

United States Bankruptcy Court EASTERN DISTRICT OF TEXAS BEAUMONT DIVISION		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): GWD Foods, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): dba Gary's Cafe ; dba Gary's Coffee Shop		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): 74-1764255		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): 2650 Lutcher Drive Orange, TX		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE 77632		ZIP CODE
County of Residence or of the Principal Place of Business: Orange		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): 2650 Lutcher Drive Orange, TX		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE 77632		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):		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	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
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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).	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"/> \$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		

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): GWD Foods, 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 with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> 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): **GWD Foods, Inc.**

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

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

X _____

X _____

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/ Frank J. Maida

Frank J. Maida Bar No. **12845600**

Maida Law Firm, PC
4320 Calder Ave.
Beaumont, TX 77706

Phone No. **(409) 898-8200** Fax No. **(409) 898-8400**

2/1/2012
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 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.

GWD Foods, Inc.

X /s/ Joseph Keith Kovatch

Signature of Authorized Individual

Joseph Keith Kovatch

Printed Name of Authorized Individual

Owner

Title of Authorized Individual

2/1/2012
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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

In re **GWD Foods, 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
2605 Lutchter Drive; Orange, Texas 77632 Legal Description: Part of the HB Longley Survey, Abstract no. 129, tract of land conveyed to James D. Austin in deed of record in Volume 422, Page 577, Deed Records of Orange County, Texas Purchased: May 4, 2007	Business Property	\$182,105.00	\$351,766.80
2045 Texas Ave; Bridge City, Texas 77611 Legal Description: Lot Nos. Three and Four in Block No. Five of Darby Subdivision No. Two according to the map of record in Volume 3, Page 31, Map Records of Orange County, Texas Purchased: May 4, 2007	Business Property	\$99,115.00	\$326,140.76

Total: \$281,220.00

(Report also on Summary of Schedules)

In re **GWD Foods, 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.		Cash on hand	\$104.00
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Capital One Bank - Checking	\$763.00
		Wells Fargo Bank - Checking	\$34.58
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
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 **GWD Foods, 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.		Accounts Receivable: Firestone \$2,751.50 5713 FM 1006 Orange, Texas 77630 Honeywell \$52.50 PO Box 640 Orange, Texas 77630	\$2,804.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		

In re **GWD Foods, 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
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	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.	X		

In re **GWD Foods, 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
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X		
26. Boats, motors, and accessories.	X		
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.		Orange Corp. Office: 5 Desks \$250; 3 Book Shelves \$40; Corner Table \$10; 4 File Cabinets \$80; 5 Chairs \$75; 2 Computers \$200; 2 Printers \$125; TV \$50; Fax Machine \$50; 2 Adding Machines \$40; Typewriter \$25; 2 Stands \$20; 3 Telephones \$25; Bridge City Restaurant Office: Desk \$50; Chair \$20; 2 Storage Cabinets \$60; Adding Machine \$20; 3 Telephones \$50; Orange Restaurant Office: Desk \$25; Chair \$20; 3 Storage Cabinets \$90; Adding Machine \$20; 3 Phones \$50;	\$1,395.00
29. Machinery, fixtures, equipment, and supplies used in business.		Orange Location: Steam Table \$450; 2 Microwaves \$100; Waffle Iron \$100; 6 Burner Gas Stove \$400; Chesse Grater \$150; Stand Mixer \$300; Meat Slicer \$100; Food Warmer \$50; 2 Gas Fryers \$1,600; 2 Gas Grills \$1,000; Food Processor \$10; Prep Cooler \$200; 2 Toasters \$150; Egg Cooler \$1,500; 3 Door Cooler \$500; 2 Door Cooler \$250; 4 Door Freezer \$500; 2 Door Freezer \$250; 2 Door Cooler \$250; Fryer Filter \$100; Ice Machine \$400; Pie Case \$300; 2 Door Small Cooler \$200; Cash Register \$50; Milk Dispenser \$150; 2 Upright Freezers \$150; 2 - 2 Door Freezers \$200; 13 Booths \$2,500; 36 Chairs \$78; 13 Bar Stools \$195; 9 Hanging Lamps \$135; 3 High Chairs \$15; 2 Stainless Steel Cabinets \$150; 2 Stainless Steel Tables \$200; 2 Stainless Carts \$40; Plastic Cart \$10; Stainless Dish Sink \$150; Stainless Wait Sink \$75; Stainless Table \$25; Stainless Shelf/Rack \$25; 3	\$14,508.00

In re **GWD Foods, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 4

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
30. Inventory.		Purifan Smokeeaters \$300; Misc. Cookware \$1,000; Bridge City Location: Steam Table \$450; 2 Microwaves \$100; Waffle Iron \$100; 6 Burner Gas Stove \$400; Cheese Grater \$150; Stand Mixer \$300; Meat Slicer \$100; Food Warmer \$50; 2 Gas Fryers \$1,600; 2 Gas Grills \$1,000; Food Processor \$10; Prep Cooler \$200; 2 Toasters \$150; 3 Door Freezer \$500; 2 - 2 Door Coolers \$500; 2 Door Freezer \$250; Sandwich Bar \$200; Pie Case \$250; Ice Machine \$400; Freezer \$250; Cooler \$250; Egg Cooler \$1,500; Fryer Filter \$100; Cash Register \$50; Milk Dispenser \$150; 9 Booths \$3,000; 28 Chairs \$280; 12 Bar Stools \$300; 8 Hanging Lamps \$160; 3 High Chairs \$15; 8 Tables \$400; 7 Booth Tables \$175; 2 Stainless Cabinets \$150; 2 Stainless Tables \$200; 2 Stainless Carts \$40; Plastic Cart \$10; Stainless Dish Sink \$150; Stainless Table \$25; Stainless Shelf/Rack \$25; 3 Purifan Smokeeaters \$300; Misc. Cookware \$1,000;	\$15,315.00
		Orange Location: Bread \$11.10; Wheat Bread \$10; Rye Bread \$4.80; Hoaggie Buns \$2.70; Texas Toast \$27.30; Biscuits \$32; Saltine Crackers \$15.25; Wafer Crackers \$29.35; Wh. Wafer Crackers \$24.85; Whole Milk \$6.70; 1/2 Gal. Milk \$4.90; Chocolate Milk \$1.75; Coffee \$12.40; Decaf \$15.25; Hot Tea \$5; Ice Tea \$21.05; Hot Chocolate \$9.70; Syrup \$488.25; Diet Drinks \$6; Syrup Smuck \$19.50; Syrup Carys \$13.90; Honey \$4.40; Grape Jelly \$6.50; Apple Jelly \$21; Jam \$7.50; Mixed Jelly \$13; Cappuccino \$6.25; Eggs \$49; Coffe Cream \$7.75; H & H Cream \$34.80; Cheese \$7.50; Block Cheese \$174.45; Parmesan Cheese \$16.40; Chili Powder \$2.60; Salt \$1.50; Blk Pepper \$35.60; Red Pepper \$3.55; Paprika \$3; Oregano \$6.35; Onion Powder \$1.05; Lemon Pepper \$8.15; File \$4.15; Garlic Powder \$4.30; Granulate Garlic \$6.10; Season All \$2.75; Louisiana Seasoning \$13.05; Bay leaves \$4.40; Parsley Flakes \$7.70; Cumin \$3; Cayene Pepper \$4.20; Bacon Bits \$6.80; Soy Sauce \$3.75;	\$6,030.60

In re **GWD Foods, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 5

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
		Cocoa \$2.65; Cinnamon \$3.30; Raisins \$2; Water Bottled \$3.15; Kitchen Bouquet \$7.45; Cajun Chef \$25.20; A-1 Sauce \$17.55; 57 Sauce \$14; Worcestire Sauce \$8; Tobasco Sauce \$36.25; Tobasco Peppers \$6.30; Peanut Butter \$3; Vinegar \$12; Vanilla \$3.30; Baking Powder \$3.15; Corn Meal \$5.25; Cornstarch \$1.60; Flour \$4.20; Sugar \$10; Brown Sugar \$18.70; Powdered Sugar \$17; Cake Mix \$12; Cake Icing \$6.40; Equal \$39.15; Sweet-n-low \$10.05; Rice \$8.50; Brown Gravy \$26.70; White Gravy \$22; Biscuit Mix \$12.65; Pancake Mix \$31.35; Hashbrowns \$27.35; Mashed Potatoes \$1.60; Noodles \$1.20; Ranch \$21.50; Blue Cheese \$1.90; French \$46.60; 1000 Island \$55.15; Italian \$6.50; Mayo \$20.50; Mustard \$1; Tartar Sauce \$3.70; Ketchup \$65.75; Picante Sauce \$22.05; Sw. Pickle Relish \$1.90; Pickles \$18.75; Pimento \$5.70; Jal. Peppers \$6.60; Honey Mustard \$6.30; Green Beans \$5; Pork-n-beans \$8.60; Lima \$3.25; Pinto \$2.55; Blackeyed Peas \$5; Cranberry Sauce \$2.50; Mustard Greens \$24; Cr. Mushroom Soup \$4.20; Tomatoes \$25.25; Shrimp Base \$3.30; Chicken Base \$9; V-8 Juice \$20.70; Orange Juice \$82.45; Lemonade \$85.25; Tomato Juice \$8.50; Apple Juice \$29.50; Grapefruit Juice \$6.20; Fruit Cocktail \$6.75; Pudding \$10.70; Cocktail Sauce \$13.50; Cooking Oil \$47.75; Flavor Fry \$32.50; Fryer Oil \$114.45; Pan Coating \$10.05; Omelet Mix \$3; Oleo \$3; Waffle Butter \$16; Potato Salad \$5; Chili Homemade \$7; Soup Homemade \$5; Shrimp Gumbo \$18.75; Pinto Beans \$7.50; Chicken Gumbo \$17.50; Apple Pie \$13; Chocolate Pie \$36.60; Coconut Pie \$8.80; Lemon Pie \$21; Pecan Pie \$47.75; Pumpkin Pie \$19; Chocolate Cream Pie \$53.75; Hershey's Syrup \$1.70; Calif Blend Veggies \$26.45; Breaded Okra \$21.50; Mixed Veg. \$14.15; Corn Nuggets \$20.25; Tater Tots \$21; Catfish \$90; Fish Cod \$13.25; Crabs \$30; Popcorn Shrimp \$39; Fresh Shrimp \$71.50; Oysters \$54; Gumbo Shrimp \$16.25; Flour Tortillas \$2.50; French Fries \$38.10; Hot Fry \$28.15; Onion Rings \$28; Hamburger Steak \$50.70; Texas Burger \$9.45; Hamburger Patties \$40.60; Patty Melt \$25.25; Tube Meat \$10.25; Pork	

In re **GWD Foods, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 6

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
		<p>Chops \$11.90; Pork Spare Rib \$4.80; Chop Sirloin Steak \$25.30; Cutlets \$60.70; Steak Rib \$53.70; Corn Dogs \$3.50; Steak Fingers \$29.30; Bacon \$54.85; Ham \$51; Sausage Links \$29.60; Chicken Fajita \$27.90; Chicken Tenders \$72; Fresh Chicken \$14; Chicken Breast \$24.80; Turkey Breast \$38; Munchies \$37.45; Jalitoes \$11.35; Mushroom Bread \$19.50; Monzella Ches \$107.50; Lettuce \$4.85; Tomatoes (Fresh) \$4.35; Celery \$2.70; Green Onions \$4.80; Bell Peppers \$1; Lemons \$3.25; Potatoes \$10; Garlic Peeled \$7.15; Comet \$4; Bleach \$4.15; Glass Brite \$6; Oven Cleaner \$3; Muphy's Oil Soap \$4.70; Dawn \$21.25; Hand Sanitizer \$12; Hand Soap \$22.80; SOS Pads \$7.50; Stainless Pads \$11; Green Pads \$56; Paper Towels \$21.50; Patty Paper \$6.85; Brooms \$14.25; Mop Heads \$10; Mop Handles \$13; Bags \$14.85; Garbage Bags \$40; Utility Bags \$19.60; Foil \$10.65; Zip Lock \$28.60; Saran Wrap \$12.50; Cash Reg. Paper \$90; Menu Tissue \$4.55; Guest Checks \$14.90; Tooth Picks \$8.55; Straws \$36; Sanitizer Tablets \$27.60; Salt & Pepper Shakers \$42; Plastic T-Saks \$10.65; Sugar Bowls \$36.45; CO-2 \$42; Napkins \$28.80; Toilet Paper \$10.75; Platters \$171.95; Plates \$195.85; Food Trays \$16; Food Containers \$23.75; Hot Cups \$341.55; Lids \$53.70; Souff. Cups \$45; Time Mist Spray \$19.50; Grease Filters \$35; Coffee Filters \$8.35; Can Liners \$2.30; Reg. Paper \$32.50; Credit Card Paper \$10.40; Time Cards \$24; Aprons \$5.10; Grill Pads \$4.95; Terry Towels \$10.05; Latex Gloves \$35; Grill Bricks \$14.40; Portion Cups \$42.50; Boilout \$40.05; Plastic Silverware \$6.95;</p> <p>Bridge City Location: Bread \$21.30; Wht. Bread \$8; Rye \$10.80; Buns \$34; Texas Toast \$24.40; Biscuits \$.25; Saltine Crackers \$11.45; Wafer Crackers \$22; Wh. Wafer Crackers \$24.85; Milk \$11.75; 1/2 Gal. Milk \$13.50; Coffeemate \$36.75; Coffee \$99; Decaf \$61; Hot Tea \$2.50; Hot Choc. \$9.70; Syrup Smuck \$13; Honey \$4.40; Jelly \$106.75; Coffee Cream \$12.90; H&H Cream \$5.80; Sour Cream \$16.50;</p>	<p>\$4,405.90</p>

In re **GWD Foods, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 7

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
		<p>Chili Powder \$5.15; Salt \$1; Pepper \$71.20; Red Pepper \$3.55; Paprika \$.75; Oregano \$4.25; Onion Powder \$2.65; Lemon Pepper \$2.05; File \$8.30; Garlic Powder \$51.50; Granulate Garlic \$3.05; Season All \$11.10; Bay Leaves \$4.40; Parsley Flakes \$11.55; Cumin \$3; Cayenne Pepper \$.55; Bacon Bits \$2.40; Cinnamon \$13.10; Raisins \$1. Douget Roux \$11.40; Kitchen Bouquet \$14.95; CajunChef \$18.90; A-1 \$3.90; 57 Sauce \$14; Worchestire \$3.20; Tobasco Sauce \$43.50; Tobasco Peppers \$2.10; Vinegar \$1.50; Vanilla \$9.90; Cornstarch \$10.40; Flour \$21.05; Sugar \$8; Br. Sugar \$9.35; Pow. Sugar \$2; Equal \$8.70; Sweet-n-low \$15.05; Oatmeal \$2.70; Grits \$23.40; Rice \$8.50; Gravy \$43.35; Pancake Mix \$15.70; Biscuit Mix \$38; Hashbrowns \$20.50; Mashed Potatoes \$29.15; Salad Dressings \$63; Mayo \$20.50; Mustard \$1; Tartar Sauce \$14.85; Ketchup \$65.75; Picante Sauce \$44.10; Sw. Pickle Relish \$7.60; Pickles \$18.75; Pimento \$7.60; Jal. Peppers \$6.60; Honey Mustard \$12.60; Canned Goods \$423.85; Cooking Oil \$9.55; Flavor Fry \$13; Fryer Oil \$114.45; Pan Coating \$16.75; Omelet Mix \$.75; Waffle Butter \$8; Potato Salad \$2.50; Chili \$14; Soup \$4; Shrimp Gumbo \$26.25; Pinto Bean \$2.50; Chichen Gumbo \$28; Pies \$66.20; Whipped Topping \$4.50; Breaded Okra \$5.40; Fr. Vegetables \$2; Corn Nuggets \$6.75; Tater Tots \$7; Fish \$62.50; Crabs \$50; Shrimp \$71.50; Flour Tortillas \$1.25; French Fries \$19.05; Hot Fry \$9.40; Onion Rings \$7; Hamburger Steak \$68.25; Texas Burger \$35.70; Hamburger Patties \$23.20; Patty Melt \$14.80; Tube Meat \$41; Pork Chops \$11.90; Chop Sirloin Steak \$27.50; Soup Meat \$6.40; Cutlets \$88.45; Roast \$5; Steak Rib \$4.15; Corn Dogs \$3.50; Steak Fingers \$22; Ham \$102; Sausage Patties \$9.50; Chicken \$133.05; Turkey \$1.90; Sirloin Strip \$34.30; Munchies \$12.50; Jalitoes \$11.35; Mushroom Bread \$19.50; Monzella Ches. \$13.45; Produce \$60; Cleaning Supplies \$159.85; Patty Paper \$3.45; Bags \$86.20; Foil \$15.60; Saran Wrap \$6.25; Zip Lock \$21.45; Paper Supplies \$179.85; Toothpicks \$9.30; Straws \$40.50; Sanitizer Tab \$23; Salt/Pepper Shakers \$21; T-saks \$5.30;</p>	

In re **GWD Foods, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 8

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
31. Animals. 32. Crops - growing or harvested. Give particulars. 33. Farming equipment and implements. 34. Farm supplies, chemicals, and feed. 35. Other personal property of any kind not already listed. Itemize.	X X X X X	Hair Nets \$25; Sugar Bowls \$32.40; CO-2 \$42; Napkins \$53.75; Toilet Paper \$7.20; Platters \$211.20; Dinner Plates \$179.20; To Go Boxes, etc. \$108.20; Time Mist \$13; Filters \$4.15; Aprons \$14.70; Grill Pads \$4.80; Terry Towels \$4.05; Counter Towels \$7.65; Latex Gloves \$1.40; Grill Clean Pads \$12.95; Oil Stabilizer \$12.30; Plastic Silverware \$13.90; Portion cups \$3.50;	

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

8 continuation sheets attached

Total >

\$45,360.08

In re **GWD Foods, Inc.**

Case No. _____
(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

- 11 U.S.C. § 522(b)(2)
- 11 U.S.C. § 522(b)(3)

Check if debtor claims a homestead exemption that exceeds \$146,450.*

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Not Applicable			
		\$0.00	\$0.00

* Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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 #: xxx-xxxxxxxxxxx-xxxxx/xxx Orange County Tax A/C P.O. Box 1568 Orange, Texas 77631-1568		DATE INCURRED: 2010/2011 NATURE OF LIEN: Property Taxes COLLATERAL: 2045 Texas Ave; Bridge City, Texas 77611 REMARKS: VALUE: \$99,115.00				\$9,757.43	\$9,757.43
ACCT #: xxxxxxxxxxxxxxxxxxxxxxxx-xx Orange County Tax A/C P.O. Box 1568 Orange, Texas 77631-1568		DATE INCURRED: 2010/2011 NATURE OF LIEN: Property Taxes COLLATERAL: 2605 Lutcher Drive; Orange, Texas 77632 REMARKS: VALUE: \$182,105.00				\$16,458.02	\$16,458.02
ACCT #: xxxxxxxxxxx-xxxx4418 PNC Bank PO Box 747046 Pittsburgh, PA 15274-7046	X	DATE INCURRED: 05/2007 NATURE OF LIEN: Loan COLLATERAL: All Assets- Both Locations REMARKS: VALUE: \$326,580.08				\$335,308.78	\$8,728.70
ACCT #: Small Business Administration PO Box 740192 Atlanta, GA 30374-0192		DATE INCURRED: 08/2009 NATURE OF LIEN: Loan COLLATERAL: Second Lien on Bridge City Location and Equipm REMARKS: VALUE: \$99,115.00				\$163,179.55	\$163,179.55
Subtotal (Total of this Page) >						\$524,703.78	\$198,123.70
Total (Use only on last page) >						\$524,703.78	\$198,123.70

_____ **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.

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY	Taxes and Certain Other Debts Owed to Governmental Units
------------------	--

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCT #: x-xx-xxxx255-4 Comptroller of Public Accts 6440 Concord Beaumont, Texas 77708		DATE INCURRED: 12/2011 CONSIDERATION: Sales Taxes REMARKS:				\$9,744.00	\$9,744.00	\$0.00
ACCT #: xx-xxx4255 Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346		DATE INCURRED: 08/2011 CONSIDERATION: 940/941 Taxes REMARKS:				\$39,270.89	\$39,270.89	\$0.00
ACCT #: xx-xxx056-0 Texas Workforce Commission PO Box 149037 Austin, TX 78714-9037		DATE INCURRED: 10/2011 CONSIDERATION: Unemployment Taxes REMARKS:				\$8,294.44	\$8,294.44	\$0.00

Sheet no. <u>1</u> of <u>1</u> continuation sheets	Subtotals (Totals of this page) >	\$57,309.33	\$57,309.33	\$0.00
attached to Schedule of Creditors Holding Priority Claims	Total >	\$57,309.33		
	(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)			
	Totals >		\$57,309.33	\$0.00
	(Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)			

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 #: Ace Imagewear 4120 Truman Road Kansas City, Missouri 64127		DATE INCURRED: 07/2011 CONSIDERATION: Purchase of Goods REMARKS:				\$1,669.03
ACCT #: Care Fire Extinguisher, Inc. PO Box 6 Orange, Texas 77630		DATE INCURRED: 08/2011 CONSIDERATION: Services REMARKS:				\$502.28
ACCT #: Dandy Sign, Inc. 5009 Lawndale Ave. Orange, Texas 77630		DATE INCURRED: 04/2011 CONSIDERATION: Purchase of Goods REMARKS:				\$807.35
ACCT #: xxxxxx-xx, xxxx12-BC Glazier Foods Company PO Box 201705 Houston, Texas 77216-1705		DATE INCURRED: 02/2010 CONSIDERATION: Purchase of Goods REMARKS:				\$17,911.24
ACCT #: Main Street Medical 1091 N. Main Street, Ste. B Vidor, Texas 77662		DATE INCURRED: CONSIDERATION: Medical REMARKS:				\$85.00
ACCT #: Roby's Produce Co. 3898 Hollywood Beaumont, Texas 77701		DATE INCURRED: 10/2011 CONSIDERATION: Purchase of Goods REMARKS:				\$1,609.10
Subtotal >						\$22,584.00
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 #: Star Graphics Copier, Inc. PO Box 7186 Beaumont, Texas 77726-7186		DATE INCURRED: 06/2011 CONSIDERATION: Purchase of Goods REMARKS:				\$286.88	
ACCT #: xx5207 Sysco Foods of Houston PO Box 15316 Houston, Texas 77220-5316		DATE INCURRED: 09/2011 CONSIDERATION: Purchase of Goods REMARKS:				\$14,398.15	
ACCT #: Warren Equipment Co. PO Box 2872 Beaumont, Texas 77704		DATE INCURRED: 04/2011 CONSIDERATION: Purchase of Goods REMARKS:				\$4,125.76	
ACCT #: Weingarten Realty 2600 Citadel Plaza Ste. 125 Houston, Texas 77008		DATE INCURRED: 2010 CONSIDERATION: End of Lease Expenses REMARKS:				\$1,754.45	
ACCT #: xxxx-xxxx-xxxx-0048 Wells Fargo Bank PO Box 105204 Atlanta, GA 30348-5204		DATE INCURRED: 2008 CONSIDERATION: Credit Card REMARKS:				\$12,842.61	
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal >	\$33,407.85
						Total >	\$55,991.85

(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 **GWD Foods, 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>ChemMark of Beaumont 11463 LaBelle Road Beaumont, Texas 77705</p>	<p>Dishwasher Lease Contract to be ASSUMED</p>
<p>Gulf Coast Novelty 735 Delmar Beaumont, Texas 77707</p>	<p>Juke Box and Crane Game Lease Contract to be ASSUMED</p>
<p>Icee Distributors 1513 SwanLake Road Bossier City, LA 71111</p>	<p>Drink Dispenser Lease Contract to be ASSUMED</p>
<p>Sysco Food Service of Houston PO Box 15316 Houston, Texas 77220</p>	<p>Equipment Lease Contract to be ASSUMED</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
<p>Joseph & Linda Kovatch 1906 Newton Street Orange, Texas 77630</p>	<p>PNC Bank PO Box 747046 Pittsburgh, PA 15274-7046</p>
<p>LoneStar Diving, Inc. 5321 Avenue E Santa Fe, Texas 77510</p>	<p>PNC Bank PO Box 747046 Pittsburgh, PA 15274-7046</p>

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

In re **GWD Foods, 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	\$281,220.00			
B - Personal Property	Yes	9	\$45,360.08			
C - Property Claimed as Exempt	No					
D - Creditors Holding Secured Claims	Yes	1			\$524,703.78	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2			\$57,309.33	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2			\$55,991.85	
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	17	\$326,580.08	\$638,004.96		

DECLARATION CONCERNING DEBTOR'S SCHEDULES

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

I, the _____ **Owner** _____ 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
_____ **19** _____ 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 **2/1/2012** _____

Signature **/s/ Joseph Keith Kovatch** _____
Joseph Keith Kovatch
Owner

[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
BEAUMONT DIVISION**

In re: **GWD Foods, 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
\$87,671.08	2012 YTD Gross Receipts
\$990,679.62	2011 Gross Receipts
\$758,043.34	2010 Gross Receipts

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
Ace Imagewear 4120 Truman Road Kansas City, Missouri 64127	10/13/11 thru 01/12/12	\$6,488.14	\$1,669.03
Comptroller of Public Accts 6440 Concord Beaumont, Texas 77708	10/09/11 thru 12/20/11	\$35,542.21	\$9,744.00
Fisherman's Reef Brands 5192 Fannett Hwy Beaumont, Texas 77705	10/31/11 thru 1/13/12	\$6,331.42	\$2,036.34

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

In re: **GWD Foods, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 1

Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346	10/01/11 thru 12/12/11	\$5,355.77	\$39,270.89
PNC Bank PO Box 747046 Pittsburgh, PA 15274-7046	10/1/11 and 11/1/11	\$6,813.21	\$335,308.78
Roby's Produce Co. 3898 Hollywood Beaumont, Texas 77701	10/05/2011 thru 12/5/11	\$3,207.81	\$1,609.10
Sysco Foods of Houston PO Box 15316 Houston, Texas 77220-5316	10/04/2011 thru 01/13/2012	\$109,633.86	\$14,398.15
Warren Equipment Co. PO Box 2872 Beaumont, Texas 77704	10/03/2011 thru 11/11/2011	\$1,096.61	\$4,125.76

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.)

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.)

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
BEAUMONT DIVISION**

In re: **GWD Foods, 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.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
\$700 Cash	Theft or Mismanagement of Funds *Safe at Bridge City Location was short when manager was terminated	12/2011

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
Maida Law Firm, P.C. 4320 Calder Avenue Beaumont, Texas 77706	01/16/2012	\$10,000.00

10. Other transfers

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

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.)

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

In re: **GWD Foods, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 3

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.)

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.

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18. Nature, location and name of business

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

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

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

NAME, 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
GWD Foods, Inc. 2650 Lutcher Drive Orange, Texas 77632 Tax #74-1764255	Restaurant	2007 to present

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

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
Roxie Bellanger - Employee	2007 thru present
Iona Wheatley 2401 Hilton Ave. Orange, Texas 77630	2010
Stanley Eisenberg CPA 333 Guadalupe, Tower 3, Ste. 900 Austin, Texas 78701	2011

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.

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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.

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

NAME AND ADDRESS	DATE ISSUED
PNC Bank PO Box 340777 Pittsburgh, PA 15230-7777	12/2007
SBA PO Box 740192 Atlanta, GA 30374-0192	03/2009

20. Inventories

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

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
11/30/2011	Bridge City: Tammy Smith Orange: Rachel Alford	Cost Basis: Bridge City \$4,400.46 Orange \$6,395.90
12/31/2011	Bridge City: Tammy Smith Orange: Rachel Alford	Cost Basis: Bridge City \$4,405.90 Orange \$6,030.60

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
Joseph Keith Kovatch 1906 Newton Street Orange, Texas 77630	Owner	2301 Total Shares (100%)

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.

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(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 6

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.

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.

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 2/1/2012

Signature /s/ Joseph Keith Kovatch
Joseph Keith Kovatch
Owner

[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*

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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 2/1/2012

Signature /s/ Joseph Keith Kovatch
Joseph Keith Kovatch
Owner

Date _____

Signature _____

Ace Imagewear
4120 Truman Road
Kansas City, Missouri 64127

Internal Revenue Service
Centralized Insolvency Operatio:
P.O. Box 7346
Philadelphia, PA 19101-7346

Sysco Foods of Houston
PO Box 15316
Houston, Texas 77220-5316

Attorney General
Taxation Division - Bankruptcy
Box 12548 - Capitol Station
Austin, TX 78711

Main Street Medical
1091 N. Main Street, Ste. B
Vidor, Texas 77662

Texas Workforce Commission
PO Box 149037
Austin, TX 78714-9037

Care Fire Extinguisher, Inc.
PO Box 6
Orange, Texas 77630

Orange County TAC
123 S. 6th Street
PO Box 1568
Orange, TX 77631-1568

Texas Workforce Commission
TWC Building - Tax Dept.
Austin, TX 78778

ChemMark of Beaumont
11463 LaBelle Road
Beaumont, Texas 77705

Orange County Tax A/C
P.O. Box 1568
Orange, Texas 77631-1568

U. S. Trustee's Office
300 Plaza Tower
110 N. College Avenue
Tyler, Texas 75702
Attn: Timothy W. O'Neal

Comptroller of Public Accts
6440 Concord
Beaumont, Texas 77708

PNC Bank
PO Box 747046
Pittsburgh, PA 15274-7046

United States Attorney
Eastern District of Texas
350 Magnolia, Suite 150
Beaumont, Texas 77701

Dandy Sign, Inc.
5009 Lawndale Ave.
Orange, Texas 77630

Roby's Produce Co.
3898 Hollywood
Beaumont, Texas 77701

Warren Equipment Co.
PO Box 2872
Beaumont, Texas 77704

Glazier Foods Company
PO Box 201705
Houston, Texas 77216-1705

Small Business Administration
PO Box 740192
Atlanta, GA 30374-0192

Weingarten Realty
2600 Citadel Plaza Ste. 125
Houston, Texas 77008

Gulf Coast Novelty
735 Delmar
Beaumont, Texas 77707

Star Graphics Copier, Inc.
PO Box 7186
Beaumont, Texas 77726-7186

Wells Fargo Bank
PO Box 105204
Atlanta, GA 30348-5204

Icee Distributors
1513 SwanLake Road
Bossier City, LA 71111

State Comptroller of Texas
c/o Office of the Attorney Gene:
P. O. Box 12548
Austin, TX 78711-2548

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

Sysco Food Service of Houston
PO Box 15316
Houston, Texas 77220