

**IN THE UNITED STATES BANKRUPTCY COURT FOR THE
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

IN RE:)	
)	Case No. 316- 00626
WOW ORTHODONTICS INC.,)	Judge Harrison
)	Chapter 11
Debtor.)	

**FIRST AMENDED DISCLOSURE STATEMENT
TO ACCOMPANY PLAN OF REORGANIZATION
PROPOSED BY THE DEBTOR DATED MAY 19, 2017**

WOW Orthodontics, Inc. (the “Debtor”), submits this Disclosure Statement for use in soliciting acceptances of its Plan of Reorganization (the “Plan”).

INTRODUCTION

On February 1, 2016, the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Since the filing of the petition, the Debtor has remained in possession of its property and operated its affairs as Debtor-in-Possession. No Trustee has been appointed, nor has a committee of unsecured creditors been appointed.

The purpose of a disclosure statement is to provide the holders of Claims against, and Interests in, a debtor with adequate information about the debtor and its assets and debts sufficient to enable such holders to make an informed judgment about the merits of approving a plan.

This Disclosure Statement is intended to contain “adequate information” (as defined in §1125(a) of the Code) of a kind, and in sufficient detail, that would enable a hypothetical investor typical of the holders of Claims or Interests in the case to make an informed judgment in voting to accept or reject the Plan. Approval of this Disclosure Statement by the Court does not constitute a recommendation to accept or reject the Plan.

Article I of the Plan contains definitions of certain terms. Where those terms are capitalized in this Disclosure Statement, they have the meaning set forth in Article I of the Plan.

DISCLAIMER

No representations concerning the Debtor, other than as set forth in this Disclosure Statement, are authorized by the Debtor. Any representations or inducements made to secure your acceptance that are other than as contained in this Disclosure Statement should not be relied upon by you in arriving at your decision.

The information contained in this Disclosure Statement has been derived from the Debtor's management. The Debtor's management believes the information to be correct, however, it has not been independently verified in every instance, nor has it been subjected to a certified audit.

TAX CONSEQUENCES

11 U.S.C. § 1125(a)(1) requires the Debtor to include a discussion of any potential material federal tax consequences of the Plan. Creditors and equity interest holders concerned with how the Plan may affect their tax liability should consult with their accountants, attorneys, or advisors. A tax consequence of the Chapter 11 filing is that the Debtor is entitled to exclude from gross income any cancellation of debt resulting from this Plan. The Debtor is not aware of any potential *material* Federal tax consequences to it or a hypothetical investor.

THE DEBTOR

The Debtor is an orthodontics practice in Brentwood, Tennessee. The Debtor is a "health care business" under 11 U.S.C. § 101(27A). The practice has been in business since June 2013. The Debtor is owned and operated by Wendy Oakes Wilhelm, DDS, who is the debtor in an individual Chapter 11 case pending in this Court, Case Number 316-00627.

On average, the Debtor sees approximately 254 patients per month. The Debtor has 3 full-time employees and 2 part-time employees. For year-to-date February 1, 2016, the Debtor had an estimated \$72,000.00 in gross revenue.

The Debtor has business assets valued at roughly \$280,000 (including bank accounts, accounts receivable, office furniture, equipment and supplies, and dental equipment and supplies), as well as a contingent unliquidated claim in the amount of \$378,000. The Debtor's business-related liabilities are more than \$1,100,000.

Prior to filing the case, the Debtor was undercapitalized, and proper financial controls were not in place.

Since the filing of this case, the Debtor has attended its informal debtor conference and meeting of creditors, and has prepared and filed Schedules and Statement of Financial Affairs. The Debtor has negotiated an adequate protection agreement with Bank of America.

DEBTOR'S ASSETS

The Debtor's assets consist primarily of dental equipment and supplies, as well as general office equipment, furnishings and supplies, bank accounts, and accounts receivable. A detail of all assets is attached hereto as Exhibit "A".

DEBTORS' LIABILITIES

A. SECURED CLAIMS

Bank of America. This Claimant holds a secured Claim in the approximate amount of \$689,028.39 secured by a first priority lien on any and all assets of the Debtor.

INSBank. This Claimant holds a secured Claim in the approximate amount of \$87,431.35 secured by a first priority lien on specific equipment, accounts, and general intangibles.

Patterson Dental Supply, Inc. This Claimant holds a secured Claim in the approximate amount of \$32,350.69 secured by a first priority lien on specific equipment.

B. PRIORITY CLAIMS

Internal Revenue Service. This Claimants holds a priority claim in the approximate amount of \$2,765.24 for fourth quarter 2015 federal withholding taxes and federal unemployment taxes.

C. POST-PETITION ADMINISTRATIVE CLAIMS

Administrative claims are accorded priority under 11 U.S.C. § 507. The following is a discussion of the administrative claims in this case:

U.S. Trustee Quarterly Fees. The Debtor will be current with payments to the U.S. Trustee on the Effective Date of the Plan.

D. UNSECURED CLAIMS

The Debtor has unsecured debt as set forth in Exhibit “B” hereto. Specifically, the Debtor disputes the validity of several claims totaling \$174,031.17.

FINANCIAL CONDITION OF THE DEBTOR

A. POST-PETITION OPERATIONS

All detailed monthly operating reports are available from the Court Clerk for inspection and copying.

B. EXPECTED FUTURE INCOME

A detailed monthly pro-forma budget for the next 24-month period is attached hereto as Exhibit “C”. The Debtor expects to have accumulated sufficient funds to meet her expenses post-confirmation and make all Plan payments. A list of estimated monthly Plan payments is attached hereto as Exhibit “D”.

SUMMARY OF THE PLAN

C. CLASSIFICATION OF CLAIMS AND INTERESTS

The Claims of creditors and Interests of equity security holders under the Plan are divided into the following classes and subclasses:

- Class 1 *Administrative Claims*
- Class 2 *Claims of Governmental Units*
- Class 3 *Secured Claim of Bank of America*
- Class 4 *Secured Claim of INSBank*
- Class 5 *Secured Claim of Patterson Dental Supply, Inc.*
- Class 6 *Disputed General Unsecured Claims*
- Class 7 *General Unsecured Claims*
- Class 8 *Membership Interests*

D. TREATMENT OF CLAIMS

The following is a summary of the treatment provided in the Plan to each Class of Claims and Interests:

Class 1 Claims: Except for quarterly fees owed to the United States Trustee, which will be paid when due, the holders of Class 1 Allowed Claims shall be fully paid within 10 business days of the later of: (i) the entry and finality of an order of the Court allowing such claim or (ii) the Effective Date of the Plan, or as otherwise deferred by agreement between the holder of the Claim and the Debtors. The Debtor shall continue to make post-confirmation quarterly fee payments to the United States Trustee until entry of a Final Decree pursuant to 11 U.S.C. §350. Any administrative claims

representing a liability incurred in the ordinary course of the Debtor's business may be paid in cash after the Confirmation Date.

Class 2 Claims: Class 2 consists of Allowed Claims entitled to priority pursuant to 11 U.S.C. §507(a)(8). Allowed Class 2 Claims shall be fully paid in monthly installments not to exceed 60 months from the Petition Date with interest at three percent (3%) per annum. Payments shall begin on the first day of the month that is six months after the Effective Date of the Plan.

Class 3 Claims: Class 3 consists of the Allowed Secured Claim of Bank of America. The Class 3 Claim shall be Allowed in the amount of \$689,028.39, less any prior adequate protection payments. The rate of interest paid to the Class 3 Claimant shall be six percent (6.0%) per annum. Payments in the amount of \$4,000.00 shall begin on the first day of the month following the Effective Date of the Plan and shall continue on the first day of the month for thirty-six (36) months, at which time the entire principal balance shall be due and payable. The Class 3 Claimant shall retain its lien on the Class 3 Collateral.

Class 4 Claims: Class 4 consists of the Allowed Secured Claim of INSBank. The Class 4 Claim shall be Allowed in the amount of \$87,431.35. The rate of interest paid to the Class 4 Claimant shall be five and one-quarter percent (5.25%) per annum. Payments shall begin on the first day of the month following the Effective Date of the Plan and shall continue on the first day of the month for forty-eight (48) months. The Class 4 Claimant shall retain its lien on the Class 4 Collateral.

Class 5 Claims: Class 5 consists of the Allowed Secured Claim of Patterson Dental Supply, Inc. The Class 5 Claim shall be Allowed in the amount of \$32,350.69. The rate of interest paid to the Class 5 Claimant shall be five and one-half percent (5.5%) per annum. Payments shall begin on

the first day of the month following the Effective Date of the Plan and shall continue on the first day of the month for twenty-four (24) months. The Class 5 Claimant shall retain its lien on the Class 5 Collateral.

Class 6 Claims: Class 6 consists of all Disputed General Unsecured Claims. The Debtor intends to file objections to all Disputed General Unsecured Claims.

Class 7 Claims: Class 7 consists of all Allowed General Unsecured Claims not entitled to priority and not expressly included in the definition of any other class. This Class includes, without limitation, Claims arising out of the rejection of any executory contract or unexpired lease, each Allowed Claim secured by a lien on property in which the Debtor has an interest to the extent that such Claim is determined to be unsecured pursuant to 11 U.S.C. § 506(a), and each such Claim of the class described in 11 U.S.C. § 507(a), to the extent that the Allowed amount of such Claim exceeds the amount which such Claim may be afforded priority thereunder. The Class 7 Claimants shall receive ten percent (10%) of their Allowed Claims, payable over 60 months. The first payment shall be due on or before the first day of the month following the Effective Date of the Plan.

Class 8 Interests: Class 8 shall consist of the interest of the Debtor's sole member, Wendy Oaks Wilhelm. Dr. Oakes shall retain her one hundred percent (100%) membership interest in the Debtor.

SUMMARY OF OTHER PROVISIONS OF THE PLAN

Legally Binding Effect. Confirmation of the Plan will bind the Debtor and all creditors and Interest holders, whether or not they accept the Plan. Confirmation will also discharge the Debtor from all debts that arose before the Confirmation Date. The distributions of consideration provided for in the Plan will be in exchange for and in complete settlement, satisfaction and discharge of all Claims and Interests, including any Claim for interest after the Petition Date. On the Confirmation Date, all creditors shall be precluded from asserting any Claim against the Debtor or its property based upon any transaction or other activity of any kind that occurred prior to the Confirmation Date.

Modification of the Plan. The Debtor may propose amendments to or modifications of the Plan at any time prior to the Confirmation Date provided that the amended Plan satisfies the requirements of the Code. Unless, within the time fixed by the Court, a creditor changes its previous acceptance or rejection of the Plan, such previous election shall be deemed applicable to the amended Plan.

Post-Confirmation Jurisdiction. The Court shall retain exclusive jurisdiction over this Chapter 11 case for the purpose of determining any matters pertaining to the Plan or the Confirmation Order, as well as determining all disputes, suits or controversies arising out of the Plan and its interpretation, enforcement or consummation. Persons reading this Disclosure Statement should refer to the Plan for a more detailed discussion of the Court's continuing jurisdiction over the Debtor and this case.

Post-Confirmation Reporting. Pursuant to Local Rule 2015-2(b), amended December 31, 2014, the reorganized Debtor shall file with the Court, a Chapter 11 Post-Confirmation Quarterly Report in the form of Appendix I to the Local Rules, which shall be due on or before April 30, July

31, October 31 and January 31. These reports will be on file with the Clerk of the Bankruptcy Court, Customs House, 701 Broadway, Nashville, Tennessee 37203.

LIQUIDATION ANALYSIS

To obtain confirmation of the Plan, the Debtor must show that each holder of an impaired Claim or Interest has accepted the Plan, or that each holder will receive or retain under the Plan on account of the holder's Claim or Interest, property of a value, as of the Effective Date of the Plan, that is not less than the amount such holder would receive or retain if the Debtor's assets were liquidated under Chapter 7 of the Code on said date.

The Debtor believes a forced liquidation would result in less favorable treatment to creditors than that which is proposed in the Plan, as shown below:

ASSETS

Bank Accounts as of Petition Date	10,000
Accounts Receivable	120,000
Office Furniture and Equipment	150,000
Total Value of Assets to be Liquidated	\$280,000
Less 10% for Liquidation Expense	(28,000)
Contingent Unliquidated Claim	378,745
Liquidation Value of Assets	\$630,745

CLAIMS

Approximate Secured Claims	808,810
Approximate Priority/Tax Claims	2,765
Approximate Unsecured Claims	240,524
Total Claims	\$1,052,099

In summary, a liquidation of the Debtor's assets would not be sufficient to pay even the Secured Claims in full. The Plan provides for payment in full to the Secured Creditors. The Plan

also provides for payment in full to Priority Claimants and to Unsecured Claimants at ten percent of their claim amount. A Chapter 7 liquidation would result in zero distribution to the Unsecured Claimants. Accordingly, the Debtor believes that the distribution proposed in the Plan is preferable to a Chapter 7 liquidation. Therefore, acceptance of the Plan is in the best interest of creditors.

CONFIRMATION PROCEDURES

The Plan cannot be consummated unless it is confirmed by the Court. Confirmation of the Plan requires that, among other things, either (i) each Class of Claims or Interests that is impaired by the Plan has voted to accept the Plan by the requisite majority, or (ii) the Plan is determined by the Court to be fair and equitable, as defined by the Bankruptcy Code, with respect to Classes of Claims or Interests that have rejected the Plan. The Bankruptcy Code also requires that the confirmation of the Plan be in the “best interests” of all holders of Claims and Interests. The Debtor believes that the Plan meets the Confirmation requirements of the Bankruptcy Code.

Creditors Eligible to Vote. Only the votes of Classes whose Claims or Interests are impaired by the Plan will be counted in connection with the Confirmation of the Plan. Generally, and subject to the specific provisions of § 1124 of the Bankruptcy Code, a Class is “impaired” if its legal, equitable or contractual rights attaching to the Claims or Interests of that Class are modified by the Plan. In determining acceptance of the Plan, votes will be counted only if submitted by a holder of an Allowed Claim or Allowed Interest. Claims or Interests may be Allowed by the Court for voting purposes only. Classes 1 and 7 of the Plan include Claims or Interests that are not impaired under the Plan. All other Classes of Claims or Interests are impaired.

Acceptance Necessary to Confirm the Plan. For the Plan to be accepted and thereafter confirmed, it must be accepted by at least one Class of Claims which is impaired by the Plan. Under

§ 1126 of the Code, the impaired Class is deemed to have accepted the Plan if: (i) with respect to a Class of Claims, votes representing at least two-thirds (2/3) in amount and more than one-half (1/2) in number of Allowed Claims that have voted in that Class have accepted the Plan, and (ii) with respect to a Class of Interests, votes representing at least two-thirds (2/3) in amount of those Allowed Interests that have voted have accepted the Plan; provided that the vote of any holder of an Allowed Claim or Allowed Interest whose acceptance or rejection of the Plan was not made in good faith, as determined by the Court, will not be counted.

If a Class of Claims has been impaired by the Plan, the impaired Class must accept the Plan. Otherwise, the Court, in order to confirm the Plan, must independently determine that the Plan provides to each holder of a Claim or Interest, as the case may be, of such Class a recovery which has a value, as of the Effective Date, at least equal to the value of the distribution which such holder would receive or retain if the Debtor was liquidated under Chapter 7 of the Bankruptcy Code on the Effective Date.

Manner of Voting. In voting for or against the Plan, please use only the ballot sent to you with this Disclosure Statement. If a creditor has an Allowed Claim or Allowed Interest in more than one Class, such creditor may vote multiple ballots. Holders of Allowed Claims or Allowed Interests entitled to vote to accept or reject the Plan may vote by completing, dating, signing and transmitting the ballot to: Emerge Law PLC, 2021 Richard Jones Road, Suite 240, Nashville, Tennessee 37215; Fax: (615) 577-8325; Email: elliott@emergelaw.net or warner@emergelaw.net.

To be counted, a ballot must be received at the above address on or before the date and time set forth in the ballot. A ballot, once submitted, cannot be withdrawn or modified except as provided under the Bankruptcy Code.

Confirmation Without Unanimous Acceptance. Section 1129(b) of the Bankruptcy Code provides that the Plan may be confirmed by the Court despite not being accepted by every impaired Class if: (i) at least one impaired Class of Claims, excluding the Claims of insiders, has accepted the Plan; and (ii) the Court finds that the Plan does not discriminate unfairly and is fair and equitable to the rejected Classes. Among other things, such a finding would require a determination by the Court that the Plan provides that no holder of an Allowed Claim or Allowed Interest junior to the rejecting Class will receive or retain property or payment under the Plan until or unless such rejecting Class is paid in full.

The Debtor reserves the right pursuant to § 1129(b) of the Code to request the Court to confirm the Plan if all of the applicable requirements of § 1129(a) of the Code have been met. In addition, the Debtor reserves the right pursuant to § 1126(e) of the Code to request the Court to strike any ballot rejecting the Plan cast by any holder of a Claim or Interest which was not cast in good faith.

Hearing on Confirmation of the Plan. The Court will set a hearing on Confirmation of the Plan to determine whether the Plan has been accepted by the requisite number of holders of Claims and Interests and whether the other standards for Confirmation of the Plan have been satisfied. The hearing may be adjourned from time to time without further written notice other than an announcement in open Court.

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DATED: May 19, 2017.

Respectfully submitted,

WOW ORTHODONTICS INC.

/s/ Wendy Oakes Wilhelm

By: Wendy Oakes Wilhelm

Its: Owner

/s/ Elliott W. Jones

Elliott W. Jones (#003687)

Warner Jones (#028021)

Emerge Law PLC

2021 Richard Jones Road, Suite 240

Nashville, Tennessee 37215

(615) 953-2629

Fax: (615) 577-8325

elliott@emergelaw.net

warner@emergelaw.net

ATTORNEYS FOR DEBTOR

ASSETS
(as of Petition Date)

Exhibit A

<u>Description of Property</u>	<u>Value</u>
Bank Accounts	10,000.00
Accounts Receivable	120,000.00
Office Furniture and Equipment	150,000.00
Contingent Unliquidated Claim Against Chad Wilhelm	378,744.82
	<u>658,744.82</u>

UNSECURED CREDITORS

Exhibit B

<u>Creditor</u>	<u>Claim Amount</u>
<i>Class 6</i>	
First Data Global Leasing*	957.00
First Data Global Leasing*	496.46
First Data Global Leasing*	1,189.87
Happy Rock Merchant Solutions LLC*	31,059.07
J&T Farms*	10,000.00
Kabbage Inc.*	54,520.98
N2 Publishing*	28,287.00
NuLook Capital LLC*	41,086.92
Sprout Capital LLC*	6,433.87
	<hr/>
	174,031.17
 <i>Class 7</i>	
Bank of America	29,448.00
Chase Bank	37,030.61
Internal Revenue Service	13.82
	<hr/>
	66,492.43

* Debtor disputes these claims.

PRO-FORMA BUDGET

Exhibit C

	Jul-17	Aug-17	Sep-17	Oct-17	Nov-17	Dec-17	Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18
Income												
Practice Income	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00
Total Income	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00	61,138.00
Expenses												
<u>Patient Services</u>												
Dental/Clinic Supplies	6,443.00	6,443.00	6,443.00	6,443.00	6,443.00	6,443.00	6,443.00	6,443.00	6,443.00	6,443.00	6,443.00	6,443.00
Laboratory Fees	505.00	505.00	505.00	505.00	505.00	505.00	505.00	505.00	505.00	505.00	505.00	505.00
Salary, Wages and Taxes	28,293.00	28,293.00	28,293.00	28,293.00	28,293.00	28,293.00	28,293.00	28,293.00	28,293.00	28,293.00	28,293.00	28,293.00
<u>Expenses</u>												
Advertising and Marketing	144.00	144.00	144.00	144.00	144.00	144.00	144.00	144.00	144.00	144.00	144.00	144.00
Bank Fees	11.00	11.00	11.00	11.00	11.00	11.00	11.00	11.00	11.00	11.00	11.00	11.00
Care Credit Fees	435.00	435.00	435.00	435.00	435.00	435.00	435.00	435.00	435.00	435.00	435.00	435.00
Merchant Fees	930.00	930.00	930.00	930.00	930.00	930.00	930.00	930.00	930.00	930.00	930.00	930.00
Dues and Subscriptions	330.00	330.00	330.00	330.00	330.00	330.00	330.00	330.00	330.00	330.00	330.00	330.00
Computer Repairs and Maintenance	168.00	168.00	168.00	168.00	168.00	168.00	168.00	168.00	168.00	168.00	168.00	168.00
Monthly & Annual Software Fees	238.00	238.00	238.00	238.00	238.00	238.00	238.00	238.00	238.00	238.00	238.00	238.00
Insurance	931.00	931.00	931.00	931.00	931.00	931.00	931.00	931.00	931.00	931.00	931.00	931.00
Telephone/Internet/Cable	562.00	562.00	562.00	562.00	562.00	562.00	562.00	562.00	562.00	562.00	562.00	562.00
Electric/Gas/Water	1,832.00	1,832.00	1,832.00	1,832.00	1,832.00	1,832.00	1,832.00	1,832.00	1,832.00	1,832.00	1,832.00	1,832.00
Gifts/Flowers	76.00	76.00	76.00	76.00	76.00	76.00	76.00	76.00	76.00	76.00	76.00	76.00
Meals and Entertainment	215.00	215.00	215.00	215.00	215.00	215.00	215.00	215.00	215.00	215.00	215.00	215.00
Payroll Preparation	25.00	25.00	25.00	25.00	25.00	25.00	25.00	25.00	25.00	25.00	25.00	25.00
Professional Fees - Accounting/Legal	1,885.00	1,885.00	1,885.00	1,885.00	1,885.00	1,885.00	1,885.00	1,885.00	1,885.00	1,885.00	1,885.00	1,885.00
Office Supplies	450.00	450.00	450.00	450.00	450.00	450.00	450.00	450.00	450.00	450.00	450.00	450.00
Postage and Delivery	19.00	19.00	19.00	19.00	19.00	19.00	19.00	19.00	19.00	19.00	19.00	19.00
Building Rent	7,539.00	7,539.00	7,539.00	7,539.00	7,539.00	7,539.00	7,539.00	7,539.00	7,539.00	7,539.00	7,539.00	7,539.00
Building Maintenance	132.00	132.00	132.00	132.00	132.00	132.00	132.00	132.00	132.00	132.00	132.00	132.00
Maintenance & Repairs - Other	4.00	4.00	4.00	4.00	4.00	4.00	4.00	4.00	4.00	4.00	4.00	4.00
Taxes - FUTA/SUTA	47.00	47.00	47.00	47.00	47.00	47.00	47.00	47.00	47.00	47.00	47.00	47.00
Miscellaneous Expense	233.00	233.00	233.00	233.00	233.00	233.00	233.00	233.00	233.00	233.00	233.00	233.00
Total Expenses	51,447.00	51,447.00	51,447.00	51,447.00	51,447.00	51,447.00	51,447.00	51,447.00	51,447.00	51,447.00	51,447.00	51,447.00
Net Income Before Plan Payments	9,691.00	9,691.00	9,691.00	9,691.00	9,691.00	9,691.00	9,691.00	9,691.00	9,691.00	9,691.00	9,691.00	9,691.00
Plan Payments												
Internal Revenue Service	61.21	61.21	61.21	61.21	61.21	61.21	61.21	61.21	61.21	61.21	61.21	61.21
Bank of America	4,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00
INSBank	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40
Patterson Dental Supply, Inc.	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52
Disputed General Unsecureds	-	-	-	-	-	-	-	-	-	-	-	-
General Unsecureds	110.82	110.82	110.82	110.82	110.82	110.82	110.82	110.82	110.82	110.82	110.82	110.82
Total Plan Payments	7,621.95	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95
Disposable Monthly Income	2,069.05	3,069.05	3,069.05	3,069.05	3,069.05	3,069.05	3,069.05	3,069.05	3,069.05	3,069.05	3,069.05	3,069.05

PRO-FORMA BUDGET

Exhibit C

	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19	Apr-19	May-19	Jun-19
Income												
Practice Income	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00
Total Income	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00	62,383.00
Expenses												
<u>Patient Services</u>												
Dental/Clinic Supplies	6,516.00	6,516.00	6,516.00	6,516.00	6,516.00	6,516.00	6,516.00	6,516.00	6,516.00	6,516.00	6,516.00	6,516.00
Laboratory Fees	564.00	564.00	564.00	564.00	564.00	564.00	564.00	564.00	564.00	564.00	564.00	564.00
Salary, Wages and Taxes	29,700.00	29,700.00	29,700.00	29,700.00	29,700.00	29,700.00	29,700.00	29,700.00	29,700.00	29,700.00	29,700.00	29,700.00
<u>Expenses</u>												
Advertising and Marketing	165.00	165.00	165.00	165.00	165.00	165.00	165.00	165.00	165.00	165.00	165.00	165.00
Bank Fees	14.00	14.00	14.00	14.00	14.00	14.00	14.00	14.00	14.00	14.00	14.00	14.00
Care Credit Fees	452.00	452.00	452.00	452.00	452.00	452.00	452.00	452.00	452.00	452.00	452.00	452.00
Merchant Fees	1,005.00	1,005.00	1,005.00	1,005.00	1,005.00	1,005.00	1,005.00	1,005.00	1,005.00	1,005.00	1,005.00	1,005.00
Dues and Subscriptions	453.00	453.00	453.00	453.00	453.00	453.00	453.00	453.00	453.00	453.00	453.00	453.00
Computer Repairs and Maintenance	177.00	177.00	177.00	177.00	177.00	177.00	177.00	177.00	177.00	177.00	177.00	177.00
Monthly & Annual Software Fees	248.00	248.00	248.00	248.00	248.00	248.00	248.00	248.00	248.00	248.00	248.00	248.00
Insurance	953.00	953.00	953.00	953.00	953.00	953.00	953.00	953.00	953.00	953.00	953.00	953.00
Telephone/Internet/Cable	644.00	644.00	644.00	644.00	644.00	644.00	644.00	644.00	644.00	644.00	644.00	644.00
Electric/Gas/Water	2,198.00	2,198.00	2,198.00	2,198.00	2,198.00	2,198.00	2,198.00	2,198.00	2,198.00	2,198.00	2,198.00	2,198.00
Gifts/Flowers	77.00	77.00	77.00	77.00	77.00	77.00	77.00	77.00	77.00	77.00	77.00	77.00
Meals and Entertainment	297.00	297.00	297.00	297.00	297.00	297.00	297.00	297.00	297.00	297.00	297.00	297.00
Payroll Preparation	28.00	28.00	28.00	28.00	28.00	28.00	28.00	28.00	28.00	28.00	28.00	28.00
Professional Fees - Accounting/Legal	1,904.00	1,904.00	1,904.00	1,904.00	1,904.00	1,904.00	1,904.00	1,904.00	1,904.00	1,904.00	1,904.00	1,904.00
Office Supplies	512.00	512.00	512.00	512.00	512.00	512.00	512.00	512.00	512.00	512.00	512.00	512.00
Postage and Delivery	23.00	23.00	23.00	23.00	23.00	23.00	23.00	23.00	23.00	23.00	23.00	23.00
Building Rent	7,690.00	7,690.00	7,690.00	7,690.00	7,690.00	7,690.00	7,690.00	7,690.00	7,690.00	7,690.00	7,690.00	7,690.00
Building Maintenance	133.00	133.00	133.00	133.00	133.00	133.00	133.00	133.00	133.00	133.00	133.00	133.00
Maintenance & Repairs - Other	4.00	4.00	4.00	4.00	4.00	4.00	4.00	4.00	4.00	4.00	4.00	4.00
Taxes - FUTA/SUTA	52.00	52.00	52.00	52.00	52.00	52.00	52.00	52.00	52.00	52.00	52.00	52.00
Miscellaneous Expense	306.00	306.00	306.00	306.00	306.00	306.00	306.00	306.00	306.00	306.00	306.00	306.00
Total Expenses	54,115.00	54,115.00	54,115.00	54,115.00	54,115.00	54,115.00	54,115.00	54,115.00	54,115.00	54,115.00	54,115.00	54,115.00
Net Income Before Plan Payments	8,268.00	8,268.00	8,268.00	8,268.00	8,268.00	8,268.00	8,268.00	8,268.00	8,268.00	8,268.00	8,268.00	8,268.00
Plan Payments												
Internal Revenue Service	61.21	61.21	61.21	61.21	61.21	61.21	61.21	61.21	61.21	61.21	61.21	61.21
Bank of America	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00
INSBank	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40	2,023.40
Patterson Dental Supply, Inc.	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52	1,426.52
Disputed General Unsecureds	-	-	-	-	-	-	-	-	-	-	-	-
General Unsecureds	110.82	110.82	110.82	110.82	110.82	110.82	110.82	110.82	110.82	110.82	110.82	110.82
Total Plan Payments	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95	6,621.95
Disposable Monthly Income	1,646.05	1,646.05	1,646.05	1,646.05	1,646.05	1,646.05	1,646.05	1,646.05	1,646.05	1,646.05	1,646.05	1,646.05

PLAN TERMS SPREADSHEET

Exhibit D

Class	Creditor	Collateral	Fair Market Value	Original Claim Amount	Allowed Claim Amount	Payment Frequency	Term (months)	Interest Rate	Payment Amount
1	Administrative	n/a	n/a	\$ -	\$ -	One-time	n/a	n/a	-
2	Internal Revenue Service	n/a	n/a	\$ 2,765.24	\$ 2,765.24	Monthly <i>*to be paid in full no later than 1/31/2021</i>	48	3.000%	61.21
3	Bank of America	Any and all assets		\$ 689,028.39	\$ 689,028.39	Monthly	36	6.000%	4,000.00
4	INSBank	Specific equipment, accounts, etc.	\$ 87,431.35	\$ 87,431.35	\$ 87,431.35	Monthly	48	5.250%	2,023.40
5	Patterson Dental Supply, Inc.		\$ 27,940.26	\$ 32,350.69	\$ 32,350.69	Monthly	24	5.500%	1,426.52
6	Disputed General Unsecureds			\$ 174,031.17	\$ -	n/a	n/a	n/a	-
7	General Unsecureds	n/a	n/a	\$ 66,492.43	\$ 6,649.24	Monthly	60	0.000%	110.82
									7,621.95