

B1 (Official Form 1) (4/10)

UNITED STATES BANKRUPTCY COURT Eastern District of Pennsylvania		VOLUNTARY PETITION
Name of Debtor (if individual, enter Last, First, Middle): What A Good Dog, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 26-2626815		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 295 Three Tun Road Frazer, PA ZIP CODE 19355		Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE
County of Residence or of the Principal Place of Business: Chester		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP CODE		Mailing Address of Joint Debtor (if different from street address): ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Pet Grooming & Training Facility 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 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input 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		

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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): What A Good Dog, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	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:	Case Number:	Date Filed:	
District: Eastern District of Pennsylvania	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
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 with 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)).			

B1 (Official Form) 1 (4/10)

<p>Voluntary Petition <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s) What A Good Dog, LLC</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 _____ Signature of Attorney for Debtor(s) James M. Matour, Esq</p> <p>_____ Printed Name of Attorney for Debtor(s) Hangley Aronchick Segal & Pudlin</p> <p>_____ Firm Name One Logan Square, 27th Floor</p> <p>_____ Philadelphia, PA 19103</p> <p>_____ Address 215 568 6200</p> <p>_____ Telephone Number 7 20 11</p> <p>_____ 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><small>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.</small></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 the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual Carolyn Garson</p> <p>_____ Printed Name of Authorized Individual Vice President</p> <p>_____ Title of Authorized Individual</p> <p>_____ Date</p>	

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In re: : **Chapter 11**
:
WHAT A GOOD DOG, LLC :
:
:
Debtor. : **Case No. 11-**
:

**LIST OF CREDITORS HOLDING THE
20 LARGEST UNSECURED CLAIMS**

The above-captioned debtor (the "Debtor") filed a petition in the Court for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is the consolidated list of the Debtor's creditors holding the 20 largest unsecured claims (the "Consolidated List") based on the Debtors' books and records as of approximately July 20, 2011.

The Consolidated List is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The Consolidated List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31) or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the Consolidated List of 20 largest unsecured claims. In addition, this Consolidated List includes only those claims that are subject to invoices received by the Debtors prior to July 20, 2011. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the Debtors' right to contest the validity, priority, or amount of any claim.¹

¹ The Debtor has filed the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521, Fed. R. Bankr. P. 1007, and Pa. Bankr. L.R. 1007-1(b). The information contained in the Schedules may differ from that set forth below. Furthermore, the Debtors have not yet identified which of their largest unsecured claims, if any, are contingent, unliquidated, disputed and/or subject to setoff. The Debtors reserve the right to identify any claims listed in the Schedules as contingent, unliquidated, disputed and/or subject to setoff as appropriate. Inclusion of a claim on this consolidated list is not an admission that the amounts are or are not contingent, unliquidated, disputed and/or subject to setoff, nor is it an admission that the amounts listed are owed by more than one of the Debtors.

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc)	(4) C U D S	(5) AMOUNT OF CLAIM (If secured also state value of security)
ERIC EICHLER 1-610-251-9110	123 Jaffrey Road Malvern, PA 19355	LOAN		\$ 879,556.53
DEIRDRE MCCAIN 1-610-525-4532	1320 Montgomery Avenue Bryn Mawr, PA 19010	LOAN		\$ 125,194.54
LANCE FUNSTON	Tower Lane Penn Valley, PA	LOAN		\$ 108,895.89
BETTY MORAN	314 S. Valley Rd. Paoli, PA 19301	LOAN		\$ 106,797.26
TIM BOYLAN 1-610-687-4746	278 Hothorpe Lane Villanova, PA 19085	LOAN		\$ 105,993.70
GREGORY FCA 1-610-642-8253 GREG METUSKY	27 West Athens Avenue, Suite 200 Ardmore, PA 19003	TRADE DEBT		\$ 66,489.15
MARY BRAWNER 1-484-380-2364	110 Arbor Place Bryn Mawr, PA 19010	LOAN		\$ 64,472.87
AD ANDERSON	P.O. Box 1035 Blue Bell, PA 91422	LOAN		\$ 59,447.95
JANICE HARVEY 215-477-6330	7419 Rhoads St. Philadelphia, PA 19151	LOAN		\$ 59,447.95
DEBORAH GLASS 1-610-999-6031	1000 Green Valley Road Bryn Mawr, PA 19010	LOAN		\$ 51,381.51
MORGAN, LEWIS 1-215-963-5086 STEPHEN GOODMAN	1701 Market Street Philadelphia, PA 19103-2921	TRADE DEBT		\$ 50,336.57
HARTNETT ACCOUNTING 1-302-477-0660 JOHN HARTNETT	1202 Foulk Road., Suite D Wilmington, DE 19803	TRADE DEBT		\$ 46,875.00
IRENE CUSHMAN 610-948-0306	448 Arch Street Spring City, PA 19475	LOAN		\$ 29,723.97
BILL & SHARON BIERMANN 1-215-542-8352	743 Maple Hill Drive Blue Bell, PA 19422	LOAN		\$ 27,952.74
JIM & MARY PURTILL 1-610-687-0656	651 Darby Paoli Road Villanova, PA 19085	LOAN		\$ 27,714.38

THE CAT'S INN 1-877-228-7466 JIM WILLIAMS	95 South Windsor Avenue Bridgewater, NY 11718-1516	TRADE DEBT		\$ 26,287.76
LINE FARR 1-610-359-9804	50 Old Covered Bridge Road Newtown Square, PA 19073	LOAN		\$ 5,306.99

(4) CUDS If contingent, enter C; if unliquidated, enter U; if disputed, enter D; if subject to setoff, enter S

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE:

WHAT A GOOD DOG, LLC,

Debtor.

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:

CHAPTER 11

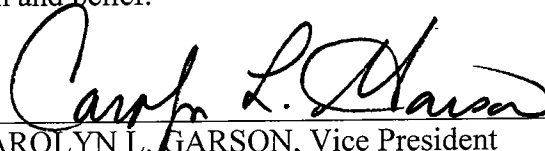
CASE NO. 11-_____

DECLARATION UNDER PENALTY OF PERJURY

I, CAROLYN L. GARSON, declare under penalty of perjury that I have reviewed the foregoing list of creditors holding the twenty largest unsecured claims and that it is true and correct to the best of my information and belief.

Dated: July 20, 2011

By: _____



CAROLYN L. GARSON, Vice President
What A Good Dog, LLC

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In re:	:	Chapter 11
	:	
WHAT A GOOD DOG, LLC	:	
	:	
Debtor.	:	Case No. 11-
	:	

LIST OF EQUITY SECURITY HOLDERS

The following is the list of the Debtor's Equity Security Holders which is prepared in accordance with F.R.B.P 1007(a)(3) for filing in this Chapter 11 Case:

Equity Holder	Address of Equity Holder	% of Interest
Mary Remer	811 Newtown Road Villanova, PA 19085	47.737
F. Timothy Boylan	278 Hothorpe Lane Villanova, PA 19085	16.592
Mary Brawner and Roberta Winemiller	210 Shoreline Drive Berwyn, PA 19312	6.652
Deidre O. McCain and William McCain	1320 Montgomery Ave. Bryn Mawr, PA 19010	6.677
Middy Dorrance and F. Timothy Boylan	278 Hothorpe Lane Villanova, PA 19085	3.354
Wendy Paul	1257 Upper Gulph Road Radnor, PA 19087	2.787
Edgar Scott	Spring Valley Farm Unionville, PA	3.201
Carolyn Garson	811 Newtown Road Villanova, PA 19085	6.000
John Hartnett	4023 Greenmount Rd. Wilmington, DE 19810	3.000
Kenny Adelberg		2.000

Gail Reber	38 Clearfield Ave. Norristown, PA 19403	1.000
Linda White	Reservoir Road West Chester, PA	1.000


**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In re:	:	Chapter 11
	:	
WHAT A GOOD DOG, LLC	:	
	:	
Debtor.	:	Case No. 11-
	:	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF COMPANY

I, CAROLYN L. GARSON, declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date: July 20, 2011


 CAROLYN L. GARSON, Vice President
 What A Good Dog, LLC

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. Sections 152 and 3571.

WHAT A GOOD DOG! LLC

WRITTEN CONSENT

July 19, 2011

Pursuant to Section 3.3 of Operating Agreement of What A Good Dog! LLC, the following resolutions were adopted by a majority of the members holding Class A Units of What A Good Dog! LLC via written consent without a meeting:

RESOLVED, that, in the judgment of the Board of Directors of What a Good Dog! LLC ("Company"), it is desirable and in the best interests of the Company, its creditors, partners and other interested parties that a petition be filed by such Company in the United States Bankruptcy Court of the Eastern District of Pennsylvania ("Bankruptcy Court") on or about July 20, 2011 commencing a reorganization case ("Reorganization Case") under Chapter 11 of the Bankruptcy Code;

RESOLVED, that Mary Remer, the President of the Company ("Remer"), and Carolyn Garson, the Vice-President of the Company ("Garson" and Remer and Garson are each hereafter referred to as a "Designated Party"), are each authorized and directed, in the name of the Company and on its behalf, to take such actions as the Designated Party may deem necessary or advisable in connection with commencing and prosecuting the Reorganization Case;

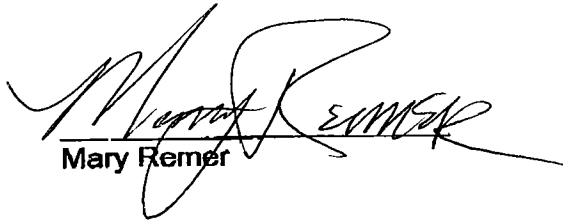
RESOLVED, that the Designated Party is hereby authorized and empowered to retain, on behalf of the Company, the law firm of Hangley Aronchick Segal & Pudlin and such other attorneys, financial advisors, accountants and other professionals as the Designated Party shall deem appropriate in his judgment;

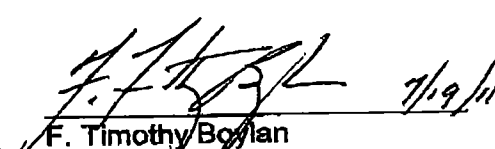
RESOLVED, that the Designated Party is hereby authorized and empowered to execute and deliver for and on behalf of the Company, as debtor and debtor in possession under Chapter 11 of the Bankruptcy Code or prior to the commencement of the Reorganization Case, such agreements, instruments, and any and all other documents necessary or appropriate to facilitate the operation of the Company's business and financing thereof, as any of them may deem necessary, appropriate, or advisable during the pendency of the Reorganization Case, and, in connection therewith, to execute and file with the Bankruptcy Court such motions, applications, pleadings, certifications, affidavits, or other materials as the Designated Party may deem necessary, appropriate, or advisable, and to retain all assistance from legal counsel, financial advisors, consultants, accountants, and other professionals, and to take any and all

actions that he deems necessary, appropriate, or advisable in connection with the Reorganization Case;

RESOLVED, that the Designated Party is hereby authorized and empowered to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as the Designated Party shall deem appropriate in his judgment to fully carry out the intent and accomplish the purposes of these resolutions;

RESOLVED, that all of the acts and transactions of the Designated Party which have been taken, caused to have been taken or made prior to the effective date of these resolutions, in connection with the matters set forth herein, are hereby ratified, confirmed and approved.


Mary Remer

 7/19/11
F. Timothy Boylan

2011-07-20 - Matrix.txt

Eric Eichler
123 Jaffrey Road
Malvern, PA 19355

Deidre McCain
1320 Montgomery Avenue
Bryn Mawr, PA 19010

Lance Funston
Tower Lane
Penn Valley, PA 19072

Betty Moran
314 S. Valley Road
Paoli, PA 19301

F. Timothy Boylan
278 Hothorpe Lane
Villanova, PA 19085

Gregory FCA
Greg Metusky
27 West Athens Avenue, Suite 200
Ardmore, PA 19003

Mary Brawner
110 Arbor Place
Bryn Mawr, PA 19010

AD Anderson
P.O. Box 1035
Blue Bell, PA 91422

Janice Harvey
7419 Rhoads St.
Philadelphia, PA 19151

Deborah Glass
1000 Green Valley Road
Bryn Mawr, PA 19010

Stephen Goodman
Morgan, Lewis
1701 Market Street
Philadelphia, PA 19103-2921

John Hartnett
Hartnett Accounting
1202 Foulk Road., Suite D
Wilmington, DE 19803

Irene Cushman
448 Arch Street
Spring City, PA 19475

Bill and Sharon Bierman
743 Maple Hill Drive
Blue Bell, PA 19422

Jim and Mary Purtil
651 Darby Paoli Road
Villanova, PA 19085

2011-07-20 - Matrix.txt

Jim Williams
The Cat's Inn
95 South Windsor Avenue
Bridgewater, NY 11718-1516

Line Farr
50 Old Covered Bridge Road
Newtown Square, PA 19073

Charlie N. Shurr, Jr.
Hartman Shurr
1100 Berkshire Boulevard, Ste 301
P.O. Box 5828
Wyomissing, PA 196610

Mary Remer
811 Newtown Road
Villanova, PA 19085

Carolyn L. Garson
811 Newtown Road
Villanova, PA 19085

Office of The United States Trustee
833 Chestnut Street, Suite 500
Philadelphia, PA 19107

Commonwealth of Pa, Department of Labor and Industry
444 N. 3rd Street, Suite 3B
Philadelphia, PA 19123

Commonwealth of Pa, Department of Revenue
Department 280946
Attn: Bankruptcy Division
Harrisburg, PA 17128-0946

City of Philadelphia - Law Department - Tax Unit
One Parkway Building
1515 Arch Street, 15th Floor
Philadelphia, PA 19102-1595

Internal Revenue Service
PO Box 7346
Philadelphia PA 19101-7346

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In re: : **Chapter 11**
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WHAT A GOOD DOG, LLC :
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Debtor. : **Case No. 11-**
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**LIST OF CREDITORS HOLDING THE
20 LARGEST UNSECURED CLAIMS**

The above-captioned debtor (the "Debtor") filed a petition in the Court for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is the consolidated list of the Debtor's creditors holding the 20 largest unsecured claims (the "Consolidated List") based on the Debtors' books and records as of approximately July 20, 2011.

The Consolidated List is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The Consolidated List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31) or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the Consolidated List of 20 largest unsecured claims. In addition, this Consolidated List includes only those claims that are subject to invoices received by the Debtors prior to July 20, 2011. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the Debtors' right to contest the validity, priority, or amount of any claim.¹

¹ The Debtor has filed the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521, Fed. R. Bankr. P. 1007, and Pa. Bankr. L.R. 1007-1(b). The information contained in the Schedules may differ from that set forth below. Furthermore, the Debtors have not yet identified which of their largest unsecured claims, if any, are contingent, unliquidated, disputed and/or subject to setoff. The Debtors reserve the right to identify any claims listed in the Schedules as contingent, unliquidated, disputed and/or subject to setoff as appropriate. Inclusion of a claim on this consolidated list is not an admission that the amounts are or are not contingent, unliquidated, disputed and/or subject to setoff, nor is it an admission that the amounts listed are owed by more than one of the Debtors.

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc)	(4) C U D S	(5) AMOUNT OF CLAIM (If secured also state value of security)
ERIC EICHLER 1-610-251-9110	123 Jaffrey Road Malvern, PA 19355	LOAN		\$ 879,556.53
DEIRDRE MCCAIN 1-610-525-4532	1320 Montgomery Avenue Bryn Mawr, PA 19010	LOAN		\$ 125,194.54
LANCE FUNSTON	Tower Lane Penn Valley, PA	LOAN		\$ 108,895.89
BETTY MORAN	314 S. Valley Rd. Paoli, PA 19301	LOAN		\$ 106,797.26
TIM BOYLAN 1-610-687-4746	278 Hothorpe Lane Villanova, PA 19085	LOAN		\$ 105,993.70
GREGORY FCA 1-610-642-8253 GREG METUSKY	27 West Athens Avenue, Suite 200 Ardmore, PA 19003	TRADE DEBT		\$ 66,489.15
MARY BRAWNER 1-484-380-2364	110 Arbor Place Bryn Mawr, PA 19010	LOAN		\$ 64,472.87
AD ANDERSON	P.O. Box 1035 Blue Bell, PA 91422	LOAN		\$ 59,447.95
JANICE HARVEY 215-477-6330	7419 Rhoads St. Philadelphia, PA 19151	LOAN		\$ 59,447.95
DEBORAH GLASS 1-610-999-6031	1000 Green Valley Road Bryn Mawr, PA 19010	LOAN		\$ 51,381.51
MORGAN, LEWIS 1-215-963-5086 STEPHEN GOODMAN	1701 Market Street Philadelphia, PA 19103-2921	TRADE DEBT		\$ 50,336.57
HARTNETT ACCOUNTING 1-302-477-0660 JOHN HARTNETT	1202 Foulk Road., Suite D Wilmington, DE 19803	TRADE DEBT		\$ 46,875.00
IRENE CUSHMAN 610-948-0306	448 Arch Street Spring City, PA 19475	LOAN		\$ 29,723.97
BILL & SHARON BIERMANN 1-215-542-8352	743 Maple Hill Drive Blue Bell, PA 19422	LOAN		\$ 27,952.74
JIM & MARY PURTILL 1-610-687-0656	651 Darby Paoli Road Villanova, PA 19085	LOAN		\$ 27,714.38

THE CAT'S INN 1-877-228-7466 JIM WILLIAMS	95 South Windsor Avenue Bridgewater, NY 11718-1516	TRADE DEBT		\$ 26,287.76
LINE FARR 1-610-359-9804	50 Old Covered Bridge Road Newtown Square, PA 19073	LOAN		\$ 5,306.99

(4) CUDS If contingent, enter C; if unliquidated, enter U; if disputed, enter D; if subject to setoff, enter S

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE:

WHAT A GOOD DOG, LLC,

Debtor.

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CHAPTER 11

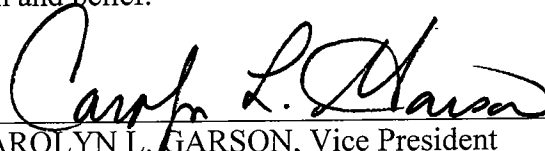
CASE NO. 11-_____

DECLARATION UNDER PENALTY OF PERJURY

I, CAROLYN L. GARSON, declare under penalty of perjury that I have reviewed the foregoing list of creditors holding the twenty largest unsecured claims and that it is true and correct to the best of my information and belief.

Dated: July 20, 2011

By: _____



CAROLYN L. GARSON, Vice President
What A Good Dog, LLC