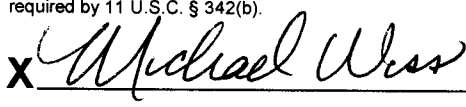


<b>United States Bankruptcy Court</b> <b>NORTHERN DISTRICT OF TEXAS</b> <b>DALLAS DIVISION</b>				<b>Voluntary Petition</b>	
Name of Debtor (if individual, enter Last, First, Middle): <b>MGC Consulting, Inc.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>74-3063209</b>			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): <b>415 N. Beckley Avenue</b> <b>Dallas, TX</b>			Street Address of Joint Debtor (No. and Street, City, and State):		
<div style="text-align: right;">ZIP CODE <b>75203</b></div>			<div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: <b>Dallas</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
<div style="text-align: right;">ZIP CODE</div>			<div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above):					
<div style="text-align: right;">ZIP CODE</div>					
<b>Type of Debtor</b> (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.)		<b>Nature of Business</b> (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		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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	
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (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).		<b>Nature of Debts</b> (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.	
<b>Filing Fee</b> (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.		<b>Check one box: Chapter 11 Debtors</b> <input checked="" type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). <b>Check all applicable boxes:</b> <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).			
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input checked="" type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input checked="" type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>MGC Consulting, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>None</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>Johnathan D Mitchell</b>	Case Number: <b>13-34065-HDH-13</b>	Date Filed: <b>8/6/2013</b>	
District: <b>Northern District, Dallas Division</b>	Relationship: <b>principal</b>	Judge: <b>Hale</b>	
<b>Exhibit A</b> (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.		<b>Exhibit B</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).  <div style="text-align: right;">  <b>12/2/13</b>            Date         </div>	
<b>Exhibit C</b>			
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.			
<b>Exhibit D</b>			
(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.			
<b>Information Regarding the Debtor - Venue</b> (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.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (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.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>MGC Consulting, Inc.</b>
<b>Signatures</b>		
<p><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[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.</p> <p>[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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> _____</p> <p><b>X</b> _____</p> <p>_____                  Telephone Number (If not represented by attorney)</p> <p>_____                  Date</p>	<p><b>Signature of a Foreign Representative</b></p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p><b>X</b> _____                  (Signature of Foreign Representative)</p> <p>_____                  (Printed Name of Foreign Representative)</p> <p>_____                  Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p><b>X</b> <u>Michael Wiss</u>  <b>Michael Wiss</b> Bar No. <b>21819700</b></p> <p><b>Michael Wiss &amp; Associates</b>  <b>11882 Greenville Ave.</b>  <b>Suite 111</b>  <b>Box 11</b>  <b>Dallas, Texas 75243-3567</b>                  Phone No. <b>(972) 889-9050</b> Fax No. <b>(972) 889-1175</b></p> <p><u>12/2/13</u>                  Date</p> <p><small>*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.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>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.</p> <p>_____                  Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____                  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.)</p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>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.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>MGC Consulting, Inc.</b></p> <p><b>X</b> <u>Johnathan Mitchell</u>                  Signature of Authorized Individual  <b>Johnathan Mitchell</b>                  Printed Name of Authorized Individual</p> <p><b>Sole Director</b>                  Title of Authorized Individual</p> <p><u>12/2/13</u>                  Date</p>	<p><b>Address</b></p> <p><b>X</b> _____</p> <p><b>Date</b></p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>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.</small></p>	

Waiver of Notice of Consent to Holding a  
Special Meeting of Board of Directors of MGC Consulting, Inc.

The undersigned, being the sole Director of MGC Consulting, Inc. a Texas Corporation, here waives notice of consent to the holding of a special meeting of the Board of Directors at 11882 Greenville Avenue, Suite 111, Dallas, Texas 75243 on December 2, 2013 at 4:00 p.m. for the purpose of:

Determining whether the above company should file for relief under Chapter 11 of the Bankruptcy Act.

Determining whether the above company should enter into an employment contract with the Law Offices of Michael Wiss and Associates for legal services in connection with a Chapter 11 bankruptcy case.

This waiver of notice and consent to the meeting is made in compliance with Article 9.09 of the Texas Business Corporation Act and any and all amendments thereto, and the undersigned hereby consents to the waiver being made a part of the records of the meeting, for the purpose of showing that any business transacted at the meeting is as valid as if the meeting had been regularly called and noticed.

Dated: December 2, 2013

  
Johnathan Mitchell

Special Meeting of the Board of Directors of  
MGC Consulting, Inc.

The undersigned being the sole Director of MGC Consulting, Inc., a Texas company, held at a Special Meeting of the Board of Directors on December 2, 2013 at 4:00 p.m. at 11882 Greenville Avenue, Suite 111, Dallas, Texas 75243, for the purpose of determining whether:

1. Said company should file for relief under Chapter 11 of the Bankruptcy Code.
2. The Law Offices of Michael Wiss and Associates should be employed to provide legal services in connection with a Chapter 11 case.

Having considered the matters thoroughly, and noting that said Board of Directors have duly waived notice and consent to this meeting under Article 9.09 of the Texas Business Corporation Act and any and all amendments, the members hereby take the following actions:

RESOLVED, that the parties signing below constitute all of the Director of MGC Consulting, Inc., a duly organized Texas company ;

RESOLVED FURTHER, that MGC Consulting, Inc., shall file a bankruptcy petition under Chapter 11, Title 11, United States Code; and

RESOLVED FURTHER, that MGC Consulting, Inc., shall enter into an Employment Contract with Michael Wiss and Associates to provide legal services in connection with its Chapter 11 Bankruptcy case.

Dated: December 2, 2013

  
Johnathan Mitchell

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

IN RE: **MGC Consulting, Inc.**

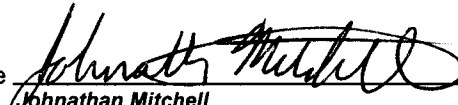
CASE NO

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 12/2/13

Signature   
**Johnathan Mitchell**  
**Sole Director**

Date \_\_\_\_\_

Signature \_\_\_\_\_

Dallas County Tax Assessor-Collector  
Records Building - 1st Floor  
500 Elm Street  
Dallas, TX 75202

Dallas Water Utilities  
1500 Marilla Street, #3A  
Dallas, TX 75277

Internal Revenue Service  
P O Box 7346  
Phildelphis, PA 19101-7346

Internal Revenue Service  
1100 Commerce Street  
Room 951  
Mail Code 5024 DAL  
Dallas, Texas 75242

Michael Wiss & Associates  
11882 Greenville Ave.  
Suite 111  
Box 11  
Dallas, Texas 75243-3567

Munsch Hardt Kopt & Harr PC  
500 N. Akard Street #3800  
Dallas, TX 75201-6659  
Attn: David R. Dotson

Quantum Servicing Corp  
6302 E. Martin Luther King Blvd  
Suite 300  
Tampa, FL 33619

RREF CB SBL II Acquisitions, LLC  
c/o Rialto Capital  
730 NW 107 Avenue #300  
Miami, FL 33172