

Vickie L. Driver
Texas Bar No. 24026886
Christina W. Stephenson
Texas Bar No. 24049535
HUSCH BLACKWELL LLP
2001 Ross Avenue, Suite 2000
Dallas, Texas 75201
Phone: (214) 999-6100
Fax: (214) 999-6170
Email: vickie.driver@huschblackwell.com
Email: crissie.stephenson@huschblackwell.com

PROPOSED COUNSEL FOR THE DEBTORS

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

IN RE:	§	
	§	CHAPTER 11
	§	
FOUNDATION HEALTHCARE, INC.,	§	
<i>et al.,</i>	§	CASE NO. 17-42571
	§	
DEBTORS.¹	§	Complex Case
	§	Jointly Administered

**NOTES REGARDING SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS**

On June 21, 2017 (the “Petition Date”), Foundation HealthCare, Inc., and University General Hospital, LLC each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Bankruptcy Court”). The Debtors have requested, and the Bankruptcy Court has so ordered, that their cases be jointly administered under Case No. 17-42571.

With the assistance of its Bankruptcy Court approved advisors, the Debtors prepared the annexed Schedules of Assets and Liabilities (the “Schedules”), the Statement of Financial Affairs (the “SOFAs” and together with the Schedules, the “Schedules and SOFAs”), and the Lists of Equity Security Holders (the “Lists”) pursuant to Section 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure. The Schedules and SOFAs and Lists are unaudited and do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), and they are not intended to be fully reconciled to the financial statements.

¹ The Debtors in these Chapter 11 cases are Foundation Healthcare, Inc. and University General Hospital, LLC.

Although the Debtors' advisors and remaining officers, directors and contract employees have made every reasonable effort to ensure that the Schedules and SOFAs and Lists are accurate and complete based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and SOFAs and Lists, and inadvertent errors or omissions may have occurred. Subsequent receipt of information or an audit may result in material changes in financial data requiring amendment of the Schedules and SOFAs and Lists. These notes regarding each of the Debtor's Schedules and SOFAs and Lists (the "Notes") comprise an integral part of such Debtor's Schedules and SOFAs and Lists and should be referenced in connection with any review of the Schedules and SOFAs and Lists. Nothing contained in the Schedules and SOFAs or Lists shall constitute a waiver of any rights or claims of the Debtors against any third party, or in or with respect to any aspect of these chapter 11 cases.

1. Amendments. The Debtors reserve the right to amend or supplement the Schedules and SOFAs and Lists as necessary or appropriate.

2. Asset Presentation. Most assets and liabilities of the Debtors are shown on the basis of the book value in the respective Debtor's books and records, as of December 31, 2016, and not on the basis of current market values of such interest in property or liabilities; provided, however, that some adjustments have been made when the information was available subsequent thereto. In certain instances, where book value is known to be materially inaccurate, the Debtors listed some assets and liabilities as having an "unknown" value. The Debtors reserve their right to amend or adjust the value of each asset or liability set forth herein.

3. Liabilities. The Debtors sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and SOFAs. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change. The Debtors also reserve the right to change the allocation of liability to the extent additional information becomes available.

4. Causes of Action. Despite reasonable efforts, the Debtors may not have identified or set forth all of its causes of action against third parties as assets in its Schedules and SOFAs. The Debtors reserve any and all of their rights with respect to any causes of action they each may have, and neither these Notes nor the Schedules and SOFAs shall be deemed a waiver of any such causes of action.

5. Claim Description. Any failure to designate a claim on the Schedules or SOFAs as "disputed," "contingent" or "unliquidated" does not constitute an admission by the respective Debtor that such claim is not "disputed," "contingent" or "unliquidated." The Debtors reserve the right to dispute, or to assert offsets or defenses to, any claim reflected on its Schedules and SOFAs as to amount, liability, priority, secured or unsecured status, or classification, or to otherwise designate any claim as "disputed," "contingent" or "unliquidated" by filing and serving an appropriate amendment. The Debtors also reserve the right to amend their Schedules or SOFAs as necessary or appropriate.

6. Property and Equipment. The Debtors have not completed a physical inventory of any of their owned equipment, merchandise or other physical assets and any information set forth in the Schedules and SOFAs may be over or understated. Further, nothing in the Schedules or SOFAs (including, without limitation, the failure to list leased property or equipment as owned property or equipment) is or shall be construed as an admission as to the determination of legal status of any lease (including whether any lease is a true lease or financing arrangement), and the Debtors reserve all of their rights with respect to such issues. Notwithstanding the foregoing, an inventory of supplies for UGH was conducted in December 2016.

7. Insurance. The Debtors have, in the past, maintained a variety of insurance policies including property, general liability, and workers' compensation policies and other employee- related policies. The Debtors' interest in these types of policies is limited to the amount of the premiums that the Debtors have prepaid, if any, as of Petition Date. To the best of each Debtor's knowledge, no such prepayments exist. The Debtors do reserve all rights to refunds of any overpayments of premiums paid on any insurance policies.

8. Insiders. In the circumstances where the Bankruptcy Schedules require information regarding insiders or officers and directors, included herein are the relevant Debtor's (a) directors (or persons in similar positions) and (b) officers. The listing of a party as an insider is not intended to be nor should it be construed as a legal characterization of such party as an insider and does not act as an admission of any fact, claim, right or defense and all such rights, claims and defenses are hereby expressly reserved. Further, employees have been included in this disclosure for informational purposes only and should not be deemed to be "insiders" in terms of control of the Debtors, management responsibilities or functions, decision-making or corporate authority or as otherwise defined by applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

9. Schedule A/B—Real and Personal Property. As of the Petition Date, certain equipment and property was foreclosed upon, repossessed, or picked up by various parties. While the Debtors have attempted to identify each such situation, that analysis is made complicated by the fact that the UGH Debtor is no longer in possession of that leased premises. To the extent any Debtor learns of a piece of property that has been subject to a repossession or foreclosure impacting the listing in this schedule, such Debtor reserves the right to amend such Schedule and SOFA reflecting same.

10. Schedule D—Creditors Holding Secured Claims. Except as specifically stated herein, real property lessors, utility companies and other parties which may hold security deposits have not been listed on Schedule D. The Debtors have not included on Schedule D all parties that may believe their claims are secured through setoff rights, deposits posted by, or on behalf of, the Debtors, or inchoate statutory lien rights. While reasonable efforts have been made, determination of the date upon which each claim in Schedule D was incurred or arose would be unduly and cost prohibitive, and therefore, the Debtors may not list a date for each claim listed on Schedule D.

11. Schedule E—Creditors Holding Unsecured Priority Claims. The listing of any claim on Schedule E does not constitute an admission by such Debtor that such claim is

entitled to priority under section 507 of the Bankruptcy Code. The Debtors reserve the right to dispute the priority status of any claim on any basis. While reasonable efforts have been made, determination of the date upon which each claim in Schedule E was incurred or arose would be unduly burdensome and cost prohibitive, and therefore, the Debtor may not list a date for each claim listed on Schedule E. Additionally, the Debtors have not included employee-related priority claims that existed as of the Petition Date to the extent that such claims have been or are approved for payment pursuant to orders entered by the Bankruptcy Court.

12. Schedule F—Creditors Holding Unsecured Nonpriority Claims. The liabilities identified in Schedule F are derived from the respective Debtor's books and records, which may or may not, in fact, be completely accurate, but they do represent a reasonable attempt by each Debtor to set forth its unsecured obligations. Accordingly, the actual amount of claims against each Debtor may vary from the represented liabilities. Parties in interest should not accept that the listed liabilities necessarily reflect the correct amount of any unsecured creditor's allowed claims or the correct amount of all unsecured claims. Similarly, parties in interest should not anticipate that recoveries in these cases will reflect the relationship of aggregate asset values and aggregate liabilities set forth in the Schedules and SOFAs. Parties in interest should consult their own professionals or advisors with respect to pursuing a claim. Although the Debtors and their professionals have generated financials the Debtors believe to be reasonable, actual liabilities (and assets) may deviate from the Schedules and SOFAs due to certain events that may occur throughout the duration of these chapter 11 cases.

The claims listed on Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose may be unknown or subject to dispute. Although reasonable efforts have been made to determine the date upon which claims listed in Schedule F was incurred or arose, fixing that date for each claim in Schedule F would be unduly burdensome and cost prohibitive and, therefore, the Debtors may not have listed a date for each claim listed on Schedule F.

13. Schedule G—Executory Contracts. While effort has been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. 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 or that such contract or agreement 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 in Schedule G and to amend or supplement such Schedule as necessary. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, 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. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of its business, such as easements, right of way, subordination, nondisturbance agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents are also not set forth in Schedule G.

The Debtors reserve all rights to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's claim. The Debtors may be party to certain agreements that have expired by their terms, but all parties continue to operate under the agreement. Out of an abundance of caution, the Debtors have listed such agreements on Schedule G. The Debtor's inclusion of such contracts or agreements on Schedule G is not an admission that such contract or agreement is an executory contract or unexpired lease.

Omission of a contract or 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 contracts or agreements are not impaired by the omission.

In some cases, the same supplier or provider may appear multiple times in the Schedules. Multiple listings, if any, reflect distinct agreements between such Debtor and such supplier or provider. The listing of any contract on Schedule G does not constitute an admission by the Debtor as to the validity of any such contract. The Debtors reserve the right to dispute the effectiveness of any such contract listed on Schedule G or to amend Schedule G at any time to remove any contract.

14. Schedule H – Codebtors. It is possible that some of the Debtors affiliates, including one another in some instances, may be viewed by a particular creditor as being co-obligors on such debt. However, none of those affiliates are viewed by the Debtors as having any ability to pay those debts and many are owned in whole or in part by one of the Debtors, FHI. Finally, it would be unduly burdensome and of relatively little to no value to the Debtors' estates to attempt to delineate those co-obligors for each debt. Consequently, the Debtors have not listed those as co-debtors on Schedule H.

15. Statement of Financial Affairs 19(d) – Financial Statements. The Debtors have each undertaken reasonable efforts to identify all financial institutions, creditors and other parties to whom a financial statement was issued within two years immediately preceding the Petition Date. The Debtors reserve their rights to subsequently supplement or amend Statement 19d upon discovery of additional information.

16. Statement of Financial Affairs 4 and 30 – Payments within One Year to Insider. The information available at the time of filing has been included; however, information regarding stock options, redemptions, and potential loan reductions were unavailable and have not been included.

17. Lists of Equity Security Holders. The Debtors have exercised due diligence to provide the most accurate listings of Equity Security Holders available to them at this time. The Debtors reserve the right to amend or supplement the Lists.

18. Specific Notes. These General Notes are in addition to the specific notes set forth in the individual Schedules and SOFAs and Lists. Disclosure of information in one Schedule, SOFA, exhibit, List, or continuation sheet even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, SOFA, exhibit, List, or continuation sheet.

19. Totals. All totals that are included in the Schedules represent totals of the liquidated amounts for the individual schedule for which they are listed.

20. Unliquidated Claim Amounts. Claim amounts that could not be fairly quantified by the Debtors are scheduled as “unliquidated” or “unknown.”

21. General Reservation of Rights. The Debtors specifically reserve the right to amend, modify, supply, correct, change or alter any part of their Schedules and SOFAs or Lists as and to the extent necessary as they each deem appropriate.

Fill in this information to identify the case:Debtor name Foundation Healthcare, Inc.United States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXASCase number (if known) 17-42571-mxm11☐ 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				\$886.00
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. <u>Valliance Bank</u>	<u>Insurance Funding</u>	<u>7972</u>		\$52,125.55
3.2. <u>Texas Capital Bank</u>	<u>Operating</u>	<u>3512</u>		\$847.00
3.3. <u>Texas Capital Bank</u>	<u>Accounts Payable</u>	<u>4114</u>		\$35,000.00
3.4. <u>Bank SNB</u>	<u>FBO</u>	<u>7930</u>		\$23,528.30
4. Other cash equivalents (Identify all)				
4.1. <u>Gift Cards</u>				\$1,091.04

5. Total of Part 1.**\$113,477.89**

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

Debtor Foundation Healthcare, Inc.
NameCase number (If known) 17-42571-mxm11**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.

7. Deposits, including security deposits and utility deposits
Description, including name of holder of deposit

7.1. **Retainer**
Ankura Consulting - Financial Advisors/Turnaround & Restructuring **\$51,087.19**

7.2. **Retainer**
Spectrum Health Partners - Interim CFO **\$24,000.00**

7.3. **Retainer**
Donlin Recano - Noticing Agent **\$30,000.00**

7.4. **Retainer**
Law Office of William Canon **\$1,000.00**

7.5. **Retainer**
Suzy Hensley - Contract Labor, Legal Assistant **\$950.00**

7.6. **Retainer**
Robin Taylor - Contract Labor, Treasury Manager **\$1,150.00**

7.7. **Retainer**
Eide Bailly - Tax Returns **\$50,000.00**

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent
Description, including name of holder of prepayment

8.1. **Rent - North Portland Holdings** **\$15,866.00**

9. Total of Part 2.

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

\$174,053.19**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.
- ☒ Yes Fill in the information below.

11. Accounts receivable

11a. 90 days old or less: **170,155.00** - **0.00** = **\$170,155.00**
face amount doubtful or uncollectible accounts

Debtor **Foundation Healthcare, Inc.**
NameCase number (If known) **17-42571-mxm11****12. Total of Part 3.**

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

\$170,155.00**Part 4: Investments****13. Does the debtor own any investments?**

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

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.

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.

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.

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.

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.

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**

Debtor Foundation Healthcare, Inc.
NameCase number (If known) 17-42571-mxm1163. **Customer lists, mailing lists, or other compilations**

64. Other intangibles, or intellectual property			
Management Fee Buyout	\$236,085.77	Book	\$236,085.77

65. **Goodwill**66. **Total of Part 10.**

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

\$236,085.7767. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107?)☐ No☒ Yes68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**☒ No☐ Yes69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**☒ No☐ Yes**Part 11: All other assets**70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.☒ Yes Fill in the information below.**Current value of
debtor's interest**71. **Notes receivable**

Description (include name of obligor)

72. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)

Anticipated tax returnTax year **2016****\$1,700,000.00**73. **Interests in insurance policies or annuities****Argonaut Insurance Company - Tail on D&O****Unknown**74. **Causes of action against third parties (whether or not a lawsuit has been filed)**75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**76. **Trusts, equitable or future interests in property**77. **Other property of any kind not already listed** Examples: Season tickets, country club membership**Summit Management Contract****\$336,000.00**

Debtor Foundation Healthcare, Inc.
NameCase number (If known) 17-42571-mxm11

<u>TSH Acquisition, LLC</u>	<u>\$0.00</u>
-----------------------------	---------------

<u>ApothecaryRx, LLC</u>	<u>\$0.00</u>
--------------------------	---------------

<u>Ninety Nine Healthcare Management, LLC</u>	<u>\$0.00</u>
---	---------------

<u>SDC Holdings, LLC</u>	<u>\$0.00</u>
--------------------------	---------------

<u>Foundation Health Enterprises, LLC</u>	<u>\$0.00</u>
---	---------------

<u>Surveillance, The Motion Picture, LLC</u>	<u>\$0.00</u>
--	---------------

<u>The Hunt, The Motion Picture, LLC</u>	<u>\$0.00</u>
--	---------------

<u>Fingerprint Productions, LLC</u>	<u>\$0.00</u>
-------------------------------------	---------------

<u>Soul's Midnight, LLC</u>	<u>\$0.00</u>
-----------------------------	---------------

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$2,036,000.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**☒ No☐ Yes

Debtor Foundation Healthcare, Inc.
NameCase number (If known) 17-42571-mxm11**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>	<u>\$113,477.89</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$174,053.19</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$170,155.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$236,085.77</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$2,036,000.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$2,729,771.85</u>	+ 91b. <u>\$0.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$2,729,771.85</u>

Fill in this information to identify the case:Debtor name **Foundation Healthcare, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF TEXAS**Case number (if known) **17-42571-mxm11**☐ 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	Texas Capital Bank Creditor's Name 2000 McKinney Avenue, Suite 700 Dallas, TX 75201 Creditor's mailing address Creditor's email address, if known Date debt was incurred 12/31/2016 Last 4 digits of account number Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	Describe debtor's property that is subject to a lien Loans Describe the lien Purchase Money Security Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$5,700,000.00	\$0.00

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

\$5,700,000.00**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 others 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 name **Foundation Healthcare, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF TEXAS**Case number (if known) **17-42571-mxm11**☐ 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 Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed	\$1,100,000.00	\$1,100,000.00
	Date or dates debt was incurred Unknown	Basis for the claim: Past-due Income Tax		
	Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes		
2.2	Priority creditor's name and mailing address Iowa Department of Revenue PO Box 10471 Des Moines, IA 10471	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$15,740.00	\$15,740.00
	Date or dates debt was incurred 2-Jun-17	Basis for the claim: Taxes		
	Last 4 digits of account number 2745 Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Debtor	Foundation Healthcare, Inc. <small>Name</small>	Case number (if known)	17-42571-mxm11
--------	---	------------------------	-----------------------

2.3	Priority creditor's name and mailing address Missouri Dept. of Revenue P O Box 3365 Jefferson City, MO 65105-3365	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$967.90 \$967.90
	Date or dates debt was incurred Unknown	Basis for the claim: Franchise Tax	
	Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

2.4	Priority creditor's name and mailing address PA Dept of Revenue 333 Walnut St Harrisburg, PA 17128-0908	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$33,031.26 \$33,031.26
	Date or dates debt was incurred Unknown	Basis for the claim: Franchise Tax	
	Last 4 digits of account number <u>6669</u> Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

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 Addison Group 125 S Wacker Drive Suite 2700 Chicago, IL 60606 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,964.74
-----	---	--	-------------------

3.2	Nonpriority creditor's name and mailing address Allscripts Healthcare, LLC 8529 Six Forks Road Forum IV Raleigh, NC 27615 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$30,641.83
-----	---	--	--------------------

3.3	Nonpriority creditor's name and mailing address AMERICAN OPTI-NET INC 315 NW 94th Street Oklahoma City, OK 73114 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$4,938.47
-----	--	--	-------------------

Debtor	Foundation Healthcare, Inc. Name	Case number (if known)	17-42571-mxm11
--------	--	------------------------	-----------------------

3.4	Nonpriority creditor's name and mailing address AT&T 405 936 8200 P O Box 5001 Carol Stream, IL 60197-5001 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Telephone services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$9,502.89
-----	---	--	-------------------

3.5	Nonpriority creditor's name and mailing address AT&T Long Distance 811314531 P O Box 5017 Carol Stream, IL 60197-5017 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Telephone services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,755.06
-----	--	--	-------------------

3.6	Nonpriority creditor's name and mailing address Bonded Services Inc. 3205 Burton Avenue Burbank, CA 91504 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$150.00
-----	--	--	-----------------

3.7	Nonpriority creditor's name and mailing address Broadridge ICS P O Box 416423 Boston, MA 02241 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$238.34
-----	---	--	-----------------

3.8	Nonpriority creditor's name and mailing address Brooks G. O'Neil 8 Bridge Lane Edina, MN 55424 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$40,000.00
-----	---	--	--------------------

3.9	Nonpriority creditor's name and mailing address Buchanan Ingersoll & Rooney PC 409 N Second Street Suite 500 Harrisburg, PA 17101-1357 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$9,086.17
-----	---	--	-------------------

3.10	Nonpriority creditor's name and mailing address BUCHANAN TECHNOLOGIES, INC P O Box 95274 Grapevine, TX 76099-9752 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$5,852.57
------	--	--	-------------------

Debtor Foundation Healthcare, Inc.		Case number (if known) 17-42571-mxm11
Name		
3.11	Nonpriority creditor's name and mailing address CCH Incorporated P O Box 4307 Carol Stream, IL 60197-4307 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. \$6,635.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.12	Nonpriority creditor's name and mailing address CDW 75 Remittance Drive Suite 1515 Chicago, IL 60675-1515 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. \$19,462.08 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.13	Nonpriority creditor's name and mailing address Christensen Law Group, PLLC 3401 NW 63rd Street Suite 600 Oklahoma City, OK 73116 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. \$146.50 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.14	Nonpriority creditor's name and mailing address Computershare, Inc Dept CH 19228 Palatine, IL 60055-9228 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. \$2,284.24 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.15	Nonpriority creditor's name and mailing address Corporation Service Company 2711 Centerville Rd Wilmington, DE 19808 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. \$907.80 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.16	Nonpriority creditor's name and mailing address DONNELLEY FINANCIAL, LLC P O Box 842282 Boston, MA 02284-2282 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. \$19,965.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.17	Nonpriority creditor's name and mailing address Eide Bailey 1601 NW Expressway Suite 1900 Oklahoma City, OK 73118 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. \$25,568.27 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Accounting Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Debtor	Foundation Healthcare, Inc. <small>Name</small>	Case number (if known)	17-42571-mxm11
--------	---	------------------------	-----------------------

3.18	Nonpriority creditor's name and mailing address Eureka Water Company P O Box 26730 Oklahoma City, OK 73126 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$146.27
3.19	Nonpriority creditor's name and mailing address FEDEX P O Box 660481 Dallas, TX 75266-0481 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$135.90
3.20	Nonpriority creditor's name and mailing address First Choice Coffee Services 3501 S Moulton Drive Oklahoma City, OK 73179 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$361.43
3.21	Nonpriority creditor's name and mailing address FORD AUDIO-VIDEO SYSTEMS, LLC 4800 West I-40 Service Rd Oklahoma City, OK 73128 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$520.00
3.22	Nonpriority creditor's name and mailing address FP Mailing Solutions 140 N Mitchell Ct Suite 200 Addison, IL 60101-5629 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$126.80
3.23	Nonpriority creditor's name and mailing address GE Capital P O Box 105710 Atlanta, GA 30348-5710 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,471.82
3.24	Nonpriority creditor's name and mailing address Goodwin Procter LLP 100 Northern Avenue Boston, MA 02210 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$102,060.09

Debtor	Foundation Healthcare, Inc. Name	Case number (if known)	17-42571-mxm11
--------	--	------------------------	-----------------------

3.25	Nonpriority creditor's name and mailing address Greenberg Traurig, LLP One International Place Boston, MA 02110 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$139,313.94
------	--	--	---------------------

3.26	Nonpriority creditor's name and mailing address Hein & Associates 1999 Broadway Ste 4000 Denver, CO 80202 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Accounting Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$67,725.00
------	--	---	--------------------

3.27	Nonpriority creditor's name and mailing address Hewlett-Packard Financial Services Co 200 Connell Drive, Suite 5000 Berkeley Heights, NJ 07922 Date(s) debt was incurred <u>10/24/2016</u> Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Promissory Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,239,792.30
------	--	---	-----------------------

3.28	Nonpriority creditor's name and mailing address IBM Credit LLC 3039 E Cornwallis Rd RSRCH TRI PK, NC 27709 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,873.26
------	---	--	-------------------

3.29	Nonpriority creditor's name and mailing address Interworks 1425 S Sangre Rd Stillwater, OK 74074 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$4,762.50
------	---	--	-------------------

3.30	Nonpriority creditor's name and mailing address Iron Mountain 1000 Campus Drive Collegeville, PA 19426 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$346.81
------	---	--	-----------------

3.31	Nonpriority creditor's name and mailing address Lexmark Enterprise Software USA Inc 8900 Renner Blvd Lenexa, KS 66219-3049 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$19,118.15
------	---	--	--------------------

Debtor	Foundation Healthcare, Inc. <small>Name</small>	Case number (if known)	17-42571-mxm11
--------	---	------------------------	-----------------------

3.32	Nonpriority creditor's name and mailing address ManagementWorks, LLC 9960 NW 35th Street Cooper City, FL 33024 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$20,000.00
------	---	--	--------------------

3.33	Nonpriority creditor's name and mailing address McAfee & Taft 211 North Robinson Suite 1000 Oklahoma City, OK 73102-7103 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$35,019.17
------	---	--	--------------------

3.34	Nonpriority creditor's name and mailing address Midcon Data Services LLC 13431 North Broadway Ext Suite 115 Oklahoma City, OK 73114 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,580.96
------	--	--	-------------------

3.35	Nonpriority creditor's name and mailing address Nasdaq Corporate Solutions, LLC 401 Market Street Philadelphia, PA 19106 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$12,611.23
------	---	--	--------------------

3.36	Nonpriority creditor's name and mailing address Oklahoma Bioscience Association 840 Research Parkway Suite 250 Oklahoma City, OK 73104 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,500.00
------	---	--	-------------------

3.37	Nonpriority creditor's name and mailing address Paintworks LLC 3801 91 Ave NE Norman, OK 73026 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$580.00
------	---	--	-----------------

3.38	Nonpriority creditor's name and mailing address Petra Consulting Group 9041 Larston Houston, TX 77055 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$15,550.00
------	--	--	--------------------

Debtor Name	Foundation Healthcare, Inc.	Case number (if known)	17-42571-mxm11
3.39	Nonpriority creditor's name and mailing address Quail Springs Self Storage 13801 Technology Drive Oklahoma City, OK 73134 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$135.00
3.40	Nonpriority creditor's name and mailing address Quest Diagnostics P O Box 740709 Atlanta, GA 30374-0709 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$312.66
3.41	Nonpriority creditor's name and mailing address Reed Smith 7900 Tysons One Place Ste 500 McLean, VA 22102 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$133,052.57
3.42	Nonpriority creditor's name and mailing address RETARUS INC. 201 Route 17 North Suite 603, (6th Floor) Rutherford, NJ 07070 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,086.93
3.43	Nonpriority creditor's name and mailing address RICOH USA, INC 70 Valley Stream Parkway Malvern, PA 19355 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$41.68
3.44	Nonpriority creditor's name and mailing address RK Black, Inc 4111 Perimeter Center Place Oklahoma City, OK 73112-2308 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$324.76
3.45	Nonpriority creditor's name and mailing address Robison Gary Johnson & Associates 2575 Kelley Pointe Pkwy Suite 140 Edmond, OK 73013 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$10,800.00

Debtor Foundation Healthcare, Inc. Name		Case number (if known) 17-42571-mxm11
3.46	Nonpriority creditor's name and mailing address RR Donnelley Receivables, Inc P O Box 932721 Cleveland, OH 44193 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. \$39,932.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.47	Nonpriority creditor's name and mailing address RT Oliver 101 N Robinson Suite 900 Oklahoma City, OK 73102 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. \$14,448.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.48	Nonpriority creditor's name and mailing address SmithDryden, LLC 2801 Coltrane Place Suite 4 Edmond, OK 73034 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. \$912.25 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.49	Nonpriority creditor's name and mailing address Stanton Nelson 1501 Drury Lane Nichols Hills, OK 73116 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. \$68,771.49 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: Amounts claimed for reimbursement Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.50	Nonpriority creditor's name and mailing address Staples Advantage P O Box 83689 Chicago, IL 60696-3689 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. \$2,086.74 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.51	Nonpriority creditor's name and mailing address Tatum P O Box 847872 Dallas, TX 75284-7872 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. \$59,220.85 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: Consulting Services Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.52	Nonpriority creditor's name and mailing address The Oklahoman Media Company P O Box 25125 Oklahoma City, OK 73125-0125 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. \$5,048.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Debtor	Foundation Healthcare, Inc. <small>Name</small>	Case number (if known)	17-42571-mxm11
--------	---	------------------------	-----------------------

3.53	Nonpriority creditor's name and mailing address Toshiba Medical Credit P O Box 41602 Philadelphia, PA 19101-1602 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$9,588.46
3.54	Nonpriority creditor's name and mailing address Tyco Integrated Secutiry, LLC 10405 Crosspoint Blvd Indianapolis, IN 46256 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$7,512.00
3.55	Nonpriority creditor's name and mailing address Underground Vaults & Storage P O Box 1723 Hutchinson, KS 67504-1723 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$579.93
3.56	Nonpriority creditor's name and mailing address VI Marketing and Branding 125 Park Avenue Ste 200 Oklahoma City, OK 73102 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$41,786.25
3.57	Nonpriority creditor's name and mailing address ViaVid Communications Simplified 118-998 Harbourside Drive North Vancouver, British Columbia V7P 3T Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,143.92
3.58	Nonpriority creditor's name and mailing address Workday, Inc. 6230 Stoneridge Mall Road Pleasanton, CA 94588 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$412,719.46

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.

--	--	--

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
--	------------------------

Debtor **Foundation Healthcare, Inc.**
Name

Case number (if known) **17-42571-mxm11**

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

5a. \$ **1,149,739.16**

5b. + \$ **2,661,197.54**

5c. \$ **3,810,936.70**

Fill in this information to identify the case:Debtor name **Foundation Healthcare, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF TEXAS**Case number (if known) **17-42571-mxm11**☐ 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, number the entries consecutively.**1. Does the debtor have any executory contracts or unexpired leases?**☐ No. Check this box and file this form 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 contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).*Property***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 **Contract / Advisor to CEO and Board of Directors**

State the term remaining

Until Terminated

List the contract number of any government contract

**CLG Health Care Matrics, LLC
22287 Mulholland Hwy Suite 343
Calabasas, CA 91302**2.2. State what the contract or lease is for and the nature of the debtor's interest **Contract / Representation in general corporate matters**

State the term remaining

Until Terminated

List the contract number of any government contract

**Goodwin Proctor LLP
100 Northern Avenue
Boston, MA 02210**2.3. State what the contract or lease is for and the nature of the debtor's interest **Lease / corporate office space - Suites 130, 200 and server room**

State the term remaining

07/31/2017

List the contract number of any government contract

**Memorial Hefner Parkway, LLC
13900 N. Portland Ave, Suite 100
Oklahoma City, OK 73134**2.4. State what the contract or lease is for and the nature of the debtor's interest **Contract / Services provided by Grant Christiansen**

State the term remaining

07/31/2017

List the contract number of any government contract

**Meta-Biz, LLC
11001 Seven Pines Lane
Champlin, MN 55316**

Debtor 1 **Foundation Healthcare, Inc.**

First Name

Middle Name

Last Name

Case number (if known)

17-42571-mxm11**Additional Page if You Have More Contracts or Leases****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

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

Contract / representation in the Mary DuPont matter

State the term remaining

Resolution/disposition of matter

List the contract number of any government contract

**Montgomery McCracken
123 South Broad Street
Philadelphia, PA 19109**

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

Contract / representation in the Aetna matter

State the term remaining

Resolution/disposition of matter

List the contract number of any government contract

**Montgomery McCracken
123 South Broad Street
Philadelphia, PA 19109**

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

Contract / Investor Relations Services

State the term remaining

11/20/2017

List the contract number of any government contract

**White Oaks Investor Relations, LLC
8 Bridge Lane
Minneapolis, MN 55424**

Fill in this information to identify the case:Debtor name **Foundation Healthcare, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF TEXAS**Case number (if known) **17-42571-mxm11**☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your 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. Do you 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	Street City State Zip Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2	Street City State Zip Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3	Street City State Zip Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4	Street City State Zip Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:Debtor name Foundation Healthcare, Inc.United States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXASCase number (if known) 17-42571-mxm11☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

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 July 6, 2017**X /s/ Richard Zahn**_____
Signature of individual signing on behalf of debtor**Richard Zahn**_____
Printed name**Chairman**_____
Position or relationship to debtor