

**United States Bankruptcy Court**  
**Middle District of Florida, Tampa Division**

In re Phil's Cake Box Bakeries, Inc.

Debtor

Case No. 8:12-bk-13635-KRMChapter 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	2	5,845,803.00		
B - Personal Property	Yes	4	6,668,713.10		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	7		11,033,900.45	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	35		3,524,931.19	
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		53			
		Total Assets	12,514,516.10		
			Total Liabilities	14,558,831.64	

**United States Bankruptcy Court  
Middle District of Florida, Tampa Division**

In re Phil's Cake Box Bakeries, Inc.,  
Debtor

Case No. 8:12-bk-13635-KRM

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 Phil's Cake Box Bakeries, Inc.Case No. 8:12-bk-13635-KRM

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
903 N. Excelda Avenue Tampa, Florida (Value is tax assessed value)	Fee Simple	-	65,741.00	1,659.40
1014 Paddock Street Tampa, Florida (Value is tax assessed value)	Fee Simple	-	33,496.00	853.05
Corner of Exelda Ave. and Lemon Tampa, Florida (Value is tax assessed value)	Fee Simple	-	30,600.00	757.14
2909 W. Cypress Street Tampa, Florida (Value is tax assessed value)	Fee Simple	-	655,591.00	373,428.00
5202 Eagle Trail Drive Tampa, Florida (Value is tax assessed value)	Fee Simple	-	4,240,094.00	9,088,366.67
806 N. Habana Avenue Tampa, Florida (Value is tax assessed value)	Fee Simple	-	63,648.00	1,567.21
804 N. Habana Avenue Tampa, Florida (Value is tax assessed value)	Fee Simple	-	91,800.00	2,257.30
913 N. Excelda Avenue Tampa, Florida (Value is tax assessed value)	Fee Simple	-	30,300.00	749.77
0 W. Cypress Street Tampa, Florida (Value is tax assessed value)	Fee Simple	-	193,848.00	58,255.31
1008 Paddock Street Tampa, Florida (Value is tax assessed value)	Fee Simple	-	46,998.00	1,184.02

Sub Total > **5,452,116.00** (Total of this page)

+ HB and SCB hold liens on multiple parcels, which are not fully reflected in the amount of secured claim column for each parcel.

1 continuation sheets attached to the Schedule of Real Property

In re Phil's Cake Box Bakeries, Inc.Case No. 8:12-bk-13635-KRM

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**SCHEDULE A - REAL PROPERTY**  
(Continuation Sheet)

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
1009 N. Excelda Avenue Tampa, Florida (Value is tax assessed value)	Fee Simple	-	30,163.00	787.29
1017 N. Excelda Avenue Tampa, Florida (Value is tax assessed value)	Fee Simple	-	9,130.00	230.85
2911 W. Cypress Street Tampa, Florida (Value is tax assessed value)	Fee Simple	-	47,587.00	1,254.05
1009 N. Paddock Street Tampa, Florida (Value is tax assessed value)	Fee Simple	-	33,107.00	843.49
902 W. Sligh & North Boulevard Tampa, Florida (Value is tax assessed value)	Fee Simple	-	13,351.00	334.31
1005 N. Excelda Avenue Tampa, Florida (Value is tax assessed value)	Fee Simple	-	260,349.00	6,388.92

Sub Total > **393,687.00** (Total of this page)

Total > **5,845,803.00**

(Report also on Summary of Schedules)

Sheet 1 of 1 continuation sheets attached to the Schedule of Real Property

In re Phil's Cake Box Bakeries, Inc.Case No. 8:12-bk-13635-KRM

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

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

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

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

Type of Property	N O 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		<b>Petty cash</b>	-	<b>2,500.00</b>
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.		<b>Southern Commerce Bank</b>	-	<b>30,589.15</b>
		<b>Regions Bank</b>	-	<b>21,491.51</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.		<b>Prepaid fees</b>	-	<b>687.00</b>
		<b>Prepaid computer expenses</b>	-	<b>12,767.00</b>
		<b>Prepaid insurance</b>	-	<b>15,045.00</b>
		<b>TECO utility deposit</b>	-	<b>5,500.00</b>
		<b>Other deposits</b>	-	<b>343.00</b>
		<b>TECO (Hartford) Surety Bond</b>	-	<b>0.00</b>
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
			Sub-Total >	<b>88,922.66</b>
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

In re Phil's Cake Box Bakeries, Inc.Case No. 8:12-bk-13635-KRM

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.	<b>X</b>			
10. Annuities. Itemize and name each issuer.	<b>X</b>			
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).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>			
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.		<b>Accounts receivable (baseline)</b>	-	<b>651,677.00</b>
		<b>Automobile loan</b>	-	<b>1,673.44</b>
		<b>Alessi Promotions</b>	-	<b>171,853.00</b>
		<b>Alessi Properties, Inc.</b>	-	<b>300,959.00</b>
		<b>Philip Alessi, Sr.</b>	-	<b>187,629.00</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>			

Sub-Total > **1,313,791.44**  
(Total of this page)

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

In re Phil's Cake Box Bakeries, Inc.Case No. 8:12-bk-13635-KRM

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
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		<b>Claims against BP Oil</b>	-	<b>125,000.00</b>
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.		<b>Lease of Ford F-350 (see Schedule G)</b>	-	<b>0.00</b>
		<b>(Note: Book value, see attachment for cumulative depreciation) 2000 Ford Windstar 2003 Dodge 1500 Van 2004 Dodge Sprinter Van 2008 Lincoln Towncar 2011 Hurricane Trailer</b>	-	<b>193,671.00</b>
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		<b>Computers &amp; Software</b>	-	<b>341,053.00</b>
			Sub-Total >	<b>659,724.00</b>
			(Total of this page)	

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

In re Phil's Cake Box Bakeries, Inc.

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**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
		<b>Bakery , office furniture, equipment</b>	-	<b>26,263.00</b>
		<b>Plant - office furniture, equipment</b>	-	<b>132,585.00</b>
29. Machinery, fixtures, equipment, and supplies used in business.		<b>(Note: Book value, see attachment for cumulative depreciation)</b>	-	<b>538,388.00</b>
		<b>Bakery equipment</b>		
		<b>Kennedy equipment</b>	-	<b>4,138.00</b>
		<b>Plant</b>	-	<b>2,789,614.00</b>
		<b>Signage</b>	-	<b>12,280.00</b>
30. Inventory.		<b>Plant and Bakery - Ingredients</b>	-	<b>271,615.00</b>
		<b>Plant and Bakery - Paper &amp; Packaging</b>	-	<b>332,907.00</b>
		<b>Plant - Labels</b>	-	<b>19,397.00</b>
		<b>Plant - Cleaning supplies</b>	-	<b>7,658.00</b>
		<b>Plant - Safety supplies</b>	-	<b>3,224.00</b>
		<b>Plant and Bakery - Brochures</b>	-	<b>11,271.00</b>
		<b>Plant and Bakery - Finished goods</b>	-	<b>448,253.00</b>
		<b>Plant - WIP</b>	-	<b>8,682.00</b>
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

Sub-Total > **4,606,275.00**  
(Total of this page)  
Total > **6,668,713.10**

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

(Report also on Summary of Schedules)



· FIXED ASSETS	
13000 · LAND - BAKERY	507,093.35
13005 · LAND - PLANT	2,200,000.00
13035 · 903 EXCELDA	182,919.25
13040 · 1014 PADDOCK	137,957.84
13045 · 1009 PADDOCK	124,033.20
13100 · BUILDING - BAKERY	82,500.00
13125 · BUILDING - PLANT	4,499,730.00
13150 · BUILDING IMPROVMENTS - BAKERY	575,566.19
13160 · BUILDING IMPROVEMENT - PLANT	2,951,556.80
13200 · EQUIPMENT - BAKERY	538,388.41
13220 · EQUIPMENT - KENNEDY	4,138.33
13225 · EQUIPMENT - PLANT	2,789,613.74
13205 · EQUIPMENT LEASED - BAKERY	15,791.39
13230 · EQUIPMENT LEASED PLANT	290,184.29
13250 · FURN. & FIXTURES - BAKERY	26,263.28
13255 · FURN. & FIXTURES - PLANT	132,585.75
13300 · SIGNS	12,280.13
13400 · VEHICLES - BAKERY	112,591.40
13450 · VEHICLES - PLANT	76,079.93
13500 · COMPUTERS & SOFTWARE	341,053.22
13995 · ACCUMULATED DEPRECIATION	(3,753,797.77)
<b>Total 13 · FIXED ASSETS</b>	<b><u>11,846,528.73</u></b>

In re Phil's Cake Box Bakeries, Inc.

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### SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:  
(Check one box)

- 11 U.S.C. §522(b)(2)
- 11 U.S.C. §522(b)(3)

Check if debtor claims a homestead exemption that exceeds \$146,450. *(Amount subject to adjustment on 4/1/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.)*

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
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**NONE.**

In re Phil's Cake Box Bakeries, Inc.

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### 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.		2011						
ABRTL, LLC and AM CERT, LLC Part 4747 Executive Drive Suite 510 San Diego, CA 92121	-	Tax Lien						
		1014 Paddock Street Tampa, Florida (Value is tax assessed value)						
		Value \$	33,496.00				853.05	0.00
Account No.		2011						
ABRTL, LLC and AM CERT, LLC Part 4747 Executive Drive Suite 510 San Diego, CA 92121	-	Tax Lien						
		1008 Paddock Street Tampa, Florida (Value is tax assessed value)						
		Value \$	46,998.00				1,184.02	0.00
Account No.		2011						
ABRTL, LLC and AM CERT, LLC Part 4747 Executive Drive Suite 510 San Diego, CA 92121	-	Tax Lien						
		2911 W. Cypress Street Tampa, Florida (Value is tax assessed value)						
		Value \$	47,587.00				1,254.05	0.00
Account No.		2011						
ABRTL, LLC and AM CERT, LLC Part 4747 Executive Drive Suite 510 San Diego, CA 92121	-	Tax Lien						
		5202 Eagle Trail Drive Tampa, Florida (Value is tax assessed value)						
		Value \$	4,240,094.00				98,874.13	0.00
Subtotal								
(Total of this page)							102,165.25	0.00

6 continuation sheets attached

In re Phil's Cake Box Bakeries, Inc.

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**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			<b>2011</b>					
<b>AJW Investments, LLC 720 S. Colorado Boulevard Suite 930N Denver, CO 80246</b>		-	<b>Tax Lien  1005 N. Excelda Avenue Tampa, Florida (Value is tax assessed value)</b>				<b>6,388.92</b>	<b>0.00</b>
Account No.			<b>UCC Financing</b>					
<b>American Packaging Capital, Inc. 391 Diablo Road Suite C Danville, CA 94526</b>		-	<b>All equipment subject to Lease Agreement</b>				<b>15,505.09</b>	<b>0.00</b>
Account No.			<b>Additional notice</b>					
<b>American Packaging Capital, Inc. c/o TCF Equipment Finance 11100 Wayzata Boulevard Suite 801 Hopkins, MN 55305</b>			<b>American Packaging Capital, Inc.</b>				<b>Notice Only</b>	
Account No.			<b>2011</b>					
<b>B Low, LLC and CBBTL LLC Partner 4747 Executive Drive Suite 510 San Diego, CA 92121</b>		-	<b>Tax Lien  2909 W. Cypress Street Tampa, Florida (Value is tax assessed value)</b>				<b>9,589.62</b>	<b>0.00</b>
Account No.			<b>2011</b>					
<b>B Low, LLC and CBBTL LLC Partner 4747 Executive Drive Suite 510 San Diego, CA 92121</b>		-	<b>Tax Lien  1009 N. Paddock Street Tampa, Florida (Value is tax assessed value)</b>				<b>843.49</b>	<b>0.00</b>
<b>Subtotal</b>							<b>32,327.12</b>	<b>0.00</b>
(Total of this page)								

Sheet 1 of 6 continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

In re Phil's Cake Box Bakeries, Inc.

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**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H	W					
Account No.								
<b>B Low, LLC and CBBTL LLC Partner 4747 Executive Drive Suite 510 San Diego, CA 92121</b>	-							
							<b>9,589.62</b>	<b>0.00</b>
Account No.								
<b>Bank Atlantic 2100 W. Cypress Creek Road Fort Lauderdale, FL 33309</b>	-							
							<b>43,841.54</b>	<b>0.00</b>
Account No.								
<b>Baytree Leasing Company, LLC 100 Tri-State International Suite 240 Lincolnshire, IL 60069</b>	-							
							<b>5,707.94</b>	<b>0.00</b>
Account No.								
<b>Capone-CLTRLAssignee-A101024 PO Box 864796 Orlando, FL 32886</b>	-							
							<b>787.29</b>	<b>0.00</b>
Account No.								
<b>German American Capital Corp. PO Box 172299 Tampa, FL 33672</b>	-							
							<b>2,257.30</b>	<b>0.00</b>
<b>Subtotal</b>							<b>62,183.69</b>	<b>0.00</b>
(Total of this page)								

Sheet 2 of 6 continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

In re Phil's Cake Box Bakeries, Inc.

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**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B 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.								
<b>Heritage Bank of Florida Attn: Richard E. Adams, President 23000 State Road 54 Lutz, FL 33549</b>	-							
			<b>First Mortgage</b>					
			<b>Corner of Excelda/Lemon 903 N. Excelda Avenue 1014 Paddock, Tampa, FL</b>					
			Value \$				<b>250,000.00</b>	<b>120,163.00</b>
Account No.								
<b>Lienbase-FL 12 200 South Park Road Suite 320 Hollywood, FL 33021</b>	-							
			<b>2011 Tax Lien</b>					
			<b>903 N. Excelda Avenue Tampa, Florida (Value is tax assessed value)</b>			X		
			Value \$				<b>1,659.40</b>	<b>0.00</b>
Account No.								
<b>Moonstone Lien Investments, LLC 14901 Quorum Drive Suite 900 Dallas, TX 75254</b>	-							
			<b>2011 Tax Lien</b>					
			<b>902 W. Sligh &amp; North Boulevard Tampa, Florida (Value is tax assessed value)</b>					
			Value \$				<b>334.31</b>	<b>0.00</b>
Account No.								
<b>Sanmarcora QXEDJC PO Box 645129 LockBox 005129 Cincinnati, OH 45264</b>	-							
			<b>2011 Tax Lien</b>					
			<b>0 W. Cypress Street Tampa, Florida (Value is tax assessed value)</b>					
			Value \$				<b>4,796.38</b>	<b>0.00</b>
Account No.								
<b>Southern Commerce Bank Attn: Thomas L. Wilson, DCP 5650 Breckenridge Park Drive Suite 110 Tampa, FL 33610</b>	-							
			<b>First Mortgage</b>					
			<b>0 W. Cypress Street (Havana Lot 14, Block 1), 913 N. Excelda Ave., 1005 N. Excelda Ave., 804 and 806 N. Habana Ave., 1008 and 1009 Paddock Street</b>					
			Value \$				<b>53,458.93</b>	<b>0.00</b>
Subtotal							<b>310,249.02</b>	<b>120,163.00</b>
(Total of this page)								

Sheet **3** of **6** continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY	
		H	W						J
Account No.									
<b>Southern Commerce Bank Attn: Thomas L. Wilson, DCP 5650 Breckenridge Park Drive Suite 110 Tampa, FL 33610</b>	-								
		<b>First Mortgage</b>							
		2909 and 2911 W. Cypress Street							
		Value \$	425,968.00				363,838.38	0.00	
Account No.									
<b>Southern Commerce Bank Attn: Thomas L. Wilson, DCP 5650 Breckenridge Park Drive Suite 110 Tampa, FL 33610</b>	-								
		<b>UCC Filing/Line of Credit</b>							
		All machinery, equipment, furniture, fixtures, inventory, accounts receivable							
		Value \$	Undetermined				659,398.57	0.00	
Account No.									
<b>Southern Commerce Bank Attn: Thomas L. Wilson, DCP 5650 Breckenridge Park Drive Suite 110 Tampa, FL 33610</b>	-								
		<b>Mortgage</b>							
		Multiple							
		Value \$	0.00				510,940.97	0.00	
Account No.									
<b>TC 12, LLC PO Box 3385 Tampa, FL 33601</b>	-								
		<b>2011</b>							
		Tax Lien							
		Corner of Exelda Ave. and Lemon Tampa, Florida (Value is tax assessed value)							
		Value \$	30,600.00				757.14	0.00	
Account No.									
<b>TC 12, LLC PO Box 3385 Tampa, FL 33601</b>	-								
		<b>2011</b>							
		Tax Lien							
		806 N. Habana Avenue Tampa, Florida (Value is tax assessed value)							
		Value \$	63,648.00				1,567.21	0.00	
Subtotal									
(Total of this page)							1,536,502.27	0.00	

Sheet 4 of 6 continuation sheets attached to Schedule of Creditors Holding Secured Claims

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B 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, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	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 W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.			<b>2011</b>					
<b>TC 12, LLC PO Box 3385 Tampa, FL 33601</b>		-	<b>Tax Lien 913 N. Excelda Avenue Tampa, Florida (Value is tax assessed value)</b>				<b>749.77</b>	<b>0.00</b>
Account No.			<b>UCC Filing</b>					
<b>U.S. Small Business Administration 409 3rd Street, SW Washington, DC 20416</b>		-	<b>All equipment, furniture, fixtures, software 2nd Mortgage on 5202 Eagle Trail Drive, Tampa, FL</b>				<b>3,045,857.94</b>	<b>0.00</b>
Account No.			<b>Additional notice</b>					
<b>U.S. Small Business Administration Colson/Florida Business Dev. Corp. Attn: Emmanuel J. Manos, President 6801 Lake Worth Road, Ste. 209 Lake Worth, FL 33467</b>			<b>U.S. Small Business Administration</b>				<b>Notice Only</b>	
Account No.			<b>Additional notice</b>					
<b>U.S. Small Business Administration c/o Eric H. Holder, US Atty General U.S. Department of Justice 950 Pennsylvania Avenue, NW Washington, DC 20530-0001</b>			<b>U.S. Small Business Administration</b>				<b>Notice Only</b>	
Account No.			<b>Additional notice</b>					
<b>U.S. Small Business Administration c/o Robert E. O'Neill, US Atty 400 N. Tampa Street, Suite 3200 Tampa, FL 33602</b>			<b>U.S. Small Business Administration</b>				<b>Notice Only</b>	
<b>Subtotal</b>							<b>3,046,607.71</b>	<b>0.00</b>
(Total of this page)								

Sheet 5 of 6 continuation sheets attached to  
Schedule of Creditors Holding Secured Claims



In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B 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, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	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 W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.								
<b>U.S. Small Business Administration Attn: Hollis Carter, SLO Attn: N. Zane Wilson, Attorney Advisor 2120 Riverfront Drive, Suite 100 Little Rock, AR 72202</b>			<b>Additional notice U.S. Small Business Administration</b>				<b>Notice Only</b>	
Account No.			Value \$					
Account No.			<b>2011 Tax Lien 1017 N. Excelda Avenue Tampa, Florida (Value is tax assessed value)</b>				<b>230.85</b>	<b>0.00</b>
<b>V. Gupta, Inc. Banco Popular NA 7900 Miami Lakes Drive West Suite 10 Hialeah, FL 33016</b>		-	Value \$ <b>9,130.00</b>					
Account No.			<b>First Mortgage, real property, UCC Filing on equipment 5202 Eagle Trail Drive Tampa, Florida (Value is tax assessed value)</b>				<b>5,943,634.54</b>	<b>0.00</b>
<b>Zions First National Bank Attn: A. Scott Anderson, President, CEO One South Main Street Salt Lake City, UT 84133</b>		X -	Value \$ <b>4,240,094.00</b>					
Account No.			<b>Additional notice Zions First National Bank</b>				<b>Notice Only</b>	
<b>Zions First National Bank c/o Robert F. Higgins, Esq. Lowndes, Drosdick, et al. 215 North Eola Drive Orlando, FL 32801</b>			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							<b>5,943,865.39</b>	<b>0.00</b>
Total (Report on Summary of Schedules)							<b>11,033,900.45</b>	<b>631,103.97</b>

Sheet 6 of 6 continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

Total  
(Report on Summary of Schedules)

**5,943,865.39**  
**0.00**  
**11,033,900.45**  
**631,103.97**

In re Phil's Cake Box Bakeries, Inc.Case No. 8:12-bk-13635-KRM

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 Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

Debtor

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	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	C O N T I N G E N T	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
<b>Florida Department of Revenue 5050 West Tennessee St Tallahassee, FL 32399-0100</b>							0.00	0.00
Account No.								
<b>Internal Revenue Service Centralized Insolvency Operations P.O. Box 7346 Philadelphia, PA 19101-7346</b>							0.00	0.00
Account No.								
Account No.								
Account No.								

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

Subtotal (Total of this page)	0.00	0.00
Total (Report on Summary of Schedules)	0.00	0.00

In re **Phil's Cake Box Bakeries, Inc.**

Case No. **8:12-bk-13635-KRM**

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				
Account No.  <b>AAA Septic, LLC</b> <b>P.O. Box 3331</b> <b>Riverview, FL 33568</b>		-					<b>700.00</b>
Account No.  <b>Aaro Labels</b> <b>FL Depart 853</b> <b>Safety Harbor, FL 34695</b>		-					<b>4,227.28</b>
Account No.  <b>ABC Fine Wine &amp; Spirits</b> <b>ABC Liquors Inc</b> <b>PO Box 593688</b> <b>Orlando, FL 32859-3688</b>		-					<b>144.40</b>
Account No.  <b>Abel &amp; Schafer Inc</b> <b>20 Alexander Court</b> <b>Ronkonkoma, NY 11779</b>		-					<b>195.00</b>
Subtotal (Total of this page)							<b>5,266.68</b>

34 continuation sheets attached

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Adams Cold Storage</b> <b>PO Box 247</b> <b>Auburndale, FL 33823</b>		-					<b>340.40</b>	
Account No.  <b>ADP 401k Service</b> <b>PO Box 842854</b> <b>Boston, MA 02284-2854</b>		-					<b>308.80</b>	
Account No.  <b>ADP Screening and Selection Services</b> <b>36307 Treasury Center</b> <b>Chicago, IL 60694-6300</b>		-					<b>116.00</b>	
Account No.  <b>ADP Tax Credit Service</b> <b>PO Box 0500</b> <b>Carol Stream, IL 60132-0500</b>		-					<b>478.30</b>	
Account No.  <b>Airgas Dry Ice</b> <b>PO Box 951873</b> <b>Dallas, TX 75395-1873</b>		-					<b>388.90</b>	
Sheet no. <u>1</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>1,632.40</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Airgas South</b> <b>P.O. Box 532609</b> <b>Atlanta, GA 30353-2609</b>	-					<b>50.46</b>	
Account No.  <b>Philip Alessi, Sr.</b> <b>4702 W. Azeele Street</b> <b>Tampa, FL 33609</b>	-	<b>Monies loaned</b>				<b>2,712,887.05</b>	
Account No.  <b>All American Containers</b> <b>4917 Oak Fair Blvd</b> <b>Tampa, FL 33610</b>	-					<b>416.75</b>	
Account No.  <b>All World Lift Truck Co, LLC</b> <b>P.O. Box 5031</b> <b>Tampa, FL 33675</b>	-					<b>149.97</b>	
Account No.  <b>Alpine Truck Stop, Inc</b> <b>2135 W Green Street</b> <b>Tampa, FL 33607</b>	-					<b>1,907.20</b>	
Sheet no. <u>2</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>2,715,411.43</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>American Almond Products Co Inc</b> <b>103 Walworth Street</b> <b>Brooklyn, NY 11205</b>		-				<b>2,650.00</b>
Account No.  <b>American Express</b> <b>P O Box 360001</b> <b>2965 West Corporate Lakes Blvd</b> <b>Ft Lauderdale, FL 33336-0001</b>		-				<b>8,344.47</b>
Account No.  <b>American Instants, Inc.</b> <b>P O Box 817</b> <b>Flanders, NJ 07836</b>		-				<b>7,274.15</b>
Account No.  <b>American Packaging Capital</b> <b>PO Box 77077</b> <b>Minneapolis, MN 55480-7777</b>		-				<b>1,395.48</b>
Account No.  <b>Amerisure Insurance Companies</b> <b>PO Box 905049</b> <b>Charlotte, NC 28290-5049</b>		-				<b>5,782.42</b>
Subtotal (Total of this page)						<b>25,446.52</b>

Sheet no. 3 of 34 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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 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.								
<b>Anderson Home Health Supply</b> 4063 Henderson Blvd Tampa, FL 33629	-						<b>333.55</b>	
Account No.								
<b>Apex Office Supplies</b> 5209 N Howard Ave Tampa, FL 33603	-						<b>1,806.12</b>	
Account No.								
<b>Armchem International Corp</b> 3563 NW 53rd Court Ft Lauderdale, FL 33309	-						<b>315.83</b>	
Account No.								
<b>Associated Packaging, Inc</b> PO Box 440088 Nashville, TN 37244-0088	-						<b>143.30</b>	
Account No.								
<b>AT&amp;T Wireless</b> P.O. Box 536216 Atlanta, GA 30353-6216	-						<b>248.20</b>	
Sheet no. <u>4</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>2,847.00</b>



In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Averitt Express</b> <b>PO Box 3145</b> <b>Cookeville, TN 38502-3145</b>	-					<b>260.87</b>	
Account No.  <b>AZ Southeast Distributors</b> <b>60 Crossways Park Drive W</b> <b>Woodbury, NY 11797</b>	-					<b>1,054.07</b>	
Account No.  <b>Bakemark Best Brands Inc</b> <b>6307 N. 53rd Street</b> <b>Tampa, FL 33610</b>	-					<b>15,950.06</b>	
Account No.  <b>Baker Distributing Co.</b> <b>PO Box 409635</b> <b>Atlanta, GA 30384</b>	-					<b>57.54</b>	
Account No.  <b>Bankatlantic</b> <b>P O Box 9708</b> <b>Ft Lauderdale, FL 33310</b>	-					<b>2,523.88</b>	
Sheet no. <u>5</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>19,846.42</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>BCW Food Products</b> <b>P.O. Box 35947</b> <b>6000 Denton Drive</b> <b>Dallas, TX 75235</b>		-				<b>2,973.93</b>
Account No.  <b>Becker &amp; Poliakoff</b> <b>PO Box 9057</b> <b>Ft. Lauderdale, FL 33310-9057</b>		-				<b>3,822.67</b>
Account No.  <b>Bell Chem Corp</b> <b>1340 Bennett Dr</b> <b>Longwood, FL 32750</b>		-				<b>2,955.00</b>
Account No.  <b>Beltram Food Service</b> <b>6800 N Florida Avenue</b> <b>Tampa, FL 33604</b>		-				<b>9,658.95</b>
Account No.  <b>Blue Cross Blue Shield Florida</b> <b>PO Box 660299</b> <b>Dallas, TX 75266-0299</b>		-				<b>18,403.44</b>
Sheet no. <u>6</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>37,813.99</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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			A M O U N T O F C L A I M
		H W J C	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	
Account No.  <b>Bunzl Distribution Southeast Inc</b> <b>P O Box 198940</b> <b>Atlanta, GA 30384-8940</b>	-				<b>9,658.95</b>
Account No.  <b>Buxback Tampa Bay</b> <b>PO Box 541</b> <b>Lutz, FL 33548-0541</b>	-				<b>99.00</b>
Account No.  <b>Capital Office Products</b> <b>PO Box 1671</b> <b>Daytona Beach, FL 32115</b>	-				<b>1,826.11</b>
Account No.  <b>Caravan Ingredients</b> <b>4591 Paysphere Circle</b> <b>Chicago, IL 60674</b>	-				<b>4,659.60</b>
Account No.  <b>Ceridian</b> <b>P.O. Box 10989</b> <b>Newark, NJ 07193</b>	-				<b>35.00</b>
Sheet no. <u>7</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	<b>16,278.66</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>CFB Display Group</b> <b>2950 Lake Emma Road</b> <b>Lake Mary, FL 32746</b>		-					<b>2,970.00</b>
Account No.  <b>Chep USA</b> <b>PO Box 281033</b> <b>Atlanta, GA 30384-1033</b>		-					<b>2,190.62</b>
Account No.  <b>Citizens Property Insurance</b> <b>P O Box 17850</b> <b>Jacksonville, FL 32245-7850</b>		-					<b>679.00</b>
Account No.  <b>City Of Tampa</b> <b>Business Tax Division</b> <b>P O Box 2200</b> <b>Tampa, FL 33601-2200</b>		-					<b>1,348.01</b>
Account No.  <b>City Of Tampa</b> <b>Utilities</b> <b>P O Box 30191</b> <b>Tampa, FL 33630-3191</b>		-					<b>1,914.58</b>
<p align="right">Subtotal (Total of this page)</p>							<b>9,102.21</b>

Sheet no. 8 of 34 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.								
<b>Coffee Express Sales &amp; Service</b> 1408 E Fletcher Ave Tampa, FL 33612	-						<b>128.00</b>	
Account No.								
<b>Colonial Life</b> 1208 E Kennedy Blvd Suite 233 Tampa, FL 33602	-						<b>943.60</b>	
Account No.								
<b>Commerical Fire &amp; Comm., Inc</b> PO Box 1350 Largo, FL 33779-1350	-						<b>315.27</b>	
Account No.								
<b>Culligan Water Conditioning</b> 2703 Airport Road Plant City, FL 33563-1129	-						<b>89.67</b>	
Account No.								
<b>Dade Paper Company</b> P O Box 593829 Orlando, FL 32859	-						<b>654.75</b>	
Sheet no. <u>9</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>2,131.29</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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 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.								
<b>Dawn Food Products Inc Attn: Credit Department 2100 Thornton Road Suite 300 Lithia Springs, GA 30122</b>		-					<b>37,439.25</b>	
Account No.								
<b>Deco Pac Sds 12-0871 PO Box 86 Minneapolis, MN 55486-0871</b>		-					<b>553.10</b>	
Account No.								
<b>Digiquest 5050 W Lemon Street Tampa, FL 33609</b>		-					<b>7,245.00</b>	
Account No.								
<b>EEL Security (As-Com, Inc) P O Box 17849 Tampa, FL 33682-7849</b>		-					<b>365.30</b>	
Account No.								
<b>Electric Supply of Tampa, Inc P O Box 151657 Tampa, FL 33684-1657</b>		-					<b>115.71</b>	
Sheet no. <u>10</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>45,718.36</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Empower Software Solutions, Inc</b> <b>315 E Robinson St</b> <b>Suite 450</b> <b>Orlando, FL 32801</b>		-					<b>2,909.87</b>	
Account No.  <b>eWorkplace Solutions, Inc</b> <b>24461 Ridge Route Drive #210</b> <b>Laguna Hills, CA 92653</b>		-					<b>22,376.11</b>	
Account No.  <b>Fabian Food Service Equipment</b> <b>4208 West Dr Milk Blvd</b> <b>Tampa, FL 33614</b>		-					<b>668.64</b>	
Account No.  <b>FACS</b> <b>PO Box 6097</b> <b>Rocky Mount, NC 27802-6097</b>		-					<b>26,187.28</b>	
Account No.  <b>Federal Express</b> <b>P O Box 94515</b> <b>Palatine, IL 60094-4515</b>		-					<b>110.10</b>	
Sheet no. <u>11</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>52,252.00</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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 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.  <b>Fedex Kinko's Customer Administrative Services P.O. Box 672085 Dallas, TX 75267-2085</b>		-					53.49	
Account No.  <b>Rick Fernandez 4514 S Dale Mabry Hwy Tampa, FL 33611</b>		-					3,521.66	
Account No.  <b>Filta Fry P.O Box 263183 Tampa, FL 33685-3183</b>		-					1,025.00	
Account No.  <b>First Priority Lawn Care 18911 Dvorak Dr. Spring Hill, FL 34610</b>		-					1,790.00	
Account No.  <b>FI Dept of Transportation - Violation Enf PO Box 880069 Boca Raton, FL 33488-0069</b>		-					3.00	
Sheet no. <u>12</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>6,393.15</b>



In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Flangel Group, Ltd</b> <b>PO Box 4897</b> <b>Buffalo Grove, IL 60089</b>		-				<b>778.95</b>
Account No.  <b>Flavor Right</b> <b>PO Box 5088</b> <b>Tampa, FL 33675-5088</b>		-				<b>42,280.52</b>
Account No.  <b>Flavorchem</b> <b>1525 Brook Drive</b> <b>Downers Grove, IL 60515</b>		-				<b>403.94</b>
Account No.  <b>Florida Dept of Agriculture and Consumer Services</b> <b>P O Box 6720</b> <b>Tallahassee, FL 32314-6720</b>		-				<b>140.00</b>
Account No.  <b>Food Supply</b> <b>3100 S Ridgewood Ave</b> <b>Unit 100</b> <b>South Daytona, FL 32119</b>		-				<b>5,446.16</b>
Subtotal (Total of this page)						<b>49,049.57</b>

Sheet no. 13 of 34 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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 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.  <b>Front Runner</b> <b>635 S Jackson Ave</b> <b>Bartow, FL 33830</b>		-				<b>375.00</b>
Account No.  <b>Fuzi Graphics, Inc</b> <b>1299 Starkey Road</b> <b>Suite 102</b> <b>Largo, FL 33771</b>		-				<b>1,026.13</b>
Account No.  <b>Gator Aquatics</b> <b>1848 Briland Street</b> <b>Tarpon Springs, FL 34689</b>		-				<b>400.00</b>
Account No.  <b>Global Direct</b> <b>PO Box 1113</b> <b>Huntingdon Valley, PA 19006</b>		-				<b>413.70</b>
Account No.  <b>GloVal Industries, LLC</b> <b>12601 Automatic Blvd</b> <b>Suite D</b> <b>Clearwater, FL 33762</b>		-				<b>12,600.00</b>
Subtotal (Total of this page)						<b>14,814.83</b>
Sheet no. <u>14</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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 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.  <b>Gourmand NV</b> <b>C/O Across Foods, LLC</b> <b>608 Coach Drive</b> <b>New Hope, PA 18938</b>		-				<b>3,702.60</b>
Account No.  <b>Grainger</b> <b>Dept 810835157</b> <b>PO Box 419267</b> <b>Kansas City, MO 64141-6267</b>		-				<b>1,018.97</b>
Account No.  <b>Gregory Sharer &amp; Stuart</b> <b>100 2nd Ave South</b> <b>Suite 600</b> <b>St. Petersburg, FL 33701</b>		-				<b>18,627.50</b>
Account No.  <b>Gregory Sharer &amp; Stuart Gym</b> <b>100 2nd Ave South</b> <b>Suite 600</b> <b>St. Petersburg, FL 33701</b>		-				<b>600.00</b>
Account No.  <b>Guardian</b> <b>P O Box 677458</b> <b>Dallas, TX 75267-7458</b>		-				<b>2,133.06</b>
Sheet no. <u>15</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>26,082.13</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Hall's St Petersburg Wholesale Florist, Inc 3101 44th Avenue St Petersburg, FL 33714-3869</b>	-					<b>117.25</b>	
Account No.  <b>Harold Levinson &amp; Associates Attn: Edward Berro, President 21 Banfi Plaza Farmingdale, NY 11735</b>	-					<b>1,822.50</b>	
Account No.  <b>Hartford Fire Insurance Company Hartford Plaza Hartford, CT 06115</b>	-	<b>TECO surety bond</b>	<b>X</b>	<b>X</b>		<b>0.00</b>	
Account No.  <b>Hasler Financial P O Box 3808 Milford, CT 06460-8708</b>	-					<b>220.07</b>	
Account No.  <b>Hewlett Packard Financial Services PO Box 402582 Atlanta, GA 30384-2582</b>	-					<b>582.58</b>	
Sheet no. <u>16</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal (Total of this page)</b>	<b>2,742.40</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Hillsboro County Office of Fire Marshal P.O. Box 310398 Tampa, FL 33680</b>		-				<b>230.00</b>	
Account No.  <b>Hillsboro Tire &amp; Wheel Inc 5342 W Crenshaw St Tampa, FL 33634-4409</b>		-				<b>373.85</b>	
Account No.  <b>Hobart Corporation 5424 West Waters Avenue Tampa, FL 33634-1294</b>		-				<b>29.11</b>	
Account No.  <b>Home Depot, The The Home Depot Credit Srvcs P O Box 6029 The Lakes, NY 88901-6029</b>		-				<b>11,424.94</b>	
Account No.  <b>HT Hackney PO Box 428 1200 Burriss Road Newton, NC 28658</b>		-				<b>721.36</b>	
Sheet no. <u>17</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>12,779.26</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Hygiena LLC</b> <b>941 Avenida Acaso</b> <b>Camarillo, CA 93012</b>		-				<b>424.34</b>
Account No.  <b>Industrial Packaging Systems</b> <b>12772 59th Way North</b> <b>Clearwater, FL 33760</b>		-				<b>4,697.49</b>
Account No.  <b>International Bakers Service, Inc</b> <b>3839 Progress Drive</b> <b>South Bend, IN46628-1592</b>		-				<b>2,108.79</b>
Account No.  <b>Jack Guttman, Inc</b> <b>Bakery Crafts Division</b> <b>PO Box 37</b> <b>West Chester, OH 45071</b>		-				<b>1,188.24</b>
Account No.  <b>Joffrey's Coffee &amp; Tea</b> <b>3803 Corporex Park Drive</b> <b>Suite 400</b> <b>Tampa, FL 33619</b>		-				<b>642.15</b>
Sheet no. <u>18</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>9,061.01</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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 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.  <b>JT Davenport &amp; Sons</b> <b>1144 Broadway Road</b> <b>Sanford, NC 27332-9793</b>		-					<b>250.00</b>	
Account No.  <b>K L M Realty Inc.</b> <b>3900 W Kennedy Blvd</b> <b>Tampa, FL 33609</b>		-					<b>13,374.90</b>	
Account No.  <b>Konica Minolta Business Solutions</b> <b>Dept 2366</b> <b>PO Box 122366</b> <b>Dallas, TX 75312-2366</b>		-					<b>1,373.82</b>	
Account No.  <b>Kroslak Bakery Equipment Inc</b> <b>4708 Nebraska Avenue</b> <b>Tampa, FL 33603</b>		-					<b>197.42</b>	
Account No.  <b>La Gaceta Publishing, Inc</b> <b>P O Box 5536</b> <b>Tampa, FL 33675</b>		-					<b>381.00</b>	
Sheet no. <u>19</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>15,577.14</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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			A M O U N T O F C L A I M
		H W J C	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	
Account No.  <b>Labels &amp; Systems</b> <b>2301 North Albany Ave</b> <b>Tampa, FL 33607</b>	-				<b>4,890.60</b>
Account No.  <b>Liberty Distribution</b> <b>PO Box 1358</b> <b>Randallstown, MD 21133</b>	-				<b>1,197.80</b>
Account No.  <b>LVO Manufacturing Inc</b> <b>808 N 2nd Ave E</b> <b>P O Box 188</b> <b>Rock Rapids, IA 51246</b>	-				<b>405.53</b>
Account No.  <b>Mcnatt Plumbing Co</b> <b>5800 E Broadway Ave</b> <b>Tampa, FL 33619</b>	-				<b>1,246.00</b>
Account No.  <b>Media General Florida Publishing</b> <b>P O Box 85000</b> <b>Richmond, VA 23285-5000</b>	-				<b>6,597.70</b>
Sheet no. <u>20</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	<b>14,337.63</b>



In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Mid American Brokerage</b> <b>3748 Philip Meadows Ct.</b> <b>Florissant, MO 63034-1544</b>		-					<b>51.50</b>	
Account No.  <b>Modular Mailing Systems, Inc</b> <b>4913 W Laurel Street</b> <b>Tampa, FL 33607</b>		-					<b>279.69</b>	
Account No.  <b>National Sales &amp; Marketing</b> <b>Attn: Mike McCollum</b> <b>619 N Tyler Street</b> <b>Covington, LA 70433</b>		-					<b>600.00</b>	
Account No.  <b>Newport International</b> <b>P O Box 535281</b> <b>Atlanta, GA 30353-5281</b>		-					<b>8,847.60</b>	
Account No.  <b>Niagara Distributors Inc</b> <b>3701 North 29th Avenue</b> <b>Hollywood, FL 33020</b>		-					<b>14,024.19</b>	
Sheet no. <u>21</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>23,802.98</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Office Depot Credit Plan</b> <b>P O Box 689020</b> <b>Des Moines, IA 50368-9020</b>	-					<b>2,130.26</b>
Account No.  <b>Orkin</b> <b>3755 68th Avenue North</b> <b>Pinellas Park, FL 33781</b>	-					<b>1,612.48</b>
Account No.  <b>Ottomanelli Wholesale Meats</b> <b>2420 20th Ave North</b> <b>St Petersburg, FL 33713</b>	-					<b>1,748.75</b>
Account No.  <b>Pallet Associates</b> <b>P O Box 10363</b> <b>Pompano Beach, FL 33061</b>	-					<b>1,977.83</b>
Account No.  <b>Paradise Fruit Company</b> <b>P O Box 4230</b> <b>Plant City, FL 33564</b>	-					<b>1,028.40</b>
Sheet no. <u>22</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>8,497.72</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Paradise Plastics Inc</b> <b>1200 Dr Mlk Jr Blvd</b> <b>PO Box 4230</b> <b>Plant City, FL 33563-0021</b>	-					<b>14,638.55</b>
Account No.  <b>Paramount Marketing Group</b> <b>11020 Bailey Road</b> <b>Suite C</b> <b>Cornelius, NC 28031</b>	-					<b>35,016.12</b>
Account No.  <b>Party City of Tampa</b> <b>3813 West Carmen St</b> <b>Tampa, FL 33609</b>	-					<b>452.67</b>
Account No.  <b>Peake &amp; Associates</b> <b>1572 Montgomery Highway</b> <b>Suite 107</b> <b>Birmingham, AL 35216</b>	-					<b>600.00</b>
Account No.  <b>Peninsular Paper Company</b> <b>5101 East Hanna Avenue</b> <b>Tampa, FL 33610</b>	-					<b>10,641.03</b>
Sheet no. <u>23</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>61,348.37</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Perfect Stix, LLC.</b> <b>4328 Summer Breeze Terrace</b> <b>Vero Beach, FL 32967</b>		-					<b>418.91</b>	
Account No.  <b>Performance Sales</b> <b>5553 W. Waters Ave</b> <b>Suite 300</b> <b>Tampa, FL 33634</b>		-					<b>105.78</b>	
Account No.  <b>Phoenix Tapes Inc</b> <b>10900 B South Commerce Blvd</b> <b>Charlotte, NC 28273</b>		-					<b>1,061.00</b>	
Account No.  <b>POS Systems</b> <b>15101 Meadowlake Street</b> <b>Odessa, FL 33558</b>		-					<b>400.00</b>	
Account No.  <b>Pro Bake Inc</b> <b>2057 East Aurora Road</b> <b>Twinsburg, OH 44087</b>		-					<b>14.33</b>	
Sheet no. <u>24</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>2,000.02</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Proenergy</b> <b>14800 St. Mary's Lane</b> <b>Suite 107</b> <b>Houston, TX 77079</b>	-					<b>1,476.17</b>
Account No.  <b>Qualita Paper Products Inc</b> <b>2750 South Harbor Blvd</b> <b>Suite B</b> <b>Santa Ana, CA 92704</b>	-					<b>5,983.31</b>
Account No.  <b>Qzina Specialty Foods, Inc</b> <b>PO Box 538016</b> <b>Atlanta, GA 30353-8016</b>	-					<b>3,812.82</b>
Account No.  <b>Rag Man Inc</b> <b>P O Box 4743</b> <b>Tampa, FL 33677-4743</b>	-					<b>160.50</b>
Account No.  <b>Ragtime</b> <b>6803 Parke East Blvd</b> <b>Tampa, FL 33610</b>	-					<b>1,484.90</b>
Sheet no. <u>25</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>12,917.70</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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 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.  <b>Respitek Medical Services</b> <b>8257 Causeway Blvd</b> <b>Tampa, FL 33619</b>		-				<b>160.00</b>	
Account No.  <b>Rich Products Corporation</b> <b>P O Box 98333</b> <b>Chicago, IL 60693</b>		-				<b>16,272.00</b>	
Account No.  <b>Robin Photo Design</b> <b>3575 Gandy Blvd</b> <b>Pinellas Park, FL 33781-2755</b>		-				<b>625.95</b>	
Account No.  <b>RPA Virginia, LLC</b> <b>Attn: Carol Falkenklaus</b> <b>10711 Red Run Blvd #115</b> <b>Owings Mill, MD 21117</b>		-				<b>116.04</b>	
Account No.  <b>Sam's Club</b> <b>PO Box 530981</b> <b>Atlanta, GA 30353-0970</b>		-				<b>6,443.16</b>	
Sheet no. <u>26</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>23,617.15</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Selective Food Marketing</b> <b>26 East Crafton Ave</b> <b>Crafton, PA 15205</b>		-				<b>253.35</b>
Account No.  <b>Shell</b> <b>P O Box 183019</b> <b>Columbus, OH 43218-3019</b>		-				<b>4,119.32</b>
Account No.  <b>Shumaker Loop &amp; Kendrick, LLP</b> <b>101 East Kennedy Boulevard, Suite</b> <b>2800</b> <b>Tampa, FL 33602-5151</b>		-				<b>1,745.93</b>
Account No.  <b>Southeastern Paper Group</b> <b>P O Box 890672</b> <b>Charlotte, NC 28289-0672</b>		-				<b>43,762.09</b>
Account No.  <b>Specialized Plastics Inc</b> <b>567 Main Street</b> <b>Hudson, MA 01749</b>		-				<b>9,080.47</b>
Subtotal (Total of this page)						<b>58,961.16</b>

Sheet no. 27 of 34 sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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 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.  <b>St Petersburg Times</b> <b>P O Box 112</b> <b>St Petersburg, FL 33731-0112</b>		-				<b>825.28</b>
Account No.  <b>St. Charles Trading Inc</b> <b>Wsb Dept #0010</b> <b>PO Box 5905</b> <b>Carol Stream, IL 60197-5905</b>		-				<b>2,991.00</b>
Account No.  <b>Stephen Gould of Florida</b> <b>35 S Jefferson Road</b> <b>Whippany, NJ 07981</b>		-				<b>22,575.89</b>
Account No.  <b>Stephen Gould of Florida</b> <b>c/o Gilbert M. Singer, Esq.</b> <b>Marcadis Singer, P.A.</b> <b>5104 South Westshore Boulevard</b> <b>Tampa, FL 33611</b>			<b>Additional notice</b> <b>Stephen Gould of Florida</b>			<b>Notice Only</b>
Account No.  <b>Summit</b> <b>PO Box 32034</b> <b>Lakeland, FL 33802</b>		-				<b>5,708.42</b>
Sheet no. <u>28</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>32,100.59</b>



In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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 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.						
<b>Sunny Florida Dairy, Inc.</b> <b>PO Box 5085</b> <b>Tampa, FL 33675</b>	-					<b>432.89</b>
Account No.						
<b>Sunny Morning Foods, Inc</b> <b>5330 Nw 35th Avenue</b> <b>Ft Lauderdale, FL 33309</b>	-					<b>47,751.50</b>
Account No.						
<b>SunTrust Bankcard, N A</b> <b>P O Box 791250</b> <b>Baltimore, MD 21279-1250</b>	-					<b>23,738.08</b>
Account No.						
<b>Sysco Food Services</b> <b>West Coast Florida Inc</b> <b>P O Box 1839</b> <b>Palmetto, FL 34220</b>	-					<b>77,098.25</b>
Account No. <b>xx1716</b>						
<b>Sysco Raleigh, LLC</b> <b>PO Box 129</b> <b>Selma, NC 27576-9105</b>	-					<b>915.62</b>
Sheet no. <u>29</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>149,936.34</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.						
<b>Sysco Raleigh, LLC c/o David F. Mills, Esq. 1559-B Booker Dairy road Smithfield, NC 27577</b>			<b>Additional notice Sysco Raleigh, LLC</b>			<b>Notice Only</b>
Account No.						
<b>Tampa Bay Buccaneers One Buccaneer Place Tampa, FL 33607</b>		-				<b>1,348.82</b>
Account No.						
<b>Tampa Bay Pest Management 22837 Killington Blvd Land O Lakes, FL 34639</b>		-				<b>160.50</b>
Account No.						
<b>Tampa Electric Company P O Box 31318 Tampa, FL 33631-3318</b>		-				<b>23,723.61</b>
Account No.						
<b>Tampa Restaurant &amp; Paper Distributors PO Box 2571 Brandon, FL 33509-2571</b>		-				<b>1,989.95</b>
Sheet no. <u>30</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>27,222.88</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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 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.  <b>Tapco Underwriters, Inc</b> <b>P O Box 286</b> <b>Burlington, NC 27216</b>	-					<b>2,676.26</b>
Account No.  <b>Tommy's Wholesale</b> <b>1517 E 17th Ave</b> <b>Tampa, FL 33605</b>	-					<b>276.00</b>
Account No.  <b>Toranzo Distributors, Inc</b> <b>4620 N Thatcher Ave</b> <b>Tampa, FL 33614</b>	-					<b>1,720.10</b>
Account No.  <b>Tropical Nut &amp; Fruit</b> <b>PO Box 600096</b> <b>Raleigh, NC 27675-6096</b>	-					<b>4,775.97</b>
Account No.  <b>U P S</b> <b>P O Box 7247-0244</b> <b>Philadelphia, PA 19170-0001</b>	-					<b>3,285.57</b>
Sheet no. <u>31</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>12,733.90</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>U.S. Small Business Administration</b> 409 3rd Street, SW Washington, DC 20416		-				<b>Undetermined</b>
Account No.  <b>Unger Company</b> 12401 Berea Road Cleveland, OH 44111-1607		-				<b>4,225.00</b>
Account No.  <b>Unifirst Corporation</b> 6010 East Adamo Dr Tampa, FL 33619-3404		-				<b>1,607.73</b>
Account No.  <b>United Refrigeration</b> PO Box 678458 Dallas, TX 75267-8458		-				<b>2,171.26</b>
Account No.  <b>Verizon Communications</b> PO Box 920041 Dallas, TX 75392-0041		-				<b>124.99</b>
Sheet no. <u>32</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>8,128.98</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Verizon Plant Fios</b> <b>PO Box 920041</b> <b>Dallas, TX 75392-0041</b>	-					<b>286.77</b>	
Account No.  <b>Vigilant Financial Group, LLC.</b> <b>16310 E. Course Drive</b> <b>Tampa, FL 33624</b>	-					<b>650.00</b>	
Account No.  <b>Waste Management</b> <b>P O Box 105453</b> <b>Atlanta, GA 30348-5453</b>	-					<b>1,491.23</b>	
Account No.  <b>West Tampa Chamber of Commerce</b> <b>P O Box 4946</b> <b>Tampa, FL 33677</b>	-					<b>150.00</b>	
Account No.  <b>Whitehall Specialties</b> <b>Dept 7013</b> <b>Carrol Stream, IL 60122-7013</b>	-					<b>543.30</b>	
Sheet no. <u>33</u> of <u>34</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>3,121.30</b>

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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.  <b>Windstream</b> <b>P.O. Box 580451</b> <b>Charlotte, NC 28258-0451</b>		-				<b>1,323.14</b>	
Account No.  <b>Xo Communications</b> <b>14239 Collections Center Dr</b> <b>Chicago, IL 60693</b>		-				<b>2,661.55</b>	
Account No.  <b>Zep Manufacturing Company</b> <b>Acuity Specialty Products Group, Inc</b> <b>P O Box 404628</b> <b>Atlanta, GA 30384-4628</b>		-				<b>11,973.33</b>	
Account No.							
Account No.							
Sheet no. <b>34</b> of <b>34</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)  Total (Report on Summary of Schedules)	<b>15,958.02</b>  <b>3,524,931.19</b>

In re **Phil's Cake Box Bakeries, Inc.**Case No. **8:12-bk-13635-KRM**

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.
<b>Adams Cold Storage PO Box 247 Auburndale, FL 33823</b>	<b>Storage and handling contract</b>
<b>American Packaging Capital, Inc. 391 Diablo Road Suite C Danville, CA 94526</b>	<b>Equipment - TexWrap Bar Wrapper</b>
<b>Baytree Leasing Company, LLC Bin 88204 Milwaukee, WI 53288-0204</b>	<b>Equipment - Inventory control system</b>
<b>Ford Motor Credit Company PO Box 650575 Dallas, TX 75265</b>	<b>Lease of Ford F-350 Truck</b>
<b>Hasler, Inc. PO Box 3808 Milford, CT 06460-8708</b>	<b>Equipment - Postage meter</b>
<b>Hewlett Packard Financial Service PO Box 402582 Atlanta, GA 30384-2582</b>	<b>Equipment - Network printer</b>
<b>Japanese Spa, Inc. Attn: Suk H. Bonner 4514 W. McElroy Avenue Tampa, FL 33611</b>	<b>Sublease of commercial space</b>
<b>KLM Realty, Inc. 3900 W. Kennedy Blvd. Tampa, FL 33609</b>	<b>Commercial space leased from KLM Realty, subleased to Japanese Spa, Inc.</b>
<b>Konica Minolta Business Solutions Dept 2366 PO Box 122366 Dallas, TX 75312-2366</b>	<b>Equipment - Network copiers</b>
<b>Levy Premium Foodservice Limited P'Ship. 980 North Michigan Avenue Chicago, IL 60611</b>	<b>Subcontractor Concession Agreement (Raymond James Stadium)</b>

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\_\_\_\_\_ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

In re Phil's Cake Box Bakeries, Inc.

Case No. 8:12-bk-13635-KRM

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
<b>Alessi Properties, Inc.</b>	<b>Zions First National Bank Attn: A. Scott Anderson, President, CEO One South Main Street Salt Lake City, UT 84133</b>
<b>Phil Alessi, Sr.</b>	<b>Zions First National Bank Attn: A. Scott Anderson, President, CEO One South Main Street Salt Lake City, UT 84133</b>



**United States Bankruptcy Court**  
**Middle District of Florida, Tampa Division**

In re Phil's Cake Box Bakeries, Inc.  
Debtor(s)

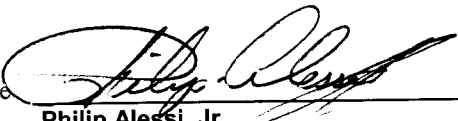
Case No. 8:12-bk-13635-KRM  
Chapter 11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 55 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date September 28, 2012

Signature   
**Philip Alessi, Jr.**  
**President**

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

**United States Bankruptcy Court  
Middle District of Florida, Tampa Division**

In re Phil's Cake Box Bakeries, Inc.

Debtor(s)

Case No. 8:12-bk-13635-KRMChapter 11

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

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**1. Income from employment or operation of business**

None  State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$7,014,513.00</b>	<b>2012 YTD: Business operations</b>
<b>\$11,982,382.00</b>	<b>2011: Business operations</b>
<b>\$11,278,151.00</b>	<b>2010: Business operations</b>

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**2. Income other than from employment or operation of business**

None  State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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### 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
See attached Exhibit SOFA 3.b.		\$0.00	\$0.00

None  c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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### 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
Hillsborough County Tax Collector v. Phil's Cake Box Bakeries, Inc., Case No. 12-CA-012100	Collections	Circuit Court, Hillsborough County, Florida	Pending
Zions First National Bank v. Phil's Cake Box Bakeries, Inc., Case No. 11-14917	Contract indebtedness	Circuit Court, Hillsborough County, Florida	Pending

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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\* 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.

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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
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**9. Payments related to debt counseling or bankruptcy**

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Stichter, Riedel, Blain & Prosser, P.A. 110 E. Madison St. Suite 200 Tampa, FL 33602	December 30, 2011	\$5,938.90
	April 13, 2012	\$2,565.00
	June 15, 2012	\$5,217.50
	July 13, 2012	\$1,017.50
	August 14, 2012	\$100,000 retainer and filing fee

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**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
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- 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
<b>Alessi employees</b>  <b>Alessi Promotions, LLC</b>	<b>Alessi Employee 401(k) Plan</b>  <b>Personal property</b>	<b>Unused space located on second floor of Eagle Trail facility</b>

**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

**16. Spouses and Former Spouses**

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

NAME

**17. Environmental Information.**

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

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

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

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

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

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

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

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**18. Nature, location and name of business**

None

- a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

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

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

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None

- b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

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

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

**19. Books, records and financial statements**

None

- a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
<b>Gregory Sharer &amp; Stuart 100 2nd Ave South Suite 600 St. Petersburg, FL 33701</b>	<b>1981 to present</b>

None

- b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
<b>Gregory Sharer &amp; Stuart</b>	<b>100 2nd Ave South Suite 600 St. Petersburg, FL 33701</b>	<b>2010</b>

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
<b>John N. Alessi</b>	<b>5202 Eagle Trail Drive Tampa, FL 33634</b>

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

## NAME AND ADDRESS

**Florida Business Dev. Corp. (Colson)**  
**6801 Lake Worth Road**  
**Suite 209**  
**Lake Worth, FL 33467**

## DATE ISSUED

**September/October 2011**

**Heritage Bank of Florida**  
**Attn: Richard E. Adams, President**  
**23000 State Road 54**  
**Lutz, FL 33549**

**May/June 2012**

**Southern Commerce Bank**  
**Attn: Thomas L. Wilson, DCP**  
**5650 Breckenridge Park Drive**  
**Suite 110**  
**Tampa, FL 33610**

**May/June 2012**

**Zions First National Bank**  
**Attn: A. Scott Anderson, President, CEO**  
**One South Main Street**  
**Salt Lake City, UT 84133**

**September/October 2011**

**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

**June 30, 2012**

## INVENTORY SUPERVISOR

**Adam Kunder**

DOLLAR AMOUNT OF INVENTORY  
(Specify cost, market or other basis)

**\$1,264,880.41, FIFO**

**July 26, 2012**

**Adam Kunder**

**\$1,208,640.87, FIFO**

- 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

**June 30, 2012**

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY  
RECORDS

**Sandra Forsythe, Controller**  
**5202 Eagle Trail Drive**  
**Tampa, FL 33634**

**July 26, 2012**

**Sandra Forsythe, Controller**  
**5202 Eagle Trail Drive**  
**Tampa, FL 33634**

**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

- 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

**Philip Alessi, Sr.**  
**4702 W. Azele Street**  
**Tampa, FL 33609**

## TITLE

**Chairman**

NATURE AND PERCENTAGE  
OF STOCK OWNERSHIP

**100%**



NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<b>Philip Alessi, Jr.</b>	<b>President</b>	<b>0%</b>

#### 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
<b>Philip Alessi, Sr.</b>  Owner	<b>See attached Exhibit SOFA 23 - Compensation</b>	<b>\$104,000.00 - 2011 \$60,000.00 - 1/1 to 7/20/2012</b>
<b>Philip Alessi, Jr.</b>  Insider	<b>See attached Exhibit SOFA 23 - Compensation</b>	<b>\$176,488.00 - 2011 \$101,820.00 - 1/1 to 7/20/2012</b>
<b>Jason A. Alessi</b>  Insider	<b>See attached Exhibit SOFA 23 - Compensation</b>	<b>\$37,357.36 - 2011 \$24,741.20 - 1/1 to 7/20/2012</b>
<b>John P. Alessi</b>  Insider	<b>See attached Exhibit SOFA 23 - Compensation</b>	<b>\$11,700.00 - 2011 \$6,750.00 - 1/1 to 7/20/2012</b>
<b>Lynda F. Alessi</b>  Insider	<b>See attached Exhibit SOFA 23 - Compensation</b>	<b>\$11,310.00 - 2011 \$6,525.00 - 1/1 to 7/20/2012</b>
<b>Drew W. Alessi</b>  Insider	<b>See attached Exhibit SOFA 23 - Compensation</b>	<b>\$1,522.50 - 2011 \$3,262.50 - 1/1 to 7/20/2012</b>
<b>John N. Alessi</b>  Insider	<b>See attached Exhibit SOFA 23 - Compensation</b>	<b>\$79,807.65 - 2011 \$57,692.25 - 1/1 to 7/20/2012</b>
<b>See attached Exhibit SOFA 23.</b>		

#### 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.

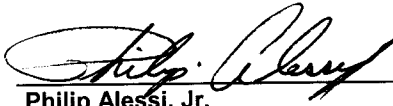
NAME OF PENSION FUND  
**Alessi Employee 401(k) Plan**

TAXPAYER IDENTIFICATION NUMBER (EIN)  
**59-2265857**

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

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date September 28, 2012

Signature  \_\_\_\_\_  
**Philip Alessi, Jr.**  
**President**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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

**Alessi Bakeries**  
**Payments Totaling Over \$5850**  
**July 7 through September 5, 2012**

Vendor Name	Type of Payment	Payment Date	Check Number	Payment Amount	Balance Owed As Of 9/5
Adams Cold Storage PO Box 247 Auburndale, FL 33823	Bill Pmt -Check	07/13/2012	67097	(1,731.60)	
	Bill Pmt -Check	07/20/2012	67174	(2,368.00)	
	Bill Pmt -Check	08/10/2012	67242	(904.56)	
	Bill Pmt -Check	08/17/2012	67288	(721.44)	
	Bill Pmt -Check	09/04/2012	Wire904Adam	(14,267.06)	
				<b><u>(19,992.66)</u></b>	<b>\$340.40</b>
American Express PO Box 36001 Ft Lauderdale, FL 33336	Bill Pmt -Check	07/16/2012	7162012	(8,360.00)	
	Bill Pmt -Check	08/16/2012	AMEX081612	(8,360.00)	
				<b><u>(16,720.00)</u></b>	<b>\$8,344.47</b>
Amerisure Insurance Companies PO Box 905049 Charlotte, NC 28290	Bill Pmt -Check	07/13/2012	67102	(5,761.72)	
	Bill Pmt -Check	08/24/2012	67325	(5,761.72)	
				<b><u>(11,523.44)</u></b>	<b>\$5,782.42</b>
Bakemark / Best Brands 6307 N 53rd Street Tampa, FL 33610	Bill Pmt -Check	07/13/2012	67107	(5,622.75)	
	Bill Pmt -Check	07/20/2012	67179	(2,905.16)	
				<b><u>(8,527.91)</u></b>	<b>\$15,255.46</b>
Blue Cross Blue Shield of Florida PO Box 660299 Dallas, TX 75266	Bill Pmt -Check	08/10/2012	67245	(17,378.79)	
				<b><u>(17,378.79)</u></b>	<b>\$18,403.44</b>
Bunzl Distribution Southeast Inc PO Box 198940 Atlanta, GA 30384	Bill Pmt -Check	08/13/2012	67282	(5,752.13)	
	Bill Pmt -Check	08/16/2012	67287	(5,752.13)	
				<b><u>(11,504.26)</u></b>	<b>\$9,658.95</b>
Dawn Food Products Inc 2100 Thornton Road Suite 300 Lithia Springs, GA 30122	Bill Pmt -Check	07/13/2012	67118	(3,949.85)	
	Bill Pmt -Check	07/13/2012	67170	(2,294.60)	
	Bill Pmt -Check	07/20/2012	67187	(2,599.70)	
	Bill Pmt -Check	08/15/2012	67285	(3,166.80)	
	Bill Pmt -Check	08/21/2012	67309	(3,707.77)	
	Bill Pmt -Check	09/04/2012	Wire904Dawn	(6,423.28)	
				<b><u>(22,142.00)</u></b>	<b>\$59,289.05</b>
Digiquest 5050 W Lemon St Tampa, FL 33609	Bill Pmt -Check	09/05/2012	Wire95DigiQ	(10,000.00)	
				<b><u>(10,000.00)</u></b>	<b>\$7,245.00</b>
Florida Dept of Revenue 5050 W Tennessee St Tallahassee, FL 32399	Check	07/18/2012	FLDORJuly12	(7,587.92)	
	Check	08/21/2012	FLDOR82112	(7,792.58)	
				<b><u>(15,380.50)</u></b>	<b>\$0.00</b>
Flavor Right dba Southeastern Dairy	Bill Pmt -Check	08/03/2012	67229	(12,500.00)	

**Alessi Bakeries**  
**Payments Totaling Over \$5850**  
**July 7 through September 5, 2012**

Vendor Name	Type of Payment	Payment Date	Check Number	Payment Amount	Balance Owed As Of 9/5
PO Box 5088 Tampa, FL 33675	Bill Pmt -Check	08/08/2012	67241	(14,835.75)	
	Bill Pmt -Check	09/04/2012	67363	(7,022.05)	
	Bill Pmt -Check	09/04/2012	Wire904Flav	(12,290.40)	
				<b><u>(46,648.20)</u></b>	<b>\$65,289.12</b>
FAC Logistics	Bill Pmt -Check	07/13/2012	67120	(11,657.79)	
PO Box 60979 Rocky Mount, NC 27802	Bill Pmt -Check	07/20/2012	67188	(6,556.06)	
	Bill Pmt -Check	08/10/2012	67249	(9,516.05)	
	Bill Pmt -Check	08/17/2012	67290	(9,516.05)	
	Bill Pmt -Check	08/23/2012	67343	(9,516.05)	
	Bill Pmt -Check	08/30/2012	WIRE830FAC	(6,000.00)	
	Bill Pmt -Check	08/31/2012	WIRE0831FAC	(890.26)	
	Bill Pmt -Check	09/04/2012	Wire904FACS	(14,617.24)	
					<b><u>(68,269.50)</u></b>
Johnny Alessi	Bill Pmt -Check	07/13/2012	67137	(7,205.76)	
PO Box 45021 Tampa, FL 33607	Bill Pmt -Check	08/14/2012	67284	(2,066.09)	
	Bill Pmt -Check	08/24/2012	67345	(1,517.45)	
				<b><u>(10,789.30)</u></b>	<b>\$0.00</b>
Peninsular Paper Company 5101 East Hanna Ave Tampa, FL 33610	Bill Pmt -Check	07/13/2012	67144	(1,633.04)	
	Bill Pmt -Check	07/20/2012	67195	(1,340.36)	
	Bill Pmt -Check	08/21/2012	67314	(3,163.93)	
				<b><u>(6,137.33)</u></b>	<b>\$10,641.03</b>
Rich Products Corporation	Bill Pmt -Check	08/08/2012	WIRE80812	(15,946.56)	
PO Box 98333 Chicago, IL 60693				<b><u>(15,946.56)</u></b>	<b>\$0.00</b>
Southern Commerce Bank 5650 Breckenridge Park Drive Suite 110 Tampa, FL 33610	Bill Pmt -Check	08/01/2012	SC119080112	(8,429.51)	
	Bill Pmt -Check	08/03/2012	SC125080312	(2,340.15)	
	Bill Pmt -Check	08/10/2012	67263	(26,916.80)	
	Bill Pmt -Check	08/15/2012	SC126081512	(149.85)	
	Bill Pmt -Check	09/04/2012	SC090412	(8,429.51)	
	Bill Pmt -Check	09/04/2012	SC125090412	(2,340.92)	
				<b><u>(48,606.74)</u></b>	<b>\$24,713.76</b>
St Charles Trading Inc	Bill Pmt -Check	07/13/2012	67151	(3,216.00)	
WSB Dept 0010	Bill Pmt -Check	08/28/2012	WIRE82812St	(8,423.00)	
PO Box 5905 Carol Stream, IL 60197				<b><u>(11,639.00)</u></b>	<b>\$7,202.50</b>
Summit / BEIC	Bill Pmt -Check	07/13/2012	67154	(4,323.21)	
PO Box 32034 Lakeland, FL 33802	Bill Pmt -Check	09/05/2012	Phone124821	(4,400.82)	
				<b><u>(8,724.03)</u></b>	<b>\$5,708.42</b>
Sunny Morning Foods Inc	Bill Pmt -Check	07/13/2012	67156	(3,289.50)	

**Alessi Bakeries**  
**Payments Totaling Over \$5850**  
**July 7 through September 5, 2012**

Vendor Name	Type of Payment	Payment Date	Check Number	Payment Amount	Balance Owed As Of 9/5
5330 NW 35th Avenue Ft Lauderdale, FL 33309	Bill Pmt -Check	08/21/2012	67317	(6,145.05)	
	Bill Pmt -Check	08/21/2012	67322	(19,710.21)	
				<b><u>(29,144.76)</u></b>	<b>\$74,506.46</b>
Suntrust Bankcard PO Box 791250 Baltimore, MD 21279	Bill Pmt -Check	07/13/2012	67157	(6,001.00)	
				<b><u>(6,001.00)</u></b>	<b>\$28,597.21</b>
Sysco Food Services West Coast Florida Inc PO Box 1839 Palmetto, FL 34220	Bill Pmt -Check	07/13/2012	67158	(17,731.78)	
	Bill Pmt -Check	07/20/2012	67200	(5,056.05)	
	Bill Pmt -Check	08/03/2012	67231	(1,258.89)	
	Bill Pmt -Check	08/10/2012	67264	(3,003.04)	
	Bill Pmt -Check	08/21/2012	67318	(9,153.23)	
	Bill Pmt -Check	08/31/2012	67361	(4,000.00)	
				<b><u>(40,202.99)</u></b>	<b>\$78,859.80</b>
Tampa Electric Company PO Box 31318 Tampa, FL 33631	Bill Pmt -Check	07/13/2012	67159	(13,923.45)	
	Bill Pmt -Check	08/03/2012	67232	(959.89)	
	Bill Pmt -Check	08/10/2012	67266	(25,565.29)	
				<b><u>(40,448.63)</u></b>	<b>\$23,723.61</b>
Terry Schmidt	Check	07/18/2012	67217	(6,540.00)	
				<b><u>(6,540.00)</u></b>	<b>\$0.00</b>
Waste Management of Tampa PO Box 105453 Atlanta, GA 30348	Bill Pmt -Check	07/13/2012	67167	(946.22)	
	Bill Pmt -Check	07/13/2012	67172	(2,282.86)	
	Bill Pmt -Check	08/10/2012	67271	(2,961.46)	
				<b><u>(6,190.54)</u></b>	<b>\$1,491.23</b>
Zykor Technology Inc 9031 130th Avenue N Largo, FL 33773	Bill Pmt -Check	07/13/2012	67169	(6,713.78)	
				<b><u>(6,713.78)</u></b>	<b>\$713.20</b>

Jul 7 - Sep 5, 12

**Alessi Bakeries**  
**Payments To/For Insiders**  
September 5, 2011 through September 5, 2012

<u>Name/ Address/ Description</u>	<u>Amount</u>
ALVAREZ GARCIA	9,550
AMERICAN EXPRESS P O BOX 360001 FT LAUDERDALE, FL 33336-0001	475.29
ANDERSON HOME HEALTH SUPPLY 4063 HENDERSON BLVD TAMPA, FL 33629	333.55
AT&T WIRELESS P.O. BOX 536216 ATLANTA, GA 30353-6216	6,559.80
AUTO OWNERS ISURANCE PO BOX 30315 LANSING, MI 48909-7815	327.39
BOD FIT 8701 N Dale Mabry Hwy Tampa, FL 33614	5,400
CITIZENS PROPERTY INSURANCE P O BOX 17850 JACKSONVILLE, FL 32245-7850	3,257.00
DOUG BELDEN, TAX COLLECTOR P O BOX 172920 TAMPA, FL 33672-0920	3,184.77
FIDELITY INDEMNITY INSURANCE CO P.O. BOX 33070 ST. PETERSBURG, FL 33733-8070	2,207.00
FORD MOTOR CREDIT COMPANY PO Box 650575 Dallas, TX 75265	19,730.17
GEICO ONE GEICO PLAZA BETHESDA, MD 20810-0001	793.99
SOUTHERN COMMERCE BANK 5650 BRECKENRIDGE PARK DRIVE SUITE 110 TAMPA, FL 33610	5,468.00
HERITAGE BANK 19209 US HIGHWAY 41 NORTH LUTZ, FL 33549	160,010.51

**Alessi Bakeries**  
**Payments To/For Insiders**  
September 5, 2011 through September 5, 2012

<u>Name/ Address/ Description</u>	<u>Amount</u>
SUNTRUST BANKCARD, N A P O BOX 791250 BALTIMORE, MD 21279-1250	4,765.58
Trust Acct. Of McKay Law Firm PA	8,000.00
PHIL ALESSI, SR Reimbursements	243,313.00
Alessi, Lynda Reimbursements	444.04
Alessi, Jr., Philip Reimbursements	48,202.58
Alessi, John N Reimbursements	3,882.45
Alessi, Jason Reimbursements	1,038.71
ALESSI PROMOTIONS	107,029.01
ALESSI PROPERTIES	27,581.63



**United States Bankruptcy Court  
Middle District of Florida, Tampa Division**

In re Phil's Cake Box Bakeries, Inc.  
Debtor

Case No. 8:12-bk-13635-KRM

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
<b>Philip Alessi, Sr. 4702 W. Azeele Street Tampa, FL 33609</b>			<b>100% Ownership</b>

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

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date September 28, 2012

Signature   
**Philip Alessi, Jr.  
President**

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