Case 17-4203	58 DOC 1 Filed 09/19/1	.7 Entered 09/19/17 12.23.	30 Desc Main Document Page 1 of	15
Fill in this information to i	dentify the case:			
United States Bankruptcy Court for EASTERN DISTRICT OF TEXA				
Case number (if known):	Chapte	er <u>11</u>	☐ Check if this is an amended filing	
Official Form 201			•	
oluntary Petition for N	Non-Individuals F	Filing for Bankrup	tcy	04/10
			tional pages, write the debtor's name is for Bankruptcy Forms for Non-	and
. Debtor's name	Carol Rose, Inc.			
. All other names debtor used in the last 8 years				
Include any assumed names, trade names and doing business as names				
Debtor's federal Employer Identification Number (EIN)	<u>7</u> <u>5</u> – <u>1</u>	3 3 9 5	9 8	
Debtor's address	Principal place of bu	siness	Mailing address, if different fro place of business	m principal
	4500 N. I-35		-	
	Number Street		Number Street	
			P.O. Box	
	Gainesville	TX 76240		
	City	State ZIP Code	City State	ZIP Code
	Cooke		Location of principal assets, if	
	County		from principal place of busines	S
			Number Street	
			City State	ZIP Code
Debtor's website (URL)	www.carolrose.co	m		
Type of debtor	Corporation (inclusion   Partnership (exclusion   Other. Specify:		pany (LLC) and Limited Liability Partnersl	nip (LLP))

Case 17-42058 Doc 1 Filed 09/19/17 Entered 09/19/17 12:23:30 Desc Main Document Page 2 of 15 Debtor Carol Rose, Inc. Case number (if known) Describe debtor's business A. Check one: Health Care Business (as defined in 11 U.S.C. § 101(27A)) Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B)) П Railroad (as defined in 11 U.S.C. § 101(44)) Stockbroker (as defined in 11 U.S.C. § 101(53A)) П Commodity Broker (as defined in 11 U.S.C. § 101(6)) Clearing Bank (as defined in 11 U.S.C. § 781(3)) None of the above B. Check all that apply: Tax-exempt entity (as described in 26 U.S.C. § 501) Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3) Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11)) C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes 1 1 2 9 Under which chapter of the Check one: **Bankruptcy Code is the** Chapter 7 debtor filing? Chapter 9 П Chapter 11. Check all that apply: Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that). The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B). A plan is being filed with this petition. Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy Under Chapter 11 (Official Form 201A) with this The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2. Chapter 12 Were prior bankruptcy No  $\mathbf{M}$ cases filed by or against Yes. District \_\_\_\_\_ When MM / DD / YYYY

the debtor within the last 8 years?

> If more than 2 cases, attach a separate list.

District When

\_\_\_\_\_ When

MM / DD / YYYY

Case number \_\_\_\_\_

Case number \_\_\_\_

Debtor Carol Rose, Inc. Case number (if known) ■ No 10. Are any bankruptcy cases pending or being filed by a Yes. Debtor Carol Alison Ramsay Rose Relationship Related Party business partner or an affiliate of the debtor? District Eastern District of Texas When 09/18/2017 MM / DD / YYYY List all cases. If more than 1, Case number, if known 17-42053 attach a separate list. Relationship District MM / DD / YYYY Case number, if known 11. Why is the case filed in Check all that apply: this district? Debtor has had its domicile, 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. A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district. 12. Does the debtor own or No П have possession of any  $\square$ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if real property or personal needed. property that needs Why does the property need immediate attention? (Check all that apply.) immediate attention? It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? ☐ It needs to be physically secured or protected from the weather. It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securitiesrelated assets or other options). Other Where is the property? 4500 N. I-35 Number Street Gainesville 76240 Is the property insured? No Yes. Insurance agency Great American Ins. Group Contact name Phone 513-369-5000 Statistical and adminstrative information 13. Debtor's estimation of Check one: available funds Funds will be available for distribution to unsecured creditors. 团 After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

Case 17-42058 Doc 1 Filed 09/19/17 Entered 09/19/17 12:23:30 Desc Main Document

Page 3 of 15

Case 17-42058 Doc 1 Filed 09/19/17 Entered 09/19/17 12:23:30 Desc Main Document Debtor Carol Rose, Inc. Case number (if known) 1,000-5,000 14. Estimated number of  $\square$ 1-49 25,001-50,000 creditors 50-99 5,001-10,000 50,001-100,000 П 100-199 10,001-25,000 More than 100,000 П 200-999 П \$0-\$50,000 \$1,000,001-\$10 million 15. Estimated assets \$500,000,001-\$1 billion \$50,001-\$100,000 \$10,000,001-\$50 million \$1,000,000,001-\$10 billion П  $\square$ \$100,001-\$500,000 \$50,000,001-\$100 million \$10,000,000,001-\$50 billion П \$500,001-\$1 million \$100,000,001-\$500 million More than \$50 billion 16. Estimated liabilities \$0-\$50,000 \$1,000,001-\$10 million \$500,000,001-\$1 billion П П \$50,001-\$100,000 \$10,000,001-\$50 million \$1,000,000,001-\$10 billion П  $\square$ \$100,001-\$500,000 П \$50,000,001-\$100 million П \$10,000,000,001-\$50 billion \$500,001-\$1 million \$100,000,001-\$500 million П More than \$50 billion Request for Relief, Declaration, and Signatures WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571. 17. Declaration and signature of ■ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in authorized representative this petition. of debtor ■ I have been authorized to file this petition on behalf of the debtor. I have examined the information in this petition and have a reasonable belief that the information is true and correct. I declare under penalty of perjury that the foregoing is true and correct. Executed on 09/19/2017 MM / DD / YYYY X /s/ Carol A. R. Rose Carol A. R. Rose Signature of authorized representative of debtor Printed name Title **President** 18. Signature of attorney X /s/ Marcus A. Helt Date 09/19/2017 MM / DD / YYYY Signature of attorney for debtor Marcus A. Helt Printed name Gardere Wynne Sewell LLP Firm name 2021 McKinney Avenue Number Street **Suite 1600 Dallas** ΤX 75201 ZIP Code City State mhelt@gardere.com (214) 999-3000 Contact phone **Email address** 24052187 TX State Bar number

Page 4 of 15

**Execution Version** 

# JOINT AGREEMENT AND RESOLUTIONS ADOPTED BY UNANIMOUS WRITTEN CONSENT IN LIEU OF SPECIAL MEETING (THIS "CONSENT")

of the

**SOLE DIRECTOR** 

and

**SOLE SHAREHOLDER** 

of

CAROL ROSE, INC.

**September 19, 2017** 

The undersigned, constituting the sole shareholder (the "Shareholder") and sole member of the Board of Directors (the "Director"), of Carol Rose, Inc., a Texas corporation (the "Company"), hereby consents in writing to and approve the resolutions attached hereto as <u>Exhibit A</u> and each and every action effected thereby, in lieu of special meeting of the Board of Directors, the call and notice of which are hereby waived.

This Consent may be executed in counterparts, each of which shall be deemed an original, and all of which, taken together shall constitute one instrument. A copy of this Consent signed and delivered by telecopy or other facsimile transmission shall be considered an original.

[Remainder of page left blank intentionally]

IN WITNESS WHEREOF, the undersigned being the sole Director and sole Shareholder, has executed this consent as of the date first above written.

SOLE DIRECTOR:
/s/ Carol A. R. Rose Carol A.R. Rose
SOLE SHAREHOLDER:
/s/ Carol A. R. Rose Carol A.R. Rose

#### **EXHIBIT A**

### VOLUNTARY PETITION FOR RELIEF UNDER CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE

**WHEREAS**, the Director and the Shareholder have considered the Company's assets, liabilities, and liquidity, the strategic alternatives available to the Company, and the impact of the foregoing on the Company's business; and

NOW, THEREFORE, IT IS RESOLVED, that the Director and the Shareholder have determined that it is desirable and in the best interests of the Company, its creditors, and other interested parties that a petition be filed by the Company in a United States Bankruptcy Court, including the United States Bankruptcy Court for the Northern District of Texas, under the provisions of chapter 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code") in such form and at such time as any officer of the Company (each an "Officer" and collectively, the "Officers") and/or Director executing said petition shall determine (the "Chapter 11 Case"); and be it

**RESOLVED FURTHER**, that the Officers and/or Director, or any one of them be, and each hereby is, authorized, and empowered, on behalf of and in the name of the Company, to file the Chapter 11 Case; and be it

**RESOLVED FURTHER**, that the law firm of Gardere Wynne Sewell LLP, 2021 McKinney Ave., Suite 1600, Dallas, Texas 75201 ("Gardere"), is hereby employed as counsel for the Company in or related to the Chapter 11 Case, including (i) taking any and all actions to advance the Company's rights and obligations in connection therewith, and (ii) representing and assisting the Company in carrying out its respective duties under the Bankruptcy Code; and be it

**RESOLVED FURTHER**, that the Officers and/or Director, or any one of them, be, and each hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to employ and retain such further legal, financial, accounting, and bankruptcy services firms (together with Gardere, the "**Professionals**") as may be deemed necessary or appropriate by the Officer(s) for the Chapter 11 Case and, in connection therewith, is authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed appropriate applications for authority to retain the services of such Professionals; and be it

**RESOLVED FURTHER**, that the Officers and/or Director, or any one of them, be, and each hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute and file in the Chapter 11 Case, all petitions, schedules, motions, lists, applications, pleadings, and other papers in connection therewith; and be it

**RESOLVED FURTHER**, that all acts lawfully done or actions lawfully taken by any Officer or Director or any Professional to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Case, or any matter or proceeding related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company; and be it

EXHIBIT A TO CONSENT OF THE SOLE DIRECTOR AND SOLE SHAREHOLDER OF CAROL ROSE, INC.

**RESOLVED FURTHER**, that the Company, as a debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code, shall be and hereby is authorized to: (i) borrow and/or receive funds from and undertake any and all related transactions contemplated thereby (collectively, the "**Financing Transactions**") and negotiate, execute, and deliver agreements, including without limitation, the debtor-in-possession financing agreement, with any party, including existing lenders and sureties, and on such terms as may be approved by any one of the Officers, as reasonably necessary for the continuing conduct of affairs of the Company, and (ii) pay related fees and grant security interests in and liens on some, all, or substantially all of the Company's assets, as may be deemed necessary by any one or more of the Officers in connection with such borrowings; and be it

**RESOLVED FURTHER**, that the Officers and/or Directors, or any one of them, be, and each hereby is, authorized and empowered, with full power of delegations, in the name of, and on behalf of, the Company, as a debtor and debtor-in-possession, to take such actions and execute and deliver such agreements, notes, guaranties, reaffirmations, certificates, instruments, notices, and any and all other documents as may be deemed necessary or appropriate to facilitate or consummate the Financing Transactions; and be it

**RESOLVED FURTHER**, that the Officers and/or Director, or any one of them, be, and each hereby is, authorized and empowered, with full power of delegations, for and in the name and on behalf of the Company to amend, supplement, or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, or other writings referred to in the foregoing resolutions; and be it

**RESOLVED FURTHER**, that any and all actions of any Officer or Director taken prior to the date hereof to (i) carry out the purposes of the foregoing resolutions, including all further acts and deeds that any such Officer or Director deems necessary, proper, or desirable in connection with the Chapter 11 Case, and the transactions contemplated thereunder, and (ii) take any such action to constitute conclusive evidence of the exercise of such discretionary authority, be and hereby are ratified, approved, and confirmed in all respects.

#### GENERAL IMPLEMENTING AUTHORITY

**RESOLVED**, that the Officers and/or Director, or any one of them, be, and each hereby is, authorized, directed, and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, verify, and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, applications to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action that they deem necessary and proper in connection with the Chapter 11 Case; and be it

**RESOLVED FURTHER**, that the Officers and/or Director, or any one of them, be, and each hereby is, authorized, with full power of delegation, for and in the name and on behalf of the Company to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates, and undertakings, and to incur all such fees and expenses, as in their judgment shall be

EXHIBIT A TO CONSENT OF THE SOLE DIRECTOR AND SOLE SHAREHOLDER OF CAROL ROSE, INC.

necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.

[Remainder of page left blank intentionally]

## IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TEXAS SHERMAN DIVISION

In re:	§ Chapter II
	§
CAROL ROSE, INC.	<b>§</b> Case No.: 17
	§
Debtor.	§

#### **CORPORATE OWNERSHIP STATEMENT OF CAROL ROSE, INC.**

Carol Rose, Inc. (the "**Debtor**"), the debtor in the above-captioned case, hereby files this *Corporate Ownership Statement of Carol Rose, Inc.* and pursuant to Fed. R. Bankr. P. 1007(a)(1) and 7007.1, the Debtor respectfully states as follows:

- 1. The Debtor is a Texas corporation and there are no entities to report pursuant to Fed. R. Bankr. P. 7007.1(a).
  - 2. The following are the person(s) to report pursuant to Fed. R. Bankr. P. 1007(a)(3):

Carol A.R. Rose, Sole Shareholder, 100% of outstanding shares 4500 N. 1-35 Gainesville, TX 76240

Executed on September 19, 2017.

/s/ Carol A. R. Rose
Name: Carol A.R. Rose
Title: President

B2030 (Form 2030) (12/15)

# UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF TEXAS SHERMAN DIVISION

In	re Carol Rose, Inc.	Case No.		
		Chapter	11	
	DISCLOSURE OF COMPENSATION	N OF ATTORNEY FOR	DEBTOR	
1.	Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I control that compensation paid to me within one year before the filing of services rendered or to be rendered on behalf of the debtor(s) is as follows:	of the petition in bankruptcy, or a	agreed to be paid to me, for	
	For legal services, I have agreed to accept	\$10	0,000.00	
	Prior to the filing of this statement I have received	<u> </u>	\$0.00	
	Balance Due	\$10	0,000.00	
2.	The source of the compensation paid to me was:  ☐ Other (specify)			
3.	The source of compensation to be paid to me is:			
	☑ Debtor ☐ Other (specify)			
4.	I have not agreed to share the above-disclosed compensa associates of my law firm.	tion with any other person unle	ss they are members and	
	I have agreed to share the above-disclosed compensation associates of my law firm. A copy of the agreement, togeth compensation, is attached.			
5.	In return for the above-disclosed fee, I have agreed to render le	egal service for all aspects of the	e bankruptcy case, including:	
	<ul> <li>a. Analysis of the debtor's financial situation, and rendering adbankruptcy;</li> </ul>	vice to the debtor in determining	g whether to file a petition in	
	b. Preparation and filing of any petition, schedules, statements	of affairs and plan which may b	pe required;	

c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

<sup>&</sup>lt;sup>1</sup> Retainer held in escrow. Gardere will bill post-petition services to the estate.

B2030 (Form 2030) (12/15)

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

#### **CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

09/19/2017 /s/ Marcus A. Helt

Date Marcus A. Helt

Gardere Wynne Sewell LLP 2021 McKinney Avenue Suite 1600

Dallas, TX 75201

Phone: (214) 999-3000 / Fax: (214) 999-4667

Bar No. 24052187

/s/ Carol A. R. Rose

Carol A. R. Rose President

Fill in this information to identify the case:	
Debtor name Carol Rose, Inc.	
United States Bankruptcy Court for the: <b>EASTERN DISTRICT OF TEXAS</b>	
Case number (if known)	Check if this is ar amended filing

### Official Form 204

# Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claims resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim  If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			contracts)		Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	The Law Offices of Lewis T. Stevens 131 East Exchange, No. 204 Fort Worth, TX 76164		Attorney Fees				\$33,544.00
2	Oklahoma Equine Hospital, Inc. 2652 REECE LAKE ROAD WASHINGTON, OK 73093		Veterinary Services				\$14,958.00
3	Chubb Agribusiness PO Box 14490 Des Noines, IA 50306		Property Insurance				\$4,499.00
4	Oakridge Equine Hospital 6675 E. Waterloo Rd Edmond, OK 73034		Veterinary Services				\$2,086.00
5	Great American Insurance Co. SPECIALTY ACCOUNTING P.O. BOX 89400 CLEVELAND, OH 44101-		Horse Insurance				\$2,029.50

Debtor Carol Rose, Inc.

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact  Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	(for example, trade debts, bank loans, professional services, and government	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim  If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
	contracts)		Total claim, if partially secured		Deduction for value of collateral or setoff	Unsecured claim	
6	Timber Creek Veterinary Hospital 9550 Tradewind Road Amarillo, TX 79118		Veterinary Services				\$964.00
7	National Reinning Horse Association 3021 West Reno Oklahoma City, OK 73107		Furturity Entry				\$677.00
8	Equine Cold Saltwater Therapy, LLC 2652 Reece Lake Washington, OK 73093		Horse water therapy				\$375.00
9	Dawson Performance Horses PO Box 176 Aubrey, TX 76227		Horse Training				\$205.00
10	Pinnacle Equine Veterinary Services 339 West Line Rd Whitesboro, TX 76273		Veterinary Services				\$36.00
11	Federal Express P.O. BOX 660481 DALLAS, TX 75266- 0481		Delivery Service				\$36.00
12	Lori and Aaron Phillip 5983 County Road 4400 Commerce, TX 75428		Pending Litigation	Contingent Unliquidated Disputed			\$0.00
13	Jay McLaughlin 5983 County Road 4400 Commerce, TX 75428		Pending Litigation	Contingent Unliquidated Disputed			\$0.00

Case 17-42058 Doc 1 Filed 09/19/17 Entered 09/19/17 12:23:30 Desc Main Document Page 15 of 15

Debtor Carol Rose, Inc.

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim  If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
			contracts)		Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
14	Equis Equine, LLC c/o Jason Davis 112 E. Pecan St. Suite 900 San Antonio, TX 78205		Pending Litigation	Contingent Unliquidated Disputed			\$0.00
15	Elizabeth Weston c/o Jason M. Davis Davis & Santos 112 E. Pecan St., Suite 900 San Antonio, TX 78205		Pending Litigation	Contingent Unliquidated Disputed			\$0.00
16	Aaron Ranch 5983 County Road 4400 Commerce, TX 75428		Pending Litigation	Contingent Unliquidated Disputed			\$0.00