

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
EBH Topco, LLC, <i>et al.</i> , ¹	)	Case No. 18-11212 (BLS)
	)	
Debtors.	)	Jointly Administered
	)	
	)	

**GLOBAL NOTES, METHODOLOGY, AND SPECIFIC
DISCLOSURES REGARDING THE DEBTORS' SCHEDULES OF
ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Introduction

EBH Topco, LLC and its affiliated debtors and debtors-in-possession (each, a “Debtor”, and collectively, the “Debtors”), with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements,” and together with the Schedules, the “Schedules and Statements”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

These Global Notes, Methodology, and Specific Disclosures Regarding the Schedules and Statements (the “Global Notes”) pertain to, are incorporated by reference in, and comprise an integral part of, each Debtor’s Schedules and Statements. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are EBH Topco, LLC (6103), Elements Behavioral Health, Inc. (7176), EBH Holding Company, Inc. (0370), EBH Big Rock, Inc. (1880), SoCal Rehab and Recovery, Inc. (3741), The Sexual Recovery Institute, Inc. (1279), Westside Sober Living Centers, Inc. (5717), Ehrman Subsidiary Corp. (3958), PROMAL2, Inc. (1377), PROMAL4, Inc. (2453), SBAR2, Inc. (9844), Promises Residential Treatment Center VI, Inc. (1112), Assurance Toxicology Services, LLC (9612), Elements Screening Services, Inc. (0055), TRS Behavioral Care, Inc. (6343), Spirit Lodge, LLC (1375), San Cristobal Treatment Center, LLC (1419), EBH Acquisition Subsidiary, Inc. (6132), EBH Services of Florida, Inc. (6802), Outpatient Services FL, Inc. (9596), EBH Northeast Services, Inc. (3551), Intensive Outpatient Services PA, Inc. (5581), Wrightsville Services, LLC (9535), NE Sober Living, Inc. (1955), Northeast Behavioral Services, Inc. (8881), The Ranch on Piney River, Inc. (0195), Outpatient Services TN, Inc. (5584), EBH Southwest Services, Inc. (5202), Elements Medical Group of Utah, Inc. (9820), Southeast Behavioral Health Services, Inc. (1267), Elements Medical Group of Mississippi, Inc. (4545), and Elements Medical Group of Arizona, Inc. (8468). The Debtors' mailing address is 5000 Airport Plaza Dr., Suite 100, Long Beach, California 90815.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States, nor are they intended to be fully reconciled with the financial statements of each Debtor (whether publicly filed or otherwise). Additionally, the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment, and reflect the Debtors' reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

In preparing the Schedules and Statements, the Debtors relied upon information derived from their books and records that was available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised, or subsequent information, may cause a material change to the Schedules and Statements.

The Debtors and their officers, employees, agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided in the Schedules and Statements and shall not be liable for any loss or injury arising out of or caused in whole or in part by any act or omission, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained in the Schedules and Statements. Except as expressly required by the Bankruptcy Code, the Debtors and their officers, employees, agents, attorneys, and financial advisors expressly do not undertake any obligation to update, modify, revise or re-categorize the information provided in the Schedules and Statements or to notify any third party should the information be updated, modified, revised, or re-categorized.

The Schedules and Statements have been signed by an authorized representative of each Debtor. In reviewing and signing the Schedules and Statements, this representative relied upon the efforts, statements, and representations of the Debtors' other personnel and professionals. The representative has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors and their addresses. **Neither the Schedules and Statements, nor the Global Notes, should be relied upon by any persons for information relating to current or future financial conditions, events, or performance of the Debtors.**

Global Notes and Overview of Methodology

1. **Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate (including, without limitation,: (a) the right to amend the Schedules and Statements with respect to a claim ("Claim") description, designation, or Debtor against which the Claim is asserted; (b) dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; (c) subsequently designate any Claim as "disputed," "contingent," or "unliquidated," and/or (d) object to the extent, validity, enforceability, priority, or avoidability of any Claim). Any failure to designate a Claim in the Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such Claim or amount is not "disputed," "contingent," or

“unliquidated.” Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors’ chapter 11 cases, including, without limitation, issues involving Claims, substantive consolidation, defenses, equitable subordination, recharacterization, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. The actual value for any asset or liability may be different than what is reflected in the Debtors’ books and records or the Schedules and Statements, and the Debtors reserve the right to have the Bankruptcy Court determine such value.

2. **Confidential Information.** There may be instances in the Schedules and Statements where the Debtors deemed it necessary and appropriate to redact from the public record information such as names, addresses or amounts. Typically, the Debtors have used this approach because of (a) an agreement between the particular Debtor and a third party, (b) concerns of confidentiality, or (c) concerns for the privacy of an individual. The addresses of current and former employees, including directors and officers, have been removed from entries listed on certain of the Schedules and Statements, where applicable. The Debtors will mail any required notice or other documents to the address listed in their books and records for such parties. In addition, the Debtors may be parties to executory contracts with confidentiality provisions and, where applicable, such confidential information has not been included in the Schedules and Statements.
3. **Description of Cases and “As Of” Information Date.** On May 23, 2018 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their business and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ chapter 11 cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). The Debtors’ assets and liabilities are reported as of the Petition Date.
4. **Net Book Value of Assets.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations for each of their assets. Accordingly, unless otherwise indicated, the Schedules and Statements reflect the net book value of the Debtors’ assets as of the Petition Date. Furthermore, as applicable, assets that have fully depreciated or were expensed for accounting purposes may not be reflected in the Schedules and Statements as they have no net book value. The Debtors reserve their right to amend or adjust the value of each asset or liability set forth in the Schedules and Statements.

Recharacterization. Notwithstanding the Debtors’ reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases,, postemployment benefits, and other items reported in the Schedules and Statements, the Debtors may, nevertheless, have improperly characterized, classified, categorized, designated, or omitted certain items. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, re-designate, add, or delete items reported in the Schedules and Statements at a

later time as is necessary or appropriate as additional information becomes available. Specifically, as the Debtors do not maintain their books and records on a legal entity basis, despite efforts to list the applicable asset or liability on the schedules of Debtors Spirit Lodge and San Cristobal, it may ultimately be determined that assets or liabilities of these entities may be listed on the schedules of TRS Behavioral Care, Inc. or vice versa.

5. **Real Property and Personal Property-Leased.** In the ordinary course of their business, the Debtors lease real property, and lease various articles of personal property from certain third-party lessors. The Debtors have made reasonable efforts to list all such leases in the Schedules and Statements. However, nothing in the Schedules or Statements is or shall be construed as an admission or determination as to the legal status of any lease (including whether to assume and assign or reject such lease or whether it is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to all such issues.
6. **Excluded Assets and Liabilities.** The Debtors have sought to allocate assets and liabilities between the prepetition and post-petition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and post-petition periods may change.

The liabilities listed on the Schedules do not reflect any analysis of Claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted Claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's Claim.

In certain instances, immaterial assets not included in the Debtors' books and records may have been excluded.

The Bankruptcy Court has authorized the Debtors to pay, in their discretion in the ordinary course of business, certain prepetition Claims on a post-petition basis. These schedules reflect such claims without reduction for post-petition payments on such claims. However, to the extent a claim has already been paid with respect to a pre-petition claim, future disbursements on account of such claim will take into account and will be reduced by any post-petition payments already made with respect to such claim.

7. **Insiders.** The parties identified as "insiders" have been included for informational purposes only. The Debtors do not take any position with respect to: (a) such person's influence over the control of the Debtors; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including, without limitation, the federal securities laws or with respect to any theories of liability or for any other purpose. Further, the inclusion of a party as an "insider" is not an acknowledgement or concession that such party is an "insider" for purposes of section 101(31) of the Bankruptcy Code.

8. **Intellectual Property Rights.** The exclusion of any intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.
9. **Executory Contracts and Unexpired Leases.** Although the Debtors have made diligent attempts to attribute executory contracts and unexpired leases to the counterparties to such agreements, in certain instances, the Debtors may have inadvertently failed to do so. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such contracts and leases.
- Moreover, the Debtors have not set forth executory contracts and unexpired leases as assets in the Schedules and Statements, even though these contracts and leases may have some value to the Debtors' estates.
10. **Materialman's/Mechanic's Liens.** The assets listed in the Schedules and Statements are presented without consideration of any materialman's, or mechanic's liens.
11. **Classifications.** Listing a Claim, contract or lease on (a) Schedule D as "secured," (b) Schedule E/F, Part 1 as "priority unsecured," (c) Schedule E/F, Part 2 as "Non-priority unsecured," or (d) Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors' rights to recharacterize or reclassify such Claims or contracts or leases or to setoff against such Claims.
12. **Causes of Action.** Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties (collectively, "Causes of Action") as assets in the Schedules and Statements, including, without limitation, causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any: (a) cause of action (including avoidance actions), (b) controversy, (c) right of setoff, (d) cross-claim, (e) counterclaim, (d) recoupment, and (e) any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law, or in equity, or pursuant to any other theory of law they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.
13. **Intercompany Accounts and Claims.** In the ordinary course of business, the Debtors engage in routine business relationships with non-Debtor affiliates (the "Intercompany Transactions") resulting in intercompany receivables and payables, which are described more

fully in the Debtors' "first-day" cash management motion [*see* Docket No. 16]. Intercompany payables and receivables among the Debtors and its non-Debtor affiliates are reported on a net basis and at book value in Schedule AB77 and Schedule F, as applicable. Intercompany transfers between the Debtors and non-Debtor affiliates are set forth on Statement 4. The listing of any amounts with respect to such receivables and payables is not and shall not be construed as an admission of the characterization of such balances as debt, equity or otherwise. Furthermore, the listing of these amounts is not necessarily indicative of the ultimate recovery, if any, on any intercompany asset account or the impairment or Claim status of any intercompany liability account. Intercompany payables and receivables also may be subject to set off, recoupment, and netting not reflected in the Schedules and Statements. The Debtors reserve all rights to later change the characterization, classification, categorization or designation of intercompany accounts reported in the Schedules and Statements.

14. Summary of Significant Reporting Policies. The following is a summary of significant reporting policies:

- a. Undetermined Amounts. The description of an amount as "unknown," "TBD," "undetermined," or similar indication is not intended to reflect upon the materiality of such amount.
- b. Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- c. Liens. The value of assets listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property and equipment.

15. Currency. All amounts are reflected in U.S. dollars.

16. Net Operating Losses ("NOLs"). The value of the NOLs scheduled by the Debtors is unknown as it depends on the amount and timing of future taxable income against which the NOLs may be applied, on the form any restructuring may take, as well as on the application of various tax rules limiting the use of the NOLs.

Specific Disclosures with Respect to the Schedules

Schedule A/B.

Schedule A/B, Part 1, Question 3. Cash values held in financial accounts are listed on Schedule A/B, Part 1, Question 3, as of the Petition Date.

Schedule A/B, Part 3, Questions 11a, 11b. The Debtors have included estimates in their response to question 11a and 11b in certain instances where accounts receivable aging information by legal entity was not readily available.

Schedule A/B, Part 4, Question 15. The value of ownership interests in subsidiaries have been listed in Schedule A/B, Part 4, Question 15, as undetermined.

Schedule A/B, Part 5, Question 22. The Debtors expense supplies as incurred including the cost of certain books of de minimis value that are sold in the bookstore at its Ranch location.

Schedule A/B, Part 11, Questions 39, 41. The Debtors do not separately track furniture from equipment. Therefore furniture, as applicable, is listed in response to Question 41 (equipment).

Schedule A/B, Part 11, Questions 74-75. The Debtors' failure to list any contingent and/or unliquidated Claim or Cause of Action held by the Debtors in response to this question shall not constitute a waiver, release, relinquishment, or forfeiture of such Claim or Cause of Action.

Schedule D. The Debtors may not have included on Schedule D all parties that may believe their Claims are secured through setoff rights, mechanic's liens, or other lien rights. Filings under the Uniform Commercial Code are reflected on Schedule D.

Schedule E/F, Part 1. The listing of any Claim on Schedule E/F does not constitute an admission by the Debtors that such Claim is entitled to priority treatment under section 507 of the Bankruptcy Code. The Debtors reserve their right to dispute the priority status of any Claim on any basis.

Schedule E/F, Part 2. In the ordinary course of business, the Debtors receive requests for refunds or return of overpayments. These refunds are not separately listed on the Debtors' schedules but are more fully described in the Motion of Debtors for Entry of an Order Authorizing the Debtors to (i) Maintain, Administer, and Modify Client Refund Programs and Practice, and (ii) Honor Obligations related thereto [Docket No. 82].

Schedule E/F, Part 2. The Debtors have used reasonable efforts to report all general unsecured Claims against the Debtors on Schedule E/F, based upon the Debtors' books and records as of the Petition Date.

Although reasonable efforts have been made to identify the date each Claim on Schedule E/F was incurred or arose, the Debtors cannot guarantee the information is entirely inclusive and inadvertent errors or omissions, as well as the discovery of conflicting, revised, or subsequent information, may arise which may uncover claims hereto unscheduled.

Schedule G. Although reasonable efforts have been made to ensure the accuracy of each contract or other agreement listed on Schedule G, inadvertent errors may have occurred. Certain

information, such as the contact information of the counterparty, may not be included where such information could not be obtained using the Debtors' reasonable efforts.

Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease that was in effect on the Petition Date or is valid or enforceable. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth on Schedule G and to amend or supplement Schedule G as necessary. Certain of the contracts and leases listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G. Certain confidentiality and non-disclosure agreements may not be listed on Schedule G. The Debtors reserve all of their rights with respect to such agreements.

Certain of the contracts and other agreements listed on Schedule G may consist of several parts, including purchase orders, amendments, restatements, waivers, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing may reflect distinct agreements between the applicable Debtor and such supplier or provider, or may reflect a series of related agreements.

The Debtors reserve all of their rights, Claims and Causes of Action with respect to the contracts and other agreements listed on Schedule G, including the right to dispute or challenge the characterization of any transaction or any document or instrument related to a creditor's Claim or its relationship with the Debtors.

Omission of a contract or other agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted agreements are not impaired by the omission. Schedule G may be amended at any time to add any omitted contract or other agreement.

The listing of any contract or other agreement on Schedule G does not constitute an admission by the Debtors as to the validity of such contract or agreement or that such agreement is an executory contract or unexpired lease. The Debtors reserve all of their rights to dispute the effectiveness of any such contract or agreement listed on Schedule G or to amend Schedule G at any time to remove any contract or agreement.

The Debtors enter into executory contracts with patients which contracts are not listed on Schedule G for protection of patient confidentiality. These contracts are typically short-term the Debtors expect that most of their pre-petition patient contracts have expired on their own terms.

Schedule H. In the ordinary course of their business, the Debtors may be involved in pending or threatened litigation or Claims. These matters may involve multiple plaintiffs, claimants, and defendants, some or all of whom may assert cross-Claims and counter-Claims against other parties, and some of which may be co-obligors with, contributors to, or indemnitors of, the Debtors. Because all such Claims are contingent, disputed, or unliquidated, such Claims have

not been set forth individually on Schedule H. Litigation matters can be found on each Debtor's Schedule A/B, Part 11 and Statement, Part 3, as applicable.

Specific Disclosures with Respect to the Statements

Part 3, Question 7. The Debtors have used reasonable efforts to report all legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the Debtors were involved in any capacity within one year before the Petition Date.

Part 6, Question 11. Payments made on behalf of all Debtors appear in response to Question 11 for EBH Holding Company, Inc.

Part 12, Questions 22-24. The Debtors have made best efforts to respond with respect to environmental notices, however, the Debtors do not separately track such notices and therefore responsive notices, in particular those older than 2 years prior to the petition date may have been inadvertently omitted.

Part 13, Questions 28. For purposes of this response, the Debtors have included shareholders holding interests in excess of 5%.

Part 13, Questions 31. Certain of the Debtors may have been part of a tax consolidation group prior to acquisition by the Debtors.

Fill in this information to identify the case:Debtor name Elements Medical Group of Arizona, Inc.

United States Bankruptcy Court for the: _____ District of Delaware

Case number (If known): 18-11237 (BLS)☐ Check if this is an amended filing**Official Form 206Sum****Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets**1. Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*\$ 0.00**1b. Total personal property:**Copy line 91A from *Schedule A/B*\$ 0.00
+ undetermined amounts**1c. Total of all property:**Copy line 92 from *Schedule A/B*\$ 0.00
+ undetermined amounts**Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*\$ 182,191,287.00
+ undetermined amounts**3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*\$ 0.00
+ undetermined amounts**3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*+ \$ 0.00**4. Total liabilities**

Lines 2 + 3a + 3b

\$ 182,191,287.00
+ undetermined amounts

Fill in this information to identify the case:Debtor name Elements Medical Group of Arizona, Inc.

United States Bankruptcy Court for the: _____ District of Delaware

Case number (if known): 18-11237 (BLS)☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets — Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- ☐ No. Go to Part 2.
☒ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest**

2. Cash on hand

\$ 0.00

3. Checking, savings, money market, or financial brokerage accounts (*Identify all*)

Name of institution (bank or brokerage firm) Type of account Last 4 digits of account number

3.1. See Attached Rider _____ \$ 0.00

3.2. _____ \$ _____

4. Other cash equivalents (*Identify all*)4.1. None \$ 0.00

4.2. _____ \$ _____

5. Total of Part 1

\$ 0.00

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

Part 2: Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

- ☒ No. Go to Part 3.
☐ Yes. Fill in the information below.

Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

7.1. _____ \$ _____

7.2. _____ \$ _____

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

8.1. _____ \$ _____

8.2. _____ \$ _____

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$ 0.00

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**☒ No. Go to Part 4.☐ Yes. Fill in the information below.Current value of debtor's
interest**11. Accounts receivable**

11a. 90 days old or less: _____ = → \$ _____
face amount doubtful or uncollectible accounts

11b. Over 90 days old: _____ = → \$ _____
face amount doubtful or uncollectible accounts

12. Total of Part 3

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 0.00

Part 4: Investments**13. Does the debtor own any investments?**☒ No. Go to Part 5.☐ Yes. Fill in the information below.Valuation method
used for current valueCurrent value of debtor's
interest**14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. _____ \$ _____

14.2. _____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

% of ownership:

15.1. _____ % _____ \$ _____

15.2. _____ % _____ \$ _____

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

16.1. _____ \$ _____

16.2. _____ \$ _____

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$ 0.00

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Part 5: Inventory, excluding agriculture assets**

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
20. Work in progress				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
21. Finished goods, including goods held for resale				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
22. Other inventory or supplies				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
23. Total of Part 5				\$ 0.00

Add lines 19 through 22. Copy the total to line 84.

24. Is any of the property listed in Part 5 perishable?

- ☐ No
- ☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
- ☐ Yes. Book value _____ Valuation method _____ Current value _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested			
_____	\$ _____	_____	\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish			
_____	\$ _____	_____	\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)			
_____	\$ _____	_____	\$ _____
31. Farm and fishing supplies, chemicals, and feed			
_____	\$ _____	_____	\$ _____
32. Other farming and fishing-related property not already listed in Part 6			
_____	\$ _____	_____	\$ _____

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)33. **Total of Part 6.**

Add lines 28 through 32. Copy the total to line 85.

\$ 0.0034. **Is the debtor a member of an agricultural cooperative?**☐ No☐ Yes. Is any of the debtor's property stored at the cooperative?☐ No☐ Yes35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**☐ No☐ Yes. Book value \$ _____ Valuation method _____ Current value \$ _____36. **Is a depreciation schedule available for any of the property listed in Part 6?**☐ No☐ Yes37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**☐ No☐ Yes**Part 7: Office furniture, fixtures, and equipment; and collectibles**38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**☒ No. Go to Part 8.☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
_____	\$ _____	_____	\$ _____
40. Office fixtures			
_____	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software			
_____	\$ _____	_____	\$ _____
42. Collectibles <i>Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles</i>			
42.1 _____	\$ _____	_____	\$ _____
42.2 _____	\$ _____	_____	\$ _____
42.3 _____	\$ _____	_____	\$ _____

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ 0.0044. **Is a depreciation schedule available for any of the property listed in Part 7?**☐ No☐ Yes45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**☐ No☐ Yes

Debtor
Name Elements Medical Group of Arizona, Inc.

Case number (if known) 18-11237 (BLS)

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
47.1 _____	\$ _____	_____	\$ _____
47.2 _____	\$ _____	_____	\$ _____
47.3 _____	\$ _____	_____	\$ _____
47.4 _____	\$ _____	_____	\$ _____
48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels			
48.1 _____	\$ _____	_____	\$ _____
48.2 _____	\$ _____	_____	\$ _____
49. Aircraft and accessories			
49.1 _____	\$ _____	_____	\$ _____
49.2 _____	\$ _____	_____	\$ _____
50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)			
_____	\$ _____	_____	\$ _____
51. Total of Part 8. Add lines 47 through 50. Copy the total to line 87.			\$ 0.00

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☐ No
- ☐ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Part 9: Real property****54. Does the debtor own or lease any real property?**☒ No. Go to Part 10.☐ Yes. Fill in the information below.**55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 _____	_____	\$ _____	_____	\$ _____
55.2 _____	_____	\$ _____	_____	\$ _____
55.3 _____	_____	\$ _____	_____	\$ _____
55.4 _____	_____	\$ _____	_____	\$ _____
55.5 _____	_____	\$ _____	_____	\$ _____
55.6 _____	_____	\$ _____	_____	\$ _____

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ 0.00

57. Is a depreciation schedule available for any of the property listed in Part 9?☐ No☐ Yes**58. Has any of the property listed in Part 9 been appraised by a professional within the last year?**☐ No☐ Yes**Part 10: Intangibles and intellectual property****59. Does the debtor have any interests in intangibles or intellectual property?**☒ No. Go to Part 11.☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets _____	\$ _____	_____	\$ _____
61. Internet domain names and websites _____	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties _____	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations _____	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property _____	\$ _____	_____	\$ _____
65. Goodwill _____	\$ _____	_____	\$ _____

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ 0.00

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$ 0.00	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$ 0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$ 0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$ 0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$ 0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$ 0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$ 0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$ 0.00	
88. Real property. <i>Copy line 56, Part 9.</i> →		\$ 0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$ 0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$ 0.00 + undetermined amounts	
91. Total. Add lines 80 through 90 for each column.91a.	\$ 0.00 + undetermined amounts	+ 91b. \$ 0.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$ 0.00 + undetermined amounts

Debtor Name: Elements Medical Group of Arizona, Inc.

Case Number: 18-11237 (BLS)

Assets - Real and Personal Property**Part 1, Question 3:** Checking, savings, money market, or financial brokerage accounts

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	Current value of debtor's interest
COMERICA INCORPORATED	ZBA Disbursement	0428	\$0.00
COMERICA INCORPORATED	ZBA Depository	1364	\$0.00
		TOTAL	\$0.00

Debtor Name: Elements Medical Group of Arizona, Inc.

Case Number: 18-11237 (BLS)

Assets - Real and Personal Property**Part 11, Question 73:** Interests in insurance policies or annuities

Description	Policy type	Policy number	Current value of debtor's interest
Arch Insurance Group	CA Blanked Accident Policy	11SPR8169606	Undetermined
Philadelphia Indemnity Insurance Policy	General Liability Policy	PHPK1757926	Undetermined
Philadelphia Indemnity Insurance Policy	Automotive Policy	PHPK1757926	Undetermined
Philadelphia Indemnity Insurance Policy	Professional Liability Policy	PHPK1757926	Undetermined
Philadelphia Indemnity Insurance Policy	Umbrella Liability Policy	PHUB613051	Undetermined
Lexington Insurance Company	Property Policy	012116759	Undetermined
Hiscox Insurance Company	Terrorism and Sabotage Policy	UTS2534852.17	Undetermined
Berkshire Hathaway Homestate Ins Co	Workers Compensation Policy	EBWC807623	Undetermined
Berkshire Hathaway Homestate Ins Co	Workers Compensation Policy	EBWC807785	Undetermined
Colony Insurance Co	Excess Property Policy	XP264594	Undetermined
Capitol Specialty Insurance Corporation	Excess Liability \$10M xs \$5M Policy	HS20152220-03	Undetermined
Arch Insurance Group	Excess Liability \$5M xs \$5M Policy	UFE0059346-02	Undetermined
Underwriters at Lloyd's, London	Cyber Liability Policy	501633	Undetermined
National Union Fire Insurance Company of Pittsburgh, PA	Primary Directors & Officers Policy	04-989-56-14	Undetermined
Westchester Fire Insurance Company	Excess Directors & Officers Policy	G27552109 003	Undetermined
Argonaut Insurance Company	Excess Directors & Officers Policy	MLX 7601250-02	Undetermined
Endurance Risk Solutions Assurance Co.	Excess Directors & Officers Policy	DOX10008401601	Undetermined
National Union Fire Insurance Company of Pittsburgh, PA	Employment Practices Liability Policy	04-989-56-14	Undetermined
National Union Fire Insurance Company of Pittsburgh, PA	Fiduciary Liability Policy	04-989-56-14	Undetermined
National Union Fire Insurance Company of Pittsburgh, PA	Crime Coverage Policy	04-989-56-14	Undetermined
Federal Insurance Company	Employed Lawyers Professional Policy	8225-8418	Undetermined
Ohio Bureau of Workers Compensation	Workers Compensation Policy		Undetermined
Washington Dept of Labor & Industries	Workers Compensation Policy		Undetermined
		TOTAL	\$0.00 + undetermined amounts

Fill in this information to identify the case:

Debtor name Elements Medical Group of Arizona, Inc.
 United States Bankruptcy Court for the: _____ District of Delaware
 Case number (if known): 18-11237 (BLS)

☐ Check if this is an amended filing

Official Form 206D**Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims**2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.**

Column A
Amount of claim
 Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

2.1 Creditor's name
 CORTLAND CAPITAL MARKET SERVICES LLC
 AS AGENT
 Describe debtor's property that is subject to a lien
 See Schedule D Disclosures.
 \$ 47,512,247.00 \$ Undetermined

Creditor's mailing address

225 W. WASHINGTON ST.
 STE 2100
 CHICAGO, IL 60606

Describe the lien

Guarantor - Second Lien Credit Agreement. See Schedule D Disclosures.

Creditor's email address, if known**Is the creditor an insider or related party?**

- ☒ No
☐ Yes

Date debt was incurred Undetermined

Is anyone else liable on this claim?

- ☐ No
☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
☒ Yes. Specify each creditor, including this creditor, and its relative priority.

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

See Schedule D Disclosures.

2.2 Creditor's name
 PROJECT BUILD BEHAVIORAL HEALTH, LLC,
 AS AGENT
 Describe debtor's property that is subject to a lien
 See Schedule D Disclosures.
 \$ 134,679,040.00 \$ Undetermined

Creditor's mailing address

2 LANDMARK SQUARE, SUITE 207
 STAMFORD, CT 06901

Describe the lien

Guarantor - First Lien Credit Agreement. See Schedule D Disclosures.

Creditor's email address, if known**Is the creditor an insider or related party?**

- ☒ No
☐ Yes

Date debt was incurred Undetermined

Is anyone else liable on this claim?

- ☐ No
☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
☒ Yes. Have you already specified the relative priority?

☒ No. Specify each creditor, including this creditor, and its relative priority.

See Schedule D Disclosures.

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

☐ Yes. The relative priority of creditors is specified on lines See Schedule D Disclosures.

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$ 182,191,287.00
 + undetermined amounts

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Part 1:****Additional Page**

Column A
Amount of claim
Do not deduct the
value of collateral

Column B
**Value of collateral
that supports this
claim**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2.3 Creditor's name PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT Creditor's mailing address 2 LANDMARK SQUARE, SUITE 207 STAMFORD, CT 06901 Creditor's email address, if known Date debt was incurred 05/11/2018 Last 4 digits of account number	Describe debtor's property that is subject to a lien As described in UCC Original File Number 201800058522. See Schedule D disclosures. Describe the lien All Assets and Proceeds. See Schedule disclosures. Is the creditor an insider or related party? ☒ No ☐ Yes Is anyone else liable on this claim? ☒ No ☐ Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition date, the claim is: Check all that apply. ☒ Contingent ☒ Unliquidated ☒ Disputed	\$ <u>Undetermined</u>	\$ <u>Undetermined</u>
Do multiple creditors have an interest in the same property? ☐ No ☒ Yes. Have you already specified the relative priority? ☒ No. Specify each creditor, including this creditor, and its relative priority. See Schedule D disclosures. ☐ Yes. The relative priority of creditors is specified on lines			

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no other need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1
did you enter the
related creditor?Last 4 digits of
account number
for this entity

Fill in this information to identify the case:

Debtor Elements Medical Group of Arizona, Inc.

United States Bankruptcy Court for the: _____ District of Delaware

Case number 18-11237 (BLS)

(If known)

☐ Check if this is an amended filing

Official Form 206E/F**Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☐ No. Go to Part 2.
- ☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
2.1	Priority creditor's name and mailing address ARIZONA CORPORATION COMMISSION 1300 W. WASHINGTON ST. PHOENIX, AZ 85007 Date or dates debt was incurred Undetermined Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8) _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> ☒ Contingent ☒ Unliquidated ☐ Disputed Basis for the claim: Contingent Tax Liability Is the claim subject to offset? ☒ No ☐ Yes	\$ Undetermined \$ Undetermined
2.2	Priority creditor's name and mailing address Date or dates debt was incurred Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) () _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed Basis for the claim: Is the claim subject to offset? ☐ No ☐ Yes	\$ _____ \$ _____
2.3	Priority creditor's name and mailing address Date or dates debt was incurred Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) () _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed Basis for the claim: Is the claim subject to offset? ☐ No ☐ Yes	\$ _____ \$ _____

Debtor Elements Medical Group of Arizona, Inc.
Name

Case number (if known) 18-11237 (BLS)

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: \$ _____ <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed Basis for the claim: 0.00 Date or dates debt was incurred _____ Is the claim subject to offset? ☐ No ☐ Yes Last 4 digits of account number _____
3.2	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: \$ _____ <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed Basis for the claim: 0.00 Date or dates debt was incurred _____ Is the claim subject to offset? ☐ No ☐ Yes Last 4 digits of account number _____
3.3	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: \$ _____ <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed Basis for the claim: 0.00 Date or dates debt was incurred _____ Is the claim subject to offset? ☐ No ☐ Yes Last 4 digits of account number _____
3.4	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: \$ _____ <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed Basis for the claim: 0.00 Date or dates debt was incurred _____ Is the claim subject to offset? ☐ No ☐ Yes Last 4 digits of account number _____
3.5	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: \$ _____ <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed Basis for the claim: 0.00 Date or dates debt was incurred _____ Is the claim subject to offset? ☐ No ☐ Yes Last 4 digits of account number _____
3.6	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: \$ _____ <i>Check all that apply.</i> ☐ Contingent ☐ Unliquidated ☐ Disputed Basis for the claim: 0.00 Date or dates debt was incurred _____ Is the claim subject to offset? ☐ No ☐ Yes Last 4 digits of account number _____

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is
the related creditor (if any) listed?Last 4 digits of
account number, if
any

Debtor

Elements Medical Group of Arizona, Inc.
Name

Case number (if known) 18-11237 (BLS)

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

Total of claim amounts

5a. Total claims from Part 1

5a. \$ 0.00
+ undetermined amounts

5b. Total claims from Part 2

5b. + \$ 0.00

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

5c. \$ 0.00
+ undetermined amounts

Fill in this information to identify the case:Debtor name Elements Medical Group of Arizona, Inc.United States Bankruptcy Court for the: _____ District of DelawareCase number (if known): 18-11237 (BLS) Chapter 11☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?☒ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.☐ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).**2. List all contracts and unexpired leases**

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2.2 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2.3 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2.4 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2.5 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

Fill in this information to identify the case:Debtor name Elements Medical Group of Arizona, Inc.

United States Bankruptcy Court for the: _____ District of Delaware

Case number (If known): 18-11237 (BLS)☐ Check if this is an amended filing**Official Form 206H****Schedule H: Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1 Assurance Toxicology Services, LLC	933 N Nakoma Suite 120 San Antonio, 78216	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.2 EBH Acquisition Subsidiary, Inc.	3100 E Commercial Blvd Suite 100 Fort Lauderdale, 33308	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.3 EBH Big Rock, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.4 EBH Holding Company, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.5 EBH Northeast Services, Inc.	544 Iron Ridge Road Hanover, 17331	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.6 EBH Services of Florida, Inc.	112 North Oak Street Suite 109 Lake Worth, 33462	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Additional Page if Debtor Has More Codebtors****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.7 Spirit Lodge, LLC	840 County Road 420 Spicewood, 78669	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.8 The Ranch on the Piney River, Inc.	6107 Pinewood Road Nunnally, 37137	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.9 The Sexual Recovery Institute, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.10 TRS Behavioral Care, Inc.	440 Fischer Store Road Wimberley, TX 78676	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.11 Westside Sober Living Centers, Inc.	20725 Rockcroft Drive Malibu, 90265	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.12 Wrightsville Services, LLC	1166 Hilts Road Wrightsville, 17368	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.13 PROMAL4, Inc.	20729 Rockcroft Drive Malibu, 90265	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.14 Promises Residential Treatment Center VI, Inc.	20713 Rockcroft Drive Malibu, 90265	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.15 San Cristobal Treatment Center, LLC	176 Camino del Medio San Cristobal, 87564	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.16 SBAR2, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.17 SoCal Rehab and Recovery, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Additional Page if Debtor Has More Codebtors****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.18 Southeast Behavioral Health Services, Inc.	3949 Highway 43 North Brandon, 39047	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.19 Intensive Outpatient Services PA, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.20 NE Sober Living, Inc.	6143 Mill Road Egg Harbor Township, 08234	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.21 Northeast Behavioral Services, Inc.	421 Bethel Road Somers Point, 08244	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.22 Outpatient Services FL, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.23 Outpatient Services TN, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.24 PROMAL2, Inc.	20723 Rockcroft Drive Malibu, 90265	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.25 EBH Southwest Services, Inc.	8072 S. Highland Drive Salt Lake City, 84121	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.26 Ehrman Subsidiary Corp.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.27 Elements Behavioral Health, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.28 Elements Medical Group of Mississippi, Inc.	3949 Highway 43 North Brandon, 39047	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Additional Page if Debtor Has More Codebtors****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.29 Elements Medical Group of Utah, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.30 Elements Screening Services, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	CORTLAND CAPITAL MARKET SERVICES LLC AS AGENT	☒ D ☐ E/F ☐ G
2.31 Assurance Toxicology Services, LLC	933 N Nakoma Suite 120 San Antonio, 78216	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.32 EBH Acquisition Subsidiary, Inc.	3100 E Commercial Blvd Suite 100 Fort Lauderdale, 33308	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.33 EBH Big Rock, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.34 EBH Holding Company, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.35 EBH Northeast Services, Inc.	544 Iron Ridge Road Hanover, 17331	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.36 EBH Services of Florida, Inc.	112 North Oak Street Suite 109 Lake Worth, 33462	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.37 Spirit Lodge, LLC	840 County Road 420 Spicewood, 78669	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.38 The Ranch on the Piney River, Inc.	6107 Pinewood Road Nunnally, 37137	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.39 The Sexual Recovery Institute, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Additional Page if Debtor Has More Codebtors****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.40 TRS Behavioral Care, Inc.	440 Fischer Store Road Wimberley, TX 78676	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.41 Westside Sober Living Centers, Inc.	20725 Rockcroft Drive Malibu, 90265	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.42 Wrightsville Services, LLC	1166 Hilts Road Wrightsville, 17368	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.43 PROMAL4, Inc.	20729 Rockcroft Drive Malibu, 90265	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.44 Promises Residential Treatment Center VI, Inc.	20713 Rockcroft Drive Malibu, 90265	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.45 San Cristobal Treatment Center, LLC	176 Camino del Medio San Cristobal, 87564	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.46 SBAR2, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.47 SoCal Rehab and Recovery, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.48 Southeast Behavioral Health Services, Inc.	3949 Highway 43 North Brandon, 39047	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.49 Intensive Outpatient Services PA, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.50 NE Sober Living, Inc.	6143 Mill Road Egg Harbor Township, 08234	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Additional Page if Debtor Has More Codebtors****Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.**

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.51 Northeast Behavioral Services, Inc.	421 Bethel Road Somers Point, 08244	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.52 Outpatient Services FL, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.53 Outpatient Services TN, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.54 PROMAL2, Inc.	20723 Rockcroft Drive Malibu, 90265	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.55 EBH Southwest Services, Inc.	8072 S. Highland Drive Salt Lake City, 84121	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.56 Ehrman Subsidiary Corp.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.57 Elements Behavioral Health, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.58 Elements Medical Group of Mississippi, Inc.	3949 Highway 43 North Brandon, 39047	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.59 Elements Medical Group of Utah, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G
2.60 Elements Screening Services, Inc.	5000 Airport Plaza Drive Suite 100 Long Beach, 90815	PROJECT BUILD BEHAVIORAL HEALTH, LLC, AS AGENT	☒ D ☐ E/F ☐ G

Fill in this information to identify the case and this filing:Debtor Name Elements Medical Group of Arizona, Inc.

United States Bankruptcy Court for the: _____ District of Delaware

Case number (if known): 18-11237 (BLS)**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud 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.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

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

Executed on 06/24/2018
MM / DD / YYYY

X/s/ Martin McGahan

Signature of individual signing on behalf of debtor

Martin McGahan
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Fill in this information to identify the case:Debtor name Elements Medical Group of Arizona, Inc.

United States Bankruptcy Court for the: _____ District of Delaware

Case number (if known): 18-11237 (BLS)☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy 04/16**

The debtor must answer every question. 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).

Part 1: Income**1. Gross revenue from business**☒ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that applyGross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From _____ to Filing date
MM / DD / YYYY☐ Operating a business
☐ Other _____

\$ _____

For prior year:

From _____ to _____
MM / DD / YYYY MM / DD / YYYY☐ Operating a business
☐ Other _____

\$ _____

For the year before that:

From _____ to _____
MM / DD / YYYY MM / DD / YYYY☐ Operating a business
☐ Other _____

\$ _____

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From _____ to Filing date
MM / DD / YYYY

_____ \$ _____

For prior year:

From _____ to _____
MM / DD / YYYY MM / DD / YYYY

_____ \$ _____

For the year before that:

From _____ to _____
MM / DD / YYYY MM / DD / YYYY

_____ \$ _____

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	\$ _____	☐ Secured debt ☐ Unsecured loan repayments ☐ Suppliers or vendors ☐ Services ☐ Other _____
3.2. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	\$ _____	☐ Secured debt ☐ Unsecured loan repayments ☐ Suppliers or vendors ☐ Services ☐ Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. Insider's name _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____ _____ _____	\$ _____	_____ _____ _____
4.2. Insider's name _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____ _____ _____	\$ _____	_____ _____ _____

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**5. Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

	Creditor's name and address	Description of the property	Date	Value of property
5.1.	Creditor's name Street City State ZIP Code			\$
5.2.	Creditor's name Street City State ZIP Code			\$

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
Creditor's name Street City State ZIP Code			\$
Last 4 digits of account number: XXXX- _ _ _ _			

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☒ None

	Case title	Nature of case	Court or agency's name and address	Status of case
7.1.	Case number		Name Street City State ZIP Code	☐ Pending ☐ On appeal ☐ Concluded
7.2.	Case number		Name Street City State ZIP Code	☐ Pending ☐ On appeal ☐ Concluded

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**8. Assignments and receivership**

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
Custodian's name		\$
Street	Case title	Court name and address
City State ZIP Code	Case number	Name
		Street
	Date of order or assignment	City State ZIP Code

Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. Recipient's name			\$
Street			
City State ZIP Code			
Recipient's relationship to debtor			
9.2. Recipient's name			\$
Street			
City State ZIP Code			
Recipient's relationship to debtor			

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Date of loss	Value of property lost
			\$

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1. See response to Statements question 11 for Elements Behavioral Health, Inc.			
Address			\$
Street			
City State ZIP Code			
Email or website address			
Who made the payment, if not debtor?			

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2.			
Address			\$
Street			
City State ZIP Code			
Email or website address			
Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
			\$
Trustee			

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**13. Transfers not already listed on this statement**

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1. _____	_____	_____	\$ _____
Address			
Street _____			
City _____ State _____ ZIP Code _____			
Relationship to debtor			

13.2. _____	_____	_____	\$ _____
Address			
Street _____			
City _____ State _____ ZIP Code _____			
Relationship to debtor			

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address	Dates of occupancy
14.1. _____	From _____ To _____
Street _____	
City _____ State _____ ZIP Code _____	
14.2. _____	From _____ To _____
Street _____	
City _____ State _____ ZIP Code _____	

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Part 8: Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
— providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	--	---

15.1.	Facility name _____ _____ Street _____ _____ City State ZIP Code	Nature of the business operation, including type of services the debtor provides _____ _____ Location where patient records are maintained (if different from facility address). If electronic, identify any service provider. _____ _____ How are records kept? Check all that apply: ☐ Electronically ☐ Paper
-------	--	--

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	--	---

15.2.	Facility name _____ _____ Street _____ _____ City State ZIP Code	Nature of the business operation, including type of services the debtor provides _____ _____ Location where patient records are maintained (if different from facility address). If electronic, identify any service provider. _____ _____ How are records kept? Check all that apply: ☐ Electronically ☐ Paper
-------	--	--

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☐ No. Patient Names, Addresses, Birth Dates, Phone Numbers, Social Security Numbers, Payment Information, Medical and Treatment Records
☒ Yes. State the nature of the information collected and retained.

Does the debtor have a privacy policy about that information?

- ☐ No
☒ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
Yes. Does the debtor serve as plan administrator?

- ☐ No. Go to Part 10.
☐ Yes. Fill in below:

Name of plan	Employer identification number of the plan
--------------	--

_____	EIN: _____
-------	------------

Has the plan been terminated?

- ☐ No
☐ Yes

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1. _____ Name _____ Street _____ City State ZIP Code	XXXX-____-____-____	☐ Checking ☐ Savings ☐ Money market ☐ Brokerage ☐ Other _____	_____	\$ _____
18.2. _____ Name _____ Street _____ City State ZIP Code	XXXX-____-____-____	☐ Checking ☐ Savings ☐ Money market ☐ Brokerage ☐ Other _____	_____	\$ _____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City State ZIP Code	_____ _____ _____ Address _____ _____	_____ _____ _____ _____ _____	☐ No ☐ Yes

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City State ZIP Code	_____ _____ _____ Address _____ _____	_____ _____ _____ _____ _____	☐ No ☐ Yes

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Owner's name and address	Location of the property	Description of the property	Value
Name			\$ _____
Street			
City State ZIP Code			

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ No

☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
Case number	Name		☐ Pending
	Street		☐ On appeal
	City State ZIP Code		☐ Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

☒ No

☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**24. Has the debtor notified any governmental unit of any release of hazardous material?**

- ☒ No
- ☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name _____	Name _____	_____	_____
Street _____	Street _____	_____	_____
City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____		

Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

	Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1.	Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	EIN: _____ Dates business existed From _____ To _____
25.2.	Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	EIN: _____ Dates business existed From _____ To _____
25.3.	Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____	EIN: _____ Dates business existed From _____ To _____

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address

Dates of service

26a.1. See Attached Rider

From _____ To _____

Name and address

Dates of service

26a.2.

Name

Street

City

State

ZIP Code

From _____ To _____

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address

Dates of service

26b.1. BDO SEIDMAN, LLP
PO BOX 31001-0860
PASADENA, CA 91110-0860

From 2008 To Present

Name and address

Dates of service

26b.2.

Name

Street

City

State

ZIP Code

From _____ To _____

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address

If any books of account and records are
unavailable, explain why

26c.1. See Attached Rider

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Name and address****If any books of account and records are unavailable, explain why**

26c.2.

Name

Street

City

State

ZIP Code

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None
Name and address

26d.1.

See Attached Rider

Name and address

26d.2.

Name

Street

City

State

ZIP Code

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.
Name of the person who supervised the taking of the inventory**Date of inventory****The dollar amount and basis (cost, market, or other basis) of each inventory**

\$ _____

Name and address of the person who has possession of inventory records

27.1.

Name

Street

City

State

ZIP Code

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)

Name of the person who supervised the taking of the inventory

Date of
inventoryThe dollar amount and basis (cost, market, or
other basis) of each inventory

\$ _____

Name and address of the person who has possession of inventory records

27.2.

Name _____

Street _____

City _____

State _____

ZIP Code _____

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name

Address

Position and nature of any
interest

% of interest, if any

See Attached Rider

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No☒ Yes. Identify below.

Name

Address

Position and nature of
any interestPeriod during which
position or interest was
held

See Attached Rider

From _____ To _____

From _____ To _____

From _____ To _____

From _____ To _____

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ No☐ Yes. Identify below.

Name and address of recipient

Amount of money or
description and value of
property

Dates

Reason for
providing the value

30.1.

Name _____

Street _____

City _____

State _____

ZIP Code _____

Relationship to debtor _____

Debtor Elements Medical Group of Arizona, Inc.
NameCase number (if known) 18-11237 (BLS)**Name and address of recipient**

30.2

Name _____

Street _____

City _____

State _____

ZIP Code _____

Relationship to debtor

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☐ No☒ Yes. Identify below.**Name of the parent corporation****Employer identification number of the parent corporation**EBH Holding Company, Inc.EIN: 90-0770370

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No☐ Yes. Identify below.**Name of the pension fund****Employer identification number of the pension fund**

EIN: _____

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud 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.

I have examined the information in this *Statement of Financial Affairs* and any attachments 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 06/24/2018
MM / DD / YYYY

X/s/ Martin McGahanPrinted name Martin McGahan

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Chief Restructuring Officer**Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?**☐ No☒ Yes

Debtor Name: Elements Medical Group of Arizona, Inc.

Case Number: 18-11237 (BLS)

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**Part 13, Question 26a:** List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

Name & Address	Dates of service From	Dates of service To
BURKETT, KATHLEEN 5000 AIRPORT PLAZA DR, STE 100 LONG BEACH, CA 90815	11/02/2015	Present
POAN, NICHOLAS 5000 AIRPORT PLAZA DR, STE 100 LONG BEACH, CA 90815	10/05/2015	06/08/2018

Debtor Name: Elements Medical Group of Arizona, Inc.

Case Number: 18-11237 (BLS)

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**Part 13, Question 26c:** Firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

Name and Address	If any books of account and records are unavailable explain why
BURKETT, KATHLEEN 5000 AIRPORT PLAZA DR, STE 100 LONG BEACH, CA 90815	
POAN, NICHOLAS 5000 AIRPORT PLAZA DR, STE 100 LONG BEACH, CA 90815	

Debtor Name: Elements Medical Group of Arizona, Inc.

Case Number: 18-11237 (BLS)

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

Part 13, Question 26d: List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

Name & Address

During the period immediately preceding these cases, the Debtors entered into the Second Amended and Restated First Lien Credit Agreement as is more fully described in the Declaration of Martin McGahan [Docket No. 16]. As part of this process the Debtors provided financial statements and related financial information. In addition, the Debtors may have provided certain parties, such as banks, auditors, vendors and financial advisors financial statements that may not be part of a public filing. The Debtors does not maintain complete lists to track such disclosures. As such, the Debtors have not provided lists of these parties in response to Statement 26d.

Debtor Name: Elements Medical Group of Arizona, Inc.

Case Number: 18-11237 (BLS)

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

Part 13, Question 28: Debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name and Address	Position and nature of any interest	% of interest if any
BAUER, EDITH 5000 AIRPORT PLAZA DRIVE SUITE 100 LONG BEACH, CA 90815	Secretary	
BURKETT, KATHLEEN 5000 AIRPORT PLAZA DRIVE SUITE 100 LONG BEACH, CA 90815	Chief Accounting Officer/Assistant Secretary	
ELEMENTS BEHAVIORAL HEALTH, INC. 5000 AIRPORT PLAZA DRIVE SUITE 100 LONG BEACH, CA 90815	Shareholder	100
PEGG, DAVID 5000 AIRPORT PLAZA DRIVE SUITE 100 LONG BEACH, CA 90815	Director	
POAN, NICHOLAS 5000 AIRPORT PLAZA DRIVE SUITE 100 LONG BEACH, CA 90815	Chief Financial Officer/Treasurer	
RAGLAND, RUSSELL 5000 AIRPORT PLAZA DRIVE SUITE 100 LONG BEACH, CA 90815	Director	
SACK, DAVID 5000 AIRPORT PLAZA DRIVE SUITE 100 LONG BEACH, CA 90815	President	
YOUNG, JOHN 5000 AIRPORT PLAZA DRIVE SUITE 100 LONG BEACH, CA 90815	Director	

Debtor Name: Elements Medical Group of Arizona, Inc.

Case Number: 18-11237 (BLS)

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

Part 13, Question 29: Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

Name and address	Position and nature of any interest	Period during which position or interest was held From	Period during which position or interest was held To
SACK, DAVID 5000 AIRPORT PLAZA DRIVE, SUITE 100 LONG BEACH, CA 90815	Director	06/30/2017	05/22/2018