

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF MISSOURI

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Spruill's Properties, LLC

2. All other names debtor used in the last 8 years  
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 34-2037303

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	9800 Halls Ferry Road Saint Louis, MO 63136 Number, Street, City, State & ZIP Code	Craig Spruills 11507 Philmar Saint Louis, MO 63138 P.O. Box, Number, Street, City, State & ZIP Code
	Saint Louis County	Location of principal assets, if different from principal place of business Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor  
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify:

Debtor **Spruill's Properties, LLC**  
Name

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Case number (if known)

**7. Describe debtor's business**

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.  
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

\_\_\_\_\_

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	<b>Craig A. Spruill</b>	Relationship	<b>Principal of Debtor</b>
District	<b>Eastern District of Missouri</b>	When	<b>8/23/17</b>
		Case number, if known	<b>17-45728</b>

Debtor **Spruill's Properties, LLC**  
Name

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Case number (if known)

**11. Why is the case filed in this district?***Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other \_\_\_\_\_**Where is the property?** \_\_\_\_\_

Number, Street, City, State &amp; ZIP Code

**Is the property insured?**☐ No☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Spruill's Properties, LLC**  
Name

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Case number (if known)

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **August 26, 2017**  
MM / DD / YYYY**X /s/ Craig Sprull**

Signature of authorized representative of debtor

**Craig Sprull**

Printed name

Title **Chief Executive Officer****18. Signature of attorney****X /s/ Rochelle D. Stanton**

Signature of attorney for debtor

Date **August 26, 2017**

MM / DD / YYYY

**Rochelle D. Stanton**

Printed name

**Rochelle D. Stanton**

Firm name

**745 Old Frontenac Square  
Suite 202  
Frontenac, MO 63131**

Number, Street, City, State &amp; ZIP Code

Contact phone **314-991-1559**Email address **rstanton@rochelledstanton.com****49641**

Bar number and State

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI

IN RE:

SPRUILL'S PROPERTIES, LLC, A Missouri Limited  
Liability Company,  
Debtor.

Case No. 12-49981-399

Chapter 11

DISCLOSURE STATEMENT DATED  
MARCH 1, 2013

Spruill's Properties, LLC, the Debtor, submits the following Disclosure Statement pursuant to Section 1125 of the Bankruptcy Code:

INTRODUCTION

Spruill's Properties, LLC, Debtor in possession under Chapter 11 of the Bankruptcy Code provides this Disclosure Statement pursuant to Section 1125 of the Bankruptcy Code to all known claimants, creditors and security holders (hereinafter collectively "Creditors"). The purpose of the Disclosure Statement is to disclose that information deemed by the Debtor to be material, important and necessary for the Creditors to arrive at a reasonable informed decision in exercising its right to vote for the acceptance of Debtor's Plan of Reorganization, the Plan filed by Debtor as part of its Chapter 11 case. **The Court has set \_\_\_\_\_ for hearing on the approval of the Plan.** Creditors may vote on the Plan filling and mailing the enclosed Ballot to counsel for the Debtor:

Rochelle D. Stanton, Esq.  
Attorney for Debtor  
745 Old Frontenac Square, Ste. 202  
Frontenac, MO 63131

As a creditor your vote is important. **EXCEPT WHERE OTHERWISE STATED, THIS DISCLOSURE STATEMENT HAS BEEN PREPARED FROM INFORMATION SUBMITTED BY THE DEBTOR.**

**NO REPRESENTATIONS CONCERNING THE DEBTOR is AUTHORIZED BY THE DEBTOR OTHER THAN AS SET FORTH IN THIS DISCLOSURE STATEMENT. ANY REPRESENTATIONS OR INDUCEMENTS MADE TO SECURE ANY CREDITOR'S ACCEPTANCE THAT is OTHER THAN AS CONTAINED IN THIS STATEMENT SHOULD NOT BE RELIED UPON BY ANY CREDITOR IN ARRIVING AT ITS DECISION.**

The information contained herein has not been subject to a certified audit. For that reason, Debtor is unable to make any warranties concerning the accuracy of the information contained

herein, although reasonable efforts have been made to assure the accuracy of this Statement. The source of the information contained in the disclosure statement is Tax Returns filed by the Debtor, Profit and Loss Statements provided by Debtor's Certified Public Accountant, as well as projections provided by the Debtor.

The Court may, on the request of Debtor, confirm the Plan over the objections of holders of impaired claims provided that the Plan does not discriminate unfairly among classes, and if the Plan is fair and equitable with respect to each class of claims or interests that is impaired under, and has not accepted, the Plan.

#### HISTORY AND DESCRIPTION OF DEBTOR'S FINANCIAL CONDITION

The majority of the facts in this case are uncontroverted. Debtor Spruill's Properties, LLC was, prior to the date of filing, the owner of a commercial building purchased by Craig Spruill and Spruill's Properties, LLC a Missouri Limited Liability Company. There is only one location where the business is operated, 9800 Halls Ferry Road, St. Louis, Missouri. Debtor obtained three loans from Community South Bank, initially to purchase the commercial building where the business is operated, then to obtain working capital with which to operate the business. Debtor Craig Spruill personally guaranteed the loans secured by the commercial building referenced above, and Debtor also granted the lienholder a valid security interest in Debtor Craig Spruill's residence, located at 11507 Philmar in St. Louis, Missouri, and with commercial real property located at 2625 Stoddard Street, St. Louis City, Missouri.

Debtor, as a result of several lawsuits filed against the properties located both in St. Louis County and St. Louis City, resulted in the severe financial difficulties Debtor is forced to deal with at present. Debtor's income and profits were required to pay judgments in excess of \$115,000.00 in order to settle Personal Injury Judgments. Additionally the owner of the assets, Craig Spruill, was seriously injured in a fight outside Debtor Craig Spruill's commercial property located in St. Louis City, at which time he was shot, and for a period of time, approximately four months, was unable to operate his businesses. This debtor is liable for tax debts, notably taxes due to the St. Louis County Collector. Debtor is not aware of taxes owed to the Internal Revenue Service and the Missouri Department of Revenue.

The business operations of Spruill's Properties is managed by International Catering North. Debtor's business is comprised of operating an Event Venue and Catering. Debtor has had, and continues to have, notable musicians and groups appear and perform in this venue. Debtor's management company holds a liquor license and provides food for its events. If Debtor can obtain capital to pay its vendors, who will not extend credit to Debtor or its management company, this venue would be profitable.

#### FINANCIAL INFORMATION

**The principal tangible assets of Spruill's Properties, LLC are as follows:**

Real property located at:-

-9800 Halls Ferry Road, St. Louis, Missouri valued by Debtor at \$504,000.00

~~Personal property consisting of:~~

1. Cash, Security Deposits and Bank deposits estimated by Debtor at \$100.00;

Debtor has no accounts receivable.

The principal liabilities of Spruill's Properties, LLC are as follows:

Secured Promissory Notes (Three Notes) to **Community South Bank** in the present amount of approximately \$873,521.47 which is secured by a deed of trust on the real property located at 9800 Halls Ferry Road, St. Louis, Missouri. There is an additional unsecured amount owed in the approximate sum of \$1,734,752.80.

Real Estate Tax Lien owed to **St. Louis County Collector of Revenue** in the present sum of approximately \$107,861.63 which is secured by the commercial Real Property located at 9800 Halls Ferry Road, St. Louis, Missouri.

\$14,873.88 owed to the Metropolitan St. Louis Sewer District, secured by Debtor's real property.

\$1,200.00 judgment plus interest owed to Apex Contracting, secured by the commercial real property located at 9800 Halls Ferry Road, St. Louis, Missouri.

Debtor is not aware of any general unsecured non-priority debt.

**SUMMARY OF THE PLAN**

**Class 1.**

All administrative expenses as provided by 11 U.S.C. Section 503b including, but not limited to all compensation allowed to the attorneys, accountants and other professional persons employed by the Debtor, or otherwise rendering services of benefit to the Debtor, and all other debts and obligations incurred by the Debtor on a post-petition basis that is necessary or essential to the Debtor or its reorganization. All allowed claims entitled to priority under § 507 of the Code (except administrative expense claims under § 507(a)(2), ["gap" period claims in an involuntary case under § 507(a)(3),] and priority tax claims under § 507(a)(8)).

**Class 2.**

- ? The claim of **Community South Bank**, to the extent allowed as a secured claim under § 506 of the Code.

**Class 3.**

- ? The claims of **St. Louis County Collector of Revenue** to the extent allowed as a secured claim under § 506 of the Code.

**Class 4.**

- ? The claims of the **Metropolitan St. Louis Sewer District** to the extent allowed as a secured claim under § 506 of the Code.

**Class 5.**

- ? The judgment lien of **Apex Contracting** to the extent allowed as secured claims under §506 of the Code.

**Class 6.**

- ? All unsecured claims, including any and all deficiency claims, claims of secured creditors whose liens or security interests have been invalidated, deficiency claims, and claims arising from the rejection of executory contracts and leases as allowed under §502 of the Code.

**Class 7.**

- ? The interests of the Debtor in property of the estate.

**Claims and interests shall be treated as follows under this Plan:**

<b>Class</b>	<b>Impairment</b>	<b>Treatment</b>
Class 1 - Administrative Claims	This claim is Unimpaired.	Debtor will pay the amounts due on Administrative Claims as a priority over a period of twelve months after Confirmation
Class 2 - Secured Claims secured by Interests in real property owed to Community South Bank	This claim is impaired.	Debtor shall commence monthly payments to lienholder beginning with the payments due April 1, 2013 with an initial deposit of \$50,000, with payments thereafter of interest only on the outstanding secured principal balance for a term of twelve months. Thereafter, payments of principal and interest will resume, until the full balance due will be paid in full. The secured portion of the debt shall bear interest at the rate of five percent per annum. The lien against the Debtor's real property shall remain in full force and effect, and be binding upon the Debtor. Debtor will continue to own and manage the real property.

Class 3 - Secured Claims in real property	These claims are unimpaired.	Payment shall be made over a period of five years in equal payments not less often than quarterly. Debtor shall remain current in filing all future tax returns as due, and in paying all assessments when due.
Class 4 – Secured Claims--Statutory Liens	<b>The claims of secured creditors in Class 4 is unimpaired</b>	Debtor shall continue to make monthly payments to the Creditor in this Class beginning with the payments due thirty days after Confirmation of Debtor' Chapter 11 Plan and continuing until such time that the debts owed are paid in full, over a period not to exceed 60 months.
Class 5 – Secured Claims	<b>The claims of secured creditors in Class 5 is impaired as to all members within this class.</b>	Debtor will seek to avoid Creditor's interest in Debtor's real property as identified herein.
Class 6 – General Unsecured Claims	<b>The claims of unsecured non priority creditors may be impaired as to all members within this class.</b>	Each holder of an allowed claim in Class 6 will be paid a sum equal to 10 percent (estimated) of the amount of its allowed claim as of the date of filing, to be paid in deferred cash payments over a period not to exceed 60 months from the date of the confirmation order without interest. Such payments to begin after allowed claims of creditors in Class 1 through 3 and Class 5 have been paid in full.
Class 7 - The interests of the individual Debtor in the property of the estate.	This class of claims, if any, is impaired, and any payment(s) due shall be paid after payment to creditors in classes One through Six.	

### ADMINISTRATIVE EXPENSES ESTIMATED DURING PENDENCY OF CHAPTER 11 PLAN

The anticipated cost annually of administrative fees in order to comply with the requirements of the United States Bankruptcy Code is estimated as follows:

U.S. Trustee Fees:	\$ 2,500.00
Attorney Fees:	5,500.00
Accountancy Fees:	3,500.00

These fees and costs reflect a case requiring little administration after confirmation other than the preparation and filing of Profit and Loss Statement, monitoring of payments to classes of creditors, and managing correspondence among the parties, professionals retained by Debtor, and creditors of Debtor.

### U.S. TRUSTEE MATTERS

All quarterly fees owing to the United States Trustee and/or other administrative expenses in cash on the effective date of the plan shall be paid in full by the Debtor as such Debt becomes due and payable. This debt shall be classified as an administrative claim and will be entitled to priority of payment. Such payment shall be paid in cash, post-confirmation, pursuant to 28 U.S.C. §1930, as amended. Debtor will file with the U.S. Bankruptcy Court, with a copy to the Office of the U.S. Trustee, its Monthly Operating Report every month following the filing of the Petition for Relief in Bankruptcy, and post-confirmation financial reports, if required, will be filed on a quarterly basis. Upon confirmation of the Chapter 11 Plan, the Office of the United States Trustee, Chapter 11 Trustee herein, is to be discharged of its trust pursuant to 11 U.S.C. §350.

### PENDING CLAIMS AND LITIGATION

Debtor is unaware of any litigation pending against Debtor filed before entry of the Order for Relief in Chapter 11.

### FUNDING OF THE PLAN

Funding for this Plan will come from internally generated funds, and from Partnership with an Investment Group that has proposed to provide significant capital infusions to fund the continued operations of this Debtor. Future business operations, income and expenses is based on historical data and the future business income and expenses.

### LIQUIDATION ANALYSIS

In the event that the Debtor' Plan of Reorganization is not approved by the creditors and confirmed by the Court, the alternative would likely be a dismissal of this Chapter 11 Bankruptcy Case. In the event of Chapter 7 liquidation, the following would be realized by the Chapter 7 Trustee:

Total Property Value:	\$ 504,100.00
Less:	
Schedule D Secured Claims:	\$ 997,456.98

Schedule C Exemptions:	\$	0.00
Interest in Nonexempt Property:	\$	0.00
Less:		
Schedule E Priority Claims:	\$	0.00
Available to General Unsecured	\$	0.00

The expenses of administration of a Chapter 7 case of this type is estimated to be \$0.00, based on the value of business assets (building) that would be available for liquidation by the Chapter 7 Trustee, which would ultimately leave a balance of \$ 0.00 available for the payment of claims. The estimated total amount of claims secured by real and personal property payable to Class 5 and 6 Creditors that would be allowed in the Chapter 7 case is 0% after surrender of the real property. The value of the real property owned by Debtor is based upon the value provided to Debtor based on the opinion of St. Louis County Assessor's Office. In a Chapter 7 Case, there would be no funds available to pay creditors.

#### STATUS OF CASE

This Chapter 11 case was filed by Debtor because Debtor is not eligible to be Debtor in any other Chapter of the United States Bankruptcy Code. In the opinion of Debtor, all of its creditors will receive more in this Chapter 11 case than they would have received had Debtor simply surrendered its assets to its creditors.

#### SUMMARY OF PROPOSED PLAN OF REORGANIZATION

The Plan of Reorganization proposed by Debtor will pay secured claims in real properties that Debtor will retain in full. The plan will pay dividends totaling 10 percent of the unsecured claims as filed and allowed. The funds for implementing and carrying out the Plan will come from the Debtor's business operations of the Commercial Property. It is estimated that it will take approximately sixty months for Debtor to complete the proposed Plan.

#### CONCLUSION

As stated herein, the Debtor's Plan of reorganization contemplates that the Plan will be funded in part from the income derived from Debtor's business operations and from investor infusion of cash into the business. The Plan will allow the Debtor to meet its secured and obligations in full and make payment at ten percent to its unsecured non-priority creditors. The Plan allows the Debtor to continue to generate income and therefore continue to pay its debts. Conversely, dismissal of this case would result in payment in full of none of the claims listed herein. For the reasons stated herein, the Debtor strongly and firmly believes that acceptance of confirmation of

its Plan is preferable to any other Plans or means available to this Debtor, and therefore urges acceptance of the Plan of Reorganization.

Approved: Spruill's Properties

Dated and respectfully submitted this  
2<sup>nd</sup> day of March, 2013

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By: Craig Spruill

\_\_\_\_\_/s/Rochelle Stanton\_\_\_\_\_  
Rochelle D. Stanton, Fed. Bar No. 49641MO  
Attorney for Debtor in Possession  
745 Old Frontenac Square, Ste. 202  
Frontenac, MO 63131  
(314) 991-1559 telephone  
(314) 991-1183 facsimile  
[rstanton@rochelledstanton.com](mailto:rstanton@rochelledstanton.com)

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

In re	<b>SPRUILL'S PROPERTIES, LLC</b>	Debtor(s)	Case No.	11-48048-399
			Chapter	<b>11</b>

EXHIBITS APPENDED TO  
DISCLOSURE STATEMENT DATED  
JUNE 22, 2012

Spruill's Properties, LLC, the Debtor, submits the following Exhibits A and B to Chapter 11 Disclosure Statement pursuant to Section 1125 of the Bankruptcy Code:

**EXHIBIT A  
HISTORICAL INCOME AND EXPENSE DATA**

The data listed below is based on historical sales and expenses listed in Debtor's Tax Returns for Calendar Tax Years 2008, 2009 and 2010.

**Historical Income and Expense Data—Business Income**

	<u>Wages/Profit from Business Operations</u>	<u>Household Expenses(est.)</u>	<u>Net Income (Loss)</u>
Tax Year 2009	\$ 30,000	(\$30,000)	\$ 0
Tax Year 2010	51,703	(\$52,200)	( \$ 497)
Tax Year 2011 est.	68,000	(\$ 58,400)	\$ 9,600

For each annual period listed above, the Profit/Loss amount includes Professional Salary for Mark Lucas, DVM, and the salary of the Office Manager, Marjorie Lucas; Household Expenses includes general costs of living, Mortgage expense for Debtor's residence, food and transportation expenses incurred on a day to day basis, insurances, utilities, and other regularly recurring expenses. Looking forward, it would appear that there is sufficient income to fund the Plan.

EXHIBIT B

SPRUILL'S PROPERTIES, LLC

PROJECTED INCOME AND EXPENSE DATA

	Gross Wages/Professional Salary	Expenses*	Income Available to Creditors
October, 2011(actual)	\$5,961.47	\$5,957.77	\$ 3.70
November, 2011(est.)	8,000.00	5,957.77	2,042.23 mo.
December, 2011(est.)	7,800.00	5,957.77	1,842.23 mo.
January, 2012(est.)	7,012.00	5,200.00	1,812.00 mo.
February, 2012(est.)	7,012.00	5,200.00	1,812.00 mo.
March, 2012(est.)	7,012.00	5,200.00	1,812.00 mo.
April, 2012(est.)	7,800.00	5,800.00	2,000.00 mo.

This Projection reflects Debtor's optimism in the strength and future growth of its Veterinary Hospital, Animal Talk. The first six months of 2011, Debtor received a total of \$56,096 in Professional Salary and wages. The business is expanding, and Debtor is confident that, after slowed winter activity, that Debtor will experience greater revenues in the Spring and Summer months of 2012.

\*Expenses is essentially the same each month, and do not vary greatly, with operating expenses ranging between a low of \$32,674 and a high of \$41,007, with average monthly expenses of about \$36,700 based on revenues and expenses for the first half of 2011.

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI

IN RE: )  
)  
SPRUILL'S PROPERTIES, LLC, A ) Case No. 12-49981-399  
Missouri Limited Liability Company, )  
) Chapter 11  
Debtor. )

DEBTOR'S PLAN OF REORGANIZATION  
DATED MARCH 2, 2013

Spruill's Properties, A Limited Liability Company herein, proposes the following Plan of Reorganization:

ARTICLE 1  
SUMMARY OF PLAN

This Plan of Reorganization provides for seven classes of claims; and no classes of equity security holders. Unsecured creditors holding allowed claims will receive distributions, which the proponent of this Plan has valued at approximately ten cents on the dollar. This Plan also provides for the payment of administrative and priority claims to the extent permitted by the Code or any agreement between Debtor and claimant.

All creditors and equity security holders should refer to Articles III through VI of this Plan for information regarding this Plan and the rights of creditors. **Your rights may be affected. You should review these papers carefully and discuss them with your attorney, if you have one. (If you do not have an attorney, you may wish to consult one.)**

ARTICLE 2  
DEFINITIONS

The following terms when used in this Plan shall have the following meanings:

**Administrative claim.** An administrative expense (including a professional fee or expense) that is entitled to priority of payment under 11 U.S.C. §507(a)(1) and that is allowed under 11 U.S.C. §503.

**Administrative Expense.** Any cost or expense of administration of the debtor's estate under Section 503(b) of the Bankruptcy Code, including, without limitation, any actual and necessary expenses of preserving the Debtor's estate, operating the Debtor's business, all allowances of compensation or reimbursement of expenses to professional persons under Section 330 of the Bankruptcy Code and all fees and expenses under Title 28 of the United States Code, including Section 1930.

**Allowed claim or allowed interest.** A Claim or interest which has been filed under Section 501a of the Bankruptcy Code within the time fixed by this Plan, or otherwise set by the Court, with respect to which no objection has been filed, or which has been allowed, whether over objection of the Debtor or otherwise, by the order of the Court.

**Allowed Secured Claim.** An Allowed Claim which is secured by a validly perfected and enforceable lien or security interest on property of the Debtor's estate to the extent of the value of the security interest of the holder of such Allowed Claim in such property of the Debtor's estate as determined pursuant to Section 501a of the Bankruptcy Code, or as provided in the Plan. To the extent of any deficiency in the value of the security interest of the holder of an Allowed Secured Claim in such property, such deficiency shall be treated as an Allowed Secured Claim.

**Bankruptcy Code.** Chapter 11 of Title 11 of the United States Code.

**Bankruptcy Court.** The United States Bankruptcy Court for the Eastern District of Missouri.

**Confirmation Date.** The date upon which the Bankruptcy Court enters a Confirmation Order.

**Confirmation Order.** The Order entered by the Bankruptcy Court confirming the Plan pursuant to Section 1129 of the Bankruptcy Code.

**Debtor.** Spruill's Properties, a Limited Liability Company.

**Effective date of the Plan.** The date on which the order of the Court confirming the Plan becomes final, nonappealable, and not subject to stay.

**Estate.** The estate created under 11 U.S.C. §541 by reason of the commencement of this case, comprised of property of the Debtor.

**Plan.** This Chapter 11 Plan of Reorganization, as further amended or modified in accordance with the Code.

**Disputed Claim.** A claim or interest that is not an Allowed Claim or an Allowed Interest and as to which there is no final order allowing such claim or interest in whole or in part.

**Distribution Date.** The first business day occurring 30 days after entry of the Confirmation Order.

**Effective Date.** The date in which the Order of the Court confirming the Plan shall become a Final Order.

**Final Order.** An Order of the Bankruptcy Court, the time for appeal or review of which has expired, and no appeal or petition for review was timely filed or any appeal or petition for review has been finally determined or dismissed.

**Internal Revenue Code.** The Federal Internal Revenue Code of 1986, as amended.

**Impaired claim.** A claim of which the legal, equitable or contractual rights of the holder are altered by the Plan. The Debtor's Plan of Reorganization dated March 2, 2013 (i.e., this Plan of

Reorganization).

**Term of Plan.** A period beginning on the effective date of the Plan and ending when all payments and other acts required of the Debtor under the Plan have been made.

### ARTICLE 3 CLASSIFICATION OF CLAIMS AND INTERESTS

- 3.01 **Class 1.** All allowed claims entitled to priority under § 507 of the Code (except administrative expense claims under § 507(a)(2), ["gap" period claims in an involuntary case under § 507(a)(3),] and priority tax claims under § 507(a)(8)).
- 3.02 **Class 2.** The claims of **Community South Bank**, to the extent allowed as a secured claim under § 506 of the Code.
- 3.03 **Class 3.** The claims of **St. Louis County Collector of Revenue** to the extent allowed as a secured claim under § 506 of the Code.
- 3.04 **Class 4.** The claim of **Metropolitan St. Louis Sewer District** to the extent allowed as secured claims under §506 of the Code.
- 3.05 **Class 5.** The judgment lien of **Apex Contracting** to the extent allowed as a secured claim under §506 of the Code.
- 3.06 **Class 6.** All unsecured claims, including any and all deficiency claims, claims of secured creditors whose liens or security interests have been invalidated, deficiency claims, and claims arising from the rejection of executory contracts and leases as allowed under §502 of the Code.
- 3.07 **Class 7.** The interests of the Debtor in property of the estate.

### ARTICLE 4 CLASSES OF CLAIMS NOT IMPAIRED BY THE PLAN

The following classes of claims are not impaired under this current Plan: Class 1, Class 3 and Class 4. All other classes of claims are impaired by the Plan.

### ARTICLES 5 TREATMENT OF CLAIMS AND CLASSES

Each Class 1 claimant shall receive on the Distribution Date cash in the full amount of its allowed claims, or as may otherwise be approved by the Court with respect to the claims of all professional persons. Debtor believes that the Office of the United States Trustee is owed approximately \$2,500.00 in Quarterly Fees resulting from the Chapter 11 filing of this Debtor.

The Class 2 allowed claims of **Community South Bank** for monies owed pursuant to a valid promissory note and deed of trust assigned to this creditor on or about October, 2007, (the "**Community South Bank Notes**"). The **Community South Bank Notes** (Three Notes) are

secured by three Deeds of Trust which granted to **Community South Bank** a first priority lien in commercial real property located at 9800 Halls Ferry Road, located in St. Louis County, Missouri. Debtor shall make a single lump sum payment of \$50,000.00 in April of 2013, then monthly interest only payments –five percent interest—on the **Community South Bank** Note beginning May 1, 2013 and continuing thereafter for a period of one year, then principal and interest payments—five percent interest—until such time that the debt is paid in full. Except as expressly modified by the terms of this Plan, all terms, covenants and provisions of the Community South Bank Note, the Deed of Trust, and any other documents related to or executed in connection with the Community South Bank Note shall remain in full force and effect and be binding upon the Debtor. Debtor anticipates that payments will continue past the date of closing of this Chapter 11 Plan.

The Class 3 allowed claim of **St. Louis County Collector of Revenue** for taxes owed for real and personal property tax claims owed as of the date of filing this Plan. Debtor shall make monthly payments pursuant to creditor's secured Claim. The claim shall be paid in full with interest at the rate of 3.12% within sixty (60) months after confirmation of Debtor's Chapter 11 Plan, with payments to be made by Debtor no less often than quarterly. The final payment on such secured claim due and payable on or about May 31, 2018.

The Class 4 allowed claim of the **Metropolitan St. Louis Sewer District** for monies owed pursuant to a valid purchase money lien owed as of the date of filing this Plan. Debtor shall make monthly payments on the secured Claim. The claim shall be paid in full with interest at the rate of 3.12% within sixty (60) months after confirmation of Debtor's Chapter 11 Plan, with the final payment on such secured claim due and payable on or before May 31, 2018.

The Class 5 claim of **Apex Contracting** is a judgment lien secured by the real property located at 9800 Halls Ferry Road, St. Louis County, Missouri. This lien shall be avoided in full by Debtor.

Class 6 unsecured non-priority claims are impaired as to all members within this class. Each holder an allowed claim in Class 6 will be paid a sum equal to 10 percent of the amount of its allowed claim as of the date of filing, to be paid in deferred cash payments over a period not to exceed sixty (60) months from the date of the confirmation order without interest. Such payments to begin promptly after Confirmation of Debtor's Chapter 11 Plan.

Class 7 claims, if any, are impaired, and any payment(s) due shall be paid after payment to creditors in classes One through Six.

## ARTICLE 6 MEANS FOR EXECUTING PLAN

**Operations of the Debtor.** The Debtor shall continue to generate income from the operation of its Limited Liability Company, Spruill's Properties, LLC, which is the Debtor's primary source of income. The Plan contemplates that payments to creditors shall be funded from funds internally generated in the course of Debtor's business operations and from an infusion of capital from investors.

**Objections to Disputed Claims prior to the Distribution Date.** The Debtor shall file and serve with the Bankruptcy Court written objections to all claims scheduled by the Debtor as disputed, contingent or unliquidated. Unless otherwise ordered by the Bankruptcy Court, the Debtor shall litigate to judgment, settle or otherwise deal with such objection. No payment shall be made on any claim scheduled by the Debtor as disputed or contingent, or to which objection has been filed, unless and until such objections are resolved.

**Disputed Claims Reserve.** Until resolved, no payment or distribution shall be made to any holder of a claim that is disputed, contingent or unliquidated, or to which an objection has otherwise been filed. However, pending such resolution, up to the Distribution Date, Debtor shall set aside in a separate account an amount equal to any distribution, pro-rata or otherwise, which said Claimant would otherwise have received. If said claim is subsequently allowed, either in whole or in part, said claimant shall upon the allowance of such claim, receive for the disputed claims reserve its pro-rata share of any allowance distributed to the date, without interest.

## ARTICLE 7

### EXECUTORY CONTRACTS AND UNEXPIRED LEASES

All executory contracts or unexpired leases of the Debtor not previously assumed or rejected under 11 U.S.C. §365 are hereby expressly rejected herein. Claims for damages resulting from such rejection of any other Claim not identified above shall be included in Class 7.

## ARTICLE 8 DISCHARGE OF DEBTOR

The confirmation of this Plan shall act as a bar to any unsecured nonpriority creditor thereafter pursuing any claim it held or alleges to have held against the Debtor or the property of the Debtor, except to the extent specifically provided to the contrary herein, all in accordance with the provision of 11 U.S.C. Section 1141.

## ARTICLE 9 MODIFICATION OF THE PLAN

Upon leave of Court, the Debtor may propose amendments or modification of this Plan at any time prior to the entry of the Confirmation Order. After confirmation of the Plan, the Debtor may, with the approval of the Court, remedy any defect or omission or reconcile any inconsistencies in the Plan or Confirmation Order in such manner as may be necessary to carry out the purpose and intent of the Plan.

## ARTICLE 10 RETENTION OF JURISDICTION

The Court shall retain jurisdiction over the parties to and the subject matter of the Plan and all matters related thereto until the Plan has been fully consummated and the case closed, or until the case is dismissed or converted to another chapter. Specifically, the court shall retain jurisdiction to interpret and enforce the provisions of the Plan,

determine all disputes or controversies arising under the Plan, enter orders in aid of consummation of the Plan, and determine the allowance of claims or expenses against the Debtor or the Estate.

#### ARTICLE 11 RESERVATION OF RIGHTS IN THE EVENT OF THE REJECTION OF THE PLAN

In the event the Debtor fail to obtain the requisite approval of its Plan from the voting Classes, it nevertheless reserves the right to seek confirmation over the objections of any class in accordance with the provisions of 11 U.S.C. Section 1129 (b), including the right to amend or modify this Plan and any term herein, at the confirmation hearing by oral motion, interlineations or otherwise.

#### ARTICLE 12 MISCELLANEOUS PROVISIONS

Upon confirmation of the Plan, the Debtor shall be revested with all assets not sold and shall retain all property revested with all assets not sold and shall retain all property except as specifically provided in the Plan for purposes of continuing its business operations. Any default existing at the time of filing shall be cured as provided above and Debtor shall be entitled to the unrestricted use of all rents, profits and other property otherwise claimed to be cash collateral as if no default had occurred.

This Plan does not contemplate the Debtor or any other party pursuing any actions to set aside preferences or other transfers under Chapter 5 of the Bankruptcy Code.

Debtors shall timely pay all fees due to the United States Trustee under 28 U.S.C. Section 1930 (a)(6) until the case is closed, dismissed or converted to another chapter of the Code. Any U.S. Trustee Fees owed on or before the effective date of this Plan will be paid on the effective date, which will be a date not later than 30 days after the Confirmation of this Plan.

To the extent not insistent herewith this Plan adopts and reincorporates the Disclosure Statement, which may be looked to for interpretation hereof.

In the event of any inconsistency or ambiguity between this Plan and the Disclosure Statement, the provisions of this Plan shall govern.

All quarterly fees owing to the United States Trustee and/or other administrative expenses in cash on the effective date of the plan shall be paid in full by the Debtor as such Debt becomes due and payable. This debt shall be classified as an administrative claim and will be entitled to priority of payment. Such payment shall be paid in cash, post-confirmation, pursuant to 28 U.S.C. §1930, as amended. Debtor will file with the U.S. Bankruptcy Court, with a copy to the Office of the U.S. Trustee, its Monthly Operating Report every month following the filing of the Petition for Relief in Bankruptcy, and post-confirmation financial reports will be filed on a quarterly basis.

Any headings or titles contained herein are for purposes of convenience only, and

shall not control the interpretation of any substantive provision hereunder.

Dated and respectfully submitted this  
2<sup>nd</sup> day of March, 2013.

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By: Craig Spruill

\_\_\_\_\_/s/Rochelle Stanton\_\_\_\_\_  
Rochelle D. Stanton, Fed. Bar #49641MO  
Attorney for Debtor in Possession  
745 Old Frontenac Square, Ste. 202  
Frontenac, MO 63131  
(314) 991-1559 telephone/(314) 991-1183 facsimile  
[rstanton@rochelledstanton.com](mailto:rstanton@rochelledstanton.com)

**Fill in this information to identify the case:**

Debtor name **Spruill's Properties, LLC**  
 United States Bankruptcy Court for the: **EASTERN DISTRICT OF MISSOURI**  
 Case number (if known): \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 204**

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Apex Contracting c/o Richard E. Coughlin 7701 Forsyth Ste. 300 Saint Louis, MO 63105		9800 Halls Ferry Road, St. Louis, MO		\$3,200.00	\$1,500,000.00	\$3,200.00
Metro St. Louis Sewer District 2350 Market St. Saint Louis, MO 63103		9800 Halls Ferry Road, St. Louis, MO		\$28,000.00	\$1,500,000.00	\$28,000.00
Missouri Investment Enterprises, LLC 2323 Chambers Road Saint Louis, MO 63136		9800 Halls Ferry Road, St. Louis, MO		\$2,500,000.00	\$1,500,000.00	\$1,000,000.00
St. Louis County Collector of Revenue c/o R.H. Robison 41 So. Central Avenue Saint Louis, MO 63105		9800 Halls Ferry Road, St. Louis, MO		\$197,661.00	\$1,500,000.00	\$197,661.00

United States Bankruptcy Court  
Eastern District of Missouri

In re **Spruill's Properties, LLC**

Debtor(s)

Case No.

Chapter

**11**

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

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

For legal services, I have agreed to accept .....	\$	<b>4,283.00</b>
Prior to the filing of this statement I have received .....	\$	<b>4,283.00</b>
Balance Due .....	\$	<b>0.00</b>

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

☒ Debtor ☐ Other (specify):

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

☒ Debtor ☐ Other (specify):

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

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

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

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

**Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.**

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

**Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.**

**CERTIFICATION**

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

**August 26, 2017**

*Date*

**/s/ Rochelle D. Stanton**

**Rochelle D. Stanton 49641**

*Signature of Attorney*

**Rochelle D. Stanton**

**745 Old Frontenac Square**

**Suite 202**

**Frontenac, MO 63131**

**314-991-1559 Fax: 314-991-1183**

**rstanton@rochelledstanton.com**

*Name of law firm*

**United States Bankruptcy Court  
Eastern District of Missouri**In re **Spruill's Properties, LLC**

Debtor(s)

Case No.  
Chapter**11****LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Craig Spruill 11507 Philmar Saint Louis, MO 63138</b>			<b>Owner of all interests</b>

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

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

Date **August 26, 2017**Signature **/s/ Craig Spruill  
Craig Spruill**

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

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

In re **Spruill's Properties, LLC** Debtor(s) Case No. Chapter **11**

**VERIFICATION OF CREDITOR MATRIX**

The above named debtor(s) hereby certifies/certify under penalty of perjury that the attached list containing the names and addresses of my creditors (Matrix), consisting of **1** page(s) and is true, correct and complete.

**/s/ Craig Sprull**  
**Craig Sprull/Chief Executive Officer**  
Signer/Title

Dated: **August 26, 2017**

Internal Revenue Service  
P.O. Box 7346  
Philadelphia, PA 19101-7346

Missouri Department of Revenue  
General Counsels Office  
P.O. Box 475  
Mail Stop 202  
Jefferson City, MO 65105-0100

Apex Contracting  
c/o Richard E. Coughlin  
7701 Forsyth  
Ste. 300  
Saint Louis, MO 63105

John Heimos, Esq.  
12620 Lamplighter Square  
Suite 845  
Saint Louis, MO 63128

Metro St. Louis Sewer District  
2350 Market St.  
Saint Louis, MO 63103

Missouri Investment Enterprises, LLC  
2323 Chambers Road  
Saint Louis, MO 63136

St. Louis County Collector of Revenue  
c/o R.H. Robison  
41 So. Central Avenue  
Saint Louis, MO 63105

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

In re **Spruill's Properties, LLC**

Debtor(s)

Case No.  
Chapter

**11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Spruill's Properties, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

**August 26, 2017**

Date

**/s/ Rochelle D. Stanton**

**Rochelle D. Stanton 49641**

Signature of Attorney or Litigant  
Counsel for **Spruill's Properties, LLC**

**Rochelle D. Stanton**

**745 Old Frontenac Square**

**Suite 202**

**Frontenac, MO 63131**

**314-991-1559 Fax:314-991-1183**

**rstanton@rochelledstanton.com**