

B1 (Official Form 1)(04/13)

**United States Bankruptcy Court
Eastern District of Virginia**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Farmers Foods Highland Springs, 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) 20-4075549	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): 50 S. Airport Drive & 9 Mile Road Henrico, VA <div style="text-align: right; font-size: small;">ZIP Code 23075</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Henrico	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>

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

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	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
Chapter 15 Debtors 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) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	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 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 checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). 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 *** David K. Spiro 28152 ***

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 checked="" 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

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): Farmers Foods Highland Springs, LLC	
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:
Exhibit A		Exhibit B	
(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.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		(To be completed if debtor is an individual whose debts are primarily consumer debts.) 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). <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)	
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)).			

Voluntary Petition

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

Name of Debtor(s):

Farmers Foods Highland Springs, 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/ David K. Spiro
Signature of Attorney for Debtor(s)

David K. Spiro 28152
Printed Name of Attorney for Debtor(s)

Hirschler Fleischer, P.C.
Firm Name

The Edgeworth Building
P.O. Box 500
Richmond, VA 23218-0500

Address

Email: rmcburney@hf-law.com

804-771-9500 Fax: 804-644-0957
Telephone Number

May 19, 2014
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/ John D. Farmer
Signature of Authorized Individual

John D. Farmer
Printed Name of Authorized Individual

President/CEO
Title of Authorized Individual

May 19, 2014
Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
Eastern District of Virginia**

In re Farmers Foods Highland Springs, 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>
Sterling National Bank c/o Jack L. Kopnisky, President/CEO 400 Rella Boulevard Suffern, NY 10901	Sterling National Bank c/o Jack L. Kopnisky, President/CEO 400 Rella Boulevard Suffern, NY 10901	Equipment Lease		178,000.00
Richmond Times-Dispatch C/O CT CORPORATION SYSTEM 4701 COX ROAD, SUITE 285 Glen Allen, VA 23060	Richmond Times-Dispatch C/O CT CORPORATION SYSTEM 4701 COX ROAD, SUITE 285 Glen Allen, VA 23060			56,999.03
Springer Plaza Associates, LLC c/o CT CORPORATION SYSTEM 4701 COX ROAD, SUITE 285 Glen Allen, VA 23060	Springer Plaza Associates, LLC c/o CT CORPORATION SYSTEM 4701 COX ROAD, SUITE 285 Glen Allen, VA 23060	Unpaid Rent		54,853.80
Dominion Virginia Power c/o CT CORPORATION SYSTEM 4701 COX ROAD, SUITE 285 Glen Allen, VA 23060	Dominion Virginia Power c/o CT CORPORATION SYSTEM 4701 COX ROAD, SUITE 285 Glen Allen, VA 23060	Electricity		16,500.00
County of Henrico, Virginia Department of Finance c/o Eugene H. Walter P.O. Box 90775 Henrico, VA 23273-0775	County of Henrico, Virginia Department of Finance c/o Eugene H. Walter Henrico, VA 23273-0775	Business License		15,361.93
Key Equipment Finance, Inc. c/o CORPORATION SERVICE COMPANY 1560 Broadway Ste 2090 Denver, CO 80202	Key Equipment Finance, Inc. c/o CORPORATION SERVICE COMPANY 1560 Broadway Ste 2090 Denver, CO 80202	Equipment Lease		11,086.89
Virginia Dept of Taxation c/o Craig Burns, Commissioner 1957 Westmoreland Street Richmond, VA 23230	Virginia Dept of Taxation c/o Craig Burns, Commissioner 1957 Westmoreland Street Richmond, VA 23230			10,428.84

B4 (Official Form 4) (12/07) - Cont.

In re Farmers Foods Highland Springs, LLC
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Southern Refrigeration c/o MARK A SHEPHERD 3140 SHENANDOAH AVE Roanoke, VA 24017	Southern Refrigeration c/o MARK A SHEPHERD 3140 SHENANDOAH AVE Roanoke, VA 24017			3,042.52
Arctic Refrigeration Service, LLC c/o DANIEL MOORE 144 Vogel Road Cumberland, VA 23040	Arctic Refrigeration Service, LLC c/o DANIEL MOORE 144 Vogel Road Cumberland, VA 23040			2,644.38
County of Henrico, Virginia Department of Public Utilities c/o Arthur D. Petrini, Director P.O. Box 90775 Henrico, VA 23273-0755	County of Henrico, Virginia Department of Public Utilities c/o Arthur D. Petrini, Director Henrico, VA 23273-0755	Water		2,000.00
Floorco Cleaning Solutions c/o NANCY L GORE 2708 VALLEY SPRINGS RD Powhatan, VA 23139	Floorco Cleaning Solutions c/o NANCY L GORE 2708 VALLEY SPRINGS RD Powhatan, VA 23139			1,750.00
Virginia Waste Services, Inc. c/o CAPITOL CORPORATE SERVICES INC 10 S JEFFERSON ST STE 1400 Roanoke, VA 24011	Virginia Waste Services, Inc. c/o CAPITOL CORPORATE SERVICES INC 10 S JEFFERSON ST STE 1400 Roanoke, VA 24011			425.54
Dodson Bros. Exterminating Co. C/O B. F. DODSON, JR. 3714 CAMPBELL AVENUE PO BOX 10249 Lynchburg, VA 24506	Dodson Bros. Exterminating Co. C/O B. F. DODSON, JR. 3714 CAMPBELL AVENUE Lynchburg, VA 24506			105.00
Bennett Uniform Manufacturing, Inc. c/o LURETHA COON 4377 FEDERAL DRIVE Greensboro, NC 27410	Bennett Uniform Manufacturing, Inc. c/o LURETHA COON 4377 FEDERAL DRIVE Greensboro, NC 27410			58.37

B4 (Official Form 4) (12/07) - Cont.

In re Farmers Foods Highland Springs, LLC
Debtor(s)

Case No. _____

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>

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

I, the President/CEO 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 May 19, 2014

Signature /s/ John D. Farmer
John D. Farmer
President/CEO

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.

Arctic Refrigeration Service, LLC
c/o DANIEL MOORE
144 Vogel Road
Cumberland, VA 23040

Bennett Uniform Manufacturing, Inc.
c/o LURETHA COON
4377 FEDERAL DRIVE
Greensboro, NC 27410

County of Henrico, Virginia
Department of Public Utilities
c/o Arthur D. Petrini, Director
P.O. Box 90775
Henrico, VA 23273-0755

County of Henrico, Virginia
Department of Finance
c/o Eugene H. Walter
P.O. Box 90775
Henrico, VA 23273-0775

Dodson Bros. Exterminating Co.
C/O B. F. DODSON, JR.
3714 CAMPBELL AVENUE
PO BOX 10249
Lynchburg, VA 24506

Dominion Virginia Power
c/o CT CORPORATION SYSTEM
4701 COX ROAD, SUITE 285
Glen Allen, VA 23060

Floorco Cleaning Solutions
c/o NANCY L GORE
2708 VALLEY SPRINGS RD
Powhatan, VA 23139

Key Equipment Finance, Inc.
c/o CORPORATION SERVICE COMPANY
1560 Broadway Ste 2090
Denver, CO 80202

Richmond Times-Dispatch
C/O CT CORPORATION SYSTEM
4701 COX ROAD, SUITE 285
Glen Allen, VA 23060

Southern Refrigeration
c/o MARK A SHEPHERD
3140 SHENANDOAH AVE
Roanoke, VA 24017

Springer Plaza Associates, LLC
c/o CT CORPORATION SYSTEM
4701 COX ROAD, SUITE 285
Glen Allen, VA 23060

Sterling National Bank
c/o Jack L. Kopnisky, President/CEO
400 Rella Boulevard
Suffern, NY 10901

Virginia Dept of Taxation
c/o Craig Burns, Commissioner
1957 Westmoreland Street□□
Richmond, VA 23230

Virginia Waste Services, Inc.
c/o CAPITOL CORPORATE SERVICES INC
10 S JEFFERSON ST STE 1400
Roanoke, VA 24011

**United States Bankruptcy Court
Eastern District of Virginia**

In re **Farmers Foods Highland Springs, LLC**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Farmers Foods Highland Springs, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

May 19, 2014

Date

/s/ David K. Spiro

David K. Spiro 28152

Signature of Attorney or Litigant

Counsel for **Farmers Foods Highland Springs, LLC**

Hirschler Fleischer, P.C.

The Edgeworth Building

P.O. Box 500

Richmond, VA 23218-0500

804-771-9500 Fax:804-644-0957

rmcburney@hf-law.com