

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF OKLAHOMA, OKLAHOMA DIVISION

Case number (if known) _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

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

1. Debtor's name Foundation Healthcare Affiliates, L.L.C.

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) 73-1487633

4. Debtor's address

<p>Principal place of business</p> <p><u>3540 S Boulevard</u> <u>Ste 225</u> <u>Edmond, OK 73013-5569</u> Number, Street, City, State & ZIP Code</p> <p><u>Oklahoma</u> County</p>	<p>Mailing address, if different from principal place of business</p> <p>_____ P.O. Box, Number, Street, City, State & ZIP Code</p> <p>Location of principal assets, if different from principal place of business</p> <p>_____ Number, Street, City, State & ZIP Code</p>
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3540 S Boulevard
Ste 225
Edmond, OK 73013-5569
Number, Street, City, State & ZIP Code

Oklahoma
County

P.O. Box, Number, Street, City, State & ZIP Code

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

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

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

Debtor **Foundation Healthcare Affiliates, L.L.C.**
 Name _____

Case number (if known) _____

7. Describe debtor's business

A. Check one:

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

B. Check all that apply

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

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

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

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

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

Chapter 12

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

- No.
- Yes.

If more than 2 cases, attach a separate list.

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

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

- No
- Yes.

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

Debtor _____ Relationship _____
 District _____ When _____ Case number, if known _____

Debtor **Foundation Healthcare Affiliates, L.L.C.**
Name _____

Case number (if known) _____

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

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property? _____
Number, Street, City, State & ZIP Code

Is the property insured?

No

Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds *Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

<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"/> 5001-10,000	<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 checked="" type="checkbox"/> \$0 - \$50,000	<input 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

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

Debtor **Foundation Healthcare Affiliates, L.L.C.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

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

17. Declaration and signature of authorized representative of debtor

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

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

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

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

Executed on **October 20, 2016**
MM / DD / YYYY

X **/s/ Robert Byers**
Signature of authorized representative of debtor

Title **Managing Member**

Robert Byers
Printed name

18. Signature of attorney

X **/s/ Timothy D. Kline**
Signature of attorney for debtor

Date **October 20, 2016**
MM / DD / YYYY

Timothy D. Kline
Printed name

Phillips Murrah P.C.
Firm name

101 N Robinson Ave Fl 13
Oklahoma City, OK 73102-5523
Number, Street, City, State & ZIP Code

Contact phone **(405) 235-4100** Email address **tdkline@phillipsmurrah.com**

5077
Bar number and State

Fill in this information to identify the case:

Debtor name Foundation Healthcare Affiliates, L.L.C.

United States Bankruptcy Court for the: WESTERN DISTRICT OF OKLAHOMA, OKLAHOMA DIVISION

Case number (if known) _____

Check if this is an amended filing

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 October 20, 2016

X /s/ Robert Byers

Signature of individual signing on behalf of debtor

Robert Byers

Printed name

Managing Member

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Foundation Healthcare Affiliates, L.L.C.
 United States Bankruptcy Court for the: WESTERN DISTRICT OF
 OKLAHOMA, OKLAHOMA
 DIVISION
 Case number (if known): _____

Check if this is an
 amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

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

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Chihuahua Properties LLC 2933 NW 138th St Ste B Oklahoma City, OK 73134-0905						\$1,425,000.00
Dresner Partners 20 N Clark St # 3550 Chicago, IL 60602-5086		Trade debt				\$76,475.00
First Insurance Funding 450 Skokie Blvd Ste 1000 Northbrook, IL 60062-7917		Trade debt				\$2,608.21
Goldmark Holdings LLC 320 Texas Ave Fl 2 El Paso, TX 79901-1434		Trade debt				\$2,032,220.00
Healthcrest Surgical Partners LC 3540 S Boulevard Ste 225 Edmond, OK 73013-5569		Trade debt				\$8,000.00
Lindow Stephens Treat LLP 700 N Saint Marys St Ste 1700 San Antonio, TX 78205-3523		Trade debt				\$26,545.60

Debtor **Foundation Healthcare Affiliates, L.L.C.**
 Name _____

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Locke Lord 200 Ross Ave Ste 2800 Dallas, TX 75201		Trade debt				\$6,715.00
Stone Oak Villages c/o John G. George Jr. 1300 Post Oak Blvd Ste 2000 Houston, TX 77056-8000		Trade debt				\$2,750,000.00

**MANAGER'S CERTIFICATE
FOUNDATION HEALTHCARE AFFILIATES, L.L.C.**

I, Robert Byers, a duly elected and qualified Manager of **FOUNDATION HEALTHCARE AFFILIATES, L.L.C.**, an Oklahoma limited liability company (the "Company"), do hereby certify that the following resolutions were adopted by a majority of the managers of the Company, which resolutions remain in effect on the date hereof.

BE IT RESOLVED, that Robert Byers, Manager, of the Company is hereby authorized to do all things reasonable and necessary to file and prosecute voluntary Chapter 11 bankruptcy petitions on behalf of the Company and any of its wholly-owned subsidiaries.

BE IT FURTHER RESOLVED that Robert Byers, Manager, of the Company, may designate and authorize from time to time other persons to act on the Company's behalf in connection with the above-mentioned Chapter 11 bankruptcy cases, with such other designated and authorized persons hereinafter being referred collectively to as "Authorized Persons" and singularly as an "Authorized Person."

BE IT FURTHER RESOLVED, that each Authorized Person is authorized and directed to take such acts as are reasonable and necessary and in the best interests of the Company during the Chapter 11 bankruptcy cases, including, but not limited to, the execution and filing of all petitions, schedules, lists motions, applications, pleadings, disclosure statements, reorganization plans, and other papers and, in connection therewith.

BE IT FURTHER RESOLVED, that any Authorized Person is authorized and directed to employ and retain on a general retainer the law firm of Phillips Murrah P.C. to act as the Company's legal counsel in the above-mentioned Chapter 11 bankruptcy cases, and to employ and retain such other counsel, accountants, financial advisors, and other professionals as are deemed necessary or may be helpful in connection with the Company's bankruptcy cases, all on such terms and conditions as are deemed appropriate.

BE IT FURTHER RESOLVED that, in connection with the commencement of the Chapter 11 cases, any Authorized Person be, and hereby is, authorized, empowered, and directed to negotiate the use of cash collateral, if necessary, to negotiate, execute, and deliver such documents as may be necessary or helpful in conduction sales of assets outside the ordinary course of the Company's or its wholly-owned subsidiaries' financial affairs, and to negotiate, execute, and deliver a debtor-in-possession loan facility and exit loan facilities, if necessary (including, in connection therewith, such notes, security agreements and other agreements or instruments as such Authorized Person considers appropriate) on the terms and conditions such Authorized Person executing the same may consider necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument, or document to be executed and delivered by or on behalf of the Company or its wholly-owned subsidiaries pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof.

BE IT FURTHER RESOLVED that any and all past actions heretofore taken by any Authorized Person or in the name and on behalf of the Company or its wholly-owned subsidiaries in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

BE IT FURTHER RESOLVED that each Authorized Person be, and each hereby is, authorized and empowered on behalf of and in the name of the Company to take such other actions as the Authorized Person considers necessary, proper or desirable to effectuate these resolutions.

BE IT FURTHER RESOLVED that the foregoing resolutions are effective this 19th day of October, 2016.

CERTIFICATION OF RESOLUTIONS AND INCUMBENCY

I, Robert Byers, certify as follows under penalty of perjury:


I am a Manager of **FOUNDATION HEALTHCARE AFFILIATES, L.L.C.**, an Oklahoma limited liability company.

The foregoing is a full, true and correct copy of resolutions duly adopted in a Written Consent to Action Without a Meeting by **FOUNDATION HEALTHCARE AFFILIATES, L.L.C.**, though a majority of its mangers.

The foregoing resolutions are still in full force and effect and have not been revoked or modified.

Dated: October 20, 2016.

01066185.DOC



Robert Byers, Manager
**FOUNDATION HEALTHCARE AFFILIATES,
L.L.C.**

Chihuahua Properties LLC
2933 NW 138th St Ste B
Oklahoma City, OK 73134-0905

Dresner Partners
20 N Clark St # 3550
Chicago, IL 60602-5086

First Insurance Funding
450 Skokie Blvd Ste 1000
Northbrook, IL 60062-7917

Goldmark Holdings LLC
320 Texas Ave Fl 2
El Paso, TX 79901-1434

Healthcrest Surgical Partners LC
3540 S Boulevard Ste 225
Edmond, OK 73013-5569

Lindow Stephens Treat LLP
700 N Saint Marys St Ste 1700
San Antonio, TX 78205-3523

Locke Lord
200 Ross Ave Ste 2800
Dallas, TX 75201

Stone Oak Villages
c/o John G. George Jr.
1300 Post Oak Blvd Ste 2000
Houston, TX 77056-8000