

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 Barcelona Apartments, LLC

2. All other names debtor used in the last 8 years

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

3. Debtor's federal Employer Identification Number (EIN) 4 6 - 3 1 6 1 8 6 4

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

538 Westover Road
Number Street

9611 N US Highway 1, Ste 302
Number Street

Attn: Alan Kuatt
P.O. Box

Big Spring TX 79720
City State ZIP Code

Sebastian FL 32958
City State ZIP Code

County _____

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

Number Street _____

City State ZIP Code _____

5. Debtor's website (URL) _____

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

Debtor Barcelona Apartments, LLC Case number (if known) _____

7. Describe debtor's business

A. Check one:

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

B. Check all that apply:

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

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

5 3 1 1

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 Barcelona Apartments, LLC Case number (if known) _____

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

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

- No
- Yes. Debtor _____ Relationship _____
 District _____ When _____
 Case number, if known _____ MM / DD / YYYY
- Debtor _____ Relationship _____
 District _____ When _____
 Case number, if known _____ MM / DD / YYYY

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 Barcelona Apartments, 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 type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |
- 16. Estimated liabilities**
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

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

- 17. Declaration and signature of authorized representative of debtor**
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - I have been authorized to file this petition on behalf of the debtor.
 - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on 06/05/2018
MM / DD / YYYY

X /s/ Alan Kuatt _____ **Alan Kuatt** _____
Signature of authorized representative of debtor Printed name

Title Managing Member, FSG Holdings, LLC

18. Signature of attorney **X /s/ Charles B. Hendricks** _____ Date 06/05/2018
Signature of attorney for debtor MM / DD / YYYY

Charles B. Hendricks _____
Printed name

Cavazos Hendricks Poirot, PC _____
Firm name

900 Jackson Street, Suite 570 _____
Number Street

Dallas _____ **TX** _____ **75202** _____
City State ZIP Code

_____ **chuckh@chfirm.com** _____
Contact phone Email address

09451050 _____ **TX** _____
Bar number State

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE: **Barcelona Apartments, LLC**

CASE NO

CHAPTER **11**

VERIFICATION OF MAILING LIST

In accordance with Local Rule 1002, the above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of my knowledge. I also certify that the attached mailing list

is the first mailing list filed in this case.

adds entities not listed on previously filed mailing list(s).

changes or corrects names and address on previously filed mailing lists.

Date 6/5/2018

Signature /s/ Alan Kuatt
Alan Kuatt
Managing Member, FSG Holdings, LLC

Date _____

Signature _____

Alan Kuatt
9611 N. US Highway 1
Suite 302
Sebastian, FL 32958

Arbor Commercial Funding, LLC
3370 Walden, Suite 114
Depew, NY 14043

Attorney General of Texas
Bankruptcy Division
PO Box 12548
Austin, TX 78711-2548

Federal National Mortgage Assn.
Bryan Cave Leighton Paisner LLP
2200 Ross Avenue, Suite 3300
Dallas, TX 75201

Howard County Tax Assessor-Collector
PO Box 1111
Big Spring, TX 79721

Internal Revenue Service
Centralized Insolvency Operations
PO Box 7346
Philadelphia, PA 19101-7346

Texas Railroad Commission
PO Box 12967
Austin, TX 78711-2967

Texas State Comptroller of Public Accoun
Revenue Accounting Div.
Bankruptcy Section
PO Box 13528
Austin, TX 78711-3528

Texas Workforce Commission
101 East 15th Street
Austin, TX 78778-0001

United States Attorney General
Dept of Justice
Main Justice Building
10th & Constitution Ave, NW
Washington, DC 20530-0001

United States Trustee
1100 Commerce Street, Room 976
Dallas, TX 75242-0996

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:
Barcelona Apartments, LLC

Debtor(s)

§
§
§
§
§

Case No. _____

Chapter 11

**DECLARATION FOR ELECTRONIC FILING OF BANKRUPTCY
PETITION, LISTS, STATEMENTS, AND SCHEDULES**

PART I: DECLARATION OF PETITIONER:

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the chapter of title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition, lists, statements, and schedules to be filed electronically in this case and I HEREBY DECLARE UNDER PENALTY OF PERJURY that the information provided therein, as well as the social security information disclosed in this document, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within five (5) business days after the petition, lists, statements, and schedules have been filed electronically. I understand that a failure to file the signed original of this Declaration will result in the dismissal of my case.

[Only include for Chapter 7 individual petitioners whose debts are primarily consumer debts] --
I am an individual whose debts are primarily consumer debts and who has chosen to file under chapter 7. I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each chapter, and choose to proceed under chapter 7.

[Only include if petitioner is a corporation, partnership or limited liability company] --
I hereby further declare under penalty of perjury that I have been authorized to file the petition, lists, statements, and schedules on behalf of the debtor in this case.

Date: 6/5/2018 /s/ Alan Kuatt
Alan Kuatt
Managing Member, FSG Holdings, LLC
Complete EIN: 46-3161864

PART II: DECLARATION OF ATTORNEY:

I declare UNDER PENALTY OF PERJURY that: (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Date: 6/5/2018 /s/ Charles B. Hendricks
Charles B. Hendricks, Attorney for Debtor
Cavazos Hendricks Poirot, PC
900 Jackson Street, Suite 570
Dallas, TX 75202
Email: chuckh@chfirm.com

BARCELONA APARTMENTS, LLC

Resolution of Barcelona Apartments, LLC to Authorize Bankruptcy Filing

I, Alan Kuatt, declare under penalty of perjury that I am the managing member of FSG Holdings, LLC, which is the managing member of Barcelona Apartments, LLC, a Texas limited liability company (the "Corporation"), and that on June 4, 2018, the following resolution was duly adopted by the Corporation's managing member:

Whereas, it is in the best interest of the Corporation to file a voluntary petition under Chapter 11 of the United States Bankruptcy Code.

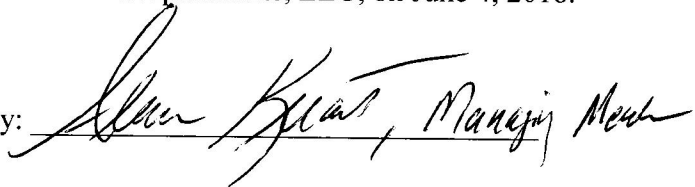
It is therefore resolved, that Alan Kuatt be and is hereby authorized and directed, on behalf of the Corporation, to take all actions and execute all documents deemed necessary to facilitate the Corporation's filing of a voluntary petition under Chapter 11 of the United States Bankruptcy Code, thereby initiating a Chapter 11 bankruptcy case (the "Chapter 11 Case").

It is further resolved that Alan Kuatt be and is hereby authorized and directed, on behalf of the Corporation, to employ the law firm of Cavazos Hendricks Poirot, P.C. to represent the Corporation in the Chapter 11 Case.

It is further resolved, that Alan Kuatt be and is hereby authorized and directed, on behalf of the Corporation, to appear at all necessary meetings and hearings in the Chapter 11 Case and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents in connection with the Chapter 11 Case.

It is further resolved, that Alan Kuatt be and is hereby authorized and directed, on behalf of the Corporation, to do and perform all acts and deeds and to execute and deliver any and all documents deemed necessary, advisable, or proper, in connection with the Chapter 11 Case and confirmation of a Chapter 11 Plan of Reorganization.

This Resolution was executed by Alan Kuatt, the duly authorized managing member of FSG Holdings, LLC, the managing member of Barcelona Apartments, LLC, on June 4, 2018.

By:  Alan Kuatt, Managing Member

Printed name: Alan Kuatt

Managing Member, FSG Holdings, LLC,
Managing Member of Barcelona Apartments, LLC