Case 14-34642-tmb11 Doc 1-1 Filed 08/14/14

B1	(Official	Form	1)(04/13)

United States Bankruptcy Court District of Oregon				Volu	Voluntary Petition		
Name of Debtor (if individual, enter Last, First, Fagerdala USA - Lompoc, Inc.	Middle):		Name	of Joint De	ebtor (Spouse	e) (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-Taxpa (if more than one, state all) 20-0198977	yer I.D. (ITIN)/Comp	lete EIN		our digits o than one, state		Individual-Taxpayer I.D.	(ITIN) No./Complete EIN
Street Address of Debtor (No. and Street, City, a 11560 SW 67th Avenue, Suite 200W Portland, OR		ZIP Code	Street	Address of	Joint Debtor	(No. and Street, City, and	State): ZIP Code
		7223					
County of Residence or of the Principal Place of Washington	f Business:		Count	y of Reside	ence or of the	Principal Place of Busines	s:
Mailing Address of Debtor (if different from stro	eet address):		Mailing Address of Joint Debtor (if different from street address):				,
	Г	ZIP Code	-				ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	1017 West Lompoc, C		venue				· ·
Type of Debtor	Nature of	f Business			Chapter	of Bankruptcy Code Un	der Which
 (Form of Organization) (Check one box) Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. Corporation (includes LLC and LLP) Partnership Other (If debtor is not one of the above entities, check this box and state type of entity below.) (Check one b Health Care Business Single Asset Real Es in 11 U.S.C. § 101 (5 Railroad Stockbroker Commodity Broker Clearing Bank 			the Petition is Filed (Check one box) chapter 7 Chapter 9 Chapter 9 Chapter 11 Chapter 12 Chapter 13 Chapter 13			ion for Recognition in Proceeding ion for Recognition	
Chapter 15 Debtors	□ Other					Nature of Debts	
Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) □ Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		es	(Check one box) 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." Debts are primarily business debts.			
Filing Fee (Check one box	.)	Check on	e box:		Chap	oter 11 Debtors	
 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. Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. 				bebor is a small business debtor as defined in 11 U.S.C. § 101(51D). bebor is not a small business debtor as defined in 11 U.S.C. § 101(51D). bebor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) be less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). I applicable boxes: plan is being filed with this petition. cceptances of the plan were solicited prepetition from one or more classes of creditors, accordance with 11 U.S.C. § 1126(b).			
Statistical/Administrative Information ■ Debtor estimates that funds will be available □ Debtor estimates that, after any exempt prop there will be no funds available for distribution	erty is excluded and a	dministrative		s paid,		THIS SPACE IS FOR	R COURT USE ONLY
1- 50- 100- 200- 49 99 199 999	1,000- 5,001-] 5,001- 0,000	□ 50,001- 100,000	OVER 100,000		
\$50,000 \$100,000 \$500,000 to \$1	\$1,000,001 \$10,000,001 to \$10 to \$50	to \$100 to		500,000,001 to \$1 billion			
\$0 to \$50,001 to \$100,001 to \$500,001 \$50,000 \$100,000 \$500,000 to \$1	\$1,000,001 \$10,000,001 to \$10 to \$50	to \$100 to		\$500,000,001 to \$1 billion			

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Voluntar	y Petition	Name of Debtor(s):	
(This page mu	• ust be completed and filed in every case)	Fagerdala USA - Lo	мрос, шс.
(1100 page 110	All Prior Bankruptcy Cases Filed Within Last	8 Years (If more than two	o, attach additional sheet)
Location Where Filed:		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pe	nding Bankruptcy Case Filed by any Spouse, Partner, or	Affiliate of this Debtor (I	f more than one, attach additional sheet)
Name of Debt - None -	or:	Case Number:	Date Filed:
District:		Relationship:	Judge:
forms 10K a pursuant to s and is reque	Exhibit A oleted if debtor is required to file periodic reports (e.g., and 10Q) with the Securities and Exchange Commission Section 13 or 15(d) of the Securities Exchange Act of 1934 sting relief under chapter 11.) A is attached and made a part of this petition. Exh or own or have possession of any property that poses or is alleged to	I, the attorney for the petit have informed the petition 12, or 13 of title 11, Unite under each such chapter. I required by 11 U.S.C. §34 X Signature of Attorney f	for Debtor(s) (Date)
☐ Yes, and ■ No.	Exhibit C is attached and made a part of this petition.		
Exhibit If this is a join	leted by every individual debtor. If a joint petition is filed, ea D completed and signed by the debtor is attached and made	a part of this petition.	
	Information Regardin	ng the Debtor - Venue	
•	(Check any ap Debtor has been domiciled or has had a residence, princip days immediately preceding the date of this petition or for	al place of business, or prir	
	There is a bankruptcy case concerning debtor's affiliate, ge	0.1	
	Debtor is a debtor in a foreign proceeding and has its princ this District, or has no principal place of business or assets proceeding [in a federal or state court] in this District, or th sought in this District.	cipal place of business or p in the United States but is	rincipal assets in the United States in a defendant in an action or
	Certification by a Debtor Who Reside (Check all app		ial Property
	Landlord has a judgment against the debtor for possession		ox checked, complete the following.)
	(Name of landlord that obtained judgment)		
	Debtor claims that under applicable nonbankruptcy law, the		
	the entire monetary default that gave rise to the judgment to Debtor has included with this petition the deposit with the after the filing of the petition.		

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

B1 (Official Form 1)(04/13) Page 3 Name of Debtor(s): **Voluntary Petition** Fagerdala USA - Lompoc, Inc. (This page must be completed and filed in every case) Signatures Signature(s) of Debtor(s) (Individual/Joint) Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this I declare under penalty of perjury that the information provided in this petition petition is true and correct. is true and correct, that I am the foreign representative of a debtor in a foreign [If petitioner is an individual whose debts are primarily consumer debts and proceeding, and that I am authorized to file this petition. has chosen to file under chapter 7] I am aware that I may proceed under (Check only one box.) chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief □ I request relief in accordance with chapter 15 of title 11. United States Code. available under each such chapter, and choose to proceed under chapter 7. Certified copies of the documents required by 11 U.S.C. §1515 are attached. [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). D 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 I request relief in accordance with the chapter of title 11, United States Code, recognition of the foreign main proceeding is attached. specified in this petition. Х Signature of Foreign Representative Signature of Debtor Printed Name of Foreign Representative Х Signature of Joint Debtor Date Telephone Number (If not represented by attorney) Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for Date compensation and have provided the debtor with a copy of this document Signature of Attorney* 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 X /s/ Douglas R. Pahl OSB chargeable by bankruptcy petition preparers, I have given the debtor notice Signature of Attorney for Debtor(s) 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. Douglas R. Pahl OSB #950476 Official Form 19 is attached. Printed Name of Attorney for Debtor(s) Perkins Coie LLP - Portland Printed Name and title, if any, of Bankruptcy Petition Preparer Firm Name **1120 NW Couch Street** 10th Floor Social-Security number (If the bankrutpcy petition preparer is not Portland, OR 97209-4128 an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition Address preparer.)(Required by 11 U.S.C. § 110.) 503-727-2000 Fax: 503-727-2222 Telephone Number August 14, 2014 Address Date *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect. Date Signature of Debtor (Corporation/Partnership) Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above. 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 Names and Social-Security numbers of all other individuals who prepared or on behalf of the debtor. assisted in preparing this document unless the bankruptcy petition preparer is The debtor requests relief in accordance with the chapter of title 11, United not an individual: States Code, specified in this petition. X /s/ Rex Hansen Signature of Authorized Individual If more than one person prepared this document, attach additional sheets **Rex Hansen** conforming to the appropriate official form for each person. Printed Name of Authorized Individual President A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in Title of Authorized Individual fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156. August 14, 2014 Date

ACTION TAKEN BY SHAREHOLDER AND BOARD OF DIRECTORS OF FAGERDALA USA - LOMPOC, INC.

WHEREAS, the undersigned member of the Board of Directors has been appointed by the sole shareholder of Fagerdala USA – Lompoc, Inc., a California corporation, (the "Corporation") in accordance with the California Corporations Code (the "Code"), and desires to take the action hereinafter set forth without a duly and legally called meeting;

WHEREAS, the Code and the Corporation's bylaws provide that any action which may be taken at a meeting of shareholders may be taken without a meeting, provided that the minimum shareholder consent for any action is set forth in writing; and

WHEREAS, the Code and the Corporation's bylaws provides that any action which may be taken at a meeting of Directors may be taken without a meeting, provided that the Directors unanimously consent in writing to such action;

WHEREAS, the purpose of this action is to authorize the Corporation to attempt to reorganize its financial affairs and to seek protection under Chapter 11 of the Bankruptcy Code;

NOW, THEREFORE, the undersigned, who constitute all of the Directors and Shareholders of the Corporation, unanimously adopt the following resolutions:

RESOLVED, that the Corporation is experiencing severe economic and financial challenges. Specifically, a loan owed by the Corporation has matured, and the lender has scheduled a non-judicial foreclosure sale of real property and improvements owned by the Corporation. The undersigned find it is in the best interest of the Corporation to file bankruptcy under Chapter 11 of the Bankruptcy Code.

RESOLVED FURTHER that Rex Hansen, John Ballinger, Judy Henry and Brenda Baker, as officers of the Corporation, and each of them, are authorized to do, or cause to be done, all such acts or things, and to make, execute and deliver or cause to be made, executed and delivered, all such documents, instruments and certificates in the name and on behalf of the Corporation, or otherwise, as in their discretion they deem may be necessary, desirable or appropriate to in the bankruptcy filing.

RESOLVED FURTHER that the Corporation engages the law firm of Perkins Coie, LLP to represent the Corporation in the bankruptcy filing and such law firm is authorized to make, execute and file all such documents and court filings in the name and on behalf of the Corporation in the bankruptcy filing.

The execution of this consent shall constitute a written waiver of any defect at any time, manner, or content of any notice required by the Code, the Company's Articles of Incorporation, or Bylaws.

EFFECTIVE DATE: August 11, 2014.

DIRECTOR:

Rex Hansen, Director

SHAREHOLDER: MAXWELL MORGAN, LLC \sim

By: Rex Hansen Its: Manager

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

United States Bankruptcy Court District of Oregon

Debtor(s)

In re Fagerdala USA - Lompoc, Inc.

Case No. Chapter

No. **14-34642** tter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **15** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date August 14, 2014

Signature /s/ Rex Hansen Rex Hansen President

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

B4 (Official Form 4) (12/07)

United States Bankruptcy Court District of Oregon

In re Fagerdala USA - Lompoc, Inc.

Debtor(s)

Case No. Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [*or* chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Maxwell Morgan, LLC 11560 SW 67th Ave., Suite 200W Portland, OR 97223	Nicholas Henderson Motschenbacher & Blattner LLP 117 SW Taylor Street, Suite 200 Portland, OR 97204-3793	Loan		6,475,102.92
County of Santa Barbara Treasurer-Tax Collector P.O. Box 579 Santa Barbara, CA 93102-0579	County of Santa Barbara Treasurer-Tax Collector P.O. Box 579 Santa Barbara, CA 93102-0579	Taxes		121,391.78
Lee & Associates 1616 Chapala Street, Suite 1 Santa Barbara, CA 93101	Lee & Associates 1616 Chapala Street, Suite 1 Santa Barbara, CA 93101	Professional Services		50,000.00
JB Dixon Engineering 200 E. Laurel Ave. Lompoc, CA 93436	JB Dixon Engineering 200 E. Laurel Ave. Lompoc, CA 93436	Trade Vendor		5,497.50
Kurtz North America 1779 Pilgrim Road Plymouth, WI 53073	Kurtz North America 1779 Pilgrim Road Plymouth, WI 53073	Trade Vendor		4,976.01
Central Plastics & Mfg 11565 SW 67th Ave., Suite 200W Portland, OR 97223	Central Plastics & Mfg 11565 SW 67th Ave., Suite 200W Portland, OR 97223	Trade Vendor		1,355.20
J & L Industrial Supply Box 382070 Pittsburgh, PA 15250-8070	J & L Industrial Supply Box 382070 Pittsburgh, PA 15250-8070	Trade Vendor		1,058.92
Hydrex Pest Control 101 Cuyama Ln. Nipomo, CA 93444	Hydrex Pest Control 101 Cuyama Ln. Nipomo, CA 93444	Trade Vendor		594.00
Elias Enterprises, Inc. 19028 San Jose Ave, Unit F Rowland Heights, CA 91748	Elias Enterprises, Inc. 19028 San Jose Ave, Unit F Rowland Heights, CA 91748	Trade Vendor		582.96
	Federal Express Freight East Dept LA, PO Box 21415 Pasadena, CA 91185-1415	Trade Vendor		340.21
Culligan Water 700 West Cook St. Santa Maria, CA 93458	Culligan Water 700 West Cook St. Santa Maria, CA 93458	Trade Vendor		305.88

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B4 (Official Form 4) (12/07) - Cont. In re Fagerdala USA - Lompoc, Inc.

Debtor(s)

Case No.

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Secretary of State-VN	Secretary of State-VN	Trade Vendor		295.00
Statement of Information Unit POB 944230 Sacramento, CA 94244-2300	Statement of Information Unit POB 944230 Sacramento, CA 94244-2300			
DHL Express (USA), Inc. 16592 Collections Center Dr. Chicago, IL 60693	DHL Express (USA), Inc. 16592 Collections Center Dr. Chicago, IL 60693	Trade Vendor		285.20
CT Corporation P.O. Box 4349 Carol Stream, IL 60197-4349	CT Corporation P.O. Box 4349 Carol Stream, IL 60197-4349	Trade Vendor		284.00
API Waste Services P.O. Box 5754 Santa Maria, CA 93456	API Waste Services P.O. Box 5754 Santa Maria, CA 93456	Trade Vendor		270.00
Bremer Auto Parts 1100 North St. Lompoc, CA 93436	Bremer Auto Parts 1100 North St. Lompoc, CA 93436	Trade Vendor		253.38
T & S Die Cutting 13301 Alondra Blvd. Santa Fe Springs, CA 90670	T & S Die Cutting 13301 Alondra Blvd. Santa Fe Springs, CA 90670	Trade Vendor		231.00
McMaster-Carr Supply Co. POB 7690 Chicago, IL 60680-7690	McMaster-Carr Supply Co. POB 7690 Chicago, IL 60680-7690	Trade Vendor		198.24
Zalco Industries, Inc. 4309 Amour Ave. Bakersfield, CA 93308-4573	Zalco Industries, Inc. 4309 Amour Ave. Bakersfield, CA 93308-4573	Trade Vendor		143.00
Federal Express P.O. Box 7221 Pasadena, CA 91109-7321	Federal Express P.O. Box 7221 Pasadena, CA 91109-7321 DECLARATION UNDER PENA	Trade Vendor		110.00

ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date August 14, 2014

Signature /s/ Rex Hansen Rex Hansen

President

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

United States Bankruptcy Court District of Oregon

In re Fagerdala USA - Lompoc, Inc. Case No. 14-34642 Debtor(s) Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to

the best of my knowledge.

Date: August 14, 2014

/s/ Rex Hansen

Rex Hansen/President Signer/Title

Fagerdala USA - Lompoc, Inc. - 14-34642 - Pg. 1 of 3

API Waste Services P.O. Box 5754 Santa Maria, CA 93456

Bremer Auto Parts 1100 North St. Lompoc, CA 93436

Central Plastics & Mfg 11565 SW 67th Ave., Suite 200W Portland, OR 97223

County of Santa Barbara Treasurer-Tax Collector P.O. Box 579 Santa Barbara, CA 93102-0579

CT Corporation P.O. Box 4349 Carol Stream, IL 60197-4349

Culligan Water 700 West Cook St. Santa Maria, CA 93458

Den Mat Holdings, LLC 2727 Skyway Drive Santa Maria, CA 93455

DHL Express (USA), Inc. 16592 Collections Center Dr. Chicago, IL 60693

Elias Enterprises, Inc. 19028 San Jose Ave, Unit F Rowland Heights, CA 91748

Federal Express P.O. Box 7221 Pasadena, CA 91109-7321

Federal Express Freight East Dept LA, PO Box 21415 Pasadena, CA 91185-1415

Fagerdala USA - Lompoc, Inc. - 14-34642 - Pg. 2 of 3

Hydrex Pest Control 101 Cuyama Ln. Nipomo, CA 93444

J & L Industrial Supply Box 382070 Pittsburgh, PA 15250-8070

JB Dixon Engineering 200 E. Laurel Ave. Lompoc, CA 93436

Kurtz North America 1779 Pilgrim Road Plymouth, WI 53073

Larry G. Ivanjack, Esq. Parker Milliken 555 S. Flower Street, 30th Fl. Los Angeles, CA 90071-2440

Lee & Associates 1616 Chapala Street, Suite 1 Santa Barbara, CA 93101

MarksNelson CPA 1310 East 104th St., Suite 300 Kansas City, MO 64131

Maxwell Morgan, LLC 11560 SW 67th Ave., Suite 200W Portland, OR 97223

McMaster-Carr Supply Co. POB 7690 Chicago, IL 60680-7690

Nicholas Henderson Motschenbacher & Blattner LLP 117 SW Taylor Street, Suite 20 Portland, OR 97204-3793

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Pacific Western Bank Attn: Jorge Suarez 444 S. Flower St., Suite 1400 Los Angeles, CA 90071

Santa Barbara Public Works POB 90942 Santa Barbara, CA 93190-0942

Secretary of State-VN Statement of Information Unit POB 944230 Sacramento, CA 94244-2300

Southern California Gas Co. P.O. Box C Monterey Park, CA 91756

T & S Die Cutting 13301 Alondra Blvd. Santa Fe Springs, CA 90670

Todd J. Tiberi, CAO Den Mat Holdings, LLC 2727 Skyway Drive Santa Maria, CA 93455

Tom Davidson Lee & Associates 1616 Chapala Street, Suite 1 Santa Barbara, CA 93101

Zalco Industries, Inc. 4309 Amour Ave. Bakersfield, CA 93308-4573