

THE PROPOSED DISCLOSURE STATEMENT HAS NOT BEEN APPROVED UNDER SECTION 1125(B) OF THE BANKRUPTCY CODE BY THE BANKRUPTCY COURT AS CONTAINING ADEQUATE INFORMATION FOR THE USE IN CONNECTION WITH THE SOLICITATION OF ACCEPTANCES OR REJECTIONS OF THE PLAN OF REORGANIZATION DESCRIBED HEREIN. ACCORDINGLY, THE FILING AND DISSEMINATION OF THIS PROPOSED DISCLOSURE STATEMENT ARE NOT INTENDED AND SHOULD NOT IN ANY WAY BE CONSTRUED AS A SOLICITATION OF VOTES ON THE PLAN, NOR SHOULD THE INFORMATION CONTAINED HEREIN BE RELIED UPON FOR ANY PURPOSE BEFORE A DETERMINATION BY THE BANKRUPTCY COURT THAT THE PROPOSED DISCLOSURE STATEMENT CONTAINS ADEQUATE INFORMATION.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION

IN RE:	)	
	)	NO. 15-51617-cag
ROLLSTON BANKS, LLC	)	
	)	
DEBTOR	)	CHAPTER 11 PROCEEDING

ROLLSTON BANK'S DISCLOSURE STATEMENT  
DATED JULY 25<sup>TH</sup>, 2016

THIS DISCLOSURE STATEMENT IS SUBMITTED TO ALL CREDITORS OF THE DEBTOR ENTITLED TO VOTE ON THE PLAN OF REORGANIZATION HEREIN DESCRIBED AND CONTAINS INFORMATION THAT MAY AFFECT YOUR DECISION TO ACCEPT OR REJECT THE DEBTORS PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE. THIS DISCLOSURE STATEMENT IS INTENDED TO PROVIDE ADEQUATE INFORMATION AS REQUIRED BY THE BANKRUPTCY CODE AS TO THE DEBTOR'S PLAN OF REORGANIZATION. ALL CREDITORS ARE URGED TO READ THE DISCLOSURE STATEMENT AND ATTACHMENTS WITH CARE AND IN THEIR ENTIRETY.

ON \_\_\_\_, THE BANKRUPTCY COURT APPROVED THIS DISCLOSURE STATEMENT AS CONTAINING ADEQUATE INFORMATION UNDER SECTION 1125(B) OF THE BANKRUPTCY CODE. SOLICITATION OF ACCEPTANCES OR REJECTION OF THE PLAN OF REORGANIZATION HEREIN DESCRIBED AND ATTACHED AS EXHIBIT A, IS BEING SOUGHT FROM CREDITORS WHOSE CLAIMS AGAINST THE DEBTOR ARE IMPAIRED UNDER THE PLAN OF REORGANIZATION. CREDITORS ENTITLED TO VOTE ON THE PLAN OF REORGANIZATION ARE URGED TO VOTE IN FAVOR OF THE PLAN AND TO RETURN THE BALLOT INCLUDED WITH THIS DISCLOSURE STATEMENT UPON COMPLETION IN THE ENVELOPE ADDRESSED TO DEAN W. GREER, 2929 MOSSROCK, SUITE 117, SAN ANTONIO, TEXAS 78230, NOT LATER THAT \_\_\_\_\_ AT \_\_\_\_\_ .M. SAN ANTONIO TIME. \_\_\_\_\_

## I. INTRODUCTION

Contemporaneously with the filing of this Disclosure Statement, Rollston Bank's LLC, the Debtor (the "Debtor") has filed with the United States Bankruptcy Court for the Western District of Texas, a Plan of Liquidation. This Disclosure Statement contains information about the Debtor and describes the Plan of Liquidation (the "Plan") filed by the Debtor on July 25, 2016. A full copy of the Plan accompanies this Disclosure Statement. ***Your rights may be affected. You should read the Plan and this Disclosure Statement carefully and discuss them with your attorney. If you do not have an attorney, you may wish to consult one.***

The proposed distributions under the Plan are discussed at pages 4-8 of this Disclosure Statement. General unsecured creditors are classified in Class 2, and will receive a pro-rata distribution of the monies available for distribution. Currently, there is \$291,291.33 available.

### A. Purpose of This Document.

This Disclosure Statement describes:

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

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

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

The Court has not yet confirmed the Plan described in this Disclosure Statement. This section describes the procedures pursuant to which the Plan will or will not be confirmed.

#### 1. *Time and Place of the Hearing Approve Disclosure Statement and Plan*

The hearing at which the Court will determine whether to approve the Disclosure

Statement will take place on \_\_\_\_\_ at \_\_\_\_\_ in Courtroom No. 3, United States Bankruptcy Court, 615 E. Houston Street, San Antonio, Texas.

**2. *Deadline for Voting to Accept or Reject the Plan***

If you are entitled to vote to accept or reject the plan, vote on the enclosed ballot and return the ballot in the enclosed envelope to:

**Dean W. Greer  
Law Offices of Dean W. Greer  
2929 Mossrock, Suite 117  
San Antonio, Texas 78230  
Facsimile No. 210.342.3633**

See section IV.A. below for a discussion of voting eligibility requirements.

Your ballot must be received by \_\_\_\_\_ or it will not be counted.

**3. *Deadline for Objecting to the Adequacy of the Disclosure Statement***

Objections to this Disclosure Statement must be filed with the Court at United States Bankruptcy Clerk's office at 615 E. Houston, Room 597, San Antonio, Texas 78205 on or before \_\_\_\_\_. Such written objection must also be served on Debtor's counsel at the address below.

Whether or not the Creditor entitled to vote expects to be present at the hearing, each Creditor is urged to complete, date, sign and properly mail the ballot to the Debtor's counsel at the following address:

**Dean W. Greer  
Law Offices of Dean W. Greer  
2929 Mossrock, Suite 117  
San Antonio, Texas 78230  
Facsimile No. 210.342.3633**

**4. *Identity of Person to Contact for More Information***

If you want additional information about the Plan, you should contact **Dean W. Greer, Law Offices of Dean W. Greer, 2929 Mossrock, Suite 117, San Antonio, Texas 78230** or Email: [dwgreer@sbcglobal.net](mailto:dwgreer@sbcglobal.net) , counsel for the Debtor.

**C. Disclaimer.**

*The Court has not approved this Disclosure Statement as containing adequate information to enable parties affected by the Plan to make an informed judgment about its terms. The Court has not yet determined whether the Plan meets the legal requirements for confirmation, and the fact that the Court has approved this Disclosure Statement does not constitute an endorsement of the Plan by the Court, or a recommendation that it be accepted. Objections to the adequacy of this Disclosure Statement may be filed until \_\_\_\_\_.*

**II.  
BACKGROUND**

**A. Description and History of the Debtor's Business**

Rollston Banks, LLC, is a Texas limited liability company authorized to do business in Texas. Its principal, Bill Banks formed the company to operate a used car dealership.

**B. Insiders of the Debtor**

Bill Banks owns 100% of the Debtor.

**C. Management of the Debtor Before and During the Bankruptcy**

The management of the Debtor has not changed before or during the bankruptcy filing.

**D. Events leading to Chapter 11 filing**

Debtor was originally owned by Bill Banks and Scott Rollston. It purchased and sold used cars. It operated its business at 3803 and 3807 San Pedro Avenue, San Antonio, Texas. ("Property") A dispute arose over operations of the business and in 2014, Scott Rollston sold his shares to Bill Banks. Subsequently, Scott Rollston and his father John Rollston sued Bill Banks in state court asserting a breach of a contract involving the sale of this membership. This led a creditor holding a first lien on the Property to post if for foreclosure which caused the bankruptcy filing.

## **E. Significant Events During the Bankruptcy Case**

### **1. Sale of Property**

At the time of the bankruptcy filing, there were third parties interested in purchasing the Property. The initial party was V.V. Volmer, Jr., who offered the sum of \$725,000. for the Property and the Debtor submitted an application to sell the Property for that amount.

Subsequently, through efforts of the Debtor and its counsel, a new buyer, Lucas Holdings submitted an offer for \$767,000, and an amended application to sell was submitted. At the hearing on the sale, a short auction was held in the bankruptcy court resulting in Vollmer becoming the high bidder at \$787,000.

From these proceeds the Debtor paid \$99,445.82 to Ansley RLJ Property Investment, LLC; paid \$62,021.31 to Bexar County; paid \$11,605.00 to Investment Realty Co, for Realtor Fees; paid rent to Vollmer of \$1,980.00 and paid closing cost of \$5,563.70. The net sum of \$608,369.72 was deposited into the Debtor in Possession Account at Frost Bank.

On June 2, 2016, the Bankruptcy Court entered an order lifting the automatic stay of Mac & Thom, LLC who held a secured lien on the Property and its proceeds. Pursuant to the order, the Debtor was ordered to pay \$301,000 to Mac & Thom, LLC to satisfy its claim. This money was paid from the monies in the Debtor in Possession Account. ("DIP Account") Currently, the Debtor has **\$291,291.33 in DIP Account.**<sup>1</sup> This money is available to fund this Plan.

### **2. Rollston Litigation**

In the course of the bankruptcy, John Rollston filed a secured claim in the amount of \$294,000. Scott Rollston filed an unsecured claim in the amount of \$35,200. The Debtor objected to both claims. Subsequently, the Rollstons filed an adversary proceeding against the Debtor which is pending in Adversary No. 16-05018 which is currently pending. The Debtor denies the amount of the Rollstons' claim and that John Rollston has a secured claim.

### **3. IRS indebtedness**

The IRS has filed a claim for \$52,775.37. A significant amount of this money is for un-assessed no return FICA taxes. Through assistance from an accountant, Debtor has prepared and filed the returns and believes the total debt to the IRS will be approximately \$17,000.

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<sup>1</sup> This balance includes payment of awarded fees to Debtor's counsel in the sum of \$16,121.39, pursuant to court order.

#### **4. Limited Operations**

Since the Property was sold, the debtor has been operating on this basis. Prior to the bankruptcy filing, the Debtor sold certain notes receivables having a face value of \$490,000 for \$301,000 (cash) to Mr. James Ledoux under the proviso that the debtor/Bill Banks would assist in collecting the receivables because it requires a financing license. Bill Banks has been assisting Mr. Ledoux in collecting these monies. Any money collected (less expenses) belongs to Mr. Ledoux. There are a limited number of note receivables (approximately 30-40) remaining. Periodically, Mr. Ledoux pays Bill Banks, individually, for his services.

#### **F. Projected Recovery of Avoidable Transfers**

Debtor is not aware of any avoidable transfers and does not intend to pursue preference.

#### **G. Claims Objections**

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

#### **H. Current and Historical Financial Conditions**

The Debtor's most recent Monthly Operating Report and the latest bank statement of the Debtor in Possession are attached as Exhibits B and C respectively.

### **III. SUMMARY OF THE PLAN OF REORGANIZATION**

#### **A. What is the Purpose of the Plan of Reorganization?**

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

#### **B. Unclassified Claims**

Certain types of claims are automatically entitled to specific treatment under the Code. They are not considered impaired, and holders of such claims do not vote for the Plan. They may, however, object if, in their view, their treatment under the Plan does not comply

with that required by the Code. As such, the Plan Proponent has *not* placed the following claims in any class:

**1. Administrative Expenses.**

Administrative expenses are costs or expenses of administering the Debtor's chapter 11 case which are allowed under § 507(a)(2) of the Code. Administrative expenses also include the value of any goods sold to the Debtor in the ordinary course of business and received within 20 days before the date of the bankruptcy petition. The Code requires that all administrative expenses be paid on the effective date of the Plan, unless a particular claimant agrees to a different treatment.

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

Type	Estimated Amount Owed	Proposed Treatment
Professional Fees and Expenses , as approved by the Court Petition Date	40,000.	Paid in full on the effective date of the Plan, or according to separate written agreement, or according to court order if such fees have not been approved by the Court on the effective date of the Plan
Office of the U.S. Trustee Fees	undetermined	Paid in full on the effective date of the Plan
TOTAL	\$40,000.00	

**2 Priority Taxes**

Priority tax claims are unsecured income, employment, and other taxes described by § 507(a)(8) of the Code. Unless the holder of such a § 507(a)(8) priority tax claim agrees otherwise, it must receive the present value of such claim, in regular installments paid over a period not exceeding 5 years from the order of relief.

- a) IRS has filed a claim (Claim No. 1) in the amount of \$52,775.37 (priority and secured). This is for FICA and FUTA taxes and includes un-assessed no return FICA taxes. Debtor asserts the correct amount is approximately \$17,000 after the IRS has verified the returns that have been filed. The IRS's claim shall bear interests at 4.00% per annum. This claim will be paid in full upon the (a) the Effective Date and (b)

the fifteenth Business Day after a final order is entered allowing this Claim. **Debtor objects to this Claim.**

***Plan Treatment for Secured Creditors, Unsecured Creditors and Equity Holders***

<p>Class 1: John Rollston  (Asserts a lien on the proceeds of the sale of real property at 3803 San Pedro and 3807 San Pedro, San Antonio)</p>	<p>Impaired</p>	<p>To the extent allowed as a secured claim, it will be paid after the Unclassified Claims are paid in full and after the entry of a final order allowing the claim. No interest will be paid. This claim is the basis of adversary no. 16-05018. This distribution shall be in full satisfaction of such holder's Allowed claim. <b>The Class 2 Creditor is impaired under this Plan. This claim is disputed.</b></p>
<p>Class 2: Unsecured claims allowed under § 502 of the Code.</p>	<p>Impaired</p>	<p>Pro rata distribution of proceeds from the sale of Debtor's assets after payment of Unclassified Claims and Secured Claims. Payment will be made on the fifteenth Business Day after all Allowed Claims have been determined to be allowed and ordered paid. <b>The Class 3 Claims are impaired under this Plan.</b></p>
<p>Class 3: Equity interest of the Debtor</p>	<p>Unimpaired</p>	<p>Bill Banks is the sole member of the Debtor. Unless all claims are paid in full, all Class 4 Equity Interest will be cancelled after all funds are distributed.</p>

**C. Date of Payments**

The Effective Date (a defined term) of the Plan shall after be the 15th day following the entry of a final non-appealable order confirming this Plan of Reorganization. The dates of the payments to each class of creditors is set forth above.

**D. Means of Implementing the Plan**

**1. Source of Payments**

Payments and distributions under the Plan will be funded from the monies in the Debtor in Possession account.



**E. Risk Factors**

**1. Objection to Classification**

Section 1122 of the Bankruptcy Code provides that a plan may place a claim or an interest in a particular class only if such claim or equity interest is substantially similar to the other claims or interests in that class. The Debtor believes that the classification of Claims and Interests under the Plan complies with the requirements set forth in the Bankruptcy Code. However, there can be no assurance that the Bankruptcy Court or other parties in interest will agree.

**2. Risk of Non-confirmation of the Plan**

Even if all classes of claims or interest that are entitled to vote accept the Plan, the Plan may not be confirmed by the Bankruptcy Court. Section 1129 of the Bankruptcy Code sets forth the requirements for confirmation of a plan. The Debtor believes that the Plan satisfies all the requirements for confirmation under the Bankruptcy Code. There can be no assurance, however, that the Bankruptcy Court will also conclude that the requirements for confirmation of the Plan have been satisfied.

**3. Non-occurrence of the Effective Date of Plan**

Even if all classes of claims or interests that are entitled to vote accept the Plan, the Effective Date for the Plan may not occur. The Plan sets forth the conditions to the occurrence of the Effective Date which may not be satisfied. There can be no assurance, however, that the requirements for consummation of the Plan will be satisfied.

**4. Availability of monies to the Unsecured Creditors**

As noted above, there is currently an adversary proceeding involving John and Scott Rollston and the Debtor concerning the validity of their claims and whether John Rollston holds a secured claim. John Rollston has filed a claim in the amount of \$294,500 and asserts it is secured by the proceeds from the sale of the Property. Scott Rollston has filed an unsecured claim in the amount of \$35,200. In addition to filing the claim, the Rollston's initiated an adversary proceeding against the Debtor to establish these claims. The Debtor is defending these claims and alleges that (a) John Rollston has no secured claim; (b) John Rollston's claim is not owed in part or in full; and (c) that Scott Rollston's claim is not owed in the amount claimed. Debtor would note that there is no deed of trust securing the note of John Rollston.

If John Rollston is successful (unlikely) that he has a secured claim of \$294,000, there will be no distribution to the unsecured creditors. If, as the Debtor contends, John Rollston's claim is unsecured and not owed in the amount asserted, there would be a distribution to

the unsecured creditors. Depending on the amount of administrative claims and the amount owed to the IRS, the unsecured claims could receive approximately 50 cents on the dollar.

**F. Executory Contracts and Unexpired Leases**

The Debtor does not have any executory contracts or unexpired leases.

**G. Tax Consequences of Plan**

***Creditors and Equity Interest Holders Concerned with How the Plan May Affect Their Tax Liability Should Consult with Their Own Accountants, Attorneys, And/Or Advisors.***

The Plan provides for the distribution of the proceeds from the sale of the Debtor's assets. Holders of claims and interests should consult their own tax advisers regarding the tax consequences of the Plan.

**IV.  
CONFIRMATION REQUIREMENTS AND PROCEDURES**

To be confirmable, the Plan must meet the requirements listed in § 1129(a) or (b) of the Code. These include the requirements that: the Plan must be proposed in good faith; at least one impaired class of claims must accept the plan, without counting votes of insiders; the Plan must distribute to each creditor and equity interest holder at least as much as the creditor or equity interest holder would receive in a chapter 7 liquidation case, unless the creditor or equity interest holder votes to accept the Plan; and the Plan must be feasible. These requirements are not the only requirements listed in § 1129, and they are not the only requirements for confirmation.

**A. Who May Vote or Object.**

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

Many parties in interest, however, are not entitled to vote to accept or reject the Plan. A creditor or equity interest holder has a right to vote for or against the Plan only if that creditor or equity interest holder has a claim or equity interest that is both (1) allowed or allowed for voting purposes and (2) impaired.

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

**1. What Is an Allowed Claim or an Allowed Equity Interest?**

Only a creditor or equity interest holder with an allowed claim or an allowed equity interest has the right to vote on the Plan. Generally, a claim or equity interest is allowed if either (1) the Debtor has scheduled the claim on the Debtor's schedules, unless the claim has been scheduled as disputed, contingent, or unliquidated, or (2) the creditor has filed a proof of claim or equity interest, unless an objection has been filed to such proof of claim or equity interest. When a claim or equity interest is not allowed, the creditor or equity interest holder holding the claim or equity interest cannot vote unless the Court, after notice and hearing, either overrules the objection or allows the claim or equity interest for voting purposes pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure.

*The deadline for filing a proof of claim in this case was November 2, 2015.*

**2. What Is an Impaired Claim or Impaired Equity Interest?**

As noted above, the holder of an allowed claim or equity interest has the right to vote only if it is in a class that is *impaired* under the Plan. As provided in § 1124 of the Code, a class is considered impaired if the Plan alters the legal, equitable, or contractual rights of the members of that class.

**3. Who is Not Entitled to Vote.**

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

***Even If You Are Not Entitled to Vote on the Plan, You Have a Right to Object to the Confirmation of the Plan [and to the Adequacy of the Disclosure Statement].***

**4. *Who Can Vote in More Than One Class.***

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

**B. *Votes Necessary to Confirm the Plan.***

If impaired classes exist, the Court cannot confirm the Plan unless (1) at least one impaired class of creditors has accepted the Plan without counting the votes of any insiders within that class, and (2) all impaired classes have voted to accept the Plan, unless the Plan is eligible to be confirmed by “cram down” on non-accepting classes, as discussed later in Section [B.2.].

**1. *Votes Necessary for a Class to Accept the Plan.***

A class of claims accepts the Plan if both of the following occur: (1) the holders of more than one-half ( $\frac{1}{2}$ ) of the allowed claims in the class, who vote, cast their votes to accept the Plan, and (2) the holders of at least two-thirds ( $\frac{2}{3}$ ) in dollar amount of the allowed claims in the class, who vote, cast their votes to accept the Plan.

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

**2. *Treatment of Non-accepting Classes.***

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

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

**C. Liquidation Analysis.**

To confirm the Plan, the Court must find that all creditors and equity interest holders who do not accept the Plan will receive at least as much under the Plan as such claim and equity interest holders would receive in a chapter 7 liquidation. Since the Plan is a liquidating plan and the Debtor's assets have all been sold, the Debtor believes creditors holding allowed claims will receive as much as they would in a hypothetical chapter 7 case.

**D. Feasibility.**

The Court must find that confirmation of the Plan is not likely to be followed by the liquidation, or the need for further financial reorganization, of the Debtor or any successor to the Debtor, unless such liquidation or reorganization is proposed in the Plan. The Debtor believes the Plan is feasible because it is a liquidating plan, all assets have been sold and the plan provides for distribution of all sales proceeds.

**V.**

**EFFECT OF CONFIRMATION OF PLAN**

**A. No Discharge.**

In accordance with § 1141(d)(3) of the Code, the Debtor will not receive any discharge of debt in this bankruptcy case.

**B. Modification of the Plan**

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

**C. Final Decree**

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

Dated this the 25<sup>th</sup> day of July, 2016.

**Rollston Banks, LLC**

By:           /s/Bill Banks            
Its Manager

                          /s/Dean W. Greer                            
DEAN W. GREER  
2929 Mossrock, Suite 117  
San Antonio, Texas 78230  
Telephone No. (210) 342.7100  
Telecopier No. (210) 342.3633  
State Bar No. 18414100  
Attorney for the Debtor

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
SAN ANTONIO DIVISION

IN RE:	)	
	)	NO. 15-51617-cag
ROLLSTON BANKS, LLC	)	
	)	
DEBTOR	)	CHAPTER 11 PROCEEDING

ROLLSTON BANKS, LLC'S PLAN OF LIQUIDATION

**Article 1**  
**Introduction**

Rollston Banks, LLC (the "Debtor") proposes the following Chapter 11 plan of liquidation pursuant to section 1121(a) of the Bankruptcy Code ("the Plan"). This Plan provides for the distribution of the net proceeds realized from the sale of the Debtor's real property at 3803 San Pedro and 3807 San Pedro, San Antonio, Texas pursuant to a prior order of the bankruptcy court. There is one (1) class of secured claim; one (1) class of unsecured claims; and one (1) class of equity security holder. This Plan also provides for the payment of administration and priority claims. **Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one. (If you do not have an attorney, you may wish to consult one.)**

**Article 2**  
**Classification of Claims and Interests**

2.01 Class 1: The secured claim of John Rollston, to the extent allowed as a secured under § 506 of the Code.

2.02 Class 2: All unsecured claims allowed under § 502 of the Code.

2.03 Class 3: All Equity interest of the Debtor.

**Article 3**  
**Treatment of Administrative Expense Claims; U.S. Trustees Fees and Priority Tax Claims**

**3.01 Administrative Expense Claims.**

Except to the extent the Debtor and the holder of an Allowed Administrative Expense Claim agree to a different treatment, the Disbursing Agent shall pay to each holder of an Allowed Administrative Expense Claim on the later of (a) the Effective Date and (b) the fifteenth Business Day of the first month following the month in which such Administrative Expense Claim becomes an Allowed Administrative Expense Claim, or as soon after such dates as is practicable. United States Trustee quarterly fees will be paid post-confirmation in accordance with Title 28 U.S.C. § 1930(a)(6).

**3.02 Priority Tax Claims.**

Except to the extent that the Debtor and the holder of an Allowed Priority Tax Claim agree to a different treatment, the Debtor shall pay to each holder of an Allowed Priority Tax Claim Cash from the Debtor-in-Possession Account in an amount equal to such Allowed Priority Tax Claim on the later of (a) the Effective Date and (b) the fifteenth Business Day of the first month following the month in which such Allowed Priority Tax Claim becomes an Allowed Priority Tax Claim, or as soon after such dates as is practicable.

**Article 4**  
**Treatment of Claims and Interests Under the Plan**

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

<p>Class 1: John Rollston                   (Asserts a lien on the proceeds of the sale of real property at 3803 San Pedro and 3807 San Pedro, San Antonio)</p>	<p>Impaired</p>	<p>To the extent allowed as a secured claim, it will be paid after the Unclassified Claims are paid in full and after the entry of a final order allowing the claim. No interest will be paid. This claim is the basis of adversary no. 16-05018. This distribution shall be in full satisfaction of such holder's Allowed claim. <b>The Class 2 Creditor is impaired under this Plan. This claim is disputed.</b></p>
<p>Class 2: All Unsecured Claims</p>	<p>Impaired</p>	<p>Pro rata distribution of proceeds from the sale of Debtor's assets after payment of Unclassified Claims and Secured Claims. Payment will be made on the fifteenth Business Day after all Allowed Claims have been determined to be allowed and ordered paid. <b>The Class 3 Claims are impaired under this Plan</b></p>



Class 3: Equity Holders)	Impaired	Bill Banks is the sole member of the Debtor. Unless all claims are paid in full, all Class 4 Equity Interest will be cancelled after all funds are distributed.
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**ARTICLE 5**  
**Allowance and Disallowance of Claims**

5.01 Disputed Claim.

A disputed claim is a claim that has not been allowed or disallowed [by a final non-appealable order], and as to which either: (i) a proof of claim has been filed or deemed filed, and the Debtor or another party in interest has filed an objection; or (ii) no proof of claim has been filed, and the Debtor has scheduled such claim as disputed, contingent, or unliquidated.

5.02 Delay of Distribution on a Disputed Claim.

No distribution will be made on account of a disputed claim unless such claim is allowed by a final non-appealable order.

5.03 Settlement of Disputed Claims.

The Debtor will have the power and authority to settle and compromise a disputed claim with court approval and compliance with Rule 9019 of the Federal Rules of Bankruptcy Procedure.

5.04 Deadline to Object to Disputed Claims:

The Debtor will have One Hundred Eighty days (180) days from the date the Debtor's Plan is confirmed to file an objection to a claim.

**ARTICLE 6**  
**Provisions for Executory Contracts and Unexpired Leases**

6.01 The Debtor has no executory contracts or unexpired leases.

**ARTICLE 7**  
**Means for Implementation of the Plan**

7.01 Funding for this Plan

Prior to the filing of the bankruptcy, Debtor owned certain property located at 3803 and 3807 San Pedro, San Antonio, Texas ("Property"). Pursuant to an order of the Bankruptcy Court dated September 30, 2015, the Debtor sold the Property for the total sum of \$787,000. From these proceeds the Debtor paid \$99,445.82 to Ansley RLJ Property Investment, LLC; paid \$62,021.31 to Bexar County; paid \$11,605.00 to Investment Realty Co, for Realtor Fees, paid rent to Vollmer of \$1,980.00 and paid closing cost of \$5,563.70. The net sum of \$608,369.72 was deposited into the Debtor in Possession Account at Frost Bank.

Since the initial disbursements, the Debtor paid its attorney, Dean W. Greer, pursuant to an Order Approving Fees in the amount of \$16,121.39 (after applying a retainer) from this Account, leaving a balance of \$592,248.33. Subsequently, also pursuant to court order, the Debtor paid the agreed claim of Mac & Thom, LLC of \$301,000. Thus, there is available the sum of \$291,291.33 in the Debtor's account.

7.02 Continuation of the Debtor's Business.

To the extent the Debtor is operating, it is on a limited basis. Prior to the bankruptcy filing, the Debtor sold certain notes receivables having a face value of \$490,000 for \$301,000 (cash) to Mr. James Ledoux under the proviso that the debtor/Bill Banks would assist in collecting the receivables because it requires a financing license. Bill Banks has been assisting Mr. Ledoux in collecting these monies. Any money collected (less expenses) belongs to Mr. Ledoux. There are a limited number of note receivables (approximately 30-40) remaining. Periodically, Mr. Ledoux pays Bill Banks, individually, for his services.

7.03 Manner of Payments:

Payments to be made by the Debtor pursuant to the Plan shall be made by check drawn on a domestic bank.

7.04 Unclaimed Distributions:

In the event that the Disbursing Agent is unable to locate a holder of a Claim or Interest in order to make such distribution as herein provided, the Disbursing Agent shall hold such distribution for the benefit of such Claim or Interest until all payments and transfers are made pursuant to the Plan, then such distributions or property shall be retained by the Revested Debtor.

7.05 Disbursing Agent:

Mr. Bill Banks, as the authorized representative of the Debtor will act as the Disbursing Agent.

7.06 Controversy Concerning Impairment:

In the event of a controversy as to whether any Creditor(s) or Interest holders or classes of Creditors are impaired under the Plan, the Bankruptcy Court shall after notice and hearing, determine such controversy. To the extent that the Court finds that a Class of Creditors or a Creditor(s) is impaired where designated as unimpaired, that Creditor or Class of Creditors may file a vote, notwithstanding other provisions at the time of Confirmation. If determined to be unimpaired, the Creditor or Class of Creditors shall be deemed to accept the Plan as provided in Section 1126(f).

7.07 Closing of the Chapter 11 Case:

When all Disputed Claims filed against Debtor have become Allowed Claims or have been disallowed by Final Order, and all the Funds identified in paragraph 7.01 above have been paid, Debtor shall seek authority from the Bankruptcy Court to close the Chapter 11 Case in accordance with the Bankruptcy Code and the Bankruptcy Rules.

7.09 Creditor Action Restrained.

The confirmed Plan is binding on every creditor whose claims are provided for in the Plan. Therefore, even though the automatic stay terminates on the Effective Date with respect to secured claims, no creditor may take any action to enforce either the pre-confirmation obligation or the obligation due under the Plan, so long as Debtor is not in material default under the Plan.

7.10 Effect of Conversion to Chapter 7.

If the case is at any time converted to one under Chapter 7, property of the Debtor shall vest in the Chapter 7 bankruptcy estate to the same extent provided for in section 348(f) of the Bankruptcy Code upon the conversion of a case from Chapter 11 to Chapter 7.

7.11 Retention of Jurisdiction.

The bankruptcy court may exercise jurisdiction over proceedings concerning: (i) whether Debtor is in Material Default of any Plan obligation; (ii) whether the time for performing any Plan obligation should be extended; (iii) adversary proceedings and contested matters pending as of the Effective Date or specifically contemplated in this Plan to be filed

in this court; (iv) whether the case should be dismissed or converted to one under Chapter 7; (v) any objections to claims; (vi) compromises of controversies under Fed. R. Bankr. Pro. 9019; (vii) compensation of professionals; and (viii) other questions regarding the interpretation and enforcement of the Plan.

7.12 Notwithstanding anything to the contrary, this Plan specifically reserves the following claims which may be asserted or enforced by the Debtor (collectively, the "Reserved Claims"):

a) Any and all Claims and causes of actions that are listed in the Debtor's Schedules or Statement of Financial Affairs (and any amendments);

b) Any and all Claims against any person and/or entity, to the extent such person and/or entity asserts a crossclaim, a counterclaim and/or a Claim for setoff that seeks affirmative relief against the Debtor or his Estate;

c) Any claim of wrongful offset or recoupment against a party entitled to receive distribution under the Plan.

## **ARTICLE 8** **Discharge**

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

## **ARTICLE 9** **General Provisions**

9.01 Definitions and Rules of Construction.

The definitions and rules of construction set forth in §§ 101 and 102 of the Code shall apply when terms defined or construed in the Code are used in this Plan.

9.02 Effective Date of Plan.

The effective date of this Plan is the 14<sup>th</sup> day following the date of the entry of the order of confirmation. But if a stay of the confirmation order is in effect on that date, the effective date will be the first business day after that date on which no stay of the confirmation order is in effect, provided that the confirmation order has not been vacated.

9.03 Severability.

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

9.04 Binding Effect.

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

9.05 Captions.

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

9.06 Controlling Effect.

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

9.07 Exculpation.

Neither the Debtor, nor any of the respective members, officers, directors, employees, attorneys, accountants or agents, shall have or incur any liability to any holder of a Claim or Equity Interest for any act or omission in connection with, or arising out of, the Chapter 11 Case, the commencement of the Chapter 11 Case, the operation of the Debtor during the pendency of the Chapter 11 Case, the administration of the Chapter 11 Case, the compromise of claims, the pursuit of confirmation of this Plan, the consummation of this Plan or the administration of this Plan or the property to be distributed under this Plan, or the sale of Assets of the Debtor, except for willful misconduct or gross negligence.

9.08 Modification of Plan.

The Debtor reserves the right, in accordance with the Bankruptcy Code and the Bankruptcy Rules, to amend or modify this Plan at any time prior to the entry of the Confirmation Order. After the entry of the Confirmation Order, Debtor may, upon order of the Bankruptcy Court, amend or modify this Plan, in accordance with section 1127(b) of the Bankruptcy Code, or remedy any defect or omission or reconcile any inconsistency in this Plan in such manner as may be necessary to carry out the purpose and intent of this Plan.

A holder of an Allowed Claim or Equity Interest that is deemed to have accepted this Plan shall be deemed to have accepted this Plan as modified if the proposed modification does not materially and adversely change the treatment of the Claim or Equity Interest of such holder.

9.09 Withdrawal or Revocation

Debtor may withdraw or revoke this Plan at any time prior to the Confirmation Date. If the Debtor revokes or withdraws this Plan prior to the Confirmation Date then this Plan shall be deemed null and void in all respects.

Dated this the 25<sup>th</sup> day of July, 2016.

**Rollston Banks, LLC**

By:                   /s/Bill Banks                    
                  Its manager

  /s/Dean W. Greer    
DEAN W. GREER  
Attorney for the Debtor

UNITED STATES BANKRUPTCY COURT

MOR-1  
 CASE NAME: Rollison Banks, LLC  
 CASE NUMBER: 15-51617-CAG-11  
 PROPOSED PLAN DATE: \_\_\_\_\_

PETITION DATE: 07/06/15  
 DISTRICT OF TEXAS: Western  
 DIVISION: San Antonio

MONTHLY OPERATING REPORT SUMMARY FOR MONTH

	MONTH			YEAR		
	12/1/15-12-31-15	1/1/16-1/31/16	2/1/16-2-28-16	3/1/16-3/31/16	4/1/16-4/30/16	5/1/2016-5/31/2016
REVENUES (MOR-6)	0.00	0.00	0.00	0.00	0.00	0.00
INCOME BEFORE INT. DEPRECIATION TAX (MOR-6)	0.00	0.00	0.00	0.00	0.00	0.00
NET INCOME (LOSS) (MOR-6)	0.00	0.00	0.00	0.00	0.00	0.00
PAYMENTS TO INSIDERS (MOR-9)	0.00	0.00	0.00	0.00	0.00	0.00
PAYMENTS TO PROFESSIONALS (MOR-9)	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL DISBURSEMENTS (MOR-8)	0.00	0.00	0.00	0.00	0.00	0.00

\*\*\*The original of this document must be filed with the United States Bankruptcy Court and a copy must be sent to the United States Trustee\*\*\*

**REQUIRED INSURANCE MAINTAINED AS OF SIGNATURE DATE**

CASUALTY	<input type="checkbox"/> YES	<input type="checkbox"/> NO
LIABILITY	<input type="checkbox"/> YES	<input type="checkbox"/> NO
VEHICLE	<input type="checkbox"/> YES	<input type="checkbox"/> NO
WORKERS	<input type="checkbox"/> YES	<input type="checkbox"/> NO
OTHER	<input type="checkbox"/> YES	<input type="checkbox"/> NO

Are all accounts receivable being collected within terms?  Yes  No

Are all post-petition liabilities, including taxes, being paid within terms?  Yes  No

Have all tax returns and other required government filings been timely paid?  Yes  No

Have any pre-petition liabilities been paid?  Yes  No

If so, describe \_\_\_\_\_

Are all funds received being deposited into Debtor in Possession bank accounts?  Yes  No

Were any assets disposed of outside the normal course of business?  Yes  No

If so, describe \_\_\_\_\_

Are all U.S. Trustee Quarterly Fee Payments current?  Yes  No

What is the status of your Plan of Reorganization? pending

ATTORNEY NAME: Dean W. Greer  
 FIRM NAME: 2929 Mossrock, Suite 117  
 ADDRESS: \_\_\_\_\_  
 CITY, STATE, ZIP: San Antonio, TX 78230  
 TELEPHONE/FAX: 210-342-7100 / 210-342-3633  
 EMAIL: deanwgreer@sbcglobal.net

INITIALS \_\_\_\_\_  
 DATE \_\_\_\_\_  
 UST USE ONLY

I certify under penalty of perjury that the following complete Monthly Operating Report (MOR), consisting of MOR-1 through MOR-9 plus attachments, is true and correct.

SIGNED X [Signature] TITLE \_\_\_\_\_  
 (ORIGINAL SIGNATURE)

(PRINT NAME OF SIGNATORY) \_\_\_\_\_ DATE Revised 11/08/05

EXHIBIT B

CASE NAME: Rollison Banks, LLC  
 CASE NUMBER: 15-51617-CAG-11

**COMPARATIVE BALANCE SHEETS**

ASSETS	FILING DATE*	MONTH														
		12/1/15-12/31-15	1/1/16-1/31/16	2/1/16-2/28/16	3/1/16-3/31/16	4/1/16-4/30/16	5/1/16-5/31/16	6/1/16-6/30/16	7/1/16-7/31/16	8/1/16-8/31/16	9/1/16-9/30/16	10/1/16-10/31/16	11/1/16-11/30/16			
<b>CURRENT ASSETS</b>	7/6/15															
Cash		2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27
Accounts Receivable, Net		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Inventory: Lower of Cost or Market		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Prepaid Expenses		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Investments		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>TOTAL CURRENT ASSETS</b>		2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27	2,354.27
<b>PROPERTY, PLANT &amp; EQUIP. @ COST</b>		756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00
Less Accumulated Depreciation		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>NET BOOK VALUE OF PP &amp; E</b>		756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00	756,000.00
<b>OTHER ASSETS</b>																
1. Tax Deposits		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2. Investments in Subsidiaries		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3. Electric Deposit		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4.																
<b>TOTAL ASSETS</b>		\$758,354.27	\$758,354.27	\$758,354.27	\$758,354.27	\$758,354.27	\$758,354.27	\$758,354.27	\$758,354.27	\$758,354.27	\$758,354.27	\$758,354.27	\$758,354.27	\$758,354.27	\$758,354.27	\$758,354.27

MOR-2

\* Per Schedules and Statement of Affairs

Revised 11/16/15



CASE NAME: Rolliston Banks, LLC  
 CASE NUMBER: 15-51617-CAG-11

**COMPARATIVE BALANCE SHEETS**

	7/6/15	12/1/15-12/31/15	1/1/16-1/31/16	2/1/16-2/28/16	3/1/16-3/31/16	4/1/16-4/30-16	5/1/16-5/31/16
<b>LIABILITIES &amp; OWNERS' EQUITY</b>	<b>7/6/15</b>	<b>MONTH</b>	<b>MONTH</b>	<b>MONTH</b>	<b>MONTH</b>	<b>MONTH</b>	<b>MONTH</b>
<b>LIABILITIES</b>	12.00	0.00	0.00	0.00	0.00	0.00	0.00
POST-PETITION LIABILITIES(MOR-1)							
PRE-PETITION LIABILITIES							
Notes Payable - Secured	460,590.05	460,590.05	460,590.05	460,590.05	460,590.05	460,590.05	460,590.05
Priority Debt	16,129.63	16,129.63	16,129.63	16,129.63	16,129.63	16,129.63	16,129.63
Federal Income Tax	0.00	0.00	0.00	0.00	0.00	0.00	
FICA/Withholding	0.00	0.00	0.00	0.00	0.00	0.00	
Unsecured Debt	26,000.00	26,000.00	26,000.00	26,000.00	26,000.00	26,000.00	26,000.00
Other	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL PRE-PETITION LIABILITIES	502,719.68	502,719.68	502,719.68	502,719.68	502,719.68	502,719.68	502,719.68
TOTAL LIABILITIES	502,719.68	502,719.68	502,719.68	502,719.68	502,719.68	502,719.68	502,719.68
OWNERS' EQUITY (DEFICIT)							
PREFERRED STOCK	0.00	0.00	0.00	0.00	0.00	0.00	
COMMON STOCK	0.00	0.00	0.00	0.00	0.00	0.00	
ADDITIONAL PAID-IN CAPITAL	0.00	0.00	0.00	0.00	0.00	0.00	
RETAINED EARNINGS: Filing Date	0.00	0.00	0.00	0.00	0.00	0.00	
RETAINED EARNINGS: Post Filing Date	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL OWNERS' EQUITY (NET WORTH)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>TOTAL LIABILITIES &amp; OWNERS' EQUITY</b>	<b>\$502,719.68</b>	<b>\$502,719.68</b>	<b>\$502,719.68</b>	<b>\$502,719.68</b>	<b>\$502,719.68</b>	<b>\$502,719.68</b>	<b>\$502,719.68</b>

\* Per Schedules and Statement of Affairs

MOR-3

Revised 11/08/05

CASE NAME: Rollston Banks, LLC  
 CASE NUMBER: 15-51617-CAG-11

**SCHEDULE OF POST-PETITION LIABILITIES**

	MONTH Dec-16	MONTH Jan-16	MONTH Feb-16	MONTH Mar-16	MONTH Apr-16	MONTH May-16
<b>TRADE ACCOUNTS PAYABLE</b>						
<b>TAX PAYABLE</b>						
Federal Payroll Taxes	0.00	0.00	0.00	0.00	0.00	0.00
State Payroll Taxes	0.00	0.00	0.00	0.00	0.00	0.00
Ad Valorem Taxes	0.00	0.00	0.00	0.00	0.00	0.00
Other Taxes	0.00	0.00	0.00	0.00	0.00	0.00
<b>TOTAL TAXES PAYABLE</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>SECURED DEBT POST-PETITION</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>ACCRUED INTEREST PAYABLE</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>ACCRUED PROFESSIONAL FEES*</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>OTHER ACCRUED LIABILITIES</b>						
1.						
2.						
3.						
<b>TOTAL POST-PETITION LIABILITIES (MOR-3)</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>

\*Payment requires Court Approval  
**MOR-4**

Revised 11/2015

CASE NAME: Rolliston Banks, LLC  
 CASE NUMBER: 15-51617-CAG-11

AGING OF POST-PETITION LIABILITIES  
 MONTH May, 2016

DAYS	TOTAL	TRADE ACCOUNTS	FEDERAL TAXES	STATE TAXES	AD VALOREM, OTHER TAXES	MONTH
0-30	0.00					
31-60	0.00					
61-90	0.00					
91+	0.00					
TOTAL	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

AGING OF ACCOUNTS RECEIVABLE

MONTH	7/6-7/31/15					
0-30 DAYS	0.00					
31-60 DAYS	0.00					
61-90 DAYS	0.00					
91+ DAYS	0.00					
TOTAL	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

MOR-5

Revised 11/08/15

CASE NAME: Rollison Banks, LLC  
 CASE NUMBER: 15-51617-CAG-11

STATEMENT OF INCOME (LOSS)

	MONTH 12/1/15-12/31-15	MONTH 1/1/16-1/31/16	MONTH 2/1/16-2/28/16	MONTH 3/1/16-3-31-16	MONTH 4/1/16-4/30/16	MONTH 5/1/16-5/31/16	FILING TO DATE
REVENUES (MOR-1)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL COST OF REVENUES	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GROSS PROFIT	0.00	0.00	0.00	0.00	0.00	0.00	0.00
OPERATING EXPENSES:							
Selling & Marketing	0.00	0.00	0.00	0.00	0.00	0.00	0.00
General & Administrative	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Insiders Compensation	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Professional Fees	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL OPERATING EXPENSES	0.00	0.00	0.00	0.00	0.00	0.00	0.00
INCOME BEFORE INT. DEPR. TAX (MOR-1)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
INTEREST EXPENSE	0.00	0.00	0.00	0.00	0.00	0.00	0.00
DEPRECIATION	0.00	0.00	0.00	0.00	0.00	0.00	0.00
OTHER (INCOME) EXPENSE*	0.00	0.00	0.00	0.00	0.00	0.00	0.00
OTHER ITEMS**	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL INT. DEPR. & OTHER ITEMS	0.00	0.00	0.00	0.00	0.00	0.00	0.00
NET INCOME BEFORE TAXES	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FEDERAL INCOME TAXES	0.00	0.00	0.00	0.00	0.00	0.00	0.00
NET INCOME (LOSS) (MOR-1)	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

\* Internal Accounting Required, Otherwise Footnote with Explanation.

\*\* Financial Statement

\*\* = 1 actual and/or inapplicable items outside the ordinary course of business require footnote.

MOR-6

Revised 11/05/05

CASE NAME: Rolston Banks, LLC  
 CASE NUMBER: 15-51617-CAG-11

	MONTH	MONTH	MONTH	MONTH	MONTH	MONTH	MONTH	FILING TO DATE
<b>CASH RECEIPTS AND DISBURSEMENTS</b>	12/1/15-12/31/15	1/1/16-1/31/16	2/1/16-2/28/16	3/1/16-3-31-16	4/1/16-4/30/16	5/1/16-5/31/16		
1. CASH-BEGINNING OF MONTH	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55
<b>RECEIPTS:</b>								
2. CASH SALES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3. COLLECTION OF ACCOUNTS RECEIVABLE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4. LOANS & ADVANCES (each list)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
5. SALE OF ASSETS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
6. OTHER (each list)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL RECEIPTS**	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(Withdrawal) Contribution by Individual Debtor NFR-2*								
<b>DISBURSEMENTS:</b>								
7. NET PAYROLL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
8. PAYROLL TAXES PAID	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9. SALES, USE & OTHER TAXES PAID	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
10. SECTOR/RENTAL LEASES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11. UTILITIES & TELEPHONE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12. INSURANCE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13. INVENTORY PURCHASES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14. VEHICLE EXPENSES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
15. TRAVEL & ENTERTAINMENT	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
16. REPAIRS, MAINTENANCE & SUPPLIES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
17. ADMINISTRATIVE & SELLING	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
18. ADEQUATE PROTECTION PAYMENTS(S)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
19. OTHER (each list)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL DISBURSEMENTS FROM OPERATIONS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
19. PROFESSIONAL FEES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
20. U.S. TRUSTEE FEES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
21. OTHER REORGANIZATION EXPENSES (each list)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL DISBURSEMENTS**	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
22. NET CASH FLOW	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55
23. CASH - END OF MONTH (MOR-2)	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55	\$789,155.55

**MOR-7**

\* Applies to individual debtors only  
 \*\*Numbers for the current month should balance (match)  
 RECEIPTS and CHECKS/OTHER DISBURSEMENTS lines on MOR-8

Revised 11/08/05

CASE NAME: Rolliston Banks, LLC  
 CASE NUMBER: 15-51617-CAG-11

**CASH ACCOUNT RECONCILIATION**  
 MONTH OF May, 2016

BANK NAME	ACCOUNT NUMBER	#	OPERATING	#	PAYROLL	#	TAX	OTHER FUNDS	TOTAL
	BANK BALANCE		0.00		0.00		0.00	0.00	\$0.00
	DEPOSITS IN TRANSIT		0.00		0.00		0.00	0.00	\$0.00
	OUTSTANDING CHECKS		0.00		0.00		0.00	0.00	\$0.00
	ADJUSTED BANK BALANCE		\$0.00		\$0.00		\$0.00	\$0.00	\$0.00
	BEGINNING CASH - PER BOOKS		0.00		0.00		0.00	0.00	\$0.00
	RECEIPTS*		0.00		0.00		0.00	0.00	\$0.00
	TRANSFERS BETWEEN ACCOUNTS		0.00		0.00		0.00	0.00	\$0.00
	(WITHDRAWAL) OR CONTRIBUTION BY INDIVIDUAL DEBTOR MFR-2		0.00		0.00		0.00	0.00	\$0.00
	CHECKS/OTHER DISBURSEMENTS*		0.00		0.00		0.00	0.00	\$0.00
	ENDING CASH - PER BOOKS		\$0.00		\$0.00		\$0.00	\$0.00	\$0.00

\*Numbers should balance (match) TOTAL RECEIPTS and TOTAL DISBURSEMENTS lines on MOR-7

Revised 11/08/05

**MOR-8**

CASE NAME: Rollston Banks, LLC  
 CASE NUMBER: 15-51617-CAG-11

**PAYMENTS TO INSIDERS AND PROFESSIONALS**

Of the total disbursements shown for the month, list the amount paid to insiders (as defined in Section 101(3)(A)-(F) of the U.S. Bankruptcy Code) and the professionals.  
 Also, for insiders, identify the type of compensation paid (e.g., salary, commission, bonus, etc.) (Attach additional pages as necessary).

INSIDERS: NAME/COMP TYPE	MONTH	MONTH	MONTH	MONTH	MONTH	MONTH
	12/1/15-12/31-15	1/1/16-1/31-16	2/1/16-2/28/16	3/1/16-3/31/16	4/1/16-4/31/16	5/1/16-5/31/16
1.						
2.						
3.						
4.						
5.						
6.						
TOTAL INSIDERS (MOR-1)	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

PROFESSIONALS	MONTH	MONTH	MONTH	MONTH	MONTH	MONTH
	12/1/15-12/31-15	1/1/16-1/31-16	2/1/16-2/28/16	3/1/16-3/31/16	4/1/16-4/31/16	5/1/16-5/31/16
1.						
2.						
3.						
4.						
5.						
6.						
TOTAL PROFESSIONALS (MOR-1)	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

MOR-9

Revised 1/08/05



P.O. Box 1600 San Antonio, Texas 78296 Member FDIC

STATEMENT ISSUED  
06-30-2016

00000617-TDFRST02003900016-01-LETTER01 10Z-000000 REG

Page 1 of 3



ROLLSTON BANKS LLC  
DEBTOR IN POSSESSION  
CASE NO 15 51617  
2826 SQUAW CREEK  
SAN ANTONIO TX 78230

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**ANALYZED CHECKING : ACCOUNT NO. 20 0138339**

BALANCE LAST STATEMENT	DEPOSITS		WITHDRAWALS		BALANCE THIS STATEMENT
	NO.	AMOUNT	NO.	AMOUNT	
592,291.33	0	.00	1	301,000.00	291,291.33

CHECKS PAID		
DATE	CHECK	AMOUNT
06-08	#	301,000.00
# RECEIVED ELECTRONICALLY AS AN IMAGE OF THE ORIGINAL CHECK		

DAILY BALANCE			
DATE	BALANCE	DATE	BALANCE
05-31	592,291.33	06-08	291,291.33

**EXHIBIT** C





P.O. Box 1600 San Antonio, Texas 78296 Member FDIC

STATEMENT ISSUED  
06-30-2016

Page 3 of 3



ROLLSTON BANKS LLC

**Frost**

DATE 6-7-16

PAY TO THE ORDER OF MAC 4 Group LLC \$ 301,000.00

Three Hundred One Thousand and 00/100 DOLLARS & 00/100

⑆11400099⑆ FD18883⑆

*[Signature]*

06/08/16 #0 \$301,000.00

00000617-002-002-TDRST102003900016401-LETTER01\_102-00-0-00000540