

United States Bankruptcy Court
Eastern District of Louisiana

In re Phoenix Associates Land Syndicate,
 Debtor

Case No. 09-11743

Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	6,300.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	36		20,135,813.31	
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		46			
Total Assets			6,300.00		
Total Liabilities				20,135,813.31	

**United States Bankruptcy Court
Eastern District of Louisiana**

In re Phoenix Associates Land Syndicate,
Debtor

Case No. 09-11743

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 Phoenix Associates Land Syndicate

Case No. 09-11743

Debtor

SCHEDULE A - REAL PROPERTY

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

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

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

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

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

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Phoenix Associates Land SyndicateCase No. 09-11743

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	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

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

3 continuation sheets attached to the Schedule of Personal Property

In re Phoenix Associates Land SyndicateCase No. 09-11743

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		80 % Shares in Sam's Oil Country, Inc.	-	Unknown
		100 % Shares in Ann Arbor Pool Builders, Inc.	-	Unknown
		100 % Shares in Pro Gas, Inc.	-	Unknown
		100 % Shares in Noble Jets, Inc.	-	Unknown
		100 % Shares in Superior Avionics, Inc.	-	Unknown
		100 % Membership in PBLs, LLC	-	Unknown
		20 % Shares in Leisure Direct, Inc.	-	Unknown
		100% Shares in CM Ideal Energy Directional Drilling Services, Inc.	-	Unknown
		100 % Shares in 3 D Builders, Inc.	-	Unknown
		100 % Shares in Best Aeronet, Inc.	-	Unknown
		100 % Shares in Bimini Island Air	-	Unknown
		100 % Shares in Creston Aviation, Inc.	-	Unknown
		100 % Shares in Noble Jet, Inc.	-	Unknown
		100 % Shares in Progas, Inc.	-	Unknown
		100 % Mid South Resources, Inc.	-	Unknown
		100 % Rome Oil & Gas Company, Inc.	-	Unknown
		100 Shares in Murphy Sand & Gravel, Inc.	-	Unknown
14. Interests in partnerships or joint ventures. Itemize.	X			

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

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

In re Phoenix Associates Land Syndicate

Case No. 09-11743

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
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.		Claim against John Burge related to purchase of Pro Gas, Inc.	-	Unknown
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.		Phoenix Associates Land Syndicate vs. E.H. Mitchell & Co., L.L.C., and Steven M. Furr Case No. 2003-12894 22nd JDC for the Parish of St. Tammany, State of Louisiana	-	Unknown
		Phoenix Associates Land Syndicate, et al. vs. Reginald J. Laurent, E.H. Mitchell & Co., LLC, et al. Case No. 2008-12140 22nd JDC for the Parish of St. Tammany, State of Louisiana	-	Unknown
		Claim for Damages First National Bank of Picayune vs. Pearl River Fabricators, Inc., et al. Case 2006-15963 22nd JDC for the Parish of St. Tammany, State of Louisiana	-	Unknown

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

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

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

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
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office desks and chairs	-	800.00
		Copy machine	-	1,500.00
		Miscellaneous computer equipment	-	4,000.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		10% Interest in Movie Rights entitled "Pizza with Bullets"	-	Unknown

Sub-Total >	6,300.00
(Total of this page)	
Total >	6,300.00

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

(Report also on Summary of Schedules)

In re Phoenix Associates Land SyndicateCase No. 09-11743

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 \$10,950* 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 \$5,400* 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 \$2,425* 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).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

In re Phoenix Associates Land Syndicate,
Debtor

Case No. 09-11743

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Internal Revenue Service P.O. Box 21125 Philadelphia, PA 19114-0326		-					Unknown	Unknown
Account No. Louisiana Department of Revenue P.O. Box 201 Baton Rouge, LA 70896		-			X		Unknown	Unknown
Account No. Representing: Louisiana Department of Revenue			Louisiana Department of Revenue P.O. Box 66658 Attn: Bankruptcy Unit Baton Rouge, LA 70896					
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 **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. 20/20 Exhibits 10550 Sam Houston Parkway W. Houston, TX 77071	-	2006 - 2007 Other Bill ProGas			X	10,300.00
Account No. 20/20 Exhibits 10550 Sam Houston Parkway W. Houston, TX 77071	-				X	213.00
Account No. A J Hand P O Box 3579 Covington, LA 70434	-	2007 - 2008 Other Bill Phoenix			X	10,000.00
Account No. AA Action Lock & Safe P O Box 8773 Mandeville, LA 70470	-	2007 - 2008 Other Bill 3D			X	76.13
Subtotal (Total of this page)						20,589.13

35 continuation sheets attached

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. ABC Company	-		Noble Jet 2007			X	230,502.87
Account No. Able Building Company 504 Water Street Madisonville, LA 70447	-		Bill from Previously Owned Entity			X	500,000.00
Account No. Acadian Cypress & Hardwoods #1 Industrial Parkway Ponchatoula, LA 70454	-		2007 - 2008 Other Bill 3D			X	7,707.37
Account No. Accountemps File 73484 P O Box 60000 San Francisco, CA 94160	-		2007 - 2008 Other Bill Phoenix			X	20,634.40
Account No. AIA Corporation 5028 Payshere Circle Chicago, IL 60674	-		2007 Other Bill Best AeroNet			X	556.73
Subtotal (Total of this page)							759,401.37

Sheet no. 1 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. Aircraft Bluebook 13609 Collections Center Drive Chicago, IL 60693	-		2007 Other Bill Best AeroNet			X	541.15	
Account No. Airport Journals 13000 E. Control Tower Road J-12 Englewood, CO 80112	-					X	14,000.00	
Account No. Alliance Graphics 5225 Hollister Road Houston, TX 77040	-		2007 Other Bill Best AeroNet			X	162.38	
Account No. Ann Arbor Pool Builders 522 N Maple Rd Ann Arbor, MI 48103	-		2005 - 2008 Other Bill total of all creditors			X	411,734.52	
Account No. Apple Courier 1547 Laird Houston, TX 77008	-		2007 Other Bill Best AeroNet			X	65.00	
Sheet no. 2 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	426,503.05

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C				
Account No. Ashford Houston Investment Co. 3838 N Sam Houston Parkway E Suite 190 Houston, TX 77032	-	2007 Other Bill Best AeroNet			X	4,354.60
Account No. AT&T P O Box 630047 Dallas, TX 75263	-	2007 Other Bill Best AeroNet			X	750.80
Account No. AT&T P O Box 105262 Atlanta, GA 30348	-	2007 - 2008 Other Bill PBLs			X	168.27
Account No. AT&T P O Box 650661 Dallas, TX 75265	-	2006 - 2007 Other Bill ProGas			X	410.23
Account No. Atmos Energy P O Box 70109 Phoenix, AZ 85052	-	2007 Other Bill Best AeroNet			X	38.23
Subtotal (Total of this page)						5,722.13

Sheet no. 3 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	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. Automotive Air 925 Lafitte St Mandeville, LA 70448		-	2007 - 2008 Other Bill 3D			X	55.00	
Account No. Aviation International News 214 Franklin Avenue Midland Park, NJ 07432		-				X	14,280.00	
Account No. Awards Unlimited 1000 N. Travis Street Suite D Sherman, TX 75090		-				X	64.53	
Account No. Bann Law Firm 90 Louis Prima Drive Suite B Covington, LA 70433		-	2007 - 2009 Other Bill Phoenix			X	78,937.00	
Account No. Bell South P O Boc 530016 Atlanta, GA 30353		-	2006 - 2007 Other Bill ProGas			X	371.34	
Sheet no. 4 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	93,707.87

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Berman Kean Reguira 2101 Commercial Blvd Suite 2800 Fort Lauderdale, FL 33309	-		2008 Other Bill Phoenix			X	2,785.35
Account No. Bowles Energy P O Box 3147 Longview, TX 75606	-		2007 Other Bill ProGas			X	430,741.99
Account No. Brenda Norwood 19951 Ashland Brook Court Houston, TX 77084	-		2007 Other Bill Best AeroNet			X	53.26
Account No. Brick & Block Products P O Box 8707 Mandeville, LA 70470	-		2007 - 2008 Other Bill 3D			X	1,800.78
Account No. Bridwell Oil Management 1801 Henson St. Abilene, TX 79603	-		2006 - 2007 Other Bill ProGas			X	289,413.94
<p align="right">Subtotal (Total of this page)</p>							724,795.32

Sheet no. 5 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. Representing: Bridwell Oil Management			Thomas Huval 532 E. Boston Street Covington, LA 70433					
Account No. Canon Financial Services P O Box 4004 Carol Stream, IL 60197		-	2008 Other Bill Phoenix			X	67.05	
Account No. CAPCO Offshore 5555 San Felipe Suite 725 Houston, TX 77056		-	2006 - 2007 Other Bill ProGas			X	56,329.11	
Account No. Capital One Bank Loan Services P O Box 4539 Houston, TX 77210		-	2006 - 2007 Other Bill ProGas			X	41,038.32	
Account No. Carol Rutherford 1022 Windsor Drive Provo, UT 84604		-	2007 Other Loan Phoenix			X	150,000.00	
Sheet no. 6 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	247,434.48

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C				
Account No. Caroline Partners BMS Management Inc. 4265 San Felipe Suite 750 Houston, TX 77027	-		2006 - 2007 Other Bill ProGAs		X	1,872.92
Account No. Carrolls 5615 South Rice Houston, TX 77081	-		2007 Other Bill Best AeroNet		X	5,211.16
Account No. Castlerock Oil Co. 14221 Dallas Parkway Suite 1400 Dallas, TX 75254	-		2006 - 2007 Other Bill ProGas		X	2,689.47
Account No. Celtech Corporation 1300 Terminal Drive Carlsbad, NM 88220	-		2006 - 2007 Other Bill Phoenix		X	650,000.00
Account No. Chadco Inc P O Box 370 Tullos, LA 71479	-		2006 - 2007 Other Bill ProGAs		X	62,241.71
Subtotal (Total of this page)						722,015.26

Sheet no. 7 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

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. Charter Communications P O Box 9001913 Louisville, KY 40290	-		2008 Other Bill Phoenix			X	6.30
Account No. Chicky Lugo 9231 Esplanade Dallas, TX 75220	-					X	0.00
Account No. Cingular Wireless P.O. Box 6463 Carol Stream, IL	-					X	0.00
Account No. Clearwater Supply 4001 Hwy 190 Covington, LA 70433	-		2007 - 2008 Other Bill 3D			X	282.74
Account No. CLECO Power LLC P O Box 69000 Alexandria, LA 71306	-		2007 Other Bill Murphy			X	438.87
Subtotal (Total of this page)							727.91

Sheet no. **8** of **35** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
		Husband, Wife, Joint, or Community					
Account No. Cole's Rental World of Covington 1305 Collins Blvd Covington, LA 70433		-	2007 - 2008 Other Bill 3D			X	114.19
Account No. Cole's Rental World of Mandeville 2200 N Causeway Mandeville, LA 70471		-	2007 - 2008 Other Bill 3D			X	114.54
Account No. Commander Aero Inc 10570 Springboro Pike Miamisburg, OH 45342		-	2007 Other Bill Best AeroNet			X	1,665.19
Account No. Conn Energy 5 Sanctuary Blvd Suite 201 Mandeville, LA 70471		-	2006 - 2007 Other Bill ProGas			X	308,948.54
Account No. Conoco 1130 Plaza Office Building Bartlesville, OK 74004		-	2006 - 2007 Other Bill ProGas			X	19,002.60
Subtotal (Total of this page)							329,845.06
Sheet no. <u>9</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. Creations Galore P O Box 1537 Mandeville, LA 70470	-		2007 Other Bill Phoenix			X	1,409.32	
Account No. CT Carden 4415 Shores Drive Metairie, LA 70006	-		2006 0 2007 Other Bill ProGas			X	11,561.81	
Account No. Cypress Gas Pipeline P O Box 4324 Houston, TX 77210	-		2006 - 2007 Other Bill ProGas			X	25,127.16	
Account No. D & S Surveyors Suite 203 2401 N Hwy 190 Covington, LA 70433	-		2007 - 2008 Other Bill PBLs			X	25.00	
Account No. Dell Commercial Credit P O Box 689020 Des Moines, IA 50368	-		2007 Other Bill Best AeroNet			X	38.94	
Sheet no. 10 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	38,162.23

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. Delta Operating Co 2424 Edenborn Avenue Suite 454 Metairie, LA 70001	-		2006 - 2007 Other Bill ProGas			X	11,101.81	
Account No. Delta Testing and Inspection P O Box 19172 New Orleans, LA 70179	-		2007 Other Bill Murphy			X	375.00	
Account No. Destin Resources 1800 Carol Sue Avenue Suite 6 Gretna, LA 70056	-		2006 - 2007 Other Bill ProGas			X	443,870.75	
Account No. Representing: Destin Resources			Robert L. Redfearn 3000 Energy Centre 1100 Poydras Street New Orleans, LA 70163					
Account No. Don's Stumpgrinding & Taxidermy 1923 Dupard Mandeville, LA 70448	-		2007 - 2008 Other Bill 3D			X	125.00	
Sheet no. <u>11</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	455,472.56

In re Phoenix Associates Land Syndicate

Case No. 09-11743

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Double A Services P O Box 1752 Mandeville, LA 70470	-					X	95.00	
Account No. Double A Services LLC 110 Campbell Ave Suite 1 Mandeville, LA 70471	-					X	95.00	
Account No. Drilling Info P O Box 5545 Austin, TX 78763	-					X	3,540.00	
Account No. Drinkard LLC P O Box 253 Covington, LA 70434	-					X	390.00	
Account No. E. H. Mitchell & Co., LLC c/o Elizabeth J. Futrell Jones Walker, etc. 201 St. Charles Ave. New Orleans, LA 70170	-					X	3,000,000.00	
Sheet no. <u>12</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	3,004,120.00

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. East Texas Resources Metering Systems P O Box 3147 Longview, TX 75606	-		2006 - 2007 Other Bill ProGas		X	10,515.50
Account No. Eatel P O Box 880 Gonzales, LA 70707	-		2007 - 2008 Other Bill 3D		X	2,171.40
Account No. Enbridge Marketing 1100 Louisiana Street Suite 330 Houston, TX 77002	-		2006 - 2007 Other Bill ProGas		X	418,260.00
Account No. Energy Properties 5 Sanctuary Blvd Suite 201 Mandeville, LA 70471	-		2006 - 2007 Other Bill ProGas		X	284,175.18
Account No. Ensemble 700 Elmwood Park Blvd Suite C Harahan, LA 70123	-		2006 - 2007 Other Bill ProGas		X	469.99
					Subtotal (Total of this page)	715,592.07

Sheet no. 13 of 35 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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
		Husband, Wife, Joint, or Community					
Account No. Ernie Stevens 9963 SR 613 Van Buren, OH 45889		-	2008 Other Bill Phoenix			X	10,950.00
Account No. Evolution IT P O Box 516 Madisonville, LA 70447		-	2007 - 2009 Other Bill Phoenix			X	9,862.73
Account No. Federal Express P O Box 660481 Dallas, TX 75266		-	2008 - 2009 Other Bill Phoenix			X	1,828.36
Account No. FedEx P O Box 660481 Dallas, TX 75266		-	2007 Other Bill BestAeroNet			X	25.14
Account No. Finley Resources 1308 Lake St Suite 200 Ft Worth, TX		-	2006 - 2007 Other Bill ProGas			X	138,100.60
Subtotal (Total of this page)							160,766.83

Sheet no. 14 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	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. Fischer Environmental 1980 Surgi Drive Mandeville, LA 70448		-	2008 Other Bill Phoenix			X	312.00	
Account No. Floorco Inc 68676 Hwy 59 Mandeville, LA 70471		-	2007 - 2008 Other Bill 3D			X	535.07	
Account No. Frank Mason Austin Bank Building 3400 W Marshall Ave Suite 307 Longview, TX 75604		-	2006 - 2007 Other Bill ProGas			X	7,266.65	
Account No. Frank Mason, PC 3400 West Marshall Avenue Suite 307 Longview, TX 75604		-	2007 - 2008 Other Bill Phoenix			X	4,725.00	
Account No. Gexa Energy P O Box 659410 San Antonio, TX 78265		-	2006 - 2007 Other Bill ProGas			X	235.66	
Sheet no. <u>15</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	13,074.38

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Ginger Villeneuve 19951 Ashland Brook Court Houston, TX 77084	-		2007 Other Bill Best AeroNet			X	9,490.71
Account No. Greystone Operating, Inc P O Box 281 Puckett, MS 39151	-		2006 - 2007 Other Bill ProGas			X	9,236.37
Account No. Gulf Explorer, LLC P O Box 1645 Covington, LA 70434	-		2006 - 2007 Other Bill ProGas			X	109,126.16
Account No. Gulf States Glass P O Box 1502 Mandeville, LA 70470	-		2007 - 2008 Other Bill 3D			X	228.21
Account No. Harbour Smith Harris & Merritt 404 N Green at Magrill P O Box Drawer 2072 Longview, TX 75606	-		2007 - 2008 Other Bill Phoenix			X	2,749.63
Subtotal (Total of this page)							130,831.08
Sheet no. <u>16</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Harvest Group Harvest Oil & Gas Harvest Pipeline 67201 Industry Lane Covington, LA 70433	-		2006 - 2007 Other Bill ProGas		X	2,305,002.00
Account No. Hawkeye Drilling Co P O Box 97 Waskom, TX 75692	-		2006 - 2007 Other Bill ProGas		X	149,855.82
Account No. HeartInd Communications Group P.O. Box 1052 Fort Dodge, IA 50501	-				X	850.00
Account No. HIJ Company 90000	-		2002 - 2004 Other Bill creditors of Stewarts DeRooting		X	247,367.82
Account No. Home Depot P O Box 3029 The Lakes, NV 88901	-		2006 - 2008 Other Bill 3D		X	41,097.66
Sheet no. <u>17</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	2,744,173.30

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C						
Account No. Humana Health Benefit Plan of LA P O Box 0543 Carol Stream, IL 60132			2008 Other Bill Phoenix			X	1,864.24	
Account No. International Turf Applicators, Inc. 1313 E. Edgewood Drive Lakeland, FL 33803		-	International Turf Applicators, Inc. vs. Phoenix Associates Land Syndicate Case No. 07-4528 USDC, Eastern District of Louisiana			X	880,000.00	
Account No. Representing: International Turf Applicators, Inc.			Joseph F. Lavigne Jones Walker 201 St. Charles Ave. New Orleans, LA 70170-5100					
Account No. Jacobs Aircraft Co P O Box 10207 Jackson, MS 39289		-	2007 Other Bill Best AeroNet			X	2,312.99	
Account No. Jeffrey Montalbano 1923 S America Covington, LA 70433		-	2008 - 2009 Other Bill Phoenix			X	40,622.96	
Sheet no. 18 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	924,800.19

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

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. Jet Aviation 7363 Cedar Springs Dallas, TX 75235	-					X	6,450.00
Account No. Jet South Corporation 4243 East Lake Road Birmingham, AL 35217	-		2007 Other Bill Best AeroNet			X	1,870.07
Account No. Jim Brindle 7 Althea Metairie, LA 70005	-		2007 - 2008 Other Bill PBLs			X	550.00
Account No. Johnson Johnson Barrios & Yacoubian One Shell Square 701 Poydras Street Suite 4700 New Orleans, LA 70139	-		2006 - 2007 Other Bill Phoenix			X	12,218.54
Account No. Lakehills Production 3267 Bee Cane S Rd Suite 107 Austin, TX 78746	-		2006 - 2007 Other Bill ProGas			X	12,876.75
Subtotal (Total of this page)							33,965.36

Sheet no. 19 of 35 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Lannie Mecom Wichita Partnership P O Box 460 Chappell Hill, TX 77426	-	2006 - 2007 Other Bill ProGas			X	66,597.13
Account No. Lard Oil Co P O Box 9 Denham Springs, LA 70727	-	2007 Other Bill Murphy			X	9,258.39
Account No. Liskow & Lewis 701 Poydras Street Suite 5000 New Orleans, LA 70139	-	2006 - 2008 Other Bill Phoenix			X	24,349.28
Account No. LMD Offshore 6916 Broad Acre Road Avondale, CO 81022	-	2006 - 2007 Other Bill ProGas			X	44,493.37
Account No. Looper Reed & McGraw 1300 Post Oak Boulevard Suite 2000 Houston, TX 77056	-	2006 - 2007 Other Bill Phoenix			X	8,453.71
Sheet no. 20 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	153,151.88

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Looper, Reed & McGraw 1300 Post Oak Blvd Suite 2000 Houston, TX 77056	-	2007 Other Bill Best AeroNet			X	18,536.81
Account No. Lowe's Home Centers 2501 Elysian Fields Avenue New Orleans, LA 70117	-	2007 - 2008 Other Bill 3D			X	6,554.71
Account No. Madison Realty Capital 825 Third Avenue 37th Floor New York, NY 10022	-	2006 - 2009 Other Bill PBLs			X	2,100,000.00
Account No. Mark L Schidler, Inc. 1010 Lamar Suite 500 Houston, TX	-	2006 - 2007 Other Bill ProGas			X	54,707.16
Account No. Marquez Insurance 4607 Jefferson Hwy Jefferson, LA 70121	-	2008 - 2009 Other Bill Phoenix			X	4,360.38
Subtotal (Total of this page)						2,184,159.06

Sheet no. 21 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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	
		Husband, Wife, Joint, or Community						
Account No. Marquez Insurance Agency 4607 Jefferson Hwy Jefferson, LA 70121		-	2007 Other Bill Bayou State Trucking			X	964.50	
Account No. Martin Marks Operating Co. 2424 Edenborn Ave. Suite 450 Metairie, LA 70001		-	2006 - 2007 Other Bill ProGas			X	123,660.00	
Account No. Metroplex Control Systems 4582 Paysphere Circle Chicago, IL 60674		-	2006 - 2007 Other Bill Best AeroNet			X	36,518.70	
Account No. Metroplex Control Systems 4582 Paysphere Circle Chicago, IL 60674		-	2006 - 2007 Other Bill Murphy			X	27,054.56	
Account No. Metropolitan Interconnect P O Box 7777-7950 Philadelphia, PA 19175-7950		-	2006 - 2007 Other Bill ProGas			X	2,035.93	
Sheet no. 22 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	190,233.69

In re Phoenix Associates Land Syndicate

Case No. 09-11743

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H	W					J
Account No.								
National Business Aviation Association 1200 Eighteenth Street NW Suite 400 Washington, DC 20036	-					X	750.00	
Account No.								
NCX Company, Inc. 3300 W Esplanade Ave Suite 610 Metairie, LA 70002	-					X	186,414.39	
Account No.								
Representing: NCX Company, Inc.								
Account No.								
New Century Exploration 17350 State Highway 249 Houston, TX 77064	-					X	105,232.09	
Account No.								
Northshore Environmental Services 1108 Villere St Mandeville, LA 70448	-					X	85.00	
Sheet no. <u>23</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	292,481.48

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No. Office Market 1801 N Causeway Blvd Mandeville, LA 70448	-	2007 Other Bill Phoenix				X	16,187.42
Account No. One Stop Restoration & Cleaning 71092 Shady Lake Dr Covington, LA 70433	-	2007 - 2008 Other Bill 3D				X	109.75
Account No. OSI Collection Services P O Box 965 Brookfield, WI 53008	-	2007 Other Bill Best AeroNet				X	66.41
Account No. Osprey Partners 868 Riverview Drive Brielle, NJ 08730	-	2007 - 2009 Other Bill Phoenix				X	92,985.00
Account No. Paul & Carolyn Alonzo 2 N. Bonita Dr. Madisonville, LA 70447	-	2006 - 2008 Other Loan Monies loaned to Phoenix				X	1,710,800.00
<p align="right">Subtotal (Total of this page)</p>							1,820,148.58

Sheet no. **24** of **35** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Paul & Carolyn Alonzo 2 N. Bonita Dr. Madisonville, LA 70447	-		2006 - 2009 Other Bill parcel of land given to Phoenix to post for bond			X	950,000.00	
Account No. Penton Media 9800 Metcalf Avenue Overland Park, KS 66212	-		2007 Other Bill Best AeroNet			X	2,990.00	
Account No. Personnel Concepts P O Box 5750 Carol Stream, IL 60197	-		2007 Other Bill Best AeroNet			X	129.85	
Account No. Petroleum Purchasing, Ltd. P O Box 1432 Dublin, OH 43017	-		2006 - 2007 Other Bill ProGas			X	42,385.08	
Account No. Picayune Tire & Service Center 1605 Hwy 11 Picayune, MS 39456	-		2007 Other Bill Murphy			X	8,417.82	
Sheet no. 25 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,003,922.75

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. Pilot Resources P O Box 701 Mandeville, LA 70470	-		2006 - 2007 Other Bill ProGas			X	89,409.13	
Account No. Pitney Bowes 1 Elmcroft Road Staamford, CT 06926	-		2008 Other Bill Phoenix			X	667.56	
Account No. Plymouth Resource Group 390 South Laura Drive Mandeville, LA 70448	-		2006 - 2007 Other Bill ProGas			X	90,000.00	
Account No. Post Oak Park 1919 Post Oak Park Drive Houston, TX 77027	-		2006 - 2007 Other Bill ProGas			X	2,130.00	
Account No. Pot O Gold P O Box 1627 Hammond, LA 70404	-		2007 - 2008 Other Bill 3D			X	415.53	
Sheet no. 26 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	182,622.22

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

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. Protection One P O Box 5714 Carol Stream, IL 60197	-		2007 Other Bill Murphy			X	3,349.99
Account No. Purchase Power 1 Elmcroft Road Stamford, CT 06926	-		2008 Other Bill Phoenix			X	3,190.85
Account No. Ray Santa 3105 Willow Way Bedford, TX 76021	-					X	0.00
Account No. Regional Office Supply & Equip 19300-A N. Fourth St Covington, LA 70433	-		2006 - 2007 Other Bill ProGAs			X	788.44
Account No. Riverside Lumber Co 5451 Morrison Road New Orleans, LA 70126	-		2007 - 2008 Other Bill 3D			X	15,802.79
<p align="right">Subtotal (Total of this page)</p>							23,132.07
<p>Sheet no. 27 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims</p>							

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

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	A M O U N T O F C L A I M
		H W J C					
Account No. Robert & Laura Couvillion 340 Pencarrow Circle Madisonville, LA 70447						X	100,000.00
Account No. RTB & Associates Brownsville Air Center 18484 Preston Road Suite 102 PMB 167 Dallas, TX 75252						X	1,820.00
Account No. SBC Voice Data Electronics 38296 Salt Bayou Road Slidell, LA 70461						X	43.70
Account No. Scott Construction Equipment 10160 Airline Hwy Baton Rouge, LA 70835						X	350.00
Account No. SDG Operating Co 3650 Old Bullard Rd Suite 300 Tyler, TX 75701						X	1,963.86
<p align="right">Subtotal (Total of this page)</p>							104,177.56
<p>Sheet no. 28 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims</p>							

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	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	
		Husband, Wife, Joint, or Community						
Account No. Security Solutions & More P O Box 2585 Kenner, LA 70063		-	2008 Other Bill Phoenix			X	161.97	
Account No. Service One, LLC 127 Hwy 22E Unit W-17 Madisonville, LA 70447		-	2008 Other Bill Phoenix			X	9,890.22	
Account No. Sharon Henley c/o Frank E. Lamothe, III, Esq. 100 Innwood Dr. Suite B Covington, LA 70433		-	3/11/09 Claim for Dividends Sharon Henley vs. Phoenix Associates Land Syndicate Case No. 09-3046 USDC, Eastern District of Louisiana			X	12,000.00	
Account No. Shell Trading Co. P O Box 4604 Houston, TX 77210		-	2006 - 2007 Other Bill ProGas			X	1,500,000.00	
Account No. Sherwin Williams 4250 Hwy 22 Suite 8 Mandeville, LA 70471		-	2007 - 2008 Other Bill 3D			X	591.02	
Sheet no. 29 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,522,643.21

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Southern Printing & Graphics 810A North Columbia St Covington, LA 70433	-		2006 - 2007 Other Bill ProGas		X	536.14	
Account No. Sprint P O Box 219100 Kansas City, MO 64121	-		2007 Other Bill Best AeroNet		X	37.86	
Account No. St Tammany Parish Tax Collector Covington, LA 70433	-		2006 - 2009 Other Bill PBLs		X	43,000.00	
Account No. Stieverson Accounting Professionals P O Box 940250 Houston, TX 77094	-		2007 Other Bill Best AeroNet		X	36,267.27	
Account No. Stock Building Supply P O Box 847795 Dallas, TX 75284	-		2007 - 2008 Other Bill 3D		X	4,471.45	
Sheet no. 30 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	84,312.72

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Superior Pool Supply 32620 Dequindre Road Warren, MI 48092		-	2006 - 2008 Other Bill Great Lakes Pool Plastering		X	3,060.55
Account No. Talbert Operating Co P O Box 315 Trinidad, TX 75163		-	2006 - 2007 Other Bill ProGas		X	19,888.96
Account No. Talbot Realty Group 747 Magazine St Suite 7 New Orleans, LA 70130		-	2008 - 2009 Other Bill PBLs		X	1,196.36
Account No. Targa Midstream Services 1000 Louisiana Suite 4700 Houston, TX 77002		-	2006 - 2007 Other Bill Progas		X	48,000.00
Account No. Tchefuncte Harbor Townhomes Madisonville, LA 70447		-	2006 - 2009 Other Bill PBLs		X	36,000.00
Subtotal (Total of this page)						108,145.87
Sheet no. <u>31</u> of <u>35</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C						
Account No. Team TCB 68 Poquito Road Shalimar, FL 32579			2008 Other Bill Phoenix			X	4,569.18	
Account No. Time Warner Cable P O Box 650047 Dallas, TX 75265		-	2006 - 2007 Other Bill ProGas			X	485.11	
Account No. Top Gun Aviation P O Box 2032 Hammond, LA 70404		-	2007 Other Bill Phoenix			X	5,308.03	
Account No. Trunkline Field Services P O Box 201893 Houston, TX 77216		-	2006 - 2007 Other Bill ProGas			X	274.48	
Account No. Trunkline Gas Company P O Box 201203 Houston, TX 77216		-	2006 - 2007 Other Bill ProGas			X	1,402.10	
Sheet no. 32 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	12,038.90

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No. Tucker Operating Co P O Box 4966 Victoria, TX 77903	-					X	34,540.42
Account No. United Shipping Solutions P O Box 421685 Houston, TX 77242	-					X	30.98
Account No. Vamos Oil & Gas 412 W University Ave Suite 202 Lafayette, LA 70506	-					X	77,953.48
Account No. Veillon Jakes & Associates 20081 Hwy 36 Covington, LA 70433	-					X	51.51
Account No. Venice Gathering System P O Box 730269 Dallas, TX 75373	-					X	661.67
Subtotal (Total of this page)							113,238.06

Sheet no. **33** of **35** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Vilar & Elliott 3709 Masonic Dr P O Box 12730 Alexandria, LA 71315	-	2007 Other Bill Phoenix			X	500.00
Account No. Vilar & Elliott 3709 Masonic Drive P O Box 12730 Alexandria, LA 71315	-	2006 - 2007 Other Bill ProGas			X	847.84
Account No. Virgin Offshore 909 Poydras Suite 2200 New Orleans, LA 70112	-	2006 - 2007 Other Bill ProGas			X	219,587.00
Account No. Westar Company P O Box 55347 1544 Campbell Road Houston, TX 77255	-	2007 Other Bill Best AeroNet			X	3,491.09
Account No. Wright Express - Mastercard P O Box 100 Madisonville, LA 70447	-	2007 Other Bill Best AeroNet			X	115,000.00
Sheet no. 34 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	339,425.93

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

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. XYZ Company					X	450,279.75
Account No.						
Account No.						
Account No.						
Account No.						
Sheet no. 35 of 35 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	450,279.75
					Total (Report on Summary of Schedules)	20,135,813.31

In re Phoenix Associates Land Syndicate,
Debtor

Case No. 09-11743

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.
--	--

In re **Phoenix Associates Land Syndicate**

Case No. **09-11743**

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

0

continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court
Eastern District of Louisiana**

In re Phoenix Associates Land Syndicate,
Debtor

Case No. 09-11743

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
Common Shareholders c/o Transfer Agent Standard	Common		Publicly Traded
Preferred Shareholder Class I	Preferred	See Exhibit to Be Filed	
Preferred Shareholder Class II	Preferred II	See Exhibit to Be Filed	
Preferred Shareholder Class III	Preferred	To Be Provide	

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 July 13, 2009

Signature /s/ C. Paul Alonzo
C. Paul Alonzo
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
Eastern District of Louisiana**

In re Phoenix Associates Land Syndicate
Debtor(s)

Case No. 09-11743
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 48 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date July 13, 2009

Signature /s/ C. Paul Alonzo
C. Paul Alonzo
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
Eastern District of Louisiana**

In re Phoenix Associates Land Syndicate

Debtor(s)

Case No. 09-11743

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

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

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

DEFINITIONS

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

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

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$0.00	2009 YTD Income (To Be Provided)
\$0.00	2008 Income (To Be Provided)
\$0.00	2007 Income (To Be Provided)

2. Income other than from employment or operation of business

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

AMOUNT SOURCE

3. Payments to creditors

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

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

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

None 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 \$5,475. 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 creditor 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/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
------------------------------	---------------------------------	---	--------------------

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

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
--	-----------------	-------------	--------------------

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

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

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Chadco	62,241.71 related to ProGas	LA	
Bowles Energy	related to ProGas 543,561.53	LA or TX	Judgement
Vamos Oil	77,953.48 related to ProGas	LA	
Wichita Partnership	related to ProGas 66,597.13	LA or TX	judgement
Conn Energy	related to ProGas 308,948.54	LA	judgement

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Energy Properties	related to ProGas 284,175.18	LA	judgement
Gulf Explorer	related to ProGas 109,126.16	LA	judgement
Bridwell Oil Management	related to ProGas 298,078.43	LA or TX	
Plymouth Resources	related to ProGas 90,000.00	La or TX	
New Century Exploration	related to ProGas 105,232.09	LA or TX	
Destin Resources	related to ProGas 443,870.75	LA	judgement against ProGas, Phoenix and Paul and Carolyn Alonzo
NCX Company	related to ProGas 132,460.27	LA or TX	
Hawkeye Drilling	related to ProGas 114,663.45	La or TX	
Finley Resources	related to ProGas 138,100.61	LA or TX	
Harvest Group	related to ProGas 2,305,002.00	LA or TX	
Targa Midstream	related to ProGas 48,000.00	LA or TX	
Shell	related to ProGas 1,500,000.00	TX or LA	
Virgin Oil	related to ProGas 219,587.00	LA	
Martin Marks	related to ProGas 123,660.00	LA or TX	
NorthLake Production	related to ProGas 78,905.23	LA or TX	
LMD Offshore	related to ProGas 44,493.37	LA or TX	
Yingling Aircraft	related to Best AeroNet 62,499.09	TX	
Capital One Bank	related to ProGas 41,038.32	LA	
Jonathan Hoffberger	related to Ann Arbor Pool Builders 25,000.00	MI	
Charles & Karen Giglio	related to Ann Arbor Pool Builders 25,000.00	MI	
Adams Concrete	related to Ann Arbor Pool Builders 16,000.00	MI	
Raymond Santa	related to Best Jets 350,000.00	TX	judgement
Pablo & Diana Garcia	related to Phoenix 40,000.00 preferred shareholder	FL	

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Mark Schidler Co.	related to ProGas 54,707.16	LA or TX	
Duggins Law Firm	related to Best AeroNet 3,451.32	TX	
Pure Energy / Motorworks	related to CM Ideal Energy Directional Drilling 350,000.00	WY or TX or LA	
Sieverson Accounting	related to Best Aero Net 36,268.00	TX	
George Schuler / Preston Turbines	related to Phoenix 85,000.00	TX	
Inversiones Bellrim SA	related to PBLs 4,000,000.00	LA	position in Bank of Picayune
EH Mitchell & Co., LLC, et al vs Phoenix Associates Land Syndicate Case No. 2003-12894 "A"	related to Murphy Sand & Gravel 3,500,000	22nd JDC, Parish of St. Tammany, State of Louisiana	Judgment rendered March 18, 2009.
Sharon Henley vs Phoenix Associates Land Syn No. 09-3046	Claim for Dividends	U. S. District Court, Eastern District of LA	Suit filed 3/11/09
First Natinal Bank of Picayune vs Pearl River Fabricators, Inc. No. 2004-10184		22nd JDC, Parish of St. Tammany, State of Louisiana	Pending
Phoenix Associates Land Syndicate, Inc. vs Steven Furr, E. H. Mitchell & Co., LLC and Reginald J. Laurent No. 2006-15963		22nd JDC, Parish of St. Tammany, State of Louisiana	Pending
Phoenix Associates Land Syndicate, Charles Paul Alonza, Carolyn Williams Alonzo and Ronald L. Blackburn vs Reginald J. Laurent, E. H. Mitchell & Co., LLC, Steven M. Furr, Michael H. Furr and Brian Furr No. 2008-12140		22nd JDC, St. Tammany Parish, State of Louisiana	Pending
International Turf Applicators, Inc. vs Phoenix Associates Land Syndicate, Inc. No. 07-4528		U. S. District Court for the Eastern Districe of Louisiana	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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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
Claude C. Lightfoot, Jr. P.C. 424 Gravier Street Third Floor New Orleans, LA 70130	Carolyn Alonzo	\$20,000.00, including File Fee

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
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15. Prior address of debtor

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

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

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

NAME

17. Environmental Information.

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

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

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

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

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

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

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

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

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

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

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

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

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

NAME AND ADDRESS	DATE ISSUED
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20. Inventories

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

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

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

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

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

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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To Be Provided

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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To Be Provided

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
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24. Tax Consolidation Group.

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

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

- None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

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 July 13, 2009

Signature /s/ C. Paul Alonzo
C. Paul Alonzo
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

**United States Bankruptcy Court
Eastern District of Louisiana**

In re Phoenix Associates Land Syndicate

Debtor(s)

Case No. 09-11743

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

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

For legal services, I have agreed to accept.....	\$	<u>20,000.00</u>
Prior to the filing of this statement I have received.....	\$	<u>20,000.00</u>
Balance Due.....	\$	<u>0.00</u>

2. \$ 1,130.00 of the filing fee has been paid.

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

Debtor Other (specify):

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

Debtor Other (specify): **Per fee application to the Court**

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

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

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

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

Negotiations with secured creditors to reduce to market value; exemption planning; review of reaffirmation agreements as needed;

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

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceedings, as more fully set forth in the written engagement agreement between the debtor and attorney.

CERTIFICATION

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

Dated: July 13, 2009

/s/ Claude C. Lightfoot, Jr. LA
Claude C. Lightfoot, Jr. LA 17989
Claude C. Lightfoot, Jr. P.C.
424 Gravier Street
Third Floor
New Orleans, LA 70130
(504) 838-8571 Fax: (504) 838-8572
clightfoot@claudelightfoot.com

**United States Bankruptcy Court
Eastern District of Louisiana**

In re Phoenix Associates Land Syndicate

Debtor(s)

Case No. 09-11743

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

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

■ None [*Check if applicable*]

July 13, 2009

Date

/s/ Claude C. Lightfoot, Jr. LA

Claude C. Lightfoot, Jr. LA 17989

Signature of Attorney or Litigant

Counsel for Phoenix Associates Land Syndicate

Claude C. Lightfoot, Jr. P.C.

424 Gravier Street

Third Floor

New Orleans, LA 70130

(504) 838-8571 Fax:(504) 838-8572

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