

B1 (Official Form 1)(04/13)

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): The Phoenix Corporation	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): DBA TPC Glass	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)/Complete EIN (if more than one, state all) 54-2000708	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): 611 Industrial Park Drive Newport News, VA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 23608	ZIP Code
County of Residence or of the Principal Place of Business: Newport News City	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	

Type of Debtor (Form of Organization) (Check one box) <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.)	Nature of Business (Check one box) <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	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <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
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <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.

Filing Fee (Check one box) <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.	Chapter 11 Debtors 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 \$2,490,925 (amount subject to adjustment on 4/01/16 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"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

Estimated Assets

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

Estimated Liabilities

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

THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): The Phoenix Corporation</p>
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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:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<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 with 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):
The Phoenix Corporation

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/ Karen M. Crowley VSB _____
Signature of Attorney for Debtor(s)

Karen M. Crowley VSB #35881 _____
Printed Name of Attorney for Debtor(s)

Crowley, Liberatore, Ryan & Brogan, PC _____
Firm Name

Town Point Center, Suite 300
150 Boush Street
Norfolk, VA 23510

Address

(757) 333-4500 Fax: (757) 333-4501 _____
Telephone Number

April 19, 2013 _____
Date

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

Signature of 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/ Randy D. Pollard _____
Signature of Authorized Individual

Randy D. Pollard _____
Printed Name of Authorized Individual

President _____
Title of Authorized Individual

April 19, 2013 _____
Date

IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
Norfolk Division

In re:	}	
	}	Case No.
The Phoenix Corporation	}	
	}	Chapter 11
	}	
Debtor in Possession	}	

RESOLUTION

Pursuant to Section 13.1-657 and other applicable sections of the Code of Virginia, 1950, as amended, the undersigned, being the sole shareholder of The Phoenix Corporation, a Virginia corporation ("the Corporation"), executes this written consent to the following action taken by him effective on the date given below:

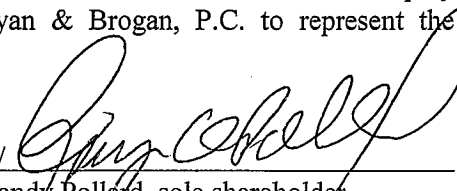
Whereas, it is in the best interest of the Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Randy Pollard is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

Be It Further Resolved, that either Randy Pollard is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case, and

Be It Further Resolved, that Randy Pollard is authorized and directed to employ the law firm of Crowley, Liberatore, Ryan & Brogan, P.C. to represent the Corporation in such bankruptcy case.

Date: March 4, 2013

/s/ 
 Randy Pollard, sole shareholder
 of The Phoenix Corporation

B4 (Official Form 4) (12/07)

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

In re The Phoenix Corporation 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>
Anthem Health Plans of Virginia, Inc. c/o CT Corp. Sys., RA 4701 Cox Road, Suite 301 Glen Allen, VA 23060	Anthem Health Plans of Virginia, Inc. c/o CT Corp. Sys., RA 4701 Cox Road, Suite 301 Glen Allen, VA 23060			18,771.58
Consolidated Systems, Inc. PO Box 751660 Charlotte, NC 28275	Consolidated Systems, Inc. PO Box 751660 Charlotte, NC 28275			36,107.60
CPI Daylighting Inc. RA c/o Josef Vinograd, Reg. Agt 28662 North Ballard Drive Lake Forest, IL 60045	CPI Daylighting Inc. RA c/o Josef Vinograd, Reg. Agt 28662 North Ballard Drive Lake Forest, IL 60045			35,217.00
DAVCON Inc. c/o Donald E. Lee, Reg. Agt 228 N. Lynnhaven Road Virginia Beach, VA 23452	DAVCON Inc. c/o Donald E. Lee, Reg. Agt 228 N. Lynnhaven Road Virginia Beach, VA 23452			139,566.50
Dorma-Carolina DoorControlsInc c/o CT Corporation Sys, RegAgt 4701 Cox Road, Suite 301 Glen Allen, VA 23060	Dorma-Carolina DoorControlsInc c/o CT Corporation Sys, RegAgt 4701 Cox Road, Suite 301 Glen Allen, VA 23060			21,378.20
Hawkins Architectural Products, LLC c/o CT Corp. Sys., RA 4701 Cox Road Ste 301 Glen Allen, VA 23060	Hawkins Architectural Products, LLC c/o CT Corp. Sys., RA 4701 Cox Road Ste 301 Glen Allen, VA 23060			58,331.21
Hiller Systems, Inc. RA c/o National Reg. Agents, Inc. 4701 Cox Road, Ste 301 Glen Allen, VA 23060	Hiller Systems, Inc. RA c/o National Reg. Agents, Inc. 4701 Cox Road, Ste 301 Glen Allen, VA 23060			80,772.00
Hitt Electric Corp.RA c/o David M. Delpierre, RegAgt 150 W Main Street Ste 2100 Norfolk, VA 23510	Hitt Electric Corp.RA c/o David M. Delpierre, RegAgt 150 W Main Street Ste 2100 Norfolk, VA 23510			73,947.48

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

In re **The Phoenix Corporation**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
International Flooring RA c/o Robert McFarland, RegAgt 101 W Main Street Ste 9000 Norfolk, VA 23510	International Flooring RA c/o Robert McFarland, RegAgt 101 W Main Street Ste 9000 Norfolk, VA 23510			61,398.25
Kalwall Corporation RA c/o Corp. Serv. Co., RegAgt 1111 East Main Street, 16th fl Richmond, VA 23219	Kalwall Corporation RA c/o Corp. Serv. Co., RegAgt 1111 East Main Street, 16th fl Richmond, VA 23219			36,178.80
Kenseal Constr. Prods. of MD c/o Corporation Serv. Co. RegA 1111 East Main Street Richmond, VA 23219	Kenseal Constr. Prods. of MD c/o Corporation Serv. Co. RegA 1111 East Main Street Richmond, VA 23219			20,027.62
Mallory Electric Co. RA c/o R.L. Mallory, Reg. Agt 900 Briarfield Road Newport News, VA 23605	Mallory Electric Co. RA c/o R.L. Mallory, Reg. Agt 900 Briarfield Road Newport News, VA 23605			58,812.32
NorthAmericanSpecialtyInsuranc eCompany c/o CT Corp. Sys. RA 4701 Cox Road, Suite 301 Glen Allen, VA 23060	NorthAmericanSpecialtyInsuranc eCompany c/o CT Corp. Sys. RA 4701 Cox Road, Suite 301 Glen Allen, VA 23060		Unliquidated	375,000.00
Old Point National Bank 1 West Mellen Street Hampton, VA 23663	Old Point National Bank 1 West Mellen Street Hampton, VA 23663	Guaranteed bank debt	Contingent	100,000.00
Outland Gray O'Keefe & Hubbard c/o Kevin L Hubbard, Member 709 Greenbrier Pkwy Chesapeake, VA 23320	Outland Gray O'Keefe & Hubbard c/o Kevin L Hubbard, Member 709 Greenbrier Pkwy Chesapeake, VA 23320			18,175.00
Phoenix Consulting c/o G. Douglas Bevelacqua RegA 121 Thomas Cartwright Williamsburg, VA 23185	Phoenix Consulting c/o G. Douglas Bevelacqua RegA 121 Thomas Cartwright Williamsburg, VA 23185			20,700.00
The Hanover Insurance Group Inc c/o CT Corporation Sys Reg Agt 155 Federal Street, Ste 700 Boston, MA 02110	The Hanover Insurance Group Inc c/o CT Corporation Sys Reg Agt 155 Federal Street, Ste 700 Boston, MA 02110		Unliquidated	250,000.00

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

In re **The Phoenix Corporation**
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>
Trulite Glass & Aluminum Solutions LLC c/o CT Corp Sys 4701 Cox Road Ste 301 Glen Allen, VA 23060	Trulite Glass & Aluminum Solutions LLC c/o CT Corp Sys 4701 Cox Road Ste 301 Glen Allen, VA 23060			176,158.38
Trulite Glass & Aluminum Solutions LLC c/o CT Corp Sys 4701 Cox Road Ste 301 Glen Allen, VA 23060	Trulite Glass & Aluminum Solutions LLC c/o CT Corp Sys 4701 Cox Road Ste 301 Glen Allen, VA 23060			19,484.81
Virginia Dept of Taxation (SF) C/o Richard D. Brown, Sec. Fin 1111 East Broad Street Richmond, VA 23219	Virginia Dept of Taxation (SF) C/o Richard D. Brown, Sec. Fin 1111 East Broad Street Richmond, VA 23219			46,476.98

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

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

Date **April 19, 2013**

Signature **/s/ Randy D. Pollard**
Randy D. Pollard
President

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

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

In re **The Phoenix Corporation**,
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	0.00		
B - Personal Property	Yes	8	945,051.17		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	2		403,462.08	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	4		68,779.13	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	22		2,237,178.20	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	2			
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		42			
			945,051.17		
				2,709,419.41	

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

In re **The Phoenix Corporation**,
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 The Phoenix Corporation, 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
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None

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

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re The Phoenix Corporation 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	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Old Point National Bank Acct # xxxx-xx-5001 (approx. amount \$9,000)	-	9,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Security Deposit with Dominion Virginia Power	-	800.00
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 >	9,800.00
			(Total of this page)	

4 continuation sheets attached to the Schedule of Personal Property

In re The Phoenix Corporation, Debtor Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	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.		Accounts Receivable (estimated)	-	827,304.27
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			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **827,304.27**
(Total of this page)

Sheet 1 of 4 continuation sheets attached to the Schedule of Personal Property

In re The Phoenix Corporation, Debtor Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Trailer (acquired 2001)	-	Unknown
		**See Depreciation Schedule Attached		
		Utility Cap for F150 Truck (acquired 2001)	-	Unknown
		**See Depreciation Schedule Attached		
		Utility Trailer 5X10 Ser#62453	-	Unknown
		**See Depreciation Schedule Attached		
		Ford E250 Van (acquired 2006)	-	Unknown
		**See Depreciation Schedule Attached		
		2004 F250	-	Unknown
		**See Depreciation Schedule Attached		
		2006 F150	-	Unknown
		**See Depreciation Schedule Attached		
		2007 F150 Pickup Truck	-	2,419.42
		**See Depreciation Schedule Attached		
		2007 E150 Van	-	2,613.30
		**See Depreciation Schedule Attached		
		Sub-Total >		5,032.72
		(Total of this page)		

Sheet 2 of 4 continuation sheets attached to the Schedule of Personal Property

In re The Phoenix Corporation, Debtor Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Utility Trailer (acquired 2008)	-	617.77
		**See Depreciation Schedule Attached		
		Hudson 5 Ton Trailer	-	1,206.41
		**See Depreciation Schedule Attached		
		2000 Ford F650 XLT Flatbed	-	6,345.21
		**See Depreciation Schedule Attached		
		2009 Ford F150	-	11,425.01
		**See Depreciation Schedule Attached		
		2011 Ford Explorer	-	35,500.05
		**See Depreciation Schedule Attached		
		2011 Ford F150	-	35,075.27
		**See Depreciation Schedule Attached		
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Compaq Computers, Precision Software, Accounting Software, Fax Machine, Printer, LapTop Computers, Computer systems, servers and workstations, Telephone system, Sage Software, Master Builder	-	6,130.48
		**See Depreciation Schedule Attached		
		Office Furniture, Ranger Table, Typewrite, Copy Machine, File Cabinet	-	Unknown
		**See Depreciation Schedule Attached		
29. Machinery, fixtures, equipment, and supplies used in business.		Landscape Trailer, cab, utility trailer, block saws, haulrite trailer, generators, superlift, plate compactor, cutter hand tool, hammer drill & adaptor, trackfast tool, short track, forklift, ladder rack, tractors, metal benders, scissorlift, container	-	6,613.98
		**See Depreciation Schedule Attached		
30. Inventory.	X			
			Sub-Total >	102,914.18
			(Total of this page)	

Sheet 3 of 4 continuation sheets attached to the Schedule of Personal Property

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

In re The Phoenix Corporation, Debtor Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Contracts listed on Schedule G	-	Unknown

Sub-Total >	0.00
(Total of this page)	
Total >	945,051.17

(Report also on Summary of Schedules)

Sheet 4 of 4 continuation sheets attached to the Schedule of Personal Property

**Depreciation Schedule by Category with Disposition
 For the 12 Months Ended 12/31/11**

Asset No.	Asset Description	Date Acquired	Method	Life	Sold?	Cost	Accum Depr 01/01/11	Current Depreciation	Accum Depr 12/31/11
Computer Equipment									
10	Compaq PIII 733 Computer	01/08/01	ST LINE	05/00	N	6,646.41	6,646.41	0.00	6,646.41
11	Timberline Precision Software & H	01/12/01	ST LINE	05/00	N	9,382.52	9,382.52	0.00	9,382.52
12	Peachtree 2000 Accounting Soft	01/01/01	ST LINE	03/00	N	1,999.00	1,999.00	0.00	1,999.00
13	Sharp Fax Machine	04/26/01	ST LINE	07/00	N	1,583.18	1,583.18	0.00	1,583.18
14	Laser Jet Printer	05/11/01	ST LINE	05/00	N	1,463.00	1,463.00	0.00	1,463.00
15	Compaq PIII 800 Computer	08/17/01	ST LINE	05/00	N	1,121.02	1,121.02	0.00	1,121.02
16	LapTop Computer	08/18/01	ST LINE	05/00	N	1,776.47	1,776.47	0.00	1,776.47
19	Auto Cad LT 2002	01/07/02	ST LINE	03/00	N	819.56	819.56	0.00	819.56
20	Computer with printer	03/01/02	ST LINE	03/00	N	3,746.03	3,746.03	0.00	3,746.03
21	Compaq desktop computer	07/31/02	ST LINE	03/00	N	1,807.53	1,807.53	0.00	1,807.53
22	Compaq computer with monitor	11/01/02	ST LINE	03/00	N	2,172.22	2,172.22	0.00	2,172.22
26	Computer System	03/12/03	ST LINE	03/00	N	1,968.74	1,968.74	0.00	1,968.74
27	Computer System	10/01/03	ST LINE	03/00	N	1,939.55	1,939.55	0.00	1,939.55
48	Compaq Computer; 17" Flat Scree	02/20/04	ST LINE	03/00	N	1,975.51	1,975.51	0.00	1,975.51
49	Computer Installation	02/27/04	ST LINE	03/00	N	480.00	480.00	0.00	480.00
50	DVD/CDRW	10/29/04	ST LINE	03/00	N	851.18	851.18	0.00	851.18
51	Computer (purchased from Costc	11/30/04	ST LINE	03/00	N	1,085.90	1,085.90	0.00	1,085.90
56	Computer and Monitor	01/24/05	ST LINE	03/00	N	1,281.89	1,281.89	0.00	1,281.89
57	Computer Equipment Purchased F	05/25/05	ST LINE	03/00	N	944.99	944.99	0.00	944.99
58	Computer Server	09/30/05	ST LINE	03/00	N	6,716.96	6,716.96	0.00	6,716.96
59	Masters Builder- 50% Deposit	12/13/05	ST LINE	03/00	N	2,863.25	2,813.57	0.00	2,813.57
63	Master Builder 50% Remaining Bal	01/01/06	ST LINE	03/00	N	2,888.35	2,888.35	0.00	2,888.35
64	Reception Computer Workstation	02/20/06	ST LINE	03/00	N	863.29	863.29	0.00	863.29
65	Workstation (Bill)	02/28/06	ST LINE	03/00	N	1,254.39	1,254.39	0.00	1,254.39
66	MB - 11 Additional User Licenses	05/10/06	ST LINE	03/00	N	2,369.59	2,369.59	0.00	2,369.59
67	Telephone System	06/16/06	ST LINE	05/00	N	4,841.63	4,401.26	440.37	4,841.63
68	Computer (Dan)	05/31/06	ST LINE	03/00	N	1,428.74	1,428.74	0.00	1,428.74
69	New Computer	07/07/06	ST LINE	03/00	N	1,219.00	1,219.00	0.00	1,219.00
82	Telephone	11/30/07	ST LINE	05/00	N	488.93	301.94	97.79	399.73
83	Add User License for Master Buil	09/18/07	ST LINE	03/00	N	2,835.04	2,835.04	0.00	2,835.04
84	Laptop (Tony)	11/16/07	ST LINE	03/00	N	1,412.21	1,412.21	0.00	1,412.21
85	Credit Card Purchase	11/21/07	ST LINE	05/00	N	1,257.90	783.00	251.58	1,034.58
95	Refurbished Hewlett Parkard Com	05/29/09	ST LINE	03/00	N	725.72	385.73	241.91	627.64
96	HP Compaq Desktop DX 7500	12/31/09	ST LINE	03/00	N	2,577.48	861.51	859.16	1,720.67
97	Laptop (Randy - AMX)	01/14/09	ST LINE	03/00	N	785.09	514.08	261.70	775.78
98	Laptop (Costco)	07/10/09	ST LINE	03/00	N	839.99	414.24	280.00	694.24
104	Sage Software	09/15/10	ST LINE	03/00	N	1,605.14	158.32	535.05	693.37
106	HP Promo 6000 Computer	02/15/11	ST LINE	03/00	N	1,048.46	0.00	306.40	306.40
107	HP ProLiant ML 150 G6 Server	11/30/11	ST LINE	03/00	N	3,094.95	0.00	90.45	90.45
	Subtotal for (Computer Equipment)					84,160.81	74,665.92	3,364.41	78,030.33
	Less Asset Dispositions					0.00			0.00
	Total for (Computer Equipment)					84,160.81	74,665.92	3,364.41	78,030.33

Equipment & Machinery

**Depreciation Schedule by Category with Disposition
For the 12 Months Ended 12/31/11**

Asset No.	Asset Description	Date Acquired	Method	Life	Sold?	Cost	Accum Depr 01/01/11	Current Depreciation	Accum Depr 12/31/11
Equipment & Machinery									
17	Landscape Trailer	07/19/02	ST LINE	05/00	N	640.00	640.00	0.00	640.00
18	6 X 12 cab with options	09/05/02	ST LINE	05/00	N	2,880.00	2,880.00	0.00	2,880.00
28	1999 Utility Trailer	01/12/03	ST LINE	05/00	N	710.59	710.59	0.00	710.59
29	Honda 9 HP Masonry Block Saw	03/26/03	ST LINE	05/00	N	3,126.00	3,126.00	0.00	3,126.00
30	MK 1608 H Standard Walk Behind	04/04/03	ST LINE	05/00	N	2,198.00	2,198.00	0.00	2,198.00
31	Max - 1 Mum XL Commerical Bend	05/22/03	ST LINE	05/00	N	2,398.79	2,398.79	0.00	2,398.79
32	Haulrite Trailer	10/06/03	ST LINE	05/00	N	1,301.00	1,301.00	0.00	1,301.00
33	7000 EXI Generator	09/17/03	ST LINE	05/00	N	1,148.46	1,148.46	0.00	1,148.46
38	14" Gas Cut Off Saw	03/19/04	ST LINE	03/00	N	1,029.17	1,029.17	0.00	1,029.17
39	Genie SLC18 Superlift	05/18/04	ST LINE	03/00	N	1,873.69	1,873.69	0.00	1,873.69
40	Plate Compactor	09/10/04	ST LINE	03/00	N	1,831.45	1,831.45	0.00	1,831.45
41	Craft Forklift	11/03/04	ST LINE	03/00	N	3,000.00	3,000.00	0.00	3,000.00
42	14" Power Cutter Hand Tool	12/30/04	ST LINE	03/00	N	867.00	867.00	0.00	867.00
43	Rotary Hammer Drill & Adaptor	12/31/04	ST LINE	03/00	N	861.00	861.00	0.00	861.00
52	TrackFast Tool	01/06/05	ST LINE	05/00	N	739.20	739.20	0.00	739.20
53	Kawasaki Generator	01/31/05	ST LINE	05/00	N	2,268.95	2,268.95	0.00	2,268.95
54	Trak-it Tool Short Track	01/31/05	ST LINE	05/00	N	799.26	799.26	0.00	799.26
55	Hyster Model H40XI Forklift	07/14/05	ST LINE	05/00	N	4,200.00	4,200.00	0.00	4,200.00
60	Ladder Rack	04/18/05	ST LINE	05/00	N	1,128.50	1,128.50	0.00	1,128.50
61	Generator	01/05/06	ST LINE	03/00	N	1,049.99	1,049.99	0.00	1,049.99
62	Tractor	04/13/06	ST LINE	03/00	N	2,748.90	2,748.90	0.00	2,748.90
80	Tractor	05/07/07	ST LINE	05/00	N	13,650.00	9,977.59	2,730.00	12,707.59
81	Peddinghaus Metal Bender	02/06/07	ST LINE	05/00	N	4,200.00	3,277.15	840.00	4,117.15
88	20' container	03/28/08	ST LINE	03/00	N	1,417.50	1,305.18	112.32	1,417.50
89	19' Electric Scissorlift	06/25/08	ST LINE	03/00	N	2,940.00	2,468.74	471.26	2,940.00
93	8000W Generator	01/27/09	ST LINE	03/00	N	1,258.95	809.41	419.65	1,229.06
94	20' Container	06/11/09	ST LINE	03/00	N	1,350.00	701.51	450.00	1,151.51
103	Honda Generator 6500W	11/10/10	ST LINE	07/00	N	2,833.95	57.68	404.85	462.53
105	TE 3000-AVR Performance Pkg w	08/03/11	ST LINE	03/00	N	2,460.53	0.00	339.31	339.31
108	8000 Watt PPG Generator	01/25/11	ST LINE	03/00	N	1,259.99	0.00	392.38	392.38
	Subtotal for (Equipment & Machinery)					68,170.87	55,397.21	6,159.77	61,556.98
	Less Asset Dispositions					0.00			0.00
	Total for (Equipment & Machinery)					68,170.87	55,397.21	6,159.77	61,556.98

Furniture and Fixtures									
1	Office Furniture	12/01/00	ST LINE	07/00	N	982.23	982.23	0.00	982.23
2	Ranger Table	01/29/01	ST LINE	07/00	N	674.03	674.03	0.00	674.03
3	Typerwriter	01/01/01	ST LINE	05/00	N	469.21	469.21	0.00	469.21
4	Toshiba Digital Copy Machine	02/07/01	ST LINE	05/00	N	8,628.00	8,628.00	0.00	8,628.00
5	Office Furniture	08/01/01	ST LINE	07/00	N	407.51	407.51	0.00	407.51
6	Office Furniture	08/01/01	ST LINE	07/00	N	480.68	480.68	0.00	480.68
34	Hon 700 Series Lateral File Cabin	01/06/03	ST LINE	07/00	N	679.24	679.24	0.00	679.24

**Depreciation Schedule by Category with Disposition
 For the 12 Months Ended 12/31/11**

Asset No.	Asset Description	Date Acquired	Method	Life	Sold?	Cost	Accum Depr 01/01/11	Current Depreciation	Accum Depr 12/31/11
Furniture and Fixtures									
	Subtotal for (Furniture and Fixtures)					12,320.90	12,320.90	0.00	12,320.90
	Less Asset Dispositions					0.00			0.00
	Total for (Furniture and Fixtures)					12,320.90	12,320.90	0.00	12,320.90
Vehicles									
7	Trailer	09/29/01	ST LINE	05/00	N	864.00	864.00	0.00	864.00
8	Utility Cap for F150 Truck	12/19/01	ST LINE	05/00	N	1,138.01	1,138.01	0.00	1,138.01
9	2001 Ford F150 Truck	06/20/01	ST LINE	05/00	NS	18,306.62	18,306.62	0.00	18,306.62
25	2002 Ford Truck	05/10/02	ST LINE	05/00	NS	25,777.30	25,777.30	0.00	25,777.30
35	1998 Ford Ranger Pickup	03/12/03	ST LINE	05/00	NS	6,800.00	6,800.00	0.00	6,800.00
36	Utility Trailer 5X10 Ser#62453	09/03/03	ST LINE	05/00	N	640.00	640.00	0.00	640.00
37	1994 GMC Sonoma Pickup	11/13/03	ST LINE	05/00	NS	2,000.00	2,000.00	0.00	2,000.00
44	1994 Ford Explorer	01/29/04	ST LINE	03/00	NS	5,600.00	5,600.00	0.00	5,600.00
45	1999 Ford Truck	05/04/04	ST LINE	03/00	NS	8,000.00	8,000.00	0.00	8,000.00
46	1995 Nissan Pathfinder	08/04/04	ST LINE	03/00	NS	5,000.00	5,000.00	0.00	5,000.00
47	1999 Chevrolet Van	09/02/04	ST LINE	03/00	NS	4,500.00	4,500.00	0.00	4,500.00
70	Ford E250 Van	01/26/06	ST LINE	05/00	N	23,587.10	23,263.99	323.11	23,587.10
71	1992 Ford F150 (Purchase from R	08/29/06	ST LINE	03/00	NS	3,800.00	3,800.00	0.00	3,800.00
72	2004 F250	03/07/06	ST LINE	05/00	N	22,763.47	21,952.70	810.77	22,763.47
74	2006 F150	08/16/06	ST LINE	05/00	N	20,381.03	17,845.98	2,535.05	20,381.03
75	GMC Sierra	01/01/07	ST LINE	05/00	NS	20,915.75	16,732.60	4,183.15	20,915.75
76	2004 Nissan Pickup Truck	07/24/07	ST LINE	05/00	NS	13,907.62	9,571.48	2,781.52	12,353.00
77	2007 F150 Pickup Truck	05/02/07	ST LINE	05/00	N	36,491.44	26,773.73	7,298.29	34,072.02
78	2005 Toyota Tundra	11/16/07	ST LINE	05/00	NS	20,179.47	12,616.30	4,035.89	16,652.19
79	2007 E150 Van	07/27/07	ST LINE	05/00	N	23,040.08	15,818.76	4,608.02	20,426.78
86	Utility Trailer	01/22/08	ST LINE	05/00	N	2,921.25	1,719.23	584.25	2,303.48
87	2008 Toyota Tundra	04/04/08	ST LINE	05/00	NS	33,833.11	18,561.99	6,766.62	25,328.61
90	2004 Ford E350 Van	09/23/08	ST LINE	05/00	NS	15,000.00	6,819.67	3,000.00	9,819.67
91	Hudson 5 Ton Trailer	10/03/08	ST LINE	05/00	N	3,438.84	1,544.86	687.77	2,232.43
92	1993 Ford Pick Up Truck	06/27/08	ST LINE	03/00	NS	3,650.00	3,058.29	591.71	3,650.00
99	2000 Ford F650 XLT Flatbed	02/12/09	ST LINE	05/00	N	15,000.00	5,654.79	3,000.00	8,654.79
100	2005 Ford F150	06/11/09	ST LINE	05/00	NS	9,275.00	2,891.77	1,855.00	4,746.77
101	2004 Toyota Highlander	12/03/09	ST LINE	05/00	NS	7,750.00	1,673.15	1,550.00	3,223.15
102	2009 Ford F150	04/09/09	ST LINE	05/00	N	25,181.92	8,720.53	5,036.38	13,756.91
109	2011 Ford Explorer	07/21/11	ST LINE	05/00	N	39,005.17	0.00	3,505.12	3,505.12
110	2011 Ford F150	03/24/11	ST LINE	05/00	N	41,512.56	0.00	6,437.29	6,437.29
	Subtotal for (Vehicles)					460,259.74	277,645.55	59,589.94	337,235.49
	Less Asset Dispositions					0.00			0.00
	Total for (Vehicles)					460,259.74	277,645.55	59,589.94	337,235.49
	Client Subtotal Before Dispositions					624,912.32	420,029.58	69,114.12	489,143.70
	Less Asset Dispositions					0.00			0.00
	Total					624,912.32	420,029.58	69,114.12	489,143.70

S = Sold

B6C (Official Form 6C) (4/13)

In re The Phoenix Corporation, Case No. _____
Debtor

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

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

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

Check if debtor claims a homestead exemption that exceeds \$155,675. (Amount subject to adjustment on 4/1/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.)

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
-------------------------	--------------------------------------	----------------------------	---

NONE.

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

In re The Phoenix Corporation Case No. _____
Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No.		2011 Ford Explorer							
FORD MOTOR CREDIT COMPANY LLC c/o CT Corporation Sys, RA 4701 COX RD STE 301 Glen Allen, VA 23060	-								
		Value \$	35,500.05				31,511.89	0.00	
Account No.		2011 Ford F150							
FORD MOTOR CREDIT COMPANY LLC c/o CT Corporation Sys, RA 4701 COX RD STE 301 Glen Allen, VA 23060	-								
		Value \$	35,075.27				29,395.43	0.00	
Account No.		Accounts Receivable (estimated)							
Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346	-								
		Value \$	827,304.27				332,494.76	0.00	
Account No.		Representing: Internal Revenue Service							
IRS Atty General of US US Dept of Justice 950 Pennsylvania Ave NW Washington, DC 20530-0001							Notice Only		
		Value \$							
Subtotal								393,402.08	0.00
(Total of this page)									

1 continuation sheets attached

In re The Phoenix Corporation
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	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H	W					
Account No.								
IRS US Atty Civil Process Clrk 8006 World Trade Center 101 W. Main Street Norfolk, VA 23510							Notice Only	
Value \$								
Account No.								
NorthAmericanSpecialtyInsuranc eCompany c/o CT Corp. Sys. RA 4701 Cox Road, Suite 301 Glen Allen, VA 23060	X	-					Unknown	Unknown
Value \$								0.00
Account No.								
The Hanover Insurance Group Inc c/o CT Corporation Sys Reg Agt 155 Federal Street, Ste 700 Boston, MA 02110	X	-					Unknown	Unknown
Value \$								0.00
Account No.								
Wells Fargo Equipment Finance Manufacturer Services Group P.O. Box 7777 San Francisco, CA 94120-7777							10,060.00	0.00
Value \$								12,500.00
Account No.								
Wells Fargo, CEO John G. Stumpf, President 420 Montgomery St. San Francisco, CA 94104							Notice Only	
Value \$								
Subtotal (Total of this page)							10,060.00	0.00
Total (Report on Summary of Schedules)							403,462.08	0.00

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

In re The Phoenix Corporation 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 \$12,475* 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 \$6,150* 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 \$2,775* 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 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/13) - Cont.

In re The Phoenix Corporation
Debtor

Case No. _____

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

Domestic Support Obligations

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
Treasurer of Virginia Division of Child Support PO box 570 Richmond, VA 23218		-					0.00	0.00
Account No.								
Treasurer of VA DCSE c/o Margaret Schultze Act. Com 801 E. Main Street Richmond, VA 23219			Representing: Treasurer of Virginia				Notice Only	
Account No.								
Account No.								
Account No.								
Subtotal							0.00	0.00
(Total of this page)							0.00	0.00

Sheet 1 of 3 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re The Phoenix Corporation
Debtor

Case No. _____

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
								AMOUNT ENTITLED TO PRIORITY	
Account No. City of Newport News Tres. RA c/o Office of the City Atty 2400 Washington Avenue Newport News, VA 23607		-					13,956.42	13,956.42	0.00
Account No. City of Newport News Marty G. Eubank, Treasurer P.O. Box 975 Newport News, VA 23607-0975			Representing: City of Newport News Tres. RA				Notice Only		
Account No. United States Treasury PO Box 804521 Cincinnati, OH 45280-4521		-					1,446.73	1,446.73	0.00
Account No. Virginia Dept of Taxation (SF) C/o Richard D. Brown, Sec. Fin 1111 East Broad Street Richmond, VA 23219		-					46,476.98	46,476.98	0.00
Account No. Virginia Dept of Taxation PO Box 27264 Richmond, VA 23261-7264			Representing: Virginia Dept of Taxation (SF)				Notice Only		
Subtotal (Total of this page)							61,880.13	61,880.13	0.00

Sheet 2 of 3 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re The Phoenix Corporation
Debtor

Case No. _____

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

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
Virginia Dept. of Taxation, RA c/o Taxing Auth. Consl. Serv. Post Office Box 1270 Midlothian, VA 23113			Representing: Virginia Dept of Taxation (SF)				Notice Only	
Account No.								
Virginia Employment Commission PO Box 1358 Richmond, VA 23218-1358		-					6,899.00	0.00
Account No.								
Virginia Employment Commission John R. Broadway, Commissioner 703 E. Main Street Richmond, VA 23219			Representing: Virginia Employment Commission				Notice Only	
Account No.								
Account No.								

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

Subtotal
(Total of this page)

0.00
6,899.00

Total
(Report on Summary of Schedules)

61,880.13
68,779.13

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

In re The Phoenix Corporation 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.)	Husband, Wife, Joint, or Community				CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
	C O D E B T O R	H	W	J				
Account No.								
A & E Supply Company c/o Bryan Hannum, Reg. Agent 100 Aragona Blvd. Suite 103 Virginia Beach, VA 23462		-						1,034.88
Account No.								
Aalpha Forming Systems RA c/o Thomas S. Word, Reg. Agt 1802 Bayberry Court, Suite 410 Richmond, VA 23226		-						485.46
Account No.								
Advanced Epoxy Floors, Inc. RA c/o Steven G. Owen, Reg. Agent 2521 North Landing Rd, Ste 200 Virginia Beach, VA 23456		-						275.85
Account No.								
Aflac Benefits Solutions, Inc. c/o Corporation Serv., Reg. Ag 1111 E. Main Street, 16th Fl Richmond, VA 23219		-						1,661.14
Subtotal (Total of this page)								3,457.33

21 continuation sheets attached

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

In re The Phoenix Corporation, Debtor Case No. _____

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 U 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. Ahern Rentals, Inc. c/o CT Corp. Sys. RA 4701 Cox Road, Ste 301 Glen Allen, VA 23060	-						459.43
Account No. Al Collie 12601 Third Branch Ct. Chesterfield, VA 23832	-						1,700.00
Account No. Allied Trailer Sales & Rentals c/o WSG Serv. PLLC, Reg. Agent 10521 Judicial Dr. Ste 204 Fairfax, VA 22030	-						138.00
Account No. Ameritas Life Insurance Group c/o CT Corp. Serv. Sys., RA 4701 Cox Road, Suite 301 Glen Allen, VA 23060	-						1,902.91
Account No. Anthem Health Plans of Virgini a, Inc. c/o CT Corp. Sys., RA 4701 Cox Road, Suite 301 Glen Allen, VA 23060	-						18,771.58
Subtotal (Total of this page)							22,971.92
Sheet no. <u>1</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							

In re The Phoenix Corporation, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D I S P U T E D	A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. Area Equipment Rentals & Sales c/o Robert M. Reed, Reg. Agent 555 Main Street 14th fl Norfolk, VA 23510	-				585.45
Account No. Barranger & Company, Inc. c/o Christi W Barranger RegAgt 19 Runswick Drive Henrico, VA 23238	-				3,732.45
Account No. Bennett Air Conditioning c/o Deborah A. Bennett, RegAgt 1384 Big Bethel Road Hampton, VA 23666	-				4,462.50
Account No. BonSecours Occumed RA c/o Michael Goodman, RegAgt 4501 Highwoods Pkwy Ste 210 Glen Allen, VA 23060	-				400.00
Account No. Branch Sealants c/o Eli Branch, SoleProprietor 103 Northampton Drive Hampton, VA 23666	-				1,744.00
Sheet no. <u>2</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	10,924.40

In re The Phoenix Corporation, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D I S P U T E D	A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. C.R. Laurence RA c/o LLOYD W TALBERT Reg. Agent 2503 E Vernon Avenue Los Angeles, CA 90058	-				6,680.34
Account No. Carr Electrical Technology RA c/o Matt Peterson, RegAgt 497 Muller Lane Newport News, VA 23606	-				7,817.14
Account No. Cherry, Bekaert & Holland MP c/o Howard J. Kies, Firm MP 200 S. 10th Street, Ste 900 Richmond, VA 23219	-				2,900.00
Account No. Clean Air Products RA c/o Kevin Weist, Reg. Agt 8605 Wyoming Avenue N Minneapolis, MN 55445	-				9,000.00
Account No. Colony Tire Corporation RA c/o Joshua Pretlow Jr., RegAgt 200 N Main Street Suffolk, VA 23434	-				1,880.85
Sheet no. <u>3</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	28,278.33

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

In re The Phoenix Corporation, Debtor Case No. _____

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. Commonwealth Epoxy Coatings RA c/o Raymond Shuttle, Reg. Agt 701 Town Center Dr. Ste 800 Newport News, VA 23606	-						6,100.00
Account No. Consolidated Systems, Inc. PO Box 751660 Charlotte, NC 28275	-						36,107.60
Account No. CPI Daylighting Inc. RA c/o Josef Vinograd, Reg. Agt 28662 North Ballard Drive Lake Forest, IL 60045	-						35,217.00
Account No. Creasy & Whiteed RA c/o W. Chapman Goodwin, RegAgt 9 Court Square Staunton, VA 24401	-						10,274.95
Account No. Crossroads Trailer Rental RA c/o Fred J. Bernhardt, Reg.Agt 1900 OneJamesCtr 901 E Cary St Richmond, VA 23219	-						745.04
Sheet no. <u>4</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	88,444.59

In re The Phoenix Corporation, 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.						
CTI Consultants Inc. RA c/o Andrew W. White, Reg. Agt 951 E Byrd Street 8th fl Richmond, VA 23219	-					1,430.15
Account No.						
DAVCON Inc. c/o Donald E. Lee, Reg. Agt 228 N. Lynnhaven Road Virginia Beach, VA 23452	-					139,566.50
Account No.						
Diamond Equipment Contr. RA c/o John E. Moorefield, RegAgt 3023 Bray Road Virginia Beach, VA 23452	-					562.50
Account No.						
Domestic Fuels c/o David Y. Faggert, RegAgt 222 Central Park Ave Ste 1300 Virginia Beach, VA 23462	-					698.20
Account No.						
Dorma-Carolina DoorControlsInc c/o CT Corporation Sys, RegAgt 4701 Cox Road, Suite 301 Glen Allen, VA 23060	-					21,378.20
Subtotal (Total of this page)						163,635.55

Sheet no. 5 of 21 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

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

In re The Phoenix Corporation, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D I S P U T E D	A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. East Coast Labor Force RA c/o J Jeffrey Tinkham RegAgt 500 E Main Street Ste 405 Norfolk, VA 23510	-				5,955.00
Account No. Eck Supply Company c/o Thamer E. Temple, RegAgt 1111 E Main Street, 16th fl Richmond, VA 23219	-				7,411.25
Account No. ECS Mid-Atlantic LLC c/o James A Eckert, RegAgt 14026 Thunderbolt PI Ste 100 Chantilly, VA 20151	-				1,401.20
Account No. EFCO Corporation -Virginia c/o CT Corp. Sys., Reg. Agt 4701 Cox Road Suite 301 Glen Allen, VA 23060	-				5,918.50
Account No. Event Staffing, Inc. RA c/o VB Business Services LLC 500 World Trade Center Norfolk, VA 23510	-				1,421.25
Sheet no. <u>6</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	22,107.20

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

In re The Phoenix Corporation, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D I S P U T E D	A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. Fastenal Company RA c/o CT Corporation Sys. RegAgt 4701 Cox Road Suite 301 Glen Allen, VA 23060	-				4,544.04
Account No. Faulkner & Flynn, Inc. RA c/o George A. Steadman, III One S. Jefferson Street Roanoke, VA 24011	-				3,200.00
Account No. G. Douglas Bevelacqua 121 Thomas Cartwright Williamsburg, VA 23185	-				300,000.00
Account No. G.J. Baker DraftingServicesLLC c/o National Reg. Agents RegAg 4701 Cox Road Suite 301 Glen Allen, VA 23060	-				698.00
Account No. Gaston & Wyatt, Inc. RA c/o Francis McQ Lawrence 416 Park Street Charlottesville, VA 22902	-				Unknown
Sheet no. <u>7</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	308,442.04

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

In re The Phoenix Corporation, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D I S P U T E D	A M O U N T O F C L A I M	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.			
Account No. Glass Dynamics, Inc.RA c/o Philip G. Gardner, Reg. Ag 231 E. Church Street Martinsville, VA 24112	-				6,269.40	
Account No. Hackworth Reprographics RA c/oBasnightKinserTelfeyan RegA 308 Cedar Lakes Drive Chesapeake, VA 23322	-				602.76	
Account No. Hampton Rds Fastener&Constr.RA c/o Gregory Montero, Reg. Agt 575 Lynnhaven Pkwy Ste 200 Virginia Beach, VA 23452	-				4,651.12	
Account No. Hampton Rubber Company RA c/o G. W. Birkhead 500 World Trade Center Norfolk, VA 23510	-				4,152.90	
Account No. Harleysville Life Insurance Co c/o National Reg. Agts 4701 Cox Road Ste 301 Glen Allen, VA 23060	-				234.00	
Sheet no. <u>8</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	15,910.18

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

In re The Phoenix Corporation, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D I S P U T E D	A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. Hawkins Architectural Products , LLC c/o CT Corp. Sys., RA 4701 Cox Road Ste 301 Glen Allen, VA 23060	-				58,331.21
Account No. Hiller Systems, Inc. RA c/o National Reg. Agents, Inc. 4701 Cox Road, Ste 301 Glen Allen, VA 23060	-				80,772.00
Account No. Hilti, Inc. RA c/o CT Corporation Sys. RegAgt 4701 Cox Road, Suite 301 Glen Allen, VA 23060	-				2,496.22
Account No. Hitt Electric Corp. RA c/o David M. Delpierre, RegAgt 150 W Main Street Ste 2100 Norfolk, VA 23510	-				73,947.48
Account No. Home Depot U.S.A., Inc., RA c/o Corp. Service Co., BOA Ctr 1111 E. Main Street, 16th Fl Richmond, VA 23219	-				Unknown
Sheet no. <u>9</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page) 215,546.91

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

In re The Phoenix Corporation, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. International Flooring RA c/o Robert McFarland, RegAgt 101 W Main Street Ste 9000 Norfolk, VA 23510	-						61,398.25	
Account No. Jett & Company RA c/o Page A. Jett, RegAgt 260 Picketts Line Newport News, VA 23603	-						4,326.21	
Account No. JTM Inc. RA c/o Michael B. Ware, RegAgt 4000 George WashingtonMem.Hghy Yorktown, VA 23692	-						2,375.00	
Account No. K Plus Caulking RA c/o Daniel Weckstein, RegAgt 500 World Trade Center Norfolk, VA 23510	-						2,531.56	
Account No. Kalwall Corporation RA c/o Corp. Serv. Co., RegAgt 1111 East Main Street, 16th fl Richmond, VA 23219	-						36,178.80	
Sheet no. <u>10</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	106,809.82

In re The Phoenix Corporation, Debtor Case No. _____

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 U 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. Kawneer Company, Inc. RA c/o CT Corporation Sys RegAgt 4701 Cox Road Suite 301 Glen Allen, VA 23060	-						11,481.00
Account No. Kempsville BuildingMaterial RA c/o Scott Gandy 3300 Business Center Drive Chesapeake, VA 23323	-						7,849.82
Account No. Kenseal Constr. Prods. of MD c/o Corporation Serv. Co. RegA 1111 East Main Street Richmond, VA 23219	-						20,027.62
Account No. Kentek Corporation c/o Orr and Reno, PA RegAgt 1 Eagle Square Concord, NH 03301	-						8,874.82
Account No. Ladybug Concrete SpecialtiesRA c/o Henry L. Sadler 6330 Newtown Road, Ste 530 Norfolk, VA 23502	-						300.00
Sheet no. <u>11</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	48,533.26

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

In re The Phoenix Corporation, Debtor Case No. _____

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.							
Lowe's Home Centers, Inc. RA c/o Corp. Serv. Co., Reg. Agen 1111 East Main Street, 16th fl Richmond, VA 23219	-					3,685.52	
Account No.							
Mallory Electric Co. RA c/o R.L. Mallory, Reg. Agt 900 Briarfield Road Newport News, VA 23605	-					58,812.32	
Account No.							
Midwest Wholesale Hardware RA c/o National Reg. Agents, RegA 4701 Cox Road Ste 301 Glen Allen, VA 23060	-					17,487.95	
Account No.							
Neff Rental Operating LLC c/o CT Corporation Sys. RA 4701 Cox Road Ste 301 Glen Allen, VA 23060	-					8,935.24	
Account No.							
Newport News Waterworks PO Box 979 Newport News, VA 23607	-					97.14	
Sheet no. <u>12</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	89,018.17

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

In re The Phoenix Corporation, Debtor Case No. _____

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. Newport News Waterworks CA c/o Office of the City Atty 2400 Washington Avenue Newport News, VA 23607							Notice Only
Account No. NorthAmericanSpecialtyInsuranc eCompany c/o CT Corp. Sys. RA 4701 Cox Road, Suite 301 Glen Allen, VA 23060		-			X		375,000.00
Account No. OCE Imagistics, Inc. RA c/o Corporation Serv. Co. RegA 1111 East Main Street 16th fl Richmond, VA 23219		-					764.57
Account No. Old Point National Bank 1 West Mellen Street Hampton, VA 23663	X	-	Guaranteed bank debt		X		100,000.00
Account No. ONYX Audio Visual, RA c/o Brian C. Purcell, Reg. Agt 222 Central Park Ave Ste 1500 Virginia Beach, VA 23462		-					1,083.21
Sheet no. <u>13</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	476,847.78

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

In re The Phoenix Corporation, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.								
Outland Gray O'Keefe & Hubbard c/o Kevin L Hubbard, Member 709 Greenbrier Pkwy Chesapeake, VA 23320	-						18,175.00	
Account No.								
Patrick Electric Corp. RA c/o Chris Patrick, RegAgt 6711 Holly Springs Drive Gloucester, VA 23061	-						14,844.31	
Account No.								
Peninsula Roofing Co. Inc. RA c/o James C. Smith, Reg Agt 101 Mill Road Ste B Yorktown, VA 23693	-						14,300.16	
Account No.								
Phoenix Consulting c/o G. Douglas Bevelacqua RegA 121 Thomas Cartwright Williamsburg, VA 23185	-						20,700.00	
Account No.								
Phoenix Property Management RA c/o David A. Hearne, Reg. Agt 709 Greenbrier Pkwy POBox 2250 Chesapeake, VA 23327	-						7,500.00	
Sheet no. <u>14</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	75,519.47

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

In re The Phoenix Corporation, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Plumb Crazy Plumbing Co. Owner Attn: Kevin P. Correll, Owner P.O. Box 342 White Marsh, VA 23183	-						6,585.00	
Account No. Professional Landscapes of VA c/o Ann K. Sullivan, Reg. Agt 150 W. Main Street, Ste 1500 Norfolk, VA 23510	-						188.30	
Account No. Quaker Windows & Doors VP c/o Michael Knoll, Exec. VP 504 S. Hwy 63, PO Box 128 Freeburg, MO 65035	-						14,924.46	
Account No. Rexel USA CEO c/o Jeremy de Brabant, CEO 14951 Dallas Parkway Dallas, TX 75254	-						2,123.11	
Account No. RPC Industries RA c/o L. Laughton Cockrell RegAg 705 Industry Drive Hampton, VA 23661	-						12,000.00	
Sheet no. <u>15</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	35,820.87

In re The Phoenix Corporation, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D I S P U T E D	A M O U N T O F C L A I M
		H W	J C		
Account No. Safti-First CEO c/o William O'Keeffe, CEO 325 Newhall Street San Francisco, CA 94124	-				4,000.00
Account No. Sage CRE Forms RA c/o J. Terrence Bittner RegAg 4949 SW Meadows Rd, Ste 260 Lake Oswego, OR 97035	-				655.09
Account No. Sage Software, Inc. RA c/o Corp. Serv. Co., Reg. Agt 1111 East Main Street, 16th Fl Richmond, VA 23219	-				2,475.38
Account No. Saunders Contracting Services c/o Angela S. Cutler, Reg. Agt 210 Challenger Way Hampton, VA 23666	-				2,826.13
Account No. SimplexGrinnell LP RA c/o CT Corporation Sys., RegAg 4701 Cox Road Ste 301 Glen Allen, VA 23060	-				9,430.79
Subtotal (Total of this page)					19,387.39

Sheet no. 16 of 21 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

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

In re The Phoenix Corporation, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D I S P U T E D	A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. Sinclair Pratt Cameron, RA c/o W. Carter Sinclair, RegAgt 1630 Donna Drive #103 Virginia Beach, VA 23451	-				675.00
Account No. Smith Electric RA c/o Mark E Smith, RegAgt 222 Richland Drive Newport News, VA 23608	-				4,388.52
Account No. Sparks@Play LLC RA c/o Corporation Serv. Co. RegA 1111 East Main Street, 16th fl Richmond, VA 23219	-				1,834.35
Account No. Spivey Disposal RA c/o South T. Patterson, RegAgt 12350 Jefferson Avenue Ste 300 Newport News, VA 23602	-				2,848.38
Account No. Statewide Fire Protection RA c/o Nancy Williams, Reg. Agent 493 Mclaws Cir. Suite 2 Williamsburg, VA 23185	-				767.55
Sheet no. <u>17</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	10,513.80

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

In re The Phoenix Corporation, Debtor Case No. _____

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. Sunbelt Rentals CEO c/o Brendan Horgan, CEO 2341 Deerfield Drive Fort Mill, SC 29715	-						17,338.23	
Account No. Texaco Xpress Lube/Ampersand c/o Stephen J. Chaplin, RegAgt 3017 Oakley Hall Road Portsmouth, VA 23703	-						844.29	
Account No. The Hanover Insurance Group Inc c/o CT Corporation Sys Reg Agt 155 Federal Street, Ste 700 Boston, MA 02110	-				X		250,000.00	
Account No. The Sherwin Williams Co. RA c/o Corporation Serv. Co, RegA 1111 East Main Street, 16th Fl Richmond, VA 23219	-						1,768.07	
Account No. ThyssenKrupp Materials, NA c/o Corp. Serv. Co., RegAgt 1111 East Main Street, 16th fl Richmond, VA 23219	-						908.09	
Sheet no. <u>18</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	270,858.68

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

In re The Phoenix Corporation, Debtor Case No. _____

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. Trulite Glass & Aluminum Solutions LLC c/o CT Corp Sys 4701 Cox Road Ste 301 Glen Allen, VA 23060	-						176,158.38
Account No. Trulite Glass & Aluminum Solutions LLC c/o CT Corp Sys 4701 Cox Road Ste 301 Glen Allen, VA 23060	-						19,484.81
Account No. United Concordia Companies Inc c/o CT Corp. Sys., RegAgt 4701 Cox Road Ste 301 Glen Allen, VA 23060	-						896.12
Account No. United Pest Control RA c/o Andrew M. Franck, RegAgt 1177 Jamestown Road Williamsburg, VA 23185	-						761.00
Account No. Violating Processing Ctr VDoT c/o Gregory Whirley TransComm 1401 E. Broad Street Richmond, VA 23219	-						68.50
Sheet no. <u>19</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	197,368.81

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

In re The Phoenix Corporation, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Violation Processing Center PO Box 1234 Clifton Forge, VA 24422							Notice Only	
Account No. Virginia Equipment Rental RA c/o Robert G. Byrum, RegAgt 2145 Old Greenbrier Road Chesapeake, VA 23320		-					2,596.33	
Account No. W. W. Grainger, Inc. RA c/o CT Corporation Sys. RegAgt 4701 Cox Road Ste 301 Glen Allen, VA 23060		-					2,382.64	
Account No. Waterfront Lumber Co. RA c/o Johnny C. Cope, RegAgt 11836 Canon Blvd Ste 100 Newport News, VA 23606		-					12,022.54	
Account No. Whisper Walls of VA RA c/o H. Joel Weintraub, Reg. Ag 109 E. Main Street, Ste 200 Norfolk, VA 23510		-					1,425.00	
Sheet no. <u>20</u> of <u>21</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	18,426.51

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

In re The Phoenix Corporation, Debtor Case No. _____

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. Whitlock Brothers, RA c/o M. Powell Peters, Reg. Agt 301 Bendix Road, Suite 500 Virginia Beach, VA 23452	-						1,240.73
Account No. Williams Scotsman Inc. RA c/o CT Corp. Serv. Sys. RegAgt 4701 Cox Road Ste 301 Glen Allen, VA 23060	-						399.72
Account No. Wright Express CEO c/o Michael DubyakWEX Bank CEO 7090 South Union Park Ste 350 Midvale, UT 84047	-						3,610.74
Account No. Wrisco Industries RA c/o Corporation Serv. Co. 1201 Hays Street Tallahassee, FL 32301-2525	-						3,104.00
Account No. 							

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

Subtotal
(Total of this page) **8,355.19**

Total
(Report on Summary of Schedules) **2,237,178.20**

In re The Phoenix Corporation, Debtor Case No. _____

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.
Brooks and Company 4801 Hermitage Road Richmond, VA 23227	Rising Mt. Zion Church
Centennial Contractor Enterp. P.O. Box 5305 Fort Lee, VA 23801	Bldg 3003--Dining Facility; Quartermaster Museum; Bldg 8135 Repairs; Aparatus Storage; CCE Family Life
City of Portsmouth	Main Library Window Replace
County of Gloucester Attn: G. Curry 6504 Main Street Gloucester, VA 23061	Gloucester E911
Edgewater Construction Svcs. 131 Hanbury Rad, West Suite C Chesapeake, VA 23322	Piermaster Bldg Norfolk
Independence Construction Co.	Star Express-Wendy's
JS Rome Group Allen Derby 5 Manhattan Square Hampton, VA 23666	Rome AEO3172 Bldg 1202; AEO3341 High Bay Wdws 1247C; NASA AE03318 Steam Plant
KBS, Inc. Virginia Beach 8050 Kimway Drive Chesapeake, VA 23328	Riverview Complex
New Horizons Regional Ed. Ctr. 520 Butler Farm Road Hampton, VA 23661	New Horizons
North America Specialty Ins. Co. 475 North Martingale Road, Suite 850 Schaumburg, IL 60173	Surety Bonds
Phoenix Consulting, LLC 121 Thomas Cartwright Williamsburg, VA 23185-8904	Consulting Agreement
Phoenix Property Management,	Non-Residential Lease of Real Property

In re The Phoenix Corporation, Debtor Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
SB Ballard Construction Co. 2828 Shipp's Corner Road Virginia Beach, VA 23453	Bldg W5 Naval Station; TCC Student Center; TCC Student Center Chesapeake
The Hanover Insurance Group, Inc. 440 Lincoln Street Worcester, MA 01653	Surety bonds
WM Jordan 11010 Jefferson Avenue Newport News, VA 23601	Southeastern VA Training Ctr; CSB Community Home; Summer House Apts; Casey Toyota-Storefront; Taste of Smithfield Storefront; Faneuil Office 10th floor; Bldg 1222 Conference Center; WMR Youth Center

In re The Phoenix Corporation, Debtor Case No. _____

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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
Phoenix Property Management, LLC	Old Point National Bank 1 West Mellen Street Hampton, VA 23663
Randy & Rita Pollard Bonds	TheHanover Insurance Group Inc c/o CT Corporation Sys Reg Agt 155 Federal Street, Ste 700 Boston, MA 02110
Randy & Rita Pollard Bonds	North American Specialty Ins c/o CT Corp. Sys. Reg Agt 4701 Cox Road, Suite 301 Glen Allen, VA 23060
Randy and Rita Pollard 426 Waterview Lane Mathews, VA 23109	NorthAmericanSpecialtyInsuranc eCompany c/o CT Corp. Sys. RA 4701 Cox Road, Suite 301 Glen Allen, VA 23060
Randy and Rita Pollard	The Hanover Insurance Group Inc c/o CT Corporation Sys Reg Agt 155 Federal Street, Ste 700 Boston, MA 02110
Randy Pollard c/o The Phoenix Corporation 611 Industrial Park Drive Newport News, VA 23608 Various Suppliers	
Randy Pollard	Various vendors on Schedule F
TPC Glass, Inc. 611C Industrial Park Drive Newport News, VA 23608	NorthAmericanSpecialtyInsuranc eCompany c/o CT Corp. Sys. RA 4701 Cox Road, Suite 301 Glen Allen, VA 23060
Weld Technology of Virginia, LLC	NorthAmericanSpecialtyInsuranc eCompany c/o CT Corp. Sys. RA 4701 Cox Road, Suite 301 Glen Allen, VA 23060

In re The Phoenix Corporation

Case No.
Chapter 11

SCHEDULES I & J
BUSINESS INCOME AND EXPENDITURES

CURRENT MONTHLY BUSINESS INCOME

Total	N/A
Source:	

CURRENT MONTHLY BUSINESS EXPENSES

1.	Rent/Mortgage payment	\$ 0.00
2.	Repair/Upkeep	\$ 0.00
3.	Electricity and heating fuel	\$ 0.00
4.	Water and sewer	\$ 0.00
5.	Telephone	\$ 0.00
6.	Garbage	\$ 0.00
7.	Security	\$ 0.00
8.	Other utilities:	\$ 0.00
9.	Insurance:	\$ 0.00
10.	Taxes:	\$ 0.00
11.	Installment payments on equipment:	\$ 0.00
12.	Rental/lease payments:	\$ 0.00
13.	Maintenance of equipment:	\$ 0.00
14.	Advertising	\$ 0.00
15.	Bank service charges	\$ 0.00
16.	Interest	\$ 0.00
17.	Depreciation	\$ 0.00
18.	Office expenses	\$ 0.00
19.	Dues and publications	\$ 0.00
20.	Laundry or cleaning	\$ 0.00
21.	Supplies and materials	\$ 0.00
22.	Freight	\$ 0.00
23.	Travel and entertainment	\$ 0.00
24.	Wages and salaries	\$ 0.00
25.	Commissions	\$ 0.00
26.	Employee benefit programs	\$ 0.00
27.	Pensions/profit sharing plans	\$ 0.00
28.	Production costs:	\$ 0.00
29.	Other expenses:	\$ 0.00

Total Current Monthly Expenses

N/A

Excess of Income over Expenses

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

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

In re **The Phoenix Corporation**
Debtor(s)

Case No. _____
Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **44** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **April 19, 2013**

Signature **/s/ Randy D. Pollard**
Randy D. Pollard
President

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

United States Bankruptcy Court Eastern District of Virginia

In re The Phoenix Corporation 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; Prior to the filing of this statement I have received; Balance Due. Columns include dollar sign and HOURLY.

2. \$ 1213.00 of the filing fee has been paid.

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

[X] Debtor [] Other (specify)

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

[X] Debtor [] Other (specify)

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

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

- 6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including: a. Analysis of the debtor's financial situation... b. Preparation and filing of any petition... c. Representation of the debtor at the meeting of creditors... d. Representation of the debtor in adversary proceedings... e. Other provisions as needed:

In accordance with the terms in the engagement letter.

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

CERTIFICATION

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

April 19, 2013
Date

/s/Karen M. Crowley
Karen M. Crowley VSB #35881
Signature of Attorney

Crowley, Liberatore, Ryan & Brogan, PC
Name of Law Firm
Town Point Center, Suite 300
150 Boush Street
Norfolk, VA 23510
(757) 333-4500 Fax: (757) 333-4501

**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 **The Phoenix Corporation**,
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
Randy Pollard c/o The Phoenix Corporation 611 Industrial Park Drive Newport News, VA 23608	100% Stock of Debtor		

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date **April 19, 2013**

Signature **/s/ Randy D. Pollard**
Randy D. Pollard
President

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

A & E Supply Company
c/o Bryan Hannum, Reg. Agent
100 Aragona Blvd. Suite 103
Virginia Beach, VA 23462

Aalpha Forming Systems RA
c/o Thomas S. Word, Reg. Agt
1802 Bayberry Court, Suite 410
Richmond, VA 23226

Advanced Epoxy Floors, Inc. RA
c/o Steven G. Owen, Reg. Agent
2521 North Landing Rd, Ste 200
Virginia Beach, VA 23456

Aflac Benefits Solutions, Inc.
c/o Corporation Serv., Reg. Ag
1111 E. Main Street, 16th Fl
Richmond, VA 23219

Ahern Rentals, Inc.
c/o CT Corp. Sys. RA
4701 Cox Road, Ste 301
Glen Allen, VA 23060

Al Collie
12601 Third Branch Ct.
Chesterfield, VA 23832

Allied Trailer Sales & Rentals
c/o WSG Serv. PLLC, Reg. Agent
10521 Judicial Dr. Ste 204
Fairfax, VA 22030

Ameritas Life Insurance Group
c/o CT Corp. Serv. Sys., RA
4701 Cox Road, Suite 301
Glen Allen, VA 23060

Anthem Health Plans of Virginia, Inc. c/o CT Corp. Sys., RA
4701 Cox Road, Suite 301
Glen Allen, VA 23060

Area Equipment Rentals & Sales
c/o Robert M. Reed, Reg. Agent
555 Main Street 14th fl
Norfolk, VA 23510

Barranger & Company, Inc.
c/o Christi W Barranger RegAgt
19 Runswick Drive
Henrico, VA 23238

Bennett Air Conditioning
c/o Deborah A. Bennett, RegAgt
1384 Big Bethel Road
Hampton, VA 23666

BonSecours Occumed RA
c/o Michael Goodman, RegAgt
4501 Highwoods Pkwy Ste 210
Glen Allen, VA 23060

Branch Sealants
c/o Eli Branch, SoleProprietor
103 Northampton Drive
Hampton, VA 23666

Brooks and Company
4801 Hermitage Road
Richmond, VA 23227

C.R. Laurence RA
c/o LLOYD W TALBERT Reg. Agent
2503 E Vernon Avenue
Los Angeles, CA 90058

Carr Electrical Technology RA
c/o Matt Peterson, RegAgt
497 Muller Lane
Newport News, VA 23606

Centennial Contractor Enterp.
P.O. Box 5305
Fort Lee, VA 23801

Cherry, Bekaert & Holland MP
c/o Howard J. Kies, Firm MP
200 S. 10th Street, Ste 900
Richmond, VA 23219

City of Newport News
Marty G. Eubank, Treasurer
P.O. Box 975
Newport News, VA 23607-0975

City of Newport News Tres. RA
c/o Office of the City Atty
2400 Washington Avenue
Newport News, VA 23607

City of Portsmouth

Clean Air Products RA
c/o Kevin Weist, Reg. Agt
8605 Wyoming Avenue N
Minneapolis, MN 55445

Colony Tire Corporation RA
c/o Joshua Pretlow Jr., RegAgt
200 N Main Street
Suffolk, VA 23434

Commonwealth Epoxy Coatings RA
c/o Raymond Shuttle, Reg. Agt
701 Town Center Dr. Ste 800
Newport News, VA 23606

Consolidated Systems, Inc.
PO Box 751660
Charlotte, NC 28275

County of Gloucester
Attn: G. Curry
6504 Main Street
Gloucester, VA 23061

CPI Daylighting Inc. RA
c/o Josef Vinograd, Reg. Agt
28662 North Ballard Drive
Lake Forest, IL 60045

Creasy & Whiteed RA
c/o W. Chapman Goodwin, RegAgt
9 Court Square
Staunton, VA 24401

Crossroads Trailer Rental RA
c/o Fred J. Bernhardt, Reg.Agt
1900 OneJamesCtr 901 E Cary St
Richmond, VA 23219

CTI Consultants Inc. RA
c/o Andrew W. White, Reg. Agt
951 E Byrd Street 8th fl
Richmond, VA 23219

DAVCON Inc.
c/o Donald E. Lee, Reg. Agt
228 N. Lynnhaven Road
Virginia Beach, VA 23452

Diamond Equipment Contr. RA
c/o John E. Moorefield, RegAgt
3023 Bray Road
Virginia Beach, VA 23452

Domestic Fuels
c/o David Y. Faggert, RegAgt
222 Central Park Ave Ste 1300
Virginia Beach, VA 23462

Dorma-Carolina DoorControlsInc
c/o CT Corporation Sys, RegAgt
4701 Cox Road, Suite 301
Glen Allen, VA 23060

East Coast Labor Force RA
c/o J Jeffrey Tinkham RegAgt
500 E Main Street Ste 405
Norfolk, VA 23510

Eck Supply Company
c/o Thamer E. Temple, RegAgt
1111 E Main Street, 16th fl
Richmond, VA 23219

ECS Mid-Atlantic LLC
c/o James A Eckert, RegAgt
14026 Thunderbolt Pl Ste 100
Chantilly, VA 20151

Edgewater Construction Svcs.
131 Hanbury Rad, West
Suite C
Chesapeake, VA 23322

EFCO Corporation -Virginia
c/o CT Corp. Sys., Reg. Agt
4701 Cox Road Suite 301
Glen Allen, VA 23060

Event Staffing, Inc. RA
c/o VB Business Services LLC
500 World Trade Center
Norfolk, VA 23510

Fastenal Company RA
c/o CT Corporation Sys. RegAgt
4701 Cox Road Suite 301
Glen Allen, VA 23060

Faulkner & Flynn, Inc. RA
c/o George A. Steadman, III
One S. Jefferson Street
Roanoke, VA 24011

FORD MOTOR CREDIT COMPANY LLC
c/o CT Corporation Sys, RA
4701 COX RD STE 301
Glen Allen, VA 23060

G. Douglas Bevelacqua
121 Thomas Cartwright
Williamsburg, VA 23185

G.J. Baker DraftingServicesLLC
c/o National Reg. Agents RegAg
4701 Cox Road Suite 301
Glen Allen, VA 23060

Gaston & Wyatt, Inc. RA
c/o Francis McQ Lawrence
416 Park Street
Charlottesville, VA 22902

Glass Dynamics, Inc. RA
c/o Philip G. Gardner, Reg. Ag
231 E. Church Street
Martinsville, VA 24112

Hackworth Reprographics RA
c/o Basnight Kinser Telfeyan Reg A
308 Cedar Lakes Drive
Chesapeake, VA 23322

Hampton Rds Fastener & Constr. RA
c/o Gregory Montero, Reg. Agt
575 Lynnhaven Pkwy Ste 200
Virginia Beach, VA 23452

Hampton Rubber Company RA
c/o G. W. Birkhead
500 World Trade Center
Norfolk, VA 23510

Harleysville Life Insurance Co
c/o National Reg. Agts
4701 Cox Road Ste 301
Glen Allen, VA 23060

Hawkins Architectural Products
, LLC c/o CT Corp. Sys., RA
4701 Cox Road Ste 301
Glen Allen, VA 23060

Hiller Systems, Inc. RA
c/o National Reg. Agents, Inc.
4701 Cox Road, Ste 301
Glen Allen, VA 23060

Hilti, Inc. RA
c/o CT Corporation Sys. Reg Agt
4701 Cox Road, Suite 301
Glen Allen, VA 23060

Hitt Electric Corp.RA
c/o David M. Delpierre, RegAgt
150 W Main Street Ste 2100
Norfolk, VA 23510

Home Depot U.S.A., Inc., RA
c/o Corp. Service Co., BOA Ctr
1111 E. Main Street, 16th Fl
Richmond, VA 23219

Independence Construction Co.

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

International Flooring RA
c/o Robert McFarland, RegAgt
101 W Main Street Ste 9000
Norfolk, VA 23510

IRS Atty General of US
US Dept of Justice
950 Pennsylvania Ave NW
Washington, DC 20530-0001

IRS US Atty Civil Process Clrk
8006 World Trade Center
101 W. Main Street
Norfolk, VA 23510

Jett & Company RA
c/o Page A. Jett, RegAgt
260 Picketts Line
Newport News, VA 23603

JS Rome Group
Allen Derby
5 Manhattan Square
Hampton, VA 23666

JTM Inc. RA
c/o Michael B. Ware, RegAgt
4000 George WashingtonMem.Hghy
Yorktown, VA 23692

K Plus Caulking RA
c/o Daniel Weckstein, RegAgt
500 World Trade Center
Norfolk, VA 23510

Kalwall Corporation RA
c/o Corp. Serv. Co., RegAgt
1111 East Main Street, 16th fl
Richmond, VA 23219

Kawneer Company, Inc. RA
c/o CT Corporation Sys RegAgt
4701 Cox Road Suite 301
Glen Allen, VA 23060

KBS, Inc. Virginia Beach
8050 Kimway Drive
Chesapeake, VA 23328

Kempsville BuildingMaterial RA
c/o Scott Gandy
3300 Business Center Drive
Chesapeake, VA 23323

Kenseal Constr. Prods. of MD
c/o Corporation Serv. Co. RegA
1111 East Main Street
Richmond, VA 23219

Kentek Corporation
c/o Orr and Reno, PA RegAgt
1 Eagle Square
Concord, NH 03301

Ladybug Concrete SpecialtiesRA
c/o Henry L. Sadler
6330 Newtown Road, Ste 530
Norfolk, VA 23502

Lowe's Home Centers, Inc. RA
c/o Corp. Serv. Co., Reg. Agen
1111 East Main Street, 16th fl
Richmond, VA 23219

Mallory Electric Co. RA
c/o R.L. Mallory, Reg. Agt
900 Briarfield Road
Newport News, VA 23605

Midwest Wholesale Hardware RA
c/o National Reg. Agents, RegA
4701 Cox Road Ste 301
Glen Allen, VA 23060

Neff Rental Operating LLC
c/o CT Corporation Sys. RA
4701 Cox Road Ste 301
Glen Allen, VA 23060

New Horizons Regional Ed. Ctr.
520 Butler Farm Road
Hampton, VA 23661

Newport News Waterworks
PO Box 979
Newport News, VA 23607

Newport News Waterworks CA
c/o Office of the City Atty
2400 Washington Avenue
Newport News, VA 23607

North America Specialty Ins. Co.
475 North Martingale Road, Suite 850
Schaumburg, IL 60173

NorthAmericanSpecialtyInsuranc
eCompany c/o CT Corp. Sys. RA
4701 Cox Road, Suite 301
Glen Allen, VA 23060

OCE Imagistics, Inc. RA
c/o Corporation Serv. Co. RegA
1111 East Main Street 16th fl
Richmond, VA 23219

Old Point National Bank
1 West Mellen Street
Hampton, VA 23663

ONYX Audio Visual, RA
c/o Brian C. Purcell, Reg. Agt
222 Central Park Ave Ste 1500
Virginia Beach, VA 23462

Outland Gray O'Keefe & Hubbard
c/o Kevin L Hubbard, Member
709 Greenbrier Pkwy
Chesapeake, VA 23320

Patrick Electric Corp. RA
c/o Chris Patrick, RegAgt
6711 Holly Springs Drive
Gloucester, VA 23061

Peninsula Roofing Co. Inc. RA
c/o James C. Smith, Reg Agt
101 Mill Road Ste B
Yorktown, VA 23693

Phoenix Consulting
c/o G. Douglas Bevelacqua RegA
121 Thomas Cartwright
Williamsburg, VA 23185

Phoenix Consulting, LLC
121 Thomas Cartwright
Williamsburg, VA 23185-8904

Phoenix Property Management RA
c/o David A. Hearne, Reg. Agt
709 Greenbrier Pkwy POBox 2250
Chesapeake, VA 23327

Phoenix Property Management,

Phoenix Property Management, LLC

Plumb Crazy Plumbing Co. Owner
Attn: Kevin P. Correll, Owner
P.O. Box 342
White Marsh, VA 23183

Professional Landscapes of VA
c/o Ann K. Sullivan, Reg. Agt
150 W. Main Street, Ste 1500
Norfolk, VA 23510

Quaker Windows & Doors VP
c/o Michael Knoll, Exec. VP
504 S. Hwy 63, PO Box 128
Freeburg, MO 65035

Randy & Rita Pollard

Randy and Rita Pollard
426 Waterview Lane
Mathews, VA 23109

Randy and Rita Pollard

Randy Pollard
c/o The Phoenix Corporation
611 Industrial Park Drive
Newport News, VA 23608

Randy Pollard

Rexel USA CEO
c/o Jeremy de Brabant, CEO
14951 Dallas Parkway
Dallas, TX 75254

RPC Industries RA
c/o L. Laughton Cockrell RegAg
705 Industry Drive
Hampton, VA 23661

Safty-First CEO
c/o William O'Keefe, CEO
325 Newhall Street
San Francisco, CA 94124

Sage CRE Forms RA
c/o J. Terrence Bittner RegAg
4949 SW Meadows Rd, Ste 260
Lake Oswego, OR 97035

Sage Software, Inc. RA
c/o Corp. Serv. Co., Reg. Agt
1111 East Main Street, 16th Fl
Richmond, VA 23219

Saunders Contracting Services
c/o Angela S. Cutler, Reg. Agt
210 Challenger Way
Hampton, VA 23666

SB Ballard Construction Co.
2828 Shipps Corner Road
Virginia Beach, VA 23453

SimplexGrinnell LP RA
c/o CT Corporation Sys., RegAg
4701 Cox Road Ste 301
Glen Allen, VA 23060

Sinclair Pratt Cameron, RA
c/o W. Carter Sinclair, RegAgt
1630 Donna Drive #103
Virginia Beach, VA 23451

Smith Electric RA
c/o Mark E Smith, RegAgt
222 Richland Drive
Newport News, VA 23608

Sparks@Play LLC RA
c/o Corporation Serv. Co. RegA
1111 East Main Street, 16th fl
Richmond, VA 23219

Spivey Disposal RA
c/o South T. Patterson, RegAgt
12350 Jefferson Avenue Ste 300
Newport News, VA 23602

Statewide Fire Protection RA
c/o Nancy Williams, Reg. Agent
493 Mclaws Cir. Suite 2
Williamsburg, VA 23185

Sunbelt Rentals CEO
c/o Brendan Horgan, CEO
2341 Deerfield Drive
Fort Mill, SC 29715

Texaco Xpress Lube/Ampersand
c/o Stephen J. Chaplin, RegAgt
3017 Oakley Hall Road
Portsmouth, VA 23703

The Hanover Insurance Group Inc
c/o CT Corporation Sys Reg Agt
155 Federal Street, Ste 700
Boston, MA 02110

The Hanover Insurance Group, Inc.
440 Lincoln Street
Worcester, MA 01653

The Sherwin Williams Co. RA
c/o Corporation Serv. Co, RegA
1111 East Main Street, 16th Fl
Richmond, VA 23219

ThyssenKrupp Materials, NA
c/o Corp. Serv. Co., RegAgt
1111 East Main Street, 16th fl
Richmond, VA 23219

TPC Glass, Inc.
611C Industrial Park Drive
Newport News, VA 23608

Treasurer of VA DCSE
c/o Margaret Schultze Act. Com
801 E. Main Street
Richmond, VA 23219

Treasurer of Virginia
Division of Child Support
PO box 570
Richmond, VA 23218

Trulite Glass & Aluminum
Solutions LLC c/o CT Corp Sys
4701 Cox Road Ste 301
Glen Allen, VA 23060

United Concordia Companies Inc
c/o CT Corp. Sys., RegAgt
4701 Cox Road Ste 301
Glen Allen, VA 23060

United Pest Control RA
c/o Andrew M. Franck, RegAgt
1177 Jamestown Road
Williamsburg, VA 23185

United States Treasury
PO Box 804521
Cincinnati, OH 45280-4521

Violating Processing Ctr VDoT
c/o Gregory Whirley TransComm
1401 E. Broad Street
Richmond, VA 23219

Violation Processing Center
PO Box 1234
Clifton Forge, VA 24422

Virginia Dept of Taxation
PO Box 27264
Richmond, VA 23261-7264

Virginia Dept of Taxation (SF)
C/o Richard D. Brown, Sec. Fin
1111 East Broad Street
Richmond, VA 23219

Virginia Dept. of Taxation, RA
c/o Taxing Auth. Consl. Serv.
Post Office Box 1270
Midlothian, VA 23113

Virginia Employment Commission
PO Box 1358
Richmond, VA 23218-1358

Virginia Employment Commission
John R. Broadway, Commissioner
703 E. Main Street
Richmond, VA 23219

Virginia Equipment Rental RA
c/o Robert G. Byrum, RegAgt
2145 Old Greenbrier Road
Chesapeake, VA 23320

W. W. Grainger, Inc. RA
c/o CT Corporation Sys. RegAgt
4701 Cox Road Ste 301
Glen Allen, VA 23060

Waterfront Lumber Co. RA
c/o Johnny C. Cope, RegAgt
11836 Canon Blvd Ste 100
Newport News, VA 23606

Weld Technology of Virginia, LLC

Wells Fargo Equipment Finance
Manufacturer Services Group
P.O. Box 7777
San Francisco, CA 94120-7777

Wells Fargo, CEO
John G. Stumpf, President
420 Montgomery St.
San Francisco, CA 94104

Whisper Walls of VA RA
c/o H. Joel Weintraub, Reg. Agt
109 E. Main Street, Ste 200
Norfolk, VA 23510

Whitlock Brothers, RA
c/o M. Powell Peters, Reg. Agt
301 Bendix Road, Suite 500
Virginia Beach, VA 23452

Williams Scotsman Inc. RA
c/o CT Corp. Serv. Sys. RegAgt
4701 Cox Road Ste 301
Glen Allen, VA 23060

WM Jordan
11010 Jefferson Avenue
Newport News, VA 23601

Wright Express CEO
c/o Michael DubyakWEX Bank CEO
7090 South Union Park Ste 350
Midvale, UT 84047

Wrisco Industries RA
c/o Corporation Serv. Co.
1201 Hays Street
Tallahassee, FL 32301-2525

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

In re **The Phoenix Corporation**
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 **The Phoenix Corporation** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

April 19, 2013
Date

/s/ Karen M. Crowley VSB
Karen M. Crowley VSB #35881
Signature of Attorney or Litigant
Counsel for **The Phoenix Corporation**
Crowley, Liberatore, Ryan & Brogan, PC
Town Point Center, Suite 300
150 Boush Street
Norfolk, VA 23510
(757) 333-4500 Fax:(757) 333-4501