

UNITED STATES BANKRUPTCY COURT Western District of Texas	VOLUNTARY PETITION
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Name of Debtor (if individual, enter Last, First, Middle): think3 Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 94-3264782	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): 6011 W. Courtyard Drive Austin, TX <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 78730</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
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): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>

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

ZIP CODE

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Computer Software <input type="checkbox"/> 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 <hr/> Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 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). <hr style="border-top: 1px dashed black;"/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" 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): think3 Inc.	
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: Western District of Texas	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>X _____ Signature of Attorney for Debtor(s) (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 with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): think3 Inc.
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Signatures

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

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

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

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only **one** box.)

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

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

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Charles A. Beckham, Jr.

Signature of Attorney for Debtor(s)
Charles A. Beckham, Jr.

Printed Name of Attorney for Debtor(s)
Haynes and Boone, LLP

Firm Name
1221 McKinney St., Suite 2100
Houston, TX 77010

Address
713-547-2000

Telephone Number
05/18/2011

Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

Date

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

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Rebecca A. Roof

Signature of Authorized Individual
Rebecca A. Roof

Printed Name of Authorized Individual
Chief Restructuring Officer

Title of Authorized Individual
05/18/2011

Date

WRITTEN CONSENT OF
THE SOLE DIRECTOR OF
THINK3 INC.

May 18, 2011

The undersigned, acting in his capacity as the sole member of the Board of Directors (the "Board") of think3 Inc., a Delaware corporation (the "Corporation"), does hereby consent to, adopt, approve and vote for the following resolutions, to have the same force and effect as if adopted at a formal meeting of the Board of the Corporation, notice of which is hereby waived:

Appointment of Officers

WHEREAS, Scott Brighton has resigned as President and Secretary of the Corporation, Andrew Price has resigned as the Vice President of Finance of the Corporation, and Randall Jacops has resigned as the "branch representative" for the Corporation's Italian branch; and

WHEREAS, the sole member of Board deems it to be in the best interest of the Corporation to appoint an officer of the Corporation, to hold the offices of President, Secretary, and Chief Restructuring Officer of the Corporation;

NOW, THEREFORE, BE IT

RESOLVED, that Ms. Rebecca A. Roof is hereby appointed as an officer of the Corporation, effective immediately, to hold the offices of President, Secretary, and Chief Restructuring Officer of the Corporation until such time as she is removed from such offices by a resolution of the Board or as otherwise provided in the Bylaws of the Corporation; and it is further

Filing and Prosecution of Bankruptcy Case

RESOLVED, that it is desirable and in the best interest of the Corporation and its creditors, stockholders, and other interested parties to authorize the President, Secretary and Chief Restructuring Officer of the Corporation, or any of them, to cause to be filed a petition in the name of the Corporation (the "Chapter 11 Petition") seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, that the President, Secretary and Chief Restructuring Officer of the Corporation be, and each hereby is, authorized and directed to execute and verify the Chapter 11 Petition and to cause the same to be filed in the United States Bankruptcy Court for the Western District of Texas, Austin Division (the "Bankruptcy Court"), in such form and at such time as such officer(s) shall determine; and it is further

RESOLVED, that the President, Secretary and Chief Restructuring Officer, or such other officer(s) of the Corporation as they shall from time to time designate (each, an "Authorized Officer"), be, and each hereby is, authorized and directed to take all actions necessary to restructure the financial affairs of the Corporation, including causing to be filed in the

bankruptcy proceedings a Disclosure Statement and a Plan of Reorganization (the “Plan”), and to seek confirmation of the Plan by the Bankruptcy Court, with such amendments as may be required by the Bankruptcy Court; and it is further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized to execute and file (or direct others to do so on behalf of the Corporation as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case.

DIP Financing

WHEREAS, pursuant to the terms of the Debtor-in-Possession Loan and Security Agreement (the “DIP Credit Agreement”) by and among the Corporation, as Borrower, and Gensym Cayman, L.P. (the “DIP Lender”), as Lender, it is contemplated that the Corporation enter into a secured superpriority debtor in possession loan facility in the aggregate principal amount of up to \$1,050,000.00 (the “DIP Facility”) to be evidenced by the DIP Credit Agreement.

WHEREAS, in order to secure the obligations of the Corporation to the Lender under the DIP Credit Agreement (the “DIP Obligations”), the DIP Credit Agreement provides that the Corporation shall grant to the Lender a first priority lien on all of their pre-petition and post-petition assets (the “DIP Liens”).

WHEREAS, the terms of the DIP Credit Agreement, the documents evidencing the DIP Liens granted by the Corporation and the other loan documents have been reported to the Board of the Corporation (each of the foregoing documents shall be collectively referred to herein as the “DIP Transaction Documents”);

NOW, THEREFORE, BE IT

RESOLVED, that the DIP Transaction Documents to which the Corporation is a party and the transactions contemplated thereby are in all respects ratified, approved and adopted, and that the Authorized Officers of the Corporation be, and each hereby is, authorized and empowered, for and on behalf of the Corporation, to negotiate, execute and deliver the DIP Transaction Documents to which the Corporation is a party for the Corporation and in its name, with such changes in its terms and provisions as the executing officer deems necessary or appropriate and in the Corporation’s best interests; and it is further

RESOLVED, that the Authorized Officers of the Corporation be, and each hereby is, authorized and empowered to negotiate, execute and deliver for and on behalf of the Corporation such agreements, certificates, instruments and other documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by such officer, and to do all such acts and things as such officer may consider necessary, desirable or useful for the purpose of giving effect to the foregoing resolution or as may be required to effectuate and carry out the execution of the DIP Transaction Documents and in furtherance of the transactions contemplated thereby, the execution of such documents or the

taking of such action to be conclusive evidence that they were deemed necessary or appropriate by such officer; and it is further

RESOLVED, that the Corporation is authorized to grant security interests in its assets to secure loans under the DIP Facility, and the Corporation is authorized to borrow in accordance with its working capital needs and the terms of the DIP Facility; and it is further

RESOLVED, that all DIP Transaction Documents, indebtedness, liabilities, or obligations, if any, heretofore executed, contracted, or made on behalf of the Corporation by any officer of the Corporation, and all actions of any such officer prior to the adoption of these resolutions, including, but not limited to, negotiation of the terms and/or the execution of any DIP Transaction Document, are hereby ratified, confirmed, and approved as the true and lawful acts of the Corporation in all respects; and it is further

Employment of Professionals

RESOLVED, that the law firm of Haynes and Boone, LLP be, and hereby is, employed under general retainer as bankruptcy counsel for the Corporation in the chapter 11 case, and the Authorized Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Haynes and Boone, LLP; and it is further

RESOLVED, that the interim management firm of AP Services, LLC (“APS”) be, and hereby is, employed as crisis managers for the Corporation in the chapter 11 case, and the Authorized Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a chapter 11 case and cause to be filed an appropriate application for authority to retain the services of APS; and it is further

RESOLVED, that the Authorized Officers of the Corporation be, and they hereby are, authorized and directed to employ any other firm as professionals or consultants to the Corporation as are deemed necessary to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and, in connection therewith, the Authorized Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a chapter 11 case and cause to be filed an appropriate application for authority to retain the services of such firm; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

General Authorizing Resolutions

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is authorized and directed, in the name of and on behalf of the

Corporation, under the Corporation's corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Corporation, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

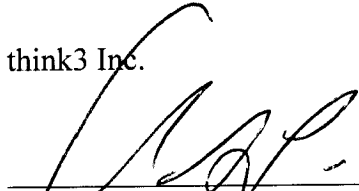
RESOLVED, that all authorized acts, transactions, or agreements undertaken prior to the adoption of these resolutions by any officer of the Corporation on behalf of the Corporation in connection with the foregoing matters are hereby authorized, approved, ratified, confirmed and adopted as the acts of the Corporation; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed to certify and attest any documents or materials which they deem necessary, desirable or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Corporation.

IN WITNESS WHEREOF, the sole member of the Board has executed this
Written Consent effective as of the date first written above.

BOARD OF DIRECTORS:

think3 Inc.



Andrew Price, Director

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

IN RE: § (CHAPTER 11)
 §
 THINK3 INC. § CASE NUMBER
 §
 DEBTOR. §

List of Creditors Holding 20 Largest Unsecured Claims

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or dept. 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]*
Equitalia Polis SpA Via D. Svampa, 11 40129 Bologna Italy	Patrizio Fiacco Equitalia Polis SpA Via D. Svampa, 11 40129 Bologna Italy Tel: 39 051 6138893	Tax Debt		\$26,265,238.20
Think3, SRL Via Ronzani 7/29 4003 Casalecchio di Reno Bologna Italy		Intercompany Debt		\$11,340,000.00
Think3 Designs Private Limited 3rd Floor, AKEMPS 28, 3rd Main, 1st Cross Ashwini Layout Ejipura Bangalore 560 047 India		Intercompany Debt		\$4,212,000.00
Think3, GmbH Keltenring 5 Oberhaching Munich Germany		Intercompany Debt		\$2,754,000.00
Bologna Group SpA Piazza San Domenico 9 40124 Bologna Italy		Trade Debt		\$1,134,000.00
Think3, KK Daimon KS Bldg. 6F 1-2-1 Shiba-Daimon Minato-ku Tokyo, 105-0012 Japan		Intercompany Debt		\$897,480.00

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or dept. 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]*
Think3, SARL 96 Boulevard Vivier Merle Lyon France		Intercompany Debt		\$810,000.00
La Torre SRL Via Gabriele Colombo, 28 20050 Camparada (MB) Italy		Trade Debt		\$261,283.32
Siemens Ltd. Wittelsbacherplatz 2 8033 Munich Germany		Trade Debt		\$173,814.66
Axus Italiana SRL Via Cesare Giulio Viola 74 Roma, I-00148 Italy		Trade Debt		\$168,617.70
KOSME s.r.l. Via dell' Artigianato, 5 46048 Roverbella (Mantova) Italy		Trade Debt		\$218,700.00
Vision Consultants Limited (address unknown)		Professional Services		\$141,594.48
Dell SA Attn: General Counsel/Bankruptcy One Dell Way Round Rock, TX 78682		Trade Debt		\$139,968.00
Versata Enterprises, Inc. 6011 W. Courtyard Drive Austin, TX 78730		Trade Debt		\$118,179.00
ITI -International Technegroup, Inc. 5303 DuPont Circle Milford, OH 45150		Professional Services		\$106,847.10
Exergia Energia & Gas S.P.A. C.so Sempione, 15a 21013 Gallarate Italy		Trade Debt		\$97,316.64
Cidielle Service SRL 19, v. Grada Grada 40122 Bologna (BO) Italy		Trade Debt		\$89,989.38
Studio Legale TommasoTommesani Via De Poeti, n. 5 40124 Bologna Italy		Professional Services		\$81,000.00

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or dept. 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]*
Vodafone Omnitel N.V. Via Caboto, 15 20094 Corsico, Milano Italy		Trade Debt		\$79,716.96
Versata FZ LLC 707-708 Al Thurayal Dubai Media City Dubai UAE		Lawsuit	Unliquidated, Disputed	

* With the exception of the claims of Versata Enterprises, Inc. and Versata FZ LLC, all amounts have been converted from Euros to U.S. Dollars using the May 16, 2011 Reuters noon London time conversion rate.

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

I, Rebecca A. Roof, on behalf of think3 Inc. named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date: May 18, 2011.

Signature /s/ Rebecca A. Roof
Rebecca A. Roof
Chief Restructuring Officer

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

IN RE:	§	(CHAPTER 11)
	§	
THINK3 INC.	§	CASE NUMBER
	§	
DEBTOR.	§	

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, the undersigned corporation certifies that:

Following is a complete list of all corporations, other than governmental units, that directly or indirectly own 10% or more of any class of its equity interests:

ESW Capital, LLC 100%

The undersigned corporation further certifies that it shall file a supplemental statement promptly upon any change in circumstances that renders this Statement of Corporate Ownership inaccurate.

Date: May 18, 2011

think3 Inc.

/s/ Rebecca A. Roof

By: Rebecca A. Roof
Title: Chief Restructuring Officer

3C SRL
Via Sampietro, 178
21047 Saronno (VA)
ITALY

A. ADRIAMAR
-----Not Known-----

A.D.A CATERING SAS C/O Unione degli Ind. Roma
-----Not Known-----

AB COPY SNC DI ABBATINI LUCA E C
-----Not Known-----

ACCOR HOSPITALITY ITALIA SRL - IBIS HOTEL
Via della Magliana, 980
00148 Roma
ITALY

ACCOR SERVICE ITALIA SRL
Palazzo Caravaggio
Via Cassanese 224
Segrate, MI 20090
ITALY

ACRI, MARIA TERESA
-----Not Known-----

ADMIRAL PARK HOTEL
Via Fontanella, 3
40069 Zola Predosa Bologna
ITALY

ADOBE SYSTEMS SW IRELAND LTD
4-6 Riverwalk
Citywest Business Campus
Dublin 24
IRELAND

AIR EXPRESS INTERN. EXPRESS COURIER
-----Not Known-----

Akron Porcelain & Plastics Co
2739 Cory Avenue
P.O. Box 15157
Akron, OH 44314-0157

ALPHABET ITALIA SPA
-----Not Known-----

AMERICAN EXPRESS SERVICES EUROPE LIMITED
Amex House
Edward Street
Brighton, BN88 1AH
UNITED KINGDOM

ANGELINI, ALESSANDRA
-----Not Known-----

ANGIULLI S.R.L. IMPIANTI ELETTRICI
-----Not Known-----

APPLISOFT EUROPE SRL
Viale V.Veneto 1/A
42015 Correggio (RE)
ITALY

Arch Capital Group Ltd.
Brendan Quinlan, ARM
Wessex House, 4th Floor
45 Reid Street
Hamilton, HM 12
BERMUDA

ARDIZIO, ROSALBA
-----Not Known-----

ARGO GRAPHICS INC.
5-14 Nihonbashi-hakozaki-cho
Chuo-ku
Tokyo 103-0015
JAPAN

ARVAL SERVICE LEASE ITALIA SPA
Via Pisana n. 314/B
Scandicci, FI 50018
ITALY

ASSICOM SPA
Via De Cocule, 8
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CONFERENCE CENTER
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AVV. BALZARETTI BARBARA
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AVV. FRANCESCA BAFILE
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AVV. GIOVANNI BURLA
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SPA-MPS LEASING
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BARRY-WEHMILLER LTD.
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BERDONDINI, ELISABETTA
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BOFFO, ANACLETO

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TECH S.R.L
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TECNOCLIMA DI BARBIERI CLAUDIO E C SAS
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Via Nazionale 9
11020 ARNAD AO
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TELECOMUNICAZIONI E GENERALE
Via Luisa Battistotti Sassi, 11
20133 Milano
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TESEO SAS di Mannelli Dott. Gabriella
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Texas Comptroller of Public Accounts
Revenue Accounting Division - Bankruptcy Section
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Austin, TX 78711

Texas Workforce Commission
Bankruptcy Section
P.O. Box 149080
Austin, TX 78714

The Chubb Corporation
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P.O. Box 1615
Warren, NJ 07059

The Navigators Group, Inc.
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40033 Casalecchio di Reno Bologna
ITALY

THINK USA INC.
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Ashwini Layout Ejipura
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82041 Oberhaching Deutschland
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Think3 KK
Daimon KS Bldg, 6F
1-2-1 Shiba-Daimon
Minato-ku Tokyo 105-0012
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think3 S.p.a.
Via Ronzani 7/29
Casalecchio di Reno - Bologna 40033
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think3 Sarl
55 Avenue Galline
69100 Villeurbanne
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Think3 SARL
96 Boulevard Vivier Merle
69003 Lyon
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Think3 SRL
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Austin, TX 78730

think3, Inc.
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Dallas, TX 75201

THINKLINE SOLUTION GMBH
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THINKPOWER AB
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3F, Missy2000 Bldg.
725, Suseo-dong, Kangnam-Gu
Seoul
KOREA

TMG Trautter Metall und Guss
-----Not Known-----

TNT GLOBAL EXPRESS S.P.A.
-----Not Known-----

TODERI, MICHELE
-----Not Known-----

Toledo Molding & Die Inc.
1429 Coining Dr.
Toledo, OH 43612

Toyota Caelum Inc.
1-19-24, Nishiki, Naka-Ku, Nagoya
Aichi 460-0003
JAPAN

TOYOTA CAELUM, INC.
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TRAFILATI I.O.S SPA
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TRIDENT ENGINEERING & DESIGN
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Annapolis, MD 21401

TTF SA TRADE AND TECHNOLOGIES
-----Not Known-----

TURACCIO, MARIO
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US AIRFORCE
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VCI Inc
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UNITED ARAB EMIRATES

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UNITED ARAB EMIRATES

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VERZELETTI GABRIELE
-----Not Known-----

VISION CONSULTANTS LIMITED

-----Not Known-----

Vision Industries, Inc.

-----Not Known-----

VISTONLINE DI MARINUCCI PAOLA

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85591 Vaterstetten
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XEL MEDIA BV

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ZANETTI LIVIO S.R.L.

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ZIRI, ANNA ELISABETTA

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