

Fill in this information to identify the case:

United States Bankruptcy Court for the:
NORTHERN DISTRICT OF TEXAS

Case number (if known): _____ 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-

1. Debtor's name Ascent Group, LLC

2. All other names debtor used in the last 8 years dba Physicans ER Oak Lawn

Include any assumed names, trade names and ~~doing~~ *business as* names

3. Debtor's federal Employer 4 6 - 4 3 5 0 5 8 0

4. Debtor's address **Principal place of business** **Mailing address, if different from principal**

3607 Oak Lawn Ave
 Number Street

Number Street

P.O. Box

Dallas TX 75219
 City State ZIP Code

City State ZIP Code

Dallas
 County

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

Number Street

City State ZIP Code

5. Debtor's website (URL) _____

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

Debtor **Ascent Group, LLC**

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 _____)
- 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 _____
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of _____
- 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-_____
- The debtor is a shell company as defined in the Securities Exchange Act of 1934

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

If more than 2 cases, attach a

Debtor **Ascent Group, LLC**

Case number (if known) _____

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

List all cases. If more than 1,

No

Yes. Debtor _____ Relationship _____

District _____ When _____
MM / DD / YYYY

Case number, if known _____

Debtor _____ Relationship _____

District _____ When _____
MM / DD / YYYY

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

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

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

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 for distribution to unsecured creditors.

Debtor Ascent Group, LLC Case number (if known) _____

14. Estimated number of creditors
- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input checked="" 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 |
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 11/11/2016
MM/DD/YYYY

X [Signature] is/ Karen Kuo
Signature of authorized representative of debtor Printed name

Title Member

18. Signature of attorney

X [Signature] Date 11/14/2016
Signature of attorney for debtor MM/DD/YYYY

Marcus A. Helt
Printed name
Gardere Wynne Sewell LLP
Firm name
2021 McKinney Avenue
Number Street
Suite 1800

Dallas TX 75201
City State ZIP Code

(214) 999-3000 mhelt@gardere.com
Contact phone Email address
24052187 TX
Bar number State

WRITTEN CONSENT

of the

MEMBERS

of

ASCENT GROUP, LLC

November 14, 2016

The undersigned, constituting all of the voting members of Ascent Group, LLC, an Arkansas limited liability company (the “**Company**”), hereby consent in writing to and approve the resolutions attached hereto as **Exhibit A** and each and every action effected thereby.

This Consent may be executed in counterparts, each of which shall be deemed an original, and all of which, taken together shall constitute one instrument. A copy of this Consent signed and delivered by telecopy or other facsimile transmission shall be considered an original.

[Remainder of page left blank intentionally]

IN WITNESS WHEREOF, the undersigned Members have executed this consent as of the date first above written.

MEMBERS:

KCM, PLC

By: Karen Kuo, M.D.

By: Cole Stephens Peck, M.D.

ARROWMAKER, PLC

By: James William Fletcher, M.D.

SM ER, PLC

By: Subho Mullick, M.D.

SRG CONSULTING, LLC

Salima Thobani

By: Salima Thobani, M.D.

ENDEAVOR HOLDING MANAGEMENT,

LLC

By: Kelly Larkin, M.D.

KMZ MEDICAL, LLC

By: Gary Mark Wilson, APN

JL KUO, PLLC

By: Ja-Lynn Kuo, MD

IN WITNESS WHEREOF, the undersigned Members have executed this consent as of the date first above written.

MEMBERS:

KCM, PLC

By: Karen Kuo, M.D.

By: Cole Stephens Peck, M.D.

ARROWMAKER, PLC

By: James William Fletcher, M.D.

SM ER, PLC

By: Subho Mullick, M.D.

SRG CONSULTING, LLC

By: Salima Thobani, M.D.


ENDEAVOR HOLDING MANAGEMENT, LLC

By: Kelly Larkin, M.D.

KMZ MEDICAL, LLC

By: Gary Mark Wilson, APN

JL KUO, PLLC



By: Ja-Lynn Kuo, MD

IN WITNESS WHEREOF, the undersigned Members have executed this consent as of the date first above written.

MEMBERS:

KCM, PLC

By:  Karen Kuo, M.D.

By:  Cole Stephens Peck, M.D.

ARROWMAKER, PLC

By:  James William Fletcher, M.D.


SM ER, PLC

By:  Subho Mullick, M.D.

SRG CONSULTING, LLC

By:  Salima Thobani, M.D.


ENDEAVOR HOLDING MANAGEMENT, LLC

By:  Kelly Larkin, M.D.

KMZ MEDICAL, LLC

By:  Gary Mark Wilson, APN

JL KUO, PLLC

By:  Ja-Lynn Kuo, MD

IN WITNESS WHEREOF, the undersigned Members have executed this consent as of the date first above written.

MEMBERS:

KCM, PLC

By: Karen Kuo, M.D.

By: Cole Stephens Peck, M.D.

ARROWMAKER, PLC

By: James William Fletcher, M.D.

SM ER, PLC



By: Subho Mullick, M.D.

SRG CONSULTING, LLC

By: Salima Thobani, M.D.

ENDEAVOR HOLDING MANAGEMENT, LLC

By: Kelly Larkin, M.D.

KMZ MEDICAL, LLC

By: Gary Mark Wilson, APN

JL KUO, PLLC

By: Ja-Lynn Kuo, MD

EXHIBIT A

**VOLUNTARY PETITION FOR RELIEF UNDER
CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE**

WHEREAS, the members have considered the Company's assets, liabilities, and liquidity, the strategic alternatives available to the Company, and the impact of the foregoing on the Company's business; and

NOW, THEREFORE, IT IS RESOLVED, the members have determined that it is desirable and in the best interests of the Company, its creditors, and other interested parties that a petition be filed by the Company in a United States Bankruptcy Court, including the United States Bankruptcy Court for the Northern District of Texas (the "**Bankruptcy Court**") under the provisions of chapter 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "**Bankruptcy Code**") in such form and at such time as the duly appointed Bankruptcy Member of the Company executing said petition shall determine (the "**Chapter 11 Case**"); and be it

RESOLVED FURTHER, that the Members hereby vest responsibility for all bankruptcy related matters, including the filing of a voluntary petition for relief and all pre-bankruptcy filing preparation, to each voting Member of the Company (each a "**Bankruptcy Member**"), such that each voting Member is authorized, directed, and empowered to take any and all actions to advance the Company's rights and obligations in connection therewith, including the execution of documents necessary to that process; and be it

RESOLVED FURTHER, that each Bankruptcy Member is authorized, directed, and empowered, on behalf of and in the name of the Company, to employ and retain the law firm of Gardere Wynne Sewell LLP, 3000 Thanksgiving Tower, 1601 Elm Street, Dallas, TX 75201-4761 ("**Gardere**") as bankruptcy counsel for the Company in the Chapter 11 Case, to represent and assist the Company in carrying out its respective duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations and, in connection therewith, is authorized and directed to execute an appropriate retention agreement, pay appropriate retainers, and cause to be filed appropriate applications for authority to retain the services of Gardere; and be it

RESOLVED FURTHER, that all acts lawfully done or actions lawfully taken by any officer, director, or Bankruptcy Member of the Company or any Professional to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Case, or any matter or proceeding related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company; and be it

RESOLVED FURTHER, that the Company, as a debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code, shall be and hereby is authorized to: (a) borrow and/or receive funds from and undertake any and all related transactions contemplated thereby (collectively, the "**Financing Transactions**") and negotiate, execute, and deliver agreements, including without limitation, the debtor-in-possession financing agreement, with any party, including existing lenders and sureties, and on such terms as may be approved by any one of the officers, as reasonably necessary for the continuing conduct of affairs of the Company and (b)

pay related fees and grant security interests in and liens on some, all, or substantially all of the Company's assets, as may be deemed necessary by any one or more of the officers of the Company in connection with such borrowings;

RESOLVED FURTHER, that each Bankruptcy Member of the Company, or any one of them, be, and each hereby is, authorized and empowered, with full power of delegations, in the name of, and on behalf of, the Company, as a debtor and debtor-in-possession, to take such actions and execute and deliver such agreements, notes, guaranties, reaffirmations, certificates, instruments, notices, and any and all other documents as may be deemed necessary or appropriate to facilitate or consummate the Financing Transactions;

RESOLVED FURTHER, that each Bankruptcy Member of the Company or any one of them, be, and each hereby is, authorized and empowered, with full power of delegations, for and in the name and on behalf of the Company to amend, supplement, or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, or other writings referred to in the foregoing resolutions; and

RESOLVED FURTHER, that any and all actions of any officer, director, or Bankruptcy Member of the Company taken prior to the date hereof to (a) carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder, and (b) take any such action to constitute conclusive evidence of the exercise of such discretionary authority, be and hereby are ratified, approved, and confirmed in all respects.

GENERAL IMPLEMENTING AUTHORITY

RESOLVED, that each Bankruptcy Member of the Company, or any one of them, be, and each hereby is, authorized, directed, and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, verify, and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, applications to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action that they deem necessary and proper in connection with the Chapter 11 Case; and

RESOLVED FURTHER, that each Bankruptcy Member of the Company, or any one of them, be, and each hereby is, authorized, with full power of delegation, for and in the name and on behalf of the Company to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates, and undertakings, and to incur all such fees and expenses, as in their judgment shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.

(Balance of page intentionally blank)

Marcus A. Helt (TX 24052187)
Mark C. Moore (TX 24074751)
Thomas C. Scannell (TX24070559)
GARDERE WYNNE SEWELL LLP
3000 Thanksgiving Tower
1601 Elm Street
Dallas, TX 75201-4761
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
mhelt@gardere.com
mmoore@gardere.com
tscannell@gardere.com

PROPOSED COUNSEL TO THE DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § **Chapter 11**
§
ASCENT GROUP, LLC § **Case No.: 16-_____**
§
Debtor. §

CORPORATE OWNERSHIP STATEMENT OF ASCENT GROUP, LLC

Ascent Group, LLC (the “**Debtor**”), the debtor in the above-captioned case, hereby files this *Corporate Ownership Statement of Ascent Group, LLC* and pursuant to Fed. R. Bankr. P. 1007(a)(1) and 7007.1, the Debtor respectfully states as follows:

1. The Debtor is an Arkansas limited liability company and the following is the entity to report pursuant to Fed. R. Bankr. P. 7007.1(a).

<u>Entity</u>	<u>Ownership Percentage</u>
KCM, PLC	4%
SRG Consulting, LLC	16.5%
SM ER, PLC	37%
Arrowmaker, PLC	13.5%

JLKUO, PLLC	14.0%
ENDEAVOR HOLDING MANAGEMENT, LLC	12.5%
KMZ Medical, LLC	2.5%

Executed on November 13, 2016.


Member

Marcus A. Helt (TX 24052187)
Mark C. Moore (TX 24074751)
Thomas C. Scannell (TX 24070559)
GARDERE WYNNE SEWELL LLP
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
mhelt@gardere.com
mmoore@gardere.com
tscannell@gardere.com

**PROPOSED COUNSEL TO THE
DEBTOR AND DEBTOR-IN-POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § **Chapter 11**
§
ASCENT GROUP, LLC § **Case No.: 16-_____**
§
Debtor. §
§

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is a list of Ascent Group, LLC’s creditors holding the 20 largest unsecured claims. The list is prepared in accordance with FED. R. Bankr. P. 1007(d) for the filing in this Chapter 11 case. The list does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. §101(30), or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	C O N T I N G E N T *	U N L I Q U I D A T E D *	D I S P U T E *	S U B J E C T T O S E T O F *	AMOUNT OF CLAIM (If secured also state value of security)
Outfront Media	185 US Highway 46 Fairfield, NJ 07004	Trade					\$24,970.00
Lebanon Holdings LLC	6988 Lebanon Rd Ste 102 Frisco, TX 75034	Trade					\$16,534.75
Crain Group, LLC	3801 Knapp Rd. Pearland, TX 77581	Trade					\$8,100.00
Michael J. Camlinde & Associates	2000 N Classen Blvd, Suite 1300 Oklahoma City, OK 73106	Trade					\$7,520.16
Decode Digital	3815 Montrose Blvd. Ste 210 Houston, TX 77019	Trade					\$5,705.60
Ultimate Biomedical Solutions	6315-B FM 1488 #138 Magnolia TX 77354	Trade					\$5,547.45
Henry Schein	Dept CH 10241 Palatine IL 60055-0241	Trade					\$2,758.47

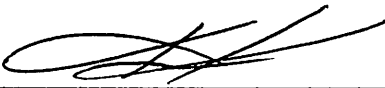
*The following information is based upon a review of the Debtor's books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses or counterclaims to the below-listed claims have been completed. Therefore, this listing does not and should not be deemed to constitute: (1) a waiver of any defense, counterclaim or offset to the below-listed claims; (2) an acknowledgment of the allowability of any of the below-listed claims; and/or (3) a waiver of any other right or legal position of the Debtor.

TXU Energy	PO Box 650638 Dallas TX 75265-0638	Trade							\$2,677.85
LabCorp	PO Box 12140 Burlington NC 27216-2140	Trade							\$1,961.75
Jan-Pro Cleaning Services	4545 Fuller Drive, Ste 406 Irving, TX 75038	Trade							\$1,753.65
EPOWERdoc Inc.	PO Box 241642 Omaha, NE 68124	Trade							\$1,708.34
TAFEC	PO Box 241642 Omaha, NE 68124	Trade							\$1,500.00
N.D. Consultants	578 Surf Oaks Drive Sebrook TX 77586	Trade							\$1,230.00
Admiral Linen & Uniform Service	1340 E Berry St Fort Worth, TX 75219	Trade							\$1,060.67
Networks of Houston	23749 Wisp Ct. Porter TX 77365	Trade							\$900.00
Michael Valek	930 Kessler Parkway Dallas, TX 75208	Trade							\$860.12
Blue Cross / Blue Shield of Texas	PO Box 731431 Dallas, TX 75373	Trade							\$757.74
Allied Pharmacy Service Inc.	801 Stadium Drive, Suite 111 Arlington Texas 76011- 3245	Trade							\$714.64
Dahill	PO Box 205354 Dallas, TX 75320	Trade							\$652.45
McKesson Medical Surgical, Inc.	PO Box 660266 Dallas, TX 75266	Trade							\$546.91

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A LIMITED LIABILITY COMPANY**

The undersigned declares under penalty of perjury that he has read the foregoing List of Creditors Holding 20 Largest Unsecured Claims, and that it is true and correct to the best of his information and belief.

Executed on November 14, 2016.

/s/ 

Member, Debtor/Debtor-in-Possession

B2030 (Form 2030) (12/15)

Marcus A. Helt (TX 24052187)
 Mark C. Moore (TX 24074751)
 Thomas C. Scannell (TX 24070559)
GARDERE WYNNE SEWELL LLP
 2021 McKinney Avenue, Suite 1600
 Dallas, TX 75201
 Telephone: (214) 999-3000
 Facsimile: (214) 999-4667
mhelt@gardere.com
mmoore@gardere.com
tscannell@gardere.com

**PROPOSED COUNSEL TO THE
 DEBTOR AND DEBTOR-IN-POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE NORTHERN DISTRICT OF TEXAS
 DALLAS DIVISION**

In re:	§ Chapter 11
	§
ASCENT GROUP, LLC	§ Case No.: 16-_____
	§
Debtor.	§
	§

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

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

For legal services, I have agreed to accept.....	\$ <u>85,000.00</u>
Prior to the filing of this statement I have received	\$ <u>68,858.50</u>
Balance Due	\$ <u>16,141.50¹</u>

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

Debtor Other (specify):

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

Debtor Other (specify):

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

¹ Retainer held in escrow.

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

(Continuation Sheet)

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

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- 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, statement 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;
6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

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.

Date: November 14, 2016

/s/ Marcus A. Helt
Marcus A. Helt (TX 24052187)
Mark C. Moore (TX 24074751)
Thomas C. Scannell (TX 24070559)
GARDERE WYNNE SEWELL LLP
2021 McKinney Avenue
Suite 1600
Dallas, TX 75201
Telephone: (214) 999-3000
Facsimile: (214) 999-4667
mhelt@gardere.com
mmoore@gardere.com
tscannell@gardere.com

**PROPOSED COUNSEL TO THE DEBTOR AND
DEBTOR-IN-POSSESSION**