

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of Texas
(State)

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** Mayflower Communities, Inc.

2. **All other names debtor used in the last 8 years** The Barrington of Carmel
The Barrington
Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** 2 6 - 1 4 4 6 3 5 0

4. **Debtor's address**

Principal place of business		Mailing address, if different from principal place of business	
15601 Dallas Parkway, Suite 200			
Number	Street	Number	Street
		P.O. Box	
Addison TX 75001			
City	State ZIP Code	City	State ZIP Code
Dallas		Location of principal assets, if different from principal place of business	
County		Number Street	
		City State ZIP Code	

5. **Debtor's website (URL)** www.thebarringtonofcarmel.com

6. **Type of debtor**

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

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor Mayflower Communities, Inc. Case number (if known) _____
 Name

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>.

6 2 3 3

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

If more than 2 cases, attach a separate list.

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

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

Debtor Mayflower Communities, Inc. Case number (if known) _____
Name

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.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input 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 checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <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 checked="" 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 |

Debtor Mayflower Communities, Inc. Case number (if known) _____
Name

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 type="checkbox"/> \$500,001-\$1 million | <input checked="" 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 01/30/2019
MM / DD / YYYY

X/s/ Louis E. Robichaux IV

Signature of authorized representative of debtor

Louis E. Robichaux IV

Printed name

Title Chief Restructuring Officer**18. Signature of attorney****X**/s/ Andrew B. Zollinger, Esq.

Signature of attorney for debtor

Date 01/30/2019MM / DD / YYYYAndrew B. Zollinger, Esq.

Printed name

DLA Piper LLP (US)

Firm name

1717 Main Street, Suite 4600

Number Street

Dallas

City

TX
State75201
ZIP Code(214) 743-4500

Contact phone

andrew.zollinger@dlapiper.com
Email address24063944

Bar number

TX
State

OFFICER'S CERTIFICATE

The undersigned, the Chief Restructuring Officer of Mayflower Communities, Inc., a Delaware not-for-profit corporation (the "Company"), does hereby certify the following as of the date hereof:

(i) attached as Annex A hereto is a true, correct and complete copy of the resolutions adopted by the Company on January 22, 2019 (the "Company Resolutions") in accordance with the terms of the Company's bylaws;

(ii) attached as Annex B hereto is a true, correct and complete copy of the resolutions adopted by Senior Quality Lifestyles Corporation ("SQLC"), the Company's sole member, on January 28, 2019 (the "SQLC Resolutions" and together with the Company Resolutions, the "Resolutions") in accordance with the terms of SQLC's bylaws; and

(iii) such Resolutions have not been amended, modified or rescinded since adopted, and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the date first set forth above.

Executed this 30th day of January, 2019

By: /s/ Louis E. Robichaux IV
Name: Louis E. Robichaux IV
Title: Chief Restructuring Officer

Annex A

Company Resolutions

**RESOLUTION OF BOARD OF DIRECTORS OF
MAYFLOWER COMMUNITIES, INC. TO FILE BANKRUPTCY PETITION
AND RETAIN VARIOUS PROFESSIONALS**

I, David Gobble, the duly elected, qualified and acting Secretary of the Board of Directors (the "Board") of **MAYFLOWER COMMUNITIES, INC.**, a Delaware not-for-profit corporation (the "Company"), do hereby certify that at a meeting of the Board held on January 22, 2019, at which a quorum was present, the notice requirement for the calling and holding of a special meeting of the Board was waived and the following resolution was presented and adopted by a unanimous vote, pursuant to the General Corporation Law of the State of Delaware and the Amended and Restated Bylaws of the Corporation (the "Bylaws"), to wit:

WHEREAS, the Board has considered the current and prospective financial and operational aspects of the Company's business, including the Company's historical performance, assets, current and long-term liabilities and the market for the Company's services;

WHEREAS, the Board has received, reviewed and considered the recommendations of the senior management of the Company, as well as the Company's legal and financial advisors, as to the relative risks and benefits of pursuing a bankruptcy case under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Texas (the "Bankruptcy Court");

WHEREAS, the Board has determined that it is desirable, fair, reasonable, and in the best interests of the Company and its creditors, residents and other interested parties for the Company to file a voluntary petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code;

WHEREAS, in accordance with the Bylaws, certain actions taken by the Board with respect to, among other things, the reorganization of the Company is subject to the express approval of Senior Quality Lifestyles Corporation, the Company's sole member ("SQLC"); and

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that, in the judgment of the Board, it is advisable and in the best interests of the Company, its creditors, its residents and other interested parties that a voluntary petition be filed by the Company in the Bankruptcy Court; and it is further

RESOLVED, that Louis E. Robichaux IV of Ankura Consulting Group, LLC ("Ankura"), as Chief Restructuring Officer of the Company, and such other officer(s) that the Company shall from time to time designate (each, an "Authorized Officer" and collectively, the "Authorized Officers"), are hereby authorized and instructed to cause preparation of a voluntary petition for relief under chapter 11 of the Bankruptcy Code on behalf of the Company; and it is further

RESOLVED, that, upon preparation, such Authorized Officers are hereby authorized, on behalf of and in the name of the Company, to cause such a voluntary petition to be executed, and verified in such form as such Authorized Officers, with advice of counsel, deem appropriate and that, upon such execution, such Authorized Officers, with advice of counsel, are hereby

authorized to cause such a petition to be filed with the Bankruptcy Court to commence a case under chapter 11 of the Bankruptcy Code (the “Bankruptcy Case”); and it is further

RESOLVED, that the Authorized Officers are hereby authorized and instructed to make such arrangements as they deem necessary or proper for the Company to use existing cash collateral or to borrow additional funds, either as a debtor in possession under chapter 11 of the Bankruptcy Code or otherwise, and that such Authorized Officers are hereby authorized and instructed, on behalf of and in the name of the Company, to negotiate and agree with potential lenders as to the terms and amounts of any such cash collateral use or further borrowings and to grant such security interests in, or liens on the assets of the Company and to execute and deliver appropriate agreements for such use of postpetition financing in connection with the Bankruptcy Case, including the granting of liens to any such lender(s) to such agreement(s), and to take such additional action and execute and deliver such other agreements, instruments or documents proposed to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as the Authorized Officers, in their sole discretion, may deem necessary or proper in connection with such further borrowings; and it is further

RESOLVED, that the Authorized Officers, on terms consistent with those presented to the Board, are authorized to execute and file (or direct others to do so on behalf of the Company) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, financial advisors, investment bankers, accountants or other professionals and to take any and all action that they deem necessary and proper in connection with the Bankruptcy Case; and it is further

RESOLVED that the Authorized Persons are hereby authorized and directed to retain on behalf of the Company, upon such terms and conditions as the Authorized Persons shall approve, and subject to any Bankruptcy Court approvals or orders required, if any, the following professionals (collectively, the “Professionals”) to represent the Company in connection with the Bankruptcy Case:

- Ankura, to provide interim management services for the Company and designate the Chief Restructuring Officer for the Company;
- DLA Piper LLP (US), to serve as bankruptcy counsel for the Company;
- Larx Advisors, Inc., to serve as financial advisor for the Company;
- Cushman & Wakefield U.S., Inc., to serve as investment banker for the Company; and
- Donlin Recano & Company, Inc., to serve as noticing and claims agent for the Company.

RESOLVED that, with respect to the Professionals, the Authorized Persons are hereby authorized and directed to (a) execute retention agreements and pay retainers prior to and immediately upon the filing of the Bankruptcy Case, (b) continue to periodically replenish, as required, the retainers previously paid by the Company to the Professionals on account of the services rendered or to be rendered by them, and (c) cause to be filed applications for authority to retain the Professionals; and it is further

RESOLVED, that the Authorized Officers are authorized and directed to employ any other firms as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case and cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

RESOLVED, that the Authorized Officers are authorized and directed, in the name of and on behalf of the Company, under the Company's corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such Authorized Officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the Bankruptcy Case, the taking of any such action or execution of any such documents and/or agreements to constitute conclusive evidence and the exercise of such discretionary authority; and it is further


RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under chapter 11 of the Bankruptcy Code or in connection with the Bankruptcy Case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that the Board will seek the approval of SQLC as required under the Bylaws.

[signature page follows]

I do further certify that the foregoing is a full, true and correct copy of the Resolution as it appears in the records of the Company; that such Resolution has not been altered, amended or repealed and is now in full force and effect; and that I am duly authorized to make this Certificate.

MAYFLOWER COMMUNITIES, INC.

By: 
Name: David Gobble
Title: Secretary

Annex B

SQLC Resolutions

**RESOLUTION OF BOARD OF DIRECTORS OF
SENIOR QUALITY LIFESTYLES CORPORATION CONSENTING TO THE FILING
OF A BANKRUPTCY PETITION BY MAYFLOWER COMMUNITIES, INC.**

I, David Gobble, the duly elected, qualified and acting Secretary of the Board of Directors (the "Board") of **SENIOR QUALITY LIFESTYLES CORPORATION**, a Texas not-for-profit corporation ("SQLC"), do hereby certify that at a meeting of the Board held on January 28, 2019, at which a quorum was present, the notice requirement for the calling and holding of a special meeting of the Board was waived and the following resolution was presented and adopted by a unanimous vote, pursuant to the Texas Business Organizations Code and the Amended and Restated Bylaws of SQLC, to wit:

WHEREAS, SQLC is the sole member of Mayflower Communities, Inc., a Delaware not-for-profit corporation, d/b/a The Barrington at Carmel ("Barrington");

WHEREAS, the Board has considered the current and prospective financial and operational aspects of Barrington's business, including Barrington's historical performance, assets, current and long-term liabilities and the market for Barrington's services;

WHEREAS, the Board has received, reviewed and considered the recommendations of the senior management of Barrington, as well as Barrington's legal and financial advisors, as to the relative risks and benefits of pursuing a bankruptcy case under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Texas (the "Bankruptcy Court");

WHEREAS, in accordance with the Amended and Restated Bylaws of Barrington, certain actions taken by the Board of Directors of Barrington with respect to, among other things, the reorganization of Barrington is subject to the express approval of SQLC;

WHEREAS, the Board has determined that it is desirable, fair, reasonable, and in the best interests of Barrington and its creditors, residents and other interested parties for Barrington to file a voluntary petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code; and

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that, in the judgment of the Board, it is advisable and in the best interests of Barrington, its creditors, its residents and other interested parties that a voluntary petition be filed by Barrington in the Bankruptcy Court; and it is further

RESOLVED, that Louis E. Robichaux IV of Ankura Consulting Group, LLC, as Chief Restructuring Officer of Barrington, and such other officer(s) that Barrington shall from time to time designate (each, an "Authorized Officer" and collectively, the "Authorized Officers"), are hereby authorized and instructed to cause preparation of a voluntary petition for relief under chapter 11 of the Bankruptcy Code on behalf of Barrington; and it is further

RESOLVED, that, upon preparation, such Authorized Officers are hereby authorized, on behalf of and in the name of Barrington, to cause such a voluntary petition to be executed, and

verified in such form as such Authorized Officers, with advice of counsel, deem appropriate and that, upon such execution, such Authorized Officers, with advice of counsel, are hereby authorized to cause such a petition to be filed with the Bankruptcy Court to commence a case under chapter 11 of the Bankruptcy Code (the "Bankruptcy Case"); and it is further

RESOLVED, that the Authorized Officers are hereby authorized and instructed to make such arrangements as they deem necessary or proper for Barrington to use existing cash collateral or to borrow additional funds, either as a debtor in possession under chapter 11 of the Bankruptcy Code or otherwise, and that such Authorized Officers are hereby authorized and instructed, on behalf of and in the name of Barrington, to negotiate and agree with potential lenders as to the terms and amounts of any such cash collateral use or further borrowings and to grant such security interests in, or liens on the assets of Barrington and to execute and deliver appropriate agreements for such use of postpetition financing in connection with the Bankruptcy Case, including the granting of liens to any such lender(s) to such agreement(s), and to take such additional action and execute and deliver such other agreements, instruments or documents proposed to be executed and delivered by or on behalf of Barrington pursuant thereto or in connection therewith, all with such changes therein and additions thereto as the Authorized Officers, in their sole discretion, may deem necessary or proper in connection with such further borrowings; and it is further

RESOLVED, that the Authorized Officers, on terms consistent with those presented to the Board, are authorized to execute and file (or direct others to do so on behalf of Barrington) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, financial advisors, investment bankers, accountants or other professionals and to take any and all action that they deem necessary and proper in connection with the Bankruptcy Case; and it is further

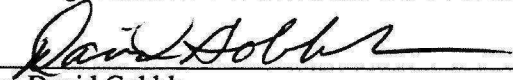
RESOLVED, that the Authorized Officers are authorized and directed, in the name of and on behalf of Barrington, under Barrington's corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of Barrington, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such Authorized Officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the Bankruptcy Case, the taking of any such action or execution of any such documents and/or agreements to constitute conclusive evidence and the exercise of such discretionary authority; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under chapter 11 of the Bankruptcy Code or in connection with the Bankruptcy Case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects.

[signature page follows]

I do further certify that the foregoing is a full, true and correct copy of the Resolution as it appears in the records of SQLC; that such Resolution has not been altered, amended or repealed and is now in full force and effect; and that I am duly authorized to make this Certificate.

SENIOR QUALITY LIFESTYLES CORPORATION

By: 
Name: David Gobble
Title: Secretary

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

In re:

MAYFLOWER COMMUNITIES, INC.

Debtor.

§
§
§
§
§

CHAPTER 11

CASE NO. 19-_____ (___)

**LIST OF CREDITORS WHO HAVE THE
20 LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor (the “Debtor”) hereby certifies that the *List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* submitted herewith contains a list of the Debtor’s top 20 unsecured creditors (the “Top 20 List”). In compliance with the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”), the Debtor has redacted the names and contact information for anyone listed in the Top 20 List who is or was a resident of the Debtor. The Top 20 List has been prepared from the Debtor’s unaudited books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtor’s chapter 11 case. The Top 20 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtor. Moreover, nothing herein shall affect the Debtor’s right to challenge the amount or characterization of any claim at a later date. The failure of the Debtor to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtor’s right to contest the validity, priority, and/or amount of any such claim.

Fill in this information to identify the case:

Debtor name: Mayflower Communities, Inc.

United States Bankruptcy Court for the: Northern District of Texas

Case number (if known): 19-_____

☐ Check if this is an amended filingOfficial 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 claim 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 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
1	Resident #141 & Resident #142 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$535,840.00
2	Resident # 718 & Resident # 719 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$485,808.00
3	Resident #10 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$482,858.10
4	Resident #92 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$479,242.20
5	Resident #177 & Resident #178 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$459,768.00
6	Resident #200 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$459,430.20
7	Resident #224 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$449,910.00
8	Resident #28 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$446,085.90

Debtor **Mayflower Communities, Inc.**Case number (if known) **19-**_____

	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
9	Resident #206 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$434,889.00
10	Resident #85 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$434,804.40
11	Resident #222 & Resident #717 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$429,207.20
12	Resident #101 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$428,900.00
13	Resident #186 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$427,077.00
14	Resident #232 & Resident #233 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$417,093.60
15	Resident #204 & Resident #205 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$414,967.20
16	Resident #91 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$413,910.00
17	Resident #715 & Resident #716 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$407,840.00
18	Resident #74 & Resident #721 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$399,920.00
19	Resident #714 & Resident #720 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$399,920.00
20	Resident # 34 & Resident #713 Address Intentionally Omitted	Tel: Intentionally Omitted	Contingent Resident Refund	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$399,920.00

Fill in this information to identify the case and this filing:

Debtor Name Mayflower Communities, Inc.

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

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)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ 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 _____

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

Executed on 01/30/2019
MM / DD / YYYY

X/s/ Louis E. Robichaux IV

Signature of individual signing on behalf of debtor

Louis E. Robichaux IV
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

In re:	§	
	§	CHAPTER 11
MAYFLOWER COMMUNITIES, INC.	§	
	§	CASE NO. 19-_____ ()
Debtor.	§	

CORPORATE OWNERSHIP STATEMENT (RULE 1007(a)(1))

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Mayflower Communities, Inc., a Delaware not-for-profit corporation, as the above-captioned debtor (the “Debtor”), hereby certifies that Senior Quality Lifestyles Corporation holds a 100% membership interest in the Debtor.

The undersigned, the Chief Restructuring Officer of the Debtor, hereby declares under penalty of perjury that the information contained herein is true and correct to the best of his knowledge, information and belief, as of January 30, 2019.

Executed this 30th day of January, 2019

By: /s/ Louis E. Robichaux IV
Name: Louis E. Robichaux IV
Title: Chief Restructuring Officer

Fill in this information to identify the case and this filing:

Debtor Name Mayflower Communities, Inc.

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

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)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ 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 Corporate Ownership Statement (Rule 1007 (a)(1))

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

Executed on 01/30/2019
MM / DD / YYYY

X/s/ Louis E. Robichaux IV

Signature of individual signing on behalf of debtor

Louis E. Robichaux IV
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

In re:	§	
	§	CHAPTER 11
MAYFLOWER COMMUNITIES, INC.	§	
	§	CASE NO. 19-_____ ()
Debtor.	§	

LIST OF EQUITY SECURITY HOLDERS (RULE 1007(a)(3))

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, Mayflower Communities, Inc., a Delaware not-for-profit corporation, as the above-captioned debtor (the “Debtor”), hereby states that Senior Quality Lifestyles Corporation is its sole member. The undersigned, the Chief Restructuring Officer of the Debtor, hereby declares under penalty of perjury that the information contained herein is true and correct to the best of his knowledge, information and belief, as of January 30, 2019.

Executed this 30th day of January, 2019

By: /s/ Louis E. Robichaux IV
Name: Louis E. Robichaux IV
Title: Chief Restructuring Officer

Fill in this information to identify the case and this filing:

Debtor Name Mayflower Communities, Inc.

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

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)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ 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 List of Equity Security Holders

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

Executed on 01/30/2019
MM / DD / YYYY

X/s/ Louis E. Robichaux IV

Signature of individual signing on behalf of debtor

Louis E. Robichaux IV
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

IN RE:	§	
	§	
MAYFLOWER COMMUNITIES, INC.,	§	
	§	Case No.
Debtor	§	Chapter <u>11</u>

**DECLARATION FOR ELECTRONIC FILING OF
BANKRUPTCY PETITION AND MASTER MAILING LIST (MATRIX)**

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 and in the lists of creditors 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 seven (7) business days after the petition and lists of creditors 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 and lists of creditors on behalf of the debtor in this case.

Date: <u>January 30, 2019</u>	<u>/s/ Louis E. Robichaux IV</u>	_____
	Debtor	Joint Debtor

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: <u>January 30, 2019</u>	<u>/s/ Andrew B. Zollinger</u>
	Attorney for the Debtor