

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

IN RE:)	
)	Chapter 11
CHURCH STREET HEALTH MANAGEMENT, LLC,)	
<i>et al.</i> ¹)	Case No. 12-01573
)	
Debtors)	Jointly Administered

**GLOBAL NOTES AND STATEMENT OF
LIMITATIONS, METHODOLOGY, AND DISCLAIMER
REGARDING THE DEBTORS' SCHEDULES OF ASSETS
AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Church Street Health Management LLC and its subsidiaries, as debtors and debtors in possession (collectively, the "*Debtors*"), have filed their respective Schedules of Assets and Liabilities (the "*Schedules*") and Statements of Financial Affairs (the "*SOFAs*", and collectively with the "*Schedules*," the "*Schedules and Statements*") in the United States Bankruptcy Court for the Middle District of Tennessee (the "*Bankruptcy Court*"). The Debtors, with the assistance of their advisors, prepared the Schedules and Statements in accordance with section 521 of title 11 of the United States Code (the "*Bankruptcy Code*") and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "*Bankruptcy Rules*").

Rodney Cawood, the Chief Financial Officer of the Debtors, has signed the Schedules and Statements. In reviewing and signing the Schedules and Statements, Mr. Cawood has necessarily relied upon the efforts, statements, and representations of various personnel of the Debtors. Mr. Cawood has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors.

These Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding the Schedules and Statements (the "*Global Notes*") pertain to, are incorporated by reference in, and comprise an integral part of all of the Schedules and Statements. The Global Notes should be referred to and reviewed in connection with any review of the Schedules and

¹ The Debtors (with the last four digits of each Debtor's federal tax identification number and chapter 11 case number), are: Church Street Health Management, LLC (2335; Case No. 12-01573), Small Smiles Holding Company, LLC (4993; Case No. 12-01574), FORBA NY, LLC (8013; Case No. 12-01575), FORBA Services, Inc. (6506; Case No. 12-01577), EEHC, Inc. (4973; Case No. 12-01576).

Statements.² In the event that the Schedules and Statements differ from any of the foregoing Global Notes, the Global Notes shall control.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("**GAAP**"), nor are they intended to be fully reconciled to the Debtors' financial statements. The Schedules and Statements contain unaudited information that is subject to further review and potential adjustment. In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of such preparation. The Debtors have made reasonable and good faith efforts to ensure the accuracy and completeness of such financial information, but further research or discovery may identify subsequent information that may necessitate material amendments to the Schedules and Statements. As a result, the Debtors are unable to warrant or represent that the Schedules and Statements are without inadvertent errors, omissions, or inaccuracies and may be amended in the future.

Nothing contained in the Schedules and Statements shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases, including, without limitation, any issues involving substantive consolidation, equitable subordination, offsets or defenses, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant applicable laws to recover assets or avoid transfers.

1. **Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:

- a) **Allocation of Liabilities.** The Debtors allocated liabilities between the prepetition and postpetition periods based on research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. The Debtors reserve all rights to modify, amend, and supplement the Schedules and Statements as is necessary and appropriate.
- b) **Amendments and Supplements.** While the Debtors made reasonable and good faith efforts to file complete and accurate Schedules and Statements, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend or supplement the Schedules and Statements as is necessary and appropriate.
- c) **Bankruptcy Court Orders.** Pursuant to various orders entered or to be entered by the Bankruptcy Court (collectively, the "***Pre-petition Payment Orders***"), the

² These Global Notes are in addition to the specific notes contained in each Debtor's Schedules and Statements. The fact that the Debtors have prepared a "Specific Note" with respect only to specific Schedules and Statements should not be interpreted as a decision by the Debtors to exclude the applicability of such Specific Note to any of the Debtors' remaining Schedules and Statements, as appropriate.

Debtors were or will be authorized to pay certain outstanding pre-petition claims, including, without limitation, certain claims of employees for wages, salaries and benefits and certain tax claims. As a result, and as detailed herein, the Debtors have not listed these claims in the Schedules. To the extent such claims are listed on the Schedules and Statements, inadvertently or otherwise, the Debtors do not waive any right to amend the Schedules and Statements and/or subsequently object to such claims on any basis, including that such claims have already been satisfied through payments with respect to the Pre-petition Payment Orders.

- d) Claims Description. Any failure to designate a claim on a given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent," or "unliquidated." The Debtors reserve all rights to dispute any claim, whether reflected on their respective Schedules and Statements or asserted pursuant to a filed proof of claim, on any grounds, including, without limitation, amount, liability or classification, or to otherwise subsequently designate such claims as "disputed," "contingent," or "unliquidated."
- e) Classifications. Listing a claim or contract (i) on Schedule D as "secured," (ii) on Schedule F as "unsecured," or (iii) on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors' right to recharacterize or reclassify such claim or contract.
- f) Causes of Action. Despite reasonable and good faith efforts, the Debtors may not have identified and/or set forth all of their causes of action (filed or potential) against third parties as assets in their Schedules and Statements. The Debtors reserve all rights with respect to any causes of action and nothing in the Global Notes or the Schedules and Statements shall be deemed a waiver of any such causes of action. Similarly, in instances where the Debtors are defendants in pending causes of action, nothing in the Global Notes or the Schedules and Statements shall be deemed as an admission or determination with respect to, or a waiver of any defense or objection to, such causes of action, and all of the Debtors' defenses, objection and other rights with respect to such causes of action are hereby preserved.
- g) Confidential, Private, and Commercially Sensitive Information. In certain instances, the Debtors may have intentionally altered, revised, redacted or consolidated certain information in the Schedules and Statements due to the nature of an agreement between a Debtor and a third party, concerns about the confidential or commercially sensitive nature of certain information or concerns for the privacy of an individual. In addition, in certain instances, the sensitivity of such information may require its omission from the Schedules and Statements. To the extent possible, the alterations, redactions, consolidations and omissions have been limited to the extent determined by the Debtors to be necessary or appropriate to protect the Debtors or third parties while also providing interested parties with sufficient information in response to the Schedules and Statements.

The Debtors have not included addresses of current and former employees or directors in the Schedules and Statements.

- h) Entity Classification Issues. The Debtors have endeavored in good faith to identify the assets owned by each Debtor and the liabilities owed by each Debtor. While the Schedules reflect the results of this effort, several factors may impact the ability of the Debtors precisely to assign assets and liabilities to particular Debtor entities, including but not limited to (i) certain assets may be primarily used by a Debtor other than the entity which holds title to such assets according to the Debtors' books and records; (ii) certain liabilities may have been nominally incurred by one Debtor, yet such liabilities may have actually been incurred by, or the invoices related to such liabilities may have been issued to or in the name of, another Debtor; and (iii) certain creditors of the Debtors may have treated one or more of the Debtors as a consolidated entity rather than as differentiated entities.
- i) Estimates and Assumptions. In preparing the Schedules and Statements, the Debtors were required to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure and potential values of contingent assets and liabilities on the date the Schedules and Statements were filed and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates, perhaps materially.
- j) Excluded Assets and Liabilities. The Debtors have excluded certain categories of assets and liabilities from the Schedules and Statements such as de minimis deposits, and accrued liabilities including, without limitation, tax accruals and accrued accounts payable. Other immaterial assets and liabilities may also have been excluded. Finally, certain deferred charges, accounts, or reserves recorded for GAAP reporting purposes only are not included in the Debtors' Schedules.
- k) Executory Contracts and Unexpired Leases. The Debtors have not necessarily set forth executory contracts and unexpired leases as assets in the Schedules and Statements, even though these contracts may have some value to the Debtors' estates. The Debtors' executory contracts and unexpired leases have been set forth in Schedule G. The Debtors' rejection of executory contracts and unexpired leases will result in the assertion of rejection damages claims; however, the Schedules and Statements do not reflect any rejection damages claims. The Debtors reserve the right to make any arguments and objections with respect to the assertion of any such claims.
- l) Insiders. For purposes of the Schedules and Statements, the Debtors define "insiders" pursuant to section 101(31) of the Bankruptcy Code as: (i) directors; (ii) officers; (iii) persons in control of the Debtors; (iv) relatives of directors, officers, or persons in control of the Debtors; and (v) affiliates.

Persons listed as "insiders" have been included for informational purposes only. The Debtors do not take any position with respect to: (i) such person's influence over the control of the Debtors; (ii) the management responsibilities or functions

of such individual; (iii) the decision-making or corporate authority of such individual; or (iv) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability, or for any other purpose. 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, nor should it be construed as an admission that such party is an insider, all such rights, claims and defenses are expressly reserved.

- m) Intercompany Claims. Receivables and payables among the Debtors in these cases (each an "*Intercompany Receivable*" or "*Intercompany Payable*" and, collectively, the "*Intercompany Claims*") are reported on Schedule B(16) or Schedule F as a receivable or payable due to or from the applicable Debtor to or from the other Debtors. Where no balance is listed, the Debtors do not believe, based on information currently available, that the applicable Debtor has any Intercompany Receivables or Intercompany Payables.
- n) Litigation. The Debtors have listed on Schedule F all known claimants related to any pending or threatened litigation action as contingent, unliquidated and disputed with unknown amounts. Although claim amounts were not estimated, allowed claims, if any, for these claimants may be substantial. For confidentiality reasons and in compliance with the HIPAA requirements, the Debtors have not included the names and other personal information of the litigants.
- o) Net Book Value. In certain instances, market valuations are neither maintained by, nor readily available to, the Debtors. In other instances, market valuations are available but they are out-of-date. It would be prohibitively expensive, unduly burdensome and an inefficient use of estate assets for the Debtors to obtain current market valuations of all of their assets. Accordingly, unless otherwise indicated, the Debtors' Schedules and Statements reflect the Debtors' assets at net book values. Market values of these assets may vary, at some times materially, from the net book value of such assets. As applicable, assets that have been fully depreciated or were expensed for accounting purposes have no net book value.
- p) Petition Date. Financial information for Church Street Health Management LLC is, unless otherwise noted herein or in the Schedules and Statements, provided as of February 20, 2012. Financial information for all remaining Debtors is as of February 21, 2012.
- q) Recharacterization. Notwithstanding that the Debtors have made reasonable efforts to correctly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors nonetheless may have improperly characterized, classified, categorized, or designated certain items. Thus, the Debtors reserve all rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as is necessary and appropriate as additional information becomes available.

- r) Third-Party Property. In the ordinary course of their business, the Debtors lease equipment from certain third-party lessors for use in the daily operation of their business and otherwise use and hold property owned by third-parties pursuant to contracts and leases with such parties. Such leases or contracts are set forth in Schedule G. The property subject to any such leases or contracts is not reflected in either Schedule A or Schedule B as either owned property or assets of the Debtors. Neither is the property subject to any such leases or contracts reflected in the Debtors' SOFAs as property or assets of third-parties within the control of the Debtors. Nothing contained in the Schedules and Statements is or shall be construed as an admission or determination as to the legal status of any lease (including, but not limited to, whether any lease is a true lease or a financing arrangement) or contract (including, but not limited to, whether the contract is, in fact, an executory contract), and the Debtors reserve all rights with respect to any such issues.
- s) Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts included in the Debtors' books and records as of the Petition Date. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- t) Undetermined Amounts. The description of an amount as "unknown," "TBD," or "undetermined" is not intended to reflect upon the materiality of such amount.

2. **Specific Schedules and Statements Disclosures**

- a) Schedule B(23) – Other general intangible assets. Certain contracts that have recognized book values under GAAP but which are not readily convertible to cash are not reflected on Schedule B(23). These contracts are included in Schedule G.
- b) Schedule D - Creditors Holding Secured Claims. Except as otherwise agreed pursuant to a stipulation and agreed order or general order entered by the Bankruptcy Court that is or becomes final, the Debtors and/or their estates reserve the right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtors' assets in which such creditors may have a lien has been undertaken.

The Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercompany agreement) related to such creditor's claim. In certain instances, a Debtor may be a co-obligor or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions in Schedule D are intended only to be a summary.

Reference to the applicable loan agreements and related documents and a determination of the creditors' compliance with applicable law 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 Statements shall be deemed a modification or interpretation of the terms of such agreements or related documents.

The claims listed on Schedule D arose or were incurred on various dates and a determination of each date upon which each claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included for each claim. All claims listed on Schedule D, however, appear to have arisen or to have been incurred prior to the Petition Date.

Real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. The Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights, deposit posted by, or on behalf of, the Debtors, or inchoate statutory liens rights.

- c) Schedule E - Creditors Holding Unsecured Priority Claims. Pursuant to an order entered by the Bankruptcy Court on February 22, 2012, the Debtors have the authority to pay certain prepetition obligations, including employee wages and other employee benefits in the ordinary course of business (the "**Employee Wage and Benefit Order**"). As a result of the Employee Wage and Benefit Order, the Debtors believe that any employee claims for prepetition amounts related to ongoing payroll, benefits, and expense reimbursements whether allowable as a priority or nonpriority claim, have been or will be satisfied, and such satisfied amounts are listed on Schedule E as "Contingent".

Pursuant to a separate order entered by the Bankruptcy Court on March 13, 2012, the Debtors have the authority to pay certain prepetition taxes (the "**Tax Order**"). Pursuant to the Tax Order, the Debtors believe that any claims on account of such taxes have been or will be satisfied, and such satisfied amounts are listed on Schedule E as "Contingent".

Out of abundance of caution and in an effort to provide notice to holders of potential priority tax claims, the Debtors have listed holders of potential priority tax claims on Schedule E except to the extent such claims have been or will be satisfied pursuant to the Tax Order. The listing of a taxing authority on a Debtor's Schedule E is not an acknowledgement that such taxing authority holds a valid claim against a particular Debtor or that a particular tax claim is entitled to priority under 11 U.S.C. § 507(a)(8) or otherwise. The Debtors reserve the right to take the position that any claim listed on Schedule E is a secured claim, an unsecured or a subordinated claim.

Further, certain potential or actual priority claims may be subject to audit and the Debtors are otherwise unable to determine with certainty the amount of many, if not all, of these claims. Therefore, the Debtors have listed all such claims as

unknown in amount, pending final resolution of ongoing audits or other outstanding issues.

- d) Schedule F - Creditors Holding Unsecured Claims. Schedule F contains information regarding threatened or pending litigation or administrative action involving the Debtors. The amounts of these potential claims are listed as “unknown” and marked as contingent, unliquidated, and disputed in the Schedules. The Debtors expressly incorporate by reference into Schedule F all parties to pending and potential litigation, if any, listed in each Debtor’s SOFA 4(a) as contingent, unliquidated, and disputed claims, to the extent not already listed on Schedule F.

Schedule F also reflects prepetition amounts owed to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or assumption and assignment of an executory contract or unexpired lease. Schedule F does not include additional rejection damages claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected after the Petition Date. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of any agreement entered into by and between the Debtors and their creditors.

The claims of creditors for, among other things, merchandise, goods, services, or taxes are listed on the Debtors' books and records and may not reflect credits or allowances due from such creditor. The Debtors reserve all of their rights respecting such credits and allowances. In addition, the amounts of claims listed on Schedule F may be exclusive of contingent and unliquidated amounts.

Schedule F does not include certain deferred charges, deferred liabilities, accruals or general reserves. Such amounts are, however, reflected on the Debtors’ books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date.

- e) Schedule G - Executory contracts and unexpired leases. Although reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, the Debtors’ review is ongoing and inadvertent errors, omissions, or over-inclusion may have occurred.

Any and all of the Debtors’ rights, claims, and causes of action with respect to the contracts, agreements, and leases listed on Schedule G are hereby reserved and preserved, and, as such, the Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth on Schedule G and to amend or supplement such Schedule as necessary.

The placing of a contract or lease onto Schedule G shall not be deemed an admission that such contract is an executory contract or unexpired lease, or that it

is necessarily a binding, valid and enforceable contract. The Debtors hereby expressly reserve the right to assert that any claim listed on Schedule G does not constitute an executory contract within the meaning of section 365 of the Bankruptcy Code.

Omission of a contract, agreement or lease from Schedule G does not constitute an admission that such omitted contract, agreement or lease is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts, agreements and leases are not impaired by their omission. Schedule G may be amended at any time to add any omitted contract, agreement or lease.

The Debtors may have entered into various other types of agreements in the ordinary course of their business, such as indemnity agreements, supplemental agreements, amendments/letter agreements, and confidentiality agreements. Such documents may not be set forth in Schedule G. Moreover, the contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppels certificates, letters, or other documents, instruments, and agreements that may not be listed on Schedule G. Portions of some contracts and leases that are listed on Schedule G may have been fully performed, while other portions of the same contracts and leases may remain executory or unexpired.

Certain of the contracts, agreements, and leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations may not be set forth on Schedule G.

Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of these agreements or any other agreements on Schedule G does not constitute an admission that any such agreement is an executory contract or unexpired lease.

The Debtors reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument. Certain executory agreements may not have been memorialized in writing and could be subject to dispute. Further, the Debtors may be parties to various other agreements concerning real property, such as easements, rights of way, subordination, non-disturbance, supplemental agreements, amendments/letter agreements, title documents, consents, site plans, maps and other miscellaneous agreements. Such agreements, if any, are not set forth in Schedule G.

The Debtors have attempted to list the appropriate Debtor parties to each contract, agreement, and lease on Schedule G. However, there may be instances in which other Debtor entities that are not parties to the contracts, agreements, and leases have been the primary entities conducting business in connection with these contracts, agreements, and leases. Accordingly, the Debtors have listed certain contracts, agreements, and leases on Schedule G of the Debtor entity corresponding to the applicable contracting entity on which may, upon further review, differ from the primary entity conducting business with the counterparty to that particular contract, agreement, or lease. Additionally, certain of the contracts, agreements, and leases listed on Schedule G may have been entered into by more than one of the Debtors.

- f) Schedule H - Co-Debtors. Although the Debtors have made every effort to ensure the accuracy of Schedule H, inadvertent errors, omissions or inclusion may have occurred. The Debtors hereby reserve all rights to dispute the validity, status or enforceability of any obligations set forth on Schedule H and to further amend or supplement such Schedule as necessary.

The Debtors further reserve all rights, claims and causes of action with respect to the obligations listed on Schedule H, including the right to dispute or challenge the characterization or the structure of any transaction, document or instrument related to a creditor's claim. The listing of a contract, guarantee or other obligation on Schedule H shall not be deemed an admission that such obligation is binding, valid or enforceable.

- g) SOFA Question 3(b) - Payments to Creditors within 90 days. The Debtors have made reasonable and good faith efforts to include all payments made to creditors within the 90 days preceding the Petition Date in their responses to SOFA 3(b). To the extent the Debtors become aware that they have omitted any such payments, they will amend the SOFAs accordingly. All amounts that remain outstanding to any creditor listed on Statement Question 3 are reflected on Schedules D, E, and F as applicable. Any creditor wishing to verify any outstanding indebtedness should review those schedules.

Certain payments made to creditors were made via corporate credit cards. Those payments to creditors will not be reflected in the Debtors' responses to Question 3b.

Certain intercompany transactions are accounted for through transfers of cash to and from appropriate bank accounts in and out of the Debtors' cash management system after certain adjustments are made to intercompany accounts receivable and accounts payable among the Debtor and its Debtor and non-Debtor affiliates. These payments and transactions have not been listed. However, readers of the Schedules and Statements wishing to verify any outstanding Intercompany Payables and Intercompany Receivables should refer to Schedules B16, D or F, as applicable.

- h) SOFA Question 3(c) – Payments to Insiders within 1 year. All payments to insiders have been reported under SOFA 23. The Debtors have made reasonable and good faith efforts to include all payments made to insiders within 1 year preceding the Petition Date in their responses to SOFA 23. To the extent the Debtors become aware that they have omitted any such payments, they will amend the SOFAs accordingly.

- i) SOFA Question 4(a) - Suits and Administrative Proceedings. The Debtors have made reasonable and good faith efforts to include in their responses to SOFA 4(a) a complete list of all lawsuits and litigation proceedings to which the Debtors were a party within the one (1) year period immediately preceding the Petition Date. To the extent the Debtors become aware that they have omitted any such lawsuits or proceedings, they will amend the SOFAs accordingly. For confidentiality reasons and in compliance with the HYPAA requirements, the Debtors have not included the names and other personal information of the litigants.

- j) SOFA Question 23 - Withdrawals from a partnership or distributions by a corporation within one year. SOFA 23 includes payments to insiders in the form of checks, wire transfers and other similar disbursements made from bank accounts historically used for payroll and other employee-related disbursements. In addition, for confidentiality reasons, the Debtors have not included the names or relationships of the individual to the Debtors. The information will be shared with the Bankruptcy Court, the US Trustee's office and other appropriate parties upon request.

**United States Bankruptcy Court
Middle District of Tennessee**

In re Small Smiles Holding Company, LLC
Debtor

Case No. 12-01574 (KML)

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	0.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		235,529,801.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		14,650.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		1,558,869.70	
G - Executory Contracts and Unexpired Leases	Yes	4			
H - Codebtors	Yes	3			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		17			
Total Assets			0.00		
Total Liabilities				237,103,320.70	

In re Small Smiles Holding Company, LLC

Case No. 12-01574 (KML)

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)
 Total > **0.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re Small Smiles Holding Company, LLC

Case No. 12-01574 (KML)

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **0.00**
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re Small Smiles Holding Company, LLC

Case No. 12-01574 (KML)

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		Church Street Health Management, LLC 100% Common Interest	-	Undetermined
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

In re Small Smiles Holding Company, LLC

Case No. 12-01574 (KML)

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	0.00
(Total of this page)	
Total >	0.00

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

Case 3:12-bk-01573 Doc 221 Filed 03/23/12 Entered 03/23/12 00:55:36 Desc Main

In re Small Smiles Holding Company, LLC

Case No. 12-01574 (KML)

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No.	X -	Amended and Restated Subordinated Murabaha Facility Agreement dated 02/01/10						76,464,819.00	Undetermined
AMERICAN CAPITAL, LTD. AS COLLATERAL AGENT 505 FIFTH AVENUE, 26TH FL NEW YORK, NY 10017		Value \$ Undetermined							
Account No.	X -	Second Lien Facility						26,883,830.00	Undetermined
CIT HEALTHCARE LLC AS COLLATERAL AGENT AND ADMIN AGENT 11 W 42ND ST FL 7 NEW YORK, NY 10036		Amended and Restated Senior Murabaha Facility Agreement dated 02/01/10 Value \$ Undetermined							
Account No.	X -	First Lien Facility						132,181,152.00	Undetermined
CIT HEALTHCARE LLC AS COLLATERAL AGENT AND ADMIN AGENT 11 W 42ND ST FL 7 NEW YORK, NY 10036		Amended and Restated Registered Lease and License Financing and Purchase Option Agreement dated 02/01/10 Value \$ Undetermined							
Account No.	X -	Amended and Restated Subordinated Murabaha Facility Agreement dated 02/01/10			X	X		Undetermined	Undetermined
SSH FUNDING CORP. C/O GLOBAL SECURITIZATION SERVICES, LLC 68 SOUTH SERVICE ROAD SUITE 120 MELVILLE, NY 11747		Value \$ Undetermined							
Subtotal								235,529,801.00	0.00
(Total of this page)									

1 continuation sheets attached

In re Small Smiles Holding Company, LLC,
Debtor

Case No. 12-01574 (KML)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H W J C					
Account No.	X -	First Lien Facility	X	X		Undetermined	Undetermined
SSO FUNDING CORP. C/O GLOBAL SECURITIZATION SERVICES, LLC 68 SOUTH SERVICE ROAD SUITE 120 MELVILLE, NY 11747		Amended and Restated Senior Murabaha Facility Agreement					
		Second Lien Facility					
		Registered Lease and License Financing and Purchase Option Agreement					
		Value \$ Undetermined					
Account No.							
		Value \$					
Account No.							
		Value \$					
Account No.							
		Value \$					
Subtotal (Total of this page)						0.00	0.00
Total (Report on Summary of Schedules)						235,529,801.00	0.00

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

(Report on Summary of Schedules)

In re Small Smiles Holding Company, LLCCase No. 12-01574 (KML)

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

 Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

 Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Small Smiles Holding Company, LLC,
Debtor

Case No. 12-01574 (KML)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. ALABAMA DEPARTMENT OF REVENUE 50 NORTH RIPLEY STREET MONTGOMERY, AL 36132			2011 Franchise Tax Liability					0.00
		-		X			100.00	100.00
Account No. CONNECTICUT DEPARTMENT OF REVENUE SERVICES 25 SIGOURNEY STREET HARTFORD, CT 06106			2011 Business Entity Tax Liability					0.00
		-		X			250.00	250.00
Account No. DISTRICT OF COLUMBIA OFFICE OF TAX AND REVENUE P.O. BOX 679 WASHINGTON, DC 20044-0679			2011 Franchise Tax Liability					0.00
		-		X			100.00	100.00
Account No. INDIANA DEPARTMENT OF REVENUE 100 N SENATE AVE INDIANAPOLIS, IN 46204			2011 Liability					0.00
		-		X			500.00	500.00
Account No. KENTUCKY REVENUE CABIENT 620 S 3RD STREET, #102 LOUISVILLE, KY 40202			2011 License Tax Liability					0.00
		-		X			175.00	175.00
Subtotal								0.00
(Total of this page)							1,125.00	1,125.00

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re Small Smiles Holding Company, LLC
Debtor

Case No. 12-01574 (KML)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE PO BOX 5300 ALBANY, NY 12205-0300			2011 Income Tax Liability					0.00
				X			1,500.00	1,500.00
Account No. OKLAHOMA TAX COMMISSION 120 N ROBINSON SUITE 2000 OKLAHOMA CITY, OK 73102-7471			2011 Business Activity Tax Liability					0.00
				X			25.00	25.00
Account No. TEXAS COMPTROLLER OF PUBLIC ACCOUNTS PO BOX 12548 AUSTIN, TX 78711-2548			Estimated 2011 Franchise Tax Liability					0.00
				X	X		12,000.00	12,000.00
Account No.								
Account No.								

Sheet 2 of 2 continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims	Subtotal (Total of this page)	13,525.00	0.00	13,525.00
	Total (Report on Summary of Schedules)	14,650.00	0.00	14,650.00

In re **Small Smiles Holding Company, LLC**

Case No. **12-01574 (KML)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. AL SMITH ADDRESS WITHHELD		Severance Obligation				674,545.81
Account No. MICHAEL LINDLEY ADDRESS WITHHELD		Severance Obligation				859,955.27
Account No. TRACYE MAYOLO ADDRESS WITHHELD		Severance Obligation				22,500.00
Account No. VINCE BENFATTI ADDRESS WITHHELD		PTO Above Cap				1,868.62
Subtotal (Total of this page)						1,558,869.70
Total (Report on Summary of Schedules)						1,558,869.70

0 continuation sheets attached

In re Small Smiles Holding Company, LLCCase No. 12-01574 (KML)

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
ACAS EQUITY HOLDINGS CORP 2200 ROSS AVENUE, SUITE 4500W DALLAS, TX 75201	AMENDED AND RESTATED INVESTORS? RIGHTS AGREEMENT
AFFINITY INSURANCE SERVICES INC 159 E. COUNTY LINE ROAD HATBORO, PA 19040-1218	PROFESSIONAL LIABILITY INSURANCE POLICIES
AL J SMITH ADDRESS WITHHELD	AMENDED AND RESTATED EMPLOYMENT AGREEMENT
AL J SMITH ADDRESS WITHHELD	AMENDED AND RESTATED INVESTORS? RIGHTS AGREEMENT
AMANDA L SKELLEY ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
ANNA M CASAREZ ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
ASSOCIATED BANK NA ATTN: DAN HOLZHAUER, VP 401 E KILBOURN AVE MILWAUKEE, WI 53202	DEPOSIT ACCOUNT CONTROL AGREEMENT
BRADFORD N GARDNER ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
BRADLEY B WILLIAMS ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
BRANDON F DYSON ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
CALIFORNIA CROSSING LLC 16 E 34TH STREET FLOOR 16 NEW YORK, NY 10016-4328	REAL ESTATE LEASE AGREEMENT (PROPERTY: 2037 SE 29TH ST, TOPEKA, KS 66605); GUARANTOR: SMALL SMILES HOLDING CO.
CERTAIN INDIVIDUAL SIGNATORIES THERETO	AMENDED AND RESTATED INVESTORS? RIGHTS AGREEMENT

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
CHASE W TRIVETT ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
CHRISTOPHER HATCH ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
COLUMBIA CASUALTY COMPANY 333 S WABASH AVENUE CHICAGO, IL 60604-4107	PROFESSIONAL LIABILITY INSURANCE POLICIES
DANIEL E DUNN ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
ELIZABETH A LOWN ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
HARTFORD CASUALTY INSURANCE COMPANY 690 ASYLUM AVENUE HARTFORD, CT 06105	PROPERTY, LIABILITY AND WORKERS COMP INSURANCE POLICIES
HK NEW PLAN EXCHANGE PROPERTY OWNER IV LLC 4688 COLLECTION CENTER DRIVE CHICAGO, IL 60693	REAL ESTATE LEASE AGREEMENT (PROPERTY: 2285 NORTHAMPTON STREET, HOLYOKE, MA 01040); GUARANTOR: SMALL SMILES HOLDING CO.
JACOB KOCHENBERGER ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
JASON OWEN ADDRESS WITHHELD	SEVERANCE AGREEMENT
JOSEPH D BOWER ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
KENNETH KNOTT ADDRESS WITHHELD	EMPLOYEE SPECIAL PERCENTAGE INTERESTS AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
KEVIN G REILLY ADDRESS WITHHELD	EMPLOYEE SPECIAL PERCENTAGE INTERESTS AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
LORRI L STEINER ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
MARSH USA INC 3560 LENOX ROAD STE 2400 ATLANTA, GA 30326	D&O BROKER
MEZZF LLC 520 MADISON AVENUE, 39TH FLOOR NEW YORK, NY 10022	AMENDED AND RESTATED INVESTORS? RIGHTS AGREEMENT
MICHAEL FRANCIS MCCULLA ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
MICHAEL G LINDLEY ADDRESS WITHHELD	AMENDED AND RESTATED EMPLOYMENT AGREEMENT
MICHELLE M CAMPBELL ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH PA	AGREEMENT
NBY PROPERTIES LLC 4629 MACRO DRIVE SAN ANTONIO, TX 78218	REAL ESTATE LEASE AGREEMENT (PROPERTY: 4847 WEST COMMERCE, SAN ANTONIO, TX 78237); GUARANTOR: SMALL SMILES HOLDING CO.
OAK HILL EP INC 1000 EAST WILLIAM STREET SUITE 204 CARSON CITY, NV 89701	AMENDED AND RESTATED INVESTORS? RIGHTS AGREEMENT
PATSY CRESSWELL ADDRESS WITHHELD	EMPLOYEE SPECIAL PERCENTAGE INTERESTS AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
PHYLLIS B BROWN ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
PINNACLE NATIONAL BANK ATTN: ALLISON JONES 150 THIRD AVE S NASHVILLE, TN 37201	DEPOSIT ACCOUNT CONTROL AGREEMENT
ROBERT F ANDRUS ADDRESS WITHHELD	EMPLOYEE SPECIAL PERCENTAGE INTERESTS AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
RODNEY CAWOOD ADDRESS WITHHELD	AMENDED AND RESTATED EMPLOYMENT AGREEMENT

In re Small Smiles Holding Company, LLC

Case No. 12-01574 (KML)

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
RODNEY CAWOOD ADDRESS WITHHELD	AMENDED AND RESTATED INVESTORS? RIGHTS AGREEMENT
SS HOLDING COMPANY INC 75 14TH STREET, 24TH FLOOR ATLANTA, GA 30309	AMENDED AND RESTATED INVESTORS? RIGHTS AGREEMENT
SSH MEMBER LLC 2 BETHESDA METRO CENTER BETHESDA, MD 20814	AMENDED AND RESTATED INVESTORS? RIGHTS AGREEMENT
SUZANNE SEIGENTHALER ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
THE AMERICAN INSURANCE COMPANY	PROFESSIONAL LIABILITY INSURANCE POLICIES
THE GARDEN CITY GROUP INC D/B/A GCG 1985 MARCUS AV STE 200 LAKE SUCCESS, NY 11042	BANKRUPTCY ADMINISTRATION SERVICES
THELMA BREEDEN TAYLOR TRUST 8405 GREENSBORO DRIVE SUITE 830 MCLEAN, VA 22102	REAL ESTATE LEASE AGREEMENT (PROPERTY: 9012 MAHIS AVE, MANASSAS, VA 20110); GUARANTOR: SMALL SMILES HOLDING CO.
TIMOTHY G RICHTER ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
TODD R CRUSE ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
TREVOR M BLAZER ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
VINCENT J BENFATTI ADDRESS WITHHELD	EMPLOYEE MEMBERSHIP INTERESTS SUBSCRIPTION AGREEMENT AND OMNIBUS WAIVER, DATED FEBRUARY 20, 2012
WESTCHESTER FIRE INSURANCE COMPANY 2850 STILL MEADOWS WAY BUFORD, GA 30519	PROFESSIONAL LIABILITY INSURANCE POLICIES

In re Small Smiles Holding Company, LLC

Case No. 12-01574 (KML)

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
CHURCH STREET HEALTH MANAGEMENT, LLC 618 CHURCH STREET, SUITE 520 NASHVILLE, TN 37219	CIT HEALTHCARE LLC AS COLLATERAL AGENT AND ADMIN AGENT 11 W 42ND ST FL 7 NEW YORK, NY 10036 First Lien Facility
CHURCH STREET HEALTH MANAGEMENT, LLC 618 CHURCH STREET, SUITE 520 NASHVILLE, TN 37219	CIT HEALTHCARE LLC AS COLLATERAL AGENT AND ADMIN AGENT 11 W 42ND ST FL 7 NEW YORK, NY 10036 Second Lien Facility
CHURCH STREET HEALTH MANAGEMENT, LLC 618 CHURCH STREET, SUITE 520 NASHVILLE, TN 37219	SSO FUNDING CORP. C/O GLOBAL SECURITIZATION SERVICES, LLC 68 SOUTH SERVICE ROAD SUITE 120 MELVILLE, NY 11747 First and Second Lien Facility
CHURCH STREET HEALTH MANAGEMENT, LLC 618 CHURCH STREET, SUITE 520 NASHVILLE, TN 37219	AMERICAN CAPITAL, LTD. AS COLLATERAL AGENT 505 FIFTH AVENUE, 26TH FL NEW YORK, NY 10017 Subordinated Murabaha Facility
CHURCH STREET HEALTH MANAGEMENT, LLC 618 CHURCH STREET, SUITE 520 NASHVILLE, TN 37219	SSH FUNDING CORP. C/O GLOBAL SECURITIZATION SERVICES, LLC 68 SOUTH SERVICE ROAD SUITE 120 MELVILLE, NY 11747 Subordinated Murabaha Facility
EEHC, INC. 618 CHURCH STREET, SUITE 520 NASHVILLE, TN 37219	CIT HEALTHCARE LLC AS COLLATERAL AGENT AND ADMIN AGENT 11 W 42ND ST FL 7 NEW YORK, NY 10036 First Lien Facility
EEHC, INC. 618 CHURCH STREET, SUITE 520 NASHVILLE, TN 37219	CIT HEALTHCARE LLC AS COLLATERAL AGENT AND ADMIN AGENT 11 W 42ND ST FL 7 NEW YORK, NY 10036 Second Lien Facility

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
EEHC, INC. 618 CHURCH STREET, SUITE 520 NASHVILLE, TN 37219	SSO FUNDING CORP. C/O GLOBAL SECURITIZATION SERVICES, LLC 68 SOUTH SERVICE ROAD SUITE 120 MELVILLE, NY 11747 First and Second Lien Facility
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Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
FORBA SERVICES, INC. 618 CHURCH STREET, SUITE 520 NASHVILLE, TN 37219	CIT HEALTHCARE LLC AS COLLATERAL AGENT AND ADMIN AGENT 11 W 42ND ST FL 7 NEW YORK, NY 10036 First Lien Facility
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**United States Bankruptcy Court
Middle District of Tennessee**

In re **Small Smiles Holding Company, LLC**

Debtor(s)

Case No. **12-01574 (KML)**

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Executive Vice President and Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 18 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **March 22, 2012**

Signature **/s/ Rodney Cawood**

Rodney Cawood

Executive Vice President and Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.