

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): <b>Lexington Holdings One, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>20-8623216</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>1500 Bull Lea Road, Suite 110 Lexington, KY</b> ZIP Code <b>40511</b>	Street Address of Joint Debtor (No. and Street, City, and State):  ZIP Code
County of Residence or of the Principal Place of Business: <b>Fayette</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>550 West Brown Street, Unit #2W Birmingham, MI</b> ZIP Code <b>48009</b>	Mailing Address of Joint Debtor (if different from street address):  ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): <b>1648 McGrathiana Blvd. Lexington, KY 40511</b>	

<b>Type of Debtor</b> (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.)	<b>Nature of Business</b> (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  <b>Tax-Exempt Entity</b> (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).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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  <b>Nature of Debts</b> (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.
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<b>Filing Fee</b> (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.	<b>Chapter 11 Debtors</b> 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).
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<b>Statistical/Administrative Information</b> <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.  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 checked="" 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 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	THIS SPACE IS FOR COURT USE ONLY
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Lexington Holdings One, LLC</b>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>- None -</b>	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: <b>- None -</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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><b>X</b> _____ Signature of Attorney for Debtor(s) (Date)</p>
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**Exhibit C**

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

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

No.

**Exhibit D**

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

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

If this is a joint petition:

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

**Information Regarding the Debtor - Venue**

(Check any applicable box)

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

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

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

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

(Check all applicable boxes)

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

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

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

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

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

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

Name of Debtor(s):  
**Lexington Holdings One, 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 E. Davis  
Signature of Attorney for Debtor(s)

John E. Davis 16945  
Printed Name of Attorney for Debtor(s)

Davis and Coffman, PLLC  
Firm Name

2343 Alexandria Dr  
Suite 140  
Lexington, KY 40504  
Address

859-219-3472 Fax: 859-219-9432  
Telephone Number

September 6, 2011  
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/ Kale K. Roscoe  
Signature of Authorized Individual

Kale K. Roscoe  
Printed Name of Authorized Individual

Managing Member  
Title of Authorized Individual

September 6, 2011  
Date

B4 (Official Form 4) (12/07)

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

In re Lexington Holdings One, 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>
<b>Alfred L. Schiller Hardware, Inc. c/o Brian W. Hodge, Esq. 414 Kentucky Home Life Bldg. 239 South Fifth Street Louisville, KY 40202</b>	<b>Alfred L. Schiller Hardware, Inc. c/o Brian W. Hodge, Esq. 414 Kentucky Home Life Bldg. Louisville, KY 40202</b>		<b>Contingent Unliquidated Disputed</b>	<b>Unknown  (Unknown secured)</b>
<b>American Board of Family Medicine, Inc. c/o J. Whitney Wallingford, Esq. Wallingford Law PSC 3141 Beaumont Center Circle, Suite 302 Lexington, KY 40513</b>	<b>American Board of Family Medicine, Inc. c/o J. Whitney Wallingford, Esq. Wallingford Law PSC Lexington, KY 40513</b>			<b>Unknown  (Unknown secured)</b>
<b>Fayette Commercial Contracting, LLC c/o Shane Roscoe, Registered Agent 609 John Sutherland Drive Nicholasville, KY 40356</b>	<b>Fayette Commercial Contracting, LLC c/o Shane Roscoe, Registered Agent 609 John Sutherland Drive Nicholasville, KY 40356</b>		<b>Contingent Unliquidated Disputed</b>	<b>Unknown</b>
<b>Flagstar Bank, FSB c/o James B. Lind, Esq. Vorys, Sater, Seymour, and Pease LLP 221 E 4th St Atrium 2 Ste 2000 POB 0236 Cincinnati, OH 45201-0236</b>	<b>Flagstar Bank, FSB c/o James B. Lind, Esq. Vorys, Sater, Seymour, and Pease LLP Cincinnati, OH 45201-0236</b>		<b>Contingent Unliquidated Disputed</b>	<b>20,000,000.00  (18,500,000.00 secured)</b>
<b>Form and Function, LLC c/o Eric Robinson, Registered Agent 2793 Sullivans Trace Lexington, KY 40511-8681</b>	<b>Form and Function, LLC c/o Eric Robinson, Registered Agent 2793 Sullivans Trace Lexington, KY 40511-8681</b>		<b>Contingent Unliquidated Disputed</b>	<b>Unknown</b>

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

In re **Lexington Holdings One, 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>
<b>Haymaker Co., LLC c/o James E. Mooney, Esq. Moynahan, Irvin &amp; Smith PSC 110 North Main Street Nicholasville, KY 40356</b>	<b>Haymaker Co., LLC c/o James E. Mooney, Esq. Moynahan, Irvin &amp; Smith PSC Nicholasville, KY 40356</b>		<b>Contingent Unliquidated Disputed</b>	<b>Unknown  (Unknown secured)</b>
<b>Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114</b>	<b>Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114</b>			<b>Unknown</b>
<b>Kentucky Revenue Cabinet Division of Collections 100 Fair Oaks Lane Frankfort, KY 40620</b>	<b>Kentucky Revenue Cabinet Division of Collections 100 Fair Oaks Lane Frankfort, KY 40620</b>		<b>Contingent Unliquidated Disputed</b>	<b>Unknown</b>
<b>Mullis, Inc. c/o George D. Hauser, Registered Agent 706 Westland Drive Lexington, KY 40504</b>	<b>Mullis, Inc. c/o George D. Hauser, Registered Agent 706 Westland Drive Lexington, KY 40504</b>		<b>Contingent Unliquidated Disputed</b>	<b>Unknown</b>
<b>SunBelt Rentals, Inc. c/o CT Corporation Sys, Registered Agent 306 W. Main Street, Suite 512 Frankfort, KY 40601-1840</b>	<b>SunBelt Rentals, Inc. c/o CT Corporation Sys, Registered Agent 306 W. Main Street, Suite 512 Frankfort, KY 40601-1840</b>		<b>Contingent Unliquidated Disputed</b>	<b>Unknown</b>
<b>University of Kentucky c/o Bruce Lankford, Esq. Office of Legal Counsel 301 Main Administration Bldg. Lexington, KY 40506-0032</b>	<b>University of Kentucky c/o Bruce Lankford, Esq. Office of Legal Counsel Lexington, KY 40506-0032</b>		<b>Contingent Disputed</b>	<b>Unknown  (Unknown secured)</b>
<b>VIII FS Lexington, LLC c/o Thomas M. Todd, Esq. Kinkead &amp; Stilz, PLLC 301 East Main Street, Suite 800 Lexington, KY 40507-1520</b>	<b>VIII FS Lexington, LLC c/o Thomas M. Todd, Esq. Kinkead &amp; Stilz, PLLC Lexington, KY 40507-1520</b>		<b>Contingent Unliquidated Disputed</b>	<b>Unknown  (Unknown secured)</b>
<b>Wilson-Partenheimer, Inc. c/o Dennis J, Stilger, P.S.C. 6000 Brownsboro Park Blvd., Suite 800 Louisville, KY 40207</b>	<b>Wilson-Partenheimer, Inc. c/o Dennis J, Stilger, P.S.C. 6000 Brownsboro Park Blvd., Suite 800 Louisville, KY 40207</b>		<b>Contingent Unliquidated Disputed</b>	<b>Unknown  (Unknown secured)</b>

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

In re Lexington Holdings One, LLC  
Debtor(s)

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

**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>

**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 September 6, 2011

Signature /s/ Kale K. Roscoe  
**Kale K. Roscoe**  
**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 Lexington Holdings One, 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 and Amount. Rows include: For legal services, I have agreed to accept (\$ 50,000.00), Prior to the filing of this statement I have received (\$ 0.00), Balance Due (\$ 50,000.00).

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

Debtors: [ ] Debtor [X] Other (specify): Principals of Debtor paid filing fee

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

Debtors: [X] Debtor [ ] Other (specify):

4. [X] 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.

5. 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]

All services rendered in this Chapter 11 will be billed on time (hourly rate of \$250.00 billed in 1/10 of an hour increments) and expenses.

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

The fee listed above is an estimate only and the actual fees and expenses to be paid will be based on application to and approval by the Court.

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: September 6, 2011

/s/ John E. Davis

John E. Davis 16945
Davis and Coffman, PLLC
2343 Alexandria Dr
Suite 140
Lexington, KY 40504
859-219-3472 Fax: 859-219-9432

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

In re Lexington Holdings One, 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
<b>Abraham Wodilawsky</b> 7900 Old York Road Elkins Park, PA 19027	<b>LLC Member</b>	<b>20%</b>	<b>Ownership</b>
<b>J. Rudolph Oliver</b> 3492 Sutton Place Bloomfield Hills, MI 48302	<b>LLC Member</b>	<b>20%</b>	<b>Ownership</b>
<b>Jacob Danial</b> 4955 Riverside Drive East Windsor, Ontario, Canada N8Y5A3	<b>LLC Member</b>	<b>20%</b>	<b>Ownership</b>
<b>Kale K. Roscoe</b> 550 West Brown, Unit #2W Birmingham, MI 48009	<b>LLC Member</b>	<b>20%</b>	<b>Ownership</b>
<b>R. Timothy Heath</b> 1100 Northbrook Drive, Suite 150 Feasterville Trevose, PA 19053	<b>LLC Member</b>	<b>20%</b>	<b>Ownership</b>

**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 September 6, 2011

Signature /s/ Kale K. Roscoe  
**Kale K. Roscoe**  
**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 Lexington Holdings One, 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 2 page(s) is true and correct and complete, to the best of my (our) knowledge.

Date: September 6, 2011

/s/ Kale K. Roscoe

**Kale K. Roscoe/Managing Member**

Signer/Title

I, John E. Davis 16945, counsel for the petitioner(s) in the above-styled bankruptcy action, declare that the attached Master Address List consisting of 2 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: September 6, 2011

/s/ John E. Davis

Signature of Attorney

**John E. Davis 16945**

**Davis and Coffman, PLLC**

**2343 Alexandria Dr**

**Suite 140**

**Lexington, KY 40504**

**859-219-3472 Fax: 859-219-9432**

Abraham Wodilawsky  
7900 Old York Road  
Elkins Park PA 19027

Alfred L. Schiller Hardware, Inc.  
c/o Brian W. Hodge, Esq.  
414 Kentucky Home Life Bldg.  
239 South Fifth Street  
Louisville KY 40202

American Board of Family Medicine, Inc.  
c/o J. Whitney Wallingford, Esq.  
Wallingford Law PSC  
3141 Beaumont Center Circle, Suite 302  
Lexington KY 40513

Fayette Commercial Contracting, LLC  
c/o Shane Roscoe, Registered Agent  
609 John Sutherland Drive  
Nicholasville KY 40356

Flagstar Bank, FSB  
c/o James B. Lind, Esq.  
Vorys, Sater, Seymour, and Pease LLP  
221 E 4th St Atrium 2 Ste 2000 POB 0236  
Cincinnati OH 45201-0236

Form and Function, LLC  
c/o Eric Robinson, Registered Agent  
2793 Sullivans Trace  
Lexington KY 40511-8681

Haymaker Co., LLC  
c/o James E. Mooney, Esq.  
Moynahan, Irvin & Smith PSC  
110 North Main Street  
Nicholasville KY 40356

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

J. Rudolph Oliver  
3492 Sutton Place  
Bloomfield Hills MI 48302

Jacob Danial  
4955 Riverside Drive East  
Windsor, Ontario, Canada N8Y5A3

Kale K. Roscoe  
550 West Brown, Unit #2W  
Birmingham MI 48009

Kentucky Revenue Cabinet  
Division of Collections  
100 Fair Oaks Lane  
Frankfort KY 40620

Lynn Stidham, Esq.  
Stidham & Associates  
401 Lewis Hagett Circle, Suite 250  
Lexington KY 40503-3565

Mullis, Inc.  
c/o George D. Hauser, Registered Agent  
706 Westland Drive  
Lexington KY 40504

SunBelt Rentals, Inc.  
c/o CT Corporation Sys, Registered Agent  
306 W. Main Street, Suite 512  
Frankfort KY 40601-1840

University of Kentucky  
c/o Bruce Lankford, Esq.  
Office of Legal Counsel  
301 Main Administration Bldg.  
Lexington KY 40506-0032

VIII FS Lexington, LLC  
c/o Thomas M. Todd, Esq.  
Kinkead & Stilz, PLLC  
301 East Main Street, Suite 800  
Lexington KY 40507-1520

Wilson-Partenheimer, Inc.  
c/o Dennis J, Stilger, P.S.C.  
6000 Brownsboro Park Blvd., Suite 800  
Louisville KY 40207

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

In re Lexington Holdings One, LLC

Debtor(s)

Case No.

Chapter 11

**STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION**

I, **Kale K. Roscoe**, declare under penalty of perjury that I am the **Managing Member** of **Lexington Holdings One, LLC**, and that the following is a true and correct copy of the resolutions adopted by the members of said limited liability company ("LLC") at a special meeting duly called and held on the 5th day of September, 2011.

"Whereas, it is in the best interest of this LLC to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Kale K. Roscoe, Managing Member** of this LLC, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the LLC; and

Be It Further Resolved, that **Kale K. Roscoe, Managing Member** of this LLC is authorized and directed to appear in all bankruptcy proceedings on behalf of the LLC, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the LLC in connection with such bankruptcy case, and

Be It Further Resolved, that **Kale K. Roscoe, Managing Member** of this LLC is authorized and directed to employ **John E. Davis 16945**, attorney and the law firm of **Davis and Coffman, PLLC** to represent the LLC in such bankruptcy case."

Date September 6, 2011

Signed /s/ Kale K. Roscoe  
**Kale K. Roscoe**

Resolution of the Members  
of  
**Lexington Holdings One, LLC**

Whereas, it is in the best interest of this limited liability company ("LLC") to file a voluntary petition in the the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Kale K. Roscoe, Managing Member** of this LLC, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the LLC; and

Be It Further Resolved, that **Kale K. Roscoe, Managing Member** of this LLC is authorized and directed to appear in all bankruptcy proceedings on behalf of the LLC, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the LLC in connection with such bankruptcy case, and

Be It Further Resolved, that **Kale K. Roscoe, Managing Member** of this LLC is authorized and directed to employ **John E. Davis 16945**, attorney and the law firm of **Davis and Coffman, PLLC** to represent the LLC in such bankruptcy case.

Date September 6, 2011

Signed s/ Kale K. Roscoe  
Managing Member

Date September 6, 2011

Signed N/A