Suite 305 Addison, TX 75001			37,000.00
Restaurant Cleanig Services 4264 Boca BAY Dr. Dallas, TX 75244	Restaurant Cleanig Services 4264 Boca BAY Dr. Dallas, TX 75244			2,706.50
Roundtable Partnership P.O. Box 1680 Wichita Falls, TX 76307	Roundtable Partnership P.O. Box 1680 Wichita Falls, TX 76307			70,000.00
RW Smith c/o Robert Jenkins 3030 LBJ Freeway Suite 700 Dallas, TX 75234	RW Smith c/o Robert Jenkins 3030 LBJ Freeway Dallas, TX 75234			30,000.00
Sysco Food Service of Dallas, Inc. P.O. Box 560700 The Colony, TX 75056-0700	Sysco Food Service of Dallas, Inc. P.O. Box 560700 The Colony, TX 75056-0700			5,046.25
Texas Comptroller Of Public 9221 LBJ Freeway, Ste 100 Dallas, TX 75243-3429	Texas Comptroller Of Public 9221 LBJ Freeway, Ste 100 Dallas, TX 75243-3429			50,000.00

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

I, the President, General Partner of the partnership 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 June 27, 2008Signature /s/ Carson J. Wiley
Carson J. Wiley
President, General Partner

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 Carson's Pal Limited Partnership I
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
Ali Bijan 11426 Goodnight Lane Dallas, TX 75229			2.439
Carson J. Wiley 7900 Abramshire Drive Dallas, TX 75231			9.756
Carson Pal Limited Partnership I P.O. Box 820845 Dallas, TX 75382			1% General Partner
Carson's Palace LLC 17727 Dallas Parkway Ste.150 Dallas, TX 75287			13.405
Cool Partners 17727 Dallas Parkway, Ste 150 Dallas, TX 75287			1.220
Dolphin Business Solutions 2233 View Street Oceanside, CA 92054			1.220
Elissa D'onofrio 5600 Plantation Lane Frisco, TX 75035			1.220
Greg Lorie 6254 Prospect Dallas, TX 75214			1.220
Janet S. Schonwald 5308 Plantation Lane Frisco, TX 75035			0.610
JJcolbears 2725 Magnolia Lane Grapevine, TX 76051			3.659
John J. Emerick, Jr 16400 Ledgemont Dr., Ste 305 Addison, TX 75001			2.439

In re Carsons's Pal Limited Partnership I

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Joseph D'onofrio 5600 Plantation Lane Frisco, TX 75035			1.220
Keith W. Tholand 4139 Bretton Bay Dallas, TX 75287			4.878
Lancaster Joe 14860 Montfort, Ste 241 Dallas, TX 75240			1.220
Lee w. Ellen 730 Van Horn Drive Kennedale, TX 76060			1.220
Listen Literature Profit Sharing PL 2313 Sheffield Square Carrollton, TX 75007			2.439
Louis J. Millich 5604 Plantation Lane Frisco, TX 75035			0.610
Mark Alphonso` 2240 Tarpley Ste 224 Carrollton, TX 75006			2.439
Mark R. Lee 17727 Dallas Parkway 150 Dallas, TX 75287			6.098
Maureen Rothwell 2974 West 19th Avenue Vancouver, BC V6L1E			2.439
Needham Tom 5204 Silverlake Drive Plano, TX 75093			4.878
Nicholas and Robertson 2311 Cedar Springs, Ste 230 Dallas, TX 75201			1.220
Patricia Gammon Lee, Trustee 12355 Ballas Woods Ct Saint Louis, MO 63131			1.220
Payman Phalavan 10606 Shady Trail, Ste 109 Dallas, TX 75220			1.220

Sheet 1 of 2 continuation sheets attached to the List of Equity Security Holders

In re Carsons's Pal Limited Partnership I

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Ronald F. Martin 1603 Fowler Street Longview, TX 75602			1.220
Roundtable Partnership P.O. Box 1680 Wichita Falls, TX 76307			18.293
Schwarz H. Joleen 5524 Weatherby Lane Plano, TX 75093			1.220
Schwarz P. Kenneth 5524 Weatherby Lane Plano, TX 75093			1.220
Standridge Stacy 14860 Montfor 241 Dallas, TX 75240			1.220
Tinsley A. Tammy 3924 Diamond Loch W North Richland Hills, TX 76180			0.610
Tinsley D. William Jr. 3924 Diamond Loch W North Richland Hills, TX 76180			0.610
Virginia M. Milich 5604 Plantation Lane Frisco, TX 75035			0.610
Wooton Dave 1910 Knobb Hill Lewisville, TX 75067			1.220
Zau H. Mary 5845 Wavertrez Plano, TX 75093			2.439
Zau Y Ezekiel 5845 Wavertrez Plano, TX 75093			2.439

In re Carsons's Pal Limited Partnership I,
Debtor

Case No. _____

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President, General Partner of the partnership 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 June 27, 2008

Signature /s/ Carson J. Wiley
Carson J. Wiley
President, General Partner

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 **Carsons's Pal Limited Partnership I**
Debtor(s)

Case No. _____
Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, the President, General Partner of the partnership 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: **June 27, 2008**

/s/ Carson J. Wiley
Carson J. Wiley/President, General Partner
Signer/Title

ASCAP
21678 Network Place
Chicago, IL 60673-1216

Birch Telecom
P.O. Box 927
Emporia, KS 66801

BMI
Broadcast Music, Inc.
10 Music Square, Inc.
Nashville, TN 37203-4399

Burt Barr & Associates, L.L.L.P.
P.O. Box 223667
Dallas, TX 75222-3667

Capital One Bank
P.O. Box 650007
Dallas, TX 75265-0007

Carson J. Wiley
P.O. Box 820845
Dallas, TX 75382

CiT Small Business Lending
PO Box 277280
Atlanta, GA 30384

Comerica Bank
P.O. Box 650282
Mail Code 6514
Dallas, TX 75265

Constellation NewEnergy
1221 Lamar, Suite 750
Houston, TX 77010

Edward Don & Comapny
2562 Paysphere Circle
Chicago, IL 60674

Elmore Designs
3216 Commander
Carrollton, TX 75006

Ezekiel Zau
5845 Wavertez
Plano, TX 75093

Graig Feronti
660 N. Central
Suite 260
Dallas, TX 75219

Hudson Electric
7117 Flordia
Baton Rouge, LA 70806

Idine Restaurant Group, Inc.
16910 N. Dallas Parkway
Suite 200
Dallas, TX 75248

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

John Emerick
16400 Ledgemont
Suite 305
Addison, TX 75001

LEAF Funding
1845 Walnut Street
Suite 1000
Philadelphia, PA 19103

Restaurant Cleanig Services
4264 Boca BAY Dr.
Dallas, TX 75244

Rewards Network
2 N. Riverside Plaza
Suite 950
Chicago, IL 60606

Roundtable Partnership
P.O. Box 1680
Wichita Falls, TX 76307

RW Smith
c/o Robert Jenkins
3030 LBJ Freeway
Suite 700
Dallas, TX 75234

SESAC, Inc
P.O. Box 900013
Raleigh, NC 27675-9013

Silk Partner, Ltd, Trinity Mills Road

Sound Garden
P.O. Box 2028
Woodstock, GA 30188

Sysco Food Service of Dallas, Inc.
P.O. Box 560700
The Colony, TX 75056-0700

Texas Comptroller Of Public
9221 LBJ Freeway, Ste 100
Dallas, TX 75243-3429