

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): AFS Automotive, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): dba Alternate Fuel Systems Automotive; dba AFS Automotive	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./Complete EIN or other Tax I.D. No. (if more than one, state all): 74-2999689	Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 2027 Anchor Lane Austin, TX	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE 78723	ZIP CODE
County of Residence or of the Principal Place of Business: Travis	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): 2027 Anchor Lane Austin, TX	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE 78723	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 house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
--	---	--

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check one box: Chapter 11 Debtors <input checked="" type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
---	---

Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors <table style="width:100%; text-align: center;"> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table> Estimated Assets <input type="checkbox"/> \$0 to \$10,000 <input type="checkbox"/> \$10,000 to \$100,000 <input checked="" type="checkbox"/> \$100,000 to \$1 million <input type="checkbox"/> \$1 million to \$100 million <input type="checkbox"/> More than \$100 million Estimated Debts <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,000 to \$100,000 <input checked="" type="checkbox"/> \$100,000 to \$1 million <input type="checkbox"/> \$1 million to \$100 million <input type="checkbox"/> More than \$100 million	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	THIS SPACE IS FOR COURT USE ONLY
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000												
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): AFS Automotive, 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> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align:center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p style="text-align:center;">X _____</p> <p style="text-align:right;">Date</p>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<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.			
Statement 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.)			

(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 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.			

Voluntary Petition

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

Name of Debtor(s): **AFS Automotive, 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 an 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, United States Code, 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/ Barbara Barron
Barbara Barron Bar No. **01817300**

Barron & Newburger, P.C.
1212 Guadalupe
Suite 104
Austin, TX 78701

Phone No. **(512) 476-9103** Fax No. **(512) 476-9253**

06/01/2007
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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

AFS Automotive, Inc.

X /s/ William M. Stone

William M. Stone
Printed Name of Authorized Individual

President
Title of Authorized Individual

06/01/2007
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.

In re **AFS Automotive, 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
2027 Anchor Lane, Austin, Texas 78723 Lot: 3-A; 36; City of Austin; Subdivision: H&M Lot 3-A Resub of Lt 3 Lot 36 Div BH&M Subd	Fee simple		\$273,556.00	\$261,638.00

Total: \$273,556.00

(Report also on Summary of Schedules)

In re **AFS Automotive, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.		Cash	\$20.00
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.		Washington Mutual Checking Account Account # XXXXXX6794 Washington Mutual Saving Account Account # XXXXXX6794	\$553.00 \$6.36
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.		Red Wing Work Boots - 2	\$50.00
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		

In re **AFS Automotive, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 1

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c); Rule 1007(b)).	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.		William Kemp for legal services - retainer deposit Buchanan General Store David Jones Elliot White Alessandro Borghese	\$1,500.00 \$3,100.00 \$3,000.00 \$1,100.00 \$3,600.00

In re **AFS Automotive, 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
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.		Internal Revenue Services - 2004 thru 2006	Unknown
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.		Work in process - Kevin Frack	\$1,500.00
		Work in process - Clarence Skrovan	\$400.00
		Usury Claim against Bayview Loan Serving and Business Credit Corp.	\$250,000.00
		Predatory Lending Claim against Greater American Funding, Russell Ham	Unknown
		Earnest Money from sale of property	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	X		

In re **AFS Automotive, 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
23. Licenses, franchises, and other general intangibles. Give particulars.		RailRoad Comm. License - LPG	\$0.00
		RailRoad Commercial License - CNG	\$0.00
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X		
25. Automobiles, trucks, trailers, and other vehicles and accessories.		1979 Ford F-700 Medium Duty Truck/Diesal	Unknown
		1999 Dodge 1500 Ram Vans - 2	\$4,750.00
		1996 Chrysler Sebring -1	\$2,725.00
		1979 Chevy Suburban	\$2,153.00
		1990 Chevy Astro Conversion Van	\$1,325.00
		1989 Chevy Astro	\$1,150.00
		1994 Ford Thunderbird	\$1,575.00
		F700 Ford Truck	Unknown
		1973 International Storage Bus	Unknown
		1989 Oldmobile Cutlass	\$850.00
		1979 Chevrolet Truck	\$2,241.00

In re **AFS Automotive, 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
26. Boats, motors, and accessories.		1979 Chaparel Boat	\$1,595.00
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.		Computers - 3	\$2,300.00
		Built up Server	\$1,000.00
		Office Desks - 3	\$75.00
		Large Filing Cabinets - 5	\$50.00
		Drawer Filing Cabinets - 2	\$50.00
		Bookshelves - 3	\$150.00
		Magazine/Bookshelve Racks - 2	\$20.00
		Time clock	\$300.00
29. Machinery, fixtures, equipment, and supplies used in business.		NAT 9AS Compressor, Storage Bottles & Dispensor	\$8,000.00
		Hyster Forklift 4000 lb	\$4,000.00
		Zep Parts Checking System	\$1,500.00
		Mitek Plazma Cutter	\$600.00
		Bedliner Machine - Broken	\$500.00
		Waste Oil Container - 25 Gallon	\$250.00
		Propane Dispensor, CFT	\$4,500.00
		Steel Propane Tank, Supports & Plumbing	\$1,100.00

In re **AFS Automotive, 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
30. Inventory.		Steel Ground Rail - 4.5" Pipe	\$1,000.00
	Sullair Compressor 185 CFM	\$2,700.00	
	Sand Blasters POT with Deadman Control	\$2,000.00	
	Dewalt Metal Saw	\$385.00	
	Rigid Cutoff Saw	\$150.00	
	Rigid Band Saw	\$250.00	
	Tape & Masking Paper Dispensor	\$100.00	
	Large Vise - Straight	\$100.00	
	Meter Pipe Rack	\$100.00	
	Assorted Metal Stock	\$1,000.00	
	Assorted Conversion Support Electronics (all out of date)	\$500.00	
	Assorted Aluminum Adaptors & Carboration Equipment	\$1,000.00	
	Assorted Bolts, Nuts & Washers	\$300.00	
	Electrical Connectors & Pins	\$300.00	
	Hose & Fitting	\$2,000.00	
	Assorted Wire	\$200.00	
Propane Fuel Gauge Sending Unit	\$200.00		
Assorted Stainless Steel Fittings	\$600.00		

In re **AFS Automotive, Inc.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 6

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
31. Animals.		14 year old Lab	\$0.00
		1.5 year old Lab	\$100.00
		5 year old mixed breed dog	\$0.00
32. Crops - growing or harvested. Give particulars.	X		
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.	X		
(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.) Total >			\$320,573.36

In re **AFS Automotive, 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 \$136,875.

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

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 #: xxxxxx8616 Bayview Loan Servicing 4425 Ponce De Leon Blvd 5th Floor Coral Gables, FL 33146		DATE INCURRED: 11/2005 NATURE OF LIEN: Loan COLLATERAL: Service for BCC Capital REMARKS: VALUE: \$0.00				Notice Only	Notice Only
ACCT #: Business Credit Corp Capital d/b/a BCC Commercial Capital, Inc. 179-14 Union Turnpike Flushing, NY 11366	X	DATE INCURRED: 11-2005 NATURE OF LIEN: Real Property on Anchor Lane COLLATERAL: Property REMARKS: VALUE: \$273,556.00				\$243,000.00	
ACCT #: Financial Pacific Leasing PO Box 4568 Federal Way, WA 98063	X	DATE INCURRED: 05-2004 NATURE OF LIEN: Judgment COLLATERAL: A/J REMARKS: VALUE: \$273,556.00				\$18,638.00	
ACCT #: Hughes, Watters & Askanase, LLP attn: Carolyn Taylor 333 Clay, Ste. 2900 Houston, TX 77002		DATE INCURRED: 2007 NATURE OF LIEN: Attorney for - Bayview COLLATERAL: Services for BCC REMARKS: VALUE: \$0.00				Unknown	Unknown
Subtotal (Total of this Page) >						\$261,638.00	\$0.00
Total (Use only on last page) >							

1 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
ACCT #: xx-xxx-xxxx-0000 Travis Co. Tax Ass-Coll P.O. Box 1748 Austin, Texas 78767		DATE INCURRED: 2006 NATURE OF LIEN: Ad Valorem Taxes COLLATERAL: REMARKS: VALUE: \$0.00				\$565.36	\$565.36
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						Subtotal (Total of this Page) > \$565.36	\$565.36
Total (Use only on last page) >						\$262,203.36	\$565.36

(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 \$10,950* 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 \$5,400* 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 \$2,425* 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. Secs. 326, 328, 329 and 330.

* Amounts are subject to adjustment on April 1, 2010, 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 PO Box 21126 Philadelphia, PA 19114		DATE INCURRED: 2006 CONSIDERATION: Taxes REMARKS:				\$747.00	\$747.00	\$0.00	
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						Subtotals (Totals of this page) >	\$747.00	\$747.00	\$0.00
						Total >	\$747.00		
						(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)			
						Totals >		\$747.00	\$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 #: xxxxxxxxxxx7105 AT&T 555 Main Street, Room 228-CR Beaumont, TX 77701		DATE INCURRED: 08/2006 CONSIDERATION: Services REMARKS:				\$42.69
ACCT #: 41 Capitol R.V. Storage 210 Allen CR. Georgetown, TX 78628		DATE INCURRED: 11/2006 CONSIDERATION: Contract/Lease REMARKS: Storage Unit				Unknown
ACCT #: xxxx xxxx xxxx 1417 Chase P.O. Box 15298 Wilmington, DE 19850-5298		DATE INCURRED: CONSIDERATION: Credit Card REMARKS:				\$9,403.21
ACCT #: xxxx-xxxx-xxxx-6508 Chase Mastercard P.O. Box 15298 Wilmington, DE 19950-5298		DATE INCURRED: CONSIDERATION: Credit Card REMARKS:				\$296.24
ACCT #: xxxx7700 City of Austin PO Box 2267 Austin, Texas 78768-2267		DATE INCURRED: CONSIDERATION: utility service REMARKS:				\$1,081.80
ACCT #: xxx7338 Citysearch.com Dept. 1343 Los Angeles, CA 90084		DATE INCURRED: CONSIDERATION: Advertising REMARKS:				\$153.25
Subtotal >						\$11,073.27
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 #: Ed-Pro / Yugo Tech 520 Sovereghn Road London, Ontario N5V-4K4		DATE INCURRED: 10/2005 CONSIDERATION: Propane Conversion Equipment for Ford Vans REMARKS:				\$9,700.00
ACCT #: Frack, Kevin Address Unknown		DATE INCURRED: 2007 CONSIDERATION: Automobile Repairs REMARKS: contract in progress				Unknown
ACCT #: xxx2191 Lease Finance Group Division of CIT USA 233 North Michigan Ave, Ste 1800 Chicago, IL 60601		DATE INCURRED: CONSIDERATION: Check Processing Equipment REMARKS:				\$149.00
ACCT #: ONEOK Energy Marketing, Co. 3706 SW Topeka Blvd, Ste. 100 Topeka, KS 66609		DATE INCURRED: 11/2006 CONSIDERATION: Natural Gas Supplier REMARKS:				\$1,284.15
ACCT #: xx-xxx-x226-1 Shell Fleet Management PO Box 9010 Des Moines, IA 50368-9010		DATE INCURRED: CONSIDERATION: Credit Card REMARKS:				\$620.03
ACCT #: Skrovan, Clarence 1150 CR 336 Granger, TX 76530		DATE INCURRED: 2007 CONSIDERATION: Automobile Repairs REMARKS: contract in progress				Unknown

Sheet no. 1 of 2 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$11,753.18**

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.)

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 #: Stone, William M. & Margarita 100 Vicksburg Loop Elgin, TX 78621		DATE INCURRED: 09/1999 CONSIDERATION: Loans to Company REMARKS:				\$40,000.00
ACCT #: xxxxxxxxxxxxx5564 Texas Gas Service PO Box 269042 Oklahoma City, OK 73126		DATE INCURRED: CONSIDERATION: Natural Gas Transporter REMARKS:				\$698.05
ACCT #: xx1175 Unifirst Holdings, LP 6000 Bolm Road Austin, TX 78721		DATE INCURRED: 08/2006 CONSIDERATION: trade vendor - uniforms REMARKS:				\$41.69
ACCT #: Wells Fargo Bank, N.A. MAC: N9311-161 Sixth & Marquette Minneapolis, MN 55479		DATE INCURRED: 06-13-05 CONSIDERATION: REMARKS:				Unknown
ACCT #: xxxx-xxxx-xxxx-6053 Wells Fargo Business Card PO Box 348750 Sacramento, CA 95834		DATE INCURRED: 06/2006 CONSIDERATION: Credit Card REMARKS:				\$3,145.00
ACCT #: Yellow Book USA 6300 C. St. SW Cedar Rapids, IA 52404		DATE INCURRED: 03/23/07 CONSIDERATION: Advertising REMARKS:				\$483.00
Subtotal >						\$44,367.74
Total >						\$67,194.19

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

(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 or contracts, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; 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.
ATT Phone & DSL PO Box 930170 Dallas, TX 75393	Phone Services
Capitol R.V. Storage 210 Allen CR. Georgetown, TX 78628	Vehicle Storage
City Search.com Dept.1343 Los Angeles, CA 90084-1343	Advertisement
Global Check 266 S. Magnolia Ave. #201 El Cabon, CA 92020	Check Processing Service
Lease Finance Group 233 N. Michigan Ave. Ste. 1800 Chicago, IL 60601	Lease Contract

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.
<p>OneOK Energy Marketing Co. 3706 SW Topeka Blvd Topeka, KS 66609</p> <p>RBS Lynk Services 600 Morgan Falls Road Atlanta, GA 30350</p> <p>Sprint PO Box 660092 Dallas, TX 75266</p> <p>Unifirst 6000 Bolm Road Austin, TX 78721</p> <p>Yellow Book USA 6300 C. St. SW Cedar Rapids, IA 52404</p>	<p>Natural Gas Supplier</p> <p>Process Credit Cards</p> <p>Phone Service</p> <p>Uniform & Rag Service</p> <p>Advertising</p>

In re **AFS Automotive, Inc.**

Case No. _____
(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by 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, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
William M. & Margarita Stone	Financial Pacific Leasing PO Box 4568 Federal Way, WA 98063
William M. and Margarita Stone	Business Credit Corp Capital d/b/a BCC Commercial Capital, Inc. 179-14 Union Turnpike Flushing, NY 11366

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE: **AFS Automotive, 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 must also 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	\$273,556.00			
B - Personal Property	Yes	7	\$320,573.36			
C - Property Claimed as Exempt	No					
D - Creditors Holding Secured Claims	Yes	2			\$262,203.36	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2			\$747.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3			\$67,194.19	
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		18	\$594,129.36	\$330,144.55		

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF 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
_____ **20** _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.
(Total shown on summary page as attached plus 1.)

Date **06/01/2007** _____

Signature _____
/s/ William M. Stone
William M. Stone
President

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

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

In re: **AFS Automotive, 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
\$174,717.57	AFS Automotive Gross Revenue - 2006
\$131,335.30	AFS Automotive Gross Revenue - 2005
\$34,636.62	AFS Automotive Gross Revenues YTD - 2007

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 if the aggregate value of all property that constitutes or is affected by such transfer is not 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 if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$5,475. (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.)

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

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

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

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Financial Pacific Leasing, LLC v. AFS Automotive, Inc.; Cause No. 283,484	Garnishment	Travis County Court - Austin	Civil Judgment

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **AFS Automotive, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 1

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
Financial Pacific Leases	07-17-06	Checking Account Garnished

5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

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

8. Losses

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

9. Payments related to debt counseling or bankruptcy

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Barron & Newburger, PC. 1212 Guadalupe, Ste. 104 Austin, TX 78701		\$7,500.00

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **AFS Automotive, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 2

10. Other transfers

None

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None

b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

None

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Wells Fargo Austin Fiesta Money Market Office PO Box 2019 Austin, TX 78768	3916 - Account 0 - balance	March 2007
UFCU 4611 Guadalupe Austin, TX 78751	3200 - Account 0 - Balance	March 2007

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.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	450 HP Chassis Dyno \$2,000.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	HD Shelving \$1,500.00	2027 Anchor Lane Austin, TX 78723

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **AFS Automotive, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 3

William M. Stone 100 Vicksburg Loop Elgin, TX	40 Ft Shipping/Storage Container \$3,500.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX	20 Ft Shipping/Storage Container \$2,000.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX	LanAir Waste Oil Heater \$2,500.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX	Matco Single Phase Compressor \$1,600.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX	Ancient Bear Brakelath \$1,500.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX	Hunter Touchless Tire Mounter \$400.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX	Snap On Wheel Balancer \$1,000.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX	All Data Information System (to 1979) \$800.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX	Transmission Building Table \$200.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX	20 Ton Hydraulic Press \$200.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX	Miller A/C D/C Welding Machine \$800.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX	Victor Torch \$250.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Engine Hoist \$150.00	2027 Anchor Lane Austin, TX 78723

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **AFS Automotive, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 4

William M. Stone 100 Vicksburg Loop Elgin, TX 78621	3 engine stands \$150.00	2027 Anchor Ln Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Adjustable Wood Shelving units \$1000.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	1 Refriderator \$50.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	9000 lb twin post asymmetrical lift \$1,500.00	2027 Anchor lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	4000 lb, scissor lift \$1,500.00	2027 Anchor In Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	250 lb, manlift \$500.00	2027 Anchor lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	15,000 watt generator \$1,300.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Safety Clean Parts Washer \$400.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Assorted conversion electronics \$1,000.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Assorted LP/Natural Gas Intake Adaptor \$2,000.00	2027 Anchor Ln Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Assorted Stainless Steel Fitting 1/4" - 3/8" \$1,000.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Assorted Pressure Hose \$200.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Shop Fan 4' \$100.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Essik Portable Swamp Cooler \$500.00	2027 Anchor Lane Austin, TX 78723

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **AFS Automotive, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 5

William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Craftsman Workbench w/ Light & Drawers \$100.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	3- Metal Parts Cabinet \$60.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Sears Primer Paint Gun \$30.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Non working Refrigerator used as supply cabinet \$20.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Metal / Wood Work Bench \$50.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Wooden Cabinets with Work Bench \$100.00	2027 Anchor In Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Large Vise (with Pipesaws & 360 Swivel) \$100.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Hand tools, tool box, top box & top cabinet \$6,000.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Snap on MT 2500 Scanner \$2000.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Interro Engine with 5-Gas Analyser \$6000.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Bench Grinder \$50.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Drill Press \$50.00	2027 Anchor Lane Austin, TX 78723
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	Miller Tig Welder \$800.00	2027 Anchor Lane Austin, TX. 78723

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **AFS Automotive, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 6

15. Prior address of debtor

None If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

17. Environmental Information

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

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

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

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

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

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

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

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.

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **AFS Automotive, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 7

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

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

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

19. Books, records and financial statements

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

NAME AND ADDRESS	DATES SERVICES RENDERED
Debra Todd Particular Consultant 1001 Cypress Creek Road, Ste. 204 Cedar Park, TX 78613	1994 to present
Margarita Stone 100 Vicksburg Loop Elgin, TX 78621	1997 to 2005

None b. List all firms or individuals who within two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

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

NAME	ADDRESS
Debra Todd Particular Consultant 1001 Cypress Creek Road, Ste. 204 Cedar Park, TX 78613	
William M. Stone	100 Vicksburg Loop Elgin, TX 78621

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

20. Inventories

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

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

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **AFS Automotive, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 8

21. Current Partners, Officers, Directors and Shareholders

None

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

None

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Margarita Hinojosa-Stone 100 Vicksburg Loop Elgin, TX 78621	Secretary	51%
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	President	49%

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
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	3/7/07	391.08
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	2/9/07	691.25
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	2/7/07	650.00
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	1/23/07	139.17
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	12/18/06	450.00

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **AFS Automotive, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 9

William M. Stone 100 Vicksburg Loop Elgin, TX 78621	12/8/06	200.00
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	11/10/06	450.00
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	10/10/06	450.00
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	10/09/06	216.00
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	9/12/06	450.00
William M. Stone 100 Vicksburg Loop Elgin, TX 78621	04/24/06	20.00
William M. Stone	4-10-07	\$390.00

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.

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re: **AFS Automotive, Inc.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 10

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 06/01/2007

Signature /s/ William M. Stone
William M. Stone
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. Sections 152 and 3571

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

IN RE: **AFS Automotive, 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 06/01/2007

Signature /s/ William M. Stone
William M. Stone
President

Date _____

Signature _____

AT&T
555 Main Street, Room 228-CR
Beaumont, TX 77701

ATT Phone & DSL
PO Box 930170
Dallas, TX 75393

Bayview Loan Servicing
4425 Ponce De Leon Blvd
5th Floor
Coral Gables, FL 33146

Business Credit Corp Capital
d/b/a BCC Commercial Capital, Inc.
179-14 Union Turnpike
Flushing, NY 11366

Capitol R.V. Storage
210 Allen CR.
Georgetown, TX 78628

Chase
P.O. Box 15298
Wilmington, DE 19850-5298

Chase Mastercard
P.O. Box 15298
Wilmington, DE 19950-5298

City of Austin
PO Box 2267
Austin, Texas 78768-2267

City Search.com
Dept.1343
Los Angeles, CA 90084-1343

Citysearch.com
Dept. 1343
Los Angeles, CA 90084

Ed-Pro / Yugo Tech
520 Sovereghn Road
London, Ontario N5V-4K4

Financial Pacific Leasing
PO Box 4568
Federal Way, WA 98063

Frack, Kevin
Address Unknown

Global Check
266 S. Magnolia Ave. #201
El Cabon, CA 92020

Hughes, Watters & Askanase, LLP
attn: Carolyn Taylor
333 Clay, Ste. 2900
Houston, TX 77002

Internal Revenue Service
PO Box 21126
Philadelphia, PA 19114

Lease Finance Group
Division of CIT USA
233 North Michigan Ave, Ste 1800
Chicago, IL 60601

Lease Finance Group
233 N. Michigan Ave. Ste. 1800
Chicago, IL 60601

OneOK Energy Marketing Co.
3706 SW Topeka Blvd
Topeka, KS 66609

ONEOK Energy Marketing, Co.
3706 SW Topeka Blvd, Ste. 100
Topeka, KS 66609

RBS Lynk Services
600 Morgan Falls Road
Atlanta, GA 30350

Shell Fleet Management
PO Box 9010
Des Moines, IA 50368-9010

Skrovan, Clarence
1150 CR 336
Granger, TX 76530

Sprint
PO Box 660092
Dallas, TX 75266

Stone, William M. & Margarita
100 Vicksburg Loop
Elgin, TX 78621

Texas Gas Service
PO Box 269042
Oklahoma City, OK 73126

Travis Co. Tax Ass-Coll
P.O. Box 1748
Austin, Texas 78767

Unifirst
6000 Bolm Road
Austin, TX 78721

Unifirst Holdings, LP
6000 Bolm Road
Austin, TX 78721

Wells Fargo Bank, N.A.
MAC: N9311-161 Sixth & Marquette
Minneapolis, MN 55479

Wells Fargo Business Card
PO Box 348750
Sacramento, CA 95834

William M. & Margarita Stone

William M. and Margarita Stone

Yellow Book USA
6300 C. St. SW
Cedar Rapids, IA 52404