

United States Bankruptcy Court
Eastern District of Kentucky

In re Fox Trot Corporation,
Debtor

Case No. 13-52471

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	15,910,000.00		
B - Personal Property	Yes	7	9,660,806.02		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		3,217,583.77	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	5		695,451.43	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		19			
Total Assets			25,570,806.02		
Total Liabilities				3,913,035.20	

United States Bankruptcy Court
Eastern District of Kentucky

In re Fox Trot Corporation,
 Debtor

Case No. 13-52471

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re Fox Trot Corporation

Case No. 13-52471

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
6000 Sulphur Well Road Lexington KY 40509	Fee simple	-	15,910,000.00	3,167,583.68

Sub-Total > 15,910,000.00 (Total of this page)

Total > 15,910,000.00

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re Fox Trot CorporationCase No. 13-52471

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

If the property is being held for a minor child, simply 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 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Central Bank & Trust Co. - checking account #xxxx0101	-	7,194.11
		Grundy National Bank - checking account #xxx6630	-	21.95
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > 7,216.06
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re Fox Trot CorporationCase No. 13-52471

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		Fox Trot Properties, LLC (Sole Member)	-	Unknown
		Calla Energy Holding, LLC (Sole Member)	-	0.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Estill County Energy Partners LLC	-	1,384,773.00
		Calla Energy Holding LLC	-	6,412.11
		Estill County Energy Partners LLC	-	7,290,486.93
		Estill Co Processing LLC	-	203,222.36
		Estill County Energy Partners LLC	-	4,426.96
		Fuel Recovery Partners LLC	-	98,000.00
		Jacquelyn D. Yates Trust	-	60,057.60
		Mauricio Riveria	-	250.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			

Sub-Total > 9,047,628.96
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Fox Trot CorporationCase No. 13-52471

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Counterclaims for Breach of Contract and Fraud in Forcht Bank, N.A. v. Fox Trot Corporation, et al., Fayette County Circuit Court, Civil Action No. 10-CI-06065; pending appeal	-	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2005 GMC Savana	-	16,205.00
		2005 GMC Yukon	-	14,672.00
		2008 Chrysler Pacifica	-	13,224.00
		2005 Jeep Wrangler	-	17,900.00
		2005 GMC K3500	-	15,900.00
		1986 Ford LN9000	-	8,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			

Sub-Total > 85,901.00
(Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Fox Trot Corporation

Case No. 13-52471

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
28. Office equipment, furnishings, and supplies.		See attached list	-	5,815.00
29. Machinery, fixtures, equipment, and supplies used in business.		See response to No. 33 re farming equipment	-	0.00
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.		200 bales alfalfa hay	-	6,000.00
		300 bales grass hay	-	6,000.00
33. Farming equipment and implements.		See attached list	-	501,745.00
34. Farm supplies, chemicals, and feed.		Assorted farming chemicals	-	500.00
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > 520,060.00
(Total of this page)
Total > 9,660,806.02

(Report also on Summary of Schedules)

Sheet 3 of 3 continuation sheets attached
to the Schedule of Personal Property

Attachmen to Schedule B-28

Office Equipment, Furnishings, and Supplies

Property	Value
Sectional	\$100.00
Loveseat	\$10.00
Dining Room Set	\$200.00
Fridge	\$200.00
Stove	\$100.00
Fireproof File Cabinet 1	\$1,200.00
Fireproof File Cabinet 2	\$1,000.00
8 Standard File Cabinets	\$400.00
4 Lateral File Cabinets	\$750.00
5 Desks	\$250.00
2 2 Drawer Lateral File Cabinets	\$200.00
Phone	\$20.00
Coffee Table	\$25.00
Side Table	\$10.00
3 Office Chairs	\$100.00
Shelving	\$250.00
2 Dell Desktops	\$400.00
Assorted Office Supplies	\$0.00
Konica Printer	\$500.00
HP Printer	\$100.00
TOTAL	\$5,815.00

**Attachment to Schedule B-33
Farming Equipment and Implements**

Property	ID #	Value
John Deere 2755 Tractor	L02755G755320	\$25,000.00
John Deere 535 Round Baler	E00535X985708	\$22,500.00
John Deere Drill w/ Seeder Box	N00750X007188	\$18,000.00
John Deere 5400 Tractor	LV5400C130918	\$20,000.00
John Deere 1070 Tractor	M01070A104949	\$13,500.00
John Deere 348 Square Baler	E00348X946488	\$13,000.00
ABI 1250 SK150 Gun Irrigation Traveler	S3TEC120380000121	\$26,000.00
John Deere 7600 Tractor	RW7600H001666	\$42,000.00
John Deere 7200 Tractor	RW7200H002363	\$45,000.00
John Deere 4840 Tractor	4840P016113RW	\$26,000.00
Ford 6600 Tractor	C588971	\$6,000.00
John Deere 4450 Tractor	RW4450P001782	\$30,000.00
Powell 6215 Burley Harvester	63099	\$22,000.00
John Deere 7200 Planter	A07200E2003	\$10,000.00
John Deere High Boy Sprayer	N0C000X015544	\$26,000.00
Rainbow Irrigation Pump	6239	\$16,000.00
John Deere 757 XTRAC Mower	TC0757A040650	\$6,000.00
6 Gal. Steamer w/ Pipe	ACN00662862	\$4,995.00
Tobacco Setters		\$9,000.00
KUHM HR400 Power Harrow	1232040959	\$19,000.00
Small Balers		\$10,000.00
Gooseneck Cattle Trailer	76GSH9222KB070015	\$4,000.00
Hardee Sprayer	9246905	\$3,500.00
Parmiter Bale Wrapper	TRIH0521	\$3,000.00
New Holland Grinder/Mixer	888116	\$2,000.00
John Deere 2600 Plow	14697	\$750.00
International 460 Tractor	335635YC	\$3,000.00
Bushhog 2615 Batwing Mower	12-27552	\$10,000.00
John Deere 235 20ft. Disk	A000235D011066	\$7,500.00
Krause 30ft. Disk	14-2873	\$10,000.00
John Deere 920 Mower	E00920R987402	\$3,000.00
John Deere 825 Cultivator	N00825X009229	\$1,500.00
International 5 Shank Ripper		\$3,000.00
Woods 3240 Batwing 20ft.		\$4,000.00
Wallenstein BXR-62 Chipper	A0523409	\$3,000.00
International 510 Plow		\$5,000.00
International High Boy	643M	\$1,500.00
International 720 4-16' Plow	1.05E+12	\$4,000.00
John Deere Hay Tedder	500752A959668	\$2,000.00
20 ft. Wagons (11)		\$11,000.00
Misc. Equipment and Tools		\$10,000.00

TOTAL

\$501,745.00

B6D (Official Form 6D) (12/07)

In re Fox Trot CorporationCase No. 13-52471

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No. 7191			Mortgage					
Bubalo Goode Sales & Bliss 9300 Shelbyville Rd Ste 215B Louisville, KY 40222		-	6000 Sulphur Well Road Lexington KY 40509					
			Value \$ 15,910,000.00				16,263.96	0.00
Account No.			Mortgage					
Duane Cook 135 N Broadway Georgetown, KY 40324		-	6000 Sulphur Well Road Lexington KY 40509					
			Value \$ 15,910,000.00				3,602.71	0.00
Account No.			07/25/2013					
Farm Credit Mid-America PCA 1051 Newtown Pike #150 Lexington, KY 40511	X	-	Equipment lien and Judgment lien 6000 Sulphur Well Road Lexington KY 40509 and farm equipment					
			Value \$ 15,910,000.00				255,250.69	0.00
Account No.			Property Taxes					
Fayette County Sheriffs Office 150 N Limestone Ste 265 Lexington, KY 40507		-	6000 Sulphur Well Road Lexington KY 40509					
			Value \$ 15,910,000.00				Unknown	0.00
Subtotal (Total of this page)							275,117.36	0.00

1 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re Fox Trot Corporation

Case No. 13-52471

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.	X	-	05/25/2011					
Forcht Bank NA 2404 Sir Barton Way Lexington, KY 40509			Mortgage 6000 Sulphur Well Road Lexington KY 40509					
			Value \$ 15,910,000.00					
Account No.		-	10/10/2013					
Jerry L Miller 1175 Grimes Mill Rd Lexington, KY 40515			Security Agreement lien on 49% of ownership interest in Fox Trot Properties, LLC plus 50% of cash flow from Fox Trot Properties, LLC					
			Value \$ 50,000.00					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

2,942,466.41

0.00

Total
(Report on Summary of Schedules)

3,217,583.77

0.00

In re Fox Trot CorporationCase No. 13-52471Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/13) - Cont.

In re Fox Trot Corporation

Case No. 13-52471

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS (Continuation Sheet)

Taxes and Certain Other Debts
Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
Commonwealth of Kentucky Division of Unemployment Insurance PO Box 948 Frankfort, KY 40602-0948		-			X		Unknown	Unknown
Account No.								
Fayette County Public Schools Tax Collection Office PO Box 55570 Lexington, KY 40555-5570		-			X		Unknown	Unknown
Account No.								
Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346		-			X		Unknown	0.00
Account No.								
Lexington-Fayette Urban County Govt Department of Finance and Administration 200 E Main Street Lexington, KY 40507		-			X		Unknown	Unknown
Account No.								

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

0.00 0.00

Total
(Report on Summary of Schedules)

0.00 0.00

B6F (Official Form 6F) (12/07)

In re Fox Trot CorporationCase No. 13-52471

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. XTRO A-1 Portable Restrooms LLC 801 Enterprise Dr Lexington, KY 40510		-	Portable restroom services				188.08
Account No. 2004 American Express PO Box 650448 Dallas, TX 75265-0448		-	Business Credit Card Account				14,555.42
Account No. Andy Yates 6000 Sulphur Well Road Lexington, KY 40509		-	Unsecured Note				3,613.66
Account No. Charles Yates 6000 Sulphur Well Road Lexington, KY 40509		-	Unsecured Note				71,230.30
Subtotal (Total of this page)							89,587.46

4 continuation sheets attached

In re Fox Trot CorporationCase No. 13-52471

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Unsecured Note				
Charles Yates 6000 Sulphur Well Road Lexington, KY 40509	-					45,232.32
Account No.		Accounting Expenses				
David Beck PO Box 21798 Lexington, KY 40522	-					11,837.50
Account No.						
Golden Burley Tobacco Warehouse 574 Angliana Ave Lexington, KY 40508	-					35,000.00
Account No.		Trade debt account				
Grand Genetics 3554 St Rt 54 Urbana, OH 43078	-					65.55
Account No. 3628		Trade debt account				
Home Lumber Company PO Box 1037 60 KY Hwy 451 Hazard, KY 41701	-					512.23
Sheet no. <u>1</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						92,647.60

B6F (Official Form 6F) (12/07) - Cont.

In re Fox Trot Corporation

Case No. 13-52471

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Trade debt account				
I-64 Tractor & Farm Supply Inc 3400 Revilo Rd Winchester, KY 40391	-					899.00
Account No.		Unsecured Note				
Jacquelyn D. Yates 6000 Sulphur Well Rd Lexington, KY 40509	-					6,000.00
Account No.		Unsecured Note				
Jacquelyn D. Yates 6000 Sulphur Well Rd Lexington, KY 40509	-					98,988.52
Account No.		Unsecured Note				
Jocelyn Yates Westerman 5996 Sulphur Well Road Lexington, KY 40509	-					3,613.66
Account No. xxx-xxx-x22-9-3		Utilities/Electricity				
Kentucky Power Company PO Box 24410 Canton, OH 44701	-					208.93
Sheet no. <u>2</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						109,710.11

B6F (Official Form 6F) (12/07) - Cont.

In re Fox Trot Corporation

Case No. 13-52471

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Trade Debt Account				
Manufacturer's Supply Co of East KY 3123 N KY Hwy 15 Hazard, KY 41701	-					78.27
Account No. 0001		Engineering Services				
Poplar Ridge Enterprises Inc c/o Dell Jaggers 305 Old Coach Rd Nicholasville, KY 40356	X -					374,868.89
Account No. 3327		Alarm Services				
Statewide Alarms PO Box 54508 Lexington, KY 40555	-					67.50
Account No. 8708		Legal Services				
Sword Floyd & Moody PLLC 218 W Main St Richmond, KY 40476	-					21,480.25
Account No. xxxxx3145						
Travelers Insurance PO Box 660317 Dallas, TX 75266	-					6,674.68
Sheet no. <u>3</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						403,169.59

B6F (Official Form 6F) (12/07) - Cont.

In re Fox Trot Corporation

Case No. 13-52471

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. 5229		Utilities/Phone Services				336.67
Windstream Communications PO Box 9001908 Louisville, KY 40290-1908	-					
Account No.						
Account No.						
Account No.						
Account No.						
Sheet no. <u>4</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) Total (Report on Summary of Schedules)
						336.67
						695,451.43

B6G (Official Form 6G) (12/07)

In re Fox Trot Corporation

Case No. 13-52471

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Harold Roff 1332 N Cleveland Rd Lexington, KY 40509	Oral contract and lease for boarding horses
Harry Graves 365 S Cleveland Rd Lexington, KY 40515	Oral contract for growing, harvesting, and selling tobacco, corn, and soybeans and lease of real property
James Taulbee 410 Sie Shearer Rd Winchester, KY 40391	Oral contract and lease for real property to raise cattle and for selling cattle

In re Fox Trot CorporationCase No. 13-52471

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Charles Yates 6000 Sulphur Well Rd Lexington, KY 40509 Guarantor	Forcht Bank NA 2404 Sir Barton Way Lexington, KY 40509
Charles Yates 6000 Sulphur Well Rd Lexington, KY 40509 Guarantor	Farm Credit Mid-America PCA 1051 Newtown Pike #150 Lexington, KY 40511
Estill County Energy Partners LLC 6000 Sulphur Well Road Lexington, KY 40509 Joint Debtor	Poplar Ridge Enterprises Inc c/o Dell Jagers 305 Old Coach Rd Nicholasville, KY 40356
Fox Trot Properties LLC 6000 Sulphur Well Rd Lexington, KY 40509 Joint Debtor	Poplar Ridge Enterprises Inc c/o Dell Jagers 305 Old Coach Rd Nicholasville, KY 40356
Fuel Recovery Partners LLC 5996 Sulphur Well Road Lexington, KY 40509 Joint Debtor	Poplar Ridge Enterprises Inc c/o Dell Jagers 305 Old Coach Rd Nicholasville, KY 40356
Jacquelyn D Yates 6000 Sulphur Well Rd Lexington, KY 40509 Guarantor	Forcht Bank NA 2404 Sir Barton Way Lexington, KY 40509
Jacquelyn D Yates 6000 Sulphur Well Rd Lexington, KY 40509 Guarantor	Farm Credit Mid-America PCA 1051 Newtown Pike #150 Lexington, KY 40511

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

**United States Bankruptcy Court
Eastern District of Kentucky**In re Fox Trot Corporation

Debtor(s)

Case No. 13-52471Chapter 11**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 21 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date November 8, 2013Signature /s/ Jacquelyn D YatesJacquelyn D Yates
President

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

B7 (Official Form 7) (04/13)

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

In re Fox Trot Corporation

Debtor(s)

Case No. 13-52471

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, 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).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

\$239,079.01

SOURCE

(i) farm operations, (ii) ownership and operation of Fox Trot Properties, LLC, and (iii) Lease property/Rents, 01/01/2013 - 10/12/2013

\$538,043.00

(i) farm operations, (ii) ownership and operation of Fox Trot Properties, LLC, and (iii) Lease property/Rents, 2012

\$222,993.74

(i) farm operations, (ii) ownership and operation of Fox Trot Properties, LLC, and (iii) Lease property/Rents, 2011

B7 (Official Form 7) (04/13)

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2. Income other than from employment or operation of business

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Duane Cook & Associates PLC 135 N Broadway Georgetown, KY 40324	10/11/2013	\$15,000.00	\$3,602.71

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Jacquelyn D. Yates 6000 Sulphur Well Rd Lexington, KY 40509 Sole Shareholder and President	09/09/2013, 09/06/2013, 08/12/2013, 08/07/2013, 07/05/2013, 06/13/2013, 06/03/2013, 05/10/2013, 04/19/2013, 04/11/2013, 03/22/2013, 02/22/2013, 02/12/2013, 02/07/2013, 01/30/2013, 01/10/2013, 11/01/2012	\$31,800.00	\$104,988.52

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B7 (Official Form 7) (04/13)

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4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Forcht Bank, N.A. v. Fox Trot Corporation, Jacquelyn D. Yates, Charles Yates, and Fayette Co. Kentucky, 10-CI-06065	Foreclosure	Fayette County KY Circuit Court	Agreed Judgment, Counterclaims on appeal
Farm Credit Mid-America, PCA v. Fox Trot Corporation, Jacquelyn D. Yates, Charles E. Yates, and Forcht Bank, N.A., 13-CI-00053	Foreclosure	Fayette County KY Circuit Court	Judgment

- None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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B7 (Official Form 7) (04/13)

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8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Frost Brown Todd LLC 250 West Main Street Suite 2800 Lexington, KY 40507	10/11/2013	25,000.00

10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Jerry L. Miller 1175 Grimes Mill Rd Lexington, KY 40515 Secured Creditor	10/10/2013	Security interest in 49% of the ownership interest in Fox Trot Properties, LLC plus 50% of net cash flow for Fox Trot Properties, LLC until note paid

- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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B7 (Official Form 7) (04/13)

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12. Safe deposit boxes

- None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Fox Trot Properties, LLC	45-4660726	6000 Sulphur Well Road Lexington, KY 40509	lessor of certain real property	07/2001 to present
Calla Energy Holding, LLC	26-1445490	6000 Sulphur Well Road Lexington, KY 40509	Development of power plant project	05/2002 to present

- None ☐ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

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NAME AND ADDRESS

David Beck
P.O. Box 21798
Lexington, KY 40522

DATES SERVICES RENDERED

2000 to present

Jocelyn Yates Westerman
5996 Sulphur Well Road
Lexington, KY 40509

01/01/2010 to present

None

☐

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

Jocelyn Yates Westerman

ADDRESS

5996 Sulphur Well Road
Lexington, KY 40509

DATES SERVICES RENDERED

01/01/2010 to present

David Beck

P.O. Box 21798
Lexington, KY 40522

2000 to present

None

☐

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

Jocelyn Yates Westerman
01/01/2010 to present

ADDRESS

5996 Sulphur Well Road
Lexington, KY 40509

David Beck

P.O. Box 21798
Lexington, KY 40522

2000 to present

None

☒

d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

20. Inventories

None

☒

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

None

☒

b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS

21. Current Partners, Officers, Directors and Shareholders

None

☒

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

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- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Jacquelyn D. Yates 6000 Sulphur Well Rd Lexington, KY 40509	Sole Shareholder and President	100% ownership
Charles Yates 6000 Sulphur Well Road Lexington, KY 40509	CEO	No Ownership

22 . Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
See attached list		

24. Tax Consolidation Group.

- None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

- None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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* * * * *

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date November 8, 2013

Signature /s/ Jacquelyn D Yates

Jacquelyn D Yates
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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

Attachment to SOFA 23
Payments for on or on behalf of Insiders

Payments for or on behalf of Jacquelyn Yates and Charles Yates

Anthem	11/1/2012	\$2,381.18
Anthem	12/4/2012	\$2,381.18
Anthem	1/3/2013	\$2,381.18
Anthem	2/4/2013	\$2,381.18
Anthem	3/4/2013	\$2,381.18
Anthem	4/2/2013	\$2,381.18
Anthem	4/30/2013	\$2,381.18
Anthem	6/4/2013	\$2,424.82
Anthem	7/1/2013	\$2,424.82
Anthem	8/1/2013	\$2,424.82
Audiology Ass.	12/21/2012	\$4,800.00
Cash Withdrawal 2012		\$260.00
Cash Witdrawal 2013		\$190.00
CVS	1/14/2013	\$282.96
CVS	2/7/2013	\$138.00
CVS	4/10/2013	\$29.76
CVS	6/24/2013	\$189.91
Dish Network	4/11/2013	\$421.14
Grundy National Bank	10/26/2012	\$3,481.55
Grundy National Bank	11/23/2012	\$3,481.55
Grundy National Bank	12/21/2012	\$3,481.55
Grundy National Bank	1/25/2013	\$3,481.55
Grundy National Bank	3/1/2013	\$3,481.55
Grundy National Bank	3/29/2013	\$3,481.55
Grundy National Bank	4/30/2013	\$3,481.55
Grundy National Bank	5/30/2013	\$3,481.55
Grundy National Bank	6/24/2013	\$3,481.55
Grundy National Bank	7/30/2013	\$3,481.55
Grundy National Bank	9/3/2013	\$3,481.55
Harley Davidson Repairs	7/10/2013	\$1,749.09
Paul Miller Ford Repair	11/6/2012	\$1,470.00
Windstream	10/18/2012	\$89.99
Windstream	11/14/2012	\$90.20
Windstream	12/7/2012	\$90.46
Windstream	1/11/2013	\$90.46
Windstream	2/7/2013	\$92.40
Windstream	3/14/2013	\$92.40
Windstream	4/19/2013	\$90.20
Windstream	7/18/2013	\$90.14
Windstream	9/9/2013	\$100.56

Woodman of the World	11/23/2012	\$221.00
Woodman of the World	12/21/2012	\$112.38
State Farm	10/30/2012	\$238.02
State Farm	11/29/2012	\$238.02
State Farm	12/31/2012	\$238.02
State Farm	1/29/2013	\$238.02
State Farm	3/1/2013	\$238.02
State Farm	3/29/2013	\$238.02
State Farm	4/30/2013	\$238.02
State Farm	5/28/2013	\$238.02
State Farm	6/28/2013	\$224.81
State Farm	7/29/2013	\$224.81
State Farm	8/29/2013	\$224.81
State Farm	10/2/2013	\$224.81
Kentucky American Water	10/26/2012	\$93.00
Kentucky American Water	11/19/2012	\$96.51
Kentucky American Water	12/21/2012	\$117.97
Kentucky American Water	1/18/2013	\$113.67
Kentucky American Water	2/22/2013	\$100.80
Kentucky American Water	3/22/2013	\$61.44
Kentucky American Water	4/19/2013	\$57.88
Kentucky American Water	6/12/2013	\$70.73
Kentucky American Water	7/11/2013	\$113.36
Kentucky American Water	8/9/2013	\$127.59
Kentucky American Water	9/9/2013	\$46.91
Kentucky Utilities	10/19/2012	\$346.33
Kentucky Utilities	11/14/2012	\$328.03
Kentucky Utilities	12/14/2012	\$344.82
Kentucky Utilities	1/24/2013	\$443.80
Kentucky Utilities	3/7/2013	\$468.45
Kentucky Utilities	4/11/2013	\$403.74
Kentucky Utilities	5/2/2013	\$384.73
Kentucky Utilities	6/10/2013	\$342.93
Kentucky Utilities	6/24/2013	\$476.69
Kentucky Utilities	8/10/2013	\$566.73
Kentucky Utilities	9/9/2013	\$509.84
Kentucky Utilities	10/11/2013	\$764.51
Traveller's Insurance	4/23/2013	\$1,000.00
Traveller's Insurance	6/24/2013	\$1,000.00
Traveller's Insurance	9/25/2013	\$1,000.00
Verizon	10/12/2012	\$127.98
Verizon	10/30/2012	\$128.37
Verizon	12/7/2012	\$128.37
Verizon	1/11/2013	\$128.37

Verizon	1/31/2013	\$21.50
Verizon	3/7/2013	\$50.43
Verizon	4/11/2013	\$45.91
Verizon	5/20/2013	\$48.03
Verizon	6/12/2013	\$48.13
Verizon	7/18/2013	\$50.54
Verizon	9/10/2013	\$57.35
Verizon	10/11/2013	\$48.33
Chase Mastercard	9/26/2013	\$260.00
Chase Mastercard	8/27/2013	\$260.00
Chase Mastercard	7/18/2013	\$296.00
Chase Mastercard	6/24/2013	\$284.00
Chase Mastercard	5/17/2013	\$140.00
Chase Mastercard	4/19/2013	\$251.00
Chase Mastercard	3/21/2013	\$261.00
Chase Mastercard	2/14/2013	\$258.00
Chase Mastercard	1/17/2013	\$253.00
Chase Mastercard	11/19/2013	\$500.00
Chase Mastercard	10/25/2013	\$165.00
Chase Visa	9/8/2013	\$171.00
Chase Visa	8/9/2013	\$151.03
Chase Visa	7/11/2013	\$200.00
Chase Visa	6/10/2013	\$170.00
Chase Visa	4/6/2013	\$130.00
Chase Visa	3/5/2013	\$130.00
Chase Visa	2/5/2013	\$150.00
Chase Visa	12/10/2012	\$258.00
Chase Visa	11/19/2012	\$500.00
Chase Visa	10/19/2012	\$300.00

Payments for or on behalf of the Jacquelyn D. Yates Trust

East Kentucky Carpets	3/1/2013	\$42.36
Home Lumber Company	10/26/2012	\$803.40
Home Lumber Company	11/23/2012	\$560.70
Home Lumber Company	12/21/2012	\$321.01
Home Lumber Company	3/22/2013	\$212.85
Home Lumber Company	5/2/2013	\$575.14
Home Lumber Company	6/24/2013	\$595.83
Home Lumber Company	9/17/2013	\$420.79
Jimmie Benton	10/29/2012	\$970.00
Jimmie Benton	11/19/2012	\$1,080.00
Jimmie Benton	2/8/2013	\$1,000.00
Jimmie Benton	3/22/2013	\$2,600.00
Jimmie Benton	7/3/2013	\$3,000.00

Manufacturer Supply	10/26/2012	\$58.49
Manufacturer Supply	12/7/2012	\$33.22
Manufacturer Supply	2/8/2013	\$11.49
Manufacturer Supply	4/8/2013	\$33.54
Manufacturer Supply	6/24/2013	\$275.15
Manufacturer Supply	9/9/2013	\$194.35
Perry County Sheriff	11/30/2012	\$3,552.90

Payments for or on behalf of Jocelyn Yates Westerman

Anthem	2/6/2013	\$424.77
Anthem	3/5/2013	\$404.50
Anthem	4/3/2013	\$404.50
Anthem	5/7/2013	\$443.81
Anthem	6/10/2013	\$443.81
Anthem	7/5/2013	\$443.81
Kentucky Utilities	1/30/2013	\$250.00
Kentucky Utilities	4/19/2013	\$305.00
Kentucky Utilities	7/22/2013	\$50.00
Kentucky Utilites	7/23/2013	\$106.47
Student Loans	6/24/2013	\$389.52
Verizon	4/15/2013	\$207.73
Verizon	9/10/2013	\$188.59
Verizon	10/11/2013	\$172.95

Payments for or on behalf of the Estate of Linkous Yates

Buchanan County Insurance	10/12/2012	\$423.00
Buchanan County Insurance	3/15/2013	\$416.00
Buchanan County Insurance	6/12/2013	\$423.00
Buchanan County Treasurer	11/23/2012	\$374.96

Payments for or on behalf of Estill County Processing, LLC

Estill County Processing, LLC	8/30/2013	\$65.00
Estill County Processing, LLC	3/15/2013	\$6,400.00
Estill County Processing, LLC	2/27/2013	\$1,255.00
Estill County Processing, LLC	2/14/2013	\$4,000.00
Estill County Processing, LLC	1/31/2013	\$1,175.00
Estill County Processing, LLC	1/24/2013	\$1,000.00

United States Bankruptcy Court
Eastern District of Kentucky

In re Fox Trot Corporation

Debtor(s)

Case No. 13-52471

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>25,000.00</u>
Prior to the filing of this statement I have received	\$	<u>25,000.00</u>
Balance Due	\$	<u>0.00</u>

2. \$ 1,213.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

4. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

5. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

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

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.

Dated: November 8, 2013

/s/ Adam R. Kegley

Adam R. Kegley
Frost Brown Todd LLC
Lexington Financial Center
250 West Main Street, Suite 2800
Lexington, KY 40507-1749
859-231-0000 Fax: 859-231-0011