

UNITED STATES BANKRUPTCY COURT WESTERN DISTRICT OF TEXAS AUSTIN DIVISION		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Shoreline Partners Ltd.		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 Shoreline Grill		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): 74-2520767		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): 98 San Jacinto Blvd Austin, TX		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE 78701		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): 98 San Jacinto Blvd Austin, TX		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE 78701		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 type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" 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.
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.		Chapter 11 Debtors Check one box: <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).
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.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" 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 checked="" 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		
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 checked="" 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		

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Shoreline Partners Ltd.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	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:	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 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 have 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.			
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.)			

(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.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Shoreline Partners Ltd.</p>
Signatures	
<p>Signature(s) of Debtor(s) (Individual/Joint)</p> <p>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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ X _____</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p>Signature of a Foreign Representative</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>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p>Signature of Attorney*</p> <p>X <u>/s/ Barbara Barron</u> Barbara Barron Bar No. 01817300</p> <p>Barron & Newburger 1212 Guadalupe Ste. 104 Austin, TX 78701</p> <p>Phone No. (512) 476-9103 Fax No. (512) 476-9253</p> <p><u>08/10/2010</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>Signature of Non-Attorney Bankruptcy Petition Preparer</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>_____ Address</p> <p>X _____ Date</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>
<p>Signature of Debtor (Corporation/Partnership)</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>Shoreline Partners Ltd.</p> <p>X <u>/s/ Jeff A. Weinberger</u> Signature of Authorized Individual</p> <p><u>Jeff A. Weinberger</u> Printed Name of Authorized Individual</p> <p><u>President</u> Title of Authorized Individual</p> <p><u>08/10/2010</u> Date</p>	

In re **Shoreline Partners Ltd.**

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
98 San Jacinto Blvd., Austin, TX 78701 Town Lake Center Corp. 98 San Jacinto Blvd. #300 Austin, TX 78701	Leasehold		Unknown	\$0.00

Total: \$0.00

(Report also on Summary of Schedules)

In re **Shoreline Partners Ltd.**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.		Petty cash used for tip payout (includes \$400 of waitperson tip money)	\$4,148.00
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.		Checking Balance as of 8/10/10	\$1,921.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.		10 framed posters	\$200.00
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.		Underwriters Insurance Group 5525 LBJ Freeway Dallas, TX 75240 Business auto policy (valet parking) Republic Lloyds	\$0.00 \$0.00

In re **Shoreline Partners Ltd.**

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
		5525 LBJ Freeway Dallas, TX 75240 Commercial Insurance coverage	
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.		Outstanding credit card receipts August 6, 2010 - August 10, 2010	\$21,887.88
		UT Banquet 3/2/10	\$1,773.84
		UT Banquet	\$4,818.52

In re **Shoreline Partners Ltd.**

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
		5/11/10 Explore Austin Banquet 5/6/10	\$3,852.10
		Thomas Properties banquet 3/9/10	\$759.67
		Thomas Properties banquet 3/16/10	\$664.03
		Marquese Vow Renewal banquet 7/10/10	\$4,578.66
		Groupon	\$6,400.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		

In re **Shoreline Partners Ltd.**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
28. Office equipment, furnishings, and supplies.		175 banquet chairs	\$4,375.00
		400 pieces plateware: banquet	\$400.00
		300 pieces silverware: banquet	\$150.00
		300 pieces glasses: banquet	\$150.00
		200 place settings silverware: upstairs	\$200.00
		300 pieces glassware: upstairs	\$150.00
		5 printers	\$250.00
		10 phone units	\$250.00
		Wall mounted Elfa shelving 11'	\$250.00
		5 office chairs	\$100.00
		Portable audio speakers 1 unit with 2 speakers	\$100.00
		4 Herman Miller wall mounted work stations	\$300.00
		2 legal file cabinets	\$50.00
		3 letter file cabinets	\$50.00
		2 lateral file cabinets with 3 drawers	\$100.00
		1 tall file cabinet with 4 drawers	\$50.00
	Fax machine	\$20.00	
	Copier	\$20.00	

In re **Shoreline Partners Ltd.**

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
		Supply storage cabinet	\$25.00
		Sound system	\$400.00
		Walkie Talkie System	\$200.00
		3 Metro shelving units-6 shelves	\$300.00
		3 Wittco hot boxes	\$350.00
		Roll in cooler/2 door/McCall Div	\$850.00
		6' SS rolling table	\$125.00
		6' Prep counter SS w/sink & faucets	\$250.00
		2 rolling screens	\$50.00
		Chair dolly	\$15.00
		Clothes/table cloth steamer	\$15.00
		Vacuum cleaner	\$15.00
		Flower vases	\$25.00
		Votive candle holders	\$25.00
		Table linens	\$100.00
		8 sections of commercial steel shelving	\$200.00
		11 66" round tables	\$275.00
		9 60" round tables	\$225.00
		6 46" round tables	\$150.00

In re **Shoreline Partners Ltd.**

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
		6 36" round tables	\$150.00
		4 rolling dish carts	\$200.00
		7 SS chafers	\$140.00
		True Brand cold beverage reach in refrig-3 door	\$1,000.00
		Two 6' and 8' ladders	\$50.00
		2 step ladders	\$25.00
		5 bus carts	\$100.00
		2 dollies	\$50.00
		Rolling portable cart	\$100.00
		Eight 6' rectangular folding tables	\$160.00
		Three 8' rectangular folding tables	\$60.00
		11 mirrors in banquet room (54" x 43")	\$2,750.00
		6 large sago palms-potted	\$300.00
		2 jockey boxes	\$100.00
		Small sink with faucet	\$100.00
		2 door reach in cooler Traulson	\$850.00
		2 door beer box Tue	\$650.00
		SS 3 compartment sink	\$100.00
		Jockey box	\$100.00

In re **Shoreline Partners Ltd.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 7

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
		Rpower POS system-4 terminals and 6 printers	\$2,500.00
		5 King Ranch bar stools	\$1,000.00
		4 King Ranch side chairs	\$800.00
		2 leather sofas	\$400.00
		2 leather arm chairs	\$200.00
		2 leather trunks	\$200.00
		150 dining room chairs	\$2,500.00
		40 patio chairs	\$400.00
		35 36" square tables	\$875.00
		8 tables 33" x 24"	\$80.00
		8 table lamps	\$200.00
		2 floor lamps	\$100.00
		2 tall bar tables	\$40.00
		4 tall wooden bar chairs	\$80.00
		2 metro units on patio for setup	\$40.00
		2 small leather arm chairs	\$125.00
		Leather loveseat	\$120.00
		Leather bench	\$500.00
		2 wooden trunks	\$400.00

In re **Shoreline Partners Ltd.**Case No. _____
(if known)**SCHEDULE B - PERSONAL PROPERTY***Continuation Sheet No. 8*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
		Buffet table	\$50.00
		Buffet table	\$25.00
		SS prep table w/2 bun warmers, glass filler, 1 ice box, 1 sink with faucet	\$350.00
		9" SS shelf	\$100.00
		3 metro units 48" x 18" (6 shelves)	\$100.00
		25' SS cooks table with 4 cold salad bins, 16 cold drawers, 3 steam stations, 1 sink with faucet, 6 heat lamps and 2 20' SS shelves	\$1,500.00
		20' SS waiter stations with 2 soup wells	\$200.00
		True reach in refridge 27' x 27" deep	\$650.00
		Water station-11' SS with ice bin, glass filler and 2 bun warmer drawers	\$250.00
		SS table 47" wide x 27" deep with 2 undershelves	\$850.00
		8 Boston accoustic audio speakers	\$200.00
		3 Yamaha amplifiers	\$150.00
		14' SS table with 3 sinks and faucets	\$300.00
		8' SS table with disposal and pre-rinse faucet	\$450.00
		33" SS bus cart	\$100.00
		Southbend meat brazier 30" deep x 38" wide x 16" tall	\$550.00
		14' SS prep table with 3 sinks and faucets	\$350.00

In re **Shoreline Partners Ltd.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 9

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
29. Machinery, fixtures, equipment, and supplies used in business.		10' SS shelf	\$100.00
		2 hand washing sinks	\$75.00
		10' SS prep table with sink and faucets	\$250.00
		Prep table SS 70"	\$275.00
		Prep table SS 8.5" with 2 sinks and faucet	\$350.00
		Prep table SS 6'	\$175.00
		16' SS wall mounted shelving	\$100.00
		2 Alto-Shaam 31" tall x 20" wide x 27" deep	\$300.00
		9 Bakers racks	\$75.00
		8 metro units (old)	\$100.00
		Misc. office supplies	\$200.00
		Paper products and cleaning supplies	\$536.00
		See attached Exhibit A	
		Manitowoc Serires 800 ice machine	\$850.00
		Large freezer Kennmore chest type	\$50.00
		Traulsen 4 door reach in refridge 4' wide x 33" deep	\$850.00
	2 compartment fryer	\$750.00	
	36" wide Wolf charbroiler	\$350.00	
	Vulcan range with oven 34" wide-6 burner	\$700.00	

In re **Shoreline Partners Ltd.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 10

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
		Imperial 6 burner range with oven	\$700.00
		Imperial 6 burner range without oven	\$450.00
		Walk in cooler (large)	\$1,000.00
		Produce walk in	\$1,000.00
		Walk in freezer	\$1,200.00
		2 DCS convection ovens	\$1,500.00
		Large ice machine in kitchen	\$1,300.00
		Groen SS stock pot	\$1,800.00
		Hobart mixer-large	\$2,000.00
		Robot coupe mixer (large blender)	\$200.00
		Rancelio espresso machine-small	\$600.00
		Traulson 2 door reach in fridge	\$200.00
30. Inventory.		Food (7/31/10)	\$13,779.00
		Wine (7/31/10)	\$9,305.27
		Liquor (7/31/10)	\$3,892.45
		Beer (7/31/10)	\$455.34
31. Animals.	X		
32. Crops - growing or harvested. Give particulars.	X		

In re **Shoreline Partners Ltd.**

Case No. _____
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 11

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.		Website www.shorelinegrill.com	Unknown
		19 Gift Certificates-To be honored Face value \$1,825.00	Unknown
_____ 11 _____ continuation sheets attached (Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)			Total > \$130,751.76

In re **Shoreline Partners Ltd.**

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.

In re **Shoreline Partners Ltd.**

Case No. _____
(if known)

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.)	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 #: xxxxxxxxxxx0000 Travis County Nelda Wells Spears PO Box 1748 Austin, TX 78768		DATE INCURRED: 2009 NATURE OF LIEN: COLLATERAL: Business personal property REMARKS: VALUE: \$130,751.76				\$2,570.14	
Subtotal (Total of this Page) >						\$2,570.14	\$0.00
Total (Use only on last page) >						\$2,570.14	\$0.00

 No continuation sheets attached

(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 Wages, salaries, and commissions

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 #: Allison Wiltz 333 E. Slaughter Lane #514 Austin, TX 78744		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Outstanding check dated 1/31/10				\$34.35	\$34.35	\$0.00
ACCT #: Amber Badowski 8320 Hanbridge Lane Austin, TX 78736		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/8/10				\$1,441.88	\$1,441.88	\$0.00
ACCT #: Amy Ruiz 7029 San Felipe #1408 Austin, TX 78729		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS:				\$90.65	\$90.65	\$0.00
ACCT #: Andrew Davis 1120 Fairmont Avenue Austin, TX 78704		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/8/10				\$86.16	\$86.16	\$0.00
ACCT #: Angelica Rosales 1408 Fairwood Austin, TX 78722		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/8/10				\$368.27	\$368.27	\$0.00
ACCT #: Arturo Reyes 4832 Hwy 71 East Del Valle, TX 78617		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/8/10				\$1,722.25	\$1,722.25	\$0.00
Sheet no. <u>1</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$3,743.56	\$3,743.56	\$0.00
Totals > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)								
Totals > (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 E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY Wages, salaries, and commissions

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 #: Ashley Hug 3809 Manchaca #C Austin, TX 78704		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/8/10				\$344.47	\$344.47	\$0.00
ACCT #: Ashley Nicholds 16030 Fitchburger Pflugerville, TX 78660		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS:				\$603.98	\$603.98	\$0.00
ACCT #: Ben Grieser 404 Riley Road Austin, TX 78746		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/8/10				\$428.51	\$428.51	\$0.00
ACCT #: Blake Moffit 5208 Bluestar Drive Austin, TX 78739		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/8/10				\$1,819.78	\$1,819.78	\$0.00
ACCT #: Britt Markle 7929 Luling Lane Austin, TX 78729		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/8/10				\$2,192.87	\$2,192.87	\$0.00
ACCT #: Brittney Crawford 381 Palomino Road Kyle, TX 78640		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/8/10				\$367.29	\$367.29	\$0.00
Sheet no. <u>2</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$5,756.90	\$5,756.90	\$0.00
Totals > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)								
Totals > (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 E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY Wages, salaries, and commissions

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 #: Candra Adams 1817 E. Oltorf #2032 Austin, TX 78741		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Outstanding check dated 3/5/10				\$5.12	\$5.12	\$0.00
ACCT #: Dan Querejazu 1706 Madison Austin, TX 78757		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/8/10				\$194.18	\$194.18	\$0.00
ACCT #: Danny Wagoner 4100 avenue A #103 Austin, TX 78751		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/8/10				\$254.16	\$254.16	\$0.00
ACCT #: Dawn Catagnus 1007 S. Congress #1031 Austin, TX 78704		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Outstanding check dated 1/18/10				\$8.80	\$8.80	\$0.00
ACCT #: Dayn Reardon 1108 Christine Drive Austin, TX 78721		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS:				\$118.27	\$118.27	\$0.00
ACCT #: Dean McCartney 4600 Elmont Austin, TX 78741		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/8/10				\$100.60	\$100.60	\$0.00
Sheet no. <u>3</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$681.13	\$681.13	\$0.00
Totals > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)								
Totals > (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 E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY Wages, salaries, and commissions

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 #: Donna Egenolf 179 Trailmaster Circle Driftwood, TX 78619		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$2,143.43	\$2,143.43	\$0.00
ACCT #: Elizabeth Short 1128 Sea Hero Lane Austin, TX 78748		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Outstanding check dated 3/20/10				\$23.45	\$23.45	\$0.00
ACCT #: Eric Earthman 4222 Red Cloud Drive Austin, TX 78759		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$1,734.12	\$1,734.12	\$0.00
ACCT #: Fraser Cosh 8701 Bluffstone Cove #2303 Austin, TX 78759		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$143.77	\$143.77	\$0.00
ACCT #: Gabrielle Stein 614 S. First Street #353 Austin, TX 78704		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Outstanding check dated 1/18/10				\$2.63	\$2.63	\$0.00
ACCT #: Glen Nordell 1503 Ruth Avenue Austin, TX 78757		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$38.92	\$38.92	\$0.00
Sheet no. <u>4</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$4,086.32	\$4,086.32	\$0.00
Totals > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)								
Totals > (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 E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY Wages, salaries, and commissions

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 #: Heliodoro Reyes 4832-T Hwy 71 E Del Valle, TX 78617		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS:				\$777.25	\$777.25	\$0.00
ACCT #: Ignacio Ramirez 135 West St. Elmo #A-106 Austin, TX 78745		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$302.69	\$302.69	\$0.00
ACCT #: Iseael Dian 1601 E. Slaughter Lot 306 Austin, TX 78747		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Outstanding check dated 2/18/10				\$397.48	\$397.48	\$0.00
ACCT #: Jarrett Fritz 1824 S. IH 35 #161 Austin, TX 78704		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$36.29	\$36.29	\$0.00
ACCT #: Javier Hernandez 2310 Chateau Village Way Austin, TX 78744		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$58.95	\$58.95	\$0.00
ACCT #: Jeff Weinberger 1105 Claire Avenue Austin, TX 78703		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/8/10				\$6,851.26	\$6,851.26	\$0.00
Sheet no. <u>5</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$8,423.92	\$8,423.92	\$0.00
Subtotals (Totals of this page) >								
Total > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)								
Totals > (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 E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY Wages, salaries, and commissions

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 #: Jessica Prince 1311 Payne Avenue Austin, TX 78757		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Outstanding check dated 1/18/10				\$5.95	\$5.95	\$0.00
ACCT #: Jose Padilla 2700 South Pleasant Valley #B Austin, TX 78741		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$540.06	\$540.06	\$0.00
ACCT #: Jose Sanchez 1302 Parker Lane Austin, TX 78741		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS:				\$67.05	\$67.05	\$0.00
ACCT #: Joseph Guitierrez 2903 Skylakr Drive Austin, TX 78757		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$68.08	\$68.08	\$0.00
ACCT #: Josh Wechsler 4900 East Oltorf #210 Austin, TX 78741		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$71.98	\$71.98	\$0.00
ACCT #: Julie Holland 1400 West Lynn #D Austin, TX 78703		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$98.25	\$98.25	\$0.00
Sheet no. <u>6</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$851.37	\$851.37	\$0.00
Totals > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)								
Totals > (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 E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY Wages, salaries, and commissions

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 #: Justin Fritz 906 Oxford Drive Pflugerville, TX 78660		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Outstanding check dated 1/18/10				\$4.14	\$4.14	\$0.00
ACCT #: Katherien Deats 4716 Duval Road #)41 Austin, TX 78727		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$320.00	\$320.00	\$0.00
ACCT #: Katherine Dhaseleer 605 West 12th Street #B Austin, TX 78701		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$111.35	\$111.35	\$0.00
ACCT #: Keith Byrd 1120 Fairmont Avenue Austin, TX 78704		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Outstanding check dated 7/1/10				\$73.94	\$73.94	\$0.00
ACCT #: Kevin Garrett 8612 Bowling Green Austin, TX 78757		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$969.69	\$969.69	\$0.00
ACCT #: Kim Bishop 1013 Overlook Bend Leander, TX 78641		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$770.91	\$770.91	\$0.00
Sheet no. <u>7</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$2,250.03	\$2,250.03	\$0.00
Totals > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)								
Totals > (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 E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY Wages, salaries, and commissions

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 #: Kristen Thomas 11608 Melstone Drive Manor, TX 78653		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$1,042.46	\$1,042.46	\$0.00
ACCT #: Lauren Norton 76 Tiburon Drive Austin, TX 78738		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$214.50	\$214.50	\$0.00
ACCT #: Lino Martinez 1903 Garden Street Austin, TX 78702		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$132.73	\$132.73	\$0.00
ACCT #: Mauricio Sanchez 1300 Parker Lane Austin, TX 78741		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$807.92	\$807.92	\$0.00
ACCT #: Max Fritz 1824 S IH 35 #161 Austin, TX 78704		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS:				\$192.72	\$192.72	\$0.00
ACCT #: Meagan Farris 1513-B Southport Drive Austin, TX 78704		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$391.89	\$391.89	\$0.00
Sheet no. <u>8</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$2,782.22	\$2,782.22	\$0.00
Totals > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)								
Totals > (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 E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY Wages, salaries, and commissions

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 #: Mike Smith 8515 Brodie Lane #625 Austin, TX 78745		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$2,165.70	\$2,165.70	\$0.00
ACCT #: Mirja Keesee 214 Fletcher Street Austin, TX 78704		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS:				\$26.86	\$26.86	\$0.00
ACCT #: Nicholas Barrera 2430 Promwell Circle #606 Austin, TX 78741		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$558.62	\$558.62	\$0.00
ACCT #: Omar Vilchez 300 E. Riverside Drive #121 Austin, TX 78704		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$1,195.96	\$1,195.96	\$0.00
ACCT #: Oscar Osvaldocua 2408 Manor Road #207 Austin, TX 78722		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$870.25	\$870.25	\$0.00
ACCT #: Quinten Frye 1500 East Riverside #617 Austin, TX 78704		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$1,041.67	\$1,041.67	\$0.00
Sheet no. <u>9</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$5,859.06	\$5,859.06	\$0.00
Total > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)								
Totals > (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 E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY Wages, salaries, and commissions

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 #: Ramundo Morales 2201 Montopolis #1026 Austin, TX 78741		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$1,019.91	\$1,019.91	\$0.00
ACCT #: Rene Marinez 2511 Bucks Run Austin, TX 78748		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$816.49	\$816.49	\$0.00
ACCT #: Robert Ramirez		DATE INCURRED: CONSIDERATION: REMARKS:				\$300.00	\$0.00	\$300.00
ACCT #: Roger Mirales 1407 Leona Street Austin, TX 78701		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$59.06	\$59.06	\$0.00
ACCT #: Rose Mitchell 4600 Monterey Oaks #1117 Austin, TX 78749		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$66.26	\$66.26	\$0.00
ACCT #: Ryan Bracken 1704 Nems Drive #812 Austin, TX 78744		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$1,004.19	\$1,004.19	\$0.00
Sheet no. <u>10</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$3,265.91	\$2,965.91	\$300.00
Total > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)								
Totals > (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 E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY Wages, salaries, and commissions

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 #: Ryan Carter 2610 Wilson #111 Austin, TX 78704		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Outstanding check dated 3/20/10				\$5.66	\$5.66	\$0.00
ACCT #: Samuel Andrade 1817 E. Oltorf #1085 Austin, TX 78741		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$536.08	\$536.08	\$0.00
ACCT #: Scott Kurtz 2706 East Mitchell Street Arlington, TX 76010		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Outstanding check dated 1/2/10				\$2.91	\$2.91	\$0.00
ACCT #: Stephen Weinbarger 1105 Claire Avenue Austin, TX 78703		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$309.55	\$309.55	\$0.00
ACCT #: Steve Kovatch 12609 Dessau Road #317 Austin, TX 78754		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$264.96	\$264.96	\$0.00
ACCT #: Thomas Hartman 1406 Cullen Avenue Austin, TX 78757		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$492.39	\$492.39	\$0.00
Sheet no. <u>11</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$1,611.55	\$1,611.55	\$0.00
Total > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)								
Totals > (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 E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY Wages, salaries, and commissions

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 #: Thomas Novak 1500 E. Riverside Drive #626 Austin, TX 78741		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$449.15	\$449.15	\$0.00
ACCT #: Tyler Harden 3706 Holt Drive Austin, TX 78749		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$33.97	\$33.97	\$0.00
ACCT #: Yesica Arredondo 3401 W. Parmer Lane #1122 Austin, TX 78727		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Outstanding check dated 4/1/10				\$133.38	\$133.38	\$0.00
ACCT #: Zach Dollarhide 614 S. 1st Street #165 Austin, TX 78704		DATE INCURRED: CONSIDERATION: Wages Owed REMARKS: Pay period 8/1/10 - 8/9/10				\$151.80	\$151.80	\$0.00
Sheet no. <u>12</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$768.30	\$768.30	\$0.00
Totals > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)								
Totals > (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 E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY	Taxes and Certain Other Debts Owed to Governmental Units
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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 #: xx-xxx0767 Internal Revenue Service PO Box 105083 Atlanta, GA 30348		DATE INCURRED: 11/09-8/10 CONSIDERATION: 940/941 taxes REMARKS: 941-11/09 to present \$154,080.47 940-Q1 and Q2 2010 \$4498.98				\$158,579.45	\$158,579.45	\$0.00
Representing: Internal Revenue Service		Bruce Wilpon IRS General Counsel's Office 301 E. 6th St., Room 601 Austin, TX 78701				Notice Only	Notice Only	Notice Only
ACCT #: x-xx-xxxx767-1 Texas State Comptroller PO Box 149359 Austin, TX 78714		DATE INCURRED: 5/10 CONSIDERATION: Franchise/sales tax REMARKS: Franchise tax \$4,614.31 May and June sales tax \$28,274.60				\$32,888.91	\$32,888.91	\$0.00
Representing: Texas State Comptroller		John Stern Texas Attorney of General PO Box 12548 Austin, TX 78711-2548				Notice Only	Notice Only	Notice Only
Representing: Texas State Comptroller		Ron Del Vento Texas Attorney of General PO Box 12548 Austin, TX 78711-2548				Notice Only	Notice Only	Notice Only
ACCT #: xx-xxx921-0 Texas Workforce Commission 101 E. 15th Street Austin, TX 78778		DATE INCURRED: CONSIDERATION: Unemployment insurance/tax REMARKS: Q1 and Q2 2010				\$13,027.85	\$13,027.85	\$0.00
Sheet no. <u>13</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						\$204,496.21	\$204,496.21	\$0.00
Subtotals (Totals of this page) >						\$204,496.21	\$204,496.21	\$0.00
Total > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)						\$244,576.48		
Totals > (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)							\$244,276.48	\$300.00

Case No. _____
 (if known)

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.M. Wholesale Fish Co., Inc. dba Syosset Seafood c/o John David Blakley 1601 Elm Street #3000 Dallas, TX 75201		DATE INCURRED: CONSIDERATION: Goods REMARKS: Lawsuit settlement				\$24,000.00
ACCT #: x6197 Admiral Linen 2030 Kipling Houston, TX 77098		DATE INCURRED: 2010 CONSIDERATION: Services REMARKS:				\$224.61
ACCT #: x6152 Albert Uster Imports PO Box 770 Gaithersburg, MD 20884		DATE INCURRED: CONSIDERATION: Goods REMARKS:				\$971.35
ACCT #: 5227 Allen Brothers 3737 South Halsted Street Chicago, IL 60609		DATE INCURRED: 11/09 CONSIDERATION: Goods REMARKS:				\$612.41
ACCT #: AT&T PO Box 6463 Carol Stream, IL 60197		DATE INCURRED: CONSIDERATION: Services REMARKS:				\$161.59
ACCT #: xxxxxline Boon Chapman PO Box 9201 Austin, TX 78766		DATE INCURRED: 2009-2010 CONSIDERATION: REMARKS: Remaining payments due of				\$3,945.32
Subtotal >						\$29,915.28
Total >						

6 continuation sheets attached

(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 #: Breed & Co. 718 West 29th Street Austin, TX 78705		DATE INCURRED: CONSIDERATION: REMARKS:				\$163.25
ACCT #: xxxx-xxxx-xxxx-1609 Capital One, FSB PO Box 60599 City of Industry, CA 91716	X	DATE INCURRED: CONSIDERATION: Credit Card REMARKS:				\$13,228.06
ACCT #: xxxx727-7 City of Austin PO Box 2267 Austin, TX 78783		DATE INCURRED: 6/10-7/10 CONSIDERATION: Services REMARKS:				\$4,774.57
ACCT #: xxxxxxxx xrill Crab Broker PO Box 80150 Las Vegas, NV 89180		DATE INCURRED: 11/06 CONSIDERATION: Goods REMARKS:				\$1,475.00
ACCT #: xxxxxxxx xrill CRS Texas 8303 Westglen Drive Houston, TX 77063		DATE INCURRED: CONSIDERATION: Services REMARKS: POS service				\$1,634.77
ACCT #: Deats, Durst, Owen & Levy, PLLC 1204 San Jacinto Street #203 Austin, TX 78701		DATE INCURRED: CONSIDERATION: Services REMARKS:				\$1,156.48

Sheet no. 1 of 6 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > \$22,432.13

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 xxxgns Emergency Medical Group Dr. Jason Bradley PO Box 2298 San Antonio, TX 78298		DATE INCURRED: 5/2010 CONSIDERATION: Services REMARKS: Workmen's comp claim				\$355.00
ACCT #: FoodHawk 11296 Taylor Draper Lane Austin, TX 78759		DATE INCURRED: 4/10 CONSIDERATION: Goods REMARKS:				\$1,000.00
ACCT #: Fritz, Byrne, Head & HarrisonPLLC 98 San Jacinto #2000 Austin, TX 78701		DATE INCURRED: CONSIDERATION: Services REMARKS:				\$3,791.34
ACCT #: xx2682 Grande Communications PO Box 671259 Dallas, TX 75267		DATE INCURRED: 6/10-7/10 CONSIDERATION: Services REMARKS:				\$1,577.89
ACCT #: xxxxxx-0005 Heart Hospital of Austin PO Box 848311 Dallas, TX 75284		DATE INCURRED: 2008 CONSIDERATION: Services REMARKS: Medical payments, self insured				\$25,000.00
ACCT #: 8281 Hill Country Dairies PO Box 80467 Austin, TX 78708		DATE INCURRED: 7/09-11/09 CONSIDERATION: Goods REMARKS:				\$8,333.32

Sheet no. 2 of 6 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > \$40,057.55

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 #: Jeff A. Weinberger 98 San Jacinto Blvd. Austin, TX 78701		DATE INCURRED: CONSIDERATION: Loan REMARKS: Advance from personal credit card for business expense				\$25,000.00
ACCT #: Jeff St. Onge 1010 East Eleventh Street Austin, TX 78702		DATE INCURRED: CONSIDERATION: Services REMARKS:				\$5,000.00
ACCT #: Jeffrey A. Weinberger 98 San Jacinto Blvd. Austin, TX 78701		DATE INCURRED: CONSIDERATION: Loan REMARKS: Loan to Corporation made 2/9/09				\$40,000.00
ACCT #: Martin Preferred Foods PO Box 4346, Dept. 170 Houston, TX 77210		DATE INCURRED: CONSIDERATION: Goods REMARKS:				\$200.00
ACCT #: Neil LeBlanc 3810 Caney Creek Road Austin, TX 78732		DATE INCURRED: CONSIDERATION: Goods REMARKS:				\$2,900.00
ACCT #: 9261 Radisson Hotel 111 E. Cesar Chavez Street Austin, TX 78701		DATE INCURRED: 9/09-7/10 CONSIDERATION: Services REMARKS:				\$3,744.00

Sheet no. 3 of 6 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > \$76,844.00

Total >
 (Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the
 Statistical Summary of Certain Liabilities and Related 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 #: Ronald & Margaret Weiss 1105 Enfield Road Austin, TX 78703		DATE INCURRED: CONSIDERATION: Loan REMARKS: Loan to Corporation 2/9/09				\$40,000.00
ACCT #: xxxxxxxx xxxxx-x0165 Safesite 9505 Johnny Morris Road Austin, TX 78724		DATE INCURRED: 4/10-7/10 CONSIDERATION: Services REMARKS:				\$1,152.00
ACCT #: xxxxxxxx xrill Sandy's Supply 506 Walsh Austin, TX 78703		DATE INCURRED: 2009 CONSIDERATION: Goods REMARKS:				\$734.46
ACCT #: xxxxxx4798 Seton Healthcare Network-Brackenridge 601 E. 15th Street Austin, TX 78701		DATE INCURRED: 2009 CONSIDERATION: Medical REMARKS: Patti LeBlanc				\$26,000.00
ACCT #: xxxxxxxx1118 Seton Healthcare Network-Brackenridge 601 E. 15th Street Austin, TX 78701		DATE INCURRED: 5/2010 CONSIDERATION: Medical REMARKS: Dawn Catagnus injury				\$1,907.75
ACCT #: xxxxxx0066 Seton Healthcare Network-Brackenridge 601 E. 15th Street Austin, TX 78701		DATE INCURRED: 7/2009 CONSIDERATION: Medical REMARKS: Patti LeBlanc				\$637.00

Sheet no. 4 of 6 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$70,431.21**

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 #: xxxx-xxxx-xxxx-0026 Sovereign Bank PO Box 569100 Dallas, TX 75356	X	DATE INCURRED: CONSIDERATION: Credit Card REMARKS:				\$15,427.57
ACCT #: Syosset Seafood 2158 W. Northwest Hwy Dallas, TX 75220		DATE INCURRED: CONSIDERATION: REMARKS:				\$0.00
ACCT #: Sysco 101 Chisholm Trail Round Rock, TX 78681		DATE INCURRED: CONSIDERATION: Goods REMARKS:				\$100.00
Representing: Sysco		Sysco Corporate Office 1390 Enclave Parkway Houston, TX 77077				Notice Only
ACCT #: xxxxxxxx xxill (A) Texas Weddings Ltd. 6390 Granberry San Antonio, TX 78239		DATE INCURRED: 11/09-12/09 CONSIDERATION: Services REMARKS:				\$2,850.00
ACCT #: xxx xxxxx xxxxe001 Town Lake Center Corp 270 Park Avenue, 38th floor New York, NY 10017		DATE INCURRED: 11/09-8/10 CONSIDERATION: Lease REMARKS:				\$73,215.60

Sheet no. 5 of 6 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > \$91,593.17

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
Representing: Town Lake Center Corp		Thomas Properties Group 98 San Jacinto Blvd. #320 Austin, TX 78701				Notice Only
Representing: Town Lake Center Corp		Town Lake Center Corp 270 Park Avenue, 38th floor New York, NY 10017				Notice Only
ACCT #: xxx7954 US Food Service 979 Springdale Road Austin, TX 78702		DATE INCURRED: CONSIDERATION: Goods REMARKS:				\$11,632.45
ACCT #: xxxxxxxx xrill VB Consulting 9901 Brodie Lane #160-239 Austin, TX 78748		DATE INCURRED: 1/09-8/10 CONSIDERATION: Services REMARKS:				\$4,805.95
ACCT #: xxxxxxxx xrill Wansley Refrigeration 4111 Guadalupe Street Austin, TX 78751		DATE INCURRED: 9/09-7/09 CONSIDERATION: Services REMARKS:				\$1,149.61
Sheet no. <u>6</u> of <u>6</u> continuation sheets attached to						Subtotal >
Schedule of Creditors Holding Unsecured Nonpriority Claims						\$17,588.01
						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.)						\$348,861.35

In re **Shoreline Partners Ltd.**

Case No. _____
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State 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>Auto Chlor PO Box 4869 Houston, TX 77210</p>	<p>Dishwashers</p>
<p>Republic Lloyds 5525 LBJ Freeway Dallas, TX 75240</p>	<p>Commerical Insurance policy</p>
<p>Republic Underwriters Insurance Company 5525 LBJ Freeway Dallas, TX 75240</p>	<p>Business Auto Insurance Valet parking policy</p>
<p>Thomas Properties Group Ltd. 98 San Jacinto Blvd. #320 Austin, TX 78701</p>	<p>Premises lease</p>

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
Jeff A. Weinberger 98 San Jacinto Austin, TX 78701	Capital One, FSB PO Box 60599 City of Industry, CA 91716
Jeff A. Weinberger 98 San Jacinto Austin, TX 78701	Sovereign Bank PO Box 569100 Dallas, TX 75356

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

In re **Shoreline Partners Ltd.**

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	12	\$130,751.76			
C - Property Claimed as Exempt	No					
D - Creditors Holding Secured Claims	Yes	1			\$2,570.14	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	14			\$244,576.48	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	7			\$348,861.35	
G - Executory Contracts and Unexpired Leases	Yes	1				
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		37	\$130,751.76	\$596,007.97		

B6 Declaration (Official Form 6 - Declaration) (12/07)
In re **Shoreline Partners Ltd.**

Case No. _____
(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

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

I, the _____ **President** _____ of the _____ **Partnership** _____
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of
_____ **39** _____ 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 **08/10/2010** _____

Signature **/s/ Jeff A. Weinberger** _____
Jeff A. Weinberger
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: **Shoreline Partners Ltd.**

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
(\$179,557.97)	2010 ytd: Net loss
(\$205,860.00)	2009; Tax Return
(\$92,588.00)	2008: Tax Return
\$52,082.00	2007: Tax Return

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
Please see attached Exhibit A			

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
Jeff A. Weinberger	7/1/09, 7/16/09, 8/1/09, 8/16/09,	\$62,184.46	

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

In re: **Shoreline Partners Ltd.**Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 1

Payroll	9/3/09, 9/16/09, 10/2/09, 10/16/09, 11/2/09, 11/17/09, 12/2/09, 12/16/09, 1/2/10, 1/18/10, 1/31/10, 2/18/10, 3/5/10, 3/20/10, 4/1/10, 4/15/10, 5/1/10, 5/16/10, 6/1/10, 6/16/10, 7/1/10, 7/16/10, 8/1/10,	
Bank of America	4/16/10, 6/16/10, 7/5/10	\$800.00
Compass Bank	1/4/10, 1/29/10, 3/4/10, 4/8/10, 5/7/10, 6/8/10, 7/5/10, 8/9/10	\$4,700.00
Jeff A. Weinberger	2/3/10, 3/9/10	\$446.77
Reimbursement for espresso machine, paint, cell phone repair		
Tina Weinberger	2/16/10	\$600.00
Reimbursement for espresso pods, curtains		
Stephen Weinberger	12/16/09	\$93.01
Tina Heffernan	7/6/10	
Stephen Weinberger Payroll	12/16/09, 5/1/10, 5/16/10, 6/1/10, 6/16/10, 7/1/10, 7/16/10, 8/1/10,	\$309.00

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

In re: **Shoreline Partners Ltd.**

Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 2

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
DC-10-00285F	Delinquent invoices for food purchases	District Court of Dallas County, Texas 116th Judicial District	Settled. Shoreline agreed to pay settlement amount
A.M. Wholesale Fisch Co., Inc. dba Syosset Seafood vs. Shoreline Partners, Ltd.			

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

5. Repossessions, foreclosures and returns

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

6. Assignments and receiverships

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

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

7. Gifts

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

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Central Texas Oncology Nurses Society	None	1/14/10	\$75 Gift certificate
American Heart Association	None	2/4/10	\$100 Gift certificate
Texas Council on Family Violence	None	3/24/10	\$75 Gift Certificate
Warm Heart International	None	3/27/10	\$75 Gift certificate
Austin Association for the Elderly	None	4/17/10	\$100 Gift certificate

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STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 3

Austin ISD Teacher Appreciation	None	4/17/10	10 Gift certificates worth \$100 each (\$1,000.00)
Austin Civic Chorus	None	4/25/10	\$100 Gift certificate
Austin Sailing Club	None	5/9/10	\$100 Gift certificate
Austin High School Booster Club	None	5/10/10	2 Gift certificates worth \$100 each (\$200.00)

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.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
Boiler \$12,200	Boiler broke by cracking. Insurance reimbursement \$11,200	March 2010
Cash \$14,769.35	Contract employee stole petty case and wrote checks to a fictitious company in his name. Insurance reimbursement \$14,269.35	2/2010-5/2010

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
Tax Resolutions PO Box 169 Georgetown, TX 78627-0169	5/25/10	\$3,500.00
Barron & Newburger, P.C. 1212 Guadalupe #104 Austin, TX 78701	8/4/10	\$6,400.50
Barron & Newburger, P.C. 1212 Guadalupe #104 Austin, TX 78701	8/10/10	\$3,600.00

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.)

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STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 4

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.
None

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.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
	Coffee Makers Tea Makers	Restaurant
	Tip money collected for waitpersons	Restaurant

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.

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(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 5

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.

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Continuation Sheet No. 6

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

**Mark Lenihan
1721 Norris
Austin, TX 78704**

Approximately 14 years through January 2010.

**Katherien Deats
4716 Duval Road #041
Austin, TX 78727**

January 2010 to present

**Bill Stroud
76 Tiburon Drive
The Hills, TX 78738**

January 2010 to May 2010

**Donna Egenolf
179 Trailmaster Circle
Driftwood, TX 78619**

February 2010 to present

**Clarence W. Utley PC
1717 W. 6th Street, Suite 259
Austin, TX 78703**

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

Donna Egenolf

**179 Trailmaster Circle
Driftwood, TX 78619**

Katherien Deats

**4716 Duval Road #041
Austin, TX 78727**

Clarence W. Utley PC

**1717 W. 6th Street, Suite 259
Austin, TX 78703**

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.

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STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 7

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.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
6/30/10	Duane Nunn Britt Markle	\$30,883.63
7/31/10	Duane Nunn Britt Markle	\$27,432.06

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

DATE OF INVENTORY	NAME AND ADDRESS OF CUSTODIAN OF INVENTORY RECORDS
7/1/10	Shoreline Partners, Ltd. 98 San Jacinto Austin, TX 78701
8/1/10	Shoreline Partners, Ltd. 98 San Jacinto Austin, TX 78701

21. Current Partners, Officers, Directors and Shareholders

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Shoreline Associates, Inc. 98 San Jacinto Blvd. Austin, TX 78701	General partner	48%
Lee Aaronson 3710 Meadowbank Drive Austin, TX 78703	Limited Partner	1.7241%
William P. Allison 700 Windsong Trail Austin, TX 78746	Limited Partner	1.7241%
Jonathan B. Buten 11111 Research Blvd. #450 Austin, TX 78759	Limited Partner	1.7241%
Dick Clark, III 207 W. 4th Street Austin, TX 78701	Limited Partner	1.7241%
Jerold L. Deutchman 7701 Kincheon Court Austin, TX 78749	Limited Partner	1.7241%

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STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 8

Steve Deutchman 1318 Travis Heights Austin, TX 78704	Limited Partner	3.4483%
Robert A. Griffin 2805 Bonnie Road Austin, TX 78703	Limited Partner	1.7241%
Sue Ellen Y. Knolle 303 Dasher Drive Austin, TX 78734	Limited Partner	1.7241%
Tillie Katz 54 West 91st Street, Suite 4B New York, NY 10024	Limited Partner	.8621%
Michael F. Lynch 606 Oakland Avenue Austin, TX 78703	Limited Partner	.8621%
Phyllip E. Marrus 2507 Spring Lane Austin, TX 78703	Limited Partner	.8621%
Robert M. McCall 12709 Dove Drive Buda, TX 78610	Limited Partner	5.1724%
Mark Perlmutter 3009 West Avenue Austin, TX 78705	Limited Partner	3.4480%
Lloyd Provost 115 E. 5th Street #300 Austin, TX 78701	Limited Partner	1.7421%
John Rosato PO Box 50164 Austin, TX 78763	Limited Partner	1.5288%
Thomas O. Shelton 1406 Wildcat Hollow Austin, TX 78746	Limited Partner	1.7421%
Thomas H. Strand 7508 Valburn Drive Austin, TX 78731	Limited Partner	1.7241%
Margot K. Thomas 4106 Avenue F Austin, TX 78751	Limited Partner	3.448%
Allan Weinberger 1705 Treadwll Austin, TX 78704	Limited Partner	1.7421%

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STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 9

Jeffrey A. Weinberger PO Box 5234 Austin, TX 78763	Limited Partner	1.7241%
Margaret P. Weiss 1105 Enfield Road Austin, TX 78703	Limited Partner	.8621%
Ronald A. Weiss 1105 Enfield Road Austin, TX 78703	Limited Partner	.8621%
Terry Weldon PO Box 41750 Austin, TX 78704	Limited Partner	.8621%
John C. Wooley 2705 Westlake Drive Austin, TX 78746	Limited Partner	1.7241%
Abe Zimmerman 2521 Spring Lane Austin, TX 78703	Limited Partner	4.1150%
James M. Laine 6201 Westcott Houston, TX 77007	Limited Partner	.8621%
Maris S. Ostrewich 3500 Fairmont Dallas, TX 75219	Limited Partner	.8621%
Daniel L. Roth 153 Wildcat Hollow Austin, TX 78746	Limited Partner	.6667%
Charlene Viscardi 305 County Estates Drive San Marcos, TX 78666	Limited Partner	1.7241%

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.

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.

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(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 10

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
Jeff A. Weinberger Payroll	7/1/09, 7/16/09, 8/1/09, 8/16/09, 9/3/09, 10/2/09, 10/16/09, 11/2/09, 11/17/09, 12/2/09, 12/16/09, 1/2/10, 1/18/10, 1/31/10, 2/18/10, 3/5/10, 3/20/10, 4/1/10, 4/15/10, 5/1/10, 5/16/10, 6/1/10, 6/16/10, 7/1/10, 7/19/10, 8/1/10	\$62,184.46
Bank of America	4/16/10, 6/16/10, 7/5/10	\$800.00
Compass Bank	1/4/10, 1/29/10, 3/4/10, 4/8/10, 5/7/10, 6/8/10, 7/5/10, 8/9/10	\$4,700.00
Jeff A. Weinberger Reimbursement for espresso machine, paint, cell phone repair	2/310, 3/9/10	\$446.77
Tina Weinberger Reimbursement for espresso pods, curtains	12/16/09	\$600.00
Stephen Weinberger Payroll	12/16/09, 5/1/10, 5/16/10, 6/1/10, 6/16/10, 7/1/10, 7/16/10, 8/1/10	\$309.00

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.

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STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 11

[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 08/10/2010

Signature /s/ Jeff A. Weinberger
Jeff A. Weinberger
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*

**UNITED STATES BANKRUPTCY COURT
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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]
Internal Revenue Service PO Box 105083 Atlanta, GA 30348		940/941 taxes		\$158,579.45
Town Lake Center Corp 270 Park Avenue, 38th floor New York, NY 10017		Lease		\$73,215.60
Ronald & Margaret Weiss 1105 Enfield Road Austin, TX 78703		Loan		\$40,000.00
Texas State Comptroller PO Box 149359 Austin, TX 78714		Franchise/sales tax		\$32,888.91
Seton Healthcare Network- Brackenridge 601 E. 15th Street Austin, TX 78701		Medical		\$26,000.00
Heart Hospital of Austin PO Box 848311 Dallas, TX 75284		Services		\$25,000.00

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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]
A.M. Wholesale Fish Co., Inc. dba Syosset Seafood c/o John David Blakley 1601 Elm Street #3000 Dallas, TX 75201		Goods		\$24,000.00
Sovereign Bank PO Box 569100 Dallas, TX 75356		Credit Card		\$15,427.57
Capital One, FSB PO Box 60599 City of Industry, CA 91716		Credit Card		\$13,228.06
Texas Workforce Commission 101 E. 15th Street Austin, TX 78778		Unemployment insurance/tax		\$13,027.85
US Food Service 979 Springdale Road Austin, TX 78702		Goods		\$11,632.45
Hill Country Dairies PO Box 80467 Austin, TX 78708		Goods		\$8,333.32
Jeff St. Onge 1010 East Eleventh Street Austin, TX 78702		Services		\$5,000.00

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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]
VB Consulting 9901 Brodie Lane #160-239 Austin, TX 78748		Services		\$4,805.95
City of Austin PO Box 2267 Austin, TX 78783		Services		\$4,774.57
Boon Chapman PO Box 9201 Austin, TX 78766				\$3,945.32
Fritz, Byrne, Head & Harrison PLLC 98 San Jacinto #2000 Austin, TX 78701		Services		\$3,791.34
Radisson Hotel 111 E. Cesar Chavez Street Austin, TX 78701		Services		\$3,744.00
Neil LeBlanc 3810 Caney Creek Road Austin, TX 78732		Goods		\$2,900.00
Texas Weddings Ltd. 6390 Granberry San Antonio, TX 78239		Services		\$2,850.00

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
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IN RE: **Shoreline Partners Ltd.**

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 08/10/2010

Signature */s/ Jeff A. Weinberger*
Jeff A. Weinberger
President

Date _____

Signature _____

A.M. Wholesale Fish Co., Inc.
dba Syosset Seafood
c/o John David Blakley
1601 Elm Street #3000
Dallas, TX 75201

Admiral Linen
2030 Kipling
Houston, TX 77098

Albert Uster Imports
PO Box 770
Gaithersburg, MD 20884

Allen Brothers
3737 South Halsted Street
Chicago, IL 60609

Allison Wiltz
333 E. Slaughter Lane #514
Austin, TX 78744

Amber Badowski
8320 Hanbridge Lane
Austin, TX 78736

Amy Ruiz
7029 San Felipe #1408
Austin, TX 78729

Andrew Davis
1120 Fairmont Avenue
Austin, TX 78704

Angelica Rosales
1408 Fairwood
Austin, TX 78722

Arturo Reyes
4832 Hwy 71 East
Del Valle, TX 78617

Ashley Hug
3809 Manchaca #C
Austin, TX 78704

Ashley Nicholds
16030 Fitchburger
Pflugerville, TX 78660

AT&T
PO Box 6463
Carol Stream, IL 60197

Ben Grieser
404 Riley Road
Austin, TX 78746

Blake Moffit
5208 Bluestar Drive
Austin, TX 78739

Boon Chapman
PO Box 9201
Austin, TX 78766

Breed & Co.
718 West 29th Street
Austin, TX 78705

Britt Markle
7929 Luling Lane
Austin, TX 78729

Brittney Crawford
381 Palomino Road
Kyle, TX 78640

Bruce Wilpon
IRS General Counsel's Office
301 E. 6th St., Room 601
Austin, TX 78701

Candra Adams
1817 E. Oltorf #2032
Austin, TX 78741

Capital One, FSB
PO Box 60599
City of Industry, CA 91716

City of Austin
PO Box 2267
Austin, TX 78783

Crab Broker
PO Box 80150
Las Vegas, NV 89180

CRS Texas
8303 Westglen Drive
Houston, TX 77063

Dan Querejazu
1706 Madison
Austin, TX 78757

Danny Wagoner
4100 avenue A #103
Austin, TX 78751

Dawn Catagnus
1007 S. Congress #1031
Austin, TX 78704

Dayn Reardon
1108 Christine Drive
Austin, TX 78721

Dean McCartney
4600 Elmont
Austin, TX 78741

Deats, Durst, Owen & Levy, PLLC
1204 San Jacinto Street #203
Austin, TX 78701

Donna Egenolf
179 Trailmaster Circle
Driftwood, TX 78619

Elizabeth Short
1128 Sea Hero Lane
Austin, TX 78748

Emergency Medical Group
Dr. Jason Bradley
PO Box 2298
San Antonio, TX 78298

Eric Earthman
4222 Red Cloud Drive
Austin, TX 78759

FoodHawk
11296 Taylor Draper Lane
Austin, TX 78759

Fraser Cosh
8701 Bluffstone Cove #2303
Austin, TX 78759

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