

Fill in this information to identify the case:

Debtor Name Oak Cliff Dental Center, PLLC

United States Bankruptcy Court for the: Northern District of Texas
(State)

Case number: 17-33780-sgj

Check if this is an amended filing

Official Form 425B

Disclosure Statement for Small Business Under Chapter 11

12/17

Oak Cliff Dental Center, PLLC's Disclosure Statement, Dated February 9, 2018

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I. Introduction

This is the disclosure statement (the *Disclosure Statement*) in the small business chapter 11 case of Oak Cliff Dental Center, PLLC. This Disclosure Statement provides information about the Debtor and the Plan filed on [insert date] (the *Plan*) to help you decide how to vote.

A copy of the Plan is attached as *Exhibit A*. **Your rights may be affected.** You should read the Plan and this Disclosure Statement carefully. You may wish to consult an attorney about your rights and your treatment under the Plan.

The proposed distributions under the Plan are discussed at pages 6-9 of this Disclosure Statement. [General unsecured creditors are classified in Class 3] and will receive a distribution of 65% of their allowed claims, to be distributed as follows distribution from proceeds of asset sale.

A. Purpose of This Document

This Disclosure Statement describes:

- ☐ The Debtor and significant events during the bankruptcy case,
- ☐ How the Plan proposes to treat claims or equity interests of the type you hold (*i.e.*, what you will receive on your claim or equity interest if the plan is confirmed),
- ☐ Who can vote on or object to the Plan,
- ☐ What factors the Bankruptcy Court (the *Court*) will consider when deciding whether to confirm the Plan,
- ☐ Why the Debtor believes the Plan is feasible, and how the treatment of your claim or equity interest under the Plan compares to what you would receive on your claim or equity interest in liquidation, and
- ☐ The effect of confirmation of the Plan.

Be sure to read the Plan as well as the Disclosure Statement. This Disclosure Statement describes the Plan, but it is the Plan itself that will, if confirmed, establish your rights.

B. Deadlines for Voting and Objecting; Date of Plan Confirmation Hearing

The Court has not yet confirmed the Plan described in this Disclosure Statement. A separate order has been entered setting the following information:

- ☐ Time and place of the hearing to [finally approve this disclosure statement and] confirm the plan,
- ☐ Deadline for voting to accept or reject the plan, and
- ☐ Deadline for objecting to the [adequacy of disclosure and] confirmation of the plan.

If you want additional information about the Plan or the voting procedure, you should contact [insert name and address of representative of plan proponent].

Robert M. Nicoud, Jr. (214) 979-7308 rmnicoud@dallas-law.com

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C. Disclaimer

The Court has [conditionally] approved this Disclosure Statement as containing adequate information to enable parties affected by the Plan to make an Informed judgment about its terms. The Court has not yet determined whether the Plan meets the legal requirements for confirmation, and the fact that the Court has approved this Disclosure Statement does not constitute an endorsement of the Plan by the Court, or a recommendation that it be accepted.

II. Background

A. Description and History of the Debtor's Business

The Debtor is a corporation. Since April 1, 2004, the Debtor has been in the business of general dentistry. [Describe the Debtor's business].

B. Insiders of the Debtor

[Insert a detailed list of the names of Debtor's insiders as defined in § 101(31) of the United States Bankruptcy Code (the Code) and their relationship to the Debtor.

For each insider, list all compensation paid by the Debtor or its affiliates to that person or entity during the 2 years prior to the commencement of the Debtor's bankruptcy case, as well as compensation paid during the pendency of this chapter 11 case.]

C. Management of the Debtor During the Bankruptcy

List the name and position of all current officers, directors, managing members, or other persons in control (collectively the *Management*) who will not have a position post-confirmation that you list in III D 2.

Name	Position
Angela L. Jones, DDS	Manager

D. Events Leading to Chapter 11 Filing

Debtor filed bankruptcy due to IRS lien enforcement and in order to conduct an orderly sale of assets.

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E. Significant Events During the Bankruptcy Case

[Describe significant events during the Debtor's bankruptcy case:

- OCDC sold all of its assets including goodwill with court approval and is holding approximately \$258,000.00 in proceeds.
- OCDC has employed Olson Nicoud & Gueck as bankruptcy counsel; Metcalf Adair as special counsel and John Permenter as accountant
- no other significant events.

F. Projected Recovery of Avoidable Transfers

Check one box.

The Debtor does not intend to pursue preference, fraudulent conveyance, or other avoidance actions.

The Debtor estimates that up to \$ may be realized from the recovery of fraudulent, preferential or other avoidable transfers. While the results of litigation cannot be predicted with certainty and it is possible that other causes of action may be identified, the following is a summary of the preference, fraudulent conveyance and other avoidance actions filed or expected to be filed in this case:

Transaction	Defendant	Amount Claimed

The Debtor has not yet completed its investigation with regard to prepetition transactions. If you received a payment or other transfer within 90 days of the bankruptcy, or other transfer avoidable under the Code, the Debtor may seek to avoid such transfer.

G. Claims Objections

Except to the extent that a claim is already allowed pursuant to a final non-appealable order, the Debtor reserves the right to object to claims. Therefore, even if your claim is allowed for voting purposes, you may not be entitled to a distribution if an objection to your claim is later upheld. Disputed claims are treated in Article 5 of the Plan.

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H. Current and Historical Financial Conditions

The identity and fair market value of the estate's assets are listed in *Exhibit B*. [Identify source and basis of valuation.]

The Debtor's most recent financial statements [if any] issued before bankruptcy, each of which was filed with the Court, are set forth in *Exhibit C*.

[The most recent post-petition operating report filed since the commencement of the Debtor's bankruptcy case is set forth in *Exhibit D*.]

intentionally omitted.

III. Summary of the Plan of Reorganization and Treatment of Claims and Equity Interests

A. What Is the Purpose of the Plan of Reorganization?

As required by the Code, the Plan places claims and equity interests in various classes and describes the treatment each class will receive. The Plan also states whether each class of claims or equity interests is impaired or unimpaired. If the Plan is confirmed, your recovery will be limited to the amount provided by the Plan.

B. Unclassified Claims

Certain types of claims are automatically entitled to specific treatment under the Code. They are not considered impaired, and holders of such claims do not vote on the Plan. They may, however, object if, in their view, their treatment under the Plan does not comply with that required by the Code. Therefore, the Plan Proponent has *not* placed the following claims in any class:

1. Administrative expenses, involuntary gap claims, and quarterly and Court fees

Administrative expenses are costs or expenses of administering the Debtor's chapter 11 case which are allowed under § 503(b) of the Code. Administrative expenses include the value of any goods sold to the Debtor in the ordinary course of business and received within 20 days before the date of the bankruptcy petition, and compensation for services and reimbursement of expenses awarded by the court under § 330(a) of the Code. The Code requires that all administrative expenses be paid on the effective date of the Plan, unless a particular claimant agrees to a different treatment. Involuntary gap claims allowed under § 502(f) of the Code are entitled to the same treatment as administrative expense claims. The Code also requires that fees owed under section 1930 of title 28, including quarterly and court fees, have been paid or will be paid on the effective date of the Plan.

The following chart lists the Debtor's estimated administrative expenses, and quarterly and court fees, and their proposed treatment under the Plan:

Type	Estimated Amount Owed	Proposed Treatment
Administrative expenses	\$37,000.00	Paid in full on the effective date of the Plan, unless the holder of a particular claim has agreed to different treatment
Involuntary gap claims	-0-	Paid in full on the effective date of the Plan, unless the holder of a particular claim has agreed to different treatment
Statutory Court fees	-0-	Paid in full on the effective date of the Plan

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Statutory quarterly fees	\$1,950.00	Paid in full on the effective date of the Plan
Total	\$38,950.00	

2. Priority tax claims

Priority tax claims are unsecured income, employment, and other taxes described by § 507(a)(8) of the Code. Unless the holder of such a § 507(a)(8) priority tax claim agrees otherwise, it must receive the present value of such claim pursuant to 11 U.S.C. § 511, in regular installments paid over a period not exceeding 5 years from the order of relief. The following chart lists the Debtor's estimated § 507(a)(8) priority tax claims and their proposed treatment under the Plan:

Description (Name and type of tax)	Estimated Amount Owed	Date of Assessment	Treatment
<div style="border: 1px solid black; padding: 5px;"> IRS 940 and 941 unsecured amount is unknown due to competing lien claim of Compass Bank. Refer to Article 7 of the Plan. </div>	\$		Payment interval
			[Monthly] payment \$
			Begin date
			End date
			Interest rate %
			Total payout amount \$
			[Monthly] payment \$
			Begin date
			End date
			Interest rate %
			Total payout amount \$

C. Classes of Claims and Equity Interests

The following are the classes set forth in the Plan, and the proposed treatment that they will receive under the Plan:

1. Classes of secured claims

Allowed Secured Claims are claims secured by property of the Debtor's bankruptcy estate (or that are subject to setoff) to the extent allowed as secured claims under § 506 of the Code. If the value of the collateral or setoffs securing the creditor's claim is less than the amount of the creditor's allowed claim, the deficiency will [be classified as a general unsecured claim].

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The following chart lists all classes containing Debtor's secured prepetition claims and their proposed treatment under the Plan:

Class #	Description	Impairment?	Treatment
	Secured claim of: <u>USA (IRS)</u> Name	<input type="checkbox"/> Impaired <input type="checkbox"/> Unimpaired	[Monthly] payment \$
	Collateral description		Payments begin <u>One time payment in accordance with Article 7 of the Plan.</u>
	Allowed secured amount \$		Payments end
	Priority of lien		[Balloon payment]
	Principal owed		Interest rate %
	Pre-pet. arrearage		Treatment of lien
	Total claim \$		[Additional payment required to cure defaults] \$
	Secured claim of: <u>Compass Bank</u> Name	<input type="checkbox"/> Impaired <input type="checkbox"/> Unimpaired	[Monthly] payment \$
	Collateral description		Payment begin <u>One time payment in accordance with Article 7 of the Plan.</u>
	Allowed secured amount \$		Payments end
	Priority of lien		[Balloon payment]
	Principal owed		Interest rate %
	Pre-pet. arrearage		Treatment of lien
	Total claim \$		[Additional payment required to cure defaults] \$

2. Classes of priority unsecured claims

The Code requires that, with respect to a class of claims of a kind referred to in §§ 507(a)(1), (4), (5), (6), and (7), each holder of such a claim receive cash on the effective date of the Plan equal to the allowed amount of such claim, unless a particular claimant agrees to a different treatment or the class agrees to deferred cash payments.

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The following chart lists all classes containing claims under §§ 507(a)(1), (4), (5), (6), and (7) of the Code and their proposed treatment under the Plan:

Class #	Description	Impairment?	Treatment
	Priority unsecured claim pursuant to section [insert]	<input type="checkbox"/> Impaired <input type="checkbox"/> Unimpaired	
	Total amount of claims \$		
	Priority unsecured claim pursuant to section [insert]	<input type="checkbox"/> Impaired <input type="checkbox"/> Unimpaired	
	Total amount of claims \$		

3. Classes of general unsecured claims

General unsecured claims are not secured by property of the estate and are not entitled to priority under § 507(a) of the Code. [Insert description of § 1122(b) convenience class if applicable.]

The following chart identifies the Plan's proposed treatment of classes 3 through , which contain general unsecured claims against the Debtor:

Class #	Description	Impairment?	Treatment
	{1122(b) Convenience Class}	<input type="checkbox"/> Impaired <input type="checkbox"/> Unimpaired	[Insert proposed treatment, such as "Paid in full in cash on effective date of the Plan or when due under contract or applicable nonbankruptcy law"]
	General unsecured class	<input type="checkbox"/> Impaired <input type="checkbox"/> Unimpaired	[Monthly] payment \$ Payments begin Payments end [Balloon payment] \$ Interest rate from [date] % Estimated percent of claim paid %

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4. Classes of equity interest holders

Equity interest holders are parties who hold an ownership interest (i.e., equity interest) in the Debtor. In a corporation, entities holding preferred or common stock are equity interest holders. In a partnership, equity interest holders include both general and limited partners. In a limited liability company (LLC), the equity interest holders are the members. Finally, with respect to an individual who is a debtor, the Debtor is the equity interest holder.

The following chart sets forth the Plan's proposed treatment of the classes of equity interest holders: [There may be more than one class of equity interests in, for example, a partnership case, or a case where the prepetition Debtor had issued multiple classes of stock.]

Class #	Description	Impairment?	Treatment
	Equity interest holders	<input type="checkbox"/> Impaired	Retain interests.
	Angela L. Jones	<input type="checkbox"/> Unimpaired	

D. Means of Implementing the Plan

1. Source of payments

Payments and distributions under the Plan will be funded by the following:

proceeds from sale of assets.

2. Post-confirmation Management

The Post-Confirmation Management of the Debtor (including officers, directors, managing members, and other persons in control), and their compensation, shall be as follows:

Name	Position	Compensation
Debtor will not operate following confirmation.		

E. Risk Factors

The proposed Plan has the following risks:

there is a risk that the proposed Plan will not be confirmed. In such event a trustee may be appointed which would add delay and costs.

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F. Executory Contracts and Unexpired Leases

The Plan in Article 6 lists all executory contracts and unexpired leases that the Debtor will assume, and if applicable assign, under the Plan. *Assumption* means that the Debtor has elected to continue to perform the obligations under such contracts and unexpired leases, and to cure defaults of the type that must be cured under the Code, if any. Article 6 also lists how the Debtor will cure and compensate the other party to such contract or lease for any such defaults.

If you object to the assumption, and if applicable the assignment, of your unexpired lease or executory contract under the Plan, the proposed cure of any defaults, the adequacy of assurance of performance, you must file and serve your objection to the Plan within the deadline for objecting to the confirmation of the Plan, unless the Court has set an earlier time.

All executory contracts and unexpired leases that are not listed in Article 6 or have not previously been assumed, and if applicable assigned, or are not the subject of a pending motion to assume, and if applicable assign, will be rejected under the Plan. Consult your adviser or attorney for more specific information about particular contracts or leases.

If you object to the rejection of your contract or lease, you must file and serve your objection to the Plan within the deadline for objecting to the confirmation of the Plan.

[The deadline for filing a Proof of Claim based on a claim arising from the rejection of a lease or contract is not applicable.]

Any claim based on the rejection of a contract or lease will be barred if the proof of claim is not timely filed, unless the Court orders otherwise.]

G. Tax Consequences of Plan

Creditors and equity interest holders concerned with how the plan may affect their tax liability should consult with their own accountants, attorneys, and/or advisors.

The following are the anticipated tax consequences of the Plan: [List the following general consequences as a minimum:

(1) Tax consequences to the Debtor of the Plan; Debtor will have minimal, if any, tax consequences since it will not operate post-confirmation.

(2) General tax consequences on creditors of any discharge, and the general tax consequences of receipt of plan consideration after confirmation.] Creditors are advised to consult with their own tax professionals.

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IV. Confirmation Requirements and Procedures

To be confirmable, the Plan must meet the requirements listed in §1129 of the Code. These include the requirements that:

- the Plan must be proposed in good faith;
- if a class of claims is impaired under the Plan, at least one impaired class of claims must accept the Plan, without counting votes of insiders;
- the Plan must distribute to each creditor and equity interest holder at least as much as the creditor or equity interest holder would receive in a chapter 7 liquidation case, unless the creditor or equity interest holder votes to accept the Plan; and
- the Plan must be feasible.

These requirements are not the only requirements listed in § 1129, and they are not the only requirements for confirmation.

A. Who May Vote or Object

Any party in interest may object to the confirmation of the Plan if the party believes that the requirements for confirmation are not met.

Many parties in interest, however, are not entitled to vote to accept or reject the Plan. Except as stated in Part IV.A.3 below, a creditor or equity interest holder has a right to vote for or against the Plan only if that creditor or equity interest holder has a claim or equity interest that is both

- (1) allowed or allowed for voting purposes and
- (2) impaired.

In this case, the Plan Proponent believes that classes 2 and 3 are impaired and that holders of claims in each of these classes are therefore entitled to vote to accept or reject the Plan. The Plan Proponent believes that classes 1 and 4 are unimpaired and that holders of claims in each of these classes, therefore, do not have the right to vote to accept or reject the Plan.

1. What is an allowed claim or an allowed equity interest?

Only a creditor or equity interest holder with an allowed claim or an allowed equity interest has the right to vote on the Plan. Generally, a claim or equity interest is allowed if either

- (1) the Debtor has scheduled the claim on the Debtor's schedules, unless the claim has been scheduled as disputed, contingent, or unliquidated, or
- (2) the creditor has filed a proof of claim or equity interest, unless an objection has been filed to such proof of claim or equity interest.

When a claim or equity interest is not allowed, the creditor or equity interest holder holding the claim or equity interest cannot vote unless the Court, after notice and hearing, either overrules the objection or allows the claim or equity interest for voting purposes pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure.

The deadline for filing a proof of claim in this case was January 31, 2018

[If applicable – The deadline for filing objections to claims is .]

2. What is an impaired claim or impaired equity interest?

As noted above, the holder of an allowed claim or equity interest has the right to vote only if it

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is in a class that is *impaired* under the Plan. As provided in § 1124 of the Code, a class is considered *impaired* if the Plan alters the legal, equitable, or contractual rights of the members of that class.

3. Who is not entitled to vote

The holders of the following five types of claims and equity interests are *not* entitled to vote:

- ☒ holders of claims and equity interests that have been disallowed by an order of the Court;
- ☒ holders of other claims or equity interests that are not "allowed claims" or "allowed equity interests" (as discussed above), unless they have been "allowed" for voting purposes;
- ☒ holders of claims or equity interests in unimpaired classes;
- ☒ holders of claims entitled to priority pursuant to §§ 507(a)(2), (a)(3), and (a)(8) of the Code;
- ☒ holders of claims or equity interests in classes that do not receive or retain any value under the Plan; and
- ☒ administrative expenses.

Even if you are not entitled to vote on the plan, you have a right to object to the confirmation of the Plan [and to the adequacy of the Disclosure Statement].

4. Who can vote in more than one class

A creditor whose claim has been allowed in part as a secured claim and in part as an unsecured claim, or who otherwise hold claims in multiple classes, is entitled to accept or reject a Plan in each capacity, and should cast one ballot for each claim.

B. Votes Necessary to Confirm the Plan

If impaired classes exist, the Court cannot confirm the Plan unless:

- (1) all impaired classes have voted to accept the Plan; or
- (2) at least one impaired class of creditors has accepted the Plan without counting the votes of any insiders within that class, and the Plan is eligible to be confirmed by "cram down" of the non-accepting classes, as discussed later in Section B.2.

1. Votes necessary for a class to accept the plan

A class of claims accepts the Plan if both of the following occur:

- (1) the holders of more than $\frac{1}{2}$ of the allowed claims in the class, who vote, cast their votes to accept the Plan, and
- (2) the holders of at least $\frac{2}{3}$ in dollar amount of the allowed claims in the class, who vote, cast their votes to accept the Plan.

A class of equity interests accepts the Plan if the holders of at least $\frac{2}{3}$ in amount of the allowed equity interests in the class, who vote, cast their votes to accept the Plan.

2. Treatment of non-accepting classes of secured claims, general unsecured claims, and interests

Even if one or more impaired classes reject the Plan, the Court may nonetheless confirm the Plan upon the request of the Plan proponent if the non-accepting classes are treated in the manner prescribed by § 1129(b) of the Code. A plan that binds non-accepting classes is commonly referred to as a *cram down* plan. The Code allows the Plan to bind non-accepting classes of claims or equity interests if it meets all the requirements for consensual confirmation except the voting requirements of § 1129(a)(8) of the Code, does not *discriminate unfairly*, and

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is *fair and equitable* toward each impaired class that has not voted to accept the Plan.

You should consult your own attorney if a *cram down* confirmation will affect your claim or equity interest, as the variations on this general rule are numerous and complex.

C. Liquidation Analysis

To confirm the Plan, the Court must find that all creditors and equity interest holders who do not accept the Plan will receive at least as much under the Plan as such claim and equity interest holders would receive in a chapter 7 liquidation. A liquidation analysis is attached to this Disclosure Statement as *Exhibit E*.

D. Feasibility

The Court must find that confirmation of the Plan is not likely to be followed by the liquidation, or the need for further financial reorganization, of the Debtor or any successor to the Debtor, unless such liquidation or reorganization is proposed in the Plan.

1. Ability to Initially fund plan

The Plan Proponent believes that the Debtor will have enough cash on hand on the effective date of the Plan to pay all the claims and expenses that are entitled to be paid on that date. Tables showing the amount of cash on hand on the effective date of the Plan, and the sources of that cash are attached to this disclosure statement as *Exhibit F*.

2. Ability to make future plan payments and operate without further reorganization

The Plan Proponent must also show that it will have enough cash over the life of the Plan to make the required Plan payments and operate the debtor's business.

The Plan Proponent has provided projected financial information. Those projections are listed in *Exhibit G*.

The Plan Proponent's financial projections show that the Debtor will have an aggregate annual average cash flow, after paying operating expenses and post-confirmation taxes, of \$

not applicable.

The final Plan payment is expected to be paid on or before 60 days following confirmation.

[Summarize the numerical projections, and highlight any assumptions that are not in accord with past experience. Explain why such assumptions should now be made.]

You should consult with your accountant or other financial advisor if you have any questions pertaining to these projections.

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V. Effect of Confirmation of Plan

A. Discharge of Debtor

Check one box.

Discharge if the Debtor is an individual and 11 U.S.C. § 1141(d)(3) is not applicable. Confirmation of the Plan does not discharge any debt provided for in the Plan until the court grants a discharge on completion of all payments under the Plan, or as otherwise provided in § 1141(d)(5) of the Code. Debtor will not be discharged from any debt excepted from discharge under § 523 of the Code, except as provided in Rule 4007(c) of the Federal Rules of Bankruptcy Procedure.

Discharge if the Debtor is a partnership and § 1141(d)(3) of the Code is not applicable. On the effective date of the Plan, the Debtor shall be discharged from any debt that arose before confirmation of the Plan, subject to the occurrence of the effective date, to the extent specified in § 1141(d)(1)(A) of the Code. However, the Debtor shall not be discharged from any debt imposed by the Plan. After the effective date of the Plan your claims against the Debtor will be limited to the debts imposed by the Plan.

Discharge if the Debtor is a corporation and § 1141(d)(3) is not applicable. On the effective date of the Plan, the Debtor shall be discharged from any debt that arose before confirmation of the Plan, subject to the occurrence of the effective date, to the extent specified in § 1141(d)(1)(A) of the Code, except that the Debtor shall not be discharged of any debt:

- (i) imposed by the Plan, or
- (ii) to the extent provided in 11 U.S.C. § 1141(d)(6).

No Discharge if § 1141(d)(3) is applicable. In accordance with § 1141(d)(3) of the Code, the Debtor will not receive any discharge of debt in this bankruptcy case.

B. Modification of Plan

The Plan Proponent may modify the Plan at any time before confirmation of the Plan. However, the Court may require a new disclosure statement and/or re-voting on the Plan.

[If the Debtor is not an individual, add the following:

The Plan Proponent may also seek to modify the Plan at any time after confirmation only if

- (1) the Plan has not been substantially consummated and
- (2) the Court authorizes the proposed modifications after notice and a hearing.]

[If the Debtor is an individual, add the following: not applicable.]

Upon request of the Debtor, the United States trustee, or the holder of an allowed unsecured claim, the Plan may be modified at any time after confirmation of the Plan but before the completion of payments under the Plan, to

- (1) increase or reduce the amount of payments under the Plan on claims of a particular class,
- (2) extend or reduce the time period for such payments, or
- (3) alter the amount of distribution to a creditor whose claim is provided for by the Plan to the extent necessary to take account of any payment of the claim made other than under the Plan.]

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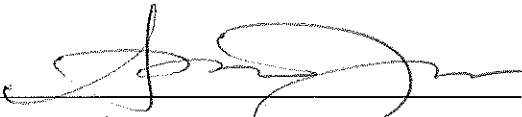
Case number _____

C. Final Decree

Once the estate has been fully administered, as provided in Rule 3022 of the Federal Rules of Bankruptcy Procedure, the Plan Proponent, or such other party as the Court shall designate in the Plan Confirmation Order, shall file a motion with the Court to obtain a final decree to close the case. Alternatively, the Court may enter such a final decree on its own motion.

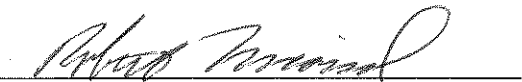
VI. Other Plan Provisions

[Insert other provisions here, as necessary and appropriate.]

x  _____

[Signature of the Plan Proponent] Angela L. Jones

[Printed Name]

x  _____

[Signature of the Attorney for the Plan Proponent] Robert M. Nicoud, Jr.

[Printed Name]

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Exhibits

Exhibit A: Copy of Proposed Plan of Reorganization

Oak Cliff Dental Center, PLLC

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

IN RE:	§	
	§	CASE NO. 17-33780-sgj-11
OAK CLIFF DENTAL CENTER, PLLC,	§	CHAPTER 11
	§	
Debtor.	§	

Check if this is an
amended filing

Plan of Reorganization for Small Business Under Chapter 11 12/17

Oak Cliff Dental Center, PLLC's Plan of Reorganization, Dated February 9, 2018

Article 1: Summary

This Plan of Reorganization (the *Plan*) under chapter 11 of the Bankruptcy Code (the *Code*) proposes to pay creditors of Oak Cliff Dental Center, PLLC (the *Debtor*) from the sale of assets.

This Plan provides for:

___ 1 ___	classes of priority claims;
___ 2 ___	classes of secured claims;
___ 1 ___	classes of non-priority unsecured claims; and
___ 1 ___	classes of equity security holders.

Non-priority unsecured creditors holding allowed claims will receive distributions, which the proponent of this Plan has valued at approximately 68 cents on the dollar. This Plan also provides for the payment of administrative and priority claims.

All creditors and equity security holders should refer to Articles 3 through 6 of this Plan for information regarding the precise treatment of their claim. A disclosure statement that provides more detailed information regarding this Plan and the rights of creditors and equity security holders has been circulated with this Plan. **Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one. (If you do not have an attorney, you may wish to consult one.)**

Article 2: Classification of Claims and Interests

- | | | |
|-------|------------------|---|
| 2.01 | Class 1 | All allowed claims entitled to priority under § 507(a) of the Code (except administrative expense claims under § 507(a)(2). |
| <hr/> | | |
| 2.02 | Class 2.1 | The claim of United States of America (Internal Revenue Service), to the extent allowed as a secured claim under § 506 of the Code. |
| | Class 2.2 | The claim of Compass Bank, to the extent allowed as a secured claim under § 506 of the Code. |

Oak Cliff Dental Center, PLLC

Case No. 17-33780-sgj

2.03 **Class 3** All non-priority unsecured claims allowed under § 502 of the Code.

2.04 **Class 4** Equity interests of the Debtor.

Article 3: Treatment of Administrative Expense Claims, Priority Tax Claims, and Quarterly and Court Fees

3.01 **Unclassified claims** Under section § 1123(a)(1), administrative expense claims, and priority tax claims are not in classes.

3.02 **Administrative expense claims** Each holder of an administrative expense claim allowed under § 503 of the Code, will be paid in full on the effective date of this Plan, in cash, or upon such other terms as may be agreed upon by the holder of the claim and the Debtor.

3.03 **Priority tax claims** The priority tax claim of the Internal Revenue Service will be paid in accordance with Article 7.

3.04 **Statutory fees** All fees required to be paid under 28 U.S.C. § 1930 that are owed on or before the effective date of this Plan have been paid or will be paid on the effective date.

3.05 **Prospective quarterly fees** All quarterly fees required to be paid under 28 U.S.C. § 1930(a)(6) or (a)(7) will accrue and be timely paid until the case is closed, dismissed, or converted to another chapter of the Code.

Article 4: Treatment of Claims and Interests Under the Plan

4.01 Claims and interests shall be treated as follows under this Plan:

Class	Impairment	Treatment
Class 1 - Priority claims excluding those in Article 3	<input type="checkbox"/> Impaired	Treatment is described in Article 7 below.
	<input type="checkbox"/> Unimpaired	
Class 2.1 – Secured claim of United States (IRS)	<input type="checkbox"/> Impaired	Treatment is described in Article 7 below.
	<input type="checkbox"/> Unimpaired	
Class 2.2 – Secured claim of Compass Bank	<input type="checkbox"/> Impaired	Treatment is described in Article 7 below.
	<input type="checkbox"/> Unimpaired	
Class 3 – Non-priority unsecured creditors	<input type="checkbox"/> Impaired	Treatment is described in Article 7 below.
	<input type="checkbox"/> Unimpaired	
Class 4 – Equity holders	<input type="checkbox"/> Impaired	Will retain all interests.
	<input type="checkbox"/> Unimpaired	

Oak Cliff Dental Center, PLLC

Case No. 17-33780-sgj

Article 5: Allowance and Disallowance of Claims

5.01	Disputed claim	<p>A <i>disputed claim</i> is a claim that has not been allowed or disallowed [by a final non-appealable order], and as to which either:</p> <ul style="list-style-type: none"> (i) a proof of claim has been filed or deemed filed, and the Debtor or another party in interest has filed an objection; or (ii) no proof of claim has been filed, and the Debtor has scheduled such claim as disputed, contingent, or unliquidated.
5.02	Delay of distribution on a disputed claim	No distribution will be made on account of a disputed claim unless such claim is allowed by a final non-appealable order.
5.03	Settlement of disputed claims	The Debtor will have the power and authority to settle and compromise a disputed claim with court approval and compliance with Rule 9019 of the Federal Rules of Bankruptcy Procedure.

Article 6: Provisions for Executory Contracts and Unexpired Leases

6.01	Assumed executory contracts and unexpired leases	<p>(a) The Debtor assumes, and if applicable assigns, the following executory contracts and unexpired leases as of the effective date:</p> <p style="padding-left: 40px;">none</p> <p>(b) Except for executory contracts and unexpired leases that have been assumed, and if applicable assigned, before the effective date or under section 6.01(a) of this Plan, or that are the subject of a pending motion to assume, and if applicable assign, the Debtor will be conclusively deemed to have rejected all executory contracts and unexpired leases as of the effective date.</p> <p>A proof of a claim arising from the rejection of an executory contract or unexpired lease under this section must be filed no later than 10 days after the date of the order confirming this Plan.</p>
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7.01 Article 7: Means for Implementation of the Plan

Debtor has sold all of its assets and is currently holding approximately \$265,000.00 in net proceeds. Administrative expenses under Article 3 will be paid as allowed by the Court. After payment of administrative expenses the funds remaining will be considered the "available funds." Ninety percent (90%) of the available funds will be divided between the Internal Revenue Service and Compass Bank in full satisfaction of their respective secured or priority claims. The remaining ten percent (10%) of the available funds will be distributed pro rata to the members of class 3.

Article 8: General Provisions

8.01	Definitions and rules of construction.	<p>The definitions and rules of construction set forth in §§ 101 and 102 of the Code shall apply when terms defined or construed in the Code are used in this Plan, and they are supplemented by the following definitions:</p> <p style="padding-left: 40px;">none</p>
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8.02	Effective date	The effective date of this Plan is the first business day following the date that
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Oak Cliff Dental Center, PLLC

Case No. 17-33780-sgj

is 14 days after the entry of the confirmation order. If, however, a stay of the confirmation order is in effect on that date, the effective date will be the first business day after the date on which the stay expires or is otherwise terminated.

8.03 Severability If any provision in this Plan is determined to be unenforceable, the determination will in no way limit or affect the enforceability and operative effect of any other provision of this Plan.

8.04 Binding effect The rights and obligations of any entity named or referred to in this Plan will be binding upon, and will inure to the benefit of the successors or assigns of such entity.

8.05 Captions The headings contained in this Plan are for convenience of reference only and do not affect the meaning or interpretation of this Plan.

8.06 Controlling effect. Unless a rule of law or procedure is supplied by federal law (including the Code or the Federal Rules of Bankruptcy Procedure), the laws of the State of Texas govern this Plan and any agreements, documents, and instruments executed in connection with this Plan.

8.07 Corporate governance Angela L. Jones will remain as manager of the Debtor.

8.08 Retention of Jurisdiction The Bankruptcy Court shall retain full jurisdiction as provided in 28 U.S.C. §1334 jurisdiction over this Chapter 11 Case after Confirmation, notwithstanding Consummation or substantial Consummation to enforce the provisions, purposes, and intent of this Plan including, without limitation, the authority to:

- (a) Consider any modification of the Plan under §1127 of the Code and/or any modification of the Plan after a substantial consummation as defined in §1101(2) of the Code;
- (b) Hear and determine controversies, suits and disputes between the Debtors and any Creditors that may arise in connection with the interpretation or enforcement of the Plan;
- (c) Hear and determine all requests for compensation and/or reimbursement of expenses for the period commencing on the Petition Date through the Confirmation Date;
- (d) Classify, allow or disallow Claims and direct distribution of the funds under the Plan, and to hear and determine all objections to Claims, controversies, suits and disputes that may be pending at Confirmation;
- (e) Hear and determine all adversary proceedings still pending and not dismissed, or which are hereinafter filed to determine disputed matters not disposed of by the Plan, but which relate to the Plan;
- (f) Hear and determine any and all applications, adversary proceedings and other matters arising out of, or related to, the Plan, including but not limited to, actions under §§542, 543, 544, 547, 548, 549, 550 of the Code;
- (g) Make such orders as are necessary or appropriate to carry out the provisions of the Plan; and
- (h) Enter a final decree closing this Chapter 11 case.

Article 9: Discharge Discharge if the Debtor is an individual and § 1141(d)(3) is not applicable.

9.01 No discharge if § 1141(d)(3) is applicable. In accordance with § 1141(d)(3) of the Code, the Debtor will not receive any discharge of debt in this bankruptcy case.

Oak Cliff Dental Center, PLLC

Case No. 17-33780-sgj

Article 10: Other Provisions

none

Respectfully submitted,

Oak Cliff Dental Center, PLLC

By: 

Angela L. Jones, Managing Member

Debtor Name Oak Cliff Dental Center, PLLC

Case number 17-33780-sgj

Exhibit B: Identity and Value of Material Assets of Debtor

Approximately \$258,000.00 from sale of assets.

Debtor Name Oak Cliff Dental Center, PLLC

Case number 17-33780-sgj

Exhibit C: Prepetition Financial Statements
(to be taken from those filed with the court)

9:40 AM

10/10/17

Accrual Basis

Oak Cliff Dental Center PLLC

Balance Sheet

As of August 31, 2017

	<u>Aug 31, 17</u>
ASSETS	
Current Assets	
Checking/Savings	
BBVA Deposit Acct - 9704	-129.85
BBVA Operating Acct - 8279	5.00
OCDC Deposit Acct-710	-461.46
OCDC Operating Acct-728	-224.30
Total Checking/Savings	<u>-810.61</u>
Total Current Assets	-810.61
Fixed Assets	
Computer Equipment	214.11
Furniture, Fixtures & Equipment	349.39
Medical Equipment	10,670.98
Software	54.95
Total Fixed Assets	11,289.43
Other Assets	
Angela Jones	1,710.00
Total Other Assets	<u>1,710.00</u>
TOTAL ASSETS	<u><u>12,188.82</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Waymon A. Jones	5,830.00
Total Other Current Liabilities	<u>5,830.00</u>
Total Current Liabilities	5,830.00
Long Term Liabilities	
Eric Power	-954.16
Eunice Jones	1,110.00
Factors Funding	1,024.02
Paramount Capital Investment	39,460.04
Yellowstone Capital LLC	23,698.38
Total Long Term Liabilities	<u>64,338.28</u>
Total Liabilities	70,168.28
Equity	
Retained Earnings	-175,407.87
Net Income	117,428.41
Total Equity	<u>-57,979.46</u>
TOTAL LIABILITIES & EQUITY	<u><u>12,188.82</u></u>

Robert M. Nicoud, Jr.
State Bar No. 15017900
OLSON NICOUD & GUECK, L.L.P.
10440 N Central Expressway, Suite 1100
Dallas, Texas 75231
(214) 979-7308 - Telephone
(214) 979-7301 - Facsimile
Email: rmnicoud@dallass-law.com

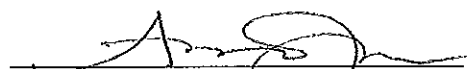
ATTORNEYS FOR DEBTOR

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

IN RE:	§	
	§	CASE NO. 17-33780-sgj-11
OAK CLIFF DENTAL CENTER, PLLC,	§	CHAPTER 11
	§	
Debtor.	§	

STATEMENT OF CASH FLOWS

I Angela Jones, President of Oak Cliff Dental Center, PLLC, affirm that the attached Statement of Cash Flows is true and correct to the best of my knowledge information and belief.


Oak Cliff Dental Center, PLLC
Angela Jones, President

10-10-17
Date

9:39 AM

10/10/17

Accrual Basis

Oak Cliff Dental Center PLLC
Profit & Loss
 January through August 2017

	Jan - Aug 17
Ordinary Income/Expense	
Income	
Fee Refunds	-132.00
Fees	
Lab Fees	-8,826.00
Total Fees	-8,826.00
Patient Deposits	
Aetna	6,315.80
American Express Settlement	7,616.08
Ameritas Life Grp Claims	1,642.30
Bcbs of Texas Hcclaiimpmt	1,602.50
Cash & Check Deposits	161,674.02
Cigna Hcclaiimpmt	16,051.20
Dnoa Hcclaiimpmt	2,468.00
Geha Hcclaiimpmt	462.00
Guardian Life IN Hcclaiimpmt	2,706.20
Ips Ach Program	65,295.41
Met Life Ins	39,073.16
Ollna Aso/Ldp TX Aso/Ldp TX	9,020.00
Plan Corporatio	2,826.00
Select Benefits	176.40
Synchrony	29,690.42
TMHP (Medicaid)	
Dentaquest	14,732.57
MCNA	9,101.45
TMHP (Medicaid) - Other	424.45
Total TMHP (Medicaid)	24,258.47
Total Patient Deposits	370,877.96
Rental Income	
Texas Orthodontics	2,351.21
Total Rental Income	2,351.21
Total Income	364,271.17
Expense	
Advertising	
Business Cards	25.97
Total Advertising	25.97
Bank Service Charges	
American Express Discount	206.96
ATM Deposit Adjustment	200.00
Cash Deposit Processing	0.01
Cash/Deposited Item Rtn Unpaid	12.00
Cashier's Check Fee	118.69
Charge Off	-1,444.66
Deposited Item Retn Unpaid	100.00
Dr-Right of Setoff to Dep Acct	2,153.71
Financial Service Fee	5.90
IPS ACH Program Payment	932.47
Monthly Maintenance Fee	168.00
Negative Account Balance Fee	36.00
Online Dep Detail & Image	21.00
Overdraft Fee	3,221.00
Return Deposit Item	1,810.00
Return Item Charge	22.13
Service Charges Prior Period	33.03
Wire Trans Svc Charge	375.00
Bank Service Charges - Other	19.28
Total Bank Service Charges	7,990.52

9:39 AM
 10/10/17
 Accrual Basis

Oak Cliff Dental Center PLLC
Profit & Loss
 January through August 2017

	<u>Jan - Aug 17</u>
Cleaning Services	
Nu Shine	1,430.00
Cleaning Services - Other	45.69
Total Cleaning Services	1,475.69
Contract Labor	10,334.68
Contributions	200.00
CR-Right of Setoff From Dep Acc	-2,163.71
Electronic Claim Filing	1,966.35
Emergency After Hours Service	734.55
Florist & Nursery	48.36
Gifts	237.68
Insurance	
Hanover Ins. Co. (PLLC)	65.50
Malpractice Insurance	1,490.00
Insurance - Other	1,425.07
Total Insurance	2,980.57
Interest Expense	
Eric Power	45.84
Total Interest Expense	45.84
Internet, Telephone & TV	2,608.11
IRS	
IRS Levy	441.71
Legal Order Foo	250.00
Total IRS	691.71
Laboratory Fees	14,443.50
Lawn Care	210.00
Licenses and Permits	
City of Dallas Security Alarm	100.00
Licenses and Permits - Other	616.00
Total Licenses and Permits	716.00
Loan	
Angela L. Jones, DDS, PA	3,250.00
Total Loan	3,250.00
Medical Health Clinics	
Medical Expenses (Dr. Jones)	3,800.82
Total Medical Health Clinics	3,800.82
Miscellaneous	1,289.20
Office Supplies	298.20
Payroll Expenses	
Payroll Taxes	212.40
Payroll Expenses - Other	89,588.56
Total Payroll Expenses	89,800.96
Pest Control	129.70
Postage and Delivery	
UPS	2.80
USPS	346.31
Total Postage and Delivery	349.11
Professional Fees	
Accounting	1,647.41
CE Courses	295.00
Consulting	14.95

9:39 AM
 10/10/17
 Accrual Basis

Oak Cliff Dental Center PLLC
Profit & Loss
 January through August 2017

	<u>Jan - Aug 17</u>
Legal Fees	
BBVA Compass	18,300.00
Eunice Jones	8,957.59
Heston Climent, PLLC	1,466.86
Integrity Fin	3,600.00
Legal Order Fee	125.00
Olson Nicoud Gueck, LLP	1,500.00
Payma Law	2,000.00
Total Legal Fees	<u>35,949.25</u>
Temp Agency Fees	<u>522.00</u>
Total Professional Fees	38,428.61
Rent	
Home Office Space	1,487.00
SBK Investments	26,141.00
Total Rent	<u>27,628.00</u>
Repairs	
Building Repairs	224.18
Equipment Repairs	1,441.29
Total Repairs	<u>1,665.47</u>
Returned Item Chargeback	
Returned Item Fee	1,505.00
Total Returned Item Chargeback	<u>1,505.00</u>
Security	
ADT	464.61
Total Security	<u>464.61</u>
Software Support	
Dentisoft Technologies	249.00
XLdent	366.93
Total Software Support	<u>615.93</u>
Storage	
Public Storage	788.90
Total Storage	<u>788.90</u>
Supplies	
Breakroom	181.63
Cleaning	113.99
Dental	7,605.96
Nitrous & Oxygen	1,787.43
Office	1,641.60
Total Supplies	<u>11,330.61</u>
Taxes	
Business Personal Property OCDC	1,136.12
Total Taxes	<u>1,136.12</u>
Telephone Expense	2,766.35
Transfer	10,825.50
Travel & Ent	
Meals	1,104.50
Parking	15.00
Travel	24.89
Total Travel & Ent	<u>1,144.39</u>
Travel Expense	
Mileage Reimbursement	1,213.68
Total Travel Expense	<u>1,213.68</u>

9:39 AM
10/10/17
Accrual Basis

Oak Cliff Dental Center PLLC
Profit & Loss
January through August 2017

	<u>Jan - Aug 17</u>
Utilities	
Electric	4,940.90
Gas	179.15
Water	588.47
Total Utilities	<u>5,708.52</u>
Waste Disposal	97.46
Wire Transfer	
Wire Transfer Fee	60.00
Total Wire Transfer	<u>60.00</u>
Total Exponso	<u>246,842.76</u>
Net Ordinary Income	<u>117,428.41</u>
Net Income	<u><u>117,428.41</u></u>

Debtor Name Oak Cliff Dental Center, PLLC

Case number 17-33780-sgj

**Exhibit D: [Most Recently Filed Postpetition Operating Report]
[Summary of Postpetition Operating Reports]**

B 25C (Official Form 25C) (12/08)

UNITED STATES BANKRUPTCY COURT

Northern District of Texas

In re Oak Cliff Dental Center, PLLC
Debtor

Case No. 17-33780-sgj-11

Small Business Case under Chapter 11

SMALL BUSINESS MONTHLY OPERATING REPORT

Month: December 2017

Date filed: 12/14/17

Line of Business: Dental Office

NAISC Code: _____

IN ACCORDANCE WITH TITLE 28, SECTION 1746, OF THE UNITED STATES CODE, I DECLARE UNDER PENALTY OF PERJURY THAT I HAVE EXAMINED THE FOLLOWING SMALL BUSINESS MONTHLY OPERATING REPORT AND THE ACCOMPANYING ATTACHMENTS AND, TO THE BEST OF MY KNOWLEDGE, THESE DOCUMENTS ARE TRUE, CORRECT AND COMPLETE.

RESPONSIBLE PARTY:

Original Signature of Responsible Party

Angela L. Jones

Printed Name of Responsible Party

Questionnaire: (All questions to be answered on behalf of the debtor.)

- | | Yes | No |
|---|-------------------------------------|-------------------------------------|
| 1. IS THE BUSINESS STILL OPERATING? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. HAVE YOU PAID ALL YOUR BILLS ON TIME THIS MONTH? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 3. DID YOU PAY YOUR EMPLOYEES ON TIME? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 4. HAVE YOU DEPOSITED ALL THE RECEIPTS FOR YOUR BUSINESS INTO THE DIP ACCOUNT THIS MONTH? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 5. HAVE YOU FILED ALL OF YOUR TAX RETURNS AND PAID ALL OF YOUR TAXES THIS MONTH? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 6. HAVE YOU TIMELY FILED ALL OTHER REQUIRED GOVERNMENT FILINGS? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 7. HAVE YOU PAID ALL OF YOUR INSURANCE PREMIUMS THIS MONTH? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 8. DO YOU PLAN TO CONTINUE TO OPERATE THE BUSINESS NEXT MONTH? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. ARE YOU CURRENT ON YOUR QUARTERLY FEE PAYMENT TO THE U.S. TRUSTEE? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 10. HAVE YOU PAID ANYTHING TO YOUR ATTORNEY OR OTHER PROFESSIONALS THIS MONTH? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. DID YOU HAVE ANY UNUSUAL OR SIGNIFICANT UNANTICIPATED EXPENSES THIS MONTH? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 12. HAS THE BUSINESS SOLD ANY GOODS OR PROVIDED SERVICES OR TRANSFERRED ANY ASSETS TO ANY BUSINESS RELATED TO THE DIP IN ANY WAY? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 13. DO YOU HAVE ANY BANK ACCOUNTS OPEN OTHER THAN THE DIP ACCOUNT? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

B 25C (Official Form 25C) (12/08)

- 14. HAVE YOU SOLD ANY ASSETS OTHER THAN INVENTORY THIS MONTH?
- 15. DID ANY INSURANCE COMPANY CANCEL YOUR POLICY THIS MONTH?
- 16. HAVE YOU BORROWED MONEY FROM ANYONE THIS MONTH?
- 17. HAS ANYONE MADE AN INVESTMENT IN YOUR BUSINESS THIS MONTH?
- 18. HAVE YOU PAID ANY BILLS YOU OWED BEFORE YOU FILED BANKRUPTCY?

TAXES

DO YOU HAVE ANY PAST DUE TAX RETURNS OR PAST DUE POST-PETITION TAX OBLIGATIONS?

IF YES, PLEASE PROVIDE A WRITTEN EXPLANATION INCLUDING WHEN SUCH RETURNS WILL BE FILED, OR WHEN SUCH PAYMENTS WILL BE MADE AND THE SOURCE OF THE FUNDS FOR THE PAYMENT.

(Exhibit A)

INCOME

PLEASE SEPARATELY LIST ALL OF THE INCOME YOU RECEIVED FOR THE MONTH. THE LIST SHOULD INCLUDE ALL INCOME FROM CASH AND CREDIT TRANSACTIONS. (THE U.S. TRUSTEE MAY WAIVE THIS REQUIREMENT.)

TOTAL INCOME \$ 4750.60

SUMMARY OF CASH ON HAND

Cash on Hand at Start of Month

\$ 223,483.49

Cash on Hand at End of Month

\$ 195,317.10

PLEASE PROVIDE THE TOTAL AMOUNT OF CASH CURRENTLY AVAILABLE TO YOU TOTAL \$ 195,317.10

(Exhibit B)

EXPENSES

PLEASE SEPARATELY LIST ALL EXPENSES PAID BY CASH OR BY CHECK FROM YOUR BANK ACCOUNTS THIS MONTH. INCLUDE THE DATE PAID, WHO WAS PAID THE MONEY, THE PURPOSE AND THE AMOUNT. (THE U.S. TRUSTEE MAY WAIVE THIS REQUIREMENT.)

TOTAL EXPENSES \$ 32916.99

(Exhibit C)

CASH PROFIT

INCOME FOR THE MONTH (TOTAL FROM EXHIBIT B)

\$ 4750.60

EXPENSES FOR THE MONTH (TOTAL FROM EXHIBIT C)

\$ 32916.99

(Subtract Line C from Line B)

CASH PROFIT FOR THE MONTH

\$ -28,166.39

B 25C (Official Form 25C) (12/08)

UNPAID BILLS

PLEASE ATTACH A LIST OF ALL DEBTS (INCLUDING TAXES) WHICH YOU HAVE INCURRED SINCE THE DATE YOU FILED BANKRUPTCY BUT HAVE NOT PAID. THE LIST MUST INCLUDE THE DATE THE DEBT WAS INCURRED, WHO IS OWED THE MONEY, THE PURPOSE OF THE DEBT AND WHEN THE DEBT IS DUE. (THE U.S. TRUSTEE MAY WAIVE THIS REQUIREMENT.)

TOTAL PAYABLES \$ _____

(Exhibit D)

MONEY OWED TO YOU

PLEASE ATTACH A LIST OF ALL AMOUNTS OWED TO YOU BY YOUR CUSTOMERS FOR WORK YOU HAVE DONE OR THE MERCHANDISE YOU HAVE SOLD. YOU SHOULD INCLUDE WHO OWES YOU MONEY, HOW MUCH IS OWED AND WHEN IS PAYMENT DUE. (THE U.S. TRUSTEE MAY WAIVE THIS REQUIREMENT.)

TOTAL RECEIVABLES \$ _____

(Exhibit E)

BANKING INFORMATION

PLEASE ATTACH A COPY OF YOUR LATEST BANK STATEMENT FOR EVERY ACCOUNT YOU HAVE AS OF THE DATE OF THIS FINANCIAL REPORT OR HAD DURING THE PERIOD COVERED BY THIS REPORT.

(Exhibit F)

EMPLOYEES

NUMBER OF EMPLOYEES WHEN THE CASE WAS FILED? _____

NUMBER OF EMPLOYEES AS OF THE DATE OF THIS MONTHLY REPORT? _____

6
6

PROFESSIONAL FEES

BANKRUPTCY RELATED:

PROFESSIONAL FEES RELATING TO THE BANKRUPTCY CASE PAID DURING THIS REPORTING PERIOD? \$ _____

TOTAL PROFESSIONAL FEES RELATING TO THE BANKRUPTCY CASE PAID SINCE THE FILING OF THE CASE? \$ _____

NON-BANKRUPTCY RELATED:

PROFESSIONAL FEES NOT RELATING TO THE BANKRUPTCY CASE PAID DURING THIS REPORTING PERIOD? \$ _____

TOTAL PROFESSIONAL FEES NOT RELATING TO THE BANKRUPTCY CASE PAID SINCE THE FILING OF THE CASE? \$ _____

B 25C (Official Form 25C) (12/08)

PROJECTIONS

COMPARE YOUR ACTUAL INCOME AND EXPENSES TO THE PROJECTIONS FOR THE FIRST 180 DAYS OF YOUR CASE PROVIDED AT THE INITIAL DEBTOR INTERVIEW.

	Projected	Actual	Difference
INCOME	\$ _____	\$ _____	\$ _____
EXPENSES	\$ _____	\$ _____	\$ _____
CASH PROFIT	\$ _____	\$ _____	\$ _____

TOTAL PROJECTED INCOME FOR THE NEXT MONTH:	\$ 0
TOTAL PROJECTED EXPENSES FOR THE NEXT MONTH:	\$ 3500
TOTAL PROJECTED CASH PROFIT FOR THE NEXT MONTH:	\$ 0

ADDITIONAL INFORMATION

PLEASE ATTACH ALL FINANCIAL REPORTS INCLUDING AN INCOME STATEMENT AND BALANCE SHEET WHICH YOU PREPARE INTERNALLY.

Wells Fargo Business Choice Checking

Account number **5167044402** ■ December 1, 2017 - December 31, 2017 ■ Page 1 of 5



OAK CLIFF DENTAL CENTER PLLC
 DEBTOR IN POSSESSION
 CH 11 CASE # 17-33780
 820 N ZANG BLVD
 DALLAS TX 75208-4233

Questions?

Available by phone 24 hours a day, 7 days a week:
 Telecommunications Relay Services calls accepted

1-800-CALL-WELLS (1-800-225-5935)

TTY: 1-800-877-4833

En español: 1-877-337-7454

Online: wellsfargo.com/biz

Write: Wells Fargo Bank, N.A. (808)
 P.O. Box 6995
 Portland, OR 97228-6995

Your Business and Wells Fargo

Cash flow is a key indicator of the financial health of your business. Find tips and strategies for effective cash flow management at wellsfargoworks.com.

Account options

A check mark in the box indicates you have these convenient services with your account(s). Go to wellsfargo.com/biz or call the number above if you have questions or if you would like to add new services.

- Business Online Banking
- Online Statements
- Business Bill Pay
- Business Spending Report
- Overdraft Protection

Activity summary

Beginning balance on 12/1	\$223,483.49
Deposits/Credits	4,760.60
Withdrawals/Debits	- 32,016.99
Ending balance on 12/31	\$195,317.10
Average ledger balance this period	\$208,194.47

Account number: **5167044402**

OAK CLIFF DENTAL CENTER PLLC
 DEBTOR IN POSSESSION
 CH 11 CASE # 17-33780

Texas/Arkansas account terms and conditions apply

For Direct Deposit use
 Routing Number (RTN): 111900659

For Wire Transfers use
 Routing Number (RTN): 121000248

Overdraft Protection

This account is not currently covered by Overdraft Protection. If you would like more information regarding Overdraft Protection and eligibility requirements please call the number listed on your statement or visit your Wells Fargo store.

Account number 5167044402 ■ December 1, 2017 - December 31, 2017 ■ Page 2 of 5



Transaction history

Date	Check Number	Description	Deposits/ Credits	Withdrawals/ Debits	Ending daily balance
12/1		Purchase authorized on 11/30 Twc' Time Warner CA 888-Twcable TX S467332051538359 Card 1078		493.84	
12/1		Purchase authorized on 11/30 Dea Registration 202-307-5604 VA S467334568826395 Card 1078		731.00	
12/1	1019	Cashed Check		1,500.00	
12/1		Purchase with Cash Back \$ 20.00 authorized on 12/01 Walgreens Store 1306 N Be Dallas TX P00467335663119492 Card 1078		63.16	220,695.49
12/4		ATM Withdrawal authorized on 12/02 11730 Preston Rd Dallas TX 0003320 ATM ID 0241E Card 1078		300.00	220,395.49
12/5		Edeposit IN Branch/Store 12/05/17 12:16:49 Pm 5809 E Lovers Ln Dallas TX 1078	770.00		
12/5		Edeposit IN Branch/Store 12/05/17 12:17:21 Pm 5809 E Lovers Ln Dallas TX 1078	109.00		
12/5		Purchase authorized on 12/04 Carolina Dental Su 336-8838100 NC S467338724140543 Card 1078		18.30	
12/5	1021	Cashed Check		1,200.00	220,056.19
12/6		ATM Check Deposit on 12/05 Lincoln Park (Tom Thum Dallas TX 0002481 ATM ID 3156V Card 1078	915.00		220,971.19
12/8		Edeposit IN Branch/Store 12/08/17 02:23:01 Pm 3411 Inwood Rd Dallas TX 4402	901.66		
12/8		Online Dep Detail & Images - Bob		3.00	
12/8		Purchase authorized on 12/07 Water Pik, Inc. 8005252774 CO S587338662555527 Card 1078		154.05	
12/8	1022	Cashed Check		500.00	
12/8	<	Business to Business ACH Debit - Ips ACH Program Memx113017 113017 403903330901321 Oak Cliff Dental Cente		160.17	221,055.63
12/11		ATM Check Deposit on 12/09 3411 Inwood Rd. Dallas TX 0006919 ATM ID 0157H Card 1078	1,070.73		
12/11		ATM Withdrawal authorized on 12/09 3411 Inwood Rd. Dallas TX 0006920 ATM ID 0157H Card 1078		300.00	
12/11	<	Business to Business ACH Debit - Ips ACH Program Ipsmxsel1 121017 403903330901321 Oak Cliff Dental Cente		595.00	
12/11	1018	Check		2,400.00	218,831.36
12/12	1023	Cashed Check		2,500.00	216,331.36
12/13	1024	Cashed Check		2,307.69	214,023.67
12/14		Withdrawal Made In A Branch/Store		9,500.00	204,523.67
12/18		ATM Withdrawal authorized on 12/17 Lincoln Park (Tom Thum Dallas TX 0003866 ATM ID 3156V Card 1078		300.00	
12/18		Withdrawal Made In A Branch/Store		1,000.00	203,223.67
12/19		ATM Check Deposit on 12/19 Lincoln Park (Tom Thum Dallas TX 0004148 ATM ID 3156V Card 1078	790.40		
12/19	1025	Cashed Check		1,000.00	203,014.07
12/20		ATM Check Deposit on 12/20 11730 Preston Rd Dallas TX 0007243 ATM ID 0241E Card 1078	193.80		
12/20		Purchase authorized on 12/18 Griffin Dental Lab 214-3787300 TX S587352823586845 Card 1078		372.00	202,835.87
12/21	1020	Check		211.09	202,624.78
12/22		Ips ACH Program Ipsmxpsell 122117 403903330901321 Oak Cliff Dental Cente	0.01		
12/22	1027	Cashed Check		4,000.00	198,624.79
12/26	1026	Cashed Check		2,307.69	196,317.10
12/27	1028	Cashed Check		1,000.00	195,317.10
Ending balance on 12/31					195,317.10
Totals			\$4,750.60	\$32,916.99	

The Ending Daily Balance does not reflect any pending withdrawals or holds on deposited funds that may have been outstanding on your account when your transactions posted. If you had insufficient available funds when a transaction posted, fees may have been assessed.

< Business to Business ACH: If this is a business account, this transaction has a return time frame of one business day from post date. This time frame does not apply to consumer accounts.

Account number: **887044402** ■ December 1, 2017 - December 31, 2017 ■ Page 3 of 6



Summary of checks written (checks listed are also displayed in the preceding Transaction history)

Number	Date	Amount	Number	Date	Amount	Number	Date	Amount
1018	12/11	2,400.00	1022	12/8	500.00	1026	12/26	2,307.69
1019	12/1	1,500.00	1023	12/12	2,500.00	1027	12/22	4,000.00
1020	12/21	211.09	1024	12/13	2,307.69	1028	12/27	1,000.00
1021	12/6	1,200.00	1025	12/19	1,000.00			

Monthly service fee summary

For a complete list of fees and detailed account information, see the Wells Fargo Account Fee and Information Schedule and Account Agreement applicable to your account (EasyPay Card Terms and Conditions for prepaid cards) or talk to a banker. Go to wellsfargo.com/feefaq for a link to these documents, and answers to common monthly service fee questions.

Fee period **12/01/2017 - 12/31/2017** Standard monthly service fee **\$14.00** You paid **\$0.00**

The fee is waived (or discounted) by the bank for this fee period. For the next fee period you must meet an account requirement to avoid the fee, or receive the discount when applicable.

How to avoid the monthly service fee

Have any **ONE** of the following account requirements

- Average ledger balance
- Qualifying transaction from a linked Wells Fargo Business Payroll Services account
- Qualifying transaction from a linked Wells Fargo Merchant Services account
- Total number of posted Wells Fargo Debit Card purchases and/or payments
- Enrollment in a linked Direct Pay service through Wells Fargo Business Online
- Combined balances in linked accounts, which may include
 - Average ledger balances in business checking, savings, and time accounts
 - Most recent statement balance in eligible Wells Fargo business credit cards and lines of credit, and combined average daily balances from the previous month in eligible Wells Fargo business and commercial loans and lines of credit
 - For complete details on how you can avoid the monthly service fee based on your combined balances please refer to page 7 of the Business Account Fee and Information Schedule at www.wellsfargo.com/biz/fee-information

Minimum required

This fee period

\$7,500.00	\$208,194.00 <input checked="" type="checkbox"/>
1	0 <input type="checkbox"/>
1	0 <input type="checkbox"/>
10	6 <input type="checkbox"/>
1	0 <input type="checkbox"/>
\$10,000.00	<input checked="" type="checkbox"/>

The Monthly service fee summary fee period ending date shown above includes a Saturday, Sunday, or holiday which are non-business days. Transactions occurring after the last business day of the month will be included in your next fee period.

Account transaction fees summary

Service charge description	Units used	Units Included	Excess units	Service charge per excess units (\$)	Total service charge (\$)
Cash Deposited (\$)	0	7,500	0	0.0030	0.00
Transactions	32	200	0	0.50	0.00
Total service charges					\$0.00

IMPORTANT ACCOUNT INFORMATION

Account number: **044402** ■ December 1, 2017 - December 31, 2017 ■ Page 4 of 5



Periodically, it is necessary to update selected sections of the disclosures you received when you opened your business account. These updates provide you with the most up to date account information and are very important; so please review this information carefully and feel free to contact us with any questions or concerns.

Effective Feb 15, 2018:

If a business debit card or business ATM card purchase amount exceeds the current available balance* in the primary linked checking or savings account when you are making a purchase, you may be able to use your available balance to pay for a portion of the total purchase. The transaction will be subject to a partial authorization daily purchase limit set by the bank and your card's daily dollar limit.

We will first try to approve the full amount of the purchase with available funds in your checking account, account(s) linked for Overdraft Protection, and, if you are enrolled, using debit card overdraft service.

If this cannot result in an approval of the full amount of the purchase, the bank may approve a portion of the purchase using the remaining available funds in your checking account. This is called a "partial authorization." Here are some important details about partial authorizations:

- The remaining amount of the purchase total would need to be covered by another form of payment, such as cash or another card.
- If you are unable/unwilling to provide an additional form of payment, the partial authorization will be reversed by the merchant.
- Not all merchants are able to accept partial authorizations or process transactions using multiple forms of payment.

Thank you for being a Wells Fargo business customer. As a valued Wells Fargo customer we hope you find this information helpful. Again, if you have questions or concerns about these changes, please contact your local banker or call the number listed on your statement.

*This balance may not reflect all of your transactions, such as checks you have written or debit card transactions that have been approved but not yet submitted for payment by the merchant.

If you currently receive online statements, starting in March, we will consider your statement delivered to you when it has been posted to wells Fargo.com. Your online account statement will be made available through Wells Fargo Online® Banking 24 - 48 hours after the end of your statement period. We will continue to notify you when your statement becomes available via the email address you provided. If you receive paper statements, we will continue to send your statements through U.S. Mail.

If you would like to change your delivery preference, sign on at wells Fargo.com or the Wells Fargo mobile app and go to Update Contact Information or call us at 1-800-956-4442, 24 hours a day, 7 days a week.

12:06 AM

01/26/18

Accrual Basis

Oak Cliff Dental Center PLLC
Profit & Loss
December 2017

	Dec 17
Ordinary Income/Expense	
Income	
Patient Deposits	
Bcbs of Texas Hcclainpmt	128.00
Cash & Check Deposits	3,679.86
Ips Ach Program	-755.16
Met Life Ins	645.94
Olna Aso/Ldp TX Aso/Ldp TX	2,737.00
Synchrony	256.43
Total Patient Deposits	6,692.07
Rental Income	
Texas Orthodontics	1,070.73
Total Rental Income	1,070.73
Total Income	7,762.80
Expense	
Bank Service Charges	
Monthly Maintenance Fee	14.00
Online Dep Detail & Image	3.00
Total Bank Service Charges	17.00
Bankruptcy Filing	2,400.00
Internet, Telephone & TV	493.84
Laboratory Fees	372.00
Licenses and Permits	731.00
Miscellaneous	10,500.00
Repairs	
Equipment Repairs	211.09
Total Repairs	211.09
Supplies	
Dental	235.51
Total Supplies	235.51
Total Expense	14,960.44
Net Ordinary Income	-7,197.64
Net Income	-7,197.64

12:06 AM
01/26/18
Accrual Basis

Oak Cliff Dental Center PLLC
Balance Sheet
As of December 31, 2017

	<u>Dec 31, 17</u>
ASSETS	
Current Assets	
Checking/Savings	
OCDC Deposit Acct-710	4,228.40
OCDC DIP Acct - 4402	195,317.10
Total Checking/Savings	<u>199,545.50</u>
Total Current Assets	199,545.50
Fixed Assets	
Computer Equipment	214.11
Furniture, Fixtures & Equipment	349.39
Medical Equipment	10,670.98
Software	54.95
Total Fixed Assets	<u>11,289.43</u>
Other Assets	
Angela Jones	1,710.00
Total Other Assets	<u>1,710.00</u>
TOTAL ASSETS	<u><u>212,544.93</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Waymon A. Jones	5,730.00
Total Other Current Liabilities	<u>5,730.00</u>
Total Current Liabilities	5,730.00
Long Term Liabilities	
Eric Power	-954.16
Eunice Jones	1,110.00
Factors Funding	-944.96
Paramount Capital Investment	39,460.04
Yellowstone Capital LLC	28,154.36
Total Long Term Liabilities	<u>66,825.28</u>
Total Liabilities	72,555.28
Equity	
Retained Earnings	-232,470.01
Net Income	372,469.66
Total Equity	<u>139,999.65</u>
TOTAL LIABILITIES & EQUITY	<u><u>212,544.93</u></u>

Wells Fargo Business Choice Checking

Account number: [REDACTED] ■ December 1, 2017 - December 31, 2017 ■ Page 1 of 4



OAK CLIFF DENTAL CENTER PLLC
820 N ZANG BLVD STE 110
DALLAS TX 75208-4233

Questions?

Available by phone 24 hours a day, 7 days a week:

Telecommunications Relay Services calls accepted

1-800-CALL-WELLS (1-800-225-5935)

TTY: 1-800-877-4833

En español: 1-877-337-7454

Online: wellsfargo.com/biz

Write: Wells Fargo Bank, N.A. (808)

P.O. Box 6995

Portland, OR 97228-6995

Your Business and Wells Fargo

Cash flow is a key indicator of the financial health of your business. Find tips and strategies for effective cash flow management at wellsfargoworks.com.

Account options

A check mark in the box indicates you have these convenient services with your account(s). Go to wellsfargo.com/biz or call the number above if you have questions or if you would like to add new services.

- Business Online Banking
- Online Statements
- Business Bill Pay
- Business Spending Report
- Overdraft Protection

Activity summary

Beginning balance on 12/1	\$475.03
Deposits/Credits	3,767.37
Withdrawals/Debits	- 14.00
Ending balance on 12/31	\$4,228.40
 Average ledger balance this period	 \$3,298.17

Account number: 7262250710

OAK CLIFF DENTAL CENTER PLLC

Texas/Arkansas account terms and conditions apply

For Direct Deposit use

Routing Number (RTN): 111900659

For Wire Transfers use

Routing Number (RTN): 121000248

Overdraft Protection

This account is not currently covered by Overdraft Protection. If you would like more information regarding Overdraft Protection and eligibility requirements please call the number listed on your statement or visit your Wells Fargo store.

All money transferred to DIP account

Account number [REDACTED] ■ December 1, 2017 - December 31, 2017 ■ Page 2 of 4



Transaction history

Date	Check Number	Description	Deposits/ Credits	Withdrawals/ Debits	Ending daily balance
12/4		Olina Aso/Ldp TX Aso/Ldp TX 008115-02V Ff Dental Center, Pllc	89.00		
12/4		Olina Aso/Ldp TX Aso/Ldp TX 008115-02V Ff Dental Center, Pllc	1,284.00		1,828.03
12/7		Boys & Girls Dental Hccclalmpml F17338E00296090 Trn*1*F17338E00296090*1361236610*Fp20171204E00296	128.00		1,956.03
12/8		Met Life Ins. CO FI Sgl Pay 000000 1Fac 000051665 Oak Cliff Dental Cente	645.94		2,601.97
12/11		Olina Aso/Ldp TX Aso/Ldp TX 008115-02V Ff Dental Center, Pllc	1,384.00		3,985.97
12/15		Synchrony Bank Btoi Dep 171214 534612028316527 Oak Cliff Dental Ctr	73.97		4,059.94
12/29		Synchrony Bank Btoi Dep 171229 534612028316527 Oak Cliff Dental Ctr	182.46		
12/29		Monthly Service Fee		14.00	4,228.40
Ending balance on 12/31					4,228.40
Totals			\$3,767.37	\$14.00	

The Ending Daily Balance does not reflect any pending withdrawals or holds on deposited funds that may have been outstanding on your account when your transactions posted. If you had insufficient available funds when a transaction posted, fees may have been assessed.

Monthly service fee summary

For a complete list of fees and detailed account information, see the Wells Fargo Account Fee and Information Schedule and Account Agreement applicable to your account (EasyPay Card Terms and Conditions for prepaid cards) or talk to a banker. Go to wellsfargo.com/feafaq for a link to these documents, and answers to common monthly service fee questions.

Fee period 12/01/2017 - 12/31/2017	Standard monthly service fee \$14.00	You paid \$14.00
How to avoid the monthly service fee	Minimum required	This fee period
Have any ONE of the following account requirements		
• Average ledger balance	\$7,500.00	\$3,296.00 <input type="checkbox"/>
• Qualifying transaction from a linked Wells Fargo Business Payroll Services account	1	0 <input type="checkbox"/>
• Qualifying transaction from a linked Wells Fargo Merchant Services account	1	0 <input type="checkbox"/>
• Total number of posted Wells Fargo Debit Card purchases and/or payments	10	0 <input type="checkbox"/>
• Enrollment in a linked Direct Pay service through Wells Fargo Business Online	1	0 <input type="checkbox"/>
• Combined balances in linked accounts, which may include	\$10,000.00	<input type="checkbox"/>
- Average ledger balances in business checking, savings, and time accounts		
- Most recent statement balance in eligible Wells Fargo business credit cards and lines of credit, and combined average daily balances from the previous month in eligible Wells Fargo business and commercial loans and lines of credit		
- For complete details on how you can avoid the monthly service fee based on your combined balances please refer to page 7 of the Business Account Fee and Information Schedule at www.wellsfargo.com/biz/fee-information		

The Monthly service fee summary fee period ending date shown above includes a Saturday, Sunday, or holiday which are non-business days. Transactions occurring after the last business day of the month will be included in your next fee period.

Account transaction fees summary

Service charge description	Units used	Units Included	Excess units	Service charge per excess units (\$)	Total service charge (\$)
Cash Deposited (\$)	0	7,500	0	0.0030	0.00
Transactions	7	200	0	0.50	0.00
Total service charges					\$0.00

Account number: [REDACTED] ■ December 1, 2017 - December 31, 2017 ■ Page 3 of 4



IMPORTANT ACCOUNT INFORMATION

If you currently receive online statements, starting in March, we will consider your statement delivered to you when it has been posted to wellsfargo.com. Your online account statement will be made available through Wells Fargo Online[®] Banking 24 - 48 hours after the end of your statement period. We will continue to notify you when your statement becomes available via the email address you provided. If you receive paper statements, we will continue to send your statements through U.S. Mail.

If you would like to change your delivery preference, sign on at wellsfargo.com or the Wells Fargo mobile app and go to Update Contact Information or call us at 1-800-956-4442, 24 hours a day, 7 days a week.

Oak Cliff Dental Center, PLLC Case No. 17-33780-sgj			
Exhibit E: Liquidation Analysis			
Sale proceeds on hand		\$258,000.00	
Administrative expenses:			
Olson Nicoud	\$26,000.00		
Metalf Adair	\$7,737.25		
Permenter	\$1,700.00		
US Trustee	\$1,950.00		
TOTAL Admin Expenses		\$37,387.25	
Available for distribution		\$220,612.75	
IRS and Compass (90%)		\$198,551.48	
Unsecureds (10%)		\$22,061.28	
Allowed unsecured claims	33,506.13		
Percentage	65.84%		

Oak Cliff Dental Center, PLLC Case No. 17-33780-sgj			
Exhibit F: Cash on hand on effective date			
Sale proceeds on hand		\$258,000.00	
Administrative expenses:			
Olson Nicoud	\$26,000.00		
Metalf Adair	\$7,737.25		
Permenter	\$1,700.00		
US Trustee	\$1,950.00		
TOTAL Admin Expenses		\$37,387.25	
Available for distribution		\$220,612.75	
IRS and Compass (90%)		\$198,551.48	
Unsecureds (10%)		\$22,061.28	
Allowed unsecured claims	33,506.13		
Percentage	65.84%		

Debtor Name Oak Cliff Dental Center, PLLC

Case number 17-33780-sgj

Exhibit G: Projections of Cash Flow for Post-Confirmation Period

not applicable. Debtor will not be operating post-confirmation.