

**United States Bankruptcy Court
Middle District of Tennessee**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): SPENCER MILL CONSTRUCTION, 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) No./Complete EIN (if more than one, state all) 45-1971600	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): 883 TIDWELL ROAD Burns, TN	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 37029	ZIP Code
County of Residence or of the Principal Place of Business: Dickson	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor
(if different from street address above):

<p align="center">Type of Debtor (Form of Organization) (Check one box)</p> <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.)	<p align="center">Nature of Business (Check one box)</p> <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/> <p align="center">Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> <p align="center">Nature of Debts (Check one box)</p> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<p align="center">Filing Fee (Check one box)</p> <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.	<p align="center">Chapter 11 Debtors</p> <p>Check one box:</p> <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors									
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000
Estimated Assets									
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
Estimated Liabilities									
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

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

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

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

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

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

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

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

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

SPENCER MILL CONSTRUCTION, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Larry Edmondson
Signature of Attorney for Debtor(s)

Larry Edmondson 5601
Printed Name of Attorney for Debtor(s)

T. Larry Edmondson
Firm Name

800 Broadway
3rd floor
Nashville, TN 37203

Address

Email: larry@edmondsonlaw.com

(615) 254-3765 Fax: (615) 254-2072
Telephone Number

July 16, 2009
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ MALCOLM D. SPENCER & BENNY SPENCER
Signature of Authorized Individual

MALCOLM D. SPENCER & BENNY SPENCER
Printed Name of Authorized Individual

OWNERS
Title of Authorized Individual

July 16, 2009
Date

United States Bankruptcy Court
Middle District of Tennessee

In re **SPENCER MILL CONSTRUCTION, LLC**

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>
1ST FEDERAL BANK P.O. BOX 667 Dickson, TN 37056	1ST FEDERAL BANK P.O. BOX 667 Dickson, TN 37056	EQUIPMENT		394,456.57 (0.00 secured)
CNH CAPITAL 100 FRUBAKER AVE. New Holland, PA 17557	CNH CAPITAL 100 FRUBAKER AVE. New Holland, PA 17557	DEFICIENCY		55,658.23
CONSOLIDATED PIPE & SUPPLY CO. P.O. BOX 2153 Birmingham, AL 35287	CONSOLIDATED PIPE & SUPPLY CO. P.O. BOX 2153 Birmingham, AL 35287	MATERIAL		6,591.58
DICKSON AUTO PARTS 600 HWY. 46 SOUTH Dickson, TN 37056	DICKSON AUTO PARTS 600 HWY. 46 SOUTH Dickson, TN 37056	PARTS		1,144.14
FARM PLAN P.O. BOX 4450 Carol Stream, IL 60197-4450	FARM PLAN P.O. BOX 4450 Carol Stream, IL 60197-4450	CO-FUEL		19,071.85
HAYES PIPE SUPPLY, CO P.O. BOX 101550 Nashville, TN 37224	HAYES PIPE SUPPLY, CO P.O. BOX 101550 Nashville, TN 37224	MATERIALS		22,000.00
HOLTON CONCRETE PRODUCTS, LLC 6726 MANCHESTER HWY. Murfreesboro, TN 37127	HOLTON CONCRETE PRODUCTS, LLC 6726 MANCHESTER HWY. Murfreesboro, TN 37127	MATERIAL		19,913.35
JOHN BOUCHARD & SON 1024 HARRISON ST. Nashville, TN 37203	JOHN BOUCHARD & SON 1024 HARRISON ST. Nashville, TN 37203	MATERIAL		11,800.00
JUSTIN & ELLYN CUTLER 1220 LAVANDA PLACE Brentwood, TN 37027	JUSTIN & ELLYN CUTLER 1220 LAVANDA PLACE Brentwood, TN 37027	EQUIPMENT	Disputed	Unknown (0.00 secured)
NASHVILLE READY MIX 605 COWAN ST. Nashville, TN 37207	NASHVILLE READY MIX 605 COWAN ST. Nashville, TN 37207	MATERIAL		409.00
NASHVILLE TRACTOR & EQUIPMENT 3570 DICKERSON PIKE Nashville, TN 37207-8187	NASHVILLE TRACTOR & EQUIPMENT 3570 DICKERSON PIKE Nashville, TN 37207-8187	RENTAL		50,189.36

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>
NORTH POINT PRECAST, INC 1990 RIDGECREST DRIVE Columbia, TN 38401	NORTH POINT PRECAST, INC 1990 RIDGECREST DRIVE Columbia, TN 38401	MATERIAL		26,558.20
NORTRAX-- GREAT LAKES 2121 WALCUTT ROAD Columbus, OH 43228	NORTRAX-- GREAT LAKES 2121 WALCUTT ROAD Columbus, OH 43228	PARTS & LABOR		14,447.94
REOSTONE, LLC P.O. BOX 440503 Nashville, TN 37244-0503	REOSTONE, LLC P.O. BOX 440503 Nashville, TN 37244-0503			8,471.96
ROBERT & CASSIE CONSTRUCTION CO, INC. 1520 GLADEVILLE ROAD Gladeville, TN 37071-0070	ROBERT & CASSIE CONSTRUCTION CO, INC. 1520 GLADEVILLE ROAD Gladeville, TN 37071-0070			45,503.00
ROGERS GROUP P.O. BOX 102798 Atlanta, GA 30368-2789	ROGERS GROUP P.O. BOX 102798 Atlanta, GA 30368-2789	MATERIAL		22,000.00
RSC EQUIPMENT RENTAL P.O. BOX 840514 Dallas, TX 75284-0514	RSC EQUIPMENT RENTAL P.O. BOX 840514 Dallas, TX 75284-0514	RENTAL		1,500.00
SCOTT EQUIPMENT 1231 BRIDGESTONE PKWY. La Vergne, TN 37086	SCOTT EQUIPMENT 1231 BRIDGESTONE PKWY. La Vergne, TN 37086	DISMISSED		4,154.00
T.C. PETROLEUM P.O. BOX 151 Bon Aqua, TN 37025	T.C. PETROLEUM P.O. BOX 151 Bon Aqua, TN 37025	FUEL		1,622.59
VULCAN MATERIALS P.O. BOX 7 Knoxville, TN 37901-6001	VULCAN MATERIALS P.O. BOX 7 Knoxville, TN 37901-6001	MATERIAL		5,012.95

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

I, the OWNERS 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 July 16, 2009Signature /s/ MALCOLM D. SPENCER & BENNY SPENCER
MALCOLM D. SPENCER & BENNY SPENCER
OWNERS

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.

SPENCER MILL CONSTRUCTION, LLC
883 TIDWELL ROAD
BURNS TN 37029

LARRY EDMONDSON
T. LARRY EDMONDSON
800 BROADWAY
3RD FLOOR
NASHVILLE, TN 37203

1ST FEDERAL BANK
P.O. BOX 667
DICKSON TN 37056

BANK OF DICKSON
P.O. BOX 707
DICKSON TN 37056

CNH CAPITAL
100 FRUBAKER AVE.
NEW HOLLAND PA 17557

CONSOLIDATED PIPE & SUPPLY CO.
P.O. BOX 2153
BIRMINGHAM AL 35287

DICKSON AUTO PARTS
600 HWY. 46 SOUTH
DICKSON TN 37056

FARM PLAN
P.O. BOX 4450
CAROL STREAM IL 60197-4450

HAYES PIPE SUPPLY, CO
P.O. BOX 101550
NASHVILLE TN 37224

HOLTON CONCRETE PRODUCTS, LLC
6726 MANCHESTER HWY.
MURFREESBORO TN 37127

JOHN BOUCHARD & SON
1024 HARRISON ST.
NASHVILLE TN 37203

JUSTIN & ELLYN CUTLER
1220 LAVANDA PLACE
BRENTWOOD TN 37027

NASHVILLE READY MIX
605 COWAN ST.
NASHVILLE TN 37207

NASHVILLE TRACTOR & EQUIPMENT
3570 DICKERSON PIKE
NASHVILLE TN 37207-8187

NORTH POINT PRECAST, INC
1990 RIDGECREST DRIVE
COLUMBIA TN 38401

NORTRAX-- GREAT LAKES
2121 WALCUTT ROAD
COLUMBUS OH 43228

REOSTONE, LLC
P.O. BOX 440503
NASHVILLE TN 37244-0503

ROBERT & CASSIE CONSTRUCTION CO, INC.
1520 GLADEVILLE ROAD
GLADEVILLE TN 37071-0070

ROGERS GROUP
P.O. BOX 102798
ATLANTA GA 30368-2789

RSC EQUIPMENT RENTAL
P.O. BOX 840514
DALLAS TX 75284-0514

SCOTT EQUIPMENT
1231 BRIDGESTONE PKWY.
LA VERGNE TN 37086

T.C. PETROLEUM
P.O. BOX 151
BON AQUA TN 37025

VULCAN MATERIALS
P.O. BOX 7
KNOXVILLE TN 37901-6001