

07-1498-CD

In Re: Sweet Pea Potties Inc.

IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL ACTION - IN EQUITY

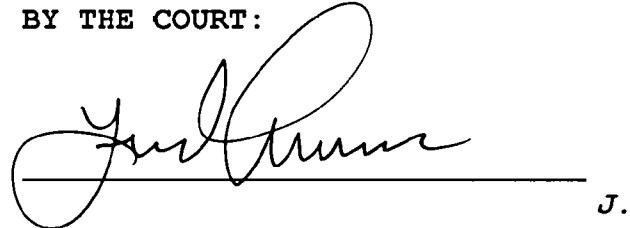
IN RE: :
: :
SWEET PEA POTTIES, INC., a : Docket No. 2007- 1498 -C.D.
Pennsylvania corporation. :
: :

RULE TO SHOW CAUSE

AND NOW, this 14 day of Sept, 2007, a Rule is hereby granted to show cause why Petitioner's Petition for Dissolution of Sweet Pea Potties, Inc. should not be granted.

This rule is returnable for oral argument/hearing on the 16th day of October, 2007, at 10:30 o'clock A.m., in Room/Courtroom Number 1, Clearfield County Courthouse, 230 East Market Street, Clearfield, Pennsylvania.

BY THE COURT:



J.

FILED

11:34 AM
SEP 17 2007
J.W.A.

William A. Shaw
Prothonotary/Clerk of Courts

1CC Atty
2CC Sheriff

AMERICANS WITH DISABILITIES ACT OF 1990

The Court of Common Pleas of Clearfield County is required by law to comply with the Americans with Disabilities Act of 1990. For information about accessible facilities and reasonable accommodations available to disabled individuals having business before the court, please contact the Court Administrator's office at (814) 765-2641, Ext. 5982. All arrangements must be made at least 72 hours prior to any hearing or business before the court. You must attend the scheduled conference or hearing.

ORIGINAL

IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL ACTION - IN EQUITY

IN RE: :
: :
SWEET PEA POTTIES, INC., a : Docket No. 2007- 1498 -C.D.
Pennsylvania corporation. :
: :

ORDER

AND NOW, to-wit, this _____ day of _____, 2007, upon
consideration of the Petition for Dissolution of Sweet Pea Potties,
Inc. filed on behalf of Petitioner, John A. Bloom, the Briefs filed
in support and opposed thereof, and oral argument, it is hereby
ORDERED, ADJUDGED, and DECREED that the said Petition be and the
same is hereby **GRANTED**.

1. The corporation, Sweet Pea Potties, Inc., is hereby
dissolved.

2. _____ is hereby appointed as a
receiver to arrange for the orderly sale or disposition of its
assets and the payment of its creditors.

BY THE COURT:

J.

APR 2008
COURT

FILED

SEP 12 2007

M 11:30 AM

William A. Shaw

Prothonotary/Clerk of Courts

I SENT TO MARY

2.000 to 500.

IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL ACTION - IN EQUITY

IN RE: SWEET PEA POTTIES, INC., a Pennsylvania corporation. : Docket No. 2007-1498-~~1498~~-C.D.

: : : : : Type of Pleading: PETITION FOR
: : : : : DISSOLUTION OF SWEET PEA
: : : : : POTTIES, INC.

: : : : Filed on behalf of: Petitioner,
: : : : John A. Bloom

: : : : COUNSEL OF RECORD FOR THIS PARTY:

: : : : Scott C. Etter, Esquire
: : : : I.D. #72789
: : : : Stacy Parks Miller, Esquire
: : : : I.D. #74824

: : : : MILLER, KISTLER, CAMPBELL,
: : : : MILLER, WILLIAMS & BENSON, INC.
: : : : 720 South Atherton Street
: : : : State College, PA 16801
: : : : (814) 234-1500 TEL
: : : : (814) 234-1549 FAX

ORIGINAL

IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL ACTION - IN EQUITY

IN RE: :
: :
SWEET PEA POTTIES, INC., a : Docket No. 2007- : -C.D.
Pennsylvania corporation. : :
:

NOTICE

TO: **Scott A. Hess and Melissa D. Hess, Respondents**

You have been sued in Court. If you wish to defend against the claims set forth in the following pages, you must take action within twenty (20) days after this Petition and Notice are served, by entering a written appearance personally or by attorney and filing in writing with the Court your defenses or objections to the claims set forth against you. You are warned that if you fail to do so, the case may proceed without you and a judgment may be entered against you by the Court without further notice for any money claimed in the Petition or for any other claim or relief requested by the Petitioner. You may lose money or property or other rights important to you.

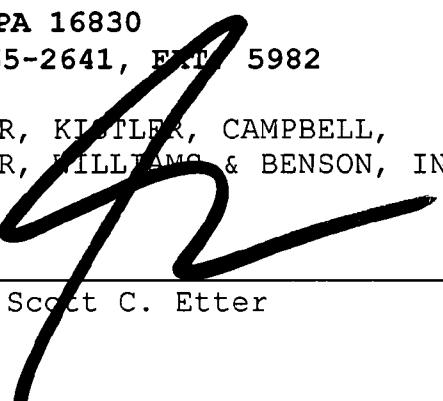
YOU SHOULD TAKE THIS PAPER TO YOUR LAWYER AT ONCE. IF YOU DO NOT HAVE A LAWYER, GO TO OR TELEPHONE THE OFFICE SET FORTH BELOW. THIS OFFICE CAN PROVIDE YOU WITH INFORMATION ABOUT HIRING A LAWYER.

IF YOU CANNOT AFFORD TO HIRE A LAWYER, THIS OFFICE MAY BE ABLE TO PROVIDE YOU WITH INFORMATION ABOUT AGENCIES THAT MAY OFFER LEGAL SERVICES TO ELIGIBLE PERSONS AT A REDUCED FEE OR NO FEE.

DAVID S. MEHOLICK, COURT ADMINISTRATOR
CLEARFIELD COUNTY COURTHOUSE
230 EAST MARKET STREET
CLEARFIELD, PA 16830
TELEPHONE NO. (814) 765-2641, EXT. 5982

MILLER, KISTLER, CAMPBELL,
MILLER, WILLIAMS & BENSON, INC.

By:



Scott C. Etter

Dated: September 11, 2007

IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL ACTION - IN EQUITY

IN RE: :
: :
SWEET PEA POTTIES, INC., a : Docket No. 2007- : -C.D.
Pennsylvania corporation. : :
: :

**PETITION FOR DISSOLUTION OF
SWEET PEA POTTIES, INC.**

NOW COMES Petitioner, John A. Bloom ("Petitioner"), by and through his attorneys, Scott C. Etter, Esquire, Stacy Parks Miller, Esquire, and Miller, Kistler, Campbell, Miller, Williams & Benson, Inc., and pursuant to 15 P.S. Section 2107 files this Petition and in support thereof, avers as follows:

1. Petitioner is an adult individual who resides in Clearfield with a mailing address of P.O. Box 144, Grampian, Pennsylvania 16838.

2. Respondents are Scott A. and Melissa D. Hess, husband and wife ("Respondents"), with an address of 2485 Bigler Rock Road, Grampian, Pennsylvania 16836.

3. In or about 2001, Petitioner, along with Respondents, and by and through counsel, filed Articles of Incorporation to form Sweat Pea Potties, Inc., a Pennsylvania corporation ("Sweet Pea").

4. Although Articles of Incorporation were filed, Respondents failed to respond to counsel or pay his fees, and as a result no other corporate formalities were completed, and in particular, no bylaws were drafted or adopted.

5. Petitioner has a 51.4% interest in Sweet Pea and Respondents have the other 48.6% interest.

6. Notwithstanding the irregularities and informalities as aforescribed, Petitioner and Respondents engaged in business as Sweet Pea, purchased 140 portable toilets, a truck to transfer them, and other equipment to pump them.

7. Petitioner and Respondents were able, in addition, to secure bank funding for Sweet Pea from CNB Bank ("CNB"), but it was based solely on Petitioner's net worth, his creditworthiness, and an ongoing relationship with the bank, not on the value Sweet Pea's assets.

8. In its initial years of existence, Respondents were responsible for the day to day operations of Sweet Pea, and Petitioner had little to nothing to do therewith, and in particular did not monitor financial matters, sign company checks, or serve as an officer.

9. Over time, however, Petitioner became aware of certain irregularities in Respondents' management, in particular a failure to file tax returns.

10. As a result of Respondents' failings, CNB has called its loan, and originally had requested that the loan be refinanced in or about March 2007.

11. Petitioner, as a result of the foregoing, became more involved, and in particular took steps to ensure that Sweet Pea was properly managed, which included Respondents' voluntarily removing themselves from management and decision making.

12. Petitioner was able to secure a financing commitment, but the commitment is conditioned on Respondents ceasing to be shareholders, or otherwise associated with Sweet Pea.

13. In response, Petitioner offered to buy out Respondents' interests.

14. Respondents refused the offer, and initially stated that they would buy out Petitioner's interests under the same terms and conditions.

15. Petitioner agreed, but then Respondents either changed their minds or were unable to secure needed financing.

16. Respondents no longer attend meetings, nor otherwise participate in the affairs of Sweet Pea.

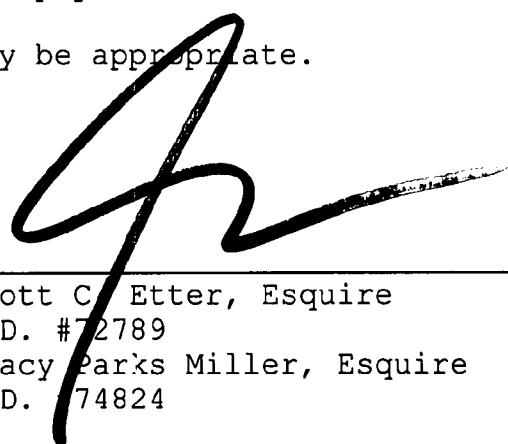
17. Sweet Pea is deadlocked on all corporate decisions.

18. As a result of the deadlock, Sweet Pea has been unable to obtain alternate financing, nor otherwise conduct its affairs.

19. The deadlock threatens to cause irreparable harm to the corporation, including the destruction of its business and the waste of its assets.

WHEREFORE, Petitioner prays this Court to enter an Order:

- (1) dissolving the corporation;
- (2) appointing a receiver to arrange for the orderly sale or disposition of its assets and the payment of its creditors; and
- (3) such other relief as may be appropriate.



Scott C. Etter, Esquire
I.D. #72789
Stacy Parks Miller, Esquire
I.D. #74824

MILLER, KISTLER, CAMPBELL,
MILLER, WILLIAMS & BENSON, INC.
720 South Atherton Street
State College, PA 16801
(814) 234-1500

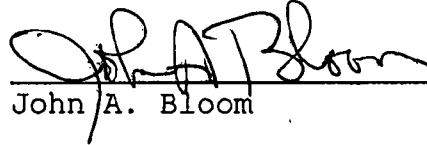
Attorneys for Petitioner,
John A. Bloom

Date: September 11, 2007

VERIFICATION

I, John A. Bloom, state that the facts contained in the foregoing Petition for Dissolution of Sweet Pea Potties, Inc. are true and correct to the best of my knowledge, information, and belief.

I make this Verification pursuant to 18 Pa.C.S.A. Section 4904 pertaining to unsworn falsification to authorities.


John A. Bloom

Dated:

9/10/2007

IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY, PENNSYLVANIA

DOCKET # 103205
NO: 07-1498-CD
SERVICE # 1 OF 2
PETITION FOR DISSOLUTION, RULE TO SHOW

CAUSE,ORDER

PLAINTIFF:

VS.

DEFENDANT: IN RE: SWEET PEA POTTIES, INC. a Pennsylvania Corporation

SHERIFF RETURN

NOW, September 24, 2007 AT 10:51 AM SERVED THE WITHIN PETITION FOR DISSOLUTION, RULE TO SHOW CAUSE,ORDER ON SCOTT A. HESS DEFENDANT AT 2485 BILGER ROCK ROAD, GRAMPIAN, CLEARFIELD COUNTY, PENNSYLVANIA, BY HANDING TO MELISSA HESS, WIFE A TRUE AND ATTESTED COPY OF THE ORIGINAL PETITION FOR DISSOLUTION, RULE TO SHOW CAUSE,ORDER AND MADE KNOWN THE CONTENTS THEREOF.

SERVED BY: DAVIS / MORGILLO

FILED No cc.
O/11:40am
SEP 26 2007

William A. Shaw
Prothonotary/Clerk of Courts

IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY, PENNSYLVANIA

DOCKET # 103205
NO: 07-1498-CD
SERVICE # 2 OF 2
PETITION FOR DISSOLUTION, RULE TO SHOW

CAUSE,ORDER

PLAINTIFF:

VS.

DEFENDANT: IN RE: SWEET PEA POTTIES, INC. a Pennsylvania Corporation

SHERIFF RETURN

NOW, September 24, 2007 AT 10:51 AM SERVED THE WITHIN PETITION FOR DISSOLUTION, RULE TO SHOW CAUSE,ORDER ON MELISSA D. HESS DEFENDANT AT 2485 BILGER ROCK ROAD, GRAMPIAN, CLEARFIELD COUNTY, PENNSYLVANIA, BY HANDING TO MELISSA HESS, DEFENDANT A TRUE AND ATTESTED COPY OF THE ORIGINAL PETITION FOR DISSOLUTION, RULE TO SHOW CAUSE,ORDER AND MADE KNOWN THE CONTENTS THEREOF.

SERVED BY: DAVIS / MORGILLO

IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY, PENNSYLVANIA

DOCKET # 103205
NO: 07-1498-CD
SERVICES 2
PETITION FOR DISSOLUTION, RULE TO SHOW

CAUSE, ORDER

PLAINTIFF:

VS.

DEFENDANT: IN RE: SWEET PEA POTTIES, INC. a Pennsylvania Corporation

SHERIFF RETURN

RETURN COSTS

Description	Paid By	CHECK #	AMOUNT
SURCHARGE	MILLER	48513	20.00
SHERIFF HAWKINS	MILLER	48513	36.05

Sworn to Before Me This

So Answers,

____ Day of _____ 2007



Chester A. Hawkins
Sheriff

IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY,
PENNSYLVANIA CIVIL DIVISION

IN RE: :
SWEET PEA POTTIES, INC. : NO.: 2007-1498-CD
A Pennsylvania corporation :
:
:

PRAECIPE

To: William A. Shaw, Prothonotary

Dear Sir:

Please enter my appearance as attorney for Scott A. Hess and Melissa D. Hess in the above-captioned matter.

Respectfully submitted,



Date: October 16, 2007

Peter F. Smith, Esquire
Attorney for Hess
Supreme Court I.D. # 34291
P.O. Box 130, 30 South Second St.
Clearfield, PA 16830
(814) 765-5595

FILED No cc
09:40 AM
OCT 16 2007
WM

William A. Shaw
Prothonotary/Clerk of Courts

IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY,
PENNSYLVANIA CIVIL DIVISION

IN RE: :
SWEET PEA POTTIES, INC. : NO.: 2007-1498-CD
A Pennsylvania corporation :
:

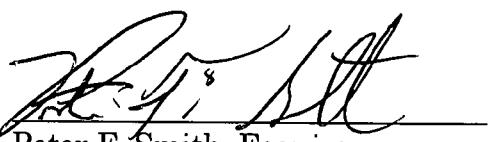
CERTIFICATE OF SERVICE

I, Peter F. Smith attorney for Scott A. & Melissa D. Hess in the above-captioned matter, hereby certify that I served a true and correct copy of the **PRAECIPE FOR ENTRY OF APPEARANCE** filed in this matter on Attorney Scott C. Etter by U.S. First Class Postage Prepaid and facsimile as follows:

Scott C. Etter, Esquire
Miller, Kistler, Campbell, Miller,
Williams & Benson, Inc.
720 South Atherton Street
State College, PA 16801
(814) 234-1549 facsimile

Respectfully submitted,

Date: October 16, 2007


Peter F. Smith, Esquire
Attorney for Hess
Supreme Court I.D. # 34291
P.O. Box 130, 30 South Second St.
Clearfield, PA 16830
(814) 765-5595

FILED No. C.
09:40 AM
OCT 16 2007


William A. Shaw
Prothonotary/Clerk of Courts

IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL DIVISION

IN RE: SWEET PEA POTTIES, INC.,
a Pennsylvania Corporation

* NO. 07-1498-CD

O R D E R

NOW, this 15th day of October, 2007, upon the request of Scott Etter, Esquire, counsel for Petitioner John A. Bloom, the hearing on the Petition for Dissolution of Sweet Pea Potties, Inc. has been canceled. Hearing may be rescheduled upon written request by counsel.

BY THE COURT,



FREDRIC J. AMMERMAN
President Judge

FILED

Oct 19 2007
OCT 16 2007 ICC P. Smith
Scott A. Hess

William A. Shaw ~~Attissa D. Hess~~
Prothonotary/Clerk of Courts
2485 Biltmore Road
Glenmoor, PA 16838

(610)

FILED

OCT 16 2007

William A. Shaw
Probationary/Clerk of Courts

DATE: 10/16/07

You are responsible for serving all appropriate parties.

The Probationary's office has provided service to the following parties:

Plaintiff(s) Plaintiff(s) Attorney Other

Defendant(s) Defendant(s) Attorney Attorney *Scott E. Hess*

Special Instructions:

Scott & Melissa Hess

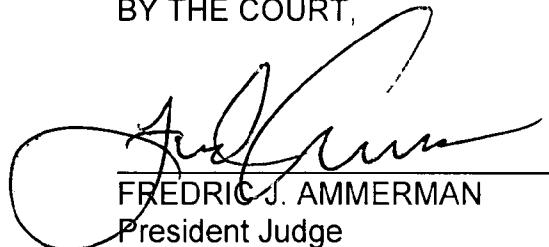
IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL DIVISION

IN RE: SWEET PEA POTTIES, INC., * NO. 07-1498-CD
a Pennsylvania Corporation * *

O R D E R

NOW, this 17th day of October, 2007, upon the request of Scott Etter, Esquire, hearing on the Petition for Dissolution of Sweet Pea Potties, Inc. is hereby scheduled for the 2nd day of November, 2007 at 11:30 a.m. in Courtroom No. 1 of the Clearfield County Courthouse, Clearfield, Pennsylvania.

BY THE COURT,



FREDRIC J. AMMERMAN
President Judge

FILED
010:50 AM
OCT 19 2007
cc Atlys.
Etter
P. Smith

William A. Shaw
Prothonotary/Clerk of Courts

6K

FILED

OCT 19 2007

William A. Shaw
Prothonotary/Clerk of Courts

DATE: 10/19/07

You are responsible for serving all appropriate parties.

The Probationary's office has provided service to the following parties:

Plaintiff(s) — Plaintiff(s) Attorney Other Attorney

Defendant(s) — Defendant(s) Attorney

Special Instructions:

Attorneys E. H. E. and P. Smith

FILED 3CC & 3
Cert of disc
m/ 11/200m issued to
DEC 04 2007 Atty Etter
S Copy to c/A
William A. Shaw
Notary/Clerk of Courts

IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL ACTION - IN EQUITY

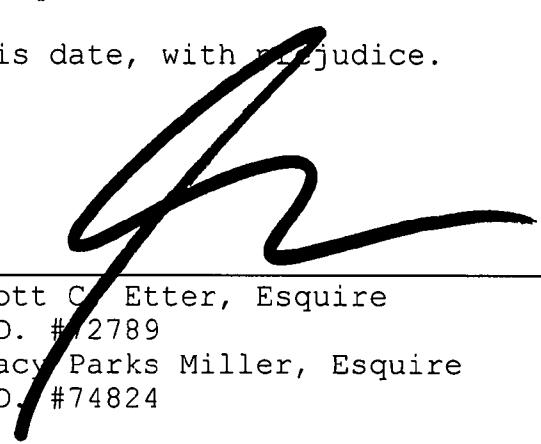
IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL ACTION - IN EQUITY

IN RE: :
SWEET PEA POTTIES, INC., a : Docket No. 2007-1498-C.D.
Pennsylvania corporation. :
: :
: :

**PRAECIPE TO SETTLE, DISCONTINUE,
AND END WITH PREJUDICE**

TO THE PROTHONOTARY:

Kindly mark the above-captioned action as settled,
discontinued, and ended as of this date, with no prejudice.



Scott C. Etter, Esquire
I.D. #2789
Stacy Parks Miller, Esquire
I.D. #74824

MILLER, KISTLER, CAMPBELL,
MILLER, WILLIAMS & BENSON, INC.
720 South Atherton Street
State College, PA 16801
(814) 234-1500

Attorneys for Petitioner,
John A. Bloom

Date: December 3, 2007

IN THE COURT OF COMMON PLEAS OF CLEARFIELD COUNTY, PENNSYLVANIA
CIVIL ACTION - IN EQUITY

IN RE: :
: :
SWEET PEA POTTIES, INC., a : Docket No. 2007-1498-C.D.
Pennsylvania corporation. :
: :

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Praeclipe to Settle, Discontinue, and End With Prejudice was served this date by depositing the same within the custody of the United States Postal Service, First Class, postage prepaid, addressed as follows:

Peter F. Smith, Esquire
30 South Second Street
P.O. Box 130
Clearfield, PA 16830



Scott C. Etter, Esquire

Dated: December 3, 2007

IN THE COURT OF COMMON PLEAS OF
CLEARFIELD COUNTY, PENNSYLVANIA

CIVIL DIVISION

COPY

In Re:

Sweet Pea Potties Inc.,
a Pennsylvania Corporation

No. 2007-01498-CD

CERTIFICATE OF DISCONTINUATION

Commonwealth of PA
County of Clearfield

I, William A. Shaw, Prothonotary of the Court of Common Pleas in and for the County and Commonwealth aforesaid do hereby certify that the above case was on December 4, 2007, marked:

Settled, Discontinued and Ended with Prejudice

Record costs in the sum of \$85.00 have been paid in full by Miller, Kistler, Campbell, Miller, Williams & Benson Inc.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal of this Court at Clearfield, Clearfield County, Pennsylvania this 4th day of December A.D. 2007.



William A. Shaw, Prothonotary