Official Form 1 (04/10)

United States Bankruptcy Court
NORTHERN DISTRICT OF **TEXAS**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): ER Gaston LTD, a Partnership	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): NONE	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 Indvidual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 75-2849750	Last four digits of Soc. Sec. or Indvidual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): PO Box 227136 Dallas TX ZIPCODE 75222	Street Address of Joint Debtor (No. & Street, City, and State): ZIPCODE
County of Residence or of the Principal Place of Business: Dallas	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): SAME ZIPCODE	Mailing Address of Joint Debtor (if different from street address): ZIPCODE

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

Type of Debtor (Form of organization) (Check **one** box.)

- ☐ Individual (includes Joint Debtors) *See Exhibit D on page 2 of this form.*
- ☐ Corporation (includes LLC and LLP)
- ☒ Partnership
- ☐ 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.)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☐ Other

Tax-Exempt Entity (Check box, if applicable.)

- ☐ Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts (Check one box)

- ☐ 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"
- ☒ Debts are primarily business debts.

Filing Fee (Check one box)

- ☒ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Offi cial Form 3B.

Chapter 11 Debtors:

Check one box:

- ☒ Debtor is a small business as defined in 11 U.S.C. § 101(51D).
- ☐ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:

- ☒ Debtor's aggregate noncontingent liquidated debts (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:

- ☐ A plan is being filed with this petition
- ☐ 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

THIS SPACE IS FOR COURT USE ONLY

- ☒ 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

☒	☐	☐	☐	☐	☐	☐	☐	☐	☐
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

☐	☐	☒	☐	☐	☐	☐	☐	☐	☐
$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

☐	☐	☐	☒	☐	☐	☐	☐	☐	☐
$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

Voluntary Petition *(This page must be completed and filed in every case)*	Name of Debtor(s): *ER Gaston LTD, a Partnership*	
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:

Exhibit A

(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)

☐ Exhibit A is attached and made a part of this petition

Exhibit B

(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).

X ______________________________

Signature of Attorney for Debtor(s) Date

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 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 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 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.

☐ 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):
ER Gaston LTD,
a Partnership

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/ Jeff A. Wells
Signature of Attorney for Debtor(s)

Jeff A. Wells 24056511
Printed Name of Attorney for Debtor(s)

Aleshire, Crosland & Wells, PLLC
Firm Name

12160 Abrams Rd.
Address
Suite 514
Dallas TX 75243

214-382-3777
Telephone Number

____
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 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

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

X /s/ Ed Sigmund
Signature of Authorized Individual

Ed Sigmund
Printed Name of Authorized Individual

Partner
Title of Authorized Individual

____
Date

FORM B6A (Official Form 6A) (12/07)

In re *ER Gaston LTD*, Debtor(s)

Case No. ______ (if known)

SCHEDULE A-REAL PROPERTY

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

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

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

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

Description and Location of Property	Nature of Debtor's Interest in Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption	Amount of Secured Claim
None				*None*

No continuation sheets attached

TOTAL $ *0.00*

(Report also on Summary of Schedules.)

In re ***ER Gaston LTD***, Case No. ____________
Debtor(s) (if known)

SCHEDULE B-PERSONAL PROPERTY

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

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply 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).

Type of Property	None	Description and Location of Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Chase account Location: In debtor's possession		$ 6,000.00
		Chase Payroll Account Location: In debtor's possession		$ 0.00
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			
11. Interest 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			

In re ***ER Gaston LTD*** , Debtor(s)   Case No. ________ (if known)

SCHEDULE B-PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	None	Description and Location of Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
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.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X			
20. Contingent and non-contingent 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 described in 11 U.S.C. 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment and supplies used in business.		*Furniture, Fixtures, Equipment and & Leasehold Improvements* *Location: In debtor's possession*		*$ 81,440.66*

In re *ER Gaston LTD*, Debtor(s)

Case No. ______ (if known)

SCHEDULE B-PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	None	Description and Location of Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
30. Inventory.		*Inventory* *Location: In debtor's possession*		*$ 19,741.14*
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Total ➔ *$ 107,181.80*

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

B6D (Official Form 6D) (12/07)

In re *ER Gaston LTD*, Case No.__________________

Debtor(s) (if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

List creditors in alphabetical order to the extent practicable. If a minor child is the 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). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain

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

Creditor's Name and Mailing Address Including ZIP Code and Account Number (See Instructions Above.)	Co-Debtor	H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, Nature of Lien, and Description and Market Value of Property Subject to Lien	Contingent	Unliquidated	Disputed	Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
Account No: *Creditor # : 1* *IRS* *1100 Commerce Street* *MC: 5141 DAL RM 954* *Dallas TX 75242*			Value: *$ 6,000.00*				*$ 600,000.00*	*$ 594,000.00*
Account No:			Value:					
Account No:			Value:					
No continuation sheets attached						Subtotal $ (Total of this page)	*$ 600,000.00*	*$ 594,000.00*
						Total $ (Use only on last page)	*$ 600,000.00*	*$ 594,000.00*
							(Report also on Summary of Schedules.)	(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

In re ER Gaston LTD , Debtor(s)

Case No. ____________ (if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled “Totals” on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts NOT entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**
Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

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

1 continuation sheets attached

Official Form 6E (04/10) - Cont.

In re *ER Gaston LTD* , Case No.__________________

Debtor(s) (if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet: *Taxes and Certain Other Debts Owed to Governmental Units*

Creditor's Name, Mailing Address Including ZIP Code, and Account Number (See instructions above.)	Co-Debtor	H--Husband W--Wife J--Joint C--Community	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
Account No: *Creditor # : 1* *Texas State Comptroller* *PO Box 13528* *Austin TX 78711*			*Sales and Use Taxes*				*$ 55,598.00*	*$ 55,598.00*	*$ 0.00*
Account No:									
Account No:									
Account No:									
Account No:									
Account No:									

Sheet No. *1* of *1* continuation sheets attached to Schedule of Creditors Holding Priority Claims

	Amount of Claim	Amount Entitled to Priority	Amount not Entitled to Priority, if any
Subtotal $ (Total of this page)	*55,598.00*	*55,598.00*	*0.00*
Total $ (Use only on last page of the completed Schedule E. Report total also on Summary of Schedules)	*55,598.00*		
Total $ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and		*55,598.00*	*0.00*

B6F (Official Form 6F) (12/07)

In re *ER Gaston LTD* , Debtor(s) Case No. ____________ (if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedules. Report this total also on

☐ 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.)	Co-Debtor	H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: *Creditor # : 1* *3101 Gaston Inc*			*Rent in Arrears* *Rent paid to company owned and operated by Ed Sigmund (sole partner in ER Gaston LTD)*				*$ 224,068.00*
Account No: *Creditor # : 2* *AT&T* *PO Box 5001* *Carol Stream IL 60197*			*Utility Bills*				*$ 760.00*
Account No: *Creditor # : 3* *Atmos Energy* *PO Box 790311* *Saint Louis MO 63179*			*Utility Bills*				*$ 475.00*
Account No: *Creditor # : 4* *City of Dallas* *1500 Marilla Street, 2DN* *Dallas TX 75202*			*Utility Bills*				*$ 2,300.00*

1 continuation sheets attached

Subtotal $ *$ 227,603.00*

Total $

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

In re ER Gaston LTD , Case No. ____________

Debtor(s) (if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor	H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 5 Dallas Water and Utilities 1500 Marilla St # 4AN Dallas TX 75202			Utility Bills				$ 360.00
Account No: Creditor # : 6 Digital Witness 1234 Lakeshore Drive Suite 600 Coppell TX 75019			Arrearage on Executory Contract				$ 2,770.00
Account No: Creditor # : 7 Direct TV P.O. Box 6550 Englewood CO 80155			Arrearage on Executory Contract				$ 395.00
Account No: Creditor # : 8 Hudson Energy P.O. Box 731137 Dallas TX 75373			Utility Bills				$ 1,500.00
Account No: Creditor # : 9 ISI Commercial Refrigeration 9136 Viscount Row Dallas TX 75247			Arrearage on Executory Contract				$ 775.00
Account No:							

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

Subtotal $ $ 5,800.00

Total $ $ 233,403.00

(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

In re **ER Gaston LTD** / Debtor 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 the nature of debtor's interests in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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 the 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.

In re ER Gaston LTD / Debtor Case No. ______ (if known)

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 preeceding the commencement of the case, identify the name of the debtors 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 the debtor has no codebtors.

Name and Address of Codebtor	Name and Address of Creditor

Form 7 (04/10)

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

In re: ***ER Gaston LTD, a Partnership*** Case No.

STATEMENT OF FINANCIAL AFFAIRS

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

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

DEFINITIONS

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

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

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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
Year to date: 2009	***162,975***
Last Year: 2009	***985,952***
Year before: 2008	***1,136,189***

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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, 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

None ☒

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

a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor, made within 90 days immediately preceding the commencement of this case 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 creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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 this 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 creditor counseling agency. (Married debtors filingunder 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.)

* 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.

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.)

7. Gifts

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

8. Losses

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

9. Payments related to debt counseling or bankruptcy

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Payee: Jeff A. Wells ***Address:*** ***12160 Abrams Rd.*** ***Suite 514*** ***Dallas, TX 75243***	***Date of Payment:*** ***Payor: ER Gaston LTD***	***$500.00***
Payee: US Bankruptcy Court ***Northern District*** ***Address:***	***Date of Payment: 2/28/11*** ***Payor: Ed Sigmund***	***1,049 - Filing Fee***

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 benificiary.

11. Closed financial accounts

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

12. Safe deposit boxes

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

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

None ☒ 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 hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar termunder an Environmental Law:

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.

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 commencment 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 commencment of this case.

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.

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.

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.

20. Inventories

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

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

21. Current Partners, Officers, Directors and Shareholders

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Name: Ed Sigmund ***Address: PO Box 227136*** ***Address: Dallas, TX 75222*** ***Address:***	***Interest: Owner***	***Percent:*** ***99%***

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
Name: Ed Sigmund ***Address: PO Box 227136*** ***Dallas, TX 75222***	***Owner***	***99%***

22. Former partners, officers, directors and shareholders

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

NAME	ADDRESS	DATE OF WITHDRAWAL
Name: Steve Parker	***3845 Dunhaven*** ***Dallas, TX 75220***	***January 2010***

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 distribution 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 preceeding 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 ____________________ Signature ***/s/ Ed Sigmund***

Ed Sigmund ***Partner***

Print Name and Title

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

____continuation sheets attached

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

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

In re ***ER Gaston LTD, a Partnership*** / Debtor

Case No.
Chapter ***11***

Attorney for Debtor: ***Jeff A. Wells***

STATEMENT PURSUANT TO RULE 2016(B)

The undersigned, pursuant to Rule 2016(b), Bankruptcy Rules, states that:

1. The undersigned is the attorney for the debtor(s) in this case.

2. The compensation paid or agreed to be paid by the debtor(s), to the undersigned is:
   a) For legal services rendered or to be rendered in contemplation of and in connection with this case . . . . $ ***3,000.00***
   b) Prior to the filing of this statement, debtor(s) have paid . . . . $ ***500.00***
   c) The unpaid balance due and payable is . . . . $ ***2,500.00***

3. $ ***1,039.00*** of the filing fee in this case has been paid.

4. The Services rendered or to be rendered include the following:
   a) Analysis of the financial situation, and rendering advice and assistance to the debtor(s) in determining whether to file a petition under title 11 of the United States Code.
   b) Preparation and filing of the petition, schedules, statement of financial affairs and other documents required by the court.
   c) Representation of the debtor(s) at the meeting of creditors.

5. The source of payments made by the debtor(s) to the undersigned was from earnings, wages and compensation for services performed, and
   None other

6. The source of payments to be made by the debtor(s) to the undersigned for the unpaid balance remaining, if any, will be from earnings, wages and compensation for services performed, and
   None other

7. The undersigned has received no transfer, assignment or pledge of property from debtor(s) except the following for the value stated:
   None

8. The undersigned has not shared or agreed to share with any other entity, other than with members of undersigned's law firm, any compensation paid or to be paid except as follows:
   None

Dated:

Respectfully submitted,

X ***/s/ Jeff A. Wells***

Attorney for Petitioner: ***Jeff A. Wells***
Aleshire, Crosland & Wells, PLLC
12160 Abrams Rd.
Suite 514
Dallas TX 75243
214-382-3777

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

In re *ER Gaston LTD*
a Partnership

Case No.
Chapter *11*

Debtor(s)

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

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
1 IRS 1100 Commerce Street MC: 5141 DAL RM 954 Dallas TX 75242	Phone: IRS 1100 Commerce Street MC: 5141 DAL RM 954 Dallas TX 75242	Value: Net Unsecured:		$ 600,000.00 $ 6,000.00 $ 594,000.00
2 3101 Gaston Inc	Phone: 3101 Gaston Inc	Rent in Arrears		$ 224,068.00
3 Texas State Comptroller PO Box 13528 Austin TX 78711	Phone: Texas State Comptroller PO Box 13528 Austin TX 78711	Sales and Use Taxes		$ 55,598.00
4 Digital Witness 1234 Lakeshore Drive Suite 600 Coppell TX 75019	Phone: Digital Witness 1234 Lakeshore Drive Suite 600 Coppell TX 75019	Arrearage on Executory Contract		$ 2,770.00
5 City of Dallas 1500 Marilla Street, 2DN Dallas TX 75202	Phone: City of Dallas	Utility Bills		$ 2,300.00

____ ,
Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May Be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (If Secured Also State Value of Security)
6 *Hudson Energy* *P.O. Box 731137* *Dallas TX 75373*	Phone: *Hudson Energy* *P.O. Box 731137* *Dallas TX 75373*	*Utility Bills*		*$ 1,500.00*
7 *ISI Commercial Refrigeration* *9136 Viscount Row* *Dallas TX 75247*	Phone: *ISI Commercial Refrigeration* *9136 Viscount Row* *Dallas TX 75247*	*Arrearage on Executory Contract*		*$ 775.00*
8 *AT&T* *PO Box 5001* *Carol Stream IL 60197*	Phone: *AT&T* *PO Box 5001* *Carol Stream IL 60197*	*Utility Bills*		*$ 760.00*
9 *Atmos Energy* *PO Box 790311* *Saint Louis MO 63179*	Phone: *Atmos Energy* *PO Box 790311* *Saint Louis MO 63179*	*Utility Bills*		*$ 475.00*
10 *Direct TV* *P.O. Box 6550* *Englewood CO 80155*	Phone: *Direct TV* *P.O. Box 6550* *Englewood CO 80155*	*Arrearage on Executory Contract*		*$ 395.00*
11 *Dallas Water and Utilities* *1500 Marilla St # 4AN* *Dallas TX 75202*	Phone: *Dallas Water and Utilities* *1500 Marilla St # 4AN* *Dallas TX 75202*	*Utility Bills*		*$ 360.00*

____ ,
Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A PARTNERSHIP

I, ***Ed Sigmund*** , ***Partner*** of the ***Partnership*** named as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Twenty Largest Unsecured Claims and that they are true and correct to the best of my knowledge, information and belief.

Date: ***2/28/2011***

Signature ***/s/ Ed Sigmund***
Name: ***Ed Sigmund***
Title: ***Partner***

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

In re ***ER Gaston LTD, a Partnership***

Case No.
Chapter ***11***

____ / Debtor

Attorney for Debtor: ***Jeff A. Wells***

COVER SHEET FOR LIST OF CREDITORS

I hereby certify under penalty of perjury that the attached list of creditors, which consists of ***2*** pages, is true, correct and complete to the best of my knowledge.

Date: ____________________

/s/ Ed Sigmund
Debtor

/s/ Jeff A. Wells
Jeff A. Wells
Attorney for the debtor(s)
12160 Abrams Rd.
Suite 514
Dallas, TX 75243

City of Dallas
1500 Marilla Street, 2DN
Dallas, TX 75202

IRS
1100 Commerce Street
MC: 5141 DAL RM 954
Dallas, TX 75242

Texas State Comptroller
PO Box 13528
Austin, TX 78711

3101 Gaston Inc

AT&T
PO Box 5001
Carol Stream, IL 60197

Atmos Energy
PO Box 790311
Saint Louis, MO 63179

City of Dallas

Dallas Water and Utilities
1500 Marilla St # 4AN
Dallas, TX 75202

Digital Witness
1234 Lakeshore Drive
Suite 600
Coppell, TX 75019

Direct TV
P.O. Box 6550
Englewood, CO 80155

Hudson Energy
P.O. Box 731137
Dallas, TX 75373

ISI Commercial Refrigeration
9136 Viscount Row
Dallas, TX 75247

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

In re: **ER Gaston LTD**

Case No.
Chapter **11**

BUSINESS INCOME AND EXPENSES

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:		
1. Gross Income For 12 Months Prior to Filing:		$ **922,768.00**
PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:		
2. Gross Monthly Income:		$ **86,900.00**
PART C - ESTIMATED FUTURE MONTHLY EXPENSES:		
3. Net Employee Payroll (Other Than Debtor)	$ **19,000.00**	
4. Payroll Taxes	**2,500.00**	
5. Unemployment Taxes	**0.00**	
6. Worker's Compensation	**0.00**	
7. Other Taxes	**8,652.00**	
8. Inventory Purchases (Including raw materials)	**25,823.00**	
9. Purchase of Feed/Fertilizer/Seed/Spray	**0.00**	
10. Rent (Other than debtor's principal residence)	**8,500.00**	
11. Utilities	**6,000.00**	
12. Office Expenses and Supplies	**250.00**	
13. Repairs and Maintenance	**1,000.00**	
14. Vehicle Expenses	**0.00**	
15. Travel and Entertainment	**0.00**	
16. Equipment Rental and Leases	**0.00**	
17. Legal/Accounting/Other Professional Fees	**0.00**	
18. Insurance	**800.00**	
19. Employee Benefits (e.g., pension, medical, etc.)	**0.00**	
20. Payments to Be Made Directly By Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):		
	$ **0.00**	
	0.00	
	0.00	
21. Other (Specify)		
Bank Service Charges	$ **500.00**	
Bar Supplies	**500.00**	
Advertising and Credit Card Expenses	**3,085.00**	
22. Total Monthly Expenses		$ **76,610.00**
PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:		
23. AVERAGE NET MONTHLY INCOME (Subtract Item 22 from Item 2)		$ **10,290.00**

2008 Partnership Return
prepared for:

E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

ELWELL ASSOCIATES
11300 N CENTRAL EXPY
DALLAS, TX 75243-6705

ELWELL ASSOCIATES
11300 N CENTRAL EXPY
DALLAS, TX 75243-6705
(214) 739-7100

September 13, 2009

E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

Dear Client:

Your 2008 Federal Partnership Income Tax return will be electronically filed with the Internal Revenue Service upon receipt of a signed Form 8879PE - IRS e-file Signature Authorization. No tax is payable with the filing of this return.

Enclosed is your 2009 Texas Franchise Tax Return. The original should be signed at the bottom of the form. In addition, sign and date at the bottom of Form 05-167, 2009 Texas Franchise Tax Ownership Information Report. There is a balance payable of $2,382. Mail the Texas return on or before May 15, 2009 and make check payable to:

COMPTROLLER OF PUBLIC ACCOUNTS
P.O. BOX 149348
AUSTIN, TX 78714-9348

You must distribute a copy of the 2008 Schedule K-1 to each partner, if applicable. Be sure to give each partner a copy of the Partner's Instructions for Schedule K-1.

Please call if you have any questions.

Sincerely,

JOHN L ELWELL

Form **8879-PE**

Department of the Treasury
Internal Revenue Service

IRS *e-file* Signature Authorization for Form 1065

For calendar year 2008, or tax year beginning ________, 2008, ending ________, ____.

▶ **See instructions. Do not send to the IRS. Keep for your records.**

OMB No. 1545-2042

2008

Name of partnership: E R GASTON, LTD

Employer identification number: 75-2849750

Part I — Tax Return Information (Whole dollars only)

1	Gross receipts or sales less returns and allowances (Form 1065, line 1c)	1	1,136,189.
2	Gross profit (Form 1065, line 3)	2	479,502.
3	Ordinary business income (loss) (Form 1065, line 22)	3	99,338.
4	Net rental real estate income (loss) (Form 1065, Schedule K, line 2)	4	
5	Other net rental income (loss) (Form 1065, Schedule K, line 3c)	5	

Part II — Declaration and Signature Authorization of General Partner or Limited Liability Company Member Manager (Be sure to get a copy of the partnership's return)

Under penalties of perjury, I declare that I am a general partner or limited liability company member manager of the above partnership and that I have examined a copy of the partnership's 2008 electronic return of partnership income and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts shown on the copy of the partnership's electronic tax return. I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to send the partnership's return to the IRS and to receive from the IRS **(a)** an acknowledgement of receipt or reason for rejection of the transmission, and **(b)** the reason for any delay in processing the return. I have selected a personal identification number (PIN) as my signature for the partnership's electronic income tax return.

General Partner or Limited Liability Company Member Manager's PIN: check one box only

[X] I authorize ELWELL ASSOCIATES (**ERO firm name**) to enter my PIN 15979 (**do not enter all zeros**) as my signature on the partnership's 2008 electronically filed income tax return.

[ ] As a general partner or limited liability company member manager of the partnership, I will enter my PIN as my signature on the partnership's 2008 electronically filed income tax return.

General partner or limited liability company member manager's signature ▶ ____________________

Title ▶ ____________________ Date ▶ __________

Part III — Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 75954255555 (**do not enter all zeros**)

I certify that the above numeric entry is my PIN, which is my signature on the 2008 electronically filed income tax return for the partnership indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 3112, IRS *e-file* Application and Participation, and Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS *e-file* Providers for Business Returns.

ERO's signature ▶ ____________________ Date ▶ __________

ERO Must Retain This Form — See Instructions

Do Not Submit This Form to the IRS Unless Requested To Do So

Form **1065**

Department of the Treasury
Internal Revenue Service

U.S. Return of Partnership Income

For calendar year 2008, or tax year beginning ______, 2008, ending ______, 20 ___.

► **See separate instructions.**

OMB No.1545-0099

2008

A Principal business activity: RESTAURANT	Use the IRS label. Otherwise, print or type. E R GASTON, LTD P.O. BOX 227136 DALLAS, TX 75222	D Employer identification number: 75-2849750
B Principal product or service: RESTAURANT		E Date business started: 1/01/2000
C Business code number: 722410		F Total assets (see instrs): $ 1,219,843.

G Check applicable boxes: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended return
(6) ☐ Technical termination - also check (1) or (2)

H Check accounting method: (1) ☐ Cash (2) ☒ Accrual (3) ☐ Other (specify) ►

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ► 3

J Check if Schedule M-3 attached ☐

Caution. *Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.*

INCOME	1a	Gross receipts or sales	1a	1,136,189.		
	b	Less returns and allowances	1b		1c	1,136,189.
	2	Cost of goods sold (Schedule A, line 8)			2	656,687.
	3	Gross profit. Subtract line 2 from line 1c			3	479,502.
	4	Ordinary income (loss) from other partnerships, estates, and trusts *(attach statement)*			4	
	5	Net farm profit (loss) *(attach Schedule F (Form 1040))*			5	
	6	Net gain (loss) from Form 4797, Part II, line 17 *(attach Form 4797)*			6	
	7	Other income (loss) *(attach statement)*			7	
	8	**Total income (loss).** Combine lines 3 through 7			8	479,502.
DEDUCTIONS (SEE INSTRUCTIONS FOR LIMITATIONS)	9	Salaries and wages (other than to partners) (less employment credits)			9	29,112.
	10	Guaranteed payments to partners			10	
	11	Repairs and maintenance			11	8,559.
	12	Bad debts			12	
	13	Rent			13	92,224.
	14	Taxes and licenses			14	38,745.
	15	Interest			15	47,776.
	16a	Depreciation *(if required, attach Form 4562)*	16a	6,004.		
	b	Less depreciation reported on Schedule A and elsewhere on return	16b		16c	6,004.
	17	Depletion **(Do not deduct oil and gas depletion.)**			17	
	18	Retirement plans, etc			18	
	19	Employee benefit programs			19	
	20	Other deductions *(attach statement)* SEE STATEMENT 1			20	157,744.
	21	**Total deductions.** Add the amounts shown in the far right column for lines 9 through 20			21	380,164.
	22	**Ordinary business income (loss).** Subtract line 21 from line 8			22	99,338.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member manager) is based on all information of which preparer has any knowledge.

► Signature of general partner or limited liability company member manager ► Date

May the IRS discuss this return with the preparer shown below (see instrs)? ☒ Yes ☐ No

Paid Preparer's Use Only

Preparer's signature: JOHN L ELWELL	Date	Check if self-employed ► ☒	Preparer's SSN or PTIN: P00333675
Firm's name (or yours if self-employed), address, and ZIP code ► ELWELL ASSOCIATES 11300 N CENTRAL EXPY DALLAS, TX 75243-6705		EIN ► 75-2121388	Phone no. (214) 739-7100

Schedule A — Cost of Goods Sold (see the instructions)

1	Inventory at beginning of year	1	21,144.
2	Purchases less cost of items withdrawn for personal use	2	388,814.
3	Cost of labor	3	270,900.
4	Additional section 263A costs *(attach statement)*	4	
5	Other costs *(attach statement)*	5	
6	**Total.** Add lines 1 through 5	6	680,858.
7	Inventory at end of year	7	24,171.
8	**Cost of goods sold.** Subtract line 7 from line 6. Enter here and on page 1, line 2	8	656,687.

9a Check all methods used for valuing closing inventory:

(i) ☐ Cost as described in Regulations section 1.471-3

(ii) ☐ Lower of cost or market as described in Regulations section 1.471-4

(iii) ☐ Other (specify method used and attach explanation) ►

b Check this box if there was a writedown of 'subnormal' goods as described in Regulations section 1.471-2(c) ► ☐

c Check this box if the LIFO inventory method was adopted this tax year for any goods *(if checked, attach Form 970)* ► ☐

d Do the rules of section 263A (for property produced or acquired for resale) apply to the partnership? ☐ **Yes** ☐ **No**

e Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ **Yes** ☐ **No**

If 'Yes,' attach explanation.

Schedule B — Other Information

		Yes	No
1	What type of entity is filing this return? Check the applicable box: a ☐ Domestic general partnership; b ☒ Domestic limited partnership; c ☐ Domestic limited liability company; d ☐ Domestic limited liability partnership; e ☐ Foreign partnership; f ☐ Other ►		
2	At any time during the tax year, was any partner in the partnership a disregarded entity, a partnership (including an entity treated as a partnership), a trust, an S corporation, an estate (other than an estate of a deceased partner), or a nominee or similar person?	X	
3	At the end of the tax year: a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), or trust own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If 'Yes,' complete (i) through (v) below		X

(i) Name of Entity	**(ii)** Employer Identification Number (if any)	**(iii)** Type of Entity	**(iv)** Country of Organization	**(v)** Maximum Percentage Owned in Profit, Loss, or Capital

	Yes	No
b Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If 'Yes,' complete (i) through (iv) below	X	

(i) Name of Individual or Estate	**(ii)** Social Security Number or Employer Identification Number (if any)	**(iii)** Country of Citizenship (see instructions)	**(iv)** Maximum Percentage Owned in Profit, Loss, or Capital
ED SIGMOND	191-48-0624	UNITED STATES	96.670

		Yes	No
4	At the end of the tax year, did the partnership: a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If 'Yes,' complete (i) through (iv) below		X

(i) Name of Corporation	**(ii)** Employer Identification Number (if any)	**(iii)** Country of Incorporation	**(iv)** Percentage Owned in Voting Stock

	Yes	No
b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If 'Yes,' complete (i) through (v) below		X

(i) Name of Entity	**(ii)** Employer Identification Number (if any)	**(iii)** Type of Entity	**(iv)** Country of Organization	**(v)** Maximum Percentage Owned in Profit, Loss, or Capital

		Yes	No
5	Did the partnership file Form 8893, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details		X
6	Does this partnership satisfy **all four** of the following conditions?		
	a The partnership's total receipts for the tax year were less than $250,000.		
	b The partnership's total assets at the end of the tax year were less than $1 million.		
	c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.		
	d The partnership is not filing and is not required to file Schedule M-3		X
	If 'Yes,' the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item L on Schedule K-1.		
7	Is this partnership a publicly traded partnership as defined in section 469(k)(2)?		X
8	During the tax year, did the partnership have any debt that was cancelled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?		X
9	Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?		X
10	At any time during calendar year 2008, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If 'Yes,' enter the name of the foreign country. ►		X
11	At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If 'Yes,' the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions		X
12a	Is the partnership making, or had it previously made (and not revoked), a section 754 election?		X
	See instructions for details regarding section 754 election.		
	b Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If 'Yes,' attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
	c Is the partnership required to adjust the basis of partnership assets under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If 'Yes,' attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
13	Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (including a disregarded entity) ► ☐		
14	At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in a partnership property?		X
15	If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, enter the number of Forms 8858 attached. See instructions ►		
16	Does the partnership have any foreign partners? If 'Yes,' enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership. ►		X
17	Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return ►		

Designation of Tax Matters Partner (see the instructions)
Enter below the general partner designated as the tax matters partner (TMP) for the tax year of this return:

Name of designated TMP ► STEVE PARKER

Identifying number of TMP ► 464-53-9788

Address of designated TMP ► 3845 DUNHAVEN
DALLAS, TX 75220

Schedule K Partners' Distributive Share Items

			Total amount
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1	99,338.
	2 Net rental real estate income (loss) *(attach Form 8825)*	2	
	3a Other gross rental income (loss) — 3a		
	b Expenses from other rental activities *(attach stmt)* — 3b		
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Guaranteed payments	4	
	5 Interest income	5	
	6 Dividends: a Ordinary dividends	6a	
	b Qualified dividends — 6b		
	7 Royalties	7	
	8 Net short-term capital gain (loss) *(attach Schedule D (Form 1065))*	8	
	9a Net long-term capital gain (loss) *(attach Schedule D (Form 1065))*	9a	
	b Collectibles (28%) gain (loss) — 9b		
	c Unrecaptured section 1250 gain *(attach statement)* — 9c		
	10 Net section 1231 gain (loss) *(attach Form 4797)*	10	
	11 Other income (loss) *(see instructions)* Type ►	11	
Deductions	12 Section 179 deduction *(attach Form 4562)*	12	4,067.
	13a Contributions	13a	
	b Investment interest expense	13b	
	c Section 59(e)(2) expenditures: **(1)** Type ► **(2)** Amount ►	13c (2)	
	d Other deductions *(see instructions)*. Type ► SEE STATEMENT 2	13d	
Self-Employment	14a Net earnings (loss) from self-employment	14a	
	b Gross farming or fishing income	14b	
	c Gross nonfarm income	14c	
Credits	15a Low-income housing credit (section 42(j)(5))	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) *(attach Form 3468)*	15c	
	d Other rental real estate credits *(see instructions)*. Type ►	15d	
	e Other rental credits *(see instructions)* Type ►	15e	
	f Other credits *(see instructions)* Type ►	15f	
Foreign Transactions	16a Name of country or U.S. possession ►		
	b Gross income from all sources	16b	
	c Gross income sourced at partner level	16c	
	Foreign gross income sourced at partnership level		
	d Passive category ► e General category ► f Other ►	16f	
	Deductions allocated and apportioned at partner level		
	g Interest expense ► h Other ►	16h	
	Deductions allocated and apportioned at partnership level to foreign source income		
	i Passive category ► j General category ► k Other ►	16k	
	l Total foreign taxes (check one): ► Paid ☐ Accrued ☐	16l	
	m Reduction in taxes available for credit *(attach statement)*	16m	
	n Other foreign tax information *(attach statement)*		
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment	17a	-22.
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas)	17c	
	d Oil, gas, and geothermal properties — gross income	17d	
	e Oil, gas, and geothermal properties — deductions	17e	
	f Other AMT items *(attach stmt)*	17f	
Other Information	18a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses	18c	
	19a Distributions of cash and marketable securities	19a	
	b Distributions of other property	19b	
	20a Investment income	20a	
	b Investment expenses	20b	
	c Other items and amounts *(attach stmt)*		

Analysis of Net Income (Loss)

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16l	1	95,271.

2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt organization	(vi) Nominee/Other
a General partners						
b Limited partners		95,271.				

Schedule L Balance Sheets per Books

Assets	Beginning of tax year (a)	(b)	End of tax year (c)	(d)
1 Cash		-31,011.		-43,725.
2a Trade notes and accounts receivable	1,928.		1,928.	
b Less allowance for bad debts		1,928.		1,928.
3 Inventories		21,144.		24,171.
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach stmt) SEE ST 3		886,645.		1,068,023.
7 Mortgage and real estate loans				
8 Other investments (attach stmt)				
9a Buildings and other depreciable assets	165,379.		169,446.	
b Less accumulated depreciation		165,379.		169,446.
10a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach stmt)				
14 Total assets		1,044,085.		1,219,843.
Liabilities and Capital				
15 Accounts payable		39,821.		62,177.
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach stmt) SEE ST 4		910,347.		958,409.
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach stmt)				
21 Partners' capital accounts		93,917.		199,257.
22 Total liabilities and capital		1,044,085.		1,219,843.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note. Schedule M-3 may be required instead of Schedule M-1 (see instructions).

1 Net income (loss) per books	105,340.	6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize): a Tax-exempt interest $	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):			
3 Guaranteed pmts (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l, not charged against book income this year (itemize): a Depreciation $ 10,069.	10,069.
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize): a Depreciation $ b Travel and entertainment $		8 Add lines 6 and 7	10,069.
5 Add lines 1 through 4	105,340.	9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	95,271.

Schedule M-2 Analysis of Partners' Capital Accounts

1 Balance at beginning of year	93,917.	6 Distributions: a Cash	
2 Capital contributed: a Cash		b Property	
b Property		7 Other decreases (itemize):	
3 Net income (loss) per books	105,340.		
4 Other increases (itemize):			
		8 Add lines 6 and 7	
5 Add lines 1 through 4	199,257.	9 Balance at end of year. Subtract line 8 from line 5	199,257.

651108

☐ Final K-1 ☐ Amended K-1 OMB No. 1545-0099

Schedule K-1 (Form 1065) **2008**

Department of the Treasury
Internal Revenue Service

For calendar year 2008, or tax year beginning ________, 2008 ending ________, ____

Partner's Share of Income, Deductions, Credits, etc.

► See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
75-2849750

B Partnership's name, address, city, state, and ZIP code
E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

C IRS Center where partnership filed return
OGDEN, UT

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
464-53-9788

F Partner's name, address, city, state, and ZIP code
STEVE PARKER
3845 DUNHAVEN
DALLAS, TX 75220

G ☐ General partner or LLC member-manager ☒ Limited partner or other LLC member

H ☒ Domestic partner ☐ Foreign partner

I What type of entity is this partner? INDIVIDUAL

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	3.33 %	3.33 %
Loss	3.33 %	3.33 %
Capital	3.33 %	3.33 %

K Partner's share of liabilities at year end:
Nonrecourse . . . $
Qualified nonrecourse financing . . . $
Recourse . . . $

L Partner's capital account analysis:

Beginning capital account	$ -2,478.
Capital contributed during the year	$
Current year increase (decrease)	$ 3,508.
Withdrawals and distributions	$
Ending capital account	$ 1,030.

☒ Tax basis ☐ GAAP ☐ Section 704(b) book
☐ Other (explain)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	3,308.
2	Net rental real estate income (loss)	
3	Other net rental income (loss)	
4	Guaranteed payments	
5	Interest income	
6a	Ordinary dividends	
6b	Qualified dividends	
7	Royalties	
8	Net short-term capital gain (loss)	
9a	Net long-term capital gain (loss)	
9b	Collectibles (28%) gain (loss)	
9c	Unrecaptured section 1250 gain	
10	Net section 1231 gain (loss)	
11	Other income (loss)	
12	Section 179 deduction	135.
13	Other deductions	U 3,173.
		V 9,990.
14	Self-employment earnings (loss)	
15	Credits	
16	Foreign transactions	
17	Alternative minimum tax (AMT) items	A -1.
18	Tax-exempt income and nondeductible expenses	
19	Distributions	
20	Other information	

*See attached statement for additional information.

FOR IRS USE ONLY

This list identifies the codes used on Schedule K-1 for all partners and provides summarized reporting information for partners who file Form 1040. For detailed reporting and filing information, see the separate Partner's Instructions for Schedule K-1 and the instructions for your income tax return.

1 Ordinary business income (loss). Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.

	Report on
Passive loss	See the Partner's Instructions
Passive income	Schedule E, line 28, column (g)
Nonpassive loss	Schedule E, line 28, column (h)
Nonpassive income	Schedule E, line 28, column (j)
2 Net rental real estate income (loss)	See the Partner's Instructions
3 Other net rental income (loss)	
Net income	Schedule E, line 28, column (g)
Net loss	See the Partner's Instructions
4 Guaranteed payments	Schedule E, line 28, column (j)
5 Interest income	Form 1040, line 8a
6a Ordinary dividends	Form 1040, line 9a
6b Qualified dividends	Form 1040, line 9b
7 Royalties	Schedule E, line 4
8 Net short-term capital gain (loss)	Schedule D, line 5, column (f)
9a Net long-term capital gain (loss)	Schedule D, line 12, column (f)
9b Collectibles (28%) gain (loss)	28% Rate Gain Worksheet, line 4 (Schedule D Instructions)
9c Unrecaptured section 1250 gain	See the Partner's Instructions
10 Net section 1231 gain (loss)	See the Partner's Instructions
11 Other income (loss)	
Code	
A Other portfolio income (loss)	See the Partner's Instructions
B Involuntary conversions	See the Partner's Instructions
C Section 1256 contracts and straddles	Form 6781, line 1
D Mining exploration costs recapture	See Pub 535
E Cancellation of debt	Form 1040, line 21 or Form 982
F Other income (loss)	See the Partner's Instructions
12 Section 179 deduction	See the Partner's Instructions
13 Other deductions	
A Cash contributions (50%)	See the Partner's Instructions
B Cash contributions (30%)	See the Partner's Instructions
C Noncash contributions (50%)	See the Partner's Instructions
D Noncash contributions (30%)	See the Partner's Instructions
E Capital gain property to a 50% organization (30%)	See the Partner's Instructions
F Capital gain property (20%)	See the Partner's Instructions
G Contributions (100%)	See the Partner's Instructions
H Investment interest expense	Form 4952, line 1
I Deductions — royalty income	Schedule E, line 18
J Section 59(e)(2) expenditures	See the Partner's Instructions
K Deductions — portfolio (2% floor)	Schedule A, line 23
L Deductions — portfolio (other)	Schedule A, line 28
M Amounts paid for medical insurance	Schedule A, line 1 or Form 1040, line 29
N Educational assistance benefits	See the Partner's Instructions
O Dependent care benefits	Form 2441, line 14
P Preproductive period expenses	See the Partner's Instructions
Q Commercial revitalization deduction from rental real estate activities	See Form 8582 Instructions
R Pensions and IRAs	See the Partner's Instructions
S Reforestation expense deduction	See the Partner's Instructions
T Domestic production activities information	See Form 8903 Instructions
U Qualified production activities income	Form 8903, line 7
V Employer's W-2 wages	Form 8903, line 15
W Other deductions	See the Partner's Instructions
14 Self-employment earnings (loss)	

Note. *If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.*

A Net earnings (loss) from self-employment	Schedule SE, Section A or B
B Gross farming or fishing income	See the Partner's Instructions
C Gross non-farm income	See the Partner's Instructions
15 Credits	
A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings	See the Partner's Instructions
B Low-income housing credit (other) from pre-2008 buildings	See the Partner's Instructions
C Low-income housing credit (section 42(j)(5)) from post-2007 buildings	Form 8586, line 11
D Low-income housing credit (other) from post-2007 buildings	Form 8586, line 11
E Qualified rehabilitation expenditures (rental real estate)	See the Partner's Instructions
F Other rental real estate credits	See the Partner's Instructions
G Other rental credits	See the Partner's Instructions
H Undistributed capital gains credit	Form 1040, line 68; check box a
I Alcohol and cellulosic biofuel fuels credit	Form 6478, line 9
J Work opportunity credit	Form 5884, line 3
K Disabled access credit	See the Partner's Instructions
L Empowerment zone and renewal community employment creidt	Form 8844, line 3
M Credit for increasing research activties	See the Partner's Instructions
N Credit for employer social security and Medicare taxes	Form 8846, line 5
O Backup withholding	Form 1040, line 62
P Other credits	See the Partner's Instructions
16 Foreign transactions	
A Name of country or U.S. possession	Form 1116, Part I
B Gross income from all sources	Form 1116, Part I
C Gross income sourced at partner level	Form 1116, Part I
Foreign gross income sourced at partnership level	
D Passive category	Form 1116, Part I
E General category	Form 1116, Part I
F Other	Form 1116, Part I
Deductions allocated and apportioned at partner level	
G Interest expense	Form 1116, Part I
H Other	Form 1116, Part I
Deductions allocated and apportioned at partnership level to foreign source income	
I Passive category	Form 1116, Part I
J General category	Form 1116, Part I
K Other	Form 1116, Part I
Other information	
L Total foreign taxes paid	Form 1116, Part II
M Total foreign taxes accrued	Form 1116, Part II
N Reduction in taxes available for credit	Form 1116, line 12
O Foreign trading gross receipts	Form 8873
P Extraterritorial income exclusion	Form 8873
Q Other foreign transactions	See the Partner's Instructions
17 Alternative minimum tax (AMT) items	
A Post-1986 depreciation adjustment	See the Partner's Instructions and the Instructions for Form 6251
B Adjusted gain or loss	See the Partner's Instructions and the Instructions for Form 6251
C Depletion (other than oil & gas)	See the Partner's Instructions and the Instructions for Form 6251
D Oil, gas, & geothermal — gross income	See the Partner's Instructions and the Instructions for Form 6251
E Oil, gas, & geothermal — deductions	See the Partner's Instructions and the Instructions for Form 6251
F Other AMT items	See the Partner's Instructions and the Instructions for Form 6251
18 Tax-exempt income and nondeductible expenses	
A Tax-exempt interest income	Form 1040, line 8b
B Other tax-exempt income	See the Partner's Instructions
C Nondeductible expenses	See the Partner's Instructions
19 Distributions	
A Cash and marketable securities	See Partner's Instructions
B Other property	See Partner's Instructions
C Distribution subject to section 737	See Partner's Instructions
20 Other information	
A Investment income	Form 4952, line 4a
B Investment expenses	Form 4952, line 5
C Fuel tax credit information	Form 4136
D Qualified rehabilitation expenditures (other than rental real estate)	See the Partner's Instructions
E Basis of energy property	See the Partner's Instructions
F Recapture of low-income housing credit (section 42(j)(5))	Form 8611, line 8
G Recapture of low-income housing credit (other)	Form 8611, line 8
H Recapture of investment credit	Form 4255
I Recapture of other credits	See the Partner's Instructions
J Look-back interest — completed long-term contracts	See Form 8697
K Look-back interest — income forecast method	See Form 8866
L Dispositions of property with section 179 deductions	See the Partner's Instructions
M Recapture of section 179 deduction	See the Partner's Instructions
N Interest expense for corporate partners	See the Partner's Instructions
O Section 453(l)(3) information	See the Partner's Instructions
P Section 453A(c) information	See the Partner's Instructions
Q Section 1260(b) information	See the Partner's Instructions
R Interest allocable to production expenditures	See the Partner's Instructions
S CCF nonqualified withdrawals	See the Partner's Instructions
T Depletion information — oil and gas	See the Partner's Instructions
U Amortization of reforestation costs	See the Partner's Instructions
V Unrelated business taxable income	See the Partner's Instructions
W Precontribution gain (loss)	See the Partner's Instructions
X Other information	See the Partner's Instructions

PARTNER 2: STEVE PARKER 464-53-9788

☐ Final K-1 ☐ Amended K-1 OMB No. 1545-0099

Schedule K-1 (Form 1065) **2008**

Department of the Treasury
Internal Revenue Service

For calendar year 2008, or tax year beginning ________, 2008 ending ________, ____

Partner's Share of Income, Deductions, Credits, etc.

► See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
75-2849750

B Partnership's name, address, city, state, and ZIP code
E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

C IRS Center where partnership filed return
OGDEN, UT

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
191-48-0624

F Partner's name, address, city, state, and ZIP code
ED SIGMOND
1027 DANFORTH CT
ARLINGTON, TX 76017

G ☐ General partner or LLC member-manager ☒ Limited partner or other LLC member

H ☒ Domestic partner ☐ Foreign partner

I What type of entity is this partner? INDIVIDUAL

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	96.67 %	96.67 %
Loss	96.67 %	96.67 %
Capital	96.67 %	96.67 %

K Partner's share of liabilities at year end:

Nonrecourse	$
Qualified nonrecourse financing	$
Recourse	$

L Partner's capital account analysis:

Beginning capital account	$ 96,395.
Capital contributed during the year	$
Current year increase (decrease)	$ 101,832.
Withdrawals and distributions	$
Ending capital account	$ 198,227.

☒ Tax basis ☐ GAAP ☐ Section 704(b) book
☐ Other (explain)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	96,030.
2	Net rental real estate income (loss)	
3	Other net rental income (loss)	
4	Guaranteed payments	
5	Interest income	
6a	Ordinary dividends	
6b	Qualified dividends	
7	Royalties	
8	Net short-term capital gain (loss)	
9a	Net long-term capital gain (loss)	
9b	Collectibles (28%) gain (loss)	
9c	Unrecaptured section 1250 gain	
10	Net section 1231 gain (loss)	
11	Other income (loss)	
12	Section 179 deduction	3,932.
13	Other deductions	
	U	92,098.
	V	290,022.
14	Self-employment earnings (loss)	
15	Credits	
16	Foreign transactions	
17	Alternative minimum tax (AMT) items	
	A	-21.
18	Tax-exempt income and nondeductible expenses	
19	Distributions	
20	Other information	

*See attached statement for additional information.

FOR IRS USE ONLY

This list identifies the codes used on Schedule K-1 for all partners and provides summarized reporting information for partners who file Form 1040. For detailed reporting and filing information, see the separate Partner's Instructions for Schedule K-1 and the instructions for your income tax return.

		Report on
1	**Ordinary business income (loss).** Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.	
	Passive loss	See the Partner's Instructions
	Passive income	Schedule E, line 28, column (g)
	Nonpassive loss	Schedule E, line 28, column (h)
	Nonpassive income	Schedule E, line 28, column (j)
2	**Net rental real estate income (loss)**	See the Partner's Instructions
3	**Other net rental income (loss)**	
	Net income	Schedule E, line 28, column (g)
	Net loss	See the Partner's Instructions
4	**Guaranteed payments**	Schedule E, line 28, column (j)
5	**Interest income**	Form 1040, line 8a
6a	**Ordinary dividends**	Form 1040, line 9a
6b	**Qualified dividends**	Form 1040, line 9b
7	**Royalties**	Schedule E, line 4
8	**Net short-term capital gain (loss)**	Schedule D, line 5, column (f)
9a	**Net long-term capital gain (loss)**	Schedule D, line 12, column (f)
9b	**Collectibles (28%) gain (loss)**	28% Rate Gain Worksheet, line 4 (Schedule D Instructions)
9c	**Unrecaptured section 1250 gain**	See the Partner's Instructions
10	**Net section 1231 gain (loss)**	See the Partner's Instructions
11	**Other income (loss)**	
	Code	
	A Other portfolio income (loss)	See the Partner's Instructions
	B Involuntary conversions	See the Partner's Instructions
	C Section 1256 contracts and straddles	Form 6781, line 1
	D Mining exploration costs recapture	See Pub 535
	E Cancellation of debt	Form 1040, line 21 or Form 982
	F Other income (loss)	See the Partner's Instructions
12	**Section 179 deduction**	See the Partner's Instructions
13	**Other deductions**	
	A Cash contributions (50%)	See the Partner's Instructions
	B Cash contributions (30%)	See the Partner's Instructions
	C Noncash contributions (50%)	See the Partner's Instructions
	D Noncash contributions (30%)	See the Partner's Instructions
	E Capital gain property to a 50% organization (30%)	See the Partner's Instructions
	F Capital gain property (20%)	See the Partner's Instructions
	G Contributions (100%)	See the Partner's Instructions
	H Investment interest expense	Form 4952, line 1
	I Deductions — royalty income	Schedule E, line 18
	J Section 59(e)(2) expenditures	See the Partner's Instructions
	K Deductions — portfolio (2% floor)	Schedule A, line 23
	L Deductions — portfolio (other)	Schedule A, line 28
	M Amounts paid for medical insurance	Schedule A, line 1 or Form 1040, line 29
	N Educational assistance benefits	See the Partner's Instructions
	O Dependent care benefits	Form 2441, line 14
	P Preproductive period expenses	See the Partner's Instructions
	Q Commercial revitalization deduction from rental real estate activities	See Form 8582 Instructions
	R Pensions and IRAs	See the Partner's Instructions
	S Reforestation expense deduction	See the Partner's Instructions
	T Domestic production activities information	See Form 8903 Instructions
	U Qualified production activities income	Form 8903, line 7
	V Employer's W-2 wages	Form 8903, line 15
	W Other deductions	See the Partner's Instructions
14	**Self-employment earnings (loss)**	

Note. *If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.*

	A Net earnings (loss) from self-employment	Schedule SE, Section A or B
	B Gross farming or fishing income	See the Partner's Instructions
	C Gross non-farm income	See the Partner's Instructions
15	**Credits**	
	A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings	See the Partner's Instructions
	B Low-income housing credit (other) from pre-2008 buildings	See the Partner's Instructions
	C Low-income housing credit (section 42(j)(5)) from post-2007 buildings	Form 8586, line 11
	D Low-income housing credit (other) from post-2007 buildings	Form 8586, line 11
	E Qualified rehabilitation expenditures (rental real estate)	See the Partner's Instructions
	F Other rental real estate credits	See the Partner's Instructions
	G Other rental credits	See the Partner's Instructions
	H Undistributed capital gains credit	Form 1040, line 68; check box a
	I Alcohol and cellulosic biofuel fuels credit	Form 6478, line 9
	Code	*Report on*
	J Work opportunity credit	Form 5884, line 3
	K Disabled access credit	See the Partner's Instructions
	L Empowerment zone and renewal community employment creidt	Form 8844, line 3
	M Credit for increasing research activties	See the Partner's Instructions
	N Credit for employer social security and Medicare taxes	Form 8846, line 5
	O Backup withholding	Form 1040, line 62
	P Other credits	See the Partner's Instructions
16	**Foreign transactions**	
	A Name of country or U.S. possession	Form 1116, Part I
	B Gross income from all sources	Form 1116, Part I
	C Gross income sourced at partner level	Form 1116, Part I
	Foreign gross income sourced at partnership level	
	D Passive category	Form 1116, Part I
	E General category	Form 1116, Part I
	F Other	Form 1116, Part I
	Deductions allocated and apportioned at partner level	
	G Interest expense	Form 1116, Part I
	H Other	Form 1116, Part I
	Deductions allocated and apportioned at partnership level to foreign source income	
	I Passive category	Form 1116, Part I
	J General category	Form 1116, Part I
	K Other	Form 1116, Part I
	Other information	
	L Total foreign taxes paid	Form 1116, Part II
	M Total foreign taxes accrued	Form 1116, Part II
	N Reduction in taxes available for credit	Form 1116, line 12
	O Foreign trading gross receipts	Form 8873
	P Extraterritorial income exclusion	Form 8873
	Q Other foreign transactions	See the Partner's Instructions
17	**Alternative minimum tax (AMT) items**	
	A Post-1986 depreciation adjustment	See the Partner's Instructions and the Instructions for Form 6251
	B Adjusted gain or loss	See the Partner's Instructions and the Instructions for Form 6251
	C Depletion (other than oil & gas)	See the Partner's Instructions and the Instructions for Form 6251
	D Oil, gas, & geothermal — gross income	See the Partner's Instructions and the Instructions for Form 6251
	E Oil, gas, & geothermal — deductions	See the Partner's Instructions and the Instructions for Form 6251
	F Other AMT items	See the Partner's Instructions and the Instructions for Form 6251
18	**Tax-exempt income and nondeductible expenses**	
	A Tax-exempt interest income	Form 1040, line 8b
	B Other tax-exempt income	See the Partner's Instructions
	C Nondeductible expenses	See the Partner's Instructions
19	**Distributions**	
	A Cash and marketable securities	See Partner's Instructions
	B Other property	See Partner's Instructions
	C Distribution subject to section 737	See Partner's Instructions
20	**Other information**	
	A Investment income	Form 4952, line 4a
	B Investment expenses	Form 4952, line 5
	C Fuel tax credit information	Form 4136
	D Qualified rehabilitation expenditures (other than rental real estate)	See the Partner's Instructions
	E Basis of energy property	See the Partner's Instructions
	F Recapture of low-income housing credit (section 42(j)(5))	Form 8611, line 8
	G Recapture of low-income housing credit (other)	Form 8611, line 8
	H Recapture of investment credit	Form 4255
	I Recapture of other credits	See the Partner's Instructions
	J Look-back interest — completed long-term contracts	See Form 8697
	K Look-back interest — income forecast method	See Form 8866
	L Dispositions of property with section 179 deductions	See the Partner's Instructions
	M Recapture of section 179 deduction	See the Partner's Instructions
	N Interest expense for corporate partners	See the Partner's Instructions
	O Section 453(l)(3) information	See the Partner's Instructions
	P Section 453A(c) information	See the Partner's Instructions
	Q Section 1260(b) information	See the Partner's Instructions
	R Interest allocable to production expenditures	See the Partner's Instructions
	S CCF nonqualified withdrawals	See the Partner's Instructions
	T Depletion information — oil and gas	See the Partner's Instructions
	U Amortization of reforestation costs	See the Partner's Instructions
	V Unrelated business taxable income	See the Partner's Instructions
	W Precontribution gain (loss)	See the Partner's Instructions
	X Other information	See the Partner's Instructions

PARTNER 4: ED SIGMOND 191-48-0624

651108

☐ Final K-1 ☐ Amended K-1 OMB No. 1545-0099

Schedule K-1 (Form 1065) **2008**

Department of the Treasury
Internal Revenue Service

For calendar year 2008, or tax year beginning ______, 2008 ending ______, ______

Partner's Share of Income, Deductions, Credits, etc.

► See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
75-2849750

B Partnership's name, address, city, state, and ZIP code

E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

C IRS Center where partnership filed return
OGDEN, UT

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
75-2782517

F Partner's name, address, city, state, and ZIP code

GOODFELLAS PIZZA, INC
P.O. BOX 227136
DALLAS, TX 75222

G [X] General partner or LLC member-manager ☐ Limited partner or other LLC member

H [X] Domestic partner ☐ Foreign partner

I What type of entity is this partner? S CORPORATION

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	%	%
Loss	%	%
Capital	%	%

K Partner's share of liabilities at year end:

Nonrecourse. . . . . $
Qualified nonrecourse financing. . . . . $
Recourse. . . . . $

L Partner's capital account analysis:

Beginning capital account. . . . . $ 0.
Capital contributed during the year. . . . . $
Current year increase (decrease) . . . . . . $
Withdrawals and distributions. . . . . $
Ending capital account. . . . . $ 0.

[X] Tax basis ☐ GAAP ☐ Section 704(b) book
☐ Other (explain)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)		
		19	Distributions
12	Section 179 deduction		
13	Other deductions	20	Other information
14	Self-employment earnings (loss)		

*See attached statement for additional information.

FOR IRS USE ONLY

This list identifies the codes used on Schedule K-1 for all partners and provides summarized reporting information for partners who file Form 1040. For detailed reporting and filing information, see the separate Partner's Instructions for Schedule K-1 and the instructions for your income tax return.

1 Ordinary business income (loss). Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.

	Report on
Passive loss	See the Partner's Instructions
Passive income	Schedule E, line 28, column (g)
Nonpassive loss	Schedule E, line 28, column (h)
Nonpassive income	Schedule E, line 28, column (j)
2 Net rental real estate income (loss)	See the Partner's Instructions
3 Other net rental income (loss)	
Net income	Schedule E, line 28, column (g)
Net loss	See the Partner's Instructions
4 Guaranteed payments	Schedule E, line 28, column (j)
5 Interest income	Form 1040, line 8a
6a Ordinary dividends	Form 1040, line 9a
6b Qualified dividends	Form 1040, line 9b
7 Royalties	Schedule E, line 4
8 Net short-term capital gain (loss)	Schedule D, line 5, column (f)
9a Net long-term capital gain (loss)	Schedule D, line 12, column (f)
9b Collectibles (28%) gain (loss)	28% Rate Gain Worksheet, line 4 (Schedule D Instructions)
9c Unrecaptured section 1250 gain	See the Partner's Instructions
10 Net section 1231 gain (loss)	See the Partner's Instructions
11 Other income (loss)	
Code	
A Other portfolio income (loss)	See the Partner's Instructions
B Involuntary conversions	See the Partner's Instructions
C Section 1256 contracts and straddles	Form 6781, line 1
D Mining exploration costs recapture	See Pub 535
E Cancellation of debt	Form 1040, line 21 or Form 982
F Other income (loss)	See the Partner's Instructions
12 Section 179 deduction	See the Partner's Instructions
13 Other deductions	
A Cash contributions (50%)	See the Partner's Instructions
B Cash contributions (30%)	See the Partner's Instructions
C Noncash contributions (50%)	See the Partner's Instructions
D Noncash contributions (30%)	See the Partner's Instructions
E Capital gain property to a 50% organization (30%)	See the Partner's Instructions
F Capital gain property (20%)	See the Partner's Instructions
G Contributions (100%)	See the Partner's Instructions
H Investment interest expense	Form 4952, line 1
I Deductions — royalty income	Schedule E, line 18
J Section 59(e)(2) expenditures	See the Partner's Instructions
K Deductions — portfolio (2% floor)	Schedule A, line 23
L Deductions — portfolio (other)	Schedule A, line 28
M Amounts paid for medical insurance	Schedule A, line 1 or Form 1040, line 29
N Educational assistance benefits	See the Partner's Instructions
O Dependent care benefits	Form 2441, line 14
P Preproductive period expenses	See the Partner's Instructions
Q Commercial revitalization deduction from rental real estate activities	See Form 8582 Instructions
R Pensions and IRAs	See the Partner's Instructions
S Reforestation expense deduction	See the Partner's Instructions
T Domestic production activities information	See Form 8903 Instructions
U Qualified production activities income	Form 8903, line 7
V Employer's W-2 wages	Form 8903, line 15
W Other deductions	See the Partner's Instructions
14 Self-employment earnings (loss)	

Note. *If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.*

A Net earnings (loss) from self-employment	Schedule SE, Section A or B
B Gross farming or fishing income	See the Partner's Instructions
C Gross non-farm income	See the Partner's Instructions
15 Credits	
A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings	See the Partner's Instructions
B Low-income housing credit (other) from pre-2008 buildings	See the Partner's Instructions
C Low-income housing credit (section 42(j)(5)) from post-2007 buildings	Form 8586, line 11
D Low-income housing credit (other) from post-2007 buildings	Form 8586, line 11
E Qualified rehabilitation expenditures (rental real estate)	See the Partner's Instructions
F Other rental real estate credits	See the Partner's Instructions
G Other rental credits	See the Partner's Instructions
H Undistributed capital gains credit	Form 1040, line 68; check box a
I Alcohol and cellulosic biofuel fuels credit	Form 6478, line 9

Code	*Report on*
J Work opportunity credit	Form 5884, line 3
K Disabled access credit	See the Partner's Instructions
L Empowerment zone and renewal community employment creidt	Form 8844, line 3
M Credit for increasing research activties	See the Partner's Instructions
N Credit for employer social security and Medicare taxes	Form 8846, line 5
O Backup withholding	Form 1040, line 62
P Other credits	See the Partner's Instructions
16 Foreign transactions	
A Name of country or U.S. possession	Form 1116, Part I
B Gross income from all sources	Form 1116, Part I
C Gross income sourced at partner level	Form 1116, Part I
Foreign gross income sourced at partnership level	
D Passive category	Form 1116, Part I
E General category	Form 1116, Part I
F Other	Form 1116, Part I
Deductions allocated and apportioned at partner level	
G Interest expense	Form 1116, Part I
H Other	Form 1116, Part I
Deductions allocated and apportioned at partnership level to foreign source income	
I Passive category	Form 1116, Part I
J General category	Form 1116, Part I
K Other	Form 1116, Part I
Other information	
L Total foreign taxes paid	Form 1116, Part II
M Total foreign taxes accrued	Form 1116, Part II
N Reduction in taxes available for credit	Form 1116, line 12
O Foreign trading gross receipts	Form 8873
P Extraterritorial income exclusion	Form 8873
Q Other foreign transactions	See the Partner's Instructions
17 Alternative minimum tax (AMT) items	
A Post-1986 depreciation adjustment	See the Partner's Instructions and the Instructions for Form 6251
B Adjusted gain or loss	See the Partner's Instructions and the Instructions for Form 6251
C Depletion (other than oil & gas)	See the Partner's Instructions and the Instructions for Form 6251
D Oil, gas, & geothermal — gross income	See the Partner's Instructions and the Instructions for Form 6251
E Oil, gas, & geothermal — deductions	See the Partner's Instructions and the Instructions for Form 6251
F Other AMT items	See the Partner's Instructions and the Instructions for Form 6251
18 Tax-exempt income and nondeductible expenses	
A Tax-exempt interest income	Form 1040, line 8b
B Other tax-exempt income	See the Partner's Instructions
C Nondeductible expenses	See the Partner's Instructions
19 Distributions	
A Cash and marketable securities	See Partner's Instructions
B Other property	See Partner's Instructions
C Distribution subject to section 737	See Partner's Instructions
20 Other information	
A Investment income	Form 4952, line 4a
B Investment expenses	Form 4952, line 5
C Fuel tax credit information	Form 4136
D Qualified rehabilitation expenditures (other than rental real estate)	See the Partner's Instructions
E Basis of energy property	See the Partner's Instructions
F Recapture of low-income housing credit (section 42(j)(5))	Form 8611, line 8
G Recapture of low-income housing credit (other)	Form 8611, line 8
H Recapture of investment credit	Form 4255
I Recapture of other credits	See the Partner's Instructions
J Look-back interest — completed long-term contracts	See Form 8697
K Look-back interest — income forecast method	See Form 8866
L Dispositions of property with section 179 deductions	See the Partner's Instructions
M Recapture of section 179 deduction	See the Partner's Instructions
N Interest expense for corporate partners	See the Partner's Instructions
O Section 453(l)(3) information	See the Partner's Instructions
P Section 453A(c) information	See the Partner's Instructions
Q Section 1260(b) information	See the Partner's Instructions
R Interest allocable to production expenditures	See the Partner's Instructions
S CCF nonqualified withdrawals	See the Partner's Instructions
T Depletion information — oil and gas	See the Partner's Instructions
U Amortization of reforestation costs	See the Partner's Instructions
V Unrelated business taxable income	See the Partner's Instructions
W Precontribution gain (loss)	See the Partner's Instructions
X Other information	See the Partner's Instructions

PARTNER 5: GOODFELLAS PIZZA, INC 75-2782517

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No. 1545-0172

2008

Attachment Sequence No. **67**

Name(s) shown on return: E R GASTON, LTD

Identifying number: 75-2849750

Business or activity to which this form relates: FORM 1065

Part I — Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	$250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	4,067.
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	$800,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	0.
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	250,000.

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
5-YEAR EQUIPMENT	4,067.	4,067.

7	Listed property. Enter the amount from line 29	7	0.		
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7			8	4,067.
9	Tentative deduction. Enter the **smaller** of line 5 or line 8			9	4,067.
10	Carryover of disallowed deduction from line 13 of your 2007 Form 4562			10	0.
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)			11	99,338.
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11			12	4,067.
13	Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12 ►	13	0.		

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II — Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III — MACRS Depreciation (Do not include listed property.) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2008	17	6,004.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B — Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C — Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System

(a)	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV — Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	6,004.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

STATEMENT 1
FORM 1065, LINE 20
OTHER DEDUCTIONS

ACCOUNTING	$ 3,883.
AUTO AND TRUCK EXPENSE	7,745.
BANK CHARGES	31,812.
COMMISSIONS	805.
DUES AND SUBSCRIPTIONS	4,871.
GIFTS	275.
INSURANCE	7,391.
JANITORIAL	2,946.
LEGAL AND PROFESSIONAL	6,024.
MISCELLANEOUS	954.
OTHER EXPENSE	114.
OVER/SHORT	81.
POSTAGE	1,081.
SUPPLIES	12,400.
TRAVEL	12,539.
UTILITIES	64,823.
TOTAL	$ 157,744.

STATEMENT 2
FORM 1065, SCHEDULE K, LINE 13D
OTHER DEDUCTIONS

QUALIFIED DOMESTIC PRODUCTION ACTIVITY INFORMATION

QUALIFIED PRODUCTION ACTIVITIES INCOME	$ 95,271.
EMPLOYER'S W-2 WAGES	300,012.

STATEMENT 3
FORM 1065, SCHEDULE L, LINE 6
OTHER CURRENT ASSETS

	BEGINNING	ENDING
THE GREAT AMERICAN FOOD CHAIN	$ 886,645.	$ 1,068,023.
TOTAL	$ 886,645.	$ 1,068,023.

STATEMENT 4
FORM 1065, SCHEDULE L, LINE 17
OTHER CURRENT LIABILITIES

	BEGINNING	ENDING
INTERCOMPANY PAY	$ 910,347.	$ 958,409.
TOTAL	$ 910,347.	$ 958,409.

E R GASTON, LTD 75-2849750

	2008	2007	DIFF
TRADE OR BUSINESS INCOME			
GROSS RECEIPTS LESS RETURNS	1,136,189	528,348	607,841
COST OF GOODS SOLD	656,687	177,191	479,496
GROSS PROFIT	479,502	351,157	128,345
OTHER INCOME (LOSS)	0	26,119	-26,119
TOTAL INCOME (LOSS)	479,502	377,276	102,226
TRADE OR BUSINESS DEDUCTIONS			
SALARIES AND WAGES (LESS EMP. CREDITS)	29,112	221,704	-192,592
REPAIRS AND MAINTENANCE	8,559	7,453	1,106
RENT	92,224	41,343	50,881
TAXES AND LICENSES	38,745	31,888	6,857
INTEREST	47,776	0	47,776
DEPRECIATION	6,004	8,325	-2,321
OTHER DEDUCTIONS	157,744	91,588	66,156
TOTAL DEDUCTIONS	380,164	402,301	-22,137
SCHEDULE K - INCOME			
ORDINARY BUSINESS INCOME (LOSS)	99,338	-25,025	124,363
SCHEDULE K - DEDUCTIONS			
SECTION 179 DEDUCTION	4,067	0	4,067
SCHEDULE K - ALTERNATIVE MINIMUM TAX ITEMS			
POST-1986 DEPRECIATION ADJUSTMENT	-22	-2	-20
SCHEDULE L - BALANCE SHEET			
BEGINNING ASSETS	1,044,085	660,145	383,940
BEGINNING LIABILITIES AND CAPITAL	1,044,085	660,145	383,940
ENDING ASSETS	1,219,843	766,024	453,819
ENDING LIABILITIES AND CAPITAL	1,219,843	766,024	453,819

E R GASTON, LTD 75-2849750

ENDING ASSETS		
CASH		-43,725
ACCOUNTS RECEIVABLE	1,928	
LESS ALLOWANCE FOR BAD DEBTS	(0)	1,928
INVENTORIES		24,171
OTHER CURRENT ASSETS		1,068,023
BUILDINGS AND OTHER ASSETS	169,446	
LESS ACCUMULATED DEPRECIATION	(0)	169,446
TOTAL ASSETS		1,219,843
ENDING LIABILITIES & CAPITAL		
ACCOUNTS PAYABLE		62,177
OTHER CURRENT LIABILITIES		958,409
PARTNERS' CAPITAL ACCOUNTS		199,257
TOTAL LIABILITIES AND CAPITAL		1,219,843

E R GASTON, LTD 75-2849750

	2008	2007	DIFF
REVENUE			
GROSS RECEIPTS OR SALES	1,136,189	528,348	607,841
OTHER INCOME	0	26,119	-26,119
TOTAL GROSS REVENUE	1,136,189	554,467	581,722
TOTAL REVENUE	1,136,189	554,467	581,722
COST OF GOODS SOLD			
COST OF GOODS SOLD	659,714	177,191	482,523
TOTAL COST OF GOODS SOLD	659,714	177,191	482,523
COMPENSATION			
WAGES AND CASH COMPENSATION	392,110	221,704	170,406
TOTAL COMPENSATION	392,110	221,704	170,406
MARGIN			
PERCENT MARGIN	795,332	388,127	407,205
COGS MARGIN	476,475	377,276	99,199
COMPENSATION MARGIN	744,079	332,763	411,316
MARGIN	476,475	332,763	143,712
APPORTIONMENT FACTOR			
GROSS RECEIPTS IN TEXAS	1,136,189	554,467	581,722
GROSS RECEIPTS EVERYWHERE	1,136,189	554,467	581,722
APPORTIONMENT FACTOR	1.00000	1.00000	0.00000
TAXABLE MARGIN			
APPORTIONED MARGIN	476,475	332,763	143,712
TAXABLE MARGIN	476,475	332,763	143,712
TAX DUE			
TAX RATE	0.5000%	0.0050%	0.4950%
TAX DUE	2,382	1,664	718
TAX ADJUSTMENTS			
TAX DUE BEFORE DISCOUNT	2,382	1,664	718
DISCOUNT	0	666	-666
AMOUNT DUE AND PAYABLE			
TOTAL AMOUNT DUE AND PAYABLE	2,382	998	1,384
TAX RATES			
MARGINAL TAX RATE	0.5%	0.0%	0.5%
EFFECTIVE TAX RATE	0.5%	0.3%	0.2%

E R GASTON, LTD 75-2849750

FORMS NEEDED FOR THIS RETURN

FEDERAL: 1065, SCH K-1, 4562
TEXAS: 05-158-A, 05-158-B, 05-167, 05-170

CARRYOVERS TO 2009

NONE

E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

Comptroller of Public Accounts
P.O. Box 149348
Austin, TX 78714-9348

TX2009 VER. 1.3 05-158-A (Rev. 1-08/2) ■ **Tcode** 13250 ANNUAL

TEXAS FRANCHISE TAX REPORT — Page 1

■ Taxpayer number	■ Report year	Due date	Privilege period covered by this report
17528497500	2009	05/15/2009	01/01/2009 — 12/31/2009

Taxpayer name: E R GASTON, LTD					Secretary of State file number or Comptroller file number: 0012768810
Mailing address: P.O. BOX 227136					
City: DALLAS	State: TX	Country: US	ZIP Code: 75222	Plus 4:	Check box if the address has changed ■ ☐

Check box if this is a combined report ■ ☐ | Check box if Total Revenue is adjusted for Tiered Partnership Election, see 171.1015. ■ ☐ | Check box to request a Certificate of Account Status ■ ☐

Check box if this is a Corporation or Limited Liability Company ☐ | Check box if this is an Entity other than a Corporation or Limited Liability Company ☒

Accounting year begin date ■	Accounting year end date ■	SIC code ■	NAICS code ■
010108	123108	5813	722410

REVENUE *(Whole dollars only)*

1	**Gross receipt or sales**	1 ■	1136189.00
2	**Dividends**	2 ■	0.00
3	**Interest**	3 ■	0.00
4	**Rents**	4 ■	0.00
5	**Royalties**	5 ■	0.00
6	**Gains/losses**	6 ■	0.00
7	**Other income**	7 ■	0.00
8	**Total gross revenue** *(Add Items 1 thru 7)*	8 ■	1136189.00
9	**Deduction from gross revenue**	9 ■	0.00
10	**TOTAL REVENUE** *(Item 8 minus Item 9) (If less than zero, enter 0)*	10 ■	1136189.00

COST OF GOODS SOLD *(Whole dollars only)*

11	**Costs of goods sold**	11 ■	659714.00
12	**Indirect or administrative overhead costs** *(Limited to 4%)*	12 ■	0.00
13	**Other** *(See instructions)*	13 ■	0.00
14	**TOTAL COSTS OF GOODS SOLD** *(Add Items 11 thru 13)*	14 ■	659714.00

COMPENSATION *(Whole dollars only)*

15	**Wages and cash compensation**	15 ■	392110.00
16	**Employee benefits**	16 ■	0.00
17	**Other** *(See instructions)*	17 ■	0.00
18	**TOTAL COMPENSATION** *(Add Items 15 thru 17)*	18 ■	392110.00

Texas Comptroller Official Use Only

VE/DE	○
PM Date	

1032

TX2009 VER. 1.3 05-158-B (Rev.1-08/2)

TEXAS FRANCHISE TAX REPORT – Page 2

■ Tcode 13251 ANNUAL

■ Taxpayer number	■ Report year	Due date	Taxpayer name
17528497500	2009	05/15/2009	E R GASTON, LTD

MARGIN *(Whole dollars only)*

19	**Revenue** *(Item 10 X 70%)*	19 ■	795332.00
20	**Revenue** *(Item 10 minus Item 14 COGS)*	20 ■	476475.00
21	**Revenue** *(Item 10 minus Item 18 Compensation)*	21 ■	744079.00
22	**MARGIN** *(Enter the lowest amount from Items 19, 20 or 21)*	22 ■	476475.00

APPORTIONMENT FACTOR

23	**Gross receipts in Texas** *(Whole dollars only)*	23 ■	1136189.00
24	**Gross receipts everywhere** *(Whole dollars only)*	24 ■	1136189.00
25	**APPORTIONMENT FACTOR** *(Divide Item 23 by Item 24) (Round to 4 decimal places)*	25 ■	1.0000

TAXABLE MARGIN *(Whole dollars only)*

26	**Apportioned margin** *(Multiply Item 22 by Item 25)*	26 ■	476475.00
27	**Allowable deductions**	27 ■	0.00
28	**TAXABLE MARGIN** *(Item 26 minus Item 27)*	28 ■	476475.00

TAX DUE

29	**Tax rate** *(See instructions for determining the appropriate tax rate)*	29 ■	0.0050
30	**Tax due** *(Multiply Item 28 by the tax rate in Item 29) (Dollars and cents)*	30 ■	2382.00

TAX ADJUSTMENTS *(Dollars and cents)*

31	**Tax credits** *(Item 23 from* **Form 05-160***)*	31 ■	0.00
32	**Tax due before discount** *(Item 30 minus Item 31)*	32 ■	2382.00
33	**Discount** *(See instructions)*	33 ■	0.00

TOTAL TAX DUE *(Dollars and cents)*

34	**TOTAL TAX DUE** *(Item 32 minus Item 33) (Do not include payment if this amount is less than $1,000)*	34 ■	2382.00

If the amount in Item 34 is $1,000 or more, you must complete Form 05-170.

Print or type name: ED SIGMOND		Area code and phone number
I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief.		**Mail original to:** COMPTROLLER OF PUBLIC ACCOUNTS P.O. Box 149348 Austin, TX 78714-9348
sign here ▶	Date	

If you have any questions regarding franchise tax, you may contact the Texas State Comptroller's field office in your area or call (800) 252-1381, toll free nationwide.
The Austin number is (512) 463-4600.
For instructions on completing the franchise tax report forms, see Form 05-392.

Texas Comptroller Official Use Only

VE/DE	○
PM Date	

1032

TX2009 VER. 1.3

05-167 (1-08)

■ Tcode 13197

TEXAS FRANCHISE TAX OWNERSHIP INFORMATION REPORT

(To be filed by Entities other than Corporations or Limited Liability Companies)

This report MUST be filed to satisfy franchise tax requirements

■ Taxpayer number	■ Report year
17528497500	2009

***You have certain rights** under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at: (512) 463-4600, or (800) 252-1381, toll free nationwide.*

Taxpayer name			Secretary of State file number or Comptroller file number	
E R GASTON, LTD			0012768810	
Mailing address: P.O. BOX 227136				
City	State	Country	ZIP Code	Plus 4
DALLAS	TX	USA	75222	

SECTION A. Enter the information required for each general partner and each person or entity that owns an interest of ten percent (10%) or more in this entity.

Name	What type of owner? (Check only one)	MEMBER	LIMITED PARTNER	GENERAL PARTNER
ED SIGMOND		☐	☒	☐
Mailing address		FEI number	Percentage of ownership	
1027 DANFORTH CT			96.67 %	
City	State	ZIP Code	Plus 4	
ARLINGTON	TX	76017		

Name	What type of owner? (Check only one)	MEMBER	LIMITED PARTNER	GENERAL PARTNER
GOODFELLAS PIZZA, INC		☐	☐	☒
Mailing address		FEI number	Percentage of ownership	
P.O. BOX 227136		752782517	%	
City	State	ZIP Code	Plus 4	
DALLAS	TX	75222		

Name	What type of owner? (Check only one)	MEMBER	LIMITED PARTNER	GENERAL PARTNER
		☐	☐	☐
Mailing address		FEI number	Percentage of ownership	
			%	
City	State	ZIP Code	Plus 4	

Name	What type of owner? (Check only one)	MEMBER	LIMITED PARTNER	GENERAL PARTNER
		☐	☐	☐
Mailing address		FEI number	Percentage of ownership	
			%	
City	State	ZIP Code	Plus 4	

SECTION B. Enter the information required for each entity, if any, in which this partnership, association, trust or other entity owns an interest of ten percent (10%) or more.

Name of owned (subsidiary) corporation or entity	State of formation	FEI number	Percentage of Ownership
NONE			%
			%

Registered agent and registered office currently on file. *(See instructions if you need to make changes)*				
Agent:				
Office:	City	State	ZIP Code	Plus 4

The above information is authorized by Section 171.201(a)(2), Section 171.201(a)(3) and 171.202(a)(4) for each entity.
Use additional forms (05-167) for Sections A and B as necessary.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is a member or partner and who is not currently employed by this, or a related entity.

sign here ►	Title	Date	Area code and phone number

Texas Comptroller Official Use Only

VE/DE	○	PIR IND	○

1032

TX2009
VER. 1.3

05-170
(Rev. 1-08/2)
■ **Tcode** 13050 ANNUAL

TEXAS FRANCHISE TAX PAYMENT FORM

■ Taxpayer number	■ Report year	Due date
17528497500	2009	05/15/2009

Taxpayer name

E R GASTON, LTD

1	**Total tax due on this report** .... *(Item 34 from Form 05-158-B or Item 17 from Form 05-169)*	1	2382. 00
2	**Enter prior payment**	2	0. 00
3	**Net tax due** *(Item 1 minus Item 2)*.........................	3	2382. 00
4	**Penalty** *(See instructions)*	4	0. 00
5	**Interest** *(See instructions)*.................................	5	0. 00
6	**TOTAL AMOUNT DUE AND PAYABLE** *(Add Items 3, 4 and 5)*... *Make amount payable to STATE COMPTROLLER*	6 ■	2382. 00

Mail original to:
COMPTROLLER OF PUBLIC ACCOUNTS
P.O. Box 149348
Austin, TX 78714-9348

If you have any questions regarding franchise tax, you may contact the Texas State Comptroller's field office in your area or call (800) 252-1381, toll free nationwide.
The Austin number is (512) 463-4600.
For instructions on completing the franchise tax report forms, see Form 05-392.

Texas Comptroller Official Use Only

VE/DE	○
PM Date	

1032

E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

September 13, 2009

STEVE PARKER
3845 DUNHAVEN
DALLAS, TX 75220

RE:
E R GASTON, LTD
75-2849750
Schedule K-1 from Partnership's 2008 Return of Income

Dear STEVE PARKER:

Enclosed is your 2008 Schedule K-1 (Form 1065) Partner's Share of Income, Deductions, Credits, Etc. from E R GASTON, LTD. This information reflects the amounts you need to complete your income tax return. The amounts shown are your distributive share of partnership tax items to be reported on your tax return, and may not correspond to actual distributions you have received during the year. This information is included in the Partnership's 2008 Federal Return of Partnership Income that was filed with the Internal Revenue Service.

If you have any questions concerning this information, please contact us immediately.

Sincerely,

E R GASTON, LTD

Enclosure(s)

651108

☐ Final K-1 ☐ Amended K-1 OMB No. 1545-0099

Schedule K-1 (Form 1065) **2008**

Department of the Treasury
Internal Revenue Service

For calendar year 2008, or tax year beginning ________, 2008 ending ________, ____

Partner's Share of Income, Deductions, Credits, etc.

► See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
75-2849750

B Partnership's name, address, city, state, and ZIP code
E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

C IRS Center where partnership filed return
OGDEN, UT

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
464-53-9788

F Partner's name, address, city, state, and ZIP code
STEVE PARKER
3845 DUNHAVEN
DALLAS, TX 75220

G ☐ General partner or LLC member-manager ☒ Limited partner or other LLC member

H ☒ Domestic partner ☐ Foreign partner

I What type of entity is this partner? INDIVIDUAL

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	3.33 %	3.33 %
Loss	3.33 %	3.33 %
Capital	3.33 %	3.33 %

K Partner's share of liabilities at year end:

Nonrecourse	$
Qualified nonrecourse financing	$
Recourse	$

L Partner's capital account analysis:

Beginning capital account	$ -2,478.
Capital contributed during the year	$
Current year increase (decrease)	$ 3,508.
Withdrawals and distributions	$
Ending capital account	$ 1,030.

☒ Tax basis ☐ GAAP ☐ Section 704(b) book
☐ Other (explain)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	3,308.
2	Net rental real estate income (loss)	
3	Other net rental income (loss)	
4	Guaranteed payments	
5	Interest income	
6a	Ordinary dividends	
6b	Qualified dividends	
7	Royalties	
8	Net short-term capital gain (loss)	
9a	Net long-term capital gain (loss)	
9b	Collectibles (28%) gain (loss)	
9c	Unrecaptured section 1250 gain	
10	Net section 1231 gain (loss)	
11	Other income (loss)	
12	Section 179 deduction	135.
13	Other deductions	U 3,173.
		V 9,990.
14	Self-employment earnings (loss)	
15	Credits	
16	Foreign transactions	
17	Alternative minimum tax (AMT) items	A -1.
18	Tax-exempt income and nondeductible expenses	
19	Distributions	
20	Other information	

*See attached statement for additional information.

FOR IRS USE ONLY

This list identifies the codes used on Schedule K-1 for all partners and provides summarized reporting information for partners who file Form 1040. For detailed reporting and filing information, see the separate Partner's Instructions for Schedule K-1 and the instructions for your income tax return.

		Report on
1	**Ordinary business income (loss).** Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.	
	Passive loss	See the Partner's Instructions
	Passive income	Schedule E, line 28, column (g)
	Nonpassive loss	Schedule E, line 28, column (h)
	Nonpassive income	Schedule E, line 28, column (j)
2	**Net rental real estate income (loss)**	See the Partner's Instructions
3	**Other net rental income (loss)**	
	Net income	Schedule E, line 28, column (g)
	Net loss	See the Partner's Instructions
4	**Guaranteed payments**	Schedule E, line 28, column (j)
5	**Interest income**	Form 1040, line 8a
6a	**Ordinary dividends**	Form 1040, line 9a
6b	**Qualified dividends**	Form 1040, line 9b
7	**Royalties**	Schedule E, line 4
8	**Net short-term capital gain (loss)**	Schedule D, line 5, column (f)
9a	**Net long-term capital gain (loss)**	Schedule D, line 12, column (f)
9b	**Collectibles (28%) gain (loss)**	28% Rate Gain Worksheet, line 4 (Schedule D Instructions)
9c	**Unrecaptured section 1250 gain**	See the Partner's Instructions
10	**Net section 1231 gain (loss)**	See the Partner's Instructions
11	**Other income (loss)**	
	Code	
	A Other portfolio income (loss)	See the Partner's Instructions
	B Involuntary conversions	See the Partner's Instructions
	C Section 1256 contracts and straddles	Form 6781, line 1
	D Mining exploration costs recapture	See Pub 535
	E Cancellation of debt	Form 1040, line 21 or Form 982
	F Other income (loss)	See the Partner's Instructions
12	**Section 179 deduction**	See the Partner's Instructions
13	**Other deductions**	
	A Cash contributions (50%)	See the Partner's Instructions
	B Cash contributions (30%)	See the Partner's Instructions
	C Noncash contributions (50%)	See the Partner's Instructions
	D Noncash contributions (30%)	See the Partner's Instructions
	E Capital gain property to a 50% organization (30%)	See the Partner's Instructions
	F Capital gain property (20%)	See the Partner's Instructions
	G Contributions (100%)	See the Partner's Instructions
	H Investment interest expense	Form 4952, line 1
	I Deductions — royalty income	Schedule E, line 18
	J Section 59(e)(2) expenditures	See the Partner's Instructions
	K Deductions — portfolio (2% floor)	Schedule A, line 23
	L Deductions — portfolio (other)	Schedule A, line 28
	M Amounts paid for medical insurance	Schedule A, line 1 or Form 1040, line 29
	N Educational assistance benefits	See the Partner's Instructions
	O Dependent care benefits	Form 2441, line 14
	P Preproductive period expenses	See the Partner's Instructions
	Q Commercial revitalization deduction from rental real estate activities	See Form 8582 Instructions
	R Pensions and IRAs	See the Partner's Instructions
	S Reforestation expense deduction	See the Partner's Instructions
	T Domestic production activities information	See Form 8903 Instructions
	U Qualified production activities income	Form 8903, line 7
	V Employer's W-2 wages	Form 8903, line 15
	W Other deductions	See the Partner's Instructions
14	**Self-employment earnings (loss)**	

Note. *If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.*

	A Net earnings (loss) from self-employment	Schedule SE, Section A or B
	B Gross farming or fishing income	See the Partner's Instructions
	C Gross non-farm income	See the Partner's Instructions
15	**Credits**	
	A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings	See the Partner's Instructions
	B Low-income housing credit (other) from pre-2008 buildings	See the Partner's Instructions
	C Low-income housing credit (section 42(j)(5)) from post-2007 buildings	Form 8586, line 11
	D Low-income housing credit (other) from post-2007 buildings	Form 8586, line 11
	E Qualified rehabilitation expenditures (rental real estate)	See the Partner's Instructions
	F Other rental real estate credits	See the Partner's Instructions
	G Other rental credits	See the Partner's Instructions
	H Undistributed capital gains credit	Form 1040, line 68; check box a
	I Alcohol and cellulosic biofuel fuels credit	Form 6478, line 9
	J Work opportunity credit	Form 5884, line 3
	K Disabled access credit	See the Partner's Instructions
	L Empowerment zone and renewal community employment creidt	Form 8844, line 3
	M Credit for increasing research activties	See the Partner's Instructions
	N Credit for employer social security and Medicare taxes	Form 8846, line 5
	O Backup withholding	Form 1040, line 62
	P Other credits	See the Partner's Instructions
16	**Foreign transactions**	
	A Name of country or U.S. possession	Form 1116, Part I
	B Gross income from all sources	Form 1116, Part I
	C Gross income sourced at partner level	Form 1116, Part I
	Foreign gross income sourced at partnership level	
	D Passive category	Form 1116, Part I
	E General category	Form 1116, Part I
	F Other	Form 1116, Part I
	Deductions allocated and apportioned at partner level	
	G Interest expense	Form 1116, Part I
	H Other	Form 1116, Part I
	Deductions allocated and apportioned at partnership level to foreign source income	
	I Passive category	Form 1116, Part I
	J General category	Form 1116, Part I
	K Other	Form 1116, Part I
	Other information	
	L Total foreign taxes paid	Form 1116, Part II
	M Total foreign taxes accrued	Form 1116, Part II
	N Reduction in taxes available for credit	Form 1116, line 12
	O Foreign trading gross receipts	Form 8873
	P Extraterritorial income exclusion	Form 8873
	Q Other foreign transactions	See the Partner's Instructions
17	**Alternative minimum tax (AMT) items**	
	A Post-1986 depreciation adjustment	See the Partner's Instructions and the Instructions for Form 6251
	B Adjusted gain or loss	See the Partner's Instructions and the Instructions for Form 6251
	C Depletion (other than oil & gas)	See the Partner's Instructions and the Instructions for Form 6251
	D Oil, gas, & geothermal — gross income	See the Partner's Instructions and the Instructions for Form 6251
	E Oil, gas, & geothermal — deductions	See the Partner's Instructions and the Instructions for Form 6251
	F Other AMT items	See the Partner's Instructions and the Instructions for Form 6251
18	**Tax-exempt income and nondeductible expenses**	
	A Tax-exempt interest income	Form 1040, line 8b
	B Other tax-exempt income	See the Partner's Instructions
	C Nondeductible expenses	See the Partner's Instructions
19	**Distributions**	
	A Cash and marketable securities	See Partner's Instructions
	B Other property	See Partner's Instructions
	C Distribution subject to section 737	See Partner's Instructions
20	**Other information**	
	A Investment income	Form 4952, line 4a
	B Investment expenses	Form 4952, line 5
	C Fuel tax credit information	Form 4136
	D Qualified rehabilitation expenditures (other than rental real estate)	See the Partner's Instructions
	E Basis of energy property	See the Partner's Instructions
	F Recapture of low-income housing credit (section 42(j)(5))	Form 8611, line 8
	G Recapture of low-income housing credit (other)	Form 8611, line 8
	H Recapture of investment credit	Form 4255
	I Recapture of other credits	See the Partner's Instructions
	J Look-back interest — completed long-term contracts	See Form 8697
	K Look-back interest — income forecast method	See Form 8866
	L Dispositions of property with section 179 deductions	See the Partner's Instructions
	M Recapture of section 179 deduction	See the Partner's Instructions
	N Interest expense for corporate partners	See the Partner's Instructions
	O Section 453(l)(3) information	See the Partner's Instructions
	P Section 453A(c) information	See the Partner's Instructions
	Q Section 1260(b) information	See the Partner's Instructions
	R Interest allocable to production expenditures	See the Partner's Instructions
	S CCF nonqualified withdrawals	See the Partner's Instructions
	T Depletion information — oil and gas	See the Partner's Instructions
	U Amortization of reforestation costs	See the Partner's Instructions
	V Unrelated business taxable income	See the Partner's Instructions
	W Precontribution gain (loss)	See the Partner's Instructions
	X Other information	See the Partner's Instructions

PARTNER 2: STEVE PARKER 464-53-9788

E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

September 13, 2009

ED SIGMOND
1027 DANFORTH CT
ARLINGTON, TX 76017

RE:
E R GASTON, LTD
75-2849750
Schedule K-1 from Partnership's 2008 Return of Income

Dear ED SIGMOND:

Enclosed is your 2008 Schedule K-1 (Form 1065) Partner's Share of Income, Deductions, Credits, Etc. from E R GASTON, LTD. This information reflects the amounts you need to complete your income tax return. The amounts shown are your distributive share of partnership tax items to be reported on your tax return, and may not correspond to actual distributions you have received during the year. This information is included in the Partnership's 2008 Federal Return of Partnership Income that was filed with the Internal Revenue Service.

If you have any questions concerning this information, please contact us immediately.

Sincerely,

E R GASTON, LTD

Enclosure(s)

651108

☐ Final K-1 ☐ Amended K-1 OMB No. 1545-0099

Schedule K-1 (Form 1065) **2008**

Department of the Treasury
Internal Revenue Service

For calendar year 2008, or tax year beginning ________, 2008 ending ________, ____

Partner's Share of Income, Deductions, Credits, etc.

► See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
75-2849750

B Partnership's name, address, city, state, and ZIP code
E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

C IRS Center where partnership filed return
OGDEN, UT

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
191-48-0624

F Partner's name, address, city, state, and ZIP code
ED SIGMOND
1027 DANFORTH CT
ARLINGTON, TX 76017

G ☐ General partner or LLC member-manager ☒ Limited partner or other LLC member

H ☒ Domestic partner ☐ Foreign partner

I What type of entity is this partner? INDIVIDUAL

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	96.67 %	96.67 %
Loss	96.67 %	96.67 %
Capital	96.67 %	96.67 %

K Partner's share of liabilities at year end:
Nonrecourse . . . . . $
Qualified nonrecourse financing . . . . . $
Recourse . . . . . $

L Partner's capital account analysis:

Beginning capital account	$ 96,395.
Capital contributed during the year	$
Current year increase (decrease)	$ 101,832.
Withdrawals and distributions	$
Ending capital account	$ 198,227.

☒ Tax basis ☐ GAAP ☐ Section 704(b) book
☐ Other (explain)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	96,030.
2	Net rental real estate income (loss)	
3	Other net rental income (loss)	
4	Guaranteed payments	
5	Interest income	
6a	Ordinary dividends	
6b	Qualified dividends	
7	Royalties	
8	Net short-term capital gain (loss)	
9a	Net long-term capital gain (loss)	
9b	Collectibles (28%) gain (loss)	
9c	Unrecaptured section 1250 gain	
10	Net section 1231 gain (loss)	
11	Other income (loss)	
12	Section 179 deduction	3,932.
13	Other deductions	
	U	92,098.
	V	290,022.
14	Self-employment earnings (loss)	
15	Credits	
16	Foreign transactions	
17	Alternative minimum tax (AMT) items	
	A	-21.
18	Tax-exempt income and nondeductible expenses	
19	Distributions	
20	Other information	

*See attached statement for additional information.

FOR IRS USE ONLY

BAA For Paperwork Reduction Act Notice, see Instructions for Form 1065. Schedule K-1 (Form 1065) 2008

PARTNER 4

PTPA0312L 12/15/08

This list identifies the codes used on Schedule K-1 for all partners and provides summarized reporting information for partners who file Form 1040. For detailed reporting and filing information, see the separate Partner's Instructions for Schedule K-1 and the instructions for your income tax return.

		Report on
1	**Ordinary business income (loss).** Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.	
	Passive loss	See the Partner's Instructions
	Passive income	Schedule E, line 28, column (g)
	Nonpassive loss	Schedule E, line 28, column (h)
	Nonpassive income	Schedule E, line 28, column (j)
2	**Net rental real estate income (loss)**	See the Partner's Instructions
3	**Other net rental income (loss)**	
	Net income	Schedule E, line 28, column (g)
	Net loss	See the Partner's Instructions
4	**Guaranteed payments**	Schedule E, line 28, column (j)
5	**Interest income**	Form 1040, line 8a
6a	**Ordinary dividends**	Form 1040, line 9a
6b	**Qualified dividends**	Form 1040, line 9b
7	**Royalties**	Schedule E, line 4
8	**Net short-term capital gain (loss)**	Schedule D, line 5, column (f)
9a	**Net long-term capital gain (loss)**	Schedule D, line 12, column (f)
9b	**Collectibles (28%) gain (loss)**	28% Rate Gain Worksheet, line 4 (Schedule D Instructions)
9c	**Unrecaptured section 1250 gain**	See the Partner's Instructions
10	**Net section 1231 gain (loss)**	See the Partner's Instructions
11	**Other income (loss)**	
	Code	
	A Other portfolio income (loss)	See the Partner's Instructions
	B Involuntary conversions	See the Partner's Instructions
	C Section 1256 contracts and straddles	Form 6781, line 1
	D Mining exploration costs recapture	See Pub 535
	E Cancellation of debt	Form 1040, line 21 or Form 982
	F Other income (loss)	See the Partner's Instructions
12	**Section 179 deduction**	See the Partner's Instructions
13	**Other deductions**	
	A Cash contributions (50%)	See the Partner's Instructions
	B Cash contributions (30%)	See the Partner's Instructions
	C Noncash contributions (50%)	See the Partner's Instructions
	D Noncash contributions (30%)	See the Partner's Instructions
	E Capital gain property to a 50% organization (30%)	See the Partner's Instructions
	F Capital gain property (20%)	See the Partner's Instructions
	G Contributions (100%)	See the Partner's Instructions
	H Investment interest expense	Form 4952, line 1
	I Deductions — royalty income	Schedule E, line 18
	J Section 59(e)(2) expenditures	See the Partner's Instructions
	K Deductions — portfolio (2% floor)	Schedule A, line 23
	L Deductions — portfolio (other)	Schedule A, line 28
	M Amounts paid for medical insurance	Schedule A, line 1 or Form 1040, line 29
	N Educational assistance benefits	See the Partner's Instructions
	O Dependent care benefits	Form 2441, line 14
	P Preproductive period expenses	See the Partner's Instructions
	Q Commercial revitalization deduction from rental real estate activities	See Form 8582 Instructions
	R Pensions and IRAs	See the Partner's Instructions
	S Reforestation expense deduction	See the Partner's Instructions
	T Domestic production activities information	See Form 8903 Instructions
	U Qualified production activities income	Form 8903, line 7
	V Employer's W-2 wages	Form 8903, line 15
	W Other deductions	See the Partner's Instructions
14	**Self-employment earnings (loss)**	

Note. *If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.*

	A Net earnings (loss) from self-employment	Schedule SE, Section A or B
	B Gross farming or fishing income	See the Partner's Instructions
	C Gross non-farm income	See the Partner's Instructions
15	**Credits**	
	A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings	See the Partner's Instructions
	B Low-income housing credit (other) from pre-2008 buildings	See the Partner's Instructions
	C Low-income housing credit (section 42(j)(5)) from post-2007 buildings	Form 8586, line 11
	D Low-income housing credit (other) from post-2007 buildings	Form 8586, line 11
	E Qualified rehabilitation expenditures (rental real estate)	See the Partner's Instructions
	F Other rental real estate credits	See the Partner's Instructions
	G Other rental credits	See the Partner's Instructions
	H Undistributed capital gains credit	Form 1040, line 68; check box a
	I Alcohol and cellulosic biofuel fuels credit	Form 6478, line 9

	Code	*Report on*
	J Work opportunity credit	Form 5884, line 3
	K Disabled access credit	See the Partner's Instructions
	L Empowerment zone and renewal community employment creidt	Form 8844, line 3
	M Credit for increasing research activties	See the Partner's Instructions
	N Credit for employer social security and Medicare taxes	Form 8846, line 5
	O Backup withholding	Form 1040, line 62
	P Other credits	See the Partner's Instructions
16	**Foreign transactions**	
	A Name of country or U.S. possession	Form 1116, Part I
	B Gross income from all sources	Form 1116, Part I
	C Gross income sourced at partner level	Form 1116, Part I
	Foreign gross income sourced at partnership level	
	D Passive category	Form 1116, Part I
	E General category	Form 1116, Part I
	F Other	Form 1116, Part I
	Deductions allocated and apportioned at partner level	
	G Interest expense	Form 1116, Part I
	H Other	Form 1116, Part I
	Deductions allocated and apportioned at partnership level to foreign source income	
	I Passive category	Form 1116, Part I
	J General category	Form 1116, Part I
	K Other	Form 1116, Part I
	Other information	
	L Total foreign taxes paid	Form 1116, Part II
	M Total foreign taxes accrued	Form 1116, Part II
	N Reduction in taxes available for credit	Form 1116, line 12
	O Foreign trading gross receipts	Form 8873
	P Extraterritorial income exclusion	Form 8873
	Q Other foreign transactions	See the Partner's Instructions
17	**Alternative minimum tax (AMT) items**	
	A Post-1986 depreciation adjustment	See the Partner's Instructions and the Instructions for Form 6251
	B Adjusted gain or loss	See the Partner's Instructions and the Instructions for Form 6251
	C Depletion (other than oil & gas)	See the Partner's Instructions and the Instructions for Form 6251
	D Oil, gas, & geothermal — gross income	See the Partner's Instructions and the Instructions for Form 6251
	E Oil, gas, & geothermal — deductions	See the Partner's Instructions and the Instructions for Form 6251
	F Other AMT items	See the Partner's Instructions and the Instructions for Form 6251
18	**Tax-exempt income and nondeductible expenses**	
	A Tax-exempt interest income	Form 1040, line 8b
	B Other tax-exempt income	See the Partner's Instructions
	C Nondeductible expenses	See the Partner's Instructions
19	**Distributions**	
	A Cash and marketable securities	See Partner's Instructions
	B Other property	See Partner's Instructions
	C Distribution subject to section 737	See Partner's Instructions
20	**Other information**	
	A Investment income	Form 4952, line 4a
	B Investment expenses	Form 4952, line 5
	C Fuel tax credit information	Form 4136
	D Qualified rehabilitation expenditures (other than rental real estate)	See the Partner's Instructions
	E Basis of energy property	See the Partner's Instructions
	F Recapture of low-income housing credit (section 42(j)(5))	Form 8611, line 8
	G Recapture of low-income housing credit (other)	Form 8611, line 8
	H Recapture of investment credit	Form 4255
	I Recapture of other credits	See the Partner's Instructions
	J Look-back interest — completed long-term contracts	See Form 8697
	K Look-back interest — income forecast method	See Form 8866
	L Dispositions of property with section 179 deductions	See the Partner's Instructions
	M Recapture of section 179 deduction	See the Partner's Instructions
	N Interest expense for corporate partners	See the Partner's Instructions
	O Section 453(l)(3) information	See the Partner's Instructions
	P Section 453A(c) information	See the Partner's Instructions
	Q Section 1260(b) information	See the Partner's Instructions
	R Interest allocable to production expenditures	See the Partner's Instructions
	S CCF nonqualified withdrawals	See the Partner's Instructions
	T Depletion information — oil and gas	See the Partner's Instructions
	U Amortization of reforestation costs	See the Partner's Instructions
	V Unrelated business taxable income	See the Partner's Instructions
	W Precontribution gain (loss)	See the Partner's Instructions
	X Other information	See the Partner's Instructions

E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

September 13, 2009

GOODFELLAS PIZZA, INC
P.O. BOX 227136
DALLAS, TX 75222

RE:
E R GASTON, LTD
75-2849750
Schedule K-1 from Partnership's 2008 Return of Income

Dear GOODFELLAS PIZZA, INC:

Enclosed is your 2008 Schedule K-1 (Form 1065) Partner's Share of Income, Deductions, Credits, Etc. from E R GASTON, LTD. This information reflects the amounts you need to complete your income tax return. The amounts shown are your distributive share of partnership tax items to be reported on your tax return, and may not correspond to actual distributions you have received during the year. This information is included in the Partnership's 2008 Federal Return of Partnership Income that was filed with the Internal Revenue Service.

If you have any questions concerning this information, please contact us immediately.

Sincerely,

E R GASTON, LTD

Enclosure(s)

☐ Final K-1 ☐ Amended K-1 OMB No. 1545-0099

Schedule K-1 (Form 1065) **2008**

Department of the Treasury
Internal Revenue Service

For calendar year 2008, or tax year beginning ________, 2008 ending ________, ____

Partner's Share of Income, Deductions, Credits, etc.

► See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
75-2849750

B Partnership's name, address, city, state, and ZIP code
E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

C IRS Center where partnership filed return
OGDEN, UT

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
75-2782517

F Partner's name, address, city, state, and ZIP code
GOODFELLAS PIZZA, INC
P.O. BOX 227136
DALLAS, TX 75222

G ☒ General partner or LLC member-manager ☐ Limited partner or other LLC member

H ☒ Domestic partner ☐ Foreign partner

I What type of entity is this partner? S CORPORATION

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	%	%
Loss	%	%
Capital	%	%

K Partner's share of liabilities at year end:

Nonrecourse . . . . $
Qualified nonrecourse financing . . . . $
Recourse . . . . $

L Partner's capital account analysis:

Beginning capital account . . . . $ 0.
Capital contributed during the year . . . . $
Current year increase (decrease) . . . . . $
Withdrawals and distributions . . . . . . $
Ending capital account . . . . $ 0.

☒ Tax basis ☐ GAAP ☐ Section 704(b) book
☐ Other (explain)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)		
		19	Distributions
12	Section 179 deduction		
13	Other deductions	20	Other information
14	Self-employment earnings (loss)		

*See attached statement for additional information.

FOR IRS USE ONLY

This list identifies the codes used on Schedule K-1 for all partners and provides summarized reporting information for partners who file Form 1040. For detailed reporting and filing information, see the separate Partner's Instructions for Schedule K-1 and the instructions for your income tax return.

		Report on
1	**Ordinary business income (loss).** Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.	
	Passive loss	See the Partner's Instructions
	Passive income	Schedule E, line 28, column (g)
	Nonpassive loss	Schedule E, line 28, column (h)
	Nonpassive income	Schedule E, line 28, column (j)
2	**Net rental real estate income (loss)**	See the Partner's Instructions
3	**Other net rental income (loss)**	
	Net income	Schedule E, line 28, column (g)
	Net loss	See the Partner's Instructions
4	**Guaranteed payments**	Schedule E, line 28, column (j)
5	**Interest income**	Form 1040, line 8a
6a	**Ordinary dividends**	Form 1040, line 9a
6b	**Qualified dividends**	Form 1040, line 9b
7	**Royalties**	Schedule E, line 4
8	**Net short-term capital gain (loss)**	Schedule D, line 5, column (f)
9a	**Net long-term capital gain (loss)**	Schedule D, line 12, column (f)
9b	**Collectibles (28%) gain (loss)**	28% Rate Gain Worksheet, line 4 (Schedule D Instructions)
9c	**Unrecaptured section 1250 gain**	See the Partner's Instructions
10	**Net section 1231 gain (loss)**	See the Partner's Instructions
11	**Other income (loss)**	
	Code	
	A Other portfolio income (loss)	See the Partner's Instructions
	B Involuntary conversions	See the Partner's Instructions
	C Section 1256 contracts and straddles	Form 6781, line 1
	D Mining exploration costs recapture	See Pub 535
	E Cancellation of debt	Form 1040, line 21 or Form 982
	F Other income (loss)	See the Partner's Instructions
12	**Section 179 deduction**	See the Partner's Instructions
13	**Other deductions**	
	A Cash contributions (50%)	See the Partner's Instructions
	B Cash contributions (30%)	See the Partner's Instructions
	C Noncash contributions (50%)	See the Partner's Instructions
	D Noncash contributions (30%)	See the Partner's Instructions
	E Capital gain property to a 50% organization (30%)	See the Partner's Instructions
	F Capital gain property (20%)	See the Partner's Instructions
	G Contributions (100%)	See the Partner's Instructions
	H Investment interest expense	Form 4952, line 1
	I Deductions — royalty income	Schedule E, line 18
	J Section 59(e)(2) expenditures	See the Partner's Instructions
	K Deductions — portfolio (2% floor)	Schedule A, line 23
	L Deductions — portfolio (other)	Schedule A, line 28
	M Amounts paid for medical insurance	Schedule A, line 1 or Form 1040, line 29
	N Educational assistance benefits	See the Partner's Instructions
	O Dependent care benefits	Form 2441, line 14
	P Preproductive period expenses	See the Partner's Instructions
	Q Commercial revitalization deduction from rental real estate activities	See Form 8582 Instructions
	R Pensions and IRAs	See the Partner's Instructions
	S Reforestation expense deduction	See the Partner's Instructions
	T Domestic production activities information	See Form 8903 Instructions
	U Qualified production activities income	Form 8903, line 7
	V Employer's W-2 wages	Form 8903, line 15
	W Other deductions	See the Partner's Instructions
14	**Self-employment earnings (loss)**	

Note. *If you have a section 179 deduction or any partner-level deductions, see the Partner's Instructions before completing Schedule SE.*

	A Net earnings (loss) from self-employment	Schedule SE, Section A or B
	B Gross farming or fishing income	See the Partner's Instructions
	C Gross non-farm income	See the Partner's Instructions
15	**Credits**	
	A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings	See the Partner's Instructions
	B Low-income housing credit (other) from pre-2008 buildings	See the Partner's Instructions
	C Low-income housing credit (section 42(j)(5)) from post-2007 buildings	Form 8586, line 11
	D Low-income housing credit (other) from post-2007 buildings	Form 8586, line 11
	E Qualified rehabilitation expenditures (rental real estate)	See the Partner's Instructions
	F Other rental real estate credits	See the Partner's Instructions
	G Other rental credits	See the Partner's Instructions
	H Undistributed capital gains credit	Form 1040, line 68; check box a
	I Alcohol and cellulosic biofuel fuels credit	Form 6478, line 9
	J Work opportunity credit	Form 5884, line 3
	K Disabled access credit	See the Partner's Instructions
	L Empowerment zone and renewal community employment creidt	Form 8844, line 3
	M Credit for increasing research activties	See the Partner's Instructions
	N Credit for employer social security and Medicare taxes	Form 8846, line 5
	O Backup withholding	Form 1040, line 62
	P Other credits	See the Partner's Instructions
16	**Foreign transactions**	
	A Name of country or U.S. possession	Form 1116, Part I
	B Gross income from all sources	Form 1116, Part I
	C Gross income sourced at partner level	Form 1116, Part I
	Foreign gross income sourced at partnership level	
	D Passive category	Form 1116, Part I
	E General category	Form 1116, Part I
	F Other	Form 1116, Part I
	Deductions allocated and apportioned at partner level	
	G Interest expense	Form 1116, Part I
	H Other	Form 1116, Part I
	Deductions allocated and apportioned at partnership level to foreign source income	
	I Passive category	Form 1116, Part I
	J General category	Form 1116, Part I
	K Other	Form 1116, Part I
	Other information	
	L Total foreign taxes paid	Form 1116, Part II
	M Total foreign taxes accrued	Form 1116, Part II
	N Reduction in taxes available for credit	Form 1116, line 12
	O Foreign trading gross receipts	Form 8873
	P Extraterritorial income exclusion	Form 8873
	Q Other foreign transactions	See the Partner's Instructions
17	**Alternative minimum tax (AMT) items**	
	A Post-1986 depreciation adjustment	See the Partner's Instructions and the Instructions for Form 6251
	B Adjusted gain or loss	See the Partner's Instructions and the Instructions for Form 6251
	C Depletion (other than oil & gas)	See the Partner's Instructions and the Instructions for Form 6251
	D Oil, gas, & geothermal — gross income	See the Partner's Instructions and the Instructions for Form 6251
	E Oil, gas, & geothermal — deductions	See the Partner's Instructions and the Instructions for Form 6251
	F Other AMT items	See the Partner's Instructions and the Instructions for Form 6251
18	**Tax-exempt income and nondeductible expenses**	
	A Tax-exempt interest income	Form 1040, line 8b
	B Other tax-exempt income	See the Partner's Instructions
	C Nondeductible expenses	See the Partner's Instructions
19	**Distributions**	
	A Cash and marketable securities	See Partner's Instructions
	B Other property	See Partner's Instructions
	C Distribution subject to section 737	See Partner's Instructions
20	**Other information**	
	A Investment income	Form 4952, line 4a
	B Investment expenses	Form 4952, line 5
	C Fuel tax credit information	Form 4136
	D Qualified rehabilitation expenditures (other than rental real estate)	See the Partner's Instructions
	E Basis of energy property	See the Partner's Instructions
	F Recapture of low-income housing credit (section 42(j)(5))	Form 8611, line 8
	G Recapture of low-income housing credit (other)	Form 8611, line 8
	H Recapture of investment credit	Form 4255
	I Recapture of other credits	See the Partner's Instructions
	J Look-back interest — completed long-term contracts	See Form 8697
	K Look-back interest — income forecast method	See Form 8866
	L Dispositions of property with section 179 deductions	See the Partner's Instructions
	M Recapture of section 179 deduction	See the Partner's Instructions
	N Interest expense for corporate partners	See the Partner's Instructions
	O Section 453(l)(3) information	See the Partner's Instructions
	P Section 453A(c) information	See the Partner's Instructions
	Q Section 1260(b) information	See the Partner's Instructions
	R Interest allocable to production expenditures	See the Partner's Instructions
	S CCF nonqualified withdrawals	See the Partner's Instructions
	T Depletion information — oil and gas	See the Partner's Instructions
	U Amortization of reforestation costs	See the Partner's Instructions
	V Unrelated business taxable income	See the Partner's Instructions
	W Precontribution gain (loss)	See the Partner's Instructions
	X Other information	See the Partner's Instructions

PARTNER 5: GOODFELLAS PIZZA, INC 75-2782517

The Elbow Room
Profit & Loss
January through December 2010

	Jan - Dec 10
Ordinary Income/Expense	
Income	
Alcoholic Beverages	634,415.56
Food Sales	254,131.86
Vending Commissions	12,780.50
OTHER INCOME	11,707.22
Cigarette Commision	601.88
Miscellaneous Income	20.00
Non-Alcoholic Beverages	-68.70
Total Income	913,588.32
Cost of Goods Sold	
Beverage-Alcoholic	161,009.20
TABC Tax	110,502.60
Food	78,670.90
Beverage-Non Alcoholic	5,366.15
To-Go Items	3,802.77
Purchase Discounts	-150.00
Total COGS	359,201.62
Gross Profit	554,386.70
Expense	
Payroll Expenses	253,443.60
Rent	85,200.00
Other Administrative	78,412.15
Utilities	55,490.99
Professional Fees	35,244.67
Payroll Taxes & Benefits	30,633.69
Repairs & Maintenance	12,706.92
Credit Card Fees	11,958.08
Insurance	11,357.63
Contract Labor	9,684.20
SUPPLIES	7,808.25
Travel & Ent	7,396.16
Equipment Rental	5,271.05
Equipment	3,276.71
Janitorial Exp	2,984.29
Advertising & Promotion	2,218.60
Salaries and wages	1,906.24
Suspense	335.04
Taxes	-220.61
Total Expense	615,107.66
Net Ordinary Income	-60,720.96
Other Income/Expense	
Other Expense	
Other Expenses	1,721.55
Total Other Expense	1,721.55
Net Other Income	-1,721.55
Net Income	**-62,442.51**

2009 TAX RETURN

GOVERNMENT COPY

Client: ERGASTON

Prepared for: E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

Prepared by: JOHN L ELWELL
ELWELL AND ASSOCIATES
11300 N CENTRAL EXPWY STE 100
DALLAS, TX 75243-6705
(214) 739-7100

Date: SEPTEMBER 14, 2010

Comments:

Route to: ____________ ____________ ____________ ____________

ELWELL AND ASSOCIATES
11300 N CENTRAL EXPWY STE 100
DALLAS, TX 75243-6705
(214) 739-7100

September 14, 2010

E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

Dear Client:

Enclosed is your 2009 Federal Return of Partnership Income. The original should be signed at the bottom of page one. No tax is payable with the filing of this return. Mail the Federal return on or before September 15, 2010 to:

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE CENTER
OGDEN, UT 84201-0011

Enclosed is your 2010 Texas Franchise Tax Return. The original should be signed at the bottom of the form. In addition, sign and date at the bottom of Form 05-167, 2010 Texas Franchise Tax Ownership Information Report. No tax is payable with the filing of this return. Mail the Texas return on or before November 15, 2010. to:

COMPTROLLER OF PUBLIC ACCOUNTS
P.O. BOX 149348
AUSTIN, TX 78714-9348

You must distribute a copy of the 2009 Schedule K-1 to each partner, if applicable. Be sure to give each partner a copy of the Partner's Instructions for Schedule K-1.

Please call if you have any questions.

Sincerely,

JOHN L ELWELL

Form **7004**

(Rev. December 2008)
Department of the Treasury
Internal Revenue Service

Application for Automatic Extension of Time To File Certain Business Income Tax, Information, and Other Returns

► File a separate application for each return.

► See separate instructions.

OMB No. 1545-0233

Type or Print

File by the due date for the return for which an extension is requested. See instructions.

Name: E R GASTON, LTD

Identifying number: 75-2849750

Number, street, and room or suite number. (If P.O. box, see instructions.): P.O. BOX 227136

City, town, state, and ZIP code (If a foreign address, enter city, province or state, and country (follow the country's practice for entering postal code)).: DALLAS, TX 75222

Note. See instructions before completing this form.

Part I **Automatic 5-Month Extension** Complete if Filing Form 1065, 1041, or 8804

1 a Enter the form code for the return that this application is for (see below) . . . 09

Application Is For:	Form Code	Application Is For:	Form Code
Form 1065	09	Form 1041 (estate)	04
Form 8804	31	Form 1041 (trust)	05

Part II **Automatic 6-Month Extension** Complete if Filing Other Forms

b Enter the form code for the return that this application is for (see below) . . .

Application Is For:	Form Code	Application Is For:	Form Code
Form 706-GS(D)	01	Form 1120-PC	21
Form 706-GS(T)	02	Form 1120-POL	22
Form 1041-N	06	Form 1120-REIT	23
Form 1041-QFT	07	Form 1120-RIC	24
Form 1042	08	Form 1120S	25
Form 1065-B	10	Form 1120-SF	26
Form 1066	11	Form 3520-A	27
Form 1120	12	Form 8612	28
Form 1120-C	34	Form 8613	29
Form 1120-F	15	Form 8725	30
Form 1120-FSC	16	Form 8831	32
Form 1120-H	17	Form 8876	33
Form 1120-L	18	Form 8924	35
Form 1120-ND	19	Form 8928	36
Form 1120-ND (section 4951 taxes)	20		

2 If the organization is a foreign corporation that does not have an office or place of business in the United States, check here . . . ► ☐

3 If the organization is a corporation and is the common parent of a group that intends to file a consolidated return check here . . . ► ☐

Part III **All Filers Must Complete This Part**

4 If the organization is a corporation or partnership that qualifies under Regulations section 1.6081-5, check here . . . ► ☐

5 a The application is for calendar year 20 09 , or tax year beginning ________, 20 __ , and ending ________, 20 __

b Short tax year. If this tax year is less than 12 months, check the reason:
☐ Initial return ☐ Final return ☐ Change in accounting period ☐ Consolidated return to be filed

6	Tentative total tax . . .	6	0.
7	**Total** payments and credits (see instructions) . . .	7	0.
8	**Balance due.** Subtract line 7 from line 6. **Generally, you must deposit this amount using the Electronic Federal Tax Payment System (EFTPS), a Federal Tax Deposit (FTD) Coupon, or Electronic Funds Withdrawal (EFW)** (see instructions for exceptions) . . .	8	0.

Form **1065**

Department of the Treasury
Internal Revenue Service

U.S. Return of Partnership Income

For calendar year 2009, or tax year beginning __________, 2009, ending __________, 20 ____.

► **See separate instructions.**

OMB No.1545-0099

2009

A Principal business activity: RESTAURANT

B Principal product or service: RESTAURANT

C Business code number: 722410

Use the IRS label. Otherwise, print or type.

E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

D Employer identification number: 75-2849750

E Date business started: 1/01/2000

F Total assets (see instrs): $ 738,364.

G Check applicable boxes: (1) [ ] Initial return (2) [ ] Final return (3) [ ] Name change (4) [ ] Address change (5) [ ] Amended return
(6) [ ] Technical termination - also check (1) or (2)

H Check accounting method: (1) [ ] Cash (2) [X] Accrual (3) [ ] Other (specify) ►

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ► 3

J Check if Schedules C and M-3 are attached [ ]

Caution. *Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.*

INCOME	1a Gross receipts or sales	1a	985,952.		
	b Less returns and allowances	1b		1c	985,952.
	2 Cost of goods sold (Schedule A, line 8)			2	504,987.
	3 Gross profit. Subtract line 2 from line 1c			3	480,965.
	4 Ordinary income (loss) from other partnerships, estates, and trusts *(attach statement)*			4	
	5 Net farm profit (loss) *(attach Schedule F (Form 1040))*			5	
	6 Net gain (loss) from Form 4797, Part II, line 17 *(attach Form 4797)*			6	
	7 Other income (loss) *(attach statement)*			7	
	8 **Total income (loss).** Combine lines 3 through 7			8	480,965.
DEDUCTIONS (SEE INSTRUCTIONS FOR LIMITATIONS)	9 Salaries and wages (other than to partners) (less employment credits)			9	80,000.
	10 Guaranteed payments to partners			10	
	11 Repairs and maintenance			11	8,092.
	12 Bad debts			12	
	13 Rent			13	90,939.
	14 Taxes and licenses			14	37,598.
	15 Interest			15	21,554.
	16a Depreciation *(if required, attach Form 4562)*	16a	5,552.		
	b Less depreciation reported on Schedule A and elsewhere on return	16b		16c	5,552.
	17 Depletion **(Do not deduct oil and gas depletion.)**			17	
	18 Retirement plans, etc.			18	
	19 Employee benefit programs			19	
	20 Other deductions *(attach statement)* SEE STATEMENT 1			20	157,229.
	21 **Total deductions.** Add the amounts shown in the far right column for lines 9 through 20			21	400,964.
	22 **Ordinary business income (loss).** Subtract line 21 from line 8			22	80,001.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member manager) is based on all information of which preparer has any knowledge.

► ________________ ► ________

Signature of general partner or limited liability company member manager — Date

May the IRS discuss this return with the preparer shown below (see instrs)? [X] Yes [ ] No

Paid Preparer's Use Only

Preparer's signature: JOHN L ELWELL — Date — Check if self-employed ► [X] — Preparer's SSN or PTIN: P00333675

Firm's name (or yours if self-employed), address, and ZIP code ► ELWELL AND ASSOCIATES, 11300 N CENTRAL EXPWY STE 100, DALLAS, TX 75243-6705

EIN ► 75-2121388

Phone no. (214) 739-7100

Schedule A Cost of Goods Sold (see the instructions)

1	Inventory at beginning of year	1	24,171.
2	Purchases less cost of items withdrawn for personal use	2	267,115.
3	Cost of labor	3	234,351.
4	Additional section 263A costs *(attach statement)*	4	
5	Other costs *(attach statement)*	5	
6	**Total.** Add lines 1 through 5	6	525,637.
7	Inventory at end of year	7	20,650.
8	**Cost of goods sold.** Subtract line 7 from line 6. Enter here and on page 1, line 2	8	504,987.

9a Check all methods used for valuing closing inventory:

(i) ☐ Cost as described in Regulations section 1.471-3

(ii) ☐ Lower of cost or market as described in Regulations section 1.471-4

(iii) ☐ Other (specify method used and attach explanation) ►

b Check this box if there was a writedown of 'subnormal' goods as described in Regulations section 1.471-2(c) ► ☐

c Check this box if the LIFO inventory method was adopted this tax year for any goods *(if checked, attach Form 970)* ► ☐

d Do the rules of section 263A (for property produced or acquired for resale) apply to the partnership? ☐ **Yes** ☐ **No**

e Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ **Yes** ☐ **No**

If 'Yes,' attach explanation .

Schedule B Other Information

		Yes	No
1	What type of entity is filing this return? Check the applicable box: a ☐ Domestic general partnership b ☒ Domestic limited partnership c ☐ Domestic limited liability company d ☐ Domestic limited liability partnership e ☐ Foreign partnership f ☐ Other ►		
2	At any time during the tax year, was any partner in the partnership a disregarded entity, a partnership (including an entity treated as a partnership), a trust, an S corporation, an estate (other than an estate of a deceased partner), or a nominee or similar person?	X	
3	At the end of the tax year:		
a	Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If 'Yes,' attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership		X
b	Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If 'Yes,' attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership	X	
4	At the end of the tax year, did the partnership:		
a	Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If 'Yes,' complete (i) through (iv) below		X

(i) Name of Corporation	**(ii)** Employer Identification Number (if any)	**(iii)** Country of Incorporation	**(iv)** Percentage Owned in Voting Stock

		Yes	No
b	Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If 'Yes,' complete (i) through (v) below		X

(i) Name of Entity	**(ii)** Employer Identification Number (if any)	**(iii)** Type of Entity	**(iv)** Country of Organization	**(v)** Maximum Percentage Owned in Profit, Loss, or Capital

		Yes	No
5	Did the partnership file Form 8893, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details		X
6	Does this partnership satisfy **all four** of the following conditions?		
a	The partnership's total receipts for the tax year were less than $250,000.		
b	The partnership's total assets at the end of the tax year were less than $1 million.		
c	Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.		
d	The partnership is not filing and is not required to file Schedule M-3		X
	If 'Yes,' the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item L on Schedule K-1.		
7	Is this partnership a publicly traded partnership as defined in section 469(k)(2)?		X
8	During the tax year, did the partnership have any debt that was cancelled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?		X
9	Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?		X
10	At any time during calendar year 2009, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If 'Yes,' enter the name of the foreign country. ►		X
11	At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If 'Yes,' the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions		X
12a	Is the partnership making, or had it previously made (and not revoked), a section 754 election? See instructions for details regarding section 754 election.		X
b	Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If 'Yes,' attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
c	Is the partnership required to adjust the basis of partnership assets under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If 'Yes,' attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
13	Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than entities wholly-owned by the partnership throughout the tax year) ► ☐		
14	At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in a partnership property?		X
15	If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, enter the number of Forms 8858 attached. See instructions ►		
16	Does the partnership have any foreign partners? If 'Yes,' enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership. ►		X
17	Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return ►		

Designation of Tax Matters Partner (see the instructions)
Enter below the general partner designated as the tax matters partner (TMP) for the tax year of this return:

Name of designated TMP	► STEVE PARKER	Identifying number of TMP	► 464-53-9788
If the TMP is an entity, name of TMP representative	►	Phone number of TMP	►
Address of designated TMP	► 3845 DUNHAVEN DALLAS, TX 75220		

Schedule K	Partners' Distributive Share Items			Total amount
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)		1	80,001.
	2 Net rental real estate income (loss) *(attach Form 8825)*		2	
	3a Other gross rental income (loss)	3a		
	b Expenses from other rental activities *(attach stmt)*	3b		
	c Other net rental income (loss). Subtract line 3b from line 3a		3c	
	4 Guaranteed payments		4	
	5 Interest income		5	
	6 Dividends: a Ordinary dividends		6a	
	b Qualified dividends	6b		
	7 Royalties		7	
	8 Net short-term capital gain (loss) *(attach Schedule D (Form 1065))*		8	
	9a Net long-term capital gain (loss) *(attach Schedule D (Form 1065))*		9a	
	b Collectibles (28%) gain (loss)	9b		
	c Unrecaptured section 1250 gain *(attach statement)*	9c		
	10 Net section 1231 gain (loss) *(attach Form 4797)*		10	
	11 Other income (loss) *(see instructions)* Type ►		11	
Deductions	12 Section 179 deduction *(attach Form 4562)*		12	1,995.
	13a Contributions		13a	
	b Investment interest expense		13b	
	c Section 59(e)(2) expenditures: (1) Type ► (2) Amount ►		13c (2)	
	d Other deductions *(see instructions)* Type ► SEE STATEMENT 2		13d	
Self-Employment	14a Net earnings (loss) from self-employment		14a	
	b Gross farming or fishing income		14b	
	c Gross nonfarm income		14c	
Credits	15a Low-income housing credit (section 42(j)(5))		15a	
	b Low-income housing credit (other)		15b	
	c Qualified rehabilitation expenditures (rental real estate) *(attach Form 3468)*		15c	
	d Other rental real estate credits *(see instructions)* Type ►		15d	
	e Other rental credits *(see instructions)* Type ►		15e	
	f Other credits *(see instructions)* Type ►		15f	
Foreign Transactions	16a Name of country or U.S. possession ►			
	b Gross income from all sources		16b	
	c Gross income sourced at partner level		16c	
	Foreign gross income sourced at partnership level			
	d Passive category ► e General category ► f Other ►		16f	
	Deductions allocated and apportioned at partner level			
	g Interest expense ► h Other ►		16h	
	Deductions allocated and apportioned at partnership level to foreign source income			
	i Passive category ► j General category ► k Other ►		16k	
	l Total foreign taxes (check one): ► Paid ☐ Accrued ☐		16l	
	m Reduction in taxes available for credit *(attach statement)*		16m	
	n Other foreign tax information *(attach statement)*			
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment		17a	-19.
	b Adjusted gain or loss		17b	
	c Depletion (other than oil and gas)		17c	
	d Oil, gas, and geothermal properties — gross income		17d	
	e Oil, gas, and geothermal properties — deductions		17e	
	f Other AMT items *(attach stmt)*		17f	
Other Information	18a Tax-exempt interest income		18a	
	b Other tax-exempt income		18b	
	c Nondeductible expenses		18c	
	19a Distributions of cash and marketable securities		19a	
	b Distributions of other property		19b	
	20a Investment income		20a	
	b Investment expenses		20b	
	c Other items and amounts *(attach stmt)*			

Analysis of Net Income (Loss)

1	Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16l					1	78,006.
2	Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt organization	(vi) Nominee/Other
a	General partners						
b	Limited partners		78,006.				

Schedule L Balance Sheets per Books

	Assets	Beginning of tax year (a)	(b)	End of tax year (c)	(d)
1	Cash		1,275.		12,276.
2a	Trade notes and accounts receivable	1,928.		2,047.	
b	Less allowance for bad debts		1,928.		2,047.
3	Inventories		24,171.		20,650.
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach stmt) SEE ST 3		498,557.		619,915.
7	Mortgage and real estate loans				
8	Other investments (attach stmt)				
9a	Buildings and other depreciable assets	169,446.		171,441.	
b	Less accumulated depreciation	84,500.	84,946.	90,000.	81,441.
10a	Depletable assets				
b	Less accumulated depletion				
11	Land (net of any amortization)				
12a	Intangible assets (amortizable only)				
b	Less accumulated amortization				
13	Other assets (attach stmt) SEE ST 4		3,679.		2,035.
14	Total assets		614,556.		738,364.
	Liabilities and Capital				
15	Accounts payable		62,177.		61,194.
16	Mortgages, notes, bonds payable in less than 1 year				
17	Other current liabilities (attach stmt) SEE ST 5		353,122.		369,855.
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach stmt)				
21	Partners' capital accounts		199,257.		277,315.
22	Total liabilities and capital		614,556.		708,364.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note. Schedule M-3 may be required instead of Schedule M-1 (see instructions).

1	Net income (loss) per books	78,058.	6	Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize): a Tax-exempt interest $	
2	Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		7	Deductions included on Schedule K, lines 1 through 13d, and 16l, not charged against book income this year (itemize): a Depreciation $ 52.	52.
3	Guaranteed pmts (other than health insurance)		8	Add lines 6 and 7	52.
4	Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize): a Depreciation $ b Travel and entertainment $		9	Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	78,006.
5	Add lines 1 through 4	78,058.			

Schedule M-2 Analysis of Partners' Capital Accounts

1	Balance at beginning of year	199,257.	6	Distributions: a Cash	
2	Capital contributed: a Cash			b Property	
	b Property		7	Other decreases (itemize):	
3	Net income (loss) per books	78,058.			
4	Other increases (itemize):		8	Add lines 6 and 7	
5	Add lines 1 through 4	277,315.	9	Balance at end of year. Subtract line 8 from line 5	277,315.

SCHEDULE B-1
(Form 1065)
(December 2009)
Department of the Treasury
Internal Revenue Service

Information on Partners Owning 50% or More of the Partnership

► **Attach to Form 1065. See instructions.**

OMB No. 1545-0099

Name of partnership	Employer identification number (EIN)
E R GASTON, LTD	75-2849750

Part I Entities Owning 50% or More of the Partnership (Form 1065, Schedule B, Question 3a)

Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital

Part II Individuals or Estates Owning 50% or More of the Partnership (Form 1065, Schedule B, Question 3b)

Complete columns (i) through (iv) below for any individual or estate that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(v) Maximum Percentage Owned in Profit, Loss, or Capital
ED SIGMOND	191-48-0624	UNITED STATES	96.670

Final K-1 ☐ Amended K-1 ☐ OMB No. 1545-0099

Schedule K-1 (Form 1065) **2009**

Department of the Treasury
Internal Revenue Service

For calendar year 2009, or tax year beginning ______, 2009 ending ______, ______

Partner's Share of Income, Deductions, Credits, etc.

► See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
75-2849750

B Partnership's name, address, city, state, and ZIP code
E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

C IRS Center where partnership filed return
OGDEN, UT

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
464-53-9788

F Partner's name, address, city, state, and ZIP code
STEVE PARKER
3845 DUNHAVEN
DALLAS, TX 75220

G ☐ General partner or LLC member-manager ☒ Limited partner or other LLC member

H ☒ Domestic partner ☐ Foreign partner

I What type of entity is this partner? INDIVIDUAL

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	3.33 %	3.33 %
Loss	3.33 %	3.33 %
Capital	3.33 %	3.33 %

K Partner's share of liabilities at year end:
Nonrecourse . . . $
Qualified nonrecourse financing . . . $
Recourse . . . $

L Partner's capital account analysis:

Beginning capital account	$ 1,030.
Capital contributed during the year	$
Current year increase (decrease)	$ 2,600.
Withdrawals and distributions	$
Ending capital account	$ 3,630.

☒ Tax basis ☐ GAAP ☐ Section 704(b) book
☐ Other (explain)

M Did the partner contribute property with a built-in gain or loss?
☐ Yes ☒ No
If 'Yes', attach statement (see instructions)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	2,664.
2	Net rental real estate income (loss)	
3	Other net rental income (loss)	
4	Guaranteed payments	
5	Interest income	
6a	Ordinary dividends	
6b	Qualified dividends	
7	Royalties	
8	Net short-term capital gain (loss)	
9a	Net long-term capital gain (loss)	
9b	Collectibles (28%) gain (loss)	
9c	Unrecaptured section 1250 gain	
10	Net section 1231 gain (loss)	
11	Other income (loss)	
12	Section 179 deduction	66.
13	Other deductions	
	U	2,598.
	V	10,468.
14	Self-employment earnings (loss)	
15	Credits	
16	Foreign transactions	
17	Alternative minimum tax (AMT) items	
	A	-1.
18	Tax-exempt income and nondeductible expenses	
19	Distributions	
20	Other information	

*See attached statement for additional information.

FOR IRS USE ONLY

BAA For Paperwork Reduction Act Notice, see Instructions for Form 1065. Schedule **K-1** (Form 1065) 2009

PARTNER 2

PTPA0312L 08/14/09

651109

☐ Final K-1 ☐ Amended K-1

OMB No. 1545-0099

Schedule K-1 (Form 1065) **2009**

Department of the Treasury
Internal Revenue Service

For calendar year 2009, or tax year beginning ________, 2009 ending ________, ____

Partner's Share of Income, Deductions, Credits, etc.

► See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
75-2849750

B Partnership's name, address, city, state, and ZIP code

E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

C IRS Center where partnership filed return
OGDEN, UT

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
191-48-0624

F Partner's name, address, city, state, and ZIP code

ED SIGMOND
1027 DANFORTH CT
ARLINGTON, TX 76017

G ☐ General partner or LLC member-manager ☒ Limited partner or other LLC member

H ☒ Domestic partner ☐ Foreign partner

I What type of entity is this partner? INDIVIDUAL

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	96.67 %	96.67 %
Loss	96.67 %	96.67 %
Capital	96.67 %	96.67 %

K Partner's share of liabilities at year end:

Nonrecourse	$
Qualified nonrecourse financing	$
Recourse	$

L Partner's capital account analysis:

Beginning capital account	$ 198,227.
Capital contributed during the year	$
Current year increase (decrease)	$ 75,458.
Withdrawals and distributions	$
Ending capital account	$ 273,685.

☒ Tax basis ☐ GAAP ☐ Section 704(b) book
☐ Other (explain)

M Did the partner contribute property with a built-in gain or loss?
☐ Yes ☒ No
If 'Yes', attach statement (see instructions)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	77,337.
2	Net rental real estate income (loss)	
3	Other net rental income (loss)	
4	Guaranteed payments	
5	Interest income	
6a	Ordinary dividends	
6b	Qualified dividends	
7	Royalties	
8	Net short-term capital gain (loss)	
9a	Net long-term capital gain (loss)	
9b	Collectibles (28%) gain (loss)	
9c	Unrecaptured section 1250 gain	
10	Net section 1231 gain (loss)	
11	Other income (loss)	
12	Section 179 deduction	1,929.
13	Other deductions	
	U	75,408.
	V	303,883.
14	Self-employment earnings (loss)	
15	Credits	
16	Foreign transactions	
17	Alternative minimum tax (AMT) items	
	A	-18.
18	Tax-exempt income and nondeductible expenses	
19	Distributions	
20	Other information	

*See attached statement for additional information.

FOR IRS USE ONLY

651109

☐ Final K-1 ☐ Amended K-1 OMB No. 1545-0099

Schedule K-1 (Form 1065) **2009**

For calendar year 2009, or tax year beginning ________, 2009 ending ________, ____

Department of the Treasury
Internal Revenue Service

Partner's Share of Income, Deductions, Credits, etc.

► See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
75-2849750

B Partnership's name, address, city, state, and ZIP code

E R GASTON, LTD
P.O. BOX 227136
DALLAS, TX 75222

C IRS Center where partnership filed return
OGDEN, UT

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
75-2782517

F Partner's name, address, city, state, and ZIP code

GOODFELLAS PIZZA, INC
P.O. BOX 227136
DALLAS, TX 75222

G [X] General partner or LLC member-manager ☐ Limited partner or other LLC member

H [X] Domestic partner ☐ Foreign partner

I What type of entity is this partner? S CORPORATION

J Partner's share of profit, loss, and capital (see instructions):

	Beginning	Ending
Profit	%	%
Loss	%	%
Capital	%	%

K Partner's share of liabilities at year end:

Nonrecourse . . . $
Qualified nonrecourse financing . . . $
Recourse . . . $

L Partner's capital account analysis:

Beginning capital account . . . $ 0.
Capital contributed during the year . . . $
Current year increase (decrease) . . . $
Withdrawals and distributions . . . $
Ending capital account . . . $ 0.

[X] Tax basis ☐ GAAP ☐ Section 704(b) book
☐ Other (explain)

M Did the partner contribute property with a built-in gain or loss?
☐ Yes [X] No
If 'Yes', attach statement (see instructions)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)		
		19	Distributions
12	Section 179 deduction		
13	Other deductions	20	Other information
14	Self-employment earnings (loss)		

*See attached statement for additional information.

FOR IRS USE ONLY

Form **4562** | **Depreciation and Amortization** (Including Information on Listed Property) | OMB No. 1545-0172 | **2009**

Department of the Treasury Internal Revenue Service (99) ► See separate instructions. ► Attach to your tax return. Attachment Sequence No. 67

Name(s) shown on return: E R GASTON, LTD

Identifying number: 75-2849750

Business or activity to which this form relates: FORM 1065

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	$250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	1,995.
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	$800,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	0.
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	250,000.

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
5-YEAR EQUIPMENT	1,995.	1,995.
7 Listed property. Enter the amount from line 29	7	0.

8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	1,995.
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	1,995.
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	0.
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	80,001.
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	1,995.
13	Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12 ► 13	13	0.

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	5,552.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B — Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C — Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

(a)	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	5,552.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

STATEMENT 1
FORM 1065, LINE 20
OTHER DEDUCTIONS

ADVERTISING	$ 4,146.
COMMISSIONS	4,200.
INSURANCE	10,648.
JANITORIAL	3,004.
LEGAL AND PROFESSIONAL	3,640.
OFFICE EXPENSE	50,758.
SUPPLIES	13,279.
TRAVEL	13,329.
UTILITIES	54,225.
TOTAL	$ 157,229.

STATEMENT 2
FORM 1065, SCHEDULE K, LINE 13D
OTHER DEDUCTIONS

QUALIFIED DOMESTIC PRODUCTION ACTIVITY INFORMATION

QUALIFIED PRODUCTION ACTIVITIES INCOME	$ 78,006.
EMPLOYER'S W-2 WAGES	314,351.

STATEMENT 3
FORM 1065, SCHEDULE L, LINE 6
OTHER CURRENT ASSETS

	BEGINNING	ENDING
KESTREL HOLDINGS	$ 361,985.	$ 462,891.
NOTES RECEIVABLES:601 N HASKELL	0.	1,208.
SIGMOND & JOHNSON	3,000.	3,000.
THE GREAT AMERICAN FOOD CHAIN	133,572.	152,816.
TOTAL	$ 498,557.	$ 619,915.

STATEMENT 4
FORM 1065, SCHEDULE L, LINE 13
OTHER ASSETS

	BEGINNING	ENDING
EMPLOYEE LOANS	$ 1,145.	$ 1,314.
PREPAID EXPENSES	2,534.	721.
TOTAL	$ 3,679.	$ 2,035.

STATEMENT 5
FORM 1065, SCHEDULE L, LINE 17
OTHER CURRENT LIABILITIES

	BEGINNING	ENDING
INTERCOMPANY PAY	$ 353,122.	$ 369,855.
TOTAL	$ 353,122.	$ 369,855.

TX2010 VER. 1.0

05-163 (9-09/3)

TEXAS FRANCHISE TAX
NO TAX DUE INFORMATION REPORT

■ Tcode 13255 ANNUAL

■ Taxpayer number	■ Report year	Due date	Privilege period covered by this report
17528497500	2010	05/17/2010	01/01/2010 — 12/31/2010

Taxpayer name: E R GASTON, LTD

Mailing address: P.O. BOX 227136

Secretary of State file number or Comptroller file number: 0012768810

City	State	Country	ZIP code	Plus 4
DALLAS	TX	UNITED STATES	75222	

Check box if the address has changed ■ ☐

Check box if this is a combined report. . . . . ■ ☐

SIC code ■ 5813

NAICS code ■ 722410

Check box if Total Revenue is adjusted for Tiered Partnership Election, see instructions.. . . . . ■ ☐

Check box to request a Certificate of Account Status . . . . ■ ☐

Check box if this is a Corporation or Limited Liability Company ☐

Check box if this is an Entity other than a Corporation or Limited Liability Company X

If any of the statements below are true, you qualify to file this No Tax Due Information Report:
(Check all boxes that apply)

1. **This entity is a passive entity as defined in Chapter 171 of the Texas Tax Code.** *(See instructions)*. . . . . . . 1. ■ ☐
   (Passive income does NOT include rent.)

2. **This entity's annualized total annual revenue is below the no tax due threshold.** *(See instructions)* . . . . . . 2. ■ X

3. **This entity has zero Texas Gross Receipts.** . . . . 3. ■ ☐

4. **This entity is a Real Estate Investment Trust (REIT) that meets the qualifications specified in section 171.0002(c)(4).** . . . . 4. ■ ☐

5a. **Accounting year begin date** 5a. ■ (m m d d y y) 010109

5b. **Accounting year end date** 5b. ■ (m m d d y y) 123109

6. **TOTAL REVENUE** *(Whole dollars only)*. . . . . 6. ■ 985952. **00**

Print or type name: ED SIGMOND

Area code and phone number:

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief.

sign here ▸

Date

Mail original to:
COMPTROLLER OF PUBLIC ACCOUNTS
P.O. Box 149348
Austin, TX 78714-9348

If you have any questions regarding franchise tax, you may contact the Texas State Comptroller's field office in your area or call (800) 252-1381 or (512) 463-4600.
For instructions on completing the franchise tax reports, see Form 05-392 (2008), Form 05-393 (2009) or Form 05-394 (2010).

Texas Comptroller Official Use Only

VE/DE	○
PM Date	

1032

TX2010
VER. 1.0

05-167
(9-09/3)

■ **Tcode** 13197

TEXAS FRANCHISE TAX OWNERSHIP INFORMATION REPORT

To be filed by Entities other than Corporations, Limited Liability Companies or Financial Institutions

This report MUST be signed and filed to satisfy franchise tax requirements

■ Taxpayer number	■ Report year
17528497500	2010

***You have certain rights** under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. Contact us at: (512) 463-4600, or (800) 252-1381, toll free nationwide.*

Taxpayer name			Secretary of State file number or Comptroller file number	
E R GASTON, LTD			0012768810	
Mailing address: P.O. BOX 227136				
City	State	Country	ZIP Code	Plus 4
DALLAS	TX	USA	75222	

SECTION A. Enter the information required for each general partner of a partnership or each trustee of a trust. Also, provide the information for each person or entity that owns an interest of ten percent (10%) or more in this entity.

Name	What type of owner? (Check only one)	GENERAL PARTNER	LIMITED PARTNER	OTHER
ED SIGMOND		☐	☒	☐
Mailing address		FEI number	Percentage of ownership	
1027 DANFORTH CT			96.67	
City	State	ZIP Code	Plus 4	
ARLINGTON	TX	76017		

Name	What type of owner? (Check only one)	GENERAL PARTNER	LIMITED PARTNER	OTHER
GOODFELLAS PIZZA, INC		☒	☐	☐
Mailing address		FEI number	Percentage of ownership	
P.O. BOX 227136		752782517		
City	State	ZIP Code	Plus 4	
DALLAS	TX	75222		

Name	What type of owner? (Check only one)	GENERAL PARTNER	LIMITED PARTNER	OTHER
		☐	☐	☐
Mailing address		FEI number	Percentage of ownership	
City	State	ZIP Code	Plus 4	

SECTION B. Enter the information required for each entity, if any, in which this partnership, association, trust or other entity owns an interest of ten percent (10%) or more.

Name of owned (subsidiary) corporation or entity	State of formation	FEI number	Percentage of Ownership
Name of owned (subsidiary) corporation or entity	State of formation	FEI number	Percentage of Ownership

Registered agent and office, or agent for service of process. *(See instructions if you need to make changes)*

Agent:				
Office:	City	State	ZIP Code	Plus 4

The above information is authorized by Section 171.201(a)(2), Section 171.201(a)(3), 171.202(a)(4) and 171.354 for each entity.
Use additional forms (05-167) for Sections A and B as necessary.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below.

sign here ►	Title	Date	Area code and phone number

Texas Comptroller Official Use Only

VE/DE	○	PIR IND	○

1032

TX2010 VER. 1.0 05-164 (9-09/4)

TEXAS FRANCHISE TAX EXTENSION REQUEST

■ **Tcode** 13258 ANNUAL

■ Taxpayer number	■ Report year	Due date
17528497500	2010	05/17/2010

Taxpayer name					Secretary of State file number or Comptroller file number
E R GASTON, LTD					
Mailing address					
P.O. BOX 227136					0012768810
City: DALLAS	State: TX	Country: UNITED STATES	ZIP Code: 75222	Plus 4	Check box if the address has changed ■ ☐
Check box if this is a combined report ☐					

1. **Check this box if you will be using your 2008 Temporary Credit for Business Loss Carryforward for the report year for which you are requesting this extension** *(See instructions)* 1. ■ ☐

2. **Check this box if you will begin using your 1992 Temporary Credit for the report year for which you are requesting this extension** *(See instructions)* 2. ■ ☐

3. **Extension payment** *(Dollars and cents)* 3. ■ 0.00

If this extension is for a combined group, you must also complete and submit Form 05-165. Note to mandatory Electronic Fund Transfer (EFT) payors: When requesting a second extension do not submit an Affiliate list Form 05-165.

Print or type name	Area code and phone number
ED SIGMOND	
I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief.	**Mail original to:** COMPTROLLER OF PUBLIC ACCOUNTS P.O. Box 149348 Austin, TX 78714-9348
sign here ▶ Date	

If you have any questions regarding franchise tax, you may contact the Texas State Comptroller's field office in your area or call (800) 252-1381 or (512) 463-4600. For instructions on completing the franchise tax report forms, see Form 05-392 (2008), Form 05-393 (2009) or Form 05-394 (2010).

Taxpayers who paid $10,000 or more during the preceding fiscal year (September 1 thru August 31) are required to electronically pay their franchise tax. For more information visit: http://www.window.state.tx.us/webfile/req_franchise.html

Texas Comptroller Official Use Only

VE/DE	○
PM Date	

1032

The Elbow Room
Balance Sheet
As of February 28, 2011

	Feb 28, 11
ASSETS	
Current Assets	
Checking/Savings	
CURRENT ASSETS	28,361.46
Total Checking/Savings	28,361.46
Other Current Assets	
INVENTORY	19,741.14
Total Other Current Assets	19,741.14
Total Current Assets	48,102.60
Fixed Assets	
Accumulated Depreciation	-90,000.00
FIXED ASSETS	171,440.66
Total Fixed Assets	81,440.66
TOTAL ASSETS	**129,543.26**
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	55,607.83
Total Accounts Payable	55,607.83
Other Current Liabilities	
Rent Payable - 3101 Gaston, Inc	224,068.14
INTERCOMPANY PAYBLES	2,788.63
Payroll Liabilities	402,482.95
Sales Tax Payable	36,373.62
TABC Tax Payable	19,255.83
Total Other Current Liabilities	684,969.17
Total Current Liabilities	740,577.00
Total Liabilities	740,577.00
Equity	
Partners Capital Account	-520,954.10
Retained Earnings	-105,859.37
Net Income	15,779.73
Total Equity	-611,033.74
TOTAL LIABILITIES & EQUITY	**129,543.26**

The Elbow Room
Balance Sheet
As of December 31, 2010

	Dec 31, 10
ASSETS	
Current Assets	
Checking/Savings	
CURRENT ASSETS	15,578.45
Total Checking/Savings	15,578.45
Other Current Assets	
INVENTORY	19,385.84
Prepaid Expenses	986.30
Total Other Current Assets	20,372.14
Total Current Assets	35,950.59
Fixed Assets	
Accumulated Depreciation	-90,000.00
FIXED ASSETS	171,440.66
Total Fixed Assets	81,440.66
TOTAL ASSETS	**117,391.25**
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	66,889.63
Total Accounts Payable	66,889.63
Other Current Liabilities	
Rent Payable - 3101 Gaston, Inc	218,484.14
INTERCOMPANY PAYBLES	3,640.58
Payroll Liabilities	390,005.07
Sales Tax Payable	32,950.40
TABC Tax Payable	20,471.64
Total Other Current Liabilities	665,551.83
Total Current Liabilities	732,441.46
Total Liabilities	732,441.46
Equity	
Partners Capital Account	-509,190.84
Retained Earnings	-43,215.51
Net Income	-62,643.86
Total Equity	-615,050.21
TOTAL LIABILITIES & EQUITY	**117,391.25**

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02/27/11

Accrual Basis

The Elbow Room
Profit & Loss
January 1 through February 27, 2011

	Jan 1 - Feb 27, 11
Ordinary Income/Expense	
Income	
Alcoholic Beverages	116,922.76
Food Sales	43,372.48
Vending Commissions	2,571.75
Cigarette Commision	108.64
Miscellaneous Income	0.00
Total Income	162,975.63
Cost of Goods Sold	
Beverage-Alcoholic	28,157.66
TABC Tax	15,022.70
Food	13,828.21
Beverage-Non Alcoholic	1,128.10
To-Go Items	819.91
Purchase Discounts	0.00
Total COGS	58,956.58
Gross Profit	104,019.05
Expense	
Payroll Expenses	40,020.02
Other Administrative	15,214.31
Rent	14,200.00
Payroll Taxes & Benefits	4,828.61
Utilities	4,381.89
Contract Labor	2,410.00
Travel & Ent	1,209.64
SUPPLIES	1,043.97
Suspense	999.00
Insurance	988.30
Janitorial Exp	844.76
Equipment Rental	713.87
Repairs & Maintenance	710.94
Advertising & Promotion	354.00
Credit Card Fees	320.01
Total Expense	88,239.32
Net Ordinary Income	15,779.73
Net Income	**15,779.73**