

**United States Bankruptcy Court
Northern District of Alabama**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): BAYSHORE REDMONT, INC.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA The Redmont Hotel	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 59-3587578	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): 2101 Fifth Avenue North Birmingham, AL	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 35203	ZIP Code
County of Residence or of the Principal Place of Business: Jefferson	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) <ul style="list-style-type: none"> <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) <ul style="list-style-type: none"> <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 <hr/> Tax-Exempt Entity (Check box, if applicable) <ul style="list-style-type: none"> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). 	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <table style="width:100%; border: none;"> <tr> <td style="width:50%; vertical-align: top;"> <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 </td> <td style="width:50%; vertical-align: top;"> <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 </td> </tr> </table> <hr/> Nature of Debts (Check one box) <table style="width:100%; border: none;"> <tr> <td style="width:50%; vertical-align: top;"> <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." </td> <td style="width:50%; vertical-align: top;"> <input checked="" type="checkbox"/> Debts are primarily business debts. </td> </tr> </table>	<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	<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.
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<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) <ul style="list-style-type: none"> <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 <p>Check one box:</p> <ul style="list-style-type: none"> <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). <p>Check if:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <p>Check all applicable boxes:</p> <ul style="list-style-type: none"> <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 checked="" type="checkbox"/>	<input type="checkbox"/>	<input 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 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

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

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

Location Where Filed: - None -	Case Number:	Date Filed:
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 in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

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

Voluntary Petition

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

Name of Debtor(s):
BAYSHORE REDMONT, INC.

Signatures

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

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of 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 Attorney*

X 
Signature of Attorney for Debtor(s)

Steve Altmann ASB-8146-A62S
Printed Name of Attorney for Debtor(s)

Najjar Denaburg, P.C.
Firm Name
2125 Morris Avenue
Birmingham, AL 35203

Address

Email: saltmann@najjar.com
(205) 250-8400 Fax: (205) 326-3837

Telephone Number

2/17/10
Date

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

Signature of Debtor (Corporation/Partnership)

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

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

X 
Signature of Authorized Individual

James W. Lewis, Jr.
Printed Name of Authorized Individual

President
Title of Authorized Individual

2-17-2010
Date

**RESOLUTION OF BOARD OF DIRECTORS
OF BAYSHORE REDMONT, INC.**

WHEREAS, Bayshore Redmont, Inc., a Florida corporation (the "Company"), has been notified that it is in default of its obligations and covenants (the "Lender Obligations") to Branch Banking and Trust Company, successor-in-interest to Colonial Bank (the "Lender") under that certain Mortgage, Security Agreement and Assignment of Rents and Leases dated January 17, 2006; and

WHEREAS, the Board of Directors of the Company (the "Board") previously engaged in negotiations with the Lender regarding the restructuring of the Lender Obligations and has begun evaluating a possible restructuring of the operations and finances of the Company and its affiliates (the "Restructuring"); and

WHEREAS, the Board has been unable to reach an agreement with the Lender regarding the Restructuring; and

WHEREAS, the Company currently is unable to pay its debts as they become due; and

WHEREAS, after considered review, the Board has made the informed determination that the Restructuring will be in the best interests of the Company, its equity security holders, and its creditors; and

WHEREAS, after considered review, the Board has made the informed determination that the Restructuring can be best accomplished by seeking relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code") for the Company.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby finds, determines and concludes that, in its business judgment, it is desirable and in the best interests of the Company, its creditors, stockholders, and other interested parties that a petition be filed for the Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code; and it is further

RESOLVED that the Company's President, James W. Lewis, Jr. or any person or persons so designated by the Board of Directors (collectively, the "Officers"), be and each hereby is, authorized and directed on behalf of the Company to execute and verify petitions in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Alabama (the "Bankruptcy Court"), or in such other venue as the Board may determine, in such form as the Officer executing said petitions on behalf of the Company shall determine and at such time as directed by the Board; and it is further

RESOLVED that James W. Lewis, Jr. is, authorized, on behalf of the Company to execute and file (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 cases, with a view

to the successful prosecution of such cases; and it is further

RESOLVED that the law firm of Najjar Denaburg, P.C., 2125 Morris Avenue, Birmingham, Alabama, 35203, be, and hereby is, employed under general retainer as attorneys for the Company in its chapter 11 cases; and it is further

RESOLVED that all acts lawfully done or actions lawfully taken by any of the Officers to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 cases, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED that the Company as a debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code be, and it hereby is, authorized to borrow funds from a lender or lenders as any Officer deems appropriate, and obtain the use of cash collateral in such amounts, from such lender or lenders (including the Lender) and on such terms as may be approved by any one or more of the Officers as reasonably necessary for the continuing conduct of the affairs of the Company and grant security interests in and liens upon all or substantially all of the Companies' assets as may be deemed necessary by any one or more of the Officers in connection with such borrowings or the use of such cash collateral; and it is further

RESOLVED that the Officers be, and each of them hereby is, authorized and empowered to execute and deliver for and on behalf of the Company, as a debtor and debtor-in-possession, such agreements, instruments and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution (including, without limitation, the Cash Collateral Agreement with the Lender), containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Officer or Officers so acting; and it is further

RESOLVED that the Officers be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.

Dated: 2-17-16




James W. Lewis, Jr.

Beth C. Lewis



Christopher R. Lewis



Jeanne L. Lewis

**RESOLUTION OF BOARD OF DIRECTORS
OF BAYSHORE REDMONT, INC.**

WHEREAS, Bayshore Redmont, Inc., a Florida corporation (the "Company"), has been notified that it is in default of its obligations and covenants (the "Lender Obligations") to Branch Banking and Trust Company, successor-in-interest to Colonial Bank (the "Lender") under that certain Mortgage, Security Agreement and Assignment of Rents and Leases dated January 17, 2006; and

WHEREAS, the Board of Directors of the Company (the "Board") previously engaged in negotiations with the Lender regarding the restructuring of the Lender Obligations and has begun evaluating a possible restructuring of the operations and finances of the Company and its affiliates (the "Restructuring"); and

WHEREAS, the Board has been unable to reach an agreement with the Lender regarding the Restructuring; and

WHEREAS, the Company currently is unable to pay its debts as they become due; and

WHEREAS, after considered review, the Board has made the informed determination that the Restructuring will be in the best interests of the Company, its equity security holders, and its creditors; and

WHEREAS, after considered review, the Board has made the informed determination that the Restructuring can be best accomplished by seeking relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code") for the Company.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby finds, determines and concludes that, in its business judgment, it is desirable and in the best interests of the Company, its creditors, stockholders, and other interested parties that a petition be filed for the Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code; and it is further

RESOLVED that the Company's President, James W. Lewis, Jr. or any person or persons so designated by the Board of Directors (collectively, the "Officers"), be and each hereby is, authorized and directed on behalf of the Company to execute and verify petitions in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Alabama (the "Bankruptcy Court"), or in such other venue as the Board may determine, in such form as the Officer executing said petitions on behalf of the Company shall determine and at such time as directed by the Board; and it is further

RESOLVED that James W. Lewis, Jr. is, authorized, on behalf of the Company to execute and file (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 cases, with a view

to the successful prosecution of such cases; and it is further

RESOLVED that the law firm of Najjar Denaburg, P.C., 2125 Morris Avenue, Birmingham, Alabama, 35203, be, and hereby is, employed under general retainer as attorneys for the Company in its chapter 11 cases; and it is further

RESOLVED that all acts lawfully done or actions lawfully taken by any of the Officers to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 cases, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further


RESOLVED that the Company as a debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code be, and it hereby is, authorized to borrow funds from a lender or lenders as any Officer deems appropriate, and obtain the use of cash collateral in such amounts, from such lender or lenders (including the Lender) and on such terms as may be approved by any one or more of the Officers as reasonably necessary for the continuing conduct of the affairs of the Company and grant security interests in and liens upon all or substantially all of the Companies' assets as may be deemed necessary by any one or more of the Officers in connection with such borrowings or the use of such cash collateral; and it is further

RESOLVED that the Officers be, and each of them hereby is, authorized and empowered to execute and deliver for and on behalf of the Company, as a debtor and debtor-in-possession, such agreements, instruments and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution (including, without limitation, the Cash Collateral Agreement with the Lender), containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Officer or Officers so acting; and it is further

RESOLVED that the Officers be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.

Dated: _____

James W. Lewis, Jr.



Beth C. Lewis

Christopher R. Lewis

Jeanne L. Lewis

United States Bankruptcy Court
Northern District of Alabama

In re BAYSHORE REDMONT, INC.

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

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

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Alabama Power Co. P.O. Box 242 Birmingham, AL 35292	Alabama Power Co. P.O. Box 242 Birmingham, AL 35292			17,105.81
Ameripride Linen & Apparel 805 Hook Street Tuscumbia, AL 35674	Ameripride Linen & Apparel 805 Hook Street Tuscumbia, AL 35674			2,668.73
Automatic Fire Systems P.O. Box 851 Trussville, AL 35173	Automatic Fire Systems P.O. Box 851 Trussville, AL 35173			2,342.50
Bagby Elevator Co. P.O. Box 320919 Birmingham, AL 35232	Bagby Elevator Co. P.O. Box 320919 Birmingham, AL 35232			3,009.18
Birmingham News 2201 4th Avenue North Birmingham, AL 35202	Birmingham News 2201 4th Avenue North Birmingham, AL 35202			2,025.00
Birmingham Water Works P.O. Box 820269 Birmingham, AL 35283	Birmingham Water Works P.O. Box 820269 Birmingham, AL 35283			2,203.12
Branch Banking & Trust Co. P.O. Box 830738 Birmingham, AL 35202	Branch Banking & Trust Co. P.O. Box 830738 Birmingham, AL 35202	Hotel Van		11,948.88 (0.00 secured)
City of Birmingham P.O. Box 10566 Birmingham, AL 35296	City of Birmingham P.O. Box 10566 Birmingham, AL 35296	Liquor Taxes		3,006.54
HD Supply P.O. Box 509058 San Diego, CA 92150	HD Supply P.O. Box 509058 San Diego, CA 92150			1,977.17
Israel & Associates 2730 19th Street S. Birmingham, AL 35209	Israel & Associates 2730 19th Street S. Birmingham, AL 35209			8,950.00
J.H. Berry & Gilbert P.O. Box 968 Birmingham, AL 35201	J.H. Berry & Gilbert P.O. Box 968 Birmingham, AL 35201	garage lease payments		10,486.00

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>
Jefferson County Tax Collector 716 Richard Arrington Jr. Blvd Birmingham, AL 35203	Jefferson County Tax Collector 716 Richard Arrington Jr. Blvd Birmingham, AL 35203	Real & Personal Property Taxes		28,000.00
Maxus, Inc. c/o Larry Logsdon P.O. Box 530910 Birmingham, AL 35253	Maxus, Inc. c/o Larry Logsdon P.O. Box 530910 Birmingham, AL 35253	Work performed on Hotel	Contingent Unliquidated Disputed	128,418.50
Maynard Cooper & Gale, PC 2400 Regions/Harbert Plaza 1901 6th Avenue North Birmingham, AL 35203	Maynard Cooper & Gale, PC 2400 Regions/Harbert Plaza 1901 6th Avenue North Birmingham, AL 35203			25,000.00
RSI International 949 W. 3rd St. #117 North Vancouver, BC V7p3p7	RSI International 949 W. 3rd St. #117 North Vancouver, BC V7p3p7			1,922.54
Simplex Grinnell 4770 Grantswood Rd Birmingham, AL 35210	Simplex Grinnell 4770 Grantswood Rd Birmingham, AL 35210			1,609.58
Sysco P.O. Box 1350 Calera, AL 35040	Sysco P.O. Box 1350 Calera, AL 35040			3,276.56
Time Warner Telecom P.O. Box 172567 Denver, CO 80217	Time Warner Telecom P.O. Box 172567 Denver, CO 80217			4,772.50
Universal Door Systems 4128 Crosshaven Lane Birmingham, AL 35243	Universal Door Systems 4128 Crosshaven Lane Birmingham, AL 35243			1,974.38
Walding, LLC 505 20th Street North Suite 620 Birmingham, AL 35203	Walding, LLC 505 20th Street North Suite 620 Birmingham, AL 35203			3,500.00

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

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

Date 2-18-10

Signature 
 James W. Lewis, Jr.
 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.

Alabama Power Co.
P.O. Box 242
Birmingham, AL 35292

Israel & Associates
2730 19th Street S.
Birmingham, AL 35209

Universal Door Systems
4128 Crosshaven Lane
Birmingham, AL 35243

Ameripride Linen & Apparel
805 Hook Street
Tuscumbia, AL 35674

J.H. Berry & Gilbert
P.O. Box 968
Birmingham, AL 35201

Walding, LLC
505 20th Street North
Suite 620
Birmingham, AL 35203

Automatic Fire Systems
P.O. Box 851
Trussville, AL 35173

Jefferson County Tax Collector
716 Richard Arrington Jr. Blvd
Birmingham, AL 35203

Bagby Elevator Co.
P.O. Box 320919
Birmingham, AL 35232

Maxus, Inc.
c/o Larry Logsdon
P.O. Box 530910
Birmingham, AL 35253

Birmingham News
2201 4th Avenue North
Birmingham, AL 35202

Maynard Cooper & Gale, PC
2400 Regions/Harbert Plaza
1901 6th Avenue North
Birmingham, AL 35203

Birmingham Water Works
P.O. Box 820269
Birmingham, AL 35283

RSI International
949 W. 3rd St. #117
North Vancouver, BC V7p3p7

Branch Banking & Trust Co.
P.O. Box 830738
Birmingham, AL 35202

Simplex Grinnell
4770 Grantswood Rd
Birmingham, AL 35210

City of Birmingham
P.O. Box 10566
Birmingham, AL 35296

Sysco
P.O. Box 1350
Calera, AL 35040

HD Supply
P.O. Box 509058
San Diego, CA 92150

Time Warner Telecom
P.O. Box 172567
Denver, CO 80217