

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

In re:	§	
	§	Chapter 11
	§	
Memory Care America, LLC, <i>et al.</i> , ¹	§	Case No. 19-51385
	§	
Debtors.	§	(Jointly Administered)
	§	

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

Introduction

Memory Care America LLC, MCA Westover Hills Operating Company, LLC, MCA New Braunfels Operating Company, LLC, Memory Care at Good Shepherd, LLC, MCA Mainstreet Tenant, LLC, MCA Management Company, Inc., and MCA Westover Hills, LLC (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 Western District of Texas (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 Debtors’ Schedules of Assets and Liabilities and Statement of Financial Affairs (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.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“**GAAP**”), 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.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: MCA Westover Hills Operating Company, LLC, 1960; MCA Mainstreet Tenant LLC, N/A; MCA Management Company, Inc., 3290; MCA New Braunfels Operating Company, LLC, 8045; MCA Westover Hills, LLC, 6181; Memory Care America, LLC, 9955; Memory Care at Good Shepherd, LLC, 1527. The Debtors’ mailing address is 2211 NW Military Highway, Suite 201, San Antonio, TX 78213.

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 the acts, omissions, 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 Debtors, on behalf of themselves, their officers, employees, agents and advisors disclaim any liability to any third party arising out of or related to the information contained in the Schedules and Statements and reserve all rights with respect thereto.

The Schedules and Statements have been signed by an authorized representative of each of the Debtors. 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.

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, the right to amend the Schedules and Statements with respect to any claim ("**Claim**") description, designation, or Debtor against which the Claim is asserted; dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statements as to amount, liability, priority, status, or classification; subsequently designate any Claim as "disputed," "contingent," or "unliquidated;" or 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. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements.

The listing in the Schedules or Statements (including, without limitation, Schedule A/B, Schedule E/F or Statement 4) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors' books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.

2. **Description of Cases and "as of" Information Date.** On June 4, 2019 (the "**Petition Date**"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On June 11, 2019, the Bankruptcy Court entered an order directing procedural consolidation and joint administration of the Debtors' chapter 11 cases [Docket No. 28].

The asset information provided in the Schedules and Statements, except as otherwise noted, represents the asset data of the Debtors as of May 31, 2019, and with the exception of the Debtors' accounts payable, which are reported as of the close of business on June 3, 2019, the Debtors' liabilities such as intercompany payables, capitalized leases, long-term debt and loans are reported as of May 31, 2019.

3. **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 all of their assets. Accordingly, unless otherwise indicated, the Debtors' Schedules and Statements reflect net book values as of the close of business on May 31, 2019, in the Debtors' books and records. Additionally, because the book values of certain assets, may materially differ from their fair market values, they may be listed as undetermined amounts as of the Petition Date. Furthermore, as applicable, assets that have fully depreciated or were expensed for accounting purposes may not appear in the Schedules and Statements if they have no net book value.
4. **Recharacterization.** Notwithstanding the Debtors' reasonable efforts to properly characterize, classify, categorize, or designate certain Claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may, nevertheless, have improperly characterized, classified, categorized, designated, or omitted certain items due to, among other things, the complexity and size of the Debtors' businesses. Accordingly, the Debtors reserve all of their rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition.
5. **Real Property and Personal Property-Leased.** In the ordinary course of their

businesses, the Debtors leased real property and various articles of personal property, including, fixtures, and equipment, from certain third-party lessors. The Debtors have made reasonable efforts to list all such leases in the Schedules and Statements. The Debtors have made reasonable efforts to include lease obligations on Schedule D (secured debt) to the extent applicable and to the extent the lessor filed a UCC-1. 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 properly designated as a financing arrangement).

6. **Excluded Assets and Liabilities.** The Debtors have sought to allocate 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.

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including, without limitation, goodwill, accrued salaries, employee benefit accruals, and deferred gains. In addition, certain immaterial assets and liabilities may have been excluded.

The Bankruptcy Court has authorized the Debtors to pay, in their discretion, certain outstanding Claims on a post-petition basis. Prepetition liabilities which have been paid post-petition have been excluded from the Schedules and Statements. To the extent the Debtors pay any of the claims listed in the Schedules and Statements pursuant to any orders entered by the Bankruptcy Court, the Debtors reserve all rights to amend and supplement the Schedules and Statements and take other action, such as filing claims objections, as is necessary and appropriate to avoid overpayment or duplicate payment for such liabilities.

7. **Insiders.** Solely, for purposes of the Schedules and Statements, the Debtors define "insiders" to include the following: (a) directors; (b) senior level officers; (c) equity holders holding in excess of 5% of the voting securities of the Debtor entities; (d) Debtor affiliates; and (e) relatives of any of the foregoing (to the extent known by the Debtors). Entities listed as "insiders" have been included for informational purposes and their inclusion shall not constitute an admission that those entities are insiders for purposes of section 101(31) of the Bankruptcy Code.
8. **Intercompany and Other Transactions.** For certain reporting and internal accounting purposes, the Debtors record certain intercompany receivables and payables. Receivables and payables among the Debtors are reported as assets on Schedule A/B or liabilities on Schedule E/F part 2, as appropriate (collectively, the "***Intercompany Claims***"). Intercompany receivables reported on Schedule A/B 77 and Intercompany claims reported on Schedule E/F, part 2, are reported as of May 31 2019. While the Debtors have used

commercially reasonable efforts to ensure that the proper intercompany balance is attributed to each legal entity, the Debtors and their estates reserve all rights to amend the Intercompany Claims in the Schedules and Statements, including, without limitation, to change the characterization, classification, categorization or designation of such claims, including, but not limited to, the right to assert that any or all Intercompany Claims are, in fact, consolidated or otherwise properly assets or liabilities of a different Debtor entity. Although separate Schedules and Statements have been prepared and filed for each of the Debtors, certain of the information set forth in the Schedules and Statements has been prepared on a consolidated basis. As a result, the Schedules and Statements do not reflect all intercompany activity.

9. **Executory Contracts and Unexpired Leases.** Although the Debtors made diligent attempts to attribute executory contracts and unexpired leases to their rightful Debtors, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors' businesses.

Moreover, other than real property leases reported in Schedule A/B 55, the Debtors have not necessarily 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. The Debtors' executory contracts and unexpired leases have been set forth in Schedule G.

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 or contract on (a) Schedule D as "secured," (b) Schedule E/F part 1 as "priority," (c) Schedule E/F part 2 as "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 exercise their rights to setoff against such Claims.

12. **Claims Description.** Schedules D and E/F permit each Debtor to designate a Claim as "disputed," "contingent," and/or "unliquidated." Any failure to designate a Claim on a given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by that Debtor that such amount is not "disputed," "contingent," or "unliquidated," or that such Claim is not subject to objection. Moreover, listing a Claim does not constitute an admission of liability by the Debtors.

13. **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 as assets in the Schedules and Statements, including, without limitation, causes of actions 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 cause of action (including avoidance actions), controversy, right of setoff, cross-Claim, counter-Claim, or recoupment and 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 (collectively, “**Causes of Action**”) 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.

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” or “undetermined” 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. Property and equipment 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. Estimates and Assumptions. Because of the timing of the filings, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities. Actual amounts could differ from those estimates, perhaps materially.

16. Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars.

17. Intercompany. The listing in the Schedules or Statements (including, without limitation, Schedule A/B or Schedule E/F) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors’ books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a Claim or how such obligations may be classified and/or characterized in a plan of reorganization or by the Bankruptcy Court.

18. Setoffs. The Debtors incur certain offsets and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions, pricing discrepancies, returns, refunds, warranties, debit memos, credits, and other disputes between the Debtors and their suppliers and/or customers. These offsets and other similar rights are consistent with the ordinary course of business in the Debtors’ industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are or may be excluded from the Debtors’ Schedules and Statements.

- 19. Resident Names and Addresses.** Resident and guardian names and addresses have been removed from the entries listed on the Schedules and Statements and have been replaced with reference to a unique resident number. Such redacted information is available upon entry of an order by the Bankruptcy Court authorizing the production of such redacted information. The Debtors will mail any required notice or other documents to the responsible parties' that have been designated by the residents for making medical, legal, and financial decisions.
- 20. Global Notes Control.** If the Schedules and Statements differ from these Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtors' Schedules

Schedule A/B. All values set forth in Schedule A/B reflect the book value of the Debtors' assets as of May 31, 2019, unless otherwise noted below. Other than real property leases reported on Schedule A/B 55, the Debtors have not included leases and contracts on Schedule A/B. Leases and contracts are listed on Schedule G.

Schedule A/B 3. Cash values held in financial accounts are listed on Schedule A/B 3 as of May 31, 2019. Details with respect to the Debtors' cash management system and bank accounts are provided in the *Debtors' Emergency Motion Pursuant To Sections 105(A), 345(B), 363(C), And 364(A) Of The Bankruptcy Code For Authorization To (I) Continue To Use Existing Cash Management System, (Ii) Maintain Existing Bank Accounts On Interim Basis, (Iii) Maintain Business Forms And Records; And (Iv) Waive Certain Deposit Guidelines* [Docket No. 23] (the "**Cash Management Motion**").

Schedule A/B 11. Accounts receivable do not include intercompany receivables. Intercompany receivables are reported on Schedule A/B 77.

Schedule A/B 15. Ownership interests in subsidiaries have been listed in Schedules A/B 15 as an undetermined amount because the fair market value of such ownership is dependent on numerous variables and factors and likely differs significantly from their net book value.

Schedule A/B 55. The Debtors do not own any real property. The Debtors have also listed their real property leases in Schedule A/B 55, along with the Debtors leasehold improvements, if any.

Schedule A/B 63. The Debtors maintain a resident database/list. The amount is listed as undetermined because the fair market value of such ownership cannot be determined.

Schedule A/B 74 & 75. In the ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to counter-Claims, setoffs, refunds, or warranty Claims. Additionally, certain of the Debtors may be a party to pending litigation in which the Debtors have asserted, or may assert, Claims as a plaintiff or counter-Claims as a defendant. Because such Claims are unknown to the Debtors and not quantifiable as of the Petition Date, they are not listed on Schedule A/B 74 or 75. The Debtors' failure to list any contingent and/or unliquidated claim

held by the Debtors in response to these questions shall not constitute a waiver, release, relinquishment, or forfeiture of such claim.

Schedule D. The Claims listed on Schedule D arose or were incurred on various dates; a determination of the date upon which each Claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included. All Claims listed on Schedule D, however, appear to have been incurred before the Petition Date.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated on Schedule D, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the Claimant or a waiver of the Debtors' rights to recharacterize or reclassify such Claim or contract.

Moreover, the Debtors have not included on Schedule D parties that may believe their Claims are secured through setoff rights, letters of credit, surety bonds, or inchoate statutory lien rights.

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

Determining the date upon which each Claim on Schedule E/F part 2 was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each Claim listed on Schedule E/F part 2. Furthermore, claims listed on Schedule E/F part 2 may have been aggregated by unique creditor name and remit to address and may include several dates of incurrence for the aggregate balance listed.

Schedule E/F part 2 contains information regarding pending litigation involving the Debtors. The dollar amount of potential Claims associated with any such pending litigation is listed as "undetermined" and marked as contingent, unliquidated, and disputed in the Schedules and Statements. Some of the litigation Claims listed on Schedule E/F may be subject to subordination pursuant to section 510 of the Bankruptcy Code. Schedule E/F part 2 also includes potential or threatened litigation claims. Any information contained in Schedule E/F part 2 with respect to such potential litigation shall not be a binding representation of the Debtors' liabilities with respect to any of the potential suits and proceedings included therein. The Debtors expressly incorporate by reference into Schedule E/F part 2 all parties to pending litigation listed in the Debtors' Statements 7, as contingent, unliquidated, and disputed claims, to the extent not already listed on Schedule E/F part 2.

Schedule E/F part 2 reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption, or assumption and assignment, of executory contracts or unexpired leases. Additionally, Schedule E/F part 2 does not include potential rejection damage Claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

Schedule G. Certain information, such as the contact information of the counter-party, may not be included where such information could not be obtained using the Debtors' reasonable efforts. Listing or omitting a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is or is not an executory contract or unexpired lease, was in effect on the Petition Date, or is valid or enforceable. Certain of the leases and contracts 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.

Certain of the contracts and 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 is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract, a single contract or agreement, or multiple, severable or separate contracts.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon.

In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses, such as subordination, nondisturbance, and attornment agreements, supplemental agreements, settlement agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature have not been included on the Schedule G.

Schedule H. For purposes of Schedule H, the Debtors that are either the principal obligors or guarantors under the prepetition debt facilities are listed as Co-Debtors on Schedule H. The Debtors may not have identified certain guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements.

In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-Claims and counter-Claims against other parties. Because the Debtors have treated all such Claims as 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 E/F part 2 and Statement 7, as applicable.

Specific Disclosures with Respect to the Debtors' Statements

Statement 3. Statement 3 includes any disbursement or other transfer made by the Debtors within 90 days before the Petition Date except for those made to insiders (which payments appear in response to Statement question 4), employees, and bankruptcy professionals (which payments appear in Statement 11 and include any retainers paid to bankruptcy professionals). The amounts listed in Statement 3 reflect the Debtors' disbursements netted against any check level detail; thus, to the extent a disbursement was made to pay for multiple invoices, only one entry has been listed on Statement 3.

Statement 4. Statement 4 accounts for a respective Debtor's intercompany transactions, as well as other transfers to insiders as applicable. With respect to individuals, the amounts listed reflect the universe of payments and transfers to such individuals including compensation, bonus (if any), expense reimbursement, relocation reimbursement, and/or severance. Amounts paid on behalf of such employee for certain life and disability coverage, which coverage is provided to all of the Debtors' employees, has not been included.

Statement 5. Statement 5 excludes goods returned in the ordinary course of business.

Statement 7. Any information contained in Statement 7 shall not be a binding representation of the Debtors' liabilities with respect to any of the suits and proceedings identified therein.

Statement 10. The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however, may not have records of all such losses if such losses do not have a material impact on the Debtors' businesses or are not reported for insurance purposes.

Statement 11. Out of an abundance of caution, the Debtors have included payments to all professionals who have rendered any advice related the Debtors' bankruptcy proceedings in Statement 11. However, it is possible that the disclosed fees also relate to other, non-bankruptcy related services, and may include services rendered to other parties.

Statement 26d. The Debtors have provided financial statements in the ordinary course of their businesses to numerous financial institutions, creditors, and other parties within two years immediately before the Petition Date. Considering the number of such recipients and the possibility that such information may have been shared with parties without the Debtors' knowledge or consent or subject to confidentiality agreements, the Debtors have not disclosed any parties that may have received such financial statements for the purposes of Statement 26d.

Statement 30. Unless otherwise indicated in a Debtor's specific response to Statement 30, the Debtors have included a comprehensive response to Statement 30 in Statement 4.

Fill in this information to identify the case:

Debtor name: Memory Care America LLC

United States Bankruptcy Court for the: Western District of Texas

Case number (if known): 19-51385

☐ 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	\$7,741,662.80
1c. Total of all property: Copy line 92 from Schedule A/B	\$7,741,662.80

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	\$238,577.81
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	UNDETERMINED
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	+ \$10,050,393.70
4. Total liabilities Lines 2 + 3a + 3b	\$10,288,971.51

Fill in this information to identify the case:

Debtor name: Memory Care America LLC

United States Bankruptcy Court for the: Western District of Texas

Case number (if known): 19-51385

☐ 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
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2. Cash on hand

2.1. _____ \$ _____

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	Current value of debtor's interest
3.1.	SERVIS 1ST BANK	MCA TRANSFERS ACCOUNT	1111	\$30,064.11
3.2.	TENNESSEE BANK AND TRUST	MCA CORPORATE ACCOUNT	0413	(\$46,126.51)

4. Other cash equivalents (Identify all)

	Description	Name of institution	Type of account	Last 4 digits of account number	Current value of debtor's interest
4.1.	_____	_____	_____	_____	\$ _____

5. Total of part 1

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

(\$16,062.40)

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

Debtor **Memory Care America LLC**

Case number (if known) **19-51385**

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit	Current value of debtor's interest
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7.1.	SERVICES ENTELEGENT	\$1,300.00
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7.2.	DEPOSIT FOR INSURANCE CLAIM TRAVELERS BOND AND SPECIALTY INSURANCE CLAIM	\$359,683.19
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8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment	Current value of debtor's interest
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8.1.	PREPAID WORKERS COMPENSATION INSURANCE AMTRUST	\$15,338.00
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8.2.	PREPAID INSURANCE BANK DIRECT CAPITAL FINANCE	UNDETERMINED
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8.3.	EMPLOYEE BENEFITS BLUE CROSS BLUE SHIELD OF TENNESSEE	\$46,211.05
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8.4.	EMPLOYEE BENEFITS GUARDIAN	\$5,243.75
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8.5.	PREPAID LICENSES PCM	\$5,629.00
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8.6.	EARNST MONEY FOR THE BATON ROGUE PROJECT SKILL REAL ESTATE	\$10,000.00
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9. Total of part 2

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

\$443,404.99

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

	Face amount		Doubtful or uncollectible accounts			
11a.	90 days old or less:	\$ _____	-	\$ _____	= →
						\$ _____

	Face amount		Doubtful or uncollectible accounts			
11b.	Over 90 days old:	\$ _____	-	\$ _____	= →
						\$ _____

12. Total of part 3

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

\$0.00

Debtor **Memory Care America LLC**Case number (if known) **19-51385****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. _____ \$ _____

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.	MCA MAINSTREET TENANT, LLC 2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213	100.00%	_____	UNDETERMINED
15.2.	MCA MANAGEMENT COMPANY, INC. 2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213	100.00%	_____	UNDETERMINED
15.3.	MCA NAPLES HOLDINGS, LLC 4009 HILLSBORO ROAD SUITE 209 NASHVILLE TN 37215-2795	1.00%	_____	UNDETERMINED
15.4.	MCA WESTOVER HILLS, LLC 2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213	100.00%	_____	UNDETERMINED
15.5.	MEMORY CARE AT GOOD SHEPHERD, LLC 2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213	1.00%	_____	UNDETERMINED

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

Describe

16.1. _____ \$ _____

17. Total of part 4

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

UNDETERMINED

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 inventoryNet book value of
debtor's interest
(Where available)Valuation method used
for current valueCurrent value of
debtor's interest**19. Raw materials**

19.1. _____ \$ _____

Debtor **Memory Care America LLC**Case number (if known) **19-51385****20. Work in progress**

20.1. _____ \$ _____ \$ _____

21. Finished goods, including goods held for resale

21.1. _____ \$ _____ \$ _____

22. Other inventory or supplies

22.1. _____ \$ _____ \$ _____

23. Total of part 5

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

\$0.00

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

28.1. _____ \$ _____ \$ _____

29. Farm animals. Examples: Livestock, poultry, farm-raised fish

29.1. _____ \$ _____ \$ _____

30. Farm machinery and equipment (Other than titled motor vehicles)

30.1. _____ \$ _____ \$ _____

31. Farm and fishing supplies, chemicals, and feed

31.1. _____ \$ _____ \$ _____

32. Other farming and fishing-related property not already listed in Part 6

32.1. _____ \$ _____ \$ _____

33. Total of part 6

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

\$0.00

34. Is the debtor a member of an agricultural cooperative?☐ No☐ Yes. Is any of the debtor's property stored at the cooperative?☐ No

Debtor **Memory Care America LLC**Case number (if known) **19-51385**☐ Yes**35. 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☐ Yes**37. 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			
39.1. _____	\$ _____	_____	\$ _____
40. Office fixtures			
40.1. _____	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software			
	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
41.1. _____	\$ _____	_____	\$ _____
42. Collectibles. 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			
42.1. _____	\$ _____	_____	\$ _____
43. Total of part 7			\$0.00

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

44. Is a depreciation schedule available for any of the property listed in Part 7?☐ No☐ Yes**45. Has any of the property listed in Part 7 been appraised by a professional within the last year?**☐ No☐ Yes

Debtor **Memory Care America LLC**Case number (if known) **19-51385****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) (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. _____ \$ _____

48. Watercraft, trailers, motors, and related accessories. Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1. _____ \$ _____

49. Aircraft and accessories

49.1. _____ \$ _____

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

50.1. _____ \$ _____

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

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.

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. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

55.1. _____ \$ _____

56. Total of part 9

Add the current value on lines 55. 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

Debtor **Memory Care America LLC**Case number (if known) **19-51385****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			
60.1. _____	\$ _____	_____	\$ _____
61. Internet domain names and websites			
	Net book value of debtor's interest	Valuation method	Current value of debtor's interest
61.1. _____	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties			
62.1. _____	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations			
63.1. _____	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property			
64.1. _____	\$ _____	_____	\$ _____
65. Goodwill			
65.1. _____	\$ _____	_____	\$ _____
66. Total of part 10			\$0.00

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

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No
- ☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No
- ☐ Yes

69. 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?**

Debtor **Memory Care America LLC**Case number (if known) **19-51385**

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)	Total face amount	Doubtful or uncollectible amount	Current value of debtor's interest
71.1. _____	\$ _____	- \$ _____ = →	\$ _____

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

Description (for example, federal, state, local)	Tax refund amount	NOL amount	Tax year	Current value of debtor's interest
72.1. _____	\$ _____	\$ _____	_____	\$ _____

73. Interests in insurance policies or annuities

Insurance company	Insurance policy No.	Annuity issuer name	Annuity account type	Annuity account No.	Current value of debtor's interest
73.1. ZURICH AMERICAN INSURANCE COMPANY	COMMERCIAL PROPERTY POLICY # CPP 0083044-05	_____	_____	_____	UNDETERMINED
73.2. THE CONTINENTAL INSURANCE COMPANY	BUSINESS AUTOMOBILE POLICY # 6022737573	_____	_____	_____	UNDETERMINED
73.3. COLUMBIA CASUALTY COMPANY	GENERAL LIABILITY, AGING SERVICES HEALTHCARE PRIMARY POLICY # PLC 6022737587	_____	_____	_____	UNDETERMINED
73.4. TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA	CRIME POLICY # 106492611	_____	_____	_____	UNDETERMINED
73.5. SCOTTSDALE INDEMNITY COMPANY	DIRECTORS & OFFICERS POLICY # EK13279251	_____	_____	_____	UNDETERMINED
73.6. WESCO INSURANCE COMPANY	WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY POLICY # WWC3396519	_____	_____	_____	UNDETERMINED
73.7. COLUMBIA CASUALTY COMPANY	UMBRELLA POLICY # UMB 6022737590	_____	_____	_____	UNDETERMINED

74. Causes of action against third parties (whether or not a lawsuit has been filed)

Nature of claim	Amount requested	Current value of debtor's interest
74.1. _____	\$ _____	\$ _____

Debtor **Memory Care America LLC**

Case number (if known) **19-51385**

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

	Nature of claim	Amount requested	Current value of debtor's interest
75.1.	INVESQUE HOLDINGS, LP	CONTRACT, TORT AND OTHER	UDETERMINED
75.2.	MHI LITTLE ROCK LP	CONTRACT, TORT AND OTHER	UDETERMINED
75.3.	MHI MC NEW BRAUNFELS LP	CONTRACT, TORT AND OTHER	UDETERMINED
75.4.	MHI MC SAN ANTONIO LP	CONTRACT, TORT AND OTHER	UDETERMINED

76. Trusts, equitable or future interests in property

76.1. _____ \$ _____

77. Other property of any kind not already listed

Examples: Season tickets, country club membership

77.1.	AFFILIATE RECEIVABLE DUE FROM - MCA / BRENTWOOD HOLDINGS	\$93,493.72
77.2.	AFFILIATE RECEIVABLE DUE FROM - MCA / GOOD SHEPHERD	\$2,180.72
77.3.	AFFILIATE RECEIVABLE DUE FROM - MCA / GOOD SHEPHERD OPERATING	\$530,557.33
77.4.	AFFILIATE RECEIVABLE DUE FROM - MCA / NAPLES HOLDINGS	\$301.00
77.5.	AFFILIATE RECEIVABLE DUE FROM - MCA / NAPLES OPERATING	\$832,740.51
77.6.	AFFILIATE RECEIVABLE DUE FROM - MCA / NAPLES REAL ESTATE	\$3,612,767.86
77.7.	AFFILIATE RECEIVABLE DUE FROM - MCA / NEW BRAUNFELS HOLDING	\$2,898.07
77.8.	AFFILIATE RECEIVABLE DUE FROM - MCA / NEW BRAUNFELS OPERATING	\$573,081.39
77.9.	AFFILIATE RECEIVABLE DUE FROM - MCA / WESTOVER OPERATING	\$608,743.54
77.10.	AFFILIATE RECEIVABLE DUE FROM - MCA/SIMPSONVILLE	\$1,057,556.07

78. Total of part 11

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

\$7,314,320.21

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Debtor **Memory Care America LLC**Case number (if known) **19-51385****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>	(\$16,062.40)	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$443,404.99	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	UNDETERMINED	
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> +	\$7,314,320.21	
91. Total. Add lines 80 through 90 for each column.91a.	\$7,741,662.80	+ 91b. \$0.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$7,741,662.80

Fill in this information to identify the case:

Debtor name: Memory Care America LLC

United States Bankruptcy Court for the: Western District of Texas

Case number (if known): 19-51385

☐ 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.

Debtor **Memory Care America LLC**

Case number (if known) **19-51385**

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 and address**

BETTY GEARHART
1000 N. US HIGHWAY 1
ANTIGUA 102
JUPITER FL 33477

Creditor's email address, if known

Date debt was incurred: April 2015

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.

☐ Yes. The relative priority of creditors is specified on lines: _____

Describe debtor's property that is subject to a lien

ALL OF DEBTOR'S RIGHT, TITLE, AND INTEREST IN AND TO ALL PRESENTLY OWNED AND HEREAFTER ACQUIRED ASSETS OF DEBTOR, INCLUDING, WITHOUT LIMITATION, ALL ACCOUNTS, ACCOUNTS RECEIVABLE, GENERAL INTANGIBLES, CONTRACT RIGHTS, RENTALS, LEASES, CONTRACTS OF SALE AND/OR LEASE, PROCEEDS, MONIES, BUILDING PRODUCTS, TORT CLAIMS, INVESTMENT PROPERTY, MEMBERSHIP AND OWNERSHIP INTERESTS, INCLUDING WITHOUT LIMITATION, ANY AND ALL DISTRIBUTIONS, PAYMENTS, AND PROCEEDS ARISING OUT OF OR IN CONNECTION WITH SUCH MEMBERSHIP INTEREST, FURNITURE, MACHINERY, PATENTS, COPYRIGHTS, CHATTLE PAPER, INVENTORY, AND EQUIPMENT, TOGETHER WITH ALL PROCEEDS THEREFROM (INCLUDING, WITHOUT LILIALION, INSURANCE PROCEEDS) OR PRODUCTS ALL:JBULABK TO OR ARISING THEREFROM.

\$238,577.81

UNDETERMINED

Describe the lien

TN UCC FINANCING STATEMENT NO. 425972189 RECORDED 11/22/2016

Is the creditor an insider or related party?

☐ No

☒ Yes

Is anyone else liable on this claim?

☒ No

☐ Yes. Fill out Schedule H: Codebtors (Official Form 206H).

As of the petition filing date, the claim is:
Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

Debtor **Memory Care America LLC**

Case number (if known) **19-51385**

2.2. **Creditor's name and address**

C T CORPORATION SYSTEM, AS
REPRESENTATIVE
ATTN: SPRS
330 N BRAND BLVD
STE 700
GLENDALE CA 91203

Creditor's email address, if known

Date debt was incurred: March 2016

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.

☐ Yes. The relative priority of creditors is specified on lines: _____

Describe debtor's property that is subject to a lien

THE EQUIPMENT, PERSONAL PROPERTY AND OTHER ASSETS (COLLECTIVELY, "PROPERTY"), FINANCED UNDER, COVERED BY OR DESCRIBED IN THE LEASE, RENTAL, EQUIPMENT FINANCE AGREEMENT OR INSTALLMENT PAYMENT AGREEMENT DESIGNATED AS AGREEMENT NO.2171356 AND AS SET FORTH IN SCHEDULE A TO AGREEMENT NO.2171356, TOGETHER WITH ALL REPLACEMENTS FOR, ADDITIONS TO, SUBSTITUTIONS FOR AND ACCESSIONS TO THE PROPERTY AND ALL PROCEEDS OF ANY OF THE FOREGOING, INCLUDING, WITHOUT LIMITATION, PROCEEDS OF INSURANCE. SECURED PARTY/LESSOR AND DEBTOR/LESSEE AGREE THAT THAT A MORE DETAILED DESCRIPTION OF THE PROPERTY BEING FINANCED SHALL BE MAINTAINED BY SECURED PARTY/LESSOR AMONG ITS BOOKS AND RECORDS IN WHATEVER MORE DETAILED DESCRIPTION OF THE PROPERTY FINANCED IS RECEIVED FROM THE SUPPLIER OF SUCH PROPERTY AND, ABSENT MANIFEST ERROR, SUCH DETAILED DESCRIPTION SHALL BE DEEMED THE DISPOSITIVE SCHEDULE A AND CONSIDERED INCORPORATED INTO THE AGREEMENT.

UNDETERMINED UNDETERMINED

Describe the lien

TN UCC FINANCING STATEMENT NO.
424631428 RECORDED 3/7/2016

Is the creditor an insider or related party?

☒ No

☐ Yes

Is anyone else liable on this claim?

☒ No

☐ Yes. Fill out Schedule H: Codebtors (Official Form 206H).

As of the petition filing date, the claim is:
Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

Debtor **Memory Care America LLC**

Case number (if known) **19-51385**

2.3. **Creditor's name and address**

C T CORPORATION SYSTEM, AS
REPRESENTATIVE
ATTN: SPRS
330 N BRAND BLVD
STE 700
GLENDALE CA 91203

Creditor's email address, if known

Date debt was incurred: March 2016

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.

☐ Yes. The relative priority of creditors is specified on lines: _____

Describe debtor's property that is subject to a lien

THE EQUIPMENT, PERSONAL PROPERTY AND OTHER ASSETS (COLLECTIVELY, "PROPERTY"), FINANCED UNDER, COVERED BY OR DESCRIBED IN THE LEASE, RENTAL, EQUIPMENT FINANCE AGREEMENT OR INSTALLMENT PAYMENT AGREEMENT DESIGNATED AS AGREEMENT NO.2173635, TOGETHER WITH ALL REPLACEMENTS FOR, ADDITIONS TO, SUBSTITUTIONS FOR AND ACCESSIONS TO THE PROPERTY AND ALL PROCEEDS OF ANY OF THE FOREGOING, INCLUDING, WITHOUT LIMITATION, PROCEEDS OF INSURANCE. SECURED PARTY/LESSOR AND DEBTOR/LESSEE AGREE THAT THAT A MORE DETAILED DESCRIPTION OF THE PROPERTY BEING FINANCED SHALL BE MAINTAINED BY SECURED PARTY/LESSOR AMONG ITS BOOKS AND RECORDS IN WHATEVER MORE DETAILED DESCRIPTION OF THE PROPERTY FINANCED IS RECEIVED FROM THE SUPPLIER OF SUCH PROPERTY AND, ABSENT MANIFEST ERROR, SUCH DETAILED DESCRIPTION SHALL BE DEEMED DISPOSITIVE AND CONSIDERED INCORPORATED INTO THE AGREEMENT.

UNDETERMINED UNDETERMINED

Describe the lien

TN UCC FINANCING STATEMENT NO.
424757578 RECORDED 3/30/2016

Is the creditor an insider or related party?

☒ No

☐ Yes

Is anyone else liable on this claim?

☒ No

☐ Yes. Fill out Schedule H: Codebtors (Official Form 206H).

As of the petition filing date, the claim is:
Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

Debtor **Memory Care America LLC**

Case number (if known) **19-51385**

2.4. **Creditor's name and address**

C T CORPORATION SYSTEM, AS
REPRESENTATIVE
ATTN: SPRS
330 N BRAND BLVD
STE 700
GLENDALE CA 91203

Creditor's email address, if known

Date debt was incurred: March 2017

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.

☐ Yes. The relative priority of creditors is specified on lines: _____

Describe debtor's property that is subject to a lien

THE EQUIPMENT, PERSONAL PROPERTY AND OTHER ASSETS (COLLECTIVELY, "PROPERTY"), FINANCED UNDER, COVERED BY OR DESCRIBED IN THE LEASE, RENTAL, EQUIPMENT FINANCE AGREEMENT OR INSTALLMENT PAYMENT AGREEMENT DESIGNATED AS AGREEMENT NO. 2224266, TOGETHER WITH ALL REPLACEMENTS FOR, ADDITIONS TO, SUBSTITUTIONS FOR AND ACCESSIONS TO THE PROPERTY AND ALL PROCEEDS OF ANY OF THE FOREGOING, INCLUDING, WITHOUT LIMITATION, PROCEEDS OF INSURANCE. SECURED PARTY/LESSOR AND DEBTOR/LESSEE AGREE THAT THAT A MORE DETAILED DESCRIPTION OF THE PROPERTY BEING FINANCED SHALL BE MAINTAINED BY SECURED PARTY/LESSOR AMONG ITS BOOKS AND RECORDS IN WHATEVER MORE DETAILED DESCRIPTION OF THE PROPERTY FINANCED IS RECEIVED FROM THE SUPPLIER OF SUCH PROPERTY AND, ABSENT MANIFEST ERROR, SUCH DETAILED DESCRIPTION SHALL BE DEEMED DISPOSITIVE AND CONSIDERED INCORPORATED INTO THE AGREEMENT.

UNDETERMINED UNDETERMINED

Describe the lien

TN UCC FINANCING STATEMENT NO.
426494094 RECORDED 3/13/2017

Is the creditor an insider or related party?

☒ No

☐ Yes

Is anyone else liable on this claim?

☒ No

☐ Yes. Fill out Schedule H: Codebtors (Official Form 206H).

As of the petition filing date, the claim is:
Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

Debtor **Memory Care America LLC**

Case number (if known) **19-51385**

<p>2.5. Creditor's name and address</p> <p>C T CORPORATION SYSTEM, AS REPRESENTATIVE ATTN: SPRS 330 N BRAND BLVD STE 700 GLENDALE CA 91203</p> <p>Creditor's email address, if known</p> <hr/> <p>Date debt was incurred: June 2017</p> <p>Last 4 digits of account number:</p> <p>Do multiple creditors have an interest in the same property?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Have you already specified the relative priority?</p> <p style="margin-left: 20px;"><input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority.</p> <hr/> <p><input type="checkbox"/> Yes. The relative priority of creditors is specified on lines: _____</p>	<p>Describe debtor's property that is subject to a lien</p> <p>THE EQUIPMENT, PERSONAL PROPERTY AND OTHER ASSETS (COLLECTIVELY, "PROPERTY"), FINANCED UNDER, COVERED BY OR DESCRIBED IN THE LEASE, RENTAL, EQUIPMENT FINANCE AGREEMENT OR INSTALLMENT PAYMENT AGREEMENT DESIGNATED AS AGREEMENT NO. 2224267, TOGETHER WITH ALL REPLACEMENTS FOR, ADDITIONS TO, SUBSTITUTIONS FOR AND ACCESSIONS TO THE PROPERTY AND ALL PROCEEDS OF ANY OF THE FOREGOING, INCLUDING, WITHOUT LIMITATION, PROCEEDS OF INSURANCE. SECURED PARTY/LESSOR AND DEBTOR/LESSEE AGREE THAT THAT A MORE DETAILED DESCRIPTION OF THE PROPERTY BEING FINANCED SHALL BE MAINTAINED BY SECURED PARTY/LESSOR AMONG ITS BOOKS AND RECORDS IN WHATEVER MORE DETAILED DESCRIPTION OF THE PROPERTY FINANCED IS RECEIVED FROM THE SUPPLIER OF SUCH PROPERTY AND, ABSENT MANIFEST ERROR, SUCH DETAILED DESCRIPTION SHALL BE DEEMED DISPOSITIVE AND CONSIDERED INCORPORATED INTO THE AGREEMENT.</p> <p>Describe the lien</p> <p>TN UCC FINANCING STATEMENT NO. 426981940 RECORDED 6/8/2017</p> <p>Is the creditor an insider or related party?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H).</p> <p>As of the petition filing date, the claim is: Check all that apply.</p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p>
<p>3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.</p>	<p>UNDETERMINED UNDETERMINED</p> <p>\$238,577.81</p>

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.

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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
3.1.	SERVISFIRST BANK 611 COMMERCE ST STE 3131 NASHVILLE TN 37203	Line 2.2	_____
3.2.	SERVISFIRST BANK 611 COMMERCE ST STE 3131 NASHVILLE TN 37203	Line 2.3	_____
3.3.	SERVISFIRST BANK 611 COMMERCE ST STE 3131 NASHVILLE TN 37203	Line 2.4	_____
3.4.	SERVISFIRST BANK 611 COMMERCE ST STE 3131 NASHVILLE TN 37203	Line 2.5	_____

Fill in this information to identify the case:

Debtor name: Memory Care America LLC

United States Bankruptcy Court for the: Western District of Texas

Case number (if known): 19-51385

☐ 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.

2.1. Priority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	Total claim	Priority amount
PULASKI COUNTY TREASURER PO BOX 430 LITTLE ROCK AR 72201	<input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed	UNDETERMINED	UNDETERMINED
Date or dates debt was incurred	Basis for the claim:		Nonpriority amount
VARIOUS	TAXES		UNDETERMINED
Last 4 digits of account number:	Is the claim subject to offset?		
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

2.2. Priority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	Total claim	Priority amount
STATE OF ARKANSAS, CORP INCOME TAX SECTION PO BOX 919 LITTLE ROCK AR 72203-0919	<input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed	UNDETERMINED	UNDETERMINED
Date or dates debt was incurred	Basis for the claim:		Nonpriority amount
VARIOUS	TAXES		UNDETERMINED
Last 4 digits of account number:	Is the claim subject to offset?		
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Debtor **Memory Care America LLC**

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<p>2.3. Priority creditor's name and mailing address</p> <p>TEXAS COMPTROLLER PO BOX 149348 AUSTIN TX 78714-9348</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim:11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent</p> <p><input checked="" type="checkbox"/> Unliquidated</p> <p><input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>TAXES</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="background-color: #cccccc;">Total claim</th> <th style="background-color: #cccccc;">Priority amount</th> </tr> <tr> <td style="text-align: center;">UNDETERMINED</td> <td style="text-align: center;">UNDETERMINED</td> </tr> </table>	Total claim	Priority amount	UNDETERMINED	UNDETERMINED	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="background-color: #cccccc;">Nonpriority amount</th> </tr> <tr> <td style="text-align: center;">UNDETERMINED</td> </tr> </table>	Nonpriority amount	UNDETERMINED
Total claim	Priority amount								
UNDETERMINED	UNDETERMINED								
Nonpriority amount									
UNDETERMINED									
<p>2.4. Priority creditor's name and mailing address</p> <p>US TREASURY 8626 TESORO DRIVE SAN ANTONIO TX 78217</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p> <p>Specify Code subsection of PRIORITY unsecured claim:11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent</p> <p><input checked="" type="checkbox"/> Unliquidated</p> <p><input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>TAXES</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="background-color: #cccccc;">Total claim</th> <th style="background-color: #cccccc;">Priority amount</th> </tr> <tr> <td style="text-align: center;">UNDETERMINED</td> <td style="text-align: center;">UNDETERMINED</td> </tr> </table>	Total claim	Priority amount	UNDETERMINED	UNDETERMINED	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="background-color: #cccccc;">Nonpriority amount</th> </tr> <tr> <td style="text-align: center;">UNDETERMINED</td> </tr> </table>	Nonpriority amount	UNDETERMINED
Total claim	Priority amount								
UNDETERMINED	UNDETERMINED								
Nonpriority amount									
UNDETERMINED									

Debtor **Memory Care America LLC**Case number (if known) **19-51385****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.

3.1.	Nonpriority creditor's name and mailing address ALL ABOUT SENIORS - UPSTATE PO BOX 242447 CHARLOTTE NC 28224 Date or dates debt was incurred VARIOUS 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: ACCOUNTS PAYABLE Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Amount of claim \$505.00
3.2.	Nonpriority creditor's name and mailing address ALVAREZ & MARSAL TAXAND, LLC LISA CARRINGTON 600 MADISON AVE NEW YORK NY 10022 Date or dates debt was incurred VARIOUS 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: ACCOUNTS PAYABLE Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Amount of claim \$19,421.95
3.3.	Nonpriority creditor's name and mailing address AT&T PO BOX 105414 ATLANTA GA 30348-5414 Date or dates debt was incurred VARIOUS 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 checked="" type="checkbox"/> Disputed Basis for the claim: ACCOUNTS PAYABLE Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Amount of claim \$6,739.69

Debtor **Memory Care America LLC**

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<p>3.4. Nonpriority creditor's name and mailing address</p> <p>BANK DIRECT CAPITAL FINANCE 150 NORTH FIELD DR STE 190 LAKE FOREST IL 60045</p> <p>Date or dates debt was incurred</p> <p>1/23/2019</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>INSURANCE PREMIUM FINANCING</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>UNDETERMINED</p>
<p>3.5. Nonpriority creditor's name and mailing address</p> <p>BETTER BUSINESS SOLUTIONS COMPANY INC. PO BOX 3549 BRENTWOOD TN 37024-3549</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$396.85</p>
<p>3.6. Nonpriority creditor's name and mailing address</p> <p>BEVERLY J. MILLER JAMES H. PRICE MICHAEL R. FRANZ 249 N. PETERS ROAD SUITE 101 KNOXVILLE TN 37923</p> <p>Date or dates debt was incurred</p> <p>_____</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>PENDING LITIGATION</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>UNDETERMINED</p>

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<p>3.7. Nonpriority creditor's name and mailing address</p> <p>BLUECROSS BLUESHIELD OF TENNESSEE 3200 WEST END AVE STE 102 NASHVILLE TN 37203</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$100,114.19</p>
<p>3.8. Nonpriority creditor's name and mailing address</p> <p>BRADLEY ARANT BOULT CUMMINGS 1600 DIVISION ST STE 700 PO BOX 340025 NASHVILLE TN 37203</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$229,310.00</p>
<p>3.9. Nonpriority creditor's name and mailing address</p> <p>CARR, RIGGS & INGRAM 3011 ARMORY DR STE 190 NASHVILLE TN 37204</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$7,500.00</p>

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<p>3.10. Nonpriority creditor's name and mailing address</p> <p>CIGNA HEALTHCARE CHLIC WELLS FARGO 1700 LINCOLN ST LOWER LEVEL 3 DENVER CO 80274</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$38,614.81</p>
<p>3.11. Nonpriority creditor's name and mailing address</p> <p>COMCAST PO BOX 105257 ATLANTA GA 30348-5257</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$322.46</p>
<p>3.12. Nonpriority creditor's name and mailing address</p> <p>ERS, INC. PO BOX 628 BOWLING GREEN KY 42102</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$264.00</p>

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<p>3.13. Nonpriority creditor's name and mailing address</p> <p>FRIEDMAN LLP 2000 MARKET ST STE 500 PHILADELPHIA PA 19103</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$25,000.00</p>
<p>3.14. Nonpriority creditor's name and mailing address</p> <p>GUARDIAN PO BOX 677458 DALLAS TX 75267-7458</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$13,078.33</p>
<p>3.15. Nonpriority creditor's name and mailing address</p> <p>INVESQUE FINANCING, LP MAINSTREET HEALTH INVESTMENTS, INC 14390 CLAY TERRACE BLVD SUITE 205 CARMEL IN 46032</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>NOTE</p> <p>Is the claim subject to offset?</p> <p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$314,000.00</p>

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<p>3.16. Nonpriority creditor's name and mailing address</p> <p>JOHN M. GOULD, JR. 4009 HILLSBORO PIKE STE 211 NASHVILLE TN 27215</p> <p>Date or dates debt was incurred</p> <p>_____</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>SEVERANCE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$281,200.00</p>
<p>3.17. Nonpriority creditor's name and mailing address</p> <p>KFW ENGINEERS 3421 PAESANOS PKWY STE 200 SAN ANTONIO TX 78231</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$787.74</p>
<p>3.18. Nonpriority creditor's name and mailing address</p> <p>KFW SURVEYING 3421 PAESANOS PWKY STE 101 SAN ANTONIO TX 78231</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$10,175.51</p>

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<p>3.19. Nonpriority creditor's name and mailing address</p> <p>LBMC EMPLOYMENT PARTNERS, LLC PO BOX 1869 BRENTWOOD TN 37024-1869</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$15,018.30</p>
<p>3.20. Nonpriority creditor's name and mailing address</p> <p>LBMC TECHNOLOGY SOLUTIONS, LLC PO BOX 1869 BRENTWOOD TN 37027</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$7,865.40</p>
<p>3.21. Nonpriority creditor's name and mailing address</p> <p>LBMC W SQUARED, LLC JONATHAN OLIVER PO BOX 5168 BRENTWOOD TN 37024-5168</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$32,000.00</p>

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<p>3.22. Nonpriority creditor's name and mailing address</p> <p>MAINSTREET HEALTH FINANCING 14390 CLAY TER BLVD STE 205 CARMEL IN 46032</p> <p>Date or dates debt was incurred</p> <p>_____</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent</p> <p><input checked="" type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>AFFILIATE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input type="checkbox"/> No</p> <p><input checked="" type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$300,000.00</p>
<p>3.23. Nonpriority creditor's name and mailing address</p> <p>MAINSTREET HEALTH FINANCING 14390 CLAY TERRACE BLVD STE 205 CARMEL IN 46032</p> <p>Date or dates debt was incurred</p> <p>_____</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>PROMISSORY NOTE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$300,000.00</p>
<p>3.24. Nonpriority creditor's name and mailing address</p> <p>MANFREDI, ANGELA 5701 NW 2ND AVE 108 BOCA RATON FL 33487</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$2,500.00</p>

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<p>3.25. Nonpriority creditor's name and mailing address</p> <p>MAYNARD SELECT 617 NORRIS AVE NASHVILLE TN 37204</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$1,001.44</p>
<p>3.26. Nonpriority creditor's name and mailing address</p> <p>MCA MANAGEMENT COMPANY, INC. 2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213</p> <p>Date or dates debt was incurred</p> <p>_____</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: AFFILIATE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$15,583.76</p>
<p>3.27. Nonpriority creditor's name and mailing address</p> <p>MCA NAPLES HOLDINGS, LLC 2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213</p> <p>Date or dates debt was incurred</p> <p>_____</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: AFFILIATE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$2,727,103.08</p>

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<p>3.28. Nonpriority creditor's name and mailing address</p> <p>MCA WESTOVER HILLS, LLC 2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213</p> <p>Date or dates debt was incurred</p> <hr/> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>AFFILIATE PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$224,617.81</p>
<p>3.29. Nonpriority creditor's name and mailing address</p> <p>MC-SIMPSONVILLE, SC-1-UT, LLC C/O EMBREE ASSET GROUP, INC. PHILIP ANNIS 4747 WILLIAMS DRIVE GEORGETOWN TX 78633</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>REAL PROPERTY LEASE GUARANTEE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>UNDETERMINED</p>
<p>3.30. Nonpriority creditor's name and mailing address</p> <p>MHI LITTLE ROCK LP 14390 CLAY TERRACE BLVD STE 205 CARMEL IN 46032</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>REAL PROPERTY LEASE GUARANTEE</p> <p>Is the claim subject to offset?</p> <p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>UNDETERMINED</p>

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<p>3.31. Nonpriority creditor's name and mailing address</p> <p>MHI MC NEW BRAUNFELS LP 14390 CLAY TERRACE BLVD STE 205 CARMEL IN 46032</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>REAL PROPERTY LEASE GUARANTEE</p> <p>Is the claim subject to offset?</p> <p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>UNDETERMINED</p>
<p>3.32. Nonpriority creditor's name and mailing address</p> <p>MHI MC SAN ANTONIO LP 14390 CLAY TERRACE BLVD STE 205 CARMEL IN 46032</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>REAL PROPERTY LEASE GUARANTEE</p> <p>Is the claim subject to offset?</p> <p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>UNDETERMINED</p>
<p>3.33. Nonpriority creditor's name and mailing address</p> <p>POINTCLICKCARE TECHNOLOGIES INC. PO BOX 674802 DETROIT MI 48267-4802</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$2,611.17</p>

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<p>3.34. Nonpriority creditor's name and mailing address</p> <p>RJ YOUNG COMPANY, INC. MSC 7511 PO BOX 415000 NASHVILLE TN 37241-7511</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$351.79</p>
<p>3.35. Nonpriority creditor's name and mailing address</p> <p>SERVISFIRST BANK 611 COMMERCE ST STE 3131 NASHVILLE TN 37203</p> <p>Date or dates debt was incurred</p> <p>12/23/2015</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>FUNDED DEBT PURSUANT TO BUSINESS LOAN AGREEMENT FOR LOAN NO. 27354 AND PROMISSORY NOTE RELATED THERETO</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$308,190.35</p>
<p>3.36. Nonpriority creditor's name and mailing address</p> <p>THE VISION GROUP STUDIOS, LLC ONE PAGE AVE STE 323 ASHEVILLE NC 28801</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$58,809.13</p>

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<p>3.37. Nonpriority creditor's name and mailing address</p> <p>THINKFARM INTERACTIVE, INC. 209 FOUNDERS PT BLVD FRANKLIN TN 37064</p> <p>Date or dates debt was incurred</p> <p>VARIOUS</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>ACCOUNTS PAYABLE</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$832.80</p>
<p>3.38. Nonpriority creditor's name and mailing address</p> <p>TRIDENT HEALTHCARE PROPERTIES I LLP 200 NORTH LORRAINE STE 1515 MIDLAND TX 79701</p> <p>Date or dates debt was incurred</p> <p>_____</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>SHAREHOLDER LOAN</p> <p>Is the claim subject to offset?</p> <p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$75,000.00</p>
<p>3.39. Nonpriority creditor's name and mailing address</p> <p>TRIDENT HEALTHCARE PROPERTIES I LLP 200 NORTH LORRAINE STE 1515 MIDLAND TX 79701</p> <p>Date or dates debt was incurred</p> <p>_____</p> <p>Last 4 digits of account number:</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>LONG TERM DEBT</p> <p>Is the claim subject to offset?</p> <p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$4,931,478.14</p>

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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
INTERNAL REVENUE SVC CENTRALIZED INSOLVENCY OPERATION PO BOX 7346 PHILADELPHIA PA 19101-7346	Part 1 line 2.4	_____
LACY, PRICE & WAGNER, PC JAMES H. PRICE 249 N. PETERS RD., SUITE 101 KNOXVILLE TN 37923	Part 2 line 3.36	_____
MCA SIMPSONVILLE OPERATING COMPANY, LLC 4009 HILLSBORO PIKE STE 211 NASHVILLE TN 37215	Part 2 line 3.29	_____
TEXAS COMPTROLLER OF PUBLIC ACCOUNTS REVENUE ACCT DIV BANKRUPTCY PO BOX 13528 CAPITOL STATION AUSTIN TX 78711	Part 1 line 2.3	_____

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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.		UNDETERMINED
5b. Total claims from Part 2	5b.	+	\$10,050,393.70
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.		\$10,050,393.70

Fill in this information to identify the case:

Debtor name: Memory Care America LLC

United States Bankruptcy Court for the: Western District of Texas

Case number (if known): 19-51385

☐ 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. **Title of contract** REFERRAL/COMMISSION AGREEMENT FOR INFORMATION SERVICES (FOR OKLAHOMA AND/OR TEXAS)

State what the contract or lease is for SERVICE AGREEMENT

Nature of debtor's interest CONTRACT PARTY

State the term remaining MONTHLY UNTIL 30- DAYS WRITTEN NOTICE

List the contract number of any government contract _____

A PLACE FOR MOM, INC.
701 FIFTH AVENUE
STE 3200
SEATTLE WA 98104

2.2. **Title of contract** GUARANTEED THIRTY-SIX MONTH PRICE AGREEMENT

State what the contract or lease is for PAYROLL SERVICING AGREEMENT

Nature of debtor's interest CONTRACT PARTY

State the term remaining 6/30/2020

List the contract number of any government contract _____

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

ADP
PO BOX 842875
BOSTON MA 02284-2875

2.3. **Title of contract** LETTER AGREEMENT

State what the contract or lease is for SOCIAL MEDIA PLATFORM MARKETING AGREEMENT

Nature of debtor's interest CONTRACT PARTY

State the term remaining 6/2/2020

List the contract number of any government contract _____

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

ANGELA MANFREDI
5701 NW 2ND AVE 108
BOCA RATON FL 33487

Debtor **Memory Care America LLC**

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- 2.4. **Title of contract** EQUIPMENT FINANCE AGREEMENT **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** FINANCE AGREEMENT 2171356
- Nature of debtor's interest** CONTRACT PARTY ASCENTUM CAPITAL LLC
23970 HWY 59 N
KINGWOOD TX 77339
- State the term remaining** _____
- List the contract number of any government contract** _____
- 2.5. **Title of contract** EQUIPMENT FINANCE AGREEMENT **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** FINANCE AGREEMENT 2173635
- Nature of debtor's interest** CONTRACT PARTY ASCENTUM CAPITAL LLC
23970 HWY 59 N
KINGWOOD TX 77339
- State the term remaining** _____
- List the contract number of any government contract** _____
- 2.6. **Title of contract** COMMERCIAL INSURANCE PREMIUM FINANCE AND SECURITY AGREEMENT **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** INSURANCE PREMIUM FINANCING
- Nature of debtor's interest** CO-BORROWER BANK DIRECT CAPITAL FINANCE
150 NORTH FIELD DR
STE 190
LAKE FOREST IL 60045
- State the term remaining** 10/31/2019
- List the contract number of any government contract** _____
- 2.7. **Title of contract** STANDARD REFERRAL AGREEMENT **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** INTERNET REFERRAL SERVICE
- Nature of debtor's interest** CONTRACT PARTY CARING INC
2600 SOUTH EL CAMINO REAL
STE 300
SAN MATEO CA 94403
- State the term remaining** 30 - DAYS WRITTEN NOTICE OR BREACH BY EITHER PARTY
- List the contract number of any government contract** _____
- 2.8. **Title of contract** INSURANCE POLICY **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** GENERAL LIABILITY, AGING SERVICES HEALTHCARE PRIMARY POLICY # PLC 6022737587
- Nature of debtor's interest** INSURED COLUMBIA CASUALTY COMPANY
151 N. FRANKLIN STREET
CHICAGO IL 60606
- State the term remaining** 12/23/2019
- List the contract number of any government contract** _____

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- | | | | |
|-------|---|--|---|
| 2.9. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | INSURANCE POLICY
UMBRELLA POLICY # UMB 6022737590
INSURED
12/23/2019
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
COLUMBIA CASUALTY COMPANY
151 N. FRANKLIN STREET
CHICAGO IL 60606 |
| 2.10. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | END USER SERVICE AGREEMENT
TELECOMMUNICATION SERVICES
CONTRACT PARTY
60 - DAYS WRITTEN NOTICE PRIOR TO END OF CURRENT SERVICE PERIOD
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
ENTELEGEN SOLUTIONS, INC.
ATTN LEGAL DEPT
3800 ARCO CORPORATE DR.
STE 310
CHARLOTTE NC 28273 |
| 2.11. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | EMPLOYMENT AGREEMENT
EMPLOYMENT AGREEMENT
CONTRACT PARTY
3/26/2016 WITH AUTOMATIC 1 - YEAR RENEWALS
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
J MICHAEL GOULD
4009 HILLSBORO PIKE
STE 211
NASHVILLE TN 27215 |
| 2.12. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | WORK ORDER NO 05
ACCOUNTING AND REPORTING SYSTEMS
CONTRACT PARTY
3/31/2016 WITH AUTOMATIC 1 - YEAR RENEWAL
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
LBMC W SQUARED, LLC
FKNA WOLCOTT SQUARED INC
JONATHAN OLIVER
PO BOX 5168
BRENTWOOD TN 37024-5168 |
| 2.13. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | WORK ORDER NO 07
TECHNOLOGY AND LEADERSHIP STRATEGY
CONTRACT PARTY
3/31/2016 WITH AUTOMATIC 1 - YEAR RENEWAL
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
LBMC W SQUARED, LLC
FKNA WOLCOTT SQUARED INC
JONATHAN OLIVER
PO BOX 5168
BRENTWOOD TN 37024-5168 |

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- | | | | |
|-------|---|--|--|
| 2.14. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | LEASE AGREEMENT
LEASE OF SHARP MX 3070, # 5507107Y, INCLUDES END OF LEASE PURCHASE OPTION
CONTRACT PARTY
2/8/2019
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
LEAF CAPITAL FUNDING LLC
1720 A CRETE ST
MOBERLY MO 65270 |
| 2.15. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | LEASE AGREEMENT
LEASE OF SHARP MX 3070, # 55100790, INCLUDES END OF LEASE PURCHASE OPTION
CONTRACT PARTY
2/8/2019
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
LEAF CAPITAL FUNDING LLC
1720 A CRETE ST
MOBERLY MO 65270 |
| 2.16. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | LEASE AGREEMENT
LEASE OF SHARP MX 3070, # 65070566, INCLUDES END OF LEASE PURCHASE OPTION
CONTRACT PARTY
8/9/2019
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
LEAF CAPITAL FUNDING LLC
1720 A CRETE ST
MOBERLY MO 65270 |
| 2.17. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | LEASE AGREEMENT
LEASE OF SHARP MX 3070, # 65116494, INCLUDES END OF LEASE PURCHASE OPTION
CONTRACT PARTY
5/19/2019
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
LEAF CAPITAL FUNDING LLC
1720 A CRETE ST
MOBERLY MO 65270 |
| 2.18. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | TRANSFER AND ASSUMPTION AGREEMENT
EQUIPMENT LEASE TRANSFER TO MEMORY CARE COURTYARD # 100-3443018-004
CONTRACT PARTY
11/1/2019
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
LEAF CAPITAL FUNDING LLC
1720 A CRETE ST
MOBERLY MO 65270 |

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- | | | | |
|-------|---|---|---|
| 2.19. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | LEASE AGREEMENT
LEASE OF SHARP MX 3070, # 75077031, INCLUDES END OF LEASE PURCHASE OPTION
CONTRACT PARTY
5/16/2020
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
LEAF CAPITAL FUNDING LLC
1720 A CRETE ST
MOBERLY MO 65270 |
| 2.20. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | ADDENDUM TO LEASE AGREEMENT
LEASE NO. 100-3443018-001; SHARP 3070, 5507107Y AND 5507234Y
CONTRACT PARTY

_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
LEAF CAPITAL FUNDING LLC
1720 A CRETE ST
MOBERLY MO 65270 |
| 2.21. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | CONSULTING AGREEMENT
MANAGEMENT AGREEMENT
CONTRACT PARTY
12/31/2019 WITH AUTOMATIC 1 - YEAR RENEWAL UNTIL 60 - DAYS WRITTEN NOTICE; INCLUDES 1 - YEAR "NON-COMPETE" AGREEMENT
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
LUCCIONI AND ASSOCIATES
1460 RENAISSANCE DR
STE 212
PARK RIDGE IL 60068 |
| 2.22. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | LEASE AGREEMENT
SUBLEASE OF REAL PROPERTY LOCATED AT 2022 STATE HWY 4 6 W, NEW BRAUNFELS, TX 78132
SUBLESSOR
12/15/2031 WITH 3 - OPTIONS TO RENEW
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
MCA NEW BRAUNFELS OPERATING COMPANY LLC
2211 NW MILITARY HIGHWAY
SUITE 201
SAN ANTONIO TX 78213 |
| 2.23. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | MCA NEW BRAUNFELS OPERATING COMPANY, LLC
MANAGEMENT AGREEMENT
FACILITY MANAGEMENT AGREEMENT
CONTRACT PARTY
2026 WITH 2 - 5 YEAR OPTIONS TO RENEW
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
MCA NEW BRAUNFELS OPERATING COMPANY LLC
2211 NW MILITARY HIGHWAY
SUITE 201
SAN ANTONIO TX 78213 |

Debtor **Memory Care America LLC**

Case number (if known) **19-51385**

- | | | | |
|-------|---|--|---|
| 2.24. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | LEASE AGREEMENT
SUBLEASE OF REAL PROPERTY LOCATED AT 10910 TOWN CENTER DRIVE, SAN ANTONIO, TX 78251
SUBLESSOR
12/15/2031 WITH 3 - OPTIONS TO RENEW
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
MCA WESTOVER OPERATING COMPANY LLC
2211 NW MILITARY HIGHWAY SUITE 201
SAN ANTONIO TX 78213 |
| 2.25. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | MCA WESTOVER HILLS OPERATING COMPANY, LLC MANAGEMENT AGREEMENT
FACILITY MANAGEMENT AGREEMENT
CONTRACT PARTY
2026 WITH 2 - 5 YEAR OPTIONS TO RENEW
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
MCA WESTOVER OPERATING COMPANY LLC
2211 NW MILITARY HIGHWAY SUITE 201
SAN ANTONIO TX 78213 |
| 2.26. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | MEMORY CARE AT GOOD SHEPHERD MANAGEMENT AGREEMENT
FACILITY MANAGEMENT AGREEMENT
CONTRACT PARTY
2026 WITH 2 - 5 YEAR OPTIONS TO RENEW
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
MEMORY CARE AT GOOD SHEPHERD LLC
2211 NW MILITARY HIGHWAY SUITE 201
SAN ANTONIO TX 78213 |
| 2.27. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | INTERIOR PLANTSCAPE
INTERIOR PLANTSCAPE
CONTRACT PARTY

_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
PLANTATION SERVICES INC
PO BOX 241006
LITTLE ROCK AR 72223-1006 |
| 2.28. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | INSURANCE POLICY
DIRECTORS & OFFICERS POLICY # EK13279251
INSURED
12/23/2019
_____ | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
SCOTTSDALE INDEMNITY COMPANY
ONE NATIONWIDE PLZ
COLUMBUS OH 43215 |

Debtor **Memory Care America LLC**

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- | | | | |
|-------|---|---|--|
| 2.29. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | INSURANCE POLICY
BUSINESS AUTOMOBILE POLICY # 6022737573
INSURED
12/23/2019
<hr/> | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
THE CONTINENTAL INSURANCE COMPANY
333 SOUTH WABASH AVENUE
CHICAGO IL 60604-4107 |
| 2.30. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | CONSULTING AGREEMENT
REAL ESTATE DEVELOPMENT
CONTRACT PARTY
REVIEWED ON QUARTERLY BASIS
<hr/> | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
THE VISION GROUP
ONE PAGE AVE
STE 323
ASHEVILLE NC 28801 |
| 2.31. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | BUSINESS CLASS SERVICE AGREEMENT AND SERVICE ORDER
BUSINESS CLASS PHONE AND TRUNK SERVICE
CONTRACT PARTY
11/5/2018 WITH AUTOMATIC RENEWALS UNTIL NOTICE
<hr/> | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
TIME WARNER CABLE
13820 SUNRISE CABLE
HERNDON VA 20171 |
| 2.32. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | BUSINESS CLASS SERVICE AGREEMENT AND SERVICE ORDER
BUSINESS CLASS PHONE AND TRUNK SERVICE
CONTRACT PARTY
6/1/2015 WITH AUTOMATIC RENEWALS UNTIL NOTICE
<hr/> | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
TIME WARNER CABLE
13820 SUNRISE VALLEY
HERNDON VA 20171 |
| 2.33. | Title of contract
State what the contract or lease is for
Nature of debtor's interest
State the term remaining
List the contract number of any government contract | INSURANCE POLICY
CRIME POLICY # 106492611
INSURED
12/23/2019
<hr/> | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA
1 TOWER SQUARE
HARTFORD CT 06183 |

Debtor **Memory Care America LLC**

Case number (if known) **19-51385**

- 2.34. **Title of contract** PLEDGE AGREEMENT **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** PLEDGE AND SECURITY AGREEMENT
- Nature of debtor's interest** BORROWER TRIDENT HEALTHCARE PROPERTIES I LLP
400 W. ILLINOIS
STE 900
MIDLAND TX 79701
- State the term remaining** _____
- List the contract number of any government contract** _____
- 2.35. **Title of contract** WEB MISSION CONTROL **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** WEBMASTER AGREEMENT
- Nature of debtor's interest** CONTRACT PARTY WEB MISSION CONTROL, INC
JUSTIN HANDLEY PRESIDENT
16 CALLE VISTA DEL MAR
RINCON PR 00677
- State the term remaining** 30 - DAYS WRITTEN NOTICE OR BREACH BY EITHER PARTY
- List the contract number of any government contract** _____
- 2.36. **Title of contract** INSURANCE POLICY **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY POLICY # WWC3396519
- Nature of debtor's interest** INSURED WESCO INSURANCE COMPANY
874 WALKER RD STE C
DOVER DE 19904
- State the term remaining** 1/1/2020
- List the contract number of any government contract** _____
- 2.37. **Title of contract** POINTCLICKCARE SMARTPATH SUBSCRIPTION AND SERVICE AGREEMENT **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** SERVICE AGREEMENT
- Nature of debtor's interest** CONTRACT PARTY WESCOM SOLUTIONS INC
6975 CREDITVIEW ROAD
UNIT 4
MISSISSAUGA ON L5N 8E9
CANADA
- State the term remaining** ON NOTICE
- List the contract number of any government contract** _____
- 2.38. **Title of contract** INSURANCE POLICY **State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
- State what the contract or lease is for** COMMERCIAL PROPERTY POLICY # CPP 0083044-05
- Nature of debtor's interest** INSURED ZURICH AMERICAN INSURANCE COMPANY
CUSTOMER INQUIRY CENTER
1299 ZURICH WAY
SCHAUMBURG IL 60196-1056
- State the term remaining** 12/23/2019
- List the contract number of any government contract** _____

Fill in this information to identify the case:

Debtor name: Memory Care America LLC

United States Bankruptcy Court for the: Western District of Texas

Case number (if known): 19-51385

☐ 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. B.J. PARRISH	200 NORTH LORRAINE STE 1515 MIDLAND TX 79701	INVESQUE FINANCING, LP	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.2. JAMES WALESA	1460 RENAISSANCE DR STE 212 PARK RIDGE IL 60068	SERVISFIRST BANK	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.3. JAMES WALESA	1460 RENAISSANCE DR STE 212 PARK RIDGE IL 60068	INVESQUE FINANCING, LP	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.4. MCA NEW BRAUNFELS OPERATING COMPANY, LLC	2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213	SERVISFIRST BANK	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.5. MCA NEW BRAUNFELS OPERATING COMPANY, LLC	2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213	A PLACE FOR MOM, INC.	<input type="checkbox"/> D <input type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.6. MCA NEW BRAUNFELS OPERATING COMPANY, LLC	2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213	ASCENTUM CAPITAL LLC	<input type="checkbox"/> D <input type="checkbox"/> E/F <input checked="" type="checkbox"/> G

Debtor **Memory Care America LLC**

Case number (if known) **19-51385**

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.7. MCA NEW BRAUNFELS OPERATING COMPANY, LLC	2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213	TIME WARNER CABLE	<input type="checkbox"/> D <input type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.8. MCA SIMPSONVILLE OPERATING COMPANY, LLC	4009 HILLSBORO PIKE SUITE 211 NASHVILLE TN 37215	MC-SIMPSONVILLE, SC-1-UT, LLC	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.9. MCA WESTOVER HILLS OPERATING COMPANY, LLC	2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213	A PLACE FOR MOM, INC.	<input type="checkbox"/> D <input type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.10. MCA WESTOVER HILLS OPERATING COMPANY, LLC	2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213	TIME WARNER CABLE	<input type="checkbox"/> D <input type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.11. MCA WESTOVER HILLS OPERATING COMPANY, LLC	2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213	ENTELEGENT SOLUTIONS, INC.	<input type="checkbox"/> D <input type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.12. MEMORY CARE AT GOOD SHEPHERD LLC	2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213	ASCENTUM CAPITAL LLC	<input type="checkbox"/> D <input type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.13. MEMORY CARE COURTYARD	4009 HILLSBORO PIKE STE 211 NASHVILLE-DAVIDSON TN 37215	LEAF CAPITAL FUNDING LLC	<input type="checkbox"/> D <input type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.14. TRIDENT HEALTHCARE PROPERTIES I LLP	200 NORTH LORRAINE STE 1515 MIDLAND TX 79701	INVESQUE FINANCING, LP	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:

Debtor name: Memory Care America LLC

United States Bankruptcy Court for the: Western District of Texas

Case number (if known): 19-51385

Official 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 7/3/2019
MM/DD/YYYY

x

/s/ B.J. Parrish

Signature of individual signing on behalf of debtor

B.J. Parrish
Printed name

President
Position or relationship to debtor