

B1 (Official Form 1)(12/11)

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Bennette Paint Manufacturing Company, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 54-0795252	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 401 Industry Drive Hampton, VA <div style="text-align: right; font-size: small;">ZIP Code 23661</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Hampton City	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>

Location of Principal Assets of Business Debtor (if different from street address above):

<p>Type of Debtor (Form of Organization) (Check one box)</p> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<p>Nature of Business (Check one box)</p> <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<p>Chapter 15 Debtors</p> Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<p>Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<p>Nature of Debts (Check one box)</p> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

<p>Filing Fee (Check one box)</p> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<p>Chapter 11 Debtors</p> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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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.

Estimated Number of Creditors

<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
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Estimated Assets

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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Estimated Liabilities

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Bennette Paint Manufacturing Company, Inc.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
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Location Where Filed:	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:
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District:	Relationship:	Judge:
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<p style="text-align: center;">Exhibit A</p> <p>(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.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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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.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

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.

Certification 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.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

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

Name of Debtor(s):
Bennette Paint Manufacturing Company, Inc.

Signatures

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

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ W. Greer McCreedy, II
Signature of Attorney for Debtor(s)

W. Greer McCreedy, II 27681
Printed Name of Attorney for Debtor(s)

The McCreedy LAW Group, PLLC
Firm Name

413 West York Street
Norfolk, VA 23510

Address

Email: mlaw230@gmail.com

757 233-0045 Fax: 757 233-7661
Telephone Number

May 22, 2012
Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____
Date

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

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

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

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

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/ Jeffery P. Nance
Signature of Authorized Individual

Jeffery P. Nance
Printed Name of Authorized Individual

President & CEO
Title of Authorized Individual

May 22, 2012
Date

Form B1, Exhibit C
(9/01)

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

In re Bennette Paint Manufacturing Company, Inc.
Debtor(s)

Case No. _____
Chapter 11

Exhibit "C" to Voluntary Petition

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

Debtor's real property and improvements have been used for the manufacture of paint and paint products since 1968. Debtor maintains various chemicals, including both ingredients and waste material in storage containers on site.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

None if properly maintained.

B4 (Official Form 4) (12/07)

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

In re **Bennette Paint Manufacturing Company, Inc.**

Debtor(s)

Case No. _____

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
American Express PO Box 1270 Newark, NJ 07101	American Express PO Box 1270 Newark, NJ 07101			75,720.52
Bank of America PO box 15710 Wilmington, DE 19886	Bank of America PO box 15710 Wilmington, DE 19886			10,466.84
CRP PO Box 33181 Newark, NJ 07188	CRP PO Box 33181 Newark, NJ 07188			9,350.00
DEGUSSA EVONIK CORP COLOR TREND USA LLC PO BOX 731 285 DALLAS, TX 75373-1285	DEGUSSA EVONIK CORP COLOR TREND USA LLC PO BOX 731 285 DALLAS, TX 75373-1285			10,885.06
DH litter 31 Prosepect Ave Tarrytown, NY 10591	DH litter 31 Prosepect Ave Tarrytown, NY 10591			16,794.86
Dupont PO Box 105046 Atlanta, GA 30348	Dupont PO Box 105046 Atlanta, GA 30348			22,407.31
Graco 91835 Collection Center Drive Chicago, IL 60693	Graco 91835 Collection Center Drive Chicago, IL 60693			8,522.65
Harry W Gaffney PO box 700 Hatboro, PA 19040	Harry W Gaffney PO box 700 Hatboro, PA 19040			10,000.00
Jachts 90 Sixth Avw Paterson, NJ 07524	Jachts 90 Sixth Avw Paterson, NJ 07524			18,900.51
JONES,BLECHMAN,WOLTZ &KELLY 701 TOWN CENTER DR SUITE 800 NEWPORT NEWS, VA 23606	JONES,BLECHMAN,WOLTZ&KELLY 701 TOWN CENTER DR SUITE 800 NEWPORT NEWS, VA 23606			9,731.00

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

In re Bennette Paint Manufacturing Company, Inc.
Debtor(s)

Case No. _____

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>
LANCASTER SCHUERMANN DIST DEPT 40190 PO BOX 740209 ATLANTA, GA 30374-0209	LANCASTER SCHUERMANN DIST DEPT 40190 PO BOX 740209 ATLANTA, GA 30374-0209			59,782.67
PPG Industries, Inc. PO Box 360585 Pittsburgh, PA 15251	PPG Industries, Inc. PO Box 360585 Pittsburgh, PA 15251			13,338.45
Shaw Industries PO Box 100232 Atlanta, GA 30384	Shaw Industries PO Box 100232 Atlanta, GA 30384			8,392.55
Spraytech SDS 11-0319 Minneapolis, MN 55486	Spraytech SDS 11-0319 Minneapolis, MN 55486			9,450.00
TAILORED CHEMICAL PRODUCTS, INC P.O. BOX 4186 HICKORY, NC 28603	TAILORED CHEMICAL PRODUCTS, INC P.O. BOX 4186 HICKORY, NC 28603			8,267.48
VAL -TEST/SPRAYTECH, TITAN, TITAN TOOL SOS 11-0319 MINNEAPOLIS, MN 55486-0319	VAL -TEST/SPRAYTECH, TITAN, TITAN TOOL SOS 11-0319 MINNEAPOLIS, MN 55486-0319			18,936.37
VIRGINIA DEPT. OF TAXATION PO BOX 1777 RICHMOND, VA 23218-1777	VIRGINIA DEPT. OF TAXATION PO BOX 1777 RICHMOND, VA 23218-1777	Sales Tax Obligation		12,000.00
Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374	Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374	401 Industry Drive, Hampton, VA 23661	Unliquidated Disputed	1,290,762.70 (961,000.00 secured) (1,811,890.79 senior lien)
Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374	Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374	401 Industry Drive, Hampton, VA 23661	Unliquidated Disputed	1,290,762.70 (961,000.00 secured) (521,128.09 senior lien)
Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374	Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374	401 Industry Drive, Hampton, VA 23661	Unliquidated Disputed	692,386.50 (961,000.00 secured) (3,102,653.49 senior lien)

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

In re Bennette Paint Manufacturing Company, Inc.
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

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

I, the President & CEO 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 22, 2012

Signature /s/ Jeffery P. Nance
Jeffery P. Nance
President & CEO

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

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

In re **Bennette Paint Manufacturing Company, Inc.**
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 and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	961,000.00		
B - Personal Property	Yes	4	394,759.14		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		3,798,389.69	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		17,345.40	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	18		424,030.43	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		29			
		Total Assets	1,355,759.14		
			Total Liabilities	4,239,765.52	

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

In re **Bennette Paint Manufacturing Company, Inc.**,
Debtor

Case No. _____

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

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

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

SCHEDULE A - REAL PROPERTY

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

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

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

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
401 Industry Drive, Hampton, VA 23661	Fee simple	-	961,000.00	3,795,039.99

Sub-Total > **961,000.00** (Total of this page)

Total > **961,000.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Bennette Paint Manufacturing Company, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

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

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

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

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Petty Cash	-	400.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Wells Fargo Operating Account ****1821	-	21,081.00
		Wells Fargo Payroll Account ****1834	-	23,528.00
		Wells Fargo Credit Card Sales Account ***1847	-	4,110.06
3. Security deposits with public utilities, telephone companies, landlords, and others.		Security Deposit with Dominion Power	-	200.00
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 >				49,319.06
(Total of this page)				

3 continuation sheets attached to the Schedule of Personal Property

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

In re Bennette Paint Manufacturing Company, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	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.		\$35,149 Gross 28,219.19 Net of CR Balances 20,195 current	-	28,219.19
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > **28,219.19**
(Total of this page)

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

In re Bennette Paint Manufacturing Company, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON 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
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.		Potential Claim agains Verizon re: Sublease	-	1.00
		Potential Claim against Tidewater Floors, Inc.	-	250,000.00
		Potential Lender Liability Claim	-	1.00
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		EPA/Trifacility PERMIT 23661BNNT401IN	-	1.00
		VA DEPARTMENT OF ENVIROMENTAL QUALITY REGISTRATION NO. 61156 AFS PLANT ID 650-00074	-	1.00
		E-VA-PA PAESTICIDE PACKAGING FACILITY 075276-VA-001	-	1.00
		HAZARD WAISTE GENERATOR US EPA ID NO. V.A.C.E.S.Q.G.	-	1.00
		HAMPTON ROADS SANITATION DISTRICT INDUSTRIAL WASTEWATER DISCHARGE PERMIT NO 0020	-	1.00
		VA. DEPARTMENT OF ENVIROMENTAL QUALITY STORM WATER PERMIT VAD023874528	-	1.00
		U.S. DEPARTMENT OF TRANSPORTATION PIPELINE AND HAZARDOUS MATERIALS SAFETY ADMINISTRATION PERMIT 052311552089T	-	1.00
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.		2003 Ford Econoline E-350 Super Duty	-	5,398.00
		1994 Isuzu Tilt Cab Box Truck	-	2,500.00
		2000 Mercury Marque	-	3,589.00
			Sub-Total >	261,496.00
				(Total of this page)

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

In re Bennette Paint Manufacturing Company, Inc.,

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		1999 Freightliner	-	4,500.00
		2009 Ford Escape	-	13,910.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office Furiture and Supplies	-	1,000.00
29. Machinery, fixtures, equipment, and supplies used in business.		Industrial Shelving, Gondola, paint mixing equipment, Chemical storage	-	10,000.00
30. Inventory.		Net Stock Status Report as of May 5, 2012	-	26,313.89
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.		Paint related chemicals	-	1.00
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **55,724.89**
(Total of this page)
Total > **394,759.14**
(Report also on Summary of Schedules)

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

In re Bennette Paint Manufacturing Company, Inc., Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.	X -	Blanket lien against all assets-Guarantee of Tidewater Floors, Inc., obligation. 401 Industry Drive, Hampton, VA 23661			X	X	
Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374							
		Value \$				692,386.50	692,386.50
Account No.							
		Value \$					
Account No.							
		Value \$					
Account No.							
		Value \$					
Account No.							
		Value \$					
Subtotal (Total of this page)						692,386.50	692,386.50
Total (Report on Summary of Schedules)						3,798,389.69	2,834,039.99

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

Total
(Report on Summary of Schedules)

In re Bennette Paint Manufacturing Company, Inc.

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, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Bennette Paint Manufacturing Company, Inc.
Debtor

Case No. _____

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

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

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	TYPE OF PRIORITY	
							AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No. xxxxx3090 CITY OF HAMPTON Office of the City Treasurer 1 Franklin Street, Ste 100 HAMPTON, VA 23669			Real Estate Taxes for 401 Industry Dr., Hampton, VA				5,288.02	0.00 5,288.02
Account No. CITY OF NEWPORT NEWS TREASURER PO BOX 975 Newport News, VA 23607			Personal Property tax, 12562 Warmick Blvd., Newport News				57.38	0.00 57.38
Account No. VIRGINIA DEPT. OF TAXATION PO BOX 1777 RICHMOND, VA 23218-1777			Sales Tax Obligation				12,000.00	0.00 12,000.00
Account No.								
Account No.								
Subtotal								0.00
(Total of this page)							17,345.40	17,345.40
Total								0.00
(Report on Summary of Schedules)							17,345.40	17,345.40

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

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

In re Bennette Paint Manufacturing Company, Inc. Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. ABSOLUTE BOTTLED WATER CO 851 SEAHAWK CIR SUITE 107 VIRGINIA BEACH, VA 23452		-				166.68
Account No. ACCESS POINT, INC P O. BOX 751030 CHARLOTTE, NC 28275-1030		-				1,382.98
Account No. ACE UNIFORM OF VIRGINIA PO BOX 6098 ASHLAND, VA 23005		-				529.83
Account No. ADT SECURITY SERVI CES PO BOX 70834 CHARLOTTE, NC 28272		-				29.95
Subtotal (Total of this page)						2,109.44

17 continuation sheets attached

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. ADVENT LABEL APPLICATOR 6815 E. WASHINGTON BLVD COMMERCE, CA 90040		-				353.24
Account No. ALLIED PRODUCTS INC 6701 MARAVIA PARK DRIVE BALTIMORE, MD 21237		-				1,296.00
Account No. American Express PO Box 1270 Newark, NJ 07101		-				75,720.52
Account No. AMERICAN FUNDS ATTN: FINANCE AND ACCOUNTING PO BOX BOX 659530 SAN ANTONIO, TX 78265		-				375.00
Account No. Bank of America PO box 15710 Wilmington, DE 19886		-				10,466.84
Subtotal (Total of this page)						88,211.60

Sheet no. 1 of 17 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. BEDFORD PRECISION PARTS CORP PO BOX 357 BEDFORD HILL, NY	-					3,131.40
Account No. BETTY'S PLUMBING PO BOX 6479 NEWPORT NEWS, VA 23606	-					64.03
Account No. BRENNTAG SPECIALTIES PO BOX 8500-50510 PHILADELPHIA, PA 19178	-					6,295.51
Account No. BURGESS PIGENTS CO PO BOX 349 SANDERSVILLE, GA 00031-0832	-					1,622.00
Account No. CARDINAL COLOR INC 56 1ST AVE PATTERSON, NJ	-					4,628.00
Subtotal (Total of this page)						15,740.94

Sheet no. 2 of 17 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. CHEMSOLV 1140 INDUSTRY AVE SE PO BOX 13847 ROANOKE, VA 24037	-					4,500.06
Account No. COATEX NORTH AMERICA 547 ECOLOGY LANE CHESTER, SC 29076	-					1,398.00
Account No. COMPLEMENTARY COATINGS CO D B.A. INSL4X PO BOX 5421 NEW YORK, NY 10087-5421	-					7,011.31
Account No. COOPER SPONG AND DAVIS PO BOX 1475 PORTSMOUTH, VA 23705	-					665.00
Account No. COUNTY OF HENRICO DEPARTMENT OF FINANCE PO BOX 3369 HENRICO, VA 23228	-					117.98
Subtotal (Total of this page)						13,692.35

Sheet no. 3 of 17 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

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

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. CRP PO Box 33181 Newark, NJ 07188	-					9,350.00
Account No. DAILY PRESS PO BOX 79155 PHOENIX, AZ 85062-9155	-					106.00
Account No. DEGUSSA EVONIK CORP COLOR TREND USA LLC PO BOX 731 285 DALLAS, TX 75373-1285	-					10,885.06
Account No. DELTECH RESINS COMPANY C/O THIBAUT AND WALKER PC 62379 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693-0623	-					1,696.00
Account No. DH litter 31 Prosepect Ave Tarrytown, NY 10591	-					16,794.86
Subtotal (Total of this page)						38,831.92

Sheet no. 4 of 17 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. DIAMOND SPRING WATER PO BOX 38668 RICHMOND, VA 23231	-					143.00
Account No. DOMINION AUTO SERVICE 5838 JEFFERSON AVENUE NEWPORT NEWS, VA 23605	-					738.00
Account No. DOMINION VIRGINIA POWER PO BOX 26543 RICHMOND, VA 23290	-					2,282.83
Account No. Dupont PO Box 105046 Atlanta, GA 30348	-					22,407.31
Account No. EMPIRE MACHINERY & SUPPLY 1961 DIAMOND SPRINGS ROAD VIRGINIA BEACH, VA 23455	-					3,608.00
Subtotal (Total of this page)						29,179.14

Sheet no. 5 of 17 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. ESTES EXPRESS LINES PO BOX 25612 RICHMOND, VA 23260-5612		-				405.00
Account No. FEDEX FREIGHT P.O BOX 223125 PITTSBURGH, pa 15250		-				105.66
Account No. FERRELL GAS PO BOX 173940 DENVER, CO 80217-3940		-				201.14
Account No. G.E fleet services PO BOX 100363 ATLANTA, GA 30384-0363		-				2,154.92
Account No. Graco 91835 Collection Center Drive Chicago, IL 60693		-				8,522.65
Subtotal (Total of this page)						11,389.37

Sheet no. 6 of 17 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Harry W Gaffney PO box 700 Hatboro, PA 19040	-					10,000.00
Account No. HRSD PO BOX 1651 NORFOLK, VA 23501	-					464.96
Account No. Inovachem 2894 Los Lomas Place FALLBROOK, CA 92028	-					1,000.00
Account No. J J HAINES & CO INC PO BOX 791360 BALTIMORE, MD 21279	-					112.80
Account No. Jachts 90 Sixth Avw Paterson, NJ 07524	-					18,900.51
Subtotal (Total of this page)						30,478.27

Sheet no. 7 of 17 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. JONES, BLECHMAN, WOLTZ & KELLY 701 TOWN CENTER DR SUITE 800 NEWPORT NEWS, VA 23606		-				9,731.00	
Account No. KAUFMAN & CANOLES PO BOX 3037 norfolk, VA 23514		-				1,505.00	
Account No. KELLEY TECHNICAL COATINGS DEPARTMENT 8918 CAROL STREAM, IL 60122		-				5,281.62	
Account No. KOHL MARKETING INC PO BOX 20134 BALTIMORE, MD 21284-0134		-				6,320.00	
Account No. KRAFT TOOL CO PO BOX 860230 SHAWNEE, KS 66286		-				391.75	
Sheet no. <u>8</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	23,229.37

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. LANCASTER SCHUERMANN DIST DEPT 40190 PO BOX 740209 ATLANTA, GA 30374-0209	-					59,782.67
Account No. LANSKO COLORS 1 BLUE HILL PLAZA PO BOX 1685 PEARL RIVER, NY 10985	-					1,189.18
Account No. LOWES BUSINESS ACCOUNT PO BOX 530970 ATLANTA, GA 30353	-					27.92
Account No. MASTER PAINTERS 2800 INGLETON AVE BURNABY, BC V5C 6G7	-					2,099.25
Account No. MCCULLOUGH & ASSOCIATES PO BOX 29803 ATLANTA, GA 30359	-					3,270.20
Subtotal (Total of this page)						66,369.22

Sheet no. 9 of 17 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

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

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. MCMASTER CARR SUPPLY CO** PO BOX 7690 CHICAGO, IL 60680-7690		-				79.85
Account No. MILITARY ENV/CONST CORP DBA MEC CORP 1305 LEJEUNE BLVD JACKSONVILLE, FL 28540		-				88.33
Account No. MUTUAL DROPCLOTH DIV PO BOX 636969 CINCINNATI, OH 45263		-				3,318.40
Account No. NACM -HAMPTON ROADS INC 1505 TECHNOLOGY DRIVE SUITE 101 CHESAPEAKE, VA 23320		-				116.00
Account No. NEOPOST MAIL FINANCE 25881 NETWORK PLACE CHICAGO, IL 55133		-				275.71
Subtotal (Total of this page)						3,878.29

Sheet no. 10 of 17 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. NEWPORT NEWS WATERWORKS DEPT. OF UTILITIES PO BOX 979 NEWPORT NEWS, VA 23607		-				699.42
Account No. NTELOS PO BOX 580423 CHARLOTE, NC 28258		-				277.20
Account No. OMG AMERICAS POBOX 6066N cleaveland, oh 44193		-				694.20
Account No. OPTIMA HEALTH po box 791132 baltimore, md 21279		-				3,311.41
Account No. P.T. HUTCHINS, INC. 901 STIMSON AVENUE CITY OF INDUSTR, CA 91746		-				2,291.04
Subtotal (Total of this page)						7,273.27

Sheet no. 11 of 17 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. PAETEC PO BOX 601310 CHARLOTTE, NC 28260-1310	-					498.77
Account No. PAINT SUPPLY CO 2528 WEST PEMBROKE HAMPTON, va 23661	-					976.43
Account No. PENINSULA POLYMERS INC suite 301 88 00 NW 112TH ST KANSAS CITY, MO 54153	-					5,648.00
Account No. PPG Industries, Inc. PO Box 360585 Pittsburgh, PA 15251	-					13,338.45
Account No. Pratt Industries P.O. BOX 933949 atlanta, GA 00093-3949	-					530.67
Subtotal (Total of this page)						20,992.32

Sheet no. 12 of 17 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. PRUDENTIAL PO BOX 101241 ATLANTA, GA 30392	-					233.24
Account No. PUMP & Eour PMEIN'T CO INC PO BOX 524 HANOVER, PA 17331	-					233.61
Account No. Ranbar ELECTRICAL MATERIALS, INC. P.O . BOX 200528 PITTSBURGH, PA 15251	-					6,161.40
Account No. RIVERSIDE PAPER SUPPLY 240 ENTERPRISE DRIVE NEWPORT NEWS, VA 23603	-					173.00
Account No. ROBERT LILES PARKING LOT EQUIPMENT 28 17 ROANOKE LN TYLER, TX 75701	-					645.00
Subtotal (Total of this page)						7,446.25

Sheet no. 13 of 17 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

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

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. SAFETYFIRST 1055 PARSIPPANY BLVD PARSIPPANY, NJ 07054	-					154.00	
Account No. Shaw Industries PO Box 100232 Atlanta, GA 30384	-					8,392.55	
Account No. SPERIAN PROTECTION AMERICAS INC P.O . BOX 414544 BOSTON, MA 02241-4544	-					521.00	
Account No. Spraytech SDS 11-0319 Minneapolis, MN 55486	-					9,450.00	
Account No. STANLEY STEPHENS CO 2565 PEARL BUCK ROAD BRISTOL, PA 19007	-					2,802.31	
Sheet no. <u>14</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	21,319.86

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			A M O U N T O F C L A I M					
		H W J C	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T		U N L I Q U I D A T E D	D I S P U T E D			
Account No. TAILORED CHEMICAL PRODUCTS, INC P.O. BOX 4186 HICKORY, NC 28603	-								8,267.48	
Account No. TIDEWATER FLEET SUPPLY PO BOX 1324 CHESAPEAKE, VA 23327	-								222.64	
Account No. UNITED CONCORDIA PO BOX 827377 PHILADELPHIA PA, PA 19182-7377	-								542.86	
Account No. UNITED PARCEL SERVICE P .O. BOX 7247-0244 PHILIDELPHIA, PA 19170	-								101.71	
Account No. VAL TEST/FLOOD CO 2400 HADDELL RD #370 HOFFMAN EST, IL 60169	-								980.45	
Sheet no. <u>15</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims									Subtotal (Total of this page)	10,115.14

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

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. VAL -TEST/SPRAYTECH, TITAN, TITAN TOOL SOS 11-0319 MINNEAPOLIS, MN 55486-0319	-					18,936.37
Account No. VAL4TEST/LEAKTITE CORP 40 FRANCIS STREET LEOMINSTER, MA 01453	-					3,588.80
Account No. VAN HORN METZ & CO INC c/O DAL, INC PO BOX 162 CLIFTON HEIGHTS, PA 19018	-					7,000.00
Account No. VECTEC 1 UNIVERSITY PL BTC 309 NEWPORT NEWS, VA 23606	-					510.00
Account No. VIRGINIA NATURAL GAS PO BOX 70840 CHARLOTTE, NC 28272	-					361.54
Subtotal (Total of this page)						30,396.71

Sheet no. 16 of 17 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

In re Bennette Paint Manufacturing Company, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. WASTE INDUSTRIES INC PO BOX 580495 CHARLOTTE, NC 28258	-					295.84
Account No. WEILER BRUSH CO LB #2840 PO BOX 8500 PHILADELPHIA, PA 19178	-					432.18
Account No. WHITLOCK BROTHERS INC P O. BOX 12150 NORFOLK, VA 23541	-					180.96
Account No. WOOSTER BRUSH CO PO BOX 6010 WOOSTER, OH 44691-6010	-					2,467.99
Account No. 						
Subtotal (Total of this page)						3,376.97
Total (Report on Summary of Schedules)						424,030.43

Sheet no. 17 of 17 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Bennette Paint Manufacturing Company, Inc.

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, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Citicapital Commercial Leasing 3960 Regent Blvd. Irving, TX 75063	1999 Ford Escape
FIREMAN'S INSURANCE BERKLEY MID-ATLANTIG GROUP LLC PO BOX 580458 CHARLOTTE, NC 28258-0458	Building, Auto & Workers Comp (Executory Contract)
GREAT AMERICA LEASING PO BOX 660831 DALLAS, TX 75266-0831	Copier lease for 5 copiers (Executory Contract)
JANAF 5900 E VIRGINIA BEACH BLVD NORFOLK, VA 23502	Retail store location- already vacated
OPTIMA HEALTH po box 791132 baltimore, md 21279	Employee Health Insurance
Prudential PO Box 101241 Atlanta, GA 30392	Employee Life Insurance

In re Bennette Paint Manufacturing Company, Inc.

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
The Bennette Companies, Inc.	Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374
The Bennette Companies, Inc.	Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374
The Bennette Companies, Inc.	Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374
The Bennette Companies, Inc.	Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374
Tidewater Floors, Inc.	Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374
Tidewater Floors, Inc.	Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374
Tidewater Floors, Inc.	Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374
Tidewater Floors, Inc.	Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374

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_____ continuation sheets attached to Schedule of Codebtors

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

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

In re **Bennette Paint Manufacturing Company, Inc.**
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 & CEO of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 31 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **May 22, 2012**

Signature **/s/ Jeffery P. Nance**
Jeffery P. Nance
President & CEO

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

B7 (Official Form 7) (04/10)

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

In re **Bennette Paint Manufacturing Company, Inc.**

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. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

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

DEFINITIONS

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

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

1. Income from employment or operation of business

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

AMOUNT	SOURCE
\$281,649.00	2012 YTD: Debtor Business Income
\$3,157,309.00	2011: Debtor Business Income
\$2,208,545.00	2010: Debtor Business Income

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
\$0.00	\$ 578,716 Sale of Aberdeen Road location

3. Payments to creditors

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

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

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374		\$578,716.25	\$3,722,324.74
Wells Fargo Commercial loan P.O. Box 740502 Atlanta, GA 30374	5/18/2012 removed funds for payment without authorization	\$35,921.87	\$1,128,834.63

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

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

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

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Janaf Shops v. Bennette Paint Manufacturing	Unlawful Detainer	Norfolk, VA General District Court	Pending hearing 7/18/2012
Shaw Industries v. Bennette Paint Manufacturing	Warrent in Debt	Hampton, VA General District Court	Pending 7/2/2012
Van Horne Metz & Co., Inc. v. Bennette Paint MAnufacturing, Inc.	Warrent in Debt	Hampton, VA General District Court	Pending 6/5/2012
PPG Industries, Inc. dba PPG Architectual Coatings v. Bennette Paint Manufacturing, Inc.	Warrent in Debt	Hamton, VA General Distric Court	Pending 6/5/2012

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

CAPTION OF SUIT AND CASE NUMBER Jachts-Columbia Can, Inc, v. Bennette Paint Manufacturing	NATURE OF PROCEEDING Request for Judgment	COURT OR AGENCY AND LOCATION Superior Court of New Jersey, Law Division, Passaic County	STATUS OR DISPOSITION Pending
--	--	--	--

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

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

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

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
---	--	--------------------------------------

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

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
The McCreedy Law Group, PLLC 413 West York Street Norfolk, VA 23510	Debtor paid attorney a retainer of \$10,000 and the filing fee of \$1046 as of filing of the petition. Additional attorney fee's may be requested for approval by the Court.	\$ 10,000

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
EJM LLC 627 VALLEY FORGE DR Newport News, VA 23602 NONE	02/2012	Sale of store located at 300 Aberdeen Road, Hampton, VA all proceeds were paid to Wells Fargo.

None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
-------------------------------	------------------------	---

11. Closed financial accounts

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

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	------------------------------------

12. Safe deposit boxes

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

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

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
Wells-Fargo c/o Jonathan Hauser	May 17, 2012	35,961

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

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

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

18. Nature, location and name of business

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

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

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

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

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

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

19. Books, records and financial statements

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

NAME AND ADDRESS	DATES SERVICES RENDERED
Joy Bixler McPhillips, Roberts & Dean 1100 Town Point Center Norfolk, VA 23510	2006-present

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

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

NAME ADDRESS

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
Wells Fargo Commercial loan
P.O. Box 740502
Atlanta, GA 30374

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)
03/31/2012	Jeff Nance	\$26,780
12/23/2011	Jeff Nance	\$26,307.89

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
03/31/2012	Marilyn Altemus 401 Industry Dr Hampton, VA 23661
12/23/2011	Jeff Nance 401 Industry Dr Hampton, VA 23661

21. Current Partners, Officers, Directors and Shareholders

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

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

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Jeff Nance 401 Industry Dr Hampton, VA 23661	President/CEO	ESOP

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
Richard Nigrady	Secretary	2/2012
Marilyn Altemus	Treasurer	Resigned 1/1/2012

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)
ESOP	54-0795252

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 May 22, 2012 Signature /s/ Jeffery P. Nance
Jeffery P. Nance
President & CEO

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

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

United States Bankruptcy Court Eastern District of Virginia

In re Bennette Paint Manufacturing Company, Inc. 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:

Table with 3 rows: For legal services, I have agreed to accept \$ 10,000.00; Prior to the filing of this statement I have received \$ 10,000.00; Balance Due \$ 0.00

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

Other (specify) To date, debtor has paid attorney a retainer of \$10,000 plus filing fee of \$1,046. Additional compensation may be requested for approval by the Court.

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

Debtor

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:

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

CERTIFICATION

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

May 22, 2012

Date

/s/ W. Greer McCreedy, II

W. Greer McCreedy, II 27681

Signature of Attorney

The McCreedy LAW Group, PLLC

Name of Law Firm

413 West York Street

Norfolk, VA 23510

757 233-0045 Fax: 757 233-7661

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 Bennete Paint Manufacturing Company, Inc.,
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
The Bennete Paint Mfg. ESOP 401 Industry Drive Hampton, VA 23661			100% (ESOP)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President & CEO 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 22, 2012

Signature /s/ Jeffery P. Nance
Jeffery P. Nance
President & CEO

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

ABSOLUTE BOTTLED WATER CO
851 SEAHAWK CIR
SUITE 107
VIRGINIA BEACH, VA 23452

ACCESS POINT, INC
P O. BOX 751030
CHARLOTTE, NC 28275-1030

ACE UNIFORM OF VIRGINIA
PO BOX 6098
ASHLAND, VA 23005

ADT SECURITY SERVICES
PO BOX 70834
CHARLOTTE, NC 28272

ADVENT LABEL APPLICATOR
6815 E. WASHINGTON BLVD
COMMERCE, CA 90040

ALLIED PRODUCTS INC
6701 MARAVIA PARK DRIVE
BALTIMORE, MD 21237

American Express
PO Box 1270
Newark, NJ 07101

AMERICAN FUNDS
ATTN: FINANCE AND ACCOUNTING
PO BOX BOX 659530
SAN ANTONIO, TX 78265

Bank of America
PO box 15710
Wilmington, DE 19886

BEDFORD PRECISION PARTS CORP
PO BOX 357
BEDFORD HILL, NY

BETTY'S PLUMBING
PO BOX 6479
NEWPORT NEWS, VA 23606

BRENNTAG SPECIALTIES
PO BOX 8500-50510
PHILADELPHIA, PA 19178

BURGESS PIGENTS CO
PO BOX 349
SANDERSVILLE, GA 00031-0832

CARDINAL COLOR INC
56 1ST AVE
PATTERSON, NJ

CHEMSOLV
1140 INDUSTRY AVE SE
PO BOX 13847
ROANOKE, VA 24037

Citicapital Commercial Leasing
3960 Regent Blvd.
Irving, TX 75063

CITY OF HAMPTON
Office of the City Treasurer
1 Franklin Street, Ste 100
HAMPTON, VA 23669

CITY OF NEWPORT NEWS
TREASURER
PO BOX 975
Newport News, VA 23607

COATEX NORTH AMERICA
547 ECOLOGY LANE
CHESTER, SC 29076

COMPLEMENTARY COATINGS CO
D B.A. INSL4X
PO BOX 5421
NEW YORK, NY 10087-5421

COOPER SPONG AND DAVIS
PO BOX 1475
PORTSMOUTH, VA 23705

COUNTY OF HENRICO
DEPARTMENT OF FINANCE
PO BOX 3369
HENRICO, VA 23228

CRP
PO Box 33181
Newark, NJ 07188

DAILY PRESS
PO BOX 79155
PHOENIX, AZ 85062-9155

David Gouger, Esquire
7834 Forest Hill Avenue□□□□
Richmond, VA 23225

David Kessler, Esquire
David Kessler & Assoc., LLC
1373 Broad St
Clifton, NJ 07013

DEGUSSA EVONIK CORP
COLOR TREND USA LLC
PO BOX 731 285
DALLAS, TX 75373-1285

DELTECH RESINS COMPANY
C/O THIBAUT AND WALKER PC
62379 COLLECTIONS CENTER DRIVE
CHICAGO, IL 60693-0623

DH litter
31 Prosepect Ave
Tarrytown, NY 10591

DIAMOND SPRING WATER
PO BOX 38668
RICHMOND, VA 23231

DOMINION AUTO SERVICE
5838 JEFFERSON AVENUE
NEWPORT NEWS, VA 23605

DOMINION VIRGINIA POWER
PO BOX 26543
RICHMOND, VA 23290

Dupont
PO Box 105046
Atlanta, GA 30348

EMPIRE MACHINERY & SUPPLY
1961 DIAMOND SPRINGS ROAD
VIRGINIA BEACH, VA 23455

ESTES EXPRESS LINES
PO BOX 25612
RICHMOND, VA 23260-5612

FEDEX FREIGHT
P.O BOX 223125
PITTSBURGH, pa 15250

FERRELL GAS
PO BOX 173940
DENVER, CO 80217-3940

FIREMAN'S INSURANCE
BERKLEY MID-ATLANTIG GROUP LLC
PO BOX 580458
CHARLOTTE, NC 28258-0458

G.E fleet services
PO BOX 100363
ATLANTA, GA 30384-0363

Graco
91835 Collection Center Drive
Chicago, IL 60693

GREAT AMERICA LEASING
PO BOX 660831
DALLAS, TX 75266-0831

Harry W Gaffney
PO box 700
Hatboro, PA 19040

HRSD
PO BOX 1651
NORFOLK, VA 23501

Inovachem
2894 Los Lomas Place
FALLBROOK, CA 92028

J J HAINES & CO INC
PO BOX 791360
BALTIMORE, MD 21279

Jachts
90 Sixth Avw
Paterson, NJ 07524

JANAF
5900 E VIRGINIA BEACH BLVD
NORFOLK, VA 23502

JONES, BLECHMAN, WOLTZ & KELLY
701 TOWN CENTER DR
SUITE 800
NEWPORT NEWS, VA 23606

KAUFMAN & CANOLES
PO BOX 3037
norfolk, VA 23514

KELLEY TECHNICAL COATINGS
DEPARTMENT 8918
CAROL STREAM, IL 60122

KOHL MARKETING INC
PO BOX 20134
BALTIMORE, MD 21284-0134

KRAFT TOOL CO
PO BOX 860230
SHAWNEE, KS 66286

LANCASTER SCHUERMANN DIST
DEPT 40190
PO BOX 740209
ATLANTA, GA 30374-0209

LANSKO COLORS
1 BLUE HILL PLAZA
PO BOX 1685
PEARL RIVER, NY 10985

LOWES BUSINESS ACCOUNT
PO BOX 530970
ATLANTA, GA 30353

MASTER PAINTERS
2800 INGLETON AVE
BURNABY, BC V5C 6G7

MCCULLOUGH & ASSOCIATES
PO BOX 29803
ATLANTA, GA 30359

MCMASTER CARR SUPPLY CO*'"
PO BOX 7690
CHICAGO, IL 60680-7690

MILITARY ENV/CONST CORP
DBA MEC CORP
1305 LEJEUNE BLVD
JACKSONVILLE, FL 28540

MUTUAL DROP CLOTH DIV
PO BOX 636969
CINCINNATI, OH 45263

NACM -HAMPTON ROADS INC
1505 TECHNOLOGY DRIVE
SUITE 101
CHESAPEAKE, VA 23320

NEOPOST
MAIL FINANCE
25881 NETWORK PLACE
CHICAGO, IL 55133

NEWPORT NEWS
WATERWORKS DEPT. OF UTILITIES
PO BOX 979
NEWPORT NEWS, VA 23607

NTELOS
PO BOX 580423
CHARLOTE, NC 28258

OMG AMERICAS
POBOX 6066N
cleaveland, oh 44193

OPTIMA HEALTH
po box 791132
baltimore, md 21279

P.T. HUTCHINS, INC.
901 STIMSON AVENUE
CITY OF INDUSTR, CA 91746

PAETEC
PO BOX 601310
CHARLOTTE, NC 28260-1310

PAINT SUPPLY CO
2528 WEST PEMBROKE
HAMPTON, va 23661

Pender & Cower
Anne Lahren, Esq
222 Central park Ave, Ste 400
Virginia Beach, VA 23462

PENINSULA POLYMERS INC
suite 301
88 00 NW 112TH ST
KANSAS CITY, MO 54153

PPG Industries, Inc.
PO Box 360585
Pittsburgh, PA 15251

Pratt Industries
P.O. BOX 933949
atlanta, GA 00093-3949

PRUDENTIAL
PO BOX 101241
ATLANTA, GA 30392

PUMP & EOur PMEI\ 'T CO INC
PO BOX 524
HANOVER, PA 17331

Ranbar
ELECTRICAL MATERIALS, INC.
P.O . BOX 200528
PITTSBURGH, PA 15251

RIVERSIDE PAPER SUPPLY
240 ENTERPRISE DRIVE
NEWPORT NEWS, VA 23603

ROBERT LILES
PARKING LOT EQUIPMENT
28 17 ROANOKE LN
TYLER, TX 75701

SAFETYFIRST
1055 PARSIPPANY BLVD
PARSIPPANY, NJ 07054

Shaw Industries
PO Box 100232
Atlanta, GA 30384

SPERIAN PROTECTION
AMERICAS INC
P.O . BOX 414544
BOSTON, MA 02241-4544

Spraytech
SDS 11-0319
Minneapolis, MN 55486

STANLEY STEPHENS CO
2565 PEARL BUCK ROAD
BRISTOL, PA 19007

TAILORED CHEMICAL
PRODUCTS, INC
P.O. BOX 4186
HICKORY, NC 28603

The Bennette Companies, Inc.

TIDEWATER FLEET SUPPLY
PO BOX 1324
CHESAPEAKE, VA 23327

Tidewater Floors, Inc.

Troutman Sanders
Richard Beale, Esq
222 Central Park Ave, Ste 2000
Virginia Beach, VA 23462

UNITED CONCORDIA
PO BOX 827377
PHILADELPHIA PA, PA 19182-7377

UNITED PARCEL SERVICE
P .O. BOX 7247-0244
PHILIDELPHIA, PA 19170

VAL TEST/FLOOD CO
2400 HADDELL RD
#370
HOFFMAN EST, IL 60169

VAL -TEST/SPRAYTECH, TITAN,
TITAN TOOL
SOS 11-0319
MINNEAPOLIS, MN 55486-0319

VAL4TEST/LEAKTITE CORP
40 FRANCIS STREET
LEOMINSTER, MA 01453

VAN HORN METZ & CO INC
c/O DAL, INC
PO BOX 162
CLIFTON HEIGHTS, PA 19018

VECTEC
1 UNIVERSITY PL
BTC 309
NEWPORT NEWS, VA 23606

VIRGINIA DEPT. OF TAXATION
PO BOX 1777
RICHMOND, VA 23218-1777

VIRGINIA NATURAL GAS
PO BOX 70840
CHARLOTTE, NC 28272

WASTE INDUSTRIES INC
PO BOX 580495
CHARLOTTE, NC 28258

WEILER BRUSH CO
LB #2840
PO BOX 8500
PHILADELPHIA, PA 19178

Wells Fargo Commercial loan
P.O. Box 740502
Atlanta, GA 30374

WHITLOCK BROTHERS INC
P O. BOX 12150
NORFOLK, VA 23541

WOOSTER BRUSH CO
PO BOX 6010
WOOSTER, OH 44691-6010

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

In re **Bennette Paint Manufacturing Company, Inc.**

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 **Bennette Paint Manufacturing Company, Inc.** 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:

**The Bennete Paint Mfg. ESOP
401 Industry Drive
Hampton, VA 23661**

None [*Check if applicable*]

May 22, 2012

Date

/s/ W. Greer McCreedy, II

W. Greer McCreedy, II 27681

Signature of Attorney or Litigant

Counsel for **Bennette Paint Manufacturing Company, Inc.**

The McCreedy LAW Group, PLLC

413 West York Street

Norfolk, VA 23510

757 233-0045 Fax:757 233-7661

mlaw230@gmail.com