

B1 (Official Form 1)(1/08)

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

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Bay - 1 Properties, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>56-2510754</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>971 Badbury Lane Irving, TX</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>75062</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>Dallas</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

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

<p><b>Type of Debtor</b> (Form of Organization) (Check one box)</p> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<p><b>Nature of Business</b> (Check one box)</p> <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<p><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)</p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<p><b>Tax-Exempt Entity</b> (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<p><b>Nature of Debts</b> (Check one box)</p> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

<p><b>Filing Fee</b> (Check one box)</p> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<p><b>Chapter 11 Debtors</b></p> <p>Check one box:</p> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <p>Check if:</p> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <p>Check all applicable boxes:</p> <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**

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

Estimated Number of Creditors

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

Estimated Assets

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

Estimated Liabilities

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

THIS SPACE IS FOR COURT USE ONLY

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Bay - 1 Properties, Inc.</b>
---	---

**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

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

Location Where Filed:	Case Number:	Date Filed:
-----------------------	--------------	-------------

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

Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:
------------------------------------	--------------	-------------

District:	Relationship:	Judge:
-----------	---------------	--------

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

**Exhibit C**

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

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

No.

**Exhibit D**

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

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

If this is a joint petition:

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

**Information Regarding the Debtor - Venue**

(Check any applicable box)

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

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

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

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

(Check all applicable boxes)

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

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

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

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

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

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

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

Name of Debtor(s):  
**Bay - 1 Properties, Inc.**

**Signatures**

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

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

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

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** /s/ Eric A. Liepins  
Signature of Attorney for Debtor(s)

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

Eric A. Liepins, P.C.  
Firm Name

12770 Coit Road  
Suite 1100  
Dallas, TX 75251

\_\_\_\_\_  
Address

**Email: ERIC@EALPC.com**

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

February 24, 2009  
Date

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

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

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

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

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

\_\_\_\_\_  
Address

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

\_\_\_\_\_  
Date

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

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

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

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

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

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

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

**X** /s/ Benjamin Bayone II  
Signature of Authorized Individual

Benjamin Bayone II  
Printed Name of Authorized Individual

President  
Title of Authorized Individual

February 24, 2009  
Date

B4 (Official Form 4) (12/07)

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

In re **Bay - 1 Properties, Inc.**

Debtor(s)

Case No.

Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>ANTWINES PLUMBING &amp; HEATING INC PO BOX 6183 ALEXANDRIA, LA 71307</b>	<b>ANTWINES PLUMBING &amp; HEATING INC PO BOX 6183 ALEXANDRIA, LA 71307</b>			<b>3,605.59</b>
<b>BURNS HEATING &amp; COOLING P.O. Box 13454 Alexandria, LA 71315</b>	<b>BURNS HEATING &amp; COOLING P.O. Box 13454 Alexandria, LA 71315</b>			<b>9,940.92</b>
<b>CITY OF ALEXANDRIA P.O. Box 8618 Alexandria, LA 71306</b>	<b>CITY OF ALEXANDRIA P.O. Box 8618 Alexandria, LA 71306</b>			<b>5,235.16</b>
<b>CROSSROADS 2219 LEE ST. ALEXANDRIA, LA 71301</b>	<b>CROSSROADS 2219 LEE ST. ALEXANDRIA, LA 71301</b>			<b>2,427.58</b>
<b>HOOPER AIR, INC P.O. BOX 3851 PINEVILLE, LA 71361</b>	<b>HOOPER AIR, INC P.O. BOX 3851 PINEVILLE, LA 71361</b>			<b>1,545.00</b>
<b>IRS PAYROLL 3508 GOVERNMENT STREET ALEXANDRIA, LA 71302-3326</b>	<b>IRS PAYROLL 3508 GOVERNMENT STREET ALEXANDRIA, LA 71302-3326</b>			<b>20,000.00</b>
<b>NFIB REX BRITT PO BOX 222 NATCHITOCHEs, LA 71458</b>	<b>NFIB REX BRITT PO BOX 222 NATCHITOCHEs, LA 71458</b>	<b>Insurance</b>		<b>1,485.00</b>
<b>RABER ACCOUNTING 3717 GOVERNMENT STREET SUITE 5 ALEXANDRIA, LA 71302</b>	<b>RABER ACCOUNTING 3717 GOVERNMENT STREET ALEXANDRIA, LA 71302</b>			<b>4,200.00</b>
<b>ROTO-ROOTER P.O. BOX 13026 MONROE, LA 71213</b>	<b>ROTO-ROOTER P.O. BOX 13026 MONROE, LA 71213</b>			<b>3,297.12</b>
<b>SABINE STATE BANK 9th 3719, 9th 3727, PO BOX 670 MANY, LA 71449-0670</b>	<b>SABINE STATE BANK 9th 3719, 9th 3727, PO BOX 670 MANY, LA 71449-0670</b>			<b>7,357.96</b>

B4 (Official Form 4) (12/07) - Cont.

In re Bay - 1 Properties, Inc.

Case No. \_\_\_\_\_

Debtor(s) \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
SOUTHERN HERITAGE BANK 5211 JACKSON STREET ALEXANDRIA, LA 71301	SOUTHERN HERITAGE BANK 5211 JACKSON STREET ALEXANDRIA, LA 71301			6,841.08
SOUTHERN HERITAGE BANK 1982 Mason Street ALEXANDRIA, LA 71301	SOUTHERN HERITAGE BANK 1982 Mason Street ALEXANDRIA, LA 71301			3,344.29
STATE OF LOUISIANA CITY OF ALEXANDRIA P.O. BOX 71 ALEXANDRIA, LA 71309	STATE OF LOUISIANA CITY OF ALEXANDRIA ALEXANDRIA, LA 71309			1,539.69
STATE OF LOUISIANA SHERIFF AND TAX COLLECTOR P.O. BOX 1590 ALEXANDRIA, LA 71309	STATE OF LOUISIANA SHERIFF AND TAX COLLECTOR ALEXANDRIA, LA 71309			6,841.08
STATE OF LOUISIANA CITY OF PINEVILLE TAX COLLECTO P.O. BOX 3820 PINEVILLE, LA 71360	STATE OF LOUISIANA CITY OF PINEVILLE TAX COLLECTO PINEVILLE, LA 71360			25,874.49
STEPHENS A/C, HEATING & ELECTRIC, INC. P.O. BOX 2811 JENA, LA 71342	STEPHENS A/C, HEATING & ELECTRIC, INC. P.O. BOX 2811 JENA, LA 71342			1,699.56
UNION BANK PO BOX 39 305 NORTH MAIN STREET MARKSVILLE, LA 71351	UNION BANK PO BOX 39 MARKSVILLE, LA 71351			193,000.00
WARD ELECTRIC & JAMES REX FAIR 3529 Marco Road Lena, LA 71447	WARD ELECTRIC & JAMES REX FAIR 3529 Marco Road Lena, LA 71447			3,575.00
WESTSTAFF 2015 Gus Kaplan Drive Alexandria, LA 71301	WESTSTAFF 2015 Gus Kaplan Drive Alexandria, LA 71301			4,800.00
YELLOW PAGES P.O. Box 111455 Carrolltone, TX 75011	YELLOW PAGES P.O. Box 111455 Carrolltone, TX 75011			135,695.80

B4 (Official Form 4) (12/07) - Cont.

In re **Bay - 1 Properties, Inc.**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

**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 **February 24, 2009**

Signature **/s/ Benjamin Bayone II**

**Benjamin Bayone II**

**President**

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

In re Bay - 1 Properties, Inc. Debtor(s) Case No. \_\_\_\_\_ Chapter 11

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

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

For legal services, I have agreed to accept.....	\$	<u>6,039.00</u>
Prior to the filing of this statement I have received.....	\$	<u>6,039.00</u>
Balance Due.....	\$	<u>0.00</u>

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

Debtor       Other (specify):

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

Debtor       Other (specify):

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

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

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

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

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

**CERTIFICATION**

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

Dated: February 24, 2009

/s/ Eric A. Liepins  
**Eric A. Liepins 12338110**  
**Eric A. Liepins, P.C.**  
**12770 Coit Road**  
**Suite 1100**  
**Dallas, TX 75251**  
**972-991-5591 Fax: 972-991-5788**  
**ERIC@EALPC.com**

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

In re Bay - 1 Properties, Inc.  
Debtor

Case No. \_\_\_\_\_  
Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Benjamin Bayone II</b>			<b>100</b>

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

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

Date February 24, 2009

Signature /s/ Benjamin Bayone II  
**Benjamin Bayone II**  
**President**

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



UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS

In Re:

**Bay - 1 Properties, Inc.**

Debtor(s)

§  
§  
§  
§  
§  
§  
§

Case No.:

**VERIFICATION OF MAILING LIST**

The Debtor(s) certifies that the attached mailing list (*only one option may be selected per form*):

- is the first mail matrix in this case.
- adds entities not listed on previously filed mailing list(s).
- changes or corrects name(s) and address(es) on previously filed mailing list(s).
- deletes name(s) and address(es) on previously filed mailing list(s).

In accordance with N.D. TX L.B.R. 1007.2, the above named Debtor(s) hereby verifies that the attached list of creditors is true and correct.

Date: February 24, 2009

/s/ Benjamin Bayone II  
**Benjamin Bayone II/President**  
Signer/Title

Date: February 24, 2009

/s/ Eric A. Liepins  
Signature of Attorney  
**Eric A. Liepins 12338110**  
**Eric A. Liepins, P.C.**  
**12770 Coit Road**  
**Suite 1100**  
**Dallas, TX 75251**  
**972-991-5591 Fax: 972-991-5788**  
**56-2510754**

Debtor's Social Security/Tax ID No.

Joint Debtor's Social Security/Tax ID No.

Alex High School  
Athletic World Adv.  
800 Ola Street  
Alexandria, LA

ANT  
5100 Dixie Lane  
Alexandria, LA

ANTWINES PLUMBING & HEATING INC  
PO BOX 6183  
ALEXANDRIA, LA 71307

ATHLETIC WORLD ADVERTISING  
PO BOX 8730  
FAYETTEVILLE, AR 72703-0013

ATHLETIC WORLD ADVERTISING  
PO BOX 8730  
FAYETTEVILLE, AZ 72703-0013

BURNS HEATING & COOLING  
P.O. Box 13454  
Alexandria, LA 71315

Burns Heating & cooling  
411 Leon Drive  
Alexandria, LA 71301

CAPITAL ONE  
P.O. BOX 650007  
DALLAS, TX 75265-0007

CITY OF ALEXANDRIA  
P.O. Box 8618  
Alexandria, LA 71306

CLECO  
P.O. Box 69000  
Alexandria, LA 71306

CONSUMER GUIDE  
P O BOX 41027  
HOUSTON, TX 77241-1027

CROSSROADS  
2219 LEE ST.  
ALEXANDRIA, LA 71301

CUNNINGHAM BUSINESS SYSTEMS  
1215 Texas Avenue  
Alexandria, LA 71301

GARY BADEN PLUMBING  
108 TABOR STREET  
PINEVILLE, LA 71360

HOOPER AIR, INC  
P.O. BOX 3851  
PINEVILLE, LA 71361

HT'S USED APPLIANCES  
5604 Bayou Rapides  
P.O. BOX 6921  
Alexandria, LA 71303

IESI  
1515 ENGLAND DRIVE  
Alexandria, LA 71301

IESI  
1747 Highway 6  
Many, LA

IRS  
PAYROLL  
3508 GOVERNMENT STREET  
ALEXANDRIA, LA 71302-3326

LOUISIANA DEPARTMENT OF LABOR  
P.O. BOX 201  
BATON ROUGE, LA 70821-0201

LWCC  
P.O. BOX 61005  
New Orleans, LA 70161-1005

NFIB  
REX BRITT  
PO BOX 222  
NATCHITOCHEs, LA 71458

PITNEY BOWES  
P.O. BOX 856390  
LOUISVILLE, KY 40285-6390

Popular Mortgage

RABER ACCOUNTING  
3717 GOVERNMENT STREET  
SUITE 5  
ALEXANDRIA, LA 71302

ROTO-ROOTER  
P.O. BOX 13026  
MONROE, LA 71213

SABINE STATE BANK  
9th 3719, 9th 3727,  
PO BOX 670  
MANY, LA 71449-0670

SAM'S A/C SERVICES  
TINA BORDELON  
P. O. BOX 5376  
ALEXANDRIA, LA 71307-5376

SAYES OFFICE SUPPLY  
1405 MACARTHUR DR.  
ALEX., LA 71303

SOUTHERN HERITAGE BANK  
1982 Mason Street  
ALEXANDRIA, LA 71301

SOUTHERN HERITAGE BANK  
5211 JACKSON STREET  
ALEXANDRIA, LA 71301

STATE OF LOUISIANA  
CITY OF ALEXANDRIA  
P.O. BOX 71  
ALEXANDRIA, LA 71309

STATE OF LOUISIANA  
CITY OF PINEVILLE TAX COLLECTO  
P.O. BOX 3820  
PINEVILLE, LA 71360

STATE OF LOUISIANA  
SHERIFF AND TAX COLLECTOR  
P.O. BOX 1590  
ALEXANDRIA, LA 71309

Stephens A/C Heating  
1950 South 2nd Street  
Jena, LA 71342

STEPHENS A/C, HEATING & ELECTRIC, INC.  
P.O. BOX 2811  
JENA, LA 71342

TERRYS SECURE STORAGE  
3620 COTTONWOOD DR.  
ALEX., LA 71303

TOWN OF BALL  
P.O. Box 800  
Ball, LA 71405

TSS SECURITY SYSTEMS, LLC  
PO BOX 13468  
ALEXANDRIA, LA 71303

UNION BANK  
PO BOX 39  
305 NORTH MAIN STREET  
MARKSVILLE, LA 71351

VAC SHACK  
3330 JACKSON STREET  
Alexandria, LA 71301

WARD ELECTRIC & JAMES REX FAIR  
3529 Marco Road  
Lena, LA 71447

WESTSTAFF  
2015 Gus Kaplan Drive  
Alexandria, LA 71301

YELLOW PAGES  
P.O. Box 111455  
Carrolltone, TX 75011

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

In re Bay - 1 Properties, Inc.  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter 11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Bay - 1 Properties, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

February 24, 2009  
Date

/s/ Eric A. Liepins  
**Eric A. Liepins 12338110**  
Signature of Attorney or Litigant  
Counsel for Bay - 1 Properties, Inc.  
**Eric A. Liepins, P.C.**  
**12770 Coit Road**  
**Suite 1100**  
**Dallas, TX 75251**  
**972-991-5591 Fax:972-991-5788**  
**ERIC@EALPC.com**