

**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 at Good Shepherd, LLC

United States Bankruptcy Court for the: Western District of Texas

Case number (if known): 19-51383

☐ 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	\$10,793,277.00
1b. Total personal property: Copy line 91A from Schedule A/B	\$941,960.61
1c. Total of all property: Copy line 92 from Schedule A/B	\$11,735,237.61

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	\$0.00
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	\$1,857.07
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	+ \$14,475,705.19
4. Total liabilities Lines 2 + 3a + 3b	\$14,477,562.26

Fill in this information to identify the case:

Debtor name: Memory Care at Good Shepherd, LLC

United States Bankruptcy Court for the: Western District of Texas

Case number (if known): 19-51383

☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets — Real and Personal Property

12/15

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

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

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

Part 1: Cash and cash equivalents

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

☐ No. Go to Part 2.

☒ Yes. Fill in the information below

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

2. Cash on hand

2.1. PETTY CASH \$108.76

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	LITTLE ROCK FACILITY ACCOUNT	1152	\$64,568.97

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.

\$64,677.73

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 at Good Shepherd, LLC**

Case number (if known) **19-51383**

7. Deposits, including security deposits and utility deposits

	Description, including name of holder of deposit	Current value of debtor's interest
7.1.	UTILITY SERVICES ENTERGY	\$18,452.24
7.2.	REAL ESTATE INVESTMENT DEPOSIT INVESQUE	\$16,425.44
7.3.	REAL PROPERTY SUBLEASE SECURITY DEPOSIT MHI LITTLE ROCK LP	\$369,588.00
7.4.	UTILITY SERVICES UTILITY BILLING SERVICES	\$500.00

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
8.1.	PREPAID INSURANCE BANK DIRECT CAPITAL FINANCE	UNDETERMINED
8.2.	SOFTWARE LICENSE FEE LBMC	\$7,581.82
8.3.	CAPITAL LEASE MCA MAINSTREET TENANT, LLC	\$97,490.33
8.4.	MISCELLANEOUS PREPAID EXPENSES VARIOUS	\$2,093.01

9. Total of part 2

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

\$512,130.84

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:	\$1,085.00	- \$0.00	= → \$1,085.00
		Face amount	Doubtful or uncollectible accounts	
11b.	Over 90 days old:	\$3,955.04	- \$0.00	= → \$3,955.04

12. Total of part 3

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

\$5,040.04

Debtor **Memory Care at Good Shepherd, LLC**Case number (if known) **19-51383****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. _____ % _____ \$ _____

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.

\$0.00

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. _____ \$ _____

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

Debtor **Memory Care at Good Shepherd, LLC**

Case number (if known) **19-51383**

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

☐ 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

Debtor **Memory Care at Good Shepherd, LLC**Case number (if known) **19-51383****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. OWNED FURNITURE & FIXTURES	\$212,685.00	Net Book Value	\$212,685.00
40. Office fixtures			
40.1. SEE RESPONSE AT PART 7, NO. 39	\$ _____	_____	\$ _____
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. OWNED OFFICE EQUIPMENT	\$45,442.00	Net Book Value	\$45,442.00
41.2. OWNED COMPUTER HARDWARE	\$828.00	Net Book Value	\$828.00
41.3. LEASED COMPUTER SOFTWARE	UNDETERMINED	_____	UNDETERMINED
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			\$258,955.00

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

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	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	(Where available)		
47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
47.1. _____	\$ _____	_____	\$ _____

Debtor **Memory Care at Good Shepherd, LLC**Case number (if known) **19-51383****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. MEDICAL EQUIPMENT \$1,711.00 Net Book Value \$1,711.00

50.2. KITCHEN EQUIPMENT \$6,071.00 Net Book Value \$6,071.00

51. Total of part 8

Add lines 47 through 50. Copy the total to line 87.

\$7,782.00

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. SUBLEASE SUBLEASE \$10,778,888.00 Net Book Value \$10,778,888.00
INTEREST

MEMORY CARE FACILITY

MEMORY CARE OF LITTLE ROCK AT GOOD
SHEPHERD
2501 ALDERSGATE ROAD
LITTLE ROCK AR 7220555.2. SUBLEASE IMPROVEMENTS LEASEHOLD \$14,389.00 Net Book Value \$14,389.00
IMPROVEMENTS

MEMORY CARE FACILITY

MEMORY CARE OF LITTLE ROCK AT GOOD
SHEPHERD
2501 ALDERSGATE ROAD
LITTLE ROCK AR 72205**56. Total of part 9**

Add the current value on lines 55. Copy the total to line 88.

\$10,793,277.00

57. Is a depreciation schedule available for any of the property listed in Part 9?☐ No☒ Yes

Debtor **Memory Care at Good Shepherd, LLC**Case number (if known) **19-51383****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. ARKANSAS DEPARTMENT OF HUMAN SERVICES LICENSE # 409	UNDETERMINED	_____	UNDETERMINED
62.2. ARKANSAS DEPARTMENT OF HUMAN SERVICES, OFFICE OF LONG TERM CARE	UNDETERMINED	_____	UNDETERMINED
62.3. CITY OF LITTLE ROCK, 2019 BUSINESS LICENSE # BL 154770	UNDETERMINED	_____	UNDETERMINED
62.4. CITY OF LITTLE ROCK, DEPARTMENT OF PLANNING AND DEVELOPMENT, CERTIFICATE OF OCCUPANCY	UNDETERMINED	_____	UNDETERMINED
63. Customer lists, mailing lists, or other compilations			
63.1. RESIDENT AND PROSPECTIVE RESIDENT MAILING LIST	UNDETERMINED	_____	UNDETERMINED
64. Other intangibles, or intellectual property			
64.1. _____	\$ _____	_____	\$ _____
65. Goodwill			
65.1. _____	\$ _____	_____	\$ _____

66. Total of part 10

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

UNDETERMINED

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

Debtor **Memory Care at Good Shepherd, LLC**Case number (if known) **19-51383****Part 11: All other assets****70. Does the debtor own any other assets that have not yet been reported on this form?**

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

- ☐ No. Go to Part 12.
- ☒ Yes. Fill in the information below.

Current value of debtor's interest**71. Notes receivable**

Description (include name of obligor)	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

Debtor **Memory Care at Good Shepherd, LLC**

Case number (if known) **19-51383**

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.	_____	\$ _____	\$ _____

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 GOOD SHEPHERD OPERATING	\$93,375.00
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78. Total of part 11

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

\$93,375.00

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

- ☒ No
☐ Yes

Debtor **Memory Care at Good Shepherd, LLC**Case number (if known) **19-51383****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>	\$64,677.73	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$512,130.84	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$5,040.04	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$258,955.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$7,782.00	
88. Real property. <i>Copy line 56, Part 9.</i> →		\$10,793,277.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i> UNDETERMINED		
90. All other assets. <i>Copy line 78, Part 11.</i> +	\$93,375.00	
91. Total. Add lines 80 through 90 for each column.91a.	\$941,960.61	+ 91b. \$10,793,277.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$11,735,237.61

Fill in this information to identify the case:

Debtor name: Memory Care at Good Shepherd, LLC

United States Bankruptcy Court for the: Western District of Texas

Case number (if known): 19-51383

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

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

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

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

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

Column B
Value of collateral that supports this claim

2.1. Creditor's name and address

Describe debtor's property that is subject to a lien

\$ _____ \$ _____

Describe the lien

Creditor's email address, if known

Is the creditor an insider or related party?

Date debt was incurred: _____

☐ No

Last 4 digits of account number: ____ _

☐ Yes

Do multiple creditors have an interest in the same property?

Is anyone else liable on this claim?

☐ No

☐ No

☐ Yes. Have you already specified the relative priority?

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

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

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

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

☐ Contingent

☐ Unliquidated

☐ Disputed

Debtor **Memory Care at Good Shepherd, LLC**

Case number *(if known)* **19-51383**

3. **Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.** **\$0.00**

Fill in this information to identify the case:

Debtor name: Memory Care at Good Shepherd, LLC

United States Bankruptcy Court for the: Western District of Texas

Case number (if known): 19-51383

☐ 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 VARIOUS	Basis for the claim: TAXES		
	Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		Nonpriority amount UNDETERMINED
2.2.	Priority creditor's name and mailing address RESIDENT ID # CS - 1004 Address Intentionally Omitted	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	Total claim \$1,127.07	Priority amount \$1,127.07
	Date or dates debt was incurred VARIOUS	Basis for the claim: RESIDENT CREDIT		Nonpriority amount \$0.00
	Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (7)	Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes		

Debtor **Memory Care at Good Shepherd, LLC**

Case number (if known) **19-51383**

2.3.	Priority creditor's name and mailing address RESIDENT ID # CS - 1008 Address Intentionally Omitted Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (7)	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: RESIDENT CREDIT Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	Total claim \$150.00	Priority amount \$150.00 <div style="background-color: #cccccc; padding: 2px;">Nonpriority amount</div> \$0.00
2.4.	Priority creditor's name and mailing address RESIDENT ID # CS - 1034 Address Intentionally Omitted Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (7)	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: RESIDENT CREDIT Is the claim subject to offset? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	Total claim \$580.00	Priority amount \$580.00 <div style="background-color: #cccccc; padding: 2px;">Nonpriority amount</div> \$0.00
2.5.	Priority creditor's name and mailing address STATE OF ARKANSAS, CORP INCOME TAX SECTION PO BOX 919 LITTLE ROCK AR 72203-0919 Date or dates debt was incurred VARIOUS Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: TAXES Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Total claim UNDETERMINED	Priority amount UNDETERMINED <div style="background-color: #cccccc; padding: 2px;">Nonpriority amount</div> UNDETERMINED

Debtor **Memory Care at Good Shepherd, LLC**

Case number (if known) **19-51383**

2.6.	Priority creditor's name and mailing address US TREASURY 8626 TESORO DRIVE SAN ANTONIO TX 78217	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed	Total claim UNDETERMINED	Priority amount UNDETERMINED
				Nonpriority amount UNDETERMINED
	Date or dates debt was incurred VARIOUS	Basis for the claim: TAXES		
	Last 4 digits of account number: Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Debtor **Memory Care at Good Shepherd, LLC**

Case number (if known) **19-51383**

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 ADVANCE PRINT SOLUTIONS 2201 BROOKWOOD DR LITTLE ROCK AR 72202 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 \$1,095.46
3.2.	Nonpriority creditor's name and mailing address ARKANSAS ASSISTED LIVING ASSOCIATION 1401 W CAPITOL AVE STE 180 LITTLE ROCK AR 72201 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 \$222.00
3.3.	Nonpriority creditor's name and mailing address ASCENTUM CAPITAL LLC PO BOX 301593 DALLAS TX 75303-1593 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 checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: CAPITAL LEASE Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Amount of claim \$17,245.16

Debtor **Memory Care at Good Shepherd, LLC**

Case number (if known) **19-51383**

3.4.	Nonpriority creditor's name and mailing address BANK DIRECT CAPITAL FINANCE 150 NORTH FIELD DR STE 190 LAKE FOREST IL 60045 Date or dates debt was incurred 1/23/2019 Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: INSURANCE PREMIUM FINANCING Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Amount of claim UNDETERMINED
3.5.	Nonpriority creditor's name and mailing address BILL'S LOCK & SAFE, INC. PO BOX 1041 NORTH LITTLE ROCK AR 72115 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 \$240.89
3.6.	Nonpriority creditor's name and mailing address BUSINESS WORLD PO BOX 2660 LITTLE ROCK AR 72203 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 \$691.01

Debtor **Memory Care at Good Shepherd, LLC**

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<p>3.7. Nonpriority creditor's name and mailing address</p> <p>CENTERPOINT ENERGY PO BOX 4583 HOUSTON TX 77210-4583</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>\$473.14</p>
<p>3.8. Nonpriority creditor's name and mailing address</p> <p>CLIFFORD POWER SYSTEMS, INC DEPT 1754 TULSA OK 74182</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>\$688.10</p>
<p>3.9. 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</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>\$253.38</p>

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3.10. Nonpriority creditor's name and mailing address COMFORT SYSTEMS USA (ARKANSAS) INC. PO BOX 16620 LITTLE ROCK AR 72231 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 \$7,110.84
3.11. Nonpriority creditor's name and mailing address DETRIA ELLIS PO BOX 46086 LITTLE ROCK AR 72214 Date or dates debt was incurred _____ Last 4 digits of account number:	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: WORKERS' COMPENSATION CLAIM # 3095877 Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Amount of claim UNDETERMINED
3.12. Nonpriority creditor's name and mailing address ENTELEGENT SOLUTIONS, INC. 2520 WHITEHALL PK DR STE 200 CHARLOTTE NC 28273 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 \$343.59

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<p>3.13. Nonpriority creditor's name and mailing address</p> <p>ENTERGY PO BOX 8101 BATON ROUGE LA 70891-8101</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>\$6,568.24</p>
<p>3.14. Nonpriority creditor's name and mailing address</p> <p>EVERGREEN LANDSCAPE SERVICES PO BOX 25084 LITTLE ROCK AR 72221</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>\$1,100.00</p>
<p>3.15. Nonpriority creditor's name and mailing address</p> <p>EXTREME CLEAN PO BOX 7113 NORTH LITTLE ROCK AR 72124</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>\$245.25</p>

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<p>3.16. Nonpriority creditor's name and mailing address</p> <p>FULLER AND SON HARDWARE 9815 WEST MARKHAM LITTLE ROCK AR 72205</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>\$184.76</p>
<p>3.17. Nonpriority creditor's name and mailing address</p> <p>INFORMATION NETWORK OF ARKANSAS PO BOX 504695 ST. LOUIS MO 63150-4695</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>\$287.00</p>
<p>3.18. Nonpriority creditor's name and mailing address</p> <p>JAMES WALES 1460 RENAISSANCE DR NO 202 PARK RIDGE IL 60068</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:</p> <p>GUARANTEE OF GOOD SHEPHERD FACILITY LEASE</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>3.19. Nonpriority creditor's name and mailing address</p> <p>KERR PAPER & SUPPLY 6701 INTERSTATE 30 LITTLE ROCK AR 72209</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>\$1,899.53</p>
<p>3.20. Nonpriority creditor's name and mailing address</p> <p>LEAF PO BOX 742647 CINCINNATI OH 45274-2647</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>\$158.65</p>
<p>3.21. 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:</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>\$20,299.81</p>

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<p>3.22. Nonpriority creditor's name and mailing address</p> <p>MEDICAL WASTE SERVICES LLC 11995 HWY 62 E HARRISON AR 72601</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>\$218.00</p>
<p>3.23. Nonpriority creditor's name and mailing address</p> <p>MEDLINE INDUSTRIES, INC. DEPT CH 14400 PALATINE IL 60055-4400</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>\$5,128.25</p>
<p>3.24. Nonpriority creditor's name and mailing address</p> <p>MEMORY CARE AMERICA 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:</p> <p>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>3.25. Nonpriority creditor's name and mailing address</p> <p>MEMORY CARE AMERICA 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>\$530,557.33</p>
<p>3.26. 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 type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>LANDLORD</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>\$11,717,075.09</p>
<p>3.27. Nonpriority creditor's name and mailing address</p> <p>MHI LITTLE ROCK 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 checked="" type="checkbox"/> Contingent <input checked="" 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 type="checkbox"/> No <input checked="" type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p>\$574,837.50</p>

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<p>3.28. Nonpriority creditor's name and mailing address</p> <p>PHILIPS LIFELINE PO BOX 403109 ATLANTA GA 30384-3109</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>\$417.96</p>
<p>3.29. Nonpriority creditor's name and mailing address</p> <p>PLANTATION SERVICES, INC. PO BOX 241006 LITTLE ROCK AR 72223-1006</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>\$296.59</p>
<p>3.30. Nonpriority creditor's name and mailing address</p> <p>ROSSUM, HANK VAN 91 MANNIE RD BIGELOW AR 72016</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>\$185.65</p>

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<p>3.31. Nonpriority creditor's name and mailing address</p> <p>SENIOR TV 975 E TALLMADGE AVE AKRON OH 44310</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>\$888.46</p>
<p>3.32. Nonpriority creditor's name and mailing address</p> <p>SOULTANOVA, IZOU MROUD 11912 KANIS RD STE F2 LITTLE ROCK AR 72211</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>\$1,000.00</p>
<p>3.33. Nonpriority creditor's name and mailing address</p> <p>STAPLES ADVANTAGE DEPT ATL PO BOX 405386 ATLANTA GA 30384-5386</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>\$288.66</p>

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<p>3.34. Nonpriority creditor's name and mailing address</p> <p>STEVE PERSON 400 W. ILLINOIS STE 900 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 checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>GUARANTEE OF GOOD SHEPHERD FACILITY LEASE</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>3.35. Nonpriority creditor's name and mailing address</p> <p>SYSCO ARKANSAS PO BOX 193410 LITTLE ROCK AR 72219-3410</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>\$14,726.40</p>
<p>3.36. Nonpriority creditor's name and mailing address</p> <p>TELEHEALTH SERVICES A DIV OF TELERENT LEASING CORP PO BOX 26627 RALEIGH NC 27611</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 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>\$841.03</p>

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<p>3.37. Nonpriority creditor's name and mailing address</p> <p>TELEHEALTH SERVICES A DIV OF TELERENT LEASING CORP PO BOX 26627 RALEIGH NC 27611</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 type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>CAPITAL LEASE</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>\$9,773.44</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>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 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>\$1,558,373.90</p>
<p>3.39. Nonpriority creditor's name and mailing address</p> <p>TRIDENT HEALTHCARE PROPERTIES I LLP CIBOLO CRCK PARTNERS. LLC. ITS GENERAL PARTNER 400 W. ILLINOIS STE 900 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 checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>GUARANTEE OF GOOD SHEPHERD FACILITY LEASE</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>3.40. Nonpriority creditor's name and mailing address</p> <p>UTILITY BILLING SERVICES PO BOX 8100 LITTLE ROCK AR 72203-8100</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>\$1,124.46</p>
<p>3.41. Nonpriority creditor's name and mailing address</p> <p>WASTE MANAGEMENT OF LITTLE ROCK HAULING PO BOX 9001054 LOUISVILLE KY 40290-1054</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>\$378.72</p>
<p>3.42. Nonpriority creditor's name and mailing address</p> <p>WINDSTREAM ENTERPRISE-4002 PO BOX 9001908 LOUISVILLE KY 40290-1908</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>\$486.94</p>

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
ARNALL GOLDEN GREGORY LLP DARRYL S LADDIN;DAVID MARMIN 171 17TH STREET NW SUITE 2100 ATLANTA GA 30363	Part 2 line 3.26	_____
INTERNAL REVENUE SVC CENTRALIZED INSOLVENCY OPERATION PO BOX 7346 PHILADELPHIA PA 19101-7346	Part 1 line 2.6	_____
MARTIN & DROUGHT PC MICHAEL G COLVARD 2500 BANK OF AMERICA PLAZA 300 CONVENT STREET SAN ANTONIO TX 78205	Part 2 line 3.26	_____

Debtor **Memory Care at Good Shepherd, LLC**

Case number (if known) **19-51383**

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.		\$1,857.07
5b. Total claims from Part 2	5b.	+	\$14,475,705.19
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.		\$14,477,562.26

Fill in this information to identify the case:

Debtor name: Memory Care at Good Shepherd, LLC

United States Bankruptcy Court for the: Western District of Texas

Case number (if known): 19-51383

☐ 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** EQUIPMENT FINANCE AGREEMENT

State what the contract or lease is for FINANCE AGREEMENT 2171356

Nature of debtor's interest CONTRACT PARTY

State the term remaining _____

List the contract number of any government contract _____

ASCENTUM CAPITAL LLC
23970 HWY 59 N
KINGWOOD TX 77339

2.2. **Title of contract** COMMERCIAL INSURANCE PREMIUM FINANCE AND SECURITY AGREEMENT

State what the contract or lease is for INSURANCE PREMIUM FINANCING

Nature of debtor's interest CO-BORROWER

State the term remaining 10/31/2019

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

BANK DIRECT CAPITAL FINANCE
150 NORTH FIELD DR
STE 190
LAKE FOREST IL 60045

2.3. **Title of contract** INSURANCE POLICY

State what the contract or lease is for GENERAL LIABILITY, AGING SERVICES HEALTHCARE PRIMARY POLICY # PLC 6022737587

Nature of debtor's interest INSURED

State the term remaining 12/23/2019

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

COLUMBIA CASUALTY COMPANY
151 N. FRANKLIN STREET
CHICAGO IL 60606

Debtor **Memory Care at Good Shepherd, LLC**

Case number (if known) **19-51383**

- | | | | |
|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.4. | 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
<hr/> | 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 |
| 2.5. | 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 AND FIRST AMENDMENT TO CONSULTING AGREEMENT

SALES AND MARKETING AGREEMENT

CONTRACT PARTY
9/30/2019 WITH AUTOMATIC 30 - DAY RENEWAL
<hr/> | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

KMW CONSULTING
10 ROSIER COURT
LITTLE ROCK AR 72211 |
| 2.6. | 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 2501 ALDERSGATE RD, LITTLE ROCK, AR 72205

SUBLESSEE
12/15/2031 WITH 3 - OPTIONS TO RENEW
<hr/> | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

MCA MAIN STREET TENANT LLC
2211 NW MILITARY HIGHWAY
SUITE 201
SAN ANTONIO TX 78213 |
| 2.7. | 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 | AGREEMENT

MEDICAL STAFFING AND CLINICAL EDUCATION AGREEMENT

CONTRACT PARTY
AUTOMATIC 1 - YEAR RENEWALS UNTIL 30 - DAYS WRITTEN NOTICE
<hr/> | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

MEDLINE INC
5905 FOREST PLACE
STE 220
LITTLE ROCK AR 72207 |
| 2.8. | 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
<hr/> | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

MEMORY CARE AMERICA LLC
2211 NW MILITARY HIGHWAY
SUITE 201
SAN ANTONIO TX 78213 |

Debtor **Memory Care at Good Shepherd, LLC**

Case number (if known) **19-51383**

- | | | | |
|-------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 | LEASE AGREEMENT
SUBLEASE OF REAL PROPERTY LOCATED AT 2501 ALDERSGATE RD, LITTLE ROCK, AR 72205
SUBLESSEE
12/15/2031 WITH 3 - OPTIONS TO RENEW
<hr/> | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
MHI LITTLE ROCK LP
14390 CLAY TERRACE BLVD
STE 205
CARMEL IN 46032 |
| 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 | PLANT SERVICES HORTICULTURE AGREEMENT
PLANT SERVICES
CONTRACT PARTY
AUTOMATIC 1 - YEAR RENEWALS UNTIL 30 - DAYS WRITTEN NOTICE
<hr/> | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
PLANT SERVICES
5514 CRYSTAL HILL ROAD
NORTH LITTLE ROCK AR 72118 |
| 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 | INSURANCE POLICY
DIRECTORS & OFFICERS POLICY # EK13279251
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
SCOTTSDALE INDEMNITY COMPANY
ONE NATIONWIDE PLZ
COLUMBUS OH 43215 |
| 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 | SENIOR TV CONTRACT
TV CABLE SERVICE
CONTRACT PARTY
AUTOMATIC RENEWAL UNTIL CANCELLED
<hr/> | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
STELLAR PRIVATE CABLE SYSTEMS INC
975 E. TALLMADGE AVE
AKRON OH 44310 |
| 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 | SENIOR TV PURCHASE AGREEMENT
PURCHASE AND PROGRAMMING AGREEMENT
CONTRACT PARTY
ON 90 - DAYS WRITTEN NOTICE
<hr/> | State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
STELLAR PRIVATE CABLE SYSTEMS INC
975 E. TALLMADGE AVE
AKRON OH 44310 |

Debtor **Memory Care at Good Shepherd, LLC**

Case number (if known) **19-51383**

- | | | | |
|-------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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

EQUIPMENT LEASE AND COMMERCIAL SERVICES AGREEMENT

CONTRACT PARTY

AUTOMATIC 1 - YEAR RENEWALS UNTIL 60 - DAYS WRITTEN NOTICE

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

TELEHEALTH SERVICES
DIVISION OF TELERENT LEASING CORPORATION
4191 FAYETTEVILLE ROAD
RALEIGH NC 27603-3605 |
| 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 | 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 |
| 2.16. | 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 | 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 |
| 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 | INSURANCE POLICY

WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY POLICY # WWC3396519

INSURED

1/1/2020

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

WESCO INSURANCE COMPANY
874 WALKER RD STE C
DOVER DE 19904 |
| 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 | INSURANCE POLICY

COMMERCIAL PROPERTY POLICY # CPP 0083044-05

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

ZURICH AMERICAN INSURANCE COMPANY
CUSTOMER INQUIRY CENTER
1299 ZURICH WAY
SCHAUMBURG IL 60196-1056 |

Fill in this information to identify the case:

Debtor name: Memory Care at Good Shepherd, LLC

United States Bankruptcy Court for the: Western District of Texas

Case number (if known): 19-51383

☐ 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. JAMES WALES	1460 RENAISSANCE DR STE 212 PARK RIDGE IL 60068	MHI LITTLE ROCK LP	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.2. MCA MAINSTREET TENANT, LLC	2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213	MHI LITTLE ROCK LP	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.3. MEMORY CARE AMERICA 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
2.4. MEMORY CARE AMERICA LLC	2211 NW MILITARY HIGHWAY SUITE 201 SAN ANTONIO TX 78213	MHI LITTLE ROCK LP	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.5. STEVE PERSON	400 W ILLINOIS STE 950 MIDLAND TX 79701	MHI LITTLE ROCK LP	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.6. TRIDENT HEALTHCARE PROPERTIES I LLP	200 NORTH LORRAINE STE 1515 MIDLAND TX 79701	MHI LITTLE ROCK 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 at Good Shepherd, LLC

United States Bankruptcy Court for the: Western District of Texas

Case number (if known): 19-51383

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

Authorized Representative
Position or relationship to debtor