

**United States Bankruptcy Court  
Eastern District of Kentucky**

In re Pacer Management of Kentucky, LLC  
Debtor

Case No. 12-60410

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	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>4</b>	<b>13,636,800.51</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>7,116.00</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>2</b>		<b>691,157.58</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>1</b>		<b>2,341,886.33</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>11</b>			
			<b>Total Assets</b>		
			<b>13,636,800.51</b>		
				<b>Total Liabilities</b>	
				<b>3,040,159.91</b>	

B6A (Official Form 6A) (12/07)

In re Pacer Management of Kentucky, LLC

Case No. 12-60410

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**  
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re Pacer Management of Kentucky, LLC

Case No. 12-60410

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.		<b>Forch Bank checking acct *7679; health insurance claims account</b>	-	<b>24,226.25</b>
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 > **24,226.25**  
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Pacer Management of Kentucky, LLC

Case No. 12-60410

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	NON 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.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		See attached Exhibit B16 (this asset is also shown on Pacer Health Management Corporation of Kentucky Schedule B)	-	13,051,762.21
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			

Sub-Total > **13,051,762.21**  
(Total of this page)

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Pacer Management of Kentucky, LLC

Case No. 12-60410

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
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			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		<b>Certificates of need for hospital and long-term care facility; provider nos. Medicare Part A: Hospital - 181328; LTC - 185420; Swing Bed - 18Z328; and provider nos. Medicaid: Hospital - 7100120430; LTC - 7100120470; Swing Bed - 7100128460</b>	-	<b>Unknown</b>
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.		<b>Physical Therapy Table - CV \$2,880.58; Stress Test Machine - CV \$15,866.41; IBM Computer Server - CV \$109,394.35; Anesthesia Equipment - CV \$25,421.03; Mindray Monitor - CV \$6,537.77</b>	-	<b>160,100.14</b>
30. Inventory.		<b>Consumables; also listed on schedule B in case no. 12-60411</b>	-	<b>400,711.91</b>
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
			Sub-Total >	<b>560,812.05</b>
			(Total of this page)	

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Pacer Management of Kentucky, LLC,

Case No. 12-60410

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
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

Sub-Total > **0.00**  
(Total of this page)  
Total > **13,636,800.51**

(Report also on Summary of Schedules)

Sheet 3 of 3 continuation sheets attached to the Schedule of Personal Property

Pacer Management of Kentucky LLC/  
Pacer Health Management Corporation of Kentucky  
Gross Accounts Receivable  
Exhibit B16

Account	Amount
<b>Rent of hospital space by Dr. Kumar/Yalinie Medical</b>	\$29,505.00
<b>Hospital</b>	
**No Description**	
A Pre-Collection Fil	\$5,430.00
B Medicare/Self Pay	\$85,165.00
CI Co-Ins Deductibles	\$371,855.00
D Prelist MCR Bad DE	\$85,098.00
H Indigent Care	\$106,030.00
L Black Lung	\$39,249.00
M HMO/PPO	\$171.00
MS Medicare Secondari	\$203,730.00
P Guarantor Pmt Plan	\$543.00
PI Pending Insurance	\$385,588.00
P1 Patient Monthly PM	\$98,763.00
SP Self Pay Credits	-\$30,540.00
W Work Comp	\$1,634.00
10 Kentucky Spirit	\$526,037.00
11 Coventry Cares of	\$562,412.00
12 Wellcare of KY	\$606,922.00
5 Self Pay	\$4,273,453.00
6 BCBS	\$700,632.00
6C BC/BC Credits	-\$15,338.00
7 Medicare	\$3,114,638.00
8 Medicaid	\$464,617.00
8C Medicaid Copays	-\$902,424.00
9 Commercial/Misc	\$2,142,051.00
9C Commercial Credits	-\$301,708.00
Subtotal Hospital	\$12,524,008.00
<b>Physician</b>	
ACMG, INC. (ACM00)	\$458.00
ADMINISTRATIVE CONCEPTS (ADM00)	\$85.00
AETNA (AET01)	\$30.00
AETNA (AET02)	\$395.00
AETNA US HEALTHCARE (AET08)	\$3,487.00
AETNA US HEALTHCARE (AET09)	\$194.00
AETNA (AET10)	\$1,401.00
ALFA VISION INSURANCE (ALF00)	\$2,483.00
ALFA INSURANCE (ALF02)	\$788.00
ALLIED BENEFIT SYSTEMS (ALL01)	\$224.00
ASSURANT HEALTH (ASS00)	\$31.00
AETNA US HEALTHCARE (ATE00)	\$90.00
BLUE CROSS BLUE SHIELD (BCBS)	\$19,322.00
BENEFIT MANAGEMENT (BEN02)	\$446.00
BLACK LUNG (BLA00)	\$697.00
BLUEGRASS FAMILY HEALTH	\$5,080.39

Pacer Management of Kentucky LLC/  
Pacer Health Management Corporation of Kentucky  
Gross Accounts Receivable  
Exhibit B16

Account	Amount
BLUE CROSS BLUE SHIELD (BLU01)	\$602.00
BLUEGRASS FAMILY HEALTH-OP (BLU05)	\$919.00
BLUEGRASS FAMILY HEALTH-OP (BLU07)	\$105.00
BLUE CROSS BLUE SHIELD FEDERAL (BLU14)	\$1,541.00
BOONE NATIONAL GUARD CENT (BOO00)	\$446.00
CCMSI (CCM00)	\$116.00
TRICARE NORTH REGION (CHA01)	\$532.00
CHARTIS (CHA02)	\$371.00
CHA HEALTH (CHA06)	\$98.00
CHAMPVA (CHA10)	\$364.00
CHAMPUS-TRICARE CLAIMS (CHA12)	\$1,526.00
CHAMPVA (CHA13)	\$60.00
CIGNA (CIG00)	\$3,397.00
CIGNA (CIG03)	\$295.00
CMD HEALTH INC (CMD00)	\$194.00
COLLINS AND COMPANY (COL03)	\$1,470.00
COLLINS AND COMPANY (COL05)	\$860.00
COMBINED INSURANCE CO. OF AMERICA (COM01)	\$451.00
COMMERCIAL TRAVELERS (COM02)	\$1,534.00
COMMONWEALTH LIFE INS. CO. (COM03)	\$26.00
CONSOLIDATED HEALTH PLANS (CON04)	\$307.00
CONNECTICUT GENERAL LIFE (CON05)	\$68.00
CORRECT CARE INC (COR00)	\$986.00
CORRECT CARE INTEGRATED HEALTH (COR02)	\$20,518.00
COVENTRY HEALTH & LIFE (COV00)	\$90.00
COVENTRY CARES OF KENTUCKY CLAIMS (COV01)	\$44,248.00
CUMBERLAND HEALTHCARE (CUM01)	\$222.00
CUMBERLAND HEALTHCARE (CUM02)	\$1,383.00
FALLON COMMUNITY HEALTH (FAL00)	\$285.00
FARM BUREAU (FAR01)	\$4,482.00
FARM BUREAU (FAR09)	\$194.00
FEDERATED INSURANCE (FED00)	\$381.00
FFVA MUTUAL INSURANCE CO. (FFV02)	\$251.00
FISERV HEALTH LEXINGTON (FIS03)	\$663.00
FOY INSURANCE GROUP (FOY00)	\$218.00
FREEDOM LIFE INSURANCE (FRE00)	\$56.00
GEICO (GEI00)	\$2,017.00
GRANGE MUTUAL INS (GRA00)	\$26.00
GRANGE MUTUAL INS (GRA03)	\$30.00
GRANGE INSURANCE (GRA05)	\$586.00
GREAT WEST LIFE (GRE01)	\$126.00
HARTFORD INSURANCE (HAR00)	\$299.00
HARRINGTON HEALTH (HAR04)	\$540.00
HOOSIER HEALTH CARD (HOO00)	\$91.00
HOSPICE OF THE BLUEGRASS (HOS00)	\$1,096.00
HUMANA GOLD MEDICARE (HUM00)	\$154.00
HUMANA CLAIMS CENTER (HUM01)	\$12,719.00



Pacer Management of Kentucky LLC/  
Pacer Health Management Corporation of Kentucky  
Gross Accounts Receivable  
Exhibit B16

Account	Amount
HUMANA CARE (HUM03)	\$25.00
HUMANA CARE (HUM04)	\$3,727.00
KACO (KAC00)	\$248.00
KAISER PERMANENTE (KAI02)	\$25.00
KEMI (KEM00)	\$232.00
KENTUCKY ACCESS (KEN03)	\$458.00
KENTUCKY NATIONAL INS CO (KEN08)	\$298.00
KESA (KES00)	\$540.00
KNOX COUNTY HEALTH DEPT. (KNO00)	\$3,994.00
KNOX FISCAL COURT (KNO02)	\$299.00
KNOX CENTRAL HIGH SCHOOL (KNO03)	\$338.00
KNOX COUNTY HOSPITAL (KNO05)	\$341.00
KNOX FAMILY MEDICINE (KNO11)	\$31.00
KY SPIRIT (KY005)	\$49,606.24
LEXINGTON VA MEDICAL CENTER (LEX00)	\$130.00
LIBERTY MUTUAL INS COMPANY (LIB00)	\$416.00
LIBERTY MUTUAL (LIB04)	\$194.00
LIBERTY MUTUAL (LIB05)	\$91.00
MAIL HANDLERS BENEFIT (MAI00)	\$353.00
MEDICAID (MCD)	\$30,493.67
MEDICARE (MCR)	\$172,946.25
MERITAIN HEALTH BLUEGRASS (MER03)	\$194.00
MERIDIAN SECURITY INS COMPANY (MER04)	\$1,160.00
MILLWARD & CASTLE, PLLC (MIL00)	\$406.00
MOUNTAIN VALLEY IN (MOU01)	\$878.00
NATIONWIDE INS CO (NAT01)	\$462.00
NATIONAL GUARD ARMORY (NAT02)	\$110.00
NATIONWIDE INS CO (NAT03)	\$875.00
NATIONWIDE GENERAL (NAT14)	\$1,152.00
NORTH AMERICAN ADMINISTRATORS (NOR00)	\$1,153.00
OHIO CASUALTY (OHI00)	\$285.00
PACIFIC HEALTH ALLIANCE (PAC01)	\$222.00
PALMETTO GBA RAILROAD MEDICARE (PAL01)	\$2,075.00
PAN AMERICAN LIFE INS (PAN00)	\$379.00
PASSPORT HEALTH PLAN (PAS00)	\$208.00
PREFERED ONE (PRE03)	\$565.00
PROGRESSIVE (PRO03)	\$109.00
RESERVE NATIONAL (RES00)	\$98.00
RURAL CARRIER BENEFITS (RUR00)	\$194.00
SAFE AUTO INSURANCE CO (SAF00)	\$531.00
SAFE AUTO INSURANCE COMPANY (SAF03)	\$4,024.00
SEDGWICK CMS (SED01)	\$91.00
STATE FARM HEALTH (STA00)	\$4,917.00
STATE FARM (STA01)	\$1,718.00
STATE FARM INSURANCE (STA06)	\$322.00
SUPERMED NETWORK (SUB00)	\$119.00
TN FARM BUEREA (TN000)	\$26.00

Pacer Management of Kentucky LLC/  
Pacer Health Management Corporation of Kentucky  
Gross Accounts Receivable  
Exhibit B16

Account	Amount
TRICARE CLAIMS (TR000)	\$587.00
THE TRAVELERS INSURANCE (TRA00)	\$219.00
TRICARE CLAIMS (TRI02)	\$14,378.00
UMR (UMR)	\$795.00
UMR (UMR01)	\$182.00
UMR (UMR02)	\$99.00
UMWA-FUNDS (UMW00)	\$2,584.00
UMWA H & R FINDS (UMW01)	\$1,024.00
UNITED MEDICAL RESOURCES (UNI03)	\$91.00
UNITED HEALTHCARE (UNI05)	\$1,439.00
UNITED HEALTHCARE (UNI07)	\$74.00
UNITRIN DIRECT (UNI10)	\$257.00
UNITED HEALTHCARE (UNI14)	\$641.00
UNITED MEDICAL RESOURCES (UNI21)	\$629.00
UNITED MEDICAL RESOURCES (UNI28)	\$52.00
UNITED HEALTHCARE (UNI29)	\$98.00
UNITED HEALTHCARE (UNI32)	\$599.00
UNITED HEALTHCARE (UNI40)	\$1,356.00
UNITED HEALTHCARE (UNI41)	\$780.00
VA MEDICAL CENTER (VA003)	\$2,929.00
WELLS FARGO TPA (WEL02)	\$91.00
WELLCARE (WEL03)	\$1,175.00
WELBORN HEALTH PLANS (WEL06)	\$185.00
WELLCARE OF KENTUCKY (WEL07)	\$38,771.66
Subtotal Physician	\$498,249.21
<b>GRAND TOTAL</b>	<b>\$13,051,762.21</b>



In re Pacer Management of Kentucky, LLC

Case No. 12-60410

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.

B6E (Official Form 6E) (4/10) - Cont.

In re Pacer Management of Kentucky, LLC

Case No. 12-60410

Debtor

**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.  City of Barbourville 196 Daniel Boone Drive P.O. Box 1300 Barbourville, KY 40906			For notice purposes only				0.00	0.00
Account No.  Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346			2007-2012 FICA, FUTA, income taxes				691,157.58	12,602.67 678,554.91
Account No.  Kentucky Dept. of Revenue Legal Branch - Bankruptcy Section P. O. Box 5222 Frankfort, KY 40602			For notice purposes only				0.00	0.00
Account No.  Knox County Fiscal Court 401 Court Square, Suite 6 P.O. Box 173 Barbourville, KY 40906			For notice purposes only				0.00	0.00
Account No.								

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

Subtotal  
(Total of this page)

Total

(Report on Summary of Schedules)

12,602.67	678,554.91
691,157.58	678,554.91
12,602.67	678,554.91
691,157.58	678,554.91

B6F (Official Form 6F) (12/07)

In re Pacer Management of Kentucky, LLC

Case No. 12-60410

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.  <b>Cumberland Clinic, PLLC</b> <b>107 Roy Kidd Ave</b> <b>Corbin, KY 40701</b>	X	-				<b>1,600,000.00</b>
Account No.  <b>Cumberland-Pacer, LLC</b> <b>107 Roy Kidd Ave</b> <b>Corbin, KY 40701</b>	-					<b>480,000.00</b>
Account No.  <b>GE Capital Corporation</b> <b>PO Box 414 W-490</b> <b>Milwaukee, WI 53201</b>	-					<b>111,886.33</b>
Account No.  <b>WellCare</b> <b>8735 Henderson Rd REN1</b> <b>Tampa, FL 33634</b>	-					<b>150,000.00</b>
Subtotal (Total of this page)						<b>2,341,886.33</b>
Total (Report on Summary of Schedules)						<b>2,341,886.33</b>

0 continuation sheets attached

In re Pacer Management of Kentucky, LLC

Case No. 12-60410

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.
<p><b>GE Capital Corporation PO Box 414 W-490 Milwaukee, WI 53201</b></p>	<p><b>Lessee of equipment under lease dated 12/21/06; Leased Equipment: GE Healthcare Technology: GoldSeal LightSpeed 16 Slice CT System; Proteus X-Ray Rad Room System; AMX-4 System; OEC 9900 C-Arm System; OEC Vascular Upgrade System</b></p>
<p><b>Knox County, Kentucky c/o Douglas L. McSwain/Kevin G. Henry Sturgill, Turner, Barker &amp; Moloney, PLLC 333 W. Vine St, Ste 1400 Lexington, KY 40507</b></p>	<p><b>Lessee under Hospital Operating Lease Agreement dated 12/1/06; see list of hospital equipment included in lease - Exhibit G-Knox Co</b></p>
<p><b>Knox Hospital Corp dba Knox Co Hospital c/o Douglas L. McSwain/Kevin G. Henry Sturgill, Turner, Barker &amp; Moloney, PLLC 333 W. Vine St, Ste 1400 Lexington, KY 40507</b></p>	<p><b>Lessee under Hospital Operating Lease Agreement dated 12/1/06</b></p>

**PACER MANAGEMENT OF KENTUCKY, LLC, et al.**  
**CASE NO. 12-60410**  
**EXHIBIT G-KNOX COUNTY/KNOX HOSPITAL CORPORATION**

<b>Category</b>	<b>Tag #</b>	<b>Description</b>
Fixed Equip		X-RAY UNIT
Fixed Equip		FLUOROSCOPY
Fixed Equip		MAMMO CURT
Fixed Equip		RADIO\FLURO X
Fixed Equip		MARK -1 X-RAY T
Fixed Equip		RADIOLOGY PIC
Fixed Equip		(2) 8GB DISK DRIVES
Fixed Equip		SWITCH
Fixed Equip		SWITCHES
Fixed Equip		PARKING LOT FABRI
Fixed Equip		MOBILE SHELVING
Fixed Equip		PATIENT MONITORING
Fixed Equip		RECESS WASHER T
		CCS - Computer Server
MM Equipment		ENDOWEAVE GR
MM Equipment		X-RAY SHELVING
MM Equipment		LAB SEALER
MM Equipment		ALARM SYSTEM
MM Equipment		RESPERATOR S
MM Equipment		TRANS FILM AS
MM Equipment		PAPER SHREDDER
MM Equipment		PT LIFT
MM Equipment		DUAL INCUBATOR
MM Equipment		X-RAY SHELVING
MM Equipment		STREERCASTER
MM Equipment		LIGHTING
MM Equipment		KITCHEN PAN RA
MM Equipment		X-RAY SHELVING
MM Equipment		ARRHYTHMIA TU
MM Equipment		OPERATING EQU
MM Equipment		PICKER C-ARM
MM Equipment		TEMP PLUS II
MM Equipment		INFLAT3000TOU
MM Equipment		TEMP PLUS II
MM Equipment		OMNI ELECTRODE
MM Equipment		ARGO MACHINE
MM Equipment		PASSPORT NR
MM Equipment		OMNI ELECTRODE
MM Equipment		MICROAIRE-WIR
MM Equipment		TM8 PATIENT TR
MM Equipment		X-RAY EQUIPMENT
MM Equipment		CELLDYN 3000 C
MM Equipment		FORCEPS
MM Equipment		GERI CHAIR
MM Equipment		ANESTHESIA MA
MM Equipment		KLEPFINGER TO
MM Equipment		FORCEPS
MM Equipment		GLUTARALDELY



**PACER MANAGEMENT OF KENTUCKY, LLC, et al.**  
**CASE NO. 12-60410**  
**EXHIBIT G-KNOX COUNTY/KNOX HOSPITAL CORPORATION**

<b>Category</b>	<b>Tag #</b>	<b>Description</b>
MM Equipment		MICROSCOPE
MM Equipment		ICE MACHINE
MM Equipment		PULSE OXIMETE
MM Equipment		NUCLEAR CT
MM Equipment		BOVIE X10 ESU S
MM Equipment		LINEN STORAGE
MM Equipment		SURGICAL INST
MM Equipment		CAST CUTTER
MM Equipment		A/C LAB
MM Equipment		RT ELECTRODE
MM Equipment		RITE SENSITOME
MM Equipment		UTERINE MANIP
MM Equipment		PHARMACY PRO
MM Equipment		PATIENT MGMT
MM Equipment		2 GATEWAYS 2 P
MM Equipment		6 MEGATRON 40
MM Equipment		5 STYLUS PEN
MM Equipment		ETHERNET HUB
MM Equipment		COPIER (SAVIN)
MM Equipment		TRASNFER STRE
MM Equipment		FOOD PROCESS
MM Equipment		PCA PLUS 2 ENH
MM Equipment		FILTRAVAC 18
MM Equipment		PASPORT XGN2
MM Equipment		ASENT SOFTWARE
MM Equipment		MOBILE X-RAY M
MM Equipment		2 RING APPLICAT
MM Equipment		MOBILE X-RAY M
MM Equipment		EQUIPMENT
MM Equipment		MOBILE X-RAY M
MM Equipment		AUDX BASIC SY
MM Equipment		HOLTER REPORT
MM Equipment		MOBILE X-RAY EQUIP.
MM Equipment		LASER PRINTER
MM Equipment		OR TABLE
MM Equipment		COMPUTER EQUIP.
MM Equipment		DICTATION EQUIP
MM Equipment		LTC BEDS
MM Equipment		MOBILE PUMP
MM Equipment		PORTABLE MONITORS
MM Equipment		SHELVING CABINETS
MM Equipment		CASEWORK
MM Equipment		ICE MACHINE
MM Equipment		LAB EQUIPMENT
MM Equipment		GAMMA CAMERA
MM Equipment		2 VENTILATORS
MM Equipment		AIRE TORNIQUE
MM Equipment		PHONE EQUIPMENT
MM Equipment		VIDEO CART

**PACER MANAGEMENT OF KENTUCKY, LLC, et al.**  
**CASE NO. 12-60410**  
**EXHIBIT G-KNOX COUNTY/KNOX HOSPITAL CORPORATION**

<b>Category</b>	<b>Tag #</b>	<b>Description</b>
MM Equipment		VIDEO PROCESSOR
MM Equipment		ICU BEDS
MM Equipment		ICU PUMP
MM Equipment		VIDEO SCOPE
MM Equipment		MEDICAL EQUIP
MM Equipment		STERILIZATION EQUIP.
MM Equipment		SCOPE EQUIP.
MM Equipment		INSTALLATION OF EQUIP.
MM Equipment		BLOOD FREEZER
MM Equipment		X-RAY EQUIPMENT
MM Equipment		CRASH CARTS
MM Equipment		ACUTE BEDS
MM Equipment		SWITCH
MM Equipment		COMPUTER
MM Equipment		SHELVING
MM Equipment		HVAC
MM Equipment		ICE MACHINE
MM Equipment		WINDOW GLASS
MM Equipment		DEFIBULATORS
MM Equipment		MISC. MEDICAL EQUIP.
MM Equipment		(50) 20" TELEVISION
MM Equipment		DESK ADD-ON
MM Equipment		OB MONITOR SYS
MM Equipment		CLEANING EQUIPMENT
MM Equipment		SHELVING PURCHAS
MM Equipment		PATIENT NET & MON.
MM Equipment		LTC BEDS
MM Equipment		MICROSCOPES
MM Equipment		OR EQUIPMENT
MM Equipment		HVAC
MM Equipment		COMPUTER EQUIP.
MM Equipment		HOSPITAL FURNITURE
MM Equipment		COPIER
MM Equipment		OFFICE FURNITURE
MM Equipment		SHOWER CURTAINS
MM Equipment		OB MONITORING E
MM Equipment		OFFICE SUPPLIES
MM Equipment		LAB EQUIPMENT
MM Equipment		CRASH CARTS
MM Equipment		IV PUMP
MM Equipment		PATIENT MONITORING
MM Equipment		HOSPITAL SIGN
MM Equipment		MISC. EQUIPMENT
MM Equipment		MISC. EQUIPMENT
MM Equipment		MISC. EQUIPMENT
MM Equipment		Cardinal NH Furn/Cab

**PACER MANAGEMENT OF KENTUCKY, LLC, et al.**  
**CASE NO. 12-60410**  
**EXHIBIT G-KNOX COUNTY/KNOX HOSPITAL CORPORATION**

<b>Category</b>	<b>Tag #</b>	<b>Description</b>
MM Equipment		Defib
MM Equipment		Computer
MM Equipment		Med Carts
MM Equipment		Copiers
MM Equipment		Signs
MM Equipment		Sigma IV Pumps
MM Equipment		Drennan Cabinetry
MM Equipment		Seneca Mattresses
MM Equipment		Televisions
MM Equipment		Computers
MM Equipment		Telephones Hogan
MM Equipment		Bed Scale
MM Equipment		Wrist Restraints
MM Equipment		ISI-Computer/Monitor
MM Equipment		Surgical Equipment
MM Equipment		Copier
MM Equipment		Office Depot Desk/Hogan
MM Equipment		Computers
MM Equipment		Vacuums/Buffer
MM Equipment		Patio Equip/Furn
MM Equipment		Seneca Wrist Rest,Air Mat
MM Equipment		WL GoreTunneler
MM Equipment		Radiology Film Cartridges
MM Equipment		Bays Office Furn
MM Equipment		UPS/Dicom Printer/Ultrasnd
MM Equipment		Computer
MM Equipment		Vacuum
MM Equipment		Computers
MM Equipment		CB Equipment ER
MM Equipment		Ortho Attachment
MM Equipment		Trash Compactor
MM Equipment		Computers
MM Equipment		Lawn Tractor
MM Equipment		Email Server
MM Equipment		Computers
MM Equipment		Computer
MM Equipment		Simplex Fire Alarm Dialer
MM Equipment		Zebra Printer
MM Equipment		Patient Monitoring
MM Equipment		HP 1200 Printer
MM Equipment		Physical Therapy Bars
MM Equipment		Scopes
MM Equipment		Computer
MM Equipment	16344	Portable Xray
MM Equipment		Scopes

**PACER MANAGEMENT OF KENTUCKY, LLC, et al.**  
**CASE NO. 12-60410**  
**EXHIBIT G-KNOX COUNTY/KNOX HOSPITAL CORPORATION**

<b>Category</b>	<b>Tag #</b>	<b>Description</b>
MM Equipment		Tractor,mower,weed eater
MM Equipment		AGFA Medical Imaging
MM Equipment	016363-016371,01	Steris Corporation-Tray Univ Flex Proc /quick conne
MM Equipment	016363-016371,01	Steris Corporation-Tray Univ Flex Proc /quick conne
MM Equipment	16377	Lapscopic Tenaculum 10mm
MM Equipment	16376	Global/Systemex Venture Computer & Monitor
MM Equipment		South East Biomedical
MM Equipment		Dartek/HP Pavilion 513C PC/Systemax & Monitor
MM Equipment	016380-016381	Marlin Manufacturing/cutter set/drain snake cable
MM Equipment	016378-016379	Dartek - 2 Biostar M&VIW Barebone kit
MM Equipment		Global/Flatbed Scanner & Linksys Ether Fast Switch
MM Equipment	16382	Tri-anim Health Serv/Hand Held Pulse Oximeter
MM Equipment	016384-016385	Global/2 systemax Venture cllr comp
MM Equipment		Dartek
MM Equipment		Dartek
MM Equipment		5130 Anchor Medical
MM Equipment	16127	Gyne X-Tract Motor Drive Unit
MM Equipment		Copier NT
MM Equipment		3M Encoder
MM Equipment		Datascope Passport 2 Board Adult Pressure Cuff
MM Equipment	171324	Minisite Endo Grasp 2mm Ins w/Flshpt
MM Equipment		Voicewrite Telephone Interface

In re **Pacer Management of Kentucky, LLC**

Case No. **12-60410**

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
<b>Cumberland-Pacer, LLC</b> <b>107 Roy Kidd Avenue</b> <b>Corbin, KY 40701</b> lawsuit	<b>Knox County, Kentucky</b> <b>c/o Douglas L. McSwain/Kevin G. Henry</b> <b>Sturgill, Turner, Barker &amp; Moloney, PLLC</b> <b>333 W. Vine St, Ste 1400</b> <b>Lexington, KY 40507</b>
<b>Cumberland-Pacer, LLC</b> <b>107 Roy Kidd Avenue</b> <b>Corbin, KY 40701</b> lawsuit	<b>Knox Hospital Corp dba Knox Co Hospital</b> <b>c/o Douglas L. McSwain/Kevin G. Henry</b> <b>Sturgill, Turner, Barker &amp; Moloney, PLLC</b> <b>333 W. Vine St, Ste 1400</b> <b>Lexington, KY 40507</b>
<b>Pacer Health Management Corp of KY</b> <b>80 Hospital Drive</b> <b>Barbourville, KY 40906</b> loan	<b>Cumberland Clinic, PLLC</b> <b>107 Roy Kidd Ave</b> <b>Corbin, KY 40701</b>
<b>Pacer Health Management Corp of KY</b> <b>80 Hospital Drive</b> <b>Barbourville, KY 40906</b> lawsuit	<b>Knox County, Kentucky</b> <b>c/o Douglas L. McSwain/Kevin G. Henry</b> <b>Sturgill, Turner, Barker &amp; Moloney, PLLC</b> <b>333 W. Vine St, Ste 1400</b> <b>Lexington, KY 40507</b>
<b>Pacer Health Management Corp of KY</b> <b>80 Hospital Drive</b> <b>Barbourville, KY 40906</b> lawsuit	<b>Knox Hospital Corp dba Knox Co Hospital</b> <b>c/o Douglas L. McSwain/Kevin G. Henry</b> <b>Sturgill, Turner, Barker &amp; Moloney, PLLC</b> <b>333 W. Vine St, Ste 1400</b> <b>Lexington, KY 40507</b>

**United States Bankruptcy Court  
Eastern District of Kentucky**

In re Pacer Management of Kentucky, LLC

Debtor(s)

Case No. 12-60410

Chapter 11

**PLEASE SEE ECF NO. 31, INTERIM ORDER AUTHORIZING DEBTOR TO USE CASH COLLATERAL, FOR THE DEBTOR'S CASH COLLATERAL BUDGET, WHICH IS INCORPORATED HEREIN BY REFERENCE.**

**BUSINESS INCOME AND EXPENSES**

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

**PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:**

1. Gross Income For 12 Months Prior to Filing: \$ 0.00

**PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:**

2. Gross Monthly Income \$ 0.00

**PART C - ESTIMATED FUTURE MONTHLY EXPENSES:**

3. Net Employee Payroll (Other Than Debtor) \$ 0.00

4. Payroll Taxes 0.00

5. Unemployment Taxes 0.00

6. Worker's Compensation 0.00

7. Other Taxes 0.00

8. Inventory Purchases (Including raw materials) 0.00

9. Purchase of Feed/Fertilizer/Seed/Spray 0.00

10. Rent (Other than debtor's principal residence) 0.00

11. Utilities 0.00

12. Office Expenses and Supplies 0.00

13. Repairs and Maintenance 0.00

14. Vehicle Expenses 0.00

15. Travel and Entertainment 0.00

16. Equipment Rental and Leases 0.00

17. Legal/Accounting/Other Professional Fees 0.00

18. Insurance 0.00

19. Employee Benefits (e.g., pension, medical, etc.) 0.00

20. Payments to Be Made Directly By Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):

DESCRIPTION	TOTAL
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21. Other (Specify):

DESCRIPTION	TOTAL
-------------	-------

22. Total Monthly Expenses (Add items 3-21) \$ 0.00

**PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:**

23. AVERAGE NET MONTHLY INCOME (Subtract item 22 from item 2) \$ 0.00

**United States Bankruptcy Court  
Eastern District of Kentucky**

In re **Pacer Management of Kentucky, LLC**

Debtor(s)

Case No. **12-60410**

Chapter **11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer of the partnership named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 13 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **April 10, 2012**

Signature **/s/ Craig Morgan**

**Craig Morgan**

**Chief Executive 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.

B7 (Official Form 7) (04/10)

**United States Bankruptcy Court  
Eastern District of Kentucky**

In re **Pacer Management of Kentucky, LLC**

Debtor(s)

Case No. **12-60410**

Chapter **11**

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, 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; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**1. Income from employment or operation of business**

None  State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$13,763,854.00</b>	<b>2012 YTD: Gross Revenues; also reported in Case No. 12-60411</b>
<b>\$58,094,552.00</b>	<b>2011: Gross Revenues; also reported in Case No. 12-60411</b>
<b>\$19,413,092.00</b>	<b>2010: Business Income; also reported in Case No. 12-60411</b>

**2. Income other than from employment or operation of business**

None  State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------



**3. Payments to creditors**

None  **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None  b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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None  c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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**4. Suits and administrative proceedings, executions, garnishments and attachments**

None  a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>Gabrielle F. Morris v. Knox Hospital Corporation, et al.; Case No. 09-CI-00113</b>	<b>Contract</b>	<b>Knox Circuit Court, Division II Barbourville, KY</b>	<b>Pending</b>
<b>Knox County, KY &amp; Knox Hospital Corp dba Knox Co Hospital; Case No. 12-CI_135</b>	<b>Contract</b>	<b>Knox Circuit Court, Division I Barbourville, KY</b>	<b>Pending</b>

None  b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
<b>Knox County, Kentucky c/o Douglas L. McSwain/Kevin G. Henry Sturgill, Turner, Barker &amp; Moloney, PLLC 333 W. Vine St, Ste 1400 Lexington, KY 40507</b>	<b>N/A</b>	<b>Knox Circuit Court issued a restraining order against Debtor on 03/20/12 re hospital revenues, funds, and records; Case No. 12-CI-135</b>

\* 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.

**5. Repossessions, foreclosures and returns**

None  List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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**6. Assignments and receiverships**

None  a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None  b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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**7. Gifts**

None  List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**8. Losses**

None  List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**9. Payments related to debt counseling or bankruptcy**

None  List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
DelCotto Law Group PLLC 200 North Upper Street Lexington, KY 40507-1017	11/9/11; Cumberland Clinic, PLLC (for all three debtors in these jointly administered cases)	\$75,000.00

**10. Other transfers**

None  a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None  b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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**11. Closed financial accounts**

None  List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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**12. Safe deposit boxes**

None  List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**

None  List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**

None  List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER <b>Knox Hospital Corp dba Knox Co Hospital Attn: Chairman 401 Court Square Barbourville, KY 40906</b>	DESCRIPTION AND VALUE OF PROPERTY <b>1993 Jeep Cherokee VIN 1J4FJ27S6PL523519; \$694.00</b>	LOCATION OF PROPERTY <b>80 Hospital Drive Barbourville, KY 40906</b>
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NAME AND ADDRESS OF OWNER <b>Knox Hospital Corp dba Knox Co Hospital</b> <b>Attn: Chairman</b> <b>401 Court Square</b> <b>Barbourville, KY 40906</b>	DESCRIPTION AND VALUE OF PROPERTY <b>1998 Chrysler Concord VIN 2C3HD46JOWH151041; \$2,645.00</b>	LOCATION OF PROPERTY <b>80 Hospital Drive</b> <b>Barbourville, KY 40906</b>
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**15. Prior address of debtor**

None  If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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**16. Spouses and Former Spouses**

None  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 **eight years** 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.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None  a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None  b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None  c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**18 . Nature, location and name of business**

None  a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None  b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

**19. Books, records and financial statements**

None  a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
<b>Amanda Ellis, Controller</b> 80 Hospital Drive Barbourville, KY 40906	<b>12/2009 - present</b>
<b>April Wilburn, AP &amp; Payroll</b> 80 Hospital Drive Barbourville, KY 40906	<b>8/2011 - present</b>
<b>Kim Wagers, AP &amp; Payroll</b> 80 Hospital Drive Barbourville, KY 40906	<b>03/2009 - 08/2011</b>

None  b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
<b>Dean Dorton Allen &amp; Ford</b>	<b>106 West Vine St, Ste 600</b> <b>Lexington, KY 40507</b>	<b>11/2010 - 11/2011</b>

None  c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS

None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS DATE ISSUED

**20. Inventories**

None  a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
<b>12/30/2010, 12/31/2011, 04/2012</b>	<b>Tim Hammons</b>	<b>\$400,711.91; cost basis</b>

None  b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
<b>12/30/2010, 12/31/2011, 04/2012</b>	<b>Tim Hammons 80 Hospital Drive Barbourville, KY 40906</b>

**21 . Current Partners, Officers, Directors and Shareholders**

None  a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
<b>Pacer Health Management Corp of KY 80 Hospital Drive Barbourville, KY 40906</b>		<b>60%</b>
<b>Cumberland-Pacer, LLC 107 Roy Kidd Avenue Corbin, KY 40701</b>		<b>40%</b>

None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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**22 . Former partners, officers, directors and shareholders**

None  a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None  b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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**23 . Withdrawals from a partnership or distributions by a corporation**

None  If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**24. Tax Consolidation Group.**

None  If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**25. Pension Funds.**

None  If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date April 10, 2012 Signature /s/ Craig Morgan  
**Craig Morgan**  
**Chief Executive Officer**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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

United States Bankruptcy Court Eastern District of Kentucky

In re Pacer Management of Kentucky, LLC

Debtor(s)

Case No. 12-60410

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept \$ Hourly
Prior to the filing of this statement I have received \$ \$75,000.00\*
Balance Due \$ Unknown

\*This sum is for all three debtors in this jointly administered case. The other two debtors are Pacer Health Management Corporation of Kentucky (Case No. 12-60411); and Cumberland-Pacer, LLC (Case No. 12-60412)

2. \$ 1,046.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:

[X] Debtor [ ] Other (specify):

4. The source of compensation to be paid to me is:

[X] Debtor [ ] Other (specify):

5. [X] I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

[ ] I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
d. [Other provisions as needed]

All Chapter 11 general counsel services.

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: April 10, 2012

/s/ Dean A. Langdon

Dean A. Langdon
DelCotto Law Group PLLC
200 North Upper Street
Lexington, KY 40507-1017
(859) 231-5800 Fax: (859) 281-1179



**United States Bankruptcy Court  
Eastern District of Kentucky**

In re Pacer Management of Kentucky, LLC  
Debtor

Case No. 12-60410

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Cumberland-Pacer, LLC</b> <b>107 Roy Kidd Avenue</b> <b>Corbin, KY 40701</b>		<b>40%</b>	
<b>Pacer Health Management Corp of KY</b> <b>80 Hospital Drive</b> <b>Barbourville, KY 40906</b>		<b>60%</b>	

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Chief Executive Officer of the partnership named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date April 10, 2012

Signature /s/ Craig Morgan

**Craig Morgan**  
**Chief Executive 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.