

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF GEORGIA

Case number (if known) Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name NexxPhase, Inc.

2. All other names debtor used in the last 8 years Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 27-1280024

4. Debtor's address Principal place of business Mailing address, if different from principal place of business 3565 Piedmont Road Building Two, Suite 104 Atlanta, GA 30305 Fulton County Location of principal assets, if different from principal place of business

5. Debtor's website (URL)

6. Type of debtor Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) Partnership (excluding LLP) Other. Specify:

Debtor **NexxPhase, Inc.**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Attachment	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **NexxPhase, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, 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.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

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

More than 100,000

15. Estimated Assets

\$0 - \$50,000

\$50,001 - \$100,000

\$100,001 - \$500,000

\$500,001 - \$1 million

\$1,000,001 - \$10 million

\$10,000,001 - \$50 million

\$50,000,001 - \$100 million

\$100,000,001 - \$500 million

\$500,000,001 - \$1 billion

\$1,000,000,001 - \$10 billion

\$10,000,000,001 - \$50 billion

More than \$50 billion

16. Estimated liabilities

\$0 - \$50,000

\$50,001 - \$100,000

\$100,001 - \$500,000

\$500,001 - \$1 million

\$1,000,001 - \$10 million

\$10,000,001 - \$50 million

\$50,000,001 - \$100 million

\$100,000,001 - \$500 million

\$500,000,001 - \$1 billion

\$1,000,000,001 - \$10 billion

\$10,000,000,001 - \$50 billion

More than \$50 billion

Debtor NexxPhase, Inc. Case number (if known) _____
Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
I have been authorized to file this petition on behalf of the debtor.
I have examined the information in this petition and have a reasonable belief that the information is true and correct.
I declare under penalty of perjury that the foregoing is true and correct.
Executed on July 14, 2016
MM / DD / YYYY

/s/ D. Alan Quarterman
Signature of authorized representative of debtor
Title CEO

D. Alan Quarterman
Printed name

18. Signature of attorney

/s/ Ashley Reynolds Ray
Signature of attorney for debtor

Date July 14, 2016
MM / DD / YYYY

Ashley Reynolds Ray
Printed name

Scroggins & Williamson, P.C.
Firm name

4401 Northside Parkway
Suite 450
Atlanta, GA 30327
Number, Street, City, State & ZIP Code

Contact phone 404-893-3880 Email address centralstation@swlawfirm.com

601559
Bar number and State

Debtor **NexxPhase, Inc.** Case number (if known) _____
 Name

Fill in this information to identify your case:

United States Bankruptcy Court for the:
 NORTHERN DISTRICT OF GEORGIA

Case number (if known) _____ Chapter 11

Check if this an amended filing

FORM 201. VOLUNTARY PETITION
Pending Bankruptcy Cases Attachment

Debtor	CustomerLinx of North Carolina, Inc.		Relationship to you	Affiliate
District	Northern District of Georgia	When 6/28/16	Case number, if known	16-61229
Debtor	Microdyne Outsourcing, Inc.		Relationship to you	Affiliate
District	Northern District of Georgia	When 6/28/16	Case number, if known	16-61231
Debtor	NexxLinx Corporation, Inc.		Relationship to you	Affiliate
District	Northern District of Georgia	When 6/28/16	Case number, if known	16-61225
Debtor	NexxLinx Global, Inc.		Relationship to you	Affiliate
District	Northern District of Georgia	When 6/28/16	Case number, if known	16-61233
Debtor	NexxLinx of New York, Inc.		Relationship to you	Affiliate
District	Northern District of Georgia	When 6/28/16	Case number, if known	16-61234
Debtor	NexxLinx of Texas, Inc.		Relationship to you	Affiliate
District	Northern District of Georgia	When 6/28/16	Case number, if known	16-61236

**CERTIFIED COPY OF RESOLUTIONS
OF THE BOARD OF DIRECTORS
OF NEXXPHASE, INC.**

JULY 13, 2016

This is to certify that, at an emergency meeting of the Board of Directors (the "Board") of NexxPhase, Inc., a Delaware corporation (the "Company"), conducted on July 13, 2016, at which a quorum was present, the following resolutions were duly adopted:

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, equity holders, employees, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Code");

RESOLVED, that Alan Quarterman, the Company's Chief Executive Officer, and each and every other officer of the Company and their designees (each, an "Authorized Officer" and together, the "Authorized Officers"), are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify a petition under chapter 11 of the Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Georgia, at such time as said officer executing the same shall determine and in such form as such Authorized Officer may approve (such approval to be conclusively evidenced by the execution of the petition);

RESOLVED, that the firm of Scroggins & Williamson, P.C., with an office currently located in Atlanta, Georgia, be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under chapter 11 of the Code and to pay to Scroggins & Williamson, P.C. reasonable compensation for services rendered in connection with such engagement;

RESOLVED, that the firm of GGG Partners, LLC, with an office currently located in Atlanta, Georgia, be, and it hereby is, employed as financial consultants for the Company under a general retainer in connection with the Company's case under chapter 11 of the Code and to pay to GGG Partners, LLC reasonable compensation for services rendered in connection with such engagement;

RESOLVED, that each of the Authorized Officers, or their designate, be, and each of them hereby is, authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, and other papers, to take any and all such other and further actions which the Authorized Officers or the Company's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under chapter 11 of the Code, including, but not limited to, motions to obtain the use of cash collateral and to incur debtor in possession financing, and to take and perform any and all further acts and deeds which they deem necessary, proper and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case;

RESOLVED, that each of the Authorized Officers, or their designate, be, and each of them hereby is, authorized to cause the Company, and the Company is hereby authorized, to incur post-petition secured and super-priority indebtedness in an amount determined to be necessary or advisable by either such Authorized Officers, and each such Authorized Officer or designate is hereby authorized to negotiate, execute and deliver definitive loan documentation evidencing such indebtedness (the "Post-Petition Credit Agreement"), and the Company is authorized to perform all of the obligations and agreements of the "Borrower" thereunder (including the repayment of any amount owing thereunder) and to consummate the transactions contemplated thereby, and each such Authorized Officer or designate is hereby authorized to negotiate, make, sign, execute, acknowledge, deliver and perform any and all such other instruments and agreements which they deem necessary, proper and desirable in connection therewith, including (without limitation) a security agreement and pledge agreement, pursuant to which all of the assets of the Company will be pledged to the lenders as collateral under the Post-Petition Credit Agreement, in each case, in such forms and with such changes, modifications or additions thereto as the executing Authorized Officer or designate shall approve in his or her sole discretion (such approval to be conclusively evidenced by the execution of the Post-Petition Credit Agreement and such other instruments and agreements);


RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to employ and retain on behalf of the Company additional financial advisors, accountants, public relations advisors and other professionals, to advise the Company in connection with its case under chapter 11 of the Code;

RESOLVED, that the Authorized Officers of the Company be, and each of them hereby is, authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge, deliver and perform (and record in a relevant office of the county clerk, if necessary) any and all such agreements listed above (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments as may reasonably be required to give effect to the foregoing Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to perform fully the terms and provisions thereof;

RESOLVED, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it or for its account in connection with the transactions approved in any or all of the foregoing Resolutions, and all transactions related thereto, and each Authorized Officer, or their designate, be, and each of them hereby is, authorized, empowered and directed to make said payments as such Authorized Officer or designate may deem necessary, appropriate, advisable or desirable, such payment by any such officer to constitute conclusive evidence of such officer's determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

RESOLVED, that to the extent that any of the actions authorized by any of the foregoing Resolutions have been taken by the Authorized Officers of the Company on its behalf, such actions are hereby ratified and confirmed in their entirety.

Said Resolution is still of full force and effect.

By: 
Name D. Alan Quarterman
Title: CEO
Dated: July 13, 2016

Fill in this information to identify the case:

Debtor name NexxPhase, Inc.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF GEORGIA

Case number (if known) _____

Check if this is an amended filing

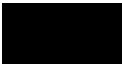
Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.



Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 14, 2016

X /s/ D. Alan Quarterman

Signature of individual signing on behalf of debtor

D. Alan Quarterman

Printed name

CEO

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name NexxPhase, Inc.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF GEORGIA

Case number (if known): _____

Check if this is an amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
VPI, Inc. 160 Camino Ruiz Camarillo, CA 93012-6700			Contingent Unliquidated			\$68,098.25
AT&T Global Network Services PO Box 5091 Carol Stream, IL 60197-5091			Contingent Unliquidated			\$13,471.12
AT&T 8002-952-7530 PO Box 5019 Carol Stream, IL 60197-5019			Contingent Unliquidated			\$8,834.40
INOC, LLC 500 Skoie Blvd Suite 380 Northbrook, IL 60062-4125			Contingent Unliquidated			\$6,000.00
Network Billing Systems, LLC DBA Fusion PO Box 714251 Cincinnati, OH 45271-4251			Contingent Unliquidated			\$4,420.87
Twilio, Inc. Dept. LA 23938 Pasadena, CA 91185-3938			Contingent Unliquidated			\$304.50
Charter Communications PO Box 742615 Cincinnati, OH 45274-2615			Contingent Unliquidated			\$149.97

**United States Bankruptcy Court
Northern District of Georgia**

In re **NexxPhase, Inc.**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the CEO 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: **July 14, 2016**

/s/ D. Alan Quarterman

D. Alan Quarterman/CEO

Signer/Title

AT&T 8002-952-7530
PO Box 5019
Carol Stream, IL 60197-5019

AT&T Global Network Services
PO Box 5091
Carol Stream, IL 60197-5091

Bell, Davis & Pitt, P.A.
100 N. Cherry Street
Suite 600
Winston Salem, NC 27101

Branch Banking & Trust Co.
PO Box 580393
Charlotte, NC 28258

Branch Banking and Trust Co.
271 17th Street, NW
Suite 800
Atlanta, GA 30363

Charter Communications
PO Box 742615
Cincinnati, OH 45274-2615

Craig Mento
2660 Peachtree Road, #5H
Atlanta, GA 30305

CustomerLinx of North Carolina
3565 Piedmont Road, NE
Building 2, Suite 104
Atlanta, GA 30305

Delaware Department of Labor
Attn: Patrice Gilliam-Johnson
4425 North Market Street
Wilmington, DE 19801

Delaware Division of Revenue
Attn: Patrick Carter, Director
820 North French Street
Wilmington, DE 19801

Dept. of Justice, Tax Division
CTS, Southern Reg.
PO Box 14198
Washington, DC 20044

Georgia Department of Labor
148 Andrew Young Int'l Blvd.
Suite 826
Atlanta, GA 30303

Georgia Department of Revenue
1800 Century Boulevard, NE
Suite 9100
Atlanta, GA 30345

Georgia Dept. of Revenue
Bankruptcy Section
1800 Century Blvd NE Ste 17200
Atlanta, GA 30345-3206

Holzthum, Karl
11 Riddle Hill Road
Falmouth, MA 02540

INOC, LLC
500 Skoie Blvd
Suite 380
Northbrook, IL 60062-4125

Internal Revenue Service
401 W. Peachtree Street NW
Stop 334-D
Atlanta, GA 30308

Internal Revenue Service
Centralized Insolvency
PO Box 7346
Philadelphia, PA 19101-7346

Maine Department of Labor
Attn: Jeanne Paquette, Comm'r
45 Commerce Drive
Augusta, ME 04330

Maine Revenue Services
Attn: Jerome D. Gerard, Ex Dir
PO Box 9107
Augusta, ME 04332-9107

Microdyne Outsourcing, Inc.
3565 Piedmont Road, NE
Building 2, Suite 104
Atlanta, GA 30305

Network Billing Systems, LLC
DBA Fusion
PO Box 714251
Cincinnati, OH 45271-4251

NexxLinx Corporation, Inc.
3565 Piedmont Road, NE
Building 2, Suite 104
Atlanta, GA 30305

NexxLinx Global, Inc.
3565 Piedmont Road, NE
Building 2, Suite 104
Atlanta, GA 30305

NexxLinx of New York, Inc.
3565 Piedmont Road, NE
Building 2, Suite 104
Atlanta, GA 30305

NexxLinx of Texas, Inc.
3565 Piedmont Road, NE
Building 2, Suite 104
Atlanta, GA 30305

North Carolina Dept of Labor
Attn: Cherie Berry, Comm'r
4 W Edenton Street
Raleigh, NC 27601

North Carolina Dept of Revenue
PO Box 25000
Raleigh, NC 27640-0700

Twilio, Inc.
Dept. LA 23938
Pasadena, CA 91185-3938

VPI, Inc.
160 Camino Ruiz
Camarillo, CA 93012-6700