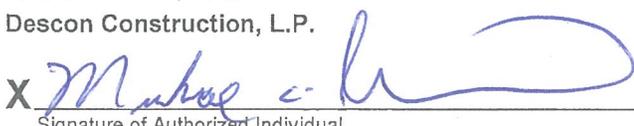


B1 (Official Form 1) (04/13)

<b>United States Bankruptcy Court SOUTHERN DISTRICT OF TEXAS CORPUS CHRISTI DIVISION</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>Descon Construction, L.P.</b>		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): <b>74-1845675</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>5801 North 10th Street, Suite 600 McAllen, TX</b>		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE <b>78504</b>		ZIP CODE
County of Residence or of the Principal Place of Business: <b>Hidalgo</b>		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):		ZIP CODE
<b>Type of Debtor</b> (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 type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" 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.)	<b>Nature of Business</b> (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	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (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).	<b>Nature of Debts</b> (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.
<b>Filing Fee</b> (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.		<b>Check one box: Chapter 11 Debtors</b>  <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <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).  <b>Check all applicable boxes:</b> <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).
<b>Statistical/Administrative Information</b> <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 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		

B1 (Official Form 1) (04/13)

<b>United States Bankruptcy Court SOUTHERN DISTRICT OF TEXAS CORPUS CHRISTI DIVISION</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>Descon Construction, L.P.</b>		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): <b>74-1845675</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>5801 North 10th Street, Suite 600 McAllen, TX</b>		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE <b>78504</b>		ZIP CODE
County of Residence or of the Principal Place of Business: <b>Hidalgo</b>		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):		ZIP CODE
<b>Type of Debtor</b> (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 type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" 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.)	<b>Nature of Business</b> (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	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (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).	<b>Nature of Debts</b> (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.
<b>Filing Fee</b> (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.		<b>Check one box: Chapter 11 Debtors</b>  <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <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).  <b>Check all applicable boxes:</b> <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).
<b>Statistical/Administrative Information</b> <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 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		

<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>Descon Construction, L.P.</b></p>
<b>Signatures</b>	
<p><b>Signature(s) of Debtor(s) (Individual/Joint)</b> 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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> _____ <b>X</b> _____</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p><b>Signature of a Foreign Representative</b> 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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p><b>X</b> _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p><b>Signature of Attorney*</b></p> <p><b>X</b> _____ <b>WILLIAM R. DAVIS, JR.</b> Bar No. <b>05565500</b></p> <p>Langley &amp; Banack, Inc. 745 E Mulberry Ave. Suite 900 San Antonio, TX 78212</p> <p>Phone No. <b>(210) 736-6600</b> Fax No. <b>(210) 735-6889</b></p> <p><b>5/10/15</b> _____ Date</p> <p><small>*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.</small></p>	<p><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b> 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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p><b>X</b> _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>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.</small></p>
<p><b>Signature of Debtor (Corporation/Partnership)</b> 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.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>Descon Construction, L.P.</b></p> <p><b>X</b>  Signature of Authorized Individual</p> <p><b>Michael C. Smith, Vice-President</b> Printed Name of Authorized Individual</p> <p><b>Descon Management, LLC</b> Title of Authorized Individual</p> <p>_____ Date</p>	

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION

IN RE: Descon Construction, L.P.

CASE NO

CHAPTER 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

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

For legal services, I have agreed to accept:	Hourly: Estimated Total	<u>\$48,283.00</u>
Prior to the filing of this statement I have received:		<u>\$48,283.00</u>
Balance Due:	Hourly: Approximately	<u>\$0.00</u>

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

- Debtor
- Other (specify)

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

- Debtor
- Other (specify)

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

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

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

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

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

5/10/15

Date

WILLIAM R. DAVIS, JR.  
Langley & Banack, Inc.  
745 E Mulberry Ave.  
Suite 900  
San Antonio, TX 78212  
Phone: (210) 736-6600 / Fax: (210) 735-6889

Bar No. 05565500

Michael C. Smith, Vice-President  
Descon Management, LLC

B4 (Official Form 4) (12/07)

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION

IN RE: Descon Construction, L.P.

Case No.

Chapter 11

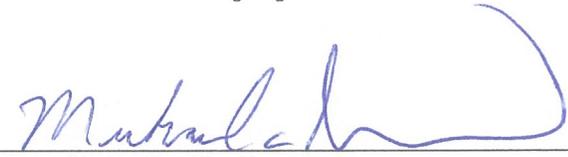
LIST OF CREDITORS HOLDING 20 LARGEST UNSÉCURED CLAIMS

Continuation Sheet No. 3

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

I, the Descon Management, LLC of the Partnership  
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: 5-8-15

Signature:   
Michael C. Smith, Vice-President  
Descon Management, LLC

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION

IN RE: Descon Construction, L.P.

CASE NO

CHAPTER 11

VERIFICATION OF CREDITOR MATRIX

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

Date 5-8-15

Signature   
Michael C. Smith, Vice-President  
Descon Management, LLC

Date \_\_\_\_\_

Signature \_\_\_\_\_

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION

IN RE:  
Descon Construction, L.P.

Debtor(s)

§  
§  
§  
§  
§

Case No. \_\_\_\_\_

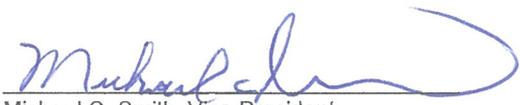
Chapter 11

**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 five (5) 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: 5-8-15   
 Michael C. Smith, Vice-President  
 Descon Management, LLC  
 Complete EIN: 74-1845675

**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: \_\_\_\_\_  
 \_\_\_\_\_  
 WILLIAM R. DAVIS, JR., Attorney for Debtor



LANGLEY & BANACK

INCORPORATED

Attorneys and Counselors at Law

May 7, 2015

Descon Construction, L.P.  
C/o Mr. Michael C. Smith, Vice-President  
Descon Management, LLC, General Partner  
5801 North 10<sup>th</sup> St., Suite 600  
McAllen, TX 78504

Dear Mr. Smith:

As part of establishing a relationship with a new client, we prepare an engagement letter. The purpose of such a letter is to generally set forth our understanding of the legal services to be performed and the basis on which we will be paid for those services.

Accordingly, this letter states the terms of our offer to represent Descon Construction, L.P. in connection with a case to be filed by it pursuant to Chapter 11 of the United States Bankruptcy Code. This will include consultation and lead counsel representation in that legal proceeding.

We have found that reorganization cases proceed much more smoothly and assuredly if the Debtor also retains the services of an accountant. Because of the complexity of the law, this office has no expertise in tax matters even as they pertain to bankruptcy. Obviously, the Debtor will need to continue to file the appropriate tax reports and returns. In addition, the Debtor will be filing Schedules of Assets and Liabilities and monthly operating reports. It will also be developing and presenting a Plan of Reorganization and the supporting Disclosure Statement. Accountants are invaluable in performing or providing assistance in those tasks. As with attorneys, in order for them to get paid it is necessary that accountants be appointed by the Court before they render any services. We strongly recommend that the Debtor retain the services of an accountant.

This office will be representing the Debtor in Possession of the bankruptcy estate which is, essentially the management of the estate. It is the duty of the Debtor in Possession, and therefore its management, to act in the best interest of the bankruptcy estate. Management may, on occasion, desire to act in its own interest rather than that of the estate. Should that occur, it is our duty to advise management against such action and, if management persists, to seek to withdraw from our representation because of the conflict regarding the conduct of the case. Shortly after the case is filed, the Court will issue an Order Relating to Duties of Attorneys for Debtors in Possession. We

L & B 00148/0001/L0974220 • WEDDINGTON CITY PLAZA II • 745 EAST MULBERRY, STE 900  
SAN ANTONIO, TEXAS 78212-3166 • T 210.736.6600 • F 210.735.6889  
WWW.LANGLEYBANACK.COM

SAN ANTONIO • CARRIZO SPRINGS • EAGLE PASS • KARNES CITY • CASTROVILLE

take this order very seriously and expect you to do so as well; we request that you read that Order carefully.

As we discussed, our practice is to require a retainer and the retainer in this case will be \$50,000.00, including the filing fee in the amount of \$1,717.00 ( to be paid in full pre-petition). The amount of the retainer represents our estimate, based upon our experience in such matters, of what our fees and expenses will be for the first few months of the case. The retainer will be placed in our trust account for withdrawal pursuant to billing by this office prior to filing the bankruptcy case and pursuant to Court orders approving payment after the filing. In order to minimize administration and bookkeeping, the trust account is a general account which also contains funds from other cases. Pursuant to an Order of the Texas Supreme Court it is an interest bearing account but the interest is payable to the Texas Equal Access to Justice Foundation which is responsible for the tax on that income. Therefore, no interest is earned for payment to the Debtor or this office and none is reportable to the Internal Revenue Service.

This firm's fees are determined by the amount of time employees of the firm spend on the case. The current established rates are as follows:

R. Glen Ayers	\$500.00
David S. Gragg	450.00
William R. Davis, Jr.	375.00
Allen M. DeBard	265.00
Natalie Wilson	265.00

The rates are subject to change on an annual basis. You will be given notice of any change. Attorney travel time is billed at one-half the normal hourly rate. You will not be billed as travel time for any periods of travel during which work for you or another client is performed. Such periods of work will be billed as such independently of any additional periods of travel during which work was not performed.

We are mindful of the cost of legal services and always attempt to use associates, legal assistants, and law clerks whenever appropriate to keep the cost of our services as low as possible.

You can also help to keep the cost low by supplying all information and documents promptly when requested and in the form requested. In addition, although we would rather you make an inquiry before there is a problem and certainly are glad to respond to your concerns in order to try to ease your anxieties, you need to keep in mind that you are being charged for the time spent on the case. This includes telephone conversations. You will also be billed for expenses which we incur in performing the services. Expenses are charged at our cost and generally include copying costs (\$0.20 per page), facsimile transmissions (\$0.20 per page), long distance telephone calls, travel expenses, postage and extraordinary supplies.

Our customary procedure is to issue a Statement of Account after the first of each month for services rendered and expenses advanced during the previous month. It is the policy of our firm to itemize

our monthly statements, including expenses. The monthly statements which you will be sent show the amount of the unused retainer. When the retainer has been reduced to \$1,000.00, you are expected, on receipt of the statement, to deliver money to this office sufficient to satisfy the balance due on the statement and restore the reserve amount to \$1,000.00. The money received will be deposited into the Trust Account until payment is approved by the Court which requires application, notice and hearing. If delivery is not promptly made, this firm reserves the right to withdraw from its representation and to refuse to advance any more services or expenses. Our periodic applications to the Court for allowance and payment of fees and expenses do not affect delivery of funds to our trust account for later use in payment of Court ordered fees. We will hold all such monies in our trust account until the Court has permitted us to be paid. If we are able to obtain payment of our fees and expenses from the bankruptcy estate, this office will refund the amount it receives from third parties up to the amount recovered from the estate.

After the Plan is confirmed or the case is dismissed or converted to another chapter of the Bankruptcy Code, the unpaid balance will earn interest at ten percent (10%) per annum.

Our agreement in this case must be disclosed to the Bankruptcy Court and the creditors and is subject to review and objection. We do not expect objections because we believe that this agreement, including the fee schedule, expenses charged and policies concerning retainer disbursement are in compliance with the standards of the Bankruptcy Code and current Court rulings.

Delivered to you with a copy of this letter is a questionnaire for completion by the Debtor. The completed questionnaire must be returned to us at least seven (7) calendar days before the date on which you want the case filed. With the information supplied by the Debtor in the questionnaire we will prepare the Debtor's filing documents including the Schedules of Assets and Liabilities and Statement of Financial Affairs for your review and execution. If you don't timely return the completed questionnaire, we cannot be responsible for filing the case within the period requested by you.

Our firm is a member of Meritas, a not-for-profit organization of nearly 200 independent commercial law firms located in major cities throughout the world. While Meritas members are not engaged in the joint practice of law and do not share fees among themselves, membership in Meritas gives us, and our clients, important access to competent legal resources in other jurisdictions and to specialized areas of practice so that our clients' needs for legal services can be handled efficiently virtually anywhere. We will only utilize the services of another Meritas firm in connection with services provided to one of our clients with such client's express knowledge and consent, but we want all prospective clients to be aware of Meritas and its possible benefits to our clients. Further information about Meritas can be obtained at [www.meritas.org](http://www.meritas.org)

We believe this letter correctly sets forth our agreement with you. If it does, please sign below and return the original to us along with the retainer; if it does not, please call immediately so that we can correct any misunderstandings. Our representation does not begin until we have received a signed engagement agreement and the specified retainer.

The State Bar of Texas investigates and prosecutes professional misconduct committed by Texas attorneys. Although not every complaint against or dispute with a lawyer involves professional misconduct, the State Bar Office of General Counsel will provide you with information about how to file a complaint. For more information, please call 1/800/932/1900. This is a toll-free call.

We appreciate your contacting us. We look forward to working with you on this matter.

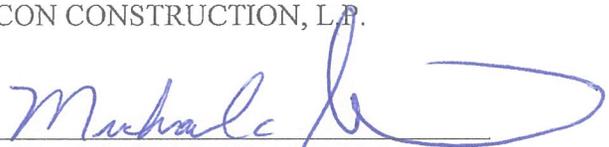
Very truly yours,

LANGLEY & BANACK, INC.

By: \_\_\_\_\_  
WILLIAM R. DAVIS, JR.

APPROVED AND AGREED TO:

DESCON CONSTRUCTION, L.P.

BY:   
Michael C. Smith, Vice-President

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION

IN RE	X	
	X	CASE NO.
DESCON CONSTRUCTION, L.P.	X	
	X	CHAPTER 11
DEBTOR	X	

**STATEMENT REGARDING PARTNERSHIP RESOLUTION**

The undersigned Michael C. Smith, Vice-President of Descon Management, LLC, a Texas Limited Liability Company. On May 8, 2015, the following resolution was duly adopted by the Partner of this partnership.

“WHEREAS, it is in the best interest of this partnership to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code:

“NOW, THEREFORE, BE IT RESOLVED, that Michael C. Smith, Vice-President of Descon Management, LLC, be and hereby is, authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case in the United States Bankruptcy Court on behalf of the partnership; and

“BE IT FURTHER RESOLVED, that Michael C. Smith, Vice-President of Descon Management, LLC , be and hereby is, authorized and directed to appear in all such bankruptcy proceedings on behalf of the partnership, and to otherwise do and perform any and all acts and deeds and to execute and deliver all necessary documents on behalf of the partnership in connection with said bankruptcy proceedings; and

“BE IT FURTHER RESOLVED, that Michael C. Smith, Vice-President of Descon Management, LLC , be and hereby is, authorized and directed to appear in all such bankruptcy proceedings on behalf of the partnership, and to otherwise do and perform any and all acts and deeds and to execute and deliver all necessary documents on behalf of the partnership in connection with said bankruptcy proceedings; and

“BE IT FURTHER RESOLVED, that Michael C. Smith, Vice-President of Descon Management, LLC, be and hereby is, authorized and directed to employ R. Glen Ayers/William R. Davis, Jr., Attorneys and the law firm of Langley & Banack, Inc., to represent the partnership in said bankruptcy proceedings.”

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

I, Michael C. Smith, Vice-President of Descon Management, LLC named as debtor in this case, declare under penalty of perjury that I have read the foregoing and they are true and correct to the best of my knowledge, information and belief.

Date: 5-8-15

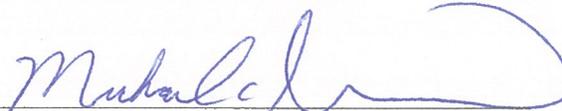
Descon Management, LLC  
Signature:   
Michael C. Smith, Vice-President

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. SS 152 and 3571.

WHEREFORE, PREMISES CONSIDERED, Descon Construction, L.P. requests that this Court approve the employment of Langley & Banack, Inc. as legal counsel for the estate according to the terms and conditions set forth above, and for such other and further relief to which it may show itself entitled.

Dated: May 8, 2015.

DESCON CONSTRUCTION, L.P.

BY: 

Michael C. Smith, Vice-President of  
Descon Management, LLP

**CERTIFICATE OF SERVICE**

I hereby certify that on May \_\_\_\_, 2015, a true and correct copy of the above and foregoing instrument was mailed to the parties in the attached Notice List including the U.S. Trustee, P.O. Box 1539, San Antonio, TX 78295-1539.

\_\_\_\_\_  
WILLIAM R. DAVIS, JR.