

B1 (Official Form 1)(04/13)

United States Bankruptcy Court Southern District of Texas				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Midtown Scouts Square, LLC			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 27-0747522			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)		
Street Address of Debtor (No. and Street, City, and State): 8305 Knight Road Houston, TX			Street Address of Joint Debtor (No. and Street, City, and State):		
ZIP Code 77054			ZIP Code		
County of Residence or of the Principal Place of Business: Harris			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP Code			ZIP Code		
Location of Principal Assets of Business Debtor (if different from street address above): 1911 Bagby Houston, TX 77002					
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

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Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Midtown Scouts Square, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attachment	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner 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. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, 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.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Midtown Scouts Square, LLC**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and 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 such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

Edward L. Rothberg 17313990
Printed Name of Attorney for Debtor(s)

Hoover Slovacek LLP
Firm Name
5847 San Felipe
Suite 2200
Houston, TX 77057

Address

713.977.8686 Fax: 713.977.5395
Telephone Number

5/9/2013
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

Erich Mundinger
Printed Name of Authorized Individual

President
Title of Authorized Individual

5/9/2013
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

In re Midtown Scouts Square, LLC

Debtor

Case No. _____

FORM 1. VOLUNTARY PETITION
Pending Bankruptcy Cases Filed Attachment

Name of Debtor / District

Midtown Scouts Square Property, LP
Southern District of Texas

RC Equity Partners, LLC
Southern District of Texas

Case No. / Relationship

13-32920-H5-11
Debtor is general partner

12-393378-H5-7
Affiliate

Date Filed / Judge

05/09/13

12/21/12
Honorable Karen Brown

**WRITTEN CONSENT OF THE
OF THE MANAGING MEMBER OF
MIDTOWN SCOUTS SQUARE, LLC**

The undersigned, being the Managing Member and sole owner of Midtown Scouts Square, LLC, a Texas limited liability company (the "Company"), pursuant to the provisions of the Texas statutes, hereby consents to the adoption of the following resolutions and to the action authorized in such resolutions being taken by the Managing Member in lieu of a meeting thereof:

RESOLVED, that the Company should reorganize by filing for bankruptcy protection under Chapter 11 of the Bankruptcy Code with an appropriate federal bankruptcy court sitting in Harris County, Texas;

RESOLVED, that the execution by Atul Lucky Chopra, the Managing Member of the Company, is hereby authorized and directed to prepare or cause to be prepared the voluntary petition and to cause the initiation and prosecution of a case under the Bankruptcy Code (the "Bankruptcy Case"); and

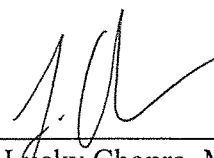
RESOLVED, that the Company is authorized and directed to employ and retain Erich Mundinger to serve as President of the Company and to serve as Chief Restructuring Officer during the pendency of the Bankruptcy Case, and that Erich Mundinger is authorized to prepare or cause to be prepared all other documents, pleadings and other instruments necessary to prosecute the Bankruptcy Case, subject to the discretion and control of Atul Lucky Chopra; and

RESOLVED, that the Company is authorized and directed to employ and retain the firm of Hoover Slovacek LLP, Attorneys at Law, to represent the Company in its case under the Bankruptcy Code upon such retainer and compensation agreement as may seem in the sole discretion of the Managing Member to be appropriate; and

RESOLVED FURTHER, that any and all actions taken by the Managing Member for the Company, for and on behalf and in the name of this Company, prior to the adoption of the foregoing resolutions, in connection with any of the foregoing matters, be and they are hereby, ratified, confirmed and approved in all respects for all purposes.

The undersigned, being the Managing Member of the Company hereby consents to the foregoing effective the 8 day of May, 2013.

MIDTOWN SCOUTS SQUARE, LLC

By: 
Atul Lucky Chopra, Managing Member

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Southern District of Texas

In re Midtown Scouts Square, LLC

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, 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. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Bank of Houston 750 Bering, Suite 100 Houston, TX 77057	Bank of Houston 750 Bering, Suite 100 Houston, TX 77057	Co-Debtor		4,216,541.85
Bank of Houston 750 Bering Drive, Suite 100 Houston, TX 77057	Bank of Houston 750 Bering Drive, Suite 100 Houston, TX 77057	Co-Debtor		4,164,292.00
Cueto, James 2500 Summer Street Houston, TX 77007	Cueto, James 2500 Summer Street Houston, TX 77007			4,736.00
Discovery Construction 701 N. Post Oak Rd. Suite 34 Houston, TX 77024	Discovery Construction 701 N. Post Oak Rd. Suite 34 Houston, TX 77024			8,793.15
Greenberg Traurig 1000 Louisiana Street Suite 1700 Houston, TX 77002	Greenberg Traurig 1000 Louisiana Street Suite 1700 Houston, TX 77002			3,941.00
Harrell Architects 9575 Katy Freeway, Suite 200 Houston, TX 77024	Harrell Architects 9575 Katy Freeway, Suite 200 Houston, TX 77024			34,403.05
Harris County, et al. c/o John P. Dillman Linebarger Goggan Blair & Sampson P O Box 3064 Houston, TX 77253-3503	Harris County, et al. c/o John P. Dillman Linebarger Goggan Blair & Sampson Houston, TX 77253-3503	Debt of Midtown Scouts Square Property, LP, as General Partner		131,102.03
Harris County, et al. Tax Assessor-Collector P O Box 4622 Houston, TX 77210-4622	Harris County, et al. Tax Assessor-Collector P O Box 4622 Houston, TX 77210-4622	Debt of Midtown Scouts Square Property, LP, as General Partner	Contingent Unliquidated	60,335.01
Hicham Nafaa, Ali Bendella, and Neptunes Restaurant, LLC c/o Daniel D. Horowitz, III 800 Commerce Street Houston, TX 77002-1776	Hicham Nafaa, Ali Bendella, and Neptunes Restaurant, LLC c/o Daniel D. Horowitz, III Houston, TX 77002-1776		Contingent Unliquidated Disputed	436,000.00

B4 (Official Form 4) (12/07) - Cont.

In re **Midtown Scouts Square, LLC**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Lone Star Advantage 5222 FM 1960 West, Suite 175 Houston, TX 77069	Lone Star Advantage 5222 FM 1960 West, Suite 175 Houston, TX 77069			10,199.35
Mercantile Capital Corporation 60 North Court Avenue Suite 200 Orlando, FL 32801	Mercantile Capital Corporation 60 North Court Avenue Suite 200 Orlando, FL 32801	Debt of Midtown Scouts Square Property, LP, as General Partner and Guarantor		3,280,809.57
MLN Service Company 3931 Ann Arbor Drive Houston, TX 77083	MLN Service Company 3931 Ann Arbor Drive Houston, TX 77083	Debt of Midtown Scouts Square Property, LP, as General Partner	Disputed	2,622.90
Richey Family Limited Partnership PO Box 2569 Stafford, TX 77497	Richey Family Limited Partnership PO Box 2569 Stafford, TX 77497		Disputed Subject to Setoff	1,400,000.00
Scott Youngblood CPA 4512 Broadway Road Pearland, TX 77581	Scott Youngblood CPA 4512 Broadway Road Pearland, TX 77581			6,000.00
State Parking Services, Inc. 1001 Texas Avenue Houston, TX 77002	State Parking Services, Inc. 1001 Texas Avenue Houston, TX 77002			2,883.18
Summit Landscaping Services, Inc. 12452 Cutten Road Houston, TX 77002	Summit Landscaping Services, Inc. 12452 Cutten Road Houston, TX 77002			7,360.57
Trio Electric Ltd. P O Box 925473 Houston, TX 77292	Trio Electric Ltd. P O Box 925473 Houston, TX 77292			15,193.00
US Canvas & Awning Corporation 8331 Northern Street Houston, TX 77071	US Canvas & Awning Corporation 8331 Northern Street Houston, TX 77071			6,318.50
Ventilation Plus 2003 Winding Hollow Katy, TX 77450	Ventilation Plus 2003 Winding Hollow Katy, TX 77450			5,722.00
Wholesale Restaurant Supply 1949 Bingle Road Houston, TX 77055	Wholesale Restaurant Supply 1949 Bingle Road Houston, TX 77055			81,998.84

B4 (Official Form 4) (12/07) - Cont.

In re Midtown Scouts Square, LLC

Debtor(s)

Case No. _____

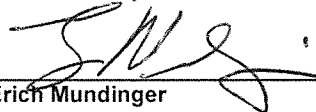
LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

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

Date 5/9/13

Signature



Erich Munding
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.