

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Western District of NC
(State)

Case number (if known): 17- Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

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 the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name AA Holdings-Winston-Salem, 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)

4. Debtor's address

Principal place of business

5615 Closeburn Road
Number Street

Charlotte, North Carolina 28210-3007
City State ZIP Code

Mecklenburg
County

Mailing address, if different from principal place of business

211 East Blvd
Number Street

P.O. Box

Charlotte NC 28203
City State ZIP Code

Location of principal assets, if different from principal place of business

2900 Reynolds Park Road
Number Street

Winston-Salem NC 27107
City State ZIP Code

5. Debtor's website (URL) N/A

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor AA Holdings-Winston-Salem, LLC
Name

Case number (if known) 17-

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. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

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

☒ No

☐ Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY
Case number, if known _____

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

Debtor AA Holdings-Winston-Salem, LLC
Name

Case number (if known) 17-

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 Improper CON change application

Where is the property? 2900 Reynolds Park Road

Number Street

Winston-Salem
City

NC
State

27107
ZIP Code

Is the property insured?

- ☐ No
- ☒ Yes. Insurance agency American Modern Insurance Company
- Contact name C/O Christina Ackerman, Bank of the Ozarks
- Phone (704) 808-5712

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 for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor AA Holdings- Winston-Salem, LLC
Name

Case number (if known) 17-

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

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 6/29/2017
MM / DD / YYYY

☒ /s/ David T. DuFault

Signature of authorized representative of debtor

Title Manager

David T. DuFault

Printed name

18. Signature of attorney

☒ /s/ John C. Woodman

Signature of attorney for debtor

Date 6/29/2017

MM / DD / YYYY

John C. Woodman

Printed name

Sodoma Law, P.C.

Firm name

211 East Boulevard

Number Street

Charlotte

City

NC

State

28203

ZIP Code

704.442.0000

Contact phone

Jwoodman@sodomalaw.com

Email address

42365

Bar number

NC

State

Fill in this information to identify the case and this filing:

Debtor Name AA Holdings-Winston-Salem, LLC
United States Bankruptcy Court for the: Western District of NC
(State)
Case number (if known): 17-

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud 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.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

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

Executed on 6/29/2017
MM / DD / YYYY

☒ /s/ David T. DuFault

Signature of individual signing on behalf of debtor

David T. DuFault

Printed name

Manager

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name AA Holdings-Winston-Salem, LLC

United States Bankruptcy Court for the: Western District of NC
(State)

Case number (if known): 17-

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)

1a. Real property: Copy line 88 from Schedule A/B.....	\$ 2,250,000.00
1b. Total personal property: Copy line 91A from Schedule A/B.....	\$ 958,500.00
1c. Total of all property: Copy line 92 from Schedule A/B.....	\$ 3,208,500.00

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D.....	\$ 5,099,274.64
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3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of Schedule E/F	\$ 0.00
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F	+ \$ 7,001.66

4. Total liabilities Lines 2 + 3a + 3b	\$ 5,106,276.30
--	-----------------

Fill in this information to identify the case:

Debtor name AA Holdings- Winston-Salem, LLC

United States Bankruptcy Court for the: Western District of NC
(State)

Case number (if known): 17-

☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets — Real and Personal Property

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

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

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

Part 1: Cash and cash equivalents

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

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

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand

\$ _____

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
3.1. _____	_____	_____	\$ _____
3.2. _____	_____	_____	\$ _____

4. Other cash equivalents (Identify all)

4.1. _____	\$ _____
4.2. _____	\$ _____

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ _____

Part 2: Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

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

Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

7.1. _____	\$ _____
7.2. _____	\$ _____

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Name

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

Description, including name of holder of prepayment

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

9. Total of Part 2.

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

\$ _____

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

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

Current value of debtor's interest

11. Accounts receivable

11a. 90 days old or less:	<u>\$870,000.00</u>	-	<u>\$0,000.00</u>	= →	\$ <u>\$870,000.00</u>
	face amount		doubtful or uncollectible accounts		
11b. Over 90 days old:	<u>\$87,000.00</u>	-	<u>\$0,000.00</u>	= →	\$ <u>\$87,000.00</u>
	face amount		doubtful or uncollectible accounts		

12. Total of Part 3

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

\$ \$957,000.00

Part 4: Investments

13. Does the debtor own any investments?

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

Valuation method used for current value

Current value of debtor's interest

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

Name of fund or stock:

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

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

Name of entity:

% of ownership:

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

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

Describe:

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

17. Total of Part 4

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

\$ _____

Debtor

AA Holdings-Winston-Salem, LLC
Name

Case number (if known) 17-

Part 5: Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?**

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

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

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

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

- ☐ No
- ☐ Yes

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

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

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

- ☐ No
- ☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

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

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

Debtor

AA Holdings-Winston-Salem, LLC
Name

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33. Total of Part 6.

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

\$

34. Is the debtor a member of an agricultural cooperative?☐ No☐ Yes. Is any of the debtor's property stored at the cooperative?☐ No☐ Yes**35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**☐ No☐ Yes. Book value \$ Valuation method Current value \$**36. Is a depreciation schedule available for any of the property listed in Part 6?**☐ No☐ Yes**37. Has any of the property listed in Part 6 been appraised by a professional within the last year?**☐ No☐ Yes**Part 7: Office furniture, fixtures, and equipment; and collectibles****38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**☐ No. Go to Part 8.☒ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture various desks, cabinets, CDs, etc.	\$		\$ 1,500.00
40. Office fixtures	\$		\$
41. Office equipment, including all computer equipment and communication systems equipment and software	\$		\$
42. Collectibles Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1	\$		\$
42.2	\$		\$
42.3	\$		\$

43. Total of Part 7.

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

\$ 1,500.00

44. Is a depreciation schedule available for any of the property listed in Part 7?☒ No☐ Yes**45. Has any of the property listed in Part 7 been appraised by a professional within the last year?**☒ No☐ Yes

Debtor

AA Holdings-Winston-Salem, LLC

Name

Case number (if known) 17-

Part 8: Machinery, equipment, and vehicles

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

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

General description

Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)

Net book value of debtor's interest
(Where available)

Valuation method used for current value

Current value of debtor's interest

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

47.1	_____	\$ _____	_____	\$ _____
47.2	_____	\$ _____	_____	\$ _____
47.3	_____	\$ _____	_____	\$ _____
47.4	_____	\$ _____	_____	\$ _____

48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1	_____	\$ _____	_____	\$ _____
48.2	_____	\$ _____	_____	\$ _____

49. Aircraft and accessories

49.1	_____	\$ _____	_____	\$ _____
49.2	_____	\$ _____	_____	\$ _____

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

_____	\$ _____	_____	\$ _____
-------	----------	-------	----------

51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$ 0.00

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

- ☐ No
☐ Yes

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

- ☐ No
☐ Yes

Debtor

AA Holdings-Winston-Salem, LLC
Name

Case number (if known) 17-

Part 9: Real property**54. Does the debtor own or lease any real property?**

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

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

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 2900 Reynold Park Drive, Winston Salem, NC 27107	Fee simple	\$		\$ 2,250,000.00
55.2		\$		\$
55.3		\$		\$
55.4		\$		\$
55.5		\$		\$
55.6		\$		\$

56. Total of Part 9.

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

\$ 2,250,000.00

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

- ☐ No
- ☒ Yes

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

- ☐ No
- ☒ Yes

Part 10: Intangibles and intellectual property**59. Does the debtor have any interests in intangibles or intellectual property?**

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

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

66. Total of Part 10.

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

\$ 0.00

Debtor

AA Holdings-Winston-Salem, LLC
Name

Case number (if known) 17-

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

- ☒ No
☐ Yes

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

- ☒ No
☐ Yes

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

- ☒ No
☐ Yes

Part 11: All other assets

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

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

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

Current value of
debtor's interest

71. Notes receivable

Description (include name of obligor)

Total face amount

doubtful or uncollectible amount

= →

\$

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

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

73. Interests in insurance policies or annuities

\$

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

Possible claims against various third parties

\$ unknown

Nature of claim Breach of contract, unjust enrichment, fraud

Amount requested \$ unknown

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

\$

Nature of claim

Amount requested \$

76. Trusts, equitable or future interests in property

\$

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

\$

\$

78. Total of Part 11.

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

\$ 0.00

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

- ☒ No
☐ Yes

Debtor

AA Holdings-Winston-Salem, LLC
Name

Case number (if known) 17-

Part 12: Summary

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

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1.	\$ -	
81. Deposits and prepayments. Copy line 9, Part 2.	\$ -	
82. Accounts receivable. Copy line 12, Part 3.	\$ 957,000	
83. Investments. Copy line 17, Part 4.	\$ -	
84. Inventory. Copy line 23, Part 5.	\$ -	
85. Farming and fishing-related assets. Copy line 33, Part 6.	\$ -	
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	\$ 1,500	
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$ -	
88. Real property. Copy line 56, Part 9. →		\$ 2,250,000.00
89. Intangibles and intellectual property. Copy line 66, Part 10.	\$ -	
90. All other assets. Copy line 78, Part 11.	+ \$ -	
91. Total. Add lines 80 through 90 for each column. 91a.	\$ 958,500	+ 91b. \$ 2,250,000.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$ 3,208,500.00

Fill in this information to identify the case:

Debtor name AA Holdings-Winston-Salem, LLC
 United States Bankruptcy Court for the: Western District of NC
 (State)
 Case number (if known): 17-

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

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

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

Part 1: List Creditors Who Have Secured Claims

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

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

Column B
Value of collateral that supports this claim

<p>2.1 Creditor's name <u>Bank of the Ozarks</u></p> <p>Creditor's mailing address <u>P.O. Box 8811</u> <u>Little Rock, AR 72231</u></p> <p>Creditor's email address, if known <u>cackerman@bankozarks.com</u></p> <p>Date debt was incurred <u>October 2006</u></p> <p>Last 4 digits of account number <u>2 7 7 0</u></p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor, and its relative priority. <u>1st Priority</u></p>	<p>Describe debtor's property that is subject to a lien <u>2900 Reynolds Park Road</u> <u>Winston-Salem, NC 27107</u></p> <p>Describe the lien <u>Deed of trust, BK. 2700, Pg. 4488 (Forsyth County ROD)</u></p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H).</p> <p>As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p>\$ <u>2,699,274.64</u></p>	<p>\$ <u>2,250,000.00</u></p>
<p>2.2 Creditor's name <u>Cardinal Health</u></p> <p>Creditor's mailing address <u>700 Cardinal Place</u> <u>Dublin, OH 43017</u></p> <p>Creditor's email address, if known <u>cprince@keglerbrown.com</u></p> <p>Date debt was incurred <u>12/09/13</u></p> <p>Last 4 digits of account number _____</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <u>_____</u> <input checked="" type="checkbox"/> Yes. The relative priority of creditors is specified on lines <u>2nd priority</u></p>	<p>Describe debtor's property that is subject to a lien <u>2900 Reynolds Park Road</u> <u>Winston-Salem, NC 27107</u></p> <p>Describe the lien <u>Alleged Deed of Trust BK. 3158, Pg. 821 (Forsyth County ROD)</u></p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H).</p> <p>As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p>	<p>\$ <u>2,400,00.00</u></p>	<p>\$ <u>0.00</u></p>
<p>3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.</p>		<p>\$ <u>5,099,274.64</u></p>	

Fill in this information to identify the case:

Debtor AA Holdings-Winston-Salem
United States Bankruptcy Court for the: Western District of NC
(State)
Case number 17-
(if known)

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☐ No. Go to Part 2.
☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
2.1	Priority creditor's name and mailing address Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346 Date or dates debt was incurred Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) ()	As of the petition filing date, the claim is: \$ <u>NPO</u> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	\$ <u>NPO</u>
2.2	Priority creditor's name and mailing address North Carolina Department of Revenue P.O. Box 871 Raleigh, North Carolina 27602 Date or dates debt was incurred Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) ()	As of the petition filing date, the claim is: \$ <u>NPO</u> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	\$ <u>NPO</u>
2.3	Priority creditor's name and mailing address Forsyth County Tax Assessor 201 North Chestnut Street Winston-Salem, NC 27101 Date or dates debt was incurred Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) ()	As of the petition filing date, the claim is: \$ <u>NPO</u> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	\$ <u>NPO</u>

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address City of Winston Salem PO Box 2956 Winston Salem, NC 27107 Date or dates debt was incurred <u>September 2016</u> Last 4 digits of account number <u>2 8 5 7</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>water services</u> Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes
		\$ <u>2,296.55</u>
3.2	Nonpriority creditor's name and mailing address Duke Energy DEC 45A/ PO Box 1321 Charlotte , NC 28201 Date or dates debt was incurred <u>September 2016</u> Last 4 digits of account number <u>9 9 5 3</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>electricity</u> Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes
		\$ <u>4,705.41</u>
3.3	Nonpriority creditor's name and mailing address Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes
		\$ _____
3.4	Nonpriority creditor's name and mailing address Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes
		\$ _____
3.5	Nonpriority creditor's name and mailing address Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes
		\$ _____
3.6	Nonpriority creditor's name and mailing address Date or dates debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes
		\$ _____

Debtor

AA Holdings-Winston-Salem
Name

Case number (if known)

17-

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

Total of claim amounts

5a. Total claims from Part 1

5a. \$ 0.00

5b. Total claims from Part 2

5b. + \$ 7,001.66

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

5c. \$ 7,001.66

Fill in this information to identify the case:

Debtor name AA Holdings-Winston-Salem, LLC

United States Bankruptcy Court for the: Western District of NC
(State)

Case number (If known): 17- Chapter 11

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- ☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Lease for Commercial Property</p> <p>Terminated</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>Raintree Healthcare of Forsyth, LLC</p> <p>C/O Betty Davis</p> <p>2015 Arysley Town Blvd. Suite 202</p> <p>Charlotte, NC 28273</p>
2.2	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Asset Purchase Agreement dated February 28, 2017</p> <p>State the term remaining</p> <p>n/a</p> <p>List the contract number of any government contract</p>	<p>Mainstay Financial</p> <p>C/O Dwayne Gray</p> <p>Zimmerman Kiser & Sotcliffe, PA</p> <p>315 E. Robinson St. Suite 600</p> <p>Orlando, FL 32801</p>
2.3	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>Commercial Broker Services</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>Senior Housing Services, LLC</p> <p>C/O Charles D. Owens</p> <p>338 S. Sharon Amity Road Suite 109</p> <p>Charlotte, NC 28211</p>
2.4	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	
2.5	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	

Fill in this information to identify the case:

Debtor name AA Holdings- Winston-Salem, LLC

United States Bankruptcy Court for the: Western District of NC
(State)

Case number (If known): 17-

☐ Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, **Schedules D-G**. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Check all schedules that apply:

Name	Mailing address	Name	Check all schedules that apply:
2.1 Clifford Hemingway	C/O David T. DuFault (CTA Administrator) Street 211 East Blvd. Charlotte, North Carolina 28203 City State ZIP Code	Bank of the Ozarks	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2 Clifford Hemingway	C/O David T. DuFault (CTA Administrator) Street 211 East Blvd. Charlotte NC 28203 City State ZIP Code	Cardinal Health	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3 Clifford Hemingway	C/O David T. DuFault (CTA Administrator) Street 211 East Blvd. Charlotte NC 28203 City State ZIP Code	Duke Energy	<input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G
2.4	Street City State ZIP Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.5	Street City State ZIP Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.6	Street City State ZIP Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:

Debtor name AA Holdings-Winston-Salem, LLC
 United States Bankruptcy Court for the: Western District of NC
 Case number (if known): 17 - (State)

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. 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).

Part 1: Income

1. Gross revenue from business

☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date: From 01/01/2017 to Filing date
MM/DD/YYYY

☐ Operating a business
☐ Other

\$ 0.00

For prior year: From 01/01/2016 to 12/31/2016
MM/DD/YYYY MM/DD/YYYY

☐ Operating a business
☐ Other

\$ 0.00

For the year before that: From 01/01/2015 to 12/21/2015
MM/DD/YYYY MM/DD/YYYY

☐ Operating a business
☒ Other

\$ 174,000

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

From the beginning of the fiscal year to filing date: From _____ to Filing date
MM/DD/YYYY

\$ _____

For prior year: From _____ to _____
MM/DD/YYYY MM/DD/YYYY

\$ _____

For the year before that: From _____ to _____
MM/DD/YYYY MM/DD/YYYY

\$ _____

Debtor AA Holdings-Winston Salem, LLC
Name

Case number (if known) 17-

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Creditor's name _____ Street _____ City State ZIP Code	_____ _____ _____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
3.2. Creditor's name _____ Street _____ City State ZIP Code	_____ _____ _____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. Insider's name _____ Street _____ City State ZIP Code Relationship to debtor _____	_____ _____ _____	\$ _____	_____ _____ _____
4.2. Insider's name _____ Street _____ City State ZIP Code Relationship to debtor _____	_____ _____ _____	\$ _____	_____ _____ _____

Debtor AA Holdings-Winston Salem, LLC
Name

Case number (if known) 17-

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Description of the property	Date	Value of property
5.1. Creditor's name Street City State ZIP Code			\$
5.2. Creditor's name Street City State ZIP Code			\$

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
Creditor's name Street City State ZIP Code			\$
Last 4 digits of account number: XXXX- _ _ _ _			

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☒ None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1. Case number		Name Street City State ZIP Code	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. Case number		Court or agency's name and address Name Street City State ZIP Code	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Debtor AA Holdings-Winston Salem, LLC
Name

Case number (if known) 17-

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
Custodian's name	Case title	\$
Street	Case number	Court name and address
City State ZIP Code	Date of order or assignment	Name
		Street
		City State ZIP Code

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. Recipient's name			\$
Street			
City State ZIP Code			
Recipient's relationship to debtor			
9.2. Recipient's name			\$
Street			
City State ZIP Code			
Recipient's relationship to debtor			

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets - Real and Personal Property).	Date of loss	Value of property lost
			\$

Debtor AA Holdings-Winston Salem, LLC
Name

Case number (if known) 17-

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1.	<u>Sodoma Law, P.C</u>		<u>6/26/16</u>	\$ <u>11,717.00</u>
	Address			
	<u>Street 211 East Blvd.</u>			
	<u>Charlotte NC 28203</u>			
	City State ZIP Code			
	Email or website address			
	<u>sodomalaw.com</u>			
	Who made the payment, if not debtor?			
	<u>Bank of the Ozarks</u>			

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2.				\$ _____
	Address			
	<u>Street</u>			
	<u>City State ZIP Code</u>			
	City State ZIP Code			
	Email or website address			
	<u></u>			
	Who made the payment, if not debtor?			
	<u></u>			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
<u></u>	<u></u>	<u></u>	\$ _____
Trustee	<u></u>		
<u></u>			

Debtor AA Holdings-Winston Salem, LLC
Name

Case number (if known) 17-

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

	Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1.	 Address Street City State ZIP Code Relationship to debtor 	 	 	\$
13.2.	 Address Street City State ZIP Code Relationship to debtor 	 	 	\$

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

	Address	Dates of occupancy
		From To
14.1.	 Street City State ZIP Code 	
14.2.	 Street City State ZIP Code 	

Debtor AA Holdings-Winston Salem, LLC
Name

Case number (if known) 17-

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

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

	Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1.	<div style="border-bottom: 1px solid black; margin-bottom: 5px;">Facility name</div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">Street</div> <div style="display: flex; justify-content: space-between; border-bottom: 1px solid black;"> City State ZIP Code </div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"></div> <p>Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.</p> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"></div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"></div> <p>How are records kept?</p> <p><i>Check all that apply:</i></p> <p><input type="checkbox"/> Electronically <input type="checkbox"/> Paper</p>
15.2.	<div style="border-bottom: 1px solid black; margin-bottom: 5px;">Facility name</div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">Street</div> <div style="display: flex; justify-content: space-between; border-bottom: 1px solid black;"> City State ZIP Code </div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"></div> <p>Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.</p> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"></div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"></div> <p>How are records kept?</p> <p><i>Check all that apply:</i></p> <p><input type="checkbox"/> Electronically <input type="checkbox"/> Paper</p>

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

- ☒ No.
☐ Yes. State the nature of the information collected and retained. _____
Does the debtor have a privacy policy about that information?
☐ No
☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
☐ Yes. Does the debtor serve as plan administrator?
☐ No. Go to Part 10.
☐ Yes. Fill in below:
- | | |
|--------------------|---|
| Name of plan _____ | Employer identification number of the plan
EIN: ____ - ____ - ____ |
|--------------------|---|
- Has the plan been terminated?
☐ No
☐ Yes

Debtor AA Holdings-Winston Salem, LLC
Name

Case number (if known) 17-

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
18.2.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____ Address _____ _____	_____ _____ _____ _____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____ Address _____ _____	_____ _____ _____ _____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes

AA Holdings-Winston Salem, LLC

Debtor

Name

Case number (if known) 17-

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None

Owner's name and address	Location of the property	Description of the property	Value
<p>Name Cornerstone Living Center of Winston-Salem, LLC</p> <p>Street P.O. Box 12907</p> <p>City Winston-Salem, NC</p> <p>State NC</p> <p>ZIP Code 27717</p>		Business Records	\$ 0.00

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- Environmental law** means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- Site** means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- Hazardous material** means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No
- ☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
Case number	Name		<input type="checkbox"/> Pending
	Street		<input type="checkbox"/> On appeal
	City		<input type="checkbox"/> Concluded
	State		
	ZIP Code		

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No
- ☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City	City		
State	State		
ZIP Code	ZIP Code		

AA Holdings-Winston Salem, LLC

Debtor

Name

Case number (if known) 17-

24. Has the debtor notified any governmental unit of any release of hazardous material?

☒ No

☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

	Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN. EIN: ____ - ____ - ____ Dates business existed From ____ To ____
25.1.	Name Street City State ZIP Code		
25.2.	Name Street City State ZIP Code		
25.3.	Name Street City State ZIP Code		

Debtor AA Holdings-Winston Salem, LLC

Case number (if known) 17-

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address

Dates of service

26a.1. Huggins and Company, CPA PA

From 2009 To Present

Name
Marty Smith, CPA

Street
PO Box 680668 | 6148-D Brookshire Blvd.

Charlotte NC 28216
City State ZIP Code

Name and address

Dates of service

26a.2.

From To

Name

Street

City State ZIP Code

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address

Dates of service

26b.1. Huggins and Company, CPA PA

From 2009 To Present

Name
G. Martin Smith, CPA

Street
PO Box 680668 | 6148-D Brookshire Blvd.

Charlotte NC 28216
City State ZIP Code

Name and address

Dates of service

26b.2.

From To

Name

Street

City State ZIP Code

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address

If any books of account and records are unavailable, explain why

26c.1. David T. DuFault

Name

Street
211 East Blvd.

Charlotte NC 28203
City State ZIP Code

Debtor AA Holdings-Winston Salem, LLC
Name

Case number (if known) 17-

Name and address

If any books of account and records are unavailable, explain why

26c.2. Huggins and Company, CPA PA
Name
G. Martin Smith, CPA
Street
PO Box 680668 | 6148-D Brookshire Blvd.
Charlotte NC 28216
City State ZIP Code

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address

26d.1. Bank of the Ozarks
Name
Street
PO Box 8811
City Little Rock State AZ ZIP Code 72231

Name and address

26d.2. Cardinal Health
Name
Street
700 Cardinal Place
City Dublin State OH ZIP Code 43017

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

\$ _____

Name and address of the person who has possession of inventory records

27.1. _____
Name

Street

City _____
State _____
ZIP Code

Debtor AA Holdings-Winston Salem, LLC
Name

Case number (if known) 17-

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

\$

Name and address of the person who has possession of inventory records

27.2.

Name

Street

City

State

ZIP Code

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name

Address

Position and nature of any interest

% of interest, if any

David T. DuFault

211 East Blvd.

Manager

Charlotte, NC 28203

Estate of Clifford

211 East Blvd.

Member

100%

E. Hemmingway

Charlotte, NC 28203

Case No. 16-E-3443

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No

☒ Yes. Identify below.

Name

Address

Position and nature of any interest

Period during which position or interest was held

Clifford E. Hemmingway

5615 Closeburn Road

Member

From 01/07 To 09/16

Charlotte, NC 28216

From To

From To

From To

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ No

☐ Yes. Identify below.

Name and address of recipient

Amount of money or description and value of property

Dates

Reason for providing the value

30.1.

Name

Street

City

State

ZIP Code

Relationship to debtor

Debtor AA Holdings-Winston Salem, LLC

Name

Case number (if known) 17-

Name and address of recipient

30.2

Name

Street

City

State

ZIP Code

Relationship to debtor

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☒ No

☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

EIN: _____

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No

☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

EIN: _____

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud 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.

I have examined the information in this *Statement of Financial Affairs* and any attachments 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 06/29/2017
MM / DD / YYYY

☒ /s/ David T. DuFault

Signature of individual signing on behalf of the debtor

Printed name David T. Dufault

Position or relationship to debtor Manager

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐ No

☐ Yes

Fill in this information to identify the case:

Debtor name AA Holdings-Winston-Salem, LLC

United States Bankruptcy Court for the: Western District of NC
(State)

Case number (if known): 17-

☐ 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 the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
1	Bank of the Ozarks C/O Chris Ackerman 19811 W. Catawba Ave Cornelius, NC 28031		Deed of Trust/ Loan		\$2,699,274.64		\$449,274.64
2	Cardinal Helath 7000 Cardinal Place Dublin, Oh 43017		Deed of Trust/ Loan	Disputed	\$2,400,000		\$2,400,000
3	City of Winston-Salem PO Box 2956 Wintson-Salem, NC 27107		Water Services		\$2,296.55		\$2,296.55
4	Duke Energy DEC 45A/PO Box 1321 Charlotte, NC 28201		Energy	Disputed	\$4,705.41		\$4,705.41
5							
6							
7							
8							

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division

In re:)	Chapter 11
)	
AA HOLDINGS-WINSTON-SALEM, LLC,)	Case No. 17-_____
)	
Debtor.)	
)	
)	

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 AA Holdings-Winston-Salem, LLC. in the above captioned action, certifies that the following is a corporation, other than the debtor or a governmental unit, that directly or indirectly owns 10% or more of any class of the corporation's equity interests, or states that there are no entities to report under FRBP 7007.1:

 X NONE

Date: June 29, 2017

SODOMA LAW, P.C.

/s/ John C. Woodman

John C. Woodman (NC Bar No. 42365)

211 East Blvd.

Charlotte, North Carolina 28203

(704) 442-0000

jwoodman@sodomalaw.com

Counsel for AA Holdings-Winston-Salem, LLC

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division

In re:)	Chapter 11
)	
AA HOLDINGS-WINSTON-SALEM, LLC,)	Case No. 17-_____
)	
Debtor.)	
)	
)	

LIST OF EQUITY SECURITY HOLDERS

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

Estate of Clifford E. Hemingway, Meck. Co. Case No. 16-E-3443 211 East Blvd. Charlotte, NC 28203	Member	100%
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This the 29th day of June, 2017.

/s/ David T. DuFault
Administrator CTA
Estate of Clifford E. Hemingway,
Meck. Co. Case No. 16-E-3443

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division

In re:)	Chapter 11
)	
AA HOLDINGS-WINSTON-SALEM, LLC,)	Case No. 17-_____
)	
Debtor.)	
)	
)	

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 knowledge

6/29/2017
Date

/s/ David T. DuFault
Signature of Debtor
Administrator CTA
Estate of Clifford E. Hemingway, Meck. Co.
Case No. 16-E-3443

Internal Revenue Service (NPO)
Centralized Insolvency Operation
P.O. Box 7346
Philadelphia, PA 19101-7346

North Carolina Department of Revenue (NPO)
P.O. Box 871
Raleigh, NC 27602

City of Winston-Salem
P.O. Box 2756
Winston-Salem, North Carolina 27102

Forsyth County Tax Assessor
201 N. Chestnut Street
Winston-Salem, North Carolina 27101

Duke Energy
DEC 45A/P.O. Box 1321
Charlotte, North Carolina 28202

Bank of the Ozarks
P.O. Box 8811
Little Rock, Arkansas 72231

Bank of the Ozarks
c/o Christina F. Ackerman
19811 W. Catawba Ave.
Cornelius, North Carolina 28031

North Carolina Division of Health Service and
Regulations (NPO)
2704 Mail Service Center
Raleigh, North Carolina 27699-2704

North Carolina Division of Health Service and
Regulations (NPO)
c/o N.C. Department of Justice
Adrian Dellinger, Esq.
P.O. Box 629
Raleigh, North Carolina 27602

Raintree Healthcare of Forsyth, LLC (NPO)
c/o Business Filings International, Inc.,
Registered Agent
160 Mine Lake Ct. Ste. 200
Raleigh, NC 27615-6417

Raintree Healthcare of Forsyth, LLC (NPO)
c/o Gordon Law Offices
Harry Gordon, Esq.
330 S. Greene St.
Greensboro, North Carolina 27401

Raintree Healthcare of Forsyth, LLC (NPO)
2015 Ayrsley Town Blvd., Suite 202
Charlotte, North Carolina 28273

Winston-Salem AL Investors, LLC (NPO)
c/o K&L Gates, LLP
Gary Qualls
430 Davis Drive, Suite 400
Morrisville, North Carolina 27560

Winston-Salem AL Investors, LLC (NPO)
c/o Smith/Packett Med-Com, LLC
4656 Brambleton Ave. SW
Roanoke, VA 24018

Winston-Salem AL Investors, LLC (NPO)
c/o Smith/Packett Med-Com, LLC
4423 Pheasant Ridge Road, Suite 301
Roanoke, VA 24014-5300

Mainstay Financial Services, LLC
c/o Zimmerman Kiser Sutcliffe
Dwayne Gray, Esq.
315 East Robinson Street, Suite 600
Orlando, Florida 32801

Mainstay Financial Services, LLC
P.O. Box 2480
Lakeland, FL 33806

Cardinal Health
7000 Cardinal Place
Dublin, Oh 43017

Cardinal Health
c/o Kegler Brown Hill + Ritter
Christy A. Prince, Esq.
65 E. State Street, Suite 1800
Columbus, Ohio 43215

CORPORATE RESOLUTION

I, the undersigned, pursuant to N.C.G.S. § 28A-15-1 et seq., being the Manager of **AA Holdings-Winston-Salem, LLC**, a North Carolina limited liability corporation (the "Company"), having corporate headquarters located at 5615 Closeburn Rd., Charlotte, NC 28210, do hereby adopt the following resolutions by signing below to consent to action without holding a formal meeting of the Board of the Company:

RESOLVED, that the filing by the Company of a petition for relief under chapter 11 of title 11, United States Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Western District of North Carolina is approved; and it is

FURTHER RESOLVED, that the officers of the Company are authorized, empowered, and directed to execute on behalf of the Company a petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Western District of North Carolina, and any affidavits, forms, schedules, application or any other pleadings or documents which are necessary or appropriate, including debtor-in-possession financing arrangements; and it is

FURTHER RESOLVED, that the retention on behalf of the Company of the law firm of Sodoma Law, P.C., upon such terms and conditions as the officers of the Company shall approve, to render legal services to, and to represent the Company in connection with such chapter 11 proceedings and other related matters in connection therewith, is authorized and approved; and it is

FURTHER RESOLVED, that any of the officers of the Company are each severally authorized to retain on behalf of the Company such other professionals as the officers of the Company deem necessary or appropriate, upon such terms and conditions as the officers of the Company shall approve, to render services to the Company in connection with such chapter 11 proceedings and with respect to other related matters in connection therewith; and it is

FURTHER RESOLVED, that any of the officers of the Company are authorized, empowered, and directed to take any and all further action and to execute and deliver any and all such further instruments and documents and to pay all such expenses (subject to bankruptcy court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

FURTHER RESOLVED, that all actions taken by the officers of the Company prior to the date hereof in connection with the reorganization of the Company or any matter related thereto, or by virtue of these resolutions, are hereby in all respects ratified, confirmed, and approved.

Dated: Charlotte, North Carolina
June 29, 2017

By: /s/ David T. DuFault

Print Name: David T. DuFault

Its: : Manager

Administrator CTA
Estate of Clifford E. Hemingway, Meck. Co.
Case No. 16-E-3443

B2030 (Form 2030) (12/15)

United States Bankruptcy Court

Western District Of North Carolina

In re

AA Holidings-Winston-Salem, LLC

Case No. 17-

Debtor

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 \$ 10,000.00 (retainer) + filing fee
Prior to the filing of this statement I have received \$ 10,000.00 (retainer) + filing fee
Balance Due \$ TBD

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

☒ Debtor

☒ Other (specify)

Estate of Clifford Hemmingway
Bank of the Ozarks

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

☒ Debtor

☒ Other (specify)

Estate of Clifford Hemmingway
Bank of the Ozarks

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 other 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:

- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
- Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

B2030 (Form 2030) (12/15)

- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

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.

6/29/17
Date

/S/ John C. Woodman
Signature of Attorney

Sodoma Law, P.C.
Name of law firm