

United States Bankruptcy Court

Western District of Kentucky

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Branscum Produce, 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) 30-0004357	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): 479 Lakeway Drive Russell Springs, KY <div style="text-align: right;">ZIP Code 42642</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: Russell	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</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):	

Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check one box)	Chapter of Bankruptcy Code Under Which the Petition is Filed (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.)	<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	<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
Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). 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 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 checked="" 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	

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

Name of Debtor(s):

Branscum Produce, 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.)

☐ 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?

☐ 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):

Branscum Produce, 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 Attorney*

X /s/ Scott A. Bachert _____
Signature of Attorney for Debtor(s)

Scott A. Bachert 02443

Printed Name of Attorney for Debtor(s)

Harned Bachert & McGehee PSC

Firm Name

324 E. Tenth Ave.

P O Box 1270

Bowling Green, KY 42102-1270

Address

270-782-3938 Fax: 270-781-4737

Telephone Number

August 6, 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/ Joseph Branscum _____
Signature of Authorized Individual

Joseph Branscum

Printed Name of Authorized Individual

Manager

Title of Authorized Individual

August 6, 2010

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.

United States Bankruptcy Court
Western District of Kentucky

In re **Branscum Produce, 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) <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>
Benny Mandell Pro 8769 SW 108th Street Ocala, FL 34481	Benny Mandell Pro 8769 SW 108th Street Ocala, FL 34481			14,845.00
Bonanza Produce P O Box 3088 Immokalee, FL 34143	Bonanza Produce P O Box 3088 Immokalee, FL 34143			36,948.20
Bonnie Plant Farm 2993 County Rd. Union Springs, AL 36089	Bonnie Plant Farm 2993 County Rd. Union Springs, AL 36089			7,180.92
C Lane Company, LLC Two Metroplex Drive, Suite 200 Birmingham, AL 35209	C Lane Company, LLC Two Metroplex Drive, Suite 200 Birmingham, AL 35209			26,405.10
Castellini Company P O Box 72160 Newport, KY 41072-1610	Castellini Company P O Box 72160 Newport, KY 41072-1610			164,819.98
Ellis Jakes 2223 Whites Creek Pike Nashville, TN 37207	Ellis Jakes 2223 Whites Creek Pike Nashville, TN 37207			2,228.50
G W Palmer 1080 West Rex Rd #100 Memphis, TN 38119-3820	G W Palmer 1080 West Rex Rd #100 Memphis, TN 38119-3820			94,512.00
Gallrein Farms	Gallrein Farms			1,347.00
Glaze Apples P O Box 2077 Winchester, VA 22604	Glaze Apples P O Box 2077 Winchester, VA 22604			29,777.25
H & M Refrigeration 605 Newton Street Ferguson, KY 42533	H & M Refrigeration 605 Newton Street Ferguson, KY 42533			1,232.87
Helms Candy Company 3001 Lee Hwy P O Box 607 Bristol, VA 24202	Helms Candy Company 3001 Lee Hwy P O Box 607 Bristol, VA 24202			2,930.18

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>
Horton Fruit Company 4701 Jennings Lane Louisville, KY 40218	Horton Fruit Company 4701 Jennings Lane Louisville, KY 40218			4,316.50
Kentucky State Treasurer Kentucky Dept. of Revenue Frankfort, KY 40620-0003	Kentucky State Treasurer Kentucky Dept. of Revenue Frankfort, KY 40620-0003			2,433.48
Knoxville Seed 5001 Rutledge Pike Knoxville, TN 37914	Knoxville Seed 5001 Rutledge Pike Knoxville, TN 37914			4,793.75
Poppells Produce 712 West Cherry St. Jesup, GA 31545	Poppells Produce 712 West Cherry St. Jesup, GA 31545			4,586.00
Shipley Basket Co. 191 Shipley Lane Dayton, TN 37321	Shipley Basket Co. 191 Shipley Lane Dayton, TN 37321			3,457.50
Southern Fruits P O Box 262 Kingston Springs, TN 37082	Southern Fruits P O Box 262 Kingston Springs, TN 37082			1,400.00
TCX Trucking Company P O Box 110306 Nashville, TN 37222	TCX Trucking Company P O Box 110306 Nashville, TN 37222			1,200.00
Titan Farms 5 RW DuBose Rd. Ridge Spring, SC 29129	Titan Farms 5 RW DuBose Rd. Ridge Spring, SC 29129			19,900.00
West Trucking 610 Paint Rock Rd. Kingston, TN 37763	West Trucking 610 Paint Rock Rd. Kingston, TN 37763			3,250.00

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

I, the Manager 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 **August 6, 2010**

Signature **/s/ Joseph Branscum**
Joseph Branscum
Manager

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
Western District of Kentucky**

In re **Branscum Produce, 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
Joseph Branscum			

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager 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 **August 6, 2010**

Signature **/s/ Joseph Branscum**
Joseph Branscum
Manager

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
Western District of Kentucky**

In re **Branscum Produce, LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

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

Date: **August 6, 2010**

/s/ Joseph Branscum

Joseph Branscum/Manager

Signer/Title

Benny Mandell Pro
8769 SW 108th Street
Ocala, FL 34481

Bonanza Produce
P O Box 3088
Immokalee, FL 34143

Bonnie Plant Farm
2993 County Rd.
Union Springs, AL 36089

C Lane Company, LLC
Two Metroplex Drive, Suite 200
Birmingham, AL 35209

Castellini Company
P O Box 72160
Newport, KY 41072-1610

Clear Channel
P O Box 406504
Atlanta, GA 30384-6504

Ellis Jakes
2223 Whites Creek Pike
Nashville, TN 37207

Elvin Shirk
629 E Pumpkin Chapel Rd.
Dunnville, KY 42528

G W Palmer
1080 West Rex Rd #100
Memphis, TN 38119-3820

Gallrein Farms

Glaze Apples
P O Box 2077
Winchester, VA 22604

H & M Refrigeration
605 Newton Street
Ferguson, KY 42533

Helms Candy Company
3001 Lee Hwy
P O Box 607
Bristol, VA 24202

Holston Gas
104 Industrial Dr.
Jamestown, KY 42629

Horton Fruit Company
4701 Jennings Lane
Louisville, KY 40218

Innovative Business Concepts
845 W Steve Warriner Dr.
Russell Springs, KY 42642

Joy Fletcher CPA
P O Box 208
Russell Springs, KY 42642

Kentucky State Treasurer
Kentucky Dept. of Revenue
Frankfort, KY 40620-0003

Knoxville Seed
5001 Rutledge Pike
Knoxville, TN 37914

Lee Wayne Corp
5140 Paysphere Circle
Chicago, IL 60674

McCauley Egg Company
P O Box 1325
Mount Vernon, KY 40456

Modern Systems
3844 S Hwy 27
Somerset, KY 42503

OnSite Transport Refrigeration
205 Tobacco Road
Bowling Green, KY 42101

Poppells Produce
712 West Cherry St.
Jesup, GA 31545

Premier Drug Testing
P O Box 2279
Russell Springs, KY 42642

Rockford Packaging
10421 Northland Drive
Rockford, MI 49341

Shipley Basket Co.
191 Shipley Lane
Dayton, TN 37321

Southern Fruits
P O Box 262
Kingston Springs, TN 37082

Spud City Sales
P O Box 107
Stevens Point, WI 54481

TCX Trucking Company
P O Box 110306
Nashville, TN 37222

Titan Farms
5 RW DuBose Rd.
Ridge Spring, SC 29129

TQL Trucking Company
P O Box 634558
Cincinnati, OH 45263-4558

True Chiropractic
262 E Steve Warriner Dr
Russell Springs, KY 42642

Warner Fertilizer
P O Box 30
Russell Springs, KY 42642

West Trucking
610 Paint Rock Rd.
Kingston, TN 37763

WJRS
P O Box 800
Jamestown, KY 42629

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

In re Branscum Produce, LLC

Debtor(s)

Case No. _____

Chapter

11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Joseph Branscum**, declare under penalty of perjury that I am the **Manager** of **Branscum Produce, LLC**, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the 2nd day of August, 20 10.

"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 **Joseph Branscum**, **Manager** 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 **Joseph Branscum**, **Manager** 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 **Joseph Branscum**, **Manager** of this Corporation is authorized and directed to employ **Scott A. Bachert 02443**, attorney and the law firm of **Harned Bachert & McGehee PSC** to represent the corporation in such bankruptcy case."

Date

Aug 2 - 2010

Signed



Joseph Branscum

Resolution of Board of Directors
of
Branscum Produce, LLC

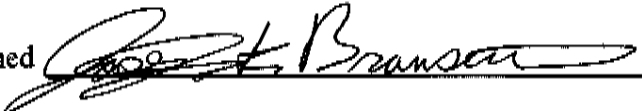
Whereas, it is in the best interest of this corporation to file a voluntary petition in the the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Joseph Branscum, Manager 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 Joseph Branscum, Manager 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 Joseph Branscum, Manager of this Corporation is authorized and directed to employ Scott A. Bachert 02443, attorney and the law firm of Harned Bachert & McGehee PSC to represent the corporation in such bankruptcy case.

Date Aug 2-2010

Signed  Joseph Branscum

Date _____

Signed _____