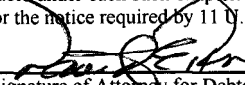


United States Bankruptcy Court District of Utah				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Winners Motorsports, L.C., a Utah limited liability company			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (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): 30-0286585			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): 1480 North 2200 West Salt Lake City, UT <div style="text-align: right;">ZIP CODE 84116</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: Salt Lake County			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): 2561 South 1560 West Woods Cross, UT <div style="text-align: right;">ZIP CODE 84087</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): <div style="text-align: right;">ZIP CODE</div>					
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors 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 \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY FILED IN THE UNITED STATES BANKRUPTCY COURT DISTRICT OF UTAH 2008 AUG 13 P 12:40 DEPT. CLERK
Estimated Number of Creditors <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					
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

14

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Winners Motorsports, L.C.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: N/A	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: N/A	Case Number:	Date Filed:	
District: District of Utah	Relationship:	Judge:	
Exhibit A (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.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X <u></u> <u>8/13/08</u> Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue <i>(Check any applicable box.)</i>			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property <i>(Check all applicable boxes.)</i>			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

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

Name of Debtor(s):

Winners Motorsports, L.C.

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.

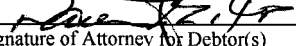
X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of Attorney*

X 
Signature of Attorney for Debtor(s)
David E. Ross II

Printed Name of Attorney for Debtor(s)
David E. Ross II, LC

Firm Name
David E. Ross II, LC

Address

435-602-9869

Telephone Number
07/03/2008

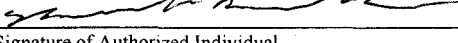
Date

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

X 
Signature of Authorized Individual
Brandon L. Burton

Printed Name of Authorized Individual
Manager

Title of Authorized Individual

08/03/2008
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.

United States Bankruptcy Court

_____ District Of Utah

In re **WINNERS MORTORSPTS, L.C.**

Case No. _____

Debtor

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 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 is as follows:

For legal services, I have agreed to accept \$ 13,000
Prior to the filing of this statement I have received \$ 2,500
Balance Due \$ 10,500

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify)

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify)

4. ☒ 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 other 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:

- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
- Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR (Continued)


- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

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 proceedings.

8/13/08
Date


Signature of Attorney

DAVID E. ROSS II, L.L.C.
Name of law firm

Winners Motorsports LLC

Balance Sheet

As of March 31, 2008

	Mar 31, 08
ASSETS	
Current Assets	
Checking/Savings	
1000 · Chase Operating	28,119.53
1010 · Chase Payroll	27.00
1030 · Cash in Drawer	401.34
1040 · Cash in Drawer - Register 2	100.00
1050 · Cash in Safe	401.21
1055 · Change Machine	450.00
Total Checking/Savings	29,499.08
Accounts Receivable	
1200 · Accounts Receivable	2,376.52
Total Accounts Receivable	2,376.52
Other Current Assets	
1201 · AR	823.82
1205 · Note Receivable - Partner Two	71,679.33
1220 · Inventory Assets	34,466.21
1222 · Inventory Asset - General	12,733.56
1228 · Deposit Receivable	302.50
Total Other Current Assets	120,005.42
Total Current Assets	151,881.02
Fixed Assets	
1225 · Karts (Stratos IS-06)	135,614.00
1235 · Equipment & Fixtures	86,952.99
1240 · Building	675,000.00
1300 · Leasehold Improvements	13,682.13
1445 · Track Material & Labor	31,240.92
Total Fixed Assets	942,490.04
Other Assets	
1800 · Accumulated Depreciation/Amort.	
1805 · Fixtures & Equipment	-14,808.34
1810 · Leasehold Improvements	-1,140.18
1815 · Kart Depreciation	-15,611.63
1820 · Track Depreciation	-2,231.49
Total 1800 · Accumulated Depreciation/Amort.	-33,791.64
Total Other Assets	-33,791.64
TOTAL ASSETS	1,060,579.42
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 · Accounts Payable	71,892.31
Total Accounts Payable	71,892.31
Other Current Liabilities	
2010 · Customer Deposits Made	46,314.30
2020 · Customer Deposits Redeemed	-43,751.03
2099 · Payroll Liabilities	262.60
2100 · Fed W/hold Payable (941 Tax)	6,407.52
2110 · State W/hold Payable	-293.66
2120 · FUTA Payable (940 Tax)	-41.22
2130 · SUTA Payable (State Unemployment)	-102.78
2201 · Utah Sales Tax Payable	24,768.19
2250 · Note Payable - Legends of Utah	6,064.10
Total Other Current Liabilities	39,628.02
Total Current Liabilities	111,520.33

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07/03/08

Accrual Basis

Winners Motorsports LLC

Balance Sheet

As of March 31, 2008

	Mar 31, 08
Long Term Liabilities	
2255 · Note Payable - Phoenix Dataline	480,700.48
2300 · Note Payable - R & B Enterpris (International Consultants)	286,685.68
2400 · Note Payable - Equitable	675,000.00
Total Long Term Liabilities	1,442,386.16
Total Liabilities	1,553,906.49
Equity	
1135 · Partner One Equity	
1145 · Partner One Draws	-341.08
1135 · Partner One Equity - Other	120,549.00
Total 1135 · Partner One Equity	120,207.92
1170 · Partner Two Equity	180,000.00
3000 · Opening Bal Equity	100.00
3001 · Retained Earnings	-665,640.17
Net Income	-127,994.82
Total Equity	-493,327.07
TOTAL LIABILITIES & EQUITY	1,060,579.42

Winners Motorsports LLC

Profit & Loss

January through March 2008

	Jan - Mar 08
Ordinary Income/Expense	
Income	
4000 · Sales	3,320.50
4005 · Sales-Repair	104.68
4010 · W Sales	
4020 · Conference Rooms	5,049.00
4023 · Gift Certificates	815.00
4025 · Pro Shop	14,651.57
4026 · Racing Licenses	10.00
4027 · Snack Bar	3,497.88
4028 · Track	110,588.00
4010 · W Sales - Other	2,400.00
Total 4010 · W Sales	137,011.45
4040 · Sales Discounts	-312.50
4100 · Write-off and adjustment	61.69
Total Income	140,185.82
Cost of Goods Sold	
5000 · Cost of Goods Sold	
5008 · Games	19.44
5012 · Pro Shop	1,247.88
5016 · Snack Bar	4,875.53
5000 · Cost of Goods Sold - Other	8,538.67
Total 5000 · Cost of Goods Sold	14,681.52
5020 · Race Car Parts	1,279.81
5100 · Labor	323.00
5905 · 1099 Contract Labor	20.00
Total COGS	16,304.33
Gross Profit	123,881.49
Expense	
6070 · Credit Card Service Fee	3,272.67
6100 · Guaranteed Payment-BB	17,000.00
6105 · Advertising & Promotion	8,261.71
6107 · Kart Gas	2,501.59
6110 · Automobile Expense	206.26
6120 · Bank Service Charges	64.04
6145 · 1099 Contractor Expense	300.30
6165 · Employee Meals	46.68
6170 · Equipment Rental	74.56
6175 · Freight	847.93
6180 · Insurance	
6185 · Liability Insurance	4,044.81
6197 · Workers Compensation	3,231.44
6180 · Insurance - Other	1,635.48
Total 6180 · Insurance	8,911.73
6200 · Interest Expense	
6210 · Finance Charge	68.76
6200 · Interest Expense - Other	98.90
Total 6200 · Interest Expense	167.66
6224 · Leases Payable - Strada	2,718.26
6230 · Licenses and Permits	195.00
6260 · Printing and Reproduction	346.13
6270 · Professional Fees	
6282 · Payroll	830.26
Total 6270 · Professional Fees	830.26
6290 · Rent	132,625.04

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07/03/08

Accrual Basis

Winners Motorsports LLC

Profit & Loss

January through March 2008

	Jan - Mar 08
6300 · Repairs and Maintenance	
6310 · Building Repairs	1,868.46
6330 · Equipment Repairs	236.21
6332 · Kart Parts	7,667.43
6300 · Repairs and Maintenance - Other	1,665.04
Total 6300 · Repairs and Maintenance	11,437.14
6335 · Shop Equipment Expense	618.54
6340 · Telephone	1,896.59
6350 · Travel & Ent	
6370 · Meals	32.34
Total 6350 · Travel & Ent	32.34
6390 · Utilities	
6400 · Gas and Electric	16,139.12
6390 · Utilities - Other	374.28
Total 6390 · Utilities	16,513.40
6560 · Payroll Expenses	36,105.06
6700 · Subcontractor	250.00
6770 · Supplies	
6780 · Marketing	4.80
6790 · Office	1,898.18
6770 · Supplies - Other	935.46
Total 6770 · Supplies	2,838.44
6820 · Taxes	
6850 · Property	3,073.35
Total 6820 · Taxes	3,073.35
6875 · Employee Uniform	399.89
7000 · Website/Consulting/Internet Exp	990.60
Total Expense	252,525.17
Net Ordinary Income	-128,643.68
Other Income/Expense	
Other Income	
7020 · Commission Income	648.86
Total Other Income	648.86
Net Other Income	648.86
Net Income	-127,994.82

Winners Motorsports LLC
Statement of Cash Flows
 January through March 2008

	<u>Jan - Mar 08</u>
OPERATING ACTIVITIES	
Net Income	-127,994.82
Adjustments to reconcile Net Income to net cash provided by operations:	
1201 · AR	-1,349.27
1220 · Inventory Assets	1,108.10
1222 · Inventory Asset - General	2,638.35
2000 · Accounts Payable	-1,289.68
2010 · Customer Deposits Made	19,058.03
2020 · Customer Deposits Redeemed	-18,842.29
2110 · State W/hold Payable	-1,945.47
2120 · FUTA Payable	-355.63
2130 · SUTA Payable	-528.31
2201 · Utah Sales Tax Payable	7,264.33
Net cash provided by Operating Activities	-122,236.66
INVESTING ACTIVITIES	
1235 · Equipment & Fixtures	-3,786.19
Net cash provided by Investing Activities	-3,786.19
FINANCING ACTIVITIES	
2255 · Note Payable - Phoenix Dataline	125,700.00
1135 · Partner One Equity:1145 · Partner One Draws	-58.88
Net cash provided by Financing Activities	125,641.12
Net cash increase for period	-381.73
Cash at beginning of period	29,880.81
Cash at end of period	<u><u>29,499.08</u></u>

Winners Motorsports LLC

Balance Sheet

As of March 31, 2008

	Mar 31, 08
ASSETS	
Current Assets	
Checking/Savings	
1000 · Chase Operating	28,119.53
1010 · Chase Payroll	27.00
1030 · Cash in Drawer	401.34
1040 · Cash in Drawer - Register 2	100.00
1050 · Cash in Safe	401.21
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Total Checking/Savings	29,499.08
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Total Current Assets	151,881.02
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1235 · Equipment & Fixtures	86,952.99
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1300 · Leasehold Improvements	13,682.13
1445 · Track Material & Labor	31,240.92
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TOTAL ASSETS	1,060,579.42
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2099 · Payroll Liabilities	262.60
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2201 · Utah Sales Tax Payable	24,768.19
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Total Current Liabilities	111,520.33

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07/03/08
Accrual Basis

Winners Motorsports LLC
Balance Sheet
As of March 31, 2008

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Total Long Term Liabilities	1,442,386.16
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1145 · Partner One Draws	-341.08
1135 · Partner One Equity - Other	120,549.00
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Total 1135 · Partner One Equity	120,207.92
1170 · Partner Two Equity	180,000.00
3000 · Opening Bal Equity	100.00
3001 · Retained Earnings	-665,640.17
Net Income	-127,994.82
	<hr/>
Total Equity	-493,327.07
	<hr/>
TOTAL LIABILITIES & EQUITY	<u>1,060,579.42</u>

Winners Motorsports LLC

Profit & Loss

January through March 2008

	Jan - Mar 08
Ordinary Income/Expense	
Income	
4000 · Sales	3,320.50
4005 · Sales-Repair	104.68
4010 · W Sales	
4020 · Conference Rooms	5,049.00
4023 · Gift Certificates	815.00
4025 · Pro Shop	14,651.57
4026 · Racing Licenses	10.00
4027 · Snack Bar	3,497.88
4028 · Track	110,588.00
4010 · W Sales - Other	2,400.00
Total 4010 · W Sales	137,011.45
4040 · Sales Discounts	-312.50
4100 · Write-off and adjustment	61.69
Total Income	140,185.82
Cost of Goods Sold	
5000 · Cost of Goods Sold	
5008 · Games	19.44
5012 · Pro Shop	1,247.88
5016 · Snack Bar	4,875.53
5000 · Cost of Goods Sold - Other	8,538.67
Total 5000 · Cost of Goods Sold	14,681.52
5020 · Race Car Parts	1,279.81
5100 · Labor	323.00
5905 · 1099 Contract Labor	20.00
Total COGS	16,304.33
Gross Profit	123,881.49
Expense	
6070 · Credit Card Service Fee	3,272.67
6100 · Guaranteed Payment-BB	17,000.00
6105 · Advertising & Promotion	8,261.71
6107 · Kart Gas	2,501.59
6110 · Automobile Expense	206.26
6120 · Bank Service Charges	64.04
6145 · 1099 Contractor Expense	300.30
6165 · Employee Meals	46.68
6170 · Equipment Rental	74.56
6175 · Freight	847.93
6180 · Insurance	
6185 · Liability Insurance	4,044.81
6197 · Workers Compensation	3,231.44
6180 · Insurance - Other	1,635.48
Total 6180 · Insurance	8,911.73
6200 · Interest Expense	
6210 · Finance Charge	68.76
6200 · Interest Expense - Other	98.90
Total 6200 · Interest Expense	167.66
6224 · Leases Payable - Strada	2,718.26
6230 · Licenses and Permits	195.00
6260 · Printing and Reproduction	346.13
6270 · Professional Fees	
6282 · Payroll	830.26
Total 6270 · Professional Fees	830.26
6290 · Rent	132,625.04

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07/03/08
Accrual Basis

Winners Motorsports LLC
Profit & Loss
January through March 2008

	Jan - Mar 08
6300 · Repairs and Maintenance	
6310 · Building Repairs	1,868.46
6330 · Equipment Repairs	236.21
6332 · Kart Parts	7,667.43
6300 · Repairs and Maintenance - Other	1,665.04
Total 6300 · Repairs and Maintenance	11,437.14
6335 · Shop Equipment Expense	618.54
6340 · Telephone	1,896.59
6350 · Travel & Ent	
6370 · Meals	32.34
Total 6350 · Travel & Ent	32.34
6390 · Utilities	
6400 · Gas and Electric	16,139.12
6390 · Utilities - Other	374.28
Total 6390 · Utilities	16,513.40
6560 · Payroll Expenses	36,105.06
6700 · Subcontractor	250.00
6770 · Supplies	
6780 · Marketing	4.80
6790 · Office	1,898.18
6770 · Supplies - Other	935.46
Total 6770 · Supplies	2,838.44
6820 · Taxes	
6850 · Property	3,073.35
Total 6820 · Taxes	3,073.35
6875 · Employee Uniform	399.89
7000 · Website/Consulting/Internet Exp	990.60
Total Expense	252,525.17
Net Ordinary Income	-128,643.68
Other Income/Expense	
Other Income	
7020 · Commission Income	648.86
Total Other Income	648.86
Net Other Income	648.86
Net Income	-127,994.82

Winners Motorsports LLC
Statement of Cash Flows
January through March 2008

	<u>Jan - Mar 08</u>
OPERATING ACTIVITIES	
Net Income	-127,994.82
Adjustments to reconcile Net Income to net cash provided by operations:	
1201 · AR	-1,349.27
1220 · Inventory Assets	1,108.10
1222 · Inventory Asset - General	2,638.35
2000 · Accounts Payable	-1,289.68
2010 · Customer Deposits Made	19,058.03
2020 · Customer Deposits Redeemed	-18,842.29
2110 · State W/hold Payable	-1,945.47
2120 · FUTA Payable	-355.63
2130 · SUTA Payable	-528.31
2201 · Utah Sales Tax Payable	7,264.33
Net cash provided by Operating Activities	-122,236.66
INVESTING ACTIVITIES	
1235 · Equipment & Fixtures	-3,786.19
Net cash provided by Investing Activities	-3,786.19
FINANCING ACTIVITIES	
2255 · Note Payable - Phoenix Dataline	125,700.00
1135 · Partner One Equity:1145 · Partner One Draws	-58.88
Net cash provided by Financing Activities	125,641.12
Net cash increase for period	-381.73
Cash at beginning of period	29,880.81
Cash at end of period	<u><u>29,499.08</u></u>

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

I, [the president *or* other officer *or* an authorized agent of the corporation] [*or* a member *or* an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing [list *or* schedule *or* amendment *or* other document (describe)] and that it is true and correct to the best of my information and belief.

Date 8/13/08

Signature 

Brandon Burton, Manager
(Print Name and Title)