

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

IN RE:)	CASE NO. 15-60834
)	
)	
Minerva Chiropractic Center, Inc.)	IN PROCEEDINGS UNDER
)	CHAPTER 11
)	
Debtor,)	BANKRUPTCY JUDGE
Debtor-In-Possession)	RUSS KENDIG

First Amended Disclosure Statement

Minerva Chiropractic Center, Inc., (hereinafter “Debtor”), submits this *First Amended Disclosure Statement (“the Disclosure Statement”)* in order to provide information deemed by the Debtor to be material, important and helpful for use by its creditors in exercising their rights to vote for acceptance or rejection of their *First Amended Plan of Reorganization* (the “Plan”) to be filed with the Bankruptcy Court concurrently with the Disclosure Statement.

NO STATEMENTS OR REPRESENTATIONS CONCERNING THE DEBTOR, PARTICULARLY AS TO THEIR (OR ITS) OPERATION OR THE VALUE OF THE PROPERTY, ARE AUTHORIZED BY THE DEBTOR OTHER THAN AS ARE SET FORTH IN THIS *DISCLOSURE STATEMENT*. ANY REPRESENTATIONS OR INDUCEMENTS MADE TO SECURE A CREDITOR’S ACCEPTANCE, WHICH ARE OTHER THAN AS CONTAINED IN THIS *DISCLOSURE STATEMENT*, SHOULD NOT BE RELIED UPON AND ANY SUCH ADDITIONAL REPRESENTATIONS OR INDUCEMENTS SHOULD BE REPORTED TO THE COUNSEL FOR THE DEBTOR, WHO IN TURN SHALL DELIVER SUCH INFORMATION TO THE BANKRUPTCY COURT FOR ANY ACTION WHICH MAY BE DEEMED APPROPRIATE.

The Debtor and its officers believe that claimants will obtain a greater recovery under this *Plan* than which is likely to be achieved from the other alternatives discussed in Section X below.

II. *Purpose of This Disclosure Statement*

The Bankruptcy Code (the “Code”) requires that, before the *Plan* is confirmed by the Bankruptcy Court, it must be submitted to certain creditors and equity holders of the Debtor in order to provide them with an opportunity to vote on acceptance of the *Plan*.

Any solicitation of acceptance or rejection must be accompanied by disclosure materials approved by the Bankruptcy court as containing “adequate information”. “Adequate information” is described in the Code as information of a kind and in sufficient detail solicited creditors and the equity holders to make informed judgments about the *Plan* and the acceptance or rejection thereof.

A copy of the *Plan* accompanies this *Disclosure Statement*. The *Plan* should be read in conjunction with this *Disclosure Statement*. The definitions contained in the *Plan* apply to this *Disclosure Statement* also.

III. Voting

As a creditor, your vote is important. The *Plan* divides creditors of the Debtor into Five (5) classes of “Claims” and provides separate treatment for each class.

CLASS ONE shall consist of Administrative Expense Claims. Administrative claims shall be paid within thirty days of the Effective Date of the *Plan* or as otherwise allowed, agreed, and ordered by the Court. Attorneys fees and United States Trustee's fees may also constitute administrative claims as allowed by the Court or they become due.

CLASS TWO shall consist of Priority Tax Claims, which shall be paid in full within five years from the order of relief through regular installments consisting of monthly payments of \$881.00 for all claims in this class paid pro rata, including prepetition interest, starting within thirty days after the Effective Date of the *Plan*. The Internal Revenue Service has a priority tax claim in the amount of \$34,460.66 based upon the Agreed Order with the IRS dated January 8, 2016; the Ohio Department of Taxation has a priority tax claim for \$3,007.67, (and \$965.60 is allowed as unsecured claim for penalties), and Ohio Dept. of Job & Family Services has a priority tax claim for \$5,825.07, (and \$543.98 is allowed as unsecured claim). These amounts are pursuant to agreed orders with claimants or based upon claims filed. The priority claim of the Ohio Dept. of Job & Family Services shall be paid in full upon the Effective Date in the amount of \$5,825.07. The priority claim owed to the Internal Revenue Service and Ohio Department of Taxation shall be amortized over the course of the *Plan* not exceeding 60 months from the date of the petition and paid 3% interest. Unsecured tax claims shall be treated and paid as other unsecured creditors in Class four.

CLASS THREE shall consist of the Secured Claim of Internal Revenue Service (“IRS”) in the amount of \$38,800, based upon the value of the personal property owned by the debtor on the date of the petition as reflected in the IRS Amended Claim. The debtor shall substitute current adequate protection payments made to the IRS in the amount of \$330 per month, for a *Plan* payment of \$886 per month for forty-five months. This amount represents a \$1,143.00 reduction in principal ($\$38,800 - \$1,143 = \$37,657$) over the course of first year of the case included as part of the adequate protection payments Order. The Debtor owes the IRS

approximately \$37,657 for the IRS Secured claim divided by 45 months, requiring payments of \$886 per month. The IRS shall be paid a 3% interest rate on this

CLASS FOUR shall consist of the Unsecured Claims. Unsecured creditors shall be paid a pro rata share or portion of their allowed claim from a pool of funds to be funded by the Debtor and disbursed by the end of the *Plan* in the amount of \$5,000.00 (pool plan) and will be distributed pro rata by the Debtor based upon allowed or scheduled claims, not disputed. There is approximately \$58,797.48 in unsecured claims inclusive of amounts outlined in Class Two and Four.

CLASS FIVE shall consist of the Unsecured Claims of insiders. Insider claims are amounts owed to Robert Nichols; none have been identified. Insider claims will not be paid under the *Plan*, are surrendered, and are waived for purposes of confirmation. In addition to surrender of claims, Robert Nichols will infuse \$5,000 over the course of the *Plan* from earnings in order to retain an ownership interest in the Debtor under the absolute priority rule. In addition, the Debtor is authorized upon confirmation of the *Plan* to borrow funds and refinance any or all of the above debt to pay and eliminate claims under this *Plan*.

The Claims under Classes Two, Three, and Four are considered to be impaired since the rights attaching to the claims of these Classes are modified under the *Plan*. The Debtor seeks acceptance of the *Plan* by creditors in Classes Two, Three and Four. These classes will have accepted the *Plan* if ballots, evidencing acceptance, are received from creditors holding at least two-thirds in dollar amount and more than one-half in number of the Allowed Claims held by such creditors and who are eligible to vote and have voted to accept or reject the *Plan*. Holder of Classes Two, Three, and Four claims who fail to vote will not be counted in the calculation of *Plan* acceptance. In the event that the requisite acceptances are not obtained, the Court may, nevertheless, confirm the *Plan* if the Court finds that it fairly and equitably treats the Class.

IV. The Debtor Pre and Post-Petition

The Debtor started operations in January 26, 1996 and has been operated by Doctor Robert Nichols the sole shareholder ever since. Doctor Nichols is licensed in the State of Ohio to practice chiropractic services and related healing practices. The clinic is located at 15245 Lincoln Street, Minerva, Ohio. It maintains a staff of approximately four medical professionals. Clientele are patients from the surrounding area that may be involved in vehicle or work related accidents and sports related injuries. Doctor Nichols is able to diagnose and treat patients with state of the art equipment.

The events that led to filing Chapter 11 began in December 2010 with a notice of an audit by the Internal Revenue Service that was to be conducted with an estimated date of conclusion in March 2012. In March 2012, the audit process was extended until late fall of 2012. The Debtor's original accountant failed to perform services as promised leading to the Debtor hiring a tax attorney, who was supposed to assist with the audit procedures. The audit process extended for several years. During this period, counsel

had represented that corporate and personal returns would be prepared, but failed to prepare and file returns for 2011, 2012, or 2013 taxes. The tax situation for missing tax returns and delinquent taxes became worse. Legal counsel was released.

The Debtor's principal, Robert Nichols, was forced to file Chapter 13 on October 17, 2014 due to tax and other creditor issues. On April 21, 2015, the Debtor filed this case in Chapter 11 due to certain tax obligations were not stayed by the personal chapter 13 proceeding and enforcement was occurring. Inclusive in the personal Chapter 13 is \$165,249.75 of secured debt (mortgage debt), \$113,423.00 of priority or tax related debt, and \$139,729.92 of unsecured debt. The Chapter 13 plan payment is \$1,400 per month and was confirmed. Plan payments in the Chapter 13 are current. Because certain tax liabilities overlap between the Chapter 13 and Chapter 11 cases, an agreed order was entered into with the Internal Revenue Service to ensure claims are not double paid and tax liabilities are split and paid accordingly between the two cases.

Another accountant, RJ Wilson and Associates, took over the case and completed the missing tax returns, both personal and corporate for years 2011, 2012, 2013 and 2014. Prior to hiring RJ Wilson and Associates, the Debtor was not making 941 payments on the 15th of the month via EFTPS. This situation was corrected and 941 payroll taxes are paid on time month to month. RJ Wilson and Associates handle payroll and quarterly tax reporting. As a result of these efforts, the Debtor is better equipped to plan for future growth of Minerva Chiropractic Center and budget to ensure growth.

The Debtor's Gross Income has been as follows:

	2011	2012	2013	2014	2015
Income	\$372,709	\$387,621	\$289,633	\$179,134	\$212,895
Officer's wages	24,000	24,000	26,154	37,133	34,098
Expenses	295,730	277,504	263,479	142,001	173,662
Total expenses	319,730	301,504	289,633	179,134	207,760
Net income before FIT	52,979	86,117	-	-	5,135
Fed Income tax	18,916	30,475	-	-	-
Net Income	34,063	55,642	-	-	5,135
Distributions to SH	34,063	55,642			5,135

Copies of the Debtor's tax returns for the previous five years have been attached as an Exhibit to assist with understanding the Debtor's income and expenses. Copies of the Debtor's monthly operating reports, which reflect monthly income and expenses on a cash basis, since the filing of the Petition are attached as an Exhibit to assist with understanding the Debtor's cash flow after the filing of the Petition. The reports, filed each month since the petition date, reflect that the Debtor's cash flow overall has been positive and employees and taxes and being paid. Accumulated funds will be used for payment of creditors upon confirmation of the *Plan* pursuant to the terms of the *Plan*, including payments to the Ohio Jobs and Family Services. The lump sum infusion of \$5,000 will be paid from Dr. Nichols personal wages and will be used to pay unsecured creditors through a pool plan. Dr. Nichols personal wages are also used to cover his personal living expenses and Chapter 13 plan payments. The Debtor must disburse these funds (\$5,000 for pool plan payment) before the end of the *Plan*'s duration, but it is anticipated that this will be done as soon as funds are available. The *Plan* must complete within 60 months from the Petition date.

The Debtor's outlook for the next several years is optimistic and sufficient cash flow is projected to service plan payment debt obligations. See Cash Flow Projections included as an Exhibit. Projections support the Debtor's ability to pay obligations under the *Plan* at approximately \$1,767 per month. The Debtor believes that the gross income (Fee income) will gradually increase over time because the client base continues to grow, and many customers are repeat clients. Overall the health industry continues to grow in the United States, especially since the passing of the Affordable Care Act. Chiropractic services are now covered under most health plans to some degree. The *Plan* monthly payment will be disbursed from the Debtor and does not include the \$5,000 pool plan disbursement to general unsecured creditors, which will come from an infusion of capital.

V. Pending Litigation

At the time of filing, the Internal Revenue Service was engaging in aggressive enforcement proceedings, which resulted in seizing of the Debtor's account's receivables and bank accounts. No other litigation was pending on the date of the petition. None is anticipated in the future. The issues with the Internal Revenue Service were resolved with an agreed order.

VI. Financial Condition of the Debtor

Based upon the Debtor's pre-petition performance, post-petition performance, and the Debtor's projections, the Debtor anticipates having sufficient cash flow to fund its proposed *Plan* and pay creditors pursuant to the terms of the *Plan*.

The following chart represents the present financial condition of the Debtor, based upon its assets and liabilities, as scheduled, or as listed upon *Proofs of Claim* which creditors have filed with the Bankruptcy Court. The chart represents the Debtor's best estimate, for purposes of a liquidation analysis, of its outstanding liabilities versus its assets.

The Debtor has paid its counsel a retainer of \$7,100 plus filing fee. The Court authorized a retainer of \$7,500 subject to review for reasonableness. The retainer has been received and is held in escrow. It is anticipated that the total fees for Debtor's counsel will not exceed \$10,000 plus filing fees. The debtor's cash flow projections budget \$1,000 per month to cover professional fees, which includes accounting fees and US Trustee quarterly fees.

FINANCIAL CONDITION

LIABILITIES:

ADMINISTRATIVE CLAIMS

Attorney for Debtor	\$400
U.S. Trustee Quarterly Fees	\$Paid quarterly
Ronald J. Wilson, CPA	<u>\$5,700</u>
Total:	\$6,100

PRIORITY TAX CLAIMS

Internal Revenue Service	\$34,460.66
Ohio Department of Taxation	\$ 3,007.67
Ohio Job & Family Services	<u>\$5,825.07</u>
Total:	\$43,293.40

SECURED CLAIMS

Internal Revenue Service	\$38,800.00
Total:	\$38,800.00

GENERAL UNSECURED CLAIMS AS LISTED ON SCHEDULE F DISPUTED

Cach, LLC	\$15,057.99	No claim	0
McKesson, BPS	\$15,280.53	No claim	0
Northern Leasing	\$1,313.57	No claim	0

GENERAL UNSECURED CLAIMS AS FILED WITH THE COURT

Ohio Dept. of Taxation	\$965.60
Paymentech, LLC	\$1.00
Ohio Job & Family Services	\$543.98
Ohio Bureau of Workers Comp.	\$326.60
Internal Revenue Service	<u>\$56,960.30</u>
Total unsecured claims	\$58,797.48

Total Liabilities \$146,990.88

ASSETS:

Cash on hand (Based on Schedule B,
see Operating Reports for current cash) \$4,800.00

Office Equipment (Based on Schedule B)	\$1,000.00
Accounts Receivable (Based on Schedule B)	\$28,000.00
Total Value of Assets	\$38,800.00

Assets evaluated for distribution to unsecured creditors*

*Total Chapter 7 liquidation value before distributions	\$38,800.00
Less priority tax and secured tax claims	(\$82,093.40)
Balance to unsecured creditors =	\$0.00

*The Chapter 7 liquidation value does not include reductions for the cost of advertising, liquidating or auctioning personal property, trustee's fees, and trustee attorney's fees. The amount to be recovered in a Chapter 7 estate for the benefit of unsecured creditors would be zero.

The above amounts are subject to adjustment. Although the Debtor cannot provide absolute guarantee, it believes that the above referenced figures are accurate and complete. The Debtor has attached a *Liquidation Analysis* as an Exhibit to this Disclosure Statement. **Based on said analysis, the Debtor does not believe that funds will be available to unsecured creditors in Chapter 7 liquidation.**

VII. Transfers and Preferences

According to the information contained in the Debtor's books and records, it does not appear that transfers subject to recovery, pursuant to Section 547 of the Code have occurred.

VIII. Plan of Reorganization

The Plan of Reorganization is attached to this Disclosure Statement as an exhibit and accompanies this document and treatment of claims in the *Plan*, is covered in Section III, Voting, above.

A. Allowance of Claims and Interests

The *Plan* provides that distributions be made only to those creditors holding allowed claims. In general, there are two means by which claims might become allowed claims.

First, the Debtor has previously filed schedules setting forth all claims against it, as reflected in its financial books and records, on the date the within action was filed. Unless schedules have designated a particular claim as contingent, unliquidated or disputed, the scheduled claims are deemed allowed unless objection thereto is interposed by the Debtor or any other interested party in a timely fashion. If an objection is filed, the validity, amount, priority of the claim will be determined by the Court following a hearing.

The second method by which a claim may become an allowed claim is through the filing of a Proof of Claim. Any party can file a Proof of claim on or before the date the court fixes as the last day for the filing of Proofs of Claims. The filing of a Proof of Claim is required in order to assert any claim not reflected in the schedules described above or any claim shown on the party seeking to assert an amount larger than the amount scheduled by the Debtor or asserting a classification different from that shown in the schedules. Upon filing, a Proof of Claim supersedes the information contained in the schedules. On par with the scheduled claims, a claim asserted by means of a Proof of Claim will become an allowed claim unless objection is made thereto. In the event there are objections, the validity, amount and priority of the claim will be determined by the Court. An order setting a bar date was established as July 28, 2015.

B. Executory Contracts

Any and all executory contracts not previously assumed or rejected by *Order* of the Court, or which are not the subject of a Motion to Assume, pending on the Effective Date shall be deemed rejected on the Effective Date except for the equipment lease with Paymentech, LLC which is assumed and will be paid per the lease agreement. Any other leases, whether known, unknown or not identified are rejected. Damages, if any, resulting from said rejection of any executory contracts or leases, shall be considered Class Four claims. The holder of any claim arising by reason of the rejection of any executory contract must file a Proof of Claim within thirty (30) days after the Effective Date or such claim will be barred.

IX. Confirmation of the Plan

A. Conditions to Confirmation Under the Bankruptcy Code.

The Bankruptcy Code requires that a Chapter 11 Debtor propose its *Plan* in good faith and disclose adequate information concerning that Debtor's business. In the opinion

of this Debtor, this Disclosure Statement meets all of the requirements of Section 1125 of the Bankruptcy Code. The Debtor will seek a ruling from the Court, to that effect, at the hearing on this *Disclosure Statement*.

The Court will hold a hearing to determine whether the *Plan* is feasible and in the best interest of creditors. At said hearing, the Debtor will present evidence, as may be required, to satisfy the requirements of Section 1129 of the Code as it concerns confirmation. Creditors will have an opportunity to participate and, if appropriate, voice any objection to the confirmation of the *Plan*.

B. Minimum Value

Before it will confirm the *Plan*, the Court must determine that the Debtor distributes an amount, to members of each impaired class in excess of the likely recovery if the Debtor ceased operations and was liquidated on the Effective Date. Such determination is referred to as the “best interest” test because it is intended as a test of whether the proposed reorganization is truly in the best interest of creditors. The Debtor feels that the *Plan* provides payments greatly in excess of that which could reasonably expect to recover from Chapter 7 liquidation, as set forth earlier.

C. Acceptance

The Code requires that each impaired class accept the *Plan*. The Code defines acceptance of a *Plan* by a class of claims as acceptance by holder of two-thirds in dollar amount and a majority in number of claims of that class but, for that purpose, counts only those who actually vote to accept or reject the *Plan*. Classes of claims that are not impaired under the *Plan* are deemed to have accepted the *Plan*. Therefore, the Debtor is soliciting acceptances only from members of Classes Two, Three, and Four. A class is defined as “impaired” if the rights attaching to the class of claims are modified, other than by curing defaults and reinstating maturities or by payment in full in cash.

D. Confirmation Over the Objection of Impaired Classes

The Code provides for confirmation of a *Plan* even if it is not accepted by all impaired classes. These “cramdown” provisions for confirmation of a *Plan*, despite the nonacceptance of one or more impaired classes, would require the Debtor to satisfy the requirements of Section 1129(b)(1) and 1129(b)(2)(A) with respect to the classes of unsecured claims.

Section 1129(b) of the Bankruptcy Code provides that notwithstanding the failure of an impaired class to accept a *Plan*, the plan must be confirmed, on request of the plan proponent, in a procedure commonly known as “cramdown”, so long as the plan does not “discriminate unfairly” and is “fair and equitable” with respect to each class of impaired claims or interests that have not accepted the plan.

E. Tax Consequences of the *Plan* to the Debtor

The Plan provides for payment of any secured or priority tax claims within the maximum period allowed under the law. The Debtor or its principals may remain liable for priority tax claims or any newly incurred tax liabilities and the Debtor must continue to pay taxes as incurred.

F. Injunction

Except as provided in the *Plan* or the Confirmation Order, as of the Effective Date of the *Plan*, all entities that have held, currently hold or may hold a Claim or other debt or liability that is unclassified by this *Plan* or that is classified by this *Plan* or is subject to a distribution under this *Plan* are permanently enjoined from taking any of the following actions on account of any such Claims, debts or liabilities: (a) commencing or continuing in any manner any action or other proceeding against the Debtor; (b) enforcing, attaching, collecting or recovering in any manner any judgment, award, decree, or order against the Debtor; (c) creating, perfecting, or enforcing any Lien or encumbrance against the Debtor; and (d) commencing or continuing any action, in any manner, in any place, that does not comply with or is inconsistent with the provisions of this *Plan* or the Bankruptcy Code. The effect of confirmation shall be governed by Section 1141 of the Bankruptcy Code, which shall be controlling. Section 1141(d)(1) provides:

"Except as otherwise provided in this subsection, in the plan, or in the order confirming the plan, the confirmation of a plan-
(A) discharges the debtor from any debt that arose before the date of such confirmation, and any debt of a kind specified in section 502(g), 502(h), or 502(i) of this title, whether or not-

- (i) a proof of the claim based on such debt is filed or deemed filed under section 501 of this title;
- (ii) such claim is allowed under section 502 of this title; or
- (iii) the holder of such claim has accepted the plan; and

(B) terminates all rights and interests of equity holders and general partners provided for by the plan.

....

(6) Notwithstanding paragraph (1), the confirmation of a plan does not discharge a debtor that is a corporation from any debt-
(A) of a kind specified in paragraph (2)(A) or (2)(B) of section 523(a) that is owed to a domestic governmental unit, or owed to a person as the result of an action filed under subchapter III of chapter 37 of title 31 or any similar State statute; or
(B) for a tax or customs duty with respect to which the debtor-
(i) made a fraudulent return; or

(ii) willfully attempted in any manner to evade or to defeat such tax or such customs duty."

Minerva Chiropractic Center Imc. is an S-Corporation. Under Section 1141(d)(1) "confirmation of a plan discharges the debtor from any debt that arose before the date of such confirmation. . .". Section 1141(d)(6) was added to the Bankruptcy Code in 2005. Certain debts may no longer be considered discharged, should Section 1141(d)(6) be deemed applicable. Although the Debtor does not contend that a fraudulent return has been filed nor has it willfully attempted to evade a tax of any kind, Class 2 claims in the *Plan* are "tax" claims within the scope and meaning of Section 1141(d)(6). Certain Class 2 claims, such as Ohio sales tax liabilities are considered trust fund taxes for which Robert Nichols has one hundred percent personal liability under Ohio law should the tax liabilities not be repaid in full.

G. Post Confirmation Management of the Debtor

The post-confirmation management of the Debtor will be conducted by Robert Nichols, in which case the current members of the Board of Directors shall remain on the Board. Robert Nichols is infusing \$5,000 for purposes of complying with the *absolute priority rule* as reflected in the Cash Flow Projections. The Debtor will continue to pay the U.S. Trustee's fees until a final decree is entered, or the closing of the case, as provided by 28 U.S.C. §1930(a)(6), and will remain responsible for the filing of post-confirmation reports, as prescribed by the U.S. Trustee, until a final decree is entered or the closing of the case.

X. Alternatives to the Plan and Chapter 7

The only viable alternative to Confirmation of the *Plan* herein is liquidation of all assets of Debtor through a Chapter 7 proceeding. The Debtor and its counsel believe that conversion of the within case to a Chapter 7 case would only result in additional costs to the estate, delays, and immediate liquidation of assets and reduced values. The Debtor can only speculate as to the amount of money that would be obtained from the forced sale of its assets. However, it is the Debtor's opinion that the unsecured creditors would receive less of a distribution in a Chapter 7, even in the unlikely event all assets could be sold at their fair market values, due to costs of liquidation, priority of claims, and other factors.

One must first consider the unlikelihood of any distribution to unsecured creditors in a Chapter 7 proceeding based purely upon mathematics. The Debtor's real and personal property is worth less than its administrative claims, tax indebtedness and secured claims. Secondly, after a conversion, members of a new group of functionaries (Trustee, counsel for Trustee, accountant for Trustee, and other paid professionals) would need a considerable amount of time to familiarize themselves with the background of this case and would receive their fees and expenses before creditors are paid. Furthermore, this Plan provides that all objections to claims must be initiated within ninety (90) days of the Effective Date of the *Plan*. If this case is converted, the deadline for filing objections

to claims will be extended for two years, potentially further delaying payment of debts. Finally, the Debtor contends its assets have significantly more value as a going concern than in liquidation under Chapter 7 due to the debtor's incentive to manage its own affairs to pay creditors.

XI. Conclusion

For the reasons set forth herein, the Debtor recommends that the proposed *Plan* be accepted by impaired creditors.

/s/Robert Nichols
Minerva Chiropractic Center Inc.
Date: June 1, 2016

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