

UNITED STATES BANKRUPTCY COURT

District of Delaware

VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): ZLOOP, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): ZLOOP, LLC and EZ Computer Recycling, LLC	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 46-5542960	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. and Street, City, and State): 816 13th Street NE, Hickory, NC ZIP CODE 28601	Street Address of Joint Debtor (No. and Street, City, and State): N/A ZIP CODE N/A
County of Residence or of the Principal Place of Business: Catawba County	County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address): N/A ZIP CODE	Mailing Address of Joint Debtor (if different from street address): N/A ZIP CODE N/A

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

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	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
--	---	---

Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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).	Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
---	---	--

Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). <hr/> 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

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors									
<input type="checkbox"/> 1-49	<input checked="" 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 type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
Estimated Liabilities									
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): ZLOOP, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: SEE ANNEX 1		Case Number: PENDING	Date Filed:
District: District of Delaware		Relationship: SEE ANNEX 1	Judge: PENDING
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.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		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 _____ 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?

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)).

<p>Voluntary Petition <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s): ZLOOP, Inc.</p>
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X _____ Signature of Attorney for Debtor(s) Stuart M. Brown</p> <p>_____ Printed Name of Attorney for Debtor(s) DLA Piper LLP (US)</p> <p>_____ Firm Name</p> <p>1201 North Market Street, Suite 2100 Wilmington, DE 19801</p> <p>_____ Address (302 468-5700</p> <p>_____ Telephone Number 08/09/2015</p> <p>_____ Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual Robert M. Boston</p> <p>_____ Printed Name of Authorized Individual CEO</p> <p>_____ Title of Authorized Individual 08/09/2015</p> <p>_____ Date</p>	

ANNEX 1

**Pending Bankruptcy Cases Filed by the Debtor and Its Affiliates
Each Concurrently Filed in the United States Bankruptcy Court
for the District of Delaware**

On the date of this petition, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of their petitions, such entities filed a motion requesting joint administration of their chapter 11 cases.

ZLOOP, Inc.

Zloop Knitting Mill LLC

Zloop Nevada, LLC

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
ZLOOP, INC.**

The undersigned, being all the directors (the “**Directors**”) of ZLOOP, INC., a Delaware corporation (the “**Company**”), pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, DO HEREBY CONSENT to the adoption of, and DO HEREBY ADOPT, the following resolutions:

WHEREAS, upon careful consideration and after seeking alternative solutions, the following resolutions are adopted and recorded in the minute book of the Company, and they have not been modified or rescinded, and are still in full force and effect; and

WHEREAS, the Directors have been evaluating and considering a restructuring of the Company’s business and financial affairs in consultation with professional advisors of the Company; and

WHEREAS, the Directors have determined that it is desirable, fair, reasonable, and in the best interests of the Company and its two subsidiaries, namely Zloop Nevada, LLC and Zloop Knitting Mill, LLC (collectively, the “**Zloop Entities**”) and their creditors, shareholders, and other interested parties for the Zloop Entities to file petitions (the “**Petitions**”) seeking relief under the provisions of chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”).

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Directors, it is desirable and in the best interests of the Company and its creditors, shareholders, and other interested parties that the Company file a petition under chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that, in the judgment of the Directors, it is desirable and in the best interests of the Company and its creditors, shareholders, and other interested parties that the Company cause certain of its subsidiaries to file petitions under chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the chief executive officer, chief financial officer, president, any executive or senior vice president, of the Company (each an “**Authorized Person**,” and together the “**Authorized Persons**”) be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company to prepare, execute and verify the Petitions in such form as the officer executing the same shall deem appropriate and as required by law and to file such petitions, thereby commencing the chapter 11 case in the appropriate court together with such statements, schedules, exhibits and reports as may be required from time to time by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure or order of court, and to prepare and execute all other papers and take all other actions necessary or appropriate in connection with the Company’s chapter 11 case, or any superseding or other bankruptcy case; and it is

FURTHER RESOLVED, that, upon preparation, such Authorized Representatives are hereby authorized, on behalf of and in the name of the Company, to execute the petition in such form as such Authorized Representative deems appropriate and that, upon such execution, the Authorized Representative is hereby authorized to cause the Company to file the petition with the United States Bankruptcy Court for the District of Delaware to commence a case (a "**Bankruptcy Case**") under chapter 11 of the Bankruptcy Code on or as soon after August 6, 2015 as is reasonably practicable; and it is

FURTHER RESOLVED, that the each of the Authorized Representatives, on terms consistent with those presented to the Directors, is hereby authorized and instructed to make such arrangements as he deems necessary or proper for the Company to use existing cash or to borrow additional funds, either as a debtor in possession under chapter 11 of the Bankruptcy Code or otherwise, and that each of the Authorized Representatives is hereby authorized and instructed, on behalf of and in the name of the Company, to negotiate and agree with potential lenders as to the terms and amounts of any such cash collateral use or further borrowings and to grant such security interests in, or liens on the assets of the Company, and to execute and deliver appropriate agreements for such use of postpetition financing in connection with the Bankruptcy Case, including the granting of liens to any such lender(s) to such agreement(s), and to take such additional action and execute and deliver such other agreements, instruments, or documents proposed to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any such officer, in his sole discretion, may deem necessary or proper in connection with such further borrowings; and it is

FURTHER RESOLVED, that each of the Authorized Representatives, on terms consistent with those presented to the Directors, is authorized to execute and file (or direct others to do so on behalf of the Company as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, motions, lists, applications, pleadings, and any other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action that the Authorized Representative deems necessary and proper in connection with the Bankruptcy Case; and it is

FURTHER RESOLVED, that the law firm of DLA Piper LLP (US) shall be retained as bankruptcy counsel under section 327(a) of the Bankruptcy Code for the Company and its debtor—subsidiaries in the Bankruptcy Case in accordance with terms of the engagement letter, and each of the Authorized Representatives is hereby authorized and directed to execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case, and cause to be filed an application for authority to retain the services of DLA Piper LLP (US) during the Bankruptcy Case; and it is

FURTHER RESOLVED, that each of the Authorized Representatives of the Company is authorized and directed to employ any other firm as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, each of the Authorized Representatives of the Company is hereby authorized and directed to execute appropriate retention agreements, pay

appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and cause to be filed an appropriate application for authority to retain the services of such firm(s); and it is

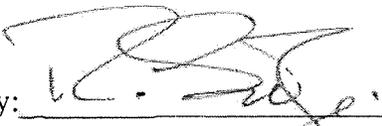
FURTHER RESOLVED, that each of the Authorized Representatives is authorized and directed, in the name of and on behalf of the Company, under the Company's corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a Bankruptcy Case, the taking of any such action or execution of any such documents and/or agreements to constitute conclusive evidence and the exercise of such discretionary authority; and it is

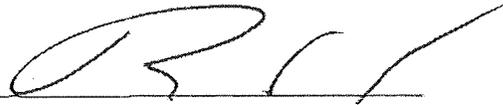
FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any of the Authorized Representatives to seek relief under chapter 11 of the Bankruptcy Code or in connection with the Bankruptcy Case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved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

FURTHER RESOLVED, that this consent may be executed by facsimile, telecopy or other electronic means or reproduction, and such execution shall be considered valid, binding and effective for all purposes.

The actions taken by this unanimous written consent shall have the same force and effect as if taken by the undersigned at a meeting of the board of Directors, duly called and constituted pursuant to the laws of the state of Delaware and the Company's bylaws.

IN WITNESS WHEREOF, the undersigned has executed this unanimous written consent as of the date first above written.

By: 
Robert S. LaBarge, Director

By: 
Robert M. Boston, Director

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ZLOOP, INC.

Debtor.

Chapter 11

Case No. 15-xxxxxx (XXX)

(Joint Administration Requested)

**CONSOLIDATED LIST OF CREDITORS HOLDING
THE TWENTY LARGEST UNSECURED CLAIMS**

The debtor in this chapter 11 case (the “Debtor”) filed a voluntary petition in this Court on August 9, 2015 (the “Petition Date”) for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is a list of the Debtor’s twenty largest unsecured creditors (the “Top 20 List”), based on the Debtor’s books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtor’s chapter 11 case. The Top 20 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtor. The failure of the Debtor to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtor’s right to contest the validity, priority, and/or amount of any such claim.

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (if secured also state value of security)
(1) Kendall Mosing	James H. Gibson c/o Allen & Gooch 2000 Kaliste Saloom Road, Suite 400 Lafayette, LA 70508	Unsecured Line of Credit	U D S	\$ 14,000,000
(2) Kendall Mosing & ZLOOP LA, LLC	James H. Gibson c/o Allen & Gooch 2000 Kaliste Saloom Road, Suite 400 Lafayette, LA 70508	Unsecured Franchise Recession	U D S	\$ 10,189,179
(3) Parker Poe Adams & Bernstein LLP	Doug Harmon, Partner 401 South Tryon Street, Suite 3000 Charlotte, NC 28202	Trade Debt		\$ 365,031

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (if secured also state value of security)
(4) ERS, LLC	James Cunningham 5010 MacDougall Drive SW Atlanta, GA 30336	Contract	C D S	\$ 312,460
(5) Recycling Equipment Inc	Scott Sharp / Dean Burrow 2052 Industrial Drive Newton, NC 28658	Trade Debt	C D S	\$ 234,107
(6) Bristol Motor Speedway	Janet Callahan 151 Speedway Blvd. Bristol, TN 37620	Contract		\$ 131,250
(7) Panthers Stadium	Accounts Payable 800 South Mint Street Charlotte, NC 28202	Contract		\$ 87,000
(8) Lyon County Treasurer	Nikki Bryan 27 S Main St Yerington, NV 89447	Real Property Taxes		\$ 84,262
(9) Kentucky Speedway	Elizabeth Weber c/o DBL Law 207 Thomas More Parkway Crestview Hills, KY 41017	Contract		\$ 75,000
(10) Shumis Concrete Inc	Clark Tew Homesley & Wingo Law Group PLLC 330 S Main St Mooresville, NC	Trade Debt		\$ 73,556
(11) McGuireWoods LLP	Accounts Payable 201 North Tryon Street, Suite 3000 Charlotte, NC 28202	Trade Debt	D	\$ 56,910
(12) Hickory Commercial, LLC	Accounts Payable 231 Government Ave South, #3483 Hickory NC 28603	Trade Debt		\$ 55,003
(13) Phelps Dunbar, LLP	Accounts Payable PO Box 974798 Dallas, TX 75397-4798	Trade Debt		\$ 37,278
(14) Pocono Speedway	Brandon Igdalsky 1234 Long Pond Road Long Pond, PA 18334	Trade Debt		\$36,601
(15) Watson Insurance	Accounts Payable PO Box 879 Gastonia, NC 28053-0879	Insurance Contracts		\$ 28,955

(1)	(2)	(3)	(4)	(5)
NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	C U D S	AMOUNT OF CLAIM (if secured also state value of security)
(16) Catawba County Tax Collector	PO Box 580071 Charlotte, NC 28258-0071	Real Property Taxes		\$ 21,613
(17) American Fire & Equipment	Accounts Payable 108 Lakemont Park Rd Hickory, NC 28601	Trade Debt		\$ 14,243
(18) Dickinson Hauling & Grading	Accounts Payable 1572 Dickinson Road Hickory, NC 28602	Trade Debt		\$ 13,688
(19) Liberty Mutual Insurance (Worker Comp Policy)	Accounts Payable PO BOX 2051 Keene, NH 03431-7051	Insurance Contracts		\$ 9,038
(20) Perry Johnson Registrars, Inc.	Accounts Payable 755 W Big Beaver Road, Suite 1340 Troy, MI 48084	Trade Debt		\$6,755

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ZLOOP, INC.

Debtor.

Chapter 11

Case No. 15-xxxxxx (XXX)

(Joint Administration Requested)

**DECLARATION CONCERNING THE DEBTOR'S LIST OF CREDITORS
HOLDING THE TWENTY LARGEST UNSECURED CLAIMS**

I, Robert M. Boston, the CEO of ZLOOP, INC., a Delaware corporation and the entity named as debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the List of Creditors Holding the Twenty Largest Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: August 8, 2015



Name: Robert M. Boston

Title: CEO

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ZLOOP, INC.

Debtor.

Chapter 11

Case No. 15-xxxxxx (XXX)

(Joint Administration Requested)

LIST OF CREDITORS

The debtor in this chapter 11 case (the “**Debtor**”) filed a petition in this Court on August 9, 2015, for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of the petition, the Debtor filed a list of creditors (the “**Creditor List**”). Due to its voluminous nature, the Creditor List is being submitted to the Court electronically as an attachment hereto.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ZLOOP, INC.

Debtor.

Chapter 11

Case No. 15-xxxxxx (XXX)

(Joint Administration Requested)

DECLARATION REGARDING CREDITOR MATRIX

I, Robert M. Boston, CEO of ZLOOP, INC., a Delaware corporation and the entity named as debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the Creditor List submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: August 9, 2015



Name: Robert M. Boston

Title: CEO

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ZLOOP, INC.

Debtor.

Chapter 11

Case No. 15-xxxxxx (XXX)

(Joint Administration Requested)

LIST OF EQUITY SECURITY HOLDERS

<u>Name and Last Known Address or Place of Business of Holder</u>	<u>Security Class</u>	<u>Number of Securities/ Kind of Interest</u>
Robert M. Boston 7824 Holiday Isle Drive Orlando, FL 32812	Common	48.54%
Robert S. LaBarge 816 13th St NE Hickory, NC 28601	Common	48.54%
Sean LeBlanc 2851 Johnston St. PMB 544 Lafayette, LA 70503	Common	0.99%
Kendall G. Mosing 812 East Bayou Parkway Lafayette, LA 70508	Common	0.99%
Tony Jarrett 1567 W. 7th Street Newton, NC 28658	Common	0.18%
Elizabeth Brisben 175 18th Avenue NW Hickory, NC 28601	Common	0.14%
Ottie Chambers PO Box 135 Terrell, NC 28682	Common	0.10%
Gary Sieck 98 N. Washington Street Berkeley Springs, WV 25411	Common	0.07%
Gill Kanupp 108 Lakemont Park Rd Hickory, NC 28601	Common	0.06%
Mitch Keaton 6133 Bartley Road Hickory, NC 28601	Common	0.06%
Majory M. Diamond, TTEE of the Majory M. Diamond TR 600 Vista Falls Rd Mills River, NC 28759	Common	0.05%
Roland Fox, as Trustee for the benefit of the Roland Fox Living Trust 600 Vista Falls Rd Mills River, NC 28759	Common	0.05%

Judith Barlow 3190 Auld Farm Rd Lenoir, NC 28645	Common	0.04%
Jennifer Gates c/o Judith Barlow 3190 Auld Farm Rd Lenoir, NC 28645	Common	0.04%
Sheryl James 118 19th Avenue NW Hickory, NC 28601	Common	0.04%
Dwight Watts 1013 Cambridge Court Lenoir, NC 28645	Common	0.04%
William A. Houston 633 21st St Se Hickory, NC 28602	Common	0.02%
D.G. Kanupp 108 Lakemont Park Rd Hickory, NC 28601	Common	0.02%
Gary Lee Gantt 702 13th Street Pl NW Conover, NC 28613	Common	0.01%
Christopher Dean Hayes 905 Hwy. 321 SW, Suite 386 Hickory, NC 28601	Common	0.01%
Jeffery D. Houston 633 21st St Se Hickory, NC 28602	Common	0.01%

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ZLOOP, INC.

Debtor.

Chapter 11

Case No. 15-xxxxxx (XXX)

(Joint Administration Requested)

**DECLARATION CONCERNING THE DEBTOR'S LIST
OF EQUITY SECURITY HOLDERS**

I, Robert M. Boston, CEO of ZLOOP, INC., a Delaware corporation and the entity named as debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the List of Equity Security Holders submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: August 9, 2015



Name: Robert M. Boston

Title: CEO

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ZLOOP, INC.

Debtor.

Chapter 11

Case No. 15-xxxxxx (XXX)

(Joint Administration Requested)

**STATEMENT PURSUANT TO FEDERAL RULE
OF BANKRUPTCY PROCEDURE 1007(a)(1)**

For its Statement Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), Zloop, Inc. (the “**Debtor**”) respectfully represents that the following is a list of all corporations, other than governmental units, that directly or indirectly own 10% or more of any class of interests in the Debtor:

Name and Address	Approximate Percentage of Interests Held
None	None

Dated: August 9, 2015
Wilmington, Delaware

Respectfully submitted,

DLA PIPER LLP (US)

/s/Stuart M. Brown

Stuart M. Brown (DE 4050)
Daniel N. Brogan (DE 5723)
Katlin M. Edelman (DE 5924)
1201 North Market Street, Suite 2100
Wilmington, Delaware 19801
Telephone: (302) 468-5700
Facsimile: (302) 394-2341
Email: stuart.brown@dlapiper.com
daniel.brogan@dlapiper.com
kaitlin.edelman@dlapiper.com

*Proposed Counsel to Debtors and
Debtors in Possession*