

United States Bankruptcy Court District of South Carolina		Voluntary Petition			
Name of Debtor (if individual, enter Last, First, Middle): Phoenix-Greenville's Inn, LP		Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):			
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 20-4485142		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)			
Street Address of Debtor (No. and Street, City, and State): P.O. Box 5064 Greenville, SC		Street Address of Joint Debtor (No. and Street, City, and State):			
ZIP Code 29606		ZIP Code			
County of Residence or of the Principal Place of Business: Greenville		County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):			
ZIP Code		ZIP Code			
Location of Principal Assets of Business Debtor (if different from street address above): 246 North Pleasantburg Drive Greenville, SC 29607					
Type of Debtor (Form of Organization) (Check one box) <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> </div> <div style="width: 45%;"> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Partnership </div> <div style="width: 45%;"> <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) </div> </div>		Nature of Business (Check one box) <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Health Care Business </div> <div style="width: 45%;"> <input checked="" type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Railroad </div> <div style="width: 45%;"> <input type="checkbox"/> Stockbroker </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Commodity Broker </div> <div style="width: 45%;"> <input type="checkbox"/> Clearing Bank </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Other </div> <div style="width: 45%;"></div> </div>		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Chapter 7 </div> <div style="width: 45%;"> <input type="checkbox"/> Chapter 9 </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input checked="" type="checkbox"/> Chapter 11 </div> <div style="width: 45%;"> <input type="checkbox"/> Chapter 12 </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Chapter 13 </div> <div style="width: 45%;"></div> </div>	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable) <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). </div> <div style="width: 45%;"> <input checked="" type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." </div> </div>		Nature of Debts (Check one box) <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." </div> <div style="width: 45%;"> <input checked="" type="checkbox"/> Debts are primarily business debts. </div> </div>	
Filing Fee (Check one box) <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input checked="" type="checkbox"/> Full Filing Fee attached </div> <div style="width: 45%;"> <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. </div> <div style="width: 45%;"></div> </div>		Check one box: <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). </div> <div style="width: 45%;"> <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). </div> </div>		Chapter 11 Debtors Check if: <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). </div> <div style="width: 45%;"></div> </div> Check all applicable boxes: <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> A plan is being filed with this petition. </div> <div style="width: 45%;"> <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). </div> </div>	
Statistical/Administrative Information <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. </div> <div style="width: 45%;"> <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. </div> </div>					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <div style="display: flex; justify-content: space-around; font-size: small;"> <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000 </div>					
Estimated Assets <div style="display: flex; justify-content: space-around; font-size: small;"> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion </div>					
Estimated Liabilities <div style="display: flex; justify-content: space-around; font-size: small;"> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion </div>					

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Phoenix-Greenville's Inn, LP
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)		
Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)		
Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.		
Information Regarding the Debtor - Venue (Check any applicable box)		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)		
<hr/> (Name of landlord that obtained judgment)		
<hr/> (Address of landlord)		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

Voluntary Petition

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

Name of Debtor(s):
Phoenix-Greenville's Inn, LP

Signatures

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

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

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

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Robert A. Pohl

Signature of Attorney for Debtor(s)

Robert A. Pohl 10877

Printed Name of Attorney for Debtor(s)

Pohl, P.A.

Firm Name

**P.O. Box 27290
Greenville, SC 29616**

Address

Email: Robert@PohlPA.com

864-361-4827 Fax: 864-558-5291

Telephone Number

March 29, 2013

Date

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Stephen T. Moore

Signature of Authorized Individual

Stephen T. Moore

Printed Name of Authorized Individual

President of The Phoenix Inn, Inc., General Partner

Title of Authorized Individual

March 29, 2013

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

In re: **Phoenix-Greenville's Inn, LP**

Case No.
Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Stephen T. Moore, declare under penalty of perjury that I am the President of The Phoenix Inn, Inc., a South Carolina Corporation, and General Partner of Phoenix-Greenville's Inn, LP ("Partnership"), and that on March 22, 2013, the following resolution was duly adopted by the officers and partners of this Partnership:

"Whereas, it is in the best interest of this Partnership to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

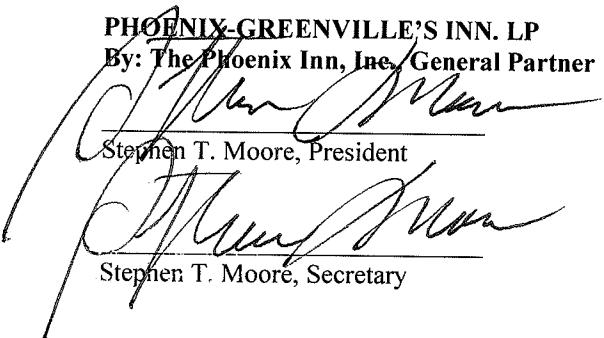
Be It Therefore Resolved, that **Stephen T. Moore**, President of The Phoenix Inn, Inc., General Partner of this Partnership, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Partnership; and

Be It Further Resolved, that **Stephen T. Moore**, President of The Phoenix Inn, Inc., General Partner of this Partnership, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Partnership, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the company in connection with such bankruptcy case; and

Be It Further Resolved, that **Stephen T. Moore**, President of The Phoenix Inn, Inc., General Partner of this Partnership, is authorized and directed to employ **Robert Pohl**, attorney and the law firm of the **POHL, PA** to represent the Company in such bankruptcy case."

Dated: March 22, 2013

PHOENIX-GREENVILLE'S INN, LP
By: The Phoenix Inn, Inc., General Partner


Stephen T. Moore, President

Stephen T. Moore, Secretary

**PARTNERSHIP RESOLUTION OF
PHOENIX-GREENVILLE'S INN, LP**

The following resolution is adopted by the written consent of all of the officers and partners of Phoenix-Greenville's Inn, LP:

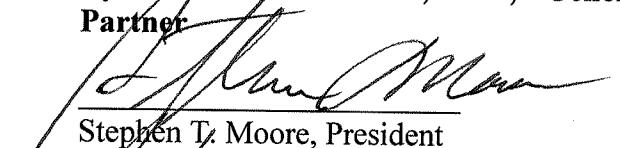
The Partnership has adopted the following resolution:

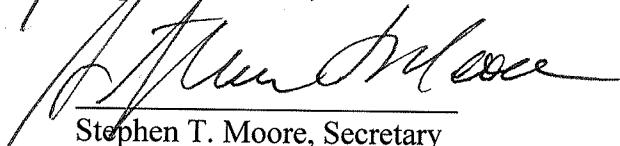
RESOLVED, that the President of The Phoenix Inn, Inc., General Partner, Stephen T. Moore, is authorized to file a Petition for Relief with the United States Bankruptcy Court for the District of South Carolina under the provisions of Chapter 11 and to take all action necessary to see that said petition and schedules are promptly filed including the contracting with an attorney for legal services.

FURTHER RESOLVED, that the partnership authorizes the entering of an agreement with the POHL, PA for representation in said Chapter 11 proceeding and to pay a fee of \$25,000.00 plus the filing fee for the filing of the Chapter 11 Bankruptcy Petition and representation of the Debtor at the Meeting of Creditors.

Dated: March 22, 2013

PHOENIX-GREENVILLE'S INN, LP
By: The Phoenix Inn, Inc., General
Partner


Stephen T. Moore, President


Stephen T. Moore, Secretary

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
District of South Carolina

In re Phoenix-Greenville's Inn, LP

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
AAA SUPPLY PO BOX 17769 GREENVILLE, SC 29606	AAA SUPPLY PO BOX 17769 GREENVILLE, SC 29606	AIR CONDITIONER		3,936.34
Accident Fund P.O. Box 77000 Dept. 77125 Detroit, MI 48277-7712	Accident Fund P.O. Box 77000 Dept. 77125 Detroit, MI 48277-7712	Business Debt	Disputed	5,200.00
BALLENTINE EQUIPMENT PO BOX 476 GREENVILLE, SC 29602	BALLENTINE EQUIPMENT PO BOX 476 GREENVILLE, SC 29602	EQUIPMENT LEASE		3,891.31
BLX Capital, LLC n/k/a Ciena Capital Funding, LLC 2 Office Park Court Suite 130 Columbia, SC 29223	BLX Capital, LLC n/k/a Ciena Capital Funding, LLC 2 Office Park Court Columbia, SC 29223	Commercial Property consisting of a hotel, restaurant and convention center located at 246 North Pleasantburg Drive, Greenville, South Carolina 29607,	Disputed	2,850,552.34 (1,300,000.00 secured)
CHARLESTOWNE HOTEL MANAGEMENT 11, LLC 28 BRIDGESIDE BLVD SUITE 201 MOUNT PLEASANT, SC 29464	CHARLESTOWNE HOTEL MANAGEMENT 11, LLC 28 BRIDGESIDE BLVD SUITE 201 MOUNT PLEASANT, SC 29464	MARKETING SERVICES		15,250.00
Donald Hiers, Sr. 119 Kendrick Farm Lane Marietta, GA 30066	Donald Hiers, Sr. 119 Kendrick Farm Lane Marietta, GA 30066	Business Debt		43,000.00
DUKE ENERGY PO BOX 1090 CHARLOTTE, NC 28201	DUKE ENERGY PO BOX 1090 CHARLOTTE, NC 28201	ELECTRIC		7,931.50

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

In re Phoenix-Greenville's Inn, LP

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Frank M. Rogers, VI, as personal representative of the Estate of F. Mandeville, a/k/a Frank M. Rogers, III 1091 Dunvegan Road Washington, DC 20501	Frank M. Rogers, VI, as personal representative of the Estate of F. Mandeville, a/k/a Frank M. Rogers, III Washington, DC 20501	Commercial Property consisting of a hotel, restaurant and convention center located at 246 North Pleasantburg Drive, Greenville, South Carolina 29607,		568,395.13 (1,300,000.00 secured) (2,850,552.34 senior lien)
Greenville County Tax Collector 301 University Ridge Suite 700 Greenville, SC 29601	Greenville County Tax Collector 301 University Ridge Suite 700 Greenville, SC 29601	Property Taxes		33,098.25
GUEST DISTRIBUTION PO BOX 824700 PHILADELPHIA, PA 19182	GUEST DISTRIBUTION PO BOX 824700 PHILADELPHIA, PA 19182	ROOM SUPPLIES		9,203.21
Internal Revenue Service Centralized Insolvency Operation P.O. Box 7346 Philadelphia, PA 19101-7346	Internal Revenue Service Centralized Insolvency Operation P.O. Box 7346 Philadelphia, PA 19101-7346	941 Taxes: 07/31/2007; 03/31/2008; 06/30/2008; 09/30/2008; 06/30/2011; 09/30/2011		133,345.41
Internal Revenue Service Insolvency Group 6 MDP39 1835 Assembly Street Columbia, SC 29201	Internal Revenue Service Insolvency Group 6 MDP39 Columbia, SC 29201	Commercial Property consisting of a hotel, restaurant and convention center located at 246 North Pleasantburg Drive, Greenville, South Carolina 29607,		98,277.07 (1,300,000.00 secured) (3,418,947.47 senior lien)
MONTGOMERY INSURANCE CO PO BOX 5001 HAMILTON, OH 45012	MONTGOMERY INSURANCE CO PO BOX 5001 HAMILTON, OH 45012	PROPERTY INSURANCE		6,500.00
Reward Network 6644 Valjean Avenue Suite 100 Van Nuys, CA 91406	Reward Network 6644 Valjean Avenue Suite 100 Van Nuys, CA 91406	Business Debt		7,979.64
ROTO-ROOTER 145A VERDIN RD GREENVILLE, SC 29607	ROTO-ROOTER 145A VERDIN RD GREENVILLE, SC 29607	REPAIRS & MAINTENANCE		4,850.50

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

In re Phoenix-Greenville's Inn, LP

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
S.C. Department of Revenue and Taxation P.O. Box 12265 Columbia, SC 29211	S.C. Department of Revenue and Taxation P.O. Box 12265 Columbia, SC 29211	Commercial Property consisting of a hotel, restaurant and convention center located at 246 North Pleasantburg Drive, Greenville, South Carolina 29607,		28,012.16 (1,300,000.00 secured) (3,517,224.54 senior lien)
S.C. Employment Security Commission P.O. Box 995 Columbia, SC 29202	S.C. Employment Security Commission P.O. Box 995 Columbia, SC 29202	940 Taxes: 12/31/2011; 09/30/2011; 06/30/2011; 03/31/2011		11,018.16
SC Dept. of Rev & Tax P.O. Box 12265 Columbia, SC 29211	SC Dept. of Rev & Tax P.O. Box 12265 Columbia, SC 29211	Income Tax		40,000.00
SC Dept. of Rev & Tax 545 N. Pleasantburg Drive Suite 300 Greenville, SC 29607	SC Dept. of Rev & Tax 545 N. Pleasantburg Drive Suite 300 Greenville, SC 29607	Sales & Use Taxes: 09/2008 - \$1,900.57 + \$1,285.64 10/2008 - \$7,133.73 + \$2,125.99 11/2008 - \$3,949.80 + \$968.91 Accom. Tax 07/2008 - \$3,545.22	Disputed	30,372.35
VINGCARD, INC 631 INTERNATIONAL PRKwy ST. 100 RICHARDSON, TX 75081	VINGCARD, INC 631 INTERNATIONAL PRKwy ST. 100 RICHARDSON, TX 75081	MAINTENANCE SUPPLIES		3,750.30

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

I, the President of The Phoenix Inn, Inc., General Partner of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date March 29, 2013

Signature /s/ Stephen T. Moore
Stephen T. Moore
President of The Phoenix Inn, Inc., General Partner

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

**United States Bankruptcy Court
District of South Carolina**

In re Phoenix-Greenville's Inn, LP

Debtor(s)

Case No.

Chapter

11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

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

For legal services, I have agreed to accept	\$ <u>25,000.00</u>
Prior to the filing of this statement I have received	\$ <u>5,000.00</u>
Balance Due	\$ <u>20,000.00</u>

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

Debtor Other (specify): **Debtor - \$5,000.00**

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

Debtor Other (specify):

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

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

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

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

Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

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

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

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

Dated: March 29, 2013

/s/ Robert A. Pohl

Robert A. Pohl
Pohl, P.A.
P.O. Box 27290
Greenville, SC 29616
864-361-4827 Fax: 864-558-5291
Robert@PohlPA.com

**United States Bankruptcy Court
District of South Carolina**

In re Phoenix-Greenville's Inn, LP, Case No. _____
Debtor Chapter 11

LIST OF EQUITY SECURITY HOLDERS

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Stephen T. Moore P.O. box 5064 Greenville, SC 29606	Voting	87%	Limited Partner
The Phoenix Inn, Inc. P.O. Box 5064 Greenville, SC 29606	Voting	13%	General Partner

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date March 29, 2013

Signature /s/ Stephen T. Moore
**Stephen T. Moore
President of The Phoenix Inn, Inc., General Partner**

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.

0 continuation sheets attached to List of Equity Security Holders

LOCAL OFFICIAL FORM 1007-1(b) TO SC LBR 1007-1

**United States Bankruptcy Court
District of South Carolina**

In re Phoenix-Greenville's Inn, LP

Debtor(s)

Case No.

Chapter

11

CERTIFICATION VERIFYING CREDITOR MATRIX

The above named debtor, or attorney for the debtor if applicable, hereby certifies pursuant to South Carolina Local Bankruptcy Rule 1007-1 that the master mailing list of creditors submitted either on computer diskette, electronically filed via CM/ECF, or conventionally filed in a typed hard copy scannable format which has been compared to, and contains identical information to, the debtor's schedules, statements and lists which are being filed at this time or as they currently exist in draft form.

Master mailing list of creditors submitted via:

- (a) computer diskette
- (b) scannable hard copy
(number of sheets submitted)
- (c) electronic version filed via CM/ECF

Date: March 29, 2013

/s/ Stephen T. Moore

**Stephen T. Moore/President of The Phoenix Inn, Inc., General
Partner
Signer/Title**

Date: March 29, 2013

/s/ Robert A. Pohl

Signature of Attorney
**Robert A. Pohl
Pohl, P.A.
P.O. Box 27290
Greenville, SC 29616
864-361-4827 Fax: 864-558-5291**
Typed/Printed Name/Address/Telephone

10877

District Court I.D. Number

AAA SUPPLY
PO BOX 17769
GREENVILLE SC 29606

ACCIDENT FUND
P.O. BOX 77000
DEPT. 77125
DETROIT MI 48277-7712

ALDRIDGE PRODUCE LLC
1354 RUTHERFORD RD
GREENVILLE SC 29609

ANTHONY TRAVEL
8111BGJ FREEWAY STE 1345
DALLAS TX 75251

ASCAP
2 MUSIC SQUARE WEST, 2ND FLOOR
NASHVILLE TN 37203

BALLENTINE EQUIPMENT
PO BOX 476
GREENVILLE SC 29602

BLX CAPITAL, LLC
N/K/A CIENA CAPITAL FUNDING, LLC
2 OFFICE PARK COURT
SUITE 130
COLUMBIA SC 29223

BMI
10 MUSIC SQUARE EAST
NASHVILLE TN 37203

BMI
10 MUSIC SQUARE EAST
NASHVILLE TN 37203-4399

C.C. DICKSON
PO BOX 13501
ROCK HILL SC 29731

CHARLESTOWNE HOTEL MANAGEMENT 11, LLC
28 BRIDGESIDE BLVD SUITE 201
MOUNT PLEASANT SC 29464

CHARTER COMMUNICATIONS
PO BOX 6764
GREENVILLE SC 29606

CLEAN EXPRESS
105 VERA RD
LEXINGTON SC 29072

COMTRAK ARC/IAA
17493 NASSAU COMMONS
LEWIS DE 19958

DONALD HIERS, SR.
119 KENDRICK FARM LANE
MARIETTA GA 30066

DONNA J. MOORE
P.O. BOX 5064
GREENVILLE SC 29606

DUKE ENERGY
PO BOX 1090
CHARLOTTE NC 28201

DUTTON REFRIGERATION
PO BOX 9076
GREENVILLE SC 29604

ELEVON MERCHANT SERVICES RECOVERY DEPT.
P.O. BOX 86
SDS 12-2291
MINNEAPOLIS MN 55486-0086

FRANK M. ROGERS, VI, AS PERSONAL
REPRESENTATIVE OF THE ESTATE OF F.
MANDEVILLE, A/K/A FRANK M. ROGERS, III
1091 DUNVEGAN ROAD
WASHINGTON DC 20501

GREENVILLE CONVENTION AND VISITOR BUREAU
148 RIVER ST, SUITE 222
GREENVILLE SC 29601

GREENVILLE COUNTY TAX COLLECTOR
301 UNIVERSITY RIDGE
SUITE 700
GREENVILLE SC 29601

GUEST DISTRIBUTION
PO BOX 824700
PHILADELPHIA PA 19182

HAMCO
775C WOODRUFF RD
GREENVILLE SC 29607

HELMS BRISCO PERFORMANCE GROUP J
20875 N. 90TH PLACE
SCOTTSDALE AZ 85255

HIRES KILLERS
PO BOX 1260
GREER SC 29652

INTERNAL REVENUE SERVICE
INSOLVENCY GROUP 6
MDP39
1835 ASSEMBLY STREET
COLUMBIA SC 29201

INTERNAL REVENUE SERVICE
CENTRALIZED INSOLVENCY OPERATION
P.O. BOX 7346
PHILADELPHIA PA 19101-7346

INTERPRESS
PO BOX 233
MENDOCINO CA 95460

JOHNSTONE SUPPLY
PO BOX 17466
GREENVILLE SC 29606

MCKINNEY LUMBER
PO BOX 5027
GREENVILLE SC 29606

MINUTEMAN PRESS
16 WEST ANTRIUM DR
GREENVILLE SC 29607

MONTGOMERY INSURANCE CO
PO BOX 5001
HAMILTON OH 45012

OFFICE DEPOT CREDIT PLANDEP. 56-42024360
PO BOX 9020
DES MOINES IA 50368

PEGASUS SOLUTIONS
PO BOX 910727
DALLAS TX 75391

PEPSI COLA BOTTLING CO
PO BOX 3567
GREENVILLE SC 29608

PHOENIX SUPPLYCO
1200 FIRST STREET, SOUTH EXT
COLUMBIA SC 29209

PIEDMONT NATURAL GAS
PO BOX 660920
DALLAS TX 75266

REWARD NETWORK
6644 VALJEAN AVENUE
SUITE 100
VAN NUYS CA 91406

ROE CASSIDY COATES & PRICE, P.A.
C/O DANA M. LAHEY
POST OFFICE BOX 10529
GREENVILLE SC 29603

ROTO-ROOTER
145A VERDIN RD
GREENVILLE SC 29607

S.C. DEPARTMENT OF REVENUE AND TAXATION
P.O. BOX 12265
COLUMBIA SC 29211

S.C. EMPLOYMENT SECURITY COMMISSION
P.O. BOX 995
COLUMBIA SC 29202

S.C. EMPLOYMENT SECURITY COMMISSION
BPC COLLECTION UNIT
P.O. BOX 2644
COLUMBIA SC 29202

SAM'S CLUP
PO BOX 105983 DEPT 49
ATLANTA GA 30348

SC DEPT. OF REV & TAX
P.O. BOX 12265
COLUMBIA SC 29211

SC DEPT. OF REV & TAX
545 N. PLEASANTBURG DRIVE
SUITE 300
GREENVILLE SC 29607

STAPLES BUSINESS ADVANTAGE DEPT ATL
PO BOX 530621
ATLANTA GA 30353

STEPHEN T. MOORE
P.O. BOX 5064
GREENVILLE SC 29606

SYSSCO FOOD SERVICES OF COLUMBIA, LLC
P.O. BOX 9224
COLUMBIA SC 29290

THE BAKERY BT SWEET CREATIONS
838 POWDERSVILLE RD
EASLEY SC 29642

THE GREENVILLE NEWS
PO BOX 1688
GREENVILLE SC 29602

THE HOME DEPOT, INC
DEPT 32-2500320209 PO BOX 9055
DES MOINES IA 50368

TRAVEL TEAMS
143 CANDY CENTER SUITE 214
NORTHVILLE MI 48167

TRAYCO
804 EAST GATE DR SUITE 100
MT. LAUREL NJ 08054

TURNER PADGET GRAHAM & LANEY
C/O SHAWN R. WILLIS
P.O. BOX 22129
CHARLESTON SC 29413-2129

ULTRA-CHEM
PO BOX 3717
SHAWNEE MISSION KS 66203

USC COLLEGE OF EDUCATION
WARDLAW 240
COLUMBIA SC 29208

VINGCARD, INC
631 INTERNATIONAL PRKwy ST. 100
RICHARDSON TX 75081

WASTE CONNECTIONS
1010 ROGERS BRIDGE RD
DUNCAN SC 29334

WASTE MANGEMENT SPARTANBURG HAULING
PO BOX 9001054
LOUISVILLE KY KY 40290

WESTEND COFFEE CO
18 S. MARLEY ST
GREENVILLE SC 29601

WINDSTREAM COMMUNICATIONS
PO BOX 58051
CHARLOTTE NC 28258

WORLD CHOICE TRAVEL
11300 US HWY ONE SUITE 300
N. PALM BEACH FL 33408

**United States Bankruptcy Court
District of South Carolina**

In re **Phoenix-Greenville's Inn, LP**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

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

■ None [Check if applicable]

March 29, 2013

Date

/s/ Robert A. Pohl

Robert A. Pohl

Signature of Attorney or Litigant

Counsel for **Phoenix-Greenville's Inn, LP**

Pohl, P.A.

P.O. Box 27290

Greenville, SC 29616

864-361-4827 Fax:864-558-5291

Robert@PohlPA.com