

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

In re:

AAC HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-11648 (JTD)

(Jointly Administered)

**STATEMENT OF FINANCIAL AFFAIRS FOR
REFERRAL SOLUTIONS GROUP, LLC (CASE NO. 20-11632)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Recovery First of Florida, LLC (3005); Fitrx, LLC (5410); Oxford Treatment Center, LLC (7853); Oxford Outpatient Center, LLC (0237); Concorde Treatment Center, LLC (6483); New Jersey Addiction Treatment Center, LLC (7108); ABTTC, LLC (7601); Laguna Treatment Hospital, LLC (0830); AAC Las Vegas Outpatient Center, LLC (5381); Greenhouse Treatment Center, LLC (4402); AAC Dallas Outpatient Center, LLC (6827); Forterus Health Care Services, Inc. (4758); Solutions Treatment Center, LLC (8175); San Diego Addiction Treatment Center, Inc. (1719); River Oaks Treatment Center, LLC (0640); Singer Island Recovery Center LLC (3015); B&B Holdings Intl LLC (8549); The Academy Real Estate, LLC (9789); BHR Oxford Real Estate, LLC (0023); Concorde Real Estate, LLC (7890); BHR Greenhouse Real Estate, LLC (4295); BHR Ringwood Real Estate, LLC (0565); BHR Aliso Viejo Real Estate, LLC (2910); Behavioral Healthcare Realty, LLC (2055); Clinical Revenue Management Services, LLC (8103); Recovery Brands, LLC (8920); Referral Solutions Group, LLC (7817); Taj Media LLC (7047); Sober Media Group, LLC (4655); American Addiction Centers, Inc. (3320); Tower Hill Realty, Inc. (0039); Lincoln Catharine Realty Corporation (5998); AdCare Rhode Island, Inc. (2188); Green Hill Realty Corporation (4951); AdCare Hospital of Worcester, Inc. (3042); Diversified Healthcare Strategies, Inc. (3809); AdCare Criminal Justice Services, Inc. (1653); AdCare, Inc. (7005); Sagenex Diagnostics Laboratory, LLC (7900); RI - Clinical Services, LLC (6291); Addiction Labs of America, LLC (1133); AAC Healthcare Network, Inc. (0677); AAC Holdings, Inc. (6142); San Diego Professional Group, P.C. (9334); Grand Prairie Professional Group, P.A. (2102); Palm Beach Professional Group, Professional Corporation (7608); Pontchartrain Medical Group, A Professional Corporation (1271); Oxford Professional Group, P.C. (8234); and Las Vegas Professional Group - Calarco, P.C. (5901). The location of the Debtors' corporate headquarters is 200 Powell Place, Brentwood, TN 37027.

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**GLOBAL NOTES, RESERVATION OF RIGHTS, AND
STATEMENT OF LIMITATIONS, METHODOLOGY AND
DISCLAIMER REGARDING DEBTOR'S SCHEDULES OF ASSETS
AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

These Global Notes, Reservation of Rights, and Statement of Limitations, Methodology and Disclaimer Regarding Debtor's Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Global Notes") are an integral part of the Debtors' Schedules and Statements (defined below). The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statements. In the event that the Schedules and Statements differ from the Global Notes, the Global Notes shall control.

On June 20, 2020 (the "Petition Date"), each of the above-captioned debtors and debtors in possession (collectively, the "Debtors" or "AAC") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). The

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Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors' cases (collectively, the "Chapter 11 Cases") have been consolidated for procedural purposes only and are being jointly administered under Case Number 20-11648 (JTD).

The Schedules of Assets and Liabilities (the "Schedules") and Statements of Financial Affairs (the "Statements" or "SOFA"; together with the Schedules, the "Schedules and Statements") have been prepared by the Debtors' management with the assistance of their advisors pursuant to section 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). The Schedules and Statements are unaudited.

While the Debtors have made every reasonable effort to ensure that the Schedules and Statements are accurate and complete, based upon information that was available at the time of preparation, inadvertent errors or omissions may exist and the subsequent receipt of information and/or further review and analysis of the Debtors' books and records may result in changes to financial data and other information contained in the Schedules and Statements. Accordingly, the Debtors reserve the right to amend and/or supplement its Schedules and Statements from time to time as may be necessary or appropriate and they will do so as information becomes available. The Debtors, on behalf of themselves, their officers, employees, agents and advisors, disclaims any liability to any third party arising out of or related to the information contained in the Schedules and Statements and reserves all rights with respect thereto.

The Schedules and Statements have been signed by Andrew McWilliams, the Debtors' Chief Executive Officer and an authorized signatory for each of the Debtors in respect of the Schedules and Statements. In reviewing and signing the Schedules and Statements, Mr. McWilliams relied upon the efforts, statements, and representations of various personnel employed by the Debtors and their advisors. Mr. McWilliams has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

Global Notes and Overview of Methodology

1. **Basis of Presentation.** The Schedules and Statements are unaudited and do not purport to be financial statements prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP"), nor were they reconciled with the Debtor's financial statements. These Schedules and Statements represent the Debtor's good faith attempt to comply with the requirements of the Bankruptcy Code and Bankruptcy Rules using commercially reasonable efforts and resources available and are subject to further review and potential adjustment.

The Debtors conduct their business through limited liability companies and C-corporations, each of which is a direct or indirect wholly owned subsidiary of Debtor AAC Holdings, Inc. ("Holdings") The consolidated financial statements include the accounts of Holdings, its wholly owned subsidiaries, and the accounts of variable interest entities ("VIEs") in which Holdings is the primary beneficiary, which include certain professional groups through rights granted to the Debtors by contract to manage and control the business of such professional

groups. The Debtors consolidated the professional groups that constituted VIEs. All intercompany transactions and balances have been eliminated in consolidation.

2. **Reservation of Rights.** The Debtors and their advisors who assisted in the preparation of the Schedules and Statements do not guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the errors or omissions, negligent or otherwise, in preparing, collecting, reporting, or communicating the information contained herein. The Debtors and their advisors do not have an obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party upon such revisions. In no event shall the Debtors or their advisors be liable to any third party for any direct, indirect, incidental, consequential, or other damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtor or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused, even if the Debtor or its advisors are advised of the possibility of such damages. The Debtors reserve all rights to amend and/or supplement the Schedules and Statements from time to time as is necessary and appropriate.

The failure to designate a claim in the Schedules and Statements as “contingent,” “unliquidated,” or “disputed” does not constitute an admission by the Debtors that such claim or amount is not “contingent,” “unliquidated,” or “disputed.” The Debtors reserve their rights to dispute, or to assert offsets or defenses to, any claim reflected on their Schedules or Statements on any grounds, including, but not limited to, amount, liability, priority, status, or classification, or to otherwise subsequently designate any claim as “contingent,” “unliquidated,” or “disputed.” Moreover, the Debtors reserve all of their rights to amend their Schedules and Statements as necessary and appropriate, including, but not limited to, with respect to claim description and designation.

The Debtors have made commercially reasonable efforts to correctly characterize, classify, categorize or designate certain claims, assets, executory contracts, among other items reported in the Schedules and Statements. Nevertheless, the Debtors may have improperly characterized, classified, categorized, or designated certain items. The Debtors thus reserve all of their rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as necessary or appropriate as additional information becomes available.

The Debtors’ accounting systems were designed and maintained to manage the consolidated treasury and cash management systems of the Debtors, as well as report the Debtors’ financial results on a consolidated basis. Additionally, the Debtors’ accounting and finance staff have been trained and followed procedures consistent with these primary objectives. Neither the Debtors nor their advisors can ensure that the transactions recorded in one of the Debtors’ books and records does not inadvertently reflect activity of another Debtor.

The Debtors’ reports are based information extracted from a data warehouse and are not designed to keep separate general ledgers for each entity or produce entity level financial statements. AAC maintains its financial records in a manner that allows it to prepare consolidated financial statements and file tax returns on a consolidated basis while also

providing for the preparation and development of operating reports for certain business units and facilities that can be used to manage the performance of a business unit. Accordingly, reports are provided for the consolidated AAC Holdings, Inc. entities and for the consolidated AdCare, Inc. entities. Where information is available for assets or liabilities of specific entities, they are listed. Otherwise information is presented on a consolidated basis.

Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the foregoing general reservation of rights.

3. **Global Notes.** These Global Notes are in addition to the specific notes set forth in the Schedules and Statements of the individual Debtor entities. The fact that the Debtors have prepared a Global Note with respect to a particular Schedule or Statement and not as to others does not reflect and should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Note to any or all of the Debtors' remaining Schedules or Statements, as appropriate. Disclosure of information in one Schedule, one Statement, or an exhibit or attachment to a Schedule or Statement, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statement, exhibit, or attachment.

4. **Reporting Date.** The Debtors' assets are valued as of May 31, 2020. The liabilities for the "AdCare Debtors" are valued as of June 30, 2020.² The liabilities for the "AAC Debtors" are valued as of the Petition Date.³

5. **Valuation.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations of all of their assets. Accordingly, unless otherwise indicated, the Schedules and Statements reflect net book values as of the Petition Date. Cash is reported as of the Petition Date on a bank basis. Amounts ultimately realized may vary from net book value (or whatever value was ascribed) and such variance may be material. Accordingly, the Debtors reserve all of their rights to amend or adjust the value of each asset set forth herein. In addition, the amounts shown for total liabilities exclude items identified as "unknown" or "undetermined" and, thus, ultimate liabilities may differ materially from those stated in the Schedules and Statements. In some instances, the Debtors have used estimates where actual data was not available. The Debtors have not hired a third party to value its assets for purposes of completing the Schedules and Statements.

6. **Currency.** All amounts shown in the Schedules and Statements are in U.S. Dollars, unless otherwise indicated

7. **Quantification of Claims.** Amounts that were not readily quantifiable by the Debtor were reported as "undetermined" which is not intended to reflect the magnitude of the claim.

² The AdCare Debtors include AdCare, Inc. and each of its direct and indirect subsidiaries: (i) AdCare Criminal Justice Services, Inc.; (ii) AdCare Hospital of Worcester, Inc.; (iii) AdCare Rhode Island, Inc.; (iv) Diversified Healthcare Strategies, Inc.; (v) Green Hill Realty Corporation; (vi) Lincoln Catharine Realty Corporation; and (vii) Tower Hill Realty, Inc.

³ The "AAC Entities" means collectively all Debtors that are not AdCare Debtors.

8. **Claims Paid Pursuant to Court Orders.** Pursuant to several motions filed on the first day of the Debtors' Chapter 11 Cases (the "First Day Motions"), the Debtors sought authority to pay certain outstanding prepetition payables pursuant to court order. The Bankruptcy Court entered certain orders authorizing the Debtors to pay certain of the outstanding prepetition payables it sought to pay under the First Day Motions (collectively, the "First Day Orders"). Consequently, certain prepetition fixed, liquidated and undisputed unsecured claims have been paid following the Petition Date. Where and to the extent these claims have been satisfied or are anticipated to be satisfied, they may not be listed in the Schedules and Statements. To the extent the Debtor later pays any amount of the claims listed in the Schedules and Statements pursuant to any orders entered by the Bankruptcy Court, the Debtor reserves all rights to amend or supplement the Schedules and Statements as is necessary or appropriate.

9. **Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition 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 postpetition periods may change. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary or appropriate.

10. **Intercompany Transactions.** In the ordinary course of business, the Debtors engage in various intercompany transactions. As an accounting matter, certain of these ordinary course transactions may not be memorialized by journal entry or settled by check or wire payment, and, as such, may not be reflected in the Schedules and SOFA. The Debtors have historically maintained their books and records on a consolidated basis rather than a legal-entity basis. Since intercompany assets and liabilities are eliminated upon consolidation of all filing entities, no intercompany transactions, assets or liabilities have been reflected in the Schedules and Statements, even if it was available. Accordingly, Debtor entity-level information regarding intercompany transactions is not reflected in the Schedules.

11. **Offsets.** The Debtors incur certain offsets and other similar rights during the ordinary course of their business. Offsets in the ordinary course can result from various transactions including a patient's use of his or her credit balance to offset later-incurred patient charges or third-party-payor multi-account settlements involving the obligations of such payor to a Debtor and any Debtor reimbursement obligations to such payor. 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 and SOFA, offsets are not independently accounted for, and as such, are or may be excluded from the Schedules and SOFA.

12. **Setoffs.** The claims of individual creditors for, among other things, goods, products, services or taxes are listed as the amounts entered on the Debtors' books and records and may not reflect credits, allowances or other adjustments due from such creditors to the Debtors. The Debtors reserve all of their rights regarding such credits, allowances or other adjustments.

13. **Property and Equipment.** Nothing in the Schedules or SOFA (including,

without limitation, the failure to list leased property or equipment as owned property or equipment) is, or shall be construed as, an admission as to the determination of legal status of any lease (including whether any lease is a true lease or financing arrangement), and the Debtors reserve all their rights with respect to such issues.

14. **Exclusions.** The Debtors believe that they have identified, but did not necessarily value, all material categories of assets and liabilities in the Schedules and Statements. The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including employee benefit accruals, accrued accounts payable, and deferred gains. The Debtors also have excluded potential rejection damage claims of counterparties to executory contracts and unexpired leases that may be rejected, to the extent such damage claims may exist. In addition, certain immaterial assets and liabilities may have been excluded.

15. **Causes of Action.** The Debtors, despite their reasonable efforts, 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 action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any causes of action they may have, 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, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action.

16. **Insiders.** For purposes of the Schedules and Statements, the Debtors defined “insiders” as: (a) directors; (b) officers; and (c) debtor/non-debtor affiliates. Persons listed as “insiders” have been included for informational purposes only and by including them in the Schedules and Statements, shall not constitute an admission that those persons are insiders for purposes of section 101(31) of the Bankruptcy Code. Moreover, the Debtors do not take any position with respect to: (a) any insider’s influence over the control of the Debtors; (b) the management responsibilities or functions of any such insider; (c) the decision making or corporate authority of any such insider; or (d) whether the Debtors or any such insider could successfully argue that he or she is not an “insider” under applicable law or with respect to any theories of liability or for any other purpose.

17. **Litigation.** Certain litigation reflected as claims against one of the Debtors may relate to any of the other Debtors. The Debtors have made reasonable efforts to accurately record these actions in the Schedules and Statements of the Debtors that are the party to the action.

18. **Guarantees and Other Secondary Liability Claims.** The Debtors have exercised reasonable efforts to locate and identify guarantees of their executory contracts, unexpired leases, secured financings, and other such agreements. Where guarantees have been identified, they have been included in the relevant Schedules D, E/F, G and H for the affected Debtor. The Debtors may have inadvertently omitted guarantees embedded in their contractual agreements and may identify additional guarantees as they continue to review their books and records and contractual agreements. The Debtors reserve their rights, but is not required, to amend the Schedules and Statements if additional guarantees are identified.

19. **Totals.** All totals that are included in the Schedules and Statements represent totals of known amounts only and do not include any undetermined amounts. To the extent there are unknown or otherwise undetermined amounts, the actual total may be materially different than the listed total. The description of an amount as “unknown,” “disputed,” “contingent,” “unliquidated,” or “undetermined” is not intended to reflect upon the materiality of such amount. Due to unliquidated, contingent and/or disputed claims, summary statistics in the Schedules and Statements may significantly understate the Debtors’ liabilities.

20. **Unliquidated Claim Amounts.** Claim amounts that could not be fairly quantified by the Debtors are scheduled as “undetermined” or “unknown.” The description of an amount as “unknown,” “TBD” or “undetermined” is not intended to reflect upon the materiality of such amount.

21. **Intellectual Property Rights.** The exclusion of any intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

22. **Confidentiality.** Addresses of current and former employees (including directors and officers) of the Debtors are generally not included in the Schedules and Statements. Notwithstanding, the Debtors will mail any required notice or other documents to the address in their books and records for such individuals.

Specific disclosure of certain claims, names, addresses, or amounts may be subject to certain disclosure restrictions contained in the the Health Insurance Portability and Accountability Act of 1996, 42 U.S.C. § 1320, *et seq.* (“HIPAA”), as amended by the Health Information Technology for Economic and Clinical Health Act of 2009, Public Law 111-5, and their implementing regulations set forth at 45 C.F.R. Parts 160 and Part 164 (the “HIPAA Rules”); and the federal regulations governing the Federal Confidentiality of Alcohol and Drug Abuse Patient Records, 42 C.F.R. Part 2 (particularly 42 C.F.R. §§ 2.1 through 2.3, 2.61, and 2.64) (the “Part 2 Regulations”), and in any event, are of a particularly personal and private nature. On June 23, 2020, the Court entered the *Order Authorizing Implementation of Procedures to Maintain and Protect Confidential Client Information* [Docket No. 40] (the “Privacy Procedures Order”) establishing certain Privacy Procedures (as defined in the Privacy Procedures Order). With respect to the Schedules and Statements, the Privacy Procedures Order provides that:

The Debtors are permitted to file the Client Matrix and the Client Schedules under seal and file publicly viewable redacted versions of the Client Matrix and the Client Schedules that redact the names and addresses of the Clients and assigns a unique identification number (the “Client ID”) to each of the Clients; provided, however, that the unredacted Client Matrix and the Client Schedules shall be provided to (i) this Court, (ii) the Office of the United States Trustee, (iii) Donlin, Recano & Company, Inc., as the Debtors’ proposed Claims Agent (if retention of such Claims Agent is approved by the Court), and (iv) any other party in interest that obtains, after notice and a hearing, an order directing the Debtors to disclose the Client Matrix and Client Schedules to such party.

Privacy Procedures Order ¶ 3. In accordance with HIPAA, Part 2 Regulations and the Privacy Procedures Order, to the extent the Debtors believe a claim, name, address, or amount falls under the purview of HIPAA or Part 2 Regulations or includes information that is personal or private in nature, such claims, names, addresses, or amounts, as applicable, have been redacted.

23. **Accuracy.** The financial information disclosed herein was not prepared in accordance with GAAP, federal or state securities laws, or other applicable nonbankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors are not liable for and undertakes no responsibility to indicate variations from securities laws.

Specific Notes to the Schedules of Assets and Liabilities

Classifications.

Listing a Claim on Schedule D as “secured,” or on Schedule E/F as “priority,” or “unsecured,” or a contract on Schedule G as “executory” or “unexpired,” does not in each case constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors’ right to recharacterize or reclassify such Claim or contract.

Schedules Summary.

For financial reporting purposes, the Debtors ordinarily prepare consolidated financial statements in accordance with GAAP. The Schedules reflect the assets and liabilities of each Debtor on a nonconsolidated basis, except where otherwise indicated. Accordingly, the totals listed in the Schedules will likely differ, at times materially, from the consolidated financial reports prepared by the Debtors for financial reporting purposes or otherwise which would include but not limited to consolidation, elimination and step-up in basis adjustments to the financial statements for financial report purposes.

Schedule A/B - Real and Personal Property.

As noted above, despite commercially reasonable efforts to identify all known assets, the Debtors may not have listed all of its causes of action or potential causes of action against third parties as assets in the Schedules and Statements, including, but not limited to, causes of action arising under the Bankruptcy Code or any other applicable laws to recover assets or avoid transfers.

Item 7 & 8 (Part 2: Deposits and Prepayments)

The Debtors’ characterization of an asset listed in these Items is not a legal characterization of either a deposit or a prepayment. The Debtor reserves its rights to re-categorize and/or recharacterize such asset holdings at a later time as appropriate.

Items 59 – 64 (Part 10: Intangibles and Intellectual Property)

Internet domain names and websites, licenses, franchises and royalties and other intangibles or intellectual property are listed as an unknown amount because the fair value of such ownership is dependent on numerous variables and factors and may differ significantly from their net book value.

Schedule E/F - Creditors Holding Unsecured Priority and/or Unsecured Non-Priority Claims.

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

The unsecured non-priority claims of individual creditors for among other things, products, goods or services are listed as either the lower of the amounts invoiced by the creditor or the amounts reflected on the Debtors' books and records and may not reflect credits or allowances due from such creditors to the Debtor. The claims listed on Schedule E/F arose or were incurred on various dates. In certain instances, the date on which a claim arose may be subject to dispute. While commercially reasonable efforts have been made, determining the date upon which each claim in Schedule E/F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list respective dates for the claims listed on Schedule E/F. The paid time off ("PTO") accruals for the AdCare Debtors are as of September 30, 2019. The AdCare Debtors do not update these accruals until the end of their fiscal year September 30, 2020. The PTO accruals for the AAC Debtors is as of June 30, 2020.

Schedule E/F reflects the prepetition amounts owing as of the Petition Date 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 does not include potential rejection damage claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

Schedule G - Unexpired Leases and Executory Contracts.

Although commercially reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions or overinclusion may have occurred in preparing Schedule G. Omission of a contract, lease or other agreement from Schedule G does not constitute an admission that such omitted contract, lease or agreement is not an executory contract or unexpired lease. The Debtor hereby reserves all of its rights to (i) dispute the validity, status, or enforceability of any contract, agreement or lease set forth in Schedule G and (ii) amend or supplement such Schedule as necessary. Furthermore, the Debtor reserves all of its rights, claims, and causes of action with respect to the contracts and agreements listed on these Schedules, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or

agreement is an executory contract or unexpired lease. 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, letter, or other documents, instruments, or agreements that may not be listed therein. Certain confidentiality and non-disclosure agreements may not be listed on Schedule G. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space, early termination rights, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth on Schedule G.

For leases, the amounts listed do not reflect the total liability amount that would be required to be recorded under ASU 842, which would require the total of all past and future lease payments to be reflected on the books and records. Only past due lease payments have been listed in the Schedules.

Any and all rights, claims and causes of action of the Debtor with respect to the agreements listed on Schedule G are hereby reserved and preserved.

Specific Notes to Statement of Financial Affairs

Items 1 and 2 (Part 1: Income)

The Debtors reported gross revenue from business and non-business revenue from January 1, 2020 through the Debtor's latest monthly close period of May 31, 2020. The Debtors did not include estimated income from the period June 1, 2020 through the Petition Date.

Item 28 (Part 13: Details About the Debtor's Business or Connections to Any Business)

The percentages of interest for the Debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case were calculated based on the most recently filed Form 4 and the number of shares of common stock as of November 8, 2019 disclosed in the Form 10-Q for the quarterly period ended September 30, 2019.

Fill in this information to identify the case:**Debtor name:** Referral Solutions Group, LLC**United States Bankruptcy Court for the:** District of Delaware**Case number (if known):** 20-11632☐ Check if this is an amended filingOfficial Form 207**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy** 04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☒ None**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****Sources of revenue**
(Check all that apply)**Gross revenue**
(before deductions and exclusions)**From the beginning of the fiscal year to filing date:**

From _____ to _____

☐ Operating a business☐ Other: _____

\$ _____

From the beginning of the fiscal year to filing date:

From _____ to _____

☐ Operating a business☐ Other: _____

\$ _____

From the beginning of the fiscal year to filing date:

From _____ to _____

☐ Operating a business☐ Other: _____

\$ _____

2. Non-business revenue

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

☒ None**Description of sources of revenue****Gross revenue from each source**
(before deductions and exclusions)**From the beginning of the fiscal year to filing date:**

From _____ to _____

\$ _____

From _____ to _____

\$ _____

From _____ to _____

\$ _____

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 04/01/2022 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

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

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

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 04/01/2022 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. _____ _____ _____	_____	\$ _____	_____
Relationship to debtor _____			

5. Repossessions, foreclosures, and returns

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

☒ None

Creditor's name and address	Description of the property	Date	Value of property
5.1. _____ _____ _____	_____	_____	\$ _____

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****6. Setoffs**

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

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
6.1. _____ _____ _____ _____	_____ _____ Last 4 digits of account number: XXXX-_____	_____ _____	\$ _____

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Part 3: Legal Actions or Assignments****7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

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

☒ None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1. _____	_____	_____	☐ Pending
Case number	_____	_____	☐ On appeal
_____	_____	_____	☐ Concluded

8. Assignments and receivership

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

☒ None

Custodian's name and address	Description of the property	Value
8.1. _____	_____	\$ _____
_____	Case title	Court name and address
_____	_____	_____
_____	Case number	_____
_____	_____	_____
_____	Date of order or assignment	_____
_____	_____	_____

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Part 4: Certain Gifts and Charitable Contributions**

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000.

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. _____	_____	_____	\$ _____

Recipient's relationship to debtor			

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Part 5: Certain Losses****10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

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

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

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

☒ None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1. _____	_____	_____	\$ _____
Address			

Email or website address			

Who made the payment, if not debtor?			

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

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

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

13. Transfers not already listed on this statement

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

☒ None

Debtor **Referral Solutions Group, LLC**Case number *(if known)* **20-11632**

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1. _____	_____	_____	\$ _____
Address			

Relationship to debtor			

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Part 7: Previous Locations****14. Previous addresses**

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

☒ Does not apply

Address	Dates of occupancy
14.1. _____	From _____ To _____

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Part 8: Healthcare Bankruptcies****15. Healthcare bankruptcies**

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

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

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

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1. _____ _____ _____ _____	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider _____ _____ _____ _____	How are records kept? Check all that apply: ☐ Electronically ☐ Paper

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**☐ No☒ Yes. State the nature of the information collected and retained. PROTECTED HEALTH INFORMATION

Does the debtor have a privacy policy about that information?

☐ No☒ Yes**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b) or other pension or profit-sharing plan made available by the debtor as an employee benefit?**☐ None. Go to Part 10.☒ Yes. Fill in the information below.

17.1. Does the debtor serve as plan administrator?

☒ No☐ Yes. Fill in below.**Name of plan****Employer identification number of the plan**

EIN: ____-____-____

Has the plan been terminated?

☐ No☐ No

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

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

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

☒ None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1. _____ _____ _____ _____	XXX-_____	☐ Checking ☐ Savings ☐ Money market ☐ Brokerage ☐ Other _____	_____	\$ _____

19. Safe deposit boxes

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

☒ None

Depository institution name and address	Name and address of anyone with access to it	Description of the contents	Does debtor still have it?
19.1. _____ _____ _____ _____	_____ _____ _____ _____	_____	☐ No ☐ Yes

20. Off-premises storage

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

☒ None

Depository institution name and address	Name and address of anyone with access to it	Description of the contents	Does debtor still have it?
20.1. _____ _____ _____ _____	_____ _____ _____ _____	_____	☐ No ☐ Yes

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

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

☒ None

	Owner's name and address	Location of the property	Description of the property	Value
21.1.	_____	_____	_____	\$ _____

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Part 12: Details About Environmental Information**

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

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

Report all notices, releases, and proceedings known, regardless of when they occurred.**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.☒ No☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
22.1. _____	_____	_____	☐ Pending
Case number	_____		☐ On appeal
_____	_____		☐ Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?☒ No☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.1. _____	_____	_____	_____
_____	_____		
_____	_____		

24. Has the debtor notified any governmental unit of any release of hazardous material?☒ No☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
24.1. _____	_____	_____	_____
_____	_____		
_____	_____		

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Part 13: Details About the Debtor's Business or Connections to Any Business****25. Other businesses in which the debtor has or has had an interest**

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

☒ None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. _____ _____ _____	_____	EIN: ____ - ____ - ____ Dates business existed From _____ To _____

26. Books, records, and financial statements

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

☐ None

Name and address	Dates of service
26a.1. MCCORMAC, KEVIN CONTROLLER 200 POWELL PLACE BRENTWOOD TN 37027	From 10/2017 To Present
Name and address	Dates of service
26a.2. MCWILLIAMS, ANDREW CEO/CFO 200 POWELL PLACE BRENTWOOD TN 37027	From 8/2014 To Present

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

☒ None

Name and address	Dates of service
26b.1. _____ _____ _____	From _____ To _____

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

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. AAC HOLDINGS, INC. 200 POWELL PLACE BRENTWOOD TN 37027	_____
Name and address	If any books of account and records are unavailable, explain why
26c.2. MCCORMAC, KEVIN CONTROLLER 200 POWELL PLACE BRENTWOOD TN 37027	_____

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Name and address****If any books of account and records are unavailable, explain why**

26c.3. MCWILLIAMS, ANDREW CEO/CFO
200 POWELL PLACE
BRENTWOOD TN 37027

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

☒ None

Name and address

26d.1. _____

27. Inventories

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

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory**Date of inventory****The dollar amount and basis (cost, market, or other basis) of each inventory**

27.1. _____ \$ _____

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

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.**Name and address****Position****Nature of any interest****% of interest, if any**

28.1. ABBOTT, KAREN H.
Address Intentionally Omitted

CHIEF LEGAL OFFICER & CHIEF
COMPLIANCE OFFICER AND
SECRETARY

NONE

N/A

Name and address**Position****Nature of any interest****% of interest, if any**

28.2. MCWILLIAMS, ANDREW W.
Address Intentionally Omitted

CHIEF EXECUTIVE OFFICER
(FORMERLY CHIEF FINANCIAL
OFFICER)

NONE

N/A

Name and address**Position****Nature of any interest****% of interest, if any**

28.3. SOBER MEDIA GROUP, LLC
200 POWELL PLACE
BRENTWOOD TN 37027

MEMBER

MEMBERSHIP INTEREST

100.00%

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632**

	Name and address	Position	Nature of any interest	% of interest, if any
28.4.	SOBER MEDIA GROUP, LLC Address Intentionally Omitted	SOLE MEMBER	NONE	N/A

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

☐ No☒ Yes. Identify below.

	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.1.	CARTWRIGHT, MICHAEL T. Address Intentionally Omitted	CHAIRMAN AND CHIEF EXECUTIVE OFFICER	NONE	From 6/21/2011 To 1/24/2020
	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.2.	CHI, CHRISTOPHER Y. Address Intentionally Omitted	CHIEF LEGAL OFFICER, GENERAL COUNSEL AND SECRETARY	NONE	From 4/5/2018 To 10/1/2019
	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.3.	NANKO, MICHAEL J. Address Intentionally Omitted	CHIEF OPERATING OFFICER	NONE	From 1/15/2018 To 6/14/2019

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

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

☒ No☐ Yes. Identify below

	Name and address of recipient	Amount of money or value of property	Description of property	Dates	Reason for providing the value
30.1.	_____	\$ _____	_____	_____	_____

	Relationship to debtor				

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

☐ No☒ Yes. Identify below

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Name of the parent corporation****Employer Identification number of the parent corporation**

31.1. AAC HOLDINGS, INC.

EIN: 35-2496142

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?☒ No☐ Yes. Identify below**Name of the pension fund****Employer Identification number of the pension fund**32.1. _____

EIN: ____-____-____-____-____

Debtor **Referral Solutions Group, LLC**Case number (if known) **20-11632****Part 14: Signature and Declaration**

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

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

7/27/2020
MM/DD/YYYY

✕ /s/ Andrew McWilliams
Signature of individual signing on behalf of the debtor

Printed name Andrew McWilliams

Position or relationship to debtor Sole Manager of Sober Media Group, LLC, in its capacity as Sole Member of Referral Solutions Group, LLC

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No
☐ Yes