

**United States Bankruptcy Court
Middle District of North Carolina**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Encore Marketing Group, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 36-4483581	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 260 South Churton Street, Suite 204 Hillsborough, NC ZIP Code 27278	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Orange	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP Code	Mailing Address of Joint Debtor (if different from street address): ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): 260 South Churton Street, Suite 204 Hillsborough, NC 27278	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information

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

Estimated Number of Creditors

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

Estimated Assets

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

Estimated Liabilities

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

THIS SPACE IS FOR COURT USE ONLY

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

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

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

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

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

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

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

No.

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

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

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

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

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

(Check all applicable boxes)

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

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

Voluntary Petition
(This page must be completed and filed in every case)

Name of Debtor(s):
Encore Marketing Group, Inc.

Signatures

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

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Jason L. Hendren / Rebecca F. Redwine
Signature of Attorney for Debtor(s)

Jason L. Hendren / Rebecca F. Redwine 26869 / 37012
Printed Name of Attorney for Debtor(s)

Hendren & Malone, PLLC
Firm Name

4600 Marriott Drive
Suite 150
Raleigh, NC 27612

Address

Email: jhendren@hendrenmalone.com
(919) 573-1422 Fax: (919) 420-0475

Telephone Number

January 22, 2011
Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____
Date

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

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Craig J. Stapel
Signature of Authorized Individual

Craig J. Stapel
Printed Name of Authorized Individual

President and Chief Executive Officer
Title of Authorized Individual

January 22, 2011
Date

**United States Bankruptcy Court
Middle District of North Carolina**

In re Encore Marketing Group, Inc.

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
AT&T Attn: Managing Agent Riverwood Drive Waukesha, WI 53188	AT&T Attn: Managing Agent Riverwood Drive Waukesha, WI 53188	overpayment of commission income (2002 - 2003)		570,773.67
Franklin Collection Service Attn: Managing Agent P.O. Box 3910 Tupelo, MS 38803-3910	Franklin Collection Service Attn: Managing Agent P.O. Box 3910 Tupelo, MS 38803-3910	collections for AT&T	Disputed	2,486.84
Jasmine Peepie 1610 Midland Building 1010 Prospect Avenue, West Cleveland, OH 44115	Jasmine Peepie 1610 Midland Building 1010 Prospect Avenue, West Cleveland, OH 44115	legal award	Disputed	540,000.00
Krevolin and Horst Attn: Managing Agent 1201 West Peachtree NW, Ste 3250 Atlanta, GA 30309	Krevolin and Horst Attn: Managing Agent 1201 West Peachtree NW, Ste 3250 Atlanta, GA 30309	legal fees		16,709.63
Ohio Bureau Of Workers Compensation Attn: Managing Agent BWC Corporate Processing Dept Columbus, OH 43271-0977	Ohio Bureau Of Workers Compensation Attn: Managing Agent BWC Corporate Processing Dept Columbus, OH 43271-0977	2005 Worker's compensation claim	Disputed	20,278.97
Patrick Kitchins, Esq. 565 Commercial St, 4th Floor San Francisco, CA 91111	Patrick Kitchins, Esq. 565 Commercial St, 4th Floor San Francisco, CA 91111	legal settlement		6,147.94
Sayles and Werbner Attn: Managing Agent 1202 Elm Street Dallas, TX 75270	Sayles and Werbner Attn: Managing Agent 1202 Elm Street Dallas, TX 75270	legal fees	Disputed	56,737.85
Seattle Times Attn: Managing Agent P.O. Box 21966 Seattle, WA 98111-3966	Seattle Times Attn: Managing Agent P.O. Box 21966 Seattle, WA 98111-3966	advertising	Disputed	3,839.53

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

In re **Encore Marketing Group, Inc.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
State of California Attn: Ken Harris 3321 Power Inn Road PO Box 277250 Sacramento, CA 95825	State of California Attn: Ken Harris 3321 Power Inn Road Sacramento, CA 95825	taxes - 2005 and 2006		6,280.90
State of California Franchise Tax Board Attn: Managing Agent 411 E. Canon Perdido St, Rm 3 Santa Barbara, CA 93101	State of California Franchise Tax Board Attn: Managing Agent Santa Barbara, CA 93101	Labor board judgments (2004)		20,349.93
State of California Attn: Ken Harris 3321 Power Inn Road PO Box 277250 Sacramento, CA 95827-7250	State of California Attn: Ken Harris 3321 Power Inn Road Sacramento, CA 95827-7250	taxes - 2007 (appeal filed)	Disputed	58,942.57
State of California Franchise Tax Board Attn: Managing Agent 2031 Howe Ave, Ste 100 Claims Sacramento, CA 95825	State of California Franchise Tax Board Attn: Managing Agent Sacramento, CA 95825	Labor board judgments (2004)	Disputed	43,603.12
State of California Franchise Tax Board Attn: Managing Agent 411 E. Canon Perdido St, Rm 3 Santa Barbara, CA 93101	State of California Franchise Tax Board Attn: Managing Agent Santa Barbara, CA 93101	Labor board judgments (2004)	Disputed	23,349.93
Supermedia LLC f/k/a Idearc Holdings Attn: Managing Agent 2200 Airfield Drive, TX 29 Dallas, TX 75261	Supermedia LLC f/k/a Idearc Holdings Attn: Managing Agent 2200 Airfield Drive, TX 29 Dallas, TX 75261	legal settlement		1,148,327.40
SVA CPA, SC Attn: Managing Agent 1221 John Hammons Dr., POBox 44966 Madison, WI 53744-4966	SVA CPA, SC Attn: Managing Agent 1221 John Hammons Dr., POBox 44966 Madison, WI 53744-4966	accounting services		21,340.80
United Recovery Systems, LP Attn: Managing Agent P.O. Box 722929 Houston, TX 77272-2929	United Recovery Systems, LP Attn: Managing Agent P.O. Box 722929 Houston, TX 77272-2929	business credit card - Collections for American Express		14,015.94
United Recovery Systems, LP Attn: Managing Agent P.O. Box 722929 Houston, TX 77272-2929	United Recovery Systems, LP Attn: Managing Agent P.O. Box 722929 Houston, TX 77272-2929	supplies - Collections for Staples Credit		4,081.17

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

In re **Encore Marketing Group, Inc.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
United Recovery Systems, LP Attn: Managing Agent P.O. Box 722929 Houston, TX 77272-2929	United Recovery Systems, LP Attn: Managing Agent P.O. Box 722929 Houston, TX 77272-2929	business credit card - Collections for American Express		49,492.62
Venture Group Enterprises Attn: Managing Agent 2520 Whitehall Park Dr, Ste 100 Charlotte, NC 28273	Venture Group Enterprises Attn: Managing Agent 2520 Whitehall Park Dr, Ste 100 Charlotte, NC 28273	business loan		48,387.45
Wells Fargo Attn: Managing Agent P.O. Box 6426 Carol Stream, IL 60197-6426	Wells Fargo Attn: Managing Agent P.O. Box 6426 Carol Stream, IL 60197-6426	business line of credit		50,000.00

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

I, the President and Chief Executive Officer 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 January 22, 2011

Signature /s/ Craig J. Stapel
Craig J. Stapel
President and Chief Executive Officer

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

United States Bankruptcy Court
Middle District of North Carolina

In re Encore Marketing Group, Inc.,
 Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	87,917.37		
C - Property Claimed as Exempt	Yes	4			
D - Creditors Holding Secured Claims	Yes	1		153,057.49	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		5,278.04	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	12		2,991,790.93	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		26			
Total Assets			87,917.37		
Total Liabilities				3,150,126.46	

**United States Bankruptcy Court
Middle District of North Carolina**

In re Encore Marketing Group, Inc.,
Debtor

Case No. _____
Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

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

In re Encore Marketing Group, Inc. 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
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None

Sub-Total > **0.00** (Total of this page)
 Total > **0.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re Encore Marketing Group, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

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

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

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

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Cash on Hand (petty cash)	-	0.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Wachovia Operating Acct #4303 (last 4 digits) 7001 Weston Parkway, Ste 150 Cary, NC 27512	-	513.82
		Wachovia Payroll Acct #6316 (last 4 digits) 7001 Weston Parkway, Ste 150 Cary, NC 27512	-	1,019.06
		Wachovia Supermedia Holding Acct #0261 (last 4 digits) 7001 Weston Parkway, Ste 150 Cary, NC 27512	-	50.00
		SunTrust Business Checking Acct #1019 260 S. Churton Street Hillsborough, NC 27278	-	33,315.49
3. Security deposits with public utilities, telephone companies, landlords, and others.		Security Deposit - SunTrust	-	1,019.00
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			
			Sub-Total >	35,917.37
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

In re Encore Marketing Group, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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			
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.		Receivables from First Growth Capital	-	25,000.00
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			

Sub-Total > **25,000.00**
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

Case 11-80116 Doc 1 Filed 01/22/11 Page 11 of 54

In re Encore Marketing Group, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
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			
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.		2007 Cadillac STS	-	20,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Misc office furniture and computer equipment	-	5,000.00
		Misc office supplies	-	1,000.00
		Cannon copier	-	1,000.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
			Sub-Total >	27,000.00
			(Total of this page)	

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

In re Encore Marketing Group, Inc. Case No. _____
 Debtor

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **0.00**
 (Total of this page)
 Total > **87,917.37**

Sheet 3 of 3 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

**United States Bankruptcy Court
Middle District of North Carolina**

In re **Encore Marketing Group, Inc.** Debtor(s)

Case No. _____
Chapter **11**

DEBTOR'S CLAIM FOR PROPERTY EXEMPTIONS

I, **Craig J. Stapel**, the undersigned debtor, hereby claim the following property as exempt pursuant to 11 U.S.C. § 522(b)(3)(A), (B), and (C), the Laws of the State of North Carolina, and non-bankruptcy federal law.

Check if the debtor claims as exempt any amount of interest that exceeds \$125,000 in value in property that the debtor or a dependent of the debtor uses as a residence.

1. REAL OR PERSONAL PROPERTY USED BY DEBTOR OR DEBTOR'S DEPENDENT AS RESIDENCE OR BURIAL PLOT. (NCGS 1C-1601(a)(1)).

Select appropriate exemption amount below:

- Total net value not to exceed \$35,000.
- Total net value not to exceed \$60,000. (Debtor is unmarried, 65 years of age or older, property was previously owned by debtor as tenant by the entireties or joint tenant with rights of survivorship, and former co-owner is deceased.)

Description of Property & Address	Market Value	Mtg. Holder or Lien Holder(s)	Amt. Mtg. or Lien	Net Value
-NONE-				
(a) Total Net Value			\$	<u>0.00</u>
Total Net Exemption			\$	<u>0.00</u>
(b) Unused portion of exemption, not to exceed \$5,000. (This amount, if any, may be carried forward and used to claim an exemption in any property owned by the debtor. (NCGS 1C-1601(a)(2)).			\$	<u>5,000.00</u>

2. TENANCY BY THE ENTIRETY. The following property is claimed as exempt pursuant to 11 U.S.C. § 522(b)(3)(B) and the laws of the State of North Carolina pertaining to property held as tenants by the entirety.

Description of Property & Address	Market Value	Mtg. Holder or Lien Holder(s)	Amt. Mtg. or Lien	Net Value
-NONE-				

3. MOTOR VEHICLE. (NCGS 1C-1601(a)(3). Only one vehicle allowed under this paragraph with net value claimed as exempt not to exceed \$3,500.)

Year, Make, Model of Auto	Market Value	Lien Holder(s)	Amt. Lien	Net Value
-NONE-				
(a) Statutory allowance			\$	<u>3,500</u>
(b) Amount from 1 (b) above to be used in this paragraph. (A part or all of 1 (b) may be used as needed.)			\$	<u> </u>
Total Net Exemption			\$	<u>0.00</u>

4. TOOLS OF TRADE, IMPLEMENTS, OR PROFESSIONAL BOOKS. (NCGS 1C-1601(a)(5). Used by debtor or debtor's dependent. Total net value of all items claimed as exempt not to exceed \$2,000.)

Description	Market Value	Lien Holder(s)	Amt. Lien	Net Value
-NONE-				

91C (12/09)

(a) Statutory allowance \$ 2,000
 (b) Amount from 1 (b) above to be used in this paragraph.
 (A part or all of 1 (b) may be used as needed.) \$ _____
 Total Net Exemption \$ 0.00

5. **PERSONAL PROPERTY USED FOR HOUSEHOLD OR PERSONAL PURPOSES NEEDED BY DEBTOR OR DEBTOR'S DEPENDENTS.** (NCGS 1C-1601(a)(4). Debtor's aggregate interest, not to exceed \$5,000 in value for the debtor plus \$1,000 for each dependent of the debtor, not to exceed \$4,000 total for dependents.)

Description	Market Value	Lien Holder(s)	Amt. Lien	Net Value
<u>-NONE-</u>				
Total Net Value				<u>0.00</u>
(a) Statutory allowance for debtor			\$ <u>5,000</u>	
(b) Statutory allowance for debtor's dependents: <u>0</u> dependents at \$1,000 each (not to exceed \$4,000 total for dependents)			<u>0.00</u>	
(c) Amount from 1(b) above to be used in this paragraph. (A part or all of 1 (b) may be used as needed.)			_____	
Total Net Exemption				<u>0.00</u>

6. **LIFE INSURANCE.** (As provided in Article X, Section 5 of North Carolina Constitution.)

Name of Insurance Company\Policy No.\Name of Insured\Policy Date\Name of Beneficiary
-NONE-

7. **PROFESSIONALLY PRESCRIBED HEALTH AIDS (FOR DEBTOR OR DEBTOR'S DEPENDENTS).** (NCGS 1C-1601(a)(7). No limit on value or number of items.)

Description:
-NONE-

8. **DEBTOR'S RIGHT TO RECEIVE FOLLOWING COMPENSATION:** (NCGS 1C-1601(a)(8). No limit on number or amount.)

- A. \$ -NONE- Compensation for personal injury to debtor or to person whom debtor was dependent for support.
- B. \$ -NONE- Compensation for death of person of whom debtor was dependent for support.
- C. \$ -NONE- Compensation from private disability policies or annuities.

9. **INDIVIDUAL RETIREMENT PLANS AS DEFINED IN THE INTERNAL REVENUE CODE AND ANY PLAN TREATED IN THE SAME MANNER AS AN INDIVIDUAL RETIREMENT PLAN UNDER THE INTERNAL REVENUE CODE.** (NCGS 1C-1601(a)(9). No limit on number or amount.) **AND OTHER RETIREMENT FUNDS DEFINED IN 11 U.S.C. § 522(b)(3)(c).**

Detailed Description	Value
<u>-NONE-</u>	

10. **COLLEGE SAVINGS PLANS QUALIFIED UNDER SECTION 529 OF THE INTERNAL REVENUE CODE.** (NCGS 1C-1601(a)(10). Total net value not to exceed \$25,000 and may not include any funds placed in a college saving plan within the preceding 12 months not in the ordinary course of the debtor's financial affairs. This exemption applies only to the extent that the funds are for a child of the debtor and will actually be used for the child's college or university expenses.)

Detailed Description	Value
<u>-NONE-</u>	

91C (12/09)

11. RETIREMENT BENEFITS UNDER A RETIREMENT PLAN OF OTHER STATE AND GOVERNMENTAL UNITS OF OTHER STATES, TO THE EXTENT THOSE BENEFITS ARE EXEMPT UNDER THE LAWS OF THAT STATE OR GOVERNMENTAL UNIT. (NCGS 1C-1601(a)(11). No limit on amount.)

Description:
-NONE-

12. ALIMONY, SUPPORT, SEPARATION MAINTENANCE AND CHILD SUPPORT. (NCGS 1C-1601(a)(12). No limit on amount to the extent such payments are reasonably necessary for the support of Debtor or dependent of Debtor.)

Description:
-NONE-

13. ANY OTHER REAL OR PERSONAL PROPERTY WHICH DEBTOR DESIRES TO CLAIM AS EXEMPT THAT HAS NOT PREVIOUSLY BEEN CLAIMED ABOVE. (NCGS 1C-1601(a)(2). The amount claimed may not exceed the remaining amount available under paragraph 1(b) which has not been used for other exemptions.)

Table with 5 columns: Description, Market Value, Lien Holder(s), Amt. Lien, Net Value. Rows include (a) Total Net Value of property claimed in paragraph 13, (b) Total amount available from paragraph 1(b), (c) Less amounts from paragraph 1(b) which were used in the following paragraphs: Paragraph 3(b), Paragraph 4(b), Paragraph 5(c), Net Balance Available from paragraph 1(b), Total Net Exemption.

14. OTHER EXEMPTIONS CLAIMED UNDER THE LAWS OF THE STATE OF NORTH CAROLINA:

-NONE-

TOTAL VALUE OF PROPERTY CLAIMED AS EXEMPT \$ 0.00

15. EXEMPTIONS CLAIMED UNDER NON-BANKRUPTCY FEDERAL LAW:

-NONE-

TOTAL VALUE OF PROPERTY CLAIMED AS EXEMPT \$ 0.00

DATE January 22, 2011

/s/ Craig J. Stapel
Craig J. Stapel
Debtor

In re Encore Marketing Group, Inc.

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor" ,include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No. x2015	X	2007 Cadillac STS						18,057.49	0.00
CarMax Auto Finance Attn: Managing Agent P. O. Box 440609 Kennesaw, GA 30160									
Account No.	-	Lien on Receivables						135,000.00	0.00
First Growth Financial Attn: Managing Agent 4855 Technology Way, Ste 500 Boca Raton, FL 33431									
Account No.									
Account No.									
Subtotal (Total of this page)								153,057.49	0.00
Total (Report on Summary of Schedules)								153,057.49	0.00

0 continuation sheets attached

In re Encore Marketing Group, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

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

In re Encore Marketing Group, Inc.
Debtor

Case No. _____

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. xx-x91-82 Connecticut Department of Labor Attn: Managing Agent 200 Folly Brook Blvd. Wethersfield, CT 06109			unemployment taxes				1,599.26	0.00
Account No. Indiana Dept of Workforce Dev. Attn: Managing Agent 10 North Senate Avenue Indianapolis, IN 46204			2010 unemployment tax				1,310.40	0.00
Account No. 364483581 Internal Revenue Service Centralized Insolvency Operations P.O. Box 7346 Philadelphia, PA 19114-0326			2008-2009 late filing penalties			X	1,157.00	0.00
Account No. Massachusetts Dept of Workforce Dev Attn: Managing Agent 19 Stanford Street Boston, MA 02114			unemployment taxes				1,211.38	0.00
Account No.								

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

Subtotal
(Total of this page) **5,278.04** **1,157.00**
4,121.04

Total
(Report on Summary of Schedules) **5,278.04** **1,157.00**
4,121.04

In re Encore Marketing Group, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No. xxxxxxx26-01 AFNI Attn: Managing Agent P.O. Box 3427 Bloomington, IL 61702-3427	-					X	854.50
Account No. xxxxxxx47-02 AFNI Attn: Managing Agent P. O. Box 3427 Bloomington, IL 61702-3427	-					X	570.65
Account No. xxxxx3395 Albuquerque Collection Services Attn: Managing Agent 5310 Homestead Road, NE, Bldg 1B Albuquerque, NM 87110	-					X	119.04
Account No. xxxxx4542 Alburquerque Collection Service Attn: Managing Agent 5310 Homestead Road, NE, Bldg 1B Albuquerque, NM 87110	-					X	57.73
Subtotal (Total of this page)							1,601.92

11 continuation sheets attached

In re Encore Marketing Group, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No. xxxxxxxx0157 Alliant Law Group Attn: Managing Agent 2841 Junction Avenue, Suite 128 San Jose, CA 95134	-		phone services - Collections for AT&T			X	453.31
Account No. x-xx-xx4300 AT&T Attn: Managing Agent Riverwood Drive Waukesha, WI 53188	-		overpayment of commission income (2002 - 2003)				570,773.67
Account No. xxx8994 Caine and Weiner Attn: Managing Agent P.O. Box 5010 Woodland Hills, CA 91365-5010	-		water services - Collections for Arrowhead Water			X	242.61
Account No. xx-xxxx0533 CBCS Attn: Managing Agent P.O. Box 69 Columbus, OH 43216	-		phone services - Collections for AT&T			X	2,486.84
Account No. CBCS Attn: Managing Agent P.O. Box 105262 Atlanta, GA 30348	-		collections for AT&T			X	1,038.13
Subtotal (Total of this page)							574,994.56

Sheet no. 1 of 11 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Encore Marketing Group, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. xxxxxxxx6531 Cisco, Inc. Attn: Managing Agnt 1702 Townhurst Drive Houston, TX 77043	-		phone services - Collections for AT&T			X	1,224.99
Account No. xxxxxx2933 CMI Attn: Managing Agent 4200 Internatinal Parkway Carrollton, TX 75007-1996	-		internet services - Collections for Time Warner Cable			X	531.71
Account No. Craig J. Stapel 260 S. Churton Street Hillsborough, NC 27278	-		unpaid compensation				78,808.49
Account No. CSA Building, LLC Attn: Managing Agent 719 Jadwin Ave Richland, WA 99352	-		office rent			X	443.58
Account No. Darric Miller P. O. Box 2424 Tuscaloosa, AL 35403	-		unpaid compensation				51,127.78
						Subtotal (Total of this page)	132,136.55

Sheet no. 2 of 11 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Encore Marketing Group, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U I D A T E D	A M O U N T O F C L A I M
		H W J C			
Account No. Ethan & Associates Attn: Managing Agent 800 North Causeway Blvd, 3rd Floor Mandeville, LA 70448	-	office rent		X	653.33
Account No. Franklin Collection Service Attn: Managing Agent P.O. Box 3910 Tupelo, MS 38803-3910	-	collections for AT&T		X	2,486.84
Account No. IC Systems, Inc Attn: Managing Agent P.O. Box 64437	-	collections for Sprint		X	357.62
Account No. Iron Horse Attn: Managing Agent 777 108th Ave, Ste 1670 Bellevue, WA 98004	-			X	415.28
Account No. Jasmine People 1610 Midland Building 1010 Prospect Avenue, West Cleveland, OH 44115	-	legal award		X	540,000.00
Sheet no. <u>3</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	543,913.07

In re Encore Marketing Group, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No. Jay Starnes 3918 Anders Way Mebane, NC 27302		-	unpaid compensation				20,306.58
Account No. xxx-x7200 JL Russell Attn: Managing Agent 13700 State Rd North Royalton, OH 44133		-	collections for Durham Herald Sun			X	191.62
Account No. xxx9481 Joseph, Mann and Creed Attn: Managing Agent 20600 Chagrin Blvd, Suite 550 Beachwood, OH 44122-5340		-	advertising - Collections for The News & Observer			X	547.29
Account No. Krevolin and Horst Attn: Managing Agent 1201 West Peachtree NW, Ste 3250 Atlanta, GA 30309		-	legal fees				16,709.63
Account No. Marje Partnership Attn: Jeff Sesol 17729 Crystal Lake Drive Homer Glen, IL 60491		-	unpaid compensation				32,300.00
Subtotal (Total of this page)							70,055.12

Sheet no. 4 of 11 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Encore Marketing Group, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. NCO Financial Systems, Inc. Attn: Managing Agent 507 Prudential Road Horsham, PA 19044	-		phone services - Collections for Verizon			X	854.50	
Account No. NCO Financial Systems, Inc. Attn: Managing Agent 507 Prudential Road Horsham, PA 19044	-		phone services - Collections for AT&T			X	655.68	
Account No. NCO Financial Systems, Inc. Attn: Managing Agent 507 Prudential Road Horsham, PA 19044	-		phone services - Collections for AT&T			X	404.17	
Account No. xxxxxxxx4501 NFO Financial Systems Attn: Managing Agent 507 Prudential Road Horsham, PA 19044	-		phone services - Collections for AT&T			X	187.39	
Account No. xxxxx6611 North Shore Agency Attn: Managing Agent 27 Spagnoli Road, Suite 11 Melville, NY 11747-3515	-		phone services - Collections for Sprint			X	371.30	
Sheet no. <u>5</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	2,473.04

In re Encore Marketing Group, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. xxx3231 Ohio Bureau Of Workers Compensation Attn: Managing Agent BWC Corporate Processing Dept Columbus, OH 43271-0977	-				X	20,278.97
Account No. xx-xxxxxxx-xALMB Palmer Reifler and Associates Attn: Managing Agent 1900 Summit Tower Blvd., Suite 820 Orlando, FL 32810-5951	-				X	358.38
Account No. Patrick Kitchins, Esq. 565 Commercial St, 4th Floor San Franciaso, CA 91111	-					6,147.94
Account No. xxxx6066 Penn Credit 916 S Attn: Managing Agnt 916 S. 14th Street Harrisburg, PA 17108	-				X	77.34
Account No. xxxxxxxxx7002 Piedmont Natural Gas Attn: Managing Agent P. O. Box 53350 Dahlonega, GA 30533-3500	-				X	397.17
Sheet no. <u>6</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	27,259.80

In re Encore Marketing Group, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No. xxxxx3902 Pinnacle Financial Group Attn: Managing Agent 7825 Washington Ave, Ste 310 Howard Lake, MN 55349-2409	-					X	2,038.39
Account No. xxxxx9995 Qwest c/o West Asset Management P. O. Box 1259 Oaks, PA 19456	-					X	494.12
Account No. Robert Weinroth 1743 NW 124th Way Coral Springs, FL 33071	-						86,493.09
Account No. Sayles and Werbner Attn: Managing Agent 1202 Elm Street Dallas, TX 75270	-					X	56,737.85
Account No. xx2646 Seattle Times Attn: Managing Agent P.O. Box 21966 Seattle, WA 98111-3966	-					X	3,839.53
Subtotal (Total of this page)							149,602.98

Sheet no. 7 of 11 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Encore Marketing Group, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No. xxxxxxxx7299 Solomon & Soloman, PC Attn: Managing Agent Five Columbia Circle Albany, NY 12203						X	583.74
Account No. xx-xxx-3630 State of California Franchise Tax Board Attn: Managing Agent 411 E. Canon Perdido St, Rm 3 Santa Barbara, CA 93101						X	23,349.93
Account No. xx-xxx-0344 State of California Franchise Tax Board Attn: Managing Agent 2031 Howe Ave, Ste 100 Claims Sacramento, CA 95825						X	43,603.12
Account No. xx-xxx-5448 State of California Franchise Tax Board Attn: Managing Agent 411 E. Canon Perdido St, Rm 3 Santa Barbara, CA 93101							20,349.93
Account No. xxx-x448-1 State of California Attn: Ken Harris 3321 Power Inn Road PO Box 277250 Sacramento, CA 95825							6,280.90
Subtotal (Total of this page)							94,167.62

Sheet no. 8 of 11 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Encore Marketing Group, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. xxx-x448-2 State of California Attn: Ken Harris 3321 Power Inn Road PO Box 277250 Sacramento, CA 95827-7250		-	taxes - 2007 (appeal filed)			X	58,942.57	
Account No. Supermedia LLC f/k/a Idearc Holdings Attn: Managing Agent 2200 Airfield Drive, TX 29 Dallas, TX 75261		-	legal settlement				1,148,327.40	
Account No. SVA CPA, SC Attn: Managing Agent 1221 John Hammons Dr., POBox 44966 Madison, WI 53744-4966		-	accounting services				21,340.80	
Account No. xxxxre01 Ultimate Water Attn: Managing Agent P.O. Box 024902 Miami, FL 33102		-	water delivery			X	160.50	
Account No. xxxx-xxxxxx-x3004 United Recovery Systems, LP Attn: Managing Agent P.O. Box 722929 Houston, TX 77272-2929	X	-	business credit card - Collections for American Express				49,492.62	
Sheet no. <u>9</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,278,263.89

In re Encore Marketing Group, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. xxxxxxxxx9561 United Recovery Systems, LP Attn: Managing Agent P.O. Box 722929 Houston, TX 77272-2929	X	-	business credit card - Collections for American Express				14,015.94	
Account No. xxxxxxxxxxx7552 United Recovery Systems, LP Attn: Managing Agent P.O. Box 722929 Houston, TX 77272-2929	X	-	supplies - Collections for Staples Credit				4,081.17	
Account No. Venture Group Enterprises Attn: Managing Agent 2520 Whitehall Park Dr, Ste 100 Charlotte, NC 28273	X	-	business loan				48,387.45	
Account No. Wells Fargo Attn: Managing Agent P.O. Box 6426 Carol Stream, IL 60197-6426	-		business line of credit				50,000.00	
Account No. West Asset Management Attn: Managing Agent P.O. Box 1259, Dept. 11576 Oaks, PA 19456	-		phone services - Collections for Sprint			X	494.12	
Sheet no. <u>10</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	116,978.68

In re Encore Marketing Group, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. xxxx9765			phone services - Collections for Sprint					
West Asset Management Attn: Managing Agent P. O. Box 1259 Oaks, PA 19456		-				X	343.70	
Account No.								
Account No.								
Account No.								
Account No.								
Sheet no. <u>11</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	343.70
							Total (Report on Summary of Schedules)	2,991,790.93

In re Encore Marketing Group, Inc. 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.
GE Capital Attn: Managing Agent P. O .Box 3083 Cedar Rapids, IA 52406-3083	office copier - lease to own - expires 2/2011
SunTrust Corporate Real Estate Group 919 E. Main Street, 14th Floor Richmond, VA 23219	month to month - Lease for 260 S. Churton Street, Hillsborough, NC 27278

In re Encore Marketing Group, Inc.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

 Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Craig J. Stapel 260 S. Churton Street Hillsborough, NC 27278	Venture Group Enterprises Attn: Managing Agent 2520 Whitehall Park Dr, Ste 100 Charlotte, NC 28273
Craig Stapel 260 S. Churton Street Hillsborough, NC 27278	CarMax Auto Finance Attn: Managing Agent P. O. Box 440609 Kennesaw, GA 30160
Craig Stapel 260 S. Churton Street Hillsborough, NC 27278	United Recovery Systems, LP Attn: Managing Agent P.O. Box 722929 Houston, TX 77272-2929
Craig Stapel 260 S. Churton Street Hillsborough, NC 27278	United Recovery Systems, LP Attn: Managing Agent P.O. Box 722929 Houston, TX 77272-2929
Craig Stapel 260 S. Churton Street Hillsborough, NC 27278	United Recovery Systems, LP Attn: Managing Agent P.O. Box 722929 Houston, TX 77272-2929

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_____ continuation sheets attached to Schedule of Codebtors

Case 11-80116 Doc 1 Filed 01/22/11 Page 33 of 54

**United States Bankruptcy Court
Middle District of North Carolina**

In re **Encore Marketing Group, Inc.**

Debtor(s)

Case No. _____

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President and Chief Executive Officer 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 **28** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **January 22, 2011**Signature **/s/ Craig J. Stapel****Craig J. Stapel****President and Chief Executive Officer**

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

United States Bankruptcy Court
Middle District of North Carolina

In re Encore Marketing Group, Inc.

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.

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."

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.

"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.

Table with 2 columns: AMOUNT and SOURCE. Rows include 2011: ytd Gross Receipts (\$53,942.00), 2010: Gross Receipts (\$961,474.00), and 2009: Gross Receipts (\$1,302,135.08).

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.

AMOUNT SOURCE

3. Payments to creditors

None **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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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.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Supermedia LLC f/k/a Idearc Holdings Attn: Managing Agent 2200 Airfield Drive, TX 29 Dallas, TX 75261	October 25, 2010	\$24,703.19	\$1,148,327.40

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
Craig J. Stapel 260 S. Churton Street Hillsborough, NC 27278 Owner	Over past 12 months	\$40,956.00	\$78,808.49

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Jasmine Peeples v Encore Marketing Group, Inc. Case No. CV-09-687554	Civil	Court of Common Pleas Cuyahoga County, Ohio	Appeal filed
Idearc Media Crop v Encore Marketing Group, Inc., Craig Stapel, Robert Weinroth, Angelo Narvaez, Radrian Austin, Owen Thunderburg and Sam Holscomb Case No. 3:08-CV-223-M	Civil	United States District Court Court for the Northern District of Texas (Dallas Division)	Settled 4/2010

* 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.

- 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
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5. Repossessions, foreclosures and returns

- None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
--------------------------------------	--	--------------

9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Hendren & Malone, PLLC 4600 Marriott Drive Suite 150 Raleigh, NC 27612	December 17, 2010	\$20,000.00

10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
CarMax Attn: Managing Agent 11225 Parkside Drive Knoxville, TN 37934 none	12/27/2010	2003 Honda Accord - \$2,000.00 - credit against purchase

- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

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.

Table with 5 columns: NAME, LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN, ADDRESS, NATURE OF BUSINESS, BEGINNING AND ENDING DATES

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.

Table with 2 columns: 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

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

Table with 2 columns: NAME AND ADDRESS, DATES SERVICES RENDERED. Includes entries for Kathy Perry and Paul Devine.

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.

Table with 3 columns: NAME, ADDRESS, DATES SERVICES RENDERED. Includes entry for Suby Von Haden.

NAME	ADDRESS	DATES SERVICES RENDERED
RC Neighbours	Attn: Stephen Neighbours 638 N. Churton Street Hillsborough, NC 27278	2010

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
RC Neighbours	Attn: Stephen Neighbours 638 N. Churton Street Hillsborough, NC 27278

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
First Growth Financial Attn: Managing Agent 4855 Technology Way, Ste 500 Boca Raton, FL 33431	Monthly

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21. Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Craig J. Stapel 260 S. Churton Street Hillsborough, NC 27278	President and Chief Executive Officer	100% ownership

22. Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Craig J. Stapel 260 S. Churton Street Hillsborough, NC 27278 Owner	January 2011	\$3,200

24. Tax Consolidation Group.

- None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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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)
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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 January 22, 2011 Signature /s/ Craig J. Stapel
Craig J. Stapel
President and Chief Executive Officer

[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
Middle District of North Carolina

In re Encore Marketing Group, Inc.

Debtor(s)

Case No.

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

Table with 3 rows: For legal services, I have agreed to accept; Prior to the filing of this statement I have received; Balance Due. Columns include dollar sign and amount (0.00).

2. \$ 0.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:
Debtor Other (specify):

4. The source of compensation to be paid to me is:
Debtor Other (specify):

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

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
e. [Other provisions as needed]

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

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: January 22, 2011

/s/ Jason L. Hendren / Rebecca F. Redwine
Jason L. Hendren / Rebecca F. Redwine 26869 / 37012
Hendren & Malone, PLLC
4600 Marriott Drive
Suite 150
Raleigh, NC 27612
(919) 573-1422 Fax: (919) 420-0475
jhendren@hendrenmalone.com

**United States Bankruptcy Court
Middle District of North Carolina**

In re Encore Marketing Group, Inc.,
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Craig J. Stapel 260 S. Churton Street Hillsborough, NC 27278	Common	100%	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President and Chief Executive Officer 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 January 22, 2011

Signature /s/ Craig J. Stapel
Craig J. Stapel
President and Chief Executive Officer

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

**United States Bankruptcy Court
Middle District of North Carolina**

In re **Encore Marketing Group, Inc.**
Debtor(s)

Case No. _____
Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, the President and Chief Executive Officer 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: **January 22, 2011**

/s/ Craig J. Stapel
Craig J. Stapel/President and Chief Executive Officer
Signer/Title

AFNI
Attn: Managing Agent
P.O. Box 3427
Bloomington, IL 61702-3427

AFNI
Attn: Managing Agent
P. O. Box 3427
Bloomington, IL 61702-3427

Albuquerque Collection Services
Attn: Managing Agent
5310 Homestead Road, NE, Bldg 1B
Albuquerque, NM 87110

Albuquerque Collection Service
Attn: Managing Agent
5310 Homestead Road, NE, Bldg 1B
Albuquerque, NM 87110

Alliant Law Group
Attn: Managing Agent
2841 Junction Avenue, Suite 128
San Jose, CA 95134

AT&T
Attn: Managing Agent
Riverwood Drive
Waukesha, WI 53188

Bankruptcy Administrator
434 Fayetteville Street Mall
Suite 620
Raleigh, NC 27601

Bankruptcy Administrator
United States Bankruptcy Court
P. O. Box 3758
Wilson, NC 27895-3758

Caine and Weiner
Attn: Managing Agent
P.O. Box 5010
Woodland Hills, CA 91365-5010

CarMax Auto Finance
Attn: Managing Agent
P. O. Box 440609
Kennesaw, GA 30160

CBCS
Attn: Managing Agent
P.O. Box 69
Columbus, OH 43216

CBCS
Attn: Managing Agent
P.O. Box 105262
Atlanta, GA 30348

Cisco, Inc.
Attn: Managing Agnt
1702 Townhurst Drive
Houston, TX 77043

CMI
Attn: Managing Agent
4200 Internatinal Parkway
Carrollton, TX 75007-1996

Connecticut Department of Labor
Attn: Managing Agent
200 Folly Brook Blvd.
Wethersfield, CT 06109

Craig J. Stapel
260 S. Churton Street
Hillsborough, NC 27278

Craig Stapel
260 S. Churton Street
Hillsborough, NC 27278

CSA Building, LLC
Attn: Managing Agent
719 Jadwin Ave
Richland, WA 99352

Darric Miller
P. O. Box 2424
Tuscaloosa, AL 35403

Employment Security Commission
P.O. Box 26504
Raleigh, NC 27611-6504

Ethan & Associates
Attn: Managing Agent
800 North Causeway Blvd, 3rd Floor
Mandeville, LA 70448

First Growth Financial
Attn: Managing Agent
4855 Technology Way, Ste 500
Boca Raton, FL 33431

Franklin Collection Service
Attn: Managing Agent
P.O. Box 3910
Tupelo, MS 38803-3910

GE Capital
Attn: Managing Agent
P. O .Box 3083
Cedar Rapids, IA 52406-3083

IC Systems, Inc
Attn: Managing Agent
P.O. Box 64437

Indiana Dept of Workforce Dev.
Attn: Managing Agent
10 North Senate Avenue
Indianapolis, IN 46204

Internal Revenue Service
Centralized Insolvency Operations
P.O. Box 7346
Philadelphia, PA 19114-0326

Iron Horse
Attn: Managing Agent
777 108th Ave, Ste 1670
Bellevue, WA 98004

Jasmine Peeple
1610 Midland Building
1010 Prospect Avenue, West
Cleveland, OH 44115

Jason L. Hendren, Esq.
HENDREN & MALONE, PLLC
4600 Marriott Drive, Ste 150
Raleigh, NC 27612

Jay Starnes
3918 Anders Way
Mebane, NC 27302

JL Russell
Attn: Managing Agent
13700 State Rd
North Royalton, OH 44133

Joseph, Mann and Creed
Attn: Managing Agent
20600 Chagrin Blvd, Suite 550
Beachwood, OH 44122-5340

Krevolin and Horst
Attn: Managing Agent
1201 West Peachtree NW, Ste 3250
Atlanta, GA 30309

Marje Partnership
Attn: Jeff Sesol
17729 Crystal Lake Drive
Homer Glen, IL 60491

Massachusetts Dept of Workforce Dev
Attn: Managing Agent
19 Stanford Street
Boston, MA 02114

NC Department of Revenue
Attn: Managing Agent
P.O. Box 25000
Raleigh, NC 27640

NC Department of Revenue
Office Services Div., Bankruptcy Un
P. O. Box 1168
Raleigh, NC 27602-1168

NCO Financial Systems, Inc.
Attn: Managing Agent
507 Prudential Road
Horsham, PA 19044

NFO Financial Systems
Attn: Managing Agent
507 Prudential Road
Horsham, PA 19044

North Shore Agency
Attn: Managing Agent
27 Spagnoli Road, Suite 11
Melville, NY 11747-3515

Ohio Bureau Of Workers Compensation
Attn: Managing Agent
BWC Corporate Processing Dept
Columbus, OH 43271-0977

Palmer Reifler and Associates
Attn: Managing Agent
1900 Summit Tower Blvd., Suite 820
Orlando, FL 32810-5951

Patrick Kitchins, Esq.
565 Commercial St, 4th Floor
San Francisco, CA 94111

Penn Credit 916 S
Attn: Managing Agent
916 S. 14th Street
Harrisburg, PA 17108

Piedmont Natural Gas
Attn: Managing Agent
P. O. Box 53350
Dahlonega, GA 30533-3500

Pinnacle Financial Group
Attn: Managing Agent
7825 Washington Ave, Ste 310
Howard Lake, MN 55349-2409

Qwest
c/o West Asset Management
P. O. Box 1259
Oaks, PA 19456

Rebecca F. Redwine, Esq.
HENDREN & MALONE, PLLC
4600 Marriott Drive, Suite 150
Raleigh, NC 27612

Robert Weinroth
1743 NW 124th Way
Coral Springs, FL 33071

Sayles and Werbner
Attn: Managing Agent
1202 Elm Street
Dallas, TX 75270

Seattle Times
Attn: Managing Agent
P.O. Box 21966
Seattle, WA 98111-3966

Securities & Exchange Commission
Branch of Reorganization
3475 Lennox Road, Suite 1000
Atlanta, GA 30326-1323

Solomon & Soloman, PC
Attn: Managing Agent
Five Columbia Circle
Albany, NY 12203

State of California
Franchise Tax Board
Attn: Managing Agent
411 E. Canon Perdido St, Rm 3
Santa Barbara, CA 93101

State of California
Franchise Tax Board
Attn: Managing Agent
2031 Howe Ave, Ste 100 Claims
Sacramento, CA 95825

State of California
Attn: Ken Harris
3321 Power Inn Road
PO Box 277250
Sacramento, CA 95825

State of California
Attn: Ken Harris
3321 Power Inn Road
PO Box 277250
Sacramento, CA 95827-7250

SunTrust
Corporate Real Estate Group
919 E. Main Street, 14th Floor
Richmond, VA 23219

Supermedia LLC f/k/a Idearc Holdings
Attn: Managing Agent
2200 Airfield Drive, TX 29
Dallas, TX 75261

SVA CPA, SC
Attn: Managing Agent
1221 John Hammons Dr., POBox 44966
Madison, WI 53744-4966

Ultimate Water
Attn: Managing Agent
P.O. Box 024902
Miami, FL 33102

United Recovery Systems, LP
Attn: Managing Agent
P.O. Box 722929
Houston, TX 77272-2929

United States Attorney
Suite 800, Federal Building
310 New Bern Avenue
Raleigh, NC 27601-1461

Venture Group Enterprises
Attn: Managing Agent
2520 Whitehall Park Dr, Ste 100
Charlotte, NC 28273

Wells Fargo
Attn: Managing Agent
P.O. Box 6426
Carol Stream, IL 60197-6426

West Asset Management
Attn: Managing Agent
P.O. Box 1259, Dept. 11576
Oaks, PA 19456

West Asset Management
Attn: Managing Agent
P. O. Box 1259
Oaks, PA 19456

**United States Bankruptcy Court
Middle District of North Carolina**

In re **Encore Marketing Group, Inc.**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Encore Marketing Group, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

January 22, 2011

Date

/s/ Jason L. Hendren / Rebecca F. Redwine

Jason L. Hendren / Rebecca F. Redwine 26869 / 37012

Signature of Attorney or Litigant

Counsel for **Encore Marketing Group, Inc.**

Hendren & Malone, PLLC

4600 Marriott Drive

Suite 150

Raleigh, NC 27612

(919) 573-1422 Fax:(919) 420-0475

jhendren@hendrenmalone.com