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15 **IN THE UNITED STATES BANKRUPTCY COURT**
16 **FOR THE DISTRICT OF NEVADA**

17 In re: Case No: BK-S-03-17939-LBR
18 Chapter 11
19 VSS ENTERPRISES, LLC,
20 a Nevada limited liability company, d/b/a
21 Castaways Hotel, Casino and Bowling Center, Date: N/A
22 Time: N/A
23 Debtor.
24 _____/

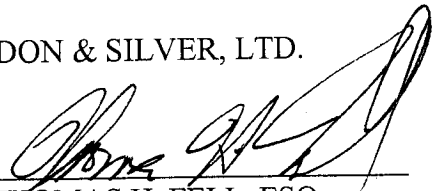
25 **AMENDMENT TO BANKRUPTCY PETITION**

26 **THE FOLLOWING MARKED ITEMS HAVE BEEN AMENDED IN THE**
27 **ABOVE-NAMED BANKRUPTCY PROCEEDING**

- 28 (XX) CREDITORS HAVE BEEN ADDED TO SCHEDULES
29 () CASE HAS BEEN CONVERTED AND NEW CHAPTER PETITION IS
30 ATTACHED
31 (XX) OFFICIAL MAILING LIST IS ATTACHED
32 (XX) \$20.00 IS ATTACHED FOR ADDING NEW CREDITORS
33 (XX) OTHER: **Initial Schedules and Statements.**

34 DATED: July 25, 2003.

35 GORDON & SILVER, LTD.

36 By: 
37 THOMAS H. FELL, ESQ.
38 AMBRISH S. SIDHU, ESQ.
39 3960 Howard Hughes Parkway, 9th Flr.
40 Las Vegas, Nevada 89109

**United States Bankruptcy Court
District of Nevada**

In re VSS Enterprises, LLC
Debtor

Case No. BK-S-03-17939-LBR

Chapter 11

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 from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		
			ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	58,000,000.00		
B - Personal Property	Yes	5	9,524,986.00		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	3		22,331,005.00	
E - Creditors Holding Unsecured Priority Claims	Yes	6		6,223,918.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	87		5,370,746.21	
G - Executory Contracts and Unexpired Leases	Yes	7			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	Yes	1			0.00
J - Current Expenditures of Individual Debtor(s)	Yes	1			0.00
Total Number of Sheets of ALL Schedules		113			
Total Assets			67,524,986.00		
			Total Liabilities	33,925,669.21	

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, or both 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 Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Land located at 2800 Fremont Street, Las Vegas, NV 89104 Parcel #'s 162-01-201-001-03, 162-01-201-002-03, 162-01-201-004-03	VSS Enterprises, LLC	-	58,000,000.00	20,000,000.00

Sub-Total > **58,000,000.00** (Total of this page)

Total > **58,000,000.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

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, or both 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."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Casino bankroll - currency and coin in main casino cage, slot booths and fill banks	-	1,820,087.00
		Slot hopper loads - in slot machines located at 2800 Fremont Street, Las Vegas, NV 89104	-	286,929.00
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.		Disbursement account - US Bank acct #15379057614	-	0.00
		Payroll account - US Bank acct #15379057622	-	0.00
		Medical account - USBank account #15379057648	-	0.00
		Merchant account - US Bank acct #15379057630	-	0.00
		Credit card account - Wells Fargo acct #4758360556	-	5,000.00
		Pari-mutuel activity account - Bank of America acct #004961703853	-	0.00
		Pari-mutuel holding account - Bank of America acct #004961703840	-	21,500.00
		Certificate of deposit - US Bank	-	100,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Southwest Gas - security deposit for natural gas bill	-	16,510.00
		Argonaut Insurance - draw from letter of creditor for runout of workmens comp claims	-	50,000.00
		Southwest Gas - security deposit for natural gas bill for RV Park meters	-	400.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			

Sub-Total > **2,300,426.00**
(Total of this page)

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 Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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.		Keyman life on Dan Shaw - Penn Mutual Life Policy No. 8110218	-	0.00
		Keyman life on Mike Villamor - Penn Mutual Life Policy No. 8110219	-	0.00
10. Annuities. Itemize and name each issuer.	X			
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	X			
12. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
13. Interests in partnerships or joint ventures. Itemize.	X			
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
15. Accounts receivable.		Hotel guests accounts receivable - amounts due from rentals of room, telephone and food and beverage purchases	-	272,680.00
		Casino IOU's and returned checks - Casino credit extended and bank deposit items returned	-	120,655.00
		Cash exchange - other receivables such as commissions and rents	-	225,108.00
		Sub-Total >		618,443.00
		(Total of this page)		

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 Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Cash exchange - amount due from reimbursement of executive payroll	-	766,377.00
		Employee advances - short term payroll advances to employees	-	17,000.00
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
17. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X			
19. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
20. 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			
21. Patents, copyrights, and other intellectual property. Give particulars.		Castaways Trademark	-	Unknown
		www.Castaways-LV.com	-	Unknown
22. Licenses, franchises, and other general intangibles. Give particulars.	X			
23. Automobiles, trucks, trailers, and other vehicles and accessories.		Chevy Astro Van - value included in equipment below	-	0.00
		Engineering truck - value included in equipment below	-	0.00
		Sub-Total >		783,377.00
		(Total of this page)		

Sheet 2 of 4 continuation sheets attached
to the Schedule of Personal Property

Debtor

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Shuttle bus (2) - value included in equipment below	-	0.00
		Engineering cart - value included in equipment below	-	0.00
		Security cart - value included in equipment below	-	0.00
		Housekeeping cart - value included in equipment below	-	0.00
24. Boats, motors, and accessories.	X			
25. Aircraft and accessories.	X			
26. Office equipment, furnishings, and supplies.		Computer equipment - computers, printers and peripherals located at 2800 Fremont Street	-	358,430.00
		Office equipment - desks, chairs, pictures and other office equipment located at 2800 Fremont Street	-	51,136.00
27. Machinery, fixtures, equipment, and supplies used in business.		Hotel equipment - equipment located at 2800 Fremont Street	-	532,706.00
		Food equipment - equipment located at 2800 Fremont Street	-	268,880.00
		Beverage equipment - equipment located at 2800 Fremont Street	-	27,991.00
		Gaming equipment - equipment located at 2800 Fremont Street	-	1,865,554.00
		Bowling Lanes equipment - equipment located at 2800 fremont Street	-	429,989.00
		Carpets and drapes - equipment located at 2800 Fremont Street	-	94,164.00
		Signs and lighting - equipment located at 2800 Fremont Street	-	93,212.00
		Maintenance equipment - equipment located at 2800 Fremont Street	-	1,066,579.00
		Other equipment - equipment located at 2800 Fremont Street	-	626,882.00
		Sub-Total >		5,415,523.00
		(Total of this page)		

In re **VSS Enterprises, LLC**

Case No. **BK-S-03-17939-LBR**

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 Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		China and glassware - equipment located at 2800 Fremont Street	-	2,545.00
28. Inventory.		Food and beverage - located at 2800 Fremont Street	-	146,316.00
		Gift shop - located at 2800 Fremont Street	-	73,103.00
		Slot parts - located at 2800 Fremont Street	-	137,726.00
		Slot club - located at 2800 Fremont Street	-	12,130.00
		Office supplies - located at 2800 Fremont Street	-	35,397.00
29. Animals.	X			
30. Crops - growing or harvested. Give particulars.	X			
31. Farming equipment and implements.	X			
32. Farm supplies, chemicals, and feed.	X			
33. Other personal property of any kind not already listed.	X			

Sub-Total > **407,217.00**
(Total of this page)
Total > **9,524,986.00**

Sheet **4** of **4** continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re **VSS Enterprises, LLC**

Case No. **BK-S-03-17939-LBR**

Debtor

SCHEDULE C. PROPERTY CLAIMED AS EXEMPT

Debtor elects the exemptions to which debtor is entitled under:

[Check one box]

- 11 U.S.C. §522(b)(1): Exemptions provided in 11 U.S.C. §522(d). Note: These exemptions are available only in certain states.
- 11 U.S.C. §522(b)(2): Exemptions available under applicable nonbankruptcy federal laws, state or local law where the debtor's domicile has been located for the 180 days immediately preceding the filing of the petition, or for a longer portion of the 180-day period than in any other place, and the debtor's interest as a tenant by the entirety or joint tenant to the extent the interest is exempt from process under applicable nonbankruptcy law.

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Market Value of Property Without Deducting Exemption
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None.

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. 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 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 "Code debtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Code debtors. If a joint petition is filed, state whether 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.

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	C O D E 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 WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
		H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.			11/4/02					
Automated Currenty Instruments 15 E. Uwechlan Ave. Exton, PA 19341		-	Acquisition of Coin Redemption machine.				44,625.00	Unknown
			Value \$ Unknown					
Account No.			2 Lane machines					
Complete Bowling Supply 808 N. Washington Ave. Kent, WA 98032		-					26,732.00	Unknown
			Value \$ Unknown					
Account No.			1/4/01					
Federal Sign 3900 W. Dewy Dr. Las Vegas, NV 89119		-	Installation of Castaways sign on top of hotel tower				196,160.00	Unknown
			Value \$ Unknown					
Account No.			12/29/00					
Federal Sign 3900 W. Dewy Dr. Las Vegas, NV 89119		-	Installation of marquee sign				688,781.00	Unknown
			Value \$ Unknown					
Subtotal							956,298.00	
(Total of this page)								

2 continuation sheets attached

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R 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	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	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.			Second Deed of Trust					
Greeman Funding 16029 East Course Dr. Tampa, FL 33624		-	Land located at 2800 Fremont Street, Las Vegas, NV 89104 Parcel #'s 162-01-201-001-03, 162-01-201-002-03, 162-01-201-004-03				400,000.00	0.00
Value \$			58,000,000.00					
Account No.			Slot machines					
International Gaming Technologies 1085 Palms Airport Dr. Las Vegas, NV 89119		-					29,514.00	Unknown
Value \$			Unknown					
Account No.			10/15/01					
James Forrester, Trustee 1429 Colonial Blvd., Suite 201 Fort Myers, FL 33907		-	Automated bowling scoring equipment.				242,816.00	Unknown
Value \$			Unknown					
Account No.			1/1/02					
James Forrester, Trustee 1429 Colonial Blvd., Suite 201 Fort Myers, FL 33907		-	Automated bowling scoring equipment				329,040.00	Unknown
Value \$			Unknown					
Account No.			64 slot machines			X		
PDS Gaming 6171 McLeod Drive Las Vegas, NV 89120		-					366,874.00	Unknown
Value \$			Unknown					
Subtotal							1,368,244.00	
(Total of this page)								

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

1,368,244.00

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	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	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	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.			Deed of Trust					
Vestin Mortgage 2901 El Camno Ave. Ste. 206 Las Vegas, NV 89102			Land and improvements located at 2800 Fremont Street, Las Vegas, NV 89104 Parcel #'s 162-01-201-001-03, 162-01-201-002-03, 162-01-201-004-03				20,000,000.00	0.00
Account No.			golf cart					
Wheels in Motion 1421 E. Sunset, Suite 6 Las Vegas, NV 89119							6,463.00	6,463.00
Account No.								
Account No.								
Account No.								

Sheet **2** of **2** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

20,006,463.00

Total
(Report on Summary of Schedules)

22,331,005.00

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 and mailing address, including zip code, and 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 this petition.

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 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 "Subtotal" 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. Repeat this total also on the Summary of Schedules.

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.)

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)(2).

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 \$4,650* per person earned within 90 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)(3).

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)(4).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$4,650* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(5).

Deposits by individuals

Claims of individuals up to \$2,100* 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)(6).

Alimony, Maintenance, or Support

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 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).

*Amounts are subject to adjustment on April 1, 2004, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
Account No.			Wages up to amount allowed pursuant to 11 U.S.C. Section 507(a)(4).				452,066.00	0.00
Employee Accrued Wages								
Account No.								
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal							452,066.00	

Sheet 1 of 5 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

(Total of this page)

452,066.00

Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Contributions to employee benefit plans

TYPE OF PRIORITY

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
Account No.								
Employees Accrued Vacation		-					484,934.00	484,934.00
Account No.			Payment of claims for self insured health plan					
Medical Plan		-					952,616.00	952,616.00
Account No.								
Principal Life: Life/Disability		-					10,524.00	10,524.00
Account No.								
Withholding 401K Benefits		-					14,193.00	14,193.00
Account No.								
Subtotal							1,462,267.00	

Sheet 2 of 5 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

(Total of this page)

Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Deposits by individuals

TYPE OF PRIORITY

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
Account No.			Hotel room and other customer deposits & travel agent comm. as of the petition date subject to first day order auth. payment.				59,488.00	0.00
Hotel Guest Deposits								
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal							59,488.00	

Sheet 3 of 5 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

(Total of this page)

59,488.00

Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
Account No.			Hotel room taxes					
City of Las Vegas P.O. Box 98801 Las Vegas, NV 89193		-					24,567.00	24,567.00
Account No.			941 Payroll taxes					
Internal Revenue Service Special Procedures Function 4750 W. Oakey Blvd. Las Vegas, NV 89102		-					3,702,834.00	3,702,834.00
Account No.			Wagering taxes					
Internal Revenue Service Special Procedures Function 4750 W. Oakey Blvd. Las Vegas, NV 89102		-					1,173.00	1,173.00
Account No.			940 Futa Taxes					
Internal Revenue Service Special Procedures Function 4750 W. Oakey Blvd. Las Vegas, NV 89102		-					45,137.00	45,137.00
Account No.			State unemployment taxes					
Nevada Dept. of Taxation 1340 S. Curry Street Carson, NV 89710		-					123,823.00	0.00
Subtotal							3,897,534.00	
(Total of this page)								

Sheet 4 of 5 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

3,897,534.00

Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	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	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
Account No.				State business tax on employee					
Nevada Dept. of Taxation 1340 S. Curry Street Carson, NV 89710	-							20,642.00	20,642.00
Account No.				Sales tax					
Nevada Dept. of Taxation 1340 S. Curry Street Carson, NV 89710	-							159,638.00	159,638.00
Account No.				Gaming Taxes					
Nevada Gaming Commission P.O. Box 8004 Carson City, NV 89702	-							169,033.00	169,033.00
Account No.				Entertainment taxes					
Nevada Gaming Commission P.O. Box 8004 Carson City, NV 89702	-							3,250.00	3,250.00
Account No.									

Sheet 5 of 5 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

352,563.00

Total
(Report on Summary of Schedules)

6,223,918.00

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and account number, if any, 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. 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 "Code debtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Code debtors. If a joint petition is filed, state whether 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 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.

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. 7UP/RC Bottling Dept. 8960 Los Angeles, CA 90088	-		07/23/02 Trade Debt				2,590.00
Account No. A Flower Fair 1325 N. Main St. Las Vegas, NV 89101	-		03/26/03 Trade Debt				1,232.82
Account No. A&H Restaurant & Bar 5525 Wynn Rd. Las Vegas, NV 89118	-		05/01/03 Trade Debt				2,819.88
Account No. AAA Action Rubber Stamps & Signs 1537 Oakey Blvd. Las Vegas, NV 89102	-		03/26/03 Trade Debt				910.55
Subtotal (Total of this page)							7,553.25

86 continuation sheets attached

In re **VSS Enterprises, LLC**

Case No. **BK-S-03-17939-LBR**

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E 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
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Able Lock & Key 1911 E. Charleston Las Vegas, NV 89104				03/21/03 Trade Debt			853.27
Account No. AC Coin of Nevada 1120 Palms Airport Dr. Suite F Las Vegas, NV 89119				10/01/02 Trade Debt			44,441.68
Account No. Action Signs of Excellence 1401 S Commerce St Las Vegas, NV 89102				04/08/03 Trade Debt			257.40
Account No. Action Trophy 1126 E. Fremont Las Vegas, NV 89101				04/17/03 Trade Debt			252.03
Account No. Ahern Renters Center 1785 W. Bonanza Rd. Las Vegas, NV 89106				04/16/03 Trade Debt			1,544.02

Sheet no. 1 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page)	47,348.40
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In re VSS Enterprises, LLC

Case No. BK-S-03-17939-LBR

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. Airgas P.O. Box 6030 Lakewood, CA 90714-6030				04/30/03 Trade Debt				225.64
Account No. Al's Donuts 1220 E. Harmon Ave. Las Vegas, NV 89109				03/01/03 Trade Debt				3,942.25
Account No. Aldo Gandolfi				06/20/03				120.00
Account No. All Hotels Limited Sanderson House 35 Water St United Kingdom, EH66SU				06/06/03 Trade Debt				6.00
Account No. All in One Entertainment 3540 W. Sahara #104 Las Vegas, NV 89102				06/13/03 Trade Debt				1,769.63
Subtotal (Total of this page)								6,063.52

Sheet no. 2 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re VSS Enterprises, LLC

Case No. BK-S-03-17939-LBR

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. All State Fastener P.O. Box 356 Eastpointe, MI 48021				03/13/03 Trade Debt				254.70
Account No. Allen Photo 3223 Industrial Rd. Las Vegas, NV 89109				04/04/03 Trade Debt				80.76
Account No. Amber Garcia 3859 E. Reno Rd., #D Las Vegas, NV 89120				04/17/03				10.00
Account No. American Fish and Seafood 3005 Contract Ave Las Vegas, NV 89101				04/18/03 Trade Debt				5,336.74
Account No. American Hotel Resigter Co. P.O. Box 94150 Palatine, IL 60094				02/28/03 Trade Debt				7,583.14
Subtotal (Total of this page)								13,265.34

Sheet no. 3 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **VSS Enterprises, LLC**

Case No. **BK-S-03-17939-LBR**

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	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. American Medical P.O. Box 98675 Las Vegas, NV 89193			10/31/02 Trade Debt				5,302.10
Account No. American Pool Supply 4195 W. Peioneer Ave. Las Vegas, NV 89102			05/06/03 Trade Debt				345.45
Account No. American Printing 1512 Fremont Street Las Vegas, NV 89101			03/05/03 Trade Debt				292.94
Account No. AMF Arrowhead Lanes Attn: Nicole Hobart 299 W. Orange Show Rd. San Bernardino, CA 92048			06/12/03 Trade Debt				284.49
Account No. Amttech Elevator Services 6151 McLeod Drive Suite C Las Vegas, NV 89120			02/01/03 Trade Debt				5,390.00

Sheet no. 4 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **11,614.98**

In re VSS Enterprises, LLC

Case No. BK-S-03-17939-LBR

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. Anderson Dairy 801 Searles Ave Las Vegas, NV 89101-1131	-	04/21/03 Trade Debt				3,628.26
Account No. Anderson News 4980 Statz St., Suite 110 North Las Vegas, NV 89031	-	05/02/03 Trade Debt				530.75
Account No. Angel Park Golf Club 100 S. Rampart Las Vegas, NV 89145	-	10/31/02 Trade Debt				23,820.00
Account No. Applause, LLC P.O. Box 100934 Pasadena, CA 91189	-	02/18/03 Trade Debt				1,712.88
Account No. Argonaut Insurance File 56940 Los Angeles, CA 90074	-	Wokers Comp Ins.				90,944.62
Subtotal (Total of this page)						120,636.51

Sheet no. 5 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **VSS Enterprises, LLC**

Case No. **BK-S-03-17939-LBR**

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. ASAP P.O. Box 50586 Henderson, NV 89016			02/26/03 Trade Debt				644.00
Account No. Automated Currenty Instruments 15 E. Uwechlan Ave. Exton, PA 19341			06/01/03 Trade Debt				2,849.49
Account No. AZ Partsmaster P.O. Box 23169 Phoenix, AZ 85063			03/07/03 Trade Debt				4,915.28
Account No. Bally Gaming Inc. P.O. Box 98577 Las Vegas, NV 89193-8577			03/12/03 Trade Debt				13,837.00
Account No. Bartenders and Beverage P.O. Box 26238 Las Vegas, NV 89126			06/10/03 Trade Debt				1,030.90
Subtotal (Total of this page)							23,276.67

Sheet no. 6 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re VSS Enterprises, LLC

Case No. BK-S-03-17939-LBR

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B 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
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Batteries Plus of Las Vegas 1920 E. Seren #510-2 Las Vegas, NV 89123							176.88
Account No. Bearing Belt Chain Co., Inc. P.O. Box 14867 Las Vegas, NV 89114							54.25
Account No. Bedspreads, Inc. P.O. Box 14353 Las Vegas, NV 89114							3,259.75
Account No. Bevco 310 Sunpac Ct. Henderson, NV 89015							7,534.94
Account No. Bike World, Inc. 2320 E. Flamingo Rd. Las Vegas, NV 89109							42.89
Subtotal (Total of this page)							11,068.71

Sheet no. 7 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re VSS Enterprises, LLC

Case No. BK-S-03-17939-LBR

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. Bob Groshner 5120 Don Miguel Carlsbad, CA 92008	-		04/27/03 Trade Debt				35.68
Account No. Books Are Fun Ltd. P.O. Box 2468 Fairfield, IA 52556	-		04/11/03 Trade Debt				1,257.72
Account No. Bowling Centers of So. California 6876 Indiana Ave, Suite J Riverside, CA 92506	-		03/07/03 Trade Debt				610.00
Account No. Brady Industries, Inc. 4175 S. Arville St. Las Vegas, NV 89103	-		04/02/03 Trade Debt				5,901.63
Account No. Brian Butts	-		02/13/03				115.00
Subtotal (Total of this page)							7,920.03

Sheet no. 8 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re VSS Enterprises, LLC

Case No. BK-S-03-17939-LBR

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. Brink's File No. 52005 Los Angeles, CA 90074				03/28/03 Trade Debt				6,228.79
Account No. Bunzl Las Vegas c/o Bunzel California, LLC File No. 54124 Los Angeles, CA 90074				02/27/03 Trade Debt				14,948.23
Account No. C&D Enterprises 7805 Riviera Beach Drive Las Vegas, NV 89128				05/10/03 Trade Debt				418.36
Account No. Carolyn Larue 2901 Schaffer Cir., #11-D Las Vegas, NV 89122				04/17/03				500.00
Account No. Cashman Equipment File 56751 Los Angeles, CA 90074				05/29/03 Trade Debt				1,263.95
Subtotal (Total of this page)								23,359.33

Sheet no. 9 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. Casino Solutions 9811 W. Charleston, #2-428 Las Vegas, NV 89117				05/23/03 Trade Debt				4,242.28
Account No. CCI 3540 E. 26th St. Vernon, CA 90023				03/27/03 Trade Debt				6,300.00
Account No. Central Credit LLC P.O. Box 95276 Las Vegas, NV 89193-5275				02/01/03 Trade Debt				5,892.00
Account No. Central Pension Fund P.O. Box 92813 Los Angeles, CA 90009				04/30/03 Union Dues & Insurance				9,183.14
Account No. Century Elevator of Nevada 6801 Malboro Pike Forestville, MD 20747				02/12/03 Trade Debt				7,236.60
Subtotal (Total of this page)								32,854.02

Sheet no. 10 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. Centus P.O. Box 3679 Ventura, CA 93006				11/15/02 Trade Debt				6,817.50
Account No. Charlotte Rocha 2348 Paradee St. Las Vegas, NV 89109				04/14/02				86.39
Account No. Chris Yergensen, Esq. 332 Teal Ridge Hills Henderson, NV 89014				01/13/03 Attorney Fees				250.00
Account No. Christine Larson 1601 Pacific Street Las Vegas, NV 89104				04/17/03				781.60
Account No. City Laundry 125 S. 13th St. Las Vegas, NV 89101				02/16/03 Trade Debt				334.54
Subtotal (Total of this page)								8,270.03

Sheet no. 11 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re VSS Enterprises, LLC

Case No. BK-S-03-17939-LBR

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. City of Las Vegas P.O. Box 98801 Las Vegas, NV 89193	-	05/15/03 Trade Debt				25,378.68
Account No. Clear Guard Products P.O. Box 12 301 Country Rd 451 East Olden, TX 76466	-	04/09/03 Trade Debt				588.85
Account No. Clovia Hale 1413 Hillside Pl Las Vegas, NV 89104	-	05/20/02				83.50
Account No. Communications Express 2671 S. Illinois Ave. Carbondale, IL 62901	-	01/20/03 Trade Debt				1,936.19
Account No. Community Triage 930 N. 14th St. Las Vegas, NV 89101	-	03/18/03 Trade Debt				100.00
Subtotal (Total of this page)						28,087.22

Sheet no. 12 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re VSS Enterprises, LLC

Case No. BK-S-03-17939-LBR

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. Complete Bowling 808 N. Washington Ave. Kent, WA 98032		-	04/17/03 Trade Debt				7,335.79
Account No. Compliant ATTN: Oxygen Receivables 5971 Powers Ave. Suite 8 Jacksonville, FL 32217		-	02/06/03 Trade Debt				658.54
Account No. Compton Dancer 3690 S. Eastern Ave. Suite 213 Las Vegas, NV 89109		-	12/31/02 Trade Debt				2,050.00
Account No. Computerized Bookmaking Systems, Inc. 675 Grier Drive Attn: Victor Salerno Las Vegas, NV 89119		-	04/01/03 Trade Debt				7,546.00
Account No. Connecting Point P.O. Box 93071 Las Vegas, NV 89193		-	05/12/03 Trade Debt				665.00
Subtotal (Total of this page)							18,255.33

Sheet no. 13 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **VSS Enterprises, LLC**

Case No. **BK-S-03-17939-LBR**

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. Consumer Credit NFCC Unit 38001 3650 S. Decatur Suite 30 Las Vegas, NV 89103			04/01/03 Trade Debt				3.00
Account No. Cottage Graphics 23651 San Fernando Rd. Santa Clarita, CA 91321			03/31/03 Trade Debt				3,208.87
Account No. Court Trustee P.O. Box 513544 Los Angeles, CA 90051			06/10/03				373.60
Account No. Courtesy Products P.O. Box 17488 Saint Louis, MO 63178			04/30/03 Trade Debt				3,306.75
Account No. Cox Communications 121 S. Martin Luther King Blvd. Las Vegas, NV 89106			05/01/03 Trade Debt				2,871.73
Subtotal (Total of this page)							9,763.95

Sheet no. 14 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

9,763.95

In re VSS Enterprises, LLC

Case No. BK-S-03-17939-LBR

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. Creative Candle 3555 S. Highland Ave., Suite 10 Las Vegas, NV 89103				05/03/02 Trade Debt				129.77
Account No. Credit Communications System 804 Fair Oaks Ave. South Pasadena, CA 91030				03/31/03 Trade Debt				3,538.00
Account No. Crossroads Designs 1810 N. Deffer Dr. Nixa, MO 65714				02/28/03 Trade Debt				965.55
Account No. Culinary & Bartenders Union P.O. Box 98565 Las Vegas, NV 89193				03/31/03 Union Dues & Insurance				39,130.14
Account No. Cummins-Allison Corp. P.o. Box 339 891 Feehanville Dr. Mt. Prospect, IL 60056				12/16/02 Trade Debt				7,569.26
Subtotal (Total of this page)								51,332.72

Sheet no. 15 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **VSS Enterprises, LLC**

Case No. **BK-S-03-17939-LBR**

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. Curtis Steel 4564 Wynn Rd. Las Vegas, NV 89103			05/20/03				238.63
Account No. Custom Souvenir & Novelty, Inc. P.O. Box 50247 Henderson, NV 89016			03/20/03 Trade Debt				2,217.01
Account No. Daily Racing Form, Inc. 6000 S. Eastern Ave., #2B Las Vegas, NV 89119			04/06/03 Trade Debt				11,170.75
Account No. Dan Shaw 2815 La Mesa Dr Henderson, NV 89014			06/09/03				184,765.70
Account No. Darling International P.O. Box 6297 Carol Stream, IL 60197			04/09/03 Trade Debt				9.60
Subtotal (Total of this page)							198,401.69

Sheet no. 16 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re VSS Enterprises, LLC

Case No. BK-S-03-17939-LBR

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	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.			06/19/03				
Darryl Gorden 5319 Gosford St. North Las Vegas, NV 89031		-					24.24
Account No.			08/27/02				
David Caldera 820 N. Alameda Ave. Azusa, CA 91702		-					96.25
Account No.							
David Downey 4335 South Industrial Rd. Ste. 400 Las Vegas, NV 89103		-					79,115.00
Account No.			04/17/03				
David Peters 1901 Winterwood Blvd. Las Vegas, NV 89142		-					100.00
Account No.			06/15/02				
Davis Nursery 2700 E. Bonanza Las Vegas, NV 89101		-	Trade Debt				9,867.00

Sheet no. 17 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **89,202.49**

In re **VSS Enterprises, LLC**

Case No. **BK-S-03-17939-LBR**

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. Daydots International 1801 Riverbend West Drive Fort Worth, TX 76118-7031				04/14/03 Trade Debt				273.30
Account No. DeBarry Packaging, Inc. 3894 W. Spring Mountain Rd., Suite B Las Vegas, NV 89102				05/29/03 Trade Debt				299.23
Account No. Del Rio Lanes 7502 E. Florence Downey, CA 90240				11/06/02 Trade Debt				692.20
Account No. Deloitte & Touche, LLP 490 N. Tower 3773 Howard Hughes Parkway Las Vegas, NV 89109				Audit and Acctg Work				71,500.00
Account No. Delta Airlines Attn: Gerry Welter 5580 W. Philips Mill Rd Douglasville, GA 30135				06/06/03 Trade Debt				250.00
Subtotal (Total of this page)								73,014.73

Sheet no. 18 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	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. Desert Cash Register 6010 Boulder Highway Las Vegas, NV 89122			05/23/03 Trade Debt				268.13
Account No. Desert Gold Food 123 W. Colorado St. Las Vegas, NV 89102			05/02/03 Trade Debt				9,453.09
Account No. Desert Meats P.O. Box 98680 Las Vegas, NV 89193			Trade Debt				69,080.35
Account No. Desert Pines Golf Course c/o Stallion Mtn. Country Club 5500 E. Flaming Rod Las Vegas, NV 89122			03/31/03 Trade Debt				8,665.40
Account No. Desert Poultry 4670 S. Arville St. Las Vegas, NV 89103			03/07/03 Trade Debt				16,503.99
Subtotal (Total of this page)							103,970.96

Sheet no. 19 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re VSS Enterprises, LLC

Case No. BK-S-03-17939-LBR

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
Account No. Directv 1313 NW 167th St. Miami, FL 33169			04/07/03 Trade Debt				1,099.00
Account No. Dirson Enterprises, Inc. PO. Box 93116 Las Vegas, NV 89103			04/01/03 Trade Debt				1,350.00
Account No. Dixie Printing, Inc. 3376 E. 380 North St. George, UT 84790			02/13/03 Trade Debt				4,688.18
Account No. Double Eagle Golf & Utility 3120 E. Post Rd. Las Vegas, NV 89120			04/10/03 Trade Debt				592.45
Account No. Dunn-Edwards Dept. 47792-006 P.O. Box 30389 Los Angeles, CA 90030			03/25/03 Trade Debt				489.03
Subtotal (Total of this page)							8,218.66

Sheet no. 20 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re VSS Enterprises, LLC

Case No. BK-S-03-17939-LBR

Debtor

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T R I B U T I O N	U N P A I D	D I S P U T E D	AMOUNT OF CLAIM
Account No. E-Z Foods c/o Sun Capital Inc. P.O. Box 9174812 Orlando, FL 32891				03/18/03 Trade Debt				3,448.78
Account No. E.S.Y. c/o GE Capital Commercial P.O. Box 402235 Atlanta, GA 30384				03/03/03 Trade Debt				1,234.00
Account No. ECR Sales & Service, Inc. 1515 Western Ave. Las Vegas, NV 89102				02/26/03 Trade Debt				4,115.58
Account No. Employers Unity P.O. Box 749000 Arvada, CO 80006				06/10/03 Trade Debt				2,475.00
Account No. Encore Productions P.O. Box 30094 Charlotte, NC 28230				01/30/03 Trade Debt				8,523.47
Subtotal (Total of this page)								19,796.83

Sheet no. 21 of 86 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims