

B1 (Official Form 1)(04/13)

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

Voluntary Petition

| | |
|--|--|
| Name of Debtor (if individual, enter Last, First, Middle): Facteon LLC | 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): FDBA Facteon, Inc. | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 46-4964020 | 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): 700 Galleria Pkwy., Suite 440 Atlanta, GA <div style="text-align: right; margin-top: 5px;"> ZIP Code 30339 </div> | Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div> |
| County of Residence or of the Principal Place of Business: Cobb | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div> | Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div> |

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

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

| | |
|--|---|
| Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |
|--|---|

| | |
|---|----------------------------------|
| Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. | THIS SPACE IS FOR COURT USE ONLY |
| Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" 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 | |
| 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 | |
| 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 type="checkbox"/> \$1,000,001 to \$10 million <input checked="" 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 | |

| | |
|---|--|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | Name of Debtor(s): Facteon LLC |
|---|--|

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> |
|---|--|

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

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

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

If this is a joint petition:

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

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

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

Voluntary Petition

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

Name of Debtor(s):
Facteon LLC

Signatures

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

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

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ M. Denise Dotson
Signature of Attorney for Debtor(s)

M. Denise Dotson 227230
Printed Name of Attorney for Debtor(s)

M. Denise Dotson LLC
Firm Name

170 Mitchell Street
Atlanta, GA 30303

Address

Email: ddotsonlaw@me.com

404-526-8869 Fax: 404-526-8855
Telephone Number

April 14, 2015
Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____
Date

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

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Tom Nort
Signature of Authorized Individual

Tom Nort
Printed Name of Authorized Individual

CEO
Title of Authorized Individual

April 14, 2015
Date

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

In re **Facteon LLC**

Debtor(s)

Case No.

Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

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

DEFINITIONS

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

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| AMOUNT | SOURCE |
|-----------------------|---|
| \$6,691,325.00 | 2013 gross sales per Tax Return \$7,551,802.00 Facteon LLC Gross profit \$6,691,325.00 Ordinary business loss -\$13,422,032.00 |
| \$7,180,918.00 | Facteon Inc. 2012 tax return gross receipts 7,734,628.00 cost of goods sold 553,710.00 Gross profit \$7,180,918.00 |
| \$3,946,891.00 | 2014 fee income and other revenue sources |
| \$406,461.00 | 2015 fee income and other revenue as of February |

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2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

3. Payments to creditors

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

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

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS | AMOUNT PAID | AMOUNT STILL OWING |
|------------------------------|-------------------|-------------|--------------------|
|------------------------------|-------------------|-------------|--------------------|

None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATES OF PAYMENTS/ TRANSFERS | AMOUNT PAID OR VALUE OF TRANSFERS | AMOUNT STILL OWING |
|------------------------------|---------------------------------|---|--------------------|
| See attached exhibit | see attached exhibit | \$0.00 | \$0.00 |

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

| NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR | DATE OF PAYMENT | AMOUNT PAID | AMOUNT STILL OWING |
|--|-------------------------|-------------|--------------------|
| Tom Nort | Regular monthly payroll | \$0.00 | \$0.00 |
| Fred Nort | Regular monthly payroll | \$0.00 | \$0.00 |
| Eric Benson | Regular monthly payroll | \$0.00 | \$0.00 |

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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4. Suits and administrative proceedings, executions, garnishments and attachments

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

| CAPTION OF SUIT AND CASE NUMBER | NATURE OF PROCEEDING | COURT OR AGENCY AND LOCATION | STATUS OR DISPOSITION |
|---------------------------------|----------------------|------------------------------|-----------------------|
| CLIENT TO PROVIDE INFO | | | |

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

| NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED | DATE OF SEIZURE | DESCRIPTION AND VALUE OF PROPERTY |
|--|-----------------|-----------------------------------|
|--|-----------------|-----------------------------------|

5. Repossessions, foreclosures and returns

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

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

6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF ASSIGNEE | DATE OF ASSIGNMENT | TERMS OF ASSIGNMENT OR SETTLEMENT |
|------------------------------|--------------------|-----------------------------------|
|------------------------------|--------------------|-----------------------------------|

None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CUSTODIAN | NAME AND LOCATION OF COURT CASE TITLE & NUMBER | DATE OF ORDER | DESCRIPTION AND VALUE OF PROPERTY |
|-------------------------------|--|---------------|-----------------------------------|
|-------------------------------|--|---------------|-----------------------------------|

7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF PERSON OR ORGANIZATION | RELATIONSHIP TO DEBTOR, IF ANY | DATE OF GIFT | DESCRIPTION AND VALUE OF GIFT |
|--|--------------------------------|--------------|-------------------------------|
|--|--------------------------------|--------------|-------------------------------|

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8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| DESCRIPTION AND VALUE OF PROPERTY | DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS | DATE OF LOSS |
|-----------------------------------|--|--------------|
|-----------------------------------|--|--------------|

9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

| NAME AND ADDRESS OF PAYEE | DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR | AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY |
|--|---|---|
| M. Denise Dotson, LLC 170 Mitchell St. Atlanta, GA 30303 | March 2015 April 2015 | \$18,283.00 professional fees \$1,717.00 court costs On April 12, 2015 we applied and drew down \$10,575.00 from the retainer and debtor replenished the retainer on 4/13/2015. Currently holding \$18,283.00 in the retainer. \$1,717.00 for court filing fees were drawn down on April 14, 2015. |
| Morris Manning & Martin 1600 Atlanta Financial Center Atlanta, GA 30326 | January/February 2015 | \$30,000.00 retainer paid. Firm drew down approximately \$17,000.00 and the retainer was replenished by approximately \$17,000.00. Firm then drew down another \$13,000.00 approximately and balance of retainer has yet to be returned. |

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR | DATE | DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED |
|--|---------------------------|--|
| Third party none | 12 - 18 months ago | Tax sale conducted by Marked Tree, Arkansas of 10 acres of commercial land with a manufacturing facility. Debtor did not redeem the property. |

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

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

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11. Closed financial accounts

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

| NAME AND ADDRESS OF INSTITUTION | TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE | AMOUNT AND DATE OF SALE OR CLOSING |
|---|--|------------------------------------|
| Sun Trust Bank Cumberland Branch Marietta, GA | Operating Account ending in 6233 | Approximately \$200.00 |

12. Safe deposit boxes

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

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

13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATE OF SETOFF | AMOUNT OF SETOFF |
|------------------------------|----------------|------------------|
|------------------------------|----------------|------------------|

14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

| NAME AND ADDRESS OF OWNER | DESCRIPTION AND VALUE OF PROPERTY | LOCATION OF PROPERTY |
|---------------------------|-----------------------------------|----------------------|
|---------------------------|-----------------------------------|----------------------|

15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

| ADDRESS | NAME USED | DATES OF OCCUPANCY |
|---------|-----------|--------------------|
|---------|-----------|--------------------|

16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

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17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

| SITE NAME AND ADDRESS | NAME AND ADDRESS OF GOVERNMENTAL UNIT | DATE OF NOTICE | ENVIRONMENTAL LAW |
|-----------------------|---------------------------------------|----------------|-------------------|
|-----------------------|---------------------------------------|----------------|-------------------|

- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

| SITE NAME AND ADDRESS | NAME AND ADDRESS OF GOVERNMENTAL UNIT | DATE OF NOTICE | ENVIRONMENTAL LAW |
|-----------------------|---------------------------------------|----------------|-------------------|
|-----------------------|---------------------------------------|----------------|-------------------|

- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

| NAME AND ADDRESS OF GOVERNMENTAL UNIT | DOCKET NUMBER | STATUS OR DISPOSITION |
|---------------------------------------|---------------|-----------------------|
|---------------------------------------|---------------|-----------------------|

18. Nature, location and name of business

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

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

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

| NAME | LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN | ADDRESS | NATURE OF BUSINESS | BEGINNING AND ENDING DATES |
|------|--|---------|--------------------|----------------------------|
|------|--|---------|--------------------|----------------------------|

Comply First

- None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

| NAME | ADDRESS |
|------|---------|
|------|---------|

B7 (Official Form 7) (04/13)

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

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

19. Books, records and financial statements

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

| | |
|--|-------------------------|
| NAME AND ADDRESS | DATES SERVICES RENDERED |
| Whirley & Associates 2500 Northwinds Parkway Suite 190 Alpharetta, GA 30009 | July 2014 |

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

| | | |
|---|---|---|
| NAME | ADDRESS | DATES SERVICES RENDERED |
| Whirley & Associates | 2500 Northwinds Parkway Suite 190 Alpharetta, GA 30009 | October 2014 |
| Birnbrey Minsk Minsk&Perming LLC | 1801 Peachtree Stree NE Suite 300 Atlanta, GA 30309 | July 2013 and prior 10 years approximately |

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

| | |
|---|---|
| NAME | ADDRESS |
| Whirley & Associates 2013 and prior 10 years | 2500 Northwinds Parkway Suite 190 Alpharetta, GA 30009 |
| Peter Macgregor 2001 - current | 904 Steam Valley Trail Alpharetta, GA 30022 |

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

| | |
|--|--|
| NAME AND ADDRESS | DATE ISSUED |
| Sterling National Bank 400 Rella Blvd Suffern, NY 10901 | Required monthly financial statements and audited financial statements |
| Noteholders | Provided any noteholder that requested financial statements and/or any other information that was requested |

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

| | | |
|-------------------|----------------------|---|
| DATE OF INVENTORY | INVENTORY SUPERVISOR | DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis) |
|-------------------|----------------------|---|

B7 (Official Form 7) (04/13)

8

None b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

21 . Current Partners, Officers, Directors and Shareholders

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

NAME AND ADDRESS NATURE OF INTEREST PERCENTAGE OF INTEREST

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

| NAME AND ADDRESS | TITLE | NATURE AND PERCENTAGE OF STOCK OWNERSHIP |
|--|---------------------|--|
| John F. Nort | Member/owner | 28% ownership |
| Eric V. Benson | Member/owner | 24% ownership |
| Tom Nort | Member/owner | 33.57% ownership |
| Edward C. Mitchell Jr. 299 Glencastle Dr. Atlanta, GA 30327 | Owner | 10% ownership |
| Edward P. Clancey 749 Camp Woods Rd Villanova, PA 19085 | Owner | 0.32% ownership |
| Bonita Tew 16314 E. Dakota Rd. Claremore, OK 74017 | owner | 0.63% ownership |
| Dean Fowler 8385 Sentinae Chase Dr. Roswell, GA 30076 | owner | 0.63% ownership |
| David G. Magee 1436 Lanier Ct. Atlanta, GA 30319 | owner | 0.63% ownership |
| Martin P. Conroy 225 Fairview Ave. Decatur, GA 30030 | owner | 0.32% ownership |
| Michael Shikany 1715 N Holly Ln Atlanta, GA 30329 | owner | 1.58% ownership |
| Rachel Hammer 1827 Gainsborough Dr. Atlanta, GA 30341 | owner | 0.32% ownership |

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME ADDRESS DATE OF WITHDRAWAL

B7 (Official Form 7) (04/13)

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None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS TITLE DATE OF TERMINATION

23. Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR DATE AND PURPOSE OF WITHDRAWAL AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND TAXPAYER IDENTIFICATION NUMBER (EIN)

* * * * *

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date April 14, 2015 Signature /s/ Tom Nort
Tom Nort
CEO

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

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

B4 (Official Form 4) (12/07)

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

In re Facteon LLC

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> |
| Alison Drummond Equity Trust Company 225 Burns Road Elyria, OH 44035 | Alison Drummond Equity Trust Company 225 Burns Road Elyria, OH 44035 | Note holder | | 514,900.00 |
| Annette Reed 3921 Glenhurst Dr. SE Atlanta, GA 30340 | Annette Reed 3921 Glenhurst Dr. SE Atlanta, GA 30340 | Note holder | | 300,000.00 |
| Barclay & Lorita Resler 7721 Crossover Drive Mc Lean, VA 22102 | Barclay & Lorita Resler 7721 Crossover Drive Mc Lean, VA 22102 | Note Holder | | 700,000.00 |
| Bonita Tew 16341 E Dakota Rd Claremore, OK 74017 | Bonita Tew 16341 E Dakota Rd Claremore, OK 74017 | Note Holder #2 | | 355,000.00 |
| Daniel J. Homrich 1947 Carrington Ct. Stone Mountain, GA 30087-1447 | Daniel J. Homrich 1947 Carrington Ct. Stone Mountain, GA 30087-1447 | Note Holder #2 | | 410,000.00 |
| Diane M. Ashkouti 50 Old Stratton Chase Atlanta, GA 30328 | Diane M. Ashkouti 50 Old Stratton Chase Atlanta, GA 30328 | Note Holder | | 350,000.00 |
| Edward C. Mitchell TD Ameritrade, Inc. 4075 Sorrento Valley Blvd San Diego, CA 92121 | Edward C. Mitchell TD Ameritrade, Inc. 4075 Sorrento Valley Blvd San Diego, CA 92121 | Note Holder/IRA | | 550,000.00 |
| Fred C. Hollmer 800 Jett Ferry Manor Atlanta, GA 30350 | Fred C. Hollmer 800 Jett Ferry Manor Atlanta, GA 30350 | Note Holder | | 280,000.00 |
| Gary L. Beck Lincoln Trust PO Box 5831 Denver, CO 80217 | Gary L. Beck Lincoln Trust PO Box 5831 Denver, CO 80217 | Note Holder | | 490,000.00 |
| John Whitmore 209 S. STEPHANIE ST. STE B-169 Henderson, NV 89012 | John Whitmore 209 S. STEPHANIE ST. STE B-169 Henderson, NV 89012 | Note Holder | | 480,000.00 |

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

In re **Facteon LLC**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

| (1) <i>Name of creditor and complete mailing address including zip code</i> | (2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | (3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5) <i>Amount of claim [if secured, also state value of security]</i> |
|--|---|--|---|--|
| Lawson K Broadrick 300 Landfall Rd. NW Atlanta, GA 30328 | Lawson K Broadrick 300 Landfall Rd. NW Atlanta, GA 30328 | Note Holder | | 627,684.89 |
| Lester Sheppard 1081 Flemings Knoll Greensboro, GA 30642 | Lester Sheppard 1081 Flemings Knoll Greensboro, GA 30642 | Note Holder | | 350,000.00 |
| Michael Brumit 1090 Waterbury Close Powder Springs, GA 30127 | Michael Brumit 1090 Waterbury Close Powder Springs, GA 30127 | Note Holder | | 390,000.00 |
| Polestar Capital, LLC David Homrich - AMB Foundation 3223 Howell Mill Rd, NW Atlanta, GA 30327 | Polestar Capital, LLC David Homrich - AMB Foundation 3223 Howell Mill Rd, NW Atlanta, GA 30327 | Note Holder | | 500,000.00 |
| Roger C Tutterow 502 Vinings Crest Smyrna, GA 30080 | Roger C Tutterow 502 Vinings Crest Smyrna, GA 30080 | Note Holder | | 2,250,000.02 |
| Samuel Calvin Rogers 4396 Paces Point Circle Smyrna, GA 30080 | Samuel Calvin Rogers 4396 Paces Point Circle Smyrna, GA 30080 | Note Holder | | 335,000.00 |
| Short Term Notes | Short Term Notes | Notes | | 280,042.24 |
| Steve Kramer TD Ameritrade 4075 Sorrento Valley Blvd San Diego, CA 92121 | Steve Kramer TD Ameritrade 4075 Sorrento Valley Blvd San Diego, CA 92121 | Note holder | | 352,000.00 |
| Tabas II LLP Century Springs West 6000 Lake Forrest Dr., Ste 400 Atlanta, GA 30328 | Tabas II LLP Century Springs West 6000 Lake Forrest Dr., Ste 400 Atlanta, GA 30328 | Note Holder | | 275,000.00 |
| Thomas W. Norwood 1190 Crest Valley Dr Atlanta, GA 30327 | Thomas W. Norwood 1190 Crest Valley Dr Atlanta, GA 30327 | Note Holder | | 1,481,841.52 |

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

In re **Facteon LLC**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

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

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

Date **April 14, 2015**

Signature **/s/ Tom Nort**

Tom Nort

CEO

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

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

In re Facteon LLC, Debtor Case No. _____

SCHEDULE A - REAL PROPERTY

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

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

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

| Description and Location of Property | Nature of Debtor's Interest in Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption | Amount of Secured Claim |
|---|---|------------------------------------|--|-------------------------|
| Real property located in Cherokee County, GA includes a house but is zoned commercial. There are two lots that combine for total acreage of approximately 1 to 1 1/2 acres. Currently listed for sale at \$200,000.00 | | - | 200,000.00 | 0.00 |
| Three lots located in Belfield, North Dakota currently listed for sale at \$25,000.00 each | | - | 75,000.00 | 0.00 |

Sub-Total > **275,000.00** (Total of this page)
 Total > **275,000.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

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

In re Facteon LLC, Debtor Case No. _____

SCHEDULE B - PERSONAL PROPERTY

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

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

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

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|--|------------------|--|---|---|
| 1. Cash on hand | | Debtor will confirm the amount of cash on hand at the date of filing and file the appropriate amount. | - | Unknown |
| 2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives. | X | | | |
| 3. Security deposits with public utilities, telephone companies, landlords, and others. | | Possible security deposit with INPO/Childers Kline | - | 0.00 |
| 4. Household goods and furnishings, including audio, video, and computer equipment. | X | | | |
| 5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles. | X | | | |
| 6. Wearing apparel. | X | | | |
| 7. Furs and jewelry. | X | | | |
| 8. Firearms and sports, photographic, and other hobby equipment. | X | | | |
| 9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each. | X | | | |
| 10. Annuities. Itemize and name each issuer. | X | | | |
| Sub-Total > | | | | 0.00 |
| (Total of this page) | | | | |

3 continuation sheets attached to the Schedule of Personal Property

In re Facteon LLC, Debtor Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

| Type of Property | NON E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|---|----------|--|------------------------------------|--|
| 11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).) | X | | | |
| 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars. | X | | | |
| 13. Stock and interests in incorporated and unincorporated businesses. Itemize. | | ComplyFirst 91% interest - company is beginning to make a profit | - | Unknown |
| 14. Interests in partnerships or joint ventures. Itemize. | X | | | |
| 15. Government and corporate bonds and other negotiable and nonnegotiable instruments. | X | | | |
| 16. Accounts receivable. | | Loans due from members | - | 378,322.00 |
| | | Notes due from affiliates | - | 140,423.00 |
| | | Factored receivables less allowance for doubtful accounts as of February 2015 | - | 3,872,317.00 |
| 17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars. | X | | | |
| 18. Other liquidated debts owed to debtor including tax refunds. Give particulars. | X | | | |
| 19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property. | X | | | |
| 20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust. | X | | | |
| | | | Sub-Total > | 4,391,062.00 |
| | | | (Total of this page) | |

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

In re Facteon LLC, Debtor Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

| Type of Property | N O N E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|---|------------------|---|---|---|
| 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 | | | |
| 27. Aircraft and accessories. | X | | | |
| 28. Office equipment, furnishings, and supplies. | | Office furniture, desks chairs (liquidation) | - | 2,000.00 |
| 29. Machinery, fixtures, equipment, and supplies used in business. | | Computer hardware | - | 4,000.00 |
| 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. | | Prepaid Expenses | - | 16,429.00 |
| | | | Sub-Total > | 22,429.00 |
| | | | (Total of this page) | |

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

In re Facteon LLC, Debtor Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

| Type of Property | NON E | Description and Location of Property | Husband, Wife, Joint, or Community | Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption |
|------------------|----------|---|---|---|
| | | General intangibles including website and website development | - | Unknown |
| | | Unused Retainer Morris Manning Martin | - | 13,000.00 |
| | | Retainer paid to W. Pitts Carr & Associates (representation in potential malpractice action) | - | 10,000.00 |
| | | Potential malpractice action against former accounting firm | - | Unknown |
| | | CompCare Judgment (\$7.9million) possibly uncollectible | - | Unknown |
| | | Judgment against William Anderson III remaining balance due is approximately 1.9million | - | Unknown |

| | |
|----------------------|---------------------|
| Sub-Total > | 23,000.00 |
| (Total of this page) | |
| Total > | 4,436,491.00 |

(Report also on Summary of Schedules)

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

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

In re **Facteon LLC**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R H W J C | Husband, Wife, Joint, or Community | | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|--|-------------------------------------|--|----------|---------------------|-------------------------|-----------------|---|---------------------------|
| | | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | | | | | | |
| Account No. | | | | | | | | |
| | | | | | | | | |
| | | | Value \$ | | | | | |
| Account No. | | | | | | | | |
| | | | | | | | | |
| | | | Value \$ | | | | | |
| Account No. | | | | | | | | |
| | | | | | | | | |
| | | | Value \$ | | | | | |
| Account No. | | | | | | | | |
| | | | | | | | | |
| | | | Value \$ | | | | | |
| Subtotal (Total of this page) | | | | | | | | |
| Total (Report on Summary of Schedules) | | | | | | | 0.00 | 0.00 |

0 continuation sheets attached

In re **Facteon LLC**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

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

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

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

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

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

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

Domestic support obligations

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

Extensions of credit in an involuntary case

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

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

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

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

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

Commitments to maintain the capital of an insured depository institution

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

Claims for death or personal injury while debtor was intoxicated

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

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

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

In re Facteon LLC, Debtor Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

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

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

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

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|---|--------------------------------------|------------------------------------|--|--|--------------------------------------|-------------------|
| | | H W J C | | | | |
| Account No. A. Trent Germano PO Box 420648 Atlanta, GA 30342-0648 | | Note holder - | | | | 25,000.00 |
| Account No. Ackerman LLP Po Box 4906 Orlando, FL 32802 | | Account Payable - | | | | 12,196.45 |
| Account No. Albert M. Pearson 3849 West Nancy Creek Place Atlanta, GA 30319 | | Note holder - | | | | 200,000.00 |
| Account No. Albert M. Pearson 3849 West Nancy Creek Place Atlanta, GA 30319 | | Note Holder #2 - | | | | 50,000.00 |
| Subtotal (Total of this page) | | | | | | 287,196.45 |

24 continuation sheets attached

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|---|--------------------------------------|------------------------------------|--|--|--------------------------------------|---|
| | | H W J C | | | | |
| Account No. Alexandria W. Owen/Glends McCormick Lewis 1 Old Paces Place Atlanta, GA 30327 | - | Note Holder | | | | 30,000.00 |
| Account No. Alison Drummond Equity Trust Company 225 Burns Road Elyria, OH 44035 | - | Note holder | | | | 514,900.00 |
| Account No. Andrew C. Norwood 510 S. Washington Street Denver, CO 80209 | - | Note Holder | | | | 6,194.81 |
| Account No. Anna Kramer 2825 Northbrook Drive Atlanta, GA 30340 | - | Note Holder | | | | 35,000.00 |
| Account No. Annette Reed 3921 Glenhurst Dr. SE Atlanta, GA 30340 | - | Note holder | | | | 300,000.00 |
| Sheet no. <u>1</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) 886,094.81 |

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|---------------------|
| | | H W J C | | | | |
| Account No. Barclay & Lorita Resler 7721 Crossover Drive Mc Lean, VA 22102 | | Note Holder | | | | 700,000.00 |
| Account No. Barclay T. Resler III 7775 Walton Pkwy. New Albany, OH 43054 | | Note Holder | | | | 17,500.00 |
| Account No. Bonita Tew 16341 E Dakota Rd Claremore, OK 74017 | | Note Holder #2 | | | | 355,000.00 |
| Account No. Brandon Ashkouti Century Springs West 6000 Lake Forrest Dr., Ste 400 Atlanta, GA 30328 | | Note Holder | | | | 20,000.00 |
| Account No. C. Paul & Shirley Jolly 4431 Davidson Ave Atlanta, GA 30319 | | Note Holder | | | | 100,000.00 |
| Sheet no. <u>2</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | Subtotal (Total of this page) | 1,192,500.00 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | |
|---|--------------------------------------|------------------------------------|---|--|--|--------------------------------------|----------------------------------|-------------------|
| | | H W J C | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | | | | | |
| Account No. Catherine Nort 2178 LeBaron Drive Atlanta, GA 30345 | | | Note Holder | | | | 134,300.00 | |
| Account No. Charlene Shikany 1715 N. Holly Ln. Atlanta, GA 30329-3523 | | - | Note Holder | | | | 45,500.00 | |
| Account No. Charlie Shikany 1400 F Church St. Decatur, GA 30030 | | - | Note Holder | | | | 24,142.47 | |
| Account No. custodial Charlie Shikany 1715 N. Holly Lane Atlanta, GA 30329 | | - | Note Holder | | | | 0.00 | |
| Account No. Christa Shikany 1914 Timothy Dr. NE Atlanta, GA 30329 | | - | Note Holder | | | | 10,000.00 | |
| Sheet no. <u>3</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 213,942.47 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | |
|--|--------------------------------------|--|---|--|--|--------------------------------------|----------------------------------|-------------------|
| | | | | | | | | |
| Account No. Corners Court, LLC Century Springs West 6000 lake Forrest Dr., Ste 400 Atlanta, GA 30328 | | | Note holder | | | | 0.00 | |
| Account No. Cozen O'Conner 199 Market St. Philadelphia, PA 19103 | | | Legal Fees | | | | 87,345.25 | |
| Account No. D & B PO Box 75434 Chicago, IL 60675 | | | Subscription | | | | 9,684.00 | |
| Account No. Daniel J. Homrich 1947 Carrington Ct. Stone Mountain, GA 30087-1447 | | | Note Holder #2 | | | | 410,000.00 | |
| Account No. Darrius Soodmand 1765 Mayfield Rd. Alpharetta, GA 30009 | | | Note Holder | | | | 15,000.00 | |
| Sheet no. <u>4</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 522,029.25 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E. | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | A M O U N T O F C L A I M |
|--|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|
| | | H W J C | | | | | |
| Account No. David C. Smith Equity Trust Company 225 Burns Rd. Elyria, OH 44036 | | - | Note Holder | | | | 93,000.00 |
| Account No. Dawn Connell 10108 Buggy Horse Rd Charlotte, NC 28277 | | - | Note Holder | | | | 52,500.00 |
| Account No. Dean or Kathleen Fowler 8385 Sentinae Chase Dr. Roswell, GA 30076 | | - | Note Holder | | | | 25,000.00 |
| Account No. Diane & Mitchell Domit 5301 Ashley Trace Atlanta, GA 30360 | | - | Note Holder | | | | 30,000.00 |
| Account No. Diane A. Domit 5301 Ashley Trace Atlanta, GA 30360 | | - | Note Holder | | | | 46,666.67 |
| Subtotal (Total of this page) | | | | | | | 247,166.67 |

Sheet no. 5 of 24 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|--|---|
| | | H W J C | | | | | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. |
| Account No. Diane M. Ashkouti 50 Old Stratton Chase Atlanta, GA 30328 | | Note Holder | | | | 350,000.00 | |
| Account No. Donald W. Paul 3770 Harbour Landing Dr. Gainesville, GA 30506 | | Note Holder #1 | | | | 50,000.00 | |
| Account No. Donald W. Paul 3770 Harbour Landing Dr. Gainesville, GA 30506 | | Note Holder #2 | | | | 50,000.00 | |
| Account No. Dr. Paula Elliott 9460 Magnolia Crossing Dr. Greenwell Springs, LA 70739 | | Note Holder | | | | 40,000.00 | |
| Account No. Edward C. Mitchell TD Ameritrade, Inc. 4075 Sorrento Valley Blvd San Diego, CA 92121 | | Note Holder/IRA | | | | 550,000.00 | |
| Sheet no. <u>6</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) | 1,040,000.00 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|---|--------------------------------------|------------------------------------|--|--|--------------------------------------|---|
| | | H W J C | | | | |
| Account No. Edward P. and Sara Clancy 749 Camp Woods Rd. Villanova, PA 19085-1004 | | Note Holder - | | | | 200,000.00 |
| Account No. Ellis A. Mansour 7 Mission Dr. Newnan, GA 30263 | | Note Holder - | | | | 50,000.00 |
| Account No. Frank or Margaret Wilder 3434 Rhatt Butler Hernando, MS 38632 | | Note Holder - | | | | 50,000.00 |
| Account No. Fred C. Hollmer 800 Jett Ferry Manor Atlanta, GA 30350 | | Note Holder - | | | | 280,000.00 |
| Account No. Gary L. Beck Lincoln Trust PO Box 5831 Denver, CO 80217 | | Note Holder - | | | | 490,000.00 |
| Sheet no. <u>7</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) 1,070,000.00 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|---|--------------------------------------|------------------------------------|--|--|--------------------------------------|-------------------|
| | | H W J C | | | | |
| Account No. Referral fee Gary Pheasant 1099 Lanier Blvd. Atlanta, GA 30306 | | Note Holder #2 | | | | 102,444.91 |
| Account No. Glass Ratner 3424 Peachtree Rd, NE Suite 2150 Atlanta, GA 30326 | | Professional Fee | | | | 17,500.00 |
| Account No. Glenda F. McCormick-Lewis 1 Old Paces Place Atlanta, GA 30327 | | Note Holder | | | | 200,000.00 |
| Account No. Gracyn Sullivan Century Springs West 6000 Lake Forrest Dr., Ste 400 Atlanta, GA 30328 | | Note Holder | | | | 10,000.00 |
| Account No. Herbert of Rose Marie Paul 6821 Huntingridge Rd Chapel Hill, NC 27517 | | Note Holder #2 | | | | 15,000.00 |
| Subtotal (Total of this page) | | | | | | 344,944.91 |

Sheet no. 8 of 24 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E. | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | A M O U N T O F C L A I M | |
|---|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|-------------------|
| | | H W J C | | | | | | |
| Account No. Herbert of Rose Marie Paul 6821 Huntingridge Rd Chapel Hill, NC 27517 | | - | Note Holder #3 | | | | 35,000.00 | |
| Account No. Herbert of Rose Marie Paul 6821 Huntingridge Rd Chapel Hill, NC 27517 | | - | Note Holder #1 | | | | 25,000.00 | |
| Account No. Interactive Insurance Solution c/o Mr. John Todd 729 Ragsdale Rd. Sharpsburg, GA 30277 | | - | Note Holder | | | | 15,000.00 | |
| Account No. IRA Jack F. Crowder TD Ameritrade 4075 Sorrento Valley Blvd San Diego, CA 92121 | | - | Note Holder | | | | 55,000.00 | |
| Account No. James E Vann 1354 Murrays Loch Place Kennesaw, GA 30152 | | - | Note Holder | | | | 100,000.00 | |
| Sheet no. <u>9</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 230,000.00 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|---|
| | | H W J C | | | | |
| Account No. James K Cheney 200 River Bottom Rd Athens, GA 30606 | | Note Holder - | | | | 100,000.00 |
| Account No. Janet Ashkouti Century Springs West 6000 Lake Forrest Dr., Ste 400 Atlanta, GA 30328 | | Note Holder - | | | | 80,000.00 |
| Account No. Jeanette Ramming/Jan Ramming 1 Lewis St. Hillsborough, NJ 08844 | | Note Holder - | | | | 200,000.00 |
| Account No. John Todd 729 Ragsdale Rd Sharpsburg, GA 30277 | | Note Holder - | | | | 12,000.00 |
| Account No. John Whitmore 209 S. STEPHANIE ST. STE B-169 Henderson, NV 89012 | | Note Holder - | | | | 480,000.00 |
| Sheet no. <u>10</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) 872,000.00 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | |
|---|--------------------------------------|------------------------------------|--|--|--------------------------------------|--|---|
| | | H W J C | | | | | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. |
| Account No. Joseph Kolshak 19591 Vintage Trace Cir Fort Myers, FL 33967 | | Note Holder - | | | | 150,000.00 | |
| Account No. Katherine Pheasant 1099 Lanier Blvd Atlanta, GA 30306 | | Note Holder - | | | | 21,813.03 | |
| Account No. Kathleen McFadden TD Ameritrade 4075 Sorrento Valley Blvd San Diego, CA 92121 | | Note Holder - | | | | 25,000.00 | |
| Account No. Keagan R. Lenihan 3627 Trinity Drive Alexandria, VA 22304 | | Note Holder - | | | | 100,000.00 | |
| Account No. Keith Caldwell 1723 Sweet Branch Trl Grayson, GA 30017 | | Note Holder - | | | | 25,000.00 | |
| Sheet no. <u>11</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) | 321,813.03 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E. | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | A M O U N T O F C L A I M | |
|--|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|-------------------|
| | | H W J C | | | | | | |
| Account No. Kelli & Kevin Sullivan Century Springs West 6000 Lake Forrest Dr., Ste 400 Atlanta, GA 30328 | | Note Holder | | | | | 15,000.00 | |
| Account No. Kendall Summerhawk NTC & Co fbo Kendall Summerhaw P.O. Box 173859 Denver, CO 80217-5831 | | Note Holder | | | | | 186,000.00 | |
| Account No. Land Associates, Inc. 200 River Bottom Rd. Athens, GA 30606 | | Creditor | | | | | 0.00 | |
| Account No. Larue S Sellars 2308 Huntingdon Chase Dunwoody, GA 30350 | | Note Holder | | | | | 28,000.00 | |
| Account No. Lawson K Broadrick 300 Landfall Rd. NW Atlanta, GA 30328 | | Note Holder | | | | | 627,684.89 | |
| Sheet no. <u>12</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 856,684.89 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|---|--------------------------------------|------------------------------------|--|--|--------------------------------------|-------------------|
| | | H W J C | | | | |
| Account No. Lester Sheppard 1081 Flemings Knoll Greensboro, GA 30642 | | Note Holder - | | | | 350,000.00 |
| Account No. Linda Haley Blumberg c/o Drew Blumberg ADB Services 8215 Roswell Rd., Bldg 1100 Atlanta, GA 30350 | | Note Holder - | | | | 50,000.00 |
| Account No. Linda Norwood 1190 Crest Valley Dr Atlanta, GA 30327 | | Note Holder - | | | | 250,000.00 |
| Account No. Lisa Barranco Murphy Mountain Lake P.O. Box 832 Lake Wales, FL 33859 | | Note Holder - | | | | 45,000.00 |
| Account No. Marilyn & David Pheasant 21 Madison Ave. Rochester, NH 03867 | | Note Holder - | | | | 57,247.48 |
| Subtotal (Total of this page) | | | | | | 752,247.48 |

Sheet no. 13 of 24 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E. | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | A M O U N T O F C L A I M |
|--|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|
| | | H W J C | | | | | |
| Account No. Mark Homrich Charles Schwab Orlando Ops Cen P.O. Box 628291 Orlando, FL 32862-8291 | | - | Note holder | | | | 70,000.00 |
| Account No. Marsha M. Crowder 325 McDaniel Rd Marietta, GA 30064 | | - | Note Holder | | | | 250,000.00 |
| Account No. Mary E Carlson 335 Hammond Dr., Unit 618 Atlanta, GA 30328 | | - | Note Holder | | | | 60,000.00 |
| Account No. Mary Grace Miller 3872 Chaucer Wood Atlanta, GA 30319-1672 | | - | Note Holder | | | | 130,000.00 |
| Account No. Mary P. Carlson 385 Hammond Drive Unit 618 Atlanta, GA 30328 | | - | Note Holder | | | | 60,000.00 |
| Subtotal (Total of this page) | | | | | | | 570,000.00 |

Sheet no. 14 of 24 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E. | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | A M O U N T O F C L A I M | |
|---|--------------------------------------|------------------------------------|--|--|--|--------------------------------------|---|-------------------|
| | | H W J C | | | | | | |
| Account No. Merrell F Adams TD Ameritrade 4075 Sorrento Valley Blvd San Diego, CA 92121 | | - | Note Holder IRA account | | | | 25,000.00 | |
| Account No. Merrill Lynch Attn: Vicki Lloyd 150 N. College St. Suite 2800 Charlotte, NC 28255 | | - | Note Holder | | | | 0.00 | |
| Account No. Michael Brumit 1090 Waterbury Close Powder Springs, GA 30127 | | - | Note Holder | | | | 390,000.00 | |
| Account No. Michael J Goldman 1094 Lanier Blvd Atlanta, GA 30306 | | - | Note Holder | | | | 179,578.20 | |
| Account No. Michael Kramer 3646 Emerald St. APT 131 Torrance, CA 90503 | | - | Note Holder | | | | 35,000.00 | |
| Sheet no. <u>15</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) | 629,578.20 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|---|--------------------------------------|------------------------------------|--|--|--------------------------------------|-------------------|
| | | H W J C | | | | |
| Account No. Michael or Ramona Sauter 3329 Collier Pt Dacula, GA 30019 | | Note holder | | | | 25,000.00 |
| Account No. Michael Shikany 1715 N Holly Ln Atlanta, GA 30329 | | Note holder | | | | 15,000.00 |
| Account No. Michelle Mansour 9 Mission Drive Newnan, GA 30263 | | Note Holder | | | | 45,000.00 |
| Account No. Mike Jennings 9810 Ottobahn Amarillo, TX 79119 | | Note Holder | | | | 120,000.00 |
| Account No. Mrs. John Tutterow aka Dawn 177 N. Highland #1114 Memphis, TN 38111 | | Note Holder | | | | 112,000.00 |
| Subtotal (Total of this page) | | | | | | 317,000.00 |

Sheet no. 16 of 24 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|--|---|
| | | H W J C | | | | | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. |
| Account No. Ned T Murphy Mountain Lake P.O. Box 832 Lake Wales, FL 33859 | | Note Holder | | | | 25,000.00 | |
| Account No. Pat Jordan | | Note Holder IRA | | | | 30,000.00 | |
| Account No. Patric Jordan 445 Cameron Valley Ct Atlanta, GA 30328 | | Note Holder | | | | 50,000.00 | |
| Account No. Peter MacGregor 904 Steam Valley Trl. Alpharetta, GA 30022 | | Note holder | | | | 100,000.00 | |
| Account No. Pierce Resler Coffee 805 Cresent Dr Alexandria, VA 22302 | | Note Holder | | | | 97,500.00 | |
| Sheet no. <u>17</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) | 302,500.00 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|---|
| | | H W J C | | | | |
| Account No. Polestar Capital, LLC David Homrich - AMB Foundation 3223 Howell Mill Rd, NW Atlanta, GA 30327 | | Note Holder - | | | | 500,000.00 |
| Account No. Rachel Hammer 3508 Meeting House Mtn. Rd. Clayton, GA 30525 | | Note Holder - | | | | 200,000.00 |
| Account No. Ramona J Sauter 3329 Collier Pt Dacula, GA 30019 | | Note Holder - | | | | 25,000.00 |
| Account No. RC and Betty Atchley 1300 S Harrison, Apt #305 Amarillo, TX 79101 | | Note Holder #2 - | | | | 30,000.00 |
| Account No. Rebecca Fredericks P.O. Box 1325 Alpharetta, GA 30009-1325 | | Note Holder - | | | | 132,500.00 |
| Sheet no. <u>18</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) 887,500.00 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|--|---|
| | | H W J C | | | | | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. |
| Account No. Richard Martin 2460 Brookhaven Heights Ct Atlanta, GA 30319 | | Note Holder | | | | 50,000.00 | |
| Account No. RJK Ventures LLLP 2130 Clay Dr. Atlanta, GA 30350 | | Note holder | | | | 50,000.00 | |
| Account No. Rob Vaka 140 Stone Pond Lane Alpharetta, GA 30022 | | Note Holder | | | | 25,000.00 | |
| Account No. Robert & Marian Huttman 1252 Hampton Hall Dr Atlanta, GA 30319 | | Note Holder | | | | 25,000.00 | |
| Account No. Robert Caldwell 4628 Robie Rd Lilburn, GA 30047 | | Note Holder | | | | 50,000.00 | |
| Sheet no. <u>19</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) | 200,000.00 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|---------------------|
| | | H W J C | | | | |
| Account No. Robert E Flanagan Sr 15 Mansour Dr Newnan, GA 30263 | | Note Holder - | | | | 25,000.00 |
| Account No. Robert Norwood 834 Kipling Dr. Atlanta, GA 30318 | | Note Holder - | | | | 170,000.00 |
| Account No. Roger C Tutterow 502 Vinings Crest Smyrna, GA 30080 | | Note Holder - | | | | 2,250,000.02 |
| Account No. Royal Waffle King Corp 1459 Field Park Circle Marietta, GA 30066 | | Note Holder - | | | | 226,144.62 |
| Account No. Samuel Calvin Rogers 4396 Paces Point Circle Smyrna, GA 30080 | | Note Holder - | | | | 335,000.00 |
| Subtotal (Total of this page) | | | | | | 3,006,144.64 |

Sheet no. 20 of 24 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|--|---|
| | | H W J C | | | | | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. |
| Account No. Sandra Gould 88 Poor Farm Rd Lyman, ME 04002 | | Note Holder | - | | | 54,780.82 | |
| Account No. Sara P. Reed 1285 Lanier Pl., NE Atlanta, GA 30306 | | Note Holder | - | | | 23,560.02 | |
| Account No. Sara Pheasant | | Note Holder | - | | | 23,560.02 | |
| Account No. Shops @ South Cobb, LLC Century Springs West 6000 Lake Forrest Dr, Ste 400 Atlanta, GA 30328 | | Note Holder | - | | | 100,000.00 | |
| Account No. Short Term Notes | | Notes | - | | | 280,042.24 | |
| Sheet no. <u>21</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) | 481,943.10 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | |
|---|--------------------------------------|------------------------------------|--|--|--------------------------------------|--|---|
| | | H W J C | | | | | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. |
| Account No. Skylar E Sullivan Century Springs West 6000 Lake Forrest Dr., Ste 400 Atlanta, GA 30328 | | Note Holder | | | | 12,000.00 | |
| Account No. Stanford Opportunity Fund LLC c/o Charlie Crowder 1459 Field Park Circle Marietta, GA 30066 | | Note Holder | | | | 150,000.00 | |
| Account No. IRA Steve Kramer TD Ameritrade 4075 Sorrento Valley Blvd San Diego, CA 92121 | | Note holder | | | | 352,000.00 | |
| Account No. Steve Wilder 3862 Montford Atlanta, GA 30341 | | Note Holder | | | | 25,000.00 | |
| Account No. Sutton Resler 7721 Crossover Drive Mc Lean, VA 22102 | | Note Holder | | | | 75,000.00 | |
| Sheet no. <u>22</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) | 614,000.00 |

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

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|---------------------|
| | | H W J C | | | | |
| Account No. Tabas II LLP Century Springs West 6000 Lake Forrest Dr., Ste 400 Atlanta, GA 30328 | | Note Holder | - | | | 275,000.00 |
| Account No. Ted Crowder 1045 Grimes Bridge Rd. Roswell, GA 30075 | | Note Holder | - | | | 21,966.97 |
| Account No. Thomas W. Norwood 1190 Crest Valley Dr Atlanta, GA 30327 | | Note Holder | - | | | 1,481,841.52 |
| Account No. Top Rows LLC 2870 Peachtree Road` Box 998 Atlanta, GA 30305 | | Noteholder | - | | | 120,000.00 |
| Account No. Ullman & Ullman PA 150 East Palmetto Park Boca Raton, FL 33432 | | Professional Fees | - | | | 1,571.82 |
| Subtotal (Total of this page) | | | | | | 1,900,380.31 |

Sheet no. 23 of 24 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Facteon LLC, Debtor Case No. _____

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | |
|--|--------------------------------------|------------------------------------|--|--|--------------------------------------|---|---|
| | | H W J C | | | | | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. |
| Account No. | | Note Holder | | | | | |
| William D. Walsh 4920 Hadaway Rd Kennesaw, GA 30152 | - | | | | | 20,870.71 | |
| Account No. | | Profesisonal Services | | | | | |
| Williams Lopato PLLC 1707 L Street NW Suite 550 Washington, DC 20036 | - | | | | | 46,830.63 | |
| Account No. | | | | | | | |
| Account No. | | | | | | | |
| Account No. | | | | | | | |
| Sheet no. <u>24</u> of <u>24</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | Subtotal (Total of this page) | 67,701.34 |
| | | | | | | Total (Report on Summary of Schedules) | 17,813,367.55 |

In re Facteon LLC, Debtor Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

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

| Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract | Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract. |
|---|--|
| INPO 700 Galleria Parkway Suite 400 Snellville, GA 30039 | Commerical sublease for premises located at 700 Galleria Parkway Suite 440 |

B6H (Official Form 6H) (12/07)

In re **Facteon LLC**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

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

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

Fred Nort
Guaranteed all notes from noteholders

Tom Nort
Tom Nort guaranteed all notes from noteholders

0
_____ continuation sheets attached to Schedule of Codebtors

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

In re **Facteon LLC**,
Debtor

Case No. _____

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

| NAME OF SCHEDULE | ATTACHED (YES/NO) | NO. OF SHEETS | ASSETS | LIABILITIES | OTHER |
|---|-------------------|---------------|---------------------|----------------------|------------|
| A - Real Property | Yes | 1 | 275,000.00 | | |
| B - Personal Property | Yes | 4 | 4,436,491.00 | | |
| C - Property Claimed as Exempt | No | 0 | | | |
| D - Creditors Holding Secured Claims | Yes | 1 | | 0.00 | |
| E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E) | Yes | 1 | | 0.00 | |
| F - Creditors Holding Unsecured Nonpriority Claims | Yes | 25 | | 17,813,367.55 | |
| G - Executory Contracts and Unexpired Leases | Yes | 1 | | | |
| H - Codebtors | Yes | 1 | | | |
| I - Current Income of Individual Debtor(s) | No | 0 | | | N/A |
| J - Current Expenditures of Individual Debtor(s) | No | 0 | | | N/A |
| Total Number of Sheets of ALL Schedules | | 34 | | | |
| | | Total Assets | 4,711,491.00 | | |
| | | | Total Liabilities | 17,813,367.55 | |

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

In re **Facteon LLC**
Debtor

Case No. _____
Chapter **11**

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

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

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

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

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

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

State the following:

| | |
|---|--|
| Average Income (from Schedule I, Line 12) | |
| Average Expenses (from Schedule J, Line 22) | |
| Current Monthly Income (from Form 22A-1 Line 11; OR, Form 22B Line 14; OR, Form 22C-1 Line 14) | |

State the following:

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

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

In re **Facteon LLC**

Debtor(s)

Case No.

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the CEO of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **36** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **April 14, 2015**

Signature **/s/ Tom Nort**

**Tom Nort
CEO**

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

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

In re Facteon LLC
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|--|---------------------|-------------------------|---------------------|
| Bonita Tew 16314 E. Dakota Rd. Claremore, OK 74017 | Common Stock | | 0.63 |
| Bonita Tew 16314 E. Dakota Rd. Claremore, OK 74017 | Common Stock | | 0.63 |
| David G. Magee 1436 Lanier Ct. Atlanta, GA 30319 | Common Stock | | 0.63% |
| Dean Fowler 8385 Sentinae Chase Dr. Roswell, GA 30076 | Common Stock | | 0.63% |
| Edward C. Mitchell Jr. 299 Glencastle Dr. Atlanta, GA 30327 | Common Stock | | 10% |
| Edward P. Clancey 749 Camp Woods Rd Villanova, PA 19085 | Common Stock | | 0.32% |
| Eric V. Benson | Common Stock | | 24% |
| John F. Nort | Common Stock | | 28% |
| Martin P. Conroy 225 Fairview Ave. Decatur, GA 30030 | Common Stock | | 0.32% |
| Michael Shikany 1715 N Holly Ln Atlanta, GA 30329 | Common Stock | | 1.58% |
| Rachel Hammer 1827 Gainsborough Dr. Atlanta, GA 30341 | Common Stock | | 0.32 |
| Tom Nort | Common Stock | | 33.57% |

In re Facteon LLC
Debtor

Case No. _____

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date April 14, 2015

Signature /s/ Tom Nort
Tom Nort
CEO

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

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

In re **Facteon LLC**

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the CEO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **April 14, 2015**

/s/ Tom Nort

Tom Nort/CEO
Signer/Title

A. Trent Germano
PO Box 420648
Atlanta, GA 30342-0648

Ackerman LLP
Po Box 4906
Orlando, FL 32802

Albert M. Pearson
3849 West Nancy Creek Place
Atlanta, GA 30319

Alexandria W. Owen/Glends
McCormick Lewis
1 Old Paces Place
Atlanta, GA 30327

Alison Drummond
Equity Trust Company
225 Burns Road
Elyria, OH 44035

Andrew C. Norwood
510 S. Washington Street
Denver, CO 80209

Anna Kramer
2825 Northbrook Drive
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**United States Bankruptcy Court
Northern District of Georgia**

In re **Facteon LLC**

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

None [*Check if applicable*]

April 14, 2015

Date

/s/ M. Denise Dotson

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Signature of Attorney or Litigant

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