

B1 (Official Form 1) (12/11)

<b>United States Bankruptcy Court SOUTHERN DISTRICT OF MISSISSIPPI GULFPORT DIVISION</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>HeartSouth Properties, LLC</b>		Name of Joint Debtor (Spouse) (Last, First, Middle): <b>None</b>
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>None</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>20-0089711</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>4 Willow Pointe Suite 50</b>		Street Address of Joint Debtor (No. and Street, City, and State):
<b>Hattiesburg, MS</b> ZIP CODE <b>39402</b>		ZIP CODE
County of Residence or of the Principal Place of Business: <b>Lamar</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): <b>N/A</b>		ZIP CODE
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Check one box: Chapter 11 Debtors</b>  <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>HeartSouth Properties, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>None</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>None</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align:center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align:center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p style="text-align:center;"><b>X</b> _____</p> <p style="text-align:right;">Date</p>		
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, 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.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____			
(Name of landlord that obtained judgment)			
_____			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>HeartSouth Properties, LLC</b></p>
<b>Signatures</b>	
<p><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> _____                  _____                  _____                  Telephone Number (If not represented by attorney) _____                  _____                  Date _____</p>	<p><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p><b>X</b> _____                  (Signature of Foreign Representative)</p> <p>_____                  (Printed Name of Foreign Representative)</p> <p>_____                  Date</p>
<p><b>Signature of Attorney*</b></p> <p><b>X</b> <u>/s/ Nicholas Van Wiser</u>                  Nicholas Van Wiser Bar No. 7339</p> <p><b>BYRD &amp; WISER</b>                  145 Main Street                  Biloxi, MS 39530</p> <p>Phone No. <b>(228) 432-8123</b> Fax No. <b>(228) 432-7029</b></p> <p><u>2/22/2013</u>                  Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____                  Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____                  Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p>
<p><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>HeartSouth Properties, LLC</b></p> <p><b>X</b> <u>/s/ F. Alan Covin</u>                  Signature of Authorized Individual</p> <p><u>F. Alan Covin</u>                  Printed Name of Authorized Individual</p> <p><u>Managing Member</u>                  Title of Authorized Individual</p> <p><u>2/22/2013</u>                  Date</p>	<p>_____                  Address</p> <p><b>X</b> _____                  _____                  Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>

In re **HeartSouth Properties, LLC**Case No. \_\_\_\_\_  
(if known)**SCHEDULE A - REAL PROPERTY**

Description and Location of Property	Nature of Debtor's Interest in Property		Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
1230 Washington, Laurel MS 39440 Jones Co 2nd District	Fee Simple		\$285,000.00	\$94,424.60
111 Morris Street, Petal MS 39465	Fee Simple		\$330,000.00	\$346,223.74
930 Hall Street, Wiggins, MS 39577	Fee Simple		\$750,000.00	\$1,121,140.57
110 N. Cherry St., Magnolia, Pike County, MS	Fee Simple		\$115,000.00	\$136,888.29
4 Willow Pointe, Hattiesburg, Lamar Co, MS Real Estate and Commercial Office Building	Fee Simple		\$2,500,000.00	\$2,417,697.78

**Total: \$3,980,000.00**

(Report also on Summary of Schedules)

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

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE B - PERSONAL PROPERTY**

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.	<b>X</b>		
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.		Checking account	\$5,008.52
3. Security deposits with public utilities, telephone companies, landlords, and others.	<b>X</b>		
4. Household goods and furnishings, including audio, video and computer equipment.	<b>X</b>		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>		
6. Wearing apparel.	<b>X</b>		
7. Furs and jewelry.	<b>X</b>		
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>X</b>		
10. Annuities. Itemize and name each issuer.	<b>X</b>		

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

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE B - PERSONAL PROPERTY**

Continuation Sheet No. 1

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X		
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.		Due from HeartSouth, PLLC	\$79,086.44
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		

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

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE B - PERSONAL PROPERTY**

*Continuation Sheet No. 2*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<b>X</b>		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	<b>X</b>		
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>		
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>		
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>		
26. Boats, motors, and accessories.	<b>X</b>		

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE B - PERSONAL PROPERTY**

Continuation Sheet No. 3

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.	X		
29. Machinery, fixtures, equipment, and supplies used in business.	X		
30. Inventory.	X		
31. Animals.	X		
32. Crops - growing or harvested. Give particulars.	X		
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.	X		

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

3 continuation sheets attached **Total >**

**\$84,094.96**



In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE C - PROPERTY CLAIMED AS EXEMPT**

Debtor claims the exemptions to which debtor is entitled under:  
(Check one box)

- 11 U.S.C. § 522(b)(2)
- 11 U.S.C. § 522(b)(3)

Check if debtor claims a homestead exemption that exceeds \$146,450.\*

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Not Applicable			
		<b>\$0.00</b>	<b>\$0.00</b>

\* Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6D (Official Form 6D) (12/07)

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: <b>xxxx xx058-0</b>  <b>Charles E. Williams</b> <b>Stone Co Tax Assessor/Collector</b> <b>308 Court St.</b> <b>Wiggins, MS 39566-2700</b>		DATE INCURRED: <b>12/10/2012</b> NATURE OF LIEN: <b>Ad Valorem Taxes</b> COLLATERAL: <b>930 Hall Street, Wiggins, MS 39577</b> REMARKS: <b>2012 unpaid ad valorem taxes</b>  VALUE: <b>\$16,260.69</b>				<b>\$16,260.69</b>	
ACCT #: <b>xxxxxxx9379</b>  <b>Citizens Natl Bank of Meridian</b> <b>West Hattiesburg Banking Centre</b> <b>6258 Hwy 98</b> <b>Hattiesburg, MS 39401</b>	<b>X</b>	DATE INCURRED: <b>05/11/2007</b> NATURE OF LIEN: <b>Non-Purchase Money</b> COLLATERAL: <b>930 Hall Street, Wiggins, MS 39577</b> REMARKS: <b>Shopping Center in Wiggins, Mississippi</b>  VALUE: <b>\$750,000.00</b>				<b>\$1,104,879.88</b>	<b>\$354,879.88</b>
ACCT #: <b>xxxx x8317</b>  <b>Delbert Dearman</b> <b>Forrest Co Tax Collector</b> <b>P O Box 1689</b> <b>Hattiesburg, MS 39403-1689</b>		DATE INCURRED: <b>01/01/2013</b> NATURE OF LIEN: <b>Ad Valorem Taxes</b> COLLATERAL: <b>111 Morris Street, Petal MS 39465</b> REMARKS: <b>2012 unpaid ad valorem taxes</b>  VALUE: <b>\$4,542.89</b>				<b>\$4,542.89</b>	
ACCT #: <b>xxxx x8317</b>  <b>Delbert Dearman</b> <b>Forrest Co Tax Collector</b> <b>P O Box 1689</b> <b>Hattiesburg, MS 39403-1689</b>		DATE INCURRED: <b>01/01/2012</b> NATURE OF LIEN: <b>Ad Valorem Taxes</b> COLLATERAL: <b>111 Morris Street, Petal MS 39465</b> REMARKS: <b>2011 unpaid ad valorem taxes</b>  VALUE: <b>\$4,772.90</b>				<b>\$4,772.90</b>	
<b>Subtotal (Total of this Page) &gt;</b>						<b>\$1,130,456.36</b>	<b>\$354,879.88</b>
<b>Total (Use only on last page) &gt;</b>							

3 continuation sheets attached

(Report also on Summary of Schedules.)  
(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B6D (Official Form 6D) (12/07) - Cont.

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: <b>xxx1706</b>  <b>First Bank Magnolia</b> <b>282 Bay Street East</b> <b>Post Office Box 191</b> <b>Magnolia, MS 39652</b>	X	DATE INCURRED: <b>11/30/2012</b> NATURE OF LIEN: <b>Non-Purchase Money</b> COLLATERAL: <b>Property in Pike County, MS</b> REMARKS: <b>Property situated in Pike County, MS</b>  VALUE: <b>\$115,000.00</b>				<b>\$135,803.05</b>	<b>\$20,803.05</b>
ACCT #: <b>xxxN 451</b>  <b>Gwen Nunnery</b> <b>Pike Co Tax Collector</b> <b>P O Box 111</b> <b>Magnolia, MS 39652-0111</b>		DATE INCURRED: <b>01/01/2013</b> NATURE OF LIEN: <b>Ad Valorem Taxes</b> COLLATERAL: <b>110 N. Cherry St., Magnolia, Pike County, MS</b> REMARKS: <b>2012 unpaid ad valorem taxes</b>  VALUE: <b>\$1,085.24</b>				<b>\$1,085.24</b>	
ACCT #: <b>xxxx x0292</b>  <b>Jack Smith</b> <b>Lamar Co Tax Assessor/Collector</b> <b>P O Box 309</b> <b>Purvis, MS 39475-0309</b>		DATE INCURRED: <b>01/01/2013</b> NATURE OF LIEN: <b>Ad Valorem Taxes</b> COLLATERAL: <b>4 Willow Pointe, Hattiesburg, Lamar Co, MS</b> REMARKS: <b>2012 unpaid ad valorem taxes</b>  VALUE: <b>\$174,185.72</b>				<b>\$40,540.74</b>	
ACCT #: <b>xxxx x0292</b>  <b>Jack Smith</b> <b>Lamar Co Tax Assessor/Collector</b> <b>P O Box 309</b> <b>Purvis, MS 39475-0309</b>		DATE INCURRED: <b>01/01/2012</b> NATURE OF LIEN: <b>Ad Valorem Taxes</b> COLLATERAL: <b>4 Willow Pointe, Hattiesburg, Lamar Co, MS</b> REMARKS: <b>2011 unpaid ad valorem taxes</b>  VALUE: <b>\$133,644.98</b>				<b>\$38,358.72</b>	
Sheet no. <u>1</u> of <u>3</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						<b>\$215,787.75</b>	<b>\$20,803.05</b>
Subtotal (Total of this Page) > Total (Use only on last page) >							

(Report also on Summary of Schedules.) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B6D (Official Form 6D) (12/07) - Cont.

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: <b>xxxx5928</b> <b>PriorityOne Bank</b> <b>6276 Hwy 98 West</b> <b>Post Office Box 18409</b> <b>Hattiesburg, MS 39404</b>	X	DATE INCURRED: <b>05/03/2012</b> NATURE OF LIEN: <b>Fee Simple</b> COLLATERAL: <b>4 Willow Pointe, Hattiesburg, Lamar Co, MS</b> REMARKS: <b>Promissory Note Secured by Deed of Trust on Real Estate and UCC for property and building situated at 4 Willow Pointe, Hattiesburg, MS</b> VALUE: <b>\$2,500,000.00</b>				<b>\$2,325,814.28</b>	
ACCT #: <b>xxxx x068-0</b> <b>Ramona Q. Blackledge</b> <b>Jones Co. Tax Assessor/Collector</b> <b>P O Box 511</b> <b>Laurel, MS 39441-0511</b>			DATE INCURRED: <b>01/01/2013</b> NATURE OF LIEN: <b>Ad Valorem Taxes</b> COLLATERAL: <b>1230 Washington, Laurel MS 39440 Jones Co 2nd</b> REMARKS: <b>2012 unpaid ad valorem taxes</b> VALUE: <b>\$151,937.89</b>				<b>\$2,296.73</b>
ACCT #: <b>xxxx x068-0</b> <b>Ramona Q. Blackledge</b> <b>Jones Co. Tax Assessor/Collector</b> <b>P O Box 511</b> <b>Laurel, MS 39441-0511</b>		DATE INCURRED: <b>01/01/2012</b> NATURE OF LIEN: <b>Ad Valorem Taxes</b> COLLATERAL: <b>1230 Washington, Laurel MS 39440 Jones Co 2nd</b> REMARKS: <b>2011 unpaid ad valorem taxes</b> VALUE: <b>\$149,641.16</b>				<b>\$2,578.67</b>	
ACCT #: <b>xxxxxxxxxxxxxxxxxxxx8136</b> <b>RREF RB Acquisitions, LLC</b> <b>c/o Michael Anthony Shaw, Esq.</b> <b>Jones Walker</b> <b>254 State Street</b> <b>Mobile, Alabama 36603</b>		DATE INCURRED: <b>12/16/2009</b> NATURE OF LIEN: <b>Fee Simple</b> COLLATERAL: <b>111 Morris Street, Petal MS 39465</b> REMARKS: <b>Regions Bank Loan No. 5212080117610000598136</b> VALUE: <b>\$330,000.00</b>				<b>\$336,907.95</b>	<b>\$6,907.95</b>
Sheet no. <u>2</u> of <u>3</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						<b>\$2,667,597.63</b>	<b>\$6,907.95</b>
Subtotal (Total of this Page) > Total (Use only on last page) >							

(Report also on Summary of Schedules.)  
(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B6D (Official Form 6D) (12/07) - Cont.

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: <b>xxx5127</b>  <b>The First, A National Banking Assoc</b> <b>South 40th Branch</b> <b>110 South 40th Avenue</b> <b>Hattiesburg, MS 39401</b>	X	DATE INCURRED: <b>03/18/2010</b> NATURE OF LIEN: <b>Non-Purchase Money</b> COLLATERAL: <b>1230 Washington Ave Laurel MS 39440 Jones Co</b> REMARKS:  VALUE: <b>\$285,000.00</b>				<b>\$89,549.20</b>	
ACCT #: <b>xx(x) xxxxxx 60 07</b>  <b>U.S. Small Business Administration</b> <b>801 Tom Martin Drive, Suite 120</b> <b>Birmingham, Alabama 35211</b>	X	DATE INCURRED: NATURE OF LIEN: <b>Non-Purchase Money</b> COLLATERAL: <b>4 Willow Pointe, Hattiesburg, Lamar Co, MS</b> REMARKS: <b>Loan No. 404390 - 2nd Deed of Trust</b>  VALUE: <b>\$2,500,000.00</b>				<b>\$12,984.04</b>	
Sheet no. <u>3</u> of <u>3</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						<b>\$102,533.24</b>	<b>\$0.00</b>
Subtotal (Total of this Page) >						<b>\$4,116,374.98</b>	<b>\$382,590.88</b>
Total (Use only on last page) >							

(Report also on Summary of Schedules.) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B6E (Official Form 6E) (04/10)

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(If Known)

### SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

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

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

- Domestic Support Obligations**  
Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).
- Extensions of credit in an involuntary case**  
Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).
- Wages, salaries, and commissions**  
Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).
- Contributions to employee benefit plans**  
Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).
- Certain farmers and fishermen**  
Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).
- Deposits by individuals**  
Claims of individuals up to \$2,600\* for deposits for the purchase, lease or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).
- Taxes and Certain Other Debts Owed to Governmental Units**  
Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).
- Commitments to Maintain the Capital of an Insured Depository Institution**  
Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).
- Claims for Death or Personal Injury While Debtor Was Intoxicated**  
Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).
- Administrative allowances under 11 U.S.C. Sec. 330**  
Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

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

      No       continuation sheets attached

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

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT UNLIQUIDATED DISPUTED			AMOUNT OF CLAIM
ACCT #: <b>The Walker Associates, PLLC P O Box 16496 Hattiesburg, MS 39404</b>		DATE INCURRED: <b>12/01/2012</b> CONSIDERATION: <b>Engineering Services</b> REMARKS:				<b>\$5,200.00</b>
ACCT #: <b>xxxxxxx-x377-6</b> <b>Waste Management of Mississippi P O Box 9001054 Louisville, KY 40290-1054</b>		DATE INCURRED: <b>02/11/2013</b> CONSIDERATION: <b>Waste Management Services</b> REMARKS:				<b>\$466.79</b>
ACCT #: <b>xxxxxxx-x134-6</b> <b>Waste Management of Mississippi P O Box 9001054 Louisville, KY 40290-1054</b>		DATE INCURRED: <b>02/11/2013</b> CONSIDERATION: <b>Waste Management Services</b> REMARKS:				<b>\$333.24</b>
<b>Subtotal &gt;</b>						<b>\$6,000.03</b>
<b>Total &gt;</b>						<b>\$6,000.03</b>

No continuation sheets attached

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

B6G (Official Form 6G) (12/07)

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

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

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

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
<p><b>Gulf Coast Children's Clinic</b> 930 Hall Street, Unit A Wiggins, MS 39577</p>	<p>930 Hall St., Wiggins - Lease Date 02/01/2013-01/31/2014 Contract to be ASSUMED</p>
<p><b>Healthstar, LLC</b> 4 Willow Pointe, Ste 110 Hattiesburg, MS 39402</p>	<p>4 Willow Point - Lease Date 09/01/2011-09/01/2016 Contract to be ASSUMED</p>
<p><b>HeartSouth Corporate</b> 4 Willow Pointe, Ste 50 Hattiesburg, MS 39402</p>	<p>4 Willow Point - Lease Date 09/01/2011-09/01/2016 Contract to be ASSUMED</p>
<p><b>HeartSouth of Magnolia</b> 110 North Cherry Street Magnolia, MS 39652</p>	<p>110 North Cherry St., Magnolia - Lease Date 10/01/2010-10/01/2013 Contract to be ASSUMED</p>
<p><b>HeartSouth, PLLC</b> 4 Willow Pointe, Ste 1 Hattiesburg, MS 39402</p>	<p>4 Willow Point (West Clinic) - Lease Date 07/01/2011-07/01/2016 Contract to be ASSUMED</p>



In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Continuation Sheet No. 1

<p>NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.</p>	<p>DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.</p>
<p><b>HeartSouth, PLLC</b> 4 Willow Pointe, Ste 40 Hattiesburg, MS 39402</p>	<p>4 Willow Point (Suite 10 - Storage) - Lease Date 09/01/2011-09/01/2016 Contract to be ASSUMED</p>
<p><b>HeartSouth, PLLC</b> 930 Hall Street Wiggins, MS 39577</p>	<p>930 Hall St., Wiggins - Lease Date 04/01/2010-03/31/2013 Contract to be ASSUMED</p>
<p><b>HeartSouth, PLLC</b> 111 Morris Street Petal, MS 39465</p>	<p>111 Morris Street, Petal - Lease Date Month-to-Month Contract to be ASSUMED</p>
<p><b>HeartSouth/Sanyan</b> 4 Willow Pointe, Ste 110 Hattiesburg, MS 39402</p>	<p>4 Willow Point - Lease Date 02/01/2009-05/31/2019 Contract to be ASSUMED</p>
<p><b>Picayune Homecare</b> 930 Hall Street, Unit B Wiggins, MS 39577</p>	<p>930 Hall St., Wiggins - Lease Date 10/01/2011-09/30/2014 Contract to be ASSUMED</p>

B6G (Official Form 6G) (12/07)

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

*Continuation Sheet No. 2*

<p>NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.</p>	<p>DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.</p>
<p><b>Professional PC Solutions</b> 4 Willow Pointe, Ste 6 Hattiesburg, MS 39402</p>	<p>4 Willow Point - Lease Date 07/01/2010-07/01/2013 Contract to be ASSUMED</p>
<p><b>Southern Star Medical Group, LLC</b> 4 Willow Pointe, Ste 110 Hattiesburg, MS 39402</p>	<p>4 Willow Pointe - Lease date - 08/08/2011 - 08/17/2013 Contract to be ASSUMED</p>
<p><b>St. Joseph Hospice</b> 4 Willow Pointe, Ste 60 Hattiesburg, MS 39402</p>	<p>4 Willow Point - Lease Date 05/01/2011-06/01/2012 Contract to be ASSUMED</p>
<p><b>Stone County Medical Group, LLC</b> 930 Hall Street, Ste B Wiggins, MS 39577</p>	<p>Wiggins - Lease date Contract to be ASSUMED</p>
<p><b>Triad Isotopes, Inc.</b> 4 Willow Pointe, Ste 6 Hattiesburg, MS 39402</p>	<p>4 Willow Pointe - Lease Date 06/01/2011-05/31/2018 Contract to be ASSUMED</p>

B6G (Official Form 6G) (12/07)

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

### SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

*Continuation Sheet No. 3*

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
<p><b>Wesley Physicians Services, LLC</b>            930 Hall Street, Unit A            Wiggins, MS 39577</p>	<p>930 Hall St., Wiggins - Lease Date 10/15/2012-10/14/2013            Contract to be ASSUMED</p>

B6H (Official Form 6H) (12/07)

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE H - CODEBTORS**

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

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<p><b>F. Alan Covin</b> 11 Grand Bayou Circle Hattiesburg, MS 39402</p>	<p><b>PriorityOne Bank</b> 6276 Hwy 98 West Post Office Box 18409 Hattiesburg, MS 39404</p>
<p><b>F. Alan Covin</b> 11 Grand Bayou Hattiesburg, MS 39402</p>	<p><b>The First, A National Banking Assoc</b> South 40th Branch 110 South 40th Avenue Hattiesburg, MS 39401</p>
<p><b>F. Alan Covin</b> 11 Grand Bayou Circle Hattiesburg, MS 39402</p>	<p><b>First Bank Magnolia</b> 282 Bay Street East Post Office Box 191 Magnolia, MS 39652</p>
<p><b>F. Alan Covin</b> 11 Grand Bayou Circle Hattiesburg, MS 39402</p>	<p><b>Citizens Natl Bank of Meridian</b> West Hattiesburg Banking Centre 6258 Hwy 98 Hattiesburg, MS 39401</p>
<p><b>F. Alan Covin</b> 11 Grand Bayou Circle Hattiesburg, MS 39402</p>	<p><b>U.S. Small Business Administration</b> 801 Tom Martin Drive, Suite 120 Birmingham, Alabama 35211</p>

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF MISSISSIPPI  
GULFPORT DIVISION**

In re **HeartSouth Properties, LLC**

Case No.

Chapter **11**

**SUMMARY OF SCHEDULES**

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

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER	
A - Real Property	Yes	1	\$3,980,000.00			
B - Personal Property	Yes	4	\$84,094.96			
C - Property Claimed as Exempt	No					
D - Creditors Holding Secured Claims	Yes	4			\$4,116,374.98	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1			\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1			\$6,000.03	
G - Executory Contracts and Unexpired Leases	Yes	4				
H - Codebtors	Yes	1				
I - Current Income of Individual Debtor(s)	No					N/A
J - Current Expenditures of Individual Debtor(s)	No					N/A
	<b>TOTAL</b>	<b>16</b>	<b>\$4,064,094.96</b>	<b>\$4,122,375.01</b>		

B6 Declaration (Official Form 6 - Declaration) (12/07)

In re **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

### DECLARATION CONCERNING DEBTOR'S SCHEDULES

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#### DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Managing Member of the Corporation  
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of  
18 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date 2/22/2013

Signature /s/ F. Alan Covin  
**F. Alan Covin**  
**Managing Member**

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

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF MISSISSIPPI  
GULFPORT DIVISION**

In re: **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**

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

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

AMOUNT	SOURCE
<b>(\$26,429.00)</b>	<b>2011 business loss</b>
<b>(\$117,310.00)</b>	<b>2010 business loss</b>

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

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

**3. Payments to creditors**

*Complete a. or b., as appropriate, and c.*

None  a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 DAYS immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
None.			

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

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

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
<b>PriorityOne Bank 6276 Hwy 98 West Post Office Box 18409 Hattiesburg, MS 39404</b>	<b>11/25/2012</b>	<b>\$18,871.30</b>	
<b>U.S. Small Business Administration 801 Tom Martin Drive, Suite 120 Birmingham, Alabama 35211</b>	<b>11/28/2012</b>	<b>\$536.00</b>	

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF MISSISSIPPI  
GULFPORT DIVISION**

In re: **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 1*

<b>The First, A National Banking Assoc South 40th Branch 110 South 40th Avenue Hattiesburg, MS 39401</b>	<b>11/28/2012</b>	<b>\$2,122.21</b>	
<b>Citizens Natl Bank of Meridian West Hattiesburg Banking Centre 6258 Hwy 98 Hattiesburg, MS 39401</b>	<b>12/13/2012</b>	<b>\$10,438.37</b>	
<b>CNA Insurance</b>	<b>12/13/2012</b>	<b>\$2,234.17</b>	<b>\$0.00</b>
<b>Waste Management of Mississippi P O Box 9001054 Louisville, KY 40290-1054</b>	<b>12/13/2012</b>	<b>\$880.99</b>	
<b>First Bank Magnolia 282 Bay Street East Post Office Box 191 Magnolia, MS 39652</b>	<b>12/20/2012</b>	<b>\$3,535.88</b>	
<b>PriorityOne Bank 6276 Hwy 98 West Post Office Box 18409 Hattiesburg, MS 39404</b>	<b>12/31/2012 - Bank service charge</b>	<b>\$10.00</b>	
<b>CNA Insurance</b>	<b>01/14/2013</b>	<b>\$2,234.17</b>	<b>\$0.00</b>
<b>The Walker Associates, PLLC P O Box 16496 Hattiesburg, MS 39404</b>	<b>01/21/2013</b>	<b>\$5,200.00</b>	
<b>Presto-X P O Box 15037 Hattiesburg, MS 39404</b>	<b>01/21/2013</b>	<b>\$636.65</b>	
<b>CNA Insurance</b>	<b>01/29/2013</b>	<b>\$2,234.17</b>	<b>\$0.00</b>
<b>PriorityOne Bank 6276 Hwy 98 West Post Office Box 18409 Hattiesburg, MS 39404</b>	<b>01/31/2013 - Bank service charge</b>	<b>\$10.00</b>	
<b>Waste Management of Mississippi P O Box 9001054 Louisville, KY 40290-1054</b>	<b>02/01/2013</b>	<b>\$805.39</b>	
<b>Waste Management of Mississippi P O Box 9001054 Louisville, KY 40290-1054</b>	<b>02/06/2013</b>	<b>\$802.11</b>	



UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF MISSISSIPPI
GULFPORT DIVISION

In re: HeartSouth Properties, LLC

Case No. (if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 2

None
c. All debtors: List all payments made within ONE YEAR immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

Table with 4 columns: NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR, DATE OF PAYMENT, AMOUNT PAID, AMOUNT STILL OWING. Content: None.

4. Suits and administrative proceedings, executions, garnishments and attachments

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

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

5. Repossessions, foreclosures and returns

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

6. Assignments and receiverships

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

None
b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within ONE YEAR immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

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

8. Losses

None
List all losses from fire, theft, other casualty or gambling within ONE YEAR immediately preceding the commencement of this case OR SINCE THE COMMENCEMENT OF THIS CASE. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF MISSISSIPPI  
GULFPORT DIVISION

In re: **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 3*

**9. Payments related to debt counseling or bankruptcy**

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

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>BYRD &amp; WISER 145 Main Street Biloxi, Mississippi 39530</b>	<b>01/15/2013</b>	<b>\$25,000.00</b>

**10. Other transfers**

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

None  b. List all property transferred by the debtor within TEN YEARS immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

**11. Closed financial accounts**

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

**12. Safe deposit boxes**

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

**13. Setoffs**

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

**14. Property held for another person**

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

**15. Prior address of debtor**

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

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF MISSISSIPPI  
GULFPORT DIVISION

In re: **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 4*

**16. Spouses and Former Spouses**

None  If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within EIGHT YEARS immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

**17. Environmental Information**

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

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

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

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

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

None  b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None  c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

**18. Nature, location and name of business**

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

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

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

None  b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF MISSISSIPPI  
GULFPORT DIVISION

In re: **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 5*

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

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

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

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

NAME AND ADDRESS	DATES SERVICES RENDERED
<b>Nancy Carpenter Carpenter &amp; Carpenter 217 W Pine Street Hattiesburg MS 39401-3826</b>	

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

NAME AND ADDRESS	DATES SERVICES RENDERED
<b>None.</b>	

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

NAME	ADDRESS
<b>Nancy Carpenter Carpenter &amp; Carpenter 217 W Pine Street Hattiesburg MS 39401-3826</b>	

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

NAME AND ADDRESS	DATE ISSUED
<b>First Bank Magnolia 282 Bay Street East Post Office Box 191 Magnolia, MS 39652</b>	
<b>PriorityOne Bank 6276 Hwy 98 West Post Office Box 18409 Hattiesburg, MS 39404</b>	
<b>Regions Bank Post Office Box 11407 Birmingham, AL 35246-0054</b>	

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF MISSISSIPPI  
GULFPORT DIVISION

In re: **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 6*

**The Citizens National Bank of Meridian  
West Hattiesburg Banking Centre  
6258 Hwy 98  
Hattiesburg, MS 39401**

**The First, A National Banking Assoc  
South 40th Branch  
110 South 40th Avenue  
Hattiesburg, MS 39401**

**The Whitney Bank  
Commercial Loan Operations  
Post Office Box 95480  
New Orleans, LA 70195-5480**

**20. Inventories**

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

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

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

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

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
<b>F. Alan Covin 11 Grand Bayou Circle Hattiesburg, MS 39402</b>	<b>LLC Membership</b>	<b>100%</b>

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

**22. Former partners, officers, directors and shareholders**

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

None  b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within ONE YEAR immediately preceding the commencement of this case.

**23. Withdrawals from a partnership or distributions by a corporation**

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

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF MISSISSIPPI  
GULFPORT DIVISION

In re: **HeartSouth Properties, LLC**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 7*

**24. Tax Consolidation Group**

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

**25. Pension Funds**

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

*[If completed on behalf of a partnership or corporation]*

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

Date 2/22/2013

Signature /s/ F. Alan Covin  
**F. Alan Covin**  
**Managing Member**

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

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

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF MISSISSIPPI  
GULFPORT DIVISION

IN RE: **HeartSouth Properties, LLC**

CASE NO

CHAPTER 11

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR**

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:	<u>\$25,000.00</u>
Prior to the filing of this statement I have received:	<u>\$25,000.00</u>
Balance Due:	<u>\$0.00</u>

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 another 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, statements 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;

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

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.

2/22/2013

Date

/s/ Nicholas Van Wiser

Nicholas Van Wiser  
BYRD & WISER  
145 Main Street  
Biloxi, MS 39530  
Phone: (228) 432-8123 / Fax: (228) 432-7029

Bar No. 7339

/s/ F. Alan Covin

F. Alan Covin  
Managing Member

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF MISSISSIPPI  
GULFPORT DIVISION**

IN RE: **HeartSouth Properties, LLC**

Case No.

Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]
Citizens Natl Bank of Meridian West Hattiesburg Banking Centre 6258 Hwy 98 Hattiesburg, MS 39401		Non-Purchase Money		<b>\$1,104,879.88</b> <b>Value: \$750,000.00</b>
First Bank Magnolia 282 Bay Street East Post Office Box 191 Magnolia, MS 39652		Non-Purchase Money		<b>\$135,803.05</b> <b>Value: \$115,000.00</b>
RREF RB Acquisitions, LLC c/o Michael Anthony Shaw, Esq. Jones Walker 254 State Street Mobile, Alabama 36603		Fee Simple		<b>\$336,907.95</b> <b>Value: \$330,000.00</b>
The Walker Associates, PLLC P O Box 16496 Hattiesburg, MS 39404		Engineering Services		<b>\$5,200.00</b>
Waste Management of Mississippi P O Box 9001054 Louisville, KY 40290-1054		Waste Management Services		<b>\$466.79</b>
Waste Management of Mississippi P O Box 9001054 Louisville, KY 40290-1054		Waste Management Services		<b>\$333.24</b>



B4 (Official Form 4) (12/07)

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF MISSISSIPPI  
GULFPORT DIVISION

IN RE: HeartSouth Properties, LLC

Case No.

Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

*Continuation Sheet No. 1*

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

I, the Managing Member of the Corporation  
named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 2/22/2013

Signature: /s/ F. Alan Covin  
**F. Alan Covin**  
**Managing Member**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF MISSISSIPPI  
GULFPORT DIVISION**

IN RE: **HeartSouth Properties, LLC**

CASE NO

CHAPTER **11**

**VERIFICATION OF CREDITOR MATRIX**

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 2/22/2013

Signature /s/ F. Alan Covin  
**F. Alan Covin**  
**Managing Member**

Date \_\_\_\_\_

Signature \_\_\_\_\_

Charles E. Williams Stone Co Tax Assessor/Collector 308 Court St. Wiggins, MS 39566-2700	HeartSouth Corporate 4 Willow Pointe, Ste 50 Hattiesburg, MS 39402	PriorityOne Bank 6276 Hwy 98 West Post Office Box 18409 Hattiesburg, MS 39404
Citizens Natl Bank of Meridian West Hattiesburg Banking Centre 6258 Hwy 98 Hattiesburg, MS 39401	HeartSouth of Magnolia 110 North Cherry Street Magnolia, MS 39652	Professional PC Solutions 4 Willow Pointe, Ste 6 Hattiesburg, MS 39402
Delbert Dearman Forrest Co Tax Collector P O Box 1689 Hattiesburg, MS 39403-1689	HeartSouth, PLLC 4 Willow Pointe, Ste 1 Hattiesburg, MS 39402	Ramona Q. Blackledge Jones Co. Tax Assessor/Collector P O Box 511 Laurel, MS 39441-0511
F. Alan Covin 11 Grand Bayou Circle Hattiesburg, MS 39402	HeartSouth, PLLC 4 Willow Pointe, Ste 40 Hattiesburg, MS 39402	RREF RB Acquisitions, LLC c/o Michael Anthony Shaw, Esq. Jones Walker 254 State Street Mobile, Alabama 36603
F. Alan Covin 11 Grand Bayou Hattiesburg, MS 39402	HeartSouth, PLLC 930 Hall Street Wiggins, MS 39577	Southern Star Medical Group, LLC 4 Willow Pointe, Ste 110 Hattiesburg, MS 39402
First Bank Magnolia 282 Bay Street East Post Office Box 191 Magnolia, MS 39652	HeartSouth, PLLC 111 Morris Street Petal, MS 39465	St. Joseph Hospice 4 Willow Pointe, Ste 60 Hattiesburg, MS 39402
Gulf Coast Children's Clinic 930 Hall Street, Unit A Wiggins, MS 39577	HeartSouth/Sanyan 4 Willow Pointe, Ste 110 Hattiesburg, MS 39402	Stone County Medical Group, LLC 930 Hall Street, Ste B Wiggins, MS 39577
Gwen Nunnery Pike Co Tax Collector P O Box 111 Magnolia, MS 39652-0111	Jack Smith Lamar Co Tax Assessor/Collector P O Box 309 Purvis, MS 39475-0309	The First, A National Banking A South 40th Branch 110 South 40th Avenue Hattiesburg, MS 39401
Healthstar, LLC 4 Willow Pointe, Ste 110 Hattiesburg, MS 39402	Picayune Homecare 930 Hall Street, Unit B Wiggins, MS 39577	The Walker Associates, PLLC P O Box 16496 Hattiesburg, MS 39404

Triad Isotopes, Inc.  
4 Willow Pointe, Ste 6  
Hattiesburg, MS 39402

U.S. Small Business Administrat  
801 Tom Martin Drive, Suite 120  
Birmingham, Alabama 35211

Waste Management of Mississippi  
P O Box 9001054  
Louisville, KY 40290-1054

Wesley Physicians Services, LLC  
930 Hall Street, Unit A  
Wiggins, MS 39577

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF MISSISSIPPI  
GULFPORT DIVISION

IN RE:  
HeartSouth Properties, LLC

CHAPTER 11

DEBTOR(S)

CASE NO

**LIST OF EQUITY SECURITY HOLDERS**

Registered Name of Holder of Security Last Known Address or Place of Business	Class of Security	Number Registered	Kind of Interest Registered
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**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Managing Member of the Corporation  
named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 2/22/2013

Signature: /s/ F. Alan Covin  
F. Alan Covin  
Managing Member