

BI (Official Form 1)(1/08)

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

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Alpha Red, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>26-6621840</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>1415 Louisiana, Suite 2220 Houston, TX</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>77002</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>Harris</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

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

<b>Type of Debtor</b> (Form of Organization) (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></li> <li><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</li> <li><input type="checkbox"/> Partnership</li> <li><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</li> </ul>	<b>Nature of Business</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Health Care Business</li> <li><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</li> <li><input type="checkbox"/> Railroad</li> <li><input type="checkbox"/> Stockbroker</li> <li><input type="checkbox"/> Commodity Broker</li> <li><input type="checkbox"/> Clearing Bank</li> <li><input checked="" type="checkbox"/> Other</li> </ul> <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</li> </ul>	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 7</li> <li><input type="checkbox"/> Chapter 9</li> <li><input checked="" type="checkbox"/> Chapter 11</li> <li><input type="checkbox"/> Chapter 12</li> <li><input type="checkbox"/> Chapter 13</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</li> </ul> <hr/> <b>Nature of Debts</b> (Check one box) <ul style="list-style-type: none"> <li><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."</li> <li><input checked="" type="checkbox"/> Debts are primarily business debts.</li> </ul>
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<b>Filing Fee</b> (Check one box) <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Full Filing Fee attached</li> <li><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.</li> <li><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.</li> </ul>	<b>Chapter 11 Debtors</b> Check one box: <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</li> <li><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</li> </ul> Check if: <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</li> </ul> Check all applicable boxes: <ul style="list-style-type: none"> <li><input type="checkbox"/> A plan is being filed with this petition.</li> <li><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).</li> </ul>
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<b>Statistical/Administrative Information</b> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</li> <li><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</li> </ul>	THIS SPACE IS FOR COURT USE ONLY										
<b>Estimated Number of Creditors</b> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input checked="" type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table>	<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000	
<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000		
<b>Estimated Assets</b> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion		

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

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

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

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

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

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

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

No.

**Exhibit D**

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

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

If this is a joint petition:

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

**Information Regarding the Debtor - Venue**

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

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

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

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

(Check all applicable boxes)

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

\_\_\_\_\_

(Name of landlord that obtained judgment)

\_\_\_\_\_

(Address of landlord)

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

Debtor has included 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):  
**Alpha Red, Inc.**

**Signatures**

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

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

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

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

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

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

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

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

(Check only one box.)

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

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

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

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

\_\_\_\_\_  
Date

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

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

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

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

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

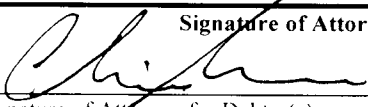
\_\_\_\_\_  
Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

**Signature of Attorney\***

X  \_\_\_\_\_  
Signature of Attorney for Debtor(s)

**Christopher Adams 24009857**  
Printed Name of Attorney for Debtor(s)

**Okin Adams & Kilmer LLP**  
Firm Name  
**1113 Vine Street, Suite 201**  
**Houston, TX 77002**

\_\_\_\_\_  
Address

**Email: info@oakllp.com**

**(713) 228-4100 Fax: (888) 865-2118**  
Telephone Number

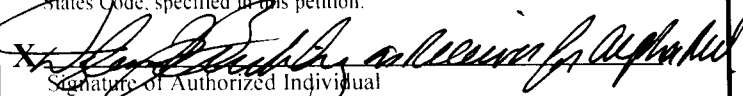
**December 3, 2008**  
Date

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

**Signature of Debtor (Corporation/Partnership)**

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

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

X  \_\_\_\_\_  
Signature of Authorized Individual

**Douglas Brickley**  
Printed Name of Authorized Individual

**Receiver for Alpha Red, Inc.**  
Title of Authorized Individual

**December 3, 2008**  
Date

B4 (Official Form 4) (12/07)

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

In re Alpha Red, Inc.

Debtor(s)

Case No.

Chapter 11

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

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Cogent Communications 1015 31st Street, NW Washington, DC 20007	Cogent Communications 1015 31st Street, NW Washington, DC 20007			1,615,466.24
Internal Revenue Service Internal Revenue Service Center Memphis, TN 38101	Internal Revenue Service Internal Revenue Service Center Memphis, TN 38101			826,203.37
Level (3) Communications Department 182 Denver, CO 80291	Level (3) Communications Department 182 Denver, CO 80291			799,798.09
Telefonica Int'l Wholesale Services S.L. Edificio Oeste 1, planta 2- 28050 Madrid, Spain	Telefonica Int'l Wholesale Services S.L. Edificio Oeste 1, planta 2-28050 Madrid, Spain			512,001.00
First Equipment Company 31 North 9th Street Richmond, IN 47374	First Equipment Company 31 North 9th Street Richmond, IN 47374			279,716.91
Switch and Data 1715 N. Westshore Blvd. Tampa, FL 33607	Switch and Data 1715 N. Westshore Blvd. Tampa, FL 33607			150,613.04
XO Communications 8851 Sandy Parkway Sandy, UT 84070	XO Communications 8851 Sandy Parkway Sandy, UT 84070			140,198.08
Colo4Dallas 4347 W NW Highway, Suite 120-295 Dallas, TX 75220	Colo4Dallas 4347 W NW Highway, Suite 120-295 Dallas, TX 75220			106,478.67
Toshiba International Corporation 13131 West Little York Road Houston, TX 77041	Toshiba International Corporation 13131 West Little York Road Houston, TX 77041			72,755.43
Hurricane Electric 760 Mission Court Fremont, CA 94539	Hurricane Electric 760 Mission Court Fremont, CA 94539			72,443.84

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

In re Alpha Red, Inc.

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

Debtor(s)

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

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Myriad Supply 10 West 18th Street New York, NY 10011	Myriad Supply 10 West 18th Street New York, NY 10011			70,810.58
Fiberlight, LLC 3655 Brookside Parkway Alpharetta, GA 30022	Fiberlight, LLC 3655 Brookside Parkway Alpharetta, GA 30022			69,600.00
Global Capacity Group 730 Post Oak Houston, TX 77024	Global Capacity Group 730 Post Oak Houston, TX 77024			40,215.88
Dell Marketing Services L.P. P.O. Box 676021 c/o Dell USA, L.P. Dallas, TX 75267	Dell Marketing Services L.P. P.O. Box 676021 c/o Dell USA, L.P. Dallas, TX 75267			38,986.31
UCM/GP-1301 Fannin P.O. Box 840560 Dallas, TX 75284	UCM/GP-1301 Fannin P.O. Box 840560 Dallas, TX 75284			30,855.76
Ael Financial, LLC P.O. Box 88046 Milwaukee, WI 53288	Ael Financial, LLC P.O. Box 88046 Milwaukee, WI 53288			28,211.42
Packet Exchange c/o Washington Mutual Bank 152000 W. Sunset Blvd. Pacific Palisades, CA 90272	Packet Exchange c/o Washington Mutual Bank 152000 W. Sunset Blvd. Pacific Palisades, CA 90272			24,930.00
Tech Lease 1702 DeVaul Ranch Road San Luis Obispo, CA 93405	Tech Lease 1702 DeVaul Ranch Road San Luis Obispo, CA 93405			24,725.25
Dell Financing Services One Dell Way Round Rock, TX 78682	Dell Financing Services One Dell Way Round Rock, TX 78682			24,350.11
Fisk Electric Company P.O. Box 4417 Houston, TX 77210	Fisk Electric Company P.O. Box 4417 Houston, TX 77210			23,298.59

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

I, the Receiver for Alpha Red, Inc. of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date December 3, 2008

Signature   
Douglas Brickley  
Receiver for Alpha Red, Inc.

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

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

In re Alpha Red, Inc.  
Debtor

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

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
James R. McCreary IV 103 S. Seasons Trace Spring, TX 77382	Common Stock	82%	Common Stock
V.S.N. Produktie B.V. c/o Jan J.H. Joosten, Esq. Hughes Hubbard & Reed LLP One Battery Park Plaza New York, NY 10004	Common Stock	18%	Common Stock

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

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

Date December 3, 2008

Signature   
Douglas Brickley  
Receiver for Alpha Red, Inc.

*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.*

0 continuation sheets attached to List of Equity Security Holders

**RESOLUTIONS AND CONSENT OF RECEIVER, ACTING WITH AUTHORITY OF  
THE DIRECTORS OF ALPHA RED, INC., IN LIEU OF MEETING**

The undersigned, being the Texas state court appointed receiver (“Receiver”), acting with the authority granted in the Agreed Order Granting Temporary Injunction And Appointing Temporary Receiver (the “Receivership Order”), a copy of which is attached hereto as Exhibit “A”; and which Receivership Order grants Receiver “[a]ny and all rights and functions of the directors and/or officers of Alpha Red, Inc. or Alpha Red Inc. itself as outlined in articles of incorporation or any other document evidencing the rights, powers and functions of Alpha Red, Inc. and/or the directors and officers of Alpha Red, Inc. without interference from any of the officers and/or directors of Alpha Red, Inc. or Alpha Red, Inc. itself”; the Receiver, acting in its duly authorized capacity as sole director and officer of Alpha Red, Inc., a Texas corporation, does hereby consent to the adoption of the following resolutions, which resolutions shall be deemed to be adopted as of the date hereof and to have the same force and effect as if such resolutions were adopted by the Board at a duly convened meeting held for such purpose, all in accordance with Article 9.10B of the Business Corporation Act of the State of Texas.

WHEREAS, the Receiver deems it to be in the best interests of the Company to file a bankruptcy petition under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) for the purpose of winding up the Company’s business affairs, liquidating the Company’s assets and distributing payment to creditors (the “Chapter 11 Case”).

NOW, THEREFORE, BE IT:

***Filing of Bankruptcy Petition***

RESOLVED, that the Receiver has determined in its judgment that it is desirable and in the best interests of the Company, its creditors, its stockholders and other interested parties that a petition be filed by the Company in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Bankruptcy Court”), and in which the authority to operate as a

debtor-in-possession will be sought; and that the filing of such petition be, and hereby is, authorized and approved.

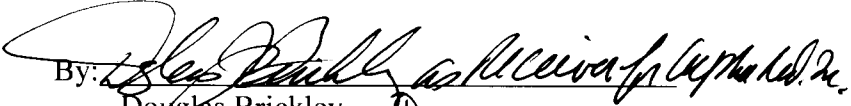
***Retention of Professionals***

RESOLVED, that the law firm of Okin Adams & Kilmer LLP, with offices in Houston and Dallas Texas, be, and hereby is, employed under general retainer as attorney for the Company in the Chapter 11 Case.

***Further Authorization***

RESOLVED, that these resolutions shall be filed with the corporate records of the Company.

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the 2<sup>nd</sup> day of December, 2008.

By:   
Douglas Brickley,  
Receiver for Alpha Red, Inc.



Cause No. 2008-61054

MEGAUPLOAD LTD.,

Plaintiff,

v.

ALPHA RED, INC., and JAMES  
REED MCCREARY IV,

Defendants.

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IN THE DISTRICT COURT OF

HARRIS COUNTY, TEXAS

164<sup>TH</sup> JUDICIAL DISTRICT

FILED 10/23/08

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**AGREED ORDER GRANTING TEMPORARY INJUNCTION AND  
APPOINTING TEMPORARY RECEIVER**

On October \_\_\_\_, 2008, this matter came on for hearing before the Court on Plaintiff Megaupload Ltd's ("Megaupload" or "Plaintiff") Emergency Application for Temporary Injunction and Appointment of Receiver in the above matter. The Court, having read the pleadings, examined the evidence and heard the arguments of counsel, and it appearing to the Court that a temporary injunction should be issued and that a receiver should be appointed for Alpha Red, Inc. Appointment of a receiver is necessary to preserve the continued operations of Alpha Red, Inc. and prevent irreparable harm to Alpha Red's clients, creditors, and customers. Alpha Red, Inc.'s creditors and customers depend on the continuous operation of various servers that are housed by Alpha Red, Inc. Without the continuous operation of these servers, hundreds of businesses may shut down and thousands of clients will suffer harm. A receiver is necessary to keep Alpha Red, Inc. and the servers currently operated by Alpha Red, Inc. operational, and the Defendants should be enjoined from interfering with the receiver and the receiver's exercise of any and all rights afforded by this Order.

It is therefore ORDERED that Douglas Brickley, a resident of Houston, Harris County, Texas, possesses the necessary qualifications, is not an attorney for or related to any party to this

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action, and is a proper person to be, and is hereby, appointed receiver of Alpha Red, Inc. (the "Receiver"). On filing a receiver's bond in the amount of \$500.00 conditioned as provided by law and approved by this Court, together with the Oath prescribed by law, Douglas Brickley shall be authorized, subject to control of this Court, to do any and all acts necessary to maintain the proper functioning of Alpha Red, Inc. including the following:

1. Any and all rights and functions of the directors and/or officers of Alpha Red, Inc. or Alpha Red, Inc. itself as outlined in articles of incorporation or any other document evidencing the rights, powers, and functions of Alpha Red, Inc. and/or the directors and officers of Alpha Red, Inc without interference from any of the officers and/or directors of Alpha Red, Inc. or Alpha Red, Inc. itself.
2. Collect accounts receivables from creditors and customers of Alpha Red, Inc.
3. Pay all actual operating expenses.
4. Maintain insurance, if necessary, for Alpha Red, Inc.
5. Hire an attorney and pay legal fees.
6. Negotiate the extension, renewal, or termination of any leases to which Alpha Red, Inc. is a party.
7. Enter into new leases for real and personal property as is determined to be in the best interests of Alpha Red's business operations.
8. Maintain books and records of Alpha Red, Inc.
9. Appoint officers.
10. Conduct meetings.
11. Open and close bank accounts on behalf of Alpha Red, Inc..
12. Deposit and withdraw funds on behalf of Alpha Red, Inc.

13. Employ servants, agents, employees, and accountants as necessary to operate and conduct the regular business of Alpha Red, Inc.
14. Enter into contracts for utilities or services on behalf of Alpha Red, Inc.
15. To investigate and determine the source of any funds and/or assets held in the name of Alpha Red, Inc.
16. Sell, lease, sublease, and liquidate property interests owned by Alpha Red, Inc.
17. Take any other action legally permissible as described in the articles of incorporation for Alpha Red, Inc. or in the bylaws of Alpha Red, Inc.

It is further ORDERED that money coming into the possession of the Receiver and not expended for any of the purposes authorized herein shall be held by the Receiver subject to such orders as the Court may hereafter issue.

It is further ORDERED that all persons, firms, and corporations, including the officers and/or directors of Alpha Red, Inc. and Alpha Red, Inc. itself, are hereby enjoined from interfering with the Receiver's exclusive right to control Alpha Red, Inc. as set forth in this order until this Court terminates the receivership.

It is further ORDERED that no lien, claim, ownership interest, or other security interest in any property affected by this receivership shall in any manner be affected by this Order. Any party's failure to oppose the appointment of a Receiver, any party's consent to the appointment, or any party's procurement of the appointment shall not constitute waiver of any lien, claim or right.

It is further ORDERED that the Receiver shall, within 30 days of qualification, file in this action an inventory of all property of which the Receiver shall have taken possession. If the

Receiver subsequently comes into the possession of additional property, he shall file a supplemental inventory as soon as practicable.

It is further ORDERED that the Receiver shall be entitled to absolute immunity for all actions taken in his capacity as Receiver so long as his actions are within the scope of authority granted by the Court and his actions were made in good faith.

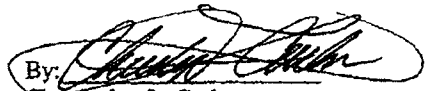
It is further ORDERED that the Receiver is entitled to such further orders of the Court necessary to effectuate his duties and responsibilities as Receiver.

It is further ORDERED that this receivership shall continue in effect until further Order of this Court.

AGREED TO BY:

**BRACEWELL & GIULIANI LLP**

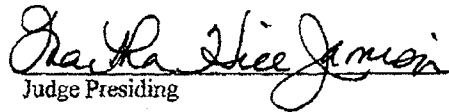
By: Marcy E. Kutz by permission,  
Marcy E. Kutz  
Bar No. 11768600  
Chris S. Tillmanns  
Bar No. 24060730  
711 Louisiana, Suite 2300  
Houston, Texas 77002  
Telephone No. (713) 223-2300  
Facsimile No. (713) 221-2121

By:   
Christopher L. Carlson  
Bar No. 24027668  
440 Louisiana, Suite 1900  
Houston, Texas 77002  
Telephone No. (713) 651-1122  
  
ATTORNEY FOR ALPHA RED,  
INC. & JAMES MCCREARY

ATTORNEYS FOR MEGAUPLOAD

Signed this 24 day of October, 2008.

OCT 24 2008

  
Judge Presiding

Certified Document Number: 39754184 - Page 4 of 4



I, Theresa Chang, District Clerk of Harris County, Texas, certify that this is a true and correct copy of the original record filed and or recorded in my office, electronically or hard copy, as it appears on this date  
Witness my official hand and seal of office  
this October 24, 2008

Certified Document Number: 39754184 Total Pages: 4

A handwritten signature in cursive script that reads "Theresa Chang".

THERESA CHANG, DISTRICT CLERK  
HARRIS COUNTY, TEXAS

**In accordance with Texas Government Code 406.013 electronically transmitted authenticated documents are valid. If there is a question regarding the validity of this document and or seal please e-mail [support@hcdistrictclerk.com](mailto:support@hcdistrictclerk.com)**