

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ROME DIVISION**

IN RE:) **CHAPTER 11**
)
REGIONAL HOUSING & COMMUNITY) **Jointly Administered Under**
SERVICES CORP., et al.,¹) **CASE NO. 21-41034-pwb**
)
Debtors.)

**STATEMENT OF FINANCIAL AFFAIRS FOR
RHCSC DOUGLAS HEALTH HOLDINGS LLC, (CASE NO. 21-41038)**

¹ The Debtors in these chapter 11 cases include: Regional Housing & Community Services Corporation, RHCSC Columbus AL Holdings LLC, RHCSC Columbus Health Holdings LLC, RHCSC Douglas AL Holdings LLC, RHCSC Douglas Health Holdings LLC, RHCSC Gainesville AL Holdings LLC, RHCSC Gainesville Health Holdings LLC, RHCSC Montgomery I AL Holdings LLC, RHCSC Montgomery I Health Holdings LLC, RHCSC Montgomery II AL Holdings LLC, RHCSC Montgomery II Health Holdings LLC, RHCSC Rome AL Holdings LLC, RHCSC Rome Health Holdings LLC, RHCSC Savannah AL Holdings LLC, RHCSC Savannah Health Holdings LLC, RHCSC Social Circle AL Holdings LLC, and RHCSC Social Circle Health Holdings LLC.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ROME DIVISION**

| | | |
|---|---|---------------------------|
| IN RE: |) | CHAPTER 11 |
| |) | |
| REGIONAL HOUSING & COMMUNITY SERVICES CORPORATION, |) | CASE NO. 21- 41034 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| RHCSC COLUMBUS AL HOLDINGS LLC, |) | CASE NO. 21- 41035 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| RHCSC COLUMBUS HEALTH HOLDINGS LLC, |) | CASE NO. 21- 41036 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| RHCSC DOUGLAS AL HOLDINGS LLC, |) | CASE NO. 21- 41037 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| DOUGLAS HEALTH HOLDINGS LLC, |) | CASE NO. 21- 41038 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| GAINESVILLE AL HOLDINGS LLC, |) | CASE NO. 21- 41049 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| GAINESVILLE HEALTH HOLDINGS LLC, |) | CASE NO. 21- 41050 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| MONTGOMERY I AL HOLDINGS LLC, |) | CASE NO. 21- 41039 |
| _____ |) | |

| | | |
|---|---|---------------------------|
| IN RE: |) | |
| |) | |
| MONTGOMERY I HEALTH HOLDINGS LLC, |) | CASE NO. 21- 41040 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| MONTGOMERY II AL HOLDINGS LLC, |) | CASE NO. 21- 41041 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| MONTGOMERY II HEALTH HOLDINGS LLC, |) | CASE NO. 21- 41043 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| ROME AL HOLDINGS LLC, |) | CASE NO. 21- 41032 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| ROME HEALTH HOLDINGS LLC, |) | CASE NO. 21- 41033 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| SAVANNAH AL HOLDINGS LLC, |) | CASE NO. 21- 41044 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| SAVANNAH HEALTH HOLDINGS LLC, |) | CASE NO. 21- 41046 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| SOCIAL CIRCLE AL HOLDINGS LLC, |) | CASE NO. 21- 41047 |
| _____ |) | |
| IN RE: |) | |
| |) | |
| SOCIAL CIRCLE HEALTH HOLDINGS LLC, |) | CASE NO. 21- 41048 |
| |) | |
| Debtors. |) | |

GLOBAL NOTES TO DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”)¹, in the above-styled jointly administered case (the “**Case**”) submit their Schedules of Assets and Liabilities (the “**Schedules**”) and Statements of Financial Affairs (the “**SOFAs**”) pursuant to 11 U.S.C. § 521, and Rule 1007 of the Federal Rules of Bankruptcy Procedure.

1. These global notes (the “**Global Notes**”) regarding the Debtors’ Schedules and SOFAs comprise an integral part of the Schedules and SOFAs filed by the Debtors, and should be referenced in connection with any review of the Schedules and SOFAs.

2. The Schedules and SOFAs prepared by the Debtors are unaudited, and were prepared with data available to the Debtors as near as possible to August 26, 2021, the date of commencement of the Debtors’ chapter 11 cases (the “**Petition Date**”). Although the Debtors’ management made every reasonable effort to ensure that the Schedules and SOFAs are accurate and complete based on information that was available to them at the time of preparation, inadvertent errors or omissions may exist, and subsequent information or discovery may result in material changes to the Schedules and SOFAs, including, but not limited to, the discovery of prepetition invoices that were not available (or that the Debtors had not yet received) at the time the Schedules and SOFAs were prepared. Accordingly, the Schedules and SOFAs remain subject to further review and verification by the Debtors, and the Debtors reserve the right to amend the Schedules and SOFAs from time-to-time as may be necessary or appropriate. Nothing contained in the Schedules and SOFAs shall constitute, or be deemed, a waiver of any rights, claims or defenses of the Debtors against any third party, or with respect to any aspect of these chapter 11 cases or any related litigation or arbitration. Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court, nothing contained in the Schedules and SOFAs is intended or should be construed as an admission or stipulation of the validity of any claim against the Debtors, or as a waiver of the Debtors’ rights to dispute any claim or assert any cause of action or defense against any party, and the Debtors reserve all rights to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor’s claim.

3. The Schedules and SOFAs do not purport to represent financial statements prepared in accordance with U.S. Generally Accepted Accounting Principles. The preparation of the Schedules and SOFAs required the Debtors to make estimates and assumptions with respect

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to the reported amounts of assets and liabilities, the amount of contingent assets and contingent liabilities, and the reported amounts of any revenues and expenses during the applicable reporting periods. Actual results could differ from the Debtors' estimates.

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

5. 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, net book values as of the Petition Date are reflected on the Schedules and SOFAs. For this reason, amounts ultimately realized may vary from net book value, and such variances may be material. In addition, the amounts shown for total liabilities exclude any items identified as "unknown" or "undetermined" and, thus, ultimate liabilities may differ materially from those stated in the Schedules and SOFAs. The Debtors reserve the right to amend or adjust the value of any asset or liability set forth in the Debtors' Schedules and SOFAs.

6. Despite reasonable efforts, the Debtors may not have identified and/or set forth all causes of action against third parties in their Schedules and SOFAs. The Debtors reserve any and all rights with respect to any causes of action they may have, and neither these Global Notes nor the Schedules and SOFAs shall be deemed a waiver of any such causes of action, nor may they be used in any litigation in these, or related to these, chapter 11 cases.

7. Information requested by the Schedules and SOFAs requires the Debtors to make judgments regarding the appropriate category in which information should be presented or how certain parties, claims or other data should be labeled. The Debtors' decisions regarding the category or label to use is based on the best information available as of the filing of these Schedules and SOFAs within the time constraints imposed by the Bankruptcy Code, Bankruptcy Rules and order of the Bankruptcy Court. The Debtors may have excluded certain immaterial assets and liabilities. The Debtors reserve the right to modify, change or delete any information in the Schedules and SOFAs by amendment, including to the extent some information currently presented should be moved to a different category or labeled in a different way.

8. These Global Notes are in addition to any specific notes set forth in the Schedules, SOFAs and/or herein. The fact that the Debtors may have prepared a specific note with respect to any of the Schedules and SOFAs and not to others should not be interpreted in any way, and specifically should not be interpreted as a decision by the Debtors to exclude the applicability of any Global Note to any of the Debtors' Schedules and SOFAs.

9. All totals that are included in the Schedules and SOFAs represent totals of the liquidated amounts for the individual schedule and/or SOFA entry for which they are listed. To the extent there are unknown or undetermined amounts, the actual total may be different than the

listed total. The description of an amount as “unknown,” “TBD,” or “undetermined” is not intended to reflect upon the materiality of such amount.

10. Although the Debtors may have scheduled claims of various creditors as secured claims on Schedule D, except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court, the Debtors reserve the right to dispute or challenge the secured nature or the validity of any such creditor’s claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor’s claim. The descriptions provided in Schedule D are intended only to be a summary. Without limiting the foregoing, the inclusion on Schedule D of creditors that have asserted liens of any nature is not intended to be an acknowledgement of the validity, extent, or priority of any such liens, and the Debtors reserve their rights to challenge such liens and the underlying claims on any ground whatsoever, except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court. Reference to the applicable agreements and other related relevant documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and SOFAs shall be deemed a modification or interpretation of the terms of any such agreements.

11. The Debtors reserve the right to dispute or challenge whether creditors listed on Schedule E are entitled to priority claims. Schedule E does not include priority employee claims that were paid pursuant to the *Order Granting Motion for Order Authorizing Payment of Pre-Petition Wages, Payroll Taxes, Certain Employee Benefits, Related Expenses, and Other Compensation to Employees and Independent Contractors* dated September 2, 2021 [Docket No. 34]. Also, the Debtors have omitted from their responses to SOFA question #3b payments made to employees within 90 days of the Petition Date.

12. The liabilities identified in Schedule F are derived from the Debtors’ books and records. The Debtors have made a good faith attempt to set forth their unsecured obligations, although the actual amount of claims against the Debtors may vary from those liabilities represented on Schedule F. The listed liabilities may not reflect the correct amount of any unsecured creditor’s allowed claim or the correct amount of all unsecured claims. Parties in interest should not anticipate that the relationship of aggregate asset values and aggregate liabilities set forth in the Schedules and SOFAs will reflect their ultimate recoveries in these cases. Parties in interest should consult their own professionals and/or advisors with respect to pursuing a claim. Although the Debtors and their professionals have generated financials that the Debtors believe to be reasonable, actual liabilities and assets may deviate from the Schedules and SOFAs due to certain events that occur throughout the duration of these chapter 11 cases and upon the potential discovery of additional information.

13. Certain prepetition fixed, liquidated and undisputed unsecured claims owing as of the Petition Date were paid in accordance with certain first-day orders before the date of the filing of the Schedules and SOFAs. As such, certain Schedules may exclude amounts that were payable as of the Petition Date or liabilities that are expected to be paid pursuant to Court order. For example, the Debtors obtained approval to continue their pre-petition insurance programs and policies and to pay premiums in connection therewith. Said claims are excluded from the Schedules.

14. The dollar amounts listed in Schedule F may be exclusive of contingent and unliquidated amounts. All parties to executory contracts and unexpired leases, including those listed on Schedule G, are holders of contingent and unliquidated unsecured claims arising from (i) obligations under those executory contracts and unexpired leases and/or (ii) rejection damages in the event that any such executory contracts and unexpired leases are rejected. Additionally, residents pay rent on the first of each month and may be entitled to a prorated refund if they leave during the month. Not all such claims are duplicated on Schedule F.

15. The Debtors' businesses are complex. While commercially reasonable efforts have been made to ensure the accuracy of Schedule G regarding the Debtors' executory contracts and unexpired leases, inadvertent errors, omissions, or over-inclusions may have occurred. Listing a contract, lease or agreement on Schedule G does not constitute an admission that such contract, lease or agreement is an executory contract or unexpired lease or that such contract, lease or agreement was in effect on the Petition Date or is valid or enforceable. The Debtors reserve all of their rights to dispute the validity, effectiveness, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G (including, but not limited to, whether any lease is a true lease or financing arrangement) and to amend or supplement Schedule G as necessary. Certain of the Debtors are parties to Resident Agreement with residents at the respective facilities. Due to confidentiality concerns, these Resident Agreements are not individually listed on Schedule G.

16. The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatement, waivers, estoppel certificates, letter and other documents, instruments, and agreements which may not be listed therein. Where the Debtors may be party to an agreement that has expired by its terms, but where all parties thereto continue to operate under the agreement, out of an abundance of caution the Debtors may have listed such agreement on Schedule G. The Debtors' inclusion of such contracts or agreements on Schedule G is not an admission that any such contract or agreement is an executory contract or unexpired lease.

17. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations may not be set forth separately on Schedule G. Nothing in Schedule G shall operate as a bar to the Debtors' right to treat such agreements as severable. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses, such as easements, rights of way, subordination agreements, nondisturbance agreements, supplemental agreements, amendments, letter agreements, title agreements, and confidentiality agreements. Such documents may not be set forth on Schedule G. Schedule G may not include certain standalone purchase orders for goods or equipment or nondisclosure agreements.

18. Except as may be otherwise indicated in the SOFAs or the Schedules, the Debtors have included payments made during the one-year period preceding the Petition Date to persons deemed an "insider," as that term is defined in section 101(31) of the Bankruptcy Code. The Debtors do not take any position with respect to (a) any such person's influence over the control of the Debtors, (b) the management responsibilities or functions of any such person, (c) the decision-

making or corporate authority of any such person, or (d) whether any such person could successfully argue that he or she is not an “insider” under applicable law.

19. Katie S. Goodman has executed the Declarations concerning the SOFAs and Schedules solely in her capacity as Chief Restructuring Officer of the Debtors and at the direction of the Debtors’ respective Authorized Officers.

20. The Debtors specifically reserve the right to amend, modify, supplement, correct, change, or alter any part of their Schedules, SOFAs and Global Notes as and to the extent necessary and as they deem appropriate.

Fill in this information to identify the case:

Debtor Name: In re : RHCSC Douglas Health Holdings LLC
 United States Bankruptcy Court for the: Northern District Of Georgia
 Case number (if known): 21-41038 (PWB)

Check if this is an amended filing

Official 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 <u>1/1/2021</u> to <u>Filing date</u> <small>MM / DD / YYYY</small> | <input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____ | \$ <u>309,933.36</u> |
| For prior year: From <u>1/1/2020</u> to <u>12/31/2020</u> <small>MM / DD / YYYY</small> | <input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____ | \$ <u>464,900.04</u> |
| For the year before that: From <u>1/1/2019</u> to <u>12/31/2019</u> <small>MM / DD / YYYY</small> | <input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____ | \$ <u>105,241.65</u> |

Name

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 Filing date MM / DD / YYYY | _____ | \$ _____ |
| For prior year: | From _____ to _____ MM / DD / YYYY MM / DD / YYYY | _____ | \$ _____ |
| For the year before that: | From _____ to _____ MM / DD / YYYY MM / DD / YYYY | _____ | \$ _____ |

Name

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 4/01/22 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 Check all that apply |
|--|-------|-----------------------|---|
| 3.1 Creditor's Name Street City State ZIP Code Country | | \$ | <input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> 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 4/01/22 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 | Reason for payment or transfer |
|---|-------|-----------------------|--------------------------------|
| 4.1 Insider's Name Street City State ZIP Code Country | | \$ | |
| Relationship to Debtor | | | |

Name

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 Creditor's Name Street City State ZIP Code Country | | | \$ |

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 Creditor's Name Street City State ZIP Code Country | Last 4 digits of account number: XXXX- | | \$ |

Name

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 See SOFA 7 Attachment | | Name | <input type="checkbox"/> Pending |
| | | Street | <input type="checkbox"/> On appeal |
| | | | <input type="checkbox"/> Concluded |
| Case number | | City State ZIP Code | |
| | | Country | |

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 Custodian's name | | \$ |
| Street | Case title | Court name and address |
| | | Name |
| | | Street |
| City State ZIP Code | Case number | |
| | | City State ZIP Code |
| Country | Date of order or assignment | Country |

Name

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 Creditor's Name _____ Street _____ _____ City State ZIP Code _____ Country _____ Recipient's relationship to debtor _____ | | | \$ _____ |

Name

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 | | | \$ |

Name

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 GGG Partners, LLC | Chapter 11 Retainer on a consolidated basis for all jointly administered Debtors | 8/2021 | \$ 40,000.00 |

Address

3155 Roswell Rd NE, Suite 120

Street

Atlanta GA 30305

City State ZIP Code

Country

Email or website address

Who made the payment, if not debtor?

| | | | |
|---------------------------------|--|----------|---------------|
| 11.2 Scroggins & Williamson, PC | Chapter 11 Retainer on a consolidated basis for all jointly administered Debtors | 8/6/2021 | \$ 105,238.50 |
|---------------------------------|--|----------|---------------|

Address

4401 Northside Parkway

Street

Suite 450

Atlanta GA 30327

City State ZIP Code

Country

Email or website address

Who made the payment, if not debtor?

Name

11.3 Scroggins & Williamson, PC Payment for pre-petition services rendered on a consolidated basis for all jointly-administered Debtors 8/24/2021 \$ 42,651.00

Address

4401 Northside Parkway
Street
Suite 450
Atlanta GA 30327
City State ZIP Code

Country

Email or website address

Who made the payment, if not debtor?

11.4 Scroggins & Williamson, PC Payment for pre-petition services rendered on a consolidated basis for all jointly-administered Debtors 8/26/2021 \$ 19,761.50

Address

4401 Northside Parkway
Street
Suite 450
Atlanta GA 30327
City State ZIP Code

Country

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

Name

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

| 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

Street

City State ZIP Code

Country

Relationship to Debtor

Name

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 | Street | From | To |
| | | | |
| | City | State | ZIP Code |
| | | | |
| | Country | | |

Name

Part 8: Health Care Bankruptcies

15. Health Care 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 Facility Name | | |
| Street | Location where patient records are maintained (if different from facility address). If electronic, identify any service provider. | How are records kept? |
| City State ZIP Code | | Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper |
| Country | | |

Name

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. _____

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?

No. Go to Part 10.

Yes. Does the debtor serve as plan administrator?

No. Go to Part 10.

Yes. Fill in below:

| Name of plan | Employer identification number of the plan |
|--------------|--|
| 17.1 _____ | EIN: _____ |

Has the plan been terminated?

No

Yes

Name

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 _____ Name | XXXX- _____ | <input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____ | _____ | \$ _____ |
| _____ Street | | | | |
| _____ City State ZIP Code | | | | |
| _____ Country | | | | |

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 | Names of anyone with access to it | Description of the contents | Does debtor still have it? |
|---|-----------------------------------|-----------------------------|---|
| 19.1 _____ Name | _____ | _____ | <input type="checkbox"/> No <input type="checkbox"/> Yes |
| _____ Street | | | |
| _____ City State ZIP Code | Address | | |
| _____ Country | _____ | | |

Name

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

| Facility name and address | Names of anyone with access to it | Description of the contents | Does debtor still have it? |
|---------------------------|-----------------------------------|-----------------------------|------------------------------|
| 20.1 | | | <input type="checkbox"/> No |
| Name | | | |
| Street | | | <input type="checkbox"/> Yes |
| | | | |
| City | State | ZIP Code | Address |
| Country | | | |

Name

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 | | | \$ |
| Name | | | |
| Street | | | |
| | | | |
| City | State | ZIP Code | |
| Country | | | |

Name

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 _____ | Name _____ Street _____ | _____ | <input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded |
| Case Number | _____ | _____ | |
| | City _____ State _____ ZIP Code _____ | | |
| | Country _____ | | |

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 Name _____ | Name _____ | _____ | _____ |
| Street _____ | Street _____ | | |
| _____ | _____ | | |
| City _____ State _____ ZIP Code _____ | City _____ State _____ ZIP Code _____ | | |
| Country _____ | Country _____ | | |

Debtor: RHSC Douglas Health Holdings LLC

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Name

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 | | | |
| Name | Name | | |
| Street | Street | | |
| | | | |
| City State ZIP Code | City State ZIP Code | | |
| Country | Country | | |

Name

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

| 25.1 | Business name and address | Describe the nature of the business | Employer Identification number |
|------|--|-------------------------------------|--------------------------------|
| | Do not include Social Security number or ITIN. | | |
| | Name | | EIN: |
| | Street | | Dates business existed |
| | | | From _____ To _____ |
| | City State ZIP Code | | |
| | Country | | |

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

| 26a.1 | Name and Address | Dates of service | |
|-------|-------------------------|------------------|------------|
| | See SOFA 26a Attachment | | From _____ |
| | Name | | |
| | Street | | |
| | | | |
| | City State ZIP Code | | |
| | Country | | |

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

| 26b.1 | Name and Address | Dates of service | |
|-------|---------------------|------------------|------------|
| | | | From _____ |
| | Name | | |
| | Street | | |
| | | | |
| | City State ZIP Code | | |
| | Country | | |

Name

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 ALG Senior, LLC

Name

400 2nd Avenue NW

Street

Hickory

NC

28601

City

State

ZIP Code

Country

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 UMB Financial Corporation

Name

1010 Grand Blvd

Street

Kansas City

MO

64106

City

State

ZIP Code

Country

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 |
|---|-------------------|--|
| | | \$ _____ |

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

27.1

Name

Street

City

State

ZIP Code

Country

Name

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 | Address | Position and Nature of any interest | % of interest, if any |
|--|---------------------------------------|-------------------------------------|-----------------------|
| 28.1 Regional Housing & Community Services Corporation | 400 2nd Avenue, NW, Hickory, NC 28601 | Sole Member | 100 |

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 | Address | Position and Nature of any interest | Period during which position or interest was held |
|------|---------|-------------------------------------|---|
| 29.1 | | | From _____ To _____ |

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 description and value of property | Dates | Reason for providing the value |
|--|--|-------|--------------------------------|
| 30.1 Name _____ Street _____ City _____ State _____ ZIP Code _____ Country _____ | | | |
| 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.

| Name of the parent corporation | Employer Identification number of the parent corporation |
|--|--|
| 31.1 Regional Housing & Community Services Corporation | EIN: 81-4699259 |

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: _____ |

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.

Executed on 10/07/2021
MM / DD / YYYY

x / s / Katie S. Goodman _____

Printed name Katie S. Goodman _____

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Cheif Restructuring Officer _____

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

No

Yes

Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

| Case Title | Case number | Nature of case | Court name | Court address 1 | Court City | Court State | Court Zip | Status of case (e.g. Pending, On appeal, Concluded) |
|--|--------------|--|--|--------------------------|------------|-------------|-----------|--|
| Dawn Moore, Individually and as Co-Executor of the Estate of Lola Mae Rawlins Burch, Deceased, Donna Veal, Individually, and as Co-Executor of the Estate of Lola Mae Rawlins Burch, Deceased and Daniel Aaron Burch, Individually v. RHCSC Douglas AL Holdings, LLC; RHCSC Douglas Health Holdings, LLC; Affinity Living Group, LLC; Regional Housing & Community Services Corporation, John Does 1-3, and XYZ Entities | 2020CV338145 | Resident injury contributing to death | Superior Court of Fulton County, State of Georgia | 7741 Roswell Rd NE #234a | Atlanta | GA | 30350 | Concluded |

In re: RHCSC Douglas Health Holdings LLC

Case No. 21-41038

Attachment 26a

Books, records and financial statements - Accountants and bookkeepers

| Name | Address 1 | City | State | Zip | Title | Dates of service |
|-------------------|-----------------------|---------|-------|-------|------------------------------------|----------------------|
| ALG Senior, LLC | 1360 W. Gordon Street | Douglas | GA | 31533 | Management Company | 1/1/2019 - Present |
| Brittney Sansosti | 1360 W. Gordon Street | Douglas | GA | 31533 | Accounting Manager at ALG Senior | 7/1/2020 - Present |
| Christy Autry | 1360 W. Gordon Street | Douglas | GA | 31533 | Controller at ALG Senior | 1/1/2019 - 7/31/2019 |
| Diane Hain | 1360 W. Gordon Street | Douglas | GA | 31533 | Portfolio Accountant at ALG Senior | 1/1/2019 - 8/31/2020 |
| Elizabeth Decker | 1360 W. Gordon Street | Douglas | GA | 31533 | Controller at ALG Senior | 8/1/2019 - Present |
| Jude Fernando | 1360 W. Gordon Street | Douglas | GA | 31533 | Portfolio Accountant at ALG Senior | 5/1/2021 - Present |
| Matthew Bouchard | 1360 W. Gordon Street | Douglas | GA | 31533 | Portfolio Accountant at ALG Senior | 9/1/2020 - 4/30/2021 |
| Terry Gooding | 1360 W. Gordon Street | Douglas | GA | 31533 | Accounting Manager at ALG Senior | 1/1/2019 - 6/30/2020 |