

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF VIRGINIA

Case number (if known)

Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Alouette Holdings, Inc.
2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names
3. Debtor's federal Employer Identification Number (EIN) 54-1629139
4. Debtor's address
Principal place of business
307 Palomino Road
Buffalo Junction, VA 24529-2424
Number, Street, City, State & ZIP Code
Mecklenburg
County
Mailing address, if different from principal place of business
P.O. Box, Number, Street, City, State & ZIP Code
Location of principal assets, if different from principal place of business
525 Barnesville Hwy Wylliesburg, VA 23976
Number, Street, City, State & ZIP Code
5. Debtor's website (URL) n/a
6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor **Alouette Holdings, Inc.**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3219

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Alouette Holdings, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor Alouette Holdings, Inc.
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

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

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/20/2019
MM/DD/YYYY

X

[Signature]
Signature of authorized representative of debtor

Title President

Bret A Berneche

Printed name

18. Signature of attorney

X

[Signature]
Signature of attorney for debtor

Date

11/20/2019
MM/DD/YYYY

Michael E. Hastings

Printed name

Whiteford Taylor Preston, LLP

Firm name

Two James Center
1021 E. Cary Street, Suite 1700
Richmond, VA 23219

Number, Street, City, State & ZIP Code

Contact phone 804-799-7859

Email address mhastings@wtplaw.com

36090 VA

Bar number and State

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

In re Alouette Holdings, 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 Alouette Holdings, 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:

☐ None [Check if applicable]

Date

11/20/19



Michael E. Hastings

Signature of Attorney or Litigant
Counsel for Alouette Holdings, Inc.
WhitefordTaylor Preston, LLP

**Two James Center
1021 E. Cary Street, Suite 1700
Richmond, VA 23219
804-977-3300
mhastings@wtplaw.com**

ALOUETTE HOLDINGS, INC.
(a Virginia corporation)

UNANIMOUS JOINT CONSENT OF THE SOLE DIRECTOR AND SOLE
SHAREHOLDER OF ALOUETTE HOLDINGS, INC.

The undersigned, being the sole director and the sole shareholder of Alouette Holdings, Inc., a Virginia corporation (the "Company"), do hereby unanimously consent to the following resolutions effective as of this 27th day of November, 2019 in accordance with Sections 13.1-657, 685 of the Code of Virginia (1950), as amended:

RESOLVED, that Bret A. Berneche is President (the "Authorized Officer") of the Company, and shall be, and hereby is, authorized on behalf of the Company: (a) file a voluntary petition for relief under chapter 11 (the "Petition") of the United States Bankruptcy Code, 11 U.S.C. § 101 et seq. (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Eastern District of Virginia or such other court as the Authorized Officer shall determine to be appropriate (the "Bankruptcy Court"); and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

FURTHER RESOLVED, that the Authorized Officer shall be, and hereby is, authorized, directed and empowered on behalf of and in the name of the Company to: (a) execute and verify the Petition and all other ancillary documents and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as such Authorized Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Authorized Officer); (b) execute, verify and file or cause to be filed all schedules, lists, motions, applications and other papers or documents (including debtor in possession loan agreements) necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as any such Authorized Officer may approve;

FURTHER RESOLVED, that the Authorized Officer shall be, and hereby is, authorized on behalf of the Company to: (a) act as the sole officer director of the Company with complete authority to make all decisions arising in and in connection with the Petition to be filed by the Company in the Bankruptcy Court (the "Bankruptcy Case"); (b) participate in the Bankruptcy Case as the sole officer and manager of the Company with complete strategic control over the Company in the Bankruptcy Case; and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

FURTHER RESOLVED, that the Authorized Officer shall be, and hereby is, authorized, directed and empowered on behalf of and in the name of the Company to: (a) negotiate the terms of the sale of substantially all of the assets of the Company to a third party purchaser seeking to act as a "stalking horse" (the "Purchaser"), subject to higher and better offers that may result from the sale process employed in connection with the sale of the assets in the Bankruptcy Court (the "Asset Sale") that the Authorized Officer deems appropriate or desirable in his business

discretion to carry out the intent of the Company and accomplish the purposes of this resolution (such approval to be conclusively established by the execution thereof by such Authorized Officer); (b) execute, verify and file or cause to be filed all letters of intent, asset purchase agreements, affidavits, certifications necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as any such Authorized Officer may approve;

FURTHER RESOLVED, that the Authorized Officer of the Company shall be, and hereby is, authorized, directed and empowered to negotiate the terms and conditions of the marketing, bidding and auction procedures that the Authorized Officer deems to be necessary, after seeking advice of counsel and financial advisors to the Company, in connection with the Asset Sale and other related matters, on such terms as such Authorized Officer shall approve;

FURTHER RESOLVED, that the Authorized Officer of the Company shall be, and hereby is, authorized, directed and empowered to negotiate the terms and conditions of the repayment of the loans with the Company's secured creditors that the Authorized Officer deems to be necessary, after seeking advice of counsel to the Company, in connection with the Asset Sale and other related matters, including agreements concerning the use of cash collateral, on such terms as such Authorized Officer shall approve;

FURTHER RESOLVED, that the Authorized Officer of the Company shall be, and hereby is, authorized, directed and empowered to retain, on behalf of the Company: (i) Whiteford, Taylor & Preston LLP, as its bankruptcy counsel; and (ii) Protiviti Inc. as its financial advisors, and any additional professionals including, without limitation, attorneys, accountants, financial advisors, investment bankers, auctioneers, consultants or brokers, as the Authorized Officer, in his sole and absolute judgment, deems to be necessary in connection with the Company's bankruptcy case and other related matters, on such terms as such Authorized Officer shall approve;

FURTHER RESOLVED, that the law firm of Whiteford, Taylor & Preston LLP, shall be, and hereby is, authorized, empowered, and directed to represent the Company as debtor and debtor in possession, in connection with any bankruptcy case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that Protiviti Inc. shall be, and hereby is, authorized, empowered, and directed to represent the Company as its financial advisor, in connection with any bankruptcy case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that the Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and hereby is, authorized to borrow funds and undertake related financing transactions (collectively, the "Financing Transactions") from such lenders and on such terms as may be approved by the Authorized Officer of the Company, as reasonably necessary for the continuing conduct of the affairs of the Company, and grant security interests in and liens upon all or substantially all of the Company's assets as may be deemed necessary by the Authorized Officer of the Company in connection with such borrowings;

FURTHER RESOLVED, (a) that the Authorized Officer of the Company shall be, and hereby is, authorized, directed and empowered in the name of and on behalf of the Company, as debtor and debtor in possession, to take such actions and execute and deliver such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Authorized Officer may deem necessary or appropriate to facilitate the Financing Transactions (collectively, "Financing Documents"); (b) that Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Authorized Officer are approved; and (c) that the actions of the Authorized Officer taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of the approval thereof by such officers and by the Company;

FURTHER RESOLVED, (a) that the Authorized Officer of the Company shall be, and hereby is, authorized, directed and empowered in the name of and on behalf of the Company, as debtor and debtor in possession, to cause the Company's wholly-owned subsidiary, Cardinal Homes, Inc. ("Cardinal Homes"), to: (i) enter into negotiations to sell substantially all of its assets to the Purchaser; (ii) enter into Financing Transactions; (iii) engage Whiteford, Taylor & Preston, LLP as its bankruptcy counsel; (iv) engage Protiviti, Inc. as its financial advisors; (v) negotiate the terms of repayment of its secured lenders; and (vi) prepare for and file a Bankruptcy Case to effectuate the sale of substantially all of its assets to the Purchaser or such other third party that may become the successful bidder at an auction of the Company's and Cardinal Homes' assets.

FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Authorized Officer of the Company, the Authorized Officer shall be, and hereby is, authorized, directed and empowered, in the name of and on behalf of the Company to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer's judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein;

FURTHER RESOLVED, that, the Authorized Officer's authority described herein shall not be revocable without both (1) the unanimous agreement of the Board of the Company and (2) the approval of the Bankruptcy Court; and

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Company in connection with the implementation of these resolutions are hereby in all respects ratified, confirmed and approved.

I, Bret A. Berneche, do hereby certify that I am the sole director of Alouette Holdings, Inc., a corporation organized and existing under and by virtue of the laws of the Commonwealth of Virginia. I do further certify that the foregoing is a true, full, and correct copy of resolutions duly adopted by unanimous joint consent of the sole director and sole shareholder of said company effective November 14, 2019.

I do further certify that such consent and the resolutions embodied herein have been included in the minute book for such Company, have not been altered, amended or repealed and are now in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 14th day of November, 2019.

ALOUETTE HOLDINGS, INC.
a Virginia corporation

By: 
Bret A. Berneche


Its: Director

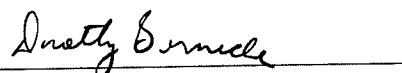
We, Bret A. Berneche and Dorothy M. Berneche, as tenants by the entirety, do hereby certify that we are the sole shareholders of Alouette Holdings, Inc., a corporation organized and existing under and by virtue of the laws of the Commonwealth of Virginia. We do further certify that the foregoing is a true, full, and correct copy of resolutions duly adopted by unanimous joint consent of the sole director and sole shareholder of said company effective November __, 2019.

We do further certify that such consent and the resolutions embodied herein have been included in the minute book for such Company, have not been altered, amended or repealed and are now in full force and effect.

IN WITNESS WHEREOF, we have hereunto subscribed our names on this 24th day of November, 2019.

ALOUETTE HOLDINGS, INC.
a Virginia corporation

By: 

By: 

Bret A. Berneche and Dorothy M. Berneche,
as tenants by the entirety

Its: Sole Shareholder

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

In re Alouette Holdings, Inc.

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Bret A and Dorthy M Berneche 307 Palamino Rd Buffalo Junction, VA 24529-2424	Common Stock	534	Equity, TBE

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF 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 of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date

11/20/2019

Signature

Bret A Berneche
Bret A Berneche

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

Fill in this information to identify the case:

Debtor name **Alouette Holdings, Inc.**
United States Bankruptcy Court for the: **EASTERN DISTRICT OF VIRGINIA**
Case number (if known): _____

☐ Check if this is an
amended filing

Official Form 204

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

12/15

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

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
NewTek Small Business Finance [1] 1981 Marcus Ave Ste 130 New Hyde Park, NY 11042	Gary Golden ggolden@newtekb usinessservices.co m 212-273-8137	Bank Loan				\$3,596,941.39
Benson Howard [1] 4512 Tweedsmuir Turn Moseley, VA 23120	Benson Howard benson@ameliapt. com 804-366-8826	Line of Credit				\$683,098.63
NewTek Small Business Finance [1] 1981 Marcus Ave Ste 130 New Hyde Park, NY 11042	Gary Golden ggolden@newtekb usinessservices.co m 212-273-8137	Bank Loan				\$487,467.70
NewTek Small Business Finance [1] 1981 Marcus Ave Ste 130 New Hyde Park, NY 11042	Gary Golden ggolden@newtekb usinessservices.co m 212-273-8137	Bank Loan				\$393,467.93
PIRs Capital LLC 40 Exchange Place New York, NY 10005	Eric Mallinger eric.mallinger@pirs capital.com 646-762-8051	Cash Advance				\$140,556.73

[1] The scheduled creditors may assert a lien on assets which is disputed by the Debtor.

Alouette - CREDITOR matrix - Protiviti

Benson Howard
4512 Tweedsmuir Turn
Moseley, VA 23120-0000

Bret and Dorathy Berneche
307 Palamino Road
Buffalo Junction, VA 24529-0000

Burnette & Sneed CPAs LLC
1821 Seymour Drive
P.O. Box 680
South Boston, VA 24592-0000

Capital One
Attn: General Correspondence
P.O. Box 30285
Salt Lake City, UT 84130-0285

Cardinal Homes, Inc
525 Barnsville Highway
Wylliesburg, VA 23976-0000

Charlotte-County Treasurer
PO Box 267
201 David Bruce Avenue
Charlotte Court House, VA 23923-0000

Citibank Customer Service

P.O. Box 6500

Sioux Falls, SD 57117-0000

Kituwah, LLC
1158 Seven Clans Ln
Cherokee, NC 28719-0000

NewTek Small Business Finance
1981 Marcus Ave Ste 130
New Hyde Park, NY 11042-0000

Alouette - CREDITOR matrix - Protiviti

Paymentus
Louis L. Redding Building
800 N. French Street

Wilmington, DE 19801-0000

PIRs Capital LLC
40 Exchange Place
New York, NY 10005-0000

Raffles Insurance Ltd
Kensington House, Dr. Roy s Dr
George Town PO Box 10027
Grand Cayman KY1-1001, KY

Virginia State Corporation Com
1300 E. Main Street
Richmond, VA 23219-0000

Wells Fargo Bank
P. O. Box 6995
Portland, OR 97228-6995

Wells Fargo Card Services
P.O. Box 51193
Los Angeles, CA 90051-5493