

B1 (Official Form 1)(04/13)

**United States Bankruptcy Court  
Western District of Tennessee, Western Division**

**Voluntary Petition**

|  |  |
|--|--|
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>Worley Brothers Scrap Iron &amp; Metal, Inc.</b>  | 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):<br><b>AW B&amp;B Recyled Auto Parts; AW Worley Enterprises; AW Southside Auto Parts; AW Worley Auto Parts; AW Complete Auto Parts</b> | 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)<br><b>51-0546660</b>   | 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):<br><b>1554 Thomas Street<br/>Memphis, TN</b><br><div style="text-align: right; margin-top: 5px;">                     ZIP Code<br/> <b>38107</b> </div>                      | Street Address of Joint Debtor (No. and Street, City, and State):<br><br><div style="text-align: right; margin-top: 5px;">                     ZIP Code                 </div>   |
| County of Residence or of the Principal Place of Business:<br><b>Shelby</b>  | County of Residence or of the Principal Place of Business:   |
| Mailing Address of Debtor (if different from street address):<br><br><div style="text-align: right; margin-top: 5px;">                     ZIP Code                 </div>   | Mailing Address of Joint Debtor (if different from street address):<br><br><div style="text-align: right; margin-top: 5px;">                     ZIP Code                 </div> |

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

|  |   |  |
|--|---|--|
| <b>Type of Debtor</b><br>(Form of Organization) (Check one box)<br><input type="checkbox"/> Individual (includes Joint Debtors)<br><i>See Exhibit D on page 2 of this form.</i><br><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)<br><input type="checkbox"/> Partnership<br><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) | <b>Nature of Business</b><br>(Check one box)<br><input type="checkbox"/> Health Care Business<br><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)<br><input type="checkbox"/> Railroad<br><input type="checkbox"/> Stockbroker<br><input type="checkbox"/> Commodity Broker<br><input type="checkbox"/> Clearing Bank<br><input checked="" type="checkbox"/> Other | <b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)<br><input type="checkbox"/> Chapter 7<br><input type="checkbox"/> Chapter 9<br><input checked="" type="checkbox"/> Chapter 11<br><input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Chapter 13<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding |
| <b>Chapter 15 Debtors</b><br>Country of debtor's center of main interests:<br><br>Each country in which a foreign proceeding by, regarding, or against debtor is pending:  | <b>Tax-Exempt Entity</b><br>(Check box, if applicable)<br><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).  | <b>Nature of Debts</b><br>(Check one box)<br><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."<br><input checked="" type="checkbox"/> Debts are primarily business debts.  |

|  |   |
|--|---|
| <b>Filing Fee</b> (Check one box)<br><input checked="" type="checkbox"/> Full Filing Fee attached<br><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.<br><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. | <b>Chapter 11 Debtors</b><br>Check one box:<br><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).<br><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br>Check if:<br><input 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).<br>Check all applicable boxes:<br><input type="checkbox"/> A plan is being filed with this petition.<br><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**

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 type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 50-99 | <input type="checkbox"/> 100-199 | <input type="checkbox"/> 200-999 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> 25,001-50,000 | <input type="checkbox"/> 50,001-100,000 | <input type="checkbox"/> OVER 100,000 |
|-------------------------------|---|----------------------------------|----------------------------------|--------------------------------------|---------------------------------------|--|--|---|---------------------------------------|

Estimated Assets

|   |  |   |   |  |   |  |   |   |  |
|---|--|---|---|--|---|--|---|---|--|
| <input checked="" type="checkbox"/> \$0 to \$50,000 | <input type="checkbox"/> \$50,001 to \$100,000 | <input type="checkbox"/> \$100,001 to \$500,000 | <input type="checkbox"/> \$500,001 to \$1 million | <input type="checkbox"/> \$1,000,001 to \$10 million | <input type="checkbox"/> \$10,000,001 to \$50 million | <input type="checkbox"/> \$50,000,001 to \$100 million | <input type="checkbox"/> \$100,000,001 to \$500 million | <input type="checkbox"/> \$500,000,001 to \$1 billion | <input type="checkbox"/> More than \$1 billion |
|---|--|---|---|--|---|--|---|---|--|

Estimated Liabilities

|  |  |   |   |   |   |  |   |   |  |
|--|--|---|---|---|---|--|---|---|--|
| <input type="checkbox"/> \$0 to \$50,000 | <input type="checkbox"/> \$50,001 to \$100,000 | <input type="checkbox"/> \$100,001 to \$500,000 | <input type="checkbox"/> \$500,001 to \$1 million | <input checked="" type="checkbox"/> \$1,000,001 to \$10 million | <input type="checkbox"/> \$10,000,001 to \$50 million | <input type="checkbox"/> \$50,000,001 to \$100 million | <input type="checkbox"/> \$100,000,001 to \$500 million | <input type="checkbox"/> \$500,000,001 to \$1 billion | <input type="checkbox"/> More than \$1 billion |
|--|--|---|---|---|---|--|---|---|--|

THIS SPACE IS FOR COURT USE ONLY

|   |   |   |  |
|---|---|---|--|
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case)</i>   |   | Name of Debtor(s):<br><b>Worley Brothers Scrap Iron &amp; Metal, Inc.</b> |  |
| <b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)   |   |   |  |
| Location Where Filed: <b>- None -</b>   | Case Number:  | Date Filed:   |  |
| Location Where Filed:   | Case Number:  | Date Filed:   |  |
| <b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)  |   |   |  |
| Name of Debtor:<br><b>- None -</b>  | Case Number:  | Date Filed:   |  |
| District:   | Relationship:   | Judge:  |  |
| <b>Exhibit A</b><br><br>(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.)<br><br><input type="checkbox"/> Exhibit A is attached and made a part of this petition.  | <b>Exhibit B</b><br><small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small><br>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).<br><br><b>X</b> _____<br>Signature of Attorney for Debtor(s) (Date) |   |  |
| <b>Exhibit C</b>  |   |   |  |
| 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?<br><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.<br><input checked="" type="checkbox"/> No.  |   |   |  |
| <b>Exhibit D</b>  |   |   |  |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)<br><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.<br>If this is a joint petition:<br><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.   |   |   |  |
| <b>Information Regarding the Debtor - Venue</b><br>(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.<br><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.<br><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. |   |   |  |
| <b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b><br>(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<br><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.<br><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).  |   |   |  |

|   |  |
|---|--|
| <p><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>  | <p>Name of Debtor(s):<br/><b>Worley Brothers Scrap Iron &amp; Metal, Inc.</b></p>  |
| <b>Signatures</b>   |  |
| <p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.<br/>[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.<br/>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> _____<br/>Signature of Debtor</p> <p><b>X</b> _____<br/>Signature of Joint Debtor</p> <p>_____<br/>Telephone Number (If not represented by attorney)</p> <p>_____<br/>Date</p> | <p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p><b>X</b> _____<br/>Signature of Foreign Representative</p> <p>_____<br/>Printed Name of Foreign Representative</p> <p>_____<br/>Date</p>   |
| <p style="text-align: center;"><b>Signature of Attorney*</b></p> <p><b>X</b> <u>/s/ Steven N. Douglass</u><br/>Signature of Attorney for Debtor(s)</p> <p><u>Steven N. Douglass 9770</u><br/>Printed Name of Attorney for Debtor(s)</p> <p><u>Harris Shelton Hanover Walsh, PLLC</u><br/>Firm Name</p> <p><u>One Commerce Square, Suite 2700</u><br/><u>Memphis, TN 38103-2555</u></p> <p>_____<br/>Address</p> <p><u>(901) 525-1455 Fax: (901) 526-4084</u><br/>Telephone Number</p> <p><u>June 20, 2014</u><br/>Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>  | <p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____<br/>Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____<br/>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>_____<br/>Address</p> <p><b>X</b> _____<br/>Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>_____<br/>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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.</i></p> |
| <p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> <u>/s/ Johnny Worley</u><br/>Signature of Authorized Individual</p> <p><u>Johnny Worley</u><br/>Printed Name of Authorized Individual</p> <p>_____<br/>Title of Authorized Individual</p> <p><u>June 20, 2014</u><br/>Date</p>   |  |

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
Western District of Tennessee, Western Division**

In re Worley Brothers Scrap Iron & Metal, Inc.

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> |
| <b>Advantage Companies, LLC<br/>c/o Mary Lee Brown, Esq.<br/>2540 Highway 51 South<br/>PO Box 276<br/>Hernando, MS 38632-0276</b> | <b>Advantage Companies, LLC<br/>c/o Mary Lee Brown, Esq.<br/>2540 Highway 51 South<br/>Hernando, MS 38632-0276</b>   |   |  | <b>104,000.00</b>   |
| <b>Capital One<br/>275 Broadhollow Road<br/>Melville, NY 11747</b>  | <b>Capital One<br/>275 Broadhollow Road<br/>Melville, NY 11747</b>   |   |  | <b>225,000.00</b>   |
| <b>City of Memphis<br/>City Treasury Office<br/>125 N. Main, Room 375<br/>Memphis, TN 38103</b>                                   | <b>City of Memphis<br/>City Treasury Office<br/>125 N. Main, Room 375<br/>Memphis, TN 38103</b>  | <b>Real Estate Taxes</b>  |  | <b>118,061.90</b>   |
| <b>City of Memphis<br/>City Treasury Office<br/>125 N. Main, Room 375<br/>Memphis, TN 38103</b>                                   | <b>City of Memphis<br/>City Treasury Office<br/>125 N. Main, Room 375<br/>Memphis, TN 38103</b>  | <b>Personality Taxes</b>  |  | <b>151,850.83</b>   |
| <b>Federal Tax Lien</b>   | <b>Federal Tax Lien</b>  | <b>941 tax</b>  |  | <b>530,013.15</b>   |
| <b>First Bank<br/>6401 Poplar Ave., Ste. 608<br/>Memphis, TN 38119</b>  | <b>First Bank<br/>6401 Poplar Ave., Ste. 608<br/>Memphis, TN 38119</b>   |   |  | <b>1,962,150.58</b><br><b>(0.00 secured)</b>                      |
| <b>First Tennessee Bank<br/>POB 31<br/>Memphis, TN 38101-0031</b>   | <b>First Tennessee Bank<br/>POB 31<br/>Memphis, TN 38101-0031</b>  |   |  | <b>1,556,272.92</b><br><b>(0.00 secured)</b>                      |
| <b>Internal Revenue Service<br/>941 Payroll Taxes<br/>22 N. Front St, Ste. 421 MDP<br/>69<br/>Memphis, TN 38103</b>               | <b>Internal Revenue Service<br/>941 Payroll Taxes<br/>22 N. Front St, Ste. 421 MDP 69<br/>Memphis, TN 38103</b>  | <b>4th Q 2012<br/>1st-4th Q 2013<br/>1st-2nd Q 2014<br/>Half is Trustfund</b> |  | <b>967,726.69</b>   |
| <b>LFM, Beltz Enterprises<br/>Accounts Receivable<br/>PO Box 3661<br/>Memphis, TN 38173-0661</b>                                  | <b>LFM, Beltz Enterprises<br/>Accounts Receivable<br/>PO Box 3661<br/>Memphis, TN 38173-0661</b>   |   |  | <b>139,507.87</b>   |
| <b>LFM, Beltz Enterprises<br/>Accounts Receivable<br/>PO Box 3661<br/>Memphis, TN 38173-0661</b>                                  | <b>LFM, Beltz Enterprises<br/>Accounts Receivable<br/>PO Box 3661<br/>Memphis, TN 38173-0661</b>   |   |  | <b>139,507.87</b>   |

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

In re Worley Brothers Scrap Iron & Metal, Inc.  
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> |
| <b>Malvern Bank<br/>1 Money Place<br/>Malvern, AR 72104</b>   | <b>Malvern Bank<br/>1 Money Place<br/>Malvern, AR 72104</b>  |   |  | <b>135,000.00</b>   |
| <b>Shelby County Trustee<br/>P.O. Box 2751<br/>Memphis, TN 38101-2751</b>   | <b>Shelby County Trustee<br/>P.O. Box 2751<br/>Memphis, TN 38101-2751</b>  | <b>Real Estate Taxes</b>  |  | <b>121,480.06</b>   |
| <b>Shelby County Trustee<br/>P.O. Box 2751<br/>Memphis, TN 38101-2751</b>   | <b>Shelby County Trustee<br/>P.O. Box 2751<br/>Memphis, TN 38101-2751</b>  | <b>Personality Taxes</b>  |  | <b>209,793.00</b>   |
| <b>TCF Equipment Finance<br/>11100 Wayzata Boulevard,<br/>Suite 801<br/>Hopkins, MN 55305</b>   | <b>TCF Equipment Finance<br/>11100 Wayzata Boulevard, Suite 801<br/>Hopkins, MN 55305</b>  |   |  | <b>178,900.00</b><br><b>(0.00 secured)</b>                        |
| <b>Tennessee Department of<br/>Labor &amp;<br/>Workforce Dev.-Memphis<br/>Area Tax Office<br/>1309 Poplar Avenue<br/>Memphis, TN 38104-2006</b> | <b>Tennessee Department of Labor &amp;<br/>Workforce Dev.-Memphis Area Tax<br/>Office<br/>1309 Poplar Avenue<br/>Memphis, TN 38104-2006</b>                            |   |  | <b>173,079.45</b>   |
| <b>The Regional Medical Center<br/>877 Jefferson AG12<br/>Memphis, TN 38103-2897</b>  | <b>The Regional Medical Center<br/>877 Jefferson AG12<br/>Memphis, TN 38103-2897</b>   | <b>Claim 140106</b>   |  | <b>333,460.62</b>   |
| <b>Wells Fargo<br/>PO Box 202902<br/>Dallas, TX 75320-2902</b>  | <b>Wells Fargo<br/>PO Box 202902<br/>Dallas, TX 75320-2902</b>   |   |  | <b>250,000.00</b><br><b>(0.00 secured)</b>                        |
| <b>Wells Fargo Equipment<br/>Finance, Inc.<br/>733 Marquette Avenue<br/>Suite 700<br/>Minneapolis, MN 55402</b>                                 | <b>Wells Fargo Equipment Finance, Inc.<br/>733 Marquette Avenue<br/>Suite 700<br/>Minneapolis, MN 55402</b>  | <b>Shredder</b>   |  | <b>1,718,000.00</b>   |
| <b>Whitehead Oil Company, Inc.<br/>1221 Riverside Blvd.<br/>Memphis, TN 38113</b>   | <b>Whitehead Oil Company, Inc.<br/>1221 Riverside Blvd.<br/>Memphis, TN 38113</b>  |   |  | <b>159,068.41</b>   |
| <b>WJ Rogers Auto Parts<br/>7555 Star Landing Road<br/>Lake Cormorant, MS 38641</b>   | <b>WJ Rogers Auto Parts<br/>7555 Star Landing Road<br/>Lake Cormorant, MS 38641</b>  |   |  | <b>83,791.13</b>  |

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

In re Worley Brothers Scrap Iron & Metal, Inc.  
Debtor(s)

Case No. \_\_\_\_\_

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

(Continuation Sheet)

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

I, the 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 June 20, 2014

Signature /s/ Johnny Worley  
Johnny Worley

*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.

ADS Security  
PO Box 2252  
Birmingham, AL 35246-0034

ADT Security Services  
PO Box 371878  
Pittsburgh, PA 15250-7878

Advance Systems  
3550 Covington Pike, Ste. 105  
Memphis, TN 38128

Advantage Companies, LLC  
c/o Mary Lee Brown, Esq.  
2540 Highway 51 South  
PO Box 276  
Hernando, MS 38632-0276

Berkley Insurance  
PO Box 59143  
Minneapolis, MN 55459-0143

Best Wade Petroleum, Inc.  
P.O. Box 566  
Ripley, TN 38063

Bruck Brooke  
254 Court Ave., Ste. 300  
Memphis, TN 38103

C&C Supply  
PO Box 402  
Henning, TN 38041

Capital One  
275 Broadhollow Road  
Melville, NY 11747

Caterpillar Financial Services Corp.  
2120 West End Avenue  
POB 340001  
Nashville, TN 37203-0001

City of Memphis  
City Treasury Office  
125 N. Main, Room 375  
Memphis, TN 38103

City of Memphis Ambulance  
PO Box 1000  
Dept 939  
Memphis, TN 38148

Commercial Forms  
PO Box 1859  
Gillett, TX 78116-5659

Communications Systems, Inc.  
3276 Commercial Parkway  
Memphis, TN 38186

Cummins MidSouth LLC  
PO Box 842316  
Dallas, TX 75284-2316

Downtown Tire & Automotive  
455 Union Avenue  
Memphis, TN 38103

Encore Propane  
31 Amy Lane  
Byhalia, MS 38611

Estate of Virginia Spears  
6912 Poplar Ave  
Germantown, TN 38138

Farrell-Calhoun Paint  
POB 1000 Dept. 473  
Memphis, TN 38148

Farris Bobango Branan PLC  
999 S. Shady Grove Rd., Ste 500  
Memphis, TN 38120

Federal Tax Lien

First Bank  
6401 Poplar Ave., Ste. 608  
Memphis, TN 38119

First Insurance Funding Corp.  
8075 Innovation Way  
Chicago, IL 60682

First Tennessee Bank  
POB 31  
Memphis, TN 38101-0031

Grose Fire Protection  
5320 Highway 70  
P. O. Box 429  
Mason, TN 38049

H&E Equipment  
PO Box 849850  
Dallas, TX 75284



Hagar Oil  
PO Box 1429  
Jasper, AL 35502

Heavy Machines  
Dept 2261, PO Box 11407  
Birmingham, AL 35246-2261

Industrial Crane  
2670 Fite Road  
Memphis, TN 38127

Internal Revenue Service  
941 Payroll Taxes  
22 N. Front St, Ste. 421 MDP 69  
Memphis, TN 38103

JanPro  
PO Box 1844, Dept E-5  
Memphis, TN 38101-1844

Jeremy Corbett  
c/o J. Keith Pearson, Esq.  
428 Lamar Blvd., Ste. 108  
Oxford, MS 38655

Johnny Worley

LFM, Beltz Enterprises  
Accounts Receivable  
PO Box 3661  
Memphis, TN 38173-0661

Lonny Worley

Loomis

Malvern Bank  
1 Money Place  
Malvern, AR 72104

Mantek  
PO Box 971269  
Dallas, TX 75397-1269

MegaPath  
Dept 0324, PO Box 120324  
Dallas, TX

Memphis Scaleworks  
PO Box 16726  
Memphis, TN 38186

Mississippi Department of Revenue  
PO Box 1033  
Jackson, MS 39215-1033

Myers Tire Supply  
24377 Network Place  
Chicago, IL 60673-1243

OmniSource  
c/o Thomas M. Kimbrough, Esq.  
215 E. Berry Street  
Fort Wayne, IN 46802

Quitman County  
Betty Nubbie  
220 Chestnut, Ste. 1  
Marks, MS 38646

Rick Harris, CPA  
5050 Poplar Ave., Ste. 508  
Memphis, TN 38157

Riverside Park Marina  
1875 McKellar Lake Drive  
Memphis, TN 38109

Rogers Entomological Services  
PO Box 660  
Cleveland, MS 38732

Safety Quip  
4950 Getwell  
Memphis, TN 38118

Sean Watters  
2068 Stephen Girard  
New Orleans, LA 70122

Service First  
1886 C East Brooks Road  
Memphis, TN 38116

Shelby County Trustee  
P.O. Box 2751  
Memphis, TN 38101-2751

Stanley  
Dept CH 10651  
Palatine, IL 60055

Steepleton Tire Co.  
P.O. Box 90  
Memphis, TN 38101

TCF Equipment Finance  
11100 Wayzata Boulevard, Suite 801  
Hopkins, MN 55305

Tennessee Department of Labor &  
Workforce Dev.-Memphis Area Tax Office  
1309 Poplar Avenue  
Memphis, TN 38104-2006

Tennessee Department of Revenue  
ATTN Wanda Norris  
3150 Appling Road  
Bartlett, TN 38133-3994

Tennessee Dept of Revenue  
ATTN Wanda Norris  
3150 Appling Rd  
Memphis, TN 38133-3994

The City of Munford  
1397 Munford Ave  
Munford, TN 38058

The Regional Medical Center  
877 Jefferson AG12  
Memphis, TN 38103-2897

Thompson CAT  
1245 Bridgeston Blvd  
La Vergne, TN 37086

Tipton County Trustee  
P. O. Box 487  
Covington, TN 38019

Trainor  
2720 River Road  
Des Plaines, IL 60018-4106

Tri-State Truck Center, Inc.  
494 E. H. Crump Blvd.  
POB 405  
Memphis, TN 38101

Trowanna Broadnax  
4211 Lansdwone Drive  
Memphis, TN 38128

Wells Fargo  
PO Box 202902  
Dallas, TX 75320-2902

Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue  
Suite 700  
Minneapolis, MN 55402

Whitehead Oil Company, Inc.  
1221 Riverside Blvd.  
Memphis, TN 38113

WJ Rogers Auto Parts  
7555 Star Landing Road  
Lake Cormorant, MS 38641

Yellow Pages  
PO Box 5010  
Carol Stream, IL 60197-5010

Zurich North America  
PO Box 4664  
Carol Stream, IL 60197-4664

**United States Bankruptcy Court  
Western District of Tennessee, Western Division**

In re Worley Brothers Scrap Iron & Metal, Inc.  
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 Worley Brothers Scrap Iron & Metal, Inc. 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:

**Johnny Worley**

\_\_\_\_\_  
**Lonny Worley**

None [*Check if applicable*]

**June 20, 2014**

Date

**/s/ Steven N. Douglass**

**Steven N. Douglass 9770**

Signature of Attorney or Litigant

Counsel for Worley Brothers Scrap Iron & Metal, Inc.

**Harris Shelton Hanover Walsh, PLLC**

**One Commerce Square, Suite 2700**

**Memphis, TN 38103-2555**

**(901) 525-1455 Fax:(901) 526-4084**