Case 11-06747-8-SWH Doc 1 Filed 09/02/11 Entered 09/02/11 10:05:33 Page 1 of 30

B1 (Official Form 1)(4/10)

United States Bankruptcy Court Eastern District of North Carolina					Voluntar	y Petition		
Name of Debtor (if individual, enter Last, First, Stillwater Investment Group, LLC	Middle):		Name	of Joint De	ebtor (Spouse)) (Last, First	, Middle):	
Sumwater investment Group, LEG								
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					used by the J maiden, and		in the last 8 years):	
Last four digits of Soc. Sec. or Individual-Taxpa (if more than one, state all) 20-4919497	yer I.D. (ITIN) No./C	Complete EIN	Last fo	our digits of than one, state	f Soc. Sec. or all)	Individual-7	Гахрауег I.D. (ITIN)	No./Complete EIN
Street Address of Debtor (No. and Street, City, a 2851 Trent Road New Bern, NC	nd State):		Street	Address of	Joint Debtor	(No. and St	reet, City, and State):	
		ZIP Code 28562	-					ZIP Code
County of Residence or of the Principal Place of Craven		20302	Count	y of Reside	ence or of the	Principal Pla	ace of Business:	
Mailing Address of Debtor (if different from stre	eet address):		Mailin	g Address	of Joint Debt	or (if differe	nt from street address):
	F	ZIP Code						ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):			1					
Type of Debtor		of Business					otcy Code Under Wl iled (Check one box)	nich
 (Form of Organization) (Check one box) ☐ Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. ☐ Corporation (includes LLC and LLP) ☐ Partnership (Check one box) ☐ Health Care Business ☐ Single Asset Real Estate as de in 11 U.S.C. § 101 (51B) ☐ Railroad ☐ Stockbroker ☐ Commodity Broker ☐ Clearing Bank 		efined	 Chapt Chapt Chapt Chapt Chapt Chapt 	er 7 er 9 er 11 er 12		hapter 15 Petition for a Foreign Main Proc hapter 15 Petition for a Foreign Nonmain	eeding Recognition	
Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Other						e of Debts	
		of the United S	le) Debts are primarily consumer debts, ganization defined in 11 U.S.C. § 101(8) as business debts. business debts.					
Filing Fee (Check one box)	Check one			-	ter 11 Debt		
 Full Filing Fee attached 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. Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. 			tor is not tor's aggr less than S applicable lan is beir eptances o	a small busin regate nonco \$2,343,300 (a boxes: ng filed with of the plan w	ntingent liquida amount subject this petition.	efined in 11 U ted debts (exc to adjustment	C. § 101(51D). J.S.C. § 101(51D). Cluding debts owed to in on 4/01/13 and every the one or more classes of	aree years thereafter).
Statistical/Administrative Information Debtor estimates that funds will be available	for distribution to un	secured credi	tors			THIS	SPACE IS FOR COUR	T USE ONLY
 Debtor estimates that funds will be available Debtor estimates that, after any exempt prop there will be no funds available for distributi 	erty is excluded and	administrative		es paid,				
1- 50- 100- 200-	1,000- 5,001- 5,000 10,000		□ □ □ 25,001- 50,001- OVER 50,000 100,000 100,000					
\$50,000 \$100,000 \$500,000 to \$1	\$1,000,001 \$10,000,001 to \$10 to \$50 million million	to \$100 to	00,000,001 \$500 illion	500,000,001 to \$1 billion	More than \$1 billion			
\$50,000 \$100,000 \$500,000 to \$1	\$1,000,001 \$10,000,001 to \$10 to \$50 million million	to \$100 to	00,000,001 \$500 illion	\$500,000,001 to \$1 billion				

Case 11-06747-8-SWH Doc 1 Filed 09/02/11 Entered 09/02/11 10:05:33 Page 2 of 30

Voluntary Petition		Name of Debtor(s):		
	ust be completed and filed in every case)	Stillwater Investment G	roup, LLC	
(1nis page mi	All Prior Bankruptcy Cases Filed Within Last	1 t 8 Years (If more than two, atta	ach additional sheet)	
Location Where Filed:		Case Number:	Date Filed:	
		Date Filed:		
Pe	ending Bankruptcy Case Filed by any Spouse, Partner, or	Affiliate of this Debtor (If mor	re than one, attach additional sheet)	
Name of Deb - None -	tor:	Case Number:	Date Filed:	
District:		Relationship:	Judge:	
forms 10K a pursuant to and is reque	Exhibit A pleted if debtor is required to file periodic reports (e.g., and 10Q) with the Securities and Exchange Commission Section 13 or 15(d) of the Securities Exchange Act of 1934 sting relief under chapter 11.) A is attached and made a part of this petition.	I, the attorney for the petitioner have informed the petitioner tha 12, or 13 of title 11, United Stat	Exhibit B lividual whose debts are primarily consumer debts.) named in the foregoing petition, declare that I at [he or she] may proceed under chapter 7, 11, tes Code, and have explained the relief available er certify that I delivered to the debtor the notice	
	Exh or own or have possession of any property that poses or is alleged to I Exhibit C is attached and made a part of this petition.	ibit C pose a threat of imminent and iden	tifiable harm to public health or safety?	
☐ Exhibit If this is a jo	bleted by every individual debtor. If a joint petition is filed, ea D completed and signed by the debtor is attached and made	a part of this petition.	ttach a separate Exhibit D.)	
	Information Regardin	0		
•	(Check any ap Debtor has been domiciled or has had a residence, princip days immediately preceding the date of this petition or for	al place of business, or principal		
	There is a bankruptcy case concerning debtor's affiliate, ge	eneral partner, or partnership pe	nding in this District.	
	Debtor is a debtor in a foreign proceeding and has its print this District, or has no principal place of business or assets proceeding [in a federal or state court] in this District, or th sought in this District.	s in the United States but is a de	fendant in an action or	
	Certification by a Debtor Who Reside (Check all app		roperty	
	Landlord has a judgment against the debtor for possession		ecked, complete the following.)	
	(Name of landlord that obtained judgment)			
	(Address of landlord)			
	Debtor claims that under applicable nonbankruptcy law, the entire monetary default that gave rise to the judgment to	for possession, after the judgme	nt for possession was entered, and	
	Debtor has included in this petition the deposit with the co after the filing of the petition.	ourt of any rent that would become	me due during the 30-day period	

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition	Name of Debtor(s):
•	Stillwater Investment Group, LLC
(This page must be completed and filed in every case)	
Signature(s) of Debtor(s) (Individual/Joint)	natures Signoture of a Fourier Dopresentative
I declare under penalty of perjury that the information provided in this	Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this petition
petition is true and correct.	is true and correct, that I am the foreign representative of a debtor in a foreign
[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	proceeding, and that I am authorized to file this petition.
chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief	(Check only one box.)
available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the	☐ 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
petition] I have obtained and read the notice required by 11 U.S.C. §342(b).	□ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.	of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
V	X
X	Signature of Foreign Representative
X	Printed Name of Foreign Representative
Signature of Joint Debtor	
	Date
Telephone Number (If not represented by attorney)	Signature of Non-Attorney Bankruptcy Petition Preparer
Date	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
Signature of Attorney*	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
X /s/ George Mason Oliver Signature of Attorney for Debtor(s)	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
Signature of Attorney for Debtor(s)	of the maximum amount before preparing any document for filing for a
George Mason Oliver 26587	debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.
Printed Name of Attorney for Debtor(s)	Official Form 19 is attached.
Oliver Friesen Cheek, PLLC	Printed Name and title, if any, of Bankruptcy Petition Preparer
Firm Name	Timed Name and the, if any, of Bankrupicy Fettion Freparer
PO Box 1548 New Bern, NC 28563	Social-Security number (If the bankrutpcy petition preparer is not
New Deni, NO 20005	an individual, state the Social Security number of the officer,
	principal, responsible person or partner of the bankruptcy petition
Address	preparer.)(Required by 11 U.S.C. § 110.)
252-633-1930 Fax: 252-633-1950	
Telephone Number	
September 2, 2011	Address
Date	Address
*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	X
information in the schedules is incorrect.	
	Date
Signature of Debtor (Corporation/Partnership)	
I declare under penalty of perjury that the information provided in this	Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.
petition is true and correct, and that I have been authorized to file this petition	
on behalf of the debtor.	Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.	not an individual:
${f \chi}$ /s/ Thomas A. Bayliss, IV	
Signature of Authorized Individual	
Thomas A. Bayliss, IV	If more than one person prepared this document, attach additional sheets
Printed Name of Authorized Individual	conforming to the appropriate official form for each person.
Managing Member	A bankruptcy petition preparer's failure to comply with the provisions of
Title of Authorized Individual	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.
September 2, 2011	J
Date	1

B4 (Official Form 4) (12/07)

United States Bankruptcy Court Eastern District of North Carolina

In re Stillwater Investment Group, LLC

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)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Avolis Engineering, PA Attn: Manager or Agent PO Box 15564 New Bern, NC 28561	Avolis Engineering, PA Attn: Manager or Agent PO Box 15564 New Bern, NC 28561			11,215.35
Thomas A. Bayliss, IV 3023 River Lane New Bern, NC 28562	Thomas A. Bayliss, IV 3023 River Lane New Bern, NC 28562			569,338.20
D.L. Blain & Co. Attn: Manager or Agent PO Box 13845 New Bern, NC 28561	D.L. Blain & Co. Attn: Manager or Agent PO Box 13845 New Bern, NC 28561			4,750.00
Gaskins Land Surveying, PA Attn: Manager or Agent PO Box 354 Vanceboro, NC 28586	Gaskins Land Surveying, PA Attn: Manager or Agent PO Box 354 Vanceboro, NC 28586			8,500.00
JJ Custom Digging Attn: Manager or Agent PO Box 40 Ernul, NC 28527	JJ Custom Digging Attn: Manager or Agent PO Box 40 Ernul, NC 28527			1,250.00
TAB Premium Built Homes, Inc. Attn: Manager or Agent 2589 Trent Road New Bern, NC 28562	TAB Premium Built Homes, Inc. Attn: Manager or Agent 2589 Trent Road New Bern, NC 28562			569,412.42

Case 11-06747-8-SWH Doc 1 Filed 09/02/11 Entered 09/02/11 10:05:33 Page 5 of 30

B4 (Official Form 4) (12/07) - Cont. In re Stillwater Investment Group, LLC

Debtor(s)

Case No.

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]

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

I, the Managing Member 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 September 2, 2011

Signature /s/ Thomas A. Bayliss, IV Thomas A. Bayliss, IV Managing Member

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

United States Bankruptcy Court Eastern District of North Carolina

In re

Stillwater Investment Group, LLC

Debtor

Chapter	,	1	1

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	7,263,000.00		
B - Personal Property	Yes	3	786,287.48		
C - Property Claimed as Exempt	Yes	3			
D - Creditors Holding Secured Claims	Yes	1		4,820,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		1,164,465.97	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedu	iles	14			
	Te	otal Assets	8,049,287.48		
			Total Liabilities	5,984,465.97	

Form 6 - Statistical Summary (12/07)

United States Bankruptcy Court Eastern District of North Carolina

In re

•

Stillwater Investment Group, LLC

Debtor

Case No.			

11

Chapter_

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

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

In re

Stillwater Investment Group, LLC

Case No.

Debtor

SCHEDULE A - REAL PROPERTY

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

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

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

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Lots 1-45 and 47-64 in Stillwater Harbour subdivision, New Bern, NC, consisting of approximately 63.11 acres including 29.66 acres of water.		-	7,113,000.00	4,820,000.00
Vacant lot located at 1203 Brices Creek Rd., New Bern, NC		-	150,000.00	4,800,000.00

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

In re

Stillwater Investment Group, LLC

Case No.

Debtor

SCHEDULE B - PERSONAL PROPERTY

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

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

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

	Type of Property	N O Description and Location of Property E	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	BB&T Investors Deposit account (7377)	-	500,000.00
	shares in banks, savings and loan, thrift, building and loan, and	Wachovia Checking (9840)	-	6,815.46
	homestead associations, or credit unions, brokerage houses, or cooperatives.	BB&T Checking (7482)	-	472.02
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.	x		
10.	Annuities. Itemize and name each issuer.	x		

507,287.48

2 continuation sheets attached to the Schedule of Personal Property

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

In re

Stillwater Investment Group, LLC Case No.______ Debtor Debtor SCHEDULE B - PERSONAL PROPERTY (Continuation Sheet) Type of Property N 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

		E E	Community	Secured Claim or Exemption
11.	Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12.	Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	x		
13.	Stock and interests in incorporated and unincorporated businesses. Itemize.	x		
14.	Interests in partnerships or joint ventures. Itemize.	x		
15.	Government and corporate bonds and other negotiable and nonnegotiable instruments.	x		
16.	Accounts receivable.	Reimbursement for Tap fees- City of New Bern	-	279,000.00
17.	Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	x		
18.	Other liquidated debts owed to debtor including tax refunds. Give particulars.	x		
19.	Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	x		
20.	Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	x		
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		

Sheet <u>1</u> of <u>2</u> continuation sheets attached to the Schedule of Personal Property

279,000.00

Sub-Total >

(Total of this page)

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

In re

Stillwater Investment Group, LLC

Case No.

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Debtor

	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.	X			
24.	Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	x			
25.	Automobiles, trucks, trailers, and other vehicles and accessories.	x			
26.	Boats, motors, and accessories.	x			
27.	Aircraft and accessories.	x			
28.	Office equipment, furnishings, and supplies.	x			
29.	Machinery, fixtures, equipment, and supplies used in business.	x			
30.	Inventory.	х			
31.	Animals.	х			
32.	Crops - growing or harvested. Give particulars.	x			
33.	Farming equipment and implements.	x			
34.	Farm supplies, chemicals, and feed.	х			
35.	Other personal property of any kind not already listed. Itemize.	X			

0.00

(Report also on Summary of Schedules)

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

In re

Stillwater Investment Group, LLC

Case No.

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

Debtor

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

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.) Account No. Creditor #: 1 BB&T Attn: Officer, Mg. Agt or Agent PO Box 1847 Wilson, NC 27893	L C	sband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN Lots 1-45 and 47-64 in Stillwater Harbour subdivision, New Bern, NC, consisting of approximately 63.11 acres including 29.66 acres of water. Vacant lot located at 1203 Brices Creek Rd., New Bern, NC. BB&T Investors Deposit account (7377). Value \$ 7,763,000.00		N L Q U I		AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL 4,800,000.00	UNSECURED PORTION, IF ANY 0.00
Account No.	┢	Second Lien on Lot 22 in Stillwater		+	+	4,000,000.00	0.00
Creditor #: 2 Double SS Properties, LLC Attn: Manager or Agent PO Box 1575 New Bern, NC 28563	-	Harbour Land New Bern, NC (First lien held by BB&T)					
		Value \$ 7,113,000.00				20,000.00	0.00
Account No.		Value \$					
Account No.							
		Value \$					
0 continuation sheets attached		S (Total of th	ubto nis p)	4,820,000.00	0.00
		(Report on Summary of Sc		otal ules))	4,820,000.00	0.00

B6E (Official Form 6E) (4/10)

In re

Stillwater Investment Group, LLC

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.

1 continuation sheets attached

B6E (Official Form 6E) (4/10) - Cont.

In re

Stillwater Investment Group, LLC

Case No.

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

Debtor

(Continuation Sheet)

Taxes and Certain Other Debts Owed to Governmental Units

							TYPE OF PRIORITY	7
CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	Hu H V J C		CONT I NGENT	QUI	E	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY AMOUNT ENTITLED TO PRIORITY
Account No. Creditor #: 1 Craven Co. Tax Collector Attn: Manager or Agent 302 Broad Street New Bern, NC 28560		-		T			0.00	0.00
Account No. Creditor #: 2 Internal Revenue Service Attn: Insolvency I 320 Federal Place Greensboro, NC 27402		-					0.00	0.00
Account No. Creditor #: 3 NC Dept of Revenue Attn: Managing Agent PO Box 25000 Raleigh, NC 27640		-					0.00	0.00
Account No.								
Account No.								
Sheet <u>1</u> of <u>1</u> continuation sheets atta Schedule of Creditors Holding Unsecured Price)		pag	ge)	0.00	0.00
			(Report on Summary of Sc		'ota lule		0.00	0.00

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

In re

Stillwater Investment Group, LLC

Case No._____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Debtor

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.)	CODEBTOR		Hus H W J C	band, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT I NGEN	L Q U	U T E	AMOUNT OF CLAIM
Account No.					T	T E D		
Creditor #: 1 Avolis Engineering, PA Attn: Manager or Agent PO Box 15564 New Bern, NC 28561		-	-					11,215.35
Account No.		╋						
Creditor #: 2 Thomas A. Bayliss, IV 3023 River Lane New Bern, NC 28562		-	-					569,338.20
Account No.		╀	_		-	┢		
Creditor #: 3 D.L. Blain & Co. Attn: Manager or Agent PO Box 13845 New Bern, NC 28561		-	-					4,750.00
Account No.	-	+	_			┢		4,700.00
Creditor #: 4 Gaskins Land Surveying, PA Attn: Manager or Agent PO Box 354 Vanceboro, NC 28586		-	-					
								8,500.00
_1 continuation sheets attached				(Total of	Sub this			593,803.55

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In re Stillwater Investment Group, LLC

Case No._____

Debtor

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

	с	Ни	isband, Wife, Joint, or Community	С	: U	D	
CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H W J C				I S P U T E D	AMOUNT OF CLAIM
Account No.				Т	E		
Creditor #: 5 JJ Custom Digging Attn: Manager or Agent PO Box 40 Ernul, NC 28527		-			D		1,250.00
Account No.				+	+		
Creditor #: 6 TAB Premium Built Homes, Inc. Attn: Manager or Agent 2589 Trent Road New Bern, NC 28562		-					
							569,412.42
Account No.							
Account No.							
Account No.					+		
Sheet no. <u>1</u> of <u>1</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		1	(Total of	Sut this			570,662.42
			(Report on Summary of S		Tot dul		1,164,465.97

B6G (Official Form 6G) (12/07)

In re

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Stillwater Investment Group, LLC

Case No.

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Coldwell Banker Willis-Smith Attn: Manager or Agent PO Box New Bern, NC 28563	Listing agreement to sell lots in Stillwater Harbour subdivision

Daniel Williams 809 B Street Bridgeton, NC 28519

Purchase Contract for Lot at 212 Shoreview Dr., New Bern, NC

B6H (Official Form 6H) (12/07)

In re

Stillwater Investment Group, LLC

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

Thomas A. Bayliss, IV 3023 River Lane New Bern, NC 28562

Lisa Bayliss 3023 River Lane New Bern, NC 28562 BB&T Attn: Officer, Mg. Agt or Agent PO Box 1847 Wilson, NC 27893

NAME AND ADDRESS OF CREDITOR

BB&T Attn: Officer, Mg. Agt or Agent PO Box 1847 Wilson, NC 27893 Case 11-06747-8-SWH Doc 1 Filed 09/02/11 Entered 09/02/11 10:05:33 Page 19 of 30

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

United States Bankruptcy Court Eastern District of North Carolina

In re Stillwater Investment Group, LLC

Debtor(s)

Case No. Chapter

11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Managing Member 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 16 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date September 2, 2011

Signature /s/ Thomas A. Bayliss, IV

Thomas A. Bayliss, IV Managing Member

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571. B7 (Official Form 7) (04/10)

United States Bankruptcy Court Eastern District of North Carolina

In re	Stillwater Investment Group, LLC		Case No.	
		Debtor(s)	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
\$225,000.00	2011 YTD Gross income
\$0.00	2010
\$0.00	2009

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.)

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

None b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850^{*}. 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.)

Attn: Officer, Mg. Agt or Agent			
BB&T	Every Month	\$19,275.75	\$4,800,000.00
NAME AND ADDRESS OF CREDITOR	TRANSFERS	TRANSFERS	OWING
	PAYMENTS/	VALUE OF	AMOUNT STILL
	DATES OF	PAID OR	

```
PO Box 1847
Wilson, NC 27893
```

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

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED

DATE OF SEIZURE

DESCRIPTION AND VALUE OF PROPERTY

AMOUNT

* 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.

				3
	5. Repossessions, foreclosures an	d returns		
None	returned to the seller, within one ye	ssessed by a creditor, sold at a foreclosure ear immediately preceding the commence tion concerning property of either or both etition is not filed.)	ment of this case. (N	Iarried debtors filing under chapter 12
	AND ADDRESS OF FOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION A PROPI	
	6. Assignments and receiverships	3		
None	this case. (Married debtors filing un	erty for the benefit of creditors made with nder chapter 12 or chapter 13 must includ buses are separated and a joint petition is	e any assignment by	
NAME A	ND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSI	GNMENT OR SETTLEMENT
None	preceding the commencement of th	in the hands of a custodian, receiver, or c is case. (Married debtors filing under cha whether or not a joint petition is filed, unl	pter 12 or chapter 13	must include information concerning
	ND ADDRESS USTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
	7. Gifts			
None	and usual gifts to family members a aggregating less than \$100 per recip	ions made within one year immediately p aggregating less than \$200 in value per in pient. (Married debtors filing under chapt ot a joint petition is filed, unless the spou	dividual family mem er 12 or chapter 13 r	ber and charitable contributions nust include gifts or contributions by
	E AND ADDRESS OF OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
	8. Losses			
None	since the commencement of this c	casualty or gambling within one year im ase. (Married debtors filing under chapter ion is filed, unless the spouses are separat	: 12 or chapter 13 m	ist include losses by either or both
	PTION AND VALUE PROPERTY	DESCRIPTION OF C LOSS WAS COVERE BY INSURANCE		N PART
	9. Payments related to debt coun	seling or bankruptcy		
None		transferred by or on behalf of the debtor ef under the bankruptcy law or preparatio is case.		
	ND ADDRESS PAYEE	DATE OF PAYMENT NAME OF PAYOR IF OT THAN DEBTOR	· · · · · · · · · · · · · · · · · · ·	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
PO Box		8/5/2011 - Double SS F	-	\$20,000.00
New Be	rn, NC 28563	9/1/2011 - Tab Premiur Inc.	n Built Homes,	\$6,039.00

					4
	10. Other transfers				
None		r as security within the security within the security with the security withes security withes security with the securit	in two years immediatel ide transfers by either or	y preceding the commence	financial affairs of the debtor, ment of this case. (Married debtors ot a joint petition is filed, unless the
	AND ADDRESS OF TRANSFEI ELATIONSHIP TO DEBTOR	REE,	DATE		ERTY TRANSFERRED LUE RECEIVED
None	b. List all property transferred trust or similar device of which			ely preceding the comment	cement of this case to a self-settled
NAME (DEVICE	DF TRUST OR OTHER		DATE(S) OF TRANSFER(S)		NEY OR DESCRIPTION AND ERTY OR DEBTOR'S INTEREST
	11. Closed financial account	S			
None	otherwise transferred within o financial accounts, certificates cooperatives, associations, bro	ne year immediate of deposit, or othe okerage houses and a accounts or ins	tely preceding the comm her instruments; shares and other financial institut truments held by or for o	encement of this case. Incluent nd share accounts held in b ions. (Married debtors filin	ebtor which were closed, sold, or ude checking, savings, or other anks, credit unions, pension funds, g under chapter 12 or chapter 13 must her or not a joint petition is filed,
BB&T Attn: Of PO Box	AND ADDRESS OF INSTITUT fficer, Mg. Agt or Agent 1847 NC 27893	ION	TYPE OF ACCOU DIGITS OF ACCO AND AMOUNT OF Checking account	DUNT NUMBER, FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING \$197.62 8/31/2011
	12. Safe deposit boxes				
None	immediately preceding the con	nmencement of th	his case. (Married debtor	s filing under chapter 12 of	other valuables within one year r chapter 13 must include boxes or separated and a joint petition is not
	AND ADDRESS OF BANK THER DEPOSITORY	OF THOSE	ID ADDRESSES WITH ACCESS R DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
	13. Setoffs				
None	List all setoffs made by any cr commencement of this case. (I spouses whether or not a joint	Married debtors f	iling under chapter 12 of	chapter 13 must include in	formation concerning either or both
NAME A	AND ADDRESS OF CREDITOR	R	DATE OF SETOFF		AMOUNT OF SETOFF
	14. Property held for anothe	er person			
None	List all property owned by and	other person that	the debtor holds or contr	ols.	
NAME A	AND ADDRESS OF OWNER	DESCRIPTI	ION AND VALUE OF I	PROPERTY LOCATIO	ON OF PROPERTY

				5		
	15. Prior address of debto	r				
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.					
ADDRES	58	NAME USED		DATES OF OCCUPANCY		
	16. Spouses and Former S	pouses				
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 Inform	ation.				
	For the purpose of this ques	tion, 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.					
		ion, facility, or property as defined under any he debtor, including, but not limited to, disp		ther or not presently or formerly		
		means anything defined as a hazardous waste ant or similar term under an Environmental I		cic substance, hazardous material,		
None		s of every site for which the debtor has receiv r in violation of an Environmental Law. Indi				
SITE NA	ME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW		
None		s of every site for which the debtor provided nmental unit to which the notice was sent an		unit of a release of Hazardous		
SITE NA	ME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW		
None	c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.					
	ND ADDRESS OF NMENTAL UNIT	DOCKET NUMBER		STATUS OR DISPOSITION		

18. Nature, location and name of business

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

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

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

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

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

NAME

ADDRESS

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

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

19. Books, records and financial statements

ADDRESS

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

NAME AND ADDRESS Lisa Bayliss 3023 River Lane New Bern, NC 28562

Sandy Garr New Bern, NC 28562

NAME

NAME

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.

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.

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.

6

DATES SERVICES RENDERED 6/1/2011 - Present

9/1/2009 -6/1/2011

DATES SERVICES RENDERED

ADDRESS

NAME AN	E AND ADDRESS DATE ISSUED						
	20. Inventories						
None	a. East the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory,						
DATE OF	INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)				
None	b. List the name and addr	ess of the person having possession of the record	s of each of the two inventories reported in a., above.				
DATE OF	INVENTORY	NAME AND A RECORDS	DDRESSES OF CUSTODIAN OF INVENTORY				
	21 . Current Partners, C	Officers, Directors and Shareholders					
None	a. If the debtor is a partne	ership, list the nature and percentage of partnershi	p interest of each member of the partnership.				
Thomas 3023 Riv	ND ADDRESS A. Bayliss, IV er Lane n, NC 28562	NATURE OF INTEREST Member Manager	PERCENTAGE OF INTEREST				
3021 Riv	Thomas A. Bayliss, III Member 3021 River Lane New Bern, NC 28562						
Attn: Mai 2719B Ne	as Co. Real Estate Dev., LLC Member tn: Manager or Agent '19B Neuse Blvd ew Bern, NC 28560						
Attn: Mai PO Box 1	Development, LLC nager of Agent 209 n, NC 28563	Member					
1514 Gre	E. Morgan en Springs Road n, NC 28560	Member					
None		ration, list all officers and directors of the corpora ont or more of the voting or equity securities of the	ation, and each stockholder who directly or indirectly owns, e corporation.				
NAME AN	ND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP				
	22 . Former partners, of	ficers, directors and shareholders					
None	a. If the debtor is a partner commencement of this ca		partnership within one year immediately preceding the				
NAME		ADDRESS	DATE OF WITHDRAWAL				
None		ration, list all officers, or directors whose relation e commencement of this case.	ship with the corporation terminated within one year				
NAME AN	ND ADDRESS	TITLE	DATE OF TERMINATION				

7

8

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR

DATE AND PURPOSE OF WITHDRAWAL AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY

24. Tax Consolidation Group.

23. Withdrawals from a partnership or distributions by a corporation

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 September 2, 2011

Signature /s/

e /s/ Thomas A. Bayliss, IV Thomas A. Bayliss, IV Managing Member

[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

United States Bankruptcy Court Eastern District of North Carolina

In	re
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Stillwater Investment Group, LLC

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	
Thomas A. Bayliss, III 3021 River Lane New Bern, NC 28562			3.75%	
Thomas A. Bayliss, IV 3023 River Lane New Bern, NC 28562			65%	
Gas Co. Real Estate Dev., LLC Attn: Manager or Agent 2719B Neuse Blvd New Bern, NC 28560			7.5%	
Kennell Development, LLC Attn: Manager of Agent PO Box 1209 New Bern, NC 28563			20%	
Richard E. Morgan 1514 Green Springs Road New Bern, NC 28560			3.75%	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Managing Member 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 September 2, 2011

Signature /s/ Thomas A. Bayliss, IV Thomas A. Bayliss, IV Managing Member

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 Eastern District of North Carolina

In re	Stillwater Investment Group, LLC		Case No.	
		Debtor(s)	Chapter	11

VERIFICATION OF CREDITOR MATRIX

I, the Managing Member 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: September 2, 2011

/s/ Thomas A. Bayliss, IV Thomas A. Bayliss, IV/Managing Member Signer/Title STILLWATER INVESTMENT GROUP, LLŒEORGE MASON OLIVERSECRETARY OF TREASURY2851 TRENT ROADOLIVER FRIESEN CHEEK, PLLCATTN: MANAGING AGENTNEW BERN, NC 28562PO BOX 15481500 PENNSYLVANIA AVE NWNEW BERN, NC 28563WASHINGTON, DC 20220

BRANCH OF REORGANIZATION ATTN: MANAGING AGENT 3475 LENOX RD NE#1000 ATLANTA, GA 30326

UNITED STATES ATTORNEY 310 NEW BERN AVENUE FEDERAL BLDG SUITE 800 RALEIGH, NC 27601-1461

NEW BERN, NC 28562

BB&T ATTN: OFFICER, MG. AGT OR AGENT ATTN: MANAGER OR AGENT PO BOX 1847 WILSON, NC 27893

D.L. BLAIN & CO. ATTN: MANAGER OR AGENT PO BOX 13845 NEW BERN, NC 28561

GASKINS LAND SURVEILES, ATTN: MANAGER OR AGENT GASKINS LAND SURVEYING, PA PO BOX 354 VANCEBORO, NC 28586

KENNELL DEVELOPMENT, LLC ATTN: MANAGER OF AGENT PO BOX 1209 NEW BERN, NC 28563

EMPLOYMENT SECURITY COM. ATTN: MANAGING AGENT PO BOX 25903 RAI FIGH NC 2761 RALEIGH. NC 27611

> INTERNAL REVENUE SERVICE AVOLIS ENGINEERING, PA PO BOX 7346 PHILADELPHIA, PA 19101-7346

THOMAS A. BAYLISS, IIITHOMAS A. BAYLISS, IVLISA BAYLISS3021 RIVER LANE3023 RIVER LANE3023 RIVER LANE NEW BERN, NC 28562

> COLDWELL BANKER WILLIS-SMITH PO BOX NEW BERN, NC 28563

NEW BERN, NC 28563

INTERNAL REVENUE SERVICE ATTN: INSOLVENCY I 320 FEDERAL PLACEPO BOX 40GREENSBORO, NC 27402ERNUL, NC 28527

RICHARD E. MORGAN 1514 GREEN SPRINGS ROAD NEW BERN, NC 28560

NC DEPT OF REVENUE ATTN: MANAGING AGENT PO BOX 25000 RALEIGH, NC 27640

> ATTN: MANAGER OR AGENT PO BOX 15564 NEW BERN, NC 28561

3023 RIVER LANE NEW BERN, NC 28562

CRAVEN CO. TAX COLLECTOR ATTN: MANAGER OR AGENT 302 BROAD STREET 302 BROAD STREE. NEW BERN, NC 28560

DOUBLE SS PROPERTIES, LLC
ATTN: MANAGER OR AGENT
PO BOX 1575GAS CO. REAL ESTATE DEV., L
ATTN: MANAGER OR AGENT
2719B NEUSE BLVD NEW BERN, NC 28560

> JJ CUSTOM DIGGING ATTN: MANAGER OR AGENT

TAB PREMIUM BUILT HOMES, IN ATTN: MANAGER OR AGENT 2589 TRENT ROAD NEW BERN, NC 28562

DANIEL WILLIAMS 809 B STREET BRIDGETON, NC 28519