

UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF TEXAS SHERMAN DIVISION		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Red Moon, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle): None
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): dba RedMoon Broadband		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)/Complete EIN (if more than one, state all): 75-2892923		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 625 Digital Dr. #500 Plano, TX		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE 75075		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): PO Box 865087 Plano, TX		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE 75086-5087		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): N/A		ZIP CODE
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check one box: Chapter 11 Debtors <input checked="" type="checkbox"/> Debtor is a small business debtor as defined by 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 \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Red Moon, Inc.	
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> (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.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	<p style="text-align: center;">Exhibit B</p> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). <div style="text-align: right;"> X _____ Date </div>		
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? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> 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.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action 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.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> 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. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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RED MOON, INC.
BOARD RESOLUTION

I, Bryan Thompson, the duly authorized officer and sole director of Red Moon, Inc. ("Red Moon" or "Company") a Delaware corporation, hereby certify that at a special meeting of the Board of Directors of the Company duly called and held on April 4, 2011, the following resolutions were duly adopted in accordance with requirements of the corporation law and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

RESOLVED, that, in the judgment of the Board of Directors of Red Moon, it is desirable and in the best interest of the Company, its creditors, employees, and other interested parties that a petition is filed seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

RESOLVED, that the President is hereby authorized, empowered and directed, in the name and on behalf of the Company to execute and file a bankruptcy petition, schedules, motions, pleadings, and amendments thereto under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case") and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Texas at such time or in such jurisdiction as said Authorized Person executing the same shall determine.

RESOLVED, that the President may sign the bankruptcy petition on behalf of Red Moon and attend any and all scheduled meetings or hearings in the bankruptcy case.

RESOLVED, that the Law Office of Areya Holder, P.C., is hereby engaged as attorney for Red Moon in the Chapter 11 Case.


Bryan Thompson,
President of Red Moon, Inc.

Dated: 4.4.11

In re **Red Moon, Inc.**

Case No. _____
(if known)

SCHEDULE A - REAL PROPERTY

Description and Location of Property	Nature of Debtor's Interest in Property		Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
None				

Total: \$0.00

(Report also on Summary of Schedules)

In re **Red Moon, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.	X		
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.		Compass Bank (checking account): \$300.00	\$300.00
		Wells Fargo Bank (checking account): \$300.00	\$300.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Security Deposit with Landlord (Acres of Sunshine aka Haggard Properties): \$5,000.00	\$5,000.00
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		

In re **Red Moon, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 1

Type of Property	None	Description and Location of Property	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).)	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 non-negotiable instruments.	X		
16. Accounts receivable.		Estimated Accounts Receivable (as of 3/23/2011): \$130,728.63	\$130,728.63
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		

In re **Red Moon, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 2

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
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.	X		
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.		Customer List: \$1.00	\$1.00
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2001 Chevy Suburban (135,000 miles): \$2,000.00	\$2,000.00
26. Boats, motors, and accessories.	X		

In re **Red Moon, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 3

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.	X		
29. Machinery, fixtures, equipment, and supplies used in business.		Office Furniture and Equipment: 1 Conference Table & 6 Chairs, 4 Polycom VOIP Phones, 7 Desks, 3 Credenzas, 2 Medium Walled Cubicles, 4 Dell Computers (7 years old), 1 Cisco Router, 2 Cisco Switches: \$1,000.00	\$1,000.00
30. Inventory.	X		
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		

Total > **\$139,329.63**

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

3 continuation sheets attached

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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 AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: xxxxxxxxxxx xxx0000 Dallas County Tax Office John R. Ames, Tax Assessor/Collector Records Building - 1st Floor 500 Elm Street Dallas, TX 75202		DATE INCURRED: NATURE OF LIEN: Business Property Taxes COLLATERAL: Business Property REMARKS: VALUE: \$20,000.00				\$20,000.00	
Subtotal (Total of this Page) >						\$20,000.00	\$0.00
Total (Use only on last page) >						\$20,000.00	\$0.00

 No continuation sheets attached

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

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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 \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).
- Contributions to employee benefit plans**
Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).
- Certain farmers and fishermen**
Claims of certain farmers and fishermen, up to \$5,775* 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 \$2,600* 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).
- Administrative allowances under 11 U.S.C. Sec. 330**
Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

 No continuation sheets attached

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Alpheus Communications 1001 Louisiana St. Travis Place, 9th Floor Houston, TX 77002		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$1,590.54
ACCT #: xxxx-xxxxxx-x2001 American Express PO Box 297879 Fort Lauderdale, FL 33329-7879		DATE INCURRED: CONSIDERATION: Credit Card REMARKS:				\$7,146.69
ACCT #: xxxx-xxxxxx-x1005 American Express PO Box 297879 Fort Lauderdale, FL 33329-7879		DATE INCURRED: CONSIDERATION: Credit Card REMARKS:				\$17,549.24
ACCT #: xxxx-xxxx-xxxx-7731 Bank of America PO Box 21983 Greensboro, NC 27420-1983		DATE INCURRED: CONSIDERATION: Credit Card REMARKS:				\$25,401.50
ACCT #: xxx xxxxx xxx7 727 Bank of America PO Box 15026 Wilmington, DE 19850-5026		DATE INCURRED: CONSIDERATION: Line of Credit REMARKS:				\$9,437.04
ACCT #: Bill Brady 4100 100th Ave. Mercer Island, WA 98040		DATE INCURRED: CONSIDERATION: Loan REMARKS:				\$50,000.00
Subtotal >						\$111,125.01
Total >						

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Bridgewave Communications 3350 Thomas Road Santa Clara, CA 95054		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$25,352.90
ACCT #: Bryan Thompson 3205 Melanie Lane Plano, TX 75023		DATE INCURRED: CONSIDERATION: Unpaid Salary for 2010 REMARKS:				\$162,692.32
ACCT #: Bryan Thompson 3205 Melanie Lane Plano, TX 75023		DATE INCURRED: CONSIDERATION: Loan REMARKS:				\$131,782.56
ACCT #: Chevron Engery Solutions Company, a Division of Chevron USA, Inc. 12980 Foster Drive, Suite 400 Overland Park, KS 66213		DATE INCURRED: CONSIDERATION: Vendor REMARKS: Vendor with City of Burleson project				\$788,547.73
ACCT #: Chris Barnhart CDB Investment Group 5908 Broadmoor Plano, TX 75093		DATE INCURRED: CONSIDERATION: Loan REMARKS:				\$73,000.00
ACCT #: xxxx-xxxx-xxxx-3513 Citibank PO Box 6062 Sioux Falls, SD 57117		DATE INCURRED: CONSIDERATION: Credit Card REMARKS:				\$18,074.22

Sheet no. 1 of 6 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$1,199,449.73**

Total >

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

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: xxxxxx / xx0002 Cogent Communications PO Box 791087 Baltimore, MD 21279-1087		DATE INCURRED: CONSIDERATION: Vendor REMARKS: Claim is disputed as previously paid in full.			X	\$3,409.89
ACCT #: xxx x584 2 Compass Bank PO Box 830696 Birmingham, AL 35283-0696		DATE INCURRED: CONSIDERATION: Line of Credit REMARKS:				\$42,100.35
ACCT #: Greg Nelson 3N808 Whittier Place St Charles, IL 60175		DATE INCURRED: CONSIDERATION: Loan REMARKS:				\$50,000.00
ACCT #: xx4362 Hutton Communications PO Box 201439 Dallas, TX 75320		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$68,940.29
ACCT #: John McMillian 434 Cypress Dr. Laguna Beach, CA 92651		DATE INCURRED: CONSIDERATION: Loan REMARKS:				\$259,500.00
ACCT #: John Nordstrom 14925 Ramos Place Pacific Palisades, CA 90272		DATE INCURRED: CONSIDERATION: Loan REMARKS:				\$50,000.00
Subtotal >						\$473,950.53
Total >						

Sheet no. 2 of 6 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

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

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Kathi Thompson 3205 Melanie Lane Plano, TX 75023		DATE INCURRED: CONSIDERATION: Unpaid Salary for 2008 REMARKS:				\$44,153.85
ACCT #: Loyal M. Nordstrom 3423 Hunts Point Rd. Bellevue, WA 98004		DATE INCURRED: CONSIDERATION: Loan REMARKS:				\$81,000.00
ACCT #: Loyalty Group John O'Malley 655 East Main St. PO Box 1117 Lewisville, TX 75057		DATE INCURRED: CONSIDERATION: Loan REMARKS:				\$20,146.66
ACCT #: xx2804 Mountain States Pipe and Supply Co./MSPS US Metering Technology Inc. 11 W. Las Vegas Street Colorado Springs, CO 80903		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$34,302.46
ACCT #: xxx3900 New Market Technology 14860 Montfort Drive, Suite 210 Dallas, TX 75254		DATE INCURRED: CONSIDERATION: Loan REMARKS:				\$274,465.00
ACCT #: x1819 ONSSI - On Net Surveillance Sys, Inc 1 Blue Hill Plaza, 7th Floor PO Box 1555 Pearl River, NY 10965		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$7,513.00
Subtotal >						\$461,580.97
Total >						

Sheet no. 3 of 6 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

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

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Pearce Ferguson 2500 Dallas Parkway, Suite 260 Plano, TX 75093		DATE INCURRED: CONSIDERATION: Legal Fees REMARKS:				\$3,631.98
ACCT #: Steve Dunn c/o Greg Nelson 3N808 Whittier Place St Charles, IL 60175		DATE INCURRED: CONSIDERATION: Loan REMARKS:				\$50.00
ACCT #: xx2933 Talley Communications PO Box 511390 Los Angeles, CA 90051-7945		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$8,408.94
ACCT #: xx-x-xxxx2368 Tessco Technologies, Inc. 375 W. Padonia Road Timonium, MD 21093		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$8,000.00
Representing: Tessco Technologies, Inc.		Law Offices Neuberger, Quinn, Gielen, Rubin and Gibber, PA One South Street, 27th Floor Baltimore, MD 21202-3282				Notice Only
ACCT #: Trango c/o Transworld Systems, Inc. PO Box 4903 Trenton, NJ 08650-4903		DATE INCURRED: CONSIDERATION: Collection Account REMARKS:				\$1,000.00
Subtotal >						\$21,090.92
Total >						

Sheet no. 4 of 6 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

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

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Representing: Trango		Transworld Systems, Inc. PO Box 4903 Trenton, NJ 08650-4903				Notice Only
ACCT #: xx-xx-xx160-B Tropos Networks c/o The Blenden Roth Law Firm PO Box 560326 Dallas, TX 75356-0326		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$54,000.00
Representing: Tropos Networks		The Blenden Roth Law Firm 2217 Harwood Road Bedford, TX 76021-3607				Notice Only
ACCT #: xxx-xxxxxx4-000 US Bank Manifest Funding Services 1450 Channel Parkway Marshall, MN 56258	X	DATE INCURRED: CONSIDERATION: Loan REMARKS:				\$163,720.20
ACCT #: xxx3900 Winncomm PO Box 74743 Cincinnati, OH 44194-4743		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$10,662.01
ACCT #: WP Capital Partners, L.P. Lincoln Center Tower II 5420 LBJ Freeway, Suite 1440 Dallas, TX 75240		DATE INCURRED: CONSIDERATION: Vendor REMARKS:			X	\$25,000.00

Sheet no. 5 of 6 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$253,382.21**

Total >

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

In re **Red Moon, Inc.**

Case No. _____
(if known)

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 of contracts, 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 and 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.
<p>Acres of Sunshine Double HH Realty Services, LLC 800 Central Parkway East Plano, TX 75074</p>	<p>Business Lease Contract to be REJECTED</p>

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 the 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, 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 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
New Market Technology Attn: Phillip Verges 14860 Montfort Drive, Suite 210 Dallas, TX 75254	US Bank Manifest Funding Services 1450 Channel Parkway Marshall, MN 56258

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re **Red Moon, Inc.**

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 also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$0.00		
B - Personal Property	Yes	4	\$139,329.63		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes	1		\$20,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	7		\$2,820,579.37	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				N/A
J - Current Expenditures of Individual Debtor(s)	No				N/A
	TOTAL	16	\$139,329.63	\$2,840,579.37	

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A 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
_____ **17** _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date **4/4/2011** _____

Signature /s/ Bryan Thompson
Bryan Thompson
President

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

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re: **Red Moon, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

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
\$140,274.78	2011 - Gross Income YTD
\$1,119,425.15	2010 - Gross Income
\$3,074,028.95	2009 - Gross Income

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.)

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None 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 unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) 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 credit 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.)

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 unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) 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 credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other 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.)

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See Attached List			

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
Todd Feldman (Previous Investor and equity holder)	5/12/2010 - 1/10/2011	\$50,000.00	\$0.00

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re: **Red Moon, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 1

<p>Bryan Thompson 3205 Melanie Lane Plano, TX 75023 (Mr. Thompson made several small loans to company and repaid as funds were available).</p>	<p>January 2010 - March 2011</p>	<p>\$35,000.00</p>	<p>\$131,782.56</p>
<p>John McMillian 434 Cypress Dr. Laguna Beach, CA 92651</p>	<p>4/21/2010 - 9/20/2010</p>	<p>\$11,000.00</p>	<p>\$259,500.00</p>

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
Cause no. 03-C-09002368 Tressco Technologies Incorporated v. Red Moon, Inc.	Motion for Summary Judgment	In the Circuit Court for Baltimore County	Pending
Cause no. CC-07-09160-B Tropos Networks vs. Red Moon, Inc. d/b/a Redmoon, Inc., Redmoon Broadband, Wirelss Redmoon Broadband, Inc., and RedMoon	Debt Collection	In the County Court at Law Number Two of Dallas County, Texas	Agreed Judgment

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.)

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.)

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.)

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.)

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re: **Red Moon, Inc.**Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 2

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.)

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.)

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 a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Law Office of Areya Holder, P.C. 800 W Airport Freeway, Suite 414 Irving, TX 75062	03/28/2011	\$14,961.00 - bankruptcy attorney fees

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
John McMillian 434 Cypress Dr. Laguna Beach, CA 92651	1/8/2010 - 9/20/2010	\$20,000.00

- 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.

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.)

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.)

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re: **Red Moon, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 3

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.)

14. Property held for another person

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

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.

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.

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:

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.

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.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re: **Red Moon, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 4

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, ADDRESS, AND LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN) / COMPLETE EIN	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Red Moon, Inc. dba RedMoon Broadband PO Box 865087 Plano, TX 75086 Tax ID No. 1-752892923-9	Wireless Internet & Surveillance	August 2000 - 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.

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
Lisha Jenkins Russo 1120 Green Park Dr. Plano, TX 75075	Within last 2 years
Kathi Thompson 3205 Melanie Lane Plano, TX 75023	Within last 2 years

None b. List all firms or individuals who within 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.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re: **Red Moon, Inc.**Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 5

- 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
Bryan Thompson	3205 Melanie Lane Plano, TX 75023

- 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.

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.

- None b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

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.

- 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
John McMillian	Private Investor	20%
Greg Nelson	Private Investor	6%
New Market Technology	Private Investor	10.6%
Bryan Thompson	President	43.9%

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.

- 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, ADDRESS AND TITLE	DATE OF TERMINATION
Frank Manning	3/2011

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re: **Red Moon, Inc.**Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 6

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 AND ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Todd Feldman (Previous Investor and equity holder)	5/12/2010 - 1/10/2011 (repayment of loan and equity).	\$50,000.00
Bryan Thompson, President (Mr. Thompson made several small loans to company and repaid as funds were available).	January 2010 - March 2011	\$35,000.00
John McMillian	Loan Repayment - 4/21/2010 - 9/20/2010	\$11,000.00

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.

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.

[If completed on behalf of a partnership or corporation]

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 4/4/2011Signature /s/ Bryan Thompson
Bryan Thompson
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*

Scanned Document #2

	Type	Date	Num	Memo	Amount	Split	
Acres of Sunshine Limited	Check	01/12/2011	16623	December 2010	-3,407.93	Office Space Lease	
	ADP TXFINCL SVC	Check	01/06/2011		ADP - TAX CO REF- 712020	-4,525.07	Salaries
		Check	01/20/2011		ADP - TAX CO REF- 135029	-13,916.74	Salaries
		Check	02/04/2011		ADP - TAX CO REF- 749017	-3,634.49	Salaries
		Check	02/17/2011		ADP - TAX CO REF- 536030	-6,758.86	Salaries
		Check	03/03/2011		ADP - TAX CO REF- 365019	-6,758.86	Salaries
		Check	03/17/2011		ADP - TAX CO REF- 717031	-6,758.87	Salaries
		Check	01/06/2011		ADP - TAX CO REF- 127PB1	-1,864.30	Payroll Taxes
		Check	01/20/2011		ADP - TAX CO REF- 127PB1	-8,138.51	Payroll Taxes
		Check	02/04/2011		ADP - TAX CO REF- 127PB1	-1,339.82	Payroll Taxes
Check		02/17/2011		ADP - TAX CO REF- 127PB1	-3,753.80	Payroll Taxes	
Altex Electronics, Ltd.	Check	03/03/2011		eft	-3,575.77	Payroll Taxes	
	Check	03/17/2011		ADP - TAX CO REF- 127PB1	-3,467.88	Payroll Taxes	
	Bill Pmt -CCard	01/14/2011		87182	-5,000.00	Accounts Payable	
	Aptilo Networks	Credit Card Charge	01/07/2011		Southlake W-Fi	-36.00	COS - Southlake
Credit Card Charge		01/07/2011		Coppell W-Fi	-190.25	COS - Coppell	
AT&T Wireless		Credit Card Charge	01/15/2011			-293.11	Telephone - Mobile/Cell Phones
	Blake Thompson	Check	01/12/2011	16618		-679.14	Auto Gas & Rental
		Check	01/12/2011	16619		-2,724.42	-SPLT-
		Check	01/12/2011	16620		-102.00	Cost of Sales
Check		02/04/2011	16635	reimbursements thru Dec 3, 2	-2,718.06	-SPLT-	
Bryan Thompson	Check	02/08/2011	16636	Jan Gas reimbursement	-667.87	-SPLT-	
	Check	01/10/2011	16622		-2,500.00	Corporate Wages	
	Check	02/07/2011	16634		-7,500.00	Contract Labor	

Scanned Document #2

Type	Date	Num	Memo	Amount	Split
Check	03/10/2011	16653		-7,500.00	Contract Labor
Chase 3766					
Check	01/14/2011	web	1052199497 Due Jan 1	-608.00	Chase 3766
Chase 5852					
Check	01/14/2011	web	1052185647 due Ji	-355.00	Chase 5852
Chase 7759					
Check	01/14/2011	web	1052193504 paid in full	-4,489.74	Chase 7759
Check	02/15/2011	web	1069547019 Due FEI	-72.35	Chase 0688
Citibank 3155/1837					
Check	01/12/2011	web	130326201420173 due Ji	-12,000.00	Citibank 3155/1837
Check	01/19/2011	web	120332223175485 due	-11,765.90	Citibank 3155/1837
Check	02/08/2011	web	120349587225227 due Feb	-510.14	Citibank 3155/1837
Check	03/14/2011	web	Due March 2011	-501.00	Citibank 3155/1837
Citibank 3794					
Check	01/12/2011	web	120326206888102 Due Jan	-10,003.00	Citibank - 3794
Check	02/11/2011	web	130352036380012 paid in	-24,545.40	Citibank - 3794
Check	02/21/2011	web	120360876467028 final pmt	-408.47	Citibank - 3794
Check	03/23/2011	web	130386613749587 Due r	-301.00	Citibank - 3794
CNA Insurance					
Check	02/05/2011	phone	3002279516 - installment due	-92.35	Liability Insurance
Check	03/02/2011		3002279516 - installment due	-1,053.45	Liability Insurance
Compass Bank					
Check	01/24/2011	16632	047-6584-2 - Jan 25th, 2	-953.00	NP-Compass Bank LOC
Check	02/24/2011	16642	047-6584-2 -Feb ;	-952.00	NP-Compass Bank LOC
Connectic Wireless, Inc.					
Bill Pmt -Check	03/04/2011	16650	INV#15364 PO122451 Halt	-176.14	Accounts Payable
Bill Pmt -Check	03/04/2011	16652	INV#15364 PO122451 Halt	-26.87	Accounts Payable
Erik Tibburg					
Check	01/18/2011	16624	Qwest Monitoring January anc	-3,364.00	Contract Labor: Erik Tibburg

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	Type	Date	Num	Memo	Amount	Split
Federal Express	Check	02/18/2011	16641	Qwest Monitoring - PUC - F	-3,364.00	Contract Labor; Erik Tibburg
	Check	03/10/2011	16654	Qwest Monitoring - March	-3,064.00	Contract Labor; Erik Tibburg
	Credit Card Charge	02/10/2011		2334-8886-0	-19.43	Postage/Shipping
floatograph	Check	02/16/2011	web	conf # 6181932	-413.61	Postage/Shipping
	Credit Card Charge	01/01/2011		invoic	-19.95	Fees - Other
	Bill Pmt -CCard	01/13/2011		BW...0955 PO#122452 Brow	-4,131.00	Accounts Payable
FY's	Credit Card Charge	01/11/2011		laptop	-703.60	Office Supplies
Home Depot	Check	01/12/2011	16625	6035 3225 0347 2874 Due 1	-2,350.76	Cost of Sales
Kwik Car and Lube	Check	01/14/2011	16630	INV #909477, 909753, 90976	-910.14	Equipment-Repairs & Maintenance
	Check	02/08/2011	16638	INV# 670397 & 670642	-219.49	Equipment-Repairs & Maintenance
MBNA LOC	Check	01/04/2011		Due 1-15-11 ONLINE PMT (-695.00	NP-MBNA LOC 749-23024-853-72
Northern Video	cc	01/18/2011		INV#4184 PO1;INV#4184 PO# 122441	-1,100.00	-SPLIT-
	cc	01/18/2011		INV# ? PO#122 INV# ? PC#122453 Grand F	-1,163.76	-SPLIT-
	Bill Pmt -Check	03/26/2011	16657		-3,587.00	Accounts Payable
Sky Pilot	Bill Pmt -CCard	01/27/2011		online order conversion kit for	-1,999.00	Accounts Payable
State Of Delaware	Check	02/28/2011		Due 3-1-2010 3027393073 C	-400.00	Franchise Tax-Delaware

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	Type	Date	Num	Memo	Amount	Split
Strategic Support	Check	01/12/2011	16621	INV# 75991, 6791, 7998, 826	-4,290.04	Network Expense
	Check	02/18/2011	16639	Inv# 29696792 February ser	-599.71	Network Expense
	Check	03/02/2011	16648	Inv# 29699251 March servia	-664.66	Network Expense
STV Communications	Bill Pmt -Check	01/13/2011	16627	INV#201106 PO#122442 I	-7,500.00	Accounts Payable
	Check	03/01/2011	16645	Haltom City Tower	-7,000.00	-SPLIT-
Sunbelt Rentals	Check	03/02/2011	16647	Invoice # 27994532-001	-640.62	-SPLIT-
Todd Feldman	Check	01/10/2011	16616	Paid in Full	-5,000.00	Miscellaneous expense
Wright Express	Check	01/03/2011		FLEET DEBI CO REF- 0444C	-871.23	Auto Gas & Rental
	Check	01/19/2011	web	Due Feb 1, 2011	-642.00	Auto Gas & Rental
	Check	03/02/2011	web	Due March 4, 2011	-1,375.89	Auto Gas & Rental
XIPTEL Communications	Check	01/07/2011	16617	Invoice # 111160 Due 1-15-1	-1,653.97	Telephone - Office Lines
	Check	02/05/2011	16637	Invoice # 21155 Due 2-15-11	-149.80	Telephone - Office Lines
	Check	03/02/2011	16651	Invoice # 311158 Due 3-15-1	-151.30	Telephone - Office Lines

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	Account	CIR	Split	Amount
Acres of Sunshine Limited				
	Compass Operating-1425	✓	Office Space Lease	-3,407.93
ADP TX/FINCL SVC				
	Compass Operating-1425	✓	Salaries	-4,525.07
	Compass Operating-1425	✓	Salaries	-13,916.74
	Compass Operating-1425	✓	Salaries	-3,634.49
	Compass Operating-1425	✓	Salaries	-6,758.86
	Compass Operating-1425	*	Salaries	-6,758.86
	Compass Operating-1425	*	Salaries	-6,758.87
	Compass Operating-1425	✓	Payroll Taxes	-1,864.30
	Compass Operating-1425	✓	Payroll Taxes	-8,138.51
	Compass Operating-1425	✓	Payroll Taxes	-1,339.82
	Compass Operating-1425	✓	Payroll Taxes	-3,753.80
	Compass Operating-1425	*	Payroll Taxes	-3,575.77
	Compass Operating-1425	*	Payroll Taxes	-3,467.88
Atex Electronics, Ltd.				
	Citibank - 3794	✓	Accounts Payable	-5,000.00
Aptilo Networks				
	AmEx 91005	✓	COS - Southlake	-36.00
	AmEx 91005	✓	COS - Coppell	-190.25
AT&T Wireless				
	Citibank - 3794	✓	Telephone - Mobile/Cell Phones	-293.11
Blake Thompson				
	Compass Operating-1425	✓	Auto Gas & Rental	-679.14
	Compass Operating-1425	✓	-SPLIT-	-2,724.42
	Compass Operating-1425	✓	Cost of Sales	-102.00
	Compass Operating-1425	*	-SPLIT-	-2,718.06
	Compass Operating-1425	✓	-SPLIT-	-667.87
Bryan Thompson				
	Compass Operating-1425	✓	Corporate Wages	-2,500.00
	Compass Operating-1425	✓	Contract Labor	-7,500.00

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	Account	Clr	Split	Amount
	Compass Operating-1425	*	Contract Labor	-7,500.00
Chase 3766	Compass Operating-1425	√	Chase 3766	-608.00
Chase 5852	Compass Operating-1425	√	Chase 5852	-355.00
chase 7759	Compass Operating-1425	√	Chase 7759	-4,489.74
	Compass Operating-1425	√	Chase 0688	-72.35
Citibank 3155/1837	Compass Operating-1425	√	Citibank 3155/1837	-12,000.00
	Compass Operating-1425	√	Citibank 3155/1837	-11,765.90
	Compass Operating-1425	√	Citibank 3155/1837	-510.14
	Compass Operating-1425	*	Citibank 3155/1837	-501.00
Citibank 3794	Compass Operating-1425	√	Citibank - 3794	-10,003.00
	Compass Operating-1425	√	Citibank - 3794	-24,545.40
	Compass Operating-1425	√	Citibank - 3794	-408.47
	Compass Operating-1425	*	Citibank - 3794	-301.00
CNA Insurance	Compass Operating-1425	√	Liability Insurance	-92.35
	Compass Operating-1425		Liability Insurance	-1,053.45
Compass Bank	Compass Operating-1425	√	NP-Compass Bank LOC	-953.00
	Compass Operating-1425	√	NP-Compass Bank LOC	-952.00
Connect-It Wireless, Inc.	Compass Operating-1425	*	Accounts Payable	-176.14
	Compass Operating-1425	*	Accounts Payable	-26.87
Erik Tibburg	Compass Operating-1425	√	Contract Labor- Erik Tibburg	-3,364.00

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	<u>Account</u>	<u>CR</u>	<u>Split</u>	<u>Amount</u>
Federal Express	Compass Operating-1425	✓	Contract Labor: Erik Tibburg	-3,364.00
	Compass Operating-1425	*	Contract Labor: Erik Tibburg	-3,064.00
	Citibank 3155/1837	✓	Postage/Shipping	-19.43
floatograph	Compass Operating-1425	✓	Postage/Shipping	-413.61
	AmEx 91005	✓	Fees - Other	-19.95
	Citibank 7577		Accounts Payable	-4,131.00
Fry's	Citibank 3155/1837	✓	Office Supplies	-703.60
	Compass Operating-1425	✓	Cost of Sales	-2,350.76
Home Depot	Compass Operating-1425	✓	Equipment-Repairs & Maintenance	-910.14
	Compass Operating-1425	✓	Equipment-Repairs & Maintenance	-219.49
	Compass Operating-1425	✓	NP-MBNA LOC 749-23024-853-727	-695.00
Kwik Car and Lube	Compass Operating-1425	✓	Equipment-Repairs & Maintenance	-910.14
	Compass Operating-1425	✓	Equipment-Repairs & Maintenance	-219.49
	Compass Operating-1425	✓	NP-MBNA LOC 749-23024-853-727	-695.00
Northern Video	Accounts Payable		-SPLT-	-1,100.00
	Accounts Payable		-SPLT-	-1,163.76
	Compass Operating-1425		Accounts Payable	-3,587.00
ONSSI	Compass Operating-1425		Accounts Payable	-3,587.00
	Citibank 7577		Accounts Payable	-1,999.00
Sky Pilot	Citibank 7577		Accounts Payable	-1,999.00
	Compass Operating-1425	*	Franchise Tax-Delaware	-400.00
State Of Delaware	Compass Operating-1425	*	Franchise Tax-Delaware	-400.00

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	Account	Clr	Split	Amount
Strategic Support	Compass Operating-1425	✓	Network Expense	-4,290.04
	Compass Operating-1425	✓	Network Expense	-599.71
	Compass Operating-1425	*	Network Expense	-664.66
STV Communications	Compass Operating-1425	✓	Accounts Payable	-7,500.00
	Compass Operating-1425	*	-SPLIT-	-7,000.00
Sunbelt Rentals	Compass Operating-1425	*	-SPLIT-	-640.62
Todd Feldman	Compass Operating-1425	✓	Miscellaneous expense	-5,000.00
Wright Express	Compass Operating-1425	✓	Auto Gas & Rental	-871.23
	Compass Operating-1425	✓	Auto Gas & Rental	-642.00
	Compass Operating-1425	*	Auto Gas & Rental	-1,375.89
XIPTEL Communications	Compass Operating-1425	✓	Telephone - Office Lines	-1,653.97
	Compass Operating-1425	✓	Telephone - Office Lines	-149.80
	Compass Operating-1425	*	Telephone - Office Lines	-151.30

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

IN RE: **Red Moon, Inc.**

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)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]
Chevron Engery Solutions Company, a Division of Chevron USA, Inc. 12980 Foster Drive, Suite 400 Overland Park, KS 66213		Vendor		\$788,547.73
Zoom Technologies aka Zoomtel 207 South Street Boston, MA 02111		Loan		\$300,000.00
New Market Technology 14860 Montfort Drive, Suite 210 Dallas, TX 75254		Loan		\$274,465.00
US Bank Manifest Funding Services 1450 Channel Parkway Marshall, MN 56258		Loan		\$163,720.20
Loyal M. Nordstrom 3423 Hunts Point Rd. Bellevue, WA 98004		Loan		\$81,000.00
Chris Barnhart CDB Investment Group 5908 Broadmoor Plano, TX 75093		Loan		\$73,000.00

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

IN RE: **Red Moon, Inc.**

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Continuation Sheet No. 1

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]
Hutton Communications PO Box 201439 Dallas, TX 75320		Vendor		\$68,940.29
Tropos Networks c/o The Blenden Roth Law Firm PO Box 560326 Dallas, TX 75356-0326		Vendor		\$54,000.00
John Nordstrom 14925 Ramos Place Pacific Palisades, CA 90272		Loan		\$50,000.00
Bill Brady 4100 100th Ave. Mercer Island, WA 98040		Loan		\$50,000.00
Compass Bank PO Box 830696 Birmingham, AL 35283-0696		Line of Credit		\$42,100.35
Mountain States Pipe and Supply Co./MSPS US Metering Technology Inc. 11 W. Las Vegas Street Colorado Springs, CO 80903		Vendor		\$34,302.46
Bank of America PO Box 21983 Greensboro, NC 27420-1983		Credit Card		\$25,401.50

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

IN RE: **Red Moon, Inc.**

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Continuation Sheet No. 2

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]
Bridgewave Communications 3350 Thomas Road Santa Clara, CA 95054		Vendor		\$25,352.90
WP Capital Partners, L.P. Lincoln Center Tower II 5420 LBJ Freeway, Suite 1440 Dallas, TX 75240		Vendor	<i>Disputed</i>	\$25,000.00
Loyalty Group John O'Malley 655 East Main St. PO Box 1117 Lewisville, TX 75057		Loan		\$20,146.66
Citibank PO Box 6062 Sioux Falls, SD 57117		Credit Card		\$18,074.22
American Express PO Box 297879 Fort Lauderdale, FL 33329-7879		Credit Card		\$17,549.24
Winncomm PO Box 74743 Cincinnati, OH 44194-4743		Vendor		\$10,662.01
Bank of America PO Box 15026 Wilmington, DE 19850-5026		Line of Credit		\$9,437.04

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

IN RE: **Red Moon, Inc.**

CASE NO

CHAPTER 11

VERIFICATION OF CREDITOR MATRIX

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 4/4/2011

Signature /s/ Bryan Thompson
Bryan Thompson
President

Date _____

Signature _____

Acres of Sunshine
Double HH Realty Services, LLC
800 Central Parkway East
Plano, TX 75074

Alpheus Communications
1001 Louisiana St.
Travis Place, 9th Floor
Houston, TX 77002

American Express
PO Box 297879
Fort Lauderdale, FL 33329-7879

Attorney General of Texas
Collection Division Bankruptcy Service
PO Box 12548
Austin, TX 78711-2548

Bank of America
PO Box 21983
Greensboro, NC 27420-1983

Bank of America
PO Box 15026
Wilmington, DE 19850-5026

Bill Brady
4100 100th Ave.
Mercer Island, WA 98040

Bridgewave Communications
3350 Thomas Road
Santa Clara, CA 95054

Bryan Thompson
3205 Melanie Lane
Plano, TX 75023

Chevron Engery Solutions Company,
a Division of Chevron USA, Inc.
12980 Foster Drive, Suite 400
Overland Park, KS 66213

Chris Barnhart
CDB Investment Group
5908 Broadmoor
Plano, TX 75093

Citibank
PO Box 6062
Sioux Falls, SD 57117

Cogent Communications
PO Box 791087
Baltimore, MD 21279-1087

Compass Bank
PO Box 830696
Birmingham, AL 35283-0696

Dallas County Tax Office
John R. Ames, Tax Assessor/Collector
Records Building - 1st Floor
500 Elm Street
Dallas, TX 75202

Greg Nelson
3N808 Whittier Place
St Charles, IL 60175

Hutton Communications
PO Box 201439
Dallas, TX 75320

Internal Revenue Service
Centralized Insolvency Operations
PO Box 7346
Philadelphia, PA 19114-7346

John McMillian
434 Cypress Dr.
Laguna Beach, CA 92651

John Nordstrom
14925 Ramos Place
Pacific Palisades, CA 90272

Kathi Thompson
3205 Melanie Lane
Plano, TX 75023

Law Offices Neuberger, Quinn, Gielen,
Rubin and Gibber, PA
One South Street, 27th Floor
Baltimore, MD 21202-3282

Linebarger Goggan Blair & Sampson, LLP
2323 Bryan Street, Suite 1600
Dallas, TX 75201

Loyal M. Nordstrom
3423 Hunts Point Rd.
Bellevue, WA 98004

Loyalty Group
John O'Malley
655 East Main St.
PO Box 1117
Lewisville, TX 75057

Mountain States Pipe and Supply Co./MSPS
US Metering Technology Inc.
11 W. Las Vegas Street
Colorado Springs, CO 80903

New Market Technology
14860 Montfort Drive, Suite 210
Dallas, TX 75254

New Market Technology
Attn: Phillip Verges
14860 Montfort Drive, Suite 210
Dallas, TX 75254

ONSSI - On Net Surveillance Sys, Inc
1 Blue Hill Plaza, 7th Floor
PO Box 1555
Pearl River, NY 10965

Pearce Ferguson
2500 Dallas Parkway, Suite 260
Plano, TX 75093

Securities & Exchange Commission
801 Cherry Street, Suite 1900
Ft Worth, Texas 76102

Steve Dunn
c/o Greg Nelson
3N808 Whittier Place
St Charles, IL 60175

Talley Communications
PO Box 511390
Los Angeles, CA 90051-7945

Tessco Technologies, Inc.
375 W. Padonia Road
Timonium, MD 21093

Texas Alcohol Beverage Commission
Licenses and Permits Division
PO Box 13127
Austin, TX 78711-3127

Texas Comptroller of Public Accounts
Revenue Accounts Div -Bankruptcy Section
PO Box 13528
Austin, TX 78711-3528

Texas Workforce Commission
TEC Building - Bankruptcy
101 East 15th Street
Austin, TX 78714-9080

The Blenden Roth Law Firm
2217 Harwood Road
Bedford, TX 76021-3607

Trango
c/o Transworld Systems, Inc.
PO Box 4903
Trenton, NJ 08650-4903

Transworld Systems, Inc.
PO Box 4903
Trenton, NJ 08650-4903

Tropos Networks
c/o The Blenden Roth Law Firm
PO Box 560326
Dallas, TX 75356-0326

U.S Attorney General
Department of Justice
Main Justice Building
10th & Constitution Ave., NW
Washington, DC 20530-0001

U.S. Trustee
Office of the U.S. Trustee
110 N. College, Suite 300
Tyler, TX 75702

US Bank
Manifest Funding Services
1450 Channel Parkway
Marshall, MN 56258

Winncomm
PO Box 74743
Cincinnati, OH 44194-4743

WP Capital Partners, L.P.
Lincoln Center Tower II
5420 LBJ Freeway, Suite 1440
Dallas, TX 75240

Zoom Technologies aka Zoomtel
207 South Street
Boston, MA 02111

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

IN RE:
Red Moon, Inc.

CHAPTER 11

DEBTOR(S)

CASE NO

LIST OF EQUITY SECURITY HOLDERS

Registered Name of Holder of Security Last Known Address or Place of Business	Class of Security	Number Registered	Kind of Interest Registered
Bryan Thompson 3205 Melanie Lane Plano, TX 75023	Common	43.9 %	
Greg Nelson 3N8078 Whittier Place St Charles, IL 60175	Preferred	6.0%	
John McMillian 434 Cypress Dr. Laguna Beach, CA 92651	Preferred	20.0%	
New Market Technology 14860 Montfort Drive, Suite 210 Dallas, TX 75254	Common	10.6%	

**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: 4/4/2011

Signature: /s/ Bryan Thompson
Bryan Thompson
President