

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 Neighbors GP, LLC

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) 61-1580770

4. Debtor's address Principal place of business Mailing address, if different from principal place of business 10800 Richmond Avenue Houston, TX 77042 Harris County Location of principal assets, if different from principal place of business

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 Neighbors GP, LLC
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 <u>See Attachment 1</u>	Relationship _____	Affiliate _____
District <u>Southern District of Texas</u>	When _____	Case number, if known _____

Debtor Neighbors GP, LLC
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
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets
- | | | |
|---|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input checked="" type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Neighbors GP, LLC
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

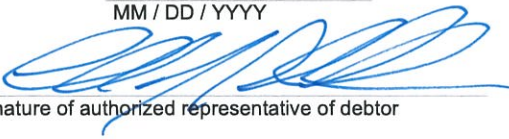
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

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 debtor

Chad J. Shandler

Printed name

Title Chief Restructuring Officer

18. Signature of attorney

X /s/ John F. Higgins
Signature of attorney for debtor

Date July 12, 2018
MM / DD / YYYY

John F. Higgins
Printed name

Porter Hedges LLP
Firm name

1000 Main Street, 36th Floor
Houston, TX 77002
Number, Street, City, State & ZIP Code

Contact phone (713) 226-6000

Email address jhiggins@porterhedges.com

09597500 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

EDMG, LLC
NEXT DOOR URGENT CARE, LLC
NEIGHBORS PRACTICE MANAGEMENT, LLC
NEIGHBORS EMERGENCY CENTER, LLC
NEIGHBORS GP, LLC
NHS EMERGENCY CENTERS, LLC
(each a Texas limited liability company)

Joint Unanimous Written Consent of the Sole Member and the Sole Manager

July 10, 2018

The undersigned, constituting the sole member (“Member”) and the sole manager (the “Manager”) of EDMG, LLC, a Texas limited liability company, Next Door Urgent Care, LLC, a Texas limited liability company, Neighbors Practice Management, LLC, a Texas limited liability company, Neighbors Emergency Center, LLC, a Texas limited liability company, Neighbors GP, LLC, a Texas limited liability company, and NHS Emergency Centers, LLC, a Texas limited liability company (each, a “Company” and collectively, the “Companies”), hereby approves, consents to, ratifies, adopts and confirms the following resolutions and the actions therein authorized, as the act of each Company’s sole Member and sole Manager by written consent:

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

FURTHER RESOLVED, that each Company 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 Company’s Chapter 11 case, with a view to the successful prosecution of such case;

FURTHER RESOLVED, that Neighbors GP, LLC, in its capacity as general partner, is authorized to execute any and all written consents and approve any resolutions with respect to any limited partnerships for which it is the general partner authorizing such limited partnerships to seek relief under Chapter 7 or Chapter

11 of Title 11 of the Bankruptcy Code and approving related matters;

FURTHER RESOLVED, that Chad J. Shandler of CohnReznick LLP ("CohnReznick") is appointed as each Company's Chief Restructuring Officer;

FURTHER RESOLVED, that Chad J. Shandler in his capacity as the Chief Restructuring Officer of each Company (the "Designated Officer") shall be, and hereby is authorized, directed, and empowered on behalf of and in the name of each Company to execute and verify 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 Company, is authorized, empowered and directed to retain the law firm of Porter Hedges LLP ("PH") as bankruptcy counsel to represent and assist each Company 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 Company's 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 Company, is authorized, empowered and directed to retain the services of Houlihan Lokey, Inc. and its affiliates ("Houlihan") as each Company'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 Company, is authorized, empowered and directed to retain the services of CohnReznick and its affiliates as each Company'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 Company 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 Company, 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 Company, and to grant security interests in and liens upon all or substantially all of each Company'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 Company, 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 Company; 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 Company 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 Company 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 Company, 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 Member and sole Manager of each of the Companies, hereby consents to the foregoing resolutions as of the date first above written.

MEMBER:

NEIGHBORS HEALTH, LLC,
a Texas limited liability company

By: 

Name: Chad J. Shandler

Title: Chief Restructuring Officer

MANAGER:

NEIGHBORS HEALTH, LLC,
a Texas limited liability company

By: 

Name: Chad J. Shandler

Title: Chief Restructuring Officer

SCHEDULE 1

NEC AMARILLO EMERGENCY CENTER, LP
NEC AMARILLO SOUTH EMERGENCY CENTER, LP
NEC BAYTOWN EMERGENCY CENTER, LP
NEC BEAUMONT 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

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

In re Neighbors GP, LLC
Debtor(s)

Case No. _____
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for the debtor in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Corporate Ownership	Address	Percentage of Units
Neighbors Health, LLC	10800 Richmond Ave., Houston, TX 77042	100%

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	Membership Percentage
Neighbors Health, LLC	10800 Richmond Ave., Houston, TX 77042	100%

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 Steet, 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: rtiinvest@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 Fir 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.

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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 Alleva, 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: Franny_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

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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: jimsschleckser@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@coutilities.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

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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