

United States Bankruptcy Court
Eastern District of Virginia

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Professional Delivery Systems, Inc. aka "PDS"
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./Complete EIN or other Tax ID No. (if more than one, state all) 54-1048173
Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all)
Street Address of Debtor (No. & Street, City, and State): 2404 Islandview Court Richmond, VA
Street Address of Joint Debtor (No. & Street, City, and State):
County of Residence or of the Principal Place of Business: Henrico
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):
Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box)
Nature of Business (Check all applicable boxes.)
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
Nature of Debts (Check one box)

Filing Fee (Check one box)
Chapter 11 Debtors
Check one box:
Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
Check if:
Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2 million.

Statistical/Administrative Information
Debtor estimates that funds will be available for distribution to unsecured creditors.
Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.
THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors
Estimated Assets
Estimated Debts

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Professional Delivery Systems, Inc. aka "PDS"
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Prior Bankruptcy Case Filed Within Last 8 Years (If more than one, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
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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 A is attached and made a part of this petition.

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 §342(b) of the Bankruptcy Code.

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?

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

No

Certification Concerning Debt Counseling by Individual/Joint Debtor(s)

I/we have received approved budget and credit counseling during the 180-day period preceding the filing of this petition.

I/we request a waiver of the requirement to obtain budget and credit counseling prior to filing based on exigent circumstances. (Must attach certification describing.)

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable box)

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

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

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

Statement by a Debtor Who Resides as a Tenant of Residential Property
Check all applicable boxes.

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

(Name of landlord that obtained judgment)

(Address of landlord)

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

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

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

Name of Debtor(s):
Professional Delivery Systems, Inc. aka "PDS"

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 §342(b) of the Bankruptcy Code.
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/ David K. Spiro _____
Signature of Attorney for Debtor(s)

David K. Spiro 28152 _____
Printed Name of Attorney for Debtor(s)

Cantor Arkema, P.C. _____
Firm Name

1111 East Main Street, 16th Floor
Post Office Box 561
Richmond, VA 23218-0561

Address

(804) 644-1400 Fax: (804) 225-8706 _____
Telephone Number

May 3, 2006 _____
Date

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/ Paul C. Anderson _____
Signature of Authorized Individual

Paul C. Anderson _____
Printed Name of Authorized Individual

President _____
Title of Authorized Individual

May 3, 2006 _____
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 §1515 of title 11 are attached.

Pursuant to §1511 of title 11, United States Code, 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 19B 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.

----- PROFESSIONAL DELIVERY SYSTEMS, INC. aka "PDS" -----

**CERTIFICATE OF CORPORATE RESOLUTION
AUTHORIZING COMMENCEMENT OF CASE**

I, Paul C. Anderson, as President of Professional Delivery Systems, Inc. aka "PDS", a Virginia Corporation, hereby certify that the following is a true and correct excerpt from action taken in writing on April 28, 2006 in lieu of a meeting of the corporation's Board of Directors, all of whom voted unanimously in favor, to-wit:

WHEREAS, it appearing from the information presented to the Board of Directors that the corporation is eligible to file a petition under Chapter 11 of the United States Bankruptcy Code, and that, in the judgment of the Board of Directors, it is desirable and in the best interests of the corporation that the corporation file a voluntary petition for reorganization under Chapter 11,


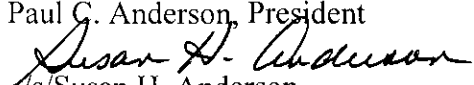
NOW, THEREFORE, BE IT RESOLVED that the President of the corporation is authorized and directed, after consultation with counsel and on behalf of Professional Delivery Systems, Inc. aka "PDS" and a unanimous vote by the members of the Board of Directors in favor of doing so, to prepare, execute, verify, and cause to be filed an appropriate petition for reorganization under Chapter 11 of the United States Bankruptcy Code in the Richmond Division of the United States Bankruptcy Court for the Eastern District of Virginia; and it is

FURTHER RESOLVED that the President is authorized to retain and employ the law firm of Cantor Arkema, P.C. of Richmond, Virginia, at its customary hourly rates and charges as they now exist and as they may hereafter change, to advise and represent the corporation on all matters relating to or arising in the Chapter 11 proceeding, including, without limitation, the

preparation and filing of the voluntary petition and all lists, schedules, pleadings, and other necessary documents; and it is

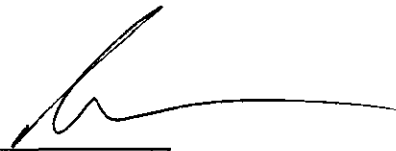
FURTHER RESOLVED that Paul C. Anderson is hereby designated as the corporation's official representative for appearances in the Chapter 11 proceeding, and the President is authorized to execute and cause to be filed such documents as are necessary to effectuate such designation; and it is

FURTHER RESOLVED that Paul C. Anderson is authorized to prepare, with the assistance of others where necessary, execute, and cause to be filed all schedules, lists, pleadings, and other papers, and to take any and all actions, which may be necessary or desirable in connection with the reorganization proceeding, including, without limitation, the retention of an outside accountant or accounting firm at its customary rates and charges for comparable services.


/s/ Paul C. Anderson
Paul C. Anderson, President

/s/ Susan H. Anderson
Susan H. Anderson, Secretary/Treasurer

ATTEST:

/s/ David K. Spiro



IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA

Richmond Division

_____))
IN RE:))
PROFESSIONAL DELIVERY SYSTEMS,))
INC. aka "pds",)) Chapter 11
)) Case No.
Debtor.))
_____)

**AFFIDAVIT OF NO CASH-FLOW STATEMENT, STATEMENT OF
OPERATIONS, OR BALANCE SHEET**

STATE OF VIRGINIA;


City of Richmond, *to-wit*:

Paul C. Anderson, having first been duly sworn, deposes and says:


1. I am the President and a shareholder and member of the Board of Directors of Professional Delivery Systems, Inc. aka "PDS", and the individual designated to testify on its behalf in this Bankruptcy case.

2. To the best of my knowledge and belief, formed after reasonable inquiry, and pursuant to 11 U.S.C. 1116(1)(B), I hereby make oath that no Cash-Flow Statement, Statement of Operations, or Balance sheet has been prepared, nor do they exist in any form, for Professional Delivery Systems, Inc. aka "PDS".

And further I say not.


Paul C. Anderson

Subscribed and sworn to before me by Paul C. Anderson this 3rd day of May, 2006.

My commission expires: 6/30/08 
Notary Public

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

In re Professional Delivery Systems, Inc. aka "PDS"
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, indicate that by stating "a minor child" and 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>
Blue Ridge Auto Parts 405 East Main Street Wytheville, VA 24382	Blue Ridge Auto Parts 405 East Main Street Wytheville, VA 24382			2,411.35
Bowman Sales & Equipment P.O. Box 433 Williamsport, MD 21795	Bowman Sales & Equipment P.O. Box 433 Williamsport, MD 21795			41,594.65
BP P.O. Box 70887 Charlotte, NC 28272-0887	BP P.O. Box 70887 Charlotte, NC 28272-0887			2,000.00
Chevron P.O. Box 2001 Concord, CA 94529-0001	Chevron P.O. Box 2001 Concord, CA 94529-0001			2,483.82
Citgo of Richmond P.O. Box 26060 Richmond, VA 23274-0001	Citgo of Richmond P.O. Box 26060 Richmond, VA 23274-0001			3,504.08
Citgo Petroleum P.O. Box 659590 San Antonio, TX 78265-9590	Citgo Petroleum P.O. Box 659590 San Antonio, TX 78265-9590			8,991.42
City of Richmond P.O. Box 26060 Richmond, VA 23274	City of Richmond P.O. Box 26060 Richmond, VA 23274	7985-0118527 7985-0118525 7985-0118526		3,504.08
County of Henrico, Virginia P.O. Box 85526 Richmond, VA 23285-5526	County of Henrico, Virginia P.O. Box 85526 Richmond, VA 23285-5526	0045250-8-01-3 0044745-4-01-8 0044784-8-01-1		3,150.00
Enterprise Rent-A-Car P.O. ox 12907 Newport News, VA 23612	Enterprise Rent-A-Car P.O. ox 12907 Newport News, VA 23612			8,485.66
Idealease of Richmond, Va. P.O. Box 11716 Richmond, VA 23230	Idealease of Richmond, Va. P.O. Box 11716 Richmond, VA 23230			48,812.72
Marion Frame & Alignment 316 Chatham Hill Road Marion, VA 24354	Marion Frame & Alignment 316 Chatham Hill Road Marion, VA 24354			2,682.75
Medalist Fund Manager P.O. Box 758627 Baltimore, MD 21275	Medalist Fund Manager P.O. Box 758627 Baltimore, MD 21275	Landlord - Byrd Industrial Dr.		14,959.00

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>
Parker Oil 1430 Holland Road Suffolk, VA 23434	Parker Oil 1430 Holland Road Suffolk, VA 23434			28,907.89
PDS Truck Brokers 2404 Islandview Court Richmond, VA 23233	PDS Truck Brokers 2404 Islandview Court Richmond, VA 23233			30,520.32
Penske Truck Leasing P.O. Box 532658 Atlanta, GA 30353	Penske Truck Leasing P.O. Box 532658 Atlanta, GA 30353			66,519.49
Quarles Petroleum P.O. Box 7327 Fredericksburg, VA 22404-7327	Quarles Petroleum P.O. Box 7327 Fredericksburg, VA 22404-7327			38,011.99
Shell P.O. Box 183019 Columbus, OH 43218-3019	Shell P.O. Box 183019 Columbus, OH 43218-3019			20,433.62
Texaco, Inc. P.O. Box 9010 Des Moines, IA 50368-9010	Texaco, Inc. P.O. Box 9010 Des Moines, IA 50368-9010			15,310.38
UPS Post Office Box 7247-0244 Philadelphia, PA 19170	UPS Post Office Box 7247-0244 Philadelphia, PA 19170	232242 233759 E5E283		1,500.00
Woodfin Watchcard P.O. Box 85614 Richmond, VA 23285-5614	Woodfin Watchcard P.O. Box 85614 Richmond, VA 23285-5614			61,503.00

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

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

Date **May 3, 2006**Signature **/s/ Paul C. Anderson**

**Paul C. Anderson
President**

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

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

In re Professional Delivery Systems, Inc. aka "PDS",
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		
			ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	162,657.89		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		0.00	
E - Creditors Holding Unsecured Priority Claims	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	10		473,540.49	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	Yes	1			0.00
J - Current Expenditures of Individual Debtor(s)	Yes	1			0.00
Total Number of Sheets of ALL Schedules		22			
Total Assets			162,657.89		
Total Liabilities				473,540.49	

In re Professional Delivery Systems, Inc. aka "PDS"
Debtor

Case No. _____

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, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

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

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

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

Sub-Total > **0.00** (Total of this page)
Total > **0.00**
(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Professional Delivery Systems, Inc. aka "PDS"
Debtor

Case No. _____

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, or both 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." In providing the information requested in this schedule, do not include the name or address of a minor child. Simply state "a minor child."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Checking - Bank of America Account #04079134	-	1,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **1,000.00**
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re Professional Delivery Systems, Inc. aka "PDS"
Debtor

Case No. _____

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c); Rule 1007(b)).	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.		Avon Products \$57,875.98 Office Max \$27,011.25 Davidson \$ 3,493.21 United Stationers \$18,569.16 ABG Logistics \$16,410.59 Home Interiors \$4,295.03 Virginia Highway \$8,284.74 Lillian Vernon \$5,196.78 Allen Lund Company \$3,705.00 Vitamin Shop \$698.61 MNC \$8,865.00 Edward Don \$751.54	-	155,156.89
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
			Sub-Total >	155,156.89
			(Total of this page)	

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

In re Professional Delivery Systems, Inc. aka "PDS"
Debtor

Case No. _____

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		Licensed Motor Carrier MC134438 - No value	-	0.00
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Forklift	-	1,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office Equipment, furnishings and supplies	-	1,000.00
29. Machinery, fixtures, equipment, and supplies used in business.		Machinery, fixtures, equipment and supplies	-	2,000.00
30. Inventory.		No inventory. Some repair parts with negligible value	-	2,500.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			

Sub-Total > **6,500.00**
(Total of this page)

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

In re Professional Delivery Systems, Inc. aka "PDS",
Debtor

Case No. _____

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Account Receivable due from bankrupt coporation, APX.	-	1.00

Sub-Total >	1.00
(Total of this page)	
Total >	162,657.89

(Report also on Summary of Schedules)

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

In re Professional Delivery Systems, Inc. aka "PDS",
Debtor

Case No. _____

SCHEDULE C. PROPERTY CLAIMED AS EXEMPT

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

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

Check if debtor claims a homestead exemption that exceeds \$125,000.

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

In re Professional Delivery Systems, Inc. aka "PDS"
Debtor

Case No. _____

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, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; 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 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.

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	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)								
Total (Report on Summary of Schedules)							0.00	

0 continuation sheets attached

In re **Professional Delivery Systems, Inc. aka "PDS"**

Case No. _____

Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; 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 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 "Subtotal" 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 "Subtotal" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. If applicable, also report this total on the Means Test form.

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 \$10,000* 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 \$4,925* 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 \$2,225* 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, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

In re Professional Delivery Systems, Inc. aka "PDS"
Debtor

Case No. _____

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, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. §112; 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 husband, wife, both of them, or the marital community maybe 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.

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Allied Waste Service P.O. Box 9001099 Louisville, KY 40290-1099		-				373.23
Account No. Arch Wireless P.O. Box 660770 Dallas, TX 75266-0770		-				688.48
Account No. Blue Ridge Auto Parts 405 East Main Street Wytheville, VA 24382		-				2,411.35
Account No. Bobby Shinall 206 Johnny Lane Wytheville, VA 24382		-				823.00
Subtotal (Total of this page)						4,296.06

9 continuation sheets attached

In re Professional Delivery Systems, Inc. aka "PDS", Case No. _____
Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Bowman Sales & Equipment P.O. Box 433 Williamsport, MD 21795		-				41,594.65	
Account No. BP P.O. Box 70887 Charlotte, NC 28272-0887		-				2,000.00	
Account No. Capital Pontiac GMC Trucks 5500 S. Laburnum Ave. Richmond, VA 23231		-				221.74	
Account No. Chevron P.O. Box 2001 Concord, CA 94529-0001		-				2,483.82	
Account No. 143-83149 Cintas of Richmond P.O. Box 689 Hopewell, VA 23860		-				462.71	
Sheet no. <u>1</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	46,762.92

In re Professional Delivery Systems, Inc. aka "PDS", Case No. _____
Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	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. Citgo of Richmond P.O. Box 26060 Richmond, VA 23274-0001	-						3,504.08	
Account No. Citgo Petroleum P.O. Box 659590 San Antonio, TX 78265-9590	-						8,991.42	
Account No. City of Richmond P.O. Box 26060 Richmond, VA 23274	-	7985-0118527 7985-0118525 7985-0118526					3,504.08	
Account No. Colonial Ford Truck Sales 1833 Commerce Road Richmond, VA 23224-0123	-						737.60	
Account No. County of Henrico, Virginia P.O. Box 85526 Richmond, VA 23285-5526	-	0045250-8-01-3 0044745-4-01-8 0044784-8-01-1					3,150.00	
Sheet no. <u>2</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	19,887.18

In re Professional Delivery Systems, Inc. aka "PDS", Case No. _____
Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	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. Dominion Virginia Power Post Office Box 26543 Richmond, VA 23290-0001		-	931341481 942552506 952615003			541.00
Account No. Enterprise Rent-A-Car P.O. ox 12907 Newport News, VA 23612		-				8,485.66
Account No. Genuine Auto Parts P.O. Box 409043 Atlanta, GA 30384-9043		-				317.94
Account No. Idealease of Richmond, Va. P.O. Box 11716 Richmond, VA 23230		-				48,812.72
Account No. Lee's Trailer Services, Inc. 12642 Queensgate Midlothian, VA 23114		-				730.00
Sheet no. 3 of 9 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	58,887.32

In re Professional Delivery Systems, Inc. aka "PDS", Case No. _____
Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. Marion Frame & Alignment 316 Chatham Hill Road Marion, VA 24354	-						2,682.75	
Account No. McCarthy Tire P.O. Box 1125 340 Kidder Street Wilkes Barre, PA 18703	-						531.96	
Account No. Medalist Fund Manager P.O. Box 758627 Baltimore, MD 21275	-		Landlord - Byrd Industrial Dr.				14,959.00	
Account No. Parker Oil 1430 Holland Road Suffolk, VA 23434	-						28,907.89	
Account No. Paul & Susan Anderson 2404 Islandview Court Richmond, VA 23233	-						53,040.60	
Sheet no. <u>4</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	100,122.20

In re Professional Delivery Systems, Inc. aka "PDS", Case No. _____
Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		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. PDS Truck Brokers 2404 Islandview Court Richmond, VA 23233	-				30,520.32
Account No. Penske Truck Leasing P.O. Box 532658 Atlanta, GA 30353	-				66,519.49
Account No. Quality Cleaning Service 7544 Ansley Road Richmond, VA 23231	-				420.00
Account No. Quarles Petroleum P.O. Box 7327 Fredericksburg, VA 22404-7327	-				38,011.99
Account No. Richmond Security, Inc. 7594 W. Broad Street Richmond, VA 23294	-				139.96
Sheet no. <u>5</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page) 135,611.76

In re Professional Delivery Systems, Inc. aka "PDS", Case No. _____
Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	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. Service Tire Truck Centers 2255 Avenue A Bethlehem, PA 18017		-					421.71	
Account No. Shell P.O. Box 183019 Columbus, OH 43218-3019		-					20,433.62	
Account No. Sopus Products P.O. Box 200889 Houston, TX 77216-0889		-					797.71	
Account No. Sprint Company P.O. Box 96064		-					169.47	
Account No. St. Paul Travelers 3093W9068 Remittance Ctr. CL & Specialty Hartford, CT 06183		-					1,000.00	
Sheet no. <u>6</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	22,822.51

In re Professional Delivery Systems, Inc. aka "PDS", Case No. _____
Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	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. Suburban Propane 12801 Old Stage Road Drawer P Chester, VA 23831		-					723.00	
Account No. Superior Metal Fabricators P.O. Box 7567 Richmond, VA 23231		-					434.70	
Account No. Texaco, Inc. P.O. Box 9010 Des Moines, IA 50368-9010		-					15,310.38	
Account No. The Masa Corporation P.O. Box 10263 Norfolk, VA 23513		-					1,189.20	
Account No. Thompson Tire 675 Roanoke Street Christiansburg, VA 24073-3142		-					1,032.10	
Sheet no. <u>7</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	18,689.38

In re Professional Delivery Systems, Inc. aka "PDS", Case No. _____
Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Thurston Spring Service, Inc. P.O. Box 241230 Richmond, VA 23224-0123	-					613.57	
Account No. Truck Refinishing System, Inc. 1003 Holly Spring Road Richmond, VA 23224-0123	-					575.00	
Account No. Tucker Pontiac Buick P.O. Box 60 Wytheville, VA 24382	-					282.04	
Account No. Umberger Contractors 213 Bide-A-Wee Lane Wytheville, VA 24382	-	Landlord - Stafford Umberger Dr.				900.00	
Account No. UPS Post Office Box 7247-0244 Philadelphia, PA 19170	-	232242 233759 E5E283				1,500.00	
Sheet no. <u>8</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	3,870.61

In re Professional Delivery Systems, Inc. aka "PDS", Case No. _____
Debtor

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		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. Verizon P.O. Box 17577 Baltimore, MD 21297-0513	-				475.13	
Account No. Verizon Wireless Post Office Box 17464 Baltimore, MD 21297-1464	-				324.68	
Account No. Virginia Forklift, Inc. P.O. Box 24307 Richmond, VA 23224-0123	-				287.74	
Account No. Woodfin Watchcard P.O. Box 85614 Richmond, VA 23285-5614	-				61,503.00	
Account No. 						
Sheet no. <u>9</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page) Total (Report on Summary of Schedules)	62,590.55 473,540.49

In re Professional Delivery Systems, Inc. aka "PDS" Case No. _____
 Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; 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.
Bowman Trailer Leasing P.O. Box 433 Williamsport, MD 21795	\$7,436.90 per month
Cintas of Richmond P.O. Box 689 Hopewell, VA 23860	\$51.48 per month
IdeaLease of Richmond, LLC P.O. Box 11716 Richmond, VA 23230	Expires January, 2007 \$4,289.48 per month
Medalist Fund Manager Attention: Tom Messier P.O. Box 758627 Baltimore, MD 21275	5002, 5004, 5006 Byrd Industrial Drive, Richmond, Va. 23231; month to month lease (expired pre-petition)
Penske Truck Leasing P.O. Box 532658 Atlanta, GA 30353	Expires 6/30/06 \$5,881.62 per month
Pitney Bowes P.O. Box 85460 Louisville, KY 40285-5460	\$260.00 per quarter
Umberger Contractors 213 Bide-A-Wee Lane Attention: Mark Umberger Wytheville, VA 24382	4455 Stafford Umberger Drive, Wytheville, Va. 24382 (month-to-month lease)

In re Professional Delivery Systems, Inc. aka "PDS",
Debtor

Case No. _____

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, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
------------------------------	------------------------------

0 continuation sheets attached to Schedule of Codebtors

In re **Professional Delivery Systems, Inc. aka "PDS"**

Case No. _____

Debtor(s)

SCHEDULE I. CURRENT INCOME OF INDIVIDUAL DEBTOR(S)

The column labeled "Spouse" must be completed in all cases filed by joint debtors and by a married debtor in a chapter 7, 11, 12, or 13 case whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. Do not state the name of any minor child.

Debtor's Marital Status:	DEPENDENTS OF DEBTOR AND SPOUSE	
	RELATIONSHIP: None.	AGE:
Employment:	DEBTOR	SPOUSE
Occupation		
Name of Employer		
How long employed		
Address of Employer		

INCOME: (Estimate of average monthly income)

	DEBTOR	SPOUSE
1. Current monthly gross wages, salary, and commissions (Prorate if not paid monthly.)	\$ 0.00	\$ N/A
2. Estimate monthly overtime	\$ 0.00	\$ N/A
3. SUBTOTAL	\$ 0.00	\$ N/A
4. LESS PAYROLL DEDUCTIONS		
a. Payroll taxes and social security	\$ 0.00	\$ N/A
b. Insurance	\$ 0.00	\$ N/A
c. Union dues	\$ 0.00	\$ N/A
d. Other (Specify): _____	\$ 0.00	\$ N/A
	\$ 0.00	\$ N/A
5. SUBTOTAL OF PAYROLL DEDUCTIONS	\$ 0.00	\$ N/A
6. TOTAL NET MONTHLY TAKE HOME PAY	\$ 0.00	\$ N/A
7. Regular income from operation of business or profession or farm. (Attach detailed statement)	\$ 0.00	\$ N/A
8. Income from real property	\$ 0.00	\$ N/A
9. Interest and dividends	\$ 0.00	\$ N/A
10. Alimony, maintenance or support payments payable to the debtor for the debtor's use or that of dependents listed above.	\$ 0.00	\$ N/A
11. Social security or other government assistance (Specify): _____	\$ 0.00	\$ N/A
	\$ 0.00	\$ N/A
12. Pension or retirement income	\$ 0.00	\$ N/A
13. Other monthly income (Specify): _____	\$ 0.00	\$ N/A
	\$ 0.00	\$ N/A
14. SUBTOTAL OF LINES 7 THROUGH 13	\$ 0.00	\$ N/A
15. TOTAL MONTHLY INCOME (Add amounts shown on lines 6 and 14)	\$ 0.00	\$ N/A
16. TOTAL COMBINED MONTHLY INCOME: \$ 0.00	(Report also on Summary of Schedules)	
17. Describe any increase or decrease in income reasonably anticipated to occur within the year following the filing of this document:		

In re Professional Delivery Systems, Inc. aka "PDS"

Case No. _____

Debtor(s)

SCHEDULE J. CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)

Complete this schedule by estimating the average monthly expenses of the debtor and the debtor's family. Pro rate any payments made bi-weekly, quarterly, semi-annually, or annually to show monthly rate.

Check this box if a joint petition is filed and debtor's spouse maintains a separate household. Complete a separate schedule of expenditures labeled "Spouse."

1. Rent or home mortgage payment (include lot rented for mobile home)		\$	<u>0.00</u>
a. Are real estate taxes included?	Yes <u> </u>	No <u> X </u>	
b. Is property insurance included?	Yes <u> </u>	No <u> X </u>	
2. Utilities:	a. Electricity and heating fuel	\$	<u>0.00</u>
	b. Water and sewer	\$	<u>0.00</u>
	c. Telephone	\$	<u>0.00</u>
	d. Other _____	\$	<u>0.00</u>
3. Home maintenance (repairs and upkeep)		\$	<u>0.00</u>
4. Food		\$	<u>0.00</u>
5. Clothing		\$	<u>0.00</u>
6. Laundry and dry cleaning		\$	<u>0.00</u>
7. Medical and dental expenses		\$	<u>0.00</u>
8. Transportation (not including car payments)		\$	<u>0.00</u>
9. Recreation, clubs and entertainment, newspapers, magazines, etc.		\$	<u>0.00</u>
10. Charitable contributions		\$	<u>0.00</u>
11. Insurance (not deducted from wages or included in home mortgage payments)			
a. Homeowner's or renter's		\$	<u>0.00</u>
b. Life		\$	<u>0.00</u>
c. Health		\$	<u>0.00</u>
d. Auto		\$	<u>0.00</u>
e. Other _____		\$	<u>0.00</u>
12. Taxes (not deducted from wages or included in home mortgage payments)			
(Specify) _____		\$	<u>0.00</u>
13. Installment payments: (In chapter 11, 12 and 13 cases, do not list payments to be included in the plan.)			
a. Auto		\$	<u>0.00</u>
b. Other _____		\$	<u>0.00</u>
c. Other _____		\$	<u>0.00</u>
d. Other _____		\$	<u>0.00</u>
14. Alimony, maintenance, and support paid to others		\$	<u>0.00</u>
15. Payments for support of additional dependents not living at your home		\$	<u>0.00</u>
16. Regular expenses from operation of business, profession, or farm (attach detailed statement)		\$	<u>0.00</u>
17. Other _____		\$	<u>0.00</u>
Other _____		\$	<u>0.00</u>
18. TOTAL MONTHLY EXPENSES (Report also on Summary of Schedules)		\$	<u>0.00</u>
19. Describe any increase or decrease in expenditures reasonably anticipated to occur within the year following the filing of this document:			
<hr/>			
20. STATEMENT OF MONTHLY NET INCOME			
a. Total monthly income from Line 16 of Schedule I		\$	<u>0.00</u>
b. Total monthly expenses from Line 18 above		\$	<u>0.00</u>
c. Monthly net income (a. minus b.)		\$	<u>0.00</u>

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

In re Professional Delivery Systems, Inc. aka "PDS"

Debtor(s)

Case No. _____

Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President 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 23 sheets [*total shown on summary page plus 1*], and that they are true and correct to the best of my knowledge, information, and belief.

Date May 3, 2006

Signature /s/ Paul C. Anderson

Paul C. Anderson
President

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

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

In re Professional Delivery Systems, Inc. aka "PDS"
Debtor(s)

Case No. _____
Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. 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. Do not include the name or address of a minor child in this statement. Indicate payments, transfers and the like to minor children by stating "a minor child." 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
\$796,573.31	January 1, 2006 to present
\$4,713,642.02	2005
\$4,699,105.00	2004

2. Income other than from employment or operation of business

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

AMOUNT	SOURCE
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3. Payments to creditors

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

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case if the aggregate value of all property that constitutes or is affected by such transfer is not 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 if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$5,000. (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
See Attached "Exhibit 33"	See Attached	\$0.00	\$273,705.00

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
Paul Anderson	Salary to date	\$86,532.23	\$0.00
Sue Anderson	Salary to date	\$57,640.39	\$0.00
Debi Knott	Salary to date	\$38,170.47	\$0.00
David Anderson	Salary to date	\$79,320.09	\$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
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None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

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

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

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

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

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

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

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

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

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
2005 Road Trailer 1RZ19C2C25200008	Trailer brakes overheated and set the trailer on fire. Covered in part by insurance. \$17,500.00, less \$2,500.00 deductible.	1/5/2006

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
Cantor Arkema, P.C. Post Office Box 561 Richmond, VA 23218-0561	March 30, 2006	\$500 personal check from Susan and Paul Anderson
Cantor Arkema, P.C. Post Office Box 561 Richmond, VA 23218-0561	May 3, 2006	\$20,000.00 Certified check

10. Other transfers

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

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

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

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

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

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

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

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

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

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

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

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

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

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

NAME

17. Environmental Information.

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

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

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

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

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

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

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

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

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

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

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

	LAST FOUR DIGITS OF SOC. SEC. NO./ COMPLETE EIN OR OTHER TAXPAYER I.D. NO.	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
NAME				

- 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
Hardy & Johnstone 9211 Forest Hill Avenue Richmond, VA 23235	Current

- None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

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

NAME
Paul Anderson

ADDRESS
**2404 Islandview Court
Richmond, VA 23233**

- 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

20. Inventories

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

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

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

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

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

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Paul C. Anderson 2404 Islandview Court Richmond, VA 23233	President	55%
Susan H. Anderson 2404 Islandview Court Richmond, VA 23233	Secretary/Treasurer	45%
David F. Anderson 3309 Aprilbud Place Richmond, VA 23233	Vice President	
Deborah A. Knott 10203 Guyana Ct. Richmond, VA 23233	Vice President	

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 <u> May 3, 2006 </u>	Signature <u> /s/ Paul C. Anderson </u> Paul C. Anderson President
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[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

EXHIBIT 33 - PAYMENTS OVER \$600

BALANCE DUE

AMERICAN EXPRESS COMPANY	3/3/06=\$648.65		\$1,865.12
P.O. BOX 650448 DALLAS, TX 75265-0448			
AMERICAN EXPRESS-PCA	3/7/6=\$847.17	4/21/06=\$785.77	\$17,240.43
	3/18/06=\$7305.27		
AMERICAN INTERN GROUP	2/15/06=\$2921.00		\$0.00
	3/14/06=\$24137.00		
	4/20/06=\$10758.00		
ANTHEM HEALTHKEEPERS	2/28/06=\$17474.25		\$0.00
P.O. BOX 85085	3/30/06=\$17742.18		
RICHMOND, VA 23285-5085	4/27/06=\$15255.62		
BANKDIRECT CAPITAL	2/15/6=\$2921.00	4/20/06=\$1418.74	\$0.00
	2/20/06=\$11823.26		
	3/20/06=\$17753.97		
BOWMAN SALES & EQUIP	3/7/6=\$5579.3		\$41,594.65
P.O. BOX 433	3/23/06=\$10015.00		
WILLIAMSPORT, MD 21795			
BP	3/25/06=\$12334.72		\$0.00
P.O. Box 70887	4/24/06=\$10686.76		
CHARLOTTE, NC 28272-0887			
MICHAEL A. BROWN	2/2/6=\$652.56	2/23/06=\$588.05	
	2/9/6=\$767.85	3/2/6=\$611.04	
	2/16-=\$948.44	3/9/6=\$856.98	
	3/17/06=\$835.41	3/31/06=\$434.72	
	3/24/06=\$589.04	4/6/6=\$679.42	
	4/13/06=\$397.37	4/21/06=\$674.62	
CAPITAL-PONTIAC-GMC TRUCKS	2/22/06=\$1506.50		\$221.74
5500 S LABURNUM AVE	3/10/06=\$1811.20		
RICH, VA 23231	4/22/6=\$365.46		
CAPSULE COMMUNICATIONS	2/8/6=\$170.72	5/2/6=\$145.78	\$0.00
P.O. BOX 2153, DEPT 2528	3/10/06=\$153.17		
BIRMINGHAM, AL 35287-2528	4/22/06=\$139.84		
CAVALIER TELEPHONE	2/8/6=\$300.23	5/2/6=\$281.72	\$0.00
P.O. BOX 1755	3/10/6=\$297.60		
MERRIFIELD, VA 22116-1755	4/22/06=\$288.80		
CINTAS OF RICHMOND	2/15/06=\$411.84		\$462.71
P.O. BOX 689	3/3/6=\$51.48		
HOPEWELL, VA 23860	4/7/6=\$158.37		
CITY OF RICHMOND	2/8/6=\$3102.05		\$3,504.08
P.O. BOX 26060	3/3/6=\$2677.88		
RICH, VA 23274-0001			
DOMINION VIRGINIA POWER	2/8/6=\$400.19		\$269.84
P.O. BOX 26543	3/7/6=\$318.83		
RICHMOND, VA 23290-0001	4/20/06=\$352.53		
ENTERPRISE RENT-A-CAR	3/10/6=\$1908.56		\$8,485.66
P.O. BOX 12907 NEWPORT NEWS, VA 23612			
THE GUARDIAN	2/24/06=\$3144.65		
	3/29/06=\$2968.99		
	4/27/06=\$2682.95		

IDEALISE OF RICH, VA	2/17/06=\$11699.92	3/10/6=\$2413.95	\$48,812.72
P.O. BOX 11716	2/20/06=\$3661.10	3/22/06=\$11295.66	
RICHMOND, VA 23230	2/27/06=\$12657.56	3/30/06=\$10688.15	
	3/3/6=\$1404.08	4/7/6=\$4984.00	
MCCARTHY TIRE			\$531.96
P.O. BOX 1125			
WILKES-BARRE, PA 18703-1125			
MEDALIST FUND MANAGER	2/28/06=\$7479.50		\$7,479.50
P.O. BOX 758627			
BALTIMORE, MD 21275			
PARKER OIL	2/7/6=\$11345.97		\$13,769.07
1430 HOLLAND RD	3/7/6=\$11852.69		
SUFFOLK, VA 23434	4/7/6=\$11951.69		
PDS TRUCK BROKERS	2/15/06=\$2500.00		\$30,520.32
2404 ISLANDVIEW CT	3/7/6=\$1959.68		
RICHMOND, VA 23233			
PENSKE TRUCK LEASING	2/27/06=\$22079.77		\$66,519.49
P.O. BOX 532658	2/27/06=\$10744.99		
ATLANTA, GA 30353-2658	3/30/06=\$25018.08		
ST PAUL TRAVELERS	3/20/06=\$1908.00		\$1,000.00
CL & SPECIALTY REMIT CNT			
HARTFORD, CT 06183-1008			
TARHEEL MOTOR FREIGHT	2/23/06=\$3060.00		
TUCKER PONTIAC BUICK	2/15/06=\$791.16		\$282.04
P.O. BOX 60			
WYTHEVILLE, VA 24382			
UMBERGER CONTRACTORS	2/14/06=\$900.00	4/27/06=\$900.00	\$900.00
213 BIDE-A-WEE LN	2/28/06=\$900.00		
WYTHEVILLE, VA 24382	3/30/06=\$900.00		
UMBERGER RENTAL	3/1/06=\$2500.00		\$0.00
VERIZON	2/8/6=\$351.71	5/2/6=\$475.13	\$0.00
P.O. BOX 17577	3/3/6=\$137.48		
BALT, MD 21297-0513	3/10/6=\$337.45		
VERIZON WIRELESS	2/8/6=\$444.50		\$0.00
P.O. BOX 64268	5/2/6=\$324.68		
BALT, MD 21264-4268			
VIRGINIA EMPLOYMENT COMM	4/28/06=\$5824.18		\$0.00
PAUL WILBUR	2/2/6=\$2030.58	3/9/6=\$2309.27	
	2/9/6=\$1960.02	3/24/06=\$1819.73	
	2/16/06=\$1818.52	4/6/6=\$302.55	
	2/23/06=\$2125.40	3/31/06=\$415.20	
	3/2/6=\$2082.81	4/13/6=\$349.55	
		4/21/06=\$366.10	
WOODFIN WATCHCARD	2/17/06=\$8826.21	3/23/06=\$8994.67	\$30,245.60
P.O. BOX 85614	2/24/06=\$8826.20	4/7/6=\$8152.94	
RICHMOND, VA 23285-5614	3/10/06=\$8994.69		

American Express Co (PCA)	\$389.08	12/8/2005
	\$4,240.05	#####
	\$739.17	1/10/2006
	\$200.00	1/20/2006
	\$355.94	1/31/2006
	\$847.17	3/7/2006
	\$7,305.27	3/18/2006
	\$785.77	4/21/2006
	\$14,862.45	
USAA Mastercard (PCA)	\$1,052.31	1/18/2006
	\$482.50	2/27/2006
	\$1,534.81	
BP (PCA)	\$151.85	1/4/2006
	\$135.00	2/15/2006
	\$194.00	3/22/2006
	\$31.02	4/7/2006
	\$511.87	
Shell (PCA)	\$108.69	#####
	\$145.39	1/4/2006
	\$49.69	2/14/2006
	\$323.56	3/22/2006
	\$148.42	4/7/2006
	\$775.75	

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

In re Professional Delivery Systems, Inc. aka "PDS"
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(s) and that compensation paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$	<u>20,500.00</u>
Prior to the filing of this statement I have received.....	\$	<u>20,500.00</u>
Balance Due.....	\$	<u>0.00</u>

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

Debtor Other (*specify*) **\$500.00 paid by personal check of Paul and Susan Anderson**

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:

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

Negotiations with secured creditors to reduce to market value; exemption planning; 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 services:

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.

May 3, 2006*Date***/s/ David K. Spiro****David K. Spiro 28152***Signature of Attorney***Cantor Arkema, P.C.***Name of Law Firm***1111 East Main Street, 16th Floor****Post Office Box 561****Richmond, VA 23218-0561****(804) 644-1400 Fax: (804) 225-8706**

For use in Chapter 13 Cases where Fees Requested Not in Excess of \$3,000

(For all Cases Filed on or after 10/17/2005)

**NOTICE TO DEBTOR(S) AND STANDING TRUSTEE
PURSUANT TO INTERIM PROCEDURE 2016-1(C)(7)**

Notice is hereby given that pursuant to Local Bankruptcy Rule 2016-1(C)(7)(a), you have ten (10) business days from the meeting of creditors in this case in which to file an objection with the court to the fees requested in this disclosure of compensation opposing said fees in their entirety, or in a specific amount.

PROOF OF SERVICE

The undersigned hereby certifies that on this date the foregoing Notice was served upon the debtor(s), the standing Chapter 13 Trustee, and U. S. Trustee pursuant to Interim Procedure 2016-1(C)(7)(a) and Local Bankruptcy Rule 2002-1(D)(1)(f), by first-class mail or electronically.

*Date**Signature of Attorney*

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

In re Professional Delivery Systems, Inc. aka "PDS",
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

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

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Paul C. Anderson 2404 Islandview Court Richmond, VA 23233			55%
Susan H. Anderson 2404 ISlandview Court Richmond, VA 23233			45%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date May 3, 2006

Signature /s/ Paul C. Anderson

**Paul C. Anderson
President**

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

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

In re Professional Delivery Systems, Inc. aka "PDS",
Debtor

Case No. _____

Chapter 11

DECLARATION OF DIVISIONAL VENUE

The debtor's domicile, residence, principal place of business or principal assets were located for the greater part of the 180 days preceding the filing of the bankruptcy petition in the indicated city or county [check one box only]:

Alexandria Division

Cities:

- Alexandria-510
- Fairfax-600
- Falls Church-610
- Manassas-683
- Manassas Park-685

Counties:

- Arlington-013
- Fairfax-059
- Fauquier-061
- Loudoun-107
- Prince William-153
- Stafford-179

Richmond Division

Cities:

- Richmond (city)-760
- Colonial Heights-570
- Emporia-595
- Fredericksburg-630
- Hopewell-670
- Petersburg-730

Counties:

- Amelia-007
- Brunswick-025
- Caroline-033
- Charles City-036
- Chesterfield-041
- Dinwiddie-053
- Essex-057
- Goochland-075
- Greensville-081
- Hanover-085
- Henrico-087
- King and Queen-097
- King George-099
- King William-101
- Lancaster-103
- Lunenburg-111
- Mecklenburg-117
- Middlesex-119
- New Kent-127
- Northumberland-133
- Nottoway-135
- Powhatan-145
- Prince Edward-147
- Prince George-149
- Richmond (county)-159
- Spotsylvania-177
- Surry-181
- Sussex-183
- Westmoreland-193

Norfolk Division

Cities:

- Norfolk-710
- Cape Charles-535
- Chesapeake-550
- Franklin-620
- Portsmouth-740
- Suffolk-800
- Virginia Beach-810

Counties:

- Accomack-001
- Isle of Wight-093
- Northampton-131
- Southampton-175

Newport News Division

Cities:

- Newport News-700
- Hampton-650
- Poquoson-735
- Williamsburg-830

Counties:

- Gloucester-073
- James City-095
- Mathews-115
- York-199

Date: May 3, 2006

/s/ David K. Spiro

**Signature of Attorney
David K. Spiro 28152**

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

Allied Waste Service
P.O. Box 9001099
Louisville, KY 40290-1099

Angela Edens - CINTAS
12524 Kingston Avenue
P.O. Box 689
Hopewell, VA 23860

Arch Wireless
P.O. Box 660770
Dallas, TX 75266-0770

Blue Ridge Auto Parts
405 East Main Street
Wytheville, VA 24382

Bobby Shinall
206 Johnny Lane
Wytheville, VA 24382

Bowman Sales & Equipment
P.O. Box 433
Williamsport, MD 21795

Bowman Trailer Leasing
P.O. Box 433
Williamsport, MD 21795

BP
P.O. Box 70887
Charlotte, NC 28272-0887

Capital Pontiac GMC Trucks
5500 S. Laburnum Ave.
Richmond, VA 23231

Chevron
P.O. Box 2001
Concord, CA 94529-0001

Cintas of Richmond
P.O. Box 689
Hopewell, VA 23860

Citgo of Richmond
P.O. Box 26060
Richmond, VA 23274-0001

Citgo Petroleum
P.O. Box 659590
San Antonio, TX 78265-9590

City of Richmond
P.O. Box 26060
Richmond, VA 23274

Colonial Ford Truck Sales
1833 Commerce Road
Richmond, VA 23224-0123

County of Henrico, Virginia
P.O. Box 85526
Richmond, VA 23285-5526

Dominion Virginia Power
Post Office Box 26543
Richmond, VA 23290-0001

Enterprise Rent-A-Car
P.O. ox 12907
Newport News, VA 23612

Genuine Auto Parts
P.O. Box 409043
Atlanta, GA 30384-9043

Heather K. DeNardo
Penske Truck Leasing
Rt. 10 Green Hills
Reading, PA 19607

IdeaLease of Richmond, LLC
P.O. Box 11716
Richmond, VA 23230

Idealease of Richmond, Va.
P.O. Box 11716
Richmond, VA 23230

Lee's Trailer Services, Inc.
12642 Queensgate
Midlothian, VA 23114

Marion Frame & Alignment
316 Chatham Hill Road
Marion, VA 24354

McCarthy Tire
P.O. Box 1125
340 Kidder Street
Wilkes Barre, PA 18703

Medalist Fund Manager
P.O. Box 758627
Baltimore, MD 21275

Medalist Fund Manager
Attention: Tom Messier
P.O. Box 758627
Baltimore, MD 21275

Parker Oil
1430 Holland Road
Suffolk, VA 23434

Paul & Susan Anderson
2404 Islandview Court
Richmond, VA 23233

PDS Truck Brokers
2404 Islandview Court
Richmond, VA 23233

Penske Truck Leasing
P.O. Box 532658
Atlanta, GA 30353

Pitney Bowes
P.O. Box 85460
Louisville, KY 40285-5460

Quality Cleaning Service
7544 Ansley Road
Richmond, VA 23231

Quarles Petroleum
P.O. Box 7327
Fredericksburg, VA 22404-7327

Richmond Security, Inc.
7594 W. Broad Street
Richmond, VA 23294

Service Tire Truck Centers
2255 Avenue A
Bethlehem, PA 18017

Shell
P.O. Box 183019
Columbus, OH 43218-3019

Sopus Products
P.O. Box 200889
Houston, TX 77216-0889

Sprint Company
P.O. Box 96064

St. Paul Travelers
3093W9068 Remittance Ctr.
CL & Specialty
Hartford, CT 06183

Suburban Propane
12801 Old Stage Road
Drawer P
Chester, VA 23831

Superior Metal Fabricators
P.O. Box 7567
Richmond, VA 23231

Texaco, Inc.
P.O. Box 9010
Des Moines, IA 50368-9010

The Masa Corporation
P.O. Box 10263
Norfolk, VA 23513

Thompson Tire
675 Roanoke Street
Christiansburg, VA 24073-3142

Thurston Spring Service, Inc.
P.O. Box 241230
Richmond, VA 23224-0123

Truck Refinishing System, Inc.
1003 Holly Spring Road
Richmond, VA 23224-0123

Tucker Pontiac Buick
P.O. Box 60
Wytheville, VA 24382

Umberger Contractors
213 Bide-A-Wee Lane
Wytheville, VA 24382

Umberger Contractors
213 Bide-A-Wee Lane
Attention: Mark Umberger
Wytheville, VA 24382

UPS
Post Office Box 7247-0244
Philadelphia, PA 19170

Verizon
P.O. Box 17577
Baltimore, MD 21297-0513

Verizon Wireless
Post Office Box 17464
Baltimore, MD 21297-1464

Virginia Forklift, Inc.
P.O. Box 24307
Richmond, VA 23224-0123

Woodfin Watchcard
P.O. Box 85614
Richmond, VA 23285-5614

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

In re Professional Delivery Systems, Inc. aka "PDS"

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 Professional Delivery Systems, Inc. aka "PDS" 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*]

May 3, 2006

Date

/s/ David K. Spiro

David K. Spiro 28152

Signature of Attorney or Litigant

Counsel for Professional Delivery Systems, Inc. aka "PDS"

Cantor Arkema, P.C.

1111 East Main Street, 16th Floor

Post Office Box 561

Richmond, VA 23218-0561

(804) 644-1400 Fax:(804) 225-8706