

**United States Bankruptcy Court
Middle District of Florida**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Ray Williams Sheet Metal Company Inc.	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) 59-3636626	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): 2535 St. Clair Street Jacksonville, FL	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 32254	ZIP Code
County of Residence or of the Principal Place of Business: Duval	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):

<p align="center">Type of Debtor (Form of Organization) (Check one box)</p> <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.)	<p align="center">Nature of Business (Check one box)</p> <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> <p align="center">Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> <p align="center">Nature of Debts (Check one box)</p> <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.
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<p align="center">Filing Fee (Check one box)</p> <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.	<p align="center">Chapter 11 Debtors</p> Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). 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).
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Statistical/Administrative Information

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

Estimated Number of Creditors

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

Estimated Assets

<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

Estimated Liabilities

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Ray Williams Sheet Metal Company Inc.
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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>
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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):

Ray Williams Sheet Metal Company 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 Attorney*

X /s/ Bryan K. Mickler FBN
Signature of Attorney for Debtor(s)

Bryan K. Mickler FBN 091790
Printed Name of Attorney for Debtor(s)

Law Offices of Mickler & Mickler
Firm Name

5452 Arlington Expressway
Jacksonville, FL 32211

Address

Email: court@planlaw.com

904.725.0822 Fax: 904.725.0855
Telephone Number

November 17, 2011
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:

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 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/ Raymond O. Williams, Jr.
Signature of Authorized Individual

Raymond O. Williams, Jr.
Printed Name of Authorized Individual

President
Title of Authorized Individual

November 17, 2011
Date

United States Bankruptcy Court
Middle District of Florida

In re Ray Williams Sheet Metal Company 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>
Alpha Equipment Sales & Rent 526 Stockton Street Jacksonville, FL 32204	Alpha Equipment Sales & Rent 526 Stockton Street Jacksonville, FL 32204	promissory note		64,000.00
Am Technical Solutions #890481 P.O. Box 12001 Dallas, TX 75312	Am Technical Solutions #890481 P.O. Box 12001 Dallas, TX 75312	open account		20,348.94
Capital One P O Box 71083 Charlotte, NC 28272-1083	Capital One P O Box 71083 Charlotte, NC 28272-1083	Credit card purchases		11,668.00
Commercial Insulation Co Inc 207 Lane Ave. South Jacksonville, FL 32254	Commercial Insulation Co Inc 207 Lane Ave. South Jacksonville, FL 32254	open account		13,441.00
Fleet Services P O Box 6293 Carol Stream, IL 60197-6293	Fleet Services P O Box 6293 Carol Stream, IL 60197-6293	open account		7,901.27
Florida Mechanical Systems 526 Stockton Street Jacksonville, FL 32204	Florida Mechanical Systems 526 Stockton Street Jacksonville, FL 32204	accounting services		32,921.00
Florida Mechanical Systems 526 Stockton Street Jacksonville, FL 32204	Florida Mechanical Systems 526 Stockton Street Jacksonville, FL 32204	Business premises - 2535 St Clair Street, Jacksonville, FL 32254		400,000.00 (189,000.00 secured) (76,440.27 senior lien)
Florida Mechanical Systems 526 Stockton Street Jacksonville, FL 32204	Florida Mechanical Systems 526 Stockton Street Jacksonville, FL 32204	line of credit		175,000.00
Ford Motor Credit P O Box 650575 Dallas, TX 75265-0575	Ford Motor Credit P O Box 650575 Dallas, TX 75265-0575	2011 Ford F150 work truck - 2 dr. base model		27,274.89 (19,500.00 secured)
Ford Motor Credit P O Box 650575 Dallas, TX 75265-0575	Ford Motor Credit P O Box 650575 Dallas, TX 75265-0575	2011 Ford F150 work truck - 2dr base model		24,872.81 (19,500.00 secured)

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>
Holbrook, Akel One Independent Drive Suite 2301 Jacksonville, FL 32202-5059	Holbrook, Akel One Independent Drive Suite 2301 Jacksonville, FL 32202-5059	open account		3,880.00
Impulse Air, Inc. P O Box 12273 Jacksonville, FL 32209-0273	Impulse Air, Inc. P O Box 12273 Jacksonville, FL 32209-0273	open account		8,892.00
Internal Revenue Service 400 W. Bay St. Attn Bankruptcy Dept Jacksonville, FL 32202	Internal Revenue Service 400 W. Bay St. Attn Bankruptcy Dept Jacksonville, FL 32202			10,650.00
Labor Finders (Ocala) P O Box 1106 Ocala, FL 34478-1106	Labor Finders (Ocala) P O Box 1106 Ocala, FL 34478-1106	open account		11,882.90
NB Handy P O Box 11258 Lynchburg, VA 24506-1258	NB Handy P O Box 11258 Lynchburg, VA 24506-1258	open account		5,389.00
Stan Weaver & Co. Inc. 4255 Emerson Street Jacksonville, FL 32207	Stan Weaver & Co. Inc. 4255 Emerson Street Jacksonville, FL 32207	open account		4,129.00
Tom Barrow Company P O Box 116406 Atlanta, GA 30368-6406	Tom Barrow Company P O Box 116406 Atlanta, GA 30368-6406	open account		9,440.00
Wells Fargo Bank, NA c/o Adams and Reese LLP 150 Second Avenue N. 17th Floor Saint Petersburg, FL 33701	Wells Fargo Bank, NA c/o Adams and Reese LLP 150 Second Avenue N. Saint Petersburg, FL 33701	promissory notes/line of credit accounts		667,200.00
Wells Fargo Bank, NA c/o Adams and Reese LLP 150 Second Avenue N. 17th Floor Saint Petersburg, FL 33701	Wells Fargo Bank, NA c/o Adams and Reese LLP 150 Second Avenue N. Saint Petersburg, FL 33701	open account		70,770.84
Wells Fargo Business Card P O Box 348750 Sacramento, CA 95834	Wells Fargo Business Card P O Box 348750 Sacramento, CA 95834	Credit card purchases		28,404.20

In re Ray Williams Sheet Metal Company Inc.
Debtor(s)

Case No. _____

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

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

I, the President 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 November 17, 2011

Signature /s/ Raymond O. Williams, Jr.
Raymond O. Williams, Jr.
President

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
Middle District of Florida**

In re Ray Williams Sheet Metal Company Inc.,
Debtor

Case No. _____

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 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	189,000.00		
B - Personal Property	Yes	12	309,226.72		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		533,596.21	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		10,750.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	8		1,163,995.93	
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		27			
Total Assets			498,226.72		
Total Liabilities				1,708,342.14	

**United States Bankruptcy Court
Middle District of Florida**

In re Ray Williams Sheet Metal Company Inc.,
Debtor

Case No. _____

Chapter 11

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)		

In re Ray Williams Sheet Metal Company Inc.
 Debtor

Case No. _____

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
Business premises - 2535 St Clair Street, Jacksonville, FL 32254	Fee simple	-	189,000.00	476,440.27

Sub-Total > **189,000.00** (Total of this page)
 Total > **189,000.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Ray Williams Sheet Metal Company Inc.

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 petitioner 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.		Business checking account at Vystar	-	10,010.00
		tax account at vystar	-	20.00
		payroll account at vystar	-	8,880.00
		savings account at vystar	-	40.00
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.		dental policy on employees	-	0.00
		life insurance rider for employees (\$25,000)	-	0.00
		Damage/Liability Policy for real property	-	0.00
		Worker's comp policy	-	0.00
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total >	18,950.00
			(Total of this page)	

2 continuation sheets attached to the Schedule of Personal Property

In re Ray Williams Sheet Metal Company Inc.

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
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.		ESOP Plan containing Ray Williams Sheet Metal stock only - value currently reflects book value	-	2,508.52
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.		See Exhibit "C"	-	67,840.20
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			
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			

Sub-Total > **70,348.72**
(Total of this page)

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

In re Ray Williams Sheet Metal Company Inc.
Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

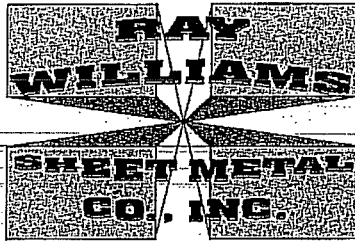
Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		State of Florida mechanical license through qualifier - not held by Debtor	-	0.00
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.		2011 Ford F150 work truck - 2dr base model	-	19,500.00
		2011 Ford F150 work truck - 2 dr. base model	-	19,500.00
		2005 Ford F150 -VIN 3922 - extended cab and bed, 2wd only	-	12,550.00
		2008 Dodge 1500 Pickup 4dr	-	17,500.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		See Exhibit "B"	-	39,128.00
29. Machinery, fixtures, equipment, and supplies used in business.		See Exhibit "A"	-	110,950.00
30. Inventory.		30 sheets of metal	-	800.00
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 >	219,928.00
(Total of this page)	
Total >	309,226.72

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

(Report also on Summary of Schedules)

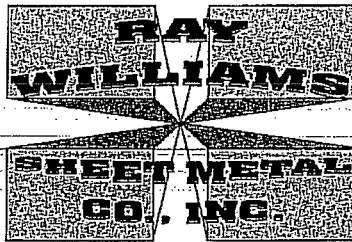
EXHIBIT A



SHEET METAL SHOP EQUIPMENT INVENTORY

Qty	Item Description	Model #	Serial #	Value
	CHICAGO 10ft Hydraulic Brake	S-B-103	111211	5,500.00
	CLAUSING 10ft 10ga Sheer	401832		7,500.00
	DURODYNE Flexible Duct Connector Dispenser	FDCC-2		800.00
	Rolling Lay-Out Table for Flexible Connector Cutter 8' x 2'			400.00
	DURODYNE Solid State Pin Spotter	PP-2	9032	700.00
	HYPERTHERM Power Max 900 Plasma Cutter			500.00
	LOCKFORMER 16ga Capacity Snaplock Machine		2834	4,000.00
	LOCKFORMER 22ga Capacity Pittsburgh Machine			3,500.00
	LOCKFORMER 60" Bead Roller Machine w/Drop Table			6,000.00
	LOCKFORMER 60" Insulation Cutter		1C1073	1,000.00
	LOCKFORMER Outside Tap Machine 26ga Capacity		3335	1,800.00
	LOCKFORMER S-Lock/Drive Self Sheering Machine		10606	6,500.00
	MILLER Portable Spot Welding Machine w/Stand	MSW-41T	LK090011K	1,400.00
2	MILLER Millermatic 140 Welder		LH020788N	1,000.00
	24" Male Pittsburgh Machine Hand Operated			600.00
	30" Drive Bending Machine Hand Operated			600.00
	Stand for Roller/Drive/Pittsburgh Machines			400.00
	GROOV-MASTER 10ft Ductboard Cutting Machine w/Drop Table 1" and 1.5" Capacity (Electric)	215T		4,000.00
	PLEXTO Hand Operated Bead Roller			900.00
	ROPER WITNEY 22ga 36" Hand Operated Rolling Machine	881D	4225-4-91	800.00
	SPEEDAIRE Compressor	5Z637A	LI/3/97-01180	1,300.00
	TENNSMITH 10' 16ga Brake Hand Operated w/Drop Table			2,000.00
	TENNSMITH 48" 16ga Metal Roll Machine	SR48	05300	4,300.00
	TENNSMITH 48" Pan/Box Brake 16ga Capacity			2,000.00
	VULCAN 1800 Plasma Cutting Table 10' x 5' w/Laptop & Programs			20,000.00
	8-Rack 10ft Tall Metal Rack for 10' x 5' Sheet Storage			2,500.00
	Leak Detector Test Unit (Pressure Test Machine)		5996-5 (tube #)	1,500.00
	HUSQVARNA 14" Gas Saw	K750		300.00
	DEWALT 14" Electric Chop Saw			200.00
	MAKITA 14" Electric Concrete Saw			300.00
2	Rolling Lay-Out Table 10' x 5'			1,200.00
	Rolling Lay-Out Table 4' x 5'			300.00
	Rolling Lay-Out Table w/Pipe Vise 8' x 4'			900.00
	12' x 6' Fab Table 1" Steel			1,500.00
	PROTEMP Kerosene Heater 175000 BTU	PT175T-KFA	8H38924	300.00
	MANITOWOC Ice Machine	C730S	110542470	1,200.00
	CAT Forklift	GP25	5AM06702	4,500.00
7	GENIE HighJack			1,750.00
6	Stackable HighJack			900.00
	Gangbox w/wheels 48" x 30" x 30" deep			200.00
2	JOBOX w/wheels 48" x 24" x 24" deep			300.00
2	JOBOX w/wheels 48" x 30" x 30" deep			400.00
	JOBOX w/wheels 48" x 30" x 44" deep			250.00
	JOBOX w/wheels 48" x 30" x 48" deep			300.00
	JOBOX w/wheels 48" x 48" x 30" deep			350.00

F x h l 1 A



SHEET METAL SHOP EQUIPMENT INVENTORY

PG 2 OF 2

Qty	Item Description	Model #	Serial #	Value
2	Step Ladder 10ft			200.00
	Step Ladder 12ft			150.00
	Ladder 4ft	207204		50.00
10	Ladder 8ft			750.00
	Ladder 10ft			100.00
6	Ladder 12ft			900.00
	RYOBI 6" Bench Grinder			150.00
	BOSCH Demolition Electric Hammer	1247	687002020	350.00
	BOSCH Brute Electric Jack Hammer	0611304139	590001541	400.00
	3-Ton Service Jack	T83002		100.00
2	Pallet Jack			500.00
2	Bottles Compressed Argon			600.00
2	30 gallon Propane Bottles			100.00
	DAYTON Vacuum	1UG82		50.00
	RIGID 20gal Shop Vac			25.00
	Shop Vac	WD06350		75.00
	Fire Blanket 6' x 6'			50.00
2	Hand Trucks			100.00
	30 gal Material Disposal Container			50.00
5	5-Step Steps for Trailer Access			500.00
	Ladder Rack for Short Bed Pickup Truck			100.00
	18' x 6' Mesh-Sided Dual Axle Trailer		30525	1,200.00
	16' x 6' Mesh-Sided Dual Axle HD Trailer			1,000.00
	8' x 4' Light Utility Single Axle Trailer			500.00
	16' x 7' Dual Axle Car Trailer			1,800.00
	45' x 8' Storage Trailer			1,500.00
	SMALL SHOP TOOLS & MISC			3,000.00
	TOTAL VALUE			110,950.00

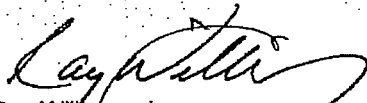

 Ray Williams, Jr.
 President
 Ray Williams Sheet Metal Co, Inc

EXHIBIT B

OFFICE INVENTORY

1 Computer	Dell D620 laptop	front	600
1 Computer	Dell D620 laptop	cw	600
1 Computer	Dell D620 laptop	dr	600
2 Computer	Dell D510 laptop	dl	1000
1 Computer	Dell D610 laptop	rw	470
1 Computer	custom tower	ww	610
1 Computer	custom tower	ww	900
1 Computer	dell tower dccy occy	dr	900
1 Computer	Dell D620 laptop	shop	600
1 Computer	Dell D620 laptop	shop	600
2 monitor flat screen	soyo		300
1 monitor flat screen	dell 2007/wfpb ac100 240volt		200
1 monitor flat screen	acer v193w	ww	186
1 monitor flat screen	sony 15"	ww	150
1 software	maxwell estimation	ww	10000
1 software	vulcan 6xp	shop	5000
12 Avaya Phones 18D	multi line multi extension		1620
1 microwave			50
14 desk chairs	various sizes models		700
2 2 drawer file cabinets			100
6 4 drawer file cabinets			300
2 black file cabinets			300
1 plotter printer	3' x 53"		3730
1 printer	hp designjet 500		60
1 printer	hp 1040 fax/phone/print		100
1 printer	xerox xd100		115
2 printer	hp 693c		120
1 fax copier	hp v40		52
1 printer	x4875		100
1 printer	x4875		100

Exhibit "B"

1 printer	dell 720		30
2 printer	epson 88+	stylus 88+	160
1 wall mount plan rack			550
1 office desk	oak wood L shape	70 x 85	350
1 office desk	cherry L shaped	6' x 64	400
1 bookcase	cherry	71x 29	200
1 office desk	white wood cherry top	31x66x30	450
1 bookcase	white wood cherry top	29x53x16	350
1 office desk	cherry executive style	70 x 3'	200
1 bookcase	cherry wood (wall Size)	99x6'7	500
1 bookcase	cherry wood	11x45	150
1 office desk	oak wood L shape	70x6'10	400
1 office desk	oak wood	30x59	150
1 bookcase	oak wood	37x12	75
1 office desk	oak wood L shape	7'x70	300
1 bookcase	black	12x28	50
1 office desk	light oak/maple	24 x 60	75
1 printer roller table stand	24x27		50
1 printer table stand	16x27		50
1 Lathern Time Clock	Model 1500e		200
1 Drawing table	Cherry L shaped	8'4 x 8'	300
1 Drawing table	cherry	31x13'9	400
1 Drawing table		37 x 12'7	450
1 Drawing table		41 x 8'2	350
1 Drawing table	cherry	43 x 7'6	300
1 Drawing table	cherry	37 x 7'1	250
1 Drawing table	cherry	37 x 8'8	250
1 Drawing table	cherry	37 x 7'9	250
1 Drawing table	cherry	29 x 7'1	225
1 Drawing table	white	43 x 64	250
1 Drawing table	gray	37x66	250
1 Drawing table	gray	37x64	250

2 park benches
1 metal storage cabinet

metal with wood slatts

6' x 3'

100
100

EXHIBIT C

11/11/2011

CUST	JOB	REF	INVOICE	DATE	BALANCE DUE	CURRENT	OVER 30	OVER 60	OVER 90	REMENTION
00021	DICKY SMITH & COMPANY INC									
	002111	1		10/20/2011	421.90	3,797.10				421.90
	002111			10/20/2011	4,219.00	3,797.10				421.90
	CUSTOMER TOTALS									

CUST	JOB	REF	INVOICE	DATE	BALANCE DUE	CURRENT	OVER 30	OVER 60	OVER 90	REMENTION
00050	W W GAY MECHANICAL									
	001111	7		9/14/2011	705.32	9,173.30				
	001211	7		9/14/2011	558.80	558.80				
	001711	R		10/31/2011	9,173.30	8,280.88				
	001711	4		10/31/2011	8,280.88	17,454.18				
	CUSTOMER TOTALS						1,264.12			

CUST	JOB	REF	INVOICE	DATE	BALANCE DUE	CURRENT	OVER 30	OVER 60	OVER 90	REMENTION
00276	SPADES CONTRACTORS CORP									
	002310	R		10/01/2011	6,640.19		6,640.19			
	002310	8		7/29/2011	8,980.93		1,069.35			8,980.93
	002310	9		10/01/2011	1,069.35		7,709.54			8,980.93
	CUSTOMER TOTALS									

CUST	JOB	REF	INVOICE	DATE	BALANCE DUE	CURRENT	OVER 30	OVER 60	OVER 90	REMENTION
00312	MALLEN CONSTRUCTION, INC.									
	001411	R		8/09/2011	1,719.99					1,719.99
	CUSTOMER TOTALS									1,719.99

CUST	JOB	REF	INVOICE	DATE	BALANCE DUE	CURRENT	OVER 30	OVER 60	OVER 90	REMENTION
00627	PINKERTON & LAWS OF FL									
	001311	R		6/07/2011	1,826.60					1,826.60
	001511			6/21/2011	14,906.00					
	001511	PD VENDORS		11/08/2011	25,364.73-	25,364.73-				
	001511	3		8/21/2011	13,835.53					
	001511	4		9/21/2011	11,529.20		11,529.20			
	001511	5		10/21/2011	8,809.84					
	CUSTOMER TOTALS						11,529.20		13,835.53	1,826.60

CUST	JOB	REF	INVOICE	DATE	BALANCE DUE	CURRENT	OVER 30	OVER 60	OVER 90	REMENTION
01595	R & K MECHANICAL, INC.									
	371011	1		5/04/2011	450.00					450.00
	CUSTOMER TOTALS									450.00

CUST	JOB	REF	INVOICE	DATE	BALANCE DUE	CURRENT	OVER 30	OVER 60	OVER 90	REMENTION
05004	JOHN ERICKSON EMT.									
	371018	1		8/17/2011	500.00					500.00
	CUSTOMER TOTALS									500.00

* TYPE TOTALS *

67,840.20 4,696.39 20,502.86 14,335.53 12,977.52 15,327.90

In re Ray Williams Sheet Metal Company Inc.
Debtor

Case No. _____

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
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No. _____ Florida Mechanical Systems 526 Stockton Street Jacksonville, FL 32204								
		12/14/2010						
		second mortgage						
		Business premises - 2535 St Clair Street, Jacksonville, FL 32254						
		Value \$	189,000.00				400,000.00	287,440.27
Account No. 46461337 Ford Motor Credit P O Box 650575 Dallas, TX 75265-0575	X							
		Purchase Money Security						
		2011 Ford F150 work truck - 2dr base model						
		Value \$	19,500.00				24,872.81	5,372.81
Account No. 46455000 Ford Motor Credit P O Box 650575 Dallas, TX 75265-0575	X							
		Purchase Money Security						
		2011 Ford F150 work truck - 2 dr. base model						
		Value \$	19,500.00				27,274.89	7,774.89
Account No. 233085 -6032738 TD Auto Finance P O Box 9001888 Louisville, KY 40290-1888								
		2008 Dodge 1500 Pickup 4dr						
		Value \$	17,500.00				5,008.24	0.00
Subtotal								
(Total of this page)							457,155.94	300,587.97

1 continuation sheets attached

In re Ray Williams Sheet Metal Company Inc.,
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	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 WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No. 16-2011 CA-9330	X -		First Mortgage					
Wells Fargo Bank, N.A. c/o Adams and Reese LLP 150 Second Avenue N. 17th Floor Saint Petersburg, FL 33701			Business premises - 2535 St Clair Street, Jacksonville, FL 32254					
			Value \$ 189,000.00				76,440.27	0.00
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							76,440.27	0.00
Total (Report on Summary of Schedules)							533,596.21	300,587.97

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

Total
(Report on Summary of Schedules)

Subtotal (Total of this page)		76,440.27	0.00
Total (Report on Summary of Schedules)		533,596.21	300,587.97

In re Ray Williams Sheet Metal Company Inc.

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 \$11,725* 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 \$5,775* 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 \$2,600* 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).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Ray Williams Sheet Metal Company Inc.
Debtor

Case No. _____

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

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	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	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	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. 59-3636626 Internal Revenue Service 400 W. Bay St. Attn Bankruptcy Dept Jacksonville, FL 32202			3q 2011 940 and 941 taxes				10,650.00	0.00
		-					10,650.00	10,650.00
Account No. 59-3636626 State of Georgia Dept of Rev 1800 Century Center Blvd NE Atlanta, GA 30345			state unemployment tax 2010				100.00	0.00
		-					100.00	100.00
Account No.								
Account No.								
Account No.								
Subtotal (Total of this page)							10,750.00	0.00
Total (Report on Summary of Schedules)							10,750.00	0.00
							10,750.00	10,750.00

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

In re Ray Williams Sheet Metal Company Inc.
Debtor

Case No. _____

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	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. 9/19/2011 Alpha Equipment Sales & Rent 526 Stockton Street Jacksonville, FL 32204	X	-				64,000.00
Account No. Ray Williams Am Technical Solutions #890481 P.O. Box 12001 Dallas, TX 75312	-					20,348.94
Account No. 619272 Baker Distributing Co. P O Box 409635 Atlanta, GA 30384-9635	-					579.38
Account No. 4287 Bernie's Tool & Fastener Svc 4211 Highway Avenue Jacksonville, FL 32254	-					3,698.78
Subtotal (Total of this page)						88,627.10

7 continuation sheets attached

In re Ray Williams Sheet Metal Company Inc.
Debtor

Case No. _____

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. 4115 0791 1257 9089 Capital One P O Box 71083 Charlotte, NC 28272-1083			Credit card purchases				11,668.00	
Account No. 196515 Carrier Enterprises LLC P O Box 905265 Charlotte, NC 28217			open account				1,975.19	
Account No. 8495 74 123 1685482 Comcast P O Box 530098 Atlanta, GA 30353-0098			open account				508.78	
Account No. Commercial Insulation Co Inc 207 Lane Ave. South Jacksonville, FL 32254			open account				13,441.00	
Account No. 309148 De Lage Financial Services 1111 Old Eagle School Rd. Wayne, PA 19087			open account -Copier rent				1,370.52	
Sheet no. <u>1</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	28,963.49

In re Ray Williams Sheet Metal Company Inc.
Debtor

Case No. _____

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. 443236 Fleet One, LLC MSC 30425 P O Box 415000 Nashville, TN 37241-5000			open account				1,732.99	
Account No. Fleet Services P O Box 6293 Carol Stream, IL 60197-6293		-	open account				7,901.27	
Account No. 641200 Florida Mechanical Systems 526 Stockton Street Jacksonville, FL 32204	X	-	line of credit				175,000.00	
Account No. Florida Mechanical Systems 526 Stockton Street Jacksonville, FL 32204		-	accounting services				32,921.00	
Account No. 855333423 Grainger P O Box 419267 Kansas City, MO 64141-6267		-	open account				149.00	
Sheet no. <u>2</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	217,704.26

In re Ray Williams Sheet Metal Company Inc.
Debtor

Case No. _____

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. 7817-061041 Holbrook, Akel One Independent Drive Suite 2301 Jacksonville, FL 32202-5059		-	open account				3,880.00	
Account No. 35093 HUB Industrial Supply P O Box 3609 Lake City, FL 32056		-	open account				446.05	
Account No. 2167752 Hunter Warfield 4620 Woodland Corp. Blvd. Tampa, FL 33614		-	open account				1,327.55	
Account No. 2105 Impulse Air, Inc. P O Box 12273 Jacksonville, FL 32209-0273		-	open account				8,892.00	
Account No. 11820 Johnstone Supply 2700 SW 3rd Place Ocala, FL 34471-8871		-	open account				2,520.99	
Sheet no. <u>3</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	17,066.59

In re Ray Williams Sheet Metal Company Inc.,
Debtor

Case No. _____

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. 25-16-1188			open account					
Labor Finders (Ocala) P O Box 1106 Ocala, FL 34478-1106		-					11,882.90	
Account No. 21118552			open account					
Mobile Mini, Inc. P O Box 79149 Phoenix, AZ 85062-9149		-					785.95	
Account No. 201160			open account					
NB Handy P O Box 11258 Lynchburg, VA 24506-1258	X	-					5,389.00	
Account No. 18231900			open account					
NFC - Construction & Rental 526 Stockton Street Jacksonville, FL 32204		-					3,609.00	
Account No. 1996			open account					
Register Insulation Inc. 697 George Morris Rd. Vidalia, GA 30474		-					1,580.00	
Sheet no. <u>4</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	23,246.85

In re Ray Williams Sheet Metal Company Inc.,
Debtor

Case No. _____

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. RW01 Sissine's Office Systems 6123 Philips Highway Jacksonville, FL 32216		-	open account				457.28	
Account No. 279878 Solantic of Jax LLC P O Box 741048 Atlanta, GA 30384-1048		-	open account				420.00	
Account No. 3-0687-3509288 Southland Waste Systems 687 P O Box 9001099 Louisville, KY 40290-1099		-	open account				339.01	
Account No. 027428 Stan Weaver & Co. Inc. 4255 Emerson Street Jacksonville, FL 32207		-	open account				4,129.00	
Account No. 502168 Strate Welding Supply Co Inc 29 S. McDuff Avenue Jacksonville, FL 32254		-	open account				256.79	
Sheet no. <u>5</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	5,602.08

In re Ray Williams Sheet Metal Company Inc.
Debtor

Case No. _____

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. 31033 Sunbelt Rentals Inc. P O Box 409211 Atlanta, GA 30384-9211			open account				2,527.70	
Account No. 2459667 Superior Plus Construction dba Specialty Products P O Box 12-0203 Dallas, TX 75312-0203			open account				2,055.11	
Account No. 2102 Tom Barrow Company P O Box 116406 Atlanta, GA 30368-6406			open account				9,440.00	
Account No. Wells Fargo Bank, NA c/o Adams and Reese LLP 150 Second Avenue N. 17th Floor Saint Petersburg, FL 33701			promissory notes/line of credit accounts				667,200.00	
Account No. Wells Fargo Bank P O Box 202902 Dallas, TX 75320-2902			Representing: Wells Fargo Bank, NA				Notice Only	
Sheet no. <u>6</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	681,222.81

In re Ray Williams Sheet Metal Company Inc.
Debtor

Case No. _____

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. Wells Fargo Bank, NA c/o Adams and Reese LLP 150 Second Avenue N. 17th Floor Saint Petersburg, FL 33701		-	open account				70,770.84
Account No. Wells Fargo Bank P O Box 202902 Dallas, TX 75320			Representing: Wells Fargo Bank, NA				Notice Only
Account No. Wells Fargo Bank, NA c/o Adams and Reese LLP 150 Second Avenue N. 17th Floor Saint Petersburg, FL 33701		-	open account				2,387.71
Account No. Wells Fargo Bank P O Box 202902 Dallas, TX 75320			Representing: Wells Fargo Bank, NA				Notice Only
Account No. 4312 4754 6567 2813 Wells Fargo Business Card P O Box 348750 Sacramento, CA 95834		-	Credit card purchases				28,404.20

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

Subtotal
(Total of this page)

101,562.75

Total
(Report on Summary of Schedules)

1,163,995.93

In re Ray Williams Sheet Metal Company Inc.
Debtor

Case No. _____

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.
De Lage Financial Services 1111 Old Eagle School Rd. Wayne, PA 19087	Copier lease - 60 months as of 5/12/2009

In re Ray Williams Sheet Metal Company Inc.

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
Raymond and Cheryl Williams 2535 St. Clair Street Jacksonville, FL 32254	Florida Mechanical Systems 526 Stockton Street Jacksonville, FL 32204
Raymond and Cheryl Williams 2535 St. Clair Street Jacksonville, FL 32254	Alpha Equipment Sales & Rent 526 Stockton Street Jacksonville, FL 32204
Raymond O. Williams, Jr. 2535 St. Clair St. Jacksonville, FL 32254	Wells Fargo Bank, N.A. c/o Adams and Reese LLP 150 Second Avenue N. 17th Floor Saint Petersburg, FL 33701
Raymond Williams 2535 St. Clair Street Jacksonville, FL 32254	Ford Motor Credit P O Box 650575 Dallas, TX 75265-0575
Raymond Williams 2535 St. Clair Street Jacksonville, FL 32254	Ford Motor Credit P O Box 650575 Dallas, TX 75265-0575
Raymond Williams 2535 St. Clair Street Jacksonville, FL 32254	NB Handy P O Box 11258 Lynchburg, VA 24506-1258

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_____ continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court
Middle District of Florida**

In re Ray Williams Sheet Metal Company Inc.
Debtor(s)

Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President 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 29 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date November 17, 2011

Signature /s/ Raymond O. Williams, Jr.
Raymond O. Williams, Jr.
President

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
Middle District of Florida**

In re Ray Williams Sheet Metal Company Inc.
Debtor(s)

Case No. _____
Chapter 11

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
\$0.00	2009 - gross income (net loss)
\$0.00	2010 - gross income (net loss)
\$1,110,571.00	2011 gross income as of 8/31/2011 latest financial

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 credit 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 <input type="checkbox"/> b. <i>Debtor whose debts are not primarily consumer debts:</i> 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 \$5,850*. 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 credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other 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 CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Stan Weaver and Co. 4255 Emerson St. Jacksonville, FL 32207	8/22/2011	\$15,807.00	\$0.00
Impulse Air, Inc. P O Box 12273 Jacksonville, FL 32209-0273	8/22/2011	\$7,258.00	\$8,892.00
Seasons 4 Inc. 4500 Industrial Access Rd Douglasville, GA 30134	8/23/2011	\$149,718.82	\$0.00
Metal Mart Systems, Inc. 255 Century Blvd. Bartow, FL 33830	8/23/2011	\$16,399.45	\$0.00
Captive Air P.O. Box 60270 Charlotte, NC 28260	8/23/2011	\$21,670.91	\$0.00
Jiudicy, Inc. P O Box 271508 Tampa, FL 33688	8/24/2011	\$5,863.00	\$0.00
Commercial Duct Systems 9707 Williams Rd. Thonotosassa, FL 33592	9/19/2011	\$5,880.00	\$0.00
Old Dominion Insurance P.O. Box 2004 Keene, NH 03431	9/19/2011	\$8,312.22	\$0.00
Trane 6000 Feldwood Rd Atlanta, GA 30349	10/16/2011	\$12,021.07	\$0.00
Commercial Insulation Co Inc 207 Lane Ave. South Jacksonville, FL 32254	10/6/2011	\$9,133.00	\$13,441.00

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Metal Mart Systems, Inc. 255 Century Blvd. Bartow, FL 33830	10/13/2011	\$16,399.45	\$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
Wells Fargo Bank, NA v Ray Williams Sheet Metal Company, Inc., etc.; 16-2011-CA-9330	foreclosure	Circuit Court, Duval County, FL	pending

- 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
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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
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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
Law Offices of Mickler & Mickler 5452 Arlington Expressway Jacksonville, FL 32211	11/2011 by Debtor	\$11,050 total. \$1046 costs; \$10,004 fees

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
Ford Motor Credit P O Box 650575 Dallas, TX 75265-0575 trade in	4/2011	traded in 14 vehicles to purchase 2 new pickups. Downsized company to save money. List attached.
subcontractor	6/2011	Sold Office Trailer for \$2500
none		

- 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
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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
Wells Fargo Bank, N.A. c/o Adams and Reese LLP 150 Second Avenue N. 17th Floor Saint Petersburg, FL 33701	closed tax, payroll, operating and credit card accounts	10/2011 - total of \$12 in accounts when closed. Debtor received funds and deposited in Vystar

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
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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
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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
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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
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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
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- 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
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- 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
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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
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- 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
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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
Carol King
526 Stockton Street
Jacksonville, FL 32204

James Matthews CPA
2104 Park St.
Jacksonville, FL 32204

DATES SERVICES RENDERED
monthly accounting and payables

yearly tax returns and 940/941 filings with IRS quarterly

- 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
James Matthews, CPA

ADDRESS
2104 Park St.
Jacksonville, FL 32204

Carol King

526 Stockton Street
Jacksonville, FL 32204

- 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
Florida Mechanical Systems
526 Stockton Street
Jacksonville, FL 32204

DATE ISSUED
12/2010

Wells Fargo Bank, N.A.
c/o Adams and Reese LLP
150 Second Avenue N.
17th Floor
Saint Petersburg, FL 33701

7/2007

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
10/2011

INVENTORY SUPERVISOR
Ray Williams

DOLLAR AMOUNT OF INVENTORY
 (Specify cost, market or other basis)
\$800 of sheet metal

- 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
10/2011

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
Raymond Williams
2535 St. Clair St.
Jacksonville, FL 32254

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
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- 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
Raymond O. Williams, Jr. 2535 St. Clair St. Jacksonville, FL 32254	President	54% common stock - 2000 shares total of common stock issued
Ray Williams Sheet Metal Company, Inc. Employee Stock Ownership Plan and Trust 2535 Clair St. Jacksonville, FL 32254	ESOP plan	46% of common stock
Cheryl D. Williams 2535 St. Clair St. Jacksonville, FL 32254	Secretary	0% stock

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
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- 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
Drew Lindsay	Vice President	11/2010 - voluntarily left company

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
Raymond O. Williams, Jr. 2535 Clair St. Jacksonville, FL 32254 President	weekly net salary of \$2076 for past 12 months	

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Cheryl Williams 2535 St. Clair St. Jacksonville, FL 32254 Secretary	weekly salary of \$299 net for past 12 months. Stopped as of November 1, 2011.	
Cheryl D. Williams 2535 St. Clair St. Jacksonville, FL 32254 secretary	loan repayments	4 loan repayments during past 12 months of \$1000 each

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 TAXPAYER IDENTIFICATION NUMBER (EIN)

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 November 17, 2011

Signature /s/ Raymond O. Williams, Jr.
Raymond O. Williams, Jr.
President

[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

ACV

Truck#	Description	VIN #	Mileage	Payoff	KBB-good
13	06 Ford F-250 SD White XL X-Cab V-8 5.4 Vinyl Seats LWB	1FTSX20546ED65904	172,144	3,040.00	9,975.00
14	06 Ford F-250 SD White XL X-Cab V-8 5.4 Vinyl Seats LWB	1FTSX20556ED65894	127,318	3,053.00	7,875.00
16	07 Ford F-250 SD White XL X-Cab V-8 5.4 Vinyl Seats LWB	1FTSX20567EA82793	100,660	4,196.00	10,500.00
20	08 Ford F-250 SD White XLT X-Cab V-8 5.4 Cloth Seats SWB	1FTNX20588EA90831	170,600	11,031.00	9,650.00
21	07 Dodge 1500 White SLT / Quad Cab 4.7 V-8 Flex Fuel SWB	1D7HA18P27S130146	116,000	2,289.16	8,375.00
23	07 Dodge 1500 White SLT Reg Cab 4.7 V-8 Flex Fuel Cloth Seats	1D7HA16P77J536707	87,207	1,987.36	7,450.00
24	07 Ford F-150 White XL X-Cab V-8 4.6 Cloth Seats SWB	1FTRX12W17KD51878	131,100	3,301.00	7,475.00
25	07 Dodge 2500 White Heavy Duty Hemi 5.7 Reg Cab Vinyl Seats	3D6WR26D97G759087	133,500	6,260.10	7,950.00
31	07 Dodge 2500 White Heavy Duty Hemi 5.7 Reg Cab Vinyl Seats	3D6WR26D77G759086	64,018	11,086.00	12,250.00
32	07 Dodge 1500 4WD Vanilla SLT / Quad Cab Hemi 5.7 20"s	1D7HU18227J614013	114,800	10,140.67	9,050.00
Ray's	08 Ford F-250 SD Black Lariat Crew V-8 5.4 4WD	1FTSW21548EA38316	75,600	27,960.00	26,645.00

3,300

4,000

5,500

4,100

6,500

6,500

5,000

5,500

7,000

10,000

19,000

TOTALS 84,344.29 113,195.00

**United States Bankruptcy Court
Middle District of Florida**

In re Ray Williams Sheet Metal Company 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
ESOP Plan and Trust 2535 St. Clair St. Jacksonville, FL 32254	common	920	
Raymond O. Williams Jr. 2535 St. Clair St. Jacksonville, FL 32254	common	1080	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President 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 November 17, 2011

Signature /s/ Raymond O. Williams, Jr.
Raymond O. Williams, Jr.
President

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
Middle District of Florida**

In re Ray Williams Sheet Metal Company Inc.
Debtor(s)

Case No. _____
Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the President 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 17, 2011

/s/ Raymond O. Williams, Jr.
Raymond O. Williams, Jr./President
Signer/Title

Ray Williams Sheet Metal Company Inc. Commercial Insulation Co Inc
2535 St. Clair Street
Jacksonville, FL 32254

207 Lane Ave. South
Jacksonville, FL 32254

Hunter Warfield
4620 Woodland Corp. Blvd.
Tampa, FL 33614

Bryan K. Mickler FBN
Law Offices of Mickler & Mickler
5452 Arlington Expressway
Jacksonville, FL 32211

De Lage Financial Services
1111 Old Eagle School Rd.
Wayne, PA 19087

Impulse Air, Inc.
P O Box 12273
Jacksonville, FL 32209-0273

Alpha Equipment Sales & Rent
526 Stockton Street
Jacksonville, FL 32204

Fleet One, LLC
MSC 30425
P O Box 415000
Nashville, TN 37241-5000

Internal Revenue Service
400 W. Bay St.
Attn Bankruptcy Dept
Jacksonville, FL 32202

Am Technical Solutions
#890481
P.O. Box 12001
Dallas, TX 75312

Fleet Services
P O Box 6293
Carol Stream, IL 60197-6293

Johnstone Supply
2700 SW 3rd Place
Ocala, FL 34471-8871

Baker Distributing Co.
P O Box 409635
Atlanta, GA 30384-9635

Florida Mechanical Systems
526 Stockton Street
Jacksonville, FL 32204

Labor Finders (Ocala)
P O Box 1106
Ocala, FL 34478-1106

Bernie's Tool& Fastener Svc
4211 Highway Avenue
Jacksonville, FL 32254

Ford Motor Credit
P O Box 650575
Dallas, TX 75265-0575

Mobile Mini, Inc.
P O Box 79149
Phoenix, AZ 85062-9149

Capital One
P O Box 71083
Charlotte, NC 28272-1083

Grainger
P O Box 419267
Kansas City, MO 64141-6267

NB Handy
P O Box 11258
Lynchburg, VA 24506-1258

Carrier Enterprises LLC
P O Box 905265
Charlotte, NC 28217

Holbrook, Akel
One Independent Drive
Suite 2301
Jacksonville, FL 32202-5059

NFC - Construction & Rental
526 Stockton Street
Jacksonville, FL 32204

Comcast
P O Box 530098
Atlanta, GA 30353-0098

HUB Industrial Supply
P O Box 3609
Lake City, FL 32056

Raymond and Cheryl Williams
2535 St. Clair Street
Jacksonville, FL 32254

Raymond O. Williams, Jr.
2535 St. Clair St.
Jacksonville, FL 32254

Sunbelt Rentals Inc.
P O Box 409211
Atlanta, GA 30384-9211

Raymond Williams
2535 St. Clair Street
Jacksonville, FL 32254

Superior Plus Construction
dba Specialty Products
P O Box 12-0203
Dallas, TX 75312-0203

Register Insulation Inc.
697 George Morris Rd.
Vidalia, GA 30474

TD Auto Finance
P O Box 9001888
Louisville, KY 40290-1888

Sissine's Office Systems
6123 Philips Highway
Jacksonville, FL 32216

Tom Barrow Company
P O Box 116406
Atlanta, GA 30368-6406

Solantic of Jax LLC
P O Box 741048
Atlanta, GA 30384-1048

Wells Fargo Bank
P O Box 202902
Dallas, TX 75320-2902

Southland Waste Systems 687
P O Box 9001099
Louisville, KY 40290-1099

Wells Fargo Bank
P O Box 202902
Dallas, TX 75320

Stan Weaver & Co. Inc.
4255 Emerson Street
Jacksonville, FL 32207

Wells Fargo Bank, N.A.
c/o Adams and Reese LLP
150 Second Avenue N.
17th Floor
Saint Petersburg, FL 33701

State of Georgia Dept of Rev
1800 Century Center Blvd NE
Atlanta, GA 30345

Wells Fargo Bank, NA
c/o Adams and Reese LLP
150 Second Avenue N.
17th Floor
Saint Petersburg, FL 33701

Strate Welding Supply Co Inc
29 S. McDuff Avenue
Jacksonville, FL 32254

Wells Fargo Business Card
P O Box 348750
Sacramento, CA 95834

**United States Bankruptcy Court
Middle District of Florida**

In re Ray Williams Sheet Metal Company Inc.
Debtor(s)

Case No. _____
Chapter 11

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>15,000.00</u>
Prior to the filing of this statement I have received	\$	<u>10,004.00</u>
Balance Due	\$	<u>4,996.00</u>

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

Debtor Other (specify):

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

Debtor Other (specify):

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

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

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

- 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.

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

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

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 17, 2011

/s/ Bryan K. Mickler FBN
Bryan K. Mickler FBN 091790
Law Offices of Mickler & Mickler
5452 Arlington Expressway
Jacksonville, FL 32211
904.725.0822 Fax: 904.725.0855
court@planlaw.com

**United States Bankruptcy Court
Middle District of Florida**

In re Ray Williams Sheet Metal Company Inc.
Debtor(s)

Case No. _____
Chapter 11

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 Ray Williams Sheet Metal Company Inc. 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 17, 2011
Date

/s/ Bryan K. Mickler FBN
Bryan K. Mickler FBN 091790
Signature of Attorney or Litigant
Counsel for Ray Williams Sheet Metal Company Inc.
Law Offices of Mickler & Mickler
5452 Arlington Expressway
Jacksonville, FL 32211
904.725.0822 Fax:904.725.0855
court@planlaw.com