

**United States Bankruptcy Court
District of Maine**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Frank L. Woodworth, Inc.	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) 01-0371666	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): 156 North Road Pittsfield, ME	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 04967	ZIP Code
County of Residence or of the Principal Place of Business: Somerset	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): PO Box 95 Pittsfield, ME	Mailing Address of Joint Debtor (if different from street address):
ZIP Code 04967	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): Same as street address: 156 North Road Pittsfield, ME 04967	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> 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.
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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 \$2,190,000. <hr/> 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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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.									
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000									
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input 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									

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Frank L. Woodworth, Inc.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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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):
Frank L. Woodworth, 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/ Thomas M. Brown, Esq. ~
Signature of Attorney for Debtor(s)

Thomas M. Brown, Esq. ~ 785
Printed Name of Attorney for Debtor(s)

EATON PEABODY
Firm Name

P.O. Box 1210
Bangor, ME 04402-1210

Address

Email: tbrown@eatonpeabody.com

207-947-0111 Fax: 207-942-3040
Telephone Number

August 8, 2008
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/ Stephen Thomas
Signature of Authorized Individual

Stephen Thomas
Printed Name of Authorized Individual

President
Title of Authorized Individual

August 8, 2008
Date

**United States Bankruptcy Court
District of Maine**

In re Frank L. Woodworth, 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>
Argy, Wiltse & Robinson, PC 8405 Greensboro Drive 7th Floor Tysons Corner Mc Lean, VA 22102	Argy, Wiltse & Robinson, PC 8405 Greensboro Drive 7th Floor Mc Lean, VA 22102 730-770-6319	Business debt		5,000.00
Bangor Truck & Trailer Sales, Inc. 2245 Odlin Road Hermon, ME 04401	Bangor Truck & Trailer Sales, Inc. 2245 Odlin Road Bangor, ME 04401 207-947-0778	Business debt		2,489.92
C.N. Brown Company PO Box 200 1 C.N. Brown Way South Paris, ME 04281	C.N. Brown Company PO Box 200 1 C.N. Brown Way South Paris, ME 04281 207-743-9212	Business debt		20,208.96
Curtis Excavation PO Box 184 Eastport, ME 04631	Curtis Excavation PO Box 184 Eastport, ME 04631 207-853-9564	Business debt		2,480.00
Dennison Lubricants, Inc. 102 Charles A. Eldridge Drive Lakeville, MA 02347	Dennison Lubricants, Inc. 102 Charles A. Eldridge Drive Lakeville, MA 02347 508-946-0500	Business debt		5,192.06
Harcros Chemicals, Inc. 50 Larrabee Road Westbrook, ME 04092	Harcros Chemicals, Inc. 50 Larrabee Road Westbrook, ME 04092 800-286-6756	Business debt		17,620.33
Howard P. Fairfield, Inc. PO Box 188 Skowhegan, ME 04976	Howard P. Fairfield, Inc. PO Box 188 Skowhegan, ME 04976 207-474-9838	Business debt		2,652.60
Internal Revenue Service Attn: Bankruptcy Division 68 Sewall Street Room 311 Augusta, ME 04333	Internal Revenue Service Attn: Bankruptcy Division 68 Sewall Street Augusta, ME 04333	Business debt - Withholding taxes		20,000.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Kelley Petroleum Products, Inc. P.O. Box 337 Canaan, ME 04924	Kelley Petroleum Products, Inc. P.O. Box 337 Canaan, ME 04924 207-474-2638	Business debt		6,895.83
Lane Construction Corporation 90 Fieldstone Court Cheshire, CT 06411	Lane Construction Corporation 90 Fieldstone Court Cheshire, CT 06411 203-235-3351	Business debt		10,000.00
List to be provided by amendment	List to be provided by amendment	employee wages (approximate)		40,000.00
Maine Employers' Mutual Insurance Co. PO Box 6900 Lewiston, ME 04241-6900	Maine Employers' Mutual Insurance Co. PO Box 6900 Lewiston, ME 04241-6900 207-791-3300	Business debt		8,436.50
Nortrax Maine 396 County Road Westbrook, ME 04092	Nortrax Maine 396 County Road Westbrook, ME 04092 207-773-3777	Business debt		2,744.99
One Beacon Auto/Prop One Beacon Lane Canton, MA 02021-1030	One Beacon Auto/Prop One Beacon Lane Canton, MA 02021-1030 ??? 783-2211	Business debt		24,472.71
Paris Farmers Union PO Box D South Paris, ME 04281	Paris Farmers Union PO Box D South Paris, ME 04281 207-743-8976	Business debt		2,398.48
Quality Contracting Corp 61 Troy Drive Detroit, ME 04929	Quality Contracting Corp 61 Troy Drive Detroit, ME 04929 207-257-2418	Business debt		4,050.00
R. H. Foster, Inc. 10 Mecaw Road PO Box 161 Hampden, ME 04444-0161	R. H. Foster, Inc. 10 Mecaw Road PO Box 161 Hampden, ME 04444-0161 1-800-442-8880	Business debt		3,056.62
Somerset Oil Company 85 Waterville Road P.O. Box 433 Skowhegan, ME 04976	Somerset Oil Company 85 Waterville Road P.O. Box 433 Skowhegan, ME 04976 207-474-8338	Business debt		22,304.33
Staples Oil Company 43 Hunnewell Avenue PO Box 77 Pittsfield, ME 04967-0077	Staples Oil Company 43 Hunnewell Avenue PO Box 77 Pittsfield, ME 04967-0077 207-487-5121	Business debt		14,372.43

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
William McDonald 432 Ridge Road Plymouth, ME 04969	William McDonald 432 Ridge Road Plymouth, ME 04969 207-416-4757	Business debt		2,325.84

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

I, the President 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 8, 2008**Signature **/s/ Stephen Thomas**

**Stephen Thomas
President**

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
District of Maine**

In re Frank L. Woodworth, Inc.,
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	205,000.00		
B - Personal Property	Yes	3	2,726,972.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		1,880,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		70,739.03	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	18		202,354.46	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		28			
Total Assets			2,931,972.00		
Total Liabilities				2,153,093.49	

**United States Bankruptcy Court
District of Maine**

In re Frank L. Woodworth, Inc.
Debtor

Case No. _____

Chapter 11

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

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

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

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

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

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

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

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

In re Frank L. Woodworth, Inc.
 Debtor

Case No. _____

SCHEDULE A - REAL PROPERTY

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

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

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

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
2 parcels of land owned in Canaan, Maine and 2 parcels of leased land in Canaan, Maine		-	205,000.00	0.00

Sub-Total > **205,000.00** (Total of this page)
 Total > **205,000.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Frank L. Woodworth, Inc.
Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY

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

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

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

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Northeast Bank (Portland)	-	22.00
		Bank of America (Newport)	-	Unknown
		Machias Savings Bank (Bangor)	-	100.00
		Camden National Bank (Bangor)	-	100.00
		TV Banknorth (Newport)	-	50.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total >	272.00
			(Total of this page)	

2 continuation sheets attached to the Schedule of Personal Property

In re Frank L. Woodworth, Inc.,
 Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Exhibit A to Schedule B	-	200,000.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **200,000.00**
 (Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

In re Frank L. Woodworth, Inc.,
Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Exhibit B to Schedule B	-	1,870,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Exhibit B to Schedule B	-	6,700.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.		Inventory	-	650,000.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	2,526,700.00
(Total of this page)	
Total >	2,726,972.00

(Report also on Summary of Schedules)

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

In re Frank L. Woodworth, Inc.
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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

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

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

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

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

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No.			August 2006					
National Cooperative Bank c/o Regan Hornney Brann & Isaacson PO Box 3070 Lewiston, ME 04243-3070		-	Inventory and equipment					
			Value \$ 2,370,000.00				380,000.00	0.00
Account No.			August 2006					
National Cooperative Bank (NCB) c/o Regan Hornney Brann & Isaacson PO Box 3070 Lewiston, ME 04243-3070		X -	blanket lien on all assets All assets			X		
			Value \$ 2,777,150.00				1,500,000.00	0.00
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							1,880,000.00	0.00
Total (Report on Summary of Schedules)							1,880,000.00	0.00

0 continuation sheets attached

In re Frank L. Woodworth, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

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

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

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

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

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

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

 Domestic support obligations

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

 Extensions of credit in an involuntary case

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

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

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

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

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

 Commitments to maintain the capital of an insured depository institution

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

 Claims for death or personal injury while debtor was intoxicated

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

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

2 continuation sheets attached

In re Frank L. Woodworth, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Wages, salaries, and commissions

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			employee wages (approximate)					
List to be provided by amendment		-						0.00
						40,000.00	40,000.00	
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal (Total of this page)							40,000.00	0.00 40,000.00

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Frank L. Woodworth, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Canaan, Town of PO Box 68 Canaan, ME 04924	-		Business debt - real estate taxes				1,032.92	0.00
							1,032.92	1,032.92
Account No. Detroit, Town of PO Box 147 Detroit, ME 04929	-		Business debt - real estate taxes				4,245.12	0.00
							4,245.12	4,245.12
Account No. Internal Revenue Service Attn: Bankruptcy Division 68 Sewall Street Room 311 Augusta, ME 04333	-		Business debt - Withholding taxes				20,000.00	0.00
							20,000.00	20,000.00
Account No. Maine Revenue Services Compliance Division P.O. Box 9101 Augusta, ME 04332-9101	-		Business debt - withholding taxes				5,157.99	0.00
							5,157.99	5,157.99
Account No. State of Maine State Office Building Augusta, ME 04333	-		Business debt				303.00	0.00
							303.00	303.00

Sheet 2 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

Total
(Report on Summary of Schedules)

0.00	0.00
30,739.03	30,739.03
0.00	0.00
70,739.03	70,739.03

In re Frank L. Woodworth, Inc.
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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

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

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

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

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Advantage Gases & Tools PO Box 8361 Portland, ME 04104		Business debt -				1,491.35
Account No. Advantage Payroll Attn: Paul Second PO Box 777 Bangor, ME 04402-0777		Business debt -				245.50
Account No. Argy, Wiltse & Robinson, PC 8405 Greensboro Drive 7th Floor Tysons Corner Mc Lean, VA 22102		Business debt -				5,000.00
Account No. Augusta Business Machines PO Box 375 Fairfield, ME 04937		Business debt -				256.00
Subtotal (Total of this page)						6,992.85

17 continuation sheets attached

In re Frank L. Woodworth, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Bangor Truck & Trailer Sales, Inc. 2245 Odlin Road Hermon, ME 04401		-	Business debt				2,489.92	
Account No. Beauregard Equipment, Inc. 8 Jasper Mine Road Colchester, VT 05446		-	Business debt				1,042.48	
Account No. Blue Ridge ESOP Associates 154 Haansen Road Suite 102 Charlottesville, VA		-	Business debt				1,239.75	
Account No. Booth Electric 3635 Snakeroot Road Pittsfield, ME 04967		-	Business debt				103.98	
Account No. Brake Service & Parts PO Box 942 Bangor, ME 04402-0942		-	Business debt				826.92	
Sheet no. <u>1</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	5,703.05

In re Frank L. Woodworth, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D I S P U T E D	A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. C-B Wentworth 42 Wallace Avenue South Portland, ME 04106			Business debt		232.88
Account No. C.N. Brown Company PO Box 200 1 C.N. Brown Way South Paris, ME 04281		-	Business debt		20,208.96
Account No. Carquest Auto Parts Stores PO Box 503628 Saint Louis, MO 63150-3628		-	Business debt		714.85
Account No. Cavendish Agri Services 36 North Road PO Box 220 Detroit, ME 04929		-	Business debt		10.50
Account No. Central Maine Power PO Box 1070 Augusta, ME 04332-1070		-	Business debt		614.10
Sheet no. <u>2</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	21,781.29

In re Frank L. Woodworth, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Chandlers Transport, Inc. PO Box 103 Burnham, ME 04922		-	Business debt				535.00	
Account No. Chase Toys, Inc. RR #1 Box 4500 Unity, ME 04988		-	Business debt				50.70	
Account No. NEED MORE FOR ADDRESS Cianbro Fabrication & Coating Corp. PO Box 1000 Hunnewell Square Pittsfield		-	Business debt				206.85	
Account No. Clement's Starter 17 Clements Way Carmel, ME 04419		-	Business debt				137.40	
Account No. Clifford Bottling Ltd. Spring Valley Water 15 South Road Brewer, ME 04412		-	Business debt				79.44	
Sheet no. <u>3</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,009.39

In re Frank L. Woodworth, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Complete Hydraulics, Inc. 591 Ridge Road Plymouth, ME 04969		-	Business debt				2,106.00	
Account No. Curtis Excavation PO Box 184 Eastport, ME 04631		-	Business debt				2,480.00	
Account No. Daigle & Houghton, Inc. 130 Market Street Fort Kent, ME 04743		-	Business debt				1,120.03	
Account No. David Kerr & Sons 148 Beans Corner Road Pittsfield, ME 04967		-	Business debt				1,750.00	
Account No. Dennison Lubricants, Inc. 102 Charles A. Eldridge Drive Lakeville, MA 02347		-	Business debt				5,192.06	
Sheet no. <u>4</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	12,648.09

In re Frank L. Woodworth, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Diesel Fuel Systems, Inc. 584 Odlin Road Bangor, ME 04401		-	Business debt				219.84	
Account No. Dirigo Waste Oil 92 College Avenue Waterville, ME 04901		-	Business debt				152.48	
Account No. Dragon Products Company PO Box 1521 Portland, ME 04104		-	Business debt				238.80	
Account No. Dysarts Service PO Box 1689 Bangor, ME 04402-1689		-	Business debt				641.71	
Account No. Freightliner of Maine, Inc. PO Box 1169 Bangor, ME 04402-1169		-	Business debt				841.11	
Sheet no. <u>5</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	2,093.94

In re Frank L. Woodworth, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			A M O U N T O F C L A I M				
		H W J C	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T		U N L I Q U I D A T E D	D I S P U T E D		
Account No. Gagne Precast Concrete Products, Inc. 1506 State Street Veazie, ME 04401			Business debt						5,046.03
Account No. Gilman Electrical Supply PO Box 98 Newport, ME 04953			Business debt						65.44
Account No. Hammond Lumber Company PO Box 500 Belgrade, ME 04917			Business debt						580.83
Account No. Hancock Lumber PO Box 299 Casco, ME 04015			Business debt						12.51
Account No. Harcros Chemicals, Inc. 50 Larrabee Road Westbrook, ME 04092			Business debt						17,620.33
Sheet no. <u>6</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								Subtotal (Total of this page)	23,325.14

In re Frank L. Woodworth, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Harry Doucette Nature's Way 43 Ringwood Road Palmyra, ME 04965		-	Business debt				160.00	
Account No. Hiller & Associates, Inc. 320 Water Street Suite 3 Augusta, ME 04330		-	Business debt				1,100.00	
Account No. Howard P. Fairfield, Inc. PO Box 188 Skowhegan, ME 04976		-	Business debt				2,652.60	
Account No. Huff Forest Products PO Box 550 Pittsfield, ME 04967-0550		-	Business debt				17.38	
Account No. Ingraham Equipment Co 3 Knox Ridge South Knox, ME 04966		-	Business debt				840.57	
Sheet no. <u>7</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	4,770.55

In re Frank L. Woodworth, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Interstate Battery System of Bangor PO Box 100 Detroit, ME 04929-0100		-	Business debt				632.55	
Account No. K&K Towing 229 Oxbow Road Palmyra, ME 04965		-	Business debt				52.50	
Account No. K.L. Jack & Co. 145 Warren Avenue Portland, ME 04103		-	Business debt				88.66	
Account No. Kelley Petroleum Products, Inc. P.O. Box 337 Canaan, ME 04924		-	Business debt				6,895.83	
Account No. Kodiak Steel Company Baker Street PO Box 729 Clinton, ME 04927-0729		-	Business debt				86.00	
Sheet no. <u>8</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	7,755.54

In re Frank L. Woodworth, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Laboratory Corp. of America Holdings PO Box 12140 Burlington, NC 27216-2140		-	Business debt				232.40	
Account No. Lane Construction Corporation 90 Fieldstone Court Cheshire, CT 06411		-	Business debt				10,000.00	
Account No. Lane Construction Corporation 90 Fieldstone Court Cheshire, CT 06411		-	Business debt				332.07	
Account No. Maine Employers' Mutual Insurance Co. PO Box 6900 Lewiston, ME 04241-6900		-	Business debt				8,436.50	
Account No. Maine Equipment Company 2011 Hammond Street Hermon, ME 04401		-	Business debt				80.11	
Sheet no. <u>9</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	19,081.08

In re Frank L. Woodworth, Inc.,
 Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. McBee Systems PO Box 88042 Chicago, IL 60680-1042		-	Business debt				207.14	
Account No. ME Motor Transport Association 142 Whitten Road PO Box 857 Augusta, ME 04333-0857		-	Business debt				25.00	
Account No. Milton Cat Southworth-Milton, Inc. P.O. Box 3851 Boston, MA 02241-3851		-	Business debt				1,486.35	
Account No. Motor Carrier Services Fuel Unit 29 State House Station Augusta, ME 04333-0029		-	SHOULD THIS BE AN UNSECURED NON PRIORITY?				37.50	
Account No. Motor Supply Company 67 Moosehead Trail Newport, ME 04953		-	Business debt				2,116.08	
Sheet no. <u>10</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	3,872.07

In re Frank L. Woodworth, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
		H W J C					
Account No. N.H. Bragg & Sons PO Box 927 Bangor, ME 04402-0927		-	Business debt				984.16
Account No. NAPA Skowhegan P.O. Box 414988 Boston, MA 02241-4988		-	Business debt				1,347.66
Account No. Newport Family Practice PO Box J Route 2 Newport, ME 04953		-	Business debt				150.00
Account No. Newport Glass, Inc. PO Box 399 108 Elm Street Newport, ME 04953		-	Business debt				33.45
Account No. Nortrax Maine 396 County Road Westbrook, ME 04092		-	Business debt				2,744.99
<p align="right">Subtotal (Total of this page)</p>							5,260.26

Sheet no. 11 of 17 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re Frank L. Woodworth, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			A M O U N T O F C L A I M			
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T		U N L I Q U I D A T E D	D I S P U T E D	
Account No. One Beacon Auto/Prop One Beacon Lane Canton, MA 02021-1030		-	Business debt					24,472.71
Account No. One Beacon Equipt/Motor One Beacon Lane Canton, MA 02021-1030		-	Business debt					567.09
Account No. Paris Farmers Union PO Box D South Paris, ME 04281		-	Business debt					2,398.48
Account No. Parts Alternatives II 1594B Hammond Street Bangor, ME 04401		-	Business debt					997.35
Account No. PenBay Equipment 203 South Main Street Burnham, ME 04922		-	Business debt					2,000.00
Sheet no. <u>12</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	30,435.63

In re Frank L. Woodworth, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Philbrick & Sons Corner Citgo 1 Park Street Pittsfield, ME 04967		-	Business debt				1,686.55	
Account No. Quality Contracting Corp 61 Troy Drive Detroit, ME 04929		-	Business debt				4,050.00	
Account No. Quill Corporation PO Box 37600 Philadelphia, PA 19101-0600		-	Business debt				40.93	
Account No. R. H. Foster, Inc. 10 Mecaw Road PO Box 161 Hampden, ME 04444-0161		-	Business debt				3,056.62	
Account No. Richard Mingo 401 Shattuck Road Calais, ME 04619		-	Business debt				900.00	
Sheet no. <u>13</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	9,734.10

In re Frank L. Woodworth, Inc., Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Sierra Communications, Inc. PO Box 2598 Bangor, ME 04402-2598		-	Business debt				107.55	
Account No. Skowhegan Tire Center 185 Waterville Road Skowhegan, ME 04976		-	Business debt				1,966.45	
Account No. Somerset Oil Company 85 Waterville Road P.O. Box 433 Skowhegan, ME 04976		-	Business debt				22,304.33	
Account No. Sprague's Nursery & Garden Center 1664 Union Street Bangor, ME 04401		-	Business debt				1,501.25	
Account No. Staples Oil Company 43 Hunnewell Avenue PO Box 77 Pittsfield, ME 04967-0077		-	Business debt				14,372.43	
Sheet no. <u>14</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	40,252.01

In re Frank L. Woodworth, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community			A M O U N T O F C L A I M				
		H W J C	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T		U N L I Q U I D A T E D	D I S P U T E D		
Account No. Stripe-A-Lot Safety Lines 139 Water Street Waterville, ME 04901			Business debt					425.00	
Account No. Sunbelt Rentals, Inc. PO Box 409211 Atlanta, GA 30384-9211			Business debt					37.80	
Account No. Time Warner Cable PO Box 9148 Chelsea, MA 02150-9148			Business debt					112.17	
Account No. Tri Town Marine, Inc. Main Street PO Box 229 Harrington, ME 04643			Business debt					287.50	
Account No. Unifirst Corporation 70 Godsoe Road Bangor, ME 04401			Business debt					1,144.93	
Sheet no. <u>15</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								Subtotal (Total of this page)	2,007.40

In re Frank L. Woodworth, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			A M O U N T O F C L A I M			
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T		U N L I Q U I D A T E D	D I S P U T E D	
Account No. United Rentals PO Box 19633A Newark, NJ 07195-0633		-	Business debt					131.89
Account No. Verizon P.O. Box 1939 Portland, ME 04104-5010		-	Business debt					1,826.32
Account No. Webber Energy Fuels PO Box 929 Bangor, ME 04402-0929		-	Business debt					566.80
Account No. Whited Ford Truck Center 207 Perry Road Bangor, ME 04401		-	Business debt					39.11
Account No. William McDonald 432 Ridge Road Plymouth, ME 04969		-	Business debt					2,325.84
Sheet no. <u>16</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	4,889.96

In re Frank L. Woodworth, Inc.,
Debtor

Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.			Business debt					
Wright & Mills, P.A. 263 Water Street PO Box 9 Skowhegan, ME 04976-0009		-					742.11	
Account No.								
Account No.								
Account No.								
Account No.								
Sheet no. <u>17</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	742.11
							Total (Report on Summary of Schedules)	202,354.46

In re Frank L. Woodworth, Inc.
 Debtor

Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

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

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

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
FLW, Inc. 156 North Road Detroit, ME 04937	Lease of Detroit, Maine business premises
Frank L. Woodworth c/o Jonathan Doolittle, Esq. Verrill & Dana PO Box 586 Portland, ME 04112-0586	Covenant to purchase 1 1/2 inch crushed stone and granite blocks located at debtor's place of business

In re Frank L. Woodworth, Inc.
 Debtor

Case No. _____

SCHEDULE H - CODEBTORS

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

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
United States Small Business Association Augusta, ME	National Cooperative Bank (NCB) c/o Regan Horney Brann & Isacson PO Box 3070 Lewiston, ME 04243-3070

**United States Bankruptcy Court
District of Maine**

In re Frank L. Woodworth, Inc.
Debtor(s)

Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 30 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date August 8, 2008

Signature /s/ Stephen Thomas
Stephen Thomas
President

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
District of Maine**

In re Frank L. Woodworth, Inc.

Debtor(s)

Case No. _____

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

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

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

DEFINITIONS

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

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

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

AMOUNT
\$4,500,000.00
\$1,650,000.00
\$750,000.00

SOURCE
2006 income from operation of business
2007 income from operation of business
2008 (through June) income from operation of business

2. Income other than from employment or operation of business

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

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

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

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

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Stephen Thomas	Approximately	\$130,000.00	\$8,400.00
Tracey Williams Thomas 105 Autumn Wood Avenue York, PA 17404	Approximately	\$45,000.00	\$5,400.00

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

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

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Nelson Bowden, Sr. v. Frank L. Wentworth, Inc.	Forcible Detainer	Maine District Court (Skowhegan)	Judgment for Plaintiff
Bangor Savings Bank v Frank L. Woodworth, Inc., et al	Forcible Entry and Detainer as to all equipment of Gagne Precast Concrete Products, Inc. located at Frank L. Woodworth, Inc. location	Maine District Court, Skowhegan	Judgment for Plaintiff

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

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

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

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

6. Assignments and receiverships

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

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

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

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

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

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

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

9. Payments related to debt counseling or bankruptcy

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Eaton Peabody PO Box 1210 Bangor, ME 04402-1210	July 2008 to August 2008	\$15,719.00

10. Other transfers

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

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
---	------	---

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

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

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

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
KeyBank Newport, ME 04953	Checking account - approximately \$2,000	Fall 2007

12. Safe deposit boxes

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

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

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

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

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

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Frank L. Woodworth (individually)		piles of gravel (one i Canaan and one in Detroit)

15. Prior address of debtor

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

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

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

NAME

17. Environmental Information.

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

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

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

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

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

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

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

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

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

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

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

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

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

19. Books, records and financial statements

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

NAME AND ADDRESS	DATES SERVICES RENDERED
Rose Dorrance	Present
William McDonald	8/06 to 9/06; 3/07 to 3/08
Marvin Hamil	08/06 - 12/06

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

NAME	ADDRESS	DATES SERVICES RENDERED
Argy, Wiltse & Robinson, PC	Tyson's Corner, VA	

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

NAME

Bangor Savings Bank
Bangor Savings Bank seized location of affiliate and has not released any of Debtor's records

ADDRESS

c/o Michael Haenn, Esq.
PO Box 915
Bangor, ME 04402-0915

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

NAME AND ADDRESS

NCB, FSB

DATE ISSUED

Northeast Bank
Portland, ME

20. Inventories

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

DATE OF INVENTORY

12/07

INVENTORY SUPERVISOR

Stephen ThomasDOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

Summer 2006 prior to August closing

Stephen Thomas

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

DATE OF INVENTORY

12/07

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

S. Thomas**Summer 2006 prior to August closing****Stephen Thomas****21. Current Partners, Officers, Directors and Shareholders**

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

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

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

NAME AND ADDRESS

Employee Stock Ownership Trust

TITLE

NATURE AND PERCENTAGE OF STOCK OWNERSHIP
100% (Debtor is an ESOP)

22 . Former partners, officers, directors and shareholders

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

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

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

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

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR See paragraph 3c	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

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

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

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

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date August 8, 2008

Signature /s/ Stephen Thomas
Stephen Thomas
President

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

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

**United States Bankruptcy Court
District of Maine**

In re Frank L. Woodworth, Inc.
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:

For legal services, I have agreed to accept.....	\$	<u>0.00</u>
Prior to the filing of this statement I have received.....	\$	<u>0.00</u>
Balance Due.....	\$	<u>0.00</u>

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

Debtor Other (specify):

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

Debtor Other (specify):

4. 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. **Eaton Peabody will accept court approved fees**

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. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

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

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: August 8, 2008

/s/ Thomas M. Brown, Esq. ~
Thomas M. Brown, Esq.
EATON PEABODY
P.O. Box 1210
Bangor, ME 04402-1210
207-947-0111 Fax: 207-942-3040
tbrown@eatonpeabody.com

**United States Bankruptcy Court
District of Maine**

In re Frank L. Woodworth, 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 President 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 8, 2008

Signature /s/ Stephen Thomas
Stephen Thomas
President

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
District of Maine**

In re Frank L. Woodworth, Inc.
Debtor(s)

Case No. _____
Chapter 11

CERTIFICATION OF CREDITOR MATRIX

I hereby certify that the attached matrix, consisting of 11 pages, includes the names and addresses of all creditors listed on the debtor's schedules.

Date: August 8, 2008

/s/ Thomas M. Brown, Esq. ~
Signature of Attorney
Thomas M. Brown, Esq.
EATON PEABODY
P.O. Box 1210
Bangor, ME 04402-1210
207-947-0111 Fax: 207-942-3040

Advantage Gases & Tools
PO Box 8361
Portland, ME 04104

Advantage Payroll
Attn: Paul Second
PO Box 777
Bangor, ME 04402-0777

Argy, Wiltse & Robinson, PC
8405 Greensboro Drive
7th Floor
Tysons Corner
Mc Lean, VA 22102

Augusta Business Machines
PO Box 375
Fairfield, ME 04937

Bangor Truck & Trailer Sales, Inc.
2245 Odlin Road
Hermon, ME 04401

Beauregard Equipment, Inc.
8 Jasper Mine Road
Colchester, VT 05446

Blue Ridge ESOP Associates
154 Haansen Road
Suite 102
Charlottesville, VA

Booth Electric
3635 Snakeroot Road
Pittsfield, ME 04967

Brake Service & Parts
PO Box 942
Bangor, ME 04402-0942

Brenda Switzer
NCB
2011 Crystal Drive
Arlington, VA 22202

C-B Wentworth
42 Wallace Avenue
South Portland, ME 04106

C.N. Brown Company
PO Box 200
1 C.N. Brown Way
South Paris, ME 04281

Canaan, Town of
PO Box 68
Canaan, ME 04924

Carquest Auto Parts Stores
PO Box 503628
Saint Louis, MO 63150-3628

Cavendish Agri Services
36 North Road
PO Box 220
Detroit, ME 04929

Central Maine Power
PO Box 1070
Augusta, ME 04332-1070

Chandlers Transport, Inc.
PO Box 103
Burnham, ME 04922

Chase Toys, Inc.
RR #1
Box 4500
Unity, ME 04988

Cianbro Fabrication & Coating Corp.
PO Box 1000
Hunnewell Square
Pittsfield

Clement's Starter
17 Clements Way
Carmel, ME 04419

Clifford Bottling Ltd.
Spring Valley Water
15 South Road
Brewer, ME 04412

Complete Hydraulics, Inc.
591 Ridge Road
Plymouth, ME 04969

Curtis Excavation
PO Box 184
Eastport, ME 04631

Daigle & Houghton, Inc.
130 Market Street
Fort Kent, ME 04743

David Kerr & Sons
148 Beans Corner Road
Pittsfield, ME 04967

Dennison Lubricants, Inc.
102 Charles A. Eldridge Drive
Lakeville, MA 02347

Detroit, Town of
PO Box 147
Detroit, ME 04929

Diesel Fuel Systems, Inc.
584 Odlin Road
Bangor, ME 04401

Dirigo Waste Oil
92 College Avenue
Waterville, ME 04901

Dragon Products Company
PO Box 1521
Portland, ME 04104

Dysarts Service
PO Box 1689
Bangor, ME 04402-1689

FLW, Inc.
156 North Road
Detroit, ME 04937

Frank L. Woodworth
c/o Jonathan Doolittle, Esq.
Verrill & Dana
PO Box 586
Portland, ME 04112-0586

Freightliner of Maine, Inc.
PO Box 1169
Bangor, ME 04402-1169

Gagne Precast Concrete Products, Inc.
1506 State Street
Veazie, ME 04401

Gilman Electrical Supply
PO Box 98
Newport, ME 04953

Hammond Lumber Company
PO Box 500
Belgrade, ME 04917

Hancock Lumber
PO Box 299
Casco, ME 04015

Harcros Chemicals, Inc.
50 Larrabee Road
Westbrook, ME 04092

Harry Doucette
Nature's Way
43 Ringwood Road
Palmyra, ME 04965

Hiller & Associates, Inc.
320 Water Street
Suite 3
Augusta, ME 04330

Howard P. Fairfield, Inc.
PO Box 188
Skowhegan, ME 04976

Huff Forest Products
PO Box 550
Pittsfield, ME 04967-0550

Ingraham Equipment Co
3 Knox Ridge
South Knox, ME 04966

Internal Revenue Service
Attn: Bankruptcy Division
68 Sewall Street
Room 311
Augusta, ME 04333

Interstate Battery System of Bangor
PO Box 100
Detroit, ME 04929-0100

K&K Towing
229 Oxbow Road
Palmyra, ME 04965

K.L. Jack & Co.
145 Warren Avenue
Portland, ME 04103

Kelley Petroleum Products, Inc.
P.O. Box 337
Canaan, ME 04924

Kodiak Steel Company
Baker Street
PO Box 729
Clinton, ME 04927-0729

Laboratory Corp. of America Holdings
PO Box 12140
Burlington, NC 27216-2140

Lane Construction Corporation
90 Fieldstone Court
Cheshire, CT 06411

List to be provided by amendment

Maine Employers' Mutual Insurance Co.
PO Box 6900
Lewiston, ME 04241-6900

Maine Equipment Company
2011 Hammond Street
Hermon, ME 04401

Maine Revenue Services
Compliance Division
P.O. Box 9101
Augusta, ME 04332-9101

McBee Systems
PO Box 88042
Chicago, IL 60680-1042

ME Motor Transport Association
142 Whitten Road
PO Box 857
Augusta, ME 04333-0857

Milton Cat Southworth-Milton, Inc.
P.O. Box 3851
Boston, MA 02241-3851

Motor Carrier Services Fuel Unit
29 State House Station
Augusta, ME 04333-0029

Motor Supply Company
67 Moosehead Trail
Newport, ME 04953

N.H. Bragg & Sons
PO Box 927
Bangor, ME 04402-0927

NAPA Skowhegan
P.O. Box 414988
Boston, MA 02241-4988

National Cooperative Bank (NCB)
c/o Regan Hornney
Brann & Isascson
PO Box 3070
Lewiston, ME 04243-3070

Newport Family Practice
PO Box J
Route 2
Newport, ME 04953

Newport Glass, Inc.
PO Box 399
108 Elm Street
Newport, ME 04953

Nortrax Maine
396 County Road
Westbrook, ME 04092

One Beacon Auto/Prop
One Beacon Lane
Canton, MA 02021-1030

One Beacon Equipt/Motor
One Beacon Lane
Canton, MA 02021-1030

Paris Farmers Union
PO Box D
South Paris, ME 04281

Parts Alternatives II
1594B Hammond Street
Bangor, ME 04401

PenBay Equipment
203 South Main Street
Burnham, ME 04922

Philbrick & Sons Corner Citgo
1 Park Street
Pittsfield, ME 04967

Quality Contracting Corp
61 Troy Drive
Detroit, ME 04929

Quill Corporation
PO Box 37600
Philadelphia, PA 19101-0600

R. H. Foster, Inc.
10 Mecaw Road
PO Box 161
Hampden, ME 04444-0161

Richard Mingo
401 Shattuck Road
Calais, ME 04619

Sierra Communications, Inc.
PO Box 2598
Bangor, ME 04402-2598

Skowhegan Tire Center
185 Waterville Road
Skowhegan, ME 04976

Somerset Oil Company
85 Waterville Road
P.O. Box 433
Skowhegan, ME 04976

Sprague's Nursery & Garden Center
1664 Union Street
Bangor, ME 04401

Staples Oil Company
43 Hunnewell Avenue
PO Box 77
Pittsfield, ME 04967-0077

State of Maine
State Office Building
Augusta, ME 04333

Stripe-A-Lot Safety Lines
139 Water Street
Waterville, ME 04901

Sunbelt Rentals, Inc.
PO Box 409211
Atlanta, GA 30384-9211

Time Warner Cable
PO Box 9148
Chelsea, MA 02150-9148

Tri Town Marine, Inc.
Main Street
PO Box 229
Harrington, ME 04643

Unifirst Corporation
70 Godsoe Road
Bangor, ME 04401

United Rentals
PO Box 19633A
Newark, NJ 07195-0633

United States Small Business Association
Augusta, ME

Verizon
P.O. Box 1939
Portland, ME 04104-5010

Webber Energy Fuels
PO Box 929
Bangor, ME 04402-0929

Whited Ford Truck Center
207 Perry Road
Bangor, ME 04401

William McDonald
432 Ridge Road
Plymouth, ME 04969

Wright & Mills, P.A.
263 Water Street
PO Box 9
Skowhegan, ME 04976-0009

**United States Bankruptcy Court
District of Maine**

In re Frank L. Woodworth, 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 Frank L. Woodworth, 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*]

August 8, 2008

Date

/s/ Thomas M. Brown, Esq. ~

Thomas M. Brown, Esq.

Signature of Attorney or Litigant

Counsel for Frank L. Woodworth, Inc.

EATON PEABODY

P.O. Box 1210

Bangor, ME 04402-1210

207-947-0111 Fax:207-942-3040

tbrown@eatonpeabody.com