

B1 (Official Form 1)(04/13)

<b>United States Bankruptcy Court Western District of Texas</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>Tootie Pie Company, Inc., d/b/a Tootie Pie Gourmet Cafe</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) <b>72-1602919</b>		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): <b>129 Industrial Drive Boerne, TX</b> <div style="text-align: right; margin-right: 50px;">ZIP Code <b>78006</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Kendall</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
<b>Type of Debtor</b> (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
<b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Tootie Pie Company, Inc., d/b/a Tootie Pie Gourmet Cafe</b>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p><input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)</p>
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**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?

Yes, and Exhibit C is attached and made a part of this petition.

No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**

(Check any applicable box)

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.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

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

Name of Debtor(s):  
**Tootie Pie Company, Inc., d/b/a Tootie Pie Gourmet Cafe**

**Signatures**

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

I declare under penalty of perjury that the information provided in this petition is true and correct.  
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

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

**X** \_\_\_\_\_  
 Signature of Debtor

**X** \_\_\_\_\_  
 Signature of Joint Debtor

\_\_\_\_\_  
 Telephone Number (If not represented by attorney)

\_\_\_\_\_  
 Date

**Signature of a Foreign Representative**

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

(Check only one box.)

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

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

**X** \_\_\_\_\_  
 Signature of Foreign Representative

\_\_\_\_\_  
 Printed Name of Foreign Representative

\_\_\_\_\_  
 Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

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

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

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

\_\_\_\_\_  
 Address

**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.*

**Signature of Attorney\***

**X /s/ Ronald J. Smeberg** \_\_\_\_\_  
 Signature of Attorney for Debtor(s)

**Ronald J. Smeberg** \_\_\_\_\_  
 Printed Name of Attorney for Debtor(s)

**The Smeberg Law Firm, PLLC** \_\_\_\_\_  
 Firm Name

**11550 IH 10 West, Suite 180**  
**San Antonio, TX 78230**

\_\_\_\_\_  
 Address

**Email: ron@smeberg.com**

**210-695-6684** \_\_\_\_\_  
 Telephone Number

**July 3, 2013** \_\_\_\_\_  
 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/ Don L. Merrill, Jr.** \_\_\_\_\_  
 Signature of Authorized Individual

**Don L. Merrill, Jr.** \_\_\_\_\_  
 Printed Name of Authorized Individual

**President & CEO** \_\_\_\_\_  
 Title of Authorized Individual

**July 3, 2013** \_\_\_\_\_  
 Date

B 1A (Official Form 1, Exhibit A) (9/97)

[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 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

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

In re   **Tootie Pie Company, Inc., d/b/a Tootie Pie Gourmet Cafe**   Debtor(s) Case No. \_\_\_\_\_ Chapter   **11**  

**EXHIBIT "A" TO VOLUNTARY PETITION**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is   **333-135702**  .

2. The following financial data is the latest available information and refers to the debtor's condition on   **March 31, 2012**  .

a. Total assets		\$	<u>  <b>928,359.00</b>  </u>					
b. Total debts (including debts listed in 2.c., below)		\$	<u>  <b>928,359.00</b>  </u>					
c. Debt securities held by more than 500 holders:				Approximate number of holders:				
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>  <b>0.00</b>  </u>	<u>  <b>0</b>  </u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>  <b>0.00</b>  </u>	<u>  <b>0</b>  </u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>  <b>0.00</b>  </u>	<u>  <b>0</b>  </u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>  <b>0.00</b>  </u>	<u>  <b>0</b>  </u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>  <b>0.00</b>  </u>	<u>  <b>0</b>  </u>
d. Number of shares of preferred stock			<u>  <b>0</b>  </u>		<u>  <b>0</b>  </u>			
e. Number of shares common stock			<u>  <b>17,438,100</b>  </u>		<u>  <b>160</b>  </u>			

Comments, if any:

**Company is working on 2013 fiscal year filings and anticipates them being filed within 60 days.**

3. Brief description of Debtor's business:

**Debtor is a manufacturer and distributor of pies. Debtor currently has 4 retail outlets located in Texas and one factory. Debtor distributes its pies to 48 states.**

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

**Vincent Dawson  
Berkley Dawson**

B4 (Official Form 4) (12/07)

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

In re   **Tootie Pie Company, Inc., d/b/a Tootie Pie Gourmet Cafe**    
Debtor(s)

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; Fed. R. Bankr. P. 1007(m).

(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>
<b>Ace Mart Restaurant Supply</b> P.O. Box 974297 Dallas, TX 75397	<b>Ace Mart Restaurant Supply</b> P.O. Box 974297 Dallas, TX 75397	restaurant supplies		<b>728.00</b>
<b>AKIN DOHERY KLEIN &amp; FEUGE, P.C.</b> 8610 NORTH NEW BRAUNFELS SUITE 101 Boerne, TX 78006	<b>AKIN DOHERY KLEIN &amp; FEUGE, P.C.</b> 8610 NORTH NEW BRAUNFELS SUITE 101 Boerne, TX 78006			<b>36,000.00</b>
<b>BATES CONTAINER</b> PO BOX 1359 Von Ormy, TX 78073	<b>BATES CONTAINER</b> PO BOX 1359 Von Ormy, TX 78073			<b>8,914.00</b>
<b>BEN KEITH</b> PO BOX 34810 San Antonio, TX 78265	<b>BEN KEITH</b> PO BOX 34810 San Antonio, TX 78265			<b>96,115.00</b>
<b>BEVERAGE SOLUTIONS</b> 10740 HILLPOINT SUITE 5 San Antonio, TX 78217	<b>BEVERAGE SOLUTIONS</b> 10740 HILLPOINT SUITE 5 San Antonio, TX 78217			<b>2,283.00</b>
<b>BUSINESS WIRE, INC.</b> DEPARTMENT 34182 San Francisco, CA 94139	<b>BUSINESS WIRE, INC.</b> DEPARTMENT 34182 San Francisco, CA 94139			<b>4,110.00</b>
<b>CENVEO</b> PO BOX 536900 Atlanta, GA 30353	<b>CENVEO</b> PO BOX 536900 Atlanta, GA 30353			<b>3,295.00</b>
<b>CPS Energy</b> Attn: Bankruptcy Dept. P. O. Box 2678 San Antonio, TX 78289-0001	<b>CPS Energy</b> Attn: Bankruptcy Dept. P. O. Box 2678 San Antonio, TX 78289-0001			<b>3,355.00</b>
<b>EDGAR A. WEBER</b> 549 PALWAUKEE DRIVE Wheeling, IL 60090	<b>EDGAR A. WEBER</b> 549 PALWAUKEE DRIVE Wheeling, IL 60090			<b>738.00</b>
<b>FEDERAL FILINGS LLC</b> 815-ABRAZOS STREET, STE 502 Austin, TX 78701	<b>FEDERAL FILINGS LLC</b> 815-ABRAZOS STREET, STE 502 Austin, TX 78701			<b>405.00</b>

B4 (Official Form 4) (12/07) - Cont.

In re **Tootie Pie Company, Inc., d/b/a Tootie Pie Gourmet Cafe**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(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>
<b>FFE TRANSPORTATION SERVICES, INC. PO BOX 655888 Dallas, TX 75265</b>	<b>FFE TRANSPORTATION SERVICES, INC. PO BOX 655888 Dallas, TX 75265</b>	<b>TRANSPORTATION SERVICES</b>		<b>3,526.00</b>
<b>FLAT IRON CAPITAL DEPT 2195 Denver, CO 80271</b>	<b>FLAT IRON CAPITAL DEPT 2195 Denver, CO 80271</b>			<b>1,491.00</b>
<b>FLOW RITE PLUMBING PO BOX 965 Frisco, TX 75034</b>	<b>FLOW RITE PLUMBING PO BOX 965 Frisco, TX 75034</b>	<b>PLUMBING SUPPLIES</b>		<b>214.00</b>
<b>FORUM SYSTEMS GROUP 6808 WEST AVE San Antonio, TX 78213</b>	<b>FORUM SYSTEMS GROUP 6808 WEST AVE San Antonio, TX 78213</b>			<b>2,124.00</b>
<b>G &amp; K SERVICES PO BOX 830483 San Antonio, TX 78283</b>	<b>G &amp; K SERVICES PO BOX 830483 San Antonio, TX 78283</b>			<b>2,016.00</b>
<b>Mission Restaurant Supply Attn: Bankruptcy Dept. P. O. Box 13010 San Antonio, TX 78213-0010</b>	<b>Mission Restaurant Supply Attn: Bankruptcy Dept. P. O. Box 13010 San Antonio, TX 78213-0010</b>			<b>30,074.00</b>
<b>SMELTZER ORCHARD CO. 6032 JOYFIELD ROAD Frankfort, MI 49635</b>	<b>SMELTZER ORCHARD CO. 6032 JOYFIELD ROAD Frankfort, MI 49635</b>			<b>27,495.00</b>
<b>TCA Fund Managment Group C/O Bob Press, CEO 1404 Rodman Street Hollywood, FL 33020</b>	<b>TCA Fund Managment Group C/O Bob Press, CEO 1404 Rodman Street Hollywood, FL 33020</b>	<b>Money Loan</b>		<b>393,000.00</b>
<b>UPS PO BOX 7247-0244 Philadelphia, PA 19170</b>	<b>UPS PO BOX 7247-0244 Philadelphia, PA 19170</b>			<b>145,565.00</b>
<b>VILLAGE AT ALLEN LP THE VILLAGE AT FAIRVIEW 329 TOWN PLACE McKinney, TX 75069</b>	<b>VILLAGE AT ALLEN LP THE VILLAGE AT FAIRVIEW 329 TOWN PLACE McKinney, TX 75069</b>			<b>13,263.00</b>

B4 (Official Form 4) (12/07) - Cont.

In re     **Tootie Pie Company, Inc., d/b/a Tootie Pie Gourmet Cafe**      
Debtor(s)

Case No. \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

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

I, the President & CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date     **July 3, 2013**    

Signature     **/s/ Don L. Merrill, Jr.**      
**Don L. Merrill, Jr.**  
**President & CEO**

*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           **Tootie Pie Company, Inc., d/b/a Tootie Pie Gourmet Cafe**          ,  
Debtor

Case No. \_\_\_\_\_

Chapter   **11**  

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Berkley Dawson Dawson Holdings 745 East Mulberry Ave, Ste 130 San Antonio, TX 78212</b>	<b>Common Stock</b>	<b>1,619,565</b>	
<b>Vincent Dawson Dawson Holdings 745 East Mulberry Ave, Ste 130 San Antonio, TX 78212</b>	<b>Common Stock</b>	<b>1,619,565</b>	

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

I, the President & CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date           **July 3, 2013**  

Signature           **/s/ Don L. Merrill, Jr.**    
**Don L. Merrill, Jr.**  
**President & CEO**

*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 **Tootie Pie Company, Inc., d/b/a Tootie Pie Gourmet Cafe** Case No. \_\_\_\_\_  
Debtor(s) Chapter **11**

**VERIFICATION OF CREDITOR MATRIX**

I, the President & CEO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **July 3, 2013**

**/s/ Don L. Merrill, Jr.**  
**Don L. Merrill, Jr./President & CEO**  
Signer/Title

Ace Mart Restaurant Supply  
P.O. Box 974297□□  
Dallas, TX 75397

AKIN DOHERY KLEIN & FEUGE, P.C.  
8610 NORTH NEW BRAUNFELS  
SUITE 101  
Boerne, TX 78006

AMERICOLD LOGISTICS, LLC -SA  
11850 CENTER ROAD  
San Antonio, TX 78223

BATES CONTAINER  
PO BOX 1359  
Von Ormy, TX 78073

BEN KEITH  
PO BOX 34810  
San Antonio, TX 78265

BEVERAGE SOLUTIONS  
10740 HILLPOINT  
SUITE 5  
San Antonio, TX 78217

BUSINESS WIRE, INC.  
DEPARTMENT 34182  
San Francisco, CA 94139

CENVEO  
PO BOX 536900  
Atlanta, GA 30353

CPS Energy  
Attn: Bankruptcy Dept.  
P. O. Box 2678  
San Antonio, TX 78289-0001

EDGAR A. WEBER  
549 PALWAUKEE DRIVE  
Wheeling, IL 60090

FEDERAL FILINGS LLc  
815-ABRAZOS STREET, STE 502  
Austin, TX 78701

FFE TRANSPORTATION SERVICES, INC.  
PO BOX 655888  
Dallas, TX 75265

FLAT IRON CAPITAL  
DEPT 2195  
Denver, CO 80271

FLOW RITE PLUMBING  
PO BOX 965  
Frisco, TX 75034

FORUM SYSTEMS GROUP  
6808 WEST AVE  
San Antonio, TX 78213

G & K SERVICES  
PO BOX 830483  
San Antonio, TX 78283

GRAND COMMUNICATIONS  
500 TITTLE ROAD  
The Colony, TX 75056

GS1 US, INC.  
PO BOX71-3034  
Columbus, OH 43271

Mission Restaurant Supply  
Attn: Bankruptcy Dept.  
P. O. Box 13010  
San Antonio, TX 78213-0010

SMELTZER ORCHARD CO.  
6032 JOYFIELD ROAD  
Frankfort, MI 49635

TCA Fund Managment Group  
C/O Bob Press, CEO  
1404 Rodman Street  
Hollywood, FL 33020

UPS  
PO BOX 7247-0244  
Philadelphia, PA 19170

VILLAGE AT ALLEN LP  
THE VILLAGE AT FAIRVIEW  
329 TOWN PLACE  
McKinney, TX 75069

United States Bankruptcy Court  
Western District of Texas

In re     **Tootie Pie Company, Inc., d/b/a Tootie Pie Gourmet Cafe**      
Debtor(s)

Case No. \_\_\_\_\_  
Chapter     **11**    

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for     **Tootie Pie Company, Inc., d/b/a Tootie Pie Gourmet Cafe**     in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

    **July 3, 2013**      
Date

    **/s/ Ronald J. Smeberg**      
**Ronald J. Smeberg**  
Signature of Attorney or Litigant  
Counsel for     **Tootie Pie Company, Inc., d/b/a Tootie Pie Gourmet Cafe**      
**The Smeberg Law Firm, PLLC**  
**11550 IH 10 West, Suite 180**  
**San Antonio, TX 78230**  
**210-695-6684**  
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