

**United States Bankruptcy Court
Western District of Texas**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): RCG Foods of Texas, 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): None	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) No./Complete EIN (if more than one, state all): EIN: 03-0491241	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State) 2215 Myrtle Avenue El Paso, TX	Street Address of Joint Debtor (No. and Street, City, and State)
ZIPCODE 79901	ZIPCODE
County of Residence or of the Principal Place of Business: El Paso	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): P.O. Box 186 El Paso, TX	Mailing Address of Joint Debtor (if different from street address):
ZIPCODE 79942	ZIPCODE
Location of Principal Assets of Business Debtor (if different from street address above):	ZIPCODE

<p>Type of Debtor (Form of Organization) (Check one box)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p> <p>_____</p>	<p>Nature of Business (Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other Food Manufacturing</p> <p>Tax-Exempt Entity (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)</p>	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <p>Nature of Debts (Check one box)</p> <p><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."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts</p>
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<p>Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><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 No. 3A.</p> <p><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.</p>	<p>Check one box: Chapter 11 Debtors</p> <p><input checked="" type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D)</p> <p><input type="checkbox"/> Debtor is not a small business as defined in 11 U.S.C. § 101(51D)</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>).</p> <p>Check all applicable boxes</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes, in accordance with 11 U.S.C. § 1126(b).</p>
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<p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><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.</p>	<p>THIS SPACE IS FOR COURT USE ONLY</p>
<p>Estimated Number of Creditors</p> <p><input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1000-5000 <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</p>	
<p>Estimated Assets</p> <p><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</p>	
<p>Estimated Liabilities</p> <p><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</p>	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): RCG Foods of Texas, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: NONE	Case Number:	Date Filed:	
Location Where Filed: N.A.	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: NONE	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p style="text-align: center;">(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>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?			
<p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No</p>			
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.)			
<p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
Information Regarding the Debtor - Venue (Check any applicable box)			
<p><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.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><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 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.</p>			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<p><input type="checkbox"/> Landlord has a judgment for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">(Name of landlord that obtained judgment)</p> <p style="text-align: center;">_____</p> <p style="text-align: center;">(Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable non bankruptcy 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</p> <p><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.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).</p>			

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

Name of Debtor(s):
RCG Foods of Texas, Inc.

Signatures

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

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

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

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

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

X _____
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 § 1515 of title 11 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/ _____
Signature of Attorney for Debtor(s)

E P BUD KIRK _____
Printed Name of Attorney for Debtor(s)

Firm Name

Terrace Gardens _____
Address

600 Sunland Park Dr., #4-400 El Paso, TX 79912 _____

(915) 584-3773 _____
Telephone Number

9/1/11 _____
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 Debtor (Corporation/Partnership)

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

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

X /s/ _____
Signature of Authorized Individual

ROBERT GREGOIRE _____
Printed Name of Authorized Individual

President _____
Title of Authorized Individual

9/1/11 _____
Date

Signature of Non-Attorney 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 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before 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

X _____

Date

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

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

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

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

**UNANIMOUS CONSENT
OF THE SHAREHOLDERS AND DIRECTORS OF
RCG FOODS OF TEXAS, INC.**

The undersigned being all of the shareholders and all of the directors of RCG FOODS OF TEXAS, INC., a Texas corporation, acting without a meeting pursuant to the Business Corporation Act of the State of Texas, do hereby unanimously adopt the following resolutions with the same force and effect as if they had been adopted at a duly called regular meeting of the directors of .

RESOLVED, That in view of the adverse financial condition of this corporation, this corporation file a reorganization proceeding under Chapter 11 of the Bankruptcy Code.

FURTHER RESOLVED, That either ROBERT GREGOIRE, the President of this corporation or CARLA GREGOIRE, the Secretary-Treasurer, be, and are hereby authorized to sign on behalf of this corporation all petitions, schedules, and all other documents necessary, or which either of them shall in his or her sole discretion deem desirable, in connection with such bankruptcy proceeding.

EXECUTED as of the 26th day of August, 2011.

RCG FOODS OF TEXAS, INC.

By: /s/
ROBERT GREGOIRE
Director and 49% Shareholder

By: /s/
CARLA GREGOIRE
Director and 51% Shareholder

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
EL PASO DIVISION

S T A T E M E N T

Petitioners are qualified to file this Petition and are entitled to the benefits of Title 11, United States Code as voluntary debtors, having not been debtors in a case pending under this Title at any time in the preceding 180 days in which the case was dismissed by the Court for willful failure to abide by orders of the Court, or to appear before the Court in the proper prosecution of the case, or in a case where the voluntary dismissal of a case was requested and obtained following the filing of a request for relief from the automatic stay provided by Section 362 of Title 11, United States Code.

RCG FOODS OF TEXAS, INC.

By: /s/
ROBERT GREGOIRE
Its: President

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
EL PASO DIVISION

In re
RCG FOODS OF TEXAS, INC.,
Debtor.

§
§
§ No.
§
§

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case as follows:

For legal services, I have agreed to accept	\$250.00/hr.
Prior to the filing of this statement I have received	\$3,414.00.
Balance Due	Hourly as earned and approved by the Court.
Amount of filing fee remaining to be paid	\$.00.

2. The source of compensation to be paid to me was:
 X Debtor _____ Other (Specify)

3. The source of compensation to be paid to me is:
 X Debtor _____ Other (Specify)

4. X I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

_____ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;

- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing (if any), and any adjourned hearings thereof;
- d. Representation of the debtor in contested bankruptcy matters as those are defined under the Bankruptcy Rules.
- e. Any other services necessary to pursue an effective Plan of Reorganization.

AGREED TO BY THE DEBTOR:

Date: 9/1/11

RCG FOODS OF TEXAS, INC.

By: /s/
ROBERT GREGOIRE
Its: President

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

9/1/11
Date

/s/
E.P. BUD KIRK
Texas State Bar No. 11508650
Terrace Gardens
600 Sunland Park Drive
Building Four, Suite 400
El Paso, Texas 79912
(915) 584-3773
(915) 581-3452 facsimile

Attorney for the Debtor

In re RCG Foods of Texas, Inc.
Debtor

Case No. _____
(If known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
2215 Myrtle Avenue El Paso, TX 79901	Fee Simple		525,000.00	655,000.00

Total ➤ 525,000.00

(Report also on Summary of Schedules.)

In re RCG Foods of Texas, Inc.

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply 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).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H U S B A N D, W I F E, J O I N T O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Transpecos Bank checking #-5841 Bank of The West		192.00 0.00
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.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		American General Life Insurance		1,000,000.00
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			

In re RCG Foods of Texas, Inc.

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlement to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing 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 or a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights of setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. §101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office equipment (see attached list)		4,705.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			

In re RCG Foods of Texas, Inc.

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

0

continuation sheets attached Total

\$ 1,004,897.00

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

1 CONFERENCE TABLE WITH 6 CHAIRS	140.00
1 TOASTER OVEN	5.00
1 MICROWAVE OVEN	15.00
1 5' FOLDING TABLE	15.00
2 2 DRAWER FILE CABINET	30.00
1 EXECUTIVE DESK	20.00
2 ARM CHAIRS	20.00
1 BASKET CHAIR	5.00
1 H.P. LASER JET PRINT, COPY, & FAX	20.00
1 DELL OFFICE COMPUTER	125.00
1 SET SOCKET & END WRENCHES	30.00
1 PNEUMATIC PARTS	5.00
1 MISC. EQUIPMENT PARTS	5.00
1 SMALL TABLE	5.00
1 BATTERY CHARGER	20.00
1 SMALL DESK	20.00
2 4 DRAWER FILE CABINET	40.00
2 2 DRAWER FILE CABINET	15.00
1 LARGE WOOD DESK	10.00
1 SMALL ROLLING TABLE	110.00
2 H.P. COMPUTERS	100.00
1 SATO LABEL PRINTER	200.00
1 UNIDEN PHONE SYSTEM	30.00
2 SEC. CHAIR	15.00
1 METAL DESK	20.00
1 DELL LAPTOP COMPUTER	50.00
1 H.P. LASER JET PRINTER, COPY, & FAX	15.00
1 TUB FILE	10.00
1 FILE RACK	5.00
4 FILE STORAGE BOXES	5.00
1 SECRETARY CHAIR	5.00
1 FOLDING TOOL BOX W/TOOLS	25.00
1 SMALL TOOL BOX W/TOOLS	15.00
3 PIPE HICKEYS	15.00
1 RIDGID 1 1/2 PIPE DIE	100.00
1 TOOL BENCH & TOOLS	20.00
1 AIR COND. TEST MACHINE	10.00
3 DVNNAGE RACKS	60.00
12 PLASTIC CONTAINERS	120.00
7 SETS ROLLERS	70.00
1 BLACK & DECKER BLENDER	10.00
1 DIGI DIGITAL SCALE 30	100.00
6 WIRE SHELF RACKS	90.00
1 PAPER CUTTER	10.00
2 4 DRAWER FILE CABINETS	40.00
1 WOOD DESK	5.00
4 ROLLING CHAIRS	20.00
1 BLACK TABLE	10.00
1 SHARP CALCULATOR	10.00
1 3 SHELF WOOD BOOKCASES	10.00
4 WHITE BOARDS	20.00
1 METAL SUPPLY CABINET	40.00
1 WOOD SUPPLY CABINET	10.00
1 BENCH GRINDER	20.00
2 BENCH DRILL PRESSES	50.00
1 LARGE VICE	30.00

1 WALL MISC. TOOLS	50.00
1 ROOM MISC. PARTS	100.00
1 CLARKE BUFFER	100.00
1 LARGE METAL 4 TIER SHELF	50.00
1 YALE ELECTRIC PALLET JACK	250.00
1 REFRIGERATED WASTE DISPENSER	50.00
1 GE COIN OP WASHER	20.00
1 FISHER AND PAYKEL GAS DRYER	20.00
1 4' FOLDING TABLE	10.00
4 6' FOLDING TABLE	80.00
12 FOLDING CHAIRS	30.00
10 FOLDING CHAIRS	5.00
2 MICROWAVE OVENS	30.00
1 3 DRAWER LATERAL FILE	20.00
45 HAT LOCKERS	45.00
12 1/2 LOCKERS	60.00
2 COAT RACKS	15.00
2 CLARK PALLET JACKS	250.00
1 HOTSY DIESEL STEAMER	200.00
1 HUSKY 7 HP AIR COMPRESSOR	300.00
1 HUSKY 5 HP AIR COMPRESSOR	150.00
1 BENCH WHITE VICE	30.00
1 LINCOLN ARC WELDER	100.00
1 LOT MOTORS	100.00
4 ROBOT COUPE MIXER	100.00
4 PICNIC TABLES	20.00
1 HYSTER PROPANE 2000 WAREHOUS FORKLIFT	500.00

In re RCG Foods of Texas, Inc.

Case No. _____

Debtor

(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)

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

11 U.S.C. § 522(b)(3)

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
Not Applicable.			

*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.

B6D (Official Form 6D) (12/07)

In re RCG Foods of Texas, Inc.,
 Debtor

Case No. _____
 (If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is 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). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	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
ACCOUNT NO. City of El Paso Tax Assesor/Collector P.O. Box 2992 El Paso, TX 79999		2010-2011 ad valorem taxes VALUE \$ 525,000.00				0.00	0.00
ACCOUNT NO. City of El Paso/Empowerment Zone 2 Civic Center Plaza El Paso, TX 79902		Security: 2215 Myrtle Avenue, El Paso, TX 79901 Third lien VALUE \$ 525,000.00				50,000.00	0.00
ACCOUNT NO. Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101		Form 941 taxes 2008-2010 VALUE \$ 0.00				380,000.00	380,000.00
Subtotal (Total of this page)						\$ 430,000.00	\$ 380,000.00
Total (Use only on last page)						\$	\$

1 continuation sheets attached

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

In re RCG Foods of Texas, Inc.,
Debtor

Case No. _____
(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	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
ACCOUNT NO. John Trien Realty 9565 Dyer El Paso, TX 79924		Security: 2215 Myrtle Avenue, El Paso, TX 79901 Second lien. No payments due until SBA loan retired. VALUE \$ 525,000.00				249,000.00	0.00
ACCOUNT NO. JPMorgan Chase Bank c/o Michael Cintron 1100 Chase Tower 201 E. Main Dr. El Paso, TX 79901		Security: 2215 Myrtle Avenue, El Paso, TX 79901 First lien. VALUE \$ 525,000.00				580,297.65	55,297.65
ACCOUNT NO. Trans Pecos Bank Attn: Mark Johnston 112 E. Pecan St. San Antonio, TX 78205		Equipment, inventory. See attached list. VALUE \$ 54,895.00				98,895.00	44,000.00
ACCOUNT NO. VALUE \$							
ACCOUNT NO. VALUE \$							

Sheet no. 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal (s) (Total(s) of this page)	\$ 928,192.65	\$ 99,297.65
Total(s) (Use only on last page)	\$ 1,358,192.65	\$ 479,297.65

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



13151 Sylvania Andrea ST
 San Elizario TX 79849 PO BOX 1793
 Phone: (915) 851-1873
 Fax: (915) 851-1890
www.dephtsafoodequipment.com
 E-mail: dephtsafoodequipment@msn.com

APPRAISAL

COMPANY: RCG Foods, Inc.
 ADDRESS:
 PHONE:
 FAX:
 CONTACT:

DATE: 13-Oct-2010
 D102860 01
 PREPARED BY: J. MADRID

Item	Qty	Description	Unit Price	Total
1	1	Ribbon Mixer Roberts	\$ 6,500.00	\$ 6,500.00
2	8	Grills	\$ 800.00	\$ 6,400.00
3	1	Heat Sealer	\$ 3,500.00	\$ 3,500.00
4	1	VCM	\$ 2,000.00	\$ 2,000.00
5	1	Dicer	\$ 10,000.00	\$ 10,000.00
6	1	Grinder	\$ 800.00	\$ 800.00
7	6	Fryer	\$ 600.00	\$ 3,000.00
8	1	Skillet	\$ 1,000.00	\$ 1,000.00
9	2	Conveyor Belts	\$ 850.00	\$ 1,700.00
10	1	Vmag	\$ 7,500.00	\$ 7,500.00
11	12	Stainless Tables	\$ 100.00	\$ 1,200.00
12	6	Kettles	\$ 600.00	\$ 3,600.00
13	100	Trays	\$ 5.00	\$ 500.00
14	15	Carts	\$ 35.00	\$ 525.00
15	1	Horizontal Wrapper	\$ 1,000.00	\$ 1,000.00
16	1	Horizontal Wrapper	\$ 1,000.00	\$ 1,000.00
17	1	Spinners	\$ 500.00	\$ 500.00
18	1	Gash Flush Bagger	\$ 3,500.00	\$ 3,500.00
19	3	Scales	\$ 50.00	\$ 150.00
			\$ 500.00	\$

Performed by Joe Madrid
 Used Food Equipment Dealer
 San Elizario, TX

Total \$ 54,875.00

In re RCG Foods of Texas, Inc.
Debtor

Case No. _____
(if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is 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).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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).

*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.

B6E (Official Form 6E) (04/10) - Cont.

In re RCG Foods of Texas, Inc.
Debtor

Case No. _____
(if known)

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).

** 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.*

1 continuation sheets attached

In re RCG Foods of Texas, Inc.,
Debtor

Case No. _____
(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet) Sec. 507(a)(8)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	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
ACCOUNT NO.								
Attorney General of the U.S. Department of Justice 10th & Constitution Avenue, Northwest Washington, DC 20530						0.00	0.00	0.00
ACCOUNT NO.		Form 941 taxes 2008-2010						
Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101						200,000.00	200,000.00	0.00
ACCOUNT NO.								
Internal Revenue Service Special Procedures Branch 300 E. 8th Street Austin, TX 78701						0.00	0.00	0.00
ACCOUNT NO.								
U.S. Attorney 601 N.W. Loop 410, Ste.600 San Antonio, TX 78216						0.00	0.00	0.00

Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims	Subtotal (Totals of this page)	\$ 200,000.00	\$	\$
	Total <i>(Use only on last page of the completed Schedule E.) Report also on the Summary of Schedules)</i>	\$ 200,000.00		
	Totals <i>(Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)</i>	\$	\$ 200,000.00	\$ 0.00

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In re RCG Foods of Texas, Inc.,
 Debtor

Case No. _____
 (If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is 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). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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 <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Advanta Credit Card P.O. Box 9217 Old Bethpage, NY 11804						7,490.14
ACCOUNT NO. Age Industries 12598 Darrington Rd. El Paso, TX 79927					X	1,686.44
ACCOUNT NO. Ben's Foods 3825 Frutas El Paso, TX 79905						0.00
ACCOUNT NO. -825C BLC, LLC/Ciena Capital, LLC P.O. Box 26507 Greenville, SC 29616						5,457.85
Subtotal >						\$ 14,634.43
Total >						\$

8 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.)

In re RCG Foods of Texas, Inc.,
 Debtor

Case No. _____
 (If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. -9271 Borrego Springs Bank 7777 Alvarado Road, Ste. 501 La Mesa, CA 91942						19,142.09
ACCOUNT NO. Campos Trucking 8468 Roseway El Paso, TX 79907				X		0.00
ACCOUNT NO. -5002 Capital One 801 Tom Martin Drive, Ste. 120 Birmingham, AL 35211						62,289.03
ACCOUNT NO. DanHil Containers, LLC P.O. Box 61147 San Angelo, TX 76906						405.00
ACCOUNT NO. -2438 Deetto Visa Business Card P.O. Box 3997 St. Joseph, MO 64503						1,915.38

Sheet no. 1 of 8 continuation sheets attached
 to Schedule of Creditors Holding Unsecured
 Nonpriority Claims

Subtotal	\$ 83,751.50
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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In re RCG Foods of Texas, Inc.,
 Debtor

Case No. _____
 (If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. -4257 DeLaval, Inc. 11100 N. Congress Avenue Kansas City, MO 64153						4,665.48
ACCOUNT NO. DELP 1405 Ingram Springfield, AR 72764					X	0.00
ACCOUNT NO. Duni Corporation 225 Peachtree St. #400 Atlanta, GA 30303					X	0.00
ACCOUNT NO. Express Distribution Fruits & Vegetables 10648 Obsidian El Paso, TX 79942						4,701.00
ACCOUNT NO. FFE Transportation P.O. Box 671252 Dallas, TX 75267					X	2,021.24

Sheet no. 2 of 8 continuation sheets attached
 to Schedule of Creditors Holding Unsecured
 Nonpriority Claims

Subtotal	\$ 11,387.72
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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In re RCG Foods of Texas, Inc.,
 Debtor

Case No. _____
 (If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Gorman Industrial Supply 1701 Texas Ave. El Paso, TX 79901						1,211.09
ACCOUNT NO. Industrial Packaging 26-D Walter Jones Blvd. El Paso, TX 79906						0.00
ACCOUNT NO. JNS Foods, LLC 6635 W. Commercial Blvd., Ste. 200 Tamarac, FL 33687				X		39,630.20
ACCOUNT NO. LA Foods 7301 Topanga Blvd. Canoga Park, CA 91303				X		0.00
ACCOUNT NO. Macheezmo Foods 109 Palm El Paso, TX 79901						33,000.00

Sheet no. 3 of 8 continuation sheets attached
 to Schedule of Creditors Holding Unsecured
 Nonpriority Claims

Subtotal	\$ 73,841.29
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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In re RCG Foods of Texas, Inc.,
 Debtor

Case No. _____
 (If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT UNLIQUIDATED DISPUTED			AMOUNT OF CLAIM
ACCOUNT NO. Medley Material Handling 4201 Will Rogers Parkefay Oklahoma City, OK 73108				X		5,141.98
ACCOUNT NO. New Wave Converting, Inc. 14808 Whittram Ave. Fontana, CA 92335				X		0.00
ACCOUNT NO. Paris Packaging, Inc. P.O. Box 676197 Dallas, TX 75267						5,258.88
ACCOUNT NO. Pro Pac Professional Handling Systems P.O. Box 531491 Grand Prairie, TX 75053-0491				X		0.00
ACCOUNT NO. Pro Print & Label P.O. Box 17739 El Paso, TX 79917				X		0.00

Sheet no. 4 of 8 continuation sheets attached
 to Schedule of Creditors Holding Unsecured
 Nonpriority Claims

Subtotal	\$	10,400.86
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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In re RCG Foods of Texas, Inc.,
 Debtor

Case No. _____
 (If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Quality Fruist and Vegetable 309 Colfax St. El Paso, TX 79905						20,000.00
ACCOUNT NO. Ramos Hermanos, USA 1221 Barranca El Paso, TX 79935				X		5,960.50
ACCOUNT NO. Rapid Pallets, LP 26 Walter Jones Blvd., Ste. E El Paso, TX 79906						400.00
ACCOUNT NO. RYZ, Inc. c/o Hector Phillips, P.C. 1017 Montana Ave. El Paso, TX 79902		Creditor added interest after debt was settled.		X		1,779.36
ACCOUNT NO. -50175 Severn, Winkle & Magette 205 N. 10th Street, Ste. 300 Boise, ID 83701						4,224.02

Sheet no. 5 of 8 continuation sheets attached
 to Schedule of Creditors Holding Unsecured
 Nonpriority Claims

Subtotal	\$ 32,363.88
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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In re RCG Foods of Texas, Inc.,
Debtor

Case No. _____
(If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT UNLIQUIDATED DISPUTED			AMOUNT OF CLAIM
ACCOUNT NO. -50164 Severn, Winkle & Magette 205 N. 10th Street, Ste. 300 Boise, ID 83701						2,719.38
ACCOUNT NO. Sierra Packaging & Converting, Inc. 1400 Kleppe Lane Sparks, NV 89431						4,488.30
ACCOUNT NO. -RCG1 Silliker, Inc. 900 Maple Road Homewood, IL 60430						1,300.00
ACCOUNT NO. -1158 Texas NICUSA, LLC 100 Congress, Ste. 600 Austin, TX 78701						9,535.11
ACCOUNT NO. Total Quality Logistics c/o Barry F. Fagel 312 Walnut Street, Ste. 3100 Cincinnati, OH 45202		Judgment				2,200.00

Sheet no. 6 of 8 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal	\$ 20,242.79
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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In re RCG Foods of Texas, Inc.,
 Debtor

Case No. _____
 (If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. -3842 Trinidad/Benham Corp. 3650 S. Yosemite, Ste. 300 Denver, CO 80237				X		3,972.12
ACCOUNT NO. Troy's Quality Truck Brokerage, Inc. 390 Colfax El Paso, TX 79905						1,800.00
ACCOUNT NO. -5002 U.S. Small Business Administration Treasury Collection Coordinator 801 Tom Martin Drive, Ste. 120 Birmingham, AL 35211		Duplicate of Capital One				0.00
ACCOUNT NO. Wei Chuan, USA 3420 S. Malt Ave. Commerce, CA 90040				X		12,177.00
ACCOUNT NO. Wells Fargo Bank Line of Credit P.O. Box 53476 Phoenix, AZ 85072						36,019.15

Sheet no. 7 of 8 continuation sheets attached
 to Schedule of Creditors Holding Unsecured
 Nonpriority Claims

Subtotal	\$	53,968.27
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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In re RCG Foods of Texas, Inc.,
 Debtor

Case No. _____
 (If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT UNLIQUIDATED DISPUTED			AMOUNT OF CLAIM
ACCOUNT NO. West Texas Container 12345 Rojas El Paso, TX 79928						2,156.42
ACCOUNT NO. -4152 XPEDX 6839 Market Avenue El Paso, TX 79915						7,628.41
ACCOUNT NO. -8456 Zanios Foods P.O. Box 27730 Albuquerque, NM 87125						0.00
ACCOUNT NO.						
ACCOUNT NO.						

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

Subtotal	\$ 9,784.83
Total	\$ 310,375.57

(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.)

In re RCG Foods of Texas, Inc. Case No. _____
 Debtor (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 or 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.
Macheezmo Foods 109 Palm El Paso, TX 79901	Refrigerated warehouse lease of 2215 Myrtle, El Paso, Texas. Debtor is landlord, month-to-month tenancy.

In re RCG Foods of Texas, Inc.
Debtor

Case No. _____
(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Robert and Carla Gregoire 2215 Myrtle El Paso, TX 79901	JPMorgan Chase Bank c/o Michael Cintron 1100 Chase Tower 201 E. Main Dr. El Paso, TX 79901
Robert and Carla Gregoire 2215 Myrtle El Paso, TX 79901	Trans Pecos Bank Attn: Mark Johnston 112 E. Pecan St. San Antonio, TX 78205
Robert and Carla Gregoire 2215 Myrtle El Paso, TX 79901	BLC, LLC/Ciena Capital, LLC P.O. Box 26507 Greenville, SC 29616
Robert and Carla Gregoire 2215 Myrtle El Paso, TX 79901	Internal Revenue Service Special Procedures Branch 300 E. 8th Street Austin, TX 78701
Robert and Carla Gregoire 2215 Myrtle El Paso, TX 79901	Mission Foods
Robert and Carla Gregoire 2215 Myrtle El Paso, TX 79901	Borrego Springs Bank 7777 Alvarado Road, Ste. 501 La Mesa, CA 91942
Robert and Carla Gregoire 2215 Myrtle El Paso, TX 79901	Capital One 801 Tom Martin Drive, Ste. 120 Birmingham, AL 35211

In re RCG Foods of Texas, Inc.
 Debtor

Case No. _____
 (if known)

SCHEDULE H - CODEBTORS
 (Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Robert Gregoire 2215 Myrtle El Paso, TX 79901	Advanta Credit Card P.O. Box 9217 Old Bethpage, NY 11804
Robert Gregoire 2215 Myrtle El Paso, TX 79901	Deetto Visa Business Card P.O. Box 3997 St. Joseph, MO 64503
Robert Gregoire 2215 Myrtle El Paso, TX 79901	Wells Fargo Bank Line of Credit P.O. Box 53476 Phoenix, AZ 85072
Robert and Carla Gregoire 2215 Myrtle El Paso, TX 79901	City of El Paso/Empowerment Zone 2 Civic Center Plaza El Paso, TX 79902
Robert and Carla Gregoire 2215 Myrtle El Paso, TX 79901	John Trien Realty 9565 Dyer El Paso, TX 79924

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
Western District of Texas

In re RCG Foods of Texas, Inc.
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

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

AMOUNTS SCHEDULED

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 525,000.00		
B - Personal Property	YES	3	\$ 1,004,897.00		
C - Property Claimed as exempt	YES	1			
D - Creditors Holding Secured Claims	YES	2		\$ 1,358,192.65	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$ 200,000.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	9		\$ 310,375.57	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	2			
I - Current Income of Individual Debtor(s)	NO	0			\$ 0.00
J - Current Expenditures of Individual Debtors(s)	NO	0			\$ 0.00
TOTAL		22	\$ 1,529,897.00	\$ 1,868,568.22	

United States Bankruptcy Court

Western District of Texas

In re RCG Foods of Texas, Inc.
Debtor

Case No. _____

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. §101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$ N.A.
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$ N.A.
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$ N.A.
Student Loan Obligations (from Schedule F)	\$ N.A.
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$ N.A.
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$ N.A.
TOTAL	\$ N.A.

State the Following:

Average Income (from Schedule I, Line 16)	\$ N.A.
Average Expenses (from Schedule J, Line 18)	\$ N.A.
Current Monthly Income (from Form 22A Line 12; OR , Form 22B Line 11; OR , Form 22C Line 20)	\$ N.A.

State the Following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$ N.A.
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$ N.A.	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$ N.A.
4. Total from Schedule F		\$ N.A.
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$ N.A.

RCG Foods of Texas, Inc.

In re _____
Debtor

Case No. _____
(If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES
DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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 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 by that section.

Printed or Typed Name and Title, if any,
of Bankruptcy Petition Preparer

Social Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____
Signature of Bankruptcy Petition Preparer

Date

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 signed 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.

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

I, the President [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the RCG Foods of Texas, Inc. [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 24 sheets (*total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date 9/1/11

Signature: /s/

ROBERT GREGOIRE

[Print or type name of individual signing on behalf of debtor.]

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

Penalty for making a false statement or concealing property: 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
Western District of Texas

In Re RCG Foods of Texas, Inc.

Case No. _____
 (if known)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, 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).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more 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 full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

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
2011	236,081.00ytd.	Plant Operation, sales up to 3/21
2010	905,212.42	Plant Operation, sales
2009	2,146,378.05	Plant Operation, sales

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.)

AMOUNT

SOURCE

3. Payments to creditors

None



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

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 creditor 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.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS

AMOUNT
PAID

AMOUNT STILL
OWING

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 date of adjustment.*

NAME AND ADDRESS OF CREDITOR
AND RELATIONSHIP TO DEBTOR

DATES OF
PAYMENTS

AMOUNT
PAID

AMOUNT STILL
OWING

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	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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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
Rudy's Tortillas vs. RCG Foods, Inc. 2010-5040	Collection	County Court No. 6 El Paso, Texas	Foreign Judgment
Valenzuela, Jack vs. RCG Foods of Texas 2010-4975	Discrimination	243rd District Court El Paso County, Texas	Filed
City of El Paso vs. RCG Foods of Texas, Inc. 2010-2862	Breach of Contract	County Court No. 3 El Paso, Texas	Filed
Mission Foods vs. RCG Foods of Texas, Inc. 2010-1019	Collection	County Court No. 3 El Paso, Texas	Agreed Judgment
Total Quality Logistics 2010-CVF-2826	Collection	Clermont County, OH	Judgment
RY2 Foods	Collection	El Paso County Court	Judgment satisfactions disputed.

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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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.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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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.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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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.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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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
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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
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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 PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
E P Bud Kirk 600 Sunland Park Dr. Bldg. Four, Suite 400 El Paso, TX 79912	August 15, 2011 April, 2011	10,000.00 600.00

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.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Express Distribution Fruits & Vegetables 10648 Obsidian El Paso, TX 79942 Relationship: creditor	2010	Traded refrigerated truck for unpaid invoices. Satisfied \$5,500 in debt.
Macheezmo Foods 109 Palm El Paso, TX 79901 Relationship: affiliate	April 1, 2011	Equipment, transfered subject to lien for \$98,875. Transfer price \$1,000 paid to IRS to get federal tax lien released.
Macheezmo Foods 109 Palm El Paso, TX 79901 Relationship: affiliate	Sept. 1, 2011	Tenant Price's Creameries in 2215 Myrtle insisted that month-to-month lease be transferred to Macheezmo and that Price's sublease from Macheezmo. No difference in net rent to Debtor.

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

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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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 either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	------------------------------------

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.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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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.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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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
Various	Food in storage for customers. \$430,000.00	2215 Myrtle El Paso, TX 79901
Walt Parker	Commercial stove \$200.00	2215 Myrtle El Paso, TX 79901
Sidney Cleveland	Baker's oven \$2,000.00	2215 Myrtle El Paso, TX 79901

15. Prior address of debtor

None



If the debtor has moved within the 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.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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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.

NAME

17. Environmental Sites

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:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
--------------------------	--	-------------------	----------------------

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



SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
--------------------------	--	-------------------	----------------------

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.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
--	---------------	-----------------------

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, partnership, sole proprietorship, 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 the 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 the 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 the six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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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.

NAME	ADDRESS
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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 the 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 otherwise self-employed.

(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 the 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, record and financial statements

None a. List all bookkeepers and accountants who within the 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

Joseph N. Main, P.C.
661 Mesa Hills, Suite 204
El Paso, TX 79912

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

NAME

ADDRESS

DATES SERVICES RENDERED

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

Debtor

2215 Myrtle
El Paso, TX 79901

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

NAME AND ADDRESS

DATE
ISSUED

JP Morgan Chase Bank

July 2011

Trans Pecos Bank

July, 2011

20. Inventories

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

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

March 31, 2011

Walter Parker

\$4,500.00 for office equipment

March 31, 2011

Joe Madrid dba DEPRISA
Equipment, Appraisal

\$58,875.00 for equipment

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

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

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

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS TITLE NATURE AND PERCENTAGE OF STOCK OWNERSHIP

Robert Gregoire President 49%
109 Palm Street
El Paso, TX 79901

Carla Gregoire Secretary/Treasurer 51%
109 Palm Street
El Paso, TX 79901

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.

NAME ADDRESS DATE OF WITHDRAWAL

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.

NAME AND ADDRESS TITLE DATE OF TERMINATION

23. Withdrawals from a partnership or distribution by a corporation

None If the debtor is a partnership or a 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 & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Rob and Carla Gregoire, President and Sec.-Treasurer	monthly salary	\$1,000.00 each per month

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 the six-year period immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)

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 the six-year period immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)

* * * * *

[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 9/1/11

Signature /s/ ROBERT GREGOIRE,
President

Print Name and Title

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

Advanta Credit Card
P.O. Box 9217
Old Bethpage, NY 11804

Age Industries
12598 Darrington Rd.
El Paso, TX 79927

Attorney General of the U.S.
Department of Justice
10th & Constitution Avenue, Northwest
Washington, DC 20530

Ben's Foods
3825 Frutas
El Paso, TX 79905

BLC, LLC/Ciena Capital, LLC
P.O. Box 26507
Greenville, SC 29616

Borrego Springs Bank
7777 Alvarado Road, Ste. 501
La Mesa, CA 91942

Campos Trucking
8468 Roseway
El Paso, TX 79907

Capital One
801 Tom Martin Drive, Ste. 120
Birmingham, AL 35211

City of El Paso
Tax Assesor/Collector
P.O. Box 2992
El Paso, TX 79999

City of El Paso/Empowerment Zone
2 Civic Center Plaza
El Paso, TX 79902

DanHil Containers, LLC
P.O. Box 61147
San Angelo, TX 76906

Deetto Visa Business Card
P.O. Box 3997
St. Joseph, MO 64503

DeLaval, Inc.
11100 N. Congress Avenue
Kansas City, MO 64153

DELP
1405 Ingram
Springfield, AR 72764

Duni Corporation
225 Peachtree St. #400
Atlanta, GA 30303

Express Distribution
Fruits & Vegetables
10648 Obsidian
El Paso, TX 79942

FFE Transportation
P.O. Box 671252
Dallas, TX 75267

Gorman Industrial Supply
1701 Texas Ave.
El Paso, TX 79901

Industrial Packaging
26-D Walter Jones Blvd.
El Paso, TX 79906

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101

Internal Revenue Service
Special Procedures Branch
300 E. 8th Street
Austin, TX 78701

JNS Foods, LLC
6635 W. Commercial Blvd., Ste. 200
Tamarac, FL 33687

John Trien Realty
9565 Dyer
El Paso, TX 79924

JPMorgan Chase Bank
c/o Michael Cintron
1100 Chase Tower
201 E. Main Dr.
El Paso, TX 79901

LA Foods
7301 Topanga Blvd.
Canoga Park, CA 91303

Macheezmo Foods
109 Palm
El Paso, TX 79901

Medley Material Handling
4201 Will Rogers Parkefay
Oklahoma City, OK 73108

New Wave Converting, Inc.
14808 Whittram Ave.
Fontana, CA 92335

Paris Packaging, Inc.
P.O. Box 676197
Dallas, TX 75267

Pro Pac Professional
Handling Systems
P.O. Box 531491
Grand Prairie, TX 75053-0491

Pro Print & Label
P.O. Box 17739
El Paso, TX 79917

Quality Fruist and Vegetable
309 Colfax St.
El Paso, TX 79905

Ramos Hermanos, USA
1221 Barranca
El Paso, TX 79935

Rapid Pallets, LP
26 Walter Jones Blvd., Ste. E
El Paso, TX 79906

Robert and Carla Gregoire
2215 Myrtle
El Paso, TX 79901

Robert Gregoire
2215 Myrtle
El Paso, TX 79901

RYZ, Inc.
c/o Hector Phillips, P.C.
1017 Montana Ave.
El Paso, TX 79902

Severn, Winkle & Magette
205 N. 10th Street, Ste. 300
Boise, ID 83701

Sierra Packaging & Converting, Inc.
1400 Kleppe Lane
Sparks, NV 89431

Silliker, Inc.
900 Maple Road
Homewood, IL 60430

Texas NICUSA, LLC
100 Congress, Ste. 600
Austin, TX 78701

Total Quality Logistics
c/o Barry F. Fagel
312 Walnut Street, Ste. 3100
Cincinnati, OH 45202

Trans Pecos Bank
Attn: Mark Johnston
112 E. Pecan St.
San Antonio, TX 78205

Trinidad/Benham Corp.
3650 S. Yosemite, Ste. 300
Denver, CO 80237

Troy's Quality Truck Brokerage, Inc.
390 Colfax
El Paso, TX 79905

U.S. Attorney
601 N.W. Loop 410, Ste.600
San Antonio, TX 78216

U.S. Small Business Administration
Treasury Collection Coordinator
801 Tom Martin Drive, Ste. 120
Birmingham, AL 35211

Wei Chuan, USA
3420 S. Malt Ave.
Commerce, CA 90040

Wells Fargo Bank Line of Credit
P.O. Box 53476
Phoenix, AZ 85072

West Texas Container
12345 Rojas
El Paso, TX 79928

XPEDX
6839 Market Avenue
El Paso, TX 79915

Zanios Foods
P.O. Box 27730
Albuquerque, NM 87125

**UNITED STATES BANKRUPTCY COURT
Western District of Texas**

In re RCG Foods of Texas, Inc.
Debtor

Case No. _____

Chapter 11

VERIFICATION OF LIST OF CREDITORS

I hereby certify under penalty of perjury that the attached List of Creditors which consists of 5 pages, is true, correct and complete to the best of my knowledge.

Date 9/1/11

Signature /s/
ROBERT GREGOIRE,
President

**UNITED STATES BANKRUPTCY COURT
 Western District of Texas**

In re RCG Foods of Texas, Inc.,
 Debtor

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

BankSource, 2011 Q1991, 2011, New Hope Software, Inc., ver. 4.6.2.760 - 10433-101X-04310

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
Sierra Packaging & Converting, Inc. 1400 Kleppe Lane Sparks, NV 89431				4,488.30
DeLaval, Inc. 11100 N. Congress Avenue Kansas City, MO 64153				4,665.48
Express Distribution Fruits & Vegetables 10648 Obsidian El Paso, TX 79942				4,701.00

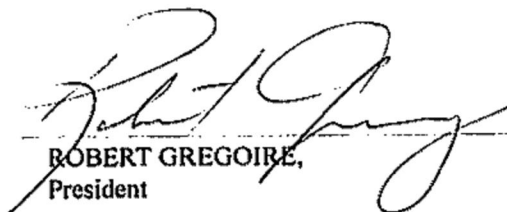
(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
Medley Material Handling 4201 Will Rogers Parkway Oklahoma City, OK 73108			Disputed	5,141.98
Paris Packaging, Inc. P.O. Box 676197 Dallas, TX 75267				5,258.88
BLC, LLC/Ciena Capital, LLC P.O. Box 26507 Greenville, SC 29616				5,457.85
Ramos Hermanos, USA 1221 Barranca El Paso, TX 79935			Disputed	5,960.50
Advanta Credit Card P.O. Box 9217 Old Bethpage, NY 11804				7,490.14
XPEDX 6839 Market Avenue El Paso, TX 79915				7,628.41
Texas NICUSA, LLC 100 Congress, Ste. 600 Austin, TX 78701				9,535.11
Wei Chuan, USA 3420 S. Malt Ave. Commerce, CA 90040			Disputed	12,177.00

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
Borrego Springs Bank 7777 Alvarado Road, Ste. 501 La Mesa, CA 91942				19,142.09
Quality Fruist and Vegetable 309 Colfax St. El Paso, TX 79905				20,000.00
Macheezmo Foods 109 Palm El Paso, TX 79901				33,000.00
Wells Fargo Bank Line of Credit P.O. Box 53476 Phoenix, AZ 85072				36,019.15
JNS Foods, LLC 6635 W. Commercial Blvd., Ste. 200 Tamarac, FL 33687			Disputed	39,630.20
Capital One 801 Tom Martin Drive, Ste. 120 Birmingham, AL 35211				62,289.03

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, [the president or other officer or an authorized agent of the corporation] named as 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 9/1/11

Signature 
ROBERT GREGOIRE,
President