

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

United States Bankruptcy Court
Southern District of Florida

In re Phoenix Worldwide Industries, Inc.,
 Debtor

Case No. 09-23201-RAMChapter 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	5,500,000.00		
B - Personal Property	Yes	4	23,659,697.89		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		8,986,111.50	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	7		950,255.16	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	19		4,630,568.93	
G - Executory Contracts and Unexpired Leases	Yes	2			
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		36			
Total Assets			29,159,697.89		
Total Liabilities				14,566,935.59	

**United States Bankruptcy Court
Southern District of Florida**

In re Phoenix Worldwide Industries, Inc.,
Debtor

Case No. 09-23201-RAM

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)		

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

In re Phoenix Worldwide Industries, Inc.

Case No. 09-23201-RAM

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
Plant Building Location: 10780 SW 190th Street, Miami FL	Fee simple	-	5,500,000.00	2,757,419.39

Sub-Total > **5,500,000.00** (Total of this page)

Total > **5,500,000.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Phoenix Worldwide Industries, Inc.

Case No. 09-23201-RAM

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		Petty Cash on Dr. J. Al Esquivel Shuler Office \$2,000.00 Petty Cash on Haydee D. Leknes Office \$ 59.00	-	2,059.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank Accounts with Ocean Bank 780 NW 42nd Avenue Miami, FL 33126 Money Market #1- Balance: \$26.15 Money Market #2- Balance: -\$4.73 Operating- Balance: -\$5,709.01 Payroll: \$10.93 and Payroll Accounts Bank Account with Bank United 255 Alhambra Circle, Suite 200 Coral Gables, FL 33134 Operating Account	-	Unknown 3.81
3. Security deposits with public utilities, telephone companies, landlords, and others.		Deposit with Florida Power & Light	-	3,667.00
4. Household goods and furnishings, including audio, video, and computer equipment.		Furniture, Video and Computer Equipment [A large portion of these assets were seized by Creditor C3 Capital Partners, were in storage at Dixie Transport, 5520 NE 4th Avenue, Miami, FL, some of it was returned post-petition] Remaining equipment located at 10780 SW 190th Street, Miami FL **See attached Civil Seizure Report	-	622,085.33
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.		Manuals Location: 10780 SW 190th Street, Miami FL	-	50,000.00
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
			Sub-Total >	677,815.14
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

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

In re Phoenix Worldwide Industries, Inc.Case No. 09-23201-RAM

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
8. Firearms and sports, photographic, and other hobby equipment.		Sports & Camping Equipment Location: 10780 SW 190th Street, Miami FL	-	5,000.00
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		A/R from Various Government Agencies	-	6,324,223.50
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.		IRS Overpayment for Tax Year 2006 (filed 2007) plus Interest	-	250,000.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			

Sub-Total > **6,579,223.50**
(Total of this page)

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

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

In re Phoenix Worldwide Industries, Inc.Case No. 09-23201-RAM

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.		Life Insurance Policies Face Value of the Policies is \$7,000,000.00 (Seized)	-	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.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.		Software, Intelligence Video, Encrypted video, Chemical formulas Location: 10780 SW 190th Street, Miami FL	-	Unknown
		Object Video License Agreements	-	100,000.00
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.		Customer List	-	Unknown
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Two Trailers Location: 10780 SW 190th Street, Miami FL	-	5,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Various Office Equipment Location: 10780 SW 190th Street, Miami FL **See attached Civil Seizure Report	-	247,253.34
29. Machinery, fixtures, equipment, and supplies used in business.		Machinery & Equipment (Value Listed is Book Value) Location: 10780 SW 190th Street, Miami FL **See attached Civil Seizure Report	-	9,209,694.70
30. Inventory.		Inventory (Value Listed is Book Value) Location: 10780 SW 190th Street, Miami FL **See attached Civil Seizure Report	-	6,728,761.21

Sub-Total > **16,290,709.25**
(Total of this page)

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

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

In re Phoenix Worldwide Industries, Inc.

Case No. 09-23201-RAM

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
31. Animals.		Two (2) guard dogs Location: 10780 SW 190th Street, Miami FL	-	1,000.00
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.		Commission Advances and Loans Receivables to Employees	-	110,950.00

Sub-Total >	111,950.00
(Total of this page)	
Total >	23,659,697.89

(Report also on Summary of Schedules)

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

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

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No. Anna Liesel Brown 2500 SW 1st Avenue Miami, FL 33129	-	6/18/09	Judgment Lien	Personal Property			X	49,731.60	Unknown
Account No. Banex Capital LLC 10515 20th Street Suite 100 Everett, WA 98205	X	7/10/07	Mortgage	All inventory of Debtor				1,845,146.81	Unknown
Account No. C3 Capital Partners, L.P. 4520 Main Street Suite 1600 Kansas City, MO 64111	-	8/29/08	Mortgage	Accounts, Inventory, Equipment, etc.				500,000.00	Unknown
Account No. Dell Financial Services 12234 N. IH-35 Building B Austin, TX 78753	-	2007-2008	Equipment Lease	All computers and peripherals				40,413.70	Unknown
Subtotal								2,435,292.11	0.00
(Total of this page)									

1 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re Phoenix Worldwide Industries, Inc.,
Debtor

Case No. 09-23201-RAM

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No. xxxx-xxx & xxx4-002 Maxus Capital Group, LLC 31300 Bainbridge Road Solon, OH 44139	-	11/8/07	Lease Various equipment				3,793,400.00	Unknown
Account No. Miami-Dade County Building Dept. 11805 S. W. 26th Street, Room 208 Miami, FL 33175	-	2009	Statutory Lien Plant Building Location: 10780 SW 190th Street, Miami FL			X	51,245.80	0.00
Account No. Zions First National Bank 1 South Main St Ste 700 Salt Lake City, UT 84111	-	4/2/07	Mortgage Plant Building Location: 10780 SW 190th Street, Miami FL				2,706,173.59	0.00
Account No.								
Account No.								
Subtotal (Total of this page)							6,550,819.39	0.00
Total (Report on Summary of Schedules)							8,986,111.50	0.00

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

In re Phoenix Worldwide Industries, Inc.Case No. 09-23201-RAM

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.

6 continuation sheets attached

B6E (Official Form 6E) (12/07) - Cont.

In re Phoenix Worldwide Industries, Inc.

Case No. 09-23201-RAM

Debtor

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

Wages, salaries, and commissions

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. Alain Martin 17770 SW 248th Street Homestead, FL 33031	-	-	December 2008-June 2009 Salary				35,311.73	24,361.73
							10,950.00	
Account No. Alejandro Martinez 7110 S.W. 92 Ave. Miami, FL 33173	-	-	2008 Wages				10,616.38	0.00
							10,616.38	10,616.38
Account No. Carlos Romero 4432 SW 131st Avenue Miami, FL 33175	-	-	December 2008-June 2009 Salary				41,605.34	30,655.34
							10,950.00	
Account No. Dr. J. Al Esquivel Shuler 9955 SW 87th Court Miami, FL 33176	-	-	January -June 2009 Salary				69,240.00	58,290.00
							10,950.00	
Account No. Haydee Leknes 13300 SW 47th Street Apt 206 Miami, FL 33183	-	-	November 2008-June 2009 Salary				35,741.88	24,791.88
							10,950.00	
Subtotal							192,515.33	138,098.95
(Total of this page)							192,515.33	54,416.38

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

B6E (Official Form 6E) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

Debtor

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

Wages, salaries, and commissions

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. Hortensia Martin 17770 SW 248th Street Homestead, FL 33031	-	-	December 2008-June 2009 Wages				18,985.70	8,035.70
Account No. Ivan Perez 3699 East 4th Avenue Hialeah, FL 33013	-	-	November 2008-June 2009 Salary				36,943.65	10,950.00
Account No. James Peterson 9303 SW 227th Street Unit 25 Miami, FL 33190	-	-	December 2008-June 2009 Salary				23,131.50	10,950.00
Account No. Jose Martin 17770 SW 248th Street Homestead, FL 33031	-	-	December 2008-June 2009 Wages				15,028.95	4,078.95
Account No. Lourdes M. Fernandez 7415 SW 153rd Court Apt. 102-7 Miami, FL 33193	-	-	November 2008-June 2009 Wages				15,298.91	4,348.91
Subtotal							109,388.71	54,638.71
(Total of this page)							109,388.71	54,750.00

Sheet **2** of **6** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (12/07) - Cont.

In re Phoenix Worldwide Industries, Inc.

Case No. 09-23201-RAM

Debtor

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

Wages, salaries, and commissions

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. Marlene A. Esquivel 9955 SW 87th Court Miami, FL 33176			January-June 2009 Salary					9,628.02
		-					20,578.02	10,950.00
Account No. Omeria Dimingo 19701 SW 110th Court Apt # 630 Miami, FL 33157			December 2008-June 2009 Wages					1,936.58
		-					12,886.58	10,950.00
Account No. Oscar Arana 13011 N. W. 1st Street, Apt 111 Hollywood, FL 33028			2008 Wages					5,058.59
		-					16,008.59	10,950.00
Account No. Richard Urban address unknown			2008 Wages					0.00
		-					6,877.63	6,877.63
Account No. Sharath Kasba 1440 S. W. 104 Path, Apt 107 Miami, FL 33174			2008 Wages					0.00
		-					6,679.69	6,679.69
Subtotal								16,623.19
(Total of this page)							63,030.51	46,407.32

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

B6E (Official Form 6E) (12/07) - Cont.

In re Phoenix Worldwide Industries, Inc.

Case No. 09-23201-RAM

Debtor

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

Wages, salaries, and commissions

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. Ted Weiss 13190 S.W. 75th Avenue Miami, FL 33156			Wages					23,013.42
		-					33,963.42	10,950.00
Account No. Victor Sarduy 13783 SW 66th Street Apt. A-105 Miami, FL 33183			December 2008 Wages					0.00
		-					3,354.79	3,354.79
Account No. Wilmer Carcasses 15336 SW 72nd Street Miami, FL 33193			November 2008-June 2009 Wages					11,007.40
		-					21,957.40	10,950.00
Account No.								
Account No.								
Subtotal								34,020.82
(Total of this page)							59,275.61	25,254.79

Sheet **4** of **6** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (12/07) - Cont.

In re Phoenix Worldwide Industries, Inc.

Case No. 09-23201-RAM

Debtor

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B 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. Arizona Dept. of Revenue 1600 West Monroe Phoenix, AZ 85007			Withholding tax					0.00
		-					1,762.71	1,762.71
Account No. BSFS Leasing P.O. Box 3083 Cedar Rapids, IA 52406			Personal Prop tax for phone system					0.00
		-					49.09	49.09
Account No. Commonwealth of Pennsylvania Dept. of Revenue P.O. Box 280904 Harrisburg, PA 17128			Employer withholding tax					0.00
		-					1,119.70	1,119.70
Account No. Florida Department of Revenue 5050 W. Tennessee Street Tallahassee, FL 32399-0180			Late fees, unemployment taxes, unemployment compensation, employer withholding tax					0.00
		-					1,610.64	1,610.64
Account No. Internal Revenue Service P.O. Box 9941 STOP 5300 Ogden, UT 84409-0941			Federal Taxes- payroll					Unknown
		-					488,482.14	Unknown
Subtotal								0.00
(Total of this page)							493,024.28	4,542.14

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

B6E (Official Form 6E) (12/07) - Cont.

In re Phoenix Worldwide Industries, Inc.

Case No. 09-23201-RAM

Debtor

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B 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.			RE Taxes					
Miami-Dade Tax Collector 140 W. Flagler Street Miami, FL 33130-1575	-					X	32,472.60	0.00
							32,472.60	32,472.60
Account No.			Intangibles Tax					
Miami-Dade Tax Collector 140 W. Flagler Street Miami, FL 33130-1575	-						502.07	0.00
							502.07	502.07
Account No.			Unemployment compensation					
Office of Unemployment Compensation Harrisburg, PA 17121	-						20.25	0.00
							20.25	20.25
Account No.			Eqpt Tax					
Pitney Bowes 5101 Interchange Way Louisville, KY 40229	-						25.80	0.00
							25.80	25.80
Account No.								

Sheet **6** of **6** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

Total
(Report on Summary of Schedules)

0.00	33,020.72	243,381.67	218,391.35
0.00	33,020.72	243,381.67	218,391.35

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

In re Phoenix Worldwide Industries, Inc.

Case No. 09-23201-RAM

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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. "S" Printing 2207 NW 23rd Avenue Miami, FL 33142			Trade debt				72.06
Account No. Abbott's Safe & Lock Company 14861 S.W. 155 Terrace Miami, FL 33187			2008-2009 Trade debt				561.75
Account No. ADT, Inc. P.O. Box 371967 Pittsburgh, PA 15250			2009 Trade debt				12,958.56
Account No. All Star Machine 16077 S.E. Evelyn St. Clackamas, OR 97015			Trade debt				25,748.25
Subtotal (Total of this page)							39,340.62

18 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D 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. American Control Products P.O. Box 678 Westbrook, CT 06498			Sep-08 Trade debt		905.48
Account No. xxxx-xxxxxx-x1007 American Express Amex Centurion Credit Card P.O. Box 297804 Fort Lauderdale, FL 33329-7804	X	-	2008 Credit card purchases		71,475.21
Account No. xxxx-xxxxxx-x4003 American Express Amex Platinum Credit Card P.O. Box 297804 Fort Lauderdale, FL 33329-7804		-	2008 Credit card purchases		26,950.67
Account No. Amerisew, Inc 2614 S. W. 8th Street Miami, FL 33125		-	11/29/2008 Trade debt		242.85
Account No. AT&T P.O. Box 79045 Baltimore, MD 21279		-	Trade debt		1,395.27
Sheet no. 1 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	100,969.48

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

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			A M O U N T O F C L A I M			
		H W J C	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T		U N L I Q U I D A T E D	D I S P U T E D	
Account No. AT&T P.O. Box 6463 Carol Stream, IL 60197	-		Trade debt					2,821.04
Account No. B & R Electronics, Inc. 8786 S. W. 129th Street Miami, FL 33176	-		10/15/2008 Trade debt					228.00
Account No. Berenfeld, Spritzer, Schecter, Sheer LP 2525 Ponce de Leon Blvd., 5th Floor Miami, FL 33134	-		Professional Services					25,279.00
Account No. Binstock, Rubin, Adler 9100 S. Dadeland Blvd, Suite 1600 Miami, FL 33156	-		Professional Services					5,250.00
Account No. Bruno Gagliani 1581 Brickell Avenue Apt 404 Miami, FL 33129	-		Refund of prepayment for company Pro-Signalizao, Sao Paolo Brazil					3,042.95
Sheet no. 2 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	36,620.99

B6F (Official Form 6F) (12/07) - Cont.

In re Phoenix Worldwide Industries, Inc.

Case No. 09-23201-RAM

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. xxxx-xxxx-xxxx-3921 Capital One P.O. Box 71083 Charlotte, NC 28272	X	-	2008-2009 Credit card purchases				2,686.81	
Account No. CDW Direct P.O. Box 75723 Chicago, IL 60675		-	11/24/2008 Trade debt				11,615.45	
Account No. CIT Technology Financial Services PO Box 550599 Jacksonville, FL 32255		-	Plant Telephone Rental				6,188.15	
Account No. Clearsite Communications 5602 Marquesa Circle, Suite 104 Sarasota, FL 34233		-	Trade debt				60,321.43	
Account No. Colvista, Ltda Avenida El Dorado #69C-03 Torre B Piso 9 Bogota, Columbia		-	Trade debt			X	Unknown	
Sheet no. <u>3</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	80,811.84

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Costco Wholesale P.O. Box 34783 Seattle, WA 98124		-	2009 Trade debt				90.00	
Account No. Deep Blue 103 Coral Street Berea, OH 44017		-	2008 Trade debt				6,303.40	
Account No. Demark Customs Brokers P.O. Box 52-1456 Miami, FL 33152		-	2008-2009 Trade debt				513.00	
Account No. DERM 701 NW 1st Court Miami, FL 33136		-	Annual fee				100.00	
Account No. Devcon Security 1713 N. W. 82nd Avenue Miami, FL 33126		-	Alarm system				330.00	
Sheet no. 4 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	7,336.40

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Digi-Key, Inc. 701 Brooks Avenue South Thief River Falls, MN 56701	-		Sep-08 Trade debt				155.72	
Account No. Don Rowe.com P.O. Box 522 Monroe, OR 97456	-		11/21/2008 Trade debt				11,424.00	
Account No. Dr. J. Al Esquivel Shuler 9955 SW 87th Court Miami, FL 33176	-		Personal Loan				1,460,085.95	
Account No. Dr. J. Al Esquivel Shuler 9955 SW 87th Court Miami, FL 33176	-		1999-2008 Unpaid Salary				1,392,642.23	
Account No. EchoStorm Worldwide 1510 Breezeport Way, Suite 500 Suffolk, VA 23435-3726	-		Trade debt			X	574,390.00	
Sheet no. 5 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	3,438,697.90

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. EBxx45-02 Electronic Components and Equipment 3100 N.W. 36th Street Miami, FL 33142		-	Trade debt				144.08	
Account No. Eureka Animal Clinic 11326 S.W. 184th Street Miami, FL 33157		-	Returned check charge				25.00	
Account No. Expo Public Transportation Premier Showcase 313 South Patrick St Alexandria, VA 22314		-	Trade debt				7,000.00	
Account No. FedEx Corporation P.O. Box 660481 Dallas, TX 75266-0481		-	Trade debt				431.59	
Account No. Florida Power & Light Company P.O. Box 025576 Miami, FL 33102		-	Utilities				4,065.97	
Sheet no. 6 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	11,666.64

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Fowler, Rodriguez, Valdez-Fauli 355 Alhambra Circle, Suite 801 Miami, FL 33134		-	2009 Professional Services				471,092.65	
Account No. Global Crossings Teleconferencing 1499 W 121 Avenue Denver, CO 80234		-	Trade debt				767.10	
Account No. GlobalStar, Inc. PO Box 64670 San Jose, CA 95164		-	Trade debt				28.00	
Account No. Homeland Security Administration P.O. Box 5000 Williston, VT 05495		-	Immigration Permits				8,725.00	
Account No. Hortencia Martin 17770 SW 248th Street Homestead, FL 33031		-	Unreimbursed expenses				108.00	
Sheet no. <u>7</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	480,720.75

B6F (Official Form 6F) (12/07) - Cont.

In re Phoenix Worldwide Industries, Inc.

Case No. 09-23201-RAM

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	AMOUNT OF CLAIM
		H W J C				
Account No. IACLEA 342 North Main Street West Hartford, CT 06117		-				300.00
Account No. Imperial Premium 1001 Winstead Drive Suite 500 Cary, NC 27513		-				55,340.00
Account No. Industrial Networking Solutions, Inc. P.O. Box 540 Addison, TX 75001		-				8,012.79
Account No. Inside Isles Management 6767 S.W. 81st Street Miami, FL 33145		-			2009 Bay Rental of "00" from December 2008 to June 2009	8,164.10
Account No. xxx91-00 Interstate Screw Corp 475 West 18th Street Hialeah, FL 33010		-			11/12/2008 Trade debt	24.84
Sheet no. <u>8</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	71,841.73

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. xxxxx-x9946 Iron Mountain 2100 Norcross Parkway, Suite 150 Norcross, GA 30071		-	10/28/2008 Trade debt				210.00	
Account No. Ivan Perez 3699 East 4th Avenue Hialeah, FL 33013		-	Reimbursement of expense				149.00	
Account No. JDL Industries, Inc. 9500 N.W. 12th St. Unit 6 Miami, FL 33172		-	10/2008 Trade debt				654.26	
Account No. Land and Sea 3131 North Andrews Avenue Pompano Beach, FL 33064		-	11/21/2008 Trade debt				735.81	
Account No. Laura Brill 801 South Federal Highway no. 507 Pompano Beach, FL 33062		-	Professional Services				545.00	
Sheet no. 9 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	2,294.07

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No. M & G Battery 2415 S. W. 3rd Avenue Fort Lauderdale, FL 33315		-	2008 Trade debt				8,724.00
Account No. Mack Insurance 1211 S Military Trail, Suite 100, Deerfield Beach, FL 33442		-	Plant Insurance				22,192.72
Account No. Mango DSP, Inc. 83 East Avenue Norwalk, CT 06851		-	8/28/2008 Trade debt				14,488.66
Account No. Mark Grossman, Esq. 999 Ponce de Leon Blvd. Suite 705 Miami, FL 33134		-	12/1/2008 Professional Services				1,908.76
Account No. Martin Law Firm 6723 Whittier Avenue, Suite 207 Mc Lean, VA 22101		-	2009 Professional Services				17,493.38
Subtotal (Total of this page)							64,807.52

Sheet no. 10 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

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. McNichols Co. P.O. Box 101211 Atlanta, GA 30392-1211	-		10/16/2008 Trade debt				1,749.40	
Account No. Miami-Dade Fire Rescue 9300 NW 41st Street Miami, FL 33178	-		Annual Fee				300.00	
Account No. Miami-Dade Water & Sewer P.O. Box 026055 Miami, FL 33102	-		6/2009 Utilities				1,886.42	
Account No. Mitchell One 25029 Network Place Chicago, IL 60673	-		7/1/2008 Trade debt				745.00	
Account No. Mouser Electronics, Inc. P.O. Box 99319 Fort Worth, TX 76199	-		Jun-08 Trade debt				47.26	
Sheet no. <u>11</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	4,728.08

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

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. Napa Auto Parts P.O. Box 409043 Atlanta, GA 30384	-		2008 Trade debt				278.25	
Account No. Netwell Noise Control 18525 37th Avenue North Minneapolis, MN 55446	-		6/10/09 Trade debt				9,761.95	
Account No. NHP P.O. Box 538622 Atlanta, GA 30353	-		Medical Insurance				3,122.37	
Account No. O'Herron & Company 2424 Glenwood Avenue Suite 101 Raleigh, NC 27608	-		Unsecured Loan				150,000.00	
Account No. Object Video 11600 Sunrise Valley Drive, Suite 290 Reston, VA 20191	-		Trade debt				5,000.00	
Sheet no. <u>12</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	168,162.57

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

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. Pitney Bowes 5101 Interchange Way Louisville, KY 40229			Postage Machine Lease				497.00	
Account No. Printer Team 11919 S. W. 79 Terrace Miami, FL 33183		-	2008 Trade debt				620.34	
Account No. Pro Translating 44 West Flagler Street, Suite 1800 Miami, FL 33130		-	3/18/2009 Professional Services				2,275.00	
Account No. xxxx-xxxx-xxxx-2510 RBS Mastercard P.O. Box 42010 Providence, RI 02940	X	-	2008-2009 Credit card purchases				7,182.23	
Account No. Scientek of Miami, Inc. Miami, FL 33166		-	12/9/2008 Trade debt				60.00	
Sheet no. 13 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	10,634.57

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Segal Gas, Inc. 2900 N.W. 75th Street, Suite 201 Miami, FL 33147		-	5/31/09 Trade debt				45.37	
Account No. V5527 Semy Tech Inc., 243 N.E. 16th Street Delray Beach, FL 33444		-	10/30/2008 Trade debt				467.50	
Account No. Smith Hamilton Inc. 4401 N.W. 37th Avenue Miami, FL 33142		-	Mar-09 Trade debt				170.35	
Account No. STE Systems 1 Biscayne Tower, Suite 203B Miami, FL 33131		-	Trade debt				665.00	
Account No. STS Telecom P.O. Box 822270 Pembroke Pines, FL 33082		-	Utilities				1,731.00	
Sheet no. 14 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	3,079.22

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	AMOUNT OF CLAIM
		H W J C				
Account No. Tactical Support Equipment 4039 Barefoot Road Fayetteville, NC 28306	-					33,225.00
Account No. TBS Recovery 5251 Westheimer Houston, TX 77056	-					62.00
Account No. TCN, Inc. 5440 N.W. 33rd Avenue, Apt. 106 Fort Lauderdale, FL 33309	-					240.00
Account No. Tech Air of South Florida 4500 S. W. 74th Avenue Miami, FL 33155	-					407.52
Account No. Ted Weiss 13190 S.W. 75th Avenue Miami, FL 33156	-					1,590.00
					Subtotal (Total of this page)	35,524.52

Sheet no. 15 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H 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. Toshiba Copier Rental 6401 Nob Hill Road Fort Lauderdale, FL 33321		-	Trade debt				278.00	
Account No. Town and Country P.O. Box 101266 Fort Lauderdale, FL 33310		-	Nov-08 Trade debt				1,396.11	
Account No. Trabada Enterprises, Inc. 16892 S. W. 1 Street Hollywood, FL 33027		-	Professional Services				2,297.00	
Account No. Tropical Assemblies, Inc 4066 N.E. 5th Avenue Fort Lauderdale, FL 33334		-	May-08 Trade debt				2,692.15	
Account No. Truly Nolen 6135 N. W. 167th St, Unit E-7 Hialeah, FL 33015		-	Pest Control				560.00	
Sheet no. 16 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	7,223.26

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

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. Union Central 1876 Way Cross Road Cincinnati, OH 45240			Insurance				2,700.00	
Account No. UPS P.O. Box 650580 Houston, TX 77056			Trade debt				93.00	
Account No. USAA Car Insurance P.O. Box 33490 San Antonio, TX 78265			Insurance Premiums				2,650.00	
Account No. VideoTec 555 Preakness Avenue Paterson, NJ 07502-1028			Trade debt				1,544.47	
Account No. xxxx-xxxx-xxxx-2041 Visa BMW Card BMW Bank of North America 95 James Way, Suite 113 Southampton, PA 18966	X		2008-2009 Credit card purchases				16,092.43	
Sheet no. 17 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	23,079.90

B6F (Official Form 6F) (12/07) - Cont.

In re **Phoenix Worldwide Industries, Inc.**

Case No. **09-23201-RAM**

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. xxxxxx0477 Viva Liz, Inc. 994 S.W. 69th Avenue Miami, FL 33144	-		4/30/2009 Trade debt			661.58
Account No. Waste Services of Florida 3840 N. W. 37th Court Miami Miami, FL 33142	-		Utilities			2,477.64
Account No. Waterc, Inc. 25 Greenbush Road, Suite 100 Orangeburg, NY 10962	-		2008 Trade debt			28,448.65
Account No. Zenith Insurance Company 21255 Califa Street Woodland Hills, CA 91367	-		Workmen's compensation insurance			10,166.00
Account No. Zephyrhills P.O. Box 856680 Louisville, KY 40285-6680	-		Trade debt			1,275.00

Sheet no. **18** of **18** sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

43,028.87

Total
(Report on Summary of Schedules)

4,630,568.93

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

In re Phoenix Worldwide Industries, Inc.Case No. 09-23201-RAM

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Dell Financial Services 12234 N. IH-35 Building B Austin, TX 78753	Lease for computer equipment and peripherals
EchoStorm Worldwide 1510 Breezeport Way, Suite 500 Suffolk, VA 23435-3726	Contract for Performance of Services and Sale of Goods by Debtor for mobile intelligence platforms, etc.- This contract is currently in litigation.
Guardia Civil de Espana Spain	Address unavailable at this time due to seizure of records.
Inside Isles Management 6767 S.W. 81st Street Miami, FL 33145	Contract for Performance of Services and Sale of Goods by Debtor for blue-tooth cell phone intercept.
Maxus Capital Group, LLC 31300 Bainbridge Road Solon, OH 44139	Month-to-month Lease of Bay "00"
Phoenix Baltics Security OU Vahur Reimets KOLVIKU TEE 11-13 11913 Tallinn, Estonia	Equipment Lease
Phoenix Baltics Security OU Vahur Reimets KOLVIKU TEE 11-13 11913 Tallinn, Estonia	Contract for Performance of Services and Sale of Goods by Debtor for intelligent video systems
Pitney Bowes 5101 Interchange Way Louisville, KY 40229	Contract for Performance of Services and Sale of Goods by Debtor for mobile intelligence platforms
Raytheon Technical Services Company, LLC 12160 Sunrise Valley Drive Suite 400 Reston, VA 20191	Postage Meter Lease
	Contract for Performance of Services and Sale of Goods by Debtor of mobile intelligence platforms, sensors, intercept equipment and intelligent video for USDOD Counter Narco-Terrorism Project Office (CNTPO)

In re **Phoenix Worldwide Industries, Inc.**Case No. **09-23201-RAM**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

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.
San Francisco Municipal Transportation Agency 1 South Van Ness Avenue 7th Floor San Francisco, CA 94103	Contract for Performance of Services and Sale of Goods by Debtor for intelligent video training
Tardec AMSRD-TAR-N 6501 E 11 Mile Road Warren, MI 48397-5000	Contracts for Performance of Services and Sale of Goods by Debtor for mobile intelligence platforms, sensors and communications.
Tech Air of South Florida 4500 S. W. 74th Avenue Miami, FL 33155	Lease for gas tanks used in manufacturing.
Toshiba Copier Rental 6401 Nob Hill Road Fort Lauderdale, FL 33321	Copier Lease

Sheet 1 of 1 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

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

In re Phoenix Worldwide Industries, Inc.

Case No. 09-23201-RAM

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
Dr. J. Al Esquivel-Shuler 9955 SW 87th Court Miami, FL 33176	Banex Capital LLC 10515 20th Street Suite 100 Everett, WA 98205
Dr. J. Al Esquivel-Shuler 9955 SW 87th Court Miami, FL 33176	American Express Amex Centurion Credit Card P.O. Box 297804 Fort Lauderdale, FL 33329-7804
Dr. J. Al Esquivel-Shuler 9955 SW 87th Court Miami, FL 33176	Visa BMW Card BMW Bank of North America 95 James Way, Suite 113 Southampton, PA 18966
Dr. J. Al Esquivel-Shuler 9955 SW 87th Court Miami, FL 33176	Capital One P.O. Box 71083 Charlotte, NC 28272
Dr. J. Al Esquivel-Shuler 9955 SW 87th Court Miami, FL 33176	RBS Mastercard P.O. Box 42010 Providence, RI 02940

0

continuation sheets attached to Schedule of Codebtors

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

**United States Bankruptcy Court
Southern District of Florida**

In re Phoenix Worldwide Industries, Inc.
Debtor(s)

Case No. 09-23201-RAM
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President/CEO 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 38 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date July 22, 2009

Signature /s/ Dr. J. Al Esquivel-Shuler
Dr. J. Al Esquivel-Shuler
President/CEO

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.

COURT SERVICES BUREAU
(305) 375-5100

CIVIL SEIZURE REPORT
MIAMI-DADE POLICE DEPARTMENT
MIAMI-DADE COUNTY, FLORIDA

140 West Flagler Street
Miami, FL 33130-1354

Date: 6-17-09

CONTINUATION

Page 1 of 9

This report documents the execution of a civil writ and civil seizure of the listed property by the officer(s) below.
ALL ITEMS SEIZED ON THIS REPORT SHALL BE HELD BY THE STORAGE COMPANY UNTIL THE COURT SERVICES BUREAU ISSUES A SHERIFF'S RELEASE.

<input checked="" type="checkbox"/> Deposition <input type="checkbox"/> Execution <input type="checkbox"/> Attachment <input type="checkbox"/> Other (SPECIFY)	COURT CASE #	SERVICE NUMBER	FILED CASE NUMBER
	0940275 CA	041891560	00090647
STYLE	C3 Capital Partners LP and C3 Capital vs. Phoenix Worldwide Industries		
PLAINTIFF NAME	C3 Capital Partners LP and C3 Capital Partners, LLC		
PLAINTIFF ATTORNEY NAME	Dena Shaw Wilder		
DEFENDANT NAME	Phoenix Worldwide Industries, Inc.		
COMPANY NAME	Dixie Transport		

LOCATION OF SEIZURE (ADDRESS):
10780 SW 90 St Miami FL

MAKE	MODEL	YEAR	BODY TYPE/BOAT LNTH	COLOR	VIN/SERIAL NUMBER
					0422051
TAG #	STATE	YEAR	DECAL/REG. #	YEAR	REGISTERED OWNER (NAME AND ADDRESS)
<input type="checkbox"/> CHECK IF PRESENT <input type="checkbox"/> TAPE <input type="checkbox"/> CD <input type="checkbox"/> AIR COND <input type="checkbox"/> FOG LIGHTS <input type="checkbox"/> MIRRORS <input type="checkbox"/> MUD WHEELS <input type="checkbox"/> HUB CAPS		<input type="checkbox"/> RADIO <input type="checkbox"/> HEATER <input type="checkbox"/> MIRRORS <input type="checkbox"/> SPARE TIRE		MESSAGE CENTER OPERATOR	TIME
Number of: WHEELS HEATER LIGHTS GENERATOR BATTERY HOOD DOOR(S) SEAT(S) ENGINE REAR END TRANSMISSION WINDOW(S) FENDER(S) OTHER					

ITEM #	QUANTITY	PROPERTY SEIZED	DESCRIPTION
1	6	Dell computer w/monitor/keyboard & mouse	
2	1	Samsung printer	
3	1	FCC SM 330 sealer	
4	1	Brother intellifax 2600	
5	1	HP DeskJet printer 952C	
6	1	Pitney bowes small office mail station	
7	1	Toshiba e studio 3511 super G3 copier	
8	1	Dell laptop w/ docking station	
		Linksys router	

THE UNDERSIGNED OFFICER(S) AND STORAGE/TOW REPRESENTATIVE, HEREBY CERTIFY THAT THE ABOVE JOINT PROPERTY INVENTORY IS CORRECT TO THE BEST OF OUR KNOWLEDGE.

LEAD OFFICER: <u>Gonzalez LK 2955 2322 44</u>	STORAGE/TOW REPRESENTATIVE
OFFICER: <u>Alvarez R 2564 2501 44</u>	PRINT NAME: <u>Steve Blatt</u>
REVIEWED BY: _____	SIGNATURE: <u>Steve Blatt</u>
SIGNATURE _____	CASE STATUS: <u>C</u> CLEARANCE TYPE: <u>EC</u> DATE: _____

PRINT NAME: _____ SIGNATURE: _____ DATE: _____ TIME: _____ DL/IDENTIFICATION PRESENTED: _____

DISTRIBUTION: WHITE-COURT FILE PINK-CENTRAL RECORDS YELLOW-STORAGE/TOW COMPANY GOLD-DEFENDANT

32.12.03.10
14,00535 (300)

MIAMI-DADE POLICE DEPARTMENT
MIAMI-DADE COUNTY, FLORIDA

Miami, FL 33130 564

Date: 6-17-09

Page 2 of 9

ALL ITEMS SEIZED ON THIS REPORT SHALL BE HELD BY THE STORAGE COMPANY UNTIL THE COURT SERVICES BUREAU ISSUES A SHERIFF'S RELEASE.

CASE #	DEFENDANT	COURT CASE #	SERVICES NUMBER	MIAMI-DADE COUNTY #
	Phoenix Worldwide	0940275 CA04	1891560	370392

ITEM #	QUANTITY	PROPERTY SEIZED	DESCRIPTION
9	1	Dell computer w/monitor	
10	4	Speakers	
11	1	Microsoft Key board w/ mouse	
12	1	mouse	
13	1	Cyber power	
14	1	Dell monitor	
15	1	Harmon Kardon speaker	
16	1	HP Deskjet printer 1320	
17	1	Dell computer monitor w/ keyboard mouse	
18	1	IBM Laser printer	
19	1	Netgear switch	
20	1	Phoenix IVS intelligent video module, black case	
21	1	HP pocket PC	
22	1	Sony Laptop VAIO	
23	1	Sea lock in black case	
24	1	Day and night camera in black bag	
25	1	Wishia Laptop	
26	1	Dell Laptop	
27	1	Dell pocket PC	
28	2	Small computer mouse (micro) i (Pcally)	
29	1	HP Printer 932C	

NARRATIVE

THE UNDERSIGNED OFFICER(S) AND STORAGE/TOW REPRESENTATIVE HEREBY CERTIFY THAT THE ABOVE JOINT PROPERTY INVENTORY IS CORRECT TO THE BEST OF OUR KNOWLEDGE.

LEAD OFFICER: <u>Gonzalez, LK</u> 285 2302 44	STORAGE/TOW REPRESENTATIVE
OFFICER: <u>Avarez R</u> 2564 2302 44	PRINT NAME: <u>Steve Blatt</u>
REVIEWED BY: <u>1</u>	SIGNATURE: <u>Steve Blatt</u>
SIGNATURE	BADGE #
CASE STATUS C	CLEARANCE TYPE EC DATE

RELEASED TO:

PRINT NAME	SIGNATURE	DATE	TIME	DL#/IDENTIFICATION PRESENTED
DISTRIBUTION: WHITE-COURT FILE	PINK-CENTRAL RECORDS	YELLOW-STORAGE/TOW COMPANY	GOLD-DEFENDANT	

COURT SERVICES BUREAU
(205) 375-5100

CIVIL SEIZURE CONTINUATION
MIAMI-DADE POLICE DEPARTMENT
MIAMI-DADE COUNTY, FLORIDA

140 West Flagler Street
Miami, FL 33130-1564

Date 6-17-09

Page 3 of 9

ALL ITEMS SEIZED ON THIS REPORT SHALL BE HELD BY THE STORAGE COMPANY UNTIL THE COURT SERVICES BUREAU ISSUES A SHERIFF'S RELEASE

CASE	DEFENDANT	COURT CASE #	SERVICE NUMBER	PROPERTY CASE NUMBER
	<u>Phonix Worldwide</u>	<u>0940275 Ct 04</u>	<u>1891560</u>	<u>570345</u>

ITEM #	QUANTITY	PROPERTY SEIZED	DESCRIPTION
30	1	Dell PC T3400	w/mouse keyboard & monitor
31	1	Sharp flat screen TV	w/remote
32	1	HP Printer	960C
33	2	USB Drive	4GB
34	1	Dell 3100 Printer	
35	1	Dell A920 Printer	
36	1	Dell 4300 PC	w/mouse keyboard monitor
37	2	Speakers	
38	1	Linksys router	
39	1	Cyber power UPS	
40	1	Gateway Laptop	
41	9	BOX w/ Misc files	
42	3	Dell PC 390	w/mouse keyboard & monitor
43	2	Dell PC XPS T500	& Dell PC 4600
44	1	Aventura TV	w/remote
45	1	Microsoft wireless mouse	
46	2	Dell PC BX270	+ BX280 w/ keyboard & mouse
47	4	Dell monitors	
48	1	Thinkpad Laptop	
49	2	NEC Flat screen TV	w/remote
50	1	Day & night digital color camera	

NARRATIVE

THE UNDERSIGNED OFFICER(S) AND STORAGE/TOW REPRESENTATIVE, HEREBY CERTIFY THAT THE ABOVE JOINT PROPERTY INVENTORY IS CORRECT TO THE BEST OF OUR KNOWLEDGE.

LEAD OFFICER: Gonzalez, K 2955 2302 44
 OFFICER: Alvarez, K 2564 2301 111
 REVIEWED BY: _____
 SIGNATURE _____ BADGE # _____

STORAGE/TOW REPRESENTATIVE
 PRINT NAME: Steve Blatt
 SIGNATURE: Steve Blatt

RELEASED TO: _____
 CASE STATUS C CLEARANCE TYPE EO DATE _____

DISTRIBUTION: WHITE-COURT FILE PINK-CENTRAL RECORDS YELLOW-STORAGE/TOW COMPANY GOLD-DEFENDANT
 PRINT NAME _____ SIGNATURE _____ DATE _____ TIME _____ DL# IDENTIFICATION PRESENTED _____

COURT SERVICES BUREAU
(305) 375-5100

CIVIL SEIZURE CONTINUATION
MIAMI-DADE POLICE DEPARTMENT
MIAMI-DADE COUNTY, FLORIDA

140 West Flagler Street
Miami, FL 33130-1564

Date 6 17 09

Page 4 of 9

ALL ITEMS SEIZED ON THIS REPORT SHALL BE HELD BY THE STORAGE COMPANY UNTIL THE COURT SERVICES BUREAU ISSUES A SHERIFF'S RELEASE

CASE	DEFENDANT	COURT CASE	SERVICE NUMBER	MIAMI-DADE CASE NUMBER
	Phoenix Worldwide	0940275CA	1891560	270392

ITEM #	QUANTITY	PROPERTY SEIZED	DESCRIPTION
51	1	Demo system unit	IBS
52	19	Pelican case	w/ sensor
53	2	Air Drop sensor	w/ pelican case
54	2	Tripp-lite interface	com. system in black case
55	2	Think Pad Laptop	IBS Demosystem in rolling case
56	2	Think Pad Laptop	
57	16	Dell Computer	
58	18	Dell monitors	
59	16	Dell Keyboard	
60	14	Computer mouse	
61	1	Trip Lite Battery source	
62	1	Beautiful w. f.	
63	1	HP DeskJet 812 C printer	
64	1	HP DeskJet 1220C printer	
65	15	Speakers	Harman Karman
66	1	HP scanjet	4470C
67	2	Dell laptop	
68	1	HP Design Jet	7550M
69	2	HP DeskJet	960C
70	1	Net gear dual speed	Hub
71	1	View Sonic monitor	

NARRATIVE

THE UNDERSIGNED OFFICER(S) AND STORAGE/TOW REPRESENTATIVE, HEREBY CERTIFY THAT THE ABOVE JOINT PROPERTY INVENTORY IS CORRECT TO THE BEST OF OUR KNOWLEDGE.

LEAD OFFICER: Gonzalez, LK 2955 2300 44
 OFFICER: Alvarez, R 2564 2320 44
 REVIEWED BY: _____
SIGNATURE BADGE # UNIT OC CODE

STORAGE/TOW REPRESENTATIVE
 PRINT NAME: Steve Blatt
 SIGNATURE: Steve Blatt
 CASE STATUS C CLEARANCE TYPE EC DATE _____

RELEASED TO: _____

DISTRIBUTION: WHITE-COURT FILE PINK-CENTRAL RECORDS YELLOW-STORAGE/TOW COMPANY GOLD-DEFENDANT

COURT SERVICES BUREAU
(305) 375-5100

CIVIL SEIZURE CONTINUATION
MIAMI-DADE POLICE DEPARTMENT
MIAMI-DADE COUNTY, FLORIDA

Miami, FL 33130-1566

Date 6/18/09

Page 5 of 9

ALL ITEMS SEIZED ON THIS REPORT SHALL BE HELD BY THE STORAGE COMPANY UNTIL THE COURT SERVICES BUREAU ISSUES A SHEET FOR RELEASE

CASE	DEFENDANT	COURT CASE #	SERVICE NUMBER	M.P. CASE NUMBER
	Phoenix World Wide	09140275 04	1891560	27039
PROPERTY SEIZED				

ITEM #	QUANTITY	DESCRIPTION
72	3	Toshiba Laptop
73	1	Dell Printer
74	1	Insignia DVD
75	1	Fisher TV
76	1	Linksys wireless G compact flashcard
77	1	JVC DVD Theater System
78	1	ATC Battery tester
79	1	Belkin Battery Backup
80	1	Paper shredder
81	1	Case w/ CD's software
82	1	Sony tv w/ speakers w/ remote
83	1	Sony receiver
84	1	RCA 4 head Video
85	1	Panasonic VHS
86	1	Panasonic tuner
87	1	RCA remote control
88	1	IQ eye 752 camera
89	12	Phoenix intelligent video module
90	1	Box of software CDs
91	1	Brother Label maker
92	1	HP Printer deskjet 6122

NARRATIVE

THE UNDERSIGNED OFFICER(S) AND STORAGE/TOW REPRESENTATIVE, HEREBY CERTIFY THAT THE ABOVE JOINT PROPERTY INVENTORY IS CORRECT TO THE BEST OF OUR KNOWLEDGE

LEAD OFFICER: <u>Conzalez, LK</u>	<u>2955</u>	<u>44</u>	<u>7300</u>	STORAGE/TOW REPRESENTATIVE
OFFICER: <u>Alvarez, R</u>	<u>2564</u>	<u>44</u>	<u>7321</u>	PRINT NAME: <u>Steve Blatt</u>
REVIEWED BY:	SIGNATURE	BADGE #		SIGNATURE: <u>[Signature]</u>
			CASE STATUS <u>C</u>	CLEARANCE TYPE <u>EC</u> DATE

RELEASED TO:

PRINT NAME	SIGNATURE	DATE	TIME	DL# IDENTIFICATION PRESENT
DISTRIBUTION: WHITE-COURT FILE	PINK-CENTRAL RECORDS	YELLOW-STORAGE/TOW COMPANY	GOLD-DEFENDANT	

32.12-03-10A
114.01-538 300

MIAMI-DADE POLICE DEPARTMENT
MIAMI-DADE COUNTY, FLORIDA

Miami, FL 33130-1164

Date 06-17-09

Page 6 of 9

ALL ITEMS SEIZED ON THIS REPORT SHALL BE HELD BY THE STORAGE COMPANY UNTIL THE COURT SERVICES BUREAU ISSUES A SHERIFF'S RELEASE

CASE #	DEFENDANT	COURT CASE #	SERVICE NUMBER	MPOD CASE NUMBER
	PINCENIX WORLDWIDE INDUSTRIES Inc.	09 40275 CR 04	1891560	PD 09 08 11 270392

ITEM #	QUANTITY	DESCRIPTION
93	3	SEWING MACHINES
94	1	OPEN STAND BAND SAW
95	1	DAYTON PRESSURE STEAM WASHER
96	1	PAINT GUN LIASHER AND RECYCLED
97	1	JBT DUST COLLECTOR
98	1	GREEN TCM FORKLIFT W/MAN BASKET
99	1	DEWALT SAW
100	2	CART WITH MISC. HAND & ELECTRIC TOOLS
101	1	BLACK BOX W/ CLAMPS
102	1	LIFTER JACK, WESCO
103	1	SANDER
104	1	POUNCH ROLLER MACHINE
105	1	CART W/ MISC. TOOLS AND CLAMPS
106	1	PORTABLE TORCH
107	1	CART W/ MISC. TOOLS
108	1	PLASMA CUTTING SYSTEM
109	1	ROLLER STAND
110	5	LADDER
111	59	ZVM STANDARD ETHERNET MODULES
112	28	ZVM STANDARD MODULES
113	5	BATTERY POWER SUPPLIES

NARRATIVE

THE UNDERSIGNED OFFICER(S) AND STORAGE/TOW REPRESENTATIVE, HEREBY CERTIFY THAT THE ABOVE JOINT PROPERTY INVENTORY IS CORRECT TO THE BEST OF OUR KNOWLEDGE.

LEAD OFFICER: GONZALEZ LK 2955 23202 44

OFFICER: ALVARO (LI) 2581 23201 44

REVIEWED BY: _____

SIGNATURE _____ BADGE # _____

STORAGE/TOW REPRESENTATIVE

PRINT NAME: Steve Blatt

SIGNATURE: Steve Blatt

CASE STATUS C CLEARANCE TYPE EC DATE _____

RELEASED TO: _____

PRINT NAME	SIGNATURE	DATE	TIME	DL#/IDENTIFICATION PRESENTED
DISTRIBUTION: WHITE-COURT FILE	PINK-CENTRAL RECORDS	YELLOW-STORAGE/TOW COMPANY	GOLD-DEFENDANT	

MIAMI-DADE POLICE DEPARTMENT
MIAMI-DADE COUNTY, FLORIDA

Miami, FL 33130-1564

Date 06-17-09

Page 7 of 9

ALL ITEMS SEIZED ON THIS REPORT SHALL BE HELD BY THE STORAGE COMPANY UNTIL THE COURT SERVICES BUREAU ISSUES A SHERIFF'S RELEASE.

CASE	DEFENDANT	COURT CASE #	SERVICE NUMBER	MIAMI CASE NUMBER
	PHOENIX WORLDWIDE INDUSTRIES INC.	09-40275 CA 04	1891560	10828392
PROPERTY SEIZED				

ITEM #	QUANTITY	DESCRIPTION
114	20	MANEROTTO TILT HEAD
115	91	MOUNTING WALL BRACKET
116	1	BAG W/ MISC. CABLES
117	2	DAYTON BENCH GRINDER JUNK SMALL
118	1	CUTTING TORCH W/ CART
119	1	DEWALT SHOP SAW
120	1	JUL CHUN SHOP SAW
121	1	DRILL PRESS
122	1	LINCOLN AC/DC ARC WELDER
123	3	MIG WELDER (MILLER)
124	1	METAL CUTTING BAND SAW
125	2	LAMB FLOOR JACK
126	1	BLUE BULLET PIPE BENDING MACHINE
127	1	(MILLER) TIG WELDER
128	14	PALTRONIC ELECTRONIC ENCLOSURES
129	15 BOXES	PHOENIX IVM MODULES
130	24	IVC CAMERA HOUSING
131	2	AUTO ROOF
132	8	COMPOSITE TRIPOD
133	5 BOXES	MANGO BOARD
134	3	CAMERA LIGHT

NARRATIVE

THE UNDERSIGNED OFFICER(S) AND STORAGE/TOW REPRESENTATIVE, HEREBY CERTIFY THAT THE ABOVE JOINT PROPERTY INVENTORY IS CORRECT TO THE BEST OF OUR KNOWLEDGE.

LEAD OFFICER: GENERAL LK 2565 23202 44

OFFICER: DEBRA R D 2561 23201 44

REVIEWED BY: _____

SIGNATURE _____ BADGE # _____

STORAGE/TOW REPRESENTATIVE

PRINT NAME: Steve Blatt

SIGNATURE: [Signature]

CASE STATUS C CLEARANCE TYPE EC DATE _____

RELEASED TO: _____

PRINT NAME	SIGNATURE	DATE	TIME	DL# IDENTIFICATION PRESENTED
DISTRIBUTION: WHITE-COURT FILE	PINK-CENTRAL RECORDS	YELLOW-STORAGE/TOW COMPANY	GOLD-DEFENDANT	

COURT SERVICES BUREAU
(305) 375-5100

CIVIL SEIZURE CONTINUATION

MIAMI-DADE POLICE DEPARTMENT
MIAMI-DADE COUNTY, FLORIDA

140 West Flagler Street
Miami, FL 33130-1564

Date 06.17.09

Page 8 of 9

ALL ITEMS SEIZED ON THIS REPORT SHALL BE HELD BY THE STORAGE COMPANY UNTIL THE COURT SERVICES BUREAU ISSUES A SHERIFF'S RELEASE.

CASE	DEFENDANT	COURT CASE #	SERVICE NUMBER	MDPO CASE NUMBER
	PHOENIX WORLDWIDE INDUSTRIES INC.	09 402-75 CA 04	1891560	0090518 270342

ITEM #	QUANTITY	DESCRIPTION
135	3 BOXES	MISC ELECTRONIC SUPPLIES
136	1 BOX	MISC. BRACKETS
137	1	DVD/CD/MP3 PLAYER
138	2	WINE COOLER (REFRIGERATIVE)
139	7	MCDOWELL RESEARCH CHARGER
140	3 BOXES	BATTERIES
141	3 BOXES	XANTON INVERTER/CHARGER
142	4	BBBI FLEX ROLLER BELTS
143	3	HOLZNER TILT LIFT
144	1	PNEUMATECH TURBO V AIR SYSTEM
145	1	DELTA DRILL PRESS
146	35	UNFINISHED CABINETS
147	2 BOX	MISC. PAPERS (BANK REC. ECT.)
148	1	PHOENIX IVS W/CASE IVM W/THINKPAD LAPTOP
149	1	TRACELL T1500S PLAT FORM SCALE
150	9	GRL TECH BATTERY
151	1	SPINDLE SPEEDS
152	2	BLK PLASTIC TOOL BOX W/WHEELS
153	1	AIR BOJ COMPRESSOR
154	1	WINGATE TECHNOLOGIES SYNERGY COMPRESSOR
X	X	X

NARRATIVE

THE UNDERSIGNED OFFICER(S) AND STORAGE/TOW REPRESENTATIVE, HEREBY CERTIFY THAT THE ABOVE JOINT PROPERTY INVENTORY IS CORRECT TO THE BEST OF OUR KNOWLEDGE.

LEAD OFFICER: <u>CONRAD LK</u> <u>2955</u> <u>23202</u> <u>44</u>	STORAGE/TOW REPRESENTATIVE
OFFICER: <u>ALLAN, KD</u> <u>2584</u> <u>2301</u> <u>44</u>	PRINT NAME: <u>Steven Scott</u>
REVIEWED BY: _____	SIGNATURE: <u>Steven Scott</u>
SIGNATURE _____	CASE STATUS <u>C</u> CLEARANCE TYPE <u>EC</u> DATE _____
BADGE # _____	

RELEASED TO:

PRINT NAME	SIGNATURE	DATE	TIME	DL#IDENTIFICATION PRESENTED
DISTRIBUTION: WHITE-COURT FILE	PINK-CENTRAL RECORDS	YELLOW-STORAGE/TOW COMPANY	GOLD-DEFENDANT	

FROM : DIXIETRANS

FAX NO. : 3057517550

Jun. 19 2009 03:30PM P1

COURT SERVICES BUREAU
 (305) 375-5100

CIVIL SEIZURE CONTINUATION
 MIAMI-DADE POLICE DEPARTMENT
 MIAMI-DADE COUNTY, FLORIDA

140 West Flagler Street
 Miami, FL 33130-1564

Date 6-18-09

Page 8 of 9

ALL ITEMS SEIZED ON THIS REPORT SHALL BE HELD BY THE STORAGE COMPANY UNTIL THE COURT SERVICES BUREAU ISSUES A SHERIFF'S RELEASE.

CASE	DEPENDANT	COURT CASE #	SERVICE NUMBER	MAPS SEIZURE #
	Phoenix Worldwide	09402750104	1891560	27030

ITEM #	QUANTITY	DESCRIPTION
155	4	Demo LVM in case
156	7	Air Drop Sensors
157		AND HV 200 KGL scale
158	14	Phones
159	24	Battery Backups
160	3	Net gear switch
161	3	Linksys router
162	1	BOND ID MEU15N9PLA93230
163	1	FORD F350 WDOPE 845 285 262 399 Dodge Ram
164	1	FORD F350 IFTSF 30L43EA45274
165	1	Mitsubishi Box truck JL6BBE1543K000588

LAST
Item

NARRATIVE

THE UNDERSIGNED OFFICER(S) AND STORAGE/TOW REPRESENTATIVE, HEREBY CERTIFY THAT THE ABOVE JOINT PROPERTY INVENTORY IS CORRECT TO THE BEST OF OUR KNOWLEDGE.

LEAD OFFICER: <u>Gonzalez, LK</u> <u>2955 2322 44</u>	STORAGE/TOW REPRESENTATIVE
OFFICER: <u>Alvarez, R</u> <u>2564 7301 44</u>	PRINT NAME: <u>Steve Blatt</u>
REVIEWED BY: _____	SIGNATURE: <u>[Signature]</u>
SIGNATURE _____	BADGE # _____
UNIT _____	LOC CODE _____
CASE STATUS <u>C</u>	CLEARANCE TYPE <u>EC</u> DATE _____

RELEASED TO:

PRINT NAME	SIGNATURE	DATE	TIME	DL# IDENTIFICATION PRESENTED
DISTRIBUTION: WHITE-COURT FILE	PINK-CENTRAL RECORDS	YELLOW-STORAGE/TOW COMPANY	GOLD-DEPENDANT	

B7 (Official Form 7) (12/07)

**United States Bankruptcy Court
Southern District of Florida**

In re Phoenix Worldwide Industries, Inc.
Debtor(s)

Case No. 09-23201-RAM
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	Fiscal YTD Income is unavailable at this time due to late recovery and damage to seized equipment and records. Also, Debtor's accounting records have not been updated since 08/2008
\$889,580.56	4/1/08- 8/31/08: Government Business
\$4,176,264.56	4/1/07- 3/31/08 [Fiscal Year]: Government Business
\$755,289.23	4/1/06- 3/31/07 [Fiscal Year]: Government Business

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
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. 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
Note: Info unavailable at this time due to seizure of eqpt & records		\$0.00	\$0.00

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

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Note: Info unavailable at this time due to seizure of eqpt & records		\$0.00	\$0.00

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
Brown v. Phoenix Worldwide Industries, Inc., Case No. 09-33727 CA 11	Unpaid Wages	Miami-Dade Circuit Court Miami, Florida	Default Judgment Entered/Judgment Lien Recorded
Martinez v. Phoenix Worldwide Industries, Inc., Case No. 09-35121 CA 30	Unpaid Wages	Miami-Dade County Circuit Court Miami, Florida	Default Entered

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Maxus Capital SPE I, LLC v. Phoenix Worldwide Industries, Inc., Case No. 09-31384 CA 10	Breach of Guaranty	Miami-Dade County Circuit Court Miami, Florida 33131	Pending
Zions First National Bank v. Phoenix Worldwide Industries, Inc. Case No. 09-23685 CA (02)	Foreclosure on real property	Miami-Dade County Circuit Court Miami, Florida	Pending
C3 Capital Partners v. Phoenix Worldwide Industries, Inc., Case No. 09-39415-CA-01	Breach of Guaranty	Miami-Dade County Circuit Court Miami, Florida 33131	Judgment entered, replevin issued, property seized. Property subsequently returned, but in damaged condition.
Matika v. Phoenix Worldwide Industries, Inc., Case No. 09-45214-CA-01	unknown	Miami-Dade County Circuit Court Miami, Florida	Filed but not served.
Maxus Capital Group, LLC v. Phoenix Worldwide Industries, Inc., Case No. 09-15533-CA-01	Breach of Contract	Miami-Dade County Circuit Court Miami, Florida	Pending- Replevin sought.
Echostorm Worldwide v. Phoenix Worldwide Industries, Inc., Case No. 2:08cv562	Breach of Contract	U.S.D.C. Eastern District of Virginia	Pending
Berenfield Spritzer Schecter & Sheer LLP v. Phoenix Worldwide Industries, Inc., Case No. 09-33902-CA-01	Collection	Miami-Dade County Circuit Court Miami, Florida	Pending- Motion for Default filed
Kasba v. Phoenix Worldwide Industries, Inc., Case No. 09-3615-CC-25	Unknown	Miami-Dade County - County Court Miami, Florida	Filed but not served.
Phoenix Worldwide Industries, Inc. v. ARC Logistics Miami Intl, Inc., Case No. 09-5339-CA-01	Civil	Miami-Dade County Circuit Court Miami, Florida	Pending
C3 Capital Partners v. Phoenix Worldwide Industries, Inc., Case No. 09-46041-CA-01	Civil	Miami-Dade County Circuit Court Miami, Florida	Filed subsequently to other litigation listed above...
Colvista v. Phoenix Worldwide Industries, Inc., Case No. 09-3422-CA-01	Contract	Miami-Dade County Circuit Court Miami, Florida	Pending

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
C3 Capital Partners, L.P. 4520 Main Street Suite 1600 Kansas City, MO 64111	6/17/09	Please see attached report. Note that some of these items were recovered post-petition, but many were damaged.

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
--	--	-----------------------------------

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
------------------------------	--------------------	-----------------------------------

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

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

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

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

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

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

9. Payments related to debt counseling or bankruptcy

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---------------------------	---	--

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
----------------------------------	---------------------------	---

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
---------------------------------	--	---------------------------------------

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
------------------------------	----------------	------------------

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
---------------------------	--------------------------------------	----------------------

15. Prior address of debtor

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

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former Spouses

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

NAME

17. Environmental Information.

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

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

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

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

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

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

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

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

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

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

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

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

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

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

19. Books, records and financial statements

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

NAME AND ADDRESS	DATES SERVICES RENDERED
Berenfeld, Spritzer, Schecter, Sheer LP 2525 Ponce de Leon Blvd., 5th Floor Miami, FL 33134	Through 3/31/08
Trabada Enterprises, Inc. 16892 S. W. 1 Street Hollywood, FL 33027	Present
Binstock, Rubin, Adler 9100 S. Dadeland Blvd, Suite 1600 Miami, FL 33156	Annually, during tax season

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
Berenfeld, Spritzer, Schecter, Sheer LP	2525 Ponce de Leon Blvd., 5th Floor Miami, FL 33134	***Books or accounts and records not available due to civil seizure.
Trabada Enterprises, Inc.	16892 S. W. 1 Street Hollywood, FL 33027	

NAME	ADDRESS	DATES SERVICES RENDERED
Binstock, Rubin, Adler	9100 S. Dadeland Blvd, Suite 1600 Miami, FL 33156	

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
Berenfeld, Spritzer, Schechter, Sheer LP	2525 Ponce de Leon Blvd., 5th Floor Miami, FL 33134
Trabada Enterprises, Inc.	16892 S. W. 1 Street Hollywood, FL 33027
Binstock, Rubin, Adler	9100 S. Dadeland Blvd, Suite 1600 Miami, FL 33156

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
Unavailable at this time due to seizure of eqpt. & records	

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)
March 31, 2007	Berenfeld, Spritzer, Schechter, Sheer LP	\$5,813,506.89 (cost basis)
March 31, 2008	Berenfeld, Spritzer, Schechter, Sheer LP	\$6,578,761.21 (cost basis)

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
March 31, 2007	Berenfeld, Spritzer, Schechter, Sheer LP & Debtor 2525 Ponce de Leon Blvd., 5th Floor Miami, FL 33134
March 31, 2008	Berenfeld, Spritzer, Schechter, Sheer LP & Debtor 2525 Ponce de Leon Blvd., 5th Floor Miami, FL 33134

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
See attached Shareholder List		

22 . Former partners, officers, directors and shareholders

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

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

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

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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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)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date July 22, 2009 Signature /s/ Dr. J. Al Esquivel-Shuler
Dr. J. Al Esquivel-Shuler
President/CEO

[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

Phoenix Worldwide Industries, Inc.
List of Equity Security Holders

Shareholder	Number of Class "A" Shares	Percent Postoffering	ADDRESS
Dr. J. Al Esquivel Shuler & Family	7,150,001	71.500	9955 S. W. 87th Court Miami, Florida 33176
Jose A. Esquivel	438,160	4.382	6009 N. Ocean Blvd. Ocean Ridge, Florida 33435
Charles R. Levy	676,000	6.760	12124 St. Andrews Place, #101 Miramar, FL 33025
Kennedy C. O'Herron	300,000	3.000	3500 Chaucer Place Raleigh, NC 27609
James W. Pou	124,000	1.240	3724 Knollwood Drive Durham, North Carolina 27712
James C. Branch	50,000	0.500	3700 Computer Dr., Ste. 230 Raleigh, NC 27609
Donna L. Cronheim	50,000	0.500	208 Glenbuckley Road Cary, NC 27511
John E. Wooten III	34,500	0.345	342 West Juniper Avenue Wake Forest, NC 27587
Coco & Scooter LLC	25,000	0.250	203 Chalon Drive Cary, NC 27511
C. David McKee	18,000	0.180	900 Virginia Ave. Clarksville, VA 23927
Jeffrey P. Fike	3,100	0.031	130 Callan Park Lane Cary, NC 27511
Richard K. Bazany	18,000	0.180	14012 132nd Avenue Grand Haven, MI 49417
Thomas "Duke" Terry, Jr.	220,000	2.200	225 Ballantyne Road Rochester, NY 14623
Lawrence B. Fitzgerald	100,000	1.000	1057 Serpentine Lane Pleasanton, CA 94566
Michael Q. Karam	20,000	0.200	900 Wakestone Court Raleigh, NC 27609
Brien Trayner	51,000	0.510	3697 Locke Court Pleasanton, CA 94566
Daniel Galvin	10,000	0.100	148 Prestonian Place Morrisville, NC 27560
John Cardillo	10,000	0.100	108 Crystlewood Court Morrisville, NC 27560
Michael Ervin	34,000	0.340	1512 Bridgeport Drive Raleigh, NC 27615
Ajit N. Patel	141,000	1.410	1104 Sunburst Drive Goldsboro, NC 27534-8664
CastleMark Investments, LLC	132,000	1.320	P.O. Box 27385 Boca Raton, FL 33427
Allen R. Barrow III	10,500	0.105	717 Presnell Court Raleigh, NC 27615
Phillip Alan Cockman	12,500	0.125	2512 Argonne Blvd. Greensboro, NC 27407
James T. Green Insurance Agency	5,000	0.050	800-103 Salem Woods Drive Raleigh, NC 27615
Thomas Terry, III	44,000	0.440	225 Ballantyne Road Rochester, NY 14623

**Phoenix Worldwide Industries, Inc.
List of Equity Security Holders**

David Terry	44,000	0.440	225 Ballantyne Road Rochester, NY 14623
Anthony R. Bocchichio	100,000	1.000	10771 Hawks Vista Street Plantation, Florida 33324
Capital Vencap LLC in care of McKee Asset Strategies	400	0.004	1815 Kildaire Farm Rd Cary, NC 27511-6562
Andrew G. Pomeroy IRA	10,000	0.100	102 Calle de Ano Green Valley, AZ 85614
Timothy Pope	44,000	0.440	225 Ballantyne Road Rochester, NY 14623
Marshall L. Beach , IRA	3,600	0.036	406 White Columns Way Wilmington, NC 28411
Marshall L & Norma Beach	1,000	0.010	406 White Columns Way Wilmington, NC 28411
Barbara Ward	8,800	0.088	21218 St. Andrews Blvd. #707 Boca Raton, FI 33433
Mr. Patrick L. McCourt	20,800	0.208	Work Address: Barclays North, Inc. 10515 20th Street, S. E., Suite 100 Everett, WA 98205
Theodore "Ted" P. Botts	29,000	0.290	115 East Putnam Avenue Greenwich, Ct 06830
Kathleen D. Cronk	6,000	0.060	8500 Bannister Ct. Raleigh, NC 27615
White Marlin Investments, Ltd. c/o Dennis T. L. Gordon	207	0.002	11315 Overbrook Lane, Houston, TX 77077
Sterling S. Lee	154	0.002	9005 Bridgewood Trail Austin, TX 78729-3638
Kathia I. Santiago	154	0.002	1521 Alton Road, #202 Miami Beach, FI 33139
George Schwelling	2064	0.021	1716 Leighton Wood Lane Silver Spring, MD 20910
Carolyn H. Odham	1000	0.010	13021 Falls of Neuse Rd. Wake Forest, NC 27587
L. Charles Rice	1000	0.010	1500 Chalks Rd. Wake Forest, NC 27587
Jane T. Keith	1000	0.010	406 Belmellen Cr. Wake Forest, NC 27587
Jack R. Albright, Jr.	1000	0.010	4622 Donovan St. Orlando, FI 32808
Eileen Fike	2500	0.025	215 Lochside Dr. Cary, NC 27511
Daniel M. Whalen	2000	0.020	103 Hedge Nettle Crossing Savannah, GA 31406
Charles D. Clark and Debra S. Clark	400	0.004	545 Deer Tail Lane Fuquay-Varina, NC 27526
David Clark	100	0.001	17506 E. 46th Street Tulsa, OK 74134
Michael Clark	20	0.000	C/O Debra Clark 545 Deer Tail Lane Fuquay-Varina, NC 27526
Gidget S. Wilson	20	0.000	7013 Moonlit Dr. Holly Springs, NC 27540
Serene H. Carpenter	20	0.000	545 Deer Tail Lane Fuquay-Varina, NC 27526

Phoenix Worldwide Industries, Inc.
List of Equity Security Holders

Lewis A. Levy, M.D.	1,000	0.010	100 Arnold Ct. East Rockaway, NY 11518
James J. Torok	3,000	0.030	900 Orchid Pt. Way Vero Beach, FL 32963
David and Marsha Russo	1,000	0.010	106 Kinross Court Durham, NC 27712
John M. Kennedy	1,000	0.010	103 Ashley Court Pittsburgh, PA 15221
Severin A. and Sharon H. Russo	1,000	0.010	4 Wood Spur Leetsdale, PA 15056
Frank and Mary Tavella	1,000	0.010	2365 West Gate Drive Pittsburgh, PA 15237
Banex Capital, LLC	35,000	0.350	10515 20th Street, S.E., Suite 100 Everett, WA 98205
Graham Montigny	1000	0.010	6456 Havens Road Blacklick, Ohio 43004
		0.000	
Total Shares	10,000,000.00	100.000	
Executive Officers and Directors as a Group (5 persons)	8,572,961.00	77.420	