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2	LAW OFFICES OF ERIC SLOCUM SPARKS, P.C. 3505 North Campbell Avenue #501		
3	Tucson, Arizona 85719 Telephone (520) 623-8330		
4	Facsimile (520) 623-9157 eric@ericslocumsparkspc.com		
5	Attorney for Debtor		
6	IN THE UNITED STATES BANKRUPTCY COURT		
7	FOR THE DISTRICT OF ARIZONA		
3	In re: )		
)	PROFESSIONAL MEDICAL ) No. 4:16-bk-05820-BMW		
)	MANAGEMENT, INC.,		
	Debtor. ) NOTICE OF SUBMISSION OF ) DEBTOR'S FIRST DISCLOSURE		
2	) STATEMENT FOR ITS ) FIRST PLAN OF REORGANIZATION		
3	) DATED January 18, 2017		
ŀ	Professional Medical Management, Inc., (hereinafter "the Debtor"), by and through its counsel		
5	undersigned, submits this proposed First Disclosure Statement attached hereto and by reference		
,	incorporated herein (hereinafter "the Disclosure Statement") in connection with the "Debtor's First Plan		
	of Reorganization" attached as Exhibit "A" hereto January 18, 2017 (hereinafter "the Plan"). The		
,	Disclosure Statement is submitted in compliance with 11 U.S.C. Section 1125 and Bankruptcy Rule		
	3017. It has not been approved by the Bankruptcy Court and is filed solely to enable the Court and		
	parties in interest to evaluate the adequacy of the information contained herein as required of the		
	Bankruptcy Code. Moreover, the Disclosure Statement refers to information contained herein as required		
	by the Bankruptcy Code. The Disclosure Statement refers to information and facts that the Debtor		
	anticipates will be accurate or will occur on or prior to the date of the hearing to consider the Disclosure		
F 5	Statement. Therefore, certain information and facts contained in the Disclosure Statement may not be		
	completely accurate as of the date hereof.		
	The Debtor believes that this form of Disclosure Statement is substantially the form which		
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1	contains information of a kind, and in sufficient detail, as far as is reasonably practical in light of the				
2	nature and history of the Debtor, that would enable a reasonable investor, typical of the holders of claims				
3	and interests in each class of claims and interest in the Plan, to make an informed judgment about this				
4	Plan. Nevertheless, all readers are cautioned that the Debtor may file further modifications of the Plan				
5	and of the Disclosure Statement prior to the hearing to consider the Disclosure Statement.				
6					
7	THE FILING AND ANY DISSEMINATION OF THE DISCLOSURE STATEMENT IS NOT A SOLICITATION OF VOTES ACCEPTING OR REJECTING				
8	THE PLAN DESCRIBED THEREIN.				
9	DATED: January 18, 2017				
10	LAW OFFICES OF				
11	ERIC SLOCUM SPARKS, P.C.				
12					
13	/s/ Sparks #11726 Eric Slocum Sparks				
14	Attorney for Debtor				
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1 2 3 4 5	Eric Slocum Sparks Arizona State Bar No. 11726 LAW OFFICES OF ERIC SLOCUM SPARKS, P.C. 3505 North Campbell Avenue #501 Tucson, Arizona 85719 Telephone (520) 623-8330 Facsimile (520) 623-9157 Iaw@ericslocumsparkspc.com Attorney for Debtor		
6	IN THE UNITED STATES BANKRUPTCY COURT		
7	FOR THE DISTRICT OF ARIZONA		
8 9	In re: ) No. 4:16-bk-05820-BMW PROFESSIONAL MEDICAL ) MANAGEMENT, INC. ) (Chapter 11)		
10 11	) ) DEBTOR'S FIRST DISCLOSURE		
12 13	) STATEMENT DATED January 18, 2017 ) FOR ITS FIRST PLAN OF ) REORGANIZATION ) DATED January 18, 2017		
13	Professional Medical Management, Inc., (hereinafter "the Debtor"), through its undersigned		
15	attorney, hereby submits its First Disclosure Statement dated January 18, 2017 for its First Plan of		
16	Reorganization dated January 18, 2017.		
17	SECTION I		
18	Introduction		
19	1.1. <u>Purpose of this Disclosure Statement</u> : the Debtor commenced reorganization proceedings		
20	with the filing of a Voluntary Petition on May 23, 2016 under Chapter 11 of the United States		
21	Bankruptcy Code, as amended (the "Bankruptcy Code").		
22	A DISCLOSURE STATEMENT FOR THE PLAN OF REORGANIZATION FOR THE		
23	DEBTOR WAS FILED BY THE DEBTOR, WHICH DESCRIBES THE TERMS AND PROVISIONS		
24	OF THE PLAN OF REORGANIZATION OF THE DEBTOR DATED January 18, 2017.		
25	[After notice and hearing, the Disclosure Statement was approved by the Bankruptcy Court as		
26	containing adequate information and sufficient detail to enable the holders of claims against or interest		
27	in the debtor to make an informed judgment about the merits of approving the Plan.]		
28	The purpose of this Disclosure Statement is to provide holders of claims against or interest in		
	1		
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the Debtor with sufficient information about the Debtor and the Plan to enable holders of claims against or interest in the Debtor to make an informed judgment on the merits of the Plan and a decision whether to approve or reject the Plan.

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Certain materials contained in this Disclosure Statement are taken directly from other readily accessible instruments or are digests of other instruments. While the Debtor has made every effort to retain the meaning of such other instruments or the portions transposed, you are urged that any reliance on the contents of such other instruments should be predicated on a thorough review of the instruments themselves.

9 THE PLAN ACCOMPANIES THIS DISCLOSURE STATEMENT AS "EXHIBIT A". THE
 10 DEFINITIONS CONTAINED IN THE PLAN APPLY TO THIS DISCLOSURE STATEMENT AND
 11 EACH RECIPIENT THEREOF IS URGED TO REVIEW THE PROVISIONS OF THE PLAN FULLY
 12 PRIOR TO REVIEWING THIS STATEMENT.

The Debtor believes the contents of this Disclosure Statement satisfies the requirements adopted
by this Court *In re A.C. Williams Co., 25 B.R. 173 (Bankr N.D. Ohio, 1982), In re Cardinal Congregate I, 121 B.R. 760 (Bankr S.D. Ohio, 1982).* Those elements are as follows:

10		
16	1.	The circumstances that gave rise to the filing of the bankruptcy petition;
17	2.	A complete description of the available assets and their value;
18	3.	The anticipated future of the Debtor;
19	4.	The source of the information provided in the Disclosure Statement;
20	5.	A disclaimer, which typically indicates that no statements or information concerning the
21	debtor or its a	assets or securities are authorized, other than those set for the in the disclosure statement;
22	6.	The condition and performance of the debtor while in Chapter 11;
23	7.	Information regarding claims against the estate;
24	8.	A liquidation analysis setting forth the estimated return that creditors would receive under
25	Chapter 7;	
26	9.	The accounting and valuation methods used to produce the financial information in the
27		
28	disclosure sta	tement;
		2

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1	10.	Information regarding the future management of the debtor, including the amount of				
2	compensation to be paid to any insiders, directors, and/or officers of the debtor;					
3	11. A summary of the plan of reorganization;					
4	12.	An estimate of all administrative expenses, including attorneys fees and accountant's fees;				
5	13. The collectibility of any accounts receivable;					
6	14.	Any financial information, valuations or pro forma projections that would be relevant to				
7	creditors' dete	rminations of whether to accept or reject the plan;				
8	15.	Information relevant to the risks being taken by the creditors and interest holders;				
9	16.	The actual or projected value that can be obtained from avoidable transfers;				
10	17.	The existence, likelihood and possible success of non-bankruptcy litigation;				
11	18.	The tax consequences of the plan; and				
12	19.	The relationship of the debtor with affiliates.				
13						
14	1.2 Debtor's Exclusive Period to Propose its Plan of Reorganization: DEBTOR, AS A					
15	GENERAL RULE, HAS 180 DAYS AFTER THE DATE OF THE ORDER FOR RELIEF (FILING					
16	DATE) WITHIN WHICH TO PROPOSE ITS PLAN OF REORGANIZATION, KNOWN AS THE					
17	EXCLUSIVE PERIOD. THE EXCLUSIVE PERIOD, UNLESS SHORTENED OR CHANGED BY					
18	ORDER OF THE COURT, ALLOWS ONLY THE DEBTOR TO PROPOSE ITS PLAN OF					
19	REORGANIZATION WITHIN THE EXCLUSIVE PERIOD.					
20	1.3 Confirmation Hearing and Voting Instructions: The Bankruptcy Court will set/has set					
21		for a hearing on the confirmation of the Plan. Claimants and interest holders may				
22	vote on the Plan by filling out and mailing the accompanying Ballot for Accepting or Rejecting the Plan					
23	to:					
24		Clerk of the United States Bankruptcy Court				
25	38 S. Scott Avenue					
26	Tucson, Arizona 85701					
27						
28	with a copy to					
		3				
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Eric Slocum Sparks, Esq. 1 ERIC SLOCUM SPARKS, P.C. 2 3505 North Campbell Avenue, #501 3 Tucson, Arizona 85719. 4 5 The Bankruptcy Court may confirm only one plan in this case. The plan confirmed in the 6 Bankruptcy Court must meet the requirements contained in the Bankruptcy Code. 7 Unless authorized by the Court, only the Debtor or the Debtor's representatives may solicit your 8 vote. The cost of any solicitation by the Debtor will be borne by the Debtor. No other additional 9 compensation shall be received by any party for any solicitation other than as disclosed to the 10 Bankruptcy Court. CREDITORS ARE URGED TO CAST A BALLOT FOR OR AGAINST 11 DEBTOR'S PLAN OF REORGANIZATION. 12 1.4 Voting and Confirmation Process. If you are in one of the classes of creditors or investors 13 whose interests are affected by the Plan (see "Summary of the Plan" below), it is important that you vote. 14 If you fail to do so, your rights may be jeopardized. 15 To vote to accept or reject the Plan, creditors and investors of the Reorganized Debtor in any of 16 the impaired classes (see the "Summary of the Plan" contained herein and the copy of the Plan attached 17 hereto) should indicated their acceptance or rejection on the appropriate Ballot. A sample ballot is 18 attached as **Exhibit B**. Any creditors or investors holding claims in more than one impaired class must 19 file one Ballot for each such class. Additional Ballots may be obtained by proper written request to: 20 Eric Slocum Sparks, Esq. 21 ERIC SLOCUM SPARKS, P.C. 22 3505 North Campbell Avenue, #501 23 Tucson, Arizona 85719 24 (520) 623-8330 25 Fax: (520) 623-9157 26 email: eric@ericslocumsparkspc.com 27 28 4 Case 4:16-bk-05820-BMW Entered 01/18/17 14:44:03 Doc 44 Filed 01/18/17 Desc Main Document Page 9 of 29

attorney for the Debtor.

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You are, therefore, urged to fill in, date, sign and promptly mail the enclosed Ballot furnished to you. PLEASE BE SURE TO PROPERLY COMPLETE THE FORM AND LEGIBLY IDENTIFY THE NAME OF THE CLAIMANT OR INTEREST HOLDER.

EXECUTED BALLOTS MUST BE RECEIVED ON OR BEFORE THE RETURN DATE SET FORTH IN THE BALLOT.

8 SINCE MAIL DELAYS MAY OCCUR, IT IS IMPORTANT THAT THE BALLOT OR
 9 BALLOTS BE MAILED OR DELIVERED WELL IN ADVANCE OF THE DATE SPECIFIED. ANY
 10 BALLOTS RECEIVED AFTER THAT DATE MAY NOT BE INCLUDED IN ANY CALCULATION
 11 TO DETERMINE WHETHER THE CREDITORS AND INTEREST HOLDERS HAVE VOTED TO
 12 ACCEPT OR REJECT THE PLAN.

THIS IS A SOLICITATION BY THE DEBTOR ONLY AND IS NOT A SOLICITATION BY
THE ATTORNEYS OR ACCOUNTANTS FOR THE DEBTOR, AND THE REPRESENTATIONS
MADE HEREIN ARE THOSE OF THE DEBTOR AND NOT OF SUCH ATTORNEYS OR
ACCOUNTANTS, EXCEPT AS MAY BE OTHERWISE INDICATED.

### VOTES ARE IMPORTANT

As a claimant or interest holder, your vote is important. The Bankruptcy Court cannot consider Confirmation of the Plan until acceptance thereof has been obtained pursuant to the affirmative vote if impaired claimants by classes who hold at least two-thirds (2/3) in dollar amount and more than one-half (<sup>1</sup>/<sub>2</sub>) in number of the allowed claims by class voting on the Plan. If an impaired claimant or interest holder who is entitled to vote does not, such failure to vote will bear upon the outcome.

Whether a creditor or interest holder votes on the Plan or not, or whether the creditor or interest holder votes at all, such party will be bound by the terms and treatment set forth in the Plan if the Plan is accepted by the requisite majorities of creditors and interest holders and is confirmed by the Bankruptcy Court. Allowance of a claim or interest for voting purposes does not necessarily mean that all or a portion of the claim or interest will be allowed or disallowed for distribution purposes.

The Debtor may, in some circumstances, separately classify the deficiency claims of some

1	secured credi	itors from the unsecured trade creditors and other creditors, and treats such claims in a			
1	different manner. Debtor is of the opinion that case and current bankruptcy law allows, in some cases,				
2	such separate classification and different treatment of these and other claims. Debtor believes that such				
3	-	sification and different treatment of such claims is proper. See In re Mason Dixon Lines,			
4	-	176 (Bankr. M.D.N.C. 1986); <u>In re Ag Consultant Grant Division, Inc.</u> , 77 B.R. 665 (1987);			
5		klahoma Partnership, 156 B.R. 67 (Bankr W.D. Okla. 1993); <u>In re Wolff</u> , 22 B.R. 510 (9 <sup>th</sup>			
6		982); <u>In re Johnston</u> , 140 B.R. 526 (9 <sup>th</sup> Cir. BAP. 1992). Current decision make the			
7		such deficiency claims with other unsecured creditors impermissible. In re D & W Realty			
8					
9	Corporation, 156 B.R. 140 (Bankr. S.D. Fla.) Debtor contents that the different treatment is justified				
10		per of factors. In some cases, unsecured claims and deficiency claims are not placed in the			
11		nd the Bankruptcy Code may not require equal treatment of different classes. <u>In re Red</u>			
12		npany, Lexis, 1304, *48 (Bankr. 2011) Some of these considerations are listed below.			
13	(1)	The obligation may be non-recourse obligation and is treated as recourse only as a result			
14		of the Bankruptcy Code and has the opportunity to make an election under Section			
15		1111(b) while unsecured creditors do not;			
16	(2)	Secured creditors may have contracted for a long term obligation as opposed to the			
17		obligation contracted for by unsecured trade creditors which is usually of a shorter			
18	duration;				
19	(3)	Debtor believes that a treatment different than that proposed under the plan would result			
20	in higher operating costs for the Debtor by not continuing the use of existing vendors				
21		which may affect the debtor's ability to reorganize; and			
22	(4)	Because the nature of the secured claim, secured creditors may have a conflict of interest			
23		with the remaining unsecured creditors. See In re James E. Johnson, 140 B.R. 526 (9 <sup>th</sup>			
24		Cir. BAP); In re Triple R. Holdings, L.P., 134 B.R. 382 (Bankr. N.D. Cal 1991); In re			
25		Bjolmes Realty Trust, 134 B.R. 1000 (Bankr. D.Mass 1991); In re Creekside Landing,			
26		Ltd., 140 B.R. 713 (Bankr. M.D. Tenn. 1992); In re U.S. Truck Co., Inc., 800 F.2d 581			
27		(6 <sup>th</sup> Cir. 1986); In the Matter of Jersey City Medical Center, 817 F.2d 1055 (3 <sup>rd</sup> Cir.			
28		1987); <u>Toibb v. Radloff</u> , U.S, 111 S. Ct. 2197, L.Ed.2d (1991);			
		6			
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Hanson v. First Bank of South Dakota, 828 F.2d 1310 (1987). See In re Thirtieth Place, Inc., 30, B.R. 503 (Bankr. App. 1983; In re Victory Construction Co., Inc., 37 B.R. 222, 228 (9<sup>th</sup> Cir. B.A.P. 1984); In re Arnold, 806 F.2d 937 (9<sup>th</sup> Cir. 1986); In the Matter of Jersey City Medical Center, 817 F.2d 1055 (3<sup>rd</sup> Cir 1987); In re Foundary of Barrington Partnership, 129 B.R. 550 (1991); In Re Fowler, 903 F.2d 694 (9<sup>th</sup> Cir. 1990); In Re Oaks Partners Ltd., 135 B.R. 440 (Bankr. N.D. Ga. 1991); and In Re Victory Const. Co., Inc., 42 B.R. 145 (Bankr. 1984).

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Secured creditor may have a personal guarantee from a non-debtor entity and/or principals of debtors and some payments would be made to deficiency creditors.

Following acceptance, the Bankruptcy Court will hold a hearing on the confirmation of the Plan and will enter an Order of Confirmation with respect to the Plan if it finds that, among other things, all payments to be made by the Debtor in connection with the case or Plan have been disclosed to the Bankruptcy Court, the identity and affiliation of post-confirmation management of the Reorganized Debtor has been fully disclosed, each class of claimants and interest holders has accepted the Plan or is not impaired by the provisions thereof, and that confirmation is not likely to be followed by the liquidation or need for further financial reorganization of the Reorganized Debtor.

In the event that the requisite acceptance of impaired classes of claims and interests are not obtained, pursuant to Section 1129 (b)(1) of the Bankruptcy Code, the Bankruptcy Court may nevertheless confirm the Plan upon the request of the proponent of the Plan if the Bankruptcy Court finds that the Plan does not discriminate unfairly and accords fair and equitable treatment to the class rejecting it.

At the hearing on confirmation of the Plan, the Bankruptcy Court will hear any timely filed objections from a claimant or interest holder to confirmation of the Plan.

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## VALUE OF ASSETS AND ACCOUNTING

THE ONLY REPRESENTATIONS THAT ARE AUTHORIZED OR WHICH MAY BE MADE
 CONCERNING THE DEBTOR, THE VALUE OF ITS ASSETS, OR THE REORGANIZED DEBTOR
 ARE THE REPRESENTATIONS CONTAINED IN THIS DISCLOSURE STATEMENT. EXCEPT

AS NOTED, THE FINANCIAL INFORMATION CONTAINED IN THIS DISCLOSURE 1 STATEMENT HAS NOT BEEN SUBJECTED TO AN AUDIT BY AN INDEPENDENT CERTIFIED 2 PUBLIC ACCOUNTANT. ALL FINANCIAL RECORDS OF THE DEBTOR ARE MAINTAINED ON 3 A CASH BASIS. ALL EXPENSES AND INCOME ARE ON A CASH BASIS. SOME OF THE 4 ACCOUNTING/FINANCIAL WORK FOR THE DEBTOR IS PERFORMED BY AN OUTSIDE 5 ACCOUNTANT RETAINED BY THE DEBTOR. FOR THAT REASON, THE DEBTOR IS NOT 6 ABLE TO WARRANT OR REPRESENT THAT THE INFORMATION CONTAINED IN THIS 7 DISCLOSURE STATEMENT IS WITHOUT INACCURACY. HOWEVER, GREAT EFFORT HAS 8 BEEN MADE TO ENSURE THAT ALL SUCH INFORMATION IS FAIRLY PRESENTED. NO 9 REPRESENTATIONS OR ASSURANCES CONCERNING THE DEBTOR (INCLUDING, WITHOUT 10LIMITATION, ITS FUTURE BUSINESS OPERATIONS) OR THE PLAN ARE AUTHORIZED BY 11 THE DEBTOR OTHER THAN AS SET FORTH IN THIS DISCLOSURE STATEMENT. ANY 12 REPRESENTATIONS OR INDUCEMENTS MADE BY ANY PERSON TO SECURE YOUR VOTE 13 WHICH ARE OTHER THAN HEREIN CONTAINED SHOULD NOT BE RELIED UPON BY YOU 14 IN ARRIVING AT YOUR DECISION, AND SUCH ADDITIONAL REPRESENTATIONS OR 15 INDUCEMENTS SHOULD BE REPORTED TO COUNSEL FOR THE DEBTOR, WHO, IN TURN, 16 SHALL DELIVER SUCH INFORMATION TO THE BANKRUPTCY COURT FOR SUCH ACTION 17 AS MAY BE DEEMED APPROPRIATE. 18

THE STATEMENTS CONTAINED IN THIS DISCLOSURE STATEMENT ARE MADE AS 19 OF THE DATE HEREOF, UNLESS ANOTHER TIME IS SPECIFIED HEREIN. NEITHER 20 DELIVERY OF THIS DISCLOSURE STATEMENT NOR ANY EXCHANGE OF RIGHTS MADE 21 IN CONNECTION WITH THIS DISCLOSURE STATEMENT SHALL, UNDER ANY 22 CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN 23 THE FACTS SET FORTH HEREIN SINCE THE DATE THIS DISCLOSURE STATEMENT AND 24 THE MATERIALS RELIED UPON IN PREPARATION OF THIS DISCLOSURE STATEMENT 25 WERE COMPILED. THIS DISCLOSURE STATEMENT MAY NOT BE RELIED ON FOR ANY 26 PURPOSE OTHER THAN TO DETERMINE HOW TO VOTE ON THE PLAN, AND NOTHING 27 CONTAINED IN IT SHALL CONSTITUTE, OR BE DEEMED CONCLUSIVE ADVICE ON, THE 28

TAX OR OTHER LEGAL EFFECTS OF ANY REORGANIZATION ON HOLDERS OF CLAIMS OR INTERESTS IN CONNECTION WITH SUCH REORGANIZATION.

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THIS DISCLOSURE STATEMENT HAS BEEN APPROVED BY ORDER OF THE 3 BANKRUPTCY COURT, DATED AS CONTAINING INFORMATION OF A KIND AND 4 IN SUFFICIENT DETAIL TO ENABLE A REASONABLE, HYPOTHETICAL INVESTOR TO 5 MAKE AN INFORMED JUDGMENT CONCERNING THE PLAN. THE BANKRUPTCY COURT'S 6 APPROVAL OF THIS DISCLOSURE STATEMENT, HOWEVER, DOES NOT CONSTITUTE A 7 RECOMMENDATION BY THE BANKRUPTCY COURT EITHER FOR OR AGAINST THE PLAN. 8 IN ORDER TO BE CONSIDERED FOR PURPOSES OF SATISFYING THE BANKRUPTCY 9 CODE REQUIREMENTS, YOUR BALLOT MUST BE RECEIVED AT THE ADDRESS INDICATED 10 ON THE BALLOT NO LATER THAN 5:00 P.M. ON THE OR WITHIN 5 DAYS OF 11 ANY CONTINUED HEARING ON CONFIRMATION OF THE PLAN. 12 A BALLOT ACCOMPANIES THIS DISCLOSURE STATEMENT FOR USE IN VOTING OF 13 THE PLAN. 14 **SECTION II** 15 History of Debtor and Factors Leading 16 to the Filing of the Chapter 11 17 2.1 Circumstances that Gave Rise to the Filing of the Bankruptcy Petition: Professional 18 Medical Management Inc., was founded in 1987 to assist doctors in managing their practices. Debtor 19 works with medical practices in order to create their electronic medical billing and works with the State 20 Insurance Department to engage "timely payment" for medical practitioners. After 30 years of setting 21 up more than 250 physicians and medical professionals with their practices and their medical billing the 22 clients started to leave due to several factors. In 2009, the American Recovery and Reinvestment Act 23 ("Recovery Act") was signed into law. As a part of the Recovery Act all public and private healthcare 24 providers were required to adopt electronic medical records ("EMR") by January 1, 2014. Due to the 25 new requirement and deadline there were many companies that started offering EMR services with a 26 discounted cost for medial billing. These companies were foreign companies or were companies that 27 only billed one time for medical services and never followed through for non-payment. Due to the 28 9

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-	increase of foreign companies many of the Debtor's client accounts were lost due to the new discount
2	service companies. Due to the loss of accounts the Debtor had to decrease its staff from 23 employees
3	to 8 employees.

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2.2 <u>Current Management</u>: The Debtor is currently managed by Sandra Goodsite.

2.3 <u>Location of Debtor's Major Assets</u>: The debtor's assets are located at 1140 N Rosemont, Tucson, AZ, and consist of supplies, desks, computers and equipment used for the business. All assets are set forth in the schedules on file with the Court.

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2.4 Real Properties of the Debtor/Assets of the Estate: The Debtor has no real property.

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2.5 <u>Valuation Hearings:</u> A valuation hearing is not necessary in this matter.

2.6 <u>Significant Events Prior to the Commencement of the Debtor's Reorganization</u>: The
 American Recovery and Reinvestment Act ("Recovery Act") which was enacted in 2009 caused a large
 reduction in the Debtor's client accounts. The Debtor has been able to recover a number of previous
 clients in late 2016.

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2.7 <u>The Accounting and Valuation Methods Used to Produce the Financial Information in</u> <u>the Disclosure Statement</u>: The accounting process is conducted using generally accepted accounting principles. Accounting information is furnished by Julie Ruiz of Metzger, Klawon and Fox, CPA for the debtor and is presented on a cash basis.

17 18

2.8 <u>Causes of Action</u>: Debtor does not believes it has any cause of action.

2.9 <u>Plan of Reorganization</u>: The Debtor has filed a Plan which will allow it to retain its
 property and pay creditors more money than creditors would receive from a liquidation of the property.
 See liquidation analysis attached hereto as **Exhibit "C"**.

22 2.10 <u>Obligations as of Date of Filing:</u> The following is an estimate by the Debtor of the
 23 outstanding secured obligations owed by the Debtor as of the date of the Petition.

24	Secured Creditors	Type of	Amount Due at	Property
25		Encumbrance	Filing	
26	I.R.S.	Lien	\$209,157.06	Furniture &
27				Equipment
28				

1	2.11 <u>The Condition and Performance of the Debtor While in Chapter 11</u> : The debtor is now			
2	accumulating more accounts with new clients. The debtor has been negotiating new contracts with new			
3	clients weekly and is able to perform under the plan of reorganization.			
4	2.12 <u>Adequate Protection Payments:</u> The Debtor has not commenced adequate protection			
5	payments.			
6	2.13 <u>The Existence, Likelihood and Possible Success of Non-bankruptcy Litigation</u> : Debtor			
7	does not anticipate any non-bankruptcy litigation.			
8				
9	SECTION III			
10	Income Projections of the Property			
11	A proforma statement of the Anticipated Income and Expenses and Schedule of Sources and			
12	Uses of Cash relating to payments to creditors under the plan are attached hereto, as Exhibit "D".			
13	The Debtor has derived this information from the principal of the debtor, Sandra Goodsite.			
14				
15	SECTION IV			
16	Summary of Plan of Reorganization			
17	THE FOLLOWING IS A BRIEF SUMMARY OF CERTAIN PROVISIONS OF THE PLAN			
18	AND SHOULD NOT BE RELIED ON FOR VOTING PURPOSES. THE SUMMARY DOES NOT			
19	PURPORT TO BE COMPLETE. CREDITORS AND INTEREST HOLDERS ARE URGED TO			
20	READ THE PLAN ATTACHED HERETO AS EXHIBIT "A". CREDITORS AND INTEREST			
21	HOLDERS ARE FURTHER URGED TO CONSULT WITH COUNSEL, OR WITH EACH OTHER,			
22	IN ORDER TO UNDERSTAND THE PLAN MORE FULLY.			
23	4.1 <u>Summary of Plan</u> : The Plan contemplates that secured creditors will be paid the full			
24	amount of their allowed claims. Debtor does not believe a new capital contribution is required as allowed			
25	claims are being paid in full.			
26	POTENTIAL INVESTORS MAY BE ALLOWED TO ACQUIRE A PERCENTAGE OF			
27	INTEREST OR A PERCENTAGE THEREOF, IN THE REORGANIZED DEBTOR.			
28	These proceeds, in conjunction with the Property's revenues and inherent future appreciation,			
	11			
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will provide the necessary funds to Debtor to pay creditors under the Plan.

4.2 <u>Segregation of Classes</u>: The Plan further proposes to segregate the creditors and interest holders of the Debtor into separate classes. Of these classes, allowed administrative and priority claimants including priority tax claimants, but exclusive of those referenced in 11 U.S.C.

Section 507(a)(8) will receive payments of 100% of their respective claims, in cash over time, with a market rate of interest, as set forth in the Plan.

The Debtor may propose to separately classify some unsecured creditors from deficiency claims of other creditors.

Generally, all Administrative Claims will be paid in full in cash as stated in the Plan. The Debtor
 shall retain the property and the creditors shall be paid in accordance with modifications of their
 applicable loan and security documents as set forth herein and in the Plan of Reorganization.

4.3 <u>Value of Secured Claims</u>: Under the Plan, the Debtor proposes to allow the secured creditors
 to retain their liens in the amount equal to the full amount of their claim on the Petition Date.

The Debtor shall commence payments to all creditors as set forth in the Plan 30 days after the
 Effective Date, or earlier if the Debtor and creditors have so provided in a stipulation approved by the
 Court or ordered by the Court.

ANY STIPULATION ENTERED INTO BETWEEN THE SECURED CREDITORS AND THE
 DEBTOR SHALL SUPERSEDE ANY TREATMENT OF CREDITORS THAT MAY BE SET FORTH
 IN THE DEBTOR'S PLAN.

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4.4 <u>Cash Collateral Litigation</u>: There is no pending cash collateral litigation.

4.5 <u>Description of Assets - Values</u>: The major assets of the debtor are located at 1140 N
 Rosemont, Tucson, AZ, and consist of supplies, desks, computers and equipment used for the business.

4.6 <u>Anticipated Future of Debtor</u>: The debtor's principals intend to restructure its obligations
with creditors in order to allow time to continue to obtain new accounts and previous accounts that
continue to come back to the Debtor.

4.7 <u>Source of Information</u>: The source of the information presented is from Sandra Goodsite,
 managing member of the Debtor.

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4.8 Condition and Performance of the Debtor in Chapter 11: Debtor maintains the assets

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1	necessary to continue to operate.
2	4.9 Information Regarding Claims Against Estate: Debtor believes there are currently no claims
3	against the estate.
4	4.10 <u>Liquidation Analysis</u> : A liquidation analysis valuing assets of the debtor in a Chapter 7
5	is attached as <b>Exhibit "C"</b> . This liquidation analysis will include any uncollected account receivables.
6	4.11 <u>Future Management of the Debtor</u> : The Debtor will be managed by Sandra Goodsite, post-
7	confirmation.
8	4.12 Non-Bankruptcy Litigation: Debtor does not believes it has any cause of action.
9	4.13 <u>Avoidable Transfers</u> : Debtor is unaware of any transfers of property of this estate which
10	would allow an avoidable transfer action.
11	4.14 Accounts Receivable: Debtor will collect accounts receivable as a regular ordinary course
12	of business when new sales are completed.
13	4.15 <u>Presence of Affiliates:</u> There are no affiliates of the debtor.
14	4.16 <u>New Capital Contribution</u> : Debtor does not believe a new capital contribution is required
15	as allowed claims are being paid in full.
16	SECTION V
17	Classification and Treatment of Claims and Interests
18	1. <i>Claim Amounts</i> : Because certain claims against the Debtor may be unknown or of
19	undetermined amounts, the amounts of claims specified in this Disclosure Statement reflect only the
20	Debtor's best estimate at this time of the amount due. In addition, the amounts of the claims specified
21	in this Disclosure Statement do not include, for example, claims arising from the rejection of certain
22	executory contracts and other contingent or unliquidated claims arising against the debtor.
23	2. <i>Effective Date of the Plan</i> : The "Effective Date" of the Plan is important in determining
24	when performance of many of the Debtor's obligations under the Plan is due. The Effective Date is
25	defined in the Plan as the first business day following the later of the following day;
26	(i) the date on which the Order confirming the Plan (the "Confirmation Order") becomes
27	final and non-appealable with no appeal then pending.
28	
20	3. <i>Classification</i> : The Plan divides claims against the Debtor into multiple separate classes
20	3. <i>Classification</i> : The Plan divides claims against the Debtor into multiple separate classes

Case 4:16-bk-05820-BMW Doc 44 Filed 01/18/17 Entered 01/18/17 14:44:03 Desc Main Document Page 18 of 29 that the Debtor asserts are in accordance with the Bankruptcy Code. Unless otherwise expressly stated in the Plan, distributions to holders of allowed claims are in full satisfaction of their allowed claims. All claims against the Debtor arising prior to confirmation will be discharged by performance of the Plan on the Effective Date to the extent that such claims are dischargeable under the Bankruptcy Code Section 1141(d). For the purposes of the Plan, claims are classified and treated as follows:

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# 5.1 <u>Class One - Administrative Claims</u>.

A. <u>Classification</u>: Class One consists of all claims for the cost of administration of
 the Debtor's bankruptcy estate. Included in this class are all claims for administrative expenses
 entitled to priority under Bankruptcy Code §507(A)(1), such as professional fees and costs, as approved
 by the Bankruptcy Court of the attorneys, accountants, and other professional persons employed by the
 Debtor, and all actual and necessary expenses of operating the Debtor's business

pursuant to Bankruptcy Code §503(b), including without limitation, all fees charged against the Debtor's
 business pursuant to Chapter 123 of Title 28, United States Code. <u>Debtor believes claims in this class</u>
 <u>will exceed \$15,000.00.</u>

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B. <u>Impairment:</u> Not impaired.

C. <u>Treatment</u>: The Plan provides for the payment in cash, in full, of all allowed Administrative Claims on the later of the Effective Date or the date upon which such Claims become Allowed Claims, or as otherwise ordered by the Bankruptcy Court or agreed to by Claimant and Debtor. Class 1 claims will be paid from assets of the estate or from principals of the debtor. The Debtor currently estimates that the Class 1 claims will exceed \$15,000.00 and may include post-petition administrative expenses. Such payments will reduce the amount of administrative expenses due on the Effective Date of the Plan unless otherwise provided for.

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# 5.2 <u>Class Two - Claims of Governmental Units</u>

A. <u>Classification</u>: Class Two claims consists of all allowed claims of the United
States Internal Revenue Service ("IRS") and/or State of Arizona, Department of Revenue ("DOR")
and/or the Department of Economic Security ("DES"), City of Tucson or other government agency
which are entitled to priority pursuant to Section 507(a)(8) of the Bankruptcy Code except ad
valorem taxes. <u>Debtor is aware of a Proof of Claim filed by the Internal Revenue Service in the amount</u>

1	of \$63,026.34 and the Arizona Department of Revenue in the amount of \$15,485.99.				
2		В.	Impairment: Class 2 is impaired.		
3		C.	<u>Treatment</u> : Debtor is currently submitting tax information to the Class 2 claimants		
4	which will re	solve tl	nese claims.		
5	5.3	Class	Three - Secured Tax Claims of Internal Revenue Service ("IRS")		
6		А.	Classification: Class Three shall consist of allowed IRS secured tax claims which		
7	are secured b	y Interr	al Revenue Service tax liens. <u>Debtors are aware of a Proof of Claim filed in this</u>		
8	class in the a	mount	of \$209,157.06.		
9		В.	Impairment: Class 3 is impaired.		
10		C.	<u>Treatment</u> : Debtor is currently submitting tax information to the Class 3 claimant		
11	which will re	solve th	nis claim.		
12	5.4	Class	Four - Unsecured Deficiency Claims and Unsecured Claims.		
13		А.	Classification: Class 4 consists of all unsecured deficiency claims and		
14	unsecured cla	aims ag	ainst the debtor. Debtor estimated unsecured claims in this class in the amount of		
15	<u>\$28,373.76, v</u>	which d	oes not include any deficiency amounts for secured creditors.		
16		В.	Impairment: Class 4 is impaired.		
17		C.	Treatment: The Plan provides that each and every holder of a Class 4 Allowed		
18	Claim shall be paid 100% of the allowed amount of their claims at 3.0 % interest on the unpaid balance				
19	in 120 equal monthly installments with the first payment due 60 days from the Effective Date. Any liens				
20	held by the C	lass 4 c	reditors shall be null and void and removed as of the Effective Date		
21	5.5	Class	Five - Contingent, Unliquidated and Disputed Claims.		
22		А.	Classification: Class 5 consists of all contingent, unliquidated and disputed		
23	claims.				
24		B.	Impairment: Class 5 is impaired.		
25		C.	Treatment: Class 5 creditors shall receive no distribution under the Plan.		
26	5.6	Class	Six - Claims of Participating Investors.		
27		А.	<u>Classification</u> : Class 6 consists of the claims of participating investors.		
28		B.	Impairment: Class 6 is impaired.		
			15		
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1	C. <u>Treatment</u> : Unless participating investors contribute substantial capital required
2	to fund this Plan and/or make capital improvements to the subject property they will receive no
3	percentage of the equity interest of the debtor and no distribution under the Plan.
4	5.7 <u>Class Seven - Interest of Equity Holders</u> .
5	A. <u>Classification</u> : Class 7 consists of the interest of the debtor.
6	B. <u>Impairment</u> : Class 7 is not impaired.
7	C. <u>Treatment</u> : The debtor shall be allowed to retain its current percentage of interest
8	or a percentage thereof unless participating investors are required to contribute substantial capital
9	required to fund this Plan and/or make capital improvements to the subject property.
10	
11	SECTION VI
12	Post-Confirmation Management
13	The managing member of the Debtor post-confirmation will be Sandra Goodsite.
14	
15	SECTION VII
16	Income Tax Consequences of Reorganization
17	The Debtor has been advised by Eric Slocum Sparks, Esq. to obtain independent tax advice to
18	determine the consequences of going forward under the Plan and retaining the Property hereunder. The
19	Debtor has advised Eric Slocum Sparks, Esq. that outside tax counsel has been/or will be
20	retained and/or consulted to assist in drafting, amending or revising the Plan as proposed. The debtor
21	and Eric Slocum Sparks, P.C. have been advised that the debtor can retain the property without
22	significant adverse tax consequences.
23	7.1 <u>Disclaimer</u> : The income tax consequences of the reorganization of the Debtor pursuant
24	to this Plan will be different and will depend upon the Debtor's tax situation. Eric Slocum Sparks, P.C.
25	is not advising the Debtor regarding the tax consequences of the reorganization of the Debtor and the
26	Debtor will consult with its own tax advisor regarding the tax consequences of the reorganization of the
27	Debtor according to the Plan.
28	ANY POTENTIAL PARTICIPATING INVESTORS ARE URGED TO CONSULT THEIR OWN
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1	ADVISORS AS TO THE OVERALL TAX IMPLICATIONS OF PARTICIPATION OR NON-
2	PARTICIPATION UNDER THE PLAN.
3	7.2 <u>Consummation</u> : For purposes of Local Bankruptcy Rule 2015, and consistent with
4	Bankruptcy Code Section 1001(2), consummation of the Plan shall occur upon the ① funding of the
5	contributions due from participating investors hereunder if required ; and ② commencement of
6	disbursements to Impaired creditors as provided in the Plan.
7	
8	SECTION VIII
9	Feasibility
10	As a condition to confirmation of a plan of reorganization, Section $1129(a)(11)$ of the Bankruptcy
11	Code requires that the confirmation is not likely to be followed by a liquidation or the need for further
12	financial reorganization, except as proposed in such plan.
13	The debtor sets out as Exhibit D its Anticipated Income and Expense and the Schedule of
14	Sources and Uses of Cash.
15	THE FINANCIAL PROJECTIONS SET FORTH IN THIS DISCLOSURE STATEMENT
16	REPRESENT A PREDICTION OF FUTURE EVENTS BASED ON CERTAIN ASSUMPTIONS OF
17	THE DEBTOR. ANTICIPATED FUTURE EVENTS MAY OR MAY NOT OCCUR AND THE
18	PROJECTIONS MAY NOT BE RELIED UPON AS A GUARANTY OR OTHER ASSURANCE OF
19	THE ACTUAL RESULTS WHICH WILL OCCUR. BECAUSE OF THE UNCERTAINTIES
20	INHERENT IN PREDICTIONS OF FUTURE EVENTS, THE ACTUAL RESULTS OF OPERATIONS
21	MAY WELL BE DIFFERENT FROM THOSE PREDICTED AND SUCH DIFFERENCES MAY BE
22	MATERIAL AND ADVERSE.
23	THE FINANCIAL PROJECTIONS ARE INTENDED TO ASSESS THE FUTURE
24	ASSETS, LIABILITIES, INCOME AND CASH FLOW AVAILABLE FOR DEBT SERVICING AND
25	ARE NOT DESIGNED OR INTENDED TO BE USED FOR PURPOSES OF PROJECTING THE
26	FUTURE VALUE OF THE DEBTOR'S INTERESTS OR DEBENTURES ISSUED BY OR ON
27	BEHALF OF THE REORGANIZED DEBTOR.
28	The Debtor has made a variety of assumptions which have been the basis of its Plan of
	17

17 Case 4:16-bk-05820-BMW Doc 44 Filed 01/18/17 Entered 01/18/17 14:44:03 Desc Main Document Page 22 of 29 Reorganization. Those assumptions include (1) that by reamortizing obligations the debtor can remain current on its payments; and (2) new contracts from previous client accounts continue to accumulate These assumptions will be available to make debt service payments as proposed under the Plan. Based on the cash flow projections prepared by the debtor, the debtor believes that the Plan satisfies the feasibility requirements of the Bankruptcy Code.

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### **SECTION IX**

#### Liquidation Analysis

9 The primary assets and only significant income-producing asset of the Debtor's estate is the 10 medical billing company and its equipment located in Tucson, Arizona. The property is subject to and 11 encumbered by the asserted liens and security interests held by the major secured creditors of the 12 equipment..

In the event this case were converted to a case under Chapter 7 and the assets of the estate 13 liquidated, these creditors would proceed to foreclose upon their interest in the property. A foreclosure 14 of the property would eliminate any prospect of any payment to remaining unsecured and priority 15 creditors. As a result, it is the debtor's opinion that all claimants are best served through implementation 16 and effectuation of the Plan which provides for a significant, albeit limited, dividend on its claims. If 17 the Plan of Reorganization is consummated, the Unsecured trade creditors and unsecured deficiency 18 claims will be paid a substantial sum of monies, on a pro rata basis as set forth in the Plan. Creditors 19 and other interested parties are urged to review the debtor's schedules and statement of affairs as filed 20 with the United States Bankruptcy Clerk's Office (and as amended from time to time) for purposes of 21 confirming the debtor's conclusions contained in this liquidations analysis, attached hereto as **Exhibit** 22 "C". 23

## **SECTION X**

#### Acceptance and Confirmation

10.1 What is Necessary for Court Approval of a Plan: Chapter 11 of the Bankruptcy Code
 permits the readjustment of secured debt, unsecured debt and equity interests. A Chapter 11 plan may
 provide less than full satisfaction of senior indebtedness and payment of junior indebtedness, and may

Case 4:16-bk-05820-BMW Doc 44 Filed 01/18/17 Entered 01/18/17 14:44:03 Desc Main Document Page 23 of 29 even provide some return to equity owners absent full satisfaction of indebtedness, so long as no impaired class votes against the plan (except as provided below).

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Even if an impaired class votes against the plan, implementation of the plan is still possible so 3 long as the plan is fair and equitable and that class is afforded certain treatment defined by the Code. 4 That certain treatment may be very broadly defined as giving a claimant the full value of his claim or 5 interest. Such value is determined by the Court and balanced against the treatment afforded the 6 dissenting class of creditors. If the latter is equal to or greater than the former, the Plan may be 7 confirmed over the dissent of that class, depending upon the treatment of junior claims and interests. 8 In particular, senior claims must be satisfied in full prior to payment of junior claims or interests, unless 9 the holders of senior claims agree to different treatment. This principle, commonly known as the 10 "absolute priority rule", applies only in cases when a class of unsecured claims or equity interests is 11 impaired and does not accept the plan. In that event, the absolute priority rule does not apply to all 12 classes of unsecured claims and equity interests, but only to the dissenting class and classes junior to the 13 dissenting class. 14

The exception to the absolute priority rule is that an existing Debtor can contribute money or property which is (1) new (fresh); (2) substantial; (3) necessary, and (4) not readily available from other sources.

In the event a class is unimpaired, it is automatically deemed to have accepted the plan. In this
 proposed Plan, Classes 2 through 6 will be impaired, as defined in §1124 of the Code, as the result of
 the Plan. All other classes will be unimpaired.

The Code states that if there is no dissenting class, the test for approval by the Court of a Chapter 11 plan (i.e., confirmation) is whether the plan is feasible and in the best interests of creditors and interest holders. In simple terms, a plan is in the best interests of creditors and interest holders if the plan will provide a better recovery to the creditors and interest holders than they would obtain if the Debtor were liquidated and the proceeds distributed in accordance with bankruptcy liquidation priorities. The Court, in considering this factor, need not consider any other alternative to the plan but liquidation.

In considering "feasibility", as mentioned earlier, the Bankruptcy Court is only required to
 determine whether the plan has a reasonable prospect of being accomplished. This entails determining

the availability of cash for payments required at the effective date, and any other factor which might make it impossible for the reorganized Debtor to accomplish that which it proposes to accomplish in he plan.

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In addition, in order to confirm a plan, the Court must find that the plan was proposed in good faith and that the plan and the Debtor are in compliance with the applicable provisions of Chapter 11. Finally, similar to the requirement that the Court find the plan to be feasible, the Court must find that liquidation or further reorganization of the reorganized Debtor is not likely to occur after implementation of the plan.

9 The determination by the Court that a plan is fair, equitable and feasible occurs at the 10 confirmation hearing after a plan has been accepted. The Court's judgment on these matter does not 11 constitute an expression of the Court's opinion as to whether the plan is a good one, nor does it 12 constitute an opinion by the Court regarding any debt or equity interest or securities issued to creditors 13 under the plan.

10.2 Alternatives to the Plan: Although this Disclosure Statement is intended to provide 14 information to assist in the formation of a judgment as to whether to vote for or against this proposed 15 Plan, and although creditors are not being offered through that vote an opportunity to express an 16 opinion concerning alternatives to the Plan, a brief reminder of the alternative to the Plan is in order. 17 This alternative includes the probable liquidation of the Debtor through conversion of the case to one 18 under Chapter 7. The Debtor believes the Plan to be in the best interests of the creditors and the interest 19 holders. Consequently, the unsecured creditors of the debtor would likely receive smaller or no 20 distributions under a Chapter 7 liquidation. THE DEBTOR HAS ATTEMPTED TO SET FORTH THE 21 LIKELY LIQUIDATION ALTERNATIVE TO ITS PROPOSED PLAN. THE DEBTOR MUST 22 CAUTION CREDITORS HOWEVER, THAT A VOTE MUST BE FOR OR AGAINST THE PLAN. 23 THE VOTE ON THE PLAN DOES NOT INCLUDE A VOTE ON THE LIKELY LIQUIDATION 24 ALTERNATIVE TO THE PLAN. THERE IS NO ASSURANCE THAT THE LIKELY LIQUIDATION 25 ALTERNATIVE WILL, IN FACT, FOLLOW IF THE PLAN FAILS ACCEPTANCE. IF YOU 26 BELIEVE THE LIQUIDATION ALTERNATIVE IS PREFERABLE TO THE PLAN AND YOU WISH 27 TO URGE IT UPON THE COURT, YOU SHOULD CONSULT COUNSEL. 28

10.3 <u>Specific Consideration in Voting</u>: All of the foregoing gives rise to the following implications and risks concerning the Plan.

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While the Plan provides for certain payments, such payments will apply only to allowed claims and certain interests. Under the Bankruptcy Code, a claim may not be paid until it is "allowed". A claim will be allowed in the absence of an objection. A claim to which an objection has been filed will be heard by the Court at a regular evidentiary hearing and will be allowed in full, in part, or disallowed. While the Debtor will bear the principal responsibility for claim objections, any interested party may file claim objections. Accordingly, payment on all claims may be delayed until objections to such claims are ultimately settled.

10.4 <u>Risk Factors</u>. For classes of claims which do not receive cash on the Effective Date, there
 are certain risks inherent in accepting the Plan, including the absence of absolute certainty of ultimate
 payment.

13 10.5 <u>Disclosure Required by the Code</u>: The Code requires disclosure of certain facts as follows:
 14 1) there are no payments or promises made of the kind specified in Section
 1129(a)(4)(A) of the Code which have not previously been disclosed to the Court;

2) the ownership of the Reorganized Debtor will not be affected by the Plan.

## **SECTION XI**

## Other Provisions of the Plan

11.1 <u>Retention of Jurisdiction</u>: The Bankruptcy Court shall retain exclusive jurisdiction over
 this case to supervise the Plan, to hear, if applicable law provides, and to determine, among other things,
 the following matters:

any and all objections to the allowance of claims or interests except as provided
in the Plan;

25 2) any and all applications for payment for fees from the Debtor made by
attorneys and other professional pursuant to Sections 330 or 503 of the Bankruptcy Code, or for
payment of any other fees or expenses authorized to be paid by the Debtor under Section 327 of the
Bankruptcy Code, and any objections thereto;

Case 4:16-bk-05820-BMW Doc 44 Filed 01/18/17 Entered 01/18/17 14:44:03 Desc Main Document Page 26 of 29 3) any and all pending applications for rejection, the assumption, or assignment as
 the case may be of unexpired leases and executory contracts;

3 (4) any and all motions, applications, adversary proceedings and contested or litigated
 4 matters properly before the Bankruptcy Court;

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5) modifications of this Plan;

6) all matters relating to the implementation or consummation of this Plan;

7 (7) any and all suits or actions brought for collection or recoupment of debts or other
8 obligations owed by defaulted partners to the Debtor.

9 11.2 <u>Retention of Causes of Action</u>: The Debtor shall retain all claims or causes of action
10 which it has as of the Confirmation Date, the powers of the debtor-in-possession for purposes of
11 prosecuting claims and causes of action arising under the Bankruptcy Code, and full authority to pursue,
12 compromise, and resolve all such claims and causes of action unless the Court has granted any such right
13 to a creditor of this estate.

11.3 <u>Retention or Rejection of Executory Contracts and Leases</u>: The Plan provides that
 pursuant to Section 365 of the Bankruptcy Code, the Debtor assumes all executory contracts and
 unexpired leases to which they are a party, including leases specifically provided prior to the hearing on
 the Disclosure Statement, if any.

11.4 <u>Amendments to Plan</u>: The Plan may be altered, amended, or modified by the proponents
 before the Confirmation Date, in the manner provided for by Section 1127 of the Bankruptcy Code or
 otherwise provided for by law. The Plan may also be altered, amended, or modified by the proponents
 after the Effective Date in accordance with the Bankruptcy Code and applicable law. A holder of a claim
 or interest that has accepted or rejected the Plan shall be deemed to have accepted or rejected as the case
 may be the Plan as modified unless the modification detrimentally effects the holder of such claim or
 interest without the prior consent thereof.

11.5 Offer, Issuance and Resale of Plan Securities: The offer and issuance of Plan
 Securities by any Debtor which constitutes securities under the Securities Act of 1933, as amended
 (the "1933 Act") or applicable state securities laws have not been registered under the 1933 Act or such
 state securities laws, pursuant to the exemption therefrom provided by Section 1145 of the Bankruptcy

1 2 3 4 5	Code. The Plan Securities will bear the following legend: "The offer and sale of this Plan Security has not been registered under the Securities Act of 1933, as amended, or qualified under applicable state securities laws, and this Plan Security may not be offered, sold or transferred in the absence of such registration or an exemption therefrom
3 4	"The offer and sale of this Plan Security has not been registered under the Securities Act of 1933, as amended, or qualified under applicable state securities laws, and this Plan Security may not be offered, sold or
4	Securities Act of 1933, as amended, or qualified under applicable state securities laws, and this Plan Security may not be offered, sold or
	Securities Act of 1933, as amended, or qualified under applicable state securities laws, and this Plan Security may not be offered, sold or
5	securities laws, and this Plan Security may not be offered, sold or
6	transferred in the absence of such registration or an exemption therefrom
7	
8	under such laws."
9	Resale or other transfer of a Plan Security by a creditor who has acquired it pursuant to the Plan,
10	may or may not be exempt from the registration requirements of Section 5 of the Securities Act
11	of 1933 and any applicable state securities laws or Blue Sky Laws.
12	BY ITS RECEIPT OF A PLAN SECURITY, EACH RECIPIENT SHALL BE DEEMED TO
13	ACKNOWLEDGE THAT IT IS RESPONSIBLE FOR ITS COMPLIANCE WITH ALL APPLICABLE
14	SECURITIES LAWS. EACH CREDITOR SHOULD CONSULT HIS OR HER OWN ATTORNEY
15	AS TO WHETHER ANY RESALE OF A PLAN SECURITY REQUIRES REGISTRATION OF SUCH
16	SECURITY UNDER THE SECURITIES ACT OF 1933 OR AN APPLICABLE STATE SECURITIES
17	LAW.
18	11.6 <u>Provision for Filing Reports and Payments of Fees to the Office of the United States</u>
19	Trustee: The Debtor shall timely file all quarterly reports and post-confirmation reports and shall pay
20	all fees to the United States Trustee as required by law and will incorporate such language into the order
21	confirming the Debtor's Plan of Reorganization.
22	
23	SECTION XII
24	Recommendation of Debtor
25	The Debtor recommends that the Plan of Reorganization be approved as it is a 100% plan. The
26	Debtor is of the opinion that the Plan approval is in the best interest of all creditors.
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	CONCLUSION	
1	The materials provided in this Disclosure Statement are intended to assist you in voting on the	
2	Plan in an informed fashion. If the Plan is confirmed, you will be bound by its terms. Therefore, you	
3	are urged to review this material in order to make an informed vote on the Plan.	
4	are diged to review this material in order to make an informed vote on the r fan.	
5	DATED: January 18, 2017	
6	DATED. January 16, 2017	
7	LAW OFFICES OF ERIC SLOCUM SPARKS, P.C.	
8		
9	<u>/s/ Sparks AZBAR #11726</u> Eric Slocum Sparks	
10	Attorney for Debtor	
11	Copies of the foregoing	
12 13	mailed January 18, 2017 to:	
13	United States Trustee 230 N. First Ave. #204	
14	Phoenix, AZ 85003	
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17	/s/ A. Court-Sanchez	
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