

In re **Xtreme Iron Holdings, LLC**

Case No. 12-33832
(if known)

SCHEDULE A - REAL PROPERTY

Description and Location of Property	Nature of Debtor's Interest in Property	Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
None			

Total: \$0.00

(Report also on Summary of Schedules)

In re **Xtreme Iron Holdings, LLC**Case No. **12-33832**

(if known)

SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	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 home-stead associations, or credit unions, brokerage houses, or cooperatives.		Bank of America Accounts - Acct #: XXXX5003 - Acct #: XXXX4994 - Acct #: XXXX0772	\$0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		

In re **Xtreme Iron Holdings, LLC**

Case No. 12-33832
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 1

Type of Property	None	Description and Location of Property	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.		100% owner of stock of Xtreme Iron, LLC 100% owner in stock of Xtreme Iron Hickory Creek, LLC 100% owner of stock in Xtreme Iron Lake Dallas	Unknown Unknown Unknown
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.	X		
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		

In re **Xtreme Iron Holdings, LLC**

Case No. 12-33832
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 2

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
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		
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.	X		
26. Boats, motors, and accessories.	X		

In re **Xtreme Iron Holdings, LLC**

Case No. 12-33832
(if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 3

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.		Miscellaneous office equipment (desks, chairs, office supplies)	\$20,779.00
29. Machinery, fixtures, equipment, and supplies used in business.		NOTE: Attached as Exhibit #1 is list of equipment which is collateral for CAT Auction Loan, but which is held in the name of affiliate Xtreme Iron, LLC	\$4,900,000.00
		NOTE: Attached as Exhibit #2 is list of equipment which is collateral for Caterpillar Financial Services, but which is held in the name of affiliate Xtreme Iron, LLC	\$10,000,000.00
		NOTE: Attached as Exhibit #3 is list of equipment which is collateral for Iron Planet loan, but which is held in the name of affiliate Xtreme Iron, LLC	\$8,100,000.00
30. Inventory.	X		
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.	X		

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

3 continuation sheets attached

Total >

\$23,020,779.00

In re **Xtreme Iron Holdings, LLC**

Case No. 12-33832
(If known)

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 \$146,450.*

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Not Applicable			
<p><small>* Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.</small></p>		\$0.00	\$0.00

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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 AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: Associated Auction Services, LLC dba CAT Auction 860 Blue Gentian Road, Suite 100 Eagan, MN 55121		DATE INCURRED: NATURE OF LIEN: Guarantee of loan to affiliate COLLATERAL: NOTE: Attached as Exhibit #1 is list of equipment REMARKS: Debtor is guarantor of loan to affiliate Xtreme Iron, LLC	X		X	\$4,900,000.00	
		VALUE: \$4,900,000.00					
Representing: Associated Auction Services, LLC		Mr. John Bonds Shannon, Gracey, Ratliff & Miller, LLP 777 Main Street, Suite 3800 Fort Worth, TX 76102				Notice Only	Notice Only
ACCT #: Caterpillar Financial Services 2120 West End Ave. Nashville, TN 37203	X	DATE INCURRED: Various NATURE OF LIEN: Purchase Money COLLATERAL: Equipment REMARKS:			X	\$12,733,977.00	\$2,733,977.00
		VALUE: \$10,000,000.00					
Representing: Caterpillar Financial Services		Mr. John Mayer Ross, Banks, May, Cron & Cavin, P.C. 2 Riverway, Suite 700 Houston, TX 77056				Notice Only	Notice Only
Subtotal (Total of this Page) >						\$17,633,977.00	\$2,733,977.00
Total (Use only on last page) >							

1 continuation sheets attached

(Report also on Summary of Schedules.)
 (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: Iron Planet 4695 Chabot Drive, Suite 102 Pleasanton, CA 94588-2756		DATE INCURRED: NATURE OF LIEN: Non-Purchase Money COLLATERAL: Equipment REMARKS: VALUE: \$8,100,000.00	X	X	X	\$8,003,809.00	

Sheet no. 1 of 1 continuation sheets attached to Schedule of Creditors Holding Secured Claims

Subtotal (Total of this Page) >	\$8,003,809.00	\$0.00
Total (Use only on last page) >	\$25,637,786.00	\$2,733,977.00

(Report also on Summary of Schedules.)
 (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

Domestic Support Obligations

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

Extensions of credit in an involuntary case

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

Wages, salaries, and commissions

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

Contributions to employee benefit plans

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

Certain farmers and fishermen

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

Deposits by individuals

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

Taxes and Certain Other Debts Owed to Governmental Units

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

Commitments to Maintain the Capital of an Insured Depository Institution

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

Claims for Death or Personal Injury While Debtor Was Intoxicated

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

Administrative allowances under 11 U.S.C. Sec. 330

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

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

 No continuation sheets attached

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: xx8343 Allison, MacKenzie, Pavlakis, Wright & Fagan, Ltd. 402 North Division Street P.O. Box 646 Carson City, NV 89703		DATE INCURRED: Various CONSIDERATION: Legal Services REMARKS:				\$52,144.06
ACCT #: Beta Capital c/o Todd Harlow Lynn Tillotson Pinker Cox 2100 Ross Ave., Suite 2700 Dallas, TX 75201		DATE INCURRED: Various CONSIDERATION: Non-Purchase Money REMARKS:			X	\$0.00
ACCT #: Gregory Sommers, P.C. 12380 SW Main Street Tigard, OR 97223		DATE INCURRED: Various CONSIDERATION: Accounting Services REMARKS:				\$3,445.00
ACCT #: John Bonds Shannon, Gracey, Ratliff & Miller 777 Main Street, Suite 3800 Fort Worth, TX 76102		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: Miller, Egan, Molter & Nelson, LLP 1402 San Antonio, Suite 100 Austin, TX 78701		DATE INCURRED: Various CONSIDERATION: Legal Services REMARKS:				\$238,448.47
ACCT #: RSD Funding 22225 SW Antioch Downs Ct. Tualatin, OR 97062		DATE INCURRED: Various CONSIDERATION: Non-Purchase Money REMARKS:				\$0.00
Subtotal >						\$294,037.53
Total >						

1 continuation sheets attached

(Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the
 Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Shadek/CFI John Shadek Shadek Reese 590 Lakeshore Blvd. Incline Village, NV 89451		DATE INCURRED: Various CONSIDERATION: Non-Purchase Money REMARKS:			X	\$0.00
Subtotal >						\$0.00
Total >						\$294,037.53

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

(Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the
 Statistical Summary of Certain Liabilities and Related Data.)

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 of 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.
<p>Town Center Loop 29100 Town Center Loop Suite 230 Wilsonville, OR</p>	<p>Lease of office space Contract to be ASSUMED</p>

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 the 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
<p>Xtreme Iron, LLC 2000 S. Stemmons Freeway Hickory Creek, TX 75065</p>	<p>Caterpillar Financial Services 2120 West End Ave. Nashville, TN 37203</p>

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re **Xtreme Iron Holdings, LLC**

Case No. **12-33832**

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 also must 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	4	\$23,020,779.00			
C - Property Claimed as Exempt	No					
D - Creditors Holding Secured Claims	Yes	2			\$25,637,786.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1			\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2			\$294,037.53	
G - Executory Contracts and Unexpired Leases	Yes	1				
H - Codebtors	Yes	1				
I - Current Income of Individual Debtor(s)	No					N/A
J - Current Expenditures of Individual Debtor(s)	No					N/A
	TOTAL	12	\$23,020,779.00	\$25,931,823.53		

DECLARATION CONCERNING DEBTOR'S SCHEDULES

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

I, the **Manager** 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
 14 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date 7/11/2012

Signature /s/ Ron Stover
Ron Stover
Manager

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

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.

EXHIBIT #1

AUCTION SERVICES		CAT						Xtreme Iron, LLC
Equip #	Description	Model Year	Serial #	Actual Hours	Retirement Date	Description	Sale Price	
BTJ006	JD 850D EXCAVATOR (100)	2007	FF850DX973014	5,916	NEXT AVAIL AUCTION	CAB A/C, 35.5" DG PADS, 96" BU W/ TEETH	\$ 225,000	
DPC011	CAT D9R DOZER (100)	2004	ABK00920	13,827	NEXT AVAIL AUCTION	CAB A/C, MS RIPPER, SU BLADE W/ PUSH PLATE	\$ 250,000	
HAM1001	CAT H120 HAMMER		9MM04770	-	NEXT AVAIL AUCTION	CAT HAMMER	\$ 6,000	
LWJ046	JD 624J WHEEL LOADER	2006	DW624JZ606348	5,449	NEXT AVAIL AUCTION	CAB A/C, QC, BU W/ EDGE, 20.5 R 25	\$ 75,000	
LWJ056	JD 624J WHL LDR	2007	DW624JZ609556	5,997	NEXT AVAIL AUCTION	CAB A/C, QC, FORKS, BU W/ EDGE	\$ 70,000	
CVC005	CAT CS563D COMPACTOR 10	1999	9MW00172	5,991	NEXT AVAIL AUCTION	OROP, 84" SMOOTH DRUM ROLLER	\$ 35,000	
LWJ055	JD 624J WHL LDR	2007	DW624JZ611200	4,921	NEXT AVAIL AUCTION	CAB A/C, QC, FORKS, BU W/ EDGE	\$ 80,000	
BTJ007	JD 450D EXCAVATOR	2007	913544	4,746	NEXT AVAIL AUCTION	CAB A/C, 35.5" DG PADS, 96" BU W/ TEETH	\$ 160,000	
LWJ064	JD 824J WHEEL LOADER	2007	DW824JX614462	4,797	NEXT AVAIL AUCTION	CAB A/C, BU	\$ 170,000	
TAJ005	JD 400D OFF ROAD DUMP	2007	DW400DT613959	5,863	2/10/12	CAB A/C, 29.5 R 25, NO LINER	\$ 140,000	
DFJ068	JD 850J DOZER	2008	T0850JX158528	4,239	3/6/12	CAB A/C, DRAWBAR, 6 WAY BLADE	\$ 160,000	
DFJ084	JD 850J DOZER	2009	T0850JX171248	4,223	3/9/12	CAB A/C, RIPPER, 6 WAY BLADE	\$ 175,000	
DFJ079	JD 850J DOZER	2008	T0850JX167589	4,066	4/9/12	CAB A/C, RIPPER, 6 WAY BLADE	\$ 160,000	
DFJ083	JD 850J DOZER	2008	T0850JX169289	3,748	6/12/12	CAB A/C, RIPPER, 6 WAY BLADE	\$ 170,000	
DFJ073	JD 850J DOZER	2008	T0850JX157769	3,552	7/21/12	CAB A/C, RIPPER, 6 WAY BLADE	\$ 170,000	
DZT1001	CAT D6KXL DOZER	2007	CAT00D6KFBH00493	3,397	8/1/12	CAB A/C, MS RIPPER, PAT BALDE	\$ 100,000	
EXT1003	CAT 320DL EXCAVATOR	2007	CAT0320DPHX00322	4,119	8/1/12	CAB A/C, 31.5" TG PADS, BU W/ TETH	\$ 105,000	
EXT1004	CAT 330DL EXCAVATOR	2007	CAT0330DJMWP01718	5,772	8/1/12	CAB A/C, 33.5" TG PADS, BU W/ TETH	\$ 150,000	
EXT1005	CAT 325DL EXCAVATOR	2007	CAT325DCA3R00740	5,835	8/1/12	CAB A/C, 31.5" TG PADS, HYD COUPLER, 54" BU W/ TETH	\$ 120,000	

AUCTION SERVICES		CAT						Xtreme Iron, LLC
Equip #	Description	Model Year	Serial #	Actual Hours	Retirement Date	Description	Sale Price	
DFJ082	JD 850J DOZER	2008	T0850JX169295	3,458	8/9/12	CAB A/C, RIPPER, 6 WAY BLADE	\$ 170,000	
DFJ072	JD 850J DOZER	2008	T0850JX165789	3,276	9/14/12	CAB A/C, RIPPER, 6 WAY BLADE	\$ 170,000	
LWJ067	JD 844J WHL LOADER (665)	2008	DW844JX616688	3,709	10/27/12	CAB A/C, BU	\$ 190,000	
BTJ010	JD 350D EXCAVATOR (300)	2008	FF350DX806298	2,668	1/14/13	CAB A/C, BU W/TEETH, STD STICK	\$ 150,000	
BTJ013	JD 200D EXCAVATOR	2008	FF200DX511365	2,502	2/16/13	CAB A/C, BU W/TEETH, STD STICK	\$ 100,000	
DFJ075	JD 850J DOZER	2008	T0850JX167582	2,353	3/18/13	CAB A/C, RIPPER, 6 WAY BLADE	\$ 180,000	
DFJ080	JD 650J DOZER (300)	2008	T0650JX168598	2,074	5/13/13	CAB A/C, RIPPER, 6 WAY BLADE	\$ 60,000	
BTJ008	JD 200D EXCAVATOR	2008	FF200DX511325	1,687	7/29/13	CAB A/C, BU W/TEETH, STD STICK	\$ 100,000	
GAJ034	JD 772D BLADE	2008	DW772DX622402	3,041	9/15/13	CAB A/C, 14' MB	\$ 200,000	
BTJ009	JD 200D EXCAVATOR	2008	FF200DX511366	1,385	9/28/13	CAB A/C, BU W/TEETH, STD STICK	\$ 100,000	
GAJ032	JD 772D BLADE (100)	2008	DW772DX621649	2,659	12/15/13	CAB A/C, 14' MB	\$ 200,000	
GAJ037	JD 772D BLADE	2009	622971	1,540	9/10/14	CAB A/C, 14' MB	\$ 200,000	
COM1008	2007 Ingersoll-Rand DD138HFA Compactor	2007	195159	2,859	12/26/14	OROP, 84" DOUBLE SMOOTH DRUM	\$ 50,000	
LSJ005	JD 328 SKID STEER	2006	T00328A129721	1,691	2/27/15	OROP, HYD COUPLER, STD FLOW	\$ 15,000	
GAJ087N	JD672G Motor Grader	2012	1DW672GXCBF638911	NEW	10/15/2015	CAB A/C, MS RIPPER, 14' MB, PUSH BLOCK, 17.5 R 25	\$ 210,000	
GAJ088N	JD772G Motor Grader/W Trimble	2012	1DW772GPPBE639371	NEW	10/15/2015	CAB A/C, MS RIPPER, 14' MB, PUSH BLOCK, 17.5 R 25	\$ 300,000	
GAJ089N	JD772G Motor Grader	2012	1DW772GXVBE638257	NEW	10/15/2015	CAB A/C, MS RIPPER, 14' MB, PUSH BLOCK, 17.5 R 25	\$ 275,000	
GAJ090N	JD772G Motor Grader	2012	1DW772GXKBE639422	NEW	10/15/2015	CAB A/C, MS RIPPER, 14' MB, PUSH BLOCK, 17.5 R 25	\$ 275,000	
BWJ044	JD 410J BACKHOE	2008	T0410JX162682	2,181	11/24/15	OROP, 4WD	\$ 45,000	

AUCTION SERVICES		CAT						Xtreme Iron, LLC	
Equip #	Description	Model Year	Serial #	Actual Hours	Retirement Date	Description	Sale Price		
COM1007	2008 Dynapac CA150PD Compactor	2008	7332US5421	6	11/30/17	OROP, 66 IN PADFOOT DRUM, HRS ARE CORRECT	\$ 45,000		
							\$ 5,556,000		

EXHIBIT #2

Contract	Year	Equipment Type	Serial #	Source	Date
585125	2005	Caterpillar 908 Compact Wheel Loader	TAR00270	Original Agreement	Dec-10
585125	2006	Caterpillar CP-433E Soil Compactor	ASN00576	Original Agreement	Dec-10
585125	2006	Caterpillar 740 Articulated Truck	B1PO0630	Original Agreement	Dec-10
585125	2005	Caterpillar 740 Articulated Truck	AXM02079	Original Agreement	Dec-10
585125	2006	Caterpillar 740 Articulated Truck	B1P01198	Original Agreement	Dec-10
585125	2006	Caterpillar 236B Skid Steer Loader	HEN04267	Original Agreement	Dec-10
585125	2006	Caterpillar 345CL Excavator	PJW01181	Original Agreement	Dec-10
585125	2006	Caterpillar 345CL Excavator	PJW01162	Original Agreement	Dec-10
585125	2006	Caterpillar 262B Skid Steer Loader	PDT04163	Original Agreement	Dec-10
585125	2006	Caterpillar 740 Articulated Truck	B1P01459	Original Agreement	Dec-10
585125	2006	Caterpillar CP-433E Soil Compactor	ASN00665	Original Agreement	Dec-10
585125	2006	Caterpillar 262B Skid Steer Loader	PDT04257	Original Agreement	Dec-10
585125	2006	Caterpillar 262B Skid Steer Loader	PDT04243	Original Agreement	Dec-10
585125	2006	Caterpillar 815F Soil Compactor	BKL00878	Original Agreement	Dec-10
585125	2007	Caterpillar CP-433E Soil Compactor	ASN00739	Original Agreement	Dec-10
585125	2007	Caterpillar 345CL Excavator	PJW01657	Original Agreement	Dec-10
585125	2006	Caterpillar 740 Articulated Truck	B1P01514	Original Agreement	Dec-10
585125	2007	Caterpillar CP-433E Soil Compactor	ASN00722	Original Agreement	Dec-10
585125	2007	Caterpillar 740 Articulated Truck	B1P02396	Original Agreement	Dec-10
585125	2007	Caterpillar 740 Articulated Truck	B1P02374	Original Agreement	Dec-10
585125	2006	Caterpillar 262B Skid Steer Loader	PDT04177	Original Agreement	Dec-10
585125	2007	Caterpillar 272C Skid Steer Loader	RED00591	Original Agreement	Dec-10
585125	2007	Caterpillar 272C Skid Steer Loader	RED00527	Original Agreement	Dec-10
585125	2007	Caterpillar 252B Skid Steer Loader	SCP04726	Original Agreement	Dec-10
585125	2007	Caterpillar 252B Skid Steer Loader	SCP04792	Original Agreement	Dec-10
585125	2005	Caterpillar RM-300 Rotary Mixer	BWR00214	Original Agreement	Dec-10
585125	2007	Caterpillar RM-300 Rotary Mixer	BWR00335	Original Agreement	Dec-10
585125	2008	Caterpillar 963D Wheel Loader	LCS00812	Original Agreement	Dec-10
585125	2008	Caterpillar 963D Wheel Loader	LCS00883	Original Agreement	Dec-10
585125	2007	Volvo EC240 Motor Grader	VCE240BP 00081050	Original Agreement	Dec-10
585125	2008	Caterpillar 246C Skid Steer Loader	JAY02294	Original Agreement	Dec-10
585125	2008	Caterpillar 246C Skid Steer Loader	JAY00894	Original Agreement	Dec-10
585125	2008	Caterpillar D6KXL Track-Type Tractor	FBH00911	Original Agreement	Dec-10
585125	2008	Caterpillar 963D Wheel Loader	LCS00748	Original Agreement	Dec-10
585125	2008	Caterpillar 963D Wheel Loader	LCS00711	Original Agreement	Dec-10
585125	2008	Caterpillar 963D Wheel Loader	LCS00726	Original Agreement	Dec-10
585125	2008	Caterpillar 938H Wheel Loader	MJC00328	Original Agreement	Dec-10
585125	2008	Caterpillar 320DL Excavator	PHX02029	Original Agreement	Dec-10
585125	2008	Caterpillar 320DL Excavator	PHX02033	Original Agreement	Dec-10
585125	2008	Caterpillar 928HZ Wheel Loader	CXK00532	Original Agreement	Dec-10
585125	2008	Caterpillar 928HZ Wheel Loader	CXK00542	Original Agreement	Dec-10
585125	2008	Caterpillar 938H Wheel Loader	MJC00133	Original Agreement	Dec-10
585125	2008	Caterpillar 938H Wheel Loader	JKM00310	Original Agreement	Dec-10
585125	2008	Caterpillar 950H Wheel Loader	K5K02468	Original Agreement	Dec-10
585125	2008	Caterpillar 950H Wheel Loader	K5K02456	Original Agreement	Dec-10
585125	2008	Caterpillar 963D Wheel Loader	LBP00724	Original Agreement	Dec-10
585125	2008	Caterpillar 963D Wheel Loader	LCS00879	Original Agreement	Dec-10
585125	2008	Caterpillar D6KXL Track-Type Tractor	FBH01052	Original Agreement	Dec-10
585125	2008	Caterpillar 330DL Excavator	MWP02855	Original Agreement	Dec-10
585125	2008	Caterpillar 330DL Excavator	PWP03324	Original Agreement	Dec-10
585125	2008	Caterpillar 330DL Excavator	PWP02887	Original Agreement	Dec-10
585125	2008	Caterpillar 330DL Excavator	PWP02871	Original Agreement	Dec-10
585125	2008	Caterpillar 330DL Excavator	PWP03313	Original Agreement	Dec-10
585125	2008	Caterpillar 330DL Excavator	MWP03313	Original Agreement	Dec-10

585125	2008	Caterpillar 330DL Excavator	PWP03314	Original Agreement	Dec-10
585125	2008	Caterpillar 330DL Excavator	PWP03317	Original Agreement	Dec-10
585125	2008	Caterpillar 320DL Excavator	PHX02035	Original Agreement	Dec-10
585125	2008	Caterpillar 320DL Excavator	PHX01831	Original Agreement	Dec-10
585125	2008	Caterpillar 938H Wheel Loader	MJC00308	Original Agreement	Dec-10
585125	2008	Caterpillar 938H Wheel Loader	MJC00263	Original Agreement	Dec-10
585125	2008	Caterpillar 938H Wheel Loader	MJC00345	Original Agreement	Dec-10
585125	2009	Caterpillar 950H Wheel Loader	K5K02519	Original Agreement	Dec-10
585125	2009	Caterpillar 345DL Excavator	EEH00399	Original Agreement	Dec-10
585125	2008	Caterpillar 345DL Excavator	EEH00358	Original Agreement	Dec-10
585125	2008	Caterpillar 938H Wheel Loader	MJC00338	Original Agreement	Dec-10
585125	2008	Caterpillar 938H Wheel Loader	MJC00367	Original Agreement	Dec-10
585125	2009	Caterpillar D8T Track-Type Tractor	KPZ03134	Original Agreement	Dec-10
585125	2008	Caterpillar 320DL Excavator	PHX02037	Original Agreement	Dec-10
585125	2009	Caterpillar 627G Wheel Scraper	DBD00897	Original Agreement	Dec-10
585125	2009	Caterpillar 627G Wheel Scraper	DBD00898	Original Agreement	Dec-10
585125	2008	Caterpillar 297C Skid Steer Loader	MBT00242	Original Agreement	Dec-10

Equipment #	Year	Equipment Type	Serial #	Source	Date
BTJ007	2007	JD 450D Excavator	913544	Bridge Loan	Sep-11
BTJ008	2008	JD 200D Excavator	FF200DX511325	Bridge Loan	Sep-11
BTJ009	2008	JD 200D Excavator	FF200DX511366	Bridge Loan	Sep-11
BTJ013	2008	JD 200D Excavator	FF200DX511365	Bridge Loan	Sep-11
BWJ044	2008	JD 410J Backhoe	T0410JX162682	Bridge Loan	Sep-11
DFJ068	2008	JD 850J Dozer	T0850JX158528	Bridge Loan	Sep-11
DFJ072	2008	JD 850J Dozer	T0850JX165789	Bridge Loan	Sep-11
DFJ073	2008	JD 850J Dozer	T0850JX157769	Bridge Loan	Sep-11
DFJ075	2008	JD 850J Dozer	T0850JX167582	Bridge Loan	Sep-11
DFJ079	2008	JD 850J Dozer	T0850JX167589	Bridge Loan	Sep-11
DFJ082	2008	JD 850J Dozer	T0850JX169295	Bridge Loan	Sep-11
DFJ083	2008	JD 850J Dozer	T0850JX169289	Bridge Loan	Sep-11
DFJ084	2009	JD 850J Dozer	T0850JX171248	Bridge Loan	Sep-11
TAJ005	2007	JD 400D Off Road Dump	DW400DT613959	Bridge Loan	Sep-11
LSJ005	2006	JD 328 Skid Steer	T00328A129721	Bridge Loan	Sep-11
LWJ055	2007	JD 624J Wheel Loader	DW624JZ611200	Bridge Loan	Sep-11
LWJ056	2007	JD 624J Wheel Loader	DW624JZ609556	Bridge Loan	Sep-11
LWJ046	2006	JD 624J Wheel Loader	DW624JZ606348	Bridge Loan	Sep-11
LWJ064	2007	JD 824J Wheel Loader	DW824JZ614462	Bridge Loan	Sep-11

EXHIBIT #3

Schedule 1

SPECIFIED EQUIPMENT

[SEE ATTACHED]

Document Page 25 of 26
SECURITY AGREEMENT SCHEDULE I - SPECIFIED EQUIPMENT

BANK OF AMERICA EQUIPMENT

	Equipment Number	Equipment Description	Serial Number
1	DFJ080	JD 650J DOZER (300)	T0650JX168598
2	BTJ010	JD 350D EXCAVATOR (300)	FF350DX806298
3	BTJ006	JD 850D EXCAVATOR (100)	FF850DX973014
4	LWJ068	JD 744J WHEEL LOADER 200	DW744JX621198
5	LWJ067	JD 844J WHL LOADER (665)	DW844JX616688
6	GAJ032	JD 772D BLADE (100)	DW772DX621649
7	GAJ031	JD 872D BLADE (100)	DW872DX621118
8	GAJ030	JD 872D BLADE (100)	DW872DX620093

DEERE EQUIPMENT

	Equipment Number	Inventory Description	Serial Number
1	ASJ001	JD 2112E PULL PAN	T82112E070319
2	ASJ002	JD 2112E PULL PAN	T82112E070320
3	ASJ003	JD 2112E PULL PAN	T82112E080404
4	ASJ004	JD 2112E PULL PAN	T82112E080405
5	ASJ005	JD 2112E PULL PAN	T82112E080406
6	ASJ006	JD 2112E PULL PAN	T82112E080407
7	BWJ042	JD 410J BACKHOE	T0410JX160843
8	BWJ043	JD 410J BACKHOE	T0410JX162479
9	BWJ044	JD 410J BACKHOE	T0410JX162682
10	BWJ038	JD 410J BACKHOE	T0410JX157319
11	BWJ041	JD 410J BACKHOE	T0410JX153758
12	BWJ037	JD 410J BACKHOE	T0410JX152884
13	BWJ031	JD 410G BACKHOE	T0410GX960519
14	BWJ028	JD 410G BACKHOE	T0410GX960339
15	BWJ024	JD 410G BACKHOE	T0410GX956144
16	BWJ027	JD 410G BACKHOE	T0410GX906330
17	BWJ033	JD 410J BACKHOE	PO410JX138268
18	BWJ029	JD 410G BACKHOE	T0410GX961016
19	DFJ082	JD 850J DOZER	T0850JX169295
20	DFJ075	JD 850J DOZER	T0850JX167582
21	DFJ083	JD 850J DOZER	T0850JX169289
22	DFJ073	JD 850J DOZER	T0850JX157769
23	DFJ079	JD 850J DOZER	T0850JX167589
24	DFJ074	JD 850J DOZER	T0850JX167204
25	DFJ072	JD 850J DOZER	T0850JX165789
26	DFJ084	JD 850J DOZER	T0850JX171248
27	DFJ068	JD 850J DOZER	T0850JX158528
28	DFJ071	JD 850J DOZER	T0850JX165620
29	DFJ069	JD 850J DOZER	T0850JX158628
30	DFJ070	JD 850J DOZER	T0850JX165124

31	DFJ066	JD 850J DOZER	T0850JX150553
32	DFJ065	JD 850J DOZER	T0850JX148377
33	DFJ064	JD 850J DOZER	T0850JX151114
34	DFJ055	JD 850J DOZER	T0850JX130823
35	DFJ067	JD 850J DOZER	T0850JX157859
36	DFJ042	JD 850J DOZER	T0850JX122237
37	DFJ040	JD 850J DOZER	T0850JX119146
38	BTJ009	JD 200D EXCAVATOR	FF200DX511366
39	BTJ008	JD 200D EXCAVATOR	FF200DX511325
40	BTJ013	JD 200D EXCAVATOR	FF200DX511365
41	BTJ005	JD 230CLC EXC.	FF230CX603955
42	BTJ007	JD 450 EXCAVATOR	913544
43	LBJ009	JD 210LE BOX BLADE	T0210LE885523
44	LSJ005	JD 328 SKID STEER	T00328A129721
45	LSJ002	JD 332 SKID STEER	T00332A118064
46	LSJ008	JD 328B SKID STEER	T00328B136648
47	LSJ006	JD 332 SKID STEER	T00332Z150676
48	LSJ007	JD 332 SKID STEER	T00332A147232
49	LSJ003	JD 332 SKID W/HMR	T00332A133686
50	LSJ004	JD 332 SKID STEER	T00332A134968
51	LSJ001	JD 332 SKID STEER -(630)	T00332A113851
52	LWJ049	JD 544J WHEEL LOADER	DW544JZ605507
53	LWJ050	JD 544J WHEEL LOADER	DW544JZ605926
54	LWJ055	JD 624J WHL LDR	DW624JZ611200
55	LWJ056	JD 624J WHL LDR	DW624JZ609556
56	LWJ046	JD 624J WHEEL LOADER	DW624JZ606348
57	LWJ044	JD 624J WHEEL LOADER	DW624JZ605155
58	LWJ047	JD 624J WHEEL LOADER	DW624JZ603798
59	LWJ065	JD 624H WHEEL LDR	DW624HX586135
60	LWJ071	JD 644K WHEEL LOADER	DW644KZ622430
61	LWJ061	JD 644J WHL LDR	DW644JX613031
62	LWJ054	JD 644J WHEEL LOADER	DW644JX606198
63	LWJ070	JD 744J WHEEL LDR	DW744JX618399
64	LWJ053	JD 844J WHL LOADER	DW844JY608297
65	LWJ064	JD 824J WHEEL LOADER	DW824JX614462
66	GAJ037	JD 772D BLADE	622971
67	GAJ034	JD 772D BLADE	DW772DX622402
68	GAJ035	JD 872D BLADE	DW872DX622404
69	GAJ029	JD 872D BLADE	DW872DX615340
70	STJ002	JD 9630 TRACTOR	RW9630E001547
71	STJ003	JD 9630 TRACTOR	RW9630E001060
72	STJ001	JD 9630 TRACTOR	RW9630E001554
73	TAJ005	JD 400D OFF ROAD DUMP	DW400DT613959
74	SWW027	CAT 613C WTR WGN	92X01838