

B1 (Official Form 1)(4/10)

United States Bankruptcy Court Eastern District of Kentucky		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Stone*Wall Farm Stallions VII, 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):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 20-5729422		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): 3204 Midway Road Versailles, KY <div style="text-align: right; font-size: small;">ZIP Code 40383</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Woodford		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): c/o John T. Hamilton, Esq. Gess Mattingly & Atchison, PSC Lexington, KY <div style="text-align: right; font-size: small;">ZIP Code 40507</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">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 <hr/> 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).	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 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 \$2,343,300 (amount subject to adjustment on 4/01/13 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 checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
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 checked="" type="checkbox"/> \$500,001 to \$1 million <input 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 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		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Stone*Wall Farm Stallions VII, 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:
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) 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). X _____ Signature of Attorney for Debtor(s) (Date)	
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? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment) _____ (Address of landlord) <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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

Name of Debtor(s):
Stone*Wall Farm Stallions VII, 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 Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

Signature of Attorney*

X /s/ John T. Hamilton, Esq.
Signature of Attorney for Debtor(s)

John T. Hamilton, Esq. 28127
Printed Name of Attorney for Debtor(s)

Gess Mattingly & Atchison, P.S.C.
Firm Name

201 W. Short Street
Lexington, KY 40507

Address

Email: jhamilton@gmalaw.com

(859) 252-9000 Fax: (859) 233-4269

Telephone Number

July 20, 2010

Date

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Audrey L. Haisfield
Signature of Authorized Individual

Audrey L. Haisfield
Printed Name of Authorized Individual

Managing Member
Title of Authorized Individual

July 20, 2010

Date

B4 (Official Form 4) (12/07)

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

In re Stone*Wall Farm Stallions VII, 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>
Baker & Dorton, LLC d/b/a Woodford Equine Hospital c/o Brian M. Gudalis, Esq. 302 West High Street Lexington, KY 40507	Baker & Dorton, LLC d/b/a Woodford Equine Hospital c/o Brian M. Gudalis, Esq. Lexington, KY 40507 859-253-9506	Veterinary Services	Subject to Setoff	78,641.00
Bradley Thoroughbred Brokerage c/o Robert E. Maclin, III, Esq. McBrayer, McGinnis, Leslie & Kirkland 201 E. Main Street, Suite 1000 Lexington, KY 40507	Bradley Thoroughbred Brokerage c/o Robert E. Maclin, III, Esq. McBrayer, McGinnis, Leslie & Kirkland Lexington, KY 40507 859-231-8780	Stallion Contract Claim	Contingent Unliquidated Disputed	100,000.00
Breeders Cup P.O. Box 4230 Lexington, KY 40544	Breeders Cup P.O. Box 4230 Lexington, KY 40544 859-223-5444	Nomination Fee		25,812.50
Commonwealth of Kentucky Finance and Administration Cabinet c/o Barbara Curtin Kenny, Esq. P.O. Box 5222 Frankfort, KY 40602	Commonwealth of Kentucky Finance and Administration Cabinet c/o Barbara Curtin Kenny, Esq. Frankfort, KY 40602 502-564-4921	Judgment Sales Tax		157,000.00
Congleton Lumber c/o Lee Kessinger, Esq. Kinkead & Stilz, PLLC 301 E. Main Street, Suite 800 Lexington, KY 40507	Congleton Lumber c/o Lee Kessinger, Esq. Kinkead & Stilz, PLLC Lexington, KY 40507 859-296-2300	Construction supplies & services	Contingent Unliquidated Disputed	80,000.00
Fifth Third Bank c/o W. Craig Robertson, III, Esq. Wyatt Tarrant & Combs, LLP 250 W. Main Street, Suite 1600 Lexington, KY 40507	Fifth Third Bank c/o W. Craig Robertson, III, Esq. Wyatt Tarrant & Combs, LLP Lexington, KY 40507 859-288-7667	Equine loans	Contingent Unliquidated Disputed	1,000,000.00

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

In re **Stone*Wall Farm Stallions VII, LLC**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Harleysville National Bank c/o Martin B. Tucker, Esq. 250 W. Main Street Suite 2800 Lexington, KY 40507	Harleysville National Bank c/o Martin B. Tucker, Esq. 250 W. Main Street Lexington, KY 40507 859-231-0000	Equine loans	Contingent Unliquidated Disputed	1,000,000.00
Jim Fitzgerald c/o Robert E. Maclin, III, Esq. McBrayer, McGinnis, Leslie & Kirkland 201 E. Main Street, Suite 1000 Lexington, KY 40507	Jim Fitzgerald c/o Robert E. Maclin, III, Esq. McBrayer, McGinnis, Leslie & Kirkland Lexington, KY 40507 859-231-8780	Stallion Contract Claim	Contingent Unliquidated Disputed	100,000.00
Jockey Club Information Systems 821 Corporate Drive Lexington, KY 40503	Jockey Club Information Systems 821 Corporate Drive Lexington, KY 40503 859-224-2800	Portfolio Sire Scanning		508.63
JP Morgan Chase Bank, N.A. c/o Elizabeth Lee Thompson Stites & Harbison, LLC 250 West Main Street, Suite 2300 Lexington, KY 40507	JP Morgan Chase Bank, N.A. c/o Elizabeth Lee Thompson Stites & Harbison, LLC Lexington, KY 40507 859-226-2389	Equine Loans	Contingent Unliquidated Disputed	500,000.00
Kentucky State Treasurer Kentucky Department of Revenue Frankfort, KY 40619	Kentucky State Treasurer Kentucky Department of Revenue Frankfort, KY 40619	Sales Tax	Contingent Unliquidated Disputed	2,105.10
Marvin J. Cain, DVM c/o Patrick Kilburn, Esq. Lloyd & McDaniel, PC P.O. Box 23200 Louisville, KY 40223-0200	Marvin J. Cain, DVM c/o Patrick Kilburn, Esq. Lloyd & McDaniel, PC Louisville, KY 40223-0200 502-585-1880	Veterinary Services	Contingent Unliquidated Disputed	2,410.00
MDO, LLC c/o Robert E. Maclin, III, Esq. McBrayer, McGinnis, Leslie & Kirkland 201 E. Main Street, Suite 1000 Lexington, KY 40507	MDO, LLC c/o Robert E. Maclin, III, Esq. McBrayer, McGinnis, Leslie & Kirkland Lexington, KY 40507 859-231-8780	Breeding rights claimed for Medaglia D'Oro	Contingent Unliquidated Disputed	350,000.00
Pomerol Pty, Ltd. c/o Robert E. Maclin, III, Esq. McBrayer, McGinnis, Leslie & Kirkland 201 E. Main Street, Suite 1000 Lexington, KY 40507	Pomerol Pty, Ltd. c/o Robert E. Maclin, III, Esq. McBrayer, McGinnis, Leslie & Kirkland Lexington, KY 40507 859-231-8780	Stallion Contract Claim	Contingent Unliquidated Disputed	100,000.00
Randy Walker Electrical c/o Charles E. Ward, Esq. Dinsmore & Shohl, LLP P.O. Box 1720 Lexington, KY 40588-1720	Randy Walker Electrical c/o Charles E. Ward, Esq. Dinsmore & Shohl, LLP Lexington, KY 40588-1720 859-244-7116	Electrical service	Contingent Unliquidated Disputed Subject to Setoff	2,676.00

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

In re **Stone*Wall Farm Stallions VII, 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>
Reese Henry 400 E. Main Street Aspen, CO 81611	Reese Henry 400 E. Main Street Aspen, CO 81611 970-925-3771	CPA		23,476.00
Ronald J. Bamberger c/o W. Craig Robertson, III, Esq. Wyatt, Tarrant & Combs, LLP 250 W. Main Street, Suite 1600 Lexington, KY 40507	Ronald J. Bamberger c/o W. Craig Robertson, III, Esq. Wyatt, Tarrant & Combs, LLP Lexington, KY 40507 859-288-7667	Lawyer Ron Syndicate Agreement	Contingent Unliquidated Disputed	50,000.00
Sadler P.O. Box 882 Versailles, KY 40383	Sadler P.O. Box 882 Versailles, KY 40383 859-879-9515	Stallion Update Reports		975.00
Thoroughbred Times P.O. Box 8237 Lexington, KY 40533	Thoroughbred Times P.O. Box 8237 Lexington, KY 40533 859-260-9800	Ad Stallion Directory		3,489.25
True Nicks 3101 Beaumont Center Lexington, KY 40513	True Nicks 3101 Beaumont Center Lexington, KY 40513 800-582-5604	Hypo Mating		625.00

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

I, the Managing Member 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 July 20, 2010

Signature /s/ Audrey L. Haisfield
Audrey L. Haisfield
Managing Member

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

United States Bankruptcy Court Eastern District of Kentucky

In re Stone*Wall Farm Stallions VII, LLC Debtor(s) Case No. Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

Table with 2 columns: Description of compensation and Amount. Rows include: For legal services, I have agreed to accept (\$ 10,000.00), Prior to the filing of this statement I have received (\$ 10,000.00), Balance Due (\$ 0.00).

2. \$ 1,039.00 of the filing fee has been paid.

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

Other (specify): Paul Krasker, Esq. Attorney IOLTA Account

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

Debtor

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

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

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
d. [Other provisions as needed]

\$260 per hour will be charged after retainer has been depleted.

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

Representation of the debtor in any other state or federal proceedings

CERTIFICATION

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

Dated: July 20, 2010

/s/ John T. Hamilton, Esq. John T. Hamilton, Esq. 28127 Gess Mattingly & Atchison, P.S.C. 201 W. Short Street Lexington, KY 40507 (859) 252-9000 Fax: (859) 233-4269 jhamilton@gmalaw.com

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

In re Stone*Wall Farm Stallions VII, 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
Audrey L. Haisfield 725 North Lake Way Palm Beach, FL 33480	Sole Member	N/A	Membership Interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Managing Member 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 July 20, 2010

Signature /s/ Audrey L. Haisfield
Audrey L. Haisfield
Managing Member

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

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

In re **Stone*Wall Farm Stallions VII, LLC**

Debtor(s)

Case No.

Chapter **11**

VERIFICATION OF MAILING LIST MATRIX

I, the Managing Member of the corporation named as the petitioner(s) in the above-styled bankruptcy action, declare under penalty of perjury that the attached mailing list matrix of creditors and other parties in interest consisting of 4 page(s) is true and correct and complete, to the best of my (our) knowledge.

Date: **July 20, 2010**

/s/ Audrey L. Haisfield

Audrey L. Haisfield/Managing Member

Signer/Title

I, **John T. Hamilton, Esq. 28127**, counsel for the petitioner(s) in the above-styled bankruptcy action, declare that the attached Master Address List consisting of 4 page(s) has been verified by comparison to Schedules D through H to be complete, to the best of my knowledge. I further declare that the attached Master Address List can be relied upon by the Clerk of Court to provide notice to all creditors and parties in interest as related to me by the debtor(s) in the above-styled bankruptcy action until such time as any amendments may be made.

Date: **July 20, 2010**

/s/ John T. Hamilton, Esq.

Signature of Attorney

John T. Hamilton, Esq. 28127

Gess Mattingly & Atchison, P.S.C.

201 W. Short Street

Lexington, KY 40507

(859) 252-9000 Fax: (859) 233-4269

Audrey L. Haisfield
725 North Lake Way
Palm Beach FL 33480

Baker & Dorton, LLC
d/b/a Woodford Equine Hospital
c/o Brian M. Gudalis, Esq.
302 West High Street
Lexington KY 40507

Bradley Thoroughbred Brokerage
c/o Robert E. Maclin, III, Esq.
McBrayer, McGinnis, Leslie & Kirkland
201 E. Main Street, Suite 1000
Lexington KY 40507

Breeders Cup
P.O. Box 4230
Lexington KY 40544

Brian Spencer
P.O. Box 473
Mount Sterling KY 40353

Commonwealth of Kentucky
Finance and Administration Cabinet
c/o Barbara Curtin Kenny, Esq.
P.O. Box 5222
Frankfort KY 40602

Congleton Lumber
c/o Lee Kessinger, Esq.
Kinkead & Stilz, PLLC
301 E. Main Street, Suite 800
Lexington KY 40507

Fifth Third Bank
c/o W. Craig Robertson, III, Esq.
Wyatt Tarrant & Combs, LLP
250 W. Main Street, Suite 1600
Lexington KY 40507

Harleysville National Bank
c/o Martin B. Tucker, Esq.
250 W. Main Street
Suite 2800
Lexington KY 40507

Horse Cents
199 Markham Drive
Versailles KY 40383

Internal Revenue Service
P.O. Box 970024
Saint Louis MO 63197-0024

Internal Revenue Service
P.O. Box 21126
Philadelphia PA 19114

Jim Fitzgerald
c/o Robert E. Maclin, III, Esq.
McBrayer, McGinnis, Leslie & Kirkland
201 E. Main Street, Suite 1000
Lexington KY 40507

Jockey Club Information Systems
821 Corporate Drive
Lexington KY 40503

JP Morgan Chase Bank, N.A.
c/o Elizabeth Lee Thompson
Stites & Harbison, LLC
250 West Main Street, Suite 2300
Lexington KY 40507

Kentucky Department of Revenue
Frankfort KY 40618-0006

Kentucky Department of Revenue
Legal Branch - Bankruptcy Section
P.O. Box 5222
Frankfort KY 40602

Kentucky State Treasurer
Kentucky Department of Revenue
Frankfort KY 40619

KTOB
4079 Iron Works
Lexington KY 40511

Margaux Stud
P.O. Box 4220
Midway KY 40347

Marvin J. Cain, DVM
c/o Patrick Kilburn, Esq.
Lloyd & McDaniel, PC
P.O. Box 23200
Louisville KY 40223-0200

McCauley Brothers
P.O. Box 604
Versailles KY 40383

MDO, LLC
c/o Robert E. Maclin, III, Esq.
McBrayer, McGinnis, Leslie & Kirkland
201 E. Main Street, Suite 1000
Lexington KY 40507

Pomerol Pty, Ltd.
c/o Robert E. Maclin, III, Esq.
McBrayer, McGinnis, Leslie & Kirkland
201 E. Main Street, Suite 1000
Lexington KY 40507

Randy Walker Electrical
c/o Charles E. Ward, Esq.
Dinsmore & Shohl, LLP
P.O. Box 1720
Lexington KY 40588-1720

Reese Henry
400 E. Main Street
Aspen CO 81611

Richard Haisfield
725 North Lake Way
Palm Beach FL 33480

Ronald J. Bamberger
c/o W. Craig Robertson, III, Esq.
Wyatt, Tarrant & Combs, LLP
250 W. Main Street, Suite 1600
Lexington KY 40507

Sadler
P.O. Box 882
Versailles KY 40383

Thoroughbred Times
P.O. Box 8237
Lexington KY 40533

True Nicks
3101 Beaumont Center
Lexington KY 40513

Werk Thoroughbred Consultants
P.O. Box 1926
Fremont CA 94538

Woodford County Sheriff
103 S. Main Street
Versailles KY 40383

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

In re Stone*Wall Farm Stallions VII, 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 Stone*Wall Farm Stallions VII, 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*]

July 20, 2010

Date

/s/ John T. Hamilton, Esq.

John T. Hamilton, Esq. 28127

Signature of Attorney or Litigant

Counsel for Stone*Wall Farm Stallions VII, LLC

Gess Mattingly & Atchison, P.S.C.

201 W. Short Street

Lexington, KY 40507

(859) 252-9000 Fax:(859) 233-4269

jhamilton@gmalaw.com