

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

In re:

AF LEWIS ENTERPRISES, LLC

Debtor.

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Case No.: 16-02190-HAC-11

DEBTOR'S DISCLOSURE STATEMENT

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LS-8743-15010

Counsel for Debtor-in-Possession AF Lewis Enterprises, LLC

Dated: August 18, 2017

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**DISCLOSURE STATEMENT ACCOMPANYING DEBTOR'S
PLAN OF REORGANIZATION**

**ARTICLE 1
INTRODUCTION**

On July 1, 2016, AF Lewis Enterprises, LLC, the debtor and debtor-in-possession ("Debtor"), filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of Alabama. The Debtor has filed a Plan of Reorganization ("the Plan"), which specifies various classes of the Debtor's creditors and the proposed treatment of claims and interests of such creditors.

Pursuant to § 1125 of the Bankruptcy Code, the Debtor is soliciting acceptance of the Plan by the classes of creditors entitled to vote. The Debtor submits this Disclosure Statement to provide its creditors with adequate information about the Debtor and the Plan in order to enable the creditors to arrive at a reasonable, informed decision in exercising their rights to vote for acceptance or rejection of the Plan.

Ballots for the acceptance or rejection of the Plan are required to be submitted in writing by the holders of all classes of claims and interests which are impaired under the Plan. Claimants whose legal, contractual or equitable rights are altered, modified or changed by the proposed treatment under the Plan are considered "impaired." Claimants in impaired classes may vote on the Plan by completing and mailing, faxing, or e-mailing the ballot to counsel for the Debtor as follows:

Lawrence B. Voit
Silver, Voit & Thompson,
Attorneys at Law, P.C.
4317-A Midmost Drive
Mobile, Alabama 36609-5589
Phone: (251) 343-0800
Fax: (251) 343-0862
Email: lvoit@silvervoit.com

To be counted, your ballot must be received by the date and time stated in the Court's order approving this Disclosure Statement.

As a claimant, your vote on the Plan is important. The Bankruptcy Code requires as a condition to confirmation of a plan of reorganization that each class of claimants that is impaired under the plan accepts the plan.

The Bankruptcy Code defines acceptance of a plan by a class of creditors as acceptance by holders of two-thirds in dollar amount and more than one-half in number of the claims of that class that cast ballots for acceptance or rejection of the plan. If a class or classes of claimants do not accept the plan, the Debtor has the right to request confirmation of the plan pursuant to § 1129(b) of the Bankruptcy Code, the “cramdown” provision.

Bankruptcy Code § 1129(b) permits confirmation of a plan of reorganization notwithstanding the non-acceptance of the plan by one or more impaired classes or interests. Under that section, a plan of reorganization may be confirmed by the Bankruptcy Court if it does not discriminate unfairly and is “fair and equitable” with respect to the non-accepting class. The fair and equitable rule requires absolute priority in the payment of claims and interests with respect to the descending class or classes.

This Disclosure Statement has been approved by the Bankruptcy Court as containing information of a kind and of sufficient detail to enable a hypothetical reasonable investor typical of the claimants to make an informed judgment as to acceptance or rejection of the Plan. Approval of this Disclosure Statement is not, however, a ruling by the Bankruptcy Court as to the fairness or merits of the Plan.

Confirmation of the Plan by the Bankruptcy Court in accordance with the provisions of the Bankruptcy Code will be considered at the scheduled hearing on the Plan. The hearing on the Plan may be adjourned from time to time by the Bankruptcy Court without further notice except for an announcement made at the hearing. Any objection to confirmation of the Plan must be in writing, state all grounds, and served and filed with the Court.

ARTICLE 2 **DISCLAIMER**

This is a solicitation of the Debtor only, and is not a solicitation of the Debtor’s officers, directors, members, managers, attorneys, accountants, agents, servants, or employees. The financial information contained herein has not been the subject of an audit. The Debtor has not made any attempts to investigate or independently verify the accuracy or completeness of any information in this document. The Debtor makes no representation as to the accuracy or completeness of any statement or data contained herein.

ARTICLE 3 **BACKGROUND, ASSETS AND LIABILITIES**

A. BACKGROUND/HISTORY OF THE DEBTOR.

The Debtor is an Alabama limited liability company. Allen F. Lewis is the Debtor’s manager, sole member, and only current employee. The Debtor transports timber to mills for loggers, timber companies, and private landowners.

The Debtor owns a vehicle, tractors, and trailers used in its timber hauling operations. All of its personal property is subject to valid, perfected liens and security interests. The Debtor owns no real property.

This Chapter 11 case was filed after inclement weather in 2016 caused a decline in timber cutting and led to the Debtor’s default on payments to its creditors. This Chapter 11 case was filed to

protect the Debtor's property, to protect the interests of all creditors, and to reorganize and restructure its debt, particularly the payroll tax liabilities to the Internal Revenue Service ("IRS").

The Debtor's sole member, Allen F. Lewis, filed an individual Chapter 11 case in this Court on August 26, 2016, Case No. 16-02905. He is personally liable for the Debtor's payroll tax liabilities, and they are non-dischargeable in his personal case.

B. ASSETS AND LIABILITIES.

Debtor's Schedule "A and B" listing the values of its assets is attached hereto as Exhibit 1. Debtor's Schedule "D" listing its secured creditors, their collateral, and the amount of each secured creditor's claim is attached hereto as Exhibit 2.

C. THE DEBTOR'S OPERATIONS.

Since the filing of the petition, the Debtor has continued its timber hauling operations. Debtor has filed with the Court monthly and quarterly operating reports that reflect its revenues and expenses during the Chapter 11 case. The Debtor has paid all Chapter 11 quarterly fees that have come due.

The Court set October 24, 2016 as the deadline for creditors to file claims. (Doc. 44).

Pursuant to agreements approved by the Court, the Debtor has made adequate protection payments to secured creditors whose claims are secured by personal property collateral. In the case of Ally Financial ("Ally") and Bank of the Ozarks ("Ozarks"), the Debtor fell behind in making said payments.

On February 16, 2017, Ally repossessed the Debtor's 2015 Chevrolet Silverado 2500 and sold it for \$44,500.00, resulting in a \$14,729.42 deficiency balance. Ally has not yet amended its proof of claim to reflect the deficiency balance.

Likewise, Ozarks repossessed the Debtor's 2015 Pitts Log Trailer. While Debtor believes Ozarks sold this collateral, Ozarks has not amended its proof of claim to reflect any remaining deficiency balance.

Pursuant to an agreement approved by the Court, Debtor surrendered its 2014 KW T80 tractor to BMO Transportation ("BMO") on August 15, 2017.

Debtor continues to make adequate protection payments under agreements with certain other secured creditors approved by the Court. These claims are identified and treated as secured claims of the Debtor in the Plan.

<u>Creditor</u>	<u>Collateral</u>	<u>Claim Amount</u>	<u>Monthly Payment</u>
Wells Fargo Bank	2015 Chevrolet Suburban	\$48,225.00	\$975.00
Mack Financial	2012 Mack TD713	\$21,156.51	\$750.00
	2013 Mack TD713	\$48,974.82	\$750.00
North Mill Trust	2016 Pitts Log Trailer	\$25,000.00	\$300.00
Sweet Water State Bank	2013 Magnolia Recon Bolster Trailer	\$10,000.00	\$1,000.00
	1998 Sun 35 Ton Lowboy Trailer	\$10,000.00	
	Collateral assignment of Rentz Lewis Irrevocable Life Insurance Trust issued by New York Life Insurance. (this life insurance policy is not owned by the Debtor, but Debtor is liable on the debt.)	\$264,461.96	

Debtor is indebted to Wells Fargo pursuant to a sales contract in the Debtor's name; however, the above payments to Wells Fargo are being made by Allen F. Lewis's girlfriend and, therefore, are not included in the Debtor's projected revenues and expenses attached hereto as Exhibit 3. In the event the payment provision under Wells Fargo's sales contract cannot be modified to reflect that payments will be made by Allen F. Lewis's girlfriend, Debtor will surrender the vehicle serving as collateral and/or allow it to be repossessed.

D. ADMINISTRATIVE EXPENSES.

The Debtor retained Silver, Voit, & Thompson, Attorneys at Law, P.C., as its bankruptcy counsel. A \$10,000 retainer and \$1,717 filing fee have been approved by the Court (Doc. 43) and have been paid. The post-petition retainer is being held in counsel's escrow account pending normal application and approval of interim fee requests as the case progresses.

The Debtor's bankruptcy counsel estimates that unpaid attorney's fees and expenses through the Effective Date will total approximately \$28,000.00. The Debtor will pay those fees and expenses which are now due and which will become due upon court approval and may seek to make arrangements with its counsel for deferred payments.

As approved by the Court (Doc. 60), the Debtor employed Anderson & Associates to provide bookkeeping and accounting services in conjunction with this case. Debtor's bankruptcy counsel estimates that Anderson & Associates unpaid accounting fees and expenses through the Effective Date will total approximately \$3,300.00. The Debtor will pay those fees and expenses which are now due and which will become due upon court approval.

The Debtor anticipates no other administrative expense claims.

E. PRIORITY CLAIMS

The following claims are identified and treated as priority claims of the Debtor in the Plan.

<u>Priority Claim</u>	<u>Claim Amount</u>
Internal Revenue Service	\$211,208.11
Alabama Department of Revenue	\$12,618.17
Alabama Department of Labor	\$201.71

**ARTICLE 4
SUMMARY OF THE PLAN**

This summary is provided only for convenience, does not include all provisions or details of the Plan, and should not be relied upon to explain the Plan or how it treats creditors. The Plan itself controls in the event of any ambiguity or inconsistency, and it should be carefully reviewed.

The Debtor will continue its timber hauling operations. The Debtor will restructure and pay the secured claims held by Wells Fargo, Mack, North Mill, and Sweet Water. The Debtor shall pay its pre-petition priority tax claims owed to the Internal Revenue Service, Alabama Department of Revenue, and Alabama Department of Labor for payroll tax liabilities over 5 years.

Allen F. Lewis shall retain his membership interest in the Debtor. He shall manage the Debtor's timber hauling business. His annual salary shall be at least \$24,000.00, which will be utilized for personal living expenses for himself and his family, and to fund a personal Chapter 11 plan.

The Debtor estimates that the total of general unsecured claims, including secured creditor deficiency claims, is approximately \$300,000. Each unsecured claimant will receive a quarterly distribution of its pro-rata share of \$500.00 for a period of 20 quarters in full satisfaction of all unsecured claims, without interest. The first quarterly distribution will be made within 30 days after the first day of the calendar quarter following the Effective Date, and each subsequent quarterly distribution shall be made within 30 days after the first day of each succeeding quarter.

Debtor reserves the right to prepay the amounts due to all unsecured creditors in this class at any time. In the event the Debtor is unable to perform under Sections 3.1, 3.2, 4.1, 4.2, 4.3, 4.4, 4.5, or 4.6 or 4.7 of the Plan, Debtor shall be entitled to suspend distributions to Class 8 unsecured

creditors, and shall be further entitled to liquidate its assets as it deems reasonable and necessary to perform under the Plan.

ARTICLE 5
UNCLASSIFIED, ADMINISTRATIVE, AND PRIORITY CLAIMS

A. General. Subject to the bar date provisions herein, each holder of a claim for administrative costs and expenses of the kind specified in §§ 507(a)(1) and 503(b) of the Bankruptcy Code shall receive on the Effective Date, on account of and in full satisfaction of such claim, cash equal to the amount of such Allowed Claim, unless the holder agrees to less favorable treatment of such claim.

B. Bar Date for Administrative Claims. All applications for final compensation of Professionals for services rendered and for reimbursement of expenses incurred on or before the Effective Date (including, without limitation, any compensation requested by any Professional) and all other requests for payment of administrative costs and expenses incurred before the Effective Date under §§ 507(a)(1) or 507(b) of the Bankruptcy Code (except only for claims for trade debt incurred in the ordinary course of business and claims under 28 U.S.C. § 1930) shall be filed no later than the Effective Date, unless such date is extended by the Bankruptcy Court on notice to the Debtor and other interested parties.

Any such claim that is not filed within the deadline shall be forever barred; and any holders of administrative expense claims who are required to file a request for payment of such claims and who do not file such requests by the applicable bar date shall be forever barred from asserting such claims against the Debtor, the Debtor-in-Possession, or any of their respective property. Any professional fees or reimbursement of expenses incurred subsequent to the Effective Date by the Debtor may be paid by such Debtor without application to the Bankruptcy Court.

C. Treatment of Administrative Claims of Professionals. The administrative claims of Debtor's bankruptcy attorneys, and any other Professional holding an allowed administrative expense claim, shall be paid in full on the Effective Date, on such other terms as the parties may agree, or within 30 days after the allowance of said claim in the event said claim is allowed after the Effective Date.

ARTICLE 6
MEANS FOR EXECUTION OF THE PLAN

A. Funding of the Plan. The Debtor shall continue to operate its timber hauling business. All distributions required under the Plan shall be made from future revenues. The Debtor's 2017 projected revenues and expenses are attached hereto as Exhibit 3.

ARTICLE 7
LIQUIDATION ANALYSIS

The Debtor may convert to Chapter 7 under Bankruptcy Code § 1112(c). However, for purposes of evaluating the Plan, a review of the schedules of assets and liabilities, and the schedule of secured creditors and their collateral, it is apparent that in a liquidation there would be no recovery for any unsecured creditor from the sale of the Debtor's assets, especially after payment of the Chapter 11 administrative expenses, and the administrative expenses of a Chapter 7 liquidation, including the trustee's commissions and fees of a trustee's professionals.

ARTICLE 8
DEBTOR'S RECOMMENDATIONS

The Plan provides for Debtor's continued operation of its timber hauling business, and from these revenues the Debtor will be able to restructure and pay its secured debts, and pay a dividend to unsecured creditors. Any liquidation scenario is virtually certain to produce no recovery for unsecured creditors.

Confirmation of this Plan is in the best interest of the Debtor's estate and creditors. The Debtor requests that each creditor vote to accept the Plan.

Dated: August 18th, 2017

AF LEWIS ENTERPRISES, LLC,
Debtor-in-Possession

By: /s/ Allen F. Lewis
Allen F. Lewis, as its President

/s/ Lawrence B. Voit
Lawrence B. Voit

SILVER, VOIT & THOMPSON
Attorneys at Law, P.C.
4317-A Midmost Drive
Mobile, AL 36609-5589
Telephone: 251-343-0800
Fax: 251-343-0862
email: lvoit@silvervoit.com

Counsel for AF Lewis Enterprises, LLC

Fill in this information to identify the case:

Debtor name AF Lewis Enterprises, LLC

ited States Bankruptcy Court for the: Southern District of Alabama

Case number (if known): _____

Check if this is an amended filing

Official Form 206A/B

12/15

Schedule A/B: Assets — Real and Personal Property

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand	\$ _____
3. Checking, savings, money market, or financial brokerage accounts <i>(Identify all)</i>	
Name of institution (bank or brokerage firm) Type of account Last 4 digits of account number	
3.1. _____	\$ _____
3.2. _____	\$ _____
0	
4. Other cash equivalents <i>(Identify all)</i>	
4.1. _____	\$ _____
4.2. _____	\$ _____
5. Total of Part 1	\$ _____
Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.	

Part 2: Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes. Fill in the information below.

Current value of debtor's interest

Deposits, including security deposits and utility deposits

Description, including name of holder of deposit	
7.1. _____	\$ _____
7.2. _____	\$ _____

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1. _____ \$ _____
8.2. _____ \$ _____

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$ _____

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.
- Yes. Fill in the information below.

Current value of debtor's interest

11. Accounts receivable

11a. 90 days old or less: _____ - _____ = _____ → \$ _____
face amount doubtful or uncollectible accounts
11b. Over 90 days old: _____ - _____ = _____ → \$ _____
face amount doubtful or uncollectible accounts

12. Total of Part 3

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ _____

Part 4: Investments

13. Does the debtor own any investments?

- No. Go to Part 5.
- Yes. Fill in the information below.

Valuation method used for current value

Current value of debtor's interest

14. Mutual funds or publicly traded stocks not included in Part 1

Name of fund or stock:

14.1. _____ \$ _____
14.2. _____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

% of ownership:

15.1. _____ % _____ \$ _____
15.2. _____ % _____ \$ _____

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

16.1. _____ \$ _____
16.2. _____ \$ _____

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$ _____

Part 5: Inventory, excluding agriculture assets

Does the debtor own any inventory (excluding agriculture assets)?

- No. Go to Part 6.
- Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
20. Work in progress	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
21. Finished goods, including goods held for resale	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
22. Other inventory or supplies	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
23. Total of Part 5				\$ _____

Add lines 19 through 22. Copy the total to line 84.

24. Is any of the property listed in Part 5 perishable?

- No
- Yes

Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- No
- Yes. Book value _____ Valuation method _____ Current value _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- No
- Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- No. Go to Part 7.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested	\$ _____	_____	\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish	\$ _____	_____	\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)	\$ _____	_____	\$ _____
Farm and fishing supplies, chemicals, and feed	\$ _____	_____	\$ _____
32. Other farming and fishing-related property not already listed in Part 6	\$ _____	_____	\$ _____

33. Total of Part 6.

\$ _____

Add lines 28 through 32. Copy the total to line 85.

34. Is the debtor a member of an agricultural cooperative?

- No
- Yes. Is any of the debtor's property stored at the cooperative?
 - No
 - Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

- No
- Yes. Book value \$ _____ Valuation method _____ Current value \$ _____

36. Is a depreciation schedule available for any of the property listed in Part 6?

- No
- Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- No
- Yes

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- No. Go to Part 8.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture	\$ _____	_____	\$ _____
40. Office fixtures	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software	\$ _____	_____	\$ _____
42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1 _____	\$ _____	_____	\$ _____
42.2 _____	\$ _____	_____	\$ _____
42.3 _____	\$ _____	_____	\$ _____

43. Total of Part 7.

Add lines 39 through 42. Copy the total to line 86.

\$ _____

44. Is a depreciation schedule available for any of the property listed in Part 7?

- No
- Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- No
- Yes

Part 8: Machinery, equipment, and vehicles

Does the debtor own or lease any machinery, equipment, or vehicles?

- No. Go to Part 9.
- Yes. Fill in the information below.

General description <small>Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)</small>	Net book value of debtor's interest <small>(Where available)</small>	Valuation method used for current value	Current value of debtor's interest
47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
47.1 2012 Mack TD7 Tractor #1M1BD01Y2CM001357	\$ _____	Mack Financial	\$ 47,000.00
47.2 2014 KW T80 Tractor Vin#1XKDDP9X3EJ409095	\$ _____	Bank Valuation	\$ 60,000.00
47.3 2013 Mack TD700 Tractor #1M1BD010YDM001486	\$ _____	Mack Financial	\$ 50,000.00
47.4 2015 Chevrolet Silverado 2500	\$ _____		\$ 50,000.00
<small>See Attachment 1: Additional Automobiles, Vans, Trucks, Motorcycles, Trailers, and Titled Farm Vehicles</small>			
48. Watercraft, trailers, motors, and related accessories <small>Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels</small>			
48.1 2015 Pitts Trailer VIN 5JYLT4028FP151537	\$ _____		\$ 15,000.00
48.2 2016 Pitts Trailer Vin#5JYLT4020GT161495	\$ _____		\$ 25,000.00
<small>See Attachment 2: Additional Watercraft, Trailers, Motors, and Related Accessories</small>			
49. Aircraft and accessories			
49.1 _____	\$ _____		\$ _____
49.2 _____	\$ _____		\$ _____
50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)			
_____	\$ _____		\$ _____
51. Total of Part 8. <small>Add lines 47 through 50. Copy the total to line 87.</small>			\$ 327,000.00

52. Is a depreciation schedule available for any of the property listed in Part 8?

- No
- Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- No
- Yes

Part 9: Real property

Does the debtor own or lease any real property?

- No. Go to Part 10.
- Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property <small>Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.</small>	Nature and extent of debtor's interest in property	Net book value of debtor's interest <small>(Where available)</small>	Valuation method used for current value	Current value of debtor's interest
55.1 _____	_____	\$ _____	_____	\$ _____
55.2 _____	_____	\$ _____	_____	\$ _____
55.3 _____	_____	\$ _____	_____	\$ _____
55.4 _____	_____	\$ _____	_____	\$ _____
55.5 _____	_____	\$ _____	_____	\$ _____
55.6 _____	_____	\$ _____	_____	\$ _____

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ _____

57. Is a depreciation schedule available for any of the property listed in Part 9?

- No
- Yes

Has any of the property listed in Part 9 been appraised by a professional within the last year?

- No
- Yes

Part 10: Intangibles and Intellectual Property

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest <small>(Where available)</small>	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets _____	\$ _____	_____	\$ _____
61. Internet domain names and websites _____	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties _____	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations _____	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property _____	\$ _____	_____	\$ _____
65. Goodwill _____	\$ _____	_____	\$ _____

Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ _____

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- No
- Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- No
- Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- No
- Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- No. Go to Part 12.
- Yes. Fill in the information below.

Current value of debtor's interest

71. Notes receivable

Description (include name of obligor)

_____	Total face amount	-	_____	doubtful or uncollectible amount	=	→	\$ _____
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72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

_____	Tax year _____	\$ _____
_____	Tax year _____	\$ _____
_____	Tax year _____	\$ _____

73. Interests in insurance policies or annuities

_____ \$ _____

74. Causes of action against third parties (whether or not a lawsuit has been filed)

_____ \$ _____

Nature of claim _____

Amount requested \$ _____

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

_____ \$ _____

Nature of claim _____

Amount requested \$ _____

76. Trusts, equitable or future interests in property

_____ \$ _____

77. Other property of any kind not already listed Examples: Season tickets, country club membership

_____ \$ _____

_____ \$ _____

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ _____

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- No
- Yes

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$0.00	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment, and collectibles. <i>Copy line 43, Part 7.</i>	\$0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$327,000.00	
88. Real property. <i>Copy line 56, Part 9.</i> →		\$0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$0.00	
91. Total. Add lines 80 through 90 for each column. 91a.	\$327,000.00	+ 91b. \$0.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$327,000.00

Attachment
Debtor: AF Lewis Enterprises, LLC Case No:

Attachment 1: Additional Automobiles, Vans, Trucks, Motorcycles, Trailers, and Titled Farm

Description: 2015 Chevrolet Suburban
Book Value:
Value: \$60,000.00

Attachment 2: Additional Watercraft, Trailers, Motors, and Related Accessories

Description: 2010 Magnolia Trailer Vin#1M9PC4028A1435176
Book Value:
Value: \$10,000.00

Description: 2013 Magnolia Trailer Vin#1M9BA4024D1435132
Book Value:
Value: \$10,000.00

Fill in this information to identify the case:

Debtor name AF Lewis Enterprises, LLC
United States Bankruptcy Court for the: Southern District of Alabama
Case number (if known): _____



Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

<i>Column A</i>	<i>Column B</i>
Amount of claim	Value of collateral that supports this claim
<small>Do not deduct the value of collateral.</small>	

2.1 Creditor's name Ally Financial Describe debtor's property that is subject to a lien 2015 Chevrolet Silverado 2500 \$46,000.00 \$50,000.00

Creditor's mailing address PO Box 380901
Bloomington, MN 55438

Creditor's email address, if known _____

Date debt was incurred 12/2014

Last 4 digits of account number _____

Do multiple creditors have an interest in the same property?
 No
 Yes. Specify each creditor, including this creditor, and its relative priority.

Describe the lien Purchase-Money Security Interest

Is the creditor an insider or related party?
 No
 Yes

Is anyone else liable on this claim?
 No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:
Check all that apply.
 Contingent
 Unliquidated
 Disputed

2.2 Creditor's name Bank of the Ozarks Describe debtor's property that is subject to a lien 2015 Pitts Trailer \$23,000.00 \$15,000.00

Creditor's mailing address Attn: Todd Parsley, PO Box 242208
Little Rock, AR 72223

Creditor's email address, if known _____

Date debt was incurred 08/2014

Last 4 digits of account number _____

Do multiple creditors have an interest in the same property?
 No
 Yes. Have you already specified the relative priority?
 No. Specify each creditor, including this creditor, and its relative priority.

Describe the lien Purchase-Money Security Interest

Is the creditor an insider or related party?
 No
 Yes

Is anyone else liable on this claim?
 No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:
Check all that apply.
 Contingent
 Unliquidated
 Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any. \$296,247.00

Part 1: Additional Page

Column A
Amount of claim
Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2.3 Creditor's name BMO Transportation Describe debtor's property that is subject to a lien 2014 KW T80 Tractor \$ 78,000.00 Value of collateral \$60,000.00

Creditor's mailing address
1010 Thomas Edison Blvd
Cedar Rapids, IA 52404

Creditor's email address, if known _____

Date debt was incurred 08/2013
Last 4 digits of account number _____

Describe the lien
Purchase-Money Security Interest

Is the creditor an insider or related party?
 No
 Yes

Is anyone else liable on this claim?
 No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

Do multiple creditors have an interest in the same property?
 No
 Yes. Have you already specified the relative priority?
 No. Specify each creditor, including this creditor, and its relative priority.

 Yes. The relative priority of creditors is specified on lines _____

As of the petition filing date, the claim is:
Check all that apply.
 Contingent
 Unliquidated
 Disputed

2.4 Creditor's name Mack Financial Describe debtor's property that is subject to a lien 2013 Mack TD700 Tractor \$ 38,000.00 Value of collateral \$ 50,000.00

Creditor's mailing address
Attn Cust. Service, PO Box 26131
Greensboro, NC 27402-6131

Creditor's email address, if known _____

Date debt was incurred 07/2013
Last 4 digits of account number _____

Describe the lien
Purchase-Money Security Interest

Is the creditor an insider or related party?
 No
 Yes

Is anyone else liable on this claim?
 No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

Do multiple creditors have an interest in the same property?
 No
 Yes. Have you already specified the relative priority?
 No. Specify each creditor, including this creditor, and its relative priority.

 Yes. The relative priority of creditors is specified on lines _____

As of the petition filing date, the claim is:
Check all that apply.
 Contingent
 Unliquidated
 Disputed

Part 1: Additional Page

Column A
Amount of claim

Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2.5 Creditor's name Mack Financial Describe debtor's property that is subject to a lien 2012 Mack TD7 Tractor \$ 21,247.00 \$ 47,000.00

Creditor's mailing address _____
Attn: Customer Service, PO Box 26131
Greensboro, NC 27402-6131

Creditor's email address, if known _____

Date debt was incurred 11/2012 Describe the lien Purchase-Money Security Interest

Last 4 digits of account number _____ Is the creditor an insider or related party?
 No
 Yes

Do multiple creditors have an interest in the same property?
 No
 Yes. Have you already specified the relative priority?
 No. Specify each creditor, including this creditor, and its relative priority.

Is anyone else liable on this claim?
 No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:
 Check all that apply.
 Contingent
 Unliquidated
 Disputed

Yes. The relative priority of creditors is specified on lines _____

2.6 Creditor's name North Mills Finance Describe debtor's property that is subject to a lien 2016 Pitts Trailer \$ 25,000.00 \$ 25,000.00

Creditor's mailing address _____
50 Washington St, 10th Fl.
S. Norwalk, CT 06854

Creditor's email address, if known _____

Date debt was incurred 11/2015 Describe the lien Purchase-Money Security Interest

Last 4 digits of account number _____ Is the creditor an insider or related party?
 No
 Yes

Do multiple creditors have an interest in the same property?
 No
 Yes. Have you already specified the relative priority?
 No. Specify each creditor, including this creditor, and its relative priority.

Is anyone else liable on this claim?
 No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:
 Check all that apply.
 Contingent
 Unliquidated
 Disputed

Yes. The relative priority of creditors is specified on lines _____

Part 1: Additional Page

Column A
Amount of claim
Do not deduct the value
of collateral.

Column B
**Value of collateral
that supports this
claim**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2.7 Creditor's name Sweet Water State Bank Describe debtor's property that is subject to a lien 2013 Magnolia Trailer \$ 10,000.00 \$ 10,000.00

Creditor's mailing address
PO Box 128
Sweet Water, AL 36782

Creditor's email address, if known _____

Date debt was incurred 03/2014
Last 4 digits of account number _____

Describe the lien
Purchase-Money Security Interest

Is the creditor an insider or related party?
 No
 Yes

Is anyone else liable on this claim?
 No
 Yes. Fill out Schedule H: Codebtors (Official Form 206H).

Do multiple creditors have an interest in the same property?
 No
 Yes. Have you already specified the relative priority?
 No. Specify each creditor, including this creditor, and its relative priority.

As of the petition filing date, the claim is:
Check all that apply.
 Contingent
 Unliquidated
 Disputed

Yes. The relative priority of creditors is specified on lines _____

2.8 Creditor's name Wells Fargo Dealer Services Describe debtor's property that is subject to a lien 2015 Chevrolet Suburban \$ 55,000.00 \$ 60,000.00

Creditor's mailing address
See Attachment 1
Irving, TX 75016-8048

Creditor's email address, if known _____

Date debt was incurred 07/2015
Last 4 digits of account number 3 8 6 0

Describe the lien
Purchase-Money Security Interest

Is the creditor an insider or related party?
 No
 Yes

Is anyone else liable on this claim?
 No
 Yes. Fill out Schedule H: Codebtors (Official Form 206H).

Do multiple creditors have an interest in the same property?
 No
 Yes. Have you already specified the relative priority?
 No. Specify each creditor, including this creditor, and its relative priority.

As of the petition filing date, the claim is:
Check all that apply.
 Contingent
 Unliquidated
 Disputed

Yes. The relative priority of creditors is specified on lines _____

Part 1: Additional Page

Column A
Amount of claim
Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2.9 Creditor's name _____ Describe debtor's property that is subject to a lien _____ \$ 0.00 _____ \$ 0.00 _____

Creditor's mailing address _____

Creditor's email address, if known _____

Date debt was incurred _____
Last 4 digits of account number _____

Do multiple creditors have an interest in the same property?
 No
 Yes. Have you already specified the relative priority?
 No. Specify each creditor, including this creditor, and its relative priority.

Yes. The relative priority of creditors is specified on lines _____

Describe the lien _____

Is the creditor an insider or related party?
 No
 Yes

Is anyone else liable on this claim?
 No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:
 Check all that apply.
 Contingent
 Unliquidated
 Disputed

2.10 Creditor's name _____ Describe debtor's property that is subject to a lien _____ \$ _____ \$ _____

Creditor's mailing address _____

Creditor's email address, if known _____

Date debt was incurred _____
Last 4 digits of account number _____

Do multiple creditors have an interest in the same property?
 No
 Yes. Have you already specified the relative priority?
 No. Specify each creditor, including this creditor, and its relative priority.

Yes. The relative priority of creditors is specified on lines _____

Describe the lien _____

Is the creditor an insider or related party?
 No
 Yes

Is anyone else liable on this claim?
 No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:
 Check all that apply.
 Contingent
 Unliquidated
 Disputed

Attachment
Debtor: AF Lewis Enterprises, LLC Case No:

Attachment 1

Attn: Corr. - MAC-T9017-026, PO Box 168048

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF ALABAMA
NORTHERN DIVISION**

In re:	*	
	*	
AF LEWIS ENTERPRISES, LLC	*	Case No. 16-02190
	*	
Debtor.	*	

AF LEWIS ENTERPRISES, LLC
PROJECTED REVENUES AND EXPENSES

The projected revenues and expenses for AF Lewis Enterprises, LLC are as follows:

Revenues:	\$26,000 per month
Expenses:	
Fuel	\$6,500
Insurance	2,200
Labor	2,500
Payroll taxes	300
Tags	300
A.F. Lewis salary	2,000
Repairs	1,200
Heavy vehicle use tax	110
Professional fees	1,000
SUBTOTAL:	\$16,110
Mack Financial monthly payment	\$1,500
North Mill Credit monthly payment	300
Sweet Water State Bank	1,000
IRS monthly payment	5,000
Ala. Dept. of Revenue	100
General unsecured creditors	150
TOTAL:	\$24,160