

United States Bankruptcy Court
Western District of North Carolina

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Caffell Enterprises, Inc.	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): Geppetto Kitchens	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): EIN: 56-1455864	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) 160 Executive Drive Rutherfordton, NC ZIPCODE 28139	Street Address of Joint Debtor (No. and Street, City, and State) ZIPCODE
County of Residence or of the Principal Place of Business: Rutherford	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIPCODE	Mailing Address of Joint Debtor (if different from street address): ZIPCODE
Location of Principal Assets of Business Debtor (if different from street address above): ZIPCODE	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <u>Manufacturing</u> Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check one box: Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business as defined in 11 U.S.C. § 101(51D) Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). ----- Check all applicable boxes <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1000-5000 <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 type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" 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	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Document Page 2 of 26 Name of Debtor(s): Caffell Enterprises, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: NONE	Case Number:	Date Filed:	
Location Where Filed: N.A.	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: NONE	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) Date</p>	
<p style="text-align: center;">Exhibit C</p> <p>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?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No</p>			
<p style="text-align: center;">Exhibit D</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.</p>			
<p style="text-align: center;">Information Regarding the Debtor - Venue (Check any applicable box)</p> <p><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.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><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 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.</p>			
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)</p> <p><input type="checkbox"/> Landlord has a judgment for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: center;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: center;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable non bankruptcy 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</p> <p><input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).</p>			

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

Name of Debtor(s):

Caffell Enterprises, Inc.

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

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

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

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only **one** box.)☐

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

☐

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

X

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

(Date)

Signature of Attorney***X**

/s/ Travis W. Moon

Signature of Attorney for Debtor(s)

TRAVIS W. MOON 3067

Printed Name of Attorney for Debtor(s)

HAMILTON MOON STEPHENS STEELE & MARTIN, PLLC

Firm Name

201 S. College Street, Suite 2020

Address

Charlotte, NC 28244704-344-1117

Telephone Number

Date

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Harold Caffell

Signature of Authorized Individual

HAROLD CAFFELL

Printed Name of Authorized Individual

President

Title of Authorized Individual

Date

Signature of Non-Attorney Petition Preparer

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

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

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

Address

X

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

**UNITED STATES BANKRUPTCY COURT
Western District of North Carolina**

In re Caffell Enterprises, Inc.,
Debtor

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 and 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>

Carolina First Payment Services PO Box 100201 Columbia, SC 29202-3201		2,535,446.77 Collateral FMV 437,390.00
Conestoga PO Box 8538-331 Philadelphia, PA 19171-0331		352,246.00
A&M Supply 3300-H Woodpark Blvd. Charlotte, NC 28206		245,000.00

(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>

Carolina First Payment Services PO Box 100201 Columbia, SC 29202-3201	243,917.43 Collateral FMV 29,100.00
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Carolina First Payment Services PO Box 100201 Columbia, SC 29202-3201	133,500.00
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A&M Supply 3300-H Woodpark Blvd. Charlotte, NC 28206	96,178.26
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Criterion Sales Group, LLC 4540 Forest Cove Road Belmont, NC 28012	59,090.51
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Advanta Card PO Box 8088 Philadelphia, PA 19101-8088	23,334.95
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Sherwin Williams 3800 I Woodpack Blvd. Charlotte, NC 28206	22,695.66
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GMAC Payment Processing Center PO Box 78369 Phoenix, AZ 85062-8369	18,337.99
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(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>

Alpine Sales, Inc. 15,937.16
9650 Mill Field Road
Columbia, SC
29223-7129

Carolina First 14,329.44
Payment Services
PO Box 100201
Columbia, SC
29202-3201

Michael A. Gray 13,393.33
PO Box 944
Rutherfordton, NC
28139

Alpine Sales, Inc. 10,615.81
9650 Mill Field Road
Columbia, SC
29223-7129

KPF Corp. 9,313.27
74 Stetson Drive
Marlboro, MA 01752

Staples 8,684.11
Dept. 51-7817586042
Staples Credit Plan
PO Box 689020
Des Moines, IA 50368

Atchley Construction 7,264.00
Co.
228 Callahan Koon
Road
Spindale, NC 28160

Companion Property & 6,024.51
Casualty
PO Box 6000
Columbia, SC
29260-6000

(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>

Northern Countours PO Box 71-4975 Columbus, OH 43271-4975	5,774.85
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ULINE 2200 S. Lakeside Drive Waukegan, IL 60085	5,446.29
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, [the president or other officer or an authorized agent of the corporation] named as debtor in this case, declare under penalty of perjury that I have read the foregoing LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS and that it is true and correct to the best of my information and belief.

Date _____

Signature /s/ Harold Caffell
HAROLD CAFFELL,
President

CORPORATE RESOLUTION

I, the undersigned, being the President of Caffell Enterprises, Inc., a North Carolina corporation (the "Company") having a corporate headquarters located at 160 Executive Drive, Rutherfordton, NC 28139, do hereby adopt the following resolutions by signing below to consent to action without holding a formal meeting of the Board of the Company:

RESOLVED, that the filing by the Company of a petition for relief under chapter 11 of title 11, United States Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Western District of North Carolina is approved; and it is

FURTHER RESOLVED, that the officers of the Company are authorized, empowered, and directed to execute on behalf of the Company a petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Western District of North Carolina, and any affidavits, forms, schedules, application or any other pleadings or documents which are necessary or appropriate, including debtor-in-possession financing arrangements; and it is

FURTHER RESOLVED, that the retention on behalf of the Company of the law firm of Hamilton Moon Stephens Steele & Martin, PLLC, upon such terms and conditions as the officers of the Company shall approve, to render legal services to, and to represent the Company in connection with such chapter 11 proceedings and other related matters in connection therewith, is authorized and approved; and it is

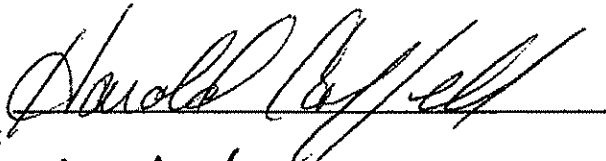
FURTHER RESOLVED, that any of the officers of the Company are each severally authorized to retain on behalf of the Company such other professionals as the officers of the Company deem necessary or appropriate, upon such terms and conditions as the officers of the Company shall approve, to render services to the Company in connection with such chapter 11 proceedings and with respect to other related matters in connection therewith; and it is

FURTHER RESOLVED, that any of the officers of the Company are authorized, empowered, and directed to take any and all further action and to execute and deliver any and all such further instruments and documents and to pay all such expenses (subject to bankruptcy court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

FURTHER RESOLVED, that all actions taken by the officers of the Company prior to the date hereof in connection with the reorganization of the Company or any matter related thereto, or by virtue of these resolutions, are hereby in all respects ratified, confirmed, and approved.

Dated: Charlotte, North Carolina
July __, 2010

By:
Name:
Title:


President

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
(Shelby Division)

In re:) Chapter 11
)
CAFFELL ENTERPRISES, INC.) 10-_____
)
Debtor.)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rules of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Caffell Enterprises, Inc. in the above-captioned action, certifies that no corporation directly or indirectly owns 10% or more of any class of the corporation's interests.

Dated: Charlotte, North Carolina
July 20, 2010

HAMILTON MOON STEPHENS STEELE
& MARTIN, PLLC

/s/ Travis W. Moon
Travis W. Moon (Bar No. 3067)
Richard S. Wright (Bar No. 24622)
2020 Charlotte Plaza
201 South College Street
Charlotte, North Carolina 28244-2020
Telephone: (704) 344-1117
Counsel for Debtor

A&M Supply
3300-H Woodpark Blvd.
Charlotte, NC 28206

A&M Supply
3300-H Woodpark Blvd.
Charlotte, NC 28206

Action Bolt & Supply, Inc
1623 Cedar Line Drive
Rock Hill, SC 29732

Advanta Card
PO Box 8088
Philadelphia, PA 19101-8088

Air Power Inc.
PO Box 5406
High Point, NC 27262

All Bright Sanitation
PO Box 816
Columbus, NC 28722

Alliance Knife Grinding & Moulder Svc.
251-A Commerce Blvd.
Statesville, NC 28625

Alpine Sales, Inc.
9650 Mill Field Road
Columbia, SC 29223-7129

Alpine Sales, Inc.
9650 Mill Field Road
Columbia, SC 29223-7129

American Door & Drawer, Inc.
200 East Meadowlake Pkwy
Swainsboro, GA 30401

Associated Metal Works, Inc.
PO Box 449
Harmony, NC 28634

AT&T
PO Box 9001310
Louisville, KY 40290-1310

AT&T Mobility
PO Box 6463
Carol Stream, IL 60197-6463

Atchley Construction Co.
228 Callahan Koon Road
Spindale, NC 28160

Barnett, Donald E
177 Ruby Drive
PO Box 223
Bostic, NC 28018

Benjamin L. Caffell
160 Executive Drive
Rutherfordton, NC 28139

Bennett, Gwen R
549 Beams Mill Road
Ellenboro, NC 28040

Boyd, Jason E.
270 Woodside Drive
Forest City, NC 28043

Broad River Water Authority
PO Box 37
Spindale, NC 28160-0037

Brown, Denise J
383 Old Calvary Church Rd
Moorestown, NC 28114

Brown, Michael A
181 Brown Drive
Rutherfordton, NC 28139

Bruce, Michael R
492 Bostic-Sunshine Hwy.
Bostic, NC 28018

Caffell, Benjamin L
376 Dixie Trail Drive
Forest City, NC 28043

Caffell, Diane P
605 Harris Henrietta Rd.
Forest City, NC 28043

Caffell, Harold L
605 Harris Henrietta Rd.
Forest City, NC 28043

Caffell, Harold L
605 Harris Henrietta Rd.
Forest City, NC 28043

Caffell, Karen R
270 Conner Drive
Rutherfordton, NC 28139

Caffell, Minnie G
376 Dixie Trail Drive
Forest City, NC 28043

Cantrell, Carolyn W
PO Box 151
Harris, NC 28074

Capital One Bank
PO Box 71083
Charlotte, NC 28272-1083

Carolina First
Payment Services
PO Box 100201
Columbia, SC 29202-3201

Carolina First
Payment Services
PO Box 100201
Columbia, SC 29202-3201

Carolina First
Payment Services
PO Box 100201
Columbia, SC 29202-3201

Carolina First
Payment Services
PO Box 100201
Columbia, SC 29202-3201

Carolina First
Payment Services
PO Box 100201
Columbia, SC 29202-3201

City Electric Supply Ltd. dba City Electric Supply
PO Box 16886
Greensboro, NC 27416

CLB Design Associates
146 Raven Hill Road
Phoenixville, PA 19460

Companion Property & Casualty
PO Box 6000
Columbia, SC 29260-6000

Comptroller of Maryland
Rev. Admin. Division
PO Box 17405
Baltimore, MD 21297-1405

Conestoga
PO Box 8538-331
Philadelphia, PA 19171-0331

Cox, Michael D
136 Wood Drive
Forest City, NC 28043

Coxe Personnel Services
124 S Broadway Suite 112
Forest City, NC 28043

Coyne Textile Services
PO Box 200595
Pittsburgh, PA 15251-0595

Criterion Sales Group, LLC
4540 Forest Cove Road
Belmont, NC 28012

CRX Laboratories
LLC PO Box 9096
Greenville, SC 29604

D&H, LLC
160 Executive Drive
Rutherfordton, NC 28139

Deese, Brenda C
253 Trojan Lane
Forest City, NC 28043

Deese, Joshua M.
111 Womack Lake Road
Forest City, NC 28043

Deese, Michael J
253 Trojan Lane
Forest City, NC 28043

Dell Business Credit
PO Box 5275
Carol Stream, IL 60197-5275

Deluxe Business Forms
PO Box 742572
Cincinnati, OH 45274-2572

Diane P. Caffell
160 Executive Drive
Rutherfordton, NC 28139

Downey, Wanda F
195 Sandy Oak Drive
Forest City, NC 28043

Duffie's Copier Consultants, LLC
PO Box 667
Forest City, NC 28043

Earley, Randy R
1831 Piney Mt. Church Rd.
Bostic,, NC 28018

Electrologic, Inc.
PO Box 787
Prospect, KY 40059

Employment Security Commission of NC
PO Box 26504
Raleigh, NC 27611-6504

Enkeboll Designs
16506 Avalon Blvd.
Carson, CA 90746

Excel Dowel & Wood Products, Inc.
PO Box 1561
Rockford, IL 61110

Franklin, Mark A
902 Goodes Grove Church Rd.
Moorestboro, NC 28114

GMAC
Payment Processing Center
PO Box 78369
Phoenix, AZ 85062-8369

Hafele
P.O. Box 75352
Charlotte, NC 28275

Harold L. Caffell
160 Executive Drive
Rutherfordton, NC 28139

Hart, Troy M
152 Cox Road
Enoree, SC 29335

Hensley, Linda S
234 Shakespeare Dr.
Forest City, NC 28043

Hill, Terri D
491 Holly Hills Drive
Forest City, NC 28043

Hollifield, Jane D
410 V.S. Dalton Road
Rutherfordton, NC 28139

Hubbard, Yancey L
776 Harris-Henrietta Road
Forest City,, NC 28043

Hudler, Edward O
1375 US Hwy. 221S
Rutherfordton, NC 28139

Huntington Equipment Finance Division
PO Box 701096
Cincinnati, OH 45270-1096

Internal Revenue Service
PO Box 804522
Cincinnati, OH 45280-4522

Internal Revenue Service
PO Box 804522
Cincinnati, OH 45280-4522

Jacquelyn L. Cannon
1934 Big Island Road
Rutherfordton, NC 28139

Jenkins, Charles D
569 Lee Road
Forest City, NC 28043

Jenkins, Michael E
345 Morrow Road
Forest City, NC 28043

Jenkins, Neil C
373 Morrow Road
Forest City, NC 28043

Jesus E. Vera
208 Pleasant Street
Spindale, NC 28160

Johnson, Sherry D
411 Lewis Road
Rutherfordton, NC 28139

Jones, Jerry G
140 Dove Lane
Rutherfordton, NC 28139

Kenneth L. Adam
21 Fawn Drive
Reading, PA 19607

King, David W.
1311 Maple Creek Road
Rutherfordton, NC 28139

Klingspor Abrasives, Inc.
PO Box 2367
Hickory, NC 28603-2367

KPF Corp.
74 Stetson Drive
Marlboro, MA 01752

Logan, Justin D
1651 Freemantown Rd.
Lake Lure, NC 28746

Manuel, Lloyd J
371 Jim Dobbins Road
Rutherfordton, NC 28139

Manufactures Finance
PO Box 931034
Cleveland, OH 44193

Marlin Leasing
PO Box 13604
Philadelphia, PA 19101-3604

McCamy Associates, Inc.
1609 Wait Avenue
Wake Forest, NC 27587

McKinney, Diane
104 Missouri Street
Spindale, NC 28160

McPherson, Warren J
317 Missouri Street
Spindale, NC 28160

Michael A. Gray
PO Box 944
Rutherfordton, NC 28139

Michael J. and Brenda C. Deese
160 Executive Drive
Rutherfordton, NC 28139

Midlantic Marketing Associates
60 Newark Pompton TPK.
Peguannock, NJ 07440

Millwood, Rusty L.
178 Holly Forest Drive
Rutherfordton, NC 28139

Mode, Chasity B
290 Low Bridge Road
Forest City, NC 28043

Mohawk Finishing Products, Inc.
P O Box 22000
Hickory, NC 28603

NAPA
196 Charlotte Road
Rutherfordton, NC 28139

North Carolina Dept. of Revenue
P.O. Box 25000
Raleigh, NC 27640-0520

North Carolina Dept. of Revenue
P.O. Box 25000
Raleigh, NC 27640-0520

Northern Countours
PO Box 71-4975
Columbus, OH 43271-4975

Outwater Plastics Industries, Inc.
P.O. Drawer 500
Bogota, NJ 07603

PBCC
PO Box 856042
Louisville, KY 40285-6042

Phillips, John R
165 Lennon Drive
Forest City, NC 28043

Planit Solutions, Inc.
PO Box 71146
Tuscaloosa, AL 35407-1146

PNC Equipment Finance (National City)
PO Box 931034
Cleveland, OH 44193-0004

Protective Life Insurance Company
PO Box 2224
Birmingham, AL 35246-0030

PSNC Energy
PO Box 100256
Columbia, SC 29202-3256

Radford, Cletis S
401 Grover Scruggs Road
Mooresboro, NC 28114

Reyna
2175 Network Place
Chicago, IL 60673-1211

RJ McCamy Jr.
1609 Wait Ave.
Wake Forest, NC 27587

Rutherford County Tax Collector
P.O. Box 143
Rutherfordton, NC 28139

Rutherford Hospital, Inc.
288 South Ridgecrest Ave.
Rutherfordton, NC 28139

SCM Group USA INC. Dept. 3318
PO Box 2153
Birmingham, AL 35287-3318

Sheldon, Bernard F.
281 Harrill Road
Forest City, NC 28043

Sheldon, Glenda C
281 Harrill Road
Forest City, NC 28043

Sherwin Williams
3800 I Woodpack Blvd.
Charlotte, NC 28206

Smith, James D
198 Woodset Drive
Forest City, NC 28043

Southeastern Machinery Group
2475 Satellite Blvd. Suite C
Duluth, GA 30096-5802

Southern Saw Service, Inc.
1918-22 Eastern Avenue
Baltimore, MD 21231

Staples
Dept. 51-7817586042
Staples Credit Plan
PO Box 689020
Des Moines, IA 50368

Staples Business Advantage Dept. ATL
PO Box 405386
Atlanta, GA 30384-5386

Sunline Sales Corporation
9167 SE Star Island Way
Hpbe Sound, FL 33455-3131

TCF
PO Box 650
Hopkins, MN 55343-0650

Thomco
1100 Northbrook Parkway
Suwanee, GA 30024

Tommy R. Morrow
124 Grace Street
PO Box 422
Rutherfordton, NC 28139

ULINE
2200 S. Lakeside Drive
Waukegan, IL 60085

United Parcel Service
P.O. Box 7247-0244
Philadelphia, PA 19170-0001

UPS Freight
PO Box 533238
Charolotte, NC 28290-3238

Vasquez, Edward A
324 Garfield Lane
Simpsonville, SC 29681

Walker, Larry C
290 Countryside Drive
Forest City, NC 28043

Waste Wood Solutions, Inc.
151 Belt Ct.
Rutherfordton, NC 28139

Wells Fargo Bank NA
Central Bankruptcy Dept. VA 7359
PO Box 13765
Roanoke, VA 24037

Wilson, Charlie L
3453 Cooper Gap Road
Mill Spring, NC 28756

Wilson, Cheryl L
1146 Big Island Road
Rutherfordton, NC 28139

Wilson, Darlene B
247 Hines Road
Mooresboro, NC 28114

Windstream Communications
PO Box 580451
Charlotte, NC 28258-0451

Yelton, Janice E
4915 Poors Ford Road
Rutherfordton, NC 28139

Yelton, Matthew W
33 Shytle Road
Columbus, NC 28722

In re Caffell Enterprises, Inc.,
Debtor

Case No. _____

Chapter 11

List of Equity Security Holders

Holder of Security	Number Registered	Type of Interest
Benjamin L. Caffell 160 Executive Drive Rutherfordton, NC 28139	20.00	Common Stock
Diane P. Caffell 160 Executive Drive Rutherfordton, NC 28139	5.00	Common Stock
Harold L. Caffell 160 Executive Drive Rutherfordton, NC 28139	55.00	Common Stock
Michael J. and Brenda C. Deese 160 Executive Drive Rutherfordton, NC 28139	20.00	Common Stock