

Fill in this information to identify the case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF TEXAS

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name HotelWorks Development, LLC

2. All other names debtor used in the last 8 years dba Malana Hotels & Suites

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

3. Debtor's federal Employer Identification Number (EIN) 4 5 - 1 6 2 8 6 4 2

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

165 Mars Drive
Number Street

1808 Apricot Glen Drive
Number Street

c/o Bob Zachariah
P.O. Box

Cotulla TX 78014
City State ZIP Code

Austin TX 78746
City State ZIP Code

Travis
County

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

165 Mars Drive
Number Street

Cotulla TX 78014
City State ZIP Code

5. Debtor's website (URL) _____

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

Debtor HotelWorks Development, LLC Case number (if known) _____

7. Describe debtor's business

A. Check one:

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

B. Check all that apply:

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

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.naics.com/search/>

7 2 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. *Check all that apply:*
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy Under Chapter 11 (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes. District _____ When _____ Case number _____
MM / DD / YYYY
- District _____ When _____ Case number _____
MM / DD / YYYY
- District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

Debtor HotelWorks Development, LLC Case number (if known) _____

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

No

Yes. Debtor _____ Relationship _____
 District _____ When _____
 Case number, if known _____ MM / DD / YYYY

Debtor _____ Relationship _____
 District _____ When _____
 Case number, if known _____ MM / DD / YYYY

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

11. Why is the case filed in this district?

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

No

Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

Debtor HotelWorks Development, LLC Case number (if known) _____

- | | | | |
|--|--|---|--|
| 14. Estimated number of creditors | <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| | <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| | <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| | <input type="checkbox"/> 200-999 | | |
| 15. Estimated assets | <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| | <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| | <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| | <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |
| 16. Estimated liabilities | <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| | <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| | <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| | <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Part X: Request for Relief, Declaration, and Signatures

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

17. Declaration and signature of authorized representative of debtor The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on 07/01/2016
MM / DD / YYYY

X /s/ Bob Zachariah Bob Zachariah
Signature of authorized representative of debtor Printed name
Title President and CEO

18. Signature of attorney **X /s/ Raymond W. Battaglia** Date 07/01/2016
Signature of Attorney for Debtor MM / DD / YYYY

Raymond W. Battaglia
Printed name
Law Offices of Ray Battaglia, PLLC
Firm Name
66 Granburg Circle
Number Street

San Antonio TX 78218
City State ZIP Code

Contact phone (210) 601-9405 Email address rbattaglia@outlook.com

01918055 TX
Bar number State

Fill in this information to identify the case

Debtor name HotelWorks Development, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number _____
(if known)

Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets -- Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number
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4. Other cash equivalents (Identify all)

Name of institution (bank or brokerage firm)

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$0.00

Part 2: Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes. Fill in the information below.

Debtor HotelWorks Development, LLC Case number (if known) _____
Name

Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$0.00

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.
 Yes. Fill in the information below.

Current value of debtor's interest

11. Accounts receivable

11a. 90 days old or less: \$0.00 — \$0.00 = → \$0.00
face amount doubtful or uncollectible accounts

11b. Over 90 days old: \$0.00 — \$0.00 = → \$0.00
face amount doubtful or uncollectible accounts

12. Total of Part 3

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$0.00

Part 4: Investments

13. Does the debtor own any investments?

- No. Go to Part 5.
 Yes. Fill in the information below.

Valuation method used for current value

Current value of debtor's interest

14. Mutual funds or publicly traded stocks not included in Part 1

Name of fund or stock:

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity: _____ % of ownership:

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$0.00

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- No. Go to Part 6.
 Yes. Fill in the information below.

Debtor HotelWorks Development, LLC Case number (if known) _____
 Name

General description	Date of the last physical inventory MM/DD/YYYY	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials				
20. Work in progress				
21. Finished goods, including goods held for resale				
22. Other inventory or supplies				
<u>Linen, Toiletries, General Supplies</u>		<u>\$85,996.41</u>		<u>Unknown</u>
<u>121 Beds, 80 TV's, 75 Chairs, 150 Lamps, 75 Drape Sets, 25 Lounge Chairs, 75 Telephones, 121 Safes, 75 Coffee Makers, 75 Irons, 75 Iron Boards, Trash Cans, Display Trays, Tissue Holders, Fitness Room Equipment</u>		<u>\$583,019.85</u>		<u>Unknown</u>

23. Total of Part 5
 Add lines 19 through 22. Copy the total to line 84. \$0.00

24. Is any of the property listed in Part 5 perishable?
 No
 Yes
25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?
 No
 Yes. Book value _____ Valuation method _____ Current value _____
26. Has any of the property listed in Part 5 been appraised by a professional within the last year?
 No
 Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming or fishing-related assets (other than titled motor vehicles and land)?
 No. Go to Part 7.
 Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops--either planted or harvested			
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish			
30. Farm machinery and equipment (Other than titled motor vehicles)			
31. Farm and fishing supplies, chemicals, and feed			
32. Other farming and fishing-related property not already listed in Part 6			

33. Total of Part 6.
 Add lines 28 through 32. Copy the total to line 85. \$0.00

34. Is the debtor a member of an agricultural cooperative?
 No
 Yes. Is any of the debtor's property stored at the cooperative?
 No
 Yes

Debtor HotelWorks Development, LLC Case number (if known) _____
 Name

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?
 No
 Yes. Book value _____ Valuation method _____ Current value _____
36. Is a depreciation schedule available for any of the property listed in Part 6?
 No
 Yes
37. Has any of the property listed in Part 6 been appraised by a professional within the last year?
 No
 Yes

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- No. Go to Part 8.
 Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
40. Office fixtures			
41. Office equipment, including all computer equipment and communication systems equipment and software			
42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
43. Total of Part 7. Add lines 39 through 42. Copy the total to line 86.			\$0.00

44. Is a depreciation schedule available for any of the property listed in Part 7?
 No
 Yes
45. Has any of the property listed in Part 7 been appraised by a professional within the last year?
 No
 Yes

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- No. Go to Part 9.
 Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
48. Watercraft, trailers, motors, and related accessories <i>Examples:</i> Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels			
49. Aircraft and accessories			

Debtor HotelWorks Development, LLC Case number (if known) _____
 Name

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

Laundry Equipment, Ice Machines, Kitchen Equipment \$90,233.73 Unknown

51. Total of Part 8. Add lines 47 through 50. Copy the total to line 87. **\$0.00**

52. Is a depreciation schedule available for any of the property listed in Part 8?

- No
- Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- No
- Yes

Part 9: Real property

54. Does the debtor own or lease any real property?

- No. Go to Part 10.
- Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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55.1. 165 Mars Drive Cotulla, Texas 78014 165 Mars Drive Lot 1, Block 1, Las Palmas Subdivision, Phase 3 as per Plat recorded in Volume A, Pate 62, LaSalle County Plat Records, LaSalle County, Texas	Fee Simple		Contract to Purchase	\$1,425,000.00
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56. Total of Part 9. Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88. **\$1,425,000.00**

57. Is a depreciation schedule available for any of the property listed in Part 9?

- No
- Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- No
- Yes

Part 10: Intangibles and Intellectual Property

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.
- Yes. Fill in the information below.

Debtor HotelWorks Development, LLC Case number (if known) _____
 Name

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets			
<u>Trademark, Logos</u>	<u>\$8,478.00</u>		<u>Unknown</u>
<u>Internet domain names and websites</u>	<u>\$15,859.00</u>		<u>Unknown</u>
61. Internet domain names and websites			
62. Licenses, franchises, and royalties			
63. Customer lists, mailing lists, or other compilations			
64. Other intangibles, or intellectual property			
65. Goodwill			
66. Total of Part 10.			\$0.00
Add lines 60 through 65. Copy the total to line 89.			

- 67. Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107)?
 No
 Yes
- 68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?**
 No
 Yes
- 69. Has any of the property listed in Part 10 been appraised by a professional within the last year?**
 No
 Yes

Part 11: All other assets

- 70. Does the debtor own any other assets that have not yet been reported on this form?**
 Include all interests in executory contracts and unexpired leases not previously reported on this form.
 No. Go to Part 12.
 Yes. Fill in the information below.

	Current value of debtor's interest
71. Notes receivable Description (include name of obligor)	
72. Tax refunds and unused net operating losses (NOLs) Description (for example, federal, state, local)	
73. Interests in insurance policies or annuities	
74. Causes of action against third parties (whether or not a lawsuit has been filed) <u>Zertuche Construction, 107 Calle Del Norte, Laredo, Texas, 78041, T: 956-763-6619</u>	
Breach of Contract, Supplies not ordered to finish construction, rectifying improperly installed doors and equipment, construction delays	<u>Unknown</u>
Nature of claim	<u>Breach of Contract</u>
Amount requested	<u>\$1,200,000.00</u>

Debtor HotelWorks Development, LLC Case number (if known) _____
 Name

Insurance claim from water leak, Claim #32301915, Liberty Mutual, 2400 Lakeside Blvd, Suite 400, Richardson, TX, 75082, T: 972-470-8644 Unknown

Nature of claim Insurance Claim for Casualty Loss

Amount requested \$60,000.00

- 75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims
- 76. Trusts, equitable or future interests in property
- 77. Other property of any kind not already listed *Examples: Season tickets, country club membership*
- 78. Total of Part 11. \$0.00
 Add lines 71 through 77. Copy the total to line 90.
- 79. Has any of the property listed in Part 11 been appraised by a professional within the last year?
 No
 Yes

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	<u>\$0.00</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$0.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....</i> →		<u>\$1,425,000.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	<u>+</u> <u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column. 91a.	<u>\$0.00</u>	<u>+</u> 91b. <u>\$1,425,000.00</u>
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.....		<u>\$1,425,000.00</u>

Fill in this information to identify the case:

Debtor name HotelWorks Development, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number _____
(if known)

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A
Amount of claim
Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$5,652,000.00

Debtor HotelWorks Development, LLC Case number (if known) _____

Part 1: Additional Page

Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
--	--

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2.1	Creditor's name Commerce Bank	Describe debtor's property that is subject to a lien 165 Mars Drive	\$3,200,000.00	\$1,425,000.00
	Creditor's mailing address 5800 San Dario Laredo, TX, 78041	Describe the lien Agreement		
	Creditor's email address, if known	Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
	Date debt was incurred	Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)		
	Last 4 digits of account number	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
	Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor, and its relative priority.			
	For 165 Mars Drive: 1) Commerce Bank; 2) Small Business Administration; 3) Commerce Bank. For 121 Beds, 80 TV's, 75 Chairs, 150 Lamps, 75 Drape Sets, 25 L: 1) Commerce Bank; 2) Small Business Administration; 3) Commerce Bank. For Linen, Toiletries, General Supplies : 1) Commerce Bank; 2) Small Business Administration; 3) Commerce Bank. For Laundry Equipment, Ice Machines, Kitchen Equipment : 1) Commerce Bank; 2) Small Business Administration; 3) Commerce Bank. For Internet domain names and websites : 1) Commerce Bank; 2) Small Business Administration; 3) Commerce Bank. For Trademark, Logos : 1) Commerce Bank; 2) Small Business Administration; 3) Commerce Bank. For Insurance claim from water leak, Claim # 32301915, Liberty Mutual, 2400 Lakeside Blvd, Suite 400, Richardson, TX, 75082, T: 972-470-8644 : 1) Commerce Bank; 2) Small Business Administration; 3) Commerce Bank.			

Debtor HotelWorks Development, LLC Case number (if known) _____

Part 1: Additional Page

Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
--	--

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

<p>2.2</p>	<p>Creditor's name <u>Commerce Bank</u></p> <p>Creditor's mailing address <u>5800 San Dario</u> <u>Laredo, TX, 78041</u></p> <p>_____ _____ _____ Creditor's email address, if known _____</p> <p>Date debt was incurred _____</p> <p>Last 4 digits of account number _____</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input checked="" type="checkbox"/> Yes. The relative priority of creditors is specified on lines <u>2.1</u></p>	<p>Describe debtor's property that is subject to a lien <u>165 Mars Drive</u></p> <p>Describe the lien <u>Agreement</u></p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p><u>\$452,000.00</u></p>	<p><u>\$1,425,000.00</u></p>
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<p>2.3</p>	<p>Creditor's name <u>Small Business Administration</u></p> <p>Creditor's mailing address <u>5800 San Dario</u> <u>Laredo, TX, 78041</u></p> <p>_____ _____ _____ Creditor's email address, if known _____</p> <p>Date debt was incurred _____</p> <p>Last 4 digits of account number _____</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input checked="" type="checkbox"/> Yes. The relative priority of creditors is specified on lines <u>2.1</u></p>	<p>Describe debtor's property that is subject to a lien <u>165 Mars Drive</u></p> <p>Describe the lien <u>Agreement</u></p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p><u>\$2,000,000.00</u></p>	<p><u>\$1,425,000.00</u></p>
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Debtor HotelWorks Development, LLC Case number (if known) _____

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
<u>Texas Certified Development Co.</u> <u>1701 E. 7th St.</u> <u>Austin, TX, 78702</u> <hr/> <hr/>	Line <u>2.3</u>	____ _
<u>Texas Certified Development Co.</u> <u>1701 E. 7th St.</u> <u>Austin, TX, 78702</u> <hr/> <hr/>	Line <u>2.2</u>	____ _

Fill in this information to identify the case:

Debtor HotelWorks Development, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number _____
(if known)

Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
- Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or part.

If more space is needed for priority unsecured claims, fill out and attach the Additional Page of Part 1.

	Total claim	Priority amount
<p>2.1 Priority creditor's name and mailing address</p> <p><u>City of Cotulla</u></p> <p><u>117 North Front</u></p> <p><u>Cotulla, TX, 78014</u></p> <p>_____</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a)(<u>8</u>)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Hotel Tax</u></p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p><u>\$4,535.64</u></p> <p><u>\$4,535.64</u></p>

<p>2.2 Priority creditor's name and mailing address</p> <p><u>Cotulla ISD</u></p> <p><u>310 North Main</u></p> <p><u>Cotulla, TX, 78014</u></p> <p>_____</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a)(<u>8</u>)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim: <u>Property Taxes</u></p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p><u>\$18,000.00</u></p> <p><u>\$18,000.00</u></p>
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Debtor HotelWorks Development, LLC Case number (if known) _____

Part 1: Additional Page

Copy this page if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional PRIORITY creditors exist, do not fill out or submit this page.

		Total claim	Priority amount
2.3	Priority creditor's name and mailing address Internal Revenue Service P.O. Box 7346 _____ _____ Philadelphia PA 19101-7346 Date or dates debt was incurred _____ Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a)(<u>8</u>)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Notice Only Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00 \$0.00
2.4	Priority creditor's name and mailing address La Salle County Property Tax 101 Courthouse Square, Suite 102 Cotulla, TX, 78014 _____ Date or dates debt was incurred _____ Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a)(<u>8</u>)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Property Taxes Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$8,000.00 \$8,000.00
2.5	Priority creditor's name and mailing address State of Texas Comptrollers Office 111 East 17th Street Austin, Texas, 78744 _____ Date or dates debt was incurred _____ Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a)(<u>8</u>)	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Hotel Tax Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$5,291.58 \$5,291.58

Debtor HotelWorks Development, LLC Case number (if known) _____

Part 1: Additional Page

Copy this page if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional PRIORITY creditors exist, do not fill out or submit this page.

	Total claim	Priority amount
<p>2.6 Priority creditor's name and mailing address</p> <p>State of Texas</p> <p>Comptrollers Office</p> <p>111 East 17th Street</p> <p>Austin, TX, 78744</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a)(<u>8</u>)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>Sales Taxes</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p>\$590.08</p> <p>\$590.08</p>

<p>2.7 Priority creditor's name and mailing address</p> <p>Texas Comptroller of Public Accts</p> <p>Rev. Accounting Div - Bankruptcy</p> <p>P.O. Box 13528 Capitol Station</p> <p>Austin TX 78711</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a)(<u>8</u>)</p>	<p>As of the petition filing date, the claim is: <i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p>Notice Only</p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<p>\$0.00</p> <p>\$0.00</p>
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Debtor HotelWorks Development, LLC Case number (if known) _____

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If more space is needed for nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
<div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">3.1</div> Nonpriority creditor's name and mailing address <hr/> Agilysis <hr/> 1000 Windward Concourse, Suite 250 <hr/> Alpharetta, GA, 30005 <hr/> Date or dates debt was incurred _____ Last 4 digits of account number _____ Point of Sale System _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade <hr/> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<hr/> \$10,000.00

<div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">3.2</div> Nonpriority creditor's name and mailing address <hr/> AT&T Fiber Optic Lines <hr/> 4119 Broadway Street <hr/> San Antonio, TX, 78209 <hr/> Date or dates debt was incurred _____ Last 4 digits of account number _____ Fiber Optic Lines - WiFi _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade <hr/> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<hr/> \$4,500.00
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<div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">3.3</div> Nonpriority creditor's name and mailing address <hr/> AT&T Telephone <hr/> 4119 Broadway Street <hr/> San Antonio, TX, 78209 <hr/> Date or dates debt was incurred _____ Last 4 digits of account number _____ Fire Alarm - Building Alarm - Elevator _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade <hr/> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	<hr/> \$2,000.00
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Debtor HotelWorks Development, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.4	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$7,000.00</u>
	<u>Buffalo Leasing</u>	<input type="checkbox"/> Contingent	
	<u>2095 BI35E</u>	<input type="checkbox"/> Unliquidated	
	<u>Unit #2,</u>	<input type="checkbox"/> Disputed	
	<u>Pearsall TX 78210</u>	Basis for the claim: <u>Equipment Lease</u>	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	<u>Construction lift</u>	<input type="checkbox"/> Yes	

3.5	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$24,000.00</u>
	<u>Chandler Signs</u>	<input type="checkbox"/> Contingent	
	<u>3201 Manor Way</u>	<input type="checkbox"/> Unliquidated	
	<u>Dallas TX 75235</u>	<input type="checkbox"/> Disputed	
	Date or dates debt was incurred _____	Basis for the claim: <u>Trade</u>	
	Last 4 digits of account number _____	Is the claim subject to offset?	
	<u>Hotel signage - wayfinding signage</u>	<input checked="" type="checkbox"/> No	
		<input type="checkbox"/> Yes	

3.6	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$4,000.00</u>
	<u>City of Cotulla Utilities</u>	<input type="checkbox"/> Contingent	
	<u>117 North Front</u>	<input type="checkbox"/> Unliquidated	
	<u>Cotulla TX 78014</u>	<input type="checkbox"/> Disputed	
	Date or dates debt was incurred _____	Basis for the claim: <u>Trade</u>	
	Last 4 digits of account number _____	Is the claim subject to offset?	
	<u>Water - Gas</u>	<input checked="" type="checkbox"/> No	
		<input type="checkbox"/> Yes	

Debtor HotelWorks Development, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.7	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$3,200,000.00</u>
	<u>Commerce Bank</u>	<input type="checkbox"/> Contingent	
	<u>5800 San Dario</u>	<input type="checkbox"/> Unliquidated	
	<u>Laredo,, TX 78041</u>	<input type="checkbox"/> Disputed	
		Basis for the claim: <u>Loan</u>	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _ _ _ _	<input checked="" type="checkbox"/> No	
		<input type="checkbox"/> Yes	

3.8	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$452,000.00</u>
	<u>Commerce Bank 7a</u>	<input type="checkbox"/> Contingent	
	<u>5800 San Dario</u>	<input type="checkbox"/> Unliquidated	
		<input type="checkbox"/> Disputed	
		Basis for the claim: <u>Loan</u>	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _ _ _ _	<input checked="" type="checkbox"/> No	
		<input type="checkbox"/> Yes	

3.9	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$18,000.00</u>
	<u>Cotulla ISD Property Tax</u>	<input type="checkbox"/> Contingent	
	<u>310 North Main</u>	<input type="checkbox"/> Unliquidated	
		<input type="checkbox"/> Disputed	
		Basis for the claim: <u>Property Taxes</u>	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _ _ _ _	<input checked="" type="checkbox"/> No	
		<input type="checkbox"/> Yes	

3.10	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$14,000.00</u>
	<u>Direct Energy</u>	<input type="checkbox"/> Contingent	
	<u>1001 Liberty Avenue</u>	<input type="checkbox"/> Unliquidated	
	<u>Suite 1200</u>	<input type="checkbox"/> Disputed	
	<u>Pittsburgh,, PA 15222</u>		
		Basis for the claim: <u>Trade</u>	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _ _ _ _	<input checked="" type="checkbox"/> No	
		<input type="checkbox"/> Yes	

Electricity

Debtor HotelWorks Development, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.11	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is:	\$3,000.00
	<u>DLA Piper</u>	<i>Check all that apply.</i>	
	<u>2000 University Avenue</u>	<input type="checkbox"/> Contingent	
	<u>_____</u>	<input type="checkbox"/> Unliquidated	
	<u>_____</u>	<input type="checkbox"/> Disputed	
	<u>_____</u>	Basis for the claim:	
	<u>East Palo Alto CA 94303</u>	Attorney Fees	
	<u>_____</u>		
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	Legal Fees	<input type="checkbox"/> Yes	

3.12	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is:	\$4,500.00
	<u>Elite Labor</u>	<i>Check all that apply.</i>	
	<u>6550 Springfield Avenue, #103</u>	<input type="checkbox"/> Contingent	
	<u>Laredo,, TX 78040</u>	<input type="checkbox"/> Unliquidated	
	<u>_____</u>	<input type="checkbox"/> Disputed	
	<u>_____</u>	Basis for the claim:	
	<u>_____</u>	Trade	
	<u>_____</u>		
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	Temp Labor for construction	<input type="checkbox"/> Yes	

3.13	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is:	\$12,000.00
	<u>Enseo</u>	<i>Check all that apply.</i>	
	<u>1680 Prospect Drive</u>	<input type="checkbox"/> Contingent	
	<u>Suite 100</u>	<input type="checkbox"/> Unliquidated	
	<u>Richardson,, TX 75081</u>	<input type="checkbox"/> Disputed	
	<u>_____</u>	Basis for the claim:	
	<u>_____</u>	Trade	
	<u>_____</u>		
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	Television content	<input type="checkbox"/> Yes	

Debtor HotelWorks Development, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.14	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$18,000.00
	Envision Creative	<input type="checkbox"/> Contingent	
	3400 Northland Drive	<input type="checkbox"/> Unliquidated	
		<input type="checkbox"/> Disputed	
		Basis for the claim:	
	Austin TX 78731	Trade	
	Date or dates debt was incurred	Is the claim subject to offset?	
	Last 4 digits of account number	<input checked="" type="checkbox"/> No	
	Marketing materials, website: design and printing	<input type="checkbox"/> Yes	

3.15	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$15,000.00
	GDF Suez	<input type="checkbox"/> Contingent	
	1990 Post Oak Blvd	<input type="checkbox"/> Unliquidated	
	Suite 1900	<input type="checkbox"/> Disputed	
	Houston,, TX 77056	Basis for the claim:	
		Trade	
	Date or dates debt was incurred	Is the claim subject to offset?	
	Last 4 digits of account number	<input checked="" type="checkbox"/> No	
	Electricity	<input type="checkbox"/> Yes	

3.16	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$15,000.00
	HotSos - Newmarket	<input type="checkbox"/> Contingent	
	75 New Hampshire Avenue	<input type="checkbox"/> Unliquidated	
	Portsmouth, NH 3801	<input type="checkbox"/> Disputed	
		Basis for the claim:	
		Trade	
	Date or dates debt was incurred	Is the claim subject to offset?	
	Last 4 digits of account number	<input checked="" type="checkbox"/> No	
	Hotel housekeeping - maintenance software	<input type="checkbox"/> Yes	

Debtor HotelWorks Development, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.17	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$15,000.00</u>
	<u>Infor HMS 10 Hospitality</u>	<input type="checkbox"/> Contingent	
	<u>641 Avenue of Americas</u>	<input type="checkbox"/> Unliquidated	
	_____	<input type="checkbox"/> Disputed	
	_____	Basis for the claim:	
	<u>New York NY 10011</u>	<u>Trade</u>	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	Hotel operating system	<input type="checkbox"/> Yes	

3.18	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$1,000.00</u>
	<u>Kaba - Saflok</u>	<input type="checkbox"/> Contingent	
	<u>400 Jeffreys Road</u>	<input type="checkbox"/> Unliquidated	
	_____	<input type="checkbox"/> Disputed	
	_____	Basis for the claim:	
	<u>Rocky Mount NC 27804</u>	<u>Trade</u>	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	Lock system	<input type="checkbox"/> Yes	

3.19	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$8,000.00</u>
	<u>La Salle County Property Tax</u>	<input type="checkbox"/> Contingent	
	<u>101 Courthouse Square</u>	<input type="checkbox"/> Unliquidated	
	<u>Suite 102</u>	<input type="checkbox"/> Disputed	
	_____	Basis for the claim:	
	<u>Cotulla TX 78014</u>	<u>Property Taxes</u>	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
		<input type="checkbox"/> Yes	

Debtor HotelWorks Development, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.20	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$15,000.00
	Lanyon	<input type="checkbox"/> Contingent	
	717 North Harwood Street	<input type="checkbox"/> Unliquidated	
	Suite 2200	<input type="checkbox"/> Disputed	
	Dallas,, TX 75201	Basis for the claim:	
		Trade	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	Hotel Global Marketing Bid Network	<input type="checkbox"/> Yes	

3.21	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$5,000.00
	Lodging Econometrics	<input type="checkbox"/> Contingent	
	500 Market Street	<input type="checkbox"/> Unliquidated	
	Suite 13	<input type="checkbox"/> Disputed	
	Portsmouth, NH 3801	Basis for the claim:	
		Trade	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	Market studies - hotel development	<input type="checkbox"/> Yes	

3.22	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$30,000.00
	Mission Equipment	<input type="checkbox"/> Contingent	
	P.O. Box 10310	<input type="checkbox"/> Unliquidated	
		<input type="checkbox"/> Disputed	
		Basis for the claim:	
	San Antonio TX 78210	Trade	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	F&B Equipment - Icemaker	<input type="checkbox"/> Yes	

Debtor HotelWorks Development, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.23	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$40,000.00</u>
	<u>Person, Whitworth, Borchers</u>	<input type="checkbox"/> Contingent	
	<u>602 East Calton Road</u>	<input type="checkbox"/> Unliquidated	
	<u>2nd Floor</u>	<input type="checkbox"/> Disputed	
	<u>Laredo,, TX 78041</u>	Basis for the claim:	
		<u>Attorney Fees</u>	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	Attorney fees	<input type="checkbox"/> Yes	

3.24	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$2,000.00</u>
	<u>QR Fire Protection</u>	<input type="checkbox"/> Contingent	
	<u>11204 McPherson, #116</u>	<input type="checkbox"/> Unliquidated	
	<u>Laredo,, TX 78045</u>	<input type="checkbox"/> Disputed	
		Basis for the claim:	
		<u>Trade</u>	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	Fire sprinkler system - construction	<input type="checkbox"/> Yes	

3.25	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$18,000.00</u>
	<u>Schindler Elevators</u>	<input type="checkbox"/> Contingent	
	<u>12961 Park Central Suite 1460</u>	<input type="checkbox"/> Unliquidated	
	<u>San Antonio, TX, 78216</u>	<input type="checkbox"/> Disputed	
		Basis for the claim:	
		<u>Trade</u>	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	Elevator Installation - Warranty	<input type="checkbox"/> Yes	

Debtor HotelWorks Development, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.26	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$5,000.00
	Sherfey Engineering	<input type="checkbox"/> Contingent	
	104 Del Ct, Laredo, TX, 78041	<input type="checkbox"/> Unliquidated	
	Laredo,, TX 78041	<input type="checkbox"/> Disputed	
		Basis for the claim:	
		Trade	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	Civil engineering	<input type="checkbox"/> Yes	

3.27	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$20,000.00
	Standard Textile	<input type="checkbox"/> Contingent	
	One Knollcrest Drive	<input type="checkbox"/> Unliquidated	
	Cincinnati,, OH 45237	<input type="checkbox"/> Disputed	
		Basis for the claim:	
		Trade	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	Towels and Linen	<input type="checkbox"/> Yes	

3.28	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$25,000.00
	TCR Best Alarm	<input type="checkbox"/> Contingent	
	1416 Houston Street	<input type="checkbox"/> Unliquidated	
	Laredo,, TX 78040	<input type="checkbox"/> Disputed	
		Basis for the claim:	
		Trade	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	Hotel smoke and fire alarm system	<input type="checkbox"/> Yes	

Debtor HotelWorks Development, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.29	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$35,000.00</u>
	<u>Telerent Leasing Corporation</u>	<input type="checkbox"/> Contingent	
	<u>4191 Fayetteville Road, NC,</u>	<input type="checkbox"/> Unliquidated	
	<u>Raliegh,</u>	<input type="checkbox"/> Disputed	
	<u>Raleigh NC 27603</u>	Basis for the claim:	
		<u>Equipment Lease</u>	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
		<input type="checkbox"/> Yes	
	Television content equipment lease		

3.30	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$2,000,000.00</u>
	<u>Texas Certified Development Co.</u>	<input type="checkbox"/> Contingent	
	<u>1701 E. 7th St.</u>	<input type="checkbox"/> Unliquidated	
	<u>Austin TX 78702</u>	<input type="checkbox"/> Disputed	
		Basis for the claim:	
		<u>Loan</u>	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
		<input type="checkbox"/> Yes	

3.31	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$11,000.00</u>
	<u>Trico Lift</u>	<input type="checkbox"/> Contingent	
	<u>2482 South Foster Rd.</u>	<input type="checkbox"/> Unliquidated	
	<u>San Antonio TX 78220</u>	<input type="checkbox"/> Disputed	
		Basis for the claim:	
		<u>Equipment Lease</u>	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
		<input type="checkbox"/> Yes	
	Construction lift		

Debtor HotelWorks Development, LLC Case number (if known) _____

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.32	Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$15,000.00
	William Scotsman	<input type="checkbox"/> Contingent	
	16847 Interstate 35 North #2	<input type="checkbox"/> Unliquidated	
	_____	<input type="checkbox"/> Disputed	
	_____	Basis for the claim:	
	Selma TX 78154	Arrearage _____	
	Date or dates debt was incurred _____	Is the claim subject to offset?	
	Last 4 digits of account number _____	<input checked="" type="checkbox"/> No	
	Market studies - hotel development	<input type="checkbox"/> Yes	

Debtor HotelWorks Development, LLC Case number (if known) _____

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

	Total of claim amounts	
5a. Total claims from Part 1	5a. <u>\$36,417.30</u>	
5b. Total claims from Part 2	5b. + <u>\$6,048,000.00</u>	
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c. <table border="1"><tr><td style="text-align: right;"><u>\$6,084,417.30</u></td></tr></table>	<u>\$6,084,417.30</u>
<u>\$6,084,417.30</u>		

Fill in this information to identify the case:

Debtor name	<u>HotelWorks Development, LLC</u>		
United States Bankruptcy Court for the:	<u>WESTERN DISTRICT OF TEXAS</u>		
Case number (if known)	_____	Chapter	<u>11</u>

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1	State what the contract or lease is for and the nature of the debtor's interest State the term remaining _____ List the contract number of any government contract _____	Contract to Sell Real Property Contract to be ASSUMED	Hilco Real Estate Attn: Todd M. Van Sickle 5 Revere Drive, Suite 320 _____ Northbrook IL 60062
2.2	State what the contract or lease is for and the nature of the debtor's interest State the term remaining _____ List the contract number of any government contract _____	Equipment Lease Contract to be REJECTED Contract is in DEFAULT	Telerent Leasing Corporation 4191 Fayetteville Road, NC, Raleigh, _____ Raleigh NC 27603

Fill in this information to identify the case:

Debtor name HotelWorks Development, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number _____
(if known)

Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, **Schedules D-G**. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1 AC Lubricants, LLC	_____ Number Street _____ _____ City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2 Alfonso Arguindegui	4506 Texas 359 Number Street Laredo, TX, 78043 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3 Alfonso Arguindegui	4506 Texas 359 Number Street Laredo, TX, 78043 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4 Arguindegui Investments, LTD	4506 Texas 359 Number Street Laredo, TX, 78043 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor HotelWorks Development, LLC Case number (if known) _____

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

Check all schedules that apply:

Name	Mailing address	Name	Check all schedules that apply:
2.5 Arguiendegui Investments, LTD	4506 Texas 359 Number Street Laredo, TX, 78043 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.6 Ashraf Tariq	5524 Bee Caves Road, Suite I-4 Number Street Austin, TX, 78746 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.7 Atlante Development, LLC	901 Victoria Street, Suite A Number Street Laredo, TX, 78040 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.8 Atlante Development, LLC	901 Victoria Street, Suite A Number Street Laredo, TX, 78040 City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.9 Atlante Development, LLC	901 Victoria Street, Suite A Number Street Laredo, TX, 78040 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.10 Bluered Glasseye, LLC	104 Billings Lane Number Street Austin, TX, 78733 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.11 Bluered Glasseye, LLC	104 Billings Lane Number Street Austin, TX, 78733 City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor HotelWorks Development, LLC Case number (if known) _____

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.12 Bluered Glasseye, LLC	104 Billings Lane Number Street Austin, TX, 78733 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.13 Bob Zachariah	2727 Revere 2038 Number Street Houston, TX, 77098 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.14 Bob Zachariah	2727 Revere 2038 Number Street Houston, TX, 77098 _____ City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.15 Bob Zachariah	2727 Revere 2038 Number Street Houston, TX, 77098 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.16 Ektara Ventures, LLC	5917 Cape Coral Drive Number Street Austin, TX, 78746 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.17 Ektara Ventures, LLC	5917 Cape Coral Drive Number Street Austin, TX, 78746 _____ City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.18 Ektara Ventures, LLC	5917 Cape Coral Drive Number Street Austin, TX, 78746 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor HotelWorks Development, LLC Case number (if known) _____

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

Check all schedules that apply:

Name	Mailing address	Name	Check all schedules that apply:
2.19 Frank Rotnofsky	901 Victoria Street, Suite A Number Street Laredo, TX, 78040 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.20 G3 Realty Development, LLC	2606 Hancock Drive Number Street Austin, TX, 78731 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.21 G3 Realty Development, LLC	2606 Hancock Drive Number Street Austin, TX, 78731 City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.22 Hurson Hospitality, LLC	2402 W 8th. Street Number Street Austin, TX, 78703 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.23 Hurson Hospitality, LLC	2402 W 8th. Street Number Street Austin, TX, 78703 City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.24 Hurson Hospitality, LLC	2402 W 8th. Street Number Street Austin, TX, 78703 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.25 Imran and Maheem Baqai	5917 Cape Coral Drive Number Street Austin, TX, 78746 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor HotelWorks Development, LLC Case number (if known) _____

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.26 Imran and Maheem Baqai	5917 Cape Coral Drive Number Street Austin, TX, 78746 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.27 Imran Qureshi	104 Billings Lane Number Street Austin, TX, 78733 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.28 Imran Qureshi	104 Billings Lane Number Street Austin, TX, 78733 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.29 J3 Hotel Development, LLC	2606 Hancock Drive Number Street Austin, TX, 78731 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.30 J3 Hotel Development, LLC	2606 Hancock Drive Number Street Austin, TX, 78731 _____ City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.31 Jana Grimes	2606 Hancock Drive Number Street Austin, TX, 78731 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.32 Jawaid Iqbal	7212 Via Dono Dr Number Street Austin, TX, 78749 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor HotelWorks Development, LLC Case number (if known) _____

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.33 Jawaid Iqbal	7212 Via Dono Dr Number Street Austin, TX, 78749 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.34 John Grimes	2606 Hancock Drive Number Street Austin, TX, 78731 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.35 LCMGT, LLC	_____ Number Street _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.36 LCMGT, LLC	125 Flecha Lane Number Street Laredo, TX, 78045 _____ City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.37 LCMGT, LLC	125 Flecha Lane Number Street Laredo, TX, 78045 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.38 Lilian Montgomery	3302 Riva Ridge Rd Number Street Austin, TX, 78746 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.39 Lilian Montgomery	3302 Riva Ridge Rd Number Street Austin, TX, 78746 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor HotelWorks Development, LLC Case number (if known) _____

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

Check all schedules that apply:

Name	Mailing address	Name	Check all schedules that apply:
2.40 Lupita Canales	125 Flecha Lane Number Street Laredo, TX, 78045 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.41 Lupita Canales	125 Flecha Lane Number Street Laredo, TX, 78045 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.42 Mayur and Keka Mehta	107 Far Vela Lane Number Street Lakeway, TX, 78734 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.43 Mayur and Keka Mehta	107 Far Vela Lane Number Street Lakeway, TX, 78734 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.44 Mehran Ventures, LLC	7212 Via Dono Dr Number Street Austin, TX, 78749 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.45 Mehran Ventures, LLC	7212 Via Dono Dr Number Street Austin, TX, 78749 _____ City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.46 Mehran Ventures, LLC	7212 Via Dono Dr Number Street Austin, TX, 78749 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor HotelWorks Development, LLC Case number (if known) _____

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

Check all schedules that apply:

Name	Mailing address	Name	Check all schedules that apply:
2.47 MKKM, LLC	107 Far Vela Lane Number Street Lakeway, TX, 78734 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.48 MKKM, LLC	107 Far Vela Lane Number Street Lakeway, TX, 78734 _____ City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.49 MKKM, LLC	107 Far Vela Lane Number Street Lakeway, TX, 78734 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.50 Mohammed Khurram Faizan	1 Darl Court Number Street East Greenwich, RI, 02818 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.51 Mohammed Khurram Faizan	1 Darl Court Number Street East Greenwich, RI, 02818 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.52 MontyJim, LLC	3302 Riva Ridge Rd Number Street Austin, TX, 78746 _____ City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.53 Mulberry Realty Development, LLC	2727 Revere 2038 Number Street Houston, TX, 77098 _____ City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor HotelWorks Development, LLC Case number (if known) _____

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

Check all schedules that apply:

Name	Mailing address	Name	Check all schedules that apply:
2.54 Mulberry Realty Development, LLC	2727 Revere 2038 Number Street Houston, TX, 77098 City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.55 Mulberry Realty Development, LLC	2727 Revere 2038 Number Street Houston, TX, 77098 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.56 One Day, LLC	1 Darl Court Number Street East Greenwich, RI, 02818 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.57 One Day, LLC	1 Darl Court Number Street East Greenwich, RI, 02818 City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.58 One Day, LLC	1 Darl Court Number Street East Greenwich, RI, 02818 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.59 SALT Enterprises, LLC	5524 Bee Caves Road, Suite I-4 Number Street Austin, TX, 78746 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.60 SALT Enterprises, LLC	5524 Bee Caves Road, Suite I-4 Number Street Austin, TX, 78746 City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor HotelWorks Development, LLC Case number (if known) _____

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

Check all schedules that apply:

Name	Mailing address	Name	Check all schedules that apply:
2.61 SALT Enterprises, LLC	5524 Bee Caves Road, Suite I-4 Number Street Austin, TX, 78746 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.62 Tony Hurson	2402 W 8th. Street Number Street Austin, TX, 78703 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.63 Tony Hurson	2402 W 8th. Street Number Street Austin, TX, 78703 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.64 Z Rock Capital, LLC	2727 Revere 2038 Number Street Houston, TX, 77098 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.65 Z Rock Capital, LLC	2727 Revere 2038 Number Street Houston, TX, 77098 City State ZIP Code	Small Business Administration	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.66 Z Rock Capital, LLC	2727 Revere 2038 Number Street Houston, TX, 77098 City State ZIP Code	Commerce Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:

Debtor Name HotelWorks Development, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number (if known): _____

Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)

<p>1a. Real property: Copy line 88 from Schedule A/B.....</p>	<p>\$1,425,000.00</p>
<p>1b. Total personal property: Copy line 91A from Schedule A/B.....</p>	<p>\$0.00</p>
<p>1c. Total of all property Copy line 92 from Schedule A/B.....</p>	<p>\$1,425,000.00</p>

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Hold Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, Amount of claim, at the bottom of page 1 of Schedule D..... **\$5,652,000.00**

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

<p>3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of Schedule E/F.....</p>	<p>\$36,417.30</p>
<p>3b. Total amount of claims of non-priority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F.....</p>	<p>+ \$6,048,000.00</p>

4. Total liabilities

Lines 2 + 3a + 3b..... **\$11,736,417.30**

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

Debtor Name	<u>HotelWorks Development, LLC</u>
United States Bankruptcy Court for the:	<u>WESTERN DISTRICT OF TEXAS</u>
Case number (if known)	_____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets--Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- A Summary of Assets and Liabilities for Non-Individuals* (Official Form 206-Summary)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration _____

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

Executed on 07/01/2016
MM / DD / YYYY

X /s/ Bob Zachariah _____
Signature of individual signing on behalf of debtor

Bob Zachariah _____
Printed name

President and CEO _____
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name HotelWorks Development, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number (if known) _____

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply.

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:	From <u>01/01/2016</u> to Filing date	<input type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	<u>\$0.00</u>
For prior year:	From <u>01/01/2015</u> to <u>12/31/2015</u>	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	<u>\$407,202.00</u>
For the year before that:	From <u>01/01/2014</u> to <u>12/31/2014</u>	<input type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	_____

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None

Debtor HotelWorks Development, LLC Case number (if known) _____
 Name

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or co-signed by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. Bob Zachariah <small>Insider's name</small>	2015	\$86,219.43	Salary - \$84,000 Expense Reimbursement - \$2219.43
<small>Number Street</small>			
<small>City State ZIP Code</small>			
Relationship to debtor President and CEO			

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or government audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity--within 1 year before filing this case.

None

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

None

Debtor HotelWorks Development, LLC Case number (if known) _____
Name

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000.

None

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

None

Description of the property lost and how the loss occurred	Amount of payments received for the loss <small>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 206A/B (Schedule A/B: Assets -- Real and Personal Property).</small>	Date of loss	Value of property lost
Water Damage	\$0.00	2016	\$60,000.00

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

None

Who was paid or who received the transfer?	If not money, describe the property transferred	Dates	Total amount or value
11.1. <u>Law Office of Ray Battaglia, PLLC</u>		06/28/2016 -	\$33,860.00
Address		\$26,700	
<u>66 Granburg Circle</u>		06/28/16 -	\$660.00
<small>Number Street</small>		1/5/16 -	\$6500
<u>San Antonio TX 78218</u>			
<small>City State ZIP Code</small>			
Email or website address			
Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
 Do not include transfers already listed on this statement.

None

Debtor HotelWorks Development, LLC Case number (if known) _____
Name

13. Transfers not already listed on this statement

List any transfers of money or other property--by sale, trade, or any other means--made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

No. Go to Part 9.

Yes. Fill in the information below.

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

No.

Yes. State the nature of the information collected and retained

Name, address, credit card, phone, e-mail

Does the debtor have a privacy policy about that information?

No.

Yes.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b) or other pension or profit-sharing plan made available by the debtor as an employee benefit?

No. Go to Part 10.

Yes. Does the debtor serve as plan administrator?

No. Go to Part 10.

Yes. Fill in below:

Debtor HotelWorks Development, LLC Case number (if known) _____
 Name

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts, certificates of deposit, and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1. Commerce Bank Name <u>5800 San Dario</u> Number Street <u>Laredo TX 78040</u> City State ZIP Code	XXXX- <u>7 3 0 7</u>	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	<u>March 2016</u>	<u>\$0.05</u>
18.2. Commerce Bank Name <u>5800 San Dario</u> Number Street <u>Laredo Tx</u> City State ZIP Code	XXXX- <u>8 0 7 7</u>	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	<u>March 2016</u>	<u>\$80.52</u>
18.3. Commerce Bank Name Number Street City State ZIP Code	XXXX- <u>0 9 2 6</u>	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	<u>March 2016</u>	<u>\$27.99</u>
18.4. Commerce Bank Name Number Street City State ZIP Code	XXXX- <u>9 4 1 3</u>	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	<u>March 2016</u>	<u>\$0.26</u>

Debtor HotelWorks Development, LLC Case number (if known) _____
Name

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

None

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

None

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

None

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?

Include settlements and orders.

- No
 Yes. Provide details below.

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- No
 Yes. Provide details below.

24. Has the debtor notified any governmental unit of any release of hazardous material?

- No
 Yes. Provide details below.

Debtor HotelWorks Development, LLC Case number (if known) _____
 Name

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

25.1. **Business name and address** **Describe the nature of the business** **Employer Identification number**
 Do not include Social Security number or ITIN.
Ciena Hotels and Suites Cotulla, LLC
 Name
165 Mars Drive
 Street

Cotulla, TX 77098
 City State ZIP Code

EIN: 4 5 - 2 9 1 7 2 4 3

Dates business existed
 From 08/24/2011 To Present

25.2. **Business name and address** **Describe the nature of the business** **Employer Identification number**
 Do not include Social Security number or ITIN.
Malana Hotels and Suites Cotulla, LLC
 Name
165 Mars Drive
 Street

Cotulla, TX 77098
 City State ZIP Code

EIN: 4 6 - 4 6 7 9 1 8 6

Dates business existed
 From 12/12/2013 To Present

25.3. **Business name and address** **Describe the nature of the business** **Employer Identification number**
 Do not include Social Security number or ITIN.
Woodstar Management, LLC
 Name
165 Mars Drive
 Street

Cotulla, TX 77098
 City State ZIP Code

EIN: 4 5 - 4 7 3 1 1 8 9

Dates business existed
 From 08/04/2011 To Present

25.4. **Business name and address** **Describe the nature of the business** **Employer Identification number**
 Do not include Social Security number or ITIN.
HotelWorks Intellectual Capital, LLC
 Name
165 Mars Drive
 Street

Cotulla, TX 77098
 City State ZIP Code

EIN: _____ - _____

Dates business existed
 From 08/04/2011 To Present

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

26a.1. **Name and address** **Dates of service**
 From _____ To _____
Dennis Gruenbein
 Name
Gruenbein and Reed Accountants
 Street
1705 S. Capital of Texas Highway

Austin TX 78746
 City State ZIP Code

Debtor HotelWorks Development, LLC Case number (if known) _____
 Name

Name and address	Dates of service	
26a.2. <u>Catalina Meza</u>	From _____	To _____
Name		
<u>1202 E. Del Mar Blvd., Suite 8</u>		
Street		

<u>Laredo</u>	<u>TX</u>	<u>78041</u>
City	State	ZIP Code

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

Name and address	Dates of service	
26b.1. <u>Dennis Gruenbein</u>	From _____	To _____
Name		

Street		

City	State	ZIP Code

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

Name and address	If any books of account and records are unavailable, explain why
26c.1. <u>Bob Zachariah</u>	
Name	

Street	

City	State ZIP Code

Name and address	If any books of account and records are unavailable, explain why
26c.2. <u>Catalina Meza</u>	
Name	

Street	

City	State ZIP Code

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

Name and address
26d.1. <u>Dennis Gruenbein</u>
Name

Street

City
State ZIP Code

Debtor HotelWorks Development, LLC Case number (if known) _____

Name

Name and address

26d.2. **Commerce Bank**

Name _____

Street _____

City _____ State _____ ZIP Code _____

Name and address

26d.3. **Texas Certified Development Corporation**

Name _____

Street _____

City _____ State _____ ZIP Code _____

Name and address

26d.4. **Small Business Administration**

Name _____

Street _____

City _____ State _____ ZIP Code _____

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- No.
- Yes. Give the details about the two most recent inventories.

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Bob Zachariah	2727 Revere Street 2038 Houston, , TX 77098	President and CEO / Member	6.8%
Imran Baqai	5917 Cape Coral Drive Austin, , TX 78746	Chairman / Member	10.9%
John Grimes	2006 Hancock Drive Austin, , TX 78731	Construction / Member	7.1%
Mayur Mehta	107 Far Vela Lane Lakeway, , TX 78734	Treasurer - Tax Matters / Member	6.9%
Frank Rotnofsky	901 Victoria Street Laredo, , TX 78040	Construction / Member	6.9%
Tony Hurson	2402 W 8th. Street Austin, , 78703	Secretary / Member	7.6%

Debtor HotelWorks Development, LLC Case number (if known) _____
Name

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- No
 Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
------	---------	-------------------------------------	---

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- No
 Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1. <u>Bob Zachariah</u> <small>Name</small> <u>2727 Revere Street 2038</u> <small>Street</small>	Salary \$84,000.00	Annual Salary Paid Bi monthly	
<u>Houston TX 77098</u> <small>City State ZIP Code</small>			
Relationship to debtor <u>President and CEO</u>			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- No
 Yes. Identify below.

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- No
 Yes. Identify below.

Part 14: Signature and Declaration

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

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

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

Executed on 07/01/2016
MM / DD / YYYY

X /s/ Bob Zachariah
Signature of individual signing on behalf of the debtor

Printed name Bob Zachariah

Position or relationship to debtor President and CEO

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy (Official Form 207)* attached?

- No
 Yes

B2030 (Form 2030) (12/15)

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

In re **HotelWorks Development, LLC**

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.....	<u>\$33,860.00</u>	
Prior to the filing of this statement I have received.....	<u>\$33,860.00</u>	(See Attachment)
Balance Due.....	<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;

B2030 (Form 2030) (12/15)

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.

07/01/2016

Date

/s/ Raymond W. Battaglia

Raymond W. Battaglia
Law Offices of Ray Battaglia, PLLC
66 Granburg Circle
San Antonio, Texas 78218
Phone: (210) 601-9405

Bar No. 01918055

/s/ Bob Zachariah

Bob Zachariah
President and CEO

The Law Offices of Ray Battaglia, PLLC (the “Firm”) has been engaged to assist the Debtor in connection with a preparing for, filing and prosecuting a voluntary petition under Chapter 11 of Title 11 of the U.S. Code for HotelWorks Development LLC (“HotelWorks”) in order to protect its assets and reorganize its liabilities. The Firm has agreed to act as HotelWorks counsel and give advice in connection with the contemplated Chapter 11 proceeding. The Firm will render such ordinary and necessary legal services as may be required in the course of the Chapter 11 cases, including:

- a. Advising HotelWorks of its rights, powers and duties as debtors-in-possession in continuing to operate and manage their assets;
- b. Advising HotelWorks concerning, and assisting in a negotiation of documentation of debtor-in-possession financing agreements, debt restructuring, cash collateral orders and related transactions;
- c. Reviewing the nature and validity of agreements related to HotelWorks business and properties and advising HotelWorks in connection therewith;
- d. Reviewing the nature and validity of liens asserted against HotelWorks and advising HotelWorks concerning the enforceability of such liens;
- e. Advising HotelWorks concerning the actions to be taken to collect and recover property for the benefit of its estate;
- f. Preparing all necessary and appropriate applications, motions, pleadings, orders, notices, schedules and other documents, and reviewing all financial and other reports to be filed in HotelWorks Chapter 11 case;
- g. Advising HotelWorks concerning, and preparing responses to, applications, motions, pleadings, notices and other papers which may be filed in HotelWorks' Chapter 11 case;
- h. Counseling HotelWorks in connection with the formulation, negotiation and promulgation of plans of reorganization and related documents; and
- i. Performing all other legal services which may be necessary or appropriate in the administration of HotelWorks' Chapter 11 case.

The Debtor has agreed to pay the firm an hourly rate of \$400.00 per hour, as adjusted from time to time, in addition to reimbursement of expenses. The Debtor has paid the Firm a prepetition retainer of \$25,000 plus \$1,700 for the Court filing fees in connection with each of the chapter 11 cases. As of the Petition Date, the Firm had applied \$5,237.00 from the retainer to pay prepetition fees and expenses owed to the Firm, leaving a balance in the retainer account of \$21,463.00. Prior to filing, the Debtor has paid the Firm total fees and expenses in the amount of \$12,397 incurred in advising the Debtor regarding restructuring alternatives, sale of its assets, preparation for filing under chapter 11 of the Bankruptcy Code and other legal advice.

Fill in this information to identify the case:

Debtor name HotelWorks Development, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number _____
(if known)

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claims resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Commerce Bank 5800 San Dario Laredo,, TX 78041		Loan				\$3,200,000.00
2	Texas Certified Development Co. 1701 E. 7th St. Austin, TX 78702		Loan				\$2,000,000.00
3	Small Business Administration 5800 San Dario Laredo, TX, 78041				\$2,000,000.00	\$0.00	\$2,000,000.00
4	Commerce Bank 5800 San Dario Laredo, TX, 78041				\$3,200,000.00	\$1,425,000.00	\$1,775,000.00
5	Commerce Bank 7a 5800 San Dario Laredo, TX 78041		Loan				\$452,000.00

Debtor HotelWorks Development, LLC Case number (if known) _____
 Name _____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6 Commerce Bank 5800 San Dario Laredo, TX, 78041				\$452,000.00	\$0.00	\$452,000.00
7 Person, Whitworth, Borchers 602 East Calton Road 2nd Floor Laredo,, TX 78041		Attorney Fees				\$40,000.00
8 Telerent Leasing Corporation 4191 Fayetteville Road, NC, Raliegh, Raleigh, NC 27603		Equipment Lease				\$35,000.00
9 Mission Equipment P.O. Box 10310 San Antonio, TX 78210		Trade				\$30,000.00
10 TCR Best Alarm 1416 Houston Street Laredo,, TX 78040		Trade				\$25,000.00
11 Chandler Signs 3201 Manor Way Dallas, TX 75235		Trade				\$24,000.00
12 Standard Textile One Knollcrest Drive Cincinnati,, OH 45237		Trade				\$20,000.00
13 Schindler Elevators 12961 Park Central Suite 1460 San Antonio, TX, 78216		Trade				\$18,000.00

Debtor HotelWorks Development, LLC Case number (if known) _____
 Name _____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
14 Envision Creative 3400 Northland Drive Austin, TX 78731		Trade				\$18,000.00
15 Cotulla ISD Property Tax 310 North Main Cotulla, TX 78014		Property Taxes				\$18,000.00
16 Cotulla ISD 310 North Main Cotulla, TX, 78014		Property Taxes				\$18,000.00
17 Lanyon 717 North Harwood Street Suite 2200 Dallas,, TX 75201		Trade				\$15,000.00
18 Infor HMS 10 Hospitality 641 Avenue of Americas New York, NY 10011		Trade				\$15,000.00
19 HotSos - Newmarket 75 New Hampshire Avenue Portsmouth, NH 3801		Trade				\$15,000.00
20 GDF Suez 1990 Post Oak Blvd Suite 1900 Houston,, TX 77056		Trade				\$15,000.00

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE: **HotelWorks Development, LLC**

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 7/1/2016

Signature /s/ Bob Zachariah
Bob Zachariah
President and CEO

Date _____

Signature _____

AC Lubricants, LLC

Buffalo Leasing
2095 BI35E
Unit #2,
Pearsall, TX 78210

DLA Piper
2000 University Avenue
East Palo Alto, CA 94303

Agilysis
1000 Windward Concourse, Suite .
Alpharetta, GA, 30005

Chandler Signs
3201 Manor Way
Dallas, TX 75235

Ektara Ventures, LLC
5917 Cape Coral Drive
Austin, TX, 78746

Alfonso Arguindegui
4506 Texas 359
Laredo, TX, 78043

City of Cotulla
117 North Front
Cotulla, TX, 78014

Elite Labor
6550 Springfield Avenue, #103
Laredo,, TX 78040

Arguiendegui Investments, LTD
4506 Texas 359
Laredo, TX, 78043

City of Cotulla Utilities
117 North Front
Cotulla, TX 78014

Enseo
1680 Prospect Drive
Suite 100
Richardson,, TX 75081

Ashraf Tariq
5524 Bee Caves Road, Suite I-4
Austin, TX, 78746

Commerce Bank
5800 San Dario
Laredo,, TX 78041

Envision Creative
3400 Northland Drive
Austin, TX 78731

AT&T Fiber Optic Lines
4119 Broadway Street
San Antonio, TX, 78209

Commerce Bank
5800 San Dario
Laredo, TX, 78041

Frank Rotnofsky
901 Victoria Street, Suite A
Laredo, TX, 78040

AT&T Telephone
4119 Broadway Street
San Antonio, TX, 78209

Commerce Bank 7a
5800 San Dario
Laredo, TX 78041

G3 Realty Development, LLC
2606 Hancock Drive
Austin, TX, 78731

Atlante Development, LLC
901 Victoria Street, Suite A
Laredo, TX, 78040

Cotulla ISD
310 North Main
Cotulla, TX, 78014

GDF Suez
1990 Post Oak Blvd
Suite 1900
Houston,, TX 77056

Bluered Glasseye, LLC
104 Billings Lane
Austin, TX, 78733

Cotulla ISD Property Tax
310 North Main
Cotulla, TX 78014

Hilco Real Estate
Attn: Todd M. Van Sickle
5 Revere Drive, Suite 320
Northbrook, IL 60062

Bob Zachariah
2727 Revere 2038
Houston, TX, 77098

Direct Energy
1001 Liberty Avenue
Suite 1200
Pittsburgh,, PA 15222

HotSos - Newmarket
75 New Hampshire Avenue
Portsmouth, NH 3801

Hurson Hospitality, LLC
2402 W 8th. Street
Austin, TX, 78703

La Salle County Property Tax
101 Courthouse Square
Suite 102
Cotulla, TX 78014

Mission Equipment
P.O. Box 10310
San Antonio, TX 78210

Imran and Maheem Baqai
5917 Cape Coral Drive
Austin, TX, 78746

La Salle County Property Tax
101 Courthouse Square, Suite 10
Cotulla, TX, 78014

MKKM, LLC
107 Far Vela Lane
Lakeway, TX, 78734

Imran Qureshi
104 Billings Lane
Austin, TX, 78733

Lanyon
717 North Harwood Street
Suite 2200
Dallas,, TX 75201

Mohammed Khurram Faizan
1 Darl Court
East Greenwich, RI, 02818

Infor HMS 10 Hospitality
641 Avenue of Americas
New York, NY 10011

LCMGT, LLC

MontyJim, LLC
3302 Riva Ridge Rd
Austin, TX, 78746

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

LCMGT, LLC
125 Flecha Lane
Laredo, TX, 78045

Mulberry Realty Development, LL
2727 Revere 2038
Houston, TX, 77098

J3 Hotel Development, LLC
2606 Hancock Drive
Austin, TX, 78731

Lilian Montgomery
3302 Riva Ridge Rd
Austin, TX, 78746

One Day, LLC
1 Darl Court
East Greenwich, RI, 02818

Jana Grimes
2606 Hancock Drive
Austin, TX, 78731

Lodging Econometrics
500 Market Street
Suite 13
Portsmouth, NH 3801

Person, Whitworth, Borchers
602 East Calton Road
2nd Floor
Laredo,, TX 78041

Jawaid Iqbal
7212 Via Dono Dr
Austin, TX, 78749

Lupita Canales
125 Flecha Lane
Laredo, TX, 78045

QR Fire Protection
11204 McPherson, #116
Laredo,, TX 78045

John Grimes
2606 Hancock Drive
Austin, TX, 78731

Mayur and Keka Mehta
107 Far Vela Lane
Lakeway, TX, 78734

SALT Enterprises, LLC
5524 Bee Caves Road, Suite I-4
Austin, TX, 78746

Kaba - Saflok
400 Jeffreys Road
Rocky Mount, NC 27804

Mehran Ventures, LLC
7212 Via Dono Dr
Austin, TX, 78749

Schindler Elevators
12961 Park Central Suite 1460
San Antonio, TX, 78216

Sherfey Engineering
104 Del Ct, Laredo, TX, 78041
Laredo,, TX 78041

Tony Hurson
2402 W 8th. Street
Austin, TX, 78703

Small Business Administration
5800 San Dario
Laredo, TX, 78041

Trico Lift
2482 South Foster Rd.
San Antonio, TX 78220

Standard Textile
One Knollcrest Drive
Cincinnati,, OH 45237

William Scotsman
16847 Interstate 35 North #2
Selma, TX 78154

State of Texas
Comptrollers Office
111 East 17th Street
Austin, Texas, 78744

Z Rock Capital, LLC
2727 Revere 2038
Houston, TX, 77098

State of Texas
Comptrollers Office
111 East 17th Street
Austin, TX, 78744

TCR Best Alarm
1416 Houston Street
Laredo,, TX 78040

Telerent Leasing Corporation
4191 Fayetteville Road, NC,
Raliegh,
Raleigh, NC 27603

Texas Certified Development Co.
1701 E. 7th St.
Austin, TX 78702

Texas Certified Development Co.
1701 E. 7th St.
Austin, TX, 78702

Texas Comptroller of Public Acc
Rev. Accounting Div - Bankruptc
P.O. Box 13528 Capitol Station
Austin, TX 78711