

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter 11

☐ Check if this an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/16

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). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name NEC Wichita Falls Emergency Center, LP

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 47-4818405

4. Debtor's address **Principal place of business**

10800 Richmond Avenue
Houston, TX 77042

Number, Street, City, State & ZIP Code

Harris
County

Mailing address, if different from principal place of business

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.neighborshealth.com

6. Type of debtor

☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☒ Partnership (excluding LLP)

☐ Other. Specify: _____



Debtor NEC Wichita Falls Emergency Center, LP
Name

Case number (if known) _____

7. Describe debtor's business A. Check one:

- ☒ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☐ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

6214**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

| | | | | | |
|----------|-------|------|-------|-------------|-------|
| District | _____ | When | _____ | Case number | _____ |
| District | _____ | When | _____ | Case number | _____ |

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

| | | | | | |
|----------|----------------------------|--------------|-------|-----------------------|-------|
| Debtor | See Attachment 1 | Relationship | _____ | Affiliate | _____ |
| District | Southern District of Texas | When | _____ | Case number, if known | _____ |

Debtor NEC Wichita Falls Emergency Center, LP
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☒ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor NEC Wichita Falls Emergency Center, LP
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement 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.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on July 12, 2018
MM / DD / YYYY**X** 
Signature of authorized representative of debtorChad J. Shandler
Printed nameTitle Chief Restructuring Officer**18. Signature of attorney****X** /s/ John F. Higgins
Signature of attorney for debtorDate July 12, 2018
MM / DD / YYYYJohn F. Higgins
Printed namePorter Hedges LLP
Firm name1000 Main Street, 36th Floor
Houston, TX 77002
Number, Street, City, State & ZIP CodeContact phone (713) 226-6000Email address jhiggins@porterhedges.com09597500 TX
Bar number and State

ATTACHMENT 1**LIST OF RELATED CASES**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a petition for relief under chapter 11 of title 11 of the United States Code in this Court. Contemporaneously with the filing of these petitions, these entities filed a motion requesting that their respective chapter 11 cases be jointly administered for procedural purposes only.

| NAME | TAX ID NO. |
|--|-------------------|
| EDMG, LLC | 27-4949118 |
| NEC Amarillo Emergency Center, LP | 47-3802566 |
| NEC Amarillo South Emergency Center, LP | 81-2971189 |
| NEC Bellaire Emergency Center, LP | 26-3816916 |
| NEC Baytown Emergency Center, LP | 27-4583744 |
| NEC Baytown Asset Holdings, LLC | 46-1268597 |
| NEC Brownsville Emergency Center, LP | 47-3816063 |
| NEC College Station Emergency Center, LP | 47-2775411 |
| NEC Crosby Emergency Center, LP | 47-1386278 |
| NEC Eastside Emergency Center, LP | 47-2480665 |
| NEC Greeley Emergency Center, LP | 47-4769913 |
| NEC Harlingen Emergency Center, LP | 47-2414920 |
| NEC Kerrville Emergency Center, LP | 81-2669067 |
| NEC Kingwood Asset Holdings LLC | 26-4376140 |
| NEC Kingwood Emergency Center, LP | 27-2503000 |
| NEC Lakeline Emergency Center, LP | 46-3975405 |
| NEC Longview Emergency Center, LP | 47-4741465 |
| NEC Lubbock Emergency Center, LP | 81-1054023 |
| NEC Lufkin Emergency Center, LP | 81-1575449 |
| NEC McAllen Emergency Center, LP | 47-3829142 |
| NEC Midland Emergency Center, LP | 47-2227294 |
| NEC Mueller Emergency Center, LP | 46-1961356 |
| NEC Odessa Emergency Center, LP | 47-2491573 |
| NEC Orange Emergency Center, LP | 47-1624987 |
| NEC Paris Emergency Center, LP | 81-2677267 |
| NEC Pasadena Emergency Center, LP | 46-0755393 |
| NEC Pearland Asset Holdings, LLC | 45-5531119 |
| NEC Pearland Emergency Center, LP | 45-4665687 |
| NEC Port Arthur Emergency Center, LP | 47-3177100 |
| NEC Porter Emergency Center, LP | 47-3845505 |
| NEC San Angelo Emergency Center, LP | 47-4735559 |
| NEC Texarkana Emergency Center, LP | 47-4463602 |
| NEC Texas City Emergency Center, LP | 46-5186524 |

| NAME | TAX ID NO. |
|---|-------------------|
| NEC Tyler Emergency Center, LP | 47-3155409 |
| NEC West Warwick Emergency Center, LP | 47-4803435 |
| NEC Wichita Falls Emergency Center, LP | 47-4818405 |
| NEC Yorktown Emergency Center, LP | 46-4037084 |
| NEC Zaragoza Emergency Center, LP | 47-2262654 |
| Neighbors Emergency Center, LLC | 45-2786656 |
| Neighbors Global Holdings, LLC | 47-5563426 |
| Neighbors GP, LLC | 61-1580770 |
| Neighbors Health, LLC | 47-5563553 |
| Neighbors Legacy Holdings, Inc. | 45-5531405 |
| Neighbors Physician Group, PLLC | 27-4583771 |
| Neighbors Physician Group – Colorado, LLC | 81-4973909 |
| Neighbors Physician Group – Rhode Island, LLC | 81-4485835 |
| Neighbors Practice Management, LLC | 46-1309206 |
| NHS Emergency Centers, LLC | 32-0424322 |
| Next Door Urgent Care, LLC | 81-4119560 |

NEC AMARILLO EMERGENCY CENTER, LP
NEC AMARILLO SOUTH EMERGENCY CENTER, LP
NEC BAYTOWN EMERGENCY CENTER, LP
NEC BELLAIRE EMERGENCY CENTER, LP
NEC BROWNSVILLE EMERGENCY CENTER, LP
NEC COLLEGE STATION EMERGENCY CENTER, LP
NEC CROSBY EMERGENCY CENTER, LP
NEC EASTSIDE EMERGENCY CENTER, LP
NEC GREELEY EMERGENCY CENTER, LP
NEC HARLINGEN EMERGENCY CENTER, LP
NEC KERRVILLE EMERGENCY CENTER, LP
NEC KINGWOOD EMERGENCY CENTER, LP
NEC LAKELINE EMERGENCY CENTER, LP
NEC LONGVIEW EMERGENCY CENTER, LP
NEC LUBBOCK EMERGENCY CENTER, LP
NEC LUFKIN EMERGENCY CENTER, LP
NEC MCALLEN EMERGENCY CENTER, LP
NEC MIDLAND EMERGENCY CENTER, LP
NEC MUELLER EMERGENCY CENTER, LP
NEC ODESSA EMERGENCY CENTER, LP
NEC ORANGE EMERGENCY CENTER, LP
NEC PARIS EMERGENCY CENTER, LP
NEC PASADENA EMERGENCY CENTER, LP
NEC PEARLAND EMERGENCY CENTER, LP
NEC PORT ARTHUR EMERGENCY CENTER, LP
NEC PORTER EMERGENCY CENTER, LP
NEC SAN ANGELO EMERGENCY CENTER, LP
NEC TEXARKANA EMERGENCY CENTER, LP
NEC TEXAS CITY EMERGENCY CENTER, LP
NEC TYLER EMERGENCY CENTER, LP
NEC WEST WARWICK EMERGENCY CENTER, LP
NEC WICHITA FALLS EMERGENCY CENTER, LP
NEC YORKTOWN EMERGENCY CENTER, LP
NEC ZARAGOZA EMERGENCY CENTER, LP

(each, a Texas limited partnership)

Joint Written Consent of the Sole General Partner

July 10, 2018

The undersigned, constituting the sole general partner (“GP”) of NEC Amarillo Emergency Center, LP, a Texas limited partnership, NEC Amarillo South Emergency Center, LP, a Texas limited partnership, NEC Baytown Emergency Center, LP, a Texas limited partnership, NEC Bellaire Emergency Center, LP, a Texas limited partnership, NEC Brownsville Emergency Center, LP, a Texas limited partnership, NEC College Station Emergency Center, LP, a Texas limited partnership, NEC Crosby Emergency Center, LP, a Texas limited partnership, NEC Eastside Emergency Center, LP, a Texas limited partnership, NEC Greeley Emergency Center, LP, a Texas

limited partnership, NEC Harlingen Emergency Center, LP, a Texas limited partnership, NEC Kerrville Emergency Center, LP, a Texas limited partnership, NEC Kingwood Emergency Center, LP, a Texas limited partnership, NEC Lakeline Emergency Center, LP, a Texas limited partnership, NEC Longview Emergency Center, LP, a Texas limited partnership, NEC Lubbock Emergency Center, LP, a Texas limited partnership, NEC Lufkin Emergency Center, LP, a Texas limited partnership, NEC McAllen Emergency Center, LP, a Texas limited partnership, NEC Midland Emergency Center, LP, a Texas limited partnership, NEC Mueller Emergency Center, LP, a Texas limited partnership, NEC Odessa Emergency Center, LP, a Texas limited partnership, NEC Orange Emergency Center, LP, a Texas limited partnership, NEC Paris Emergency Center, LP, a Texas limited partnership, NEC Pasadena Emergency Center, LP, a Texas limited partnership, NEC Pearland Emergency Center, LP, a Texas limited partnership, NEC Port Arthur Emergency Center, LP, a Texas limited partnership, NEC Porter Emergency Center, LP, a Texas limited partnership, NEC San Angelo Emergency Center, LP, a Texas limited partnership, NEC Texarkana Emergency Center, LP, a Texas limited partnership, NEC Texas City Emergency Center, LP, a Texas limited partnership, NEC Tyler Emergency Center, LP, a Texas limited partnership, NEC West Warwick Emergency Center, LP, a Texas limited partnership, NEC Wichita Falls Emergency Center, LP, a Texas limited partnership, NEC Yorktown Emergency Center, LP, a Texas limited partnership, and NEC Zaragoza Emergency Center, LP, a Texas limited partnership (each, a “Partnership” and collectively, the “Partnerships”), hereby approves, consents to, ratifies, adopts and confirms the following resolutions and the actions therein authorized, as the act of each Partnership’s GP by written consent:

“RESOLVED, that in the judgment of the GP, it is desirable and in the best interests of each Partnership, its creditors, employees, members and other interested parties that a petition be filed by each Partnership seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”);

FURTHER RESOLVED, that each Partnership shall be, and hereby is, authorized to: (a) file a voluntary petition (the “Petition”) for relief under Chapter 11 of Title 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the Southern District of Texas or such other court as the Designated Officer (as defined below) shall determine to be appropriate (the “Bankruptcy Court”); and (b) execute, verify and file all petitions, schedules, lists, and other papers or documents, and to take and perform any and all further actions and steps that any such Designated Officer deems reasonable, advisable, expedient, convenient, necessary, desirable and proper in connection with each Partnership’s Chapter 11 case, with a view to the successful prosecution of such case;

FURTHER RESOLVED, that Chad J. Shandler of CohnReznick LLP (“CohnReznick”) is appointed as the GP’s Chief Restructuring Officer;

FURTHER RESOLVED, that Chad J. Shandler, in his capacity as the Chief Restructuring Officer of the GP (the "Designated Officer"), shall be, and hereby is authorized, directed, and empowered on behalf of and in the name of the GP, acting in its capacity as the general partner of each Partnership, to execute and verify, on behalf of each Partnership, the Petition as well as all other ancillary documents and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as the Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Officer);

FURTHER RESOLVED, that the Designated Officer, on behalf of each Partnership, is authorized, empowered and directed to retain the law firm of Porter Hedges LLP ("PH") as bankruptcy counsel to represent and assist each Partnership in carrying out its duties under Chapter 11 of Title 11 of the Bankruptcy Code, and to take any and all actions to advance each Partnerships' rights in connection therewith, and the Designated Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of PH;

FURTHER RESOLVED, that the Designated Officer, on behalf of each Partnership, is authorized, empowered and directed to retain the services of Houlihan Lokey, Inc. and its affiliates ("Houlihan") as each Partnership's investment banker, and in connection therewith, the Designated Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of Houlihan;

FURTHER RESOLVED, that the Designated Officer, on behalf of each Partnership, is authorized, empowered and directed to retain the services of CohnReznick and its affiliates as each Partnership's financial advisor, and in connection therewith, the Designated Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of CohnReznick;

FURTHER RESOLVED, that the Designated Officer be, and hereby is, authorized and directed to employ any other professionals necessary to assist each Partnership in carrying out its duties under the Bankruptcy Code and with respect to its Chapter 11 case; and in connection therewith, the Designated Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Petition and cause to be filed appropriate applications with the Bankruptcy Court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable and proper;

FURTHER RESOLVED, that each Partnership, as debtor and debtor-in-possession under Chapter 11 of Title 11 of the Bankruptcy Code, shall be, and hereby is, authorized to obtain post-petition financing under terms which may be negotiated by the Designated Officer, including under debtor-in-possession credit facilities or the use of cash collateral, and to undertake related financing transactions (collectively, "Financial Transactions"), from such lenders and on such terms as may be approved by the Designated Officer, as reasonably necessary for the continuing conduct of the affairs of each Partnership, and to grant security interests in and liens upon all or substantially all of each Partnership's assets as may be deemed necessary by the Designated Officer in connection with such Financial Transactions;

FURTHER RESOLVED, (a) that the Designated Officer shall be, and hereby is, authorized, directed, and empowered in the name of and on behalf of each Partnership, as debtor and debtor-in-possession, to take such actions and to prepare, negotiate, execute, deliver and perform such agreements, certificates, instruments, guaranties, notices, and any and all other documents as the Designated Officer may deem necessary or appropriate to facilitate the Financial Transactions (collectively, the "Financing Documents"); (b) that Financing Documents containing such provisions, terms, conditions, covenants, warranties, and representations as may be deemed necessary or appropriate by the Designated Officer are approved; (c) that the actions of the Designated Officer taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guaranties, notices, and other documents, shall be conclusive evidence of the approval thereof by such officer and by each Partnership; and (d) that upon such execution and delivery of all of the Financing Documents and the execution and delivery thereof by all other parties or signatories thereto, each Partnership shall be bound by the terms and conditions set forth therein;

FURTHER RESOLVED, that the Designated Officer be, and hereby is, authorized on behalf of each Partnership to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all actions and steps deemed by such Designated Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful Chapter 11 case, including, but not limited to the development, filing and prosecution to confirmation of a Chapter 11 plan and related disclosure statement;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Officer, the Designated Officer, shall be, and hereby is, authorized, directed, and empowered, in the name of and on behalf of each Partnership, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents, and to pay all expenses, including filing fees, in each case as in such officer's judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein; and

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by the Designated Officer in connection with the implementation of these resolutions are hereby in all respects ratified, confirmed, and approved."

[Signature page follows]

IN WITNESS WHEREOF, the undersigned, being the sole general partner of the Partnerships, hereby consents to the foregoing resolutions as of the date first above written.

GENERAL PARTNER:

NEIGHBORS GP, LLC,
in its capacity as General Partner of the Partnerships
listed on the first page hereof

By: Neighbors Health, LLC, its Manager

By: 

Name: Chad J. Shandler

Title: Chief Restructuring Officer

**United States Bankruptcy Court
Southern District of Texas**

In re NEC Wichita Falls Emergency Center, LP
Debtor(s)

Case No. _____
Chapter 11

LIST OF EQUITY SECURITY HOLDERS

The following list sets forth each of the equity security holders of the Debtor, and has been prepared in accordance with Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

| Equity Holder | Address | Percentage |
|----------------------------|--|-------------------|
| NHS Emergency Centers, LLC | 10800 Richmond Ave., Houston, TX 77042 | 99% |
| Neighbors GP, LLC | 10800 Richmond Ave., Houston, TX 77042 | 1% |

Fill in this information to identify the case:Debtor name Neighbors Legacy Holdings, Inc. et al.United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filing

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 Corporate Ownership Statement and/or List of Equity Security Holders

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

Executed on July 12, 2018

X

Signature of individual signing on behalf of debtor

Chad J. Shandler

Printed name

Chief Restructuring Officer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Neighbors Legacy Holdings, Inc., et al.United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|---|---|---|--|--|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 1 | RKMS Gray Reed 1601 Elm Street, Suite 4600 Dallas, TX 75201 | Attn: Jason S. Brookner T: 469-320-6132; 214-954-4135 F: 469-320-6894 E: jbrookner@grayreed.com | Real Estate Lease | | | | \$2,676,159.89 |
| 2 | BBVA Compass Financial Corporation Accounts Receivable Equipment Finance Division PO Box 674355 Dallas, TX 75267-4355 | Attn: Albert Watson E: albert.watson@bbva.com | Equipment Lease | | | | \$893,307.19 |
| 3 | Everbank Commercial Finance, Inc. Sylvester & Stamelman LLP 210 Park Avenue, 2nd Floor Florham Park, NJ 07932 | Attn: Anthony J. Sylvester, Craig L. Steinfeld T: 973-302-9713; 973-302-9697 F: 973-302-9463; 973-302-9946 E: asylvester@shermanwells.com; csteinfeld@shermanwells.com | Equipment Lease | Disputed | | | \$743,722.90 |
| 4 | Spirit Realty, L.P. Akerman, LLP 2001 Ross Ave., Suite 3600 Dallas, TX 75201 | Attn: Robert E. Weitzel T: 214-720-4300 F: 214-981-9339 E: robert.weitzel@akerman.com | Real Estate Lease | | | | \$568,774.60 |
| 5 | American Express PO Box 650448 Dallas, TX 75265-0448 | Attn: General Counsel and Jordan G. Coombs, CTP T: 281-665-7824 F: 623-748-5725 E: Jordan.G.Coombs@aexp.com | Trade Debt | | | | \$504,984.29 |
| 6 | West Houston Radiology Associates, LLP 2126 NW Day, Suite 220 Cypress, TX 77429 | Attn: Dr. Craig Thiessen T: 832-754-0918 F: 281-781-2003; 888-526-7633 E: rltinvest@aol.com | Trade Debt | | | | \$383,160.00 |
| 7 | Spring Gulch, LLC Gossett, Harrison, Millican & Stipanovic, PC P.O. Drawer 911 San Angelo, TX 76902 | Attn: Wesley M. Giesecke T: 325-653-3291 F: 325-655-6838 E: wesg@ghxlaw.com | Real Estate Lease | | | | \$367,321.88 |
| 8 | Southwest Precision Printers, LP 1055 Conrad Sauer Houston, TX 77043 | Attn: Tim Tully, CEO T: 713-777-3333 F: 713-777-7514 E: ttully@swpp.com | Trade Debt | | | | \$353,293.22 |

Debtor Neighbors Legacy Holdings, Inc., et al.

Case number (if known) _____

| Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|--|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 9 The Don Levin Trust Elkins Kalt Weintraub Reuben Gartside LLP 2049 Century Park East, Suite 2700 Los Angeles, CA 90067-3202 | Attn: Elliot J. Siegel T: 310-746-4400 F: 310-746-4499 E: esiegel@elkinskalt.com | Real Estate Lease | | | | \$286,295.31 |
| 10 UCP Texas Management, Ltd The Fowler Law Firm, PC 8310 North Capital of Texas Hwy, Suite 150 Austin, TX 78731 | Attn: John G. Pearce T: 512-441-1411 F: 512-469-2975 E: jpearce@thefowlerlawfirm.com | Real Estate Lease | | | | \$244,943.40 |
| 11 T-Systems, Inc. Dept 2537 PO Box 122537 Dallas, TX 75312-2537 | Attn: Accounts Receivable T: 972-503-8899 F: 469-804-3512 E: accountsreceivable@Tsystem.com | Trade Debt | | | | \$219,172.62 |
| 12 McKesson 6500 Bowden Road, Suite 100 Jacksonville, FL 32216 | Attn: Maddison Garrett, Strategic Accts Recble Rep T: 800-845-3870 Ext 50249 F: 844-722-8321 E: Maddison.Garrett@McKesson.com | Trade Debt | | | | \$200,507.75 |
| 13 GH Phipps Construction Co. Hall & Evans 1001 Seventeenth Street, Suite 300 Denver, CO 80202 | Attn: William R. Floyd T: 303-628-3434 F: 303-628-3368 E: floydw@hallevans.com | Trade Debt | | | | \$179,697.14 |
| 14 Wells Fargo Equipment Finance, Inc. 600 South 4th Street Minneapolis, MN 55415 | Attn: Dale Shores T: 612-478-4304; 612-670-9879 F: 866-687-5578 E: dale.a.shores@wellsfargo.com | Equipment Lease | | | | \$172,800.40 |
| 15 Harry Leiser, Trustee of the Harry Leiser Revocable Trust Naccarato & Fracassa 96 Franklin Street Westerly, RI 02891 | Attn: Kelly M. Fracassa T: 401-596-0321 F: 401-348-1090 E: kelly@naccaratofracassa.com | Real Estate Lease | | | | \$125,540.00 |
| 16 Century Square Commercial Venture, LLC Boyar Miller 2925 Richmond Avenue, 14th Floor Houston, TX 77098 | Attn: Lee A. Collins T: 713-850-7766 F: 713-552-1758 E: lcollins@boyarmiller.com | Real Estate Lease | | | | \$112,291.63 |
| 17 Omnicell, Inc. P.O. Box 204650 Dallas, TX 75320-4650 | Attn: John Meiers & Accounts Receivable T: 724-741-6715 F: 650-388-3707 E: john.meiers@omnicell.com; accountsreceivable@omnicell.com | Trade Debt | | | | \$94,461.62 |
| 18 Frontier Utilities 5161 San Felipe St, Suite 320 Houston, TX 77056 | Attn: Frontier Utilities Revenue Management PUCT No. 10169 T: 281-954-2641; 866-926-8192 F: 866-926-8193 E: info@frontierutilities.com | Trade Debt | | | | \$71,159.53 |
| 19 AT&T 4331 Communications Dr Flr W Dallas, TX 75211 | Attn: c/o Bankruptcy T: 800-331-0500 F: 888-826-0132 | Trade Debt | | | | \$69,951.13 |
| 20 Roshal Imaging Services, Inc. C/O Cash Flow Experts Inc PO Box 732951 Dallas, TX 75373-2951 | Attn: General Counsel T: 832-437-5266 F: 281-310-8264 E: john@roshalimaging.com | Trade Debt | | | | \$64,085.00 |

Debtor Neighbors Legacy Holdings, Inc., et al.

Case number (if known) _____

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|----|---|--|---|--|--|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 21 | Siemens Medical Solutions USA, Inc d/b/a Siemens Healthineers Midwest Zone GBC, Mailstop 802 PO Box 6101 Newark, DE 19714-6101 | Attn: Gary Biegler, Credit Account Manager T: 844-789-8177 F: 302-631-0428 E: Gary.A.Biegler@siemens-healthineers.com | Trade Debt | | | | \$63,527.47 |
| 22 | Jili Janitorial Services LLC EIN NO. 81-3611811 5648 Pitts Road Katy, TX 77493 | Attn: Victor DeAlva T: 832-638-4710 E: vdealva@jilijanitorial.com | Trade Debt | | | | \$62,297.89 |
| 23 | XtreMed Enterprise LLC 9703 Richmond Avenue, Suite 120 Houston, TX 77042 | Attn: Houman Farzian CEO T: 832-641-8764; 888-880-2122 F: 832-539-3737 E: hfarzian@x3med.com; billing@x3med.com | Trade Debt | | | | \$58,952.73 |
| 24 | Siemens Financial Services, Inc. 301 Lindenwood Drive, Suite 215 Malvern, PA 19355-1774 | Attn: Michael Allea, Senior Portfolio Manager & Customer Solutions T: 610-232-2047; 866-249-4496 F: 732-476-3494 E: customersolutions.sfs@siemens.com | Trade Debt | | | | \$50,372.56 |
| 25 | Pearland Town Center Limited Partnership CBL #0689 PO Box 955607 St Louis, MO 63195 | Attn: Amanda Mull T: 423-760-4950 F: 423-893-4224 E: amanda.mull@cblproperties.com | Real Estate Lease | | | | \$47,490.02 |
| 26 | All Points Solutions, Inc. DBA 3I International PO Box 911608 Denver, CO 80291-1608 | Attn: Director or Officer T: 866-650-8795 F: 201-770-5046 E: clientsupport@financeservicecenter.com | Equipment Lease | Disputed | | | \$46,775.89 |
| 27 | National Grid One Metro Tech Center Brooklyn, NY 11201 | Attn: Ronald J. Macklin Senior Vice President and US General Counsel T: 929-324-5248 F: 718-643-1341 E: ronald.macklin@nationalgrid.com | Trade Debt | | | | \$45,126.20 |
| 28 | The Lamar Companies 5251 Corporate Blvd. PO Box 96030 Baton Rouge, LA 70896 | Attn: Kaitlyn Hebert T: 832-654-0993 F: 866-367-9420 E: Khebert@lamar.com | Trade Debt | | | | \$41,510.00 |
| 29 | Clear Channel Outdoor P.O. Box 847247 Dallas, TX 75284-7247 | Attn: Adriane Youngblood T: 281-588-4296; 877-676-7565 F: 281-588-4297 E: adrianeyoungblood@clearchannel.com; ccobilling@clearchannel.com | Trade Debt | | | | \$28,335.07 |
| 30 | RDI Mechanical, Inc. 7150 Breen Drive Houston, TX 77086-3629 | Attn: Travis Wall, Vice President T: 281-448-1700; 800-803-9202 F: 281-448-1768 E: twall@rdimechanical.com; info@rdimechanical.com | Trade Debt | | | | \$25,399.51 |
| 31 | Comcast Business PO Box 660618 Dallas, TX 75266-0618 | Attn: Franny Lambright T: 832-942-4446 F: 215-981-7790 E: Fanny_Lambright@comcast.com | Trade Debt | | | | \$20,894.74 |
| 32 | DataVox Inc. PO Box 660831 Dallas, TX 75266-0831 | Attn: Dana Wessale Landry T: 713-881-7180; 888-313-9779 F: 713-881-7220 E: danaw@datavox.net | Equipment Lease | | | | \$20,201.50 |
| 33 | Fairway Outdoor Funding, LLC P.O. Box 60125 Charlotte, NC 28260 | Attn: Dawn Evans T: 940-228-3737 F: 770-333-0599 E: dawn.evans@fairwayoutdoor.com | Trade Debt | | | | \$20,009.96 |

Debtor Neighbors Legacy Holdings, Inc., et al.

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|----|---|---|---|--|--|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 34 | GE Healthcare 12854 Kenan Drive Ste 201 Jacksonville, FL 32258 | Attn: Director or Officer T: 407-711-0022; 800-225-7480 F: 888-585-6937 | Equipment Lease | | | | \$17,695.48 |
| 35 | Spry Creative Group A 1535 West Loop S., Suite 250 Houston, TX 77027 | Attn: Jarred King, Co-Founder T: 832-433-7770; 713-398-7137 E: jking@whyspry.com | Trade Debt | | | | \$16,773.25 |
| 36 | Protection One, a division of ADT, LLC Protection One Alarm Monitoring Inc 11710 North Fwy, Suite 800 Houston, TX 77060 | Attn: Kirk Love National Account Manager T: 713-937-0707 Ext 68526; 832-687-2257 F: 713-937-1030 E: kirklove@adt.com | Trade Debt | | | | \$16,657.58 |
| 37 | Frontier Communications PO Box 740407 Cincinnati, OH 45274-0407 | Attn: National Collections Center T: 800-921-8105 F: 203-614-4602 E: CollINETINQ2@FTR.com | Trade Debt | | | | \$16,317.64 |
| 38 | Inc. CEO Project PO Box 60602 Potomac, MD 20854 | Attn: Jim Schleckser T: 301-299-2917 E: jimschleckser@IncCEOProject.com | Trade Debt | | | | \$15,010.00 |
| 39 | Shannon Medical Center 120 E. Harris Ave San Angelo, TX 76903 | Attn: General Counsel & Deidre Smith T: 325-653-6741; 325-657-8270 F: 325-658-8295 E: DeidreSmith@shannonhealth.org | Trade Debt | | | | \$14,925.96 |
| 40 | Spectrum, LLC f/k/a Time Warner Cable Enterprises, LLC Time Warner Cable 3347 Platt Springs Road West Columbia, SC 29170 | Attn: Recovery Support, TWC Legal & Serena Parker T: 212-364-8214; 866-519-1263 F: 704-697-4612 E: serena.parker@charter.com; DL-ICOMSBankruptcy@charter.com | Trade Debt | | | | \$14,626.86 |
| 41 | Suddenlink Business PO Box 742535 Cincinnati, OH 45274-2535 | Attn: Tim Ogrodnik T: 903-939-7201; 903-920-1467 F: 888-822-5151 E: Tim.Ogrodnik@Suddenlink.com; Tim.Ogrodnik@AlticeUSA.com | Trade Debt | | | | \$14,232.52 |
| 42 | City of Austin Utilities PO Box 2267 Austin, TX 78783-2267 | Attn: Customer Service T: 888-340-6465 E: myaccount@coautilities.com | Trade Debt | | | | \$14,213.84 |
| 43 | ProStar Services, Inc d/b/a Parks Coffee Action Collection Services 22 Center St Freehold, NJ 07728 | Attn: Kristi Kahrs T: 732-955-8320 Ext 1448 F: 866-877-1360 E: Kristi.Kahrs@cscollect.com | Trade Debt | | | | \$14,069.38 |
| 44 | Xcel Energy 414 Nicollet Mall Minneapolis, MN 55401-1993 | Attn: General Counsel T: 800-895-4999; 800-481-4700 F: 800-311-0050 E: customerservice@xcelenergy.com | Trade Debt | | | | \$13,704.35 |
| 45 | Iron Mountain Storage Iron Mountain 2009 Country Club Drive Carrollton, TX 75006 | Attn: Christine Sabado T: 866-900-1350 x2223120 F: 617-482-0327 E: Christine.sabado@ironmountain.com | Trade Debt | | | | \$12,426.89 |
| 46 | ALSCO, Inc. Admiral Linen and Uniform Service, Inc. Admiral Linen and Uniform Services by AlSCO HealthAssure by AlSCO 2030 Kipling Street Houston, TX 77098 | Attn: Diane Webster Corporate Accounts Service Administrator T: 713-275-7236 F: 713-630-0119 E: dwebster@alsco.com | Trade Debt | | | | \$12,323.24 |
| 47 | Midland Rockhounds Midland Rockhounds Professional Club 5514 Champions Dr Midland, TX 79706 | Attn: Courtnie Ortiz Director of Community Relations T: 432-520-2255 Ext 205 F: 432-520-8326 E: cortiz@midlandrockhounds.org | Trade Debt | | | | \$11,250.00 |

Debtor Neighbors Legacy Holdings, Inc., et al.

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|----|---|---|--|--|--|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 48 | GreatAmerica Financial Services Corporation One GreatAmerica Plaza 625 First Street SE; 8th Floor Cedar Rapids, IA 52401 | Attn: Mindy Huffman & Litigation Group T: 888-313-9779 F: 800-543-0568 E: MHuffman@accountservicing.com | Equipment Lease | | | | \$11,033.66 |
| 49 | R.G. Brinkmann Company d/b/a Brinkmann Constructors 3855 Lewiston St, Suite 100 Aurora, CO 80011 | Attn: Matthew Rowe T: 303-657-9700; 636-537-9700 F: 303-657-9701; 636-537-9880E: mladd@askbrinkmann.com; briansa@askbrinkmann.com | Trade Debt | | | | \$10,559.40 |
| 50 | Sono Care of East Texas, LLC Moran Law Firm, PLLC 100 East Ferguson, Suite 1100 Tyler, TX 75702 | Attn: Evan Barat & Julie Wood T: 903-504-5004 F: 903-504-5004 E: info@moran-lawfirm.com | Trade Debt | | | | \$10,164.00 |

DECLARATION

I, Chad J. Shandler, the Debtors' Chief Restructuring Officer, declare under penalty of perjury that I have read the foregoing Consolidated List of Creditors Holding Fifty Largest Unsecured Claims and that it is true and correct to the best of my knowledge, information and belief.

Dated: July 12, 2018.

By:



Chad J. Shandler
Chief Restructuring Officer