

B1 (Official Form 1)(04/13)

<b>United States Bankruptcy Court Eastern District of Kentucky</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>United States Army Cadet Corps, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>See Attachment</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) <b>61-4587457</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>1122 Main Street Millersburg, KY</b> <div style="text-align: right;">ZIP Code <b>40348</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Bourbon</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>PO Box 277 Millersburg, KY</b> <div style="text-align: right;">ZIP Code <b>40348</b></div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): <b>1122 Main Street Millersburg, KY 40348</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>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>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<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>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.
<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 \$2,490,925 (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).	
<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.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <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		
<b>Estimated Assets</b> <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		
<b>Estimated Liabilities</b> <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		

<p><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>United States Army Cadet Corps, Inc.</b></p>
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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 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):

**United States Army Cadet Corps, Inc.**

**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/ Brian T. Canupp  
Signature of Attorney for Debtor(s)

Brian T. Canupp 88690  
Printed Name of Attorney for Debtor(s)

Brian T. Canupp, P.S.C.  
Firm Name

322 Main Street  
Paris, KY 40361

\_\_\_\_\_  
Address

**Email: brian@canupplaw.com**

859-988-9658 Fax: 859-988-9659

\_\_\_\_\_  
Telephone Number

September 30, 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/ Henry Watson, III  
Signature of Authorized Individual

Henry Watson, III  
Printed Name of Authorized Individual

Receiver, Bourbon Circuit Court

\_\_\_\_\_  
Title of Authorized Individual

September 30, 2015

\_\_\_\_\_  
Date

In re United States Army Cadet Corps, Inc.,  
Debtor

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

## **FORM 1. VOLUNTARY PETITION**

### **Other Names Attachment**

All Other Names used by Debtor in the last 8 years:

1. DBA Forest Hill Station
2. DBA Millersburg Military Institute
3. DBA Military Adventures Camp
4. DBA AMERICAN MILITARY CADET CORPS
5. DBA ACES STORE
6. DBA INTERNATINAL ASSOCIATION OF MILITARY CADETS
7. DBA ARMY CADET EXCHANGE SERVICE
8. DBA ACESSTORE.COM
9. DBA 21ST CENTURY SCHOLARSHIP FUND
10. DBA FOREST HILL MILITARY ACADEMY
11. DBA ARMY CADETS
12. DBA MILLERSBURG MILITARY ACADEMY
13. DBA FOREST HILL STATION

Form B1, Exhibit C  
(9/01)

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

In re United States Army Cadet Corps, Inc.

Debtor(s)

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

Chapter 11

**Exhibit "C" to Voluntary Petition**

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

**The prperty contains several buildings constructed in the 1920 & 1930's  
These properties contain asbestous that has required efforts to mitigage in order to remain open for  
occupancy. The properties share the common address of 1122 Main Street in Millersburg, Kentucky**

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

**Miller Hall, Allen House, Rankin Hall, McIntyre Hall,**

B4 (Official Form 4) (12/07)

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

In re United States Army Cadet Corps, Inc.

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>Adam Lawrence 1122 Main Street Millersburg, KY 40348</b>	<b>Adam Lawrence 1122 Main Street Millersburg, KY 40348</b>	<b>Wages Owed as of October 2, 2015</b>		<b>753.88</b>
<b>Allen Thomas 27 Legal Drive Flemingsburg, KY 41041</b>	<b>Allen Thomas 27 Legal Drive Flemingsburg, KY 41041</b>	<b>Salary as of October 2, 2015</b>		<b>601.92</b>
<b>Erwin Roberts, Atty 600 W. Main Street #500 Louisville, KY 40202</b>	<b>Erwin Roberts, Atty 600 W. Main Street #500 Louisville, KY 40202</b>	<b>Legal Services</b>		<b>7,000.00</b>
<b>Farmers Deposit Bank 386 West Main Street Carlisle, KY 40311</b>	<b>Farmers Deposit Bank 386 West Main Street Carlisle, KY 40311</b>	<b>18 Acres of land located in Millersburg, Kentucky. Property includes Home, Gymnasium, Classroom byuildings, Dormatory Space, Dining facility. The co</b>		<b>675,000.00  (625,000.00 secured)</b>
<b>Ferrell Gas 1617 US 27N Paris, KY 40361</b>	<b>Ferrell Gas 1617 US 27N Paris, KY 40361</b>	<b>Propane service to Property</b>		<b>500.00</b>
<b>Hon. Henry Watson III 525 Main Street Suite 325 Paris, KY 40361</b>	<b>Hon. Henry Watson III 525 Main Street Suite 325 Paris, KY 40361</b>	<b>Costs taxed to Debtor for services as receiver.</b>		<b>Unknown</b>
<b>James Major 904 Main Street Millersburg, KY 40348</b>	<b>James Major 904 Main Street Millersburg, KY 40348</b>	<b>Salary Owed as October 2, 2015</b>		<b>532.17</b>
<b>Jay Whitehead 2421 Brookshire Circle Lexington, KY 40515</b>	<b>Jay Whitehead 2421 Brookshire Circle Lexington, KY 40515</b>	<b>Salary Owed as of October 2, 2015</b>		<b>2,356.17</b>
<b>Kentucky American Water PO Box 371880 Pittsburgh, PA 15250</b>	<b>Kentucky American Water PO Box 371880 Pittsburgh, PA 15250</b>	<b>Water Service to Property</b>		<b>3,000.00</b>

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

In re United States Army Cadet Corps, Inc.

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>
Kentucky Utilities Company One Quality Street Lexington, KY 40507	Kentucky Utilities Company One Quality Street Lexington, KY 40507	Electrical Service to Property		4,000.00
KY Department of Labor Hon. E.H. Chip Smith IV, General Counsel 1047 US. Hwy 127 South Frankfort, KY 40601	KY Department of Labor Hon. E.H. Chip Smith IV, General Counsel 1047 US. Hwy 127 South Frankfort, KY 40601	Potential Wage and Hour Claim		Unknown
KY Department of Worker's Claims Charlie Lowther, General Counsel 657 Chamberlin Ave Frankfort, KY 40601	KY Department of Worker's Claims Charlie Lowther, General Counsel 657 Chamberlin Ave Frankfort, KY 40601	18 Acres of land located in Millersburg, Kentucky. Property includes Home, Gymnasium, Classroom byuildings, Dormatory Space, Dining facility. The co		10,000.00 (625,000.00 secured) (675,000.00 senior lien)
Leaf Commercial Capital, Inc. 2005 Market Street, 14th Floor Philadelphia, PA 19103	Leaf Commercial Capital, Inc. 2005 Market Street, 14th Floor Philadelphia, PA 19103	Unpaid portion of photocopier leases	Disputed	3,000.00
McBrayer McGinnis, Leslie & Kirkland 201 East Main Street, Suite 900 Lexington, KY 40507	McBrayer McGinnis, Leslie & Kirkland 201 East Main Street, Suite 900 Lexington, KY 40507	Legal Services Provided to to USACC		33,000.00
Merrill Blauvelt 252 Boiling Springs Drive Lexington, KY 40511	Merrill Blauvelt 252 Boiling Springs Drive Lexington, KY 40511	Refund of Tuition	Disputed	24,000.00
Performance Foodservice 910 KY Hwy-461 Somerset, KY 42503	Performance Foodservice 910 KY Hwy-461 Somerset, KY 42503	Perisable food supplies		9,000.00
Republic Services 18500 NNorth Allied Way Phoenix, AZ 85054	Republic Services 18500 NNorth Allied Way Phoenix, AZ 85054	Trash Removal		25.00
Rumpke 10795 Hughes Road Cincinnati, OH 45251	Rumpke 10795 Hughes Road Cincinnati, OH 45251	Trash Removal	Disputed	2,000.00

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

In re United States Army Cadet Corps, Inc.  
Debtor(s)

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

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

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

I, the Receiver, Bourbon Circuit Court 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 30, 2015

Signature /s/ Henry Watson, III  
**Henry Watson, III**  
**Receiver, Bourbon Circuit Court**

*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 United States Army Cadet Corps, Inc.,  
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
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**None**

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

I, the Receiver, Bourbon Circuit Court 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 30, 2015

Signature /s/ Henry Watson, III  
**Henry Watson, III**  
**Receiver, Bourbon Circuit Court**

*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 **United States Army Cadet Corps, Inc.**

Debtor(s)

Case No.

Chapter

**11**

**VERIFICATION OF MAILING LIST MATRIX**

I, the Receiver, Bourbon Circuit Court 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 **3** page(s) is true and correct and complete, to the best of my (our) knowledge.

Date: **September 30, 2015**

**/s/ Henry Watson, III**

**Henry Watson, III/Receiver, Bourbon Circuit Court**

Signer/Title

I, **Brian T. Canupp**, counsel for the petitioner(s) in the above-styled bankruptcy action, declare that the attached Master Address List consisting of **3** 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 30, 2015**

**/s/ Brian T. Canupp**

Signature of Attorney

**Brian T. Canupp**

**Brian T. Canupp, P.S.C.**

**322 Main Street**

**Paris, KY 40361**

**859-988-9658 Fax: 859-988-9659**

Adam Lawrence  
1122 Main Street  
Millersburg KY 40348

Allen Thomas  
27 Legal Drive  
Flemingsburg KY 41041

Beverly Smits, Bourbon Circuit Clerk  
310 Main Street  
03-CI-141  
Paris KY 40361

CT Corporation System  
c/o Republic Services of Kentucky  
306 W. Main Street  
Suite 512  
Frankfort KY 40601

Deere & Company  
6400 NW 86th Street  
Johnston IA 50131

Erwin Roberts, Atty  
600 W. Main Street #500  
Louisville KY 40202

Farmer's Deposit Bank  
PO Box 188  
Cynthiana KY 41031

Farmers Deposit Bank  
386 West Main Street  
Carlisle KY 40311

Farmers Deposit Bank  
PO Box 188  
Cynthiana KY 41031

Ferrell Gas  
1617 US 27N  
Paris KY 40361

Hon. Elizabeth Lee Thompson  
Stites & Harbison, PLLC  
250 West Main St., Ste 2300  
Lexington KY 40507-1758

Hon. Henry Watson III  
525 Main Street  
Suite 325  
Paris KY 40361

Hon. James Lovell  
509 Pleasant Street  
Paris KY 40361

Hon. Luke Morgan  
McBrayer McGinnis, Leslie & Kirkland  
201 East Main Street, Suite 900  
Lexington KY 40507

Hon. Ryan Halloran  
Office of the Attorney General  
700 Capital Avenue, Suite 118  
Frankfort KY 40601-8205

James Major  
904 Main Street  
Millersburg KY 40348

Jay Whitehead  
2421 Brookshire Circle  
Lexington KY 40515

Joseph Land  
602 Main Street  
Millersburg KY 40348

Julius Rather, Atty  
163 W. Short Street, Suite 555  
Lexington KY 40507

Kentucky American Water  
PO Box 371880  
Pittsburgh PA 15250

Kentucky Utilities Company  
One Quality Street  
Lexington KY 40507

KY Department of Labor  
Hon. E.H. Chip Smith IV, General Counsel  
1047 US. Hwy 127 South  
Frankfort KY 40601

KY Department of Worker's Claims  
Charlie Lowther, General Counsel  
657 Chamberlin Ave  
Frankfort KY 40601

Leaf Commercial Capital, Inc.  
2005 Market Street, 14th Floor  
Philadelphia PA 19103

McBrayer McGinnis, Leslie & Kirkland  
201 East Main Street, Suite 900  
Lexington KY 40507

Merrill Blauvelt  
252 Boiling Springs Drive  
Lexington KY 40511

Performance Foodservice  
910 KY Hwy-461  
Somerset KY 42503

Republic Services  
18500 NNorth Allied Way  
Phoenix AZ 85054

Rumpke  
10795 Hughes Road  
Cincinnati OH 45251

Traditional Bank  
3333 Lexington Road  
Paris KY 40361

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

In re United States Army Cadet Corps, Inc.

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 United States Army Cadet Corps, Inc. 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*]

**September 30, 2015**

Date

**/s/ Brian T. Canupp**

**Brian T. Canupp**

Signature of Attorney or Litigant

Counsel for United States Army Cadet Corps, Inc.

**Brian T. Canupp, P.S.C.**

**322 Main Street**

**Paris, KY 40361**

**859-988-9658 Fax:859-988-9659**

**brian@canupplaw.com**

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

In re United States Army Cadet Corps, Inc.

Debtor(s)

Case No.  
Chapter

11

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

I, **Henry Watson, III**, declare under penalty of perjury that I am the **Court Appointed Receiver** of **United States Army Cadet Corps, Inc.**, pursuant to an order of the Bourbon Circuit Court 13-CI-228 (entered on August 21, 2013) (A copy of said order is attached to this statement) and that the following is a true and correct copy of the resolutions adopted by the Receiver of said corporation after advice and consent from the parties of record in the instant Circuit Court Action.

"Whereas, it is in the best interest of this corporation 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 **Henry Watson, III, Court Appointed Receiver** of this Corporation, 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 corporation; and

Be It Further Resolved, that **Henry Watson, III, Court Appointed Receiver** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Henry Watson, III, Court Appointed Receiver** of this Corporation retains all authority to complete his duties as directed by the Bourbon Circuit Court. Nothing in this filing shall be construed as a surrender of the receivers authority or duties previously ordered to conduct.

Be It Further Resolved, that **Henry Watson, III, Court Appointed Receiver** of this Corporation is authorized and directed to employ **Brian T. Canupp**, attorney and the law firm of **Brian T. Canupp, P.S.C.** to represent the corporation in such bankruptcy case."

Date September 30, 2015

Signed /s/ Henry Watson, III

Henry Watson, III Court Appointed of United States Army Cadet Corps, Inc.

Resolution of the Receiver  
of  
United States Army Cadet Corps, Inc.

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

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Date **September 30, 2015** \_\_\_\_\_

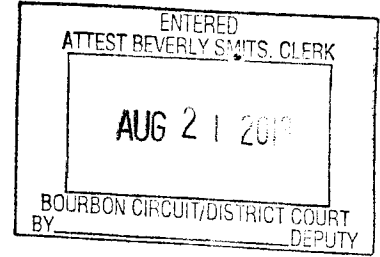
Signed \_\_\_\_\_

Date **September 30, 2015** \_\_\_\_\_

Signed \_\_\_\_\_



COMMONWEALTH OF KENTUCKY  
BOURBON CIRCUIT COURT  
CIVIL ACTION NO. 13-C/0028



COMMONWEALTH OF KENTUCKY, *EX REL.*,  
ATTORNEY GENERAL JACK CONWAY

PLAINTIFF

V.

AGREED ORDER

THE UNITED STATES ARMY CADET CORPS, INC.

DEFENDANT

\*\*\*\*\*

**AGREED FINDINGS OF FACT**

1. The Parties agree and the Court finds that United States Army Cadet Corps, Inc. is a Kentucky nonprofit corporation incorporated under and subject to KRS Chapter 273.
2. The Parties agree and the Court finds that the United States Army Cadet Corps, Inc., is organized exclusively for charitable, religious, educational, and scientific purposes and that no part of the net earnings of the entity or corporate assets of the entity on dissolution shall inure to the benefit of, or be distributed to, any director or officer of the corporation or to any private individual.
3. The Parties agree and the Court finds that the United States Army Cadet Corps, Inc., receives and holds assets subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, and the Commonwealth has an interest in protecting these assets from waste, misapplication, or diversion.

4. The Parties agree and the Court finds that the United States Army Cadet Corps, Inc. is currently operating without a Board of Directors as described and required under KRS 273.207 and KRS 273.211 and is unable of carrying out its purposes within the meaning of KRS 273.330(1)(a)(5).
5. The Parties agree and facts exist allowing KRS 273.333 to support the appointment of Henry Watson
6. The Parties agree and the Court finds that there is a need for the United States Army Cadet Corps, Inc. to carry on business.
7. The Parties agree and the Court finds that there is a need to appoint Henry Watson in order to assist with and supervise the nonprofit until a Board of Directors is appointed.
8. The Court finds that paying the employees of United States Army Cadet Corps, Inc. reasonable compensation for services is authorized under KRS 273.237.
9. The Parties agree and the Court finds that Henry Watson by his education, training, and experience is qualified to serve pursuant to KRS 273.333.

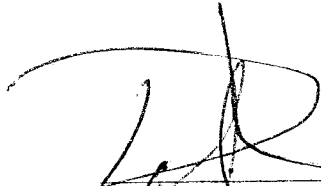
#### **CONCLUSIONS OF LAW**

1. The Parties are within their rights to request this Court's appointment of Henry Watson to assist the United States Army Cadet Corps Inc. in its operations.
2. Venue for the action is proper in this Court.
3. This Court has jurisdiction under KRS 273.330 to grant the Parties' request to appoint Mr. Watson.
4. The Court finds that no injunction bond is required of the Commonwealth.

IT IS HEREBY ORDERED:

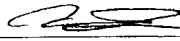
1. Henry Watson is appointed pursuant to KRS 273.333 to supervise the United States Army Cadet Corps, Inc..
2. Henry Watson has the power to carry on the business and affairs of United States Army Cadet Corps, Inc., including paying the employees of United States Army Cadet Corps, Inc. reasonable compensation for services rendered.
3. In order to carry out his responsibilities, Henry Watson will have full access to any book, record, bank statement, credit card statement invoice, tax return, correspondence, receipt, or any other such business document or record of United States Army Cadet Corps, Inc. ;
4. United States Army Cadet Corps, Inc. is restrained from carrying on any business except through the authority of Henry Watson, including the sale, lease, exchange, mortgage, pledge, or disposition of the assets of United States Army Cadet Corps, Inc. unless authorized by Henry Watson;
5. United States Army Cadet Corps, Inc. its former directors, its officers, and employees, since its incorporation on April 10, 2009, are restrained from interfering with Henry Watson, and they are specifically restrained from any action that prevents or results in Henry Watson being unable to carry on the business and affairs of United States Army Cadet Corps, Inc..
6. Henry Watson, the Attorney General and the United States Army Cadet Corps Inc. are directed to present a new Board of Directors to the Court for its appointment.

IT IS HEREBY ORDERED

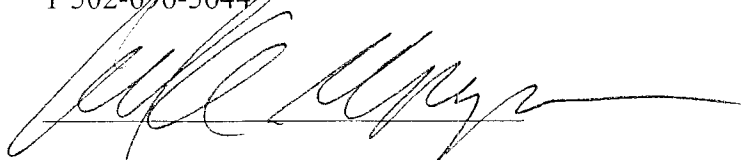
  
\_\_\_\_\_  
Judge, Bourbon Circuit Court

August 21, 2013 3:15 P.M.  
Date Time

SEEN TO AND AGREED BY:

  
\_\_\_\_\_

Aaron Ament  
Ryan Halloran  
Assistant Attorneys General  
700 Capital Avenue, Suite 118  
Frankfort, Kentucky, 40601-8205  
T 502-696-5644

  
\_\_\_\_\_

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201 East Main Street, Suite 900  
Lexington, KY 40507  
Phone: 859-554-4414-231-8780  
*Counsel for the United States Army Cadet Corps,  
Inc.*