

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

**NEIGHBORS LEGACY HOLDINGS, INC.,
et al.,**

Debtors.¹

§

§ **Chapter 11**

§

§ **Case No. 18-33836 (MI)**

§

§ **(Jointly Administered)**

§

**STATEMENT OF FINANCIAL AFFAIRS FOR
NEC PEARLAND ASSET HOLDINGS, LLC (CASE NO. 18-33841)**

¹ Due to the large number of Debtors in these chapter 11 cases, a complete list of the Debtors and the last four digits of their tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at www.kccllc.net/neighbors. The location of Debtors' principal place of business and the Debtors' service address is: 10800 Richmond Avenue, Houston, Texas 77042.



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**NOTES REGARDING SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS**

On July 12, 2018 and July 23, 2018 (collectively, the “Petition Date”), Neighbors Legacy Holdings, Inc. and certain of its affiliates and subsidiaries (collectively, the “Debtors”), each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”). The Debtors’ cases are being jointly administered under Case No. 18-33836.²

With the assistance of their advisors, the Debtors’ management prepared the annexed Schedules of Assets and Liabilities (the “Schedules”) and the Statement of Financial Affairs (the “SOFAs” and together with the Schedules, the “Schedules and SOFAs”) pursuant to section 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure. The Schedules and SOFAs are unaudited and do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), and they are they not intended to be fully reconciled to the financial statements.

Although the Debtors’ management has 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, subsequent information or discovery may

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² On July 23, 2018, NEC Beaumont Emergency Center, LP (Case No. 18-34031) and NEC Beaumont Asset Holdings, LLC (Case No. 18-34030) each commenced a case by filing a petition for relief under Chapter 11 of the Bankruptcy Code (the “Beaumont Cases”). The Beaumont Cases are jointly administered with the above-captioned case by Orders entered in each Beaumont Case Directing that Certain Orders in the Chapter 11 Cases of Neighbors Legacy Holdings, Inc., et al. Apply to the Beaumont Cases (Docket No. 3 in NEC Beaumont Asset Holdings, LLC and Docket No. 4 in NEC Beaumont Emergency Center, LP).

result in material changes to these Schedules and SOFAs, and inadvertent errors or omissions may have occurred. These notes regarding the Debtors' Schedules and SOFAs (the "Notes") comprise an integral part of the Debtors' Schedules and SOFAs and should be referenced in connection with any review of the Schedules and SOFAs. Nothing contained in the Schedules and SOFAs shall constitute a waiver of any rights or claims of the Debtors against any third party, or in or with respect to any aspect of these chapter 11 cases.

1. **Amendments.** The Debtors reserve the right to amend or supplement the Schedules and SOFAs as necessary or appropriate.

2. **Asset Presentation.** Most assets of the Debtors are shown on the basis of the Debtors' book value, as of the Petition Date, and not on the basis of current market values. Accordingly, the Debtors have listed the market value of certain assets and liabilities as having an "unknown" value. The Debtors reserve their right to amend or adjust the value of each asset or liability set forth herein.

3. **Liabilities.** Trade liabilities reflected on Schedule E/F are as set forth in the Debtors' books and records as of the Petition Date. The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and SOFAs. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change.

4. **Causes of Action.** Despite reasonable efforts, the Debtors might not have identified or set forth all of their causes of action against third parties as assets in their Schedules and SOFAs. The Debtors reserve any and all of their rights with respect to any causes of action they may have, and neither these Notes nor the Schedules and SOFAs shall be deemed a waiver of any such causes of action.

5. **Claim Description.** The Debtors reserve the right to dispute, or to assert offsets or defenses to, any claim reflected on its 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 or SOFAs as necessary or appropriate.

6. **Property, Equipment and Inventory.** The Debtors have not completed a physical inventory or appraisal of their owned equipment, medical supply inventory or other physical assets. Further, nothing in the Schedules or SOFAs (including, without limitation, the failure to list leased property or equipment as owned property or equipment) is or shall be construed as an admission as to the determination of legal status of any lease (including whether any lease is a true lease or financing arrangement), and the Debtors reserve all their rights with respect to such issues.

7. **Insurance.** The Debtors maintain a variety of insurance policies including property, general liability, and workers' compensation policies and other employee-related policies. The Debtors' interest in these types of policies is limited to the amount of the premiums that the Debtors have prepaid, if any, as of the Petition Date. To the extent the Debtors have made a determination of the amount of prepaid insurance premiums as of Petition Date such amounts are listed on Schedule B, Part 11, Question 77. All policies are expected to remain in place through their expiration. In addition, the Debtors reserve all rights to refunds of any overpayments of premiums paid on their insurance policies.

8. **Insiders.** In the circumstances where the Bankruptcy Schedules require information regarding insiders or officers and directors, included herein are each Debtor's (a) directors (or persons in similar positions) and (b) officers. The listing of a party as an insider is not intended to be nor should it be construed as a legal characterization of such party as an insider and does not act as an admission of any fact, claim, right or defense and all such rights, claims and defenses are hereby expressly reserved. Further, employees have been included in this disclosure for informational purposes only and should not be deemed to be "insiders" in terms of control of the Debtors, management responsibilities or functions, decision-making or corporate authority or as otherwise defined by applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

9. **Intercompany Payables and Receivables.** Intercompany receivables and payables are set forth on Schedules B and F, respectively. The listing by each Debtor of any account between a Debtor and another affiliate is a statement of what appears in the Debtors' books and records and does not reflect any admission or conclusion of any Debtor regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors periodically record intercompany amounts for combined entities, which could result in discrepancies for allocation between legal entities. The Debtors take no position in these Statements and Schedules as to whether such accounts would be allowed as a Claim, an Interest, or not allowed at all. The Debtors and all parties in interest reserve all rights with respect to such accounts.

10. **Schedule A/B, Part 3, Question 11 – Accounts Receivable.** The amount shown for the current value of the accounts receivable has been reduced by an allowance for doubtful accounts, which is based on historical collection experience, age of the receivable, payor classification, and patient payment patterns.

11. **Schedule A/B, Part 7 - Office Furniture Fixtures and Equipment and Part 8 – Machinery and Equipment.** The Debtors do not maintain itemized fixed asset detail. The Debtors have not conducted a physical inventory or appraisal of any of their owned equipment or other physical assets. Accordingly, the Debtors are unable to provide detailed asset lists and related values other than aggregate book value.

12. **Schedule D—Creditors Holding Secured Claims.** The Debtors have included claims asserted by lessors who have filed UCC-1 financing statements on

Schedule D. The inclusion of such claims on Schedule D is not an admission of the validity of the claim or the secured status asserted for such claim. Except as specifically stated herein, real property lessors, utility companies and other parties which may hold security deposits have not been listed on Schedule D. The Debtors have not included on Schedule D all parties that may believe their claims are secured through setoff rights, deposits posted by, or on behalf of, the Debtors, or inchoate statutory lien rights. While reasonable efforts have been made, determination of the date upon which each claim in Schedule D was incurred or arose would be unduly and cost prohibitive, and therefore, the Debtors may not list a date for each claim listed on Schedule D.

13. **Schedule E—Creditors Holding Unsecured Priority Claims.** The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim is entitled to priority under section 507 of the Bankruptcy Code. The Debtors reserve the right to dispute the priority status of any claim on any basis. While reasonable efforts have been made, determination of the date upon which each claim in Schedule E was incurred or arose would be unduly burdensome and cost prohibitive, and therefore, the Debtors may not list a date for each claim listed on Schedule E.

Certain of the claims of state and local taxing authorities set forth in Schedule E, may ultimately be deemed to be secured claims pursuant to state or local laws. In addition, certain of the claims owing to various taxing authorities to which any Debtor may be liable may be subject to ongoing audits. The Debtors reserve the right to dispute or challenge whether claims owing to various taxing authorities are entitled to priority and the listing of any claim on Schedule E does not constitute an admission that such claim is entitled to priority treatment pursuant to section 507 of the Bankruptcy Code.

Additionally, the Debtors have not included employee-related priority claims that existed as of the Petition Date to the extent that such claims have been or are approved for payment pursuant to orders entered by the Bankruptcy Court [*See* Docket No. 198].

14. **Schedule F—Creditors Holding Unsecured Nonpriority Claims.** The liabilities identified in Schedule F are derived from the Debtors' books and records, which may or may not, in fact, be completely accurate, but they do represent a reasonable attempt by the Debtors to set forth their unsecured obligations. Parties in interest should not anticipate that recoveries in these cases will reflect the relationship of aggregate asset values and aggregate liabilities set forth in the Schedules and SOFAs. Parties in interest should consult their own professionals or advisors with respect to pursuing a claim. Although the Debtors and their professionals have generated financials the Debtors believe to be reasonable, actual liabilities (and assets) may deviate from the Schedules and SOFAs due to certain events that may occur throughout the duration of these chapter 11 cases.

The claims listed on Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose may be unknown or subject to dispute. Although reasonable efforts have been made to determine the date upon which claims listed in Schedule F was incurred or arose, fixing that date for each claim in Schedule F

would be unduly burdensome and cost prohibitive and, therefore, the Debtors may not have listed a date for each claim listed on Schedule F.

15. **Schedule G—Executory Contracts.** Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. 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 are not set forth separately on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, right of way, subordination, nondisturbance agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents are also not set forth in Schedule G.

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. The Debtors may be party to certain agreements that have expired by their terms, but all parties continue to operate under the agreement. Out of an abundance of caution, the Debtors have listed such agreements on Schedule G. The Debtors' inclusion of such contracts or agreements on Schedule G is not an admission that such contract or agreement is an executory contract or unexpired lease.

In some cases, the same supplier or provider may appear multiple times in Schedule G. Multiple listings, if any, reflect distinct agreements between the applicable Debtor and such supplier or provider. The Debtors reserve the right to dispute the effectiveness of any such contract listed on Schedule G or to amend Schedule G at any time to remove any contract.

16. **Statement of Financial Affairs No. 2 and 13.** Prepetition, the Debtors sold excess inventory, equipment, furnishings and other miscellaneous items from its closed centers to various parties on a piecemeal basis. The sales are accounted for in the SOFA filed by Debtor EDMG, LLC (*See* response to Question No. 2). The Debtors did not maintain itemized records of their de minimis asset sales.

17. **Statement of Financial Affairs 26d – Financial Statements.** In the ordinary course of their business, the Debtors provided financial statements or certain financial information to various parties for business, statutory, credit, financing and other purposes. Recipients have included financial institutions, investment banks, and legal and financial advisors. Financial statements were provided to the Debtors' secured lender on a monthly basis in accordance with the credit agreement.

18. **Specific Notes.** These General Notes are in addition to the specific notes set forth in the individual Schedules and SOFAs. Disclosure of information in one Schedule, SOFA, exhibit, or continuation sheet even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, SOFA, exhibit or continuation sheet.

19. **Totals.** All totals that are included in the Schedules represent totals of the liquidated amounts for the individual schedule for which they are listed.

20. **Unliquidated Claim Amounts.** Claim amounts that could not be fairly quantified by the Debtors are scheduled as “unliquidated” or “unknown.”

21. **General Reservation of Rights.** The Debtors specifically reserve the right to amend, modify, supply, correct, change or alter any part of their Schedules and SOFAs as and to the extent necessary as they deem appropriate.

Fill in this information to identify the case:

Debtor Name: In re : NEC Pearland Asset Holdings, LLC

United States Bankruptcy Court for the: Southern District Of Texas

Case number (if known): 18-33841 (MI)

☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy** 04/16

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 1/1/2018 to Filing date MM / DD / YYYY	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$ 198,000.00
For prior year:	From 1/1/2017 to 12/31/2017 MM / DD / YYYY	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$ 396,000.00
For the year before that:	From 1/1/2016 to 12/31/2016 MM / DD / YYYY	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other	\$ 396,000.00

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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	_____	\$ _____

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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 \$6,425. (This amount may be adjusted on 4/01/19 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		\$	<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
Street			
City State ZIP Code			
Country			

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 \$6,425. (This amount may be adjusted on 4/01/19 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			

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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			
	Last 4 digits of account number: XXXX-		
City	State	ZIP Code	
Country			

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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
City State ZIP Code	Case number	Street
Country	Date of order or assignment	City State ZIP Code
		Country

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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			

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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 (<i>Schedule A/B: Assets – Real and Personal Property</i>).	Date of loss	Value of property lost
10.1			\$

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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	See SOFA 11 Attachment for EDMG, LLC (Case No. 18-33837)			\$
Address				
Street				
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				

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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			

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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	10800 Richmond	From	9/9/2016 To Present
	Street		
	Houston TX 77042		
	City State ZIP Code		
	Country		
14.2	11200 Broadway	From	4/28/2015 To 9/8/2016
	Street		
	Suite 2320		
	Pearland TX 77584		
	City State ZIP Code		
	Country		

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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:
Country		<input type="checkbox"/> Electronically
		<input type="checkbox"/> Paper

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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. See SOFA 16 Attachment

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

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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

19. Safe deposit boxes

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

☒ None

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

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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

20.1

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
<div> <div>Name</div> <div>Street</div> <div>CityStateZIP Code</div> <div>Country</div> </div>			<input type="checkbox"/> No <input type="checkbox"/> Yes

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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			

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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		<input type="checkbox"/> Pending
	Street		<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		
	Street		
	City State ZIP Code		
	Country		

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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		

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

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

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1		EIN:
Name		Dates business existed
Street		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

Name and Address	Dates of service
26a.1 See SOFA 26a Attachment	From To
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

Name and Address	Dates of service
26b.1 Grant Thornton LLP	From 2015 To 2016
Name	
1717 Main Street	
Street	
Suite 1800	
Dallas TX 75201	
City State ZIP Code	
Country	

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

Name

26b.2 Briggs & Veselka Co.

From 2015

To Present

Name

Nine Greenway Plaza

Street

Suite 1700

Houston

TX

77046

City

State

ZIP Code

Country

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 Tensie Axton, CFO

Name

10800 Richmond Avenue

Street

Houston

TX

77042

City

State

ZIP Code

Country

Name and address**If any books of account and records are
unavailable, explain why**

26c.2 David Wible, Controller

Name

10800 Richmond Avenue

Street

Houston

TX

77042

City

State

ZIP Code

Country

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

Name

- 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 See Global Notes

Name

Street

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

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 NEC Pearland Emergency Center,
LP10800 Richmond Avenue, Houston, TX
77042

Equity Interest

100.00%

Note: Includes direct and indirect control of the Debtor

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

Debtor: NEC Pearland Asset Holdings, LLC

Case number (if known): 18-33841

Name

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	EIN:

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 09/08/2018
MM / DD / YYYY

x / s / Chad J. Shandler _____

Printed name Chad J. Shandler

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Chief Restructuring Officer

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

☐ No

☒ Yes

In re: Neighbors Legacy Holdings, Inc., et al.

Case No. 18-33836

Attachment 7

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

Case Title	Case number	Nature of case	Court name	Court address 1	Court address 2	Court City	Court State	Court Zip	Status of case (e.g. Pending, On appeal, Concluded)
Alcode Plumbing, LLC vs. UEB Builders, Inc. and Neighbors Legacy Holdings, Inc. d/b/a Neighbors Health System, Inc.	A-201143	Suit to foreclose on M&M lien	58th Judicial District Court	1149 Pearl Street		Beaumont	TX	77701	Concluded
Amanda Hanks vs. Neighbors Emergency Center, LLC	2017-43916	Retaliation	61st Judicial District Court	201 Caroline Street		Houston	TX	77002	Concluded
Ashlynn Foster, by her Next Friend, Kristin Foster, and Kristin Foster, Individually vs. Deshawn Stewart, MD and NEC Wichita Falls Emergency Center, LP d/b/a Neighbors Emergency Center	187,736-A	Medical Malpractice	30th Judicial District Court	900 Seventh Street		Wichita Falls	TX	76301	Pending
BB&T Commercial Equipment Capital Corp; fka Susquehanna Commercial Finance, Inc.; cp Branch Banking and Trust vs. Neighbors Legacy Holdings, Inc; fka Neighbors Health Systems, Inc.	4:18-CV-00135	Breach of Contract	United States District Court; Southern District of Texas - Houston Division	515 Rusk Avenue		Houston	TX	77002	Pending
Beaumont Emergency Physicians Associates, PLLC as 72% Majority Member Derivatively on Behalf of NEC Beaumont Emergency Center, LLC vs. Neighbors Legacy Holdings, Inc., Successor to and d/b/a Neighbors Health System, Inc., Neighbors GP, LLC, General Partner of NEC Beaumont Emergency Center, LP, NEC Beaumont Emergency Center, LP, Setul G. Patel, Dharmesh A. Patel and Paul A. Alleyne	D-200,749	Breach of Contract	136th Judicial District Court	1085 Pearl Street		Beaumont	TX	77701	Pending
Biotechnology Integration and Management LLC vs. Neighbors Health System, Inc. and NEC West Warwick Emergency Center, LP	2017-1284	Breach of Contract	Superior Court	222 Quaker Lane		Warwick	RI	02886	Pending
Central Bank of St. Louis vs. NEC Amarillo Emergency Center, LP, NEC Bellaire Emergency Center, LP, NEC Brownsville Emergency Center, LP, NEC College Station Emergency Center, LP, NEC Harlingen Emergency Center, LP, NEC Odessa Emergency Center, LP, NEC Porter Emergency Center, LP, NEC Texarkana Emergency Center, LP, Texas City Emergency Center, LP, NEC Wichita Falls Emergency Center, LP, Neighbors Global Holdings, LLC, Neighbors Health, LLC f/k/a Neighbors Health System, LLC, Neighbors Legacy Holdings, Inc.	4:17-cv-02214-ERW	Breach of Contract	United States District Court; Eastern District of Missouri	111 South Tenth Street	Suite 3.300	St. Louis	MO	63102	Pending
Colonia Verde Investors, LLC vs. Arizona Emergency Center 01, LP d/b/a Neighbors Emergency Center, Neighbors Health, LLC, Neighbors Global Holdings, LLC	C20175911	Breach of Contract	Superior Court	110 West Congress Street		Tuscon	AZ	85701	Pending
Convergint Technologies LLC vs. NEC Lake Jackson Emergency Center, LP and NEC Grand Prairie Emergency Center, LP	DC-18-00863	Suit to foreclose on M&M lien	160th Judicial District Court	600 Commerce Street	Suite 640	Dallas	TX	75202	Pending
GreatAmerica Financial Service Corporation vs. Neighbors Health System, Inc., Neighbors Emergency Center, LLC, NEC Zaragoza Emergency Center, LP, NEC Tyler Emergency Center, LP, NEC Texas City Emergency Center, LP, NEC Wichita Falls Emergency Center, LP, NEC Longview Emergency Center, LP, NEC San Angelo Emergency Center, LP, NEC College Station Emergency Center, LP, NEC Lufkin Emergency Center, LP, NEC West Warwick Emergency Center, LP and NEC Greeley Emergency Center, LP	LACV089989	Breach of Contract	Iowa District Court	50 Third Avenue Bridge		Cedar Rapids	IA	52401	Pending
Harry Leiser, Trustee of the Harry Leiser Revocable Trust vs. Neighbors Legacy Holdings, Inc. and Neighbors Health System, LLC	2018-232	Breach of Contract	Superior Court	222 Quaker Lane		Warwick	RI	02886	Pending
Harry Lieser vs. NEC West Warwick Emergency Center, LP	3CA-2017-10156	Eviction for Non-Payment of Rent	Third Division District Court	222 Quaker Lane		Warwick	RI	02886	Pending
Infinity Emergency Management Group, LLC vs. Neighbors Health System, Inc., Neighbors Health, LLC, Neighbors Investment Group, LLC, Neighbors GP, LLC, Setul G. Patel, M.D., Paul Alleyne, M.D., Michael Chang, M.D., Andy Chen, M.D., Cyril Gillman, M.D., Quang Henderson, M.D., Dharmesh Patel, M.D. and Hitesh Patel, M.D.	2017-73050	Breach of Contract	269th Judicial District Court	201 Caroline Street		Houston	TX	77002	Pending
JL Parker Plumbing, Inc. v. Gerald H. Phipps, Inc. d/b/a GH Phipps Construction Co. and RKMS Grand Prairie LLC	DC-18-0086	Breach of Contract	68th Judicial District Court	600 Commerce Street, 5th Floor New Tower		Dallas	TX	75202	Pending
Michael Heichen and Azalea Saemi vs. NHS Emergency Centers, LLC and Neighbors Health System, Inc.	2018-30402	Breach of Contract	333rd Judicial District Court	201 Caroline Street		Houston	TX	77002	Pending

In re: Neighbors Legacy Holdings, Inc., et al.

Case No. 18-33836

Attachment 7

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

Case Title	Case number	Nature of case	Court name	Court address 1	Court address 2	Court City	Court State	Court Zip	Status of case (e.g. Pending, On appeal, Concluded)
Neighbors Legacy Holdings, Inc. f/k/a Neighbors Health System, Inc., Neighbors Health, LLC f/k/a Neighbors Health System, LLC, NEC Texas City Emergency Center, LP, NEC Tyler Emergency Center, LP, NEC Eastside Emergency Center, LP, NEC Port Arthur Emergency Center, LP, NEC Kingwood Emergency Center, LP, NEC Amarillo Emergency Center, LP, NEC Harlingen Emergency Center, LP, NEC Brownsville Emergency Center, LP, NEC McAllen Emergency Center, LP, EDMG, LLC, NEC College Station Emergency Center, LP, NEC Longview Emergency Center, LP, NEC Bellaire Emergency Center, LP, NEC Wichita Falls Emergency Center, LP, NEC Texarkana Emergency Center, LP, Neighbors Global Holdings, LLC, NEC San Angelo Emergency Center, LP, NEC Lufkin Emergency Center, LP, NEC Greeley Emergency Center, LP, NEC West Warwick Emergency Center, LP, NEC Lubbock Emergency Center, LP, Neighbors GP, LLC vs. All Points Solutions, Inc. d/b/a 3i International, EverBank Commerical Finance, Inc., Signature Financial, LLC, Susquehanna Commercial Finance, Inc., Central Bank of St. Louis, Unifi Equipment Finance, Inc. and Chris Mitchell	2017-31786	Breach of Contract	164th Judicial District Court	201 Caroline Street		Houston	TX	77002	Pending
Northern Rhode Island Radiology, LLC vs. Neighbors Health System, Inc. and NEC West Warwick Emergency Center, LP	2017-1287	Breach of Contract	Superior Court	222 Quaker Lane		Warwick	RI	02886	Pending
R.G. Brinkmann Company, Inc. d/b/a Brinkman Constructors vs. Neighbors Health Systems, Inc., RKMS Aurora #2 LLC, and International Bank of Commerce	2017CV32884	Suit to foreclose on M&M lien	18th Judicial District Court	7325 S. Potomac Street		Centennial	CO	80112	Concluded
RKMS Amarillo #2 LLC v. Gerald H. Phipps, Inc.	73571A	Breach of Contract	47 Judicial District Court	2309 Russell Long Blvd.		Canyon	TX	79015	Pending
Securanty Inc. vs. Neighbors Health System, Inc.	2018-30244	Breach of Contract	80th Judicial District Court	201 Caroline Street		Houston	TX	77002	Pending
Signature Financial LLC vs. Neighbors Global Holdings, LLC, NEC Lufkin Emergency Center, LP, NEC Greeley Emergency Center, LP, NEC West Warwick Emergency Center, LP, NEC Lubbock Emergency Center, LP, Neighbors Legacy Holdings, Inc. f/k/a Neighbors Health System, Inc., Neighbors Health, LLC f/k/a Neighbors Health System, LLC and NEC Bellaire Emergency Center, LP	1:17-cv-06089-JSR	Breach of Contract	United Satates District Court; Southern District of New York	500 Pearl Street		New York	NY	10007	Pending
SMTA Financing JV, LLC vs. NEC Tyler Emergency Center, LP and Neighbors Global Holdings, LLC	18-1024-A	Breach of Contract	7th Judicial District Court	100 North Broadway Avenue		Tyler	TX	75702	Pending
SMTA Financing JV, LLC vs. NEC Zaragoza Emergency Center, LP and Neighbors Global Holdings, LLC	2018-DCV-1679	Breach of Contract	County Court at Law No. 3	500 East San Antonio	Suite 1001	El Paso	TX	79901	Pending
Spring Gulch, LLC vs. NEC San Angelo Emergency Center, LP, Neighbors GP, LLC, Neighbors Health System, Inc. and Neighbors Global Holdings, LLC	C4659J4	Eviction for Non-Payment of Rent	Justice of the Peace; Pct 4	124 W. Beauregard		San Angelo	TX	76903	Pending
Susan L. Collemer, Susan Collemer, MD, LLC, Michael W. Demelis, Kristina E. McAteer, Margaret P. Mueller, Sophia G. O'Donnell, Sophia G. O'Donnell, MD, LLC, Laura D. Rau, Laura D. Rau MD, LLC, Christopher G. Roloff vs. Neighbors Health, LLC, NEC West Warwick Emergency Centers, LP, NHS Emergency Centers, LLC, Neighbors GP, LLC, Neighbors Physicians Group-Rhode Island, LLC and Neighbors Physicians Group, LLC	KC-2017-1020	Breach of Contract	Superior Court	222 Quaker Lane		Warwick	RI	02886	Pending
The Don Levin Trust, dated August 30, 1991, by its Trustees, Thomas P. Gallagher and Thomas D. Gordon vs. NEC Wichita Falls Emergency Center, L.P. and Neighbors Global Holdings, LLC	188,101-B	Breach of Contract	78th Judicial District Court	900 Seventh Street		Wichita Falls	TX	76301	Pending
TIAA Commercial Finance Inc. fka EverBank Commercial Finance, Inc. vs. Neighbors Global Holdings, LLC	17-3356 (WJM)	Breach of Contract	United States District Court; District of New Jersey	50 Walnut Street		Newark	NJ	07101	Pending
UCP Texas Management, Ltd. vs. NEC Cedar Park Emergency Center, LLC and Neighbors Health System, Inc.	18-0625-C425	Breach of Contract	425th Judicial District Court	405 Martin Luther King Street		Georgetown	TX	78627	Pending

IN RE: NEIGHBORS LEGACY HOLDINGS, INC., *ET AL.*

CASE NO. 18-33836

SOFA 16 ATTACHMENT

NATURE OF THE PERSONALLY IDENTIFIABLE INFORMATION OF CUSTOMERS

1. **T-Systems, Presidio, Imagine, Collaborate ELECTRONIC HEALTH RECORD (MAINTAINS A COMPLETE MEDICAL RECORD FOR EVERY PATIENT VISIT SINCE THE FACILITY OPENED)**
 - a. FACE SHEET (PATIENT DEMOGRAPHIC INFORMATION SUCH AS THE PATIENT NAME, ADDRESS, DATE OF BIRTH, GUARANTOR INFORMATION, ATTENDING PHYSICIAN, NEXT OF KIN, SOCIAL SECURITY NUMBER)
 - b. PATIENTS HISTORY AND PHYSICAL EXAMINATION PERFORMED BY THE ATTENDING PHYSICIAN
 - c. CONSULTATIONS PERFORMED AS REQUESTED
 - d. DISCHARGE SUMMARY DETAILING THE SERVICES PROVIDED DURING THE PATIENT'S INPATIENT HOSPITALIZATION
 - e. PHYSICIAN ORDERS
 - f. CONSENTS FOR GENERAL ADMISSION AND TREATMENT, MOTs
 - g. DISCLOSURE AND CONSET FOR INVASIVE PROCEDURES
 - h. RESULTS OF LABORATORY TESTS, MEDICAL IMAGING TESTS, EKG, ECHO, PATHOLOGY RESULTS
 - i. NURSING NOTES
 - j. MEDICATION ADMINISTRATION RECORD
 - k. PATIENT DISCHARGE INSTRUCTIONS
 - l. PATIENT EDUCATION
 - m. EMERGENCY ROOM RECORDS DOCUMENTATION
 - n. MISCELLANEOUS DOCUMENTAITON
2. **NURSING DOCUMENTATION WHILE THE PATIENT IS IN HOUSE**
 - a. NURSING DOCUMENTATION WHILE THE PATIENT IS IN HOUSE
 - b. NURSING DISCHARGE SUMMARY
 - c. BILLING INFORMATION SUCH AS DIAGNOSIS CODES, PROCEDURE CODES, NAMES OF PHYSICIANS INVOLVED IN THE CASE, DATES OF SERVICE, CHARGES ENTERED FOR THE AMOUNT
 - d. NURSING DOCUMENTATION OF INITIAL PATIENT ASSESSMENT
3. **NOVA PACS – MEDICAL IMAGING SYSTEM – PATIENT MEDICAL IMAGING TESTS**
4. **OMNICENTER**
5. **FILE SHARE/MEDICAL RECORDS DRIVE**
6. **EBRIDGE**
7. **MEDICUS LABORATORY SYSTEM**
8. **OMNICELL – PHARMACY SYSTEM FOR DISPENSING MEDICATIONS**

In re: NEC Pearland Asset Holdings, LLC

Case No. 18-33841

Attachment 26a

Books, records and financial statements - Accountants and bookkeepers

Name	Address 1	City	State	Zip	Title	Dates of service
David Wible	10800 Richmond Avenue	Houston	TX	77042	Controller	5/18/2018 - Present
John Decker	<i>Address Redacted</i>				CFO	8/1/2013 - 4/26/2017
Patrick Johnson	<i>Address Redacted</i>				Director of Finance	8/19/2014 - 1/30/2017
Tensie Axton	10800 Richmond Avenue	Houston	TX	77042	CFO	12/19/2016 - Present
Tim Morgan	<i>Address Redacted</i>				Controller	5/22/2017 - 5/18/2018