

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-Individuals, is available.

1. Debtor's name Live Oak Lounge, LLC

2. All other names debtor used in the last 8 years aka The Live Oak; aka Live Oak Lounge Music Hall

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

3. Debtor's federal Employer Identification Number (EIN) 27 - 5018357

4. Debtor's address

<p>Principal place of business</p> <p><u>1311 Lipscomb St.</u> Number Street</p> <hr/> <p><u>Fort Worth TX 76104</u> City State ZIP Code</p> <hr/> <p><u>Tarrant</u> County</p>	<p>Mailing address, if different from principal place of business</p> <p><u>201 E. Abram St.</u> Number Street</p> <hr/> <p>P.O. Box</p> <hr/> <p><u>Arlington TX 76010</u> City State ZIP Code</p> <hr/> <p>Location of principal assets, if different from principal place of business</p> <p>_____ Number Street</p> <hr/> <p>_____ City State ZIP Code</p>
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5. Debtor's website (URL) www.theliveoak.com

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: Limited Liability Company

Debtor Live Oak Lounge, 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.naics.com/search/>

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

If more than 2 cases, attach a separate list.

Debtor Live Oak Lounge, LLC Case number (if known) _____

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 _____
 Case number, if known _____ MM / DD / YYYY

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

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

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 for distribution to unsecured creditors.

Debtor Live Oak Lounge, LLC Case number (if known) _____

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

Part X: 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 07/08/2016
MM / DD / YYYY

X /s/ Robert Johnson Signature of authorized representative of debtor Robert Johnson Printed name

Title Managing Member

18. Signature of attorney

X /s/ Warren V. Norred Signature of Attorney for Debtor Date 07/08/2016
MM / DD / YYYY

Warren V. Norred
Printed name

Norred Law, PLLC
Firm Name

200 E. Abram Ste. 300
Number Street

Arlington City TX State 76010 ZIP Code

Contact phone (817) 704-3984 Email address wnorred@norredlaw.com

24045094 Bar number TX State

Fill in this information to identify the case	
Debtor name	<u>Live Oak Lounge, LLC</u>
United States Bankruptcy Court for the:	<u>NORTHERN DISTRICT OF TEXAS</u>
Case number (if known)	_____

Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets -- Real and Personal Property

12/15

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

\$1,400.00

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
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4. Other cash equivalents (Identify all)

Name of institution (bank or brokerage firm)

4.1. Disclosure - Credit card receipts go to Afallon Holding, and used to pay vendors when funds are available.

\$0.00

5. Total of Part 1

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

<u>\$1,400.00</u>

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.

Debtor Live Oak Lounge, LLC Case number (if known) _____
 Name

Current value of
debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

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

Description, including name of holder of prepayment

9. Total of Part 2.

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

\$0.00

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: \$0.00 — \$0.00 = → \$0.00
 face amount doubtful or uncollectible accounts

11b. Over 90 days old: \$0.00 — \$0.00 = → \$0.00
 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.

\$0.00

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:

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: _____

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

Describe:

17. Total of Part 4

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

\$0.00

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.

Debtor Live Oak Lounge, LLC Case number (if known) _____
Name

General description	Date of the last physical inventory MM/DD/YYYY	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials				
Food and beverage (continuously replenished)	06/24/2016	\$3,500.00	purchase price	\$3,500.00
20. Work in progress				
21. Finished goods, including goods held for resale				
22. Other inventory or supplies				
23. Total of Part 5 Add lines 19 through 22. Copy the total to line 84.				\$3,500.00
24. Is any of the property listed in Part 5 perishable?				
<input type="checkbox"/> No				
<input checked="" type="checkbox"/> Yes				
25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?				
<input type="checkbox"/> No				
<input checked="" type="checkbox"/> Yes. Book value	\$3,500.00	Valuation method	purchase price	Current value \$3,500.00
26. Has any of the property listed in Part 5 been appraised by a professional within the last year?				
<input checked="" type="checkbox"/> No				
<input type="checkbox"/> Yes				

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming or 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			
33. Total of Part 6. Add lines 28 through 32. Copy the total to line 85.			\$0.00
34. Is the debtor a member of an agricultural cooperative?			
<input checked="" type="checkbox"/> No			
<input type="checkbox"/> Yes. Is any of the debtor's property stored at the cooperative?			
<input type="checkbox"/> No			
<input type="checkbox"/> Yes			
35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?			
<input checked="" type="checkbox"/> No			
<input type="checkbox"/> Yes. Book value		Valuation method	Current value
36. Is a depreciation schedule available for any of the property listed in Part 6?			
<input checked="" type="checkbox"/> No			
<input type="checkbox"/> Yes			

Debtor Live Oak Lounge, LLC Case number (if known) _____
 Name

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			
<u>Office furniture and equipment</u>			<u>\$1,000.00</u>
<u>Miscellaneous Furniture</u>			<u>\$5,000.00</u>
40. Office fixtures			
41. Office equipment, including all computer equipment and communication systems equipment and software			
<u>Sound and POS equipment</u>			<u>\$11,061.00</u>
42. Collectibles <i>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</i>			

43. Total of Part 7.
 Add lines 39 through 42. Copy the total to line 86.

\$17,061.00

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

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	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			
48. Watercraft, trailers, motors, and related accessories <i>Examples: Boats trailers, motors, floating homes, personal watercraft, and fishing vessels</i>			
49. Aircraft and accessories			
50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)			
<u>Kitchen equipment, music venue equipment, fire alarm</u>			<u>\$16,667.00</u>

51. Total of Part 8.
 Add lines 47 through 50. Copy the total to line 87.

\$16,667.00

Debtor Live Oak Lounge, LLC Case number (if known) _____
Name

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

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
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55.1. 1311 Lipscomb Fort Worth, TX 76104 Lease of 1311 Lipscomb Restaurant and music venue, leased.	Lease			Unknown
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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. \$0.00

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
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60. Patents, copyrights, trademarks, and trade secrets			
61. Internet domain names and websites			
Domain name - theliveoak.com			Unknown

62. Licenses, franchises, and royalties			
Disclosure Only - TABC License Sale of liquor is accomplished by Lipscomb 1311, LLC pursuant to a Concession Agreement with Afallon Holdings, LLC, which manages debtor. Debtor has no ownership of the TABC license.			\$0.00

Debtor Live Oak Lounge, LLC Case number (if known) _____
Name

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

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)

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

Description (for example, federal, state, local)

73. Interests in insurance policies or annuities

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

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

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 Live Oak Lounge, LLC Case number (if known) _____
 Name

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. <i>Copy line 5, Part 1.</i>	<u>\$1,400.00</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$0.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$3,500.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$17,061.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$16,667.00</u>	
88. Real property. <i>Copy line 56, Part 9.</i> →		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	<u>+\$0.00</u>	
91. Total. Add lines 80 through 90 for each column. 91a.	<u>\$38,628.00</u>	<u>\$0.00</u>
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.....		<u>\$38,628.00</u>

Fill in this information to identify the case:

Debtor name Live Oak Lounge, LLC

United States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

Case number (if known) _____

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
\$0.00	\$11,061.00

2.1 Creditor's name 1980 Properties, LLC

Creditor's mailing address 801 West Shaw, Ste 202

Fort Worth TX 76110

Creditor's email address, if known _____

Date debt was incurred July 1, 2011

Last 4 digits of account number _____

Do multiple creditors have an interest in the same property?
 No
 Yes. Specify each creditor, including this creditor, and its relative priority.

For Lease of 1311 Lipscomb: 1) Internal Revenue Service; 2) Afallon Holdings, LLC; 3) 1980 Properties, LLC. For Sound and POS equipment : 1) Afallon Holdings, LLC; 2) Plains Capital; 3) Internal Revenue Service; 4) 1980 Properties, LLC.

Describe debtor's property that is subject to a lien
LL Lien of assets on property.

Describe the lien
Lease / Statutory Lien

Is the creditor an insider or related party?
 No
 Yes

Is anyone else liable on this claim?
 No
 Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:
 Check all that apply.
 Contingent
 Unliquidated
 Disputed

Lease has been operated by Afallon Holdings, LLC since at least as far back as January 1, 2015. The lease payment is paid by Afallon to landlord. Actual contract payment currently is \$6,1999 (triple net). This lien is behind the contractual lien belonging to Plains Capital and the IRS's statutory lien.

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$784,182.50

Debtor Live Oak Lounge, LLC Case number (if known) _____

Part 1: Additional Page

Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
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Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2.2	Creditor's name <u>Afallon Holdings, LLC</u> <hr/> Creditor's mailing address <u>201 Abram</u> <hr/> _____ <hr/> <u>Arlington TX 76010</u> <hr/> Creditor's email address, if known <hr/> _____ <hr/> Date debt was incurred <u>6/18/2014</u> <hr/> Last 4 digits of account number _____ <hr/> 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 checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. For Miscellaneous Furniture: 1) Plains Capital; 2) Internal Revenue Service; 3) Afallon Holdings, LLC. For Office furniture and equipment: 1) Plains Capital; 2) Internal Revenue Service; 3) Afallon Holdings, LLC. For Kitchen equipment, music venue equipment, fire alarm: 1) Plains Capital; 2) Internal Revenue Service; 3) Afallon Holdings, LLC. For Domain name - theliveoak.com: 1) Plains Capital; 2) Internal Revenue Service; 3) Afallon Holdings, LLC. For Sound and POS equipment : See 2.1. For Cash on hand for operation: 1) Afallon Holdings, LLC; 2) Plains Capital; 3) Internal Revenue Service. For Food and beverage (continuously replenished): 1) Afallon Holdings, LLC; 2) Plains Capital; 3) Internal Revenue Service. For Lease of 1311 Lipscomb: See 2.1. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines _____	Describe debtor's property that is subject to a lien <u>everything</u> Describe the lien <u>Agreement</u> Is the creditor an insider or related party? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) 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	\$524,160.44 <hr/> \$38,628.00
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Afallon owns 50.7% equity of Debtor, and has loaned this sum over the last two years.

Debtor Live Oak Lounge, LLC Case number (if known) _____

Part 1: Additional Page

Column A	Column B
Amount of claim Do not deduct the value of collateral.	Value of collateral that supports this claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2.3	Creditor's name <u>Internal Revenue Service</u>	Describe debtor's property that is subject to a lien <u>all property and accounts</u>	<u>\$237,211.73</u>	<u>\$38,628.00</u>
	Creditor's mailing address <u>Department of Treasury</u>	Describe the lien <u>Taxes / Statutory Lien</u>		
	<u>Philadelphia, PA 142550030</u>	Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
	<u>2012</u>	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)		
	Creditor's email address, if known _____	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		
	Date debt was incurred <u>06/09/2014</u>	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. <input checked="" type="checkbox"/> Yes. The relative priority of creditors is specified on lines <u>2.1, 2.2</u>		
	Last 4 digits of account number _____			

Lien first established for 2012-2013 taxes, later assessed on 10/6/2014, filed as UCC 14-0035323405. Debtor had been making \$3800 payments on remaining debt.

2.4	Creditor's name <u>Plains Capital</u>	Describe debtor's property that is subject to a lien <u>all accounts, equipment</u>	<u>\$22,810.33</u>	<u>\$38,628.00</u>
	Creditor's mailing address <u>Att: Note Department</u>	Describe the lien <u>Agreement</u>		
	<u>PO Box 43600</u>	Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
	<u>Lubbock TX 79493-3600</u>	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)		
	Creditor's email address, if known _____	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		
	Date debt was incurred <u>12/21/2012</u>	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. <input checked="" type="checkbox"/> Yes. The relative priority of creditors is specified on lines <u>2.1, 2.2</u>		
	Last 4 digits of account number <u>9 7 0 3</u>			

Note matured on June 21, 2016.

Fill in this information to identify the case:	
Debtor	<u>Live Oak Lounge, LLC</u>
United States Bankruptcy Court for the:	<u>NORTHERN DISTRICT OF TEXAS</u>
Case number (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 part.

If more space is needed for priority unsecured claims, fill out and attach the Additional Page of Part 1.

Total claim	Priority amount
--------------------	------------------------

Debtor Live Oak Lounge, LLC Case number (if known) _____

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If more space is needed for nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

	Amount of claim
<p>3.1 Nonpriority creditor's name and mailing address</p> <p><u>ABC Home & Commerical Services</u></p> <p><u>997 Grandy's Lanes</u></p> <p><u>Lewisville TX 75077</u></p> <p>Date or dates debt was incurred <u>5/25/2016</u></p> <p>Last 4 digits of account number <u>8 4 1 4</u></p>	<p>As of the petition filing date, the claim is: <u>\$238.15</u></p> <p><i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Products and Services</u></p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>

<p>3.2 Nonpriority creditor's name and mailing address</p> <p><u>Advanced Beverages and Bar Supplies</u></p> <p><u>2403 Walnut Ridge</u></p> <p><u>Dallas TX 75229</u></p> <p>Date or dates debt was incurred <u>6/11/2016</u></p> <p>Last 4 digits of account number <u>n o w n</u></p>	<p>As of the petition filing date, the claim is: <u>\$156.00</u></p> <p><i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Products and Services</u></p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>
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<p>3.3 Nonpriority creditor's name and mailing address</p> <p><u>Airwise</u></p> <p><u>PO Box 251</u></p> <p><u>Bedford TX 76095</u></p> <p>Date or dates debt was incurred <u>3/21/2016</u></p> <p>Last 4 digits of account number <u>9 6 0 7</u></p>	<p>As of the petition filing date, the claim is: <u>\$259.80</u></p> <p><i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Products and Services</u></p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>
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<p>3.4 Nonpriority creditor's name and mailing address</p> <p><u>ASCAP</u></p> <p><u>21678 Network Place</u></p> <p><u>Chicago IL 60673-1216</u></p> <p>Date or dates debt was incurred <u>6/20/2016</u></p> <p>Last 4 digits of account number <u>9 7 1 0</u></p>	<p>As of the petition filing date, the claim is: <u>\$9,817.05</u></p> <p><i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Products and Services</u></p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>
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Debtor Live Oak Lounge, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

<p>3.5 Nonpriority creditor's name and mailing address</p> <p><u>B&S Fence Co</u> <u>2509 Carson Street</u> <u>Haltom City TX 76117</u></p> <p>Date or dates debt was incurred <u>4/5/2013</u></p> <p>Last 4 digits of account number <u>n o w n</u></p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Services</u></p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p><u>\$3,300.00</u></p>
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<p>3.6 Nonpriority creditor's name and mailing address</p> <p><u>BMI</u> <u>PO Box 630893</u> <u>Cincinnati OH 45263-0893</u></p> <p>Date or dates debt was incurred <u>12/1/2014</u></p> <p>Last 4 digits of account number <u>9 3 6 4</u></p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Products and Services</u></p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p><u>\$11,372.35</u></p>
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<p>3.7 Nonpriority creditor's name and mailing address</p> <p><u>BrandEra, Inc.</u> <u>1117 West Magnolia Avenue</u> <u>Fort Worth TX 76104</u></p> <p>Date or dates debt was incurred <u>12/23/2014</u></p> <p>Last 4 digits of account number <u>n o w n</u></p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Products and Services</u></p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p><u>\$1,000.00</u></p>
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<p>3.8 Nonpriority creditor's name and mailing address</p> <p><u>Cintas Corporation</u> <u>P.O. Box 650838</u> <u>Dallas TX 75265-0838</u></p> <p>Date or dates debt was incurred <u>5/6/2016</u></p> <p>Last 4 digits of account number <u>6 8 0 1</u></p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Products and Services</u></p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p><u>\$2,628.92</u></p>
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Debtor Live Oak Lounge, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

<p>3.9 Nonpriority creditor's name and mailing address</p> <p><u>Decker Jones</u> <u>801 Cherry Street</u> _____ <u>Fort Worth TX 76102</u></p> <p>Date or dates debt was incurred <u>4/14/2015</u></p> <p>Last 4 digits of account number <u>2 0 0 2</u></p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Products and Services</u></p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p><u>\$68.75</u></p>
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<p>3.10 Nonpriority creditor's name and mailing address</p> <p><u>EcoLab</u> <u>P.O. BOX 70343</u> _____ <u>Chicago IL 60673-0343</u></p> <p>Date or dates debt was incurred <u>6/10/2016</u></p> <p>Last 4 digits of account number <u>6 6 1 2</u></p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Products and Services</u></p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p><u>\$777.48</u></p>
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<p>3.11 Nonpriority creditor's name and mailing address</p> <p><u>ECR Systems</u> <u>11969 Plano Rd</u> _____ <u>Dallas TX 75243</u></p> <p>Date or dates debt was incurred <u>2/1/2016</u></p> <p>Last 4 digits of account number <u>n o w n</u></p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Products and Services</u></p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p><u>\$102.84</u></p>
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<p>3.12 Nonpriority creditor's name and mailing address</p> <p><u>FW Weekly</u> <u>3311 Hamilton Avenue</u> _____ <u>Fort Worth TX 76107</u></p> <p>Date or dates debt was incurred <u>5/18/2016</u></p> <p>Last 4 digits of account number <u>0 0 0 2</u></p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Marketing</u></p> <p>Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p>	<p>Amount of claim</p> <p><u>\$3,500.00</u></p>
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Debtor Live Oak Lounge, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

3.13	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$35,951.25</u>
	<u>Howard LLP</u>	<input type="checkbox"/> Contingent	
	<u>8350 Meadow Road</u>	<input type="checkbox"/> Unliquidated	
		<input type="checkbox"/> Disputed	
	<u>Dallas TX 75231</u>	Basis for the claim:	
	<u>Date or dates debt was incurred 8/15/2014</u>	Services	
	<u>Last 4 digits of account number 1 3 3 5</u>	Is the claim subject to offset?	
		<input checked="" type="checkbox"/> No	
		<input type="checkbox"/> Yes	

3.14	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$3,250.00</u>
	<u>KXT 91.7</u>	<input type="checkbox"/> Contingent	
	<u>3000 Harry Hines Boulevard</u>	<input type="checkbox"/> Unliquidated	
		<input type="checkbox"/> Disputed	
	<u>Dallas TX 75201</u>	Basis for the claim:	
	<u>Date or dates debt was incurred 2/29/2016</u>	Marketing	
	<u>Last 4 digits of account number 1 9 6 9</u>	Is the claim subject to offset?	
		<input checked="" type="checkbox"/> No	
		<input type="checkbox"/> Yes	

3.15	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>Unknown</u>
	<u>Lipscomb 1311, LLC</u>	<input type="checkbox"/> Contingent	
	<u>201 E. Abram</u>	<input type="checkbox"/> Unliquidated	
		<input type="checkbox"/> Disputed	
	<u>Arlington TX 76010</u>	Basis for the claim:	
	<u>Date or dates debt was incurred</u>	Arrearage	
	<u>Last 4 digits of account number</u>	Is the claim subject to offset?	
		<input checked="" type="checkbox"/> No	
		<input type="checkbox"/> Yes	

This entity holds the TABC license used by Debtor.

3.16	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$2,235.00</u>
	<u>LKCM Radio Group, LP</u>	<input type="checkbox"/> Contingent	
	<u>P.O. Box 162556</u>	<input type="checkbox"/> Unliquidated	
		<input type="checkbox"/> Disputed	
	<u>Fort Worth TX 76161-2556</u>	Basis for the claim:	
	<u>Date or dates debt was incurred 4/6/2016</u>	Marketing	
	<u>Last 4 digits of account number n o w n</u>	Is the claim subject to offset?	
		<input checked="" type="checkbox"/> No	
		<input type="checkbox"/> Yes	

Debtor Live Oak Lounge, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

3.17	Nonpriority creditor's name and mailing address <u>MANY - See attachment.</u> _____ _____ _____ _____ _____ _____	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 Basis for the claim: <u>Services</u>	Amount of claim _____ Unknown
	Date or dates debt was incurred _____ Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

3.18	Nonpriority creditor's name and mailing address <u>Metroplex Refrigeration</u> <u>5224 Kaltenbrun Rd</u> _____ _____ _____ _____ _____ _____	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 Basis for the claim: <u>Products and Services</u>	Amount of claim _____ \$913.64
	Date or dates debt was incurred <u>Fort Worth TX 76119</u> Last 4 digits of account number <u>4/19/2016</u> <u>n o w n</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

3.19	Nonpriority creditor's name and mailing address <u>PureLite of Dallas</u> <u>5600 W. Lovers Lane</u> _____ _____ _____ _____ _____ _____	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 Basis for the claim: <u>Products and Services</u>	Amount of claim _____ \$356.15
	Date or dates debt was incurred <u>Dallas TX 75209</u> Last 4 digits of account number <u>5/11/2016</u> <u>n o w n</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

3.20	Nonpriority creditor's name and mailing address <u>Reliant Metro</u> <u>PO Box 733007</u> _____ _____ _____ _____ _____ _____	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 Basis for the claim: <u>Products and Services</u>	Amount of claim _____ \$402.33
	Date or dates debt was incurred <u>Dallas TX 75373-3007</u> Last 4 digits of account number <u>4/28/2016</u> <u>0 0 0 0</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Live Oak Lounge, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

3.21	Nonpriority creditor's name and mailing address <u>SESAC LLC</u> <u>35 Music Sq. E.</u> <u>Nashville</u> <u>TN</u> <u>37203</u>	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 Basis for the claim: <u>Products and Services</u>	Amount of claim _____ \$29,220.00
	Date or dates debt was incurred <u>5/11/2016</u> Last 4 digits of account number <u>n o w n</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

3.22	Nonpriority creditor's name and mailing address <u>Star Telegram</u> <u>P.O. Box 901051</u> <u>Fort Worth</u> <u>TX</u> <u>76101-2051</u>	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 Basis for the claim: <u>Marketing</u>	Amount of claim _____ \$2,824.00
	Date or dates debt was incurred <u>5/1/2016</u> Last 4 digits of account number <u>I V 0 5</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

3.23	Nonpriority creditor's name and mailing address <u>Sutton Frost Cary LLP</u> <u>600 Six Flags Drive</u> <u>Arlington</u> <u>TX</u> <u>76011</u>	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 Basis for the claim: <u>Services</u>	Amount of claim _____ \$1,800.00
	Date or dates debt was incurred <u>3/25/2016</u> Last 4 digits of account number <u>I V 4 0</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

3.24	Nonpriority creditor's name and mailing address <u>Sysco USA I, Inc.</u> <u>1390 Enclave Parkway</u> <u>Houston</u> <u>TX</u> <u>77077</u>	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 Basis for the claim: <u>Products and Services</u>	Amount of claim _____ \$4,618.75
	Date or dates debt was incurred <u>9/5/2012</u> Last 4 digits of account number <u>3 6 8 4</u>	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor Live Oak Lounge, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

		Amount of claim
3.25	Nonpriority creditor's name and mailing address	<u>\$85.18</u>
	<p>Vector Security</p> <p>Vector Security, Inc.</p> <p>_____</p> <p>_____</p> <p>Cleveland OH 44101-6462</p>	
	<p>Date or dates debt was incurred <u>5/10/2016</u></p> <p>Last 4 digits of account number <u>2 3 7 4</u></p>	
	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim: Products and Services</p>	
	<p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	

Debtor Live Oak Lounge, LLC Case number (if known) _____

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. + \$114,877.64

5c. Total of Parts 1 and 2 5c. \$114,877.64
Lines 5a + 5b = 5c.

Fill in this information to identify the case:

Debtor name Live Oak Lounge, LLC

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 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	State what the contract or lease is for and the nature of the debtor's interest State the term remaining List the contract number of any government contract	For Disclosure Only - Afallon Holdings LLC contracts with 1311 Libscomb LLC to use its TABC license to sell alcohol on Debtor's premises. (Term is extendable.) Contract to be ASSUMED 10 payment(s)	1311 Libscomb LLC (TABC) 201 E. Abram Fort Worth TX 76010
2.2	State what the contract or lease is for and the nature of the debtor's interest State the term remaining List the contract number of any government contract	Leased Property operated by Afallon Holdings, LLC since January 1, 2015. The lease payment is paid by Afallon to LL. (Listed term includes two extensions.) Contract to be ASSUMED 132	1980 Properties, LLC (lease) 801 West Shaw, Suite 202 FW TX 76110
2.3	State what the contract or lease is for and the nature of the debtor's interest State the term remaining List the contract number of any government contract	Afallon Holdings, LLC has managed debtor since January 1, 2015. Contract to be ASSUMED 12	Afallon Holdings, LLC 201 E. Abram Arlington TX 76010
2.4	State what the contract or lease is for and the nature of the debtor's interest State the term remaining List the contract number of any government contract	Outsourced managment labor to handle marketing, mgmt, and production functions. Contract to be ASSUMED 12 payment(s)	Afallon Mgmt Company, LLC 201 E. Abram Arlington TX 76010

Fill in this information to identify the case:

Debtor name Live Oak Lounge, LLC

United States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

Case number (if known) _____

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 Disclosure only-William C Smith	<u>2711 Travis Ave.</u> Number Street <hr/> Fort Worth TX 76110 City State ZIP Code	1980 Properties, LLC (lease)	<input type="checkbox"/> D <input type="checkbox"/> E/F <input checked="" type="checkbox"/> G
2.2 Gary Lewis	<u>3221 Collinsworth Street</u> Number Street <hr/> Fort Worth TX 76107 City State ZIP Code	Plains Capital	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3 William C Smith	<u>2711 Travis Avenue</u> Number Street <hr/> Fort Worth TX 76110-3234 City State ZIP Code	Plains Capital	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4 William C Smith	<u>2711 Travis Ave.</u> Number Street <hr/> Fort Worth TX 76110 City State ZIP Code	1980 Properties, LLC	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.5 William C. Smith	<u>2711 Travis Ave.</u> Number Street <hr/> Fort Worth TX 76110 City State ZIP Code	Internal Revenue Service	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:

Debtor Name Live Oak Lounge, LLC

United States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

Case number (if known): _____

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.....	\$0.00
1b. Total personal property: Copy line 91A from Schedule A/B.....	\$38,628.00
1c. Total of all property Copy line 92 from Schedule A/B.....	\$38,628.00

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Hold Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, Amount of claim, at the bottom of page 1 of Schedule D.....	\$784,182.50
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 non-priority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F.....	+ \$114,877.64
4. Total liabilities Lines 2 + 3a + 3b.....	\$899,060.14

Fill in this information to identify the case and this filing:	
Debtor Name	<u>Live Oak Lounge, LLC</u>
United States Bankruptcy Court for the:	<u>NORTHERN DISTRICT OF TEXAS</u>
Case number (if known)	_____

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)
- A Summary of Assets and Liabilities for Non-Individuals* (Official Form 206-Summary)
- 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 Business Budget

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

Executed on 07/08/2016
MM / DD / YYYY

X /s/ Robert Johnson
Signature of individual signing on behalf of debtor

Robert Johnson
Printed name
Managing Member
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Live Oak Lounge, LLC

United States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

Case number (if known) _____

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 <u>01/01/2016</u> to Filing date	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	<u>\$690,926.00</u>
For prior year:	From <u>01/01/2015</u> to <u>12/31/2015</u>	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	<u>\$1,240,310.00</u>
For the year before that:	From <u>01/01/2014</u> to <u>12/31/2014</u>	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	<u>\$420,522.00</u>

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

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. <u>Ben E. Keith Foods</u> Creditor's name		<u>\$21,129.62</u>	<input type="checkbox"/> Secured debt
Number Street			<input type="checkbox"/> Unsecured loan repayments
			<input checked="" type="checkbox"/> Suppliers or vendors
City State ZIP Code			<input type="checkbox"/> Services
			<input type="checkbox"/> Other _____

Debtor Live Oak Lounge, LLC Case number (if known) _____
Name

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
3.2. <u>Texas Comptroller of Public Accounts</u> Creditor's name Number Street City State ZIP Code		<u>\$17,099.06</u>	Check all that apply <input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Taxes</u>

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 co-signed 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

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

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

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or government 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. <u>1980 Properties, LLC v. William Smith and Live Oak Lounge, LLC</u> Case number <u>2014-4312-2</u>	<u>LL/Tenant dispute - LL sued over failure to maintain \$3M insurance; Debtor has answered, and has unfiled counterclaims against LL for parking and other failures.</u>	<u>Tarrant County Civil Court #2</u> Name Number Street City State ZIP Code	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. <u>In Re Live Oak Lounge, LLC</u> Case number <u>Dkt. 635101 / Notice No. 3203</u>	<u>TABC case against debtor for selling liquor to minor.</u>	<u>TABC</u> Name <u>2225 E. Randol Mill Road, Ste. 200</u> Number Street City State ZIP Code	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded

Debtor Live Oak Lounge, LLC Case number (if known) _____
Name

Case title	Nature of case	Court or agency's name and address	Status of case
7.3. BMI v. Live Oak Lounge and Music Hall	Music licensing dispute.	Tarrant County Court #3	<input type="checkbox"/> Pending
		<small>Name</small>	<input type="checkbox"/> On appeal
		<small>Number Street</small>	<input checked="" type="checkbox"/> Concluded
Case number		<small>City</small>	<small>State ZIP Code</small>
2015-6230-3			

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

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

Part 5: Certain Losses

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

None

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 the property transferred	Dates	Total amount or value
11.1. <u>Norred Law, PLLC</u>		<u>06/21/2016</u>	<u>\$15,000.00</u>
Address			
<u>200 E. Abram Ste. 300</u>			
<small>Number Street</small>			
<hr/>			
<u>Arlington</u>	<u>TX</u>	<u>76010</u>	
<small>City</small>	<small>State</small>	<small>ZIP Code</small>	
Email or website address			
<hr/>			
Who made the payment, if not debtor?			
<hr/>			

Debtor Live Oak Lounge, LLC Case number (if known) _____
Name

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

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

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

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.

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:

Debtor Live Oak Lounge, LLC Case number (if known) _____
Name

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

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

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

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

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.

Debtor Live Oak Lounge, LLC Case number (if known) _____
Name

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.

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

- No
- Yes. Provide details below.

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

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

26a.1. **Afallon Holdings, LLC** From _____ To _____
Name
201 E. Abram
Street

Arlington TX 76010
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

26b.1. **Afallon Holdings, LLC** From _____ To _____
Name
201 E. Abram
Street

Arlington TX 76010
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

26c.1. **Afallon Holdings, LLC** If any books of account and records are unavailable, explain why
Name
201 Abram
Street

Arlington TX 76010
City State ZIP Code

Debtor Live Oak Lounge, LLC Case number (if known) _____
 Name

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

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.

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
Robert Johnson	201 E. Abram Arlington, TX 76010	Managing Mbr	26.8%
Kenny Kimbrough	201 Abram St. Arlington, TX 76010	Managing Mbr	19.3%

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
William Smith	2711 Travis Ave Fort Worth, TX 76110	Mgr Mbr	From <u>06/2012</u> To <u>05/2016</u>

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.

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.

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.

Debtor Live Oak Lounge, LLC Case number (if known) _____
Name

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property 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 07/08/2016
MM / DD / YYYY

X /s/ Robert Johnson Printed name Robert Johnson
Signature of individual signing on behalf of the debtor

Position or relationship to debtor Managing Member

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

- No
- Yes

B2030 (Form 2030) (12/15)

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re **Live Oak Lounge, LLC**

Case No. _____

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

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

For legal services, I have agreed to accept.....	<u>\$15,000.00</u>
Prior to the filing of this statement I have received.....	<u>\$15,000.00</u>
Balance Due.....	<u>\$0.00</u>

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

- Debtor
- Other (specify)
Afallon Holdings, LLC (creditor)

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

- Debtor
- Other (specify)
Afallon Holdings, LLC (creditor), or new company.

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

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

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

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

B2030 (Form 2030) (12/15)

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:
Attorney is billing the case at \$350/hour, and applying the \$15k to that sum. Additional fees will be approved in accordance with the Court's procedures.

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.

07/08/2016

Date

/s/ Warren V. Norred

Warren V. Norred

Norred Law, PLLC

200 E. Abram Ste. 300

Arlington, TX 76010

Phone: (817) 704-3984 / Fax: (817) 549-0161

Bar No. 24045094

/s/ Robert Johnson

Robert Johnson

Managing Member

Fill in this information to identify the case:

Debtor name Live Oak Lounge, LLC

United States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

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 claims 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		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Internal Revenue Service Department of Treasury Philadelphia, PA 142550030 2012		Taxes		\$237,211.73	\$0.00	\$237,211.73
2	Howard LLP 8350 Meadow Road Dallas, TX 75231		Services				\$35,951.25
3	SESAC LLC 35 Music Sq. E. Nashville, TN 37203		Products and Services				\$29,220.00
4	BMI PO Box 630893 Cincinnati, OH 45263-0893		Products and Services				\$11,372.35
5	ASCAP 21678 Network Place Chicago, IL 60673-1216		Products and Services				\$9,817.05

Debtor Live Oak Lounge, LLC Case number (if known) _____
 Name

	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
6	Sysco USA I, Inc. 1390 Enclave Parkway Houston, TX 77077		Products and Services				\$4,618.75
7	FW Weekly 3311 Hamilton Avenue Fort Worth, TX 76107		Marketing				\$3,500.00
8	B&S Fence Co 2509 Carson Street Haltom City, TX 76117		Services				\$3,300.00
9	KXT 91.7 3000 Harry Hines Boulevard Dallas, TX 75201		Marketing				\$3,250.00
10	Star Telegram P.O. Box 901051 Fort Worth, TX 76101-2051		Marketing				\$2,824.00
11	Cintas Corporation P.O. Box 650838 Dallas, TX 75265-0838		Products and Services				\$2,628.92
12	LKCM Radio Group, LP P.O. Box 162556 Fort Worth, TX 76161-2556		Marketing				\$2,235.00
13	Sutton Frost Cary LLP 600 Six Flags Drive Arlington, TX 76011		Services				\$1,800.00

Debtor Live Oak Lounge, LLC Case number (if known) _____
 Name _____

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
14 BrandEra, Inc. 1117 West Magnolia Avenue Fort Worth, TX 76104		Products and Services				\$1,000.00
15 Metroplex Refrigeration 5224 Kaltenbrun Rd Fort Worth, TX 76119		Products and Services				\$913.64
16 EcoLab P.O. BOX 70343 Chicago, IL 60673-0343		Products and Services				\$777.48
17 Reliant Metro PO Box 733007 Dallas, TX 75373-3007		Products and Services				\$402.33
18 PureLite of Dallas 5600 W. Lovers Lane Dallas, TX 75209		Products and Services				\$356.15
19 Airwise PO Box 251 Bedford, TX 76095		Products and Services				\$259.80
20 ABC Home & Commerical Services 997 Grandy's Lanes Lewisville, TX 75077		Products and Services				\$238.15

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

IN RE: **Live Oak Lounge, LLC**

CASE NO

CHAPTER **11**

VERIFICATION OF CREDITOR MATRIX

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

Date 7/8/2016

Signature /s/ Robert Johnson
Robert Johnson
Managing Member

Date _____

Signature _____

1311 Libscomb LLC (TABC)
201 E. Abram
Fort Worth, TX 76010

1980 Properties, LLC
801 West Shaw, Ste 202
Fort Worth, TX 76110

1980 Properties, LLC (lease)
801 West Shaw, Suite 202
FW, TX 76110

ABC Home & Commerical Services
997 Grandy's Lanes
Lewisville, TX 75077

Advanced Beverages and Bar Supplies
2403 Walnut Ridge
Dallas, TX 75229

Afallon Holdings, LLC
201 Abram
Arlington, TX 76010

Afallon Holdings, LLC
201 E. Abram
Arlington, TX 76010

Afallon Mgmt Company, LLC
201 E. Abram
Arlington, TX 76010

Airwise
PO Box 251
Bedford, TX 76095

ASCAP
21678 Network Place
Chicago, IL 60673-1216

Attorney General
Main Justice Bldg, Room 5111
10th & Constitution Ave., N.W.
Washington, DC 20530

B&S Fence Co
2509 Carson Street
Haltom City, TX 76117

BMI
PO Box 630893
Cincinnati, OH 45263-0893

Brackett & Ellis
100 Main Street
Fort Worth, TX 76102-5110

BrandEra, Inc.
1117 West Magnolia Avenue
Fort Worth, TX 76104

Cintas Corporation
P.O. Box 650838
Dallas, TX 75265-0838

Decker Jones
801 Cherry Street
Fort Worth, TX 76102

Disclosure only-William C Smith
2711 Travis Ave.
Fort Worth, TX 76110

EcoLab
P.O. BOX 70343
Chicago, IL 60673-0343

ECR Systems
11969 Plano Rd
Dallas, TX 75243

FW Weekly
3311 Hamilton Avenue
Fort Worth, TX 76107

Gary Lewis
3221 Collinworth Street
Fort Worth, TX 76107

Howard LLP
8350 Meadow Road
Dallas, TX 75231

Internal Revenue Service
Department of Treasury
Philadelphia, PA 142550030
2012

IRS
Special Procedures-Insolvency
P.O. Box 7346
Philadelphia, PA 19101-7346

KXT 91.7
3000 Harry Hines Boulevard
Dallas, TX 75201

LGBS
2323 Bryan, Ste. 1600
Dallas, TX 75201

LGBS
100 Throckmorton
Ste. 300
Fort Worth, TX 76102-5113

Lipscomb 1311, LLC
201 E. Abram
Arlington, TX 76010

LKCM Radio Group, LP
P.O. Box 162556
Fort Worth, TX 76161-2556

MANY - See attachment.

Metroplex Refrigeration
5224 Kaltenbrun Rd
Fort Worth, TX 76119

Perdue Brandon Fielder LLC
4025 Woodland Park Blvd.
Ste 300
Arlington, TX 76013

Plains Capital
Att: Note Department
PO Box 43600
Lubbock, TX 79493-3600

PureLite of Dallas
5600 W. Lovers Lane
Dallas, TX 75209

Reliant Metro
PO Box 733007
Dallas, TX 75373-3007

SESAC LLC
35 Music Sq. E.
Nashville, TN 37203

Star Telegram
P.O. Box 901051
Fort Worth, TX 76101-2051

State Comptroller
Revenue Accounting Division
Bankruptcy Section
P. O. Box 13528
Austin, TX 78711

Sutton Frost Cary LLP
600 Six Flags Drive
Arlington, TX 76011

Sysco USA I, Inc.
1390 Enclave Parkway
Houston, TX 77077

Tax Division
US Department of Justice
717 N. Harwood
Ste. 400
Dallas, TX 75201

Texas Alcoholic Bev. Comm
Licenses and Permits Division
P. O. Box 13127
Austin, TX 78711-3127

Texas Atty Gen.
Bk-Collections Division
P. O. Box 12548
Austin, TX 78711-2548

Texas Workforce Comm.
TEC Building-Bankruptcy
101 E. 15th Street
Austin, TX 78778

U.S. Attorney-North
3rd. Floor, 1100 Commerce St.
Dallas, TX 75242

U.S. Trustee
1100 Comm. Street, Rm 976
Dallas, TX 75242-1699

Vector Security
Vector Security, Inc.
Cleveland, Ohio 44101-6462

William C Smith
2711 Travis Avenue
Fort Worth, TX 76110-3234

William C Smith
2711 Travis Ave.
Fort Worth, TX 76110

William C. Smith
2711 Travis Ave.
Fort Worth, TX 76110

**UNITED STATES BANKRUPTCY COURT
 NORTHERN DISTRICT OF TEXAS
 FORT WORTH DIVISION**

IN RE:
Live Oak Lounge, LLC

CHAPTER 11

DEBTOR(S)

CASE NO

LIST OF EQUITY SECURITY HOLDERS

Registered Name of Holder of Security Last Known Address or Place of Business	Class of Security	Number Registered	Kind of Interest Registered
Afallon Holdings, LLC, c/o R. Johnson 201 East Abram St Arlington, 76010		106	
Amy Duncan 4132 Donnelly Avenue Fort Worth, TX 76107		2	
Anthony Ames 2230 Bolivar Street Denton, TX 76201		3	
Austin Hines 2511 5th Avenue Fort Worth, TX 76110		4	
Bill Smith 2711 Travis Avenue Ft. Worth, TX 76110		15	
Bradley Bennett 2206 Frio Drive Keller, TX 76248		3	
Brittany Ann Harris 7840 Hood Street Fort Worth, TX 76135		1	
Casey Smith 2225 Alston Fort Worth, TX 76110		1	
Daniel Dean Richmond 2530 Long Shadow Dr. Graham, NC 27253		2	
Gary Gregory 3221 North Bell Ave. Denton, TX 76207		4	
Gary Lewis 1925 Rock Ridge Terrace Fort Worth, TX 76110		6	
Herbert Alfrey 2671 Bull Shoals Drive Fort Worth, TX 76131		1	
Hiram Rooks IRA 8226 Douglas Avenue, Suite 332 Dallas, TX 75225		1	

**UNITED STATES BANKRUPTCY COURT
 NORTHERN DISTRICT OF TEXAS
 FORT WORTH DIVISION**

IN RE:
Live Oak Lounge, LLC

CHAPTER 11

DEBTOR(S)

CASE NO

LIST OF EQUITY SECURITY HOLDERS

Continuation Sheet No. 1

Registered Name of Holder of Security Last Known Address or Place of Business	Class of Security	Number Registered	Kind of Interest Registered
James Kimbrough PO Box 13296 Arlington, TX 76094		5	
Jeffrey Givens 1216 Elizabeth Fort Worth, TX 76110		1	
Jessica Wood Schlott 5011 Andalusia Trail Arlington, TX 76107		2	
John Grady 4607 Lester Drive Arlington, TX 76016		9	
Jonathan & Lacey Blissit 2803 Riverside Parkway Grand Prarie, TX 75080		1	
Kenny Kimbrough PO Box 13296 Arlington, TX 76094		5	
Lisa & Craig Ford 2025 Hawthorne Ave Fort Worth, TX 76110		1	
Marsha Jackson 2700 Riverforest Ct. Bedford, TX 76021		1	
Martha & Chris Gensheimer 2337 W. Magnolia Fort Worth, TX 76110		3	
Martin Thompson 2300 Bamboo Ct Arlington, TX 76006		1	
Megan Lewis 1925 Rockridge Terrace Fort Worth, TX 76110		2	
Michael John Briggs 1003 Brittany Denton, TX 76209		1	

**UNITED STATES BANKRUPTCY COURT
 NORTHERN DISTRICT OF TEXAS
 FORT WORTH DIVISION**

IN RE:
Live Oak Lounge, LLC

CHAPTER 11

DEBTOR(S)

CASE NO

LIST OF EQUITY SECURITY HOLDERS

Continuation Sheet No. 2

Registered Name of Holder of Security Last Known Address or Place of Business	Class of Security	Number Registered	Kind of Interest Registered
Nicole Ofeno 1507 Alston Avenue #3 Ft. Worth, TX 76104		1	
Nicole Sullivan 5207 Smokerise Ct. Arlington, TX 76016		2	
Noland Harmon 1250 Cross Creek Dr. Kennedale, TX 76060		1	
Pavonia, LLC, c/o Peter Miller 2220 Lipscomb Street Fort Worth, TX 76110		4	
Robert S. & Judith Johnson 7202 Lake Mead Blvd. Arlington, TX 76016		3	
Ronald Killingsworth 3612 Kimberley Lane Ft. Worth, TX 76133		1	
Roy Jackson 2700 River Forest Ct. Bedford, TX 76021		2	
Shawn Peach 8036 Brook Ridge Dr. Fort Worth, TX 76120		2	
Stacie Fleming 655 County Road 1300 Bridgeport, TX 76426		2	
Stephen Tatum 600 W. 6th Street Suite 300 Fort Worth, TX 76110		3	
Thomas Aaron & Leska Osbakken 5719 Stageline Ct. Arlington, TX 76017		5	
Tim Gregory 2713 Idlewood Lane Odessa, TX 79762		1	
Vivian Parlin 7408 Red Leaf Ct. Mansfield, TX 76063		1	

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

IN RE:
Live Oak Lounge, LLC

CHAPTER 11

DEBTOR(S)

CASE NO

LIST OF EQUITY SECURITY HOLDERS

Continuation Sheet No. 3

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

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

Date: 7/8/2016

Signature: /s/ Robert Johnson
Robert Johnson
Managing Member

**UNITED STATES BANKRUPTCY COURT
 NORTHERN DISTRICT OF TEXAS
 FORT WORTH DIVISION**

In re: **Live Oak Lounge, LLC**

CASE NO

CHAPTER 11

BUSINESS INCOME AND EXPENSES

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:

1. Gross Income for 12 Months Prior to Filing: \$1,300,000.00

PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:

2. Gross Monthly Income: \$120,948.92

PART C - ESTIMATED AVERAGE FUTURE MONTHLY EXPENSES:

3. Net Employee Payroll (Other Than Debtor):	<u>\$6,496.05</u>
4. Payroll Taxes:	<u>\$657.90</u>
5. Unemployment Taxes:	<u>\$0.00</u>
6. Worker's Compensation:	<u>\$0.00</u>
7. Other Taxes:	<u>\$4,515.22</u>
8. Inventory Purchases (including raw materials):	<u>\$0.00</u>
9. Purchase of Feed/Fertilizer/Seed/Spray:	<u>\$0.00</u>
10. Rent (other than debtor's principal residence):	<u>\$6,199.19</u>
11. Utilities:	<u>\$2,948.30</u>
12. Office Expenses and Supplies:	<u>\$2,584.23</u>
13. Repairs and Maintenance:	<u>\$1,788.56</u>
14. Vehicle Expenses:	<u>\$0.00</u>
15. Travel and Entertainment:	<u>\$88.00</u>
16. Equipment Rental and Leases:	<u>\$1,747.94</u>
17. Legal/Accounting/Other Professional Fees:	<u>\$0.00</u>
18. Insurance:	<u>\$2,444.06</u>
19. Employee Benefits (e.g., pension, medical, etc.):	<u>\$585.61</u>
20. Payments to be Made Directly by Debtor to Secured Creditors for Pre-Petition Business Debts (Specify):	
DISCLOSURE: Afallon Holdings, LLC recieves credit card payments to offset ongoing expenses. The budget as reported here comes from funds handled by Afallon.	<u>\$0.00</u>
21. Other (Specify):	
Advertising	<u>\$6,867.77</u>
Janitorial/linens	<u>\$1,191.48</u>
Bank charges	<u>\$80.16</u>
Software	<u>\$422.92</u>
Miscellaneous	<u>\$310.58</u>
Management fees	<u>\$8,066.66</u>
Permits & Licenses	<u>\$428.83</u>
Telephone	<u>\$178.41</u>
Intenet fee	<u>\$36.04</u>
Liquor	<u>\$5,226.50</u>
Beer	<u>\$8,373.16</u>
Wine	<u>\$2,466.76</u>
Food	<u>\$8,968.21</u>
Beverage/Non alcoholic	<u>\$781.06</u>
Entertainment-Music Hall	<u>\$22,502.97</u>
Entertainment costs non-music hall	<u>\$8,500.00</u>

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
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In re: **Live Oak Lounge, LLC**

CASE NO

CHAPTER 11

BUSINESS INCOME AND EXPENSES

Continuation Sheet No. 1

Credit card processing fees	<u>\$2,416.88</u>
Back of the house labor kitchen	<u>\$8,926.00</u>
Front of the house labor waiters etc	<u>\$18,379.00</u>
Entertainment labor	<u>\$4,063.86</u>
COS labor other	<u>\$681.33</u>
NB gross receipt tax	<u>\$4,515.22</u>

22. Total Monthly Expenses (Add items 3 - 21)

\$143,438.86

PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:

23. AVERAGE NET MONTHLY INCOME (Subtract item 22 from item 2):

(\$22,489.94)