

B1 (Official Form 1)(1/08)

United States Bankruptcy Court District of Nebraska		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Downtown Physicians Group, P.C.		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) No./Complete EIN (if more than one, state all) 47-0821897		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): 1800 "O" Street, Suite 220 Lincoln, NE <div style="text-align: right; font-size: small;">ZIP Code 68508</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Lancaster		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): c/o Brian Foote, M.D 1801 ST. Andrews Place Lincoln, NE <div style="text-align: right; font-size: small;">ZIP Code 68512</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
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 checked="" 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 type="checkbox"/> Other <hr/> 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 checked="" type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input 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 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 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 \$2,190,000. 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 *** Trev E. Peterson 16637 *** <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" 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 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		

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Downtown Physicians Group, P.C.</p>
--	--

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

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

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

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

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

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

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):
Downtown Physicians Group, P.C.

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

Signatures

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Trev E. Peterson _____
Signature of Attorney for Debtor(s)

Trev E. Peterson 16637 _____
Printed Name of Attorney for Debtor(s)

Knudsen, Berkheimer, Richardson & Endacott, LLP _____
Firm Name

3800 VerMaas Place, Suite 200
Lincoln, NE 68502

Address

Email: tpeterson@knudsenlaw.com

402-475-7011 Fax: 402-475-8912 _____
Telephone Number

November 20, 2009 _____
Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

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:

Date

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/ Brian Foote, MD _____
Signature of Authorized Individual

Brian Foote, MD _____
Printed Name of Authorized Individual

President/Treasurer _____
Title of Authorized Individual

November 20, 2009 _____
Date

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.

**CONSENT RESOLUTIONS
OF THE MEMBERS OF DOWNTOWN PHYSICIANS GROUP, P.C.**

The undersigned, being all of the members of Downtown Physicians Group, P.C. (the "Company"), a Nebraska Corporation, with its principal place of business in the State of Nebraska, waive their right to a call and notice of a special meeting of the members and adopt the following consent resolutions:

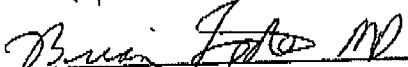
BE IT RESOLVED THAT: The members have determined and authorize the filing of a bankruptcy proceeding under Chapter 7 of the United States Bankruptcy Code in the State of Nebraska for the Company.

BE IT FURTHER RESOLVED THAT: Any manager of the Company, the managers as of the date of this Resolution being Brian Foote, M.D. and Dwain A. Leonhardt, M.D., is authorized to sign the Bankruptcy Petition, Schedules, Statement of Financial Affairs, Verification of Matrix and any and all other documents deemed necessary or desirable to effectuate the bankruptcy filing.

BE IT FURTHER RESOLVED THAT: The employment of Trev E. Peterson and the law firm of Knudsen, Berkheimer, Richardson and Endacott, LLP ("KBRE") as special bankruptcy counsel for the Company under the engagement letter provided by KBRE is approved and ratified by the members.

BE IT FURTHER RESOLVED THAT: The members direct that any communication to them by KBRE be deemed to have been delivered to them when sent by KBRE to Brian Foote, M.D. at 1801 Saint Andrews Place, Lincoln, NE 68512, or at such address as Brian Foote, M.D. shall provide to KBRE.

These resolutions were adopted this 17 day of November, 2009.



Brian Foote, M.D.

**CONSENT RESOLUTIONS
OF THE MEMBERS OF DOWNTOWN PHYSICIANS GROUP, P.C.**

The undersigned, being all of the members of Downtown Physicians Group, P.C. (the "Company"), a Nebraska Corporation, with its principal place of business in the State of Nebraska, waive their right to a call and notice of a special meeting of the members and adopt the following consent resolutions:

BE IT RESOLVED THAT: The members have determined and authorize the filing of a bankruptcy proceeding under Chapter 7 of the United States Bankruptcy Code in the State of Nebraska for the Company.

BE IT FURTHER RESOLVED THAT: Any manager of the Company, the managers as of the date of this Resolution being Brian Foote, M.D. and Dwain A. Leonhardt, M.D., is authorized to sign the Bankruptcy Petition, Schedules, Statement of Financial Affairs, Verification of Matrix and any and all other documents deemed necessary or desirable to effectuate the bankruptcy filing.

BE IT FURTHER RESOLVED THAT: The employment of Trev E. Peterson and the law firm of Knudsen, Berkheimer, Richardson and Endacott, LLP ("KBRE") as special bankruptcy counsel for the Company under the engagement letter provided by KBRE is approved and ratified by the members.

BE IT FURTHER RESOLVED THAT: The members direct that any communication to them by KBRE be deemed to have been delivered to them when sent by KBRE to Brian Foote, M.D. at 1801 Saint Andrews Place, Lincoln, NE 68512, or at such address as Brian Foote, M.D. shall provide to KBRE.

These resolutions were adopted this 17th day of November, 2009.


Dwain A. Leonhardt, M.D.

**United States Bankruptcy Court
District of Nebraska**

In re Downtown Physicians Group, P.C.
Debtor

Case No. _____

Chapter 7

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	5	266,025.16		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		457,687.37	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	38		179,291.97	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		48			
		Total Assets	266,025.16		
			Total Liabilities	636,979.34	

**United States Bankruptcy Court
District of Nebraska**

In re Downtown Physicians Group, P.C.
Debtor

Case No. _____

Chapter 7

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

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

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

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

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

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

State the following:

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

State the following:

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

B6A (Official Form 6A) (12/07)

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

SCHEDULE A - REAL PROPERTY

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

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

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

Sub-Total > **0.00** (Total of this page)
 Total > **0.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

SCHEDULE B - PERSONAL PROPERTY

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

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

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Checking Account at Pinnacle Bank 7001 S. 27th St. Lincoln, NE 68512	-	58,633.16
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Prudential Life Insurance Policy No. S-00-40712	-	Unknown
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total >	58,633.16
			(Total of this page)	

2 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Because of HIPPA privacy concerns, this information will be provided privately to the Chapter 7 Trustee	-	164,852.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > **164,852.00**
 (Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		See Attached List of Office Equipment, Furnishings, and Supplies	-	3,240.00
29. Machinery, fixtures, equipment, and supplies used in business.		See Attached list of Machinery	-	39,300.00
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	42,540.00
(Total of this page)	
Total >	266,025.16

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

Office Equipment, Furnishings, Supplies

Full Size Refridgerator	\$ 50.00	2	\$100.00
Ice Machine	\$ 150.00	1	\$150.00
Break Room Tables	\$ 15.00	3	\$45.00
Round Table	\$ 35.00	1	\$35.00
Lobby Chairs	\$ 45.00	7	\$315.00
Small Wooden Desks	\$ 25.00	10	\$250.00
Large Wooden Desks	\$ 50.00	2	\$100.00
Miscellaneous Chairs	\$ 5.00	70	\$350.00
Metal Desks with Hutch	\$ 25.00	7	\$175.00
Metal Desks	\$ 5.00	3	\$15.00
Metal Corner Computer Desk	\$ 10.00	1	\$10.00
2 Drawer File Cabinets	\$ 5.00	4	\$20.00
Metal Shelves	\$ 5.00	10	\$50.00
Wooden 6 Shelf Book Case	\$ 15.00	1	\$15.00
2 or 3 Shelf Book Case	\$ 5.00	8	\$40.00
Wooden Credenza	\$ 50.00	3	\$150.00
Metal Cart	\$ 5.00	3	\$15.00
Wooden Cart	\$ 5.00	5	\$25.00
Computers	\$ 15.00	25	\$375.00
Printers	\$ 10.00	10	\$100.00
Exam Lights	\$ 15.00	5	\$75.00
Scale	\$ 75.00	1	\$75.00
Exam Table	\$ 100.00	8	\$800.00
Rolling Recliner Chair	\$ 200.00	1	\$200.00
Miscellaneous Medical Supplies (Multiple Items)	\$ 200.00	1	\$200.00
Cordless Phone	\$ 5.00	1	\$5.00
			\$3,690

Machinery

Item	Value	Qty	Total
Quantam X-Ray Machine	\$ 20,000.00	\$ 1.00	\$ 20,000.00
Lorad Mammography Machine	\$ 16,000.00	\$ 1.00	\$ 16,000.00
Large X-Ray View Box	\$ 100.00	\$ 1.00	\$ 100.00
Regular X-Ray View Box	\$ 50.00	\$ 1.00	\$ 50.00
Beckman Coulter Coagulation System	\$ 300.00	\$ 1.00	\$ 3,000.00
Miscellaneous Lab Equipment (Multiple Items)	\$ 50.00	\$ 1.00	\$ 50.00
Large Incubator	\$ 100.00	\$ 1.00	\$ 100.00
			\$ 39,300.00

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

In re Downtown Physicians Group, P.C.

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No. x7175 City of Lincoln Urban Development 808 P Street Lincoln, NE 68508						X		
		Financing Agreement on All Assets of Business						
							79,041.60	79,041.60
			Value \$					
Account No. x5469 Cornhusker Bank P.O. Box 80009 Lincoln, NE 68501						X		
		Security Agm't with Community Development Resources; Xray Machine; Auto Clave; Laster Printer						
							48,505.82	9,205.82
			Value \$					
Account No. xxxxxx3740 Pinnacle Bank 6145 Havelock Ave PO Box 29769 Lincoln, NE 68529	X					X		
		Prudential Life Insurance Policy No. S-00-40712						
							330,139.95	Unknown
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							457,687.37	88,247.42
Total (Report on Summary of Schedules)							457,687.37	88,247.42

0 continuation sheets attached

In re Downtown Physicians Group, P.C. Case No. _____
Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

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

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

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

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

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

B6F (Official Form 6F) (12/07)

In re Downtown Physicians Group, P.C. Case No. _____
Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

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

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

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

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M I F C L A I M I S S U B J E C T T O S E T O F F S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No. A.V., LLC P.O. Box 6896 Lincoln, NE 68506	X	-	Lease				94,382.50
Account No. Action Capital P.O. Box 56346 Atlanta, GA 30343		-	Business				763.14
Account No. Aetna US Healthcare PPO P.O. Box 981106 El Paso, TX 79998		-	Refund				595.59
Account No. AGP WHP P.O. Box 2047 Omaha, NE 68103		-	Refund				16.00
Subtotal (Total of this page)							95,757.23

37 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. James Akeson 5518 Channel Drive Lincoln, NE 68516		Refund				25.00
Account No. Maria Almazan 5711 South 91st Lincoln, NE 68526		Refund				25.00
Account No. Always A Friendly Hand 1654 West Mulberry Street Lincoln, NE 68522		Business				65.00
Account No. AmeriPride 7515 "D" Street Omaha, NE 68124		Business				893.48
Account No. AmSan Nogg, LLC 13924 Collection Center Drive Chicago, IL 60693		Business				131.21
Sheet no. <u>1</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	1,139.69

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. An Phan 315 W Belmont Ave Lincoln, NE 68521		-	Refund				35.56	
Account No. Anita Anderson 10611 N. 137th Waverly, NE 68462		-	Refund				30.00	
Account No. ASL Interpreting Service 625 North 35th Street Lincoln, NE 68503		-	Business				120.00	
Account No. ATS 2902 Harney Street Omaha, NE 68131		-	Business				20.86	
Account No. Auxiant P.O. Box 5809 Troy, MI 48007		-	Refund				352.00	
Sheet no. <u>2</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	558.42

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Baird Holm 1500 Woodmen Tower Omaha, NE 68102		Business				590.00
Account No. Jacob Bear 1812 Hartley Lincoln, NE 68521		Refund				21.27
Account No. Beckman Coulter, Inc. Dept. CH 10164 Palatine, IL 60055		Business				24,554.04
Account No. Bich Ha Dang 1807 W Peach Lincoln, NE 68522		Refund				25.00
Account No. Lora Black 1221 N. 37th St Lincoln, NE 68503		Refund				20.00
Sheet no. <u>3</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	25,210.31

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
Account No. Blue Cross Blue Shield P.O. Box 3248 Madison, WI 53708		-	Refund				978.49	
Account No. Bruce Bottsford 7000 Wittstruck Rd Roca, NE 68430		-	Refund				9.11	
Account No. Patrick Bracken 2111 Swewll St Lincoln, NE 68502		-	Refund				40.00	
Account No. Duane Breckner 222 NW 13th St Lincoln, NE 68528		-	Refund				31.23	
Account No. Keith Brown 3434 Frost Ct Lincoln, NE 68510		-	Refund				25.00	
Sheet no. <u>4</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,083.83

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Browns Medical Imaging 14315 "C" Circle Omaha, NE 68144		Business				1,391.75
Account No. Crystal Buhrmann 515 E Street Lincoln, NE 68508		Refund				20.00
Account No. Robert Bussard PO Box 22962 Lincoln, NE 68542		Refund				20.00
Account No. Carla Cage 3043 Fletcher Ave Apt 235 Lincoln, NE 68504		Refund				14.90
Account No. Jack Caldwell 1207 Campfire Circle Lincoln, NE 68512		Refund				11.15
Sheet no. <u>5</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	1,457.80

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Logan Childs 2625 Antelope Cir Lincoln, NE 68506			Refund				60.00	
Account No. Colleen Chollar 1701 Bordeaux Rd Lincoln, NE 68522			Refund				15.00	
Account No. Coventry Health Care P.O. Box 8401 London, KY 40742			Refund				429.10	
Account No. Coventry/State of Nebraska P.O. Box 7705 London, KY 40742			Refund				658.99	
Account No. Arlean Crossgrove 7800 Amber Hill Rd Lincoln, NE 68516			Refund				55.92	
Sheet no. <u>6</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,219.01

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Deann Cummins 6840 Forest Lake Blvd Lincoln, NE 68516			Refund				40.00	
Account No. CuraScript Specialty Distribution P.O. Box 53307 Charlotte, NC 28290			Business				35.03	
Account No. Bruce Currin 6420 Rolling Hills Blvd Lincoln, NE 68512			Refund				38.47	
Account No. Dakota Business Systems P.O. Box 1264 North Sioux City, SD 57049			Business				1,362.08	
Account No. Danh Khuu 1817 West Plum Lincoln, NE 68522			Refund				15.00	
Sheet no. <u>7</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,490.58

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Dong Di 917 S 22nd St Lincoln, NE 68510		Refund				15.00
Account No. Heather Doyle 7101 Huntington Ave Lincoln, NE 68507		Refund				13.00
Account No. Duc Phan 609 Sunny Slope Rd Lincoln, NE 68505		Refund				15.00
Account No. Gail Dunn 3009 Potter St Lincoln, NE 68503		Refund				20.00
Account No. Eakes Office Plus P.O. Box 2098 Grand Island, NE 68802		Business				247.03
Sheet no. <u>8</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	310.03

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Rick ~Eloge 1360 N 56th St Lincoln, NE 68504			Refund				35.00	
Account No. Epoch Group P.O. Box 5809 Troy, MI 48007			Refund				63.00	
Account No. Michael Ertl 1435 Sumner St Lincoln, NE 68502			Refund				23.52	
Account No. Executive Answering Service 2431 Fairfield Suite C Lincoln, NE 68521			Business				173.34	
Account No. Ferid Terzic 6100 Vine St Apt Y 196 Lincoln, NE 68505			Refund				60.83	
Sheet no. <u>9</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	355.69

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Sandra Findley 8420 Talon Court Lincoln, NE 68505			Refund				13.52	
Account No. John Flowers 1221 Piper Way Lincoln, NE 68527			Refund				20.00	
Account No. Katherine Fuller 6976 110th St Zearing, IA 50278			Refund				15.00	
Account No. GE Medical Systems P.O. Box 96483 Chicago, IL 60693			Business				802.50	
Account No. General Casualty P.O. Box 65900 Sun Prairie, WI 53596			Refund				548.96	
Sheet no. <u>10</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,399.98

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
Account No. Joan George 6640 Sumner St Lincoln, NE 68506		-	Refund				20.00	
Account No. Diana Gerdes 760 County Road D Ashland, NE 68003		-	Refund				69.19	
Account No. Great West Life P.O. Box 5809 Troy, MI 48007		-	Refund				321.00	
Account No. Ronald Greenwald PO Box 85751 Lincoln, NE 68501		-	Refund				15.00	
Account No. Kent Griffith 3835 Pace Blve Lincoln, NE 68502		-	Refund				15.00	
Sheet no. <u>11</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	440.19

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Sharon Groothuis 2947 N. 90th St Lincoln, NE 68507		Refund				15.00
Account No. GRP & Associates P.O. Box 94 Clear Lake, IA 50428		Business				165.00
Account No. Hampton Enterprises 7111 Stephanie Lane Lincoln, NE 68506		Refund				35.00
Account No. Hao Vu 930 S 17th Apt 1 Lincoln, NE 68508		Refund				25.00
Account No. Laurie Harders 2820 Fletcher Ave Apt 86		Refund				39.58
Sheet no. <u>12</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	279.58

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Ben Harris 125 N 13th St Apt 1200 Lincoln, NE 68508		-	Refund				52.00	
Account No. Tyler Hartley 10221 N 150th Waverly, NE 68462		-	Refund				19.00	
Account No. Healthplan Service, Inc. P.O. Box 5809 Troy, MI 48007		-	Refund				97.13	
Account No. Michael Heaps 5420 Leighton Ave Apt 1 Lincoln, NE 68504		-	Refund				15.00	
Account No. Abby Hendricksen 748 W Godfrey Dr Lincoln, NE 68521		-	Refund				9.00	
Sheet no. <u>13</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	192.13

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Mary Hernandez 1121 Clearview Blvd Lincoln, NE 68512		Refund -				20.00
Account No. Robert Hill 308 S 54th St Lincoln, NE 68510		Refund -				10.00
Account No. Robert Hill 308 S 54th St Lincoln, NE 68510		Refund -				10.00
Account No. Hoa Mai 2011 Breckenridge Rd Lincoln, NE 68521		Refund -				50.00
Account No. Hoang Doan 1212 E St. Apt 6 Lincoln, NE 68505		Refund -				9.53
Sheet no. <u>14</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	99.53

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Hong Phan 920 F St Apt 7 Lincoln, NE 68508			Refund				25.00	
Account No. Michael Houfek 405 East 2nd Panama, NE 68419			Refund				5.00	
Account No. Humana/Medicare P.O. Box 14601 Lexington, KY 40512			Refund				146.44	
Account No. Huong Dang 945 W Washington Place Lincoln, NE 68522			Refund				25.00	
Account No. Jacob North WHP 7111 Stephanie Lane Lincoln, NE 68506			Refund				18.00	
Sheet no. <u>15</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	219.44

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Bernard Jerkovic 4815 Woodhaven Dr Lincoln, NE 68516		Refund -				20.00
Account No. Danny Johnson 619 Marshall Ave Lincoln, NE 68510		Refund -				15.00
Account No. Matthew Johnson 12243 S. 190th Bennet, NE 68317		Refund -				30.00
Account No. Lorrene Jurgens 504 Locust Street Panama, NE 68419		Refund -				6.28
Account No. Anthony Kelley 8235 Eastwood Dr Lincoln, NE 68506		Refund -				69.09
Sheet no. <u>16</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						140.37
Subtotal (Total of this page)						140.37

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Khanh Le 1801 S. 16th Street Lincoln, NE 68510		Refund				50.00
Account No. Khidir Ismail 1130 Adams St. Lincoln, NE 68521		Refund				20.00
Account No. David Koopmans 255 N 25th St. Apt 3 Lincoln, NE 68503		Refund				25.00
Account No. Amy Kruse 4905 South 93 Ave Omaha, NE 68127		Refund				35.00
Account No. Vernon Kuhn 13050 West Bluff Rd Malcolm, NE 68402		Refund				71.62
Sheet no. <u>17</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	201.62

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Lan Duc Nguyen 656 N 19 Apt 4 Lincoln, NE 68510		Refund				18.52
Account No. Landauer, Inc. 2 Science Road Glenwood, IL 60425		Business				193.50
Account No. Dorothy Langdale 8431 Navajo Trl Lincoln, NE 68520		Refund				49.56
Account No. Bonnie Lehl 2721 E St Apt 8 Lincoln, NE 68510		Refund				32.07
Account No. LinPepCo WHP 7111 Stephanie Lane Lincoln, NE 68506		Refund				239.00
Sheet no. <u>18</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	532.65

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Catherine Lohmeier 1035 S 34th St Lincoln, NE 68521		-	Refund				19.61	
Account No. Lua Dang 430 W Saunders Ave Lincoln, NE 68521		-	Refund				11.91	
Account No. Thomas Luther 2441 N. 44th St Apt 21 Lincoln, NE 68504		-	Refund				5.00	
Account No. Ashlee Majorek 1611 SW Jordan ST Lincoln, NE 68522		-	Refund				20.00	
Account No. Mark McFadyen 11659 W Yankee Hill Rd Denton, NE 68339		-	Refund				10.74	
Sheet no. <u>19</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	67.26

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Medicaid P.O. Box 95026 Lincoln, NE 68509			Refund				205.38	
Account No. Medicare P.O. Box 8667 Madison, WI 53708			Refund				709.15	
Account No. Merck & Co. P.O. Box 5254 Carol Stream, IL 60197			Business				805.01	
Account No. Meritain Health P.O. Box 5809 Troy, MI 48007			Refund				305.00	
Account No. Midwest Office Automations 9305 "H" Court Omaha, NE 68127			Business				494.95	
Sheet no. <u>20</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	2,519.49

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Midwest Security Administrators P.O. Box 5809 Troy, MI 48007		-	Refund				189.64	
Account No. Jannie Miller PO Box 4374 Lincoln, NE 68504		-	Refund				15.00	
Account No. Jack Mindrup 122 N. 11th St Apt 304 Lincoln, NE 68508		-	Refund				10.00	
Account No. Ellen Moeller 2950 Forestview Cir Lincoln, NE 68522		-	Refund				20.00	
Account No. Lance Morgan 1121 West C Street Lincoln, NE 68522		-	Refund				20.00	
Sheet no. <u>21</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	254.64

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. John Morse 2325 NW 49th St Lincoln, NE 68524		-	Refund				95.00	
Account No. Timothy Munn 3751 M Street Lincoln, NE 68510		-	Refund				25.00	
Account No. Mutual of Omaha Mutual of Omaha Plaza Omaha, NE 68175		-	Refund				284.86	
Account No. Charlie Myles 1100 N 29th St Lincoln, NE 68503		-	Refund				15.00	
Account No. Naza Cerimagic 2201 S. 10th St Apt 203 Lincoln, NE 68502		-	Refund				15.00	
Sheet no. <u>22</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	434.86

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Beth Nelson 105 E 6th Firth, NE 68358		Refund				21.15
Account No. Richard Neumann 5367 West Katleman Drive Lincoln, NE 68521		Refund				5.00
Account No. Neurometrix 62 Fourth Avenue Waltham, MA 02451		Business				304.96
Account No. Kimsa Nguyen 2291 Dudley St Lincoln, NE 68503		Refund				18.32
Account No. Mary Nguyen 5359 Katleman Dr Lincoln, NE 68521		Refund				17.28
Subtotal (Total of this page)						366.71

Sheet no. 23 of 37 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Ty Nguyen 3911 N 21st ST Lincoln, NE 68521		Refund				25.00
Account No. Office Depot P.O. Box 633211 Cincinnati, OH 45263		Business				65.38
Account No. Yolanda Olivas 5300 W Butler Ave Lincoln, NE 68524		Refund				47.38
Account No. Jimmy Olson 427 W Garber Ave Lincoln, NE 68521		Refund				15.00
Account No. Dorothy Osborn 1635 Devoe DRive Lincoln, NE 68506		Refund				26.43
Sheet no. <u>24</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	179.19

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Otsuka America Pharmaceutical, Inc. P.O. Box 60000 San Francisco, CA 94160		Business				563.00	
Account No. Beverly Owen 124 D ST Lincoln, NE 68502		Refund				20.00	
Account No. Shelley Palmer 1640 N 25th St Lincoln, NE 68503		Refund				5.00	
Account No. Parker Hannifin WHP 7111 Stephanie Lane Lincoln, NE 68516		Refund				45.00	
Account No. Carol Pavlish 4706 Woodhaven Dr Lincoln, NE 68516		Refund				15.00	
Sheet no. <u>25</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	648.00

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Julia Perkins 1236 N 25 St Lincoln, NE 68503		-	Refund				8.00	
Account No. Physicians Laboratory Services P.O. Box 27999 Omaha, NE 68127		-	Business				10,221.56	
Account No. Sheralee Pickel 5026 Aylesworth Ave Lincoln, NE 68504		-	Refund				20.00	
Account No. Primary Care Plus P.O. Box 95026 Lincoln, NE 68509		-	Refund				249.34	
Account No. Lisa Prosterman 1457 Washington St Lincoln, NE 68502		-	Refund				30.00	
Sheet no. <u>26</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	10,528.90

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
Account No. PSS - Heartland 1671 East Kansas City Road Olathe, KS 66061		Business -					3,513.79	
Account No. Rang Nguyen 500 W Saunder Ave Lincoln, NE 68521		Refund -					25.00	
Account No. Darlene Reile 7540 S 70th St Lincoln, NE 68516		Refund -					11.11	
Account No. Mary Richey 1331 G St Apt 102N Lincoln, NE 68508		Refund -					20.00	
Account No. Shirley Rine 14431 Danvers ST Waverly, NE 68462		Refund -					53.84	
Sheet no. <u>27</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	3,623.74

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Kathleen Rodriguez 6104 NW 11th St Lincoln, NE 68521		Refund				10.00
Account No. Randy Sabin 2926 Randolph St Lincoln, NE 68510		Refund				5.40
Account No. Yvette Sanchez PO Box 81075 Lincoln, NE 68501		Refund				5.00
Account No. Sanofi Pasteur 12458 Collections Center Drive Chicago, IL 60693		Business				6,746.40
Account No. Deborah Saxon 3456 Neerpark Drive Lincoln, NE 68506		Refund				10.00
Subtotal (Total of this page)						6,776.80
Sheet no. <u>28</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Christina Schmailzl 530 Surfside Dr Apt 107 Lincoln, NE 68528		-	Refund				10.00	
Account No. Mary Schulte PO Box 94861 Lincoln, NE 68509		-	Refund				15.00	
Account No. Share Americhoice P.O. Box 31365 Salt Lake City, UT 84131		-	Refund				469.24	
Account No. Siemens Water Tech Corp P.O. Box 360766 Pittsburgh, PA 15250		-	Business				1,093.54	
Account No. Diana Simet 2222 S 48th ST Lincoln, NE 68506		-	Refund				40.00	
Sheet no. <u>29</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,627.78

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. SourceOne Healthcare Technologies P.O. Box 8004 Mentor, OH 44061		Business				794.32	
Account No. Jan Sovereign 5668 Saylor St Lincoln, NE 68506		Refund				15.00	
Account No. John Spatz 1505 Moreland Ct Lincoln, NE 68521		Refund				43.00	
Account No. Donald Spies 1000 O St Apt 302 Lincoln, NE 68508		Refund				15.00	
Account No. Lori Srb 5501 NW Fairway Drive Lincoln, NE 68521		Refund				7.18	
Sheet no. <u>30</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	874.50

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. James Stadnick 1700 J St Apt 709 Lincoln, NE 68508			Refund				11.15	
Account No. State Farm Insurance PPO P.O. Box 339403 Greeley, CO 80633			Refund				154.13	
Account No. Cindy Stuefer Powell 1217 N 38th St Lincoln, NE 68503			Refund				25.00	
Account No. Ronald Stump 4901 NW 8th St Lincoln, NE 68521			Refund				25.00	
Account No. Cinde Swartz 7727 S 34th St Lincoln, NE 68516			Refund				20.00	
Sheet no. <u>31</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	235.28

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Katharine Swoboda 1018 S 35th St Lincoln, NE 68510		-	Refund				65.89	
Account No. Angela Tams 200 N. Lawton Cook, NE 68329		-	Refund				30.00	
Account No. Melvin Taylor PO Box 80123 Lincoln, NE 68501		-	Refund				15.00	
Account No. Telephone Line to Care 6900 "L" Street Suite 101 Lincoln, NE 68510		-	Business				144.50	
Account No. Kim Theesen 1008 S 32nd St Lincoln, NE 68510		-	Refund				6.62	
Sheet no. <u>32</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	262.01

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. TheraCom, Inc. P.O. Box 640105 Cincinnati, OH 45264		Business					2,343.55	
Account No. Sarah Thimsen 4721 Old Cheney Rd Apt 12 Lincoln, NE 68516		Refund					5.00	
Account No. Thomas, Kunc & Black, LLP 300 North 44th Street Suite 200 Lincoln, NE 68503		Business					14,252.19	
Account No. Thuan Nguyen 830 Mary Ct Lincoln, NE 68522		Refund					17.76	
Account No. Glen Thummel 4526 Madison Ave Lincoln, NE 68504		Refund					20.00	
Sheet no. <u>33</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	16,638.50

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Ellis Tompkins RR1 Box 114 Hickman, NE 68372		Refund				20.00
Account No. Total Manufacturing WC 535 "J" Street Lincoln, NE 68508		Refund				28.00
Account No. Trang Nguyen 1936 Independence Ct Lincoln, NE 68521		Refund				6.76
Account No. Tricare for Life P.O. Box 7890 Madison, WI 53707		Refund				30.70
Account No. Tricare West P.O. Box 77028 Madison, WI 53707		Refund				16.77
Sheet no. <u>34</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	102.23

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Trung Truong 813 W A Street Lincoln, NE 68522		Refund				25.00
Account No. John Turner 3832 Orchard St Lincoln, NE 68503		Refund				47.21
Account No. Christina Tyler 7826 Broadview Dr Lincoln, NE 68505		Refund				10.00
Account No. Unicare Medicare P.O. Box 795180 San Antonio, TX 78279		Refund				71.22
Account No. United American Insurance Co. P.O. Box 810 Dallas, TX 75221		Refund				5.81
Sheet no. <u>35</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	159.24

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Teresa Vanderzee 5602 Baldwin Ave Lincoln, NE 68507		-	Refund				13.85	
Account No. Vay Luong 2220 Elba Cir Lincoln, NE 68521		-	Refund				13.50	
Account No. Tommy Vo 5243 W Thatcher Ln Lincoln, NE 68528		-	Refund				23.01	
Account No. WahlTek, Inc. P.O. Box 27010 West Des Moines, IA 50265		-	Refund				1,782.62	
Account No. Clayton Wells 1520 Grant St Beatrice, NE 68310		-	Refund				5.00	
Sheet no. <u>36</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,837.98

B6F (Official Form 6F) (12/07) - Cont.

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Tracy Welton 2510 B Street Lincoln, NE 68502		Refund				20.00	
Account No. Leonard Westermeyer 13600 Sunshine Circle Bennet, NE 68317		Refund				26.78	
Account No. Sidney Yardley 431 Mulder Dr Lincoln, NE 68510		Refund				20.00	
Account No.							
Account No.							
Sheet no. <u>37</u> of <u>37</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	66.78
						Total (Report on Summary of Schedules)	179,291.97

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<p>A.V., L.L.C. c/o Thompson REalty Group, Inc. 5617 Thompson Creek Blvd Lincoln, NE 68516</p>	<p>Lease Agreement on 1800 "O" Street, Suite 220, Lincoln, NE dated 2/19/2003, commencing 12/31/2003 through 12/31/2013</p>
<p>Dr. Bich Chau 3711 Williamsburg Drive Lincoln, NE 68516</p>	<p>Employment Agreement dated 3/17/2003, commencing 5/9/2003</p>
<p>Dr. Brian D. Foote, M.D 1801 St. Andrews Place Lincoln, NE 68512</p>	<p>Employment Agreement</p>
<p>Dwain A. Leonhardt, M.D. 3800 S. 48th Street Lincoln, NE 68506</p>	<p>Employment Agreement</p>
<p>Joan George, APRN 6640 Sumner Street Lincoln, NE 68506</p>	<p>Physician Assistant Employment Agreement dated 3/7/2000, commencing 9/27/1999 and extended from year-to-year</p>

In re Downtown Physicians Group, P.C. Case No. _____
 Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Brian D. Foote, M.D. 1801 St. Andrews Place Lincoln, NE 68512	A.V., LLC P.O. Box 6896 Lincoln, NE 68506
Brian D. Foote, M.D. 1801 St. Andrews Place Lincoln, NE 68512	Pinnacle Bank 6145 Havelock Ave PO Box 29769 Lincoln, NE 68529
Dwain A. Leonhardt, M.D. 3800 S. 48th Street Lincoln, NE 68506	Pinnacle Bank 6145 Havelock Ave PO Box 29769 Lincoln, NE 68529
Dwain A. Leonhardt, M.D. 3800 S. 48th Street Lincoln, NE 68506	A.V., LLC P.O. Box 6896 Lincoln, NE 68506
John Campbell, M.D. 2001 B St. Lincoln, NE 68502	Pinnacle Bank 6145 Havelock Ave PO Box 29769 Lincoln, NE 68529
John Campbell, M.D. 2001 B St. Lincoln, NE 68502	A.V., LLC P.O. Box 6896 Lincoln, NE 68506

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court
District of Nebraska**

In re **Downtown Physicians Group, P.C.**

Debtor(s)

Case No. _____

Chapter **7**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President/Treasurer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **50** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **November 20, 2009**

Signature **/s/ Brian Foote, MD**

Brian Foote, MD

President/Treasurer

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.

B7 (Official Form 7) (12/07)

**United States Bankruptcy Court
District of Nebraska**

In re Downtown Physicians Group, P.C. Debtor(s)

Case No. _____
Chapter 7

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

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

DEFINITIONS

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

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

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$2,119,918.00	2007 Business Income (Ordinary Business Income-202,284)
\$2,317,646.00	2008 Business Income (Ordinary Business Income-24,728)
\$1,383,068.84	2009 Business Income

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

3. Payments to creditors

None Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
------------------------------	-------------------	-------------	--------------------

None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See Attached		\$0.00	\$0.00

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
--	-----------------	-------------	--------------------

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
------------------------------------	----------------------	---------------------------------	--------------------------

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

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

5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
--	--	-----------------------------------

6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	--------------------	-----------------------------------

None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------	--	---------------	-----------------------------------

7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
--	--------------------------------	--------------	-------------------------------

8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Knudsen, Berkheimer, Richardson & Endacott, LLP 3800 VerMaas Place, Suite 200 Lincoln, NE 68502	11/12/09	\$5,000 attorney fee and filing fee

10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Various	Various	Various office items have been sold by the clinic over the past several months. The total value of these transfers has been \$29,254.00. A list of the items transferred and the recipients of the transfers is attached hereto.

- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
----------------------------------	---------------------------	---

11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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

13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

14. Property held for another person

- None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	-----------------------------------	----------------------

15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

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

None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

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

None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

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

18 . Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

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

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
TKB 300 N. 44th Street, Suite 200 Lincoln, NE 68503	2007-Current

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

NAME	ADDRESS	DATES SERVICES RENDERED
------	---------	-------------------------

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
------	---------

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

NAME AND ADDRESS	DATE ISSUED
------------------	-------------

20. Inventories

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

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
11/20/2008	Mendy Mahar-Clark	\$493,360
2005	Mendy Mahar-Clark	\$259,330

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

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
11/20/2008	Unknown
2005	Unknown

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

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

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Brian Foote, M.D. 1801 St. Andrews Place Lincoln, NE 68512	President/Treasurer	50%
Dwain A. Leonhardt, M.D. 3800 S. 48th Street Lincoln, NE 68506	Director	50%

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---	-----------------------------------	--

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND Ameritas 401K	TAXPAYER IDENTIFICATION NUMBER (EIN) 47-0821897
--	---

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date <u>November 20, 2009</u>	Signature <u>/s/ Brian Foote, MD</u> Brian Foote, MD President/Treasurer
--------------------------------------	---

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

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Item	Sold To	Date Sold	Amount
Baby Scales	Dr. Morrin	8/19/2009	\$400.00
Small Refridgerator	Ann Hille	8/28/2009	\$20.00
Lobby Chairs	Rex Bevins & Associates	8/28/2009	\$40.00
Computer and Bookshelf	Kristine Fushia	8/31/2009	\$85.00
Computer	Alexandria Swift	8/31/2009	\$50.00
File Cabinets and Shelf	Ardell Endorf	8/31/2009	\$63.00
Computer	Tyanne Rohde	9/1/2009	\$50.00
Computer Monitor	Bernadette Hill	9/1/2009	\$25.00
Scales	Dwain Leonhardt	9/1/2009	\$100.00
Desk and Bookcase	Dr. Nicholas Heiss	9/2/2009	\$240.00
Computer, Printer, and Office Furniture	Mendy Mahar-Clark	9/8/2009	\$80.00
File Cabinet	Ann Kirby	9/8/2009	\$5.00
Miscellaneous Office Furniture and Equipment	?????	9/8/2009	\$40.00
Miscellaneous Office Furniture and Equipment	?????	9/8/2009	\$30.00
Safe	Judy Tuma	9/8/2009	\$112.00
Computer and File Cabinets	Lynnda Johnson	9/8/2009	\$75.00
Desk, Conference Room Chairs (x6), Pictures, Metal Stand, and Medical Intruments	Cheney Ridge Family Medical Clinic	9/11/2009	\$1,265.00
File Cabinet, Trash Cans (x5), and Miscellaneous Office Supplies	Heiss Chiropractic and Acupunture	9/16/2009	\$24.00
Metal Desks (x3), Break Room Table, and Chairs	?????	9/16/2009	\$200.00
Miscellaneous Medical Furniture, Equipment, and Supplies	Scientific Equipment Liquidators	9/22/2009	\$6,490.00
Lobby Chairs, Table, Centrifuge	?????	9/24/2009	\$200.00
Office Supplies	Heiss Chiropractic and Acupunture	9/25/2009	\$15.00
Ultrasound Machine	Ultra Solutions	9/28/2009	\$8,100.00
Surgery Light, Hyfreicator, Casting Supplies	Sharon from Seward for Vet in Texas	9/28/2009	\$1,000.00
Miscellaneous Office Furniture	Ardell Endorf	9/30/2009	\$30.00
Shelves, Miscellaneous Office and Lab Equipment	St. Elizabeth Physicians Network	10/5/2009	\$70.00
Lunar Densitometry and Cell Dyne	Northrup Internal Medicine	10/8/2009	\$10,000.00
Miscellaneous Office and Medical Equipment, Furniture, and Supplies	Bich Chau	10/8/2009	\$100.00
Refridgerator	?????	10/13/2009	\$200.00
Metal Shelf	Hackbart Chiropractic	10/25/2009	\$25.00
Exam Table and Rolling Stool	Heart and Hands Womancare	11/5/2009	\$120.00
		Total	\$29,254.00

**United States Bankruptcy Court
District of Nebraska**

In re Downtown Physicians Group, P.C. Case No. _____
Debtor(s) Chapter 7

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor 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	\$	<u>5,000.00</u>
Prior to the filing of this statement I have received	\$	<u>5,000.00</u>
Balance Due	\$	<u>0.00</u>

2. \$ 299.00 of the filing fee has been paid.

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

Debtor Other (specify):

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

Debtor Other (specify):

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

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

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

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

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

Representation of the debtors in any dischargeability actions.

CERTIFICATION

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

Dated: November 20, 2009

/s/ Trev E. Peterson
Trev E. Peterson 16637
Knudsen, Berkheimer, Richardson & Endacott, LLP
3800 VerMaas Place, Suite 200
Lincoln, NE 68502
402-475-7011 Fax: 402-475-8912
tpeterson@knudsenlaw.com

**United States Bankruptcy Court
District of Nebraska**

In re Downtown Physicians Group, P.C. Debtor(s) Case No. _____ Chapter 7

VERIFICATION OF CREDITOR MATRIX

I, the President/Treasurer 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: November 20, 2009

/s/ Brian Foote, MD
Brian Foote, MD/President/Treasurer
Signer/Title

A.V., L.L.C.
c/o Thompson REalty Group, Inc.
5617 Thompson Creek Blvd
Lincoln, NE 68516

A.V., LLC
P.O. Box 6896
Lincoln, NE 68506

Action Capital
P.O. Box 56346
Atlanta, GA 30343

Aetna US Healthcare PPO
P.O. Box 981106
El Paso, TX 79998

AGP WHP
P.O. Box 2047
Omaha, NE 68103

James Akeson
5518 Channel Drive
Lincoln, NE 68516

Maria Almazan
5711 South 91st
Lincoln, NE 68526

Always A Friendly Hand
1654 West Mulberry Street
Lincoln, NE 68522

AmeriPride
7515 "D" Street
Omaha, NE 68124

AmSan Nogg, LLC
13924 Collection Center Drive
Chicago, IL 60693

An Phan
315 W Belmont Ave
Lincoln, NE 68521

Anita Anderson
10611 N. 137th
Waverly, NE 68462

ASL Interpreting Service
625 North 35th Street
Lincoln, NE 68503

ATS
2902 Harney Street
Omaha, NE 68131

Auxiant
P.O. Box 5809
Troy, MI 48007

Baird Holm
1500 Woodmen Tower
Omaha, NE 68102

Jacob Bear
1812 Hartley
Lincoln, NE 68521

Beckman Coulter, Inc.
Dept. CH 10164
Palatine, IL 60055

Bich Ha Dang
1807 W Peach
Lincoln, NE 68522

Lora Black
1221 N. 37th St
Lincoln, NE 68503

Blue Cross Blue Shield
P.O. Box 3248
Madison, WI 53708

Bruce Bottsford
7000 Wittstruck Rd
Roca, NE 68430

Patrick Bracken
2111 Swewll St
Lincoln, NE 68502

Duane Breckner
222 NW 13th St
Lincoln, NE 68528

Brian D. Foote, M.D
1801 St. Andrews Place
Lincoln, NE 68512

Brian D. Foote, M.D.
1801 St. Andrews Place
Lincoln, NE 68512

Keith Brown
3434 Frost Ct
Lincoln, NE 68510

Browns Medical Imaging
14315 "C" Circle
Omaha, NE 68144

Crystal Buhrmann
515 E Street
Lincoln, NE 68508

Robert Bussard
PO Box 22962
Lincoln, NE 68542

Carla Cage
3043 Fletcher Ave Apt 235
Lincoln, NE 68504

Jack Caldwell
1207 Campfire Circle
Lincoln, NE 68512

Logan Childs
2625 Antelope Cir
Lincoln, NE 68506

Colleen Chollar
1701 Bordeaux Rd
Lincoln, NE 68522

City of Lincoln
Urban Development
808 P Street
Lincoln, NE 68508

Cornhusker Bank
P.O. Box 80009
Lincoln, NE 68501

Coventry Health Care
P.O. Box 8401
London, KY 40742

Coventry/State of Nebraska
P.O. Box 7705
London, KY 40742

Arlean Crossgrove
7800 Amber Hill Rd
Lincoln, NE 68516

Deann Cummins
6840 Forest Lake Blvd
Lincoln, NE 68516

CuraScript Specialty Distribution
P.O. Box 53307
Charlotte, NC 28290

Bruce Currin
6420 Rolling Hills Blvd
Lincoln, NE 68512

Dakota Business Systems
P.O. Box 1264
North Sioux City, SD 57049

Danh Khuu
1817 West Plum
Lincoln, NE 68522

Dong Di
917 S 22nd St
Lincoln, NE 68510

Heather Doyle
7101 Huntington Ave
Lincoln, NE 68507

Dr. Bich Chau
3711 Williamsburg Drive
Lincoln, NE 68516

Dr. Brian D. Foote, M.D
1801 St. Andrews Place
Lincoln, NE 68512

Duc Phan
609 Sunny Slope Rd
Lincoln, NE 68505

Gail Dunn
3009 Potter St
Lincoln, NE 68503

Dwain A. Leonhardt, M.D.
3800 S. 48th Street
Lincoln, NE 68506

Eakes Office Plus
P.O. Box 2098
Grand Island, NE 68802

Rick ~Eloge
1360 N 56th St
Lincoln, NE 68504

Epoch Group
P.O. Box 5809
Troy, MI 48007

Michael Ertl
1435 Sumner St
Lincoln, NE 68502

Executive Answering Service
2431 Fairfield
Suite C
Lincoln, NE 68521

Ferid Terzic
6100 Vine St Apt Y 196
Lincoln, NE 68505

Sandra Findley
8420 Talon Court
Lincoln, NE 68505

John Flowers
1221 Piper Way
Lincoln, NE 68527

Katherine Fuller
6976 110th St
Zearing, IA 50278

GE Medical Systems
P.O. Box 96483
Chicago, IL 60693

General Casualty
P.O. Box 65900
Sun Prairie, WI 53596

Joan George
6640 Sumner St
Lincoln, NE 68506

Diana Gerdes
760 County Road D
Ashland, NE 68003

Great West Life
P.O. Box 5809
Troy, MI 48007

Ronald Greenwald
PO Box 85751
Lincoln, NE 68501

Kent Griffith
3835 Pace Blve
Lincoln, NE 68502

Sharon Groothuis
2947 N. 90th St
Lincoln, NE 68507

GRP & Associates
P.O. Box 94
Clear Lake, IA 50428

Hampton Enterprises
7111 Stephanie Lane
Lincoln, NE 68506

Hao Vu
930 S 17th Apt 1
Lincoln, NE 68508

Laurie Harders
2820 Fletcher Ave Apt 86

Ben Harris
125 N 13th St Apt 1200
Lincoln, NE 68508

Tyler Hartley
10221 N 150th
Waverly, NE 68462

Healthplan Service, Inc.
P.O. Box 5809
Troy, MI 48007

Michael Heaps
5420 Leighton Ave Apt 1
Lincoln, NE 68504

Abby Hendricksen
748 W Godfrey Dr
Lincoln, NE 68521

Mary Hernandez
1121 Clearview Blvd
Lincoln, NE 68512

Robert Hill
308 S 54th St
Lincoln, NE 68510

Robert Hill
308 S 54th St
Lincoln, NE 68510

Hoa Mai
2011 Breckenridge Rd
Lincoln, NE 68521

Hoang Doan
1212 E St. Apt 6
Lincoln, NE 68505

Hong Phan
920 F St Apt 7
Lincoln, NE 68508

Michael Houfek
405 East 2nd
Panama, NE 68419

Humana/Medicare
P.O. Box 14601
Lexington, KY 40512

Huong Dang
945 W Washington Place
Lincoln, NE 68522

Jacob North WHP
7111 Stephanie Lane
Lincoln, NE 68506

Bernard Jerkovic
4815 Woodhaven Dr
Lincoln, NE 68516

Joan George, APRN
6640 Sumner Street
Lincoln, NE 68506

John Campbell, M.D.
2001 B St.
Lincoln, NE 68502

Danny Johnson
619 Marshall Ave
Lincoln, NE 68510

Matthew Johnson
12243 S. 190th
Bennet, NE 68317

Lorrene Jurgens
504 Locust Street
Panama, NE 68419

Anthony Kelley
8235 Eastwood Dr
Lincoln, NE 68506

Khanh Le
1801 S. 16th Street
Lincoln, NE 68510

Khidir Ismail
1130 Adams St.
Lincoln, NE 68521

David Koopmans
255 N 25th St. Apt 3
Lincoln, NE 68503

Amy Kruse
4905 South 93 Ave
Omaha, NE 68127

Vernon Kuhn
13050 West Bluff Rd
Malcolm, NE 68402

Lan Duc Nguyen
656 N 19 Apt 4
Lincoln, NE 68510

Lancaster County Attorney
575 South 10th Street
Lincoln, NE 68508

Lancaster County Treasurer
555 So. 10th Street
Lincoln, NE 68508

Landauer, Inc.
2 Science Road
Glenwood, IL 60425

Dorothy Langdale
8431 Navajo Trl
Lincoln, NE 68520

Bonnie Lehl
2721 E St Apt 8
Lincoln, NE 68510

LinPepCo WHP
7111 Stephanie Lane
Lincoln, NE 68506

Catherine Lohmeier
1035 S 34th St
Lincoln, NE 68521

Lua Dang
430 W Saunders Ave
Lincoln, NE 68521

Thomas Luther
2441 N. 44th St Apt 21
Lincoln, NE 68504

Ashlee Majorek
1611 SW Jordan ST
Lincoln, NE 68522

Mark McFadyen
11659 W Yankee Hill Rd
Denton, NE 68339

Medicaid
P.O. Box 95026
Lincoln, NE 68509

Medicare
P.O. Box 8667
Madison, WI 53708

Merck & Co.
P.O. Box 5254
Carol Stream, IL 60197

Meritain Health
P.O. Box 5809
Troy, MI 48007

Midwest Office Automations
9305 "H" Court
Omaha, NE 68127

Midwest Security Administrators
P.O. Box 5809
Troy, MI 48007

Jannie Miller
PO Box 4374
Lincoln, NE 68504

Jack Mindrup
122 N. 11th St Apt 304
Lincoln, NE 68508

Ellen Moeller
2950 Forestview Cir
Lincoln, NE 68522

Lance Morgan
1121 West C Street
Lincoln, NE 68522

John Morse
2325 NW 49th St
Lincoln, NE 68524

Timothy Munn
3751 M Street
Lincoln, NE 68510

Mutual of Omaha
Mutual of Omaha Plaza
Omaha, NE 68175

Charlie Myles
1100 N 29th St
Lincoln, NE 68503

Naza Cerimagic
2201 S. 10th St Apt 203
Lincoln, NE 68502

Beth Nelson
105 E 6th
Firth, NE 68358

Richard Neumann
5367 West Katleman Drive
Lincoln, NE 68521

Neurometrix
62 Fourth Avenue
Waltham, MA 02451

Kimsa Nguyen
2291 Dudley St
Lincoln, NE 68503

Mary Nguyen
5359 Katleman Dr
Lincoln, NE 68521

Ty Nguyen
3911 N 21st ST
Lincoln, NE 68521

Office Depot
P.O. Box 633211
Cincinnati, OH 45263

Yolanda Olivas
5300 W Butler Ave
Lincoln, NE 68524

Jimmy Olson
427 W Garber Ave
Lincoln, NE 68521

Dorothy Osborn
1635 Devoe Drive
Lincoln, NE 68506

Otsuka America Pharmaceutical, Inc.
P.O. Box 60000
San Francisco, CA 94160

Beverly Owen
124 D ST
Lincoln, NE 68502

Shelley Palmer
1640 N 25th St
Lincoln, NE 68503

Parker Hannifin WHP
7111 Stephanie Lane
Lincoln, NE 68516

Carol Pavlish
4706 Woodhaven Dr
Lincoln, NE 68516

Julia Perkins
1236 N 25 St
Lincoln, NE 68503

Physicians Laboratory Services
P.O. Box 27999
Omaha, NE 68127

Sheralee Pickel
5026 Aylesworth Ave
Lincoln, NE 68504

Pinnacle Bank
6145 Havelock Ave
PO Box 29769
Lincoln, NE 68529

Primary Care Plus
P.O. Box 95026
Lincoln, NE 68509

Lisa Prosterman
1457 Washington St
Lincoln, NE 68502

PSS - Heartland
1671 East Kansas City Road
Olathe, KS 66061

Rang Nguyen
500 W Saunder Ave
Lincoln, NE 68521

Darlene Reile
7540 S 70th St
Lincoln, NE 68516

Mary Richey
1331 G St Apt 102N
Lincoln, NE 68508

Shirley Rine
14431 Danvers ST
Waverly, NE 68462

Kathleen Rodriguez
6104 NW 11th St
Lincoln, NE 68521

Randy Sabin
2926 Randolph St
Lincoln, NE 68510

Yvette Sanchez
PO Box 81075
Lincoln, NE 68501

Sanofi Pasteur
12458 Collections Center Drive
Chicago, IL 60693

Deborah Saxon
3456 Neerpark Drive
Lincoln, NE 68506

Christina Schmailzl
530 Surfside Dr Apt 107
Lincoln, NE 68528

Mary Schulte
PO Box 94861
Lincoln, NE 68509

Share Americhoice
P.O. Box 31365
Salt Lake City, UT 84131

Siemens Water Tech Corp
P.O. Box 360766
Pittsburgh, PA 15250

Diana Simet
2222 S 48th ST
Lincoln, NE 68506

SourceOne Healthcare Technologies
P.O. Box 8004
Mentor, OH 44061

Jan Sovereign
5668 Saylor St
Lincoln, NE 68506

John Spatz
1505 Moreland Ct
Lincoln, NE 68521

Donald Spies
1000 O St Apt 302
Lincoln, NE 68508

Lori Srb
5501 NW Fairway Drive
Lincoln, NE 68521

James Stadnick
1700 J St Apt 709
Lincoln, NE 68508

State Farm Insurance PPO
P.O. Box 339403
Greeley, CO 80633

Cindy Stuefer Powell
1217 N 38th St
Lincoln, NE 68503

Ronald Stump
4901 NW 8th St
Lincoln, NE 68521

Cinde Swartz
7727 S 34th St
Lincoln, NE 68516

Katharine Swoboda
1018 S 35th St
Lincoln, NE 68510

Angela Tams
200 N. Lawton
Cook, NE 68329

Melvin Taylor
PO Box 80123
Lincoln, NE 68501

Telephone Line to Care
6900 "L" Street
Suite 101
Lincoln, NE 68510

Kim Theesen
1008 S 32nd St
Lincoln, NE 68510

TheraCom, Inc.
P.O. Box 640105
Cincinnati, OH 45264

Sarah Thimsen
4721 Old Cheney Rd Apt 12
Lincoln, NE 68516

Thomas, Kunc & Black, LLP
300 North 44th Street
Suite 200
Lincoln, NE 68503

Thuan Nguyen
830 Mary Ct
Lincoln, NE 68522

Glen Thummel
4526 Madison Ave
Lincoln, NE 68504

Ellis Tompkins
RR1 Box 114
Hickman, NE 68372

Total Manufacturing WC
535 "J" Street
Lincoln, NE 68508

Trang Nguyen
1936 Independence Ct
Lincoln, NE 68521

Tricare for Life
P.O. Box 7890
Madison, WI 53707

Tricare West
P.O. Box 77028
Madison, WI 53707

Trung Truong
813 W A Street
Lincoln, NE 68522

John Turner
3832 Orchard St
Lincoln, NE 68503

Christina Tyler
7826 Broadview Dr
Lincoln, NE 68505

U. S. Trustee's Office
Roman L. Hruska Courthouse
111 So. 18th Plaza, Suite 1148
Omaha, NE 68102

Unicare Medicare
P.O. Box 795180
San Antonio, TX 78279

United American Insurance Co.
P.O. Box 810
Dallas, TX 75221

Teresa Vanderzee
5602 Baldwin Ave
Lincoln, NE 68507

Vay Luong
2220 Elba Cir
Lincoln, NE 68521

Tommy Vo
5243 W Thatcher Ln
Lincoln, NE 68528

WahlTek, Inc.
P.O. Box 27010
West Des Moines, IA 50265

Clayton Wells
1520 Grant St
Beatrice, NE 68310

Tracy Welton
2510 B Street
Lincoln, NE 68502

Leonard Westermeyer
13600 Sunshine Circle
Bennet, NE 68317

Sidney Yardley
431 Mulder Dr
Lincoln, NE 68510

**United States Bankruptcy Court
District of Nebraska**

In re Downtown Physicians Group, P.C. Debtor(s) Case No. _____ Chapter 7

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 Downtown Physicians Group, P.C. 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*]

November 20, 2009
Date

/s/ Trev E. Peterson
Trev E. Peterson 16637
Signature of Attorney or Litigant
Counsel for Downtown Physicians Group, P.C.
Knudsen, Berkheimer, Richardson & Endacott, LLP
3800 VerMaas Place, Suite 200
Lincoln, NE 68502
402-475-7011 Fax:402-475-8912
tpeterson@knudsenlaw.com

STATEMENT OF INFORMATION REQUIRED BY 11 U.S.C. §341

INTRODUCTION

Pursuant to the Bankruptcy Reform Act of 1994, the Office of the United States Trustee, United States Department of Justice, has prepared this information sheet to help you understand some of the possible consequences of filing a bankruptcy petition under chapter 7 of the Bankruptcy Code. This information is intended to make you aware of...

- (1) the potential consequences of seeking a discharge in bankruptcy, including the effects on credit history;
- (2) the effect of receiving a discharge of debts
- (3) the effect of reaffirming a debt; and
- (4) your ability to file a petition under a different chapter of the Bankruptcy Code.

There are many other provisions of the Bankruptcy Code that may affect your situation. This information sheet contains only general principles of law and is not a substitute for legal advice. If you have questions or need further information as to how the bankruptcy laws apply to your specific case, you should consult with your lawyer.

WHAT IS A DISCHARGE?

The filing of a chapter 7 petition is designed to result in a discharge of most of the debts you listed on your bankruptcy schedules. A discharge is a court order that says you do not have to repay your debts, but there are a number of exceptions. Debts which may not be discharged in your chapter 7 case include, for example, most taxes, child support, alimony, and student loans; court-ordered fines and restitution; debts obtained through fraud or deception; and personal injury debts caused by driving while intoxicated or taking drugs. Your discharge may be denied entirely if you, for example, destroy or conceal property; destroy, conceal or falsify records; or make a false oath. Creditors cannot ask you to pay any debts which have been discharged. You can only receive a chapter 7 discharge once every eight (8) years.

WHAT ARE THE POTENTIAL EFFECTS OF A DISCHARGE?

The fact that you filed bankruptcy can appear on your credit report for as long as 10 years. Thus, filing a bankruptcy petition may affect your ability to obtain credit in the future. Also, you may not be excused from repaying any debts that were not listed on your bankruptcy schedules or that you incurred after you filed for bankruptcy.

WHAT ARE THE EFFECTS OF REAFFIRMING A DEBT?

After you file your petition, a creditor may ask you to reaffirm a certain debt or you may seek to do so on your own. Reaffirming a debt means that you sign and file with the court a legally enforceable document, which states that you promise to repay all or a portion of the debt that may otherwise have been discharged in your bankruptcy case. Reaffirmation agreements must generally be filed with the court within 60 days after the first meeting of the creditors.

Reaffirmation agreements are strictly voluntary — they are not required by the Bankruptcy Code or other state or federal law. You can voluntarily repay any debt instead of signing a reaffirmation agreement, but there may be valid reasons for wanting to reaffirm a particular debt.

Reaffirmation agreements must not impose an undue burden on you or your dependents and must be in your best interest. If you decide to sign a reaffirmation agreement, you may cancel it at any time before the court issues your discharge order or within sixty (60) days after the reaffirmation agreement was filed with the court, whichever is later. If you reaffirm a debt and fail to make the payments required in the reaffirmation agreement, the creditor can take action against you to recover any property that was given as security for the loan and you may remain personally liable for any remaining debt.

OTHER BANKRUPTCY OPTIONS

You have a choice in deciding what chapter of the Bankruptcy Code will best suit your needs. Even if you have already filed for relief under chapter 7, you may be eligible to convert your case to a different chapter.

Chapter 7 is the liquidation chapter of the Bankruptcy Code. Under chapter 7, a trustee is appointed to collect and sell, if economically feasible, all property you own that is not exempt from these actions.

Chapter 11 is the reorganization chapter most commonly used by businesses, but it is also available to individuals. Creditors vote on whether to accept or reject a plan, which also must be approved by the court. While the debtor normally remains in control of the assets, the court can order the appointment of a trustee to take possession and control of the business.

Chapter 12 offers bankruptcy relief to those who qualify as family farmers. Family farmers must propose a plan to repay their creditors over a three-to-five year period and it must be approved by the court. Plan payments are made through a chapter 12 trustee, who also monitors the debtor's farming operations during the pendency of the plan.

Finally, chapter 13 generally permits individuals to keep their property by repaying creditors out of their future income. Each chapter 13 debtor writes a plan which must be approved by the bankruptcy court. The debtor must pay the chapter 13 trustee the amounts set forth in their plan. Debtors receive a discharge after they complete their chapter 13 repayment plan. Chapter 13 is only available to individuals with regular income whose debts do not exceed \$1,000,000 (\$250,000 in unsecured debts and \$750,000 in secured debts).

AGAIN, PLEASE SPEAK TO YOUR LAWYER IF YOU NEED FURTHER INFORMATION OR EXPLANATION, INCLUDING HOW THE BANKRUPTCY LAWS RELATE TO YOUR SPECIFIC CASE.

Date November 20, 2009

Signature /s/ Brian Foote, MD
Brian Foote, MD
President/Treasurer