

B1 (Official Form 1)(4/10)

United States Bankruptcy Court Eastern District of North Carolina - Raleigh Division		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Joe Denning & Sons Farms		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) 56-1508786		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): 1180 Denning Road Benson, NC <div style="text-align: right;">ZIP Code 27504</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Johnston		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): Johnston County & Harnett County		
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 type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input 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		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Joe Denning & Sons Farms	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	Exhibit B <small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small> I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Joe Denning & Sons Farms</p>
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ Trawick H. Stubbs, Jr.</u> Signature of Attorney for Debtor(s)</p> <p><u>Trawick H. Stubbs, Jr. 4221</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Stubbs & Perdue, P.A.</u> Firm Name</p> <p>PO Box 1654 New Bern, NC 28563</p> <p>_____ Address</p> <p><u>252-633-2700</u> Telephone Number</p> <p><u>August 13, 2010</u> Date</p> <p><small>*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.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>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:</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Max Denning</u> Signature of Authorized Individual</p> <p><u>Max Denning</u> Printed Name of Authorized Individual</p> <p><u>Partner</u> Title of Authorized Individual</p> <p><u>August 13, 2010</u> Date</p>	

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Eastern District of North Carolina - Raleigh Division

In re Joe Denning & Sons Farms

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>
Meherrin Agricultural & Chem Attn: Managing Agent P.O. Box 200 Severn, NC 27877	Meherrin Agricultural & Chem Attn: Managing Agent P.O. Box 200 Severn, NC 27877			309,564.33
GETSco Attn: Managing Agent PO Box 159 Middlesex, NC 27557	GETSco Attn: Managing Agent PO Box 159 Middlesex, NC 27557			280,888.55
Rooks Fertilizer & Sand Attn: Managing Agent 501 N Dudley Street Burgaw, NC 28425	Rooks Fertilizer & Sand Attn: Managing Agent 501 N Dudley Street Burgaw, NC 28425			157,839.28
Central Propane Co, Inc Attn: Managing Agent PO Box 2428 Smithfield, NC 27577	Central Propane Co, Inc Attn: Managing Agent PO Box 2428 Smithfield, NC 27577			85,365.38
Dixie-Denning Supply Co Attn: Managing Agent Box 517 Benson, NC 27504	Dixie-Denning Supply Co Attn: Managing Agent Box 517 Benson, NC 27504			83,760.77
Clinton Truck & Tractor Attn: Managing Agent 107 Northeast Blvd Clinton, NC 28328	Clinton Truck & Tractor Attn: Managing Agent 107 Northeast Blvd Clinton, NC 28328			19,365.23
Johnnie Sheppard Equip. Attn: Managing Agent P.O. Box 122 Pink Hill, NC 28572-0122	Johnnie Sheppard Equip. Attn: Managing Agent P.O. Box 122 Pink Hill, NC 28572-0122			16,543.75
Vause Equipment Attn: Managing Agent 1013 Gillespie St Fayetteville, NC	Vause Equipment Attn: Managing Agent 1013 Gillespie St Fayetteville, NC			15,811.02
Beltwide, Inc. Attn: Managing Agent 8870 N Himes Ave Tampa, FL 33614	Beltwide, Inc. Attn: Managing Agent 8870 N Himes Ave Tampa, FL 33614			14,788.80

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

In re Joe Denning & Sons Farms

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Neodak Seed Attn: Managing Agent 1760 Stover Shop Rd Mount Solon, VA 22843	Neodak Seed Attn: Managing Agent 1760 Stover Shop Rd Mount Solon, VA 22843			13,955.00
Farm Plan Attn: Managing Agent PO Box 4450 Carol Stream, IL 60197-4450	Farm Plan Attn: Managing Agent PO Box 4450 Carol Stream, IL 60197-4450			13,890.23
Helena Chemical Co Attn: Managing Agent PO Box 198153 Atlanta, GA 30384-8153	Helena Chemical Co Attn: Managing Agent PO Box 198153 Atlanta, GA 30384-8153			11,253.00
Central Propane Co, Inc Attn: Managing Agent PO Box 2428 Smithfield, NC 27577	Central Propane Co, Inc Attn: Managing Agent PO Box 2428 Smithfield, NC 27577			11,208.85
Medlin & Dorman, Inc. Attn: Managing Agent PO Box 205 Benson, NC 27504	Medlin & Dorman, Inc. Attn: Managing Agent PO Box 205 Benson, NC 27504			10,527.68
Cross Creek Seed, Inc. Attn: Managing Agent 2000 Vass Road Raeford, NC 28376	Cross Creek Seed, Inc. Attn: Managing Agent 2000 Vass Road Raeford, NC 28376			9,069.00
AGCO Finance Attn: Manager or Agent P.O. Box 2000 Johnston, IA 50131	AGCO Finance Attn: Manager or Agent P.O. Box 2000 Johnston, IA 50131			6,108.64
Frank Lee Farms Attn: Managing Agent PO Box 148 Smithfield, NC 27577	Frank Lee Farms Attn: Managing Agent PO Box 148 Smithfield, NC 27577			5,335.00
RABO Agrifinance Attn: Managing Agent PO Box 668 Cedar Falls, IA 50613	RABO Agrifinance Attn: Managing Agent PO Box 668 Cedar Falls, IA 50613			4,658.30
First Citizens Visa Attn: Managing Agent PO Box 63001 Charlotte, NC 28263-3001	First Citizens Visa Attn: Managing Agent PO Box 63001 Charlotte, NC 28263-3001			3,588.77
Williamson Greenhouses Attn: Managing Agent 1469 Beulah Road Clinton, NC 28329	Williamson Greenhouses Attn: Managing Agent 1469 Beulah Road Clinton, NC 28329			3,166.73

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

In re Joe Denning & Sons Farms

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

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

I, the Partner of the partnership 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 13, 2010

Signature /s/ Max Denning

Max Denning

Partner

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.

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
Eastern District of North Carolina - Raleigh Division

In re Joe Denning & Sons Farms,
 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	2,899,000.00		
B - Personal Property	Yes	4	2,339,185.33		
C - Property Claimed as Exempt	Yes	3			
D - Creditors Holding Secured Claims	Yes	3		4,896,146.35	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	6		1,189,467.31	
G - Executory Contracts and Unexpired Leases	Yes	6			
H - Codebtors	Yes	3			
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		27			
Total Assets			5,238,185.33		
Total Liabilities				6,085,613.66	

**United States Bankruptcy Court
Eastern District of North Carolina - Raleigh Division**

In re Joe Denning & Sons Farms,
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)		

B6A (Official Form 6A) (12/07)

In re Joe Denning & Sons Farms, Case No. _____
 Debtor

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
Approximately 30.7 acres located in Johnston County ("Matthews Farm")	Fee Simple	-	225,000.00	749,710.48
Approximately 90 acres located in Johnston County ("Canady Farm")	Fee Simple	-	1,260,000.00	919,455.75
Approximately 24.6 acres located in Harnett County ("Hodge Farm")	Fee Simple	-	204,000.00	919,455.75
Approximately 24.52 acres with office, 6 turkey houses, warehouse, shed, 32 bulk barns, rental house, 2 greenhouses located in Johnston County	Fee Simple	-	1,210,000.00	749,710.48

Sub-Total > 2,899,000.00 (Total of this page)
 Total > 2,899,000.00
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re Joe Denning & Sons Farms

Case No. _____

Debtor

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		Cash on hand	-	1,085.33
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.		Checking account at Four Oaks Bank (Operating Account - frozen by Four Oaks Bank)	-	0.00
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 >	1,085.33
			(Total of this page)	

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Joe Denning & Sons Farms,

Case No. _____

Debtor

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.		Insurance Proceeds (Currently in arbitration)	-	Unknown
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 > 0.00
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Joe Denning & Sons Farms

Case No. _____

Debtor

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.		Fruehauf Aluminum Tanker 8500 Gallon	-	8,000.00
		1994 International w/sleeper Long Wheel Base	-	6,500.00
		1998 Chevy 4WD WT	-	1,500.00
		1999 Chevy 4WD Service Body 454 Gas	-	3,000.00
		1999 F-250 Ext. Cab 7.3 Diesel	-	3,000.00
		1995 GMC 24' Flat Bed Diesel	-	2,000.00
		1989 International 10 Wheeler Flatbed 24' Live Tandem	-	3,000.00
		2001 Ext Cab 4x4 Chevy 3/4 Ton	-	3,000.00
		1995 GMC 24' Flat Bed Auto Diesel	-	2,000.00
		48' Van Body Trailer	-	1,500.00
		53' Van Body Trailer	-	2,000.00
		8500 Gallon Aluminum Tanker	-	8,000.00
		2006 Chevy 1500 Reg Cab 2WD	-	3,500.00
		2005 Chevy 4WD 4 Door	-	6,000.00
		1989 International Line Truck w/Auger Bit	-	4,000.00
		1986 10 Wheeler Diesel Ford LN 9000	-	5,000.00
			Sub-Total >	62,000.00
			(Total of this page)	

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Joe Denning & Sons Farms, 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
		2001 Mack Module Truck w/Greer Body	-	25,000.00
		Old 40' Drop Deck	-	3,000.00
		1995 International Sleeper	-	7,000.00
		1995 GMC 24' Flat Bed Diesel	-	2,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		2 computers, printer, 5 desks, 5 chairs, kitchen appliances	-	2,850.00
		Miscellaneous office supplies	-	200.00
29. Machinery, fixtures, equipment, and supplies used in business.		Farm equipment, tractors, trailers, machinery, barns, etc.	-	2,163,050.00
30. Inventory.	X			
31. Animals.		Cattle	-	53,000.00
32. Crops - growing or harvested. Give particulars.		Approximately 325 acres of tobacco	-	Unknown
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.		Fertilizer, chemicals, etc.	-	20,000.00
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	2,276,100.00
(Total of this page)	
Total >	2,339,185.33

(Report also on Summary of Schedules)

Sheet 3 of 3 continuation sheets attached to the Schedule of Personal Property

B6D (Official Form 6D) (12/07)

In re Joe Denning & Sons Farms

Case No. _____

Debtor

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. xx-xxx-xxx-xx2178 Creditor #: 1 AgCarolina Financial Attn: Managing Agent PO Box 538616 Atlanta, GA 30353-8616									
		Deed of Trust Tracts containing approximately 30.7 acres and 24.52 acres located in Johnston County (claimant also holds deeds of trust on additional real property owned by non-debtor entities)						749,710.48	0.00
		Value \$ Unknown							
Account No. xxxx2004 Creditor #: 2 CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507	X								
		UCC and Security Agreement Inventory, equipment						2,230,204.47	0.00
		Value \$ Unknown							
Account No. Creditor #: 3 CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507	X								
		Security Agreement, UCC Case IH Tractor						18,419.23	0.00
		Value \$ Unknown							
Account No. Creditor #: 4 CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507	X								
		Security Agreement, UCC Case IH Tractor						7,182.01	0.00
		Value \$ Unknown							
Subtotal (Total of this page)								3,005,516.19	0.00

2 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re Joe Denning & Sons Farms
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

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	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	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
		Husband, Wife, Joint, or Community						
Account No. Creditor #: 5 CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507	X	-	Security Agreement, UCC Case IH Combine Value \$ Unknown				86,834.72	0.00
Account No. Creditor #: 6 CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507		X	-	Security Agreement, UCC New Holland Tractor Value \$ Unknown				123,247.53
Account No. Creditor #: 7 CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507	X		-	Security Agreement, UCC New Holland Tractor Value \$ Unknown				23,956.25
Account No. Creditor #: 8 Crop Production Services Attn: Managing Agent 8591 US Hwy 421 S Erwin, NC			-	Judgment Value \$ 2,899,000.00				205,000.00
Account No. x8763 Creditor #: 9 Four Oaks Bank Attn: Managing Agent PO Box 309 Four Oaks, NC 27524	X		-	Deed of Trust Approximately 90 acres in Johnston County and approximately 24.6 acres in Harnett County (Claimant also has deeds of trust on real property owned by non-debtor entities) Value \$ Unknown				495,159.14
Subtotal (Total of this page)							934,197.64	0.00

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

B6D (Official Form 6D) (12/07) - Cont.

In re Joe Denning & Sons Farms,
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E 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 WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H W J C					
Account No. x7660 Creditor #: 10 Four Oaks Bank Attn: Managing Agent PO Box 309 Four Oaks, NC 27524	X	-					
			Deed of Trust				
			Approximately 90 acres in Johnston County and approximately 24.6 acres in Harnett County (Claimant also has deeds of trust on real property owned by non-debtor entities)				
			Value \$			424,296.61	0.00
Account No. Creditor #: 11 GEO Erosion & Turf Attn: Manager or Agent 10791 Finch Ave East Morehead City, NC 28557	-	-					
			Inventory, equipment				
			Value \$			199,463.81	Unknown
Account No. Creditor #: 12 M & F, LLC Attn: Manager or Agent PO Box 148 Smithfield, NC 27577	-	-					
			Inventory, equipment				
			Value \$			332,672.10	Unknown
Account No.							
			Value \$				
Account No.							
			Value \$				
Subtotal (Total of this page)						956,432.52	0.00
Total (Report on Summary of Schedules)						4,896,146.35	0.00

Sheet 2 of 2 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)
Total
(Report on Summary of Schedules)

956,432.52	0.00
4,896,146.35	0.00

B6E (Official Form 6E) (4/10)

In re Joe Denning & Sons Farms

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 \$11,725* 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 \$5,775* 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 \$2,600* 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).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

0 continuation sheets attached

B6F (Official Form 6F) (12/07)

In re Joe Denning & Sons Farms, 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. Creditor #: 1 AGCO Finance Attn: Manager or Agent P.O. Box 2000 Johnston, IA 50131		-				6,108.64
Account No. Creditor #: 2 Beltwide, Inc. Attn: Managing Agent 8870 N Himes Ave Tampa, FL 33614		-				14,788.80
Account No. x0315 Creditor #: 3 Central Propane Co, Inc Attn: Managing Agent PO Box 2428 Smithfield, NC 27577		-				85,365.38
Account No. x0336 Creditor #: 4 Central Propane Co, Inc Attn: Managing Agent PO Box 2428 Smithfield, NC 27577		-				11,208.85
Subtotal (Total of this page)						117,471.67

5 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Joe Denning & Sons Farms, 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	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. x1261 Creditor #: 5 Clinton Truck & Tractor Attn: Managing Agent 107 Northeast Blvd Clinton, NC 28328	-					19,365.23
Account No. xx1209 Creditor #: 6 Crop Production Services Attn: Managing Agent 8591 US Hwy 421 S Erwin, NC	-					2,460.31
Account No. Creditor #: 7 Cross Creek Seed, Inc. Attn: Managing Agent 2000 Vass Road Raeford, NC 28376	-					9,069.00
Account No. Creditor #: 8 Joseph & Barbara Denning 1431 Denning Road Benson, NC 27504	-					62,007.11
Account No. Creditor #: 9 Max Denning 1299 Denning Road Benson, NC 27504	-					41,250.00
Sheet no. <u>1</u> of <u>5</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	134,151.65

B6F (Official Form 6F) (12/07) - Cont.

In re Joe Denning & Sons Farms, 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	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. xxxx8-001 Creditor #: 10 Dixie-Denning Supply Co Attn: Managing Agent Box 517 Benson, NC 27504	-					83,760.77
Account No. xxxxxx4498 Creditor #: 11 Farm Plan Attn: Managing Agent PO Box 4450 Carol Stream, IL 60197-4450	-					13,890.23
Account No. Creditor #: 12 First Citizens Visa Attn: Managing Agent PO Box 63001 Charlotte, NC 28263-3001	-					3,588.77
Account No. Creditor #: 13 Frank Lee Farms Attn: Managing Agent PO Box 148 Smithfield, NC 27577	-					5,335.00
Account No. Creditor #: 14 GETSco Attn: Managing Agent PO Box 159 Middlesex, NC 27557	-					280,888.55
Sheet no. <u>2</u> of <u>5</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 387,463.32

B6F (Official Form 6F) (12/07) - Cont.

In re Joe Denning & Sons Farms, 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	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	
Account No. xx2696 Creditor #: 15 Helena Chemical Co Attn: Managing Agent PO Box 198153 Atlanta, GA 30384-8153	-				11,253.00
Account No. DENNINGJ Creditor #: 16 Johnnie Sheppard Equip. Attn: Managing Agent P.O. Box 122 Pink Hill, NC 28572-0122	-				16,543.75
Account No. Creditor #: 17 Medlin & Dorman, Inc. Attn: Managing Agent PO Box 205 Benson, NC 27504	-				10,527.68
Account No. Creditor #: 18 Medlin & Dorman, Inc. Attn: Managing Agent PO Box 205 Benson, NC 27504	-				2,362.10
Account No. xxxx1250 Creditor #: 19 Meherrin Agricultural & Chem Attn: Managing Agent P.O. Box 200 Severn, NC 27877	-				309,564.33
Sheet no. <u>3</u> of <u>5</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	350,250.86

B6F (Official Form 6F) (12/07) - Cont.

In re Joe Denning & Sons Farms, 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		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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. D001 Creditor #: 20 Mid Atlantic Power & Equip Attn: Managing Agent PO Box 925 Dunn, NC 28334	-						1,398.00
Account No. Creditor #: 21 Neodak Seed Attn: Managing Agent 1760 Stover Shop Rd Mount Solon, VA 22843	-						13,955.00
Account No. xxxxxxx7746 Creditor #: 22 RABO Agrifinance Attn: Managing Agent PO Box 668 Cedar Falls, IA 50613	-						4,658.30
Account No. Creditor #: 23 Rooks Fertilizer & Sand Attn: Managing Agent 501 N Dudley Street Burgaw, NC 28425	-						157,839.28
Account No. Creditor #: 24 Unifirst Attn: Managing Agent PO Box 642 Dunn, NC 28335	-						3,060.16
Sheet no. <u>4</u> of <u>5</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	180,910.74

B6F (Official Form 6F) (12/07) - Cont.

In re Joe Denning & Sons Farms, 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	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					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. xRJ80 Creditor #: 25 Vause Equipment Attn: Managing Agent 1013 Gillespie St Fayetteville, NC	-					15,811.02	
Account No. xxxxxxxx-x0001 Creditor #: 26 Verizon Wireless Attn: Managing Agent PO Box 105378 Atlanta, GA 30348	-					241.32	
Account No. Creditor #: 27 Williamson Greenhouses Attn: Managing Agent 1469 Beulah Road Clinton, NC 28329	-					3,166.73	
Account No.							
Account No.							
Sheet no. <u>5</u> of <u>5</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) Total (Report on Summary of Schedules)	19,219.07 1,189,467.31

B6G (Official Form 6G) (12/07)

In re Joe Denning & Sons Farms

Case No. _____

Debtor

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.
Herbert Allen 3515 Vesta Dr Raleigh, NC 27603	Farm Rent
Jerry Allen 1426 Federal Rd Benson, NC 27504	Farm Rent
Mildred B. Atkinson 1304 Fernglan Place Cary, NC 27511	Farm Rent
Ann Barbour 301 Carolyn Dr Benson, NC 27504	Farm Rent
Russell Barefoot 676 Godwin Lake Rd Benson, NC 27504	Farm Rent
Danny Beasley PO Box 787 Benson, NC 27504	Farm Rent
Central Marketing Agent for Phillip Morris PO Box 148 Smithfield, NC 27577	Tobacco Contract
Lisa A. Cobb 290 S Walden Pond Rd Benson, NC 27504	Farm Rent
Jean J. Creech PO Box 444 Benson, NC 27504	Farm Rent
Joseph & Barbara Denning 1431 Denning Road Benson, NC 27504	Farm Rent
Willis C. Denning 1812 Benson-Hardee Rd Benson, NC 27504	Farm Rent

In re Joe Denning & Sons Farms

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

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.
Diversified Financial Attn: Managing Agent PO Box 2056 Omaha, NE 68103-2056	Lease of 2 2007 40' KBH Grain Trailers
Diversified Financial Attn: Managing Agent PO Box 2056 Omaha, NE 68103-2056	Equipment Lease
Farm Credit Leasing Attn: Managing Agent PO Box 1450 Minneapolis, MN 55485	Lease of 2001 Decloet Two Row Harvester
Farm Credit Leasing Attn: Managing Agent PO Box 1450 Minneapolis, MN 55485	Lease of 1994 New Holland 8970 Tractor
First National Equip Financing Attn: Managing Agent PO Box 2137 Omaha, NE 68103	Lease of 2002 12 Row No Till Kinze Planter
First National Equip Financing Attn: Managing Agent PO Box 2137 Omaha, NE 68103	Lease of KBH Cotton Buggy
Wesley Fowler 208 Edgewater Cir Chapel Hill, NC 27516	Farm Rent
Vickie Cobb Gay 194 S Walden Pond Rd Benson, NC 27504	Farm Rent
Carolyn Gilbert 1324 Ravenhurst Dr Raleigh, NC 27615	Farm Rent
Evelyn L. Godwin 1470 Tarheel Rd Benson, NC 27504	Farm Rent
Neta L. Grady 107 Jean Circle Jacksonville, NC 28540	Farm Rent

Sheet 1 of 5 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Joe Denning & Sons Farms

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

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.
Great Plains Acceptance Corp Attn: Managing Agent PO Box 226 Salina, KS 67402	Equipment Lease
Martha Hall 404 W Mann St Benson, NC 27504	Farm Rent
Geary Holland PO Box 284 Benson, NC 27504	Farm Rent
Elsie F. Holmes 5197 NC 50 N Benson, NC 27504	Farm Rent
Blanche Honeycutt 46 Denning Rd Benson, NC 27504	Farm Rent
Greg Honeycutt 46 Benson-Hardee Rd Benson, NC 27504	Farm Rent
Judy Jackson 1681 Benson-Hardee Rd Benson, NC 27504	Farm Rent
Chris Johnson PO Box 444 Benson, NC 27504	Farm Rent
Don H. Johnson 200 Pine St Benson, NC 27504	Farm Rent
Manifest Funding Services Attn: Managing Agent 1450 Channel Parkway Marshall, MN 56258	Lease of 8 Taylor Tobacco Barns
Levon McLamb 19 Brittish Ct Smithfield, NC 27577	Farm Rent
R. A. McLamb c/o Britthaven of Harnett 604 Lucas Rd Room 405 Dunn, NC 28334	Farm Rent

Sheet 2 of 5 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Joe Denning & Sons Farms,

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

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.
Harold Medlin 220 W Hill St Benson, NC 27504	Farm Rent
Ralph Medlin PO Box 665 Benson, NC 27504	Farm Rent
William R. Medlin PO Box 295 Benson, NC 27504	Farm Rent
Jean Moore 3125 Elevation Rd Benson, NC 27504	Farm Rent
National Bank of Kansas City Attn: Managing Agent 10700 Nall Ave Overland Park, KS 66211	Lease of 2002 Case 3200 Sprayer
National Bank of Kansas City Attn: Managing Agent 10700 Nall Ave Overland Park, KS 66211	Lease of 2001 Melroe Spray Coupe Model 4640 Sprayer
Jackie Page 1980 Benson-Hardee Rd Benson, NC 27504	Farm Rent
Stacy Penny 19 Park Place Benson, NC 27504	Farm Rent
River Falls Farm c/o Lynn Godwin 3871 NC Hwy 50 N Benson, NC 27504	Farm Rent
Maurilla Sewares PO Box 1602 Islamonda, FL 33026	Farm Rent
TCF Equip Finance c/o James Livermon, Atty PO Box 353 Rocky Mount, NC 27802-0353	Lease of a New Kirpy Burley Tobacco Harvester
TCF Equip Finance c/o James Livermon, Atty PO Box 353 Rocky Mount, NC 27802-0353	Lease of a 2002 Kinze 3600 23 Row Planter

Sheet 3 of 5 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Joe Denning & Sons Farms

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

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.
TCF Equip Finance c/o James Livermon, Atty PO Box 353 Rocky Mount, NC 27802-0353	Lease of a 2001 Decloet Tobacco Harvester
US Bancorp/Nat'l Recovery Attn: Managing Agent 2304 Tarpley Rd Ste 134 Carrollton, TX 75006	Lease of Taylor Barns
US Tobacco Cooperative Attn: Managing Agent PO Box 12300 Raleigh, NC 27605	Tobacco Contract
Wells Fargo Attn: Managing Agent PO Box 6434 Carol Stream, IL 60197	Lease of Decloet Harvester w/JD Motor
Wells Fargo Attn: Managing Agent PO Box 6434 Carol Stream, IL 60197	Lease of 1997 Challenger/Caterpillar Tractor, 2001 John Deere Cotton Harvester and 2000 Case IH Cotton Picker
Wells Fargo Attn: Managing Agent PO Box 6434 Carol Stream, IL 60197	Lease of 2008 Carolina Burley Stripper
Wells Fargo Attn: Managing Agent PO Box 6434 Carol Stream, IL 60197	Lease of 1995 John Deere 6000 High Boy Sprayer, 1995 John Deere 9965 Cotton Picker, and 4 Row Lanned Transplanter with Tool Bar
Wells Fargo Attn: Managing Agent PO Box 6434 Carol Stream, IL 60197	Equipment Lease
Wells Fargo Attn: Managing Agent PO Box 6434 Carol Stream, IL 60197	Equipment Lease
Wells Fargo Attn: Managing Agent PO Box 6434 Carol Stream, IL 60197	Equipment Lease

Sheet 4 of 5 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re Joe Denning & Sons Farms, Debtor Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

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.
Wells Fargo Attn: Managing Agent PO Box 6434 Carol Stream, IL 60197	Equipment Lease
Judie H. Wheeler 2612 NC 50 N Benson, NC 27504	Farm Rent
Marcus Wood 1442 Hwy 27 W Benson, NC 27504	Farm Rent
Helen Woodall PO Box 128 Clayton, NC 27520	Farm Rent

Sheet 5 of 5 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

B6H (Official Form 6H) (12/07)

In re Joe Denning & Sons Farms, 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
Barbara Denning 1431 Denning Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507
Barrett Denning 2164 Benson-Hardee Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507
Brittany Denning 113 Tealbriar Street Burgaw, NC 28425	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507
Jordan Denning 113 Tealbriar Street Burgaw, NC 28425	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507
Joseph Denning 1431 Denning Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507
Joseph Denning 1431 Denning Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507
Joseph Denning 1431 Denning Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507
Joseph Denning 1431 Denning Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507
Joseph Denning 1431 Denning Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507

In re Joe Denning & Sons Farms,

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Joseph Denning 1431 Denning Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507
Joseph Denning 1431 Denning Road Benson, NC 27504	Four Oaks Bank Attn: Managing Agent PO Box 309 Four Oaks, NC 27524
Joseph Denning 1431 Denning Road Benson, NC 27504	Four Oaks Bank Attn: Managing Agent PO Box 309 Four Oaks, NC 27524
Joseph Denning 1431 Denning Road Benson, NC 27504	TCF Equip Finance c/o James Livermon, Atty PO Box 353 Rocky Mount, NC 27802-0353
Max Denning 1299 Denning Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507
Max Denning 1299 Denning Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507
Max Denning 1299 Denning Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507
Max Denning 1299 Denning Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507
Max Denning 1299 Denning Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507
Max Denning 1299 Denning Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507

Sheet 1 of 2 continuation sheets attached to the Schedule of Codebtors

In re Joe Denning & Sons Farms, Debtor Case No. _____

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Max Denning 1299 Denning Road Benson, NC 27504	Four Oaks Bank Attn: Managing Agent PO Box 309 Four Oaks, NC 27524
Max Denning 1299 Denning Road Benson, NC 27504	Four Oaks Bank Attn: Managing Agent PO Box 309 Four Oaks, NC 27524
Max Denning 1299 Denning Road Benson, NC 27504	TCF Equip Finance c/o James Livermon, Atty PO Box 353 Rocky Mount, NC 27802-0353
Sheila Denning 1299 Denning Road Benson, NC 27504	CNH Capital Attn: Managing Agent PO Box 0507 Carol Stream, IL 60132-0507

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court
Eastern District of North Carolina - Raleigh Division**

In re Joe Denning & Sons Farms Debtor(s) Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Partner of the partnership named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 29 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date August 13, 2010

Signature /s/ Max Denning
Max Denning
Partner

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.

B7 (Official Form 7) (04/10)

**United States Bankruptcy Court
Eastern District of North Carolina - Raleigh Division**

In re Joe Denning & Sons Farms 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	SOURCE
\$114,140.22	2010 YTD: Gross Sales
\$1,547,415.37	2009: Gross Sales
\$3,019,797.23	2008: Gross Sales

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 credit 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 \$5,850*. 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 credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other 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 CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Diversified Crop Insurance	March and April, 2010	\$15,640.00	\$21,362.35

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
Jordan Denning Relative of Partners	During 12 months prior to filing	\$555,800.00	\$0.00

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
Meherrin v. Denning, et als 10-CVS-695	Complaint for Money Owed	Johnston County Superior Court	Pending
CNH v. Joe Denning and Sons, et als 10-CVS-900	Complaint for TRO, Preliminary Injunction, Appointment of Receiver, Claim and Delivery	Johnston County Superior Court	Pending
Crop Production Services v. Joe Denning and Sons, et als	Complaint for Money Owed	Johnston County Superior Court	Judgment
Denning v. Diversified Crop Insurance 31 430 00191 10	Insurance Claim	Arbitration with Sanders & Associates	Pending

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

CAPTION OF SUIT AND CASE NUMBER TCF Equipment Finance, Inc. v. Joe Denning & Sons, et als 10-CVS-2565	NATURE OF PROCEEDING Complaint	COURT OR AGENCY AND LOCATION Johnston County Superior Court	STATUS OR DISPOSITION Pending
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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 Four Oaks Bank Attn: Managing Agent PO Box 309 Four Oaks, NC 27524	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY Debtor's Checking Account frozen
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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 REPOSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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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
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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
Stubbs & Perdue, P.A. PO Box 1654 New Bern, NC 28563-1654	3/18/10 Joe & Barbara Denning	\$26,039.00

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
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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
Four Oaks Bank Attn: Managing Agent PO Box 309 Four Oaks, NC 27524	Turkey Account	

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
Four Oaks Bank Attn: Managing Agent PO Box 309 Four Oaks, NC 27524	Max Denning	Legal Documents	

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

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
Monsanto	Miscellaneous farm equipment and chemicals - value unknown	Stored on Debtor's property

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

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.

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

DATES SERVICES RENDERED
At all times during 2 years prior to filing

Judy Jackson

At all times during 2 years prior to filing

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
Brent Honeycutt, CPA

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 ADDRESS

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 DATE ISSUED
Four Oaks Bank
Attn: Managing Agent
PO Box 309
Four Oaks, NC 27524
AgCarolina Financial
Attn: Managing Agent
PO Box 538616
Atlanta, GA 30353-8616

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 INVENTORY SUPERVISOR DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

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 NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

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
Joseph Denning	Partner	50%
Max Denning	Partner	50%

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	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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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	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Barrett Denning Relative of Partners	Salary received during 12 months prior to filing	\$23,698.38
Joseph Denning Partner	Draws received during 12 months prior to filing	\$6,548.58
Max Denning Partner	Draws received during 12 months prior to filing	\$54,204.55
Shelia Denning Relative of Partners	Salary received during 12 months prior to filing	\$15,256.08

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 13, 2010

Signature /s/ Max Denning
Max Denning
Partner

[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
Eastern District of North Carolina - Raleigh Division**

In re Joe Denning & Sons Farms
Debtor

Case No. _____
Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Joseph Denning			50% Partner
Max Denning			50% Partner

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Partner of the partnership 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 13, 2010

Signature /s/ Max Denning
Max Denning
Partner

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

**United States Bankruptcy Court
Eastern District of North Carolina - Raleigh Division**

In re Joe Denning & Sons Farms Debtor(s) Case No. _____
Chapter 11

VERIFICATION OF CREDITOR MATRIX

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

Date: August 13, 2010 _____
/s/ Max Denning
Max Denning/Partner
Signer/Title

JOE DENNING & SONS FARMS
1180 DENNING ROAD
BENSON, NC 27504

TRAWICK H. STUBBS, JR.
STUBBS & PERDUE, P.A.
PO BOX 1654
NEW BERN, NC 28563

BRANCH OF REORGANIZATION
ATTN: MANAGING AGENT
3475 LENOX ROAD NE #1000
ATLANTA, GA 30326

SECRETARY OF TREASURY
ATTN: MANAGING AGENT
1500 PENNSYLVANIA AVE NW
WASHINGTON, DC 20220

NC DEPT. OF REVENUE
ATTN: MANAGING AGENT
PO BOX 25000
RALEIGH, NC 27640

EMPLOYMENT SECURITY COM.
ATTN: MANAGING AGENT
PO BOX 25903
RALEIGH, NC 27611

INTERNAL REVENUE SERVICE
ATTN: MANAGING AGENT
PO BOX 21126
PHILADELPHIA, PA 19114

UNITED STATES ATTORNEY
310 NEW BERN AVENUE
FEDERAL BLDG SUITE 800
RALEIGH, NC 27601-1461

AGCAROLINA FINANCIAL
ATTN: MANAGING AGENT
PO BOX 538616
ATLANTA, GA 30353-8616

AGCO FINANCE
ATTN: MANAGER OR AGENT
P.O. BOX 2000
JOHNSTON, IA 50131

HERBERT ALLEN
3515 VESTA DR
RALEIGH, NC 27603

JERRY ALLEN
1426 FEDERAL RD
BENSON, NC 27504

MILDRED B. ATKINSON
1304 FERNGLEN PLACE
CARY, NC 27511

ANN BARBOUR
301 CAROLYN DR
BENSON, NC 27504

RUSSELL BAREFOOT
676 GODWIN LAKE RD
BENSON, NC 27504

DANNY BEASLEY
PO BOX 787
BENSON, NC 27504

BELTWIDE, INC.
ATTN: MANAGING AGENT
8870 N HIMES AVE
TAMPA, FL 33614

CENTRAL MARKETING
AGENT FOR PHILLIP MORRIS
PO BOX 148
SMITHFIELD, NC 27577

CENTRAL PROPANE CO, INC
ATTN: MANAGING AGENT
PO BOX 2428
SMITHFIELD, NC 27577

CLINTON TRUCK & TRACTOR
ATTN: MANAGING AGENT
107 NORTHEAST BLVD
CLINTON, NC 28328

CNH CAPITAL
ATTN: MANAGING AGENT
PO BOX 0507
CAROL STREAM, IL 60132-0507

LISA A. COBB
290 S WALDEN POND RD
BENSON, NC 27504

JEAN J. CREECH
PO BOX 444
BENSON, NC 27504

CROP PRODUCTION SERVICES
ATTN: MANAGING AGENT
8591 US HWY 421 S
ERWIN, NC

CROSS CREEK SEED, INC.
ATTN: MANAGING AGENT
2000 VASS ROAD
RAEFORD, NC 28376

BARBARA DENNING
1431 DENNING ROAD
BENSON, NC 27504

BARRETT DENNING
2164 BENSON-HARDEE ROAD
BENSON, NC 27504

BRITTANY DENNING
113 TEALBRIAR STREET
BURGAW, NC 28425

JORDAN DENNING
113 TEALBRIAR STREET
BURGAW, NC 28425

JOSEPH DENNING
1431 DENNING ROAD
BENSON, NC 27504

JOSEPH & BARBARA DENNING
1431 DENNING ROAD
BENSON, NC 27504

MAX DENNING
1299 DENNING ROAD
BENSON, NC 27504

SHEILA DENNING
1299 DENNING ROAD
BENSON, NC 27504

WILLIS C. DENNING
1812 BENSON-HARDEE RD
BENSON, NC 27504

DIVERSIFIED FINANCIAL
ATTN: MANAGING AGENT
PO BOX 2056
OMAHA, NE 68103-2056

DIXIE-DENNING SUPPLY CO
ATTN: MANAGING AGENT
BOX 517
BENSON, NC 27504

CAREN ENLOE
ATTY FOR CNH
PO BOX 26268
RALEIGH, NC 27611-6268

FARM CREDIT LEASING
ATTN: MANAGING AGENT
PO BOX 1450
MINNEAPOLIS, MN 55485

FARM PLAN
ATTN: MANAGING AGENT
PO BOX 4450
CAROL STREAM, IL 60197-4450

FIRST CITIZENS VISA
ATTN: MANAGING AGENT
PO BOX 63001
CHARLOTTE, NC 28263-3001

FIRST NATIONAL EQUIP FINANCING
ATTN: MANAGING AGENT
PO BOX 2137
OMAHA, NE 68103

FOUR OAKS BANK
ATTN: MANAGING AGENT
PO BOX 309
FOUR OAKS, NC 27524

WESLEY FOWLER
208 EDGEWATER CIR
CHAPEL HILL, NC 27516

FRANK LEE FARMS
ATTN: MANAGING AGENT
PO BOX 148
SMITHFIELD, NC 27577

VICKIE COBB GAY
194 S WALDEN POND RD
BENSON, NC 27504

GEO EROSION & TURF
ATTN: MANAGER OR AGENT
10791 FINCH AVE EAST
MOREHEAD CITY, NC 28557

GETSCO
ATTN: MANAGING AGENT
PO BOX 159
MIDDLESEX, NC 27557

CAROLYN GILBERT
1324 RAVENHURST DR
RALEIGH, NC 27615

EVELYN L. GODWIN
1470 TARHEEL RD
BENSON, NC 27504

NETA L. GRADY
107 JEAN CIRCLE
JACKSONVILLE, NC 28540

GREAT PLAINS ACCEPTANCE C
ATTN: MANAGING AGENT
PO BOX 226
SALINA, KS 67402

MARTHA HALL
404 W MANN ST
BENSON, NC 27504

HELENA CHEMICAL CO
ATTN: MANAGING AGENT
PO BOX 198153
ATLANTA, GA 30384-8153

GEARY HOLLAND
PO BOX 284
BENSON, NC 27504

ELSIE F. HOLMES
5197 NC 50 N
BENSON, NC 27504

BLANCHE HONEYCUTT
46 DENNING RD
BENSON, NC 27504

GREG HONEYCUTT
46 BENSON-HARDEE RD
BENSON, NC 27504

JUDY JACKSON
1681 BENSON-HARDEE RD
BENSON, NC 27504

JOHNNIE SHEPPARD EQUIP.
ATTN: MANAGING AGENT
P.O. BOX 122
PINK HILL, NC 28572-0122

CHRIS JOHNSON
PO BOX 444
BENSON, NC 27504

DON H. JOHNSON
200 PINE ST
BENSON, NC 27504

M & F, LLC
ATTN: MANAGER OR AGENT
PO BOX 148
SMITHFIELD, NC 27577

MANIFEST FUNDING SERVICES
ATTN: MANAGING AGENT
1450 CHANNEL PARKWAY
MARSHALL, MN 56258

LEVON MCLAMB
19 BRITTISH CT
SMITHFIELD, NC 27577

R. A. MCLAMB
C/O BRITTHAVEN OF HARNETT
604 LUCAS RD ROOM 405
DUNN, NC 28334

MEDLIN & DORMAN, INC.
ATTN: MANAGING AGENT
PO BOX 205
BENSON, NC 27504

HAROLD MEDLIN
220 W HILL ST
BENSON, NC 27504

RALPH MEDLIN
PO BOX 665
BENSON, NC 27504

WILLIAM R. MEDLIN
PO BOX 295
BENSON, NC 27504

MEHERRIN AGRICULTURAL & CHEM
ATTN: MANAGING AGENT
P.O. BOX 200
SEVERN, NC 27877

MID ATLANTIC POWER & EQUIP
ATTN: MANAGING AGENT
PO BOX 925
DUNN, NC 28334

JEAN MOORE
3125 ELEVATION RD
BENSON, NC 27504

NATIONAL BANK OF KANSAS CITY
ATTN: MANAGING AGENT
10700 NALL AVE
OVERLAND PARK, KS 66211

NEODAK SEED
ATTN: MANAGING AGENT
1760 STOVER SHOP RD
MOUNT SOLON, VA 22843

JACKIE PAGE
1980 BENSON-HARDEE RD
BENSON, NC 27504

STACY PENNY
19 PARK PLACE
BENSON, NC 27504

RABO AGRIFINANCE
ATTN: MANAGING AGENT
PO BOX 668
CEDAR FALLS, IA 50613

RIVER FALLS FARM
C/O LYNN GODWIN
3871 NC HWY 50 N
BENSON, NC 27504

ROOKS FERTILIZER & SAND
ATTN: MANAGING AGENT
501 N DUDLEY STREET
BURGAW, NC 28425

MAURILLA SEWARES
PO BOX 1602
ISLAMONDA, FL 33026

LUTHER D. STARLING
ATTNY FOR MEHERRIN
PO DRAWER 1960
SMITHFIELD, NC 27577

LUTHER D. STARLING
ATTNY FOR CROP PROD SVCS
PO DRAWER 1960
SMITHFIELD, NC 27577

TCF EQUIP FINANCE
C/O JAMES LIVERMON, ATTY
PO BOX 353
ROCKY MOUNT, NC 27802-0353

UNIFIRST
ATTN: MANAGING AGENT
PO BOX 642
DUNN, NC 28335

US BANCORP/NAT'L RECOVERY
ATTN: MANAGING AGENT
2304 TARPLEY RD STE 134
CARROLLTON, TX 75006

US TOBACCO COOPERATIVE
ATTN: MANAGING AGENT
PO BOX 12300
RALEIGH, NC 27605

VAUSE EQUIPMENT
ATTN: MANAGING AGENT
1013 GILLESPIE ST
FAYETTEVILLE, NC

VERIZON WIRELESS
ATTN: MANAGING AGENT
PO BOX 105378
ATLANTA, GA 30348

WELLS FARGO
ATTN: MANAGING AGENT
PO BOX 6434
CAROL STREAM, IL 60197

JUDIE H. WHEELER
2612 NC 50 N
BENSON, NC 27504

WILLIAMSON GREENHOUSES
ATTN: MANAGING AGENT
1469 BEULAH ROAD
CLINTON, NC 28329

MARCUS WOOD
1442 HWY 27 W
BENSON, NC 27504

HELEN WOODALL
PO BOX 128
CLAYTON, NC 27520

GORDON WOODRUFF
ATTY FOR FOUR OAKS BANK
PO BOX 708
SMITHFIELD, NC 27577