

**United States Bankruptcy Court  
District of Delaware**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Booth Manufacturing Company</b>	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): <b>DBA Auto Labe; DBA Auto Pak</b>	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) <b>04-3409978</b>	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): <b>3101 Industrial Avenue #2 Fort Pierce, FL</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>34946</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>St. Lucie</b>	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):

<b>Type of Debtor</b> (Form of Organization) (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></li> <li><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</li> <li><input type="checkbox"/> Partnership</li> <li><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</li> </ul>	<b>Nature of Business</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Health Care Business</li> <li><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</li> <li><input type="checkbox"/> Railroad</li> <li><input type="checkbox"/> Stockbroker</li> <li><input type="checkbox"/> Commodity Broker</li> <li><input type="checkbox"/> Clearing Bank</li> <li><input checked="" type="checkbox"/> Other</li> </ul> <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</li> </ul>	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <table style="width:100%; border: none;"> <tr> <td style="width:50%; vertical-align: top;"> <ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 7</li> <li><input type="checkbox"/> Chapter 9</li> <li><input checked="" type="checkbox"/> Chapter 11</li> <li><input type="checkbox"/> Chapter 12</li> <li><input type="checkbox"/> Chapter 13</li> </ul> </td> <td style="width:50%; vertical-align: top;"> <ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</li> </ul> </td> </tr> </table> <hr/> <b>Nature of Debts</b> (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>	<ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 7</li> <li><input type="checkbox"/> Chapter 9</li> <li><input checked="" type="checkbox"/> Chapter 11</li> <li><input type="checkbox"/> Chapter 12</li> <li><input type="checkbox"/> Chapter 13</li> </ul>	<ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</li> </ul>	<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.
<ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 7</li> <li><input type="checkbox"/> Chapter 9</li> <li><input checked="" type="checkbox"/> Chapter 11</li> <li><input type="checkbox"/> Chapter 12</li> <li><input type="checkbox"/> Chapter 13</li> </ul>	<ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</li> </ul>					
<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.					

<b>Filing Fee</b> (Check one box) <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Full Filing Fee attached</li> <li><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.</li> <li><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.</li> </ul>	<b>Chapter 11 Debtors</b> Check one box: <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</li> <li><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</li> </ul> Check if: <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</li> </ul> <hr/> Check all applicable boxes: <ul style="list-style-type: none"> <li><input type="checkbox"/> A plan is being filed with this petition.</li> <li><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).</li> </ul>
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**Statistical/Administrative Information**

- Debtor estimates that funds will be available for distribution to unsecured creditors.
- Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

**Estimated Number of Creditors**

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

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

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

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Booth Manufacturing Company</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (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.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	<b>Exhibit B</b> <small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small> 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).  <b>X</b> _____ Signature of Attorney for Debtor(s) (Date)		
<b>Exhibit C</b> 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? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)  <input checked="" type="checkbox"/> 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. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> 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.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)  <input type="checkbox"/> 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)  <input type="checkbox"/> 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 <input type="checkbox"/> 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. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition**

Name of Debtor(s):

**Booth Manufacturing Company**

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

**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 Brett D. Fallon  
Signature of Attorney for Debtor(s)

Brett D. Fallon 2480  
Printed Name of Attorney for Debtor(s)

Morris James LLP  
Firm Name  
500 Delaware Avenue, Suite 1500  
P.O. Box 2308  
Wilmington, DE 19899-2308

\_\_\_\_\_  
Address

(302) 898-8800 Fax: (302) 571-1750  
Telephone Number

March 4, 2009  
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 Roy Shepherd  
Signature of Authorized Individual

Roy Shepherd  
Printed Name of Authorized Individual  
Secretary and Chief Financial Officer  
Title of Authorized Individual

March 4, 2009  
Date


**CERTIFICATE OF THE SECRETARY  
OF BOOTH MANUFACTURING COMPANY**

**Dated: February 25, 2009**

I, Roy Shepherd, Secretary of Booth Manufacturing Company, a Delaware corporation (the "Company"), do hereby certify the following on and as of the date hereof:

- (i) I am the duly elected, qualified and acting Secretary of the Company;
- (ii) attached as Annex A hereto is a true, accurate and complete copy of the resolutions (the "Resolutions") adopted by a unanimous vote of the Company's Board of Directors at a meeting of the Board of Directors duly held on February 25, 2009;
- (iii) such Resolutions were adopted by the Board of Directors in accordance with the By-Laws of the Company;
- (iv) such Resolutions have not been amended, modified or rescinded since adopted, and are in full force and effect as of the date hereof; and
- (v) such Resolutions are the only resolutions relating to the subject matter thereof adopted by the Board of Directors, or any committee of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the date first set forth above.

  
\_\_\_\_\_  
Name: Roy SHEPHERD  
Title: SECRETARY

## **Annex A**

**Resolution of Board of Directors  
of Booth Manufacturing Company**

**February 25, 2009**

As of the 25<sup>th</sup> day of February, 2009, the Board of Directors of Booth Manufacturing Company, a Delaware corporation (the "Company"), acting pursuant to its by-laws, hereby adopt the following resolutions.

WHEREAS, in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors, and shareholders to file a voluntary petition (the "Petition") for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), and the Board of Directors wishes to approve such action; and

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company that the Company shall be, and the company hereby is, authorized to file the Petition in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"); and be it

FURTHER RESOLVED, that each of the officers and acting officers of the Company (each an "Authorized Officer," and together the "Authorized Officers"), shall be and hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to execute, verify and cause to be filed the Petition, including the schedules of assets and liabilities, the statement of financial affairs and other ancillary documents required by the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure to be filed with the Petition; and be it

FURTHER RESOLVED, that the law firm of Morris James LLP shall be, and hereby is, employed as general bankruptcy counsel for the Company under a general retainer, to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers be and hereby is authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Morris James LLP ; and be it

FURTHER RESOLVED, that the law firm of Dean, Mead, Minton & Zwemer, 1903 S. 25<sup>th</sup> Street, Suite 200, Fort Pierce, FL 34947 be and hereby is retained and employed as special business, tax and corporate counsel for the Company; and be it

FURTHER RESOLVED, that each Authorized Officer is hereby authorized, directed and empowered, in the name of and on behalf of the Company, to execute, verify and cause to be filed requests for first-day relief from the Bankruptcy Court, which shall include some or all of the following requests (i) for authority to maintain existing bank

accounts, (ii) for authority to provide adequate assurance to utilities, (iii) for authority to pay employees' prepetition compensation, (iv) for authority to continue insurance programs, (v) for authority to pay sales and use taxes, (vi) for authority to use cash collateral of the Company, and (vii) similar motions that such Authorized Officer may deem necessary, proper, or desirable in connection with the Petition, with a view to the successful prosecution thereunder; and be it

FURTHER RESOLVED, that each Authorized Officer is hereby authorized, directed and empowered, in the name of and on behalf of the Company, (i) to take or cause to be taken any and all actions, (ii) to make or cause to be made all payments (including but not limited to payments of expenses, retainers and filing fees), (iii) to make or cause to be made all federal, state and local governmental, administrative and/or regulatory filings as may be required or advisable under the laws or regulations of any jurisdiction, and (iv) to negotiate, enter into, execute, deliver and perform all other documents, agreements, certificates or instruments as may be necessary, appropriate, convenient or proper, in each case to effectuate the intent of, and the transactions contemplated by, the foregoing resolutions, and the execution and delivery thereof by such Authorized Officer to be conclusive evidence of such approval; and be it

FURTHER RESOLVED, that (i) the Authorized Officers of the Company shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of and on behalf of the Company, as debtor and debtor in possession, to take such actions and execute, deliver and perform such agreements, certificates, instruments, notices and any and all other documents to provide any creditors of the Company with "adequate protection" under the Bankruptcy Code in connection with financing transactions entered into by the Company as debtor and debtor in possession, the use of cash collateral or otherwise, all as may be required by the Bankruptcy Court, including, without limitation, the granting of any liens on any property of the Company, the allowance of postpetition claims with administrative expense status, the execution of additional mortgages, pledge agreements, security agreements, or other agreements, and/or the payment of funds whether representing adequate protection payments, principal and/or interest payments or other payments, to such junior creditors (collectively, the "Adequate Protection Actions"), (ii) any documents executed in connection with and in furtherance of the Adequate Protection Actions containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Authorized Officers hereby are approved, and (iii) the actions of the Authorized Officers taken pursuant to this resolution, including the execution, delivery, and performance of all agreements, certificates, instruments, notices and other documents, shall be conclusive evidence of the approval thereof by such officer and by the Company; and be it

FURTHER RESOLVED, that each Authorized Officer is hereby authorized, directed and empowered to cause the Company and such of its affiliates as management deems appropriate to enter into, execute, deliver, certify, file, record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such

other actions, as in the judgment of such Authorized Officer shall be necessary, proper, and desirable to prosecute to a successful completion the Company's bankruptcy case and to carry out and put into effect the purposes of the foregoing resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and be it

FURTHER RESOLVED, that any and all acts taken and any and all certificates, instruments, agreements or other documents executed on behalf of the Company by the Authorized Officers prior to the adoption of the foregoing resolutions with regard to any of the transactions, actions, certificates, instruments, agreements or other documents authorized or approved by the foregoing resolutions be, and they hereby are, ratified, confirmed, adopted and approved.



**United States Bankruptcy Court  
District of Delaware**

In re Booth Manufacturing Company

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>
Green Mountain Partners, L.P. 5 Central St., Suite 206-21 Woodstock, VT 05091	Guy C. Roberts Green Mountain Partners, L.P. 5 Central St., Suite 206-21 Woodstock, VT 05091	Senior Note. Principal: \$5,930,000.00; Interest: \$1,042,487.94		6,972,487.94
SMW Ltd. 271 Knickerbocker Ave. Bohemia, NY 11716	SMW Ltd. 271 Knickerbocker Ave. Bohemia, NY 11716			13,372.76
R.L. Craig Inc. 6496 State Road 45 Lisbon, OH 44432	R.L. Craig Inc. 6496 State Road 45 Lisbon, OH 44432			9,579.50
Motion Industries, Inc. 4240 Bandy Blvd. Fort Pierce, FL 34981	Motion Industries, Inc. 4240 Bandy Blvd. Fort Pierce, FL 34981			9,376.37
Intralox, Inc. 301 Plantation Rd. New Orleans, LA 70123	Intralox, Inc. 301 Plantation Rd. New Orleans, LA 70123			4,289.48
Precise Motion & Control Inc. 5338 Van Dyke Road Lutz, FL 33558	Precise Motion & Control Inc. 5338 Van Dyke Road Lutz, FL 33558			3,909.00
F.N. Sheppard and Company 1261 Jamike Dr. Erlanger, KY 41018	F.N. Sheppard and Company 1261 Jamike Dr. Erlanger, KY 41018			3,445.36
Southeast Assemblies, Inc. P.O. Box 996 Eustis, FL 32727	Southeast Assemblies, Inc. P.O. Box 996 Eustis, FL 32727			3,187.19
Polydrive Industries 949 E. Isabella Ave. Mesa, AZ 85204	Polydrive Industries 949 E. Isabella Ave. Mesa, AZ 85204			2,657.00
SMC Corporation of America P.O. Box 905189 Charlotte, NC 28290	SMC Corporation of America P.O. Box 905189 Charlotte, NC 28290			2,149.68
Allied Electronics, Inc. 7151 Jack Newell Blvd. S. Fort Worth, TX 76118	Allied Electronics, Inc. 7151 Jack Newell Blvd. S. Fort Worth, TX 76118			1,740.70

In re Booth Manufacturing Company

Debtor(s)

Case No. \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim [if secured, also state value of security]
Vero Machine Industries 5400 85th Street Vero Beach, FL 32967	Vero Machine Industries 5400 85th Street Vero Beach, FL 32967			1,466.67
Keyence Corp. of America 50 Tice Blvd. Woodcliff Lake, NJ 07677	Keyence Corp. of America 50 Tice Blvd. Woodcliff Lake, NJ 07677			1,450.25
PMMI P.O. Box 791042 Baltimore, MD 21279	PMMI P.O. Box 791042 Baltimore, MD 21279			1,200.00
Airo Metals Service Center Co. 6200 Park of Commerce Blvd. Boca Raton, FL 33431	Airo Metals Service Center Co. 6200 Park of Commerce Blvd. Boca Raton, FL 33431			1,046.89
A&A Supply 1230 SE Industrial Blvd. Port Saint Lucie, FL 34952	A&A Supply 1230 SE Industrial Blvd. Port Saint Lucie, FL 34952			999.60
Southern Spring & Stamping, Inc. 401 Sub Station Rd. Venice, FL 34292	Southern Spring & Stamping, Inc. 401 Sub Station Rd. Venice, FL 34292			973.04
Datamax Pioneer 7656 E. 700th Ave. Robinson, IL 62454	Datamax Pioneer 7656 E. 700th Ave. Robinson, IL 62454			862.24
Alliance Precision Machine & Mfg. 2341 Guava Dr. Edgewater, FL 32141	Alliance Precision Machine & Mfg. 2341 Guava Dr. Edgewater, FL 32141			850.88
Sunline Casters & Wheels 337 Philippe Parkway Safety Harbor, FL 34695	Sunline Casters & Wheels 337 Philippe Parkway Safety Harbor, FL 34695			791.14

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

I, the Secretary and Chief Financial Officer 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

3/04/09

Signature

Roy Shepherd  
Roy Shepherd

Secretary and Chief Financial Officer

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  
District of Delaware

In re Booth Manufacturing Company

Debtor(s)

Case No. \_\_\_\_\_

Chapter 11

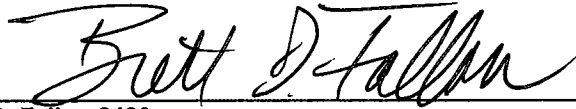
**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Booth Manufacturing Company 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*]

March 4, 2009

Date



\_\_\_\_\_  
Brett D. Fallon 2480

Signature of Attorney or Litigant

Counsel for Booth Manufacturing Company

Morris James LLP

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Wilmington, DE 19899-2306

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