

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Total Enterprise, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 75-2468212	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 2300 Valley View Lane, #405 Irving, TX	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE 75062	ZIP CODE
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): PO BOX 610764 DFW Airport, TX	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE 75261	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):	
ZIP CODE	

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check one box: Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Total Enterprise, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: None	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align:center;">Exhibit A</p> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	<p style="text-align:center;">Exhibit B</p> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). <div style="text-align:right;"> X _____ Date </div>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align:right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align:right; margin-right: 100px;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

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

Name of Debtor(s): **Total Enterprise, Inc.**

Signatures

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

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

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

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

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

X _____

X _____

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Areya Holder

Areya Holder Bar No. **24002303**

Law Office of Areya Holder, P.C.
800 W Airport Freeway, Suite 414
Irving, TX 75062

Phone No. **(972) 438-8800** Fax No. **(972) 438-8825**

8/9/2011

Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

Total Enterprise, Inc.

X /s/ Heebok Jung

Signature of Authorized Individual

Heebok Jung

Printed Name of Authorized Individual

President

Title of Authorized Individual

8/9/2011

Date

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

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

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

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

Scanned Document #1

TOTAL ENTERPRISE, INC. BOARD RESOLUTION

I, Kyong M. Kim, the duly authorized and sole director of Total Enterprise, Inc. (“TEI” or the “Company”) a Texas corporation, hereby certify that at a special meeting of the Board of Directors of the Company duly called and held on JUNE 27, 2011, the following resolutions were duly adopted in accordance with requirements of the corporation law and that said resolution have not been modified or rescinded and are still in full force and effect on the date hereof:

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

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

RESOLVED, that the President and/or I as sole director may sign the bankruptcy petition on behalf of TEI and attend any and all scheduled meetings or hearings in the bankruptcy case.

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



Kyong M. Kim, Director

Dated: 6-27-2011

In re **Total Enterprise, Inc.**

Case No. _____
(if known)

SCHEDULE A - REAL PROPERTY

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

Total: \$0.00

(Report also on Summary of Schedules)

In re **Total Enterprise, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.	X		
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home- stead associations, or credit unions, brokerage houses, or cooperatives.		Chase Checking Account 9116	\$26,683.62
		Chase Checking Account 8415	\$19,309.94
		Chase Checking Account 2813	\$296.02
		Legacy Texas Bank Checking Account 0746	\$2,268.35
		Legacy Texas Bank Checking Account 5687	\$61.96
3. Security deposits with public utilities, telephone companies, landlords, and others.		Security deposit	\$3,900.00
4. Household goods and furnishings, including audio, video and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		

In re **Total Enterprise, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 1

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
10. Annuities. Itemize and name each issuer.	X		
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X		
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.		Accounts receivable	\$482,224.66
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		

In re **Total Enterprise, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 2

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X		
22. Patents, copyrights, and other intellectual property. Give particulars.	X		
23. Licenses, franchises, and other general intangibles. Give particulars.	X		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.		Customer List	\$1.00
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2006 Ford E350 Last Four of VIN: 7422	\$8,080.00
		2006 Ford E350	\$8,080.00

In re **Total Enterprise, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 3

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
		Last four of VIN: 7429	
		2006 Ford E350 Last four of VIN: 7380	\$8,080.00
		2006 Ford E350 Last four of VIN: 7382	\$8,080.00
		2003 Ford E350 Last four of VIN: 6877	\$12,600.00
		2006 Chevrolet 3500 Last four of VIN: 1514	\$8,680.00
		2003 Ford E350 Last four of VIN: 6878	\$7,725.00
		2004 Chevrolet Trailblazer Last four of VIN: 0336	\$10,175.00
		2006 Chevrolet 3500 Last four of VIN: 9853	\$8,680.00
		2006 Chevrolet 3500 Last four of VIN: 1039	\$10,250.00
		2006 Glaval Titan Last four of VIN: 1235	\$47,000.00
		2006 Glaval Titan Last four of VIN: 0830	\$47,000.00
		2006 Glaval Titan Last four of VIN: 0950	\$47,000.00
		2006 Glaval Titan Last four of VIN: 1026	\$47,000.00

In re **Total Enterprise, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 4

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
		2006 Glaval Titan Last four of VIN: 1177	\$47,000.00
		2005 Glaval Titan Last four of VIN: 0293	\$37,000.00
		2001 Bluebird Last four of VIN: 9018	\$26,000.00
		2001 Bluebird Last four of VIN: 2752	\$26,000.00
		2002 Bluebird Last four of VIN: 5727	\$19,000.00
		2002 Bluebird Last four of VIN: 2029	\$19,000.00
		2003 Bluebird Last four of VIN: 2544	\$39,000.00
26. Boats, motors, and accessories.	X		
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.		See Attachment 2	\$17,990.00
29. Machinery, fixtures, equipment, and supplies used in business.		See items included in Attachement #2	\$0.00
30. Inventory.	X		
31. Animals.	X		
32. Crops - growing or harvested. Give particulars.	X		

In re **Total Enterprise, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 5

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
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		
_____ 5 _____ continuation sheets attached (Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)			Total > \$1,044,165.55

Attachment #2

Asset Detail

Property Description	Unit		Value		Amount
FURNITURE (Chair)	12	\$	45.00	\$	540.00
FURNITURE (Desk)	6	\$	85.00	\$	510.00
FILE CABINET	10	\$	35.00	\$	350.00
Conference Table Set	1	\$	850.00	\$	850.00
Executive Office Furniture Set	1	\$	2,500.00	\$	2,500.00
Reception Table Set	1	\$	1,250.00	\$	1,250.00
Time Clocks	3	\$	150.00	\$	450.00
High Speed Buffer	2	\$	950.00	\$	1,900.00
Stripper	2	\$	240.00	\$	480.00
Riding Buffer	1	\$	2,500.00	\$	2,500.00
High Pressure Water	1	\$	2,000.00	\$	2,000.00
Computers	4	\$	540.00	\$	2,160.00
Printer	2	\$	50.00	\$	100.00
Network Server	2	\$	1,200.00	\$	2,400.00

In re **Total Enterprise, Inc.**

Case No. _____
(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

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

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

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

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

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

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: xxxxxxxx4029 Chase Bank PO BOX 280161 Baton Rouge, LA 70826	X	DATE INCURRED: NATURE OF LIEN: Purchase Money COLLATERAL: Business personal property REMARKS: VALUE: \$1,044,165.55				\$729,301.89	
ACCT #: xxxxxxxxxxxxxx5600 City of Coppell Tax Office PO BOX 9478 Coppell, TX 75019-9478		DATE INCURRED: NATURE OF LIEN: Property Tax Lien COLLATERAL: Business personal property REMARKS: VALUE: \$509,465.00				\$76,839.04	
Representing: City of Coppell Tax Office		Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Suite 1600 Dallas, TX 75201				Notice Only	Notice Only
ACCT #: xxxxxxxxxxxxxx5600 Dallas County Tax Assessor 500 Elm Street First Floor Recording Bldg. Dallas, TX 75202		DATE INCURRED: NATURE OF LIEN: Property Tax Lien COLLATERAL: Business personal property REMARKS: VALUE: \$509,465.00				\$47,832.75	
Subtotal (Total of this Page) >						\$853,973.68	\$0.00
Total (Use only on last page) >							

2 continuation sheets attached

(Report also on Summary of Schedules.)

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

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Representing: Dallas County Tax Assessor		Linebarger Goggan Blair & Sampson, LLP 2323 Bryan Street, Suite 1600 Dallas, TX 75201				Notice Only	Notice Only
ACCT #: First Bank 2101 Gateway Drive Irving, TX 75038		DATE INCURRED: NATURE OF LIEN: Purchase Money COLLATERAL: 2006 Glaval Titan REMARKS: VALUE: \$47,000.00			X	\$0.00	
Representing: First Bank		First Bank PO Box 790269 UCC Dept. Saint Louis, MO 63179-0269				Notice Only	Notice Only
ACCT #: xxxx9331 Grapevine Colleyville Area Tax Office 3072 Mustang Drive Grapevine, TX 76051		DATE INCURRED: NATURE OF LIEN: Property Tax Lien COLLATERAL: Business personal property REMARKS: VALUE: \$509,465.00				\$17,033.34	
Sheet no. <u>1</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						\$17,033.34	\$0.00
						Subtotal (Total of this Page) >	
						Total (Use only on last page) >	

(Report also on Summary of Schedules.)

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

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBITOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: Irving ISD Tax Office 2621 W. Airport Freeway PO BOX 152021 Irving, TX 75015		DATE INCURRED: NATURE OF LIEN: Property Tax Lien COLLATERAL: Business Personal Property REMARKS: <hr/> VALUE: \$509,465.00				\$7,782.08	
Sheet no. <u>2</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						\$7,782.08	\$0.00
						\$878,789.10	\$0.00

(Report also on Summary of Schedules.)

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

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

- Domestic Support Obligations**
Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).
- Extensions of credit in an involuntary case**
Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).
- Wages, salaries, and commissions**
Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).
- Contributions to employee benefit plans**
Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).
- Certain farmers and fishermen**
Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).
- Deposits by individuals**
Claims of individuals up to \$2,600* for deposits for the purchase, lease or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).
- Taxes and Certain Other Debts Owed to Governmental Units**
Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).
- Commitments to Maintain the Capital of an Insured Depository Institution**
Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).
- Claims for Death or Personal Injury While Debtor Was Intoxicated**
Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).
- Administrative allowances under 11 U.S.C. Sec. 330**
Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

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

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCT #: Internal Revenue Service Centralized Insolvency Operations PO Box 7346 Philadelphia, PA 19114-7346		DATE INCURRED: CONSIDERATION: Payroll Taxes REMARKS:				\$53,709.24	\$53,709.24	\$0.00
ACCT #: Internal Revenue Service Centralized Insolvency Operations PO Box 7346 Philadelphia, PA 19114-7346		DATE INCURRED: CONSIDERATION: Payroll Taxes REMARKS:				\$150,619.68	\$150,619.68	\$0.00
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$204,328.92	\$204,328.92	\$0.00
Totals >						\$204,328.92		
(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)								
Totals >							\$204,328.92	\$0.00
(Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: A & E Tire 3855 East 52nd Avenue Denver, CO 80216		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$4,179.83
ACCT #: xxxx-x4478 Advantage Funding Commercial Capital Cor 111 Marcus Avenue, Suite M27 Lake Success, NY 11042	X	DATE INCURRED: CONSIDERATION: Vehicle Loan REMARKS:				\$34,871.33
Representing: Advantage Funding Commercial Capital Cor		McCarthy Burgess & Wolf 26000 Cannon Road Cleveland, OH 44146				Notice Only
ACCT #: xxxx-x4477 Advantage Funding Commercial Capital Cor 111 Marcus Avenue, Suite M27 Lake Success, NY 11042	X	DATE INCURRED: CONSIDERATION: Vehicle Loan REMARKS:				\$5,983.22
Representing: Advantage Funding Commercial Capital Cor		McCarthy Burgess & Wolf 26000 Cannon Road Cleveland, OH 44146				Notice Only
ACCT #: xxxx-x4747 Advantage Funding Commercial Capital Cor 111 Marcus Avenue, Suite M27 Lake Success, NY 11042	X	DATE INCURRED: CONSIDERATION: Vehicle Loan REMARKS:				\$26,218.61
Subtotal >						\$71,252.99
Total >						

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Representing: Advantage Funding Commercial Capital Cor		McCarthy Burgess & Wolf 26000 Cannon Road Cleveland, OH 44146				Notice Only
ACCT #: xxx-x4479 Advantage Funding Commercial Capital Cor 111 Marcus Avenue, Suite M27 Lake Success, NY 11042	X	DATE INCURRED: CONSIDERATION: Vehicle Loan REMARKS:				\$34,019.64
Representing: Advantage Funding Commercial Capital Cor		McCarthy Burgess & Wolf 26000 Cannon Road Cleveland, OH 44146				Notice Only
ACCT #: xxx-x4746 Advantage Funding Commercial Capital Cor 111 Marcus Avenue, Suite M27 Lake Success, NY 11042	X	DATE INCURRED: CONSIDERATION: Vehicle Loan REMARKS:				\$29,218.61
Representing: Advantage Funding Commercial Capital Cor		McCarthy Burgess & Wolf 26000 Cannon Road Cleveland, OH 44146				Notice Only
ACCT #: Alix Partners 2000 Town Center, Suite 2400 Southfield, MI 48075		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$8,752.00
Subtotal >						\$71,990.25
Total > (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

Sheet no. 1 of 9 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Representing: Alix Partners		Harrell Paillet & Associates, P.C. 5454 La Sierra Drive, Suite 100 Dallas, TX 75231				Notice Only
ACCT #: AMS Staff Leasing-Sterling HR Solutions 14160 Dallas Parkway, Suite 500 Dallas, TX 75254		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$60,929.98
ACCT #: AMS Staff Leasing-Sterling HR Solutions 14160 Dallas Parkway, Suite 500 Dallas, TX 75254		DATE INCURRED: CONSIDERATION: Loan REMARKS:				\$3,200,000.00
Representing: AMS Staff Leasing-Sterling HR Solutions		AMS Staffing Leasing 1445 Mac Arthur Drive Suite 228 Carrollton, TX 75007				Notice Only
Representing: AMS Staff Leasing-Sterling HR Solutions		Linimentus Corporation 1445 Mac Arthur Drive Suite 228 Carrollton, TX 75007				Notice Only
Representing: AMS Staff Leasing-Sterling HR Solutions		Sterling HR Solutions 1445 Mac Arthur Drive Suite 228 Carrollton, TX 75007				Notice Only
Subtotal >						\$3,260,929.98
Total > (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

Sheet no. 2 of 9 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Representing: AMS Staff Leasing-Sterling HR Solutions		Workers Comp Solutions 1445 Mac Arthur Drive Suite 228 Carrollton, TX 75007				Notice Only
ACCT #: Aspen Publishers, Inc. 4829 Innovation Way Chicago, IL 60682-0048		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:			X	\$138.06
Representing: Aspen Publishers, Inc.		MCS Credit & Audit Services, Inc. 5211 Trindle Rd. Mechanicsburg, PA 17050				Notice Only
ACCT #: Bill's Auto and Truck 1216 Rand Road Des Plaines, IL 60016		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$57,275.50
ACCT #: Brakes Plus-Denver 6911 South Yosemite Street Centennial, CO 80112		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$30,045.13
Representing: Brakes Plus-Denver		Agency Credit & Audit Services, Inc. 2014 S. Pontiac Way Denver, CO 80224				Notice Only

Sheet no. 3 of 9 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > \$87,458.69

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

\$87,458.69

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Chicago Truck Sales and Service 5300 West Plattner Drive Alsip, IL 60803-3232		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$7,351.00
ACCT #: Curry Auto Leasing 14850 Montfort Drive Suite 295 Dallas, TX 75240		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:			X	\$1,500.00
ACCT #: xx2439 Deep Rock Water 2640 California Street Denver, CO 80205		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:			X	\$184.20
ACCT #: xx-x1245 Denver International Airport PO BOX 492065 Denver, CO 80249-2065		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$14,302.71
ACCT #: Derpol Corp 4001 N. Nashville Chicago, IL 60634		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:			X	\$2,148.28
ACCT #: Dollar Thrifty Automotive Group, Inc. 5330 E. 31st Street PO BOX 35985 Tulsa, OK 74153-0985		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$80,902.19

Sheet no. 4 of 9 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$106,388.38**

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

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Engine Solutions 2206 Century Center Blvd. Irving, TX 75062		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$14,261.28
ACCT #: Excel Maintenance Contractor 3429 Sedilla Ranch Road Fort Worth, TX 76262		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$22,216.57
ACCT #: Griffith, Jay & Michel, LLP 2200 Forest Park Blvd Fort Worth, TX 76110		DATE INCURRED: CONSIDERATION: Legal Fees REMARKS:				\$1,091.50
ACCT #: Highpoint Risk Services 1445 Mac Arthur Drive Suite 228 Carrollton, TX 75007		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: Hinshaw & Culbertson, LLP 8142 Solution Center Drive Chicago, IL 60677		DATE INCURRED: CONSIDERATION: Legal Fees REMARKS:				\$16,806.87
ACCT #: Intrepid Rental Enterprises LLC 23725 East Grand Place Aurora, CO 80016		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:			X	\$2,621.81

Sheet no. 5 of 9 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$56,998.03**

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

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: xxxx-xxxx-xxxx-3269 JPMorgan Chase Bank PO BOX 2015 Mail Suite IL1-6225 Elgin, IL 60121		DATE INCURRED: CONSIDERATION: Credit Card REMARKS:				\$121,172.30
ACCT #: K & L Gates LLP 1717 Main Street, Suite 2800 Dallas, TX 75201		DATE INCURRED: CONSIDERATION: Legal Fees REMARKS:				\$46,660.63
Representing: K & L Gates LLP		NACM Business Credit Services 2118 Third Ave PO Box 21966 Seattle, WA 98111				Notice Only
ACCT #: Kaseman, LLC 3050 Chain Bridge Road Suite 600 Fairfax, VA 22030		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:			X	\$33,228.50
ACCT #: xxxxxx/xx6349 Konica Minolta PO BOX 122366 Dallas, TX 75312-2366		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$3,409.88
ACCT #: xxx-xxxxxx0-000 Konica Miolta-Austin 910-0067270 21146 Network Place Chicago, IL 60673-1211		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$335.33

Sheet no. 6 of 9 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$204,806.64**

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

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: xxx-xxxxxx6-000 Konica Miolta-Austin 910-0067270 21146 Network Place Chicago, IL 60673-1211		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$409.02
ACCT #: xxx4794 Pro Consulting Services, Inc. PO BOX 66510 Houston, TX 77266-6510		DATE INCURRED: CONSIDERATION: Collecting for -Sprint REMARKS:			X	\$1,752.53
ACCT #: Richard Jaffe 100 West Monroe Street Suite 1400 Chicago, IL 60603		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$2,000.00
ACCT #: Ricochet Fuel Distributors, Inc. 600 S. Seventh St. Louisville, KY 40203		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$56,900.00
ACCT #: Rocky Mountain Mobile 6677 E. 163rd Avenue Brighton, CO 80601		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$400.90
ACCT #: Rush of Dallas 5422 Redfiled Dallas, TX 75235		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$17,753.24

Sheet no. 7 of 9 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$79,215.69**

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

Total >

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: xxxxxxxxxx0002 Spark Energy PO BOX 3015 Houston, TX 77253		DATE INCURRED: CONSIDERATION: Utility Expense REMARKS:				\$4,012.13
Representing: Spark Energy		William W. Siegel & Associates 7 Penn Plaza New York, NY 1001				Notice Only
ACCT #: xxxxx0318 Sprint PO BOX 4181 Carol Stream, IL 60197-4181		DATE INCURRED: CONSIDERATION: Wireless Services REMARKS:				\$15,959.09
ACCT #: x2928 Thermo King PO BOX 650078 Dallas, TX 75265-0078		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$3,113.68
ACCT #: U.S. Department of Labor 200 Constitution Ave., NW Washington, DC 20210		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: United Airlines 77 W. Wacker 20th Floor Chicago, IL 60601		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$5,219.50

Sheet no. 8 of 9 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$28,304.40**

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

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	
ACCT #: United Airlines-ORD PO BOX 66140 Chicago, IL 60666		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$3,978.43	
ACCT #: Village of Rosemont 9501 West Devon Rosemont, IL 60018		DATE INCURRED: CONSIDERATION: Non-Purchase Money REMARKS:				\$92,400.00	
Sheet no. <u>9</u> of <u>9</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal >	\$96,378.43
						Total >	\$4,063,723.48
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases of contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
<p>2300 Valley View, LP PO BOX 4737 Houston, TX 77210-4737</p>	<p>Leasing 2300 Valley View Lane, Irving, TX 75062. Contract to be ASSUMED</p>
<p>CIT Technology Fin Serv, Inc. 21146 Network Place Chicago, IL 60673-1211</p>	<p>Copier Lease 910-0086306 Contract to be REJECTED</p>
<p>CIT Technology Fin Serv, Inc. 21146 Network Place Chicago, IL 60673-1211</p>	<p>Copier Lease 910-0059636 Contract to be REJECTED</p>
<p>CIT Technology Fin Serv, Inc. 21146 Network Place Chicago, IL 60673-1211</p>	<p>Copier Lease 910-0067270 Contract to be REJECTED</p>
<p>CIT Technology Fin Serv, Inc. 21146 Network Place Chicago, IL 60673-1211</p>	<p>Copier Lease 910-0057150 Contract to be REJECTED</p>

In re **Total Enterprise, Inc.**

Case No. _____
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Continuation Sheet No. 1

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.
Medill Property Venture, L.L.C. 8622 Bayport Lane Cary, Illinois 60013	Office in Franklin Park, IL Contract to be REJECTED

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<p>Kyong Kim 3305 Pembroke Pkwy. South Colleyville, TX 76034</p>	<p>Chase Bank PO BOX 280161 Baton Rouge, LA 70826</p>
<p>Kyong Kim 3305 Pembroke Pkwy. South Colleyville, TX 76034</p>	<p>Advantage Funding Commercial Capital Cor 111 Marcus Avenue, Suite M27 Lake Success, NY 11042</p>
<p>Kyong Kim 3305 Pembroke Pkwy. South Colleyville, TX 76034</p>	<p>Advantage Funding Commercial Capital Cor 111 Marcus Avenue, Suite M27 Lake Success, NY 11042</p>
<p>Kyong Kim 3305 Pembroke Pkwy. South Colleyville, TX 76034</p>	<p>Advantage Funding Commercial Capital Cor 111 Marcus Avenue, Suite M27 Lake Success, NY 11042</p>
<p>Kyong Kim 3305 Pembroke Pkwy. South Colleyville, TX 76034</p>	<p>Advantage Funding Commercial Capital Cor 111 Marcus Avenue, Suite M27 Lake Success, NY 11042</p>
<p>Kyong Kim 3305 Pembroke Pkwy. South Colleyville, TX 76034</p>	<p>Advantage Funding Commercial Capital Cor 111 Marcus Avenue, Suite M27 Lake Success, NY 11042</p>

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re **Total Enterprise, Inc.**

Case No.

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER	
A - Real Property	Yes	1	\$0.00			
B - Personal Property	Yes	7	\$1,044,165.55			
C - Property Claimed as Exempt	No					
D - Creditors Holding Secured Claims	Yes	3			\$878,789.10	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2			\$204,328.92	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	10			\$4,063,723.48	
G - Executory Contracts and Unexpired Leases	Yes	2				
H - Codebtors	Yes	1				
I - Current Income of Individual Debtor(s)	No					N/A
J - Current Expenditures of Individual Debtor(s)	No					N/A
TOTAL		26	\$1,044,165.55	\$5,146,841.50		

DECLARATION CONCERNING DEBTOR'S SCHEDULES

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

I, the _____ **President** _____ of the _____ **Corporation** _____
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of
_____ **28** _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date **8/9/2011** _____

Signature **/s/ Heebok Jung** _____
Heebok Jung
President

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

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: **Total Enterprise, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$2,318,055.07	2011 Year to Date Gross Income
\$12,944,359.00	2009 Gross Profit
\$8,370.00	2009 Gross Net Gain
\$24,880.00	2009 Gross Other Income
\$6,224,570.00	2010 Gross Profit
\$8,696.00	2010 Gross Net Gain
\$4,517.00	2010 Gross Other Income

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

3. Payments to creditors

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

None a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
JPMorgan Chase Bank PO BOX 2015 Mail Suite IL1-6225 Elgin, IL 60121	(Last 90 days)	\$177,000.00	\$121,172.30

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: **Total Enterprise, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 1

Chase Bank PO BOX 280161 Baton Rouge, LA 70826	(Last 90 days)	\$24,723.00	\$729,301.89
Excel Maintenance Contractor 3429 Sedilla Ranch Road Fort Worth, TX 76262	(Last 90 days)	\$45,600.00	\$22,216.57
Texas Workforce Commission	(Last 90 days)	\$11,000.00	
Staples	(Last 90 days)	\$13,000.00	
Office of the Attorney General	(Last 90 days)	\$8,000.00	
IMA of Texas	(Last 90 days)	\$8,000.00	
HSBC Card Services	(Last 90 days)	\$8,200.00	
Hanner & Associates	(Last 90 days)	\$13,500.00	
First Insurance Funding	(Last 90 days)	\$110,000.00	
B&D Gasoline Inc.	(Last 90 days)	\$53,000.00	
IL Director of Employment Security	(Last 90 days)	\$7,800.00	
Capital One Bank	(Last 90 days)	\$8,500.00	
Federal Payroll Tax Deposit (IRS)	(Last 90 days)	\$150,000.00	

None c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Kyong Kim 3305 Pembroke Pkwy. South Colleyville, TX 76034	7/2/2010 - 8/2011	\$76,920.00	
Keebok Jung	7/2010 - 8/2011	\$62,106.00	

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
See Attachment #3			
Case No. 11M1150554 Richard Jaffe vs. Total Enterprises, Inc.	Breach of Contract	In the Circuit Court of Cook County, IL First Municipal District	Pending

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re: Total Enterprise, Inc.

Case No. (if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 2

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.

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.

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.

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.

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.

Table with 3 columns: NAME AND ADDRESS OF PERSON OR ORGANIZATION, RELATIONSHIP TO DEBTOR, IF ANY, DATE OF GIFT, DESCRIPTION AND VALUE OF GIFT. Content: See Attachment #4

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.

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.

Table with 3 columns: NAME AND ADDRESS OF PAYEE, DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR, AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY. Content: Law Office of Areya Holder, P.C., 800 W Airport Freeway, Suite 414, Irving, TX 75062; 07/25/2011; \$23,961.00

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re: Total Enterprise, Inc.

Case No. (if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 3

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.)

Table with 3 columns: NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR, DATE, DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED. Content: See Attachment #5

None b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

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

12. Safe deposit boxes

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

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.

Table with 3 columns: ADDRESS, NAME USED, DATES OF OCCUPANCY. Content: 4405 Reese Drive, Irving, TX; Total Enterprise, Inc.; 2005-2009

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.

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: **Total Enterprise, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 4

17. Environmental Information

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location and name of business

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

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

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

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.

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: **Total Enterprise, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 5

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Hanner Associates 2324 Cheek Sparger Road Bedford, TX 76021	2008 - 2010

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.

NAME AND ADDRESS	DATES SERVICES RENDERED
Hanner Associates 2324 Cheek Sparger Road Bedford, TX 76021	2008 - 2010

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Hanner Associates	2324 Cheek Sparger Road Bedford, TX 76021

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

NAME AND ADDRESS	DATE ISSUED
Chase Bank	6/2010 & 6/2011

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.

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: **Total Enterprise, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 6

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
Kyong Kim 3305 Pembroke Pkwy. South Colleyville, TX 76034	Director	100%
Heebok Jung	President	

22. Former partners, officers, directors and shareholders

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

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

23. Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
See response to 3c		

24. Tax Consolidation Group

None If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

25. Pension Funds

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 8/9/2011

Signature /s/ Heebok Jung
Heebok Jung
President

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

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

Attachment #3

List of Law Suites

Case No	Caption	Type of Suit	Location	Status of Case
10-84641-1	Ricochet Fuel Distributors, Inc. v. Total Enterprise, Inc.	Fuel Fee	Tarrant County, TX	Pending
2011-002984-1	Automotive Engine Solutions vs. Total Enterprise, Inc.	Vehicle Repair	Tarrant County, TX	Pending
2010 L 13807 (T)	Zimmerman Enterprises, Inc., et al., vs. Total Enterprise, Inc.	Vehicle Repair	Cook County, IL Circuit Court	Pending
08 L 4936	Keith Thornton v. Total Enterprise, Inc.	Auto Accicent Insurance Claim	Cook County, IL Circuit Court	Pending
08 L 12397	Salvatore Sarullo v. Total Enterprise, Inc.	Auto Accicent Insurance Claim	Cook County, IL Circuit Court	Pending
08 L 5699	Karen R Nelson/Constantina Tsolsos v. Total Enterprise, Inc.	Auto Accicent Insurance Claim	Cook County, IL Circuit Court	Pending
08 L 7323	Scott Tomiko v. Total Enterprise, Inc.	Auto Accicent Insurance Claim	Cook County, IL Circuit Court	Pending
	Agency of Credit Control, Inc. v. Total Enterprise, Inc.	Vehicle Repair (Brakes Plus - Denver)	Adams County, CO District Court	Just received and need to answer

Attachment #4

5:46 AM
07/22/11
Accrual Basis

Total Enterprise, Inc. Transaction Detail By Account July 1, 2010 through July 22, 2011

<u>Name</u>	<u>Memo</u>	<u>Date</u>	<u>Amount</u>
THE KCUM CHURCH OF DALLAS	Church Offering	07/01/2010	800.00
THE KCUM CHURCH OF DALLAS	Church Offering	07/30/2010	1,000.00
THE KCUM CHURCH OF DALLAS	Church Offering	09/01/2010	800.00
THE KCUM CHURCH OF DALLAS	Church Offering	09/30/2010	800.00
THE KCUM CHURCH OF DALLAS	Church Offering	11/02/2010	800.00
THE KCUM CHURCH OF DALLAS	Church Offering	12/16/2010	800.00
THE KCUM CHURCH OF DALLAS	Church Offering	12/31/2010	1,000.00
THE KCUM CHURCH OF DALLAS	Church Offering	03/02/2011	2,000.00
THE KCUM CHURCH OF DALLAS	Church Offering	03/30/2011	1,000.00
Westlake Academy Foundation	School Fundraing	11/17/2010	2,000.00

Attachment #5

Vehicle Sold	Price	Status	Date	Buyer
2003 Ford, VIN 1FBSS31L03HA96879	\$1,035.00	Sold	10/15/2010	CW Vehicle Management 2901 Lucent Ct Arlington TX 76012
2006 Ford, VIN 1FBSS31L76DA77399	1,835.00	Sold	10/15/2010	CW Vehicle Management 2901 Lucent Ct Arlington TX 76012
2000 Ford, VIN 1FBSS31F1YHB47551	400.00	Sold	10/13/2010	Jose Munoz 2720 Cactus Irving TX 75060
2000 El Dorado, VIN 1HVBEBMXYH274944	\$3,375.00	Sold	10/19/2010	CW Vehicle Management 2901 Lucent Ct Arlington TX 76012
2006 Ford, VIN 1FBSS31L96DA31220	\$2,500.00	Sold	10/20/2010	1st United Methodist Church 1010 S. Main St. Euless TX 76040
2006 Ford, VIN 1FBSS31L56DA87459	\$3,000.00	Sold	10/28/2010	Unlimited PCS, INC. 11536 Harry Hines Blvd Ste 203 Dallas TX 75229
2006 Ford, VIN 1FBSS31L16DA77379	\$3,500.00	Sold	10/28/2010	Unlimited PCS, INC. 11536 Harry Hines Blvd Ste 203 Dallas TX 75229
2006 Ford, VIN 1FDXE5S36HA76917	\$1,948.00	Sold	12/10/2010	CW Vehicle Management 2901 Lucent Ct Arlington TX 76012
2001 International, VIN 1HVBEABM61H359897	\$2,290.00	Sold	12/10/2010	CW Vehicle Management 2901 Lucent Ct Arlington TX 76012
2001 International, VIN 1HVBEABM31HS59906	2,040.00	Sold	12/10/2010	CW Vehicle Management 2901 Lucent Ct Arlington TX 76012
2006 Ford, VIN 1FBSS31L96HB40933	\$2,500.00	Sold	10/19/2010	1st United Methodist Church 1010 S. Main St. Euless TX 76040
2001 Ford, VIN 1FB5531FX1HA84407	\$300.00	Sold	2/28/2011	A-Auto Crusher 3610 Bedford St. Dallas TX 75212

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE: **Total Enterprise, Inc.**

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]
AMS Staff Leasing-Sterling HR Solutions 14160 Dallas Parkway, Suite 500 Dallas, TX 75254		Loan		\$3,200,000.00
Internal Revenue Service Centralized Insolvency Operations PO Box 7346 Philadelphia, PA 19114-7346		Payroll Taxes		\$150,619.68
JPMorgan Chase Bank PO BOX 2015 Mail Suite IL1-6225 Elgin, IL 60121		Credit Card		\$121,172.30
Village of Rosemont 9501 West Devon Rosemont, IL 60018		Non-Purchase Money		\$92,400.00
Dollar Thrifty Automotive Group, Inc. 5330 E. 31st Street PO BOX 35985 Tulsa, OK 74153-0985		Non-Purchase Money		\$80,902.19
AMS Staff Leasing-Sterling HR Solutions 14160 Dallas Parkway, Suite 500 Dallas, TX 75254		Non-Purchase Money		\$60,929.98

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE: **Total Enterprise, Inc.**

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Continuation Sheet No. 1

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]
Bill's Auto and Truck 1216 Rand Road Des Plaines, IL 60016		Non-Purchase Money		\$57,275.50
Ricochet Fuel Distributors, Inc. 600 S. Seventh St. Louisville, KY 40203		Non-Purchase Money		\$56,900.00
Internal Revenue Service Centralized Insolvency Operations PO Box 7346 Philadelphia, PA 19114-7346		Payroll Taxes		\$53,709.24
K & L Gates LLP 1717 Main Street, Suite 2800 Dallas, TX 75201		Legal Fees		\$46,660.63
Advantage Funding Commercial Capital Cor 111 Marcus Avenue, Suite M27 Lake Success, NY 11042		Vehicle Loan		\$34,871.33
Advantage Funding Commercial Capital Cor 111 Marcus Avenue, Suite M27 Lake Success, NY 11042		Vehicle Loan		\$34,019.64
Kaseman, LLC 3050 Chain Bridge Road Suite 600 Fairfax, VA 22030		Non-Purchase Money	<i>Disputed</i>	\$33,228.50

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE: **Total Enterprise, Inc.**

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Continuation Sheet No. 2

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]
Brakes Plus-Denver 6911 South Yosemite Street Centennial, CO 80112		Non-Purchase Money		\$30,045.13
Advantage Funding Commercial Capital Cor 111 Marcus Avenue, Suite M27 Lake Success, NY 11042		Vehicle Loan		\$29,218.61
Advantage Funding Commercial Capital Cor 111 Marcus Avenue, Suite M27 Lake Success, NY 11042		Vehicle Loan		\$26,218.61
Excel Maintenance Contractor 3429 Sedilla Ranch Road Fort Worth, TX 76262		Non-Purchase Money		\$22,216.57
Rush of Dallas 5422 Redfiled Dallas, TX 75235		Non-Purchase Money		\$17,753.24
Hinshaw & Culbertson, LLP 8142 Solution Center Drive Chicago, IL 60677		Legal Fees		\$16,806.87
Sprint PO BOX 4181 Carol Stream, IL 60197-4181		Wireless Services		\$15,959.09

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE: **Total Enterprise, Inc.**

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Continuation Sheet No. 3

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

I, the **President** of the **Corporation**
named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: **8/9/2011**

Signature: **/s/ Heebok Jung**
Heebok Jung
President

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE: **Total Enterprise, Inc.**

CASE NO

CHAPTER **11**

VERIFICATION OF CREDITOR MATRIX

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

Date 8/9/2011

Signature /s/ Heebok Jung
Heebok Jung
President

Date _____

Signature _____

2300 Valley View, LP
PO BOX 4737
Houston, TX 77210-4737

A & E Tire
3855 East 52nd Avenue
Denver, CO 80216

Advantage Funding Commercial Capital Cor
111 Marcus Avenue, Suite M27
Lake Success, NY 11042

Agency Credit & Audit Services, Inc.
2014 S. Pontiac Way
Denver, CO 80224

Alix Partners
2000 Town Center, Suite 2400
Southfield, MI 48075

AMS Staff Leasing-Sterling HR Solutions
14160 Dallas Parkway, Suite 500
Dallas, TX 75254

AMS Staffing Leasing
1445 Mac Arthur Drive
Suite 228
Carrollton, TX 75007

Aspen Publishers, Inc.
4829 Innovation Way
Chicago, IL 60682-0048

Attorney General of Texas
Collections Division Bankruptcy Section
PO Box 12548
Austin, TX 78711-2548

Bill's Auto and Truck
1216 Rand Road
Des Plaines, IL 60016

Brakes Plus-Denver
6911 South Yosemite Street
Centennial, CO 80112

Chase Bank
PO BOX 280161
Baton Rouge, LA 70826

Chicago Truck Sales and Service
5300 West Plattner Drive
Alsip, IL 60803-3232

CIT Technology Fin Serv, Inc.
21146 Network Place
Chicago, IL 60673-1211

City of Coppell Tax Office
PO BOX 9478
Coppell, TX 75019-9478

Curry Auto Leasing
14850 Montfort Drive
Suite 295
Dallas, TX 75240

Dallas County Tax Assessor
500 Elm Street
First Floor Recording Bldg.
Dallas, TX 75202

Deep Rock Water
2640 California Street
Denver, CO 80205

Denver International Airport
PO BOX 492065
Denver, CO 80249-2065

Derpol Corp
4001 N. Nashville
Chicago, IL 60634

Dollar Thrifty Automotive Group, Inc.
5330 E. 31st Street
PO BOX 35985
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